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HEALTH FACILITIES & SERVICES REVIEW BOARD

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR EXEMPTION PERMIT

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

This Section must be completed for all projects.

Facility/Project Identification

Facility Name: DMG Center for Pain Management		
Street Address: 2940 Rollingridge Road		
City and Zip Code: Naperville, IL 60564		
County: Will	Health Service Area IX	Health Planning Area: N/A

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

Exact Legal Name: DMG Pain Management Surgery Center, LLC
Street Address: 1100 W. 31st Street, Suite 300
City and Zip Code: Downers Grove, IL 60515
Name of Registered Agent: Jennifer M. Groszek
Registered Agent Street Address: 1100 W. 31st Street, Suite 400
Registered Agent City and Zip Code: Downers Grove, IL 60515
Name of Chief Executive Officer: Michael Kasper
CEO Street Address: 1100 W. 31st Street, Suite 300
CEO City and Zip Code: Downers Grove, IL 60515
CEO Telephone Number: 630-942-7966

Type of Ownership of Applicants

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

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

APPEND DOCUMENTATION AS ATTACHMENT 1 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Primary Contact [Person to receive ALL correspondence or inquiries]

Name: Bryan Niehaus
Title: Senior Consultant
Company Name: Murer Consultants, Inc.
Address: 19065 Hickory Creek Dr., Suite 115, Mokena, IL 60448
Telephone Number: 708-478-7030
E-mail Address: bniehaus@murer.com
Fax Number: 708-478-7094

Additional Contact [Person who is also authorized to discuss the application for exemption permit]

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

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City and Zip Code: Naperville, IL 60564		
County: Will	Health Service Area IX	Health Planning Area: N/A

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

Exact Legal Name: DuPage Medical Group, Ltd.
Street Address: 1100 W. 31st Street, Suite 300
City and Zip Code: Downers Grove, IL 60515
Name of Registered Agent: Jennifer M. Groszek
Registered Agent Street Address: 1100 W. 31st Street, Suite 400
Registered Agent City and Zip Code: Downers Grove, IL 60515
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APPLICATION FOR EXEMPTION PERMIT

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This Section must be completed for all projects.

Facility/Project Identification

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Street Address: 2940 Rollingridge Road
City and Zip Code: Naperville, IL 60564
County: Will Health Service Area IX Health Planning Area: N/A

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

Exact Legal Name: DMG Practice Management Solutions, LLC
Street Address: 1100 W. 31st Street, Suite 300
City and Zip Code: Downers Grove, IL 60515
Name of Registered Agent: Capitol Services,Inc.
Registered Agent Street Address: 1675 S. State St., STE B
Registered Agent City and Zip Code: Dover, DE 19901
Name of Chief Executive Officer: Michael Kasper
CEO Street Address: 1100 W. 31st Street, Suite 300
CEO City and Zip Code: Downers Grove, IL 60515
CEO Telephone Number: 630-942-7966

Type of Ownership of Applicants

☐	Non-profit Corporation	☐	Partnership		
☐	For-profit Corporation	☐	Governmental		
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E-mail Address: bniehaus@murer.com
Fax Number: 708-478-7094

Additional Contact [Person who is also authorized to discuss the application for exemption permit]

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

Post Exemption Permit Contact

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

Name: Dennis Fine
Title: Chief Operating Officer
Company Name: DMG Pain Management Surgery Center, LLC
Address: 1100 W. 31st Street, Suite 300, Downers Grove, IL 60515
Telephone Number: 630-469-9200
E-mail Address: dennis.fine@dupagemd.com
Fax Number:

Site Ownership

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: Rolling Ridge Center, LLC
Address of Site Owner: 1408 Joliet Road, Romeoville, IL 60446
Street Address or Legal Description of the Site: 2940 Rollingridge Road, Naperville, IL 60564 **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.

Operating Identity/Licensee

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

Exact Legal Name: DMG Pain Management Surgery Center, LLC
Address: 1100 W. 31st Street, Suite 300, Downers Grove, IL 60515
☐ Non-profit Corporation ☐ Partnership ☐ For-profit Corporation ☐ Governmental ☒ Limited Liability Company ☐ Sole Proprietorship ☐ Other o Corporations and limited liability companies must provide an Illinois Certificate of Good Standing. o Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner. o **Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.**
APPEND DOCUMENTATION AS ATTACHMENT 3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Organizational Relationships

Provide (for each applicant) an organizational chart containing the name and relationship of any person or entity who is related (as defined in Part 1130.140). If the related person or entity is participating in the development or funding of the project, describe the interest and the amount and type of any financial contribution.
APPEND DOCUMENTATION AS ATTACHMENT 4, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Flood Plain Requirements

[Refer to application instructions.]

Provide documentation that the project complies with the requirements of Illinois Executive Order #2006-5 pertaining to construction activities in special flood hazard areas. As part of the flood plain requirements, please provide a map of the proposed project location showing any identified floodplain areas. Floodplain maps can be printed at **www.FEMA.gov** or **www.illinoisfloodmaps.org**. **This map must be in a readable format**. In addition, please provide a statement attesting that the project complies with the requirements of Illinois Executive Order #2006-5 **(http://** www.illinois.gov/sites/hfsrb**)**.

APPEND DOCUMENTATION AS ATTACHMENT 5, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Historic Resources Preservation Act Requirements

[Refer to application instructions.]

Provide documentation regarding compliance with the requirements of the Historic Resources Preservation Act.

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

DESCRIPTION OF PROJECT

1. Project Classification

[Check those applicable - refer to Part 1110.40 and Part 1120.20(b)]

Part 1110 Classification:

- ☒ Change of Ownership
- ☐ Discontinuation of an Existing Health Care Facility or of a category of service
- ☐ Establishment or expansion of a neonatal intensive care or beds

2. Narrative Description

In the space below, provide a brief narrative description of the project. 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. Include the rationale regarding the project's classification as substantive or non-substantive.

DMG Pain Management Surgery Center, LLC is a single-specialty ambulatory surgical treatment center located at 2940 Rollingridge Road, Naperville, IL 60564. The facility has 2 procedure rooms. Currently, DuPage Medical Group, Ltd. is the sole, direct owner/member of DMG Pain Management Surgery Center, LLC.

This application seeks an exemption for a Change in Ownership Among Related Persons by transferring ownership of the existing IDPH licensed Ambulatory Surgical Treatment Center ("ASTC") operating entity, DMG Pain Management Surgery Center, LLC, from DuPage Medical Group, Ltd. to DMG Practice Management Solutions, LLC.

There are no other changes being proposed at the health care facility that would otherwise require a permit or exemption under the Act.

Project Costs and Sources of Funds (Neonatal Intensive Care Services only)

Complete the following table listing all costs (refer to Part 1120.110) associated with the project. When a project or any component of a project is to be accomplished by lease, donation, gift, or other means, the fair market or dollar value (refer to Part 1130.140) of the component must be included in the estimated project cost. If the project contains non-reviewable components that are not related to the provision of health care, complete the second column of the table below. Note, the use and sources of funds must be equal.

Project Costs and Sources of Funds			
USE OF FUNDS	**CLINICAL**	**NONCLINICAL**	**TOTAL**
Preplanning Costs			
Site Survey and Soil Investigation			
Site Preparation			
Off Site Work			
New Construction Contracts			
Modernization Contracts			
Contingencies			
Architectural/Engineering Fees			
Consulting and Other Fees			
Movable or Other Equipment (not in construction contracts)			
Bond Issuance Expense (project related)			
Net Interest Expense During Construction (project related)			
Fair Market Value of Leased Space or Equipment			
Other Costs To Be Capitalized			
Acquisition of Building or Other Property (excluding land)			
TOTAL USES OF FUNDS			
SOURCE OF FUNDS	**CLINICAL**	**NONCLINICAL**	**TOTAL**
Cash and Securities			
Pledges			
Gifts and Bequests			
Bond Issues (project related)			
Mortgages			
Leases (fair market value)			
Governmental Appropriations			
Grants			
Other Funds and Sources			
TOTAL SOURCES OF FUNDS			

NOTE: ITEMIZATION OF EACH LINE ITEM MUST BE PROVIDED AT ATTACHMENT 7, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Related Project Costs

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

Land acquisition is related to project ☐ Yes ☒ No
Purchase Price: $_____
Fair Market Value: $_____

The project involves the establishment of a new facility or a new category of service
☐ Yes ☒ No

If yes, provide the dollar amount of all **non-capitalized** operating start-up costs (including operating deficits through the first full fiscal year when the project achieves or exceeds the target utilization specified in Part 1100.

Estimated start-up costs and operating deficit cost is $ _____.

Project Status and Completion Schedules

For facilities in which prior permits have been issued please provide the permit numbers.

Indicate the stage of the project's architectural drawings:

☒ None or not applicable ☐ Preliminary

☐ Schematics ☐ Final Working

Anticipated project completion date (refer to Part 1130.140): As soon as possible following approval by HFSRB.

Indicate the following with respect to project expenditures or to financial commitments (refer to Part 1130.140): N/A

☐ Purchase orders, leases or contracts pertaining to the project have been executed. ☐ Financial commitment is contingent upon permit issuance. Provide a copy of the contingent "certification of financial commitment" document, highlighting any language related to CON Contingencies

☐ Financial Commitment will occur after permit issuance.

APPEND DOCUMENTATION AS ATTACHMENT 8, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

State Agency Submittals [Section 1130.620(c)]

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

SIGNATURE

Michael Kasper
PRINTED NAME

CEO
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 8th day of May, 2017

Signature of Notary

Seal

BARBARA A PEARLMAN
Official Seal
Notary Public - State of Illinois
My Commission Expires Dec 26, 2019

SIGNATURE

Dennis Fine
PRINTED NAME

COO
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 8th day of May, 2017

Signature of Notary

Seal

BARBARA A PEARLMAN
Official Seal
Notary Public - State of Illinois
My Commission Expires Dec 26, 2019

*Insert the EXACT legal name of the applicant

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PRINTED NAME

CEO
PRINTED TITLE

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

This Application is filed on the behalf of DuPage Medical Group, Ltd.*
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.

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Michael Kasper
PRINTED NAME

CEO
PRINTED TITLE

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this 8th day of May, 2017

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Seal

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SECTION II. DISCONTINUATION

This Section is applicable to the discontinuation of a health care facility maintained by a State agency. **NOTE:** If the project is solely for discontinuation and if there is no project cost, the remaining Sections of the application are not applicable.

Type of Discontinuation

- ☐ Discontinuation of an Existing Health Care Facility
- ☐ Discontinuation of a category of service

Criterion 1110.130 - Discontinuation

READ THE REVIEW CRITERION and provide the following information:

GENERAL INFORMATION REQUIREMENTS

1. Identify the categories of service and the number of beds, if any, that are to be discontinued.
2. Identify all of the other clinical services that are to be discontinued.
3. Provide the anticipated date of discontinuation for each identified service or for the entire facility.
4. Provide the anticipated use of the physical plant and equipment after the discontinuation occurs.
5. Provide the anticipated disposition and location of all medical records pertaining to the services being discontinued, and the length of time the records will be maintained.
6. For applications involving the discontinuation of an entire facility, provide certification by an authorized representative that all questionnaires and data required by HFSRB or DPH (e.g., annual questionnaires, capital expenditures surveys, etc.) will be provided through the date of discontinuation, and that the required information will be submitted no later than 90 days following the date of discontinuation.
7. Upon a finding that an application to close a health care facility is complete, the State Board shall publish a legal notice on 3 consecutive days in a newspaper of general circulation in the area or community to be affected and afford the public an opportunity to request a hearing. If the application is for a facility located in a Metropolitan Statistical Area, an additional legal notice shall be published in a newspaper of limited circulation, if one exists, in the area in which the facility is located. If the newspaper of limited circulation is published on a daily basis, the additional legal notice shall be published on 3 consecutive days. The legal notice shall also be posted on the Health Facilities and Services Review Board's web site and sent to the State Representative and State Senator of the district in which the health care facility is located. In addition, the health care facility shall provide notice of closure to the local media that the health care facility would routinely notify about facility events.
8. Provide attestation that the facility provided the required notice of the facility or category of service closure to local media that the health care facility would routinely notify about facility events. The supporting documentation shall include a copy of the notice, the name of the local media outlet, the

date the notice was given, and the result of the notice, e.g., number of times broadcasted, written, or published. Only notice that is given to a local television station, local radio station, or local newspaper will be accepted.

REASONS FOR DISCONTINUATION

The applicant shall state the reasons for the discontinuation and provide data that verifies the need for the proposed action. See criterion 1110.130(b) for examples.

IMPACT ON ACCESS

1. Document that the discontinuation of each service or of the entire facility and whether or not it will have an adverse effect upon access to care for residents of the facility's market area.

2. Document that a written request for an impact statement was received by all existing or approved health care facilities (that provide the same services as those being discontinued) located within 45 minutes travel time of the applicant facility.

APPEND DOCUMENTATION AS ATTACHMENT 10, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION III. BACKGROUND, PURPOSE OF THE PROJECT, AND ALTERNATIVES - INFORMATION REQUIREMENTS

This Section is applicable to all projects except those that are solely for discontinuation with no project costs.

Background

READ THE REVIEW CRITERION and provide the following required information:

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 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.
3. Authorization permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: official records of DPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations. **Failure to provide such authorization shall constitute an abandonment or withdrawal of the application without any further action by HFSRB.**
4. If, during a given calendar year, an applicant submits more than one application for permit, 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 11, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. EACH ITEM (1-4) MUST BE IDENTIFIED IN ATTACHMENT 11.

Criterion 1110.230 – Purpose of the Project, and Alternatives (Not applicable to Change of Ownership)

PURPOSE OF PROJECT

1. Document that the project will provide health services that improve the health care or well-being of the market area population to be served.
2. Define the planning area or market area, or other relevant area, per the applicant's definition.
3. Identify the existing problems or issues that need to be addressed as applicable and appropriate for the project.
4. Cite the sources of the documentation.
5. Detail how the project will address or improve the previously referenced issues, as well as the population's health status and well-being.
6. Provide goals with quantified and measurable objectives, with specific timeframes that relate to

achieving the stated goals **as appropriate**.

For projects involving modernization, describe the conditions being upgraded, if any. For facility projects, include statements of the age and condition of the project site, as well as regulatory citations, if any. For equipment being replaced, include repair and maintenance records.

NOTE: Information regarding the "Purpose of the Project" will be included in the State Board Report.
APPEND DOCUMENTATION AS ATTACHMENT 12, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. EACH ITEM (1-6) MUST BE IDENTIFIED IN ATTACHMENT 12.

ALTERNATIVES N/A

1) Identify **ALL** of the alternatives to the proposed project:

Alternative options **must** include:

A) Proposing a project of greater or lesser scope and cost;

B) Pursuing a joint venture or similar arrangement with one or more providers or entities to meet all or a portion of the project's intended purposes; developing alternative settings to meet all or a portion of the project's intended purposes;

C) Utilizing other health care resources that are available to serve all or a portion of the population proposed to be served by the project; and

D) Provide the reasons why the chosen alternative was selected.

2) Documentation shall consist of a comparison of the project to alternative options. The comparison shall address issues of total costs, patient access, quality and financial benefits in both the short-term (within one to three years after project completion) and long-term. This may vary by project or situation. **FOR EVERY ALTERNATIVE IDENTIFIED, THE TOTAL PROJECT COST AND THE REASONS WHY THE ALTERNATIVE WAS REJECTED MUST BE PROVIDED.**

3) The applicant shall provide empirical evidence, including quantified outcome data that verifies improved quality of care, as available.

APPEND DOCUMENTATION AS ATTACHMENT 13, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION IV. SERVICE SPECIFIC REVIEW CRITERIA (Neonatal Intensive Care Services Only)

Criterion 1130.531 Requirements for Exemptions for the Establishment or Expansion of Neonatal Intensive Care Service and Beds

This Section is applicable to all projects proposing the establishment, or expansion of Neonatal Intensive Care Service that are subject to CON review, as provided in the Illinois Health Facilities Planning Act [20 ILCS 3960]. It is comprised of information requirements, as well as charts for the service, indicating the review criteria that must be addressed for each action (establishment, expansion and modernization). APPLICABLE TO THE CRITERIA THAT MUST BE ADDRESSED:

A. Criterion 1130.531 - Neonatal Intensive Care Services

1. Applicants proposing to establish, expand and/or modernize the Neonatal Intensive Care categories of service must submit the following information:

2. Indicate bed capacity changes by Service: Indicate # of beds changed by action(s):

Category of Service	# Existing Beds	# Proposed Beds
☐ **Neonatal Intensive Care**		

3. READ the applicable review criteria outlined below and **submit the required documentation for the criteria:**

APPLICABLE REVIEW CRITERIA	Establish	Expand
1130.531(a) - A description of the project that identifies the location of the neonatal intensive care unit and the number of neonatal intensive care beds proposed;	X	X
1130.531(b) - Verification that a final cost report will be submitted to the Agency no later than 90 days following the anticipated project completion date;	X	X
1130.531(c) - Verification that failure to complete the project within the 24 months after the Board approved the exemption will invalidate the exemption.	X	X

APPEND DOCUMENTATION AS ATTACHMENT 14, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION V. CHANGE OF OWNERSHIP (CHOW)

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)(2) - 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)(2) - A statement as to the anticipated benefits of	X

the proposed changes in ownership to the community	
1130.520(b)(2) - 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)(2) - A description of the facility's quality improvement program mechanism that will be utilized to assure quality control;	X
1130.520(b)(2) - A description of the selection process that the acquiring entity will use to select the facility's governing body;	X
1130.520(b)(2) - 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)(2)- 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

Application for Change of Ownership Among Related Persons

When *a change of ownership is among related persons, and there are no other changes being proposed at the health care facility that would otherwise require a permit or exemption under the Act, the applicant shall submit an application consisting of a standard notice in a form set forth by the Board briefly explaining the reasons for the proposed change of ownership.* [20 ILCS 3960/8.5(a)]

APPEND DOCUMENTATION AS ATTACHMENT 15, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

VI. 1120.120 - AVAILABILITY OF FUNDS (Neonatal Intensive Care Services only)

The applicant shall document that financial resources shall be available and be equal to or exceed the estimated total project cost plus any related project costs by providing evidence of sufficient financial resources from the following sources, as applicable **[Indicate the dollar amount to be provided from the following sources]:**

_____	a)	Cash and Securities – statements (e.g., audited financial statements, letters from financial institutions, board resolutions) as to: 1) the amount of cash and securities available for the project, including the identification of any security, its value and availability of such funds; and 2) interest to be earned on depreciation account funds or to be earned on any asset from the date of applicant's submission through project completion;
_____	b)	Pledges – for anticipated pledges, a summary of the anticipated pledges showing anticipated receipts and discounted value, estimated time table of gross receipts and related fundraising expenses, and a discussion of past fundraising experience.
_____	c)	Gifts and Bequests – verification of the dollar amount, identification of any conditions of use, and the estimated time table of receipts;
_____	d)	Debt – a statement of the estimated terms and conditions (including the debt time period, variable or permanent interest rates over the debt time period, and the anticipated repayment schedule) for any interim and for the permanent financing proposed to fund the project, including: 1) For general obligation bonds, proof of passage of the required referendum or evidence that the governmental unit has the authority to issue the bonds and evidence of the dollar amount of the issue, including any discounting anticipated; 2) For revenue bonds, proof of the feasibility of securing the specified amount and interest rate; 3) For mortgages, a letter from the prospective lender attesting to the expectation of making the loan in the amount and time indicated, including the anticipated interest rate and any conditions associated with the mortgage, such as, but not limited to, adjustable interest rates, balloon payments, etc.; 4) For any lease, a copy of the lease, including all the terms and conditions, including any purchase options, any capital improvements to the property and provision of capital equipment; 5) For any option to lease, a copy of the option, including all terms and conditions.
_____	e)	Governmental Appropriations – a copy of the appropriation Act or ordinance accompanied by a statement of funding availability from an official of the governmental unit. If funds are to be made available from subsequent fiscal years, a copy of a resolution or other action of the governmental unit attesting to this intent;
_____	f)	Grants – a letter from the granting agency as to the availability of funds in terms of the amount and time of receipt;
_____	g)	All Other Funds and Sources – verification of the amount and type of any other funds that will be used for the project.
		TOTAL FUNDS AVAILABLE

APPEND DOCUMENTATION AS ATTACHMENT 16, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION VII. 1120.130 - FINANCIAL VIABILITY

All the applicants and co-applicants shall be identified, specifying their roles in the project funding or guaranteeing the funding (sole responsibility or shared) and percentage of participation in that funding.

Financial Viability Waiver

The applicant is not required to submit financial viability ratios if:

1. "A" Bond rating or better
2. All of the projects capital expenditures are completely funded through internal sources
3. The applicant's current debt financing or projected debt financing is insured or anticipated to be insured by MBIA (Municipal Bond Insurance Association Inc.) or equivalent
4. The applicant provides a third party surety bond or performance bond letter of credit from an A rated guarantor.

See Section 1120.130 Financial Waiver for information to be provided

APPEND DOCUMENTATION AS ATTACHMENT 17, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

The applicant or co-applicant that is responsible for funding or guaranteeing funding of the project shall provide viability ratios for the latest three years for which **audited financial statements are available and for the first full fiscal year at target utilization, but no more than two years following project completion.** When the applicant's facility does not have facility specific financial statements and the facility is a member of a health care system that has combined or consolidated financial statements, the system's viability ratios shall be provided. If the health care system includes one or more hospitals, the system's viability ratios shall be evaluated for conformance with the applicable hospital standards.

	Historical 3 Years			**Projected**
Enter Historical and/or Projected Years:				
Current Ratio				
Net Margin Percentage				
Percent Debt to Total Capitalization				
Projected Debt Service Coverage				
Days Cash on Hand				
Cushion Ratio				

Provide the methodology and worksheets utilized in determining the ratios detailing the calculation and applicable line item amounts from the financial statements. Complete a separate table for each co-applicant and provide worksheets for each.

2. Variance

Applicants not in compliance with any of the viability ratios shall document that another organization, public or private, shall assume the legal responsibility to meet the debt

obligations should the applicant default.

APPEND DOCUMENTATION AS ATTACHMENT 18, IN NUMERICAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION VIII. 1120.140 - ECONOMIC FEASIBILITY

This section is applicable to all projects subject to Part 1120.

A. Reasonableness of Financing Arrangements

The applicant shall document the reasonableness of financing arrangements by submitting a notarized statement signed by an authorized representative that attests to one of the following:

1) That the total estimated project costs and related costs will be funded in total with cash and equivalents, including investment securities, unrestricted funds, received pledge receipts and funded depreciation; or

2) That the total estimated project costs and related costs will be funded in total or in part by borrowing because:

A) A portion or all of the cash and equivalents must be retained in the balance sheet asset accounts in order to maintain a current ratio of at least 2.0 times for hospitals and 1.5 times for all other facilities; or

B) Borrowing is less costly than the liquidation of existing investments, and the existing investments being retained may be converted to cash or used to retire debt within a 60-day period.

B. Conditions of Debt Financing

This criterion is applicable only to projects that involve debt financing. The applicant shall document that the conditions of debt financing are reasonable by submitting a notarized statement signed by an authorized representative that attests to the following, as applicable:

1) That the selected form of debt financing for the project will be at the lowest net cost available;

2) That the selected form of debt financing will not be at the lowest net cost available, but is more advantageous due to such terms as prepayment privileges, no required mortgage, access to additional indebtedness, term (years), financing costs and other factors;

3) That the project involves (in total or in part) the leasing of equipment or facilities and that the expenses incurred with leasing a facility or equipment are less costly than constructing a new facility or purchasing new equipment.

C. Reasonableness of Project and Related Costs

Read the criterion and provide the following:

1. Identify each department or area impacted by the proposed project and provide a cost and square footage allocation for new construction and/or modernization using the following format (insert after this page).

COST AND GROSS SQUARE FEET BY DEPARTMENT OR SERVICE									
Department (list below)	A	B	C	D	E	F	G	H	Total Cost (G + H)
	Cost/Square Foot New	Mod.	Gross Sq. Ft. New Circ.*		Gross Sq. Ft. Mod. Circ.*		Const. $ (A x C)	Mod. $ (B x E)	
Contingency									
TOTALS									
* Include the percentage (%) of space for circulation									

D. Projected Operating Costs

The applicant shall provide the projected direct annual operating costs (in current dollars per equivalent patient day or unit of service) for the first full fiscal year at target utilization but no more than two years following project completion. Direct cost means the fully allocated costs of salaries, benefits and supplies for the service.

E. Total Effect of the Project on Capital Costs

The applicant shall provide the total projected annual capital costs (in current dollars per equivalent patient day) for the first full fiscal year at target utilization but no more than two years following project completion.

APPEND DOCUMENTATION AS ATTACHMENT 19, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION IX. SAFETY NET IMPACT STATEMENT (DISCONTINUATION ONLY)

SAFETY NET IMPACT STATEMENT that describes all of the following must be submitted for ALL SUBSTANTIVE PROJECTS AND PROJECTS TO DISCONTINUE STATE-OWNED HEALTH CARE FACILITIES [20 ILCS 3960/5.4]:

1. The project's material impact, if any, on essential safety net services in the community, to the extent that it is feasible for an applicant to have such knowledge.

2. The project's impact on the ability of another provider or health care system to cross-subsidize safety net services, if reasonably known to the applicant.

3. How the discontinuation of a facility or service might impact the remaining safety net providers in a given community, if reasonably known by the applicant.

Safety Net Impact Statements shall also include all of the following:

1. For the 3 fiscal years prior to the application, a certification describing the amount of charity care provided by the applicant. The amount calculated by hospital applicants shall be in accordance with the reporting requirements for charity care reporting in the Illinois Community Benefits Act. Non-hospital applicants shall report charity care, at cost, in accordance with an appropriate methodology specified by the Board.

2. For the 3 fiscal years prior to the application, a certification of the amount of care provided to Medicaid patients. Hospital and non-hospital applicants shall provide Medicaid information in a manner consistent with the information reported each year to the Illinois Department of Public Health regarding "Inpatients and Outpatients Served by Payor Source" and "Inpatient and Outpatient Net Revenue by Payor Source" as required by the Board under Section 13 of this Act and published in the Annual Hospital Profile.

3. Any information the applicant believes is directly relevant to safety net services, including information regarding teaching, research, and any other service.

A table in the following format must be provided as part of Attachment 40.

Safety Net Information per PA 96-0031			
CHARITY CARE			
Charity (# of patients)	**Year**	**Year**	**Year**
Inpatient			
Outpatient			
Total			
Charity (cost In dollars)			
Inpatient			
Outpatient			
Total			
MEDICAID			
Medicaid (# of patients)	**Year**	**Year**	**Year**
Inpatient			
Outpatient			
Total			
Medicaid (revenue)			
Inpatient			
Outpatient			
Total			

APPEND DOCUMENTATION AS ATTACHMENT 20, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION X. CHARITY CARE INFORMATION (CHOW ONLY)

Charity Care information MUST be furnished for ALL projects [1120.20(c)].

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 41.

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

APPEND DOCUMENTATION AS ATTACHMENT 21, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

ATTACHMENT 1

Section I – Type of Ownership – Certificate of Good Standing

An organizational chart showing the current and post-closing ownership structure of DMG Pain Management Surgery Center, LLC is included in Attachment 4. Good standing certificates for the following entities are also attached:

DMG Practice Management Solutions, LLC ("DMGPMS"): is a Delaware limited liability company, whose majority member is DuPage Medical Group, Ltd. A copy of the Delaware Good Standing Certificate for DMGPMS is attached. Because DMGPMS performs no operations in Illinois and only hold assets, it is not required to obtain authorization to conduct business in Illinois and, therefore, an Illinois Certificate of Good Standing for a foreign limited liability company is not applicable.

DuPage Medical Group, Ltd. ("DMG"): DMG is an Illinois corporation. DMG is the majority and controlling member of DMGPMS. DMG exercises control of DMGPMS through its majority interest (70%) and by holding 4 of the 7 DMGPMS governing board seats. A copy of DMG's Illinois Certificate of Good Standing is attached.

DMG Pain Management Surgery Center, LLC: DMG Pain Management Surgery Center, LLC is an Illinois limited liability company whose sole owner is DuPage Medical Group, Ltd. A copy of DMG Pain Management Surgery Center, LLC's Illinois Certificate of Good Standing is attached.

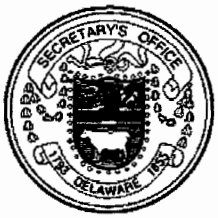
Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DMG PRACTICE MANAGEMENT SOLUTIONS 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 EIGHTH DAY OF MAY, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DMG PRACTICE MANAGEMENT SOLUTIONS LLC" WAS FORMED ON THE NINTH DAY OF DECEMBER, A.D. 2015.

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



5903346 8300

SR# 20173193386

Authentication: 202499064

Date: 05-08-17

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

Attachment 1

File Number 4887-921-7

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

DU PAGE MEDICAL GROUP, LTD., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON JULY 22, 1968, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION 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* 17TH *day of* MARCH *A.D.* 2017 .

Authentication #: 1707600536 verifiable until 03/17/2018
Authenticate at: http://www.cyberdriveillinois.com

Jesse White

SECRETARY OF STATE

Attachment 1

File Number 0319317-9

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE

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

DMG PAIN MANAGEMENT SURGERY CENTER LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON NOVEMBER 17, 2009, 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* 8TH *day of* MAY *A.D.* 2017 .

Authentication #: 1712800260 verifiable until 05/08/2018
Authenticate at: http://www.cyberdriveillinois.com

Jesse White

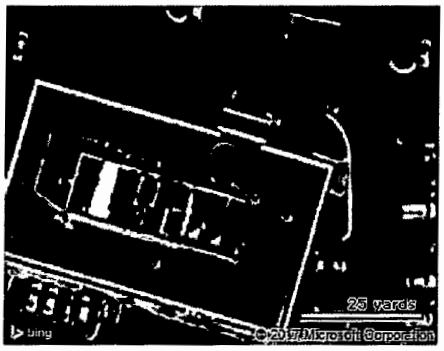
SECRETARY OF STATE

ATTACHMENT 2

Section I – Site Ownership

There is no change in the site ownership. Attached is the current lease held by the applicants with the Rolling Ridge Center, LLC. The applicants intend to continue the existing lease agreement.

2940 Rollingridge Rd, Naperville, IL 60564-4231, Will County



N/A	N/A	109,336	N/A
Beds	Bldg Sq Ft	Lot Sq Ft	Sale Price
N/A	N/A	COM'L BLDG	N/A
Baths	Yr Built	Type	Sale Date

Owner Information

Owner Name:	**Rolling Ridge Center LLC**	Tax Billing Zip:	**60440**
Tax Billing Address:	**Po Box 210**	Tax Billing Zip+4:	**8600**
Tax Billing City & State:	**Bolingbrook, IL**		

Location Information

Township:	**Wheatland Twp**	Carrier Route:	**R054**
Township Range Sect:	**37N-9E-9**	Flood Zone Code:	**X**
Subdivision:	**Rollingridge**	Flood Zone Panel:	**17197C0030E**
Census Tract:	**8803.12**	Flood Zone Date:	**09/06/1995**

Tax Information

Parcel ID:	**0701094120170000**	Lot # :	**1**
County Assessor Link:	**07-01-09-412-017-0000**	% Improved:	**69%**
Tax Area:	**0711**	Tax Year:	**2015**
Tax Appraisal Area:	**0711**	Property Tax Amount:	**$131,785**
Legal Description:	**IN ROLLINGRIDGE, BEING A SUB OF PRT OF THE SE1/4 OF SEC 9, T37N-R9E.**		

Assessment & Tax

Assessment Year	2016	2015	2014
Market Value - Total	$4,887,156	$4,887,156	$4,887,156
Assessed Value - Total	$1,629,052	$1,629,052	$1,629,052
Assessed Value - Land	$510,112	$510,112	$510,112
Assessed Value - Improved	$1,118,940	$1,118,940	$1,118,940
YOY Assessed Change ($)	$0	$0	
YOY Assessed Change (%)	0%	0%	

Tax Amount	Tax Year	Change ($)	Change (%)
$134,004	2013		
$136,236	2014	$2,232	1.67%
$131,785	2015	-$4,451	-3.27%

Characteristics

Universal Land Use:	**Commercial Building**	Lot Acres:	**2.51**
County Use Code:	**Commercial**	# of Buildings:	**1**
Lot Sq Ft:	**109,336**	Total Units:	**9**

Last Market Sale & Sales History

Recording Date	00/2004
Sale Date	02/01/2004
Sale Price	$1,215,000
Buyer Name	Rolling Ridge Center I LLC
Seller Name	Owner Record
Document Number	31283
Document Type	Deed (Reg)

FIFTH AMENDMENT TO LEASE

THIS FIFTH AMENDMENT TO LEASE ("Fifth Amendment") is made as of January 15, 2015 (the "Effective Date"), by and between **ROLLINGRIDGE CENTER, LLC**, an Illinois limited liability company ("Landlord"), and **DMG REAL ESTATE, LLC**, an Illinois limited liability company ("Tenant").

WHEREAS, Landlord and Tenant are parties to an Office Lease dated May 25, 2005, as amended by instruments dated January 30, 2006, December __, 2007, December 22, 2009 and October 31, 2010 (collectively referred to herein as the "Lease") for approximately 23,016 square feet of medical office space commonly known as Suites 200, 201 and 300 (the "Premises") at RollingRidge Center, 2940 Rolling Ridge Road, Naperville, Illinois 60564 (the "Building"); and

WHEREAS, on or about January 1, 2016, DUPAGE MEDICAL GROUP, LTD., an Illinois corporation, assigned its interest in the Lease to Tenant;

WHEREAS, Landlord and Tenant wish to further amend certain provisions of the Lease to, *inter alia*, extend the Term and to clarify certain responsibilities of the Parties; and

NOW, THEREFORE, in consideration of the mutual covenants and conditions hereinafter contained, Landlord and Tenant hereby agree as follows:

1. Term. The Term is hereby extended for a period of ten (10) years such that it shall continue through December 31, 2030. Except to the extent otherwise specifically provided herein, under no circumstances shall Tenant be entitled to any rent abatement period, construction allowance, tenant improvements, or other economic incentives set forth in the Lease related to the Premises. During the Term, as extended, Tenant shall pay Base Rent pursuant to the following schedule:

Existing and Extended Term	Base Rent Per Square foot	Annual Base Rent
1/1/16- 12/31/16	[redacted]	[redacted]
1/1/17- 12/31/17	[redacted]	[redacted]
1/1/18- 12/31/18	[redacted]	[redacted]
1/1/19- 12/31/19	[redacted]	[redacted]
1/1/20- 12/31/20	[redacted]	[redacted]
1/1/21- 12/31/21	[redacted]	[redacted]
1/1/22- 12/31/22	[redacted]	[redacted]
1/1/23- 12/31/23	[redacted]	[redacted]
1/1/24- 12/31/24	[redacted]	[redacted]
1/1/25- 12/31/25	[redacted]	[redacted]
1/1/26- 12/31/26	[redacted]	[redacted]
1/1/27- 12/31/27	[redacted]	[redacted]
1/1/28- 12/31/28	[redacted]	[redacted]
1/1/29- 12/31/29	[redacted]	[redacted]

1/1/30- 12/31/30	[redacted]	[redacted]

2. **Option to Extend Term**. Landlord grants Tenant an option to extend the Term for two (2) additional five (5) year periods (the "Extended Term"). The same terms, conditions and covenants provided in this lease shall apply to the Extended Term, except as otherwise set forth in this Lease. Annual Base Rent during the Extended Terms shall be at a rate equal to equal to [redacted] of the previous year's Base Rent and subject to [redacted] percent annual escalations thereafter. Should Tenant elect to exercise said extension option, Tenant shall do so by written notice to Landlord at least one hundred eighty (180) days before the expiration of the Term or then-current Extended Term, as the case may be. If Tenant fails to timely deliver written notice of its intent to renew this Lease, Tenant's right to renew shall terminate, and this Lease shall expire as of the end of the Term or the applicable Renewal Term, as the case may be.

3. **Condition of the Premises.** Tenant accepts possession of the Premises "as-is" without any agreements, representations, understandings or obligations on the part of Landlord to perform any alterations, repairs or improvements to the Premises or to the Common Area except as follows; namely, following execution of this Fifth Amendment, Landlord shall commence and complete the improvements to the Common Area as more fully set forth on Exhibit A.

4. **Right to Self-Help.** In the event (i) Landlord fails to promptly perform such necessary maintenance and/or repairs within the Premises and such failure continues for greater than thirty (30) days following Landlord's receipt of written notice from Tenant, or (ii) of an emergency situation (or dangerous condition or situation which might interfere with Tenant's business operations), Tenant may immediately perform such maintenance and/or repairs (and in the event of an emergency, Tenant shall deliver notification to Landlord of the emergency) and any commercially reasonable out of pocket costs expended by Tenant shall be reimbursable by Tenant from Landlord following thirty (30) days written notice, accompanied by written documentations setting forth the expenses incurred by Tenant in connection with such maintenance and/or repairs.

5. **Right to Go Dark:** Tenant shall not be required to continuously operate in the Premises. In the event Tenant elects to cease operating at the Premises, Tenant shall provide Landlord with at least thirty (30) days' prior written notice of its intent to cease operations. Said cessation of operations shall not be deemed a default under the Lease, so long as Tenant continues to fully comply with the terms and conditions of the Lease, including but not limited to the payment of Rent and all other obligations as set forth more fully in the Lease.

6. **Broker(s):** Landlord shall be responsible for the payment of a leasing brokerage commission to DMG Real Estate Brokerage LLC ("DMG") in accordance with a separate agreement between DMG and Landlord. Landlord acknowledges that with respect to this transaction DMG represents only the Tenant.

7. **Effect of this Fifth Amendment**. Except as expressly modified or amended by this Fifth Amendment, the Lease and all terms, covenants and conditions contained therein shall remain unchanged and in full force and effect. In the event of a conflict between the terms

of this Fifth Amendment and the terms of the Lease, the terms of this Fifth Amendment shall prevail.

8. **Counterparts**. This Fifth Amendment may be executed by each of the parties hereto in separate counterparts and have the same force and effect as if all of the parties had executed it as a single document.

9. **Authority**. This Fifth Amendment has been duly executed by, and constitutes the valid and binding obligations of the parties hereto. The persons executing this Fifth Amendment on behalf of any entities represent that they have the authority to bind their respective entity.

10. **Entire Agreement.** This Fifth Amendment contains the entire agreement between the parties with respect to the subject matter herein contained and all preliminary negotiations with respect to the subject matter herein contained are merged into and incorporated in this Fifth Amendment and all prior documents and correspondence between the parties with respect to the subject matter herein contained are superseded and of no further force or effect, other than the Lease, as amended herein.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Landlord and Tenant have executed this Fifth Amendment as of the day and year first above written.

TENANT:

DMG REAL ESTATE, LLC, an Illinois limited liability company,

By: Dennis Fino

Name: Dennis Fino

Title: COO

LANDLORD:

ROLLINGRIDGE CENTER, LLC, an Illinois limited liability company

By: Alan M Zulanos

Name: Alan M Zulanos

Title: Agent

ATTACHMENT 3

Section I – Operating Identity/Licensee

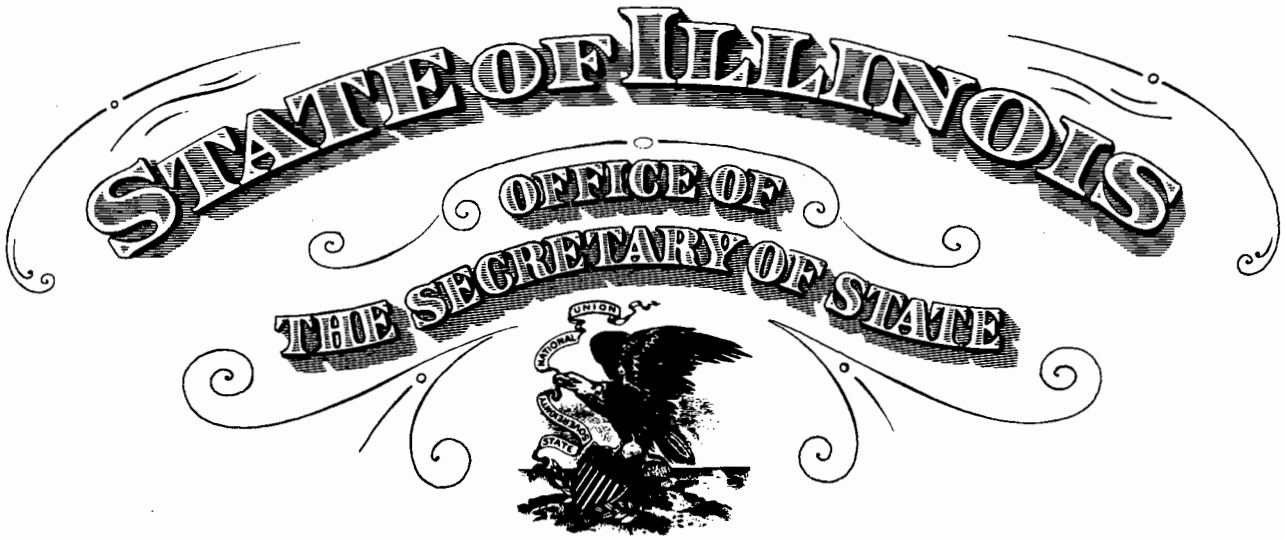
DMG Pain Management Surgery Center, LLC is the licensed entity operating the facility, and will remain so following the transaction. A copy of DMG Pain Management Surgery Center, LLC's Illinois Certificate of Good Standing is attached.

DuPage Medical Group, Ltd. is currently the sole owner of DMG Pain Management Surgery Center, LLC. Following the transaction, DMG Practice Management Solutions, LLC will be the 100% direct owner of DMG Pain Management Surgery Center, LLC.

As the majority (70%) owner of DMG Practice Management Solutions, LLC, DuPage Medical Group, Ltd. will remain the ultimate entity in control and an indirect owner in 70% of the facility.

An organizational chart is provided in Attachment 4.

File Number 0319317-9



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

DMG PAIN MANAGEMENT SURGERY CENTER LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON NOVEMBER 17, 2009, 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* 8TH *day of* MAY *A.D.* 2017 .

Jesse White

SECRETARY OF STATE

Authentication #: 1712800260 verifiable until 05/08/2018

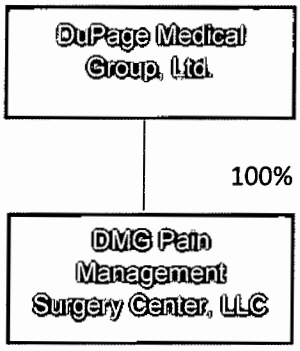
Authenticate at: http://www.cyberdriveillinois.com

ATTACHMENT 4

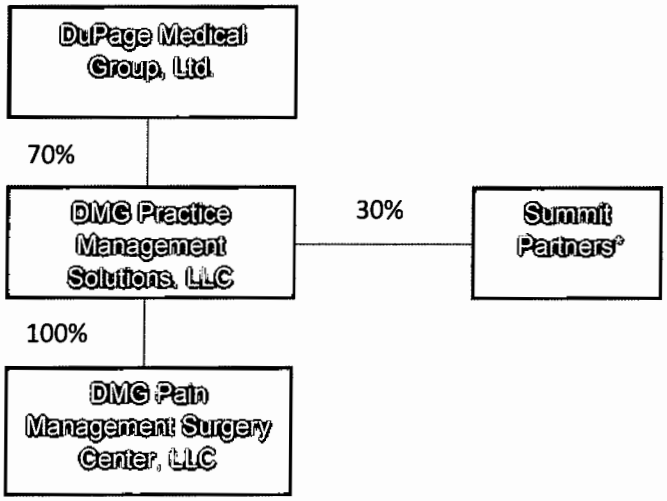
Section I – Organizational Relationship

An organizational chart showing the current ownership structure of DMG Pain Management Surgery Center, LLC, along with the post-closing ownership structure is attached. An additional organizational chart with all related parties is provided as well.

Pre-Closing Structure

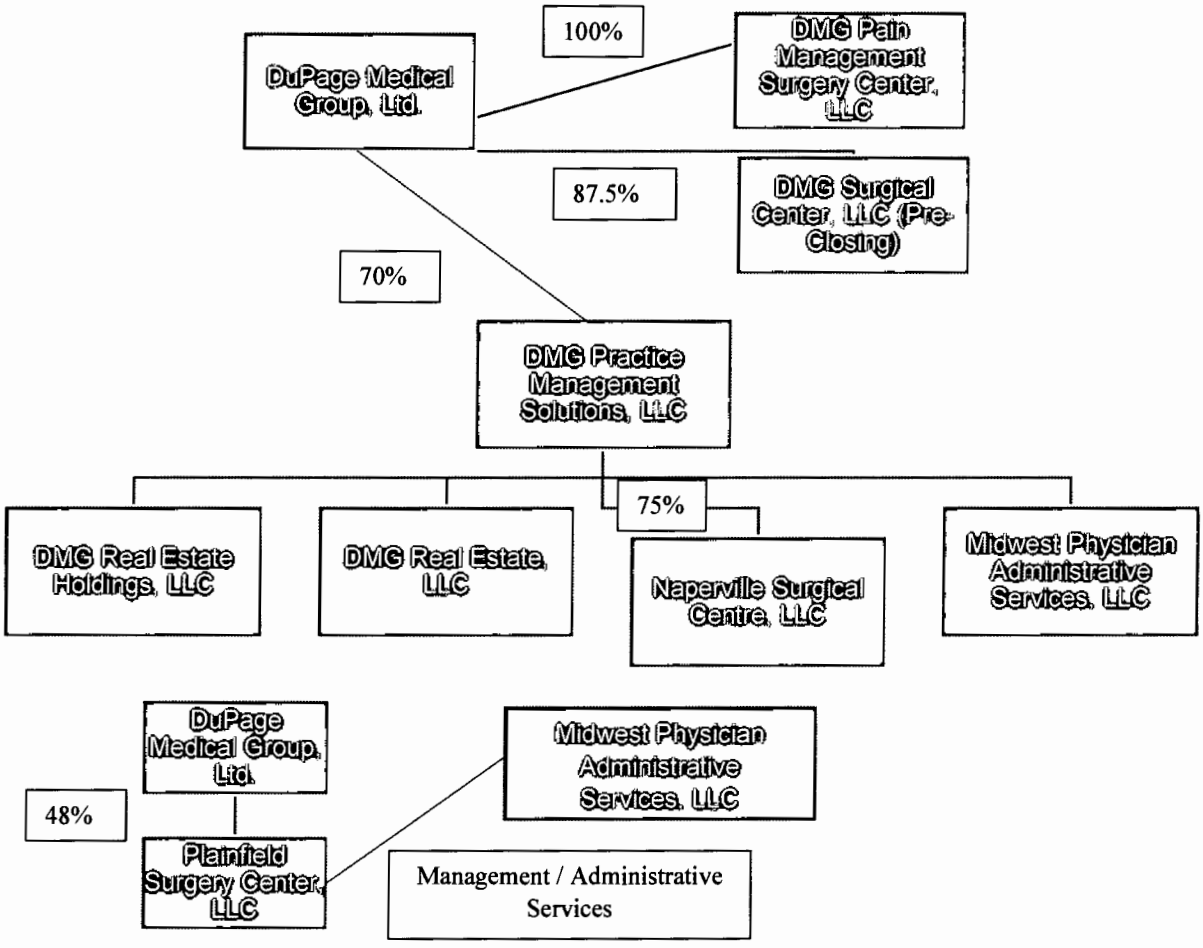


Post-Closing Structure



*Summit Partners is a minority member of DMGPMS. Summit Partners owns a 30% membership interest in DMGPMS, and holds 2 of the 7 DMGPMS governing board seats. While disclosed as a member of the applicant, DMG Practice Management Solutions, LLC, Summit Partners is not a required co-applicant for the change of ownership.

Organizational Relationships



Explanation of DuPage Medical Group, Ltd. Organizational Chart Prior to the Closing of this CHOW

1. DMG Surgical Center, LLC is owned 87.5% by DuPage Medical Group, Ltd. and 12.5% by Edward Health Ventures.

2. DMG Practice Management Solutions, LLC ("DMGPMS"): is a Delaware limited liability company, DuPage Medical Group, Ltd. owns a 70% interest in DMGPMS. DMGPMS is a 75% owner in Naperville Surgical Centre.

3. DuPage Medical Group, Ltd. owns 70% interest in DMGPMS, which wholly owns Midwest Physician Administrative Services, LLC (MPAS). Midwest Physician Administrative Services, LLC, provides management and administrative services to Plainfield Surgery Center, LLC.

4. DuPage Medical Group, Ltd. also owns 48% of Plainfield Surgery Center, LLC.

ATTACHMENT 5

By their signature on the certification page for this application, the applicants certify that the facility located at 2940 Rollingridge Road, Naperville, Illinois is not located in a special flood hazard area and this project complies with the requirement of the Flood Plain Rule under Illinois Executive Order #2006-5.

There has been no change since the ASTC opened.

ATTACHMENT 6

The proposed project does not involve or include the demolition of any structures; the construction of any new building; or the modernization of any existing buildings and will not affect historic resources.

This criteria is Not Applicable.

ATTACHMENT 11

Section III- Background of the Applicant

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

   A list of health care facilities owned or operated by the applicants, including licensing and certification information, is included below.

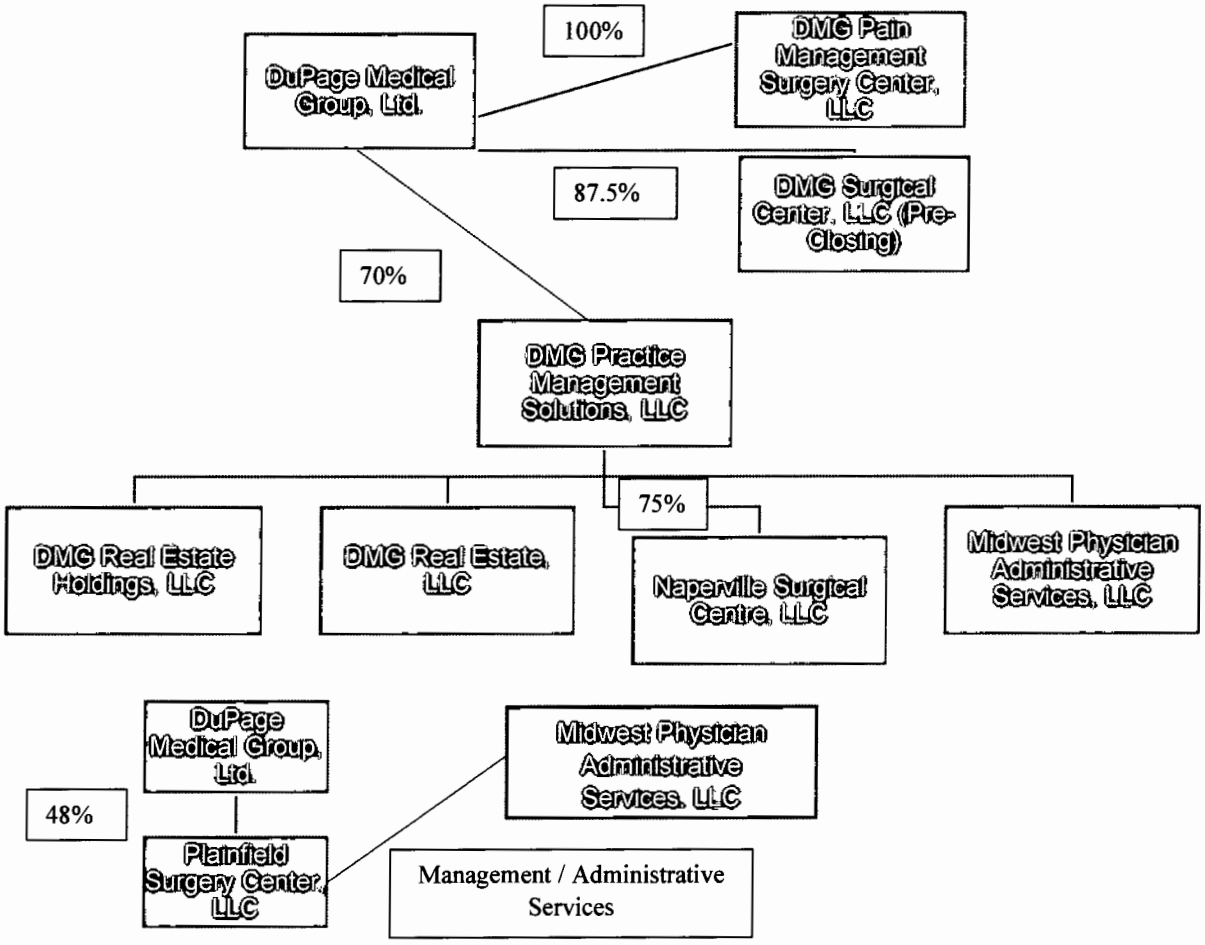
2. **A certified listing of any adverse action taken against any facility owned and/or operated by the Applicant during the three years prior to the filing of the application.**

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

   By their signatures to the Certification pages to this applications, each of the applicants authorize the HFSRB and DPH to access 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.

Organizational Relationships



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4. DuPage Medical Group, Ltd. also owns 48% of Plainfield Surgery Center, LLC.

Illinois Department of PUBLIC HEALTH

HF110965

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

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

Nirav D. Shah, M.D., J.D.
Director

Issued under the authority of the Illinois Department of Public Health

EXPIRATION DATE	CATEGORY	I.D. NUMBER
7/25/2017		7003135

Ambulatory Surgery Treatment Center

Effective: 07/26/2016

Plainfield Surgery Center, LLC
24600 West 127th Street
Building C
Plainfield, IL 60585

The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #4012320 10M 3/12

← DISPLAY THIS PART IN A CONSPICUOUS PLACE

Exp. Date 7/25/2017

Lic Number 7003135

Date Printed 5/20/2016

Plainfield Surgery Center, LLC

24600 West 127th Street
Building C
Plainfield, IL 60585

FEE RECEIPT NO.

Medicare PTAN # IL1572

CMS certification # 14C0001139

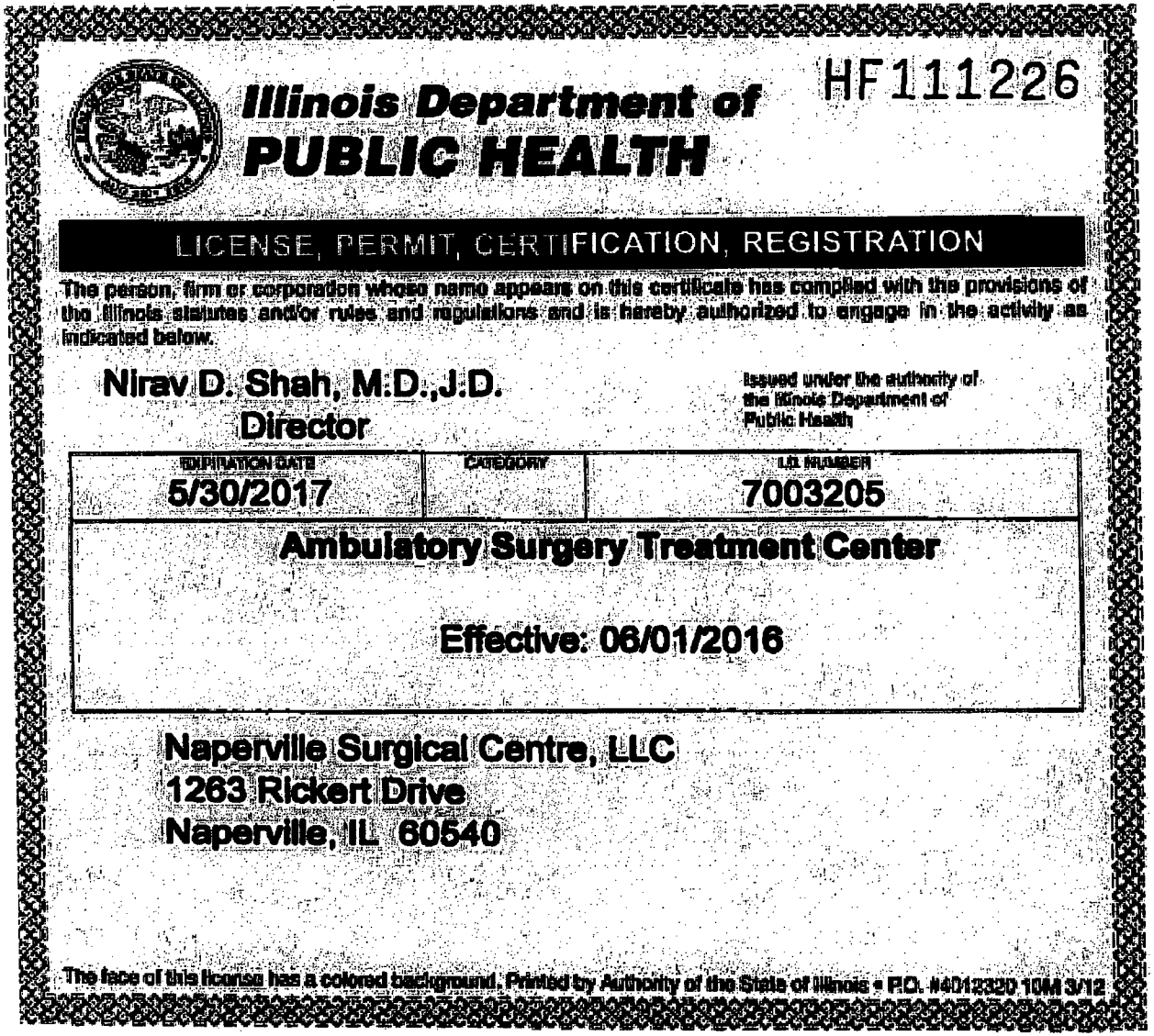
ACCREDITATION ASSOCIATION
for AMBULATORY HEALTH CARE, INC.

ACCREDITATION NOTIFICATION

December 7, 2015

Organization #	82158	**Program Type**	Ambulatory Surgery Center
Organization Name	Plainfield Surgery Center, LLC		
Address	24600 W 127th Street, Building C		
City | State | Zip	Plainfield	IL	60585-9530
Decision Recipient	Mrs. Christine Cebrzynski		
Survey Date	10/13/2015-10/14/2015	**Type of Survey**	Re-accreditation/Medicare Deemed Status
Deficiency Level	Standard	**Correction Method**	Document Review, Self Attestation, Plan of Action
Accreditation Type	Full Accreditation	**Recommend Medicare Deemed Status**	Yes
Acceptable Plan of Correction Received	12/4/2015	**Correction Timeframe**	October - 2015 to November - 2015
Accreditation Term Begins	11/14/2015	**Accreditation Term Expires**	11/13/2018
Special CC:	CMS CO - Baltimore CMS RO V – Chicago	**CMS Certification Number (CCN)**	14C0001139
Accreditation Renewal Code	EEBB3B9982158		
Complimentary AAAHC Institute study participation code			82158FREEIQI

As an ambulatory surgery center (ASC) that has undergone the AAAHC/Medicare Deemed Status Survey, your ASC has demonstrated its compliance with the AAAHC Standards and all Medicare Conditions for Coverage (CfC). The AAAHC Accreditation Committee recommends your ASC for participation in the Medicare Deemed Status program. CMS has the final authority to determine participation in Medicare Deemed Status.



Illinois Department of PUBLIC HEALTH

HF111226

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

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

Nirav D. Shah, M.D.,J.D.
Director

Issued under the authority of the Illinois Department of Public Health

EXPIRATION DATE	CATEGORY	LIC NUMBER
5/30/2017		7003205

Ambulatory Surgery Treatment Center

Effective: 06/01/2016

Naperville Surgical Centre, LLC
1263 Rickert Drive
Naperville, IL 60540

The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #4012320 10M 3/12

← **DISPLAY THIS PART IN A CONSPICUOUS PLACE**

Exp. Date 5/30/2017

Lic Number 7003205

Date Printed 6/30/2016

Naperville Surgical Centre, LLC

FEE RECEIPT NO.

The Joint Commission

May 18, 2016

Ronald Ladniak
Administrator
Naperville Surgical Centre, LLC
1263 Rickert Drive
Naperville, IL 60540

Joint Commission ID #: 61274
Program: Ambulatory Health Care
Accreditation
Accreditation Activity: Measure of Success

Accreditation Activity Completed: 05/18/2016

Dear Mr. Ladniak:

The Joint Commission would like to thank your organization for participating in the accreditation process. This process is designed to help your organization continuously provide safe, high-quality care, treatment, and services by identifying opportunities for improvement in your processes and helping you follow through on and implement these improvements. We encourage you to use the accreditation process as a continuous standards compliance and operational improvement tool.

The Joint Commission is granting your organization an accreditation decision of Accredited for all services surveyed under the applicable manual(s) noted below:

- **Comprehensive Accreditation Manual for Ambulatory Health Care**

This accreditation cycle is effective beginning November 05, 2015. The Joint Commission reserves the right to shorten or lengthen the duration of the cycle; however, the certificate and cycle are customarily valid for up to 36 months.

Please visit Quality Check® on The Joint Commission web site for updated information related to your accreditation decision.

We encourage you to share this accreditation decision with your organization's appropriate staff, leadership, and governing body. You may also want to inform the Centers for Medicare and Medicaid Services (CMS), state or regional regulatory services, and the public you serve of your organization's accreditation decision.

Please be assured that The Joint Commission will keep the report confidential, except as required by law. To ensure that The Joint Commission's information about your organization is always accurate and current, our policy requires that you inform us of any changes in the name or ownership of your organization or the health care services you provide.

Sincerely,

Mark Pelletier

Mark G.Pelletier, RN, MS

Chief Operating Officer

Division of Accreditation and Certification Operations

1149

Illinois Department of PUBLIC HEALTH HF111337

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

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

Nirav D. Shah, M.D.,J.D.
Director

Issued under the authority of the Illinois Department of Public Health

EXPIRATION DATE	CATEGORY	ID NUMBER
9/6/2017		7003162

Ambulatory Surgery Treatment Center

Effective: 09/07/2016

DMG Pain Management Surgery Center, LLC
2940 Rollingridge Suite 200
Naperville, IL 60564

The face of this license has a colored background. Printed by Authority of the State of Illinois • PO #4012320 10M 3/12

← DISPLAY THIS PART IN A CONSPICUOUS PLACE

Exp. Date 9/6/2017
Lic Number 7003162
Date Printed 7/14/2016
Validation Num 248

DMG Pain Management Surgery Cent

2490 Rollingridge Suite 200
Naperville, IL 60564

FEE RECEIPT NO.

ACCREDITATION ASSOCIATION
for AMBULATORY HEALTH CARE, INC.

ACCREDITATION NOTIFICATION

November 24, 2015

Organization #	95139	**Program Type**	Ambulatory Surgery Center
Organization Name	DMG Pain Management Surgery Center, LLC		
Address	2940 Rollingridge Road, Suite 200		
City | State | Zip	Naperville	IL	60564-4226
Decision Recipient	Mrs. Kristina Sharkey		
Survey Date	9/1/2015-9/2/2015	**Type of Survey**	Re-accreditation/Medicare Deemed Status
Deficiency Level	Standard	**Correction Method**	Plan of Action, Document Review, Self Attestation
Accreditation Type	Full Accreditation	**Recommend Medicare Deemed Status**	Yes
Acceptable Plan of Correction Received	11/6/2015	**Correction Timeframe**	September - 2015 to October - 2015
Accreditation Term Begins	12/1/2015	**Accreditation Term Expires**	11/30/2018
Special CC:	**CMS CO - Baltimore** **CMS RO V – Chicago**	**CMS Certification Number (CCN)**	14C0001149
Accreditation Renewal Code	470DF82495139		
Complimentary AAAHC Institute study participation code			95139FREEIQI

As an ambulatory surgery center (ASC) that has undergone the AAAHC/Medicare Deemed Status Survey, your ASC has demonstrated its compliance with the AAAHC Standards and all Medicare Conditions for Coverage (CfC). The AAAHC Accreditation Committee recommends your ASC for participation in the Medicare Deemed Status program. CMS has the final authority to determine participation in Medicare Deemed Status.

Illinois Department of
PUBLIC HEALTH

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

Nirav D. Shah, M.D.,J.D.
Director

EXPIRATION DATE	NUMBER
9/9/2017	7003023

Ambulatory Surgery Treatment Center

Effective: 09/10/2016

DMG Surgical Center, LLC
2725 S. Technology Drive
Lombard, IL 60148

Attachment 11

ACCREDITATION ASSOCIATION
for AMBULATORY HEALTH CARE, INC

grants this

CERTIFICATE OF ACCREDITATION

to

DMG SURGICAL CENTER, LLC

D/B/A SURGICAL CENTER OF DUPAGE MEDICAL GROUP

2725 S TECHNOLOGY DRIVE
LOMBARD, IL 60148-5675

In recognition of its commitment to high quality of care and substantial compliance with the Accreditation Association for Ambulatory Health Care standards for ambulatory health care organizations.

68951

[illegible]

FRANK J. CHAPMAN, MBA

[illegible]

MAY 1, 2018

[illegible]

STEPHEN A. MARTIN, JR., PHD, [illegible]

[illegible]

Attachment 11

ATTACHMENT 15

Section V. Change of Ownership

1. **1130.520(b)(1)(A), Names of the Parties:** The Applicants are: (1) DMG Pain Management Surgery Center, LLC; (2) DuPage Medical Group, Ltd.; and (3) DMG Practice Management Solutions, LLC.

2. **1130.520(b)(1)(B), Background of the 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 them during the three years prior to the filing of this application.

3. **1130.520(b)(1)(C), Structure of the Transaction:** This is a change of ownership among related persons. The entire membership interest and ownership in DMG Pain Management Surgery Center, LLC will be transferred from DuPage Medical Group, Ltd. to DMG Practice Management Solutions, LLC, with DuPage Medical Group, Ltd. remaining the ultimate entity in control of the facility.

4. **1130.520(b)(1)(D), Name of Licensed Entity after Transaction:** There is no change, as DMG Pain Management Surgery Center, LLC will be the licensed entity after the proposed transaction.

5. **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:** An organizational chart showing the current organizational structure of each applicants, as well as the post-closing structure is provided within Attachment 4.

6. **1130.520(b)(1)(F), Fair market value of assets to be transferred:** The fair market value of the transferred assets is $1,006,603.

7. **1130.520(b)(1)(G), Purchase Price or Other Forms of Consideration to be Provided:** As an internal reorganization among related persons there is no consideration being provided as part of the transaction.

8. **1130.520(b)(2), Affirmations:** In accordance with 77 Ill. Adm. Code §1130.520, each of the Applicants affirm that any project for which permits have been issues have been completed, or will be completed, or altered in accordance with the provision of this Section.

9. **1130.520(b)(2), 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:** Not Applicable.

10. **1130.520(b)(2), A statement as to the anticipated benefits of the proposed changes in ownership to the community:** There will be no change in the operation of the facility.

11. **1130.520(b)(2), The anticipated or potential cost savings, if any, that will result for the community and the facility because of the change in ownership:** There will be no change in the operation of the facility.

12. **1130.520(b)(2), A description of the facility's quality improvement program mechanism that will be utilized to assure quality control:** There will be no change in the operation of the facility.

13. **1130.520(b)(2), A description of the selection process that the acquiring entity will use to select the facility's governing body**: There will be no change in the process for selecting the governing body of the facility, except that DMG Practice Management Solutions, LLC will be the entity with direct authority over the facility. DuPage Medical Group, Ltd. will remain the entity with ultimate control of the facility.

14. **1130.520(b)(2), 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:**

    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 at DMG Pain Management Surgery Center, LLC.

15. **1130.520(b)(2), 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:** 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 21

Section X. Charity Care

The table below contain the relevant charity care information for DuPage Medical Group, Ltd., which owns DMGPMS and DMG Pain Management Surgery Center, LLC. DuPage Medical Group, Ltd. reports charity care on a consolidated basis. Therefore, the information in the table below is for DuPage Medical Group, Ltd. as a whole:

CHARITY CARE – DuPage Medical Group, Ltd.			
	2014	**2015**	**2016**
Net Patient Revenue	**$499,840,100**	**$549,085,946**	**$704,822,746**
Amount of Charity Care (Charges)	$1,364,071	$768,236	$982,252
Cost of Charity Care	$1,364,071	$768,236	$982,252

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

INDEX OF ATTACHMENTS

ATTACHMENT NO.		PAGES
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3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	35-36
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	37-39
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6	Historic Preservation Act Requirements	41
7	Project and Sources of Funds Itemization	
8	Financial Commitment Document if required	
9	Cost Space Requirements	
10	Discontinuation	
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12	Purpose of the Project	
13	Alternatives to the Project	
	Service Specific:	
14	Neonatal Intensive Care Services	
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16	Availability of Funds	
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19	Economic Feasibility	
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21	Charity Care Information	54

MURER CONSULTANTS, INC.

E-023-17

May 12, 2017

RECEIVED
MAY 16 2017
HEALTH FACILITIES & SERVICES REVIEW BOARD

Courtney Avery, Administrator
Illinois Health Facilities and Service Review Board
525 West Jefferson Street, 2nd Floor
Springfield, IL 62761

Dear Ms. Avery,

Please find enclosed with this cover letter a completed Certificate of Exemption Application, submitted on behalf of request approval for a Change of Ownership Among Related Persons for the single-specialty ambulatory surgical treatment center ("ASTC") known as the DMG Center for Pain Management, located at 2940 Rollingridge Road, Naperville, IL 60564.

Thank you for your attention to this matter. Please do not hesitate to contact me if you have any questions.

Sincerely,

Bryan Niehaus, JD
Senior Consultant
Murer Consultants, Inc.

CC: Mike Kasper, Chief Executive Officer, DuPage Medical Group
Dennis Fine, Chief Operating Officer, DuPage Medical Group