POLSINELLI

150 N. Riverside Plaza, Suite 3000, Chicago, IL 60606 • (312) 819-1900

June 27, 2019

Kara M. Friedman
(312) 873-3639
(312) 602-3917 Direct Fax
kfriedman@polsinelli.com

Illinois Health Facilities and Services Review
Board
525 West Jefferson Street, 2nd Floor
Springfield, IL 62761

Re: COE Application for Swedish Covenant Health dba Swedish Covenant Hospital

To Whom It May Concern:

Please find attached one original and one copy of the Change of Ownership Exemption Application for the change of control of Swedish Covenant Health dba Swedish Covenant Hospital. The transaction is a member substitution. Please contact me if there are any questions.

Sincerely,

Kara Friedman

Kara M. Friedman

KMF:gak

NorthShore University HealthSystem

1301 Central Street
Evanston, IL 60201
847-570-5100

VENDOR: 9283 ILLINOIS DEPT OF PUBLIC HEALTH
CHECK: 1927288 06/24/19
TOTAL: $2,500.00

REMITTANCE STATEMENT

INVOICE NUMBER	DATE	PO NUMBER	INVOICE AMOUNT	DISCOUNT	NET AMOUNT
COE JUNE 2019	06/20/19		2500.00	0.00	2500.00
			2500.00	0.00	2500.00

CHECK DATE
06/24/19

NorthShore University HealthSystem
1301 Central Street
Evanston, IL 60201
847-570-5100

JP MORGAN CHASE BANK N A
CHICAGO IL

2-1/710

CHECK NUMBER
1927288

VOID VOID VOID VOID VOID VOID VOID VOID

PAY TO THE ORDER OF
ILLINOIS DEPT OF PUBLIC HEALTH
525 W JEFFERSON ST
SPRINGFIELD IL 62761

AMOUNT
$2,500.00

CASH PROMPTLY
"VOID AFTER
90 DAYS
IF NOT CASHED"

NON-NEGOTIABLE

9283

NorthShore University HealthSystem

1301 Central Street
Evanston, IL 60201
847-570-5100

ILLINOIS DEPT OF PUBLIC HEALTH
525 W JEFFERSON ST
SPRINGFIELD IL 62761

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

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

This Section must be completed for all projects.

Facility/Project Identification

Facility Name: Swedish Covenant Health dba Swedish Covenant Hospital		
Street Address: 5145 North California Avenue		
City and Zip Code: Chicago, 60625		
County: Cook	Health Service Area: 6	Health Planning Area: A-01

Legislators

State Senator Name: Heather A. Steans
State Representative Name: Gregory Harris

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

Exact Legal Name: Swedish Covenant Health dba Swedish Covenant Hospital
Street Address: 5145 North California Avenue
City and Zip Code: Chicago, 60625
Name of Registered Agent: Anthony Guaccio
Registered Agent Street Address: 5145 North California Avenue
Registered Agent City and Zip Code: Chicago, 60625
Name of Chief Executive Officer: Anthony Guaccio
CEO Street Address: 5145 North California Avenue
CEO City and Zip Code: Chicago, 60625
CEO Telephone Number: (773) 878-8200

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: Shivani Bautista
Title: General Counsel
Company Name: NorthShore University HealthSystem
Address: 1301 Central Street, Evanston, IL 60201
Telephone Number: (847) 570-2000
E-mail Address: sbautista@northshore.org
Fax Number:

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

Name: Kara Friedman
Title: Attorney
Company Name: Polsinelli PC
Address:150 North Riverside Plaza, Suite 3000, Chicago, IL 60606
Telephone Number: (312) 873-3639
E-mail Address: kfriedman@polsinelli.com
Fax Number:

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

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

This Section must be completed for all projects.

Facility/Project Identification

Facility Name: Swedish Covenant Health dba Swedish Covenant Hospital		
Street Address: 5145 North California Avenue		
City and Zip Code: Chicago, 60625		
County: Cook	Health Service Area: 6	Health Planning Area: A-01

Legislators

State Senator Name: Heather A. Steans
State Representative Name: Gregory Harris

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

Exact Legal Name: NorthShore University HealthSystem
Street Address: 1301 Central Street
City and Zip Code: Evanston, 60201
Name of Registered Agent: Kristen Murtos
Registered Agent Street Address: 1301 Central Street
Registered Agent City and Zip Code: Evanston, 60201
Name of Chief Executive Officer: Gerald "J.P". Gallagher
CEO Street Address: 1301 Central Street
CEO City and Zip Code: Evanston, 60201
CEO Telephone Number: (847) 570-2000

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: Shivani Bautista
Title: General Counsel
Company Name: NorthShore University HealthSystem
Address: 1301 Central Street, Evanston, IL 60201
Telephone Number: (847) 570-2000
E-mail Address: sbautista@northshore.org
Fax Number:

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

Name: Kara Friedman
Title: Attorney
Company Name: Polsinelli PC
Address:150 North Riverside Plaza, Suite 3000, Chicago, IL 60606
Telephone Number: (312) 873-3639
E-mail Address: kfriedman@polsinelli.com
Fax Number:

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

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

This Section must be completed for all projects.

Facility/Project Identification

Facility Name: Swedish Covenant Health dba Swedish Covenant Hospital		
Street Address: 5145 North California Avenue		
City and Zip Code: Chicago, 60625		
County: Cook	Health Service Area: 6	Health Planning Area: A-01

Legislators

State Senator Name: Heather A. Steans
State Representative Name: Gregory Harris

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

Exact Legal Name: Covenant Ministries of Benevolence
Street Address: 5145 North California Avenue
City and Zip Code: Chicago, 60625
Name of Registered Agent: Illinois Corporation Service Company
Registered Agent Street Address: 801 Adlai Stevenson Drive
Registered Agent City and Zip Code: Springfield, 62703
Name of Chief Executive Officer: Roger Oxendale, President
CEO Street Address: 5145 North California Avenue
CEO City and Zip Code: Chicago, 60625
CEO Telephone Number: (773) 989-1610

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: Shivani Bautista
Title: General Counsel
Company Name: NorthShore University HealthSystem
Address: 1301 Central Street, Evanston, IL 60201
Telephone Number: (847) 570-2000
E-mail Address: sbautista@northshore.org
Fax Number:

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

Name: Kara Friedman
Title: Attorney
Company Name: Polsinelli PC
Address:150 North Riverside Plaza, Suite 3000, Chicago, IL 60606
Telephone Number: (312) 873-3639
E-mail Address: kfriedman@polsinelli.com
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: Shivani Bautista
Title: General Counsel
Company Name: NorthShore University Health System
Address: 1301 Central Street, Evanston, IL 60201
Telephone Number: (847) 570-2000
E-mail Address:sbautista@northshore.org
Fax Number:

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: Swedish Covenant Health dba Swedish Covenant Hospital
Address of Site Owner: 5145 North California Avenue, Chicago, IL 60625
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: Swedish Covenant Health dba Swedish Covenant Hospital
Address: 5145 North California Avenue, Chicago, IL 60625

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

Operating Identity/Licensee after the Project is Complete

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

Exact Legal Name: Swedish Covenant Health dba Swedish Covenant Hospital

Address: 5145 North California Avenue, Chicago, IL 60625

☒	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 organized and the name and address of each partner specifying whether each is a general or limited partner.
- **Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.**

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

Organizational Relationships

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

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

Narrative Description

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

NorthShore University HealthSystem, an Illinois not-for-profit corporation ("NorthShore"), Swedish Covenant Health dba Swedish Covenant Hospital, an Illinois not-for-profit corporation ("SCH") and Covenant Ministries of Benevolence, an Illinois not-for-profit corporation ("CMB") intend to enter into a Membership Substitution Agreement (the "MSA") in June 2019 and scheduled to close December 31, 2019 or as soon thereafter as all closing conditions have been satisfied. Under the MSA, NorthShore will replace CMB as the sole and controlling member of SCH.

Subject to approval of this Certificate of Exemption application, neither the licensed facility of the hospital nor the legal entity will change as a result of NorthShore's and SCH's affiliation. No new corporate entity will be formed. The transaction is a member substitution in a not-for-profit corporation and as such, no consideration (money, property or other assets) will be given in connection with the transaction.

Upon consummation of the transaction, the Board of Directors of SCH will be comprised of a total of 15 to 20 members, including three designated by NorthShore, one designated for the President of the SCH Medical Staff, one designed for the President of SCH, one or more designated for physicians on the SCH medical staff, one designated for a member of the CMB Board, and the remaining designated for independent representatives of the community served by SCH.

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 ☒ N/A Member Substitution
Purchase Price: $ N/A

Fair Market Value: $ N/A

Project Status and Completion Schedules

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

_____

_____

_____

_____

_____

Anticipated exemption completion date (refer to Part 1130.570): December 31, 2019 or as soon thereafter as all closing conditions have been satisfied.

State Agency Submittals

Are the following submittals up to date as applicable:

☒ Cancer Registry

☒ APORS

☒ All formal document requests such as IDPH Questionnaires and Annual Bed Reports been submitted

☒ All reports regarding outstanding permits

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

CERTIFICATION

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

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

This Application is filed on the behalf of Swedish Covenant Hospital dba Swedish Covenant Hospital, an Illinois not-for-profit corporation.

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

Anthony Guaccio
PRINTED NAME

President and CEO
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 25 day of JUNE, 2019

Laura D. Weiss
Signature of Notary

Seal

LAURA D WEISS
Official Seal
Notary Public - State of Illinois
My Commission Expires Oct 27, 2021

SIGNATURE

Tom Garvey
PRINTED NAME

Senior Vice President and CFO
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 25 day of JUNE, 2019

Laura D. Weiss
Signature of Notary

Seal

LAURA D WEISS
Official Seal
Notary Public - State of Illinois
My Commission Expires Oct 27, 2021

*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:

- 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 NorthShore University HealthSystem, an Illinois not-for-profit corporation.

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

Gerald P. Gallagher
PRINTED NAME

President & Chief Executive Officer
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 20th day of June, 2019

Barbara M. Holland
Signature of Notary

Seal

OFFICIAL SEAL
BARBARA M HOLLAND
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:09/04/19

SIGNATURE

Kristen Murtos
PRINTED NAME

Chief Administrative & Strategy Officer
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 20th day of June, 2019

Barbara M. Holland
Signature of Notary

Seal

OFFICIAL SEAL
BARBARA M HOLLAND
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:09/04/19

*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:

- 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 Covenant Ministries of Benevolence, an Illinois not-for-profit corporation.

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.

Roger A. Oxendale
SIGNATURE

Roger Oxendale
PRINTED NAME

President
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 24th day of JUNE, 2019

Laura D. Weiss
Signature of Notary

Seal

LAURA D WEISS
Official Seal
Notary Public – State of Illinois
My Commission Expires Oct 27, 2021

SIGNATURE

Scott Hanson
PRINTED NAME

Vice President of Finance
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 24TH day of JUNE, 2019

Laura D. Weiss
Signature of Notary

Seal

LAURA D WEISS
Official Seal
Notary Public – State of Illinois
My Commission Expires Oct 27, 2021

*Insert the EXACT legal name of the applicant

ATTACHMENT 1

Attached hereto as Attachment 1 are Good Standing Certificates issued by the Illinois Secretary of State for:

1. NorthShore University HealthSystem (post-closing sole member of Swedish Covenant Health);

2. Covenant Ministries of Benevolence (pre-closing sole member of Swedish Covenant Health); and

3. Swedish Covenant Health d/b/a Swedish Covenant Health (hospital licensee).

File Number 0567-540-5

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

NORTHSHORE UNIVERSITY HEALTHSYSTEM, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON DECEMBER 04, 1891, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, 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* 21ST *day of* MAY *A.D.* 2019 .

Authentication #: 1914101502 verifiable until 05/21/2020
Authenticate at: http://www.cyberdriveillinois.com

Jesse White
SECRETARY OF STATE

File Number 1024-301-7

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

SWEDISH COVENANT HEALTH, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON APRIL 06, 1907, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, 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* 21ST *day of* MAY *A.D.* 2019 .

Authentication #: 1914101550 verifiable until 05/21/2020
Authenticate at: http://www.cyberdriveillinois.com

Jesse White
SECRETARY OF STATE

File Number 5447-876-3

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

COVENANT MINISTRIES OF BENEVOLENCE, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON DECEMBER 16, 1986, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, 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* 21ST *day of* MAY *A.D.* 2019 .

Authentication #: 1914101560 verifiable until 05/21/2020
Authenticate at: http://www.cyberdriveillinois.com

Jesse White
SECRETARY OF STATE

ATTACHMENT 2

Site Ownership

Swedish Covenant Health

June 11, 2019

Illinois Health Facilities
and Services Review Board
525 W. Jefferson Street
Springfield, IL 62761

To Whom It May Concern:

I hereby attest that the site of Swedish Covenant Hospital, located at 5145 North California Avenue in Chicago, Illinois, is owned by Swedish Covenant Health.

Sincerely,

Anthony Guaccio
Chief Executive Officer

Notarized:

Subscribed and sworn before me this 11TH day of JUNE, 2019

Laura D. Weiss
Notary Public

LAURA D WEISS
Official Seal
Notary Public - State of Illinois
My Commission Expires Oct 27, 2021

5140 N California Ave. Chicago, IL 60625 T 773-878-8200 SwedishCovenant.org

Hospital | Medical Group | Foundation | Physician Partners | Galter LifeCenter

ATTACHMENT 3

Operating Entity/Licensee

Swedish Covenant Health d/b/a Swedish Covenant Hospital is currently the licensee and operator of Swedish Covenant Hospital in Chicago, Illinois (the "Hospital"). Copies of the Hospital's general acute care hospital license and accreditation by the Healthcare Facilities Accreditation Program ("HFAP") are attached at Attachment 3. The Hospital's CMS Certification Number ("CCN") is 14-0114 and National Provider Identifier is 1831151257.

Following the completion of the contemplated transaction, Swedish Covenant Health d/b/a Swedish Covenant Hospital will continue to be the licensee and operator of the Hospital.

Currently, the sole member of Swedish Covenant Health is Covenant Ministries of Benevolence. Following completion of the transaction, the sole member of Swedish Covenant Health will be NorthShore University HealthSystem.

Illinois Department of PUBLIC HEALTH

HF116822

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
12/31/2019		0002717

General Hospital

Effective: 01/01/2019

Swedish Covenant Health
dba Swedish Covenant Hospital
5145 N California Avenue

Chicago, IL 60625

This face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #48240 5M 5/16

DISPLAY THIS PART IN A CONSPICUOUS PLACE

Exp. Date 12/31/2019

Lic Number 0002717

Date Printed 11/1/2018

Validation Num

Swedish Covenant Health
dba Swedish Covenant Hospital
5145 N California Avenue
Chicago, IL 60625

FEE RECEIPT NO.

AMERICAN OSTEOPATHIC ASSOCIATION

BUREAU OF HEALTHCARE FACILITIES ACCREDITATION
HEALTHCARE FACILITIES ACCREDITATION PROGRAM

142 E. Ontario Street, Chicago, IL 60611-2864 ph 312 202 8258 | 800- 621 -1773 X 8258

February 28, 2018

Anthony Guaccio
Chief Executive Officer
Swedish Covenant Hospital
5145 N California Ave
Chicago, IL 60625

Dear Mr. Guaccio:

The American Osteopathic Association's Bureau of Healthcare Facilities Accreditation (BHFA) reviewed the triennial Deficiency Assessment Report for your Acute Care Hospital and granted Full Accreditation with resurvey within 3 years and does recommend that the Centers for Medicare and Medicaid Services Regional Office (CMS, RO) approve continued deemed status for:

Swedish Covenant Hospital
5145 N California Ave
Chicago, IL 60625

Program: Acute Care Hospital
CCN # 140114
HFAP ID: 119094
Triennial Survey Dates: 12/11/2017 – 12/14/2017
Plan(s) of Correction Received: 01/12/2018
Effective Date of Accreditation: 01/29/2018 – 01/29/2021

Center for Ambulatory Surgery
Foster Medical Pavilion
5215 North California, Suite #800
Chicago, IL 60625

Outpatient Cardiac and Pulmonary Rehab
Galter LifeCenter
5157 N. Francisco, 2nd Floor
Chicago, IL 60625

Wound Care/Hyperbaric Treatment
Winona Building
2751 W. Winona, 3rd Floor
Chicago, IL 60625

CyberKnife Cancer Institute
160 E Illinois St.
Chicago, IL 60611

Outpatient Rehab Services
Galter LifeCenter, 1st and 2nd Floors
5157 N. Francisco
Chicago, IL 60625

Pain Management
Foster Medical Pavilion
5215 N. California, Suite #600
Chicago, IL 60625

TREATING OUR FAMILY AND YOURS www.osteopathic.org | do-online.org

Foster Medical Pavilion Lab and X-ray
5215 N. California, Suite #713
Chicago, IL 60625

Condition Level Deficiencies: ☒ None
(Use crosswalk and CFR citiations, if applicable):

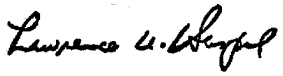
Swedish Covenant Hospital does not have Swing Beds and was not surveyed under those standards.

Swedish Covenant Hospital has a DPU Rehab Unit and a DPU Psych Unit and was surveyed under those standards. The facility met the requirements for both units.

This accreditation decision was reached on February 21, 2018 by the BHFA's Executive Committee.

In reviewing your report, the Bureau of Healthcare Facilities Accreditation (BHFA) made the observations that are contained on the enclosed Bureau Progress Report and requires that an Interim Progress Report be received in the AOA Division of Healthcare Facilities Accreditation prior to **December 10, 2018.**

Sincerely,



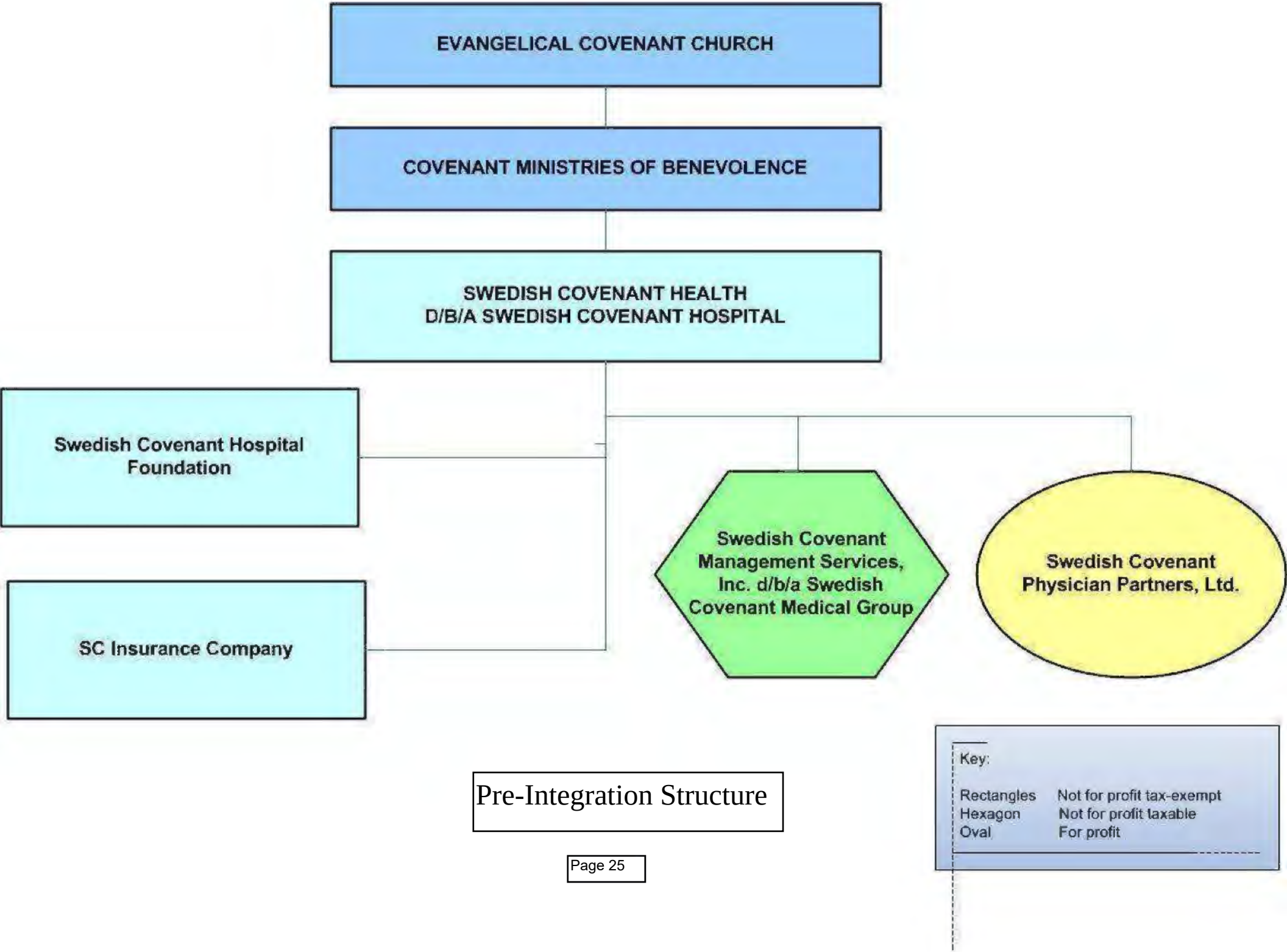
Lawrence U. Haspel, D.O.
Chairman, Bureau of Healthcare Facilities Accreditation
The Healthcare Facilities Accreditation Program
LUH/CDC

c: CMS Central Office
Region V, CMS

ATTACHMENT 4

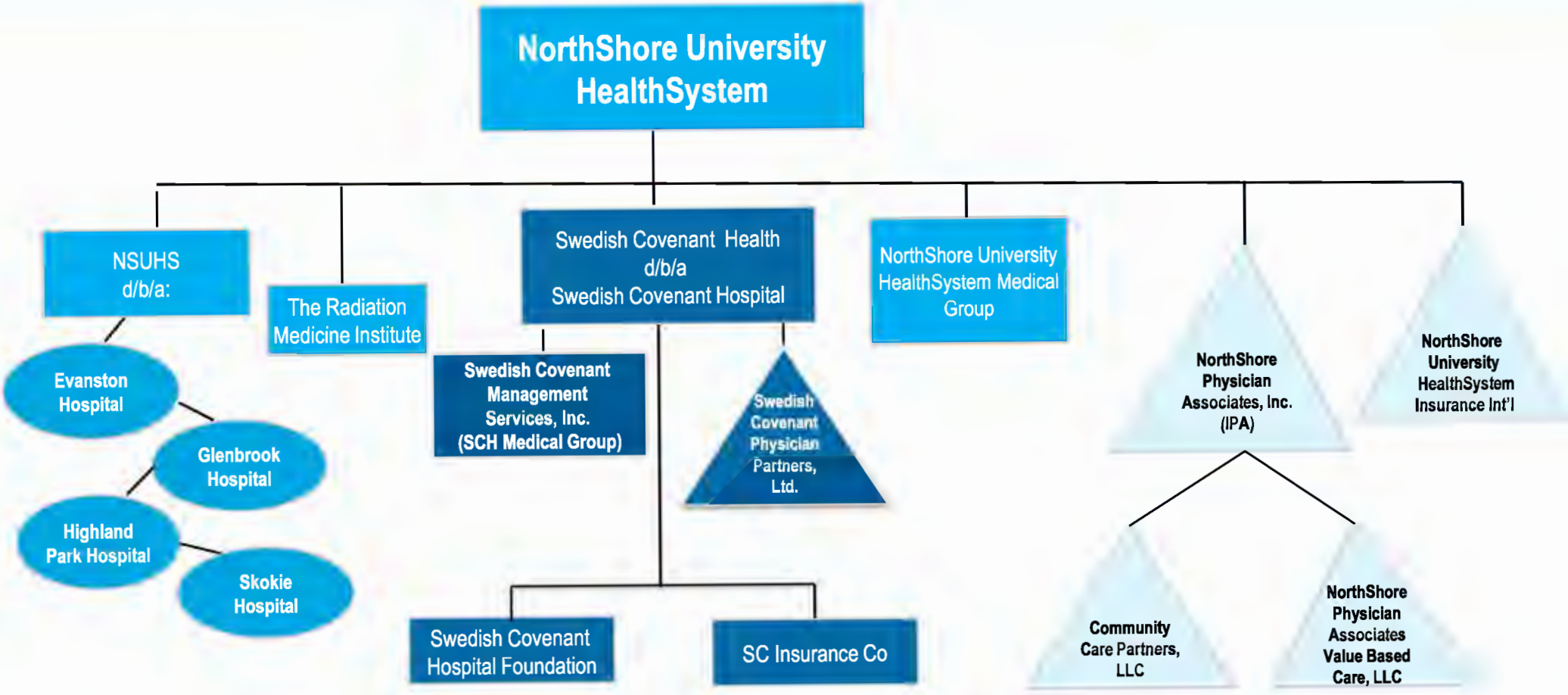
Organizational Relationships

The pre-closing and post-closing organizational charts for Swedish Covenant Health d/b/a Swedish Covenant Hospital are attached hereto at Attachment 4.



Pre-Integration Structure

Integrated Legal Structure



Post-Integration Structure

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.

ATTACHMENT 5

Background of Applicants

A. Swedish Covenant Health and Covenant Ministries of Benevolence

1. A listing of all health care facilities owned or operated by SCH and CMB, including licensing, and certification.

The current operator of Swedish Covenant Hospital (the "Hospital") is Swedish Covenant Health d/b/a Swedish Covenant Hospital. The Hospital is the only Illinois health care facility (as that term is defined under the Illinois Health Facilities Planning Act, 20 ILCS 3960 et seq. (the "Act")) owned and operated by Swedish Covenant Health or by Covenant Ministries of Benevolence ("CMB"). The Hospital is located at 5145 N. California Avenue in Chicago, Illinois.

Copies of the Hospital's general acute care hospital license and accreditation by the Healthcare Facilities Accreditation Program ("HFAP") are attached at Attachment 3. The Hospital's CMS Certification Number ("CCN") is 14-0114.

2. A listing of all health care facilities owned (at least 5%) and/or operated in Illinois by SCH or CMB.

Other than the Hospital, neither CMB nor SCH have at least a 5% or greater ownership interest in any other Illinois health care facility (as defined under the Act).

3. Attestation.

In signing this Certificate of Exemption ("COE") application, SCH and CMB each attests that, in the last three years prior to filing of this COE application, there has been no "adverse action" (as that term is defined in 77 IAC 1130.140) against any Illinois facility owned and/or operated by SCH or CMB. Copies of SCH's and CMB's attestation statement relating to good standing of SCH and CMB are attached at Attachment 5.

4. Authorization.

The Illinois Health Facilities and Services Review Board ("HFSRB") and the Illinois Department of Public Health ("IDPH") are hereby authorized by each of SCH and CMB to access any documents necessary to verify the information submitted with this application pertaining to SCH and CMB, including, but not limited to: official records of IDPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations.

B. NorthShore University HealthSystem

1. A listing of all health care facilities owned or operated by NorthShore, including licensing, and certification.

The following is a list of all Illinois health care facilities (as that term is defined in the Act) owned by NorthShore University HealthSystem ("NorthShore"):

- Evanston Hospital, located at 2650 Ridge Avenue, Evanston, IL 60201 ("Evanston Hospital");
- Highland Park Hospital, located at 777 Park Avenue West, Highland Park, IL 60035 ("Highland Park Hospital");
- Glenbrook Hospital, located at 2100 Pfingsten Road, Glenview, IL 60025 ("Glenbrook Hospital"); and
- Skokie Hospital, located at 9600 Gross Point Road, Skokie, IL 60076 ("Skokie Hospital").

Copies of Evanston Hospital's, Highland Park Hospital's, Glenbrook Hospital's and Skokie Hospital's Illinois Department of Public Health licenses and NorthShore's private accreditation by The Joint Commission are attached at Attachment 5. Evanston Hospital, Glenbrook Hospital and Skokie Hospital operate under CCN 14-0010; Highland Park Hospital operates under CCN 14-0010A.

2. A listing of all health care facilities owned (at least 5%) and/or operated in Illinois by NorthShore.

NorthShore also has a five percent (5%) or greater indirect, partial ownership interest in the following Illinois health care facilities:

- North Shore Surgical Center, located at 3725 West Touhy Avenue, Lincolnwood, IL 60712;
- Ravine Way Surgery Center, located at 2350 Ravine Way, #500, Glenview, IL 60025;
- River North Same Day Surgery Center, located at 1 East Street, #300, Chicago, IL 60611; and
- 25 East Same Day Surgery, located at 25 East Washington Street, #300, Chicago, IL 60602.

3. Attestation.

NorthShore attests that in the last three years prior to filing of this Certificate of Exemption application, there has been no "adverse action" (as that term is defined in 77 IAC 1130.140) against any Illinois health care facility owned and operated by NorthShore. A copy of NorthShore's attestation statement relating to its good standing is attached at Attachment 5.

4. Authorization.

HFSRB and IDPH are hereby authorized by NorthShore to access any documents necessary to verify the information submitted with this application relating to NorthShore, including, but not limited to: official records of IDPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations.

Swedish Covenant Health

June 25, 2019

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

Dear Ms. Avery:

On behalf of Swedish Covenant Health dba Swedish Covenant Hospital ("SCH"), I am submitting this letter to certify to the Illinois Health Facilities and Services Review Board ("HFSRB") that:

1. SCH has not had any adverse action (as that term is defined in 77 IAC 1130.140) against any Illinois health care facility owned and operated by it during the three year period immediately prior to the filing of a Certificate of Exemption ("COE") application relating to the change of control of SCH, and
2. SCH authorizes the HFSRB and the Illinois Department of Public Health ("IDPH") to access information to verify documentation or information submitted by SCH in connection with the COE filing requirements or to obtain any documentation or information which HFSRB or IDPH finds pertinent to the SCH COE application.

Sincerely,

Thomas J. Garvey

Thomas Garvey
Senior Vice President and CFO

Notarized: State of Illinois, County of Cook

Subscribed and sworn before me this 25th day of June, 2019.

Laura D. Weiss

Notary
My commission expires: 10-27-21

LAURA D WEISS
Official Seal
Notary Public - State of Illinois
My Commission Expires Oct 27, 2021

5140 N. California Ave., Chicago, IL 60625 T: 773-878-8200 SwedishCovenant.org

Hospital | Medical Group | Foundation | Physician Partners | Galter LifeCenter

Address: 5145 North California Avenue Chicago, Illinois 60625
Phone: 773 989 1610 Fax: 773 878 2617 Web: cmb.org

Covenant Ministries of Benevolence

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

Dear Ms. Avery:
On behalf of Covenant Ministries of Benevolence ("CMB"), I am submitting this letter to certify to the Illinois Health Facilities and Services Review Board ("HFSRB") that:

1. CMB has not had any adverse action (as that term is defined in 77 IAC 1130.140) against any Illinois health care facility owned and operated by it during the three year period immediately prior to the filing of a Certificate of Exemption ("COE") application relating to the change of control of Swedish Covenant Health dba Swedish Covenant Hospital ("SCH"), and
2. CMB authorizes the HFSRB and the Illinois Department of Public Health ("IDPH") to access information to verify documentation or information submitted by CMB in connection with the COE filing requirements or to obtain any documentation or information which HFSRB or IDPH finds pertinent to the SCH COE application.

Sincerely,

Scott Hanson
Vice President of Finance

Notarized: State of Illinois, County of Cook

Subscribed and sworn before me this 25th day of June, 2019.

Laura D. Weiss
Notary
My commission expires: 10-27-21

LAURA D WEISS
Official Seal
Notary Public – State of Illinois
My Commission Expires Oct 27, 2021

NorthShore
University HealthSystem

Kristen Murtos
Chief Administrative & Strategy Officer

1301 Central Street
Evanston, IL 60201
www.northshore.org

(847) 570-5088
(847) 570-5189 Fax

kmurtos@northshore.org

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

Dear Ms. Avery,

On behalf of NorthShore University HealthSystem, I am submitting this letter to certify to the Illinois Health Facilities and Services Review Board ("HFSRB") that:

1. NorthShore University HealthSystem has not had any adverse action (as that term is defined in 77 IAC 1130.140) against any Illinois health care facility owned and operated by it during the three year period immediately prior to the filing of a Certificate of Exemption ("COE") application relating to the change of control of Swedish Covenant Health d/b/a Swedish Covenant Hospital, and
2. NorthShore University HealthSystem authorizes the HFSRB and the Illinois Department of Public Health ("IDPH") to access information to verify documentation or information submitted by NorthShore University HealthSystem in connection with the Certificate of Exemption filing requirements or to obtain any documentation or information which HFSRB or IDPH finds pertinent to the Swedish Covenant Hospital COE application.

Sincerely,

Kristen Murtos
Chief Administrative & Strategy Officer

Notarized: State of Illinois, County of Cook

Subscribed and sworn before me this 25th day of June, 2019.

Barbara M. Holland
Notary
My commission expires: 9/4/19

OFFICIAL SEAL
BARBARA M HOLLAND
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:09/04/19

HF116905

Illinois Department of PUBLIC HEALTH

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	I.D. NUMBER
12/31/2019		0000646

General Hospital

Effective: 01/01/2019

NorthShore University HealthSystem
dba NorthShore Univ. HealthSystem Evanston Hospital
2650 Ridge Avenue

Evanston, IL 60201

The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #48240 5M 5/16

DISPLAY THIS PART IN A CONSPICUOUS PLACE

Exp. Date 12/31/2019

Lic Number 0000646

Date Printed 11/14/2018

NorthShore University HealthSystem
dba NorthShore Univ. HealthSystem E
2650 Ridge Avenue
Evanston, IL 60201

FEE RECEIPT NO.

Illinois Department of PUBLIC HEALTH

HF116954

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	I.D. NUMBER
12/31/2019		0005066

General Hospital

Effective: 01/01/2019

NorthShore University HealthSystem
dba NorthShore Univ. HealthSystem Highland Park Hosp
777 Park Avenue West

Highland Park, IL 60035

The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #48240 5M 5/16

DISPLAY THIS PART IN A CONSPICUOUS PLACE

Exp. Date 12/31/2019

Lic Number 0005066

Date Printed 11/14/2018

NorthShore University HealthSystem
dba NorthShore Univ. HealthSystem Hi
777 Park Avenue West
Highland Park, IL 60035

FEE RECEIPT NO.

HF116944

Illinois Department of PUBLIC HEALTH

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	I.D. NUMBER
12/31/2019		0003483

General Hospital

Effective: 01/01/2019

NorthShore University HealthSystem
dba NorthShore Univ. HealthSystem Glenbrook Hospital
2100 Pfingsten Road

Glenview, IL 60025

The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #48240 5M 5/16

DISPLAY THIS PART IN A CONSPICUOUS PLACE

Exp. Date 12/31/2019

Lic Number 0003483

Date Printed 11/14/2018

NorthShore University HealthSystem
dba NorthShore Univ. HealthSystem G
2100 Pfingsten Road
Glenview, IL 60025

FEE RECEIPT NO.

HF116955

Illinois Department of PUBLIC HEALTH

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	I.D NUMBER
12/31/2019		0005587

General Hospital

Effective: 01/01/2019

NorthShore University HealthSystem
dba NorthShore University HealthSystem Skokie Hospital
9600 Gross Point Rd

Skokie, IL 60076

The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #48240 5M 5/16

DISPLAY THIS PART IN A CONSPICUOUS PLACE

Exp. Date 12/31/2019

Lic Number 0005587

Date Printed 11/14/2018

NorthShore University HealthSystem
dba NorthShore University HealthSyst
9600 Gross Point Rd
Skokie, IL 60076

FEE RECEIPT NO.

The Joint Commission

February 26, 2018

Re: # 7343
CCN: #140010
Program: Hospital
Accreditation Expiration Date: October 07, 2020

J.P. Gallagher
COO
NorthShore University HealthSystem
1301 Central Street, Suite 300
Evanston, Illinois 60201

Dear Mr. Gallagher:

This letter confirms that your October 02, 2017 - October 06, 2017 unannounced full resurvey was conducted for the purposes of assessing compliance with the Medicare conditions for hospitals through The Joint Commission's deemed status survey process.

Based upon the submission of your evidence of standards compliance on January 12, 2018, January 15, 2018 and February 15, 2018 and the successful on-site unannounced Medicare Deficiency Follow-up event conducted on November 16, 2017 and December 14, 2017, the areas of deficiency listed below have been removed. The Joint Commission is granting your organization an accreditation decision of Accredited with an effective date of October 07, 2017. We congratulate you on your effective resolution of these deficiencies.

§482.23 Nursing Services
§482.41 Physical Environment
§482.42 Infection Control
§482.51 Surgical Services

The Joint Commission is also recommending your organization for continued Medicare certification effective October 07, 2017. Please note that the Centers for Medicare and Medicaid Services (CMS) Regional Office (RO) makes the final determination regarding your Medicare participation and the effective date of participation in accordance with the regulations at 42 CFR 489.13. Your organization is encouraged to share a copy of this Medicare recommendation letter with your State Survey Agency.

This recommendation applies to the following location(s):

Deerfield Medical Group Offices
49 South Waukegan Road, Deerfield, Deerfield, IL, 60015

Dermatology - Old Orchard
9933 Woods Drive, Skokie, IL, 60077

Des Plaines Internal Medicine

9301 Golf Road, Suite 302, Des Plaines, IL, 60016

Evanston Medical Office Building
1000 Central Street, Evanston, IL, 60201

Glenbrook Hospital Ambulatory Care Center
2180 Pfingsten Road, Glenview, IL, 60026

Glenbrook Medical East
1007 Church St., Suite 100, Evanston, IL, 60201

Glenbrook Medical West
211 Waukegan Road Suite 200, Northfield, IL, 60093

Glenbrook Professional Building
d/b/a NorthShore Medical Group
2050-2100 Pfingsten Rd., Glenview, IL, 60025

Gurnee Ambulatory Care Center
7900 Rollins Road, Gurnee, IL, 60031

Gurnee Pediatrics
6475 Washington St. Suite 103, Gurnee, IL, 60031

Lincolnshire Ambulatory Care Center
920 North Milwaukee Ave, Lincolnshire, IL, Lincolnshire, IL, 60069

Medical Imaging
1182 Northbrook Court, Northbrook, IL, 60062

Medical Offices Bannockburn
2151 Waukegan Road, Bannockburn, IL, 60015

Mount Prospect Primary Care
1329 Wolf Road, Mount Prospect, IL, 60056

Niles Ambulatory Care Center
6450 West Touhy Avenue, Niles, Niles, IL, 60714

North Shore Medical Group - Ravinia
1777 Green Bay Road, Suite 201, Highland Park, IL, 60035

North Suburban Medical Associates
101 Waukegan Road, Suite 1200, Lake Bluff, IL, 60044

NorthShore Medical Group - Family Practice

1162 Maple Ave, Mundelein, IL, 60060

NorthShore Orthopedics Institute
680 Lake Shore Drive, Chicago, IL, 60611

NorthShore University HealthSystem
d/b/a Evanston Hospital
2650 Ridge Avenue, Evanston, IL, 60201

NorthShore University HealthSystem
d/b/a Glenbrook Hospital
2100 Pfingsten Road, Glenview, IL, 60025

NorthShore University HealthSystem
d/b/a Highland Park Hospital
777 Park Avenue West, Highland Park, IL, 60035

NorthShore University HealthSystem
d/b/a Skokie Hospital
9600 Gross Point Road, Skokie, IL, 60076

NS - Lincolnwood Primary Care
6810 N. McCormick, Lincolnwood, IL, 60712

NS - Medical Group
767 Park Avenue West, Highland Park, IL, 60035

NS - Medical Group
9669 Kenton Avenue, Skokie, IL, 60076

NS - Vernon Hills
830 West End Court, Vernon Hills, IL, 60061

NS at Nordstrom
77 Old Orchard Shoppping Center, Skokie, IL, 60077

NS Dermatology
1160 Park Ave West, Highland Park, Highland Park, IL, 60035

NS Highland Park Specialty Care Center
757 Park Avenue West, Highland Park, IL, 60035

NS Medical Group
650 Lake Cook Road, Buffalo Grove, IL, 60089

NS Medical Group - Deerpath Physician Group

731 S. IL Route 21, Suite 130, Gurnee, IL, 60031

NS Medical Group - Glenview
1435 Waukegan Road, Glenview, IL, 60025

NS Medical Group Plastics/ENT
501 Skokie Blvd, Northbrook, IL, 60062

NS Northbrook Family Medicine
1885 Shermer Road, Northbrook, IL, 60062

NS Primary Care
15 Tower Court, Gurnee, IL, 60031

NS Rehabilitation Service
1000 Central Street, Evanston, IL, 60201

NS Rehabilitation Services, Evanston Athletic Club
1729 Benson Ave, Evanston, IL, 60201

NS Rehabilitation Services, Highland Park Hospital Fitness
1501 Busch Pkwy, Buffalo Grove, IL, 60089

NS Rehabilitation Services, Old Orchard
9977 Woods Drive, Skokie, IL, 60077

NS Rehabilitation Services, Park Center
2400 Chestnut, Glenview, IL, 60026

NS Rehabilitation Services, Pediatric Therapy Clinic
9977 Woods Drive, Skokie, IL, 60077

Park Center Specialty Suite
2400 Chestnut Ave Suite A, Glenview, IL, 60026

Professional Building
d/b/a ENH Medical Group/Psychiatry
909 Davis Street, Evanston, IL, 60201

Professional Building
9977 Woods Dr., Skokie, IL, 60077

Psychiatry- Glenview
2300 Lehigh, Suite 215, Glenview, IL, 60025

Skokie Ambulatory Care Center

The Joint Commission

9650 Gross Point Road, Skokie, IL, 60076

Therapeutic Day School
3633 West Lake Ave, Suite 200, Glenview, IL, 60025

Vernon Hills Specialty Care Center
225 N Milwaukee Ave, Vernon Hills, IL, 60061

Wilmette Primary Care
1515 Sheridan Road, Suite 31A, Wilmette, IL, 60091

Please be assured that The Joint Commission will keep the report confidential, except as required by law or court order. 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

cc: CMS/Central Office/Survey & Certification Group/Division of Acute Care Services
CMS/Regional Office 5 /Survey and Certification Staff

The Joint Commission

February 26, 2018

J.P. Gallagher
COO
NorthShore University HealthSystem
1301 Central Street, Suite 300
Evanston, IL 60201

Joint Commission ID #: 7343
Program: Hospital Accreditation
Accreditation Activity: 60-day Evidence of Standards Compliance
Accreditation Activity Completed: 02/16/2018

Dear Mr. Gallagher:

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

- **Comprehensive Accreditation Manual for Hospitals**

This accreditation cycle is effective beginning October 07, 2017 and is customarily valid for up to 36 months. Please note, The Joint Commission reserves the right to shorten or lengthen the duration of the cycle.

Should you wish to promote your accreditation decision, please view the information listed under the 'Publicity Kit' link located on your secure extranet site, The Joint Commission Connect.

The Joint Commission will update your accreditation decision on Quality Check®.

Congratulations on your achievement.

Sincerely,

Mark Pelletier

Mark G.Pelletier, RN, MS
Chief Operating Officer
Division of Accreditation and Certification Operations

The Joint Commission

January 30, 2018

J.P. Gallagher
COO
NorthShore University HealthSystem
1301 Central Street, Suite 300
Evanston, IL 60201

Joint Commission ID #: 7343
Program: Behavioral Health Care Accreditation

Accreditation Activity: 60-day Evidence of Standards Compliance
Accreditation Activity Completed: 01/18/2018

Dear Mr. Gallagher:

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

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

This accreditation cycle is effective beginning October 04, 2017 and is customarily valid for up to 36 months. Please note, The Joint Commission reserves the right to shorten or lengthen the duration of the cycle.

Should you wish to promote your accreditation decision, please view the information listed under the 'Publicity Kit' link located on your secure extranet site, The Joint Commission Connect.

The Joint Commission will update your accreditation decision on Quality Check®.

Congratulations on your achievement.

Sincerely,

Mark Pelletier

Mark G.Pelletier, RN, MS
Chief Operating Officer
Division of Accreditation and Certification Operations

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
1130.520(b)(5) - The anticipated or potential cost savings, if	X

any, that will result for the community and the facility because of the change in ownership;	
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	N/A[1]
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.

[1] This provision has been repealed.

ATTACHMENT 6

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

Names of Parties, Post-Closing Hospital Licensee and Structure of the Transaction - (1130.520 (b)(1)(A), (b)(1)(B) and (b)(1)(C))

NorthShore University HealthSystem, an Illinois not-for-profit corporation ("NorthShore"), Swedish Covenant Health dba Swedish Covenant Hospital, an Illinois not-for-profit corporation ("SCH") and, the sole corporate member of SCH, Covenant Ministries of Benevolence, an Illinois not-for-profit corporation ("CMB") intend to enter into a Membership Substitution Agreement (the "MSA") in June 2019 and scheduled to close December 31, 2019 or as soon thereafter as all closing conditions have been satisfied. The consummation of the MSA is contingent, among other things, on approval of the transaction by the Illinois Health Facilities and Services Review Board. Under the MSA, NorthShore will replace CMB as the sole and controlling member of SCH.

NorthShore is a fully integrated health care delivery system serving the Chicagoland area. Its operations include four Illinois acute care hospitals.

SCH is a not-for-profit corporation that operates a community hospital (the "Hospital") located at 5145 N. California Avenue in Chicago, Illinois and serving the north side neighborhoods of Chicago. The Hospital operates 312 licensed beds with the following Categories of Service (as defined in Subpart D of Part 1100 of the HFSRB Rules[1]):

1. medical/surgical,
2. pediatric,
3. intensive care,
4. rehabilitation,
5. long term care,
6. acute mental illness, and
7. obstetrics and gynecology.

SCH's cardiovascular services program also provides the cardiac catheterization services and cardiac surgery Categories of Service, including coronary artery bypass graft procedures.

No new corporate entity will be formed as a result of the transaction. Under the MSA, the parties agree to operate the Hospital under its current name, Swedish Covenant Health dba Swedish Covenant Hospital.

[1] 77 IAC 1100.510–1100.810

Neither the licensed entity of the Hospital nor the legal entity that owns the physical plant and capital assets of the Hospital will change as a part of the planned transaction.

List of Membership Interests -1130.520(b)(1)(E)

Prior to the completion of the planned transaction, CMB is the sole member of SCH. After the closing of the planned transaction, NorthShore will be the sole member of SCH.

Fair Market Value of Assets -1130.520(b)(1)(F)

The fair market value of SCH is $194,826,000. This figure reflects the FY 2018 Net Assets as reported on the audited consolidated financial statement of SCH. It represents a snapshot of the Net Asset value which is subject to changes over time based on fluctuations in the data in the ordinary and non-ordinary course of business.

Purchase Price -1130.520(b)(1)(G) (NOT APPLICABLE)

The transaction is a membership substitution in a not-for-profit corporation. As such, no consideration (money, property, or other assets) will be given in connection with the membership interest substitution.

Affirmation regarding Outstanding CON Permits -1130.520(b)(2)

SCH has no outstanding Certificate of Need permits or exemptions.

Hospital Financial Assistance Policy Affirmation -1130.520(b)(3)

NorthShore agrees that for a period of at least two years following the closing of the planned Membership Substitution Agreement transaction, SCH will not adopt a more restrictive charity care (financial assistance) policy than the policy that was in effect one year prior to closing date of the Membership Interest Substitution transaction.

Potential Benefits and Cost Savings of the Planned Transaction -1130.520(b)(4) and (b)(5)

Potential Benefits

In recognizing the need for SCH to find support to maintain the viability and long-term success of its independent hospital-based system, it undertook a thorough and thoughtful review of potential partners which would embrace and enhance the SCH mission. NorthShore was selected by SCH to pursue this transaction based on a number of key commitments, combined organization efficiencies and overall cultural alignment. As such, NorthShore and SCH are forming a strategic partnership to expand quality patient care in Chicagoland. The two organizations have a common vision and purpose and a combined 250-year history of delivering outstanding patient care across diverse urban and suburban neighborhoods. NorthShore and SCH will transform healthcare by developing the best care practices while supporting service line enhancement in today's evolving healthcare environment. Coming together will allow the parties to build on NorthShore's exemplary physician networks and expand access to immediate care, primary care and specialty care across the combined systems' communities. The planned

transaction also provides substantial opportunities for the combined systems to learn from each other and to manage the needs of insured and government-funded patients. SCH also will continue exceptional multicultural community outreach—including care for the underserved—as it has delivered for more than 130 years. NorthShore will work to define and implement the integration of SCH in a manner that:

- Furthers the charitable missions of NorthShore and SCH in meeting the needs of their communities with a commitment to care for the vulnerable and underserved;

- Continues to improve patient access to comprehensive, convenient, high quality, inpatient and outpatient healthcare throughout the communities, including access to advanced specialty care across the combined system;

- Continues to improve and manage the health status of the population of the communities served by the combined system;

- Promotes community health and well-being through enhanced patient care, research and educational efforts;

- Preserves the SCH charitable community programs through commitment to the local SCH Foundation;

- Builds the medical community through strongly-aligned relationships and enhanced education and developmental opportunities among primary care, core specialist, subspecialist, group practice physicians and other members of the staff;

- Enhances sound stewardship through the efficient delivery of all services, resulting in favorable financial performance for the System entities;

- Develops a comprehensive delivery system, resulting in improved outcomes and quality of life for patients;

- Enhances physician, payor and patient preference; and

- Enhances community benefit and public policy advocacy.

The parties believe this transaction will result in delivering superior value and quality to patients, physicians and payers, and will also be in the best interests of the community at large.

Potential Cost Saving

The planned transaction will present significant opportunities to improve health care delivery and access to services provided in the combined system's service area in a manner that results in cost savings and other efficiencies that will ensure that NorthShore and SCH can more effectively continue their shared charitable mission and purposes. Such opportunities will likely include initiatives for integration of information technology and system-wide support functions, with the goal of enhancing operational uniformity, efficiency, quality, outcomes and

performance, as well as access to in-house resources of the combined system where SCH has currently had to rely on outside vendors or providers for certain services.

Quality Improvement Program to be Utilized at SCH– 1130.520(b)(7)

SCH and NorthShore share a longstanding commitment to a culture of quality, safety, service and evidence-based practices. By aspiring to consistently engage in process improvement and improve consistency to meet the highest standards for quality and patients satisfaction, SCH and NorthShore will continue to advance the commitment to delivering care that is of the highest quality, and eliminates preventable harm. As such, NorthShore has committed to fully integrating SCH's electronic medical record and updating its IT infrastructure. Such integration will allow for SCH access to instrumental quality initiatives and programs, such as NorthShore's evidence-based practices and ongoing implementation of quality enhancement protocols in its delivery of surgical care. It is also anticipated that NorthShore will evaluate opportunities to integrate SCH's quality plan with NorthShore's quality plan after the closing of the planned transaction. NorthShore's quality program also relies on data collection and management, clinical decision support tools, benchmarking, information technology, and human resources. Over 150 physicians, nurses and frontline staff at NorthShore are involved in quality initiatives on an ongoing basis

Governing Body Composition/Selection Process -1130.520(b)(7)

Upon consummation of the transaction, the Board of Directors of SCH will be comprised of between 15 and 20 members, including three designated by NorthShore, one designated for the President of the SCH Medical Staff, one designated for the President of SCH, one or more designated for physicians on the SCH medical staff, one position designated for a member of the CMB Board, and the remaining designated for independent representatives of the community served by the Hospital.

Scope of Services – 1130.520(b)(9)

There will be no changes in the Categories of Service provided by SCH within 24 months following the closing of the planned transaction with NorthShore unless SCH applies for and obtains approval from the HFSRB to make any adjustments necessary to best address the health care needs of the community served by the Hospital.

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.

ATTACHMENT 7

1. Charity Care Information – Swedish Covenant Hospital

CHARITY CARE			
	2016	**2017**	**2018**
Net Patient Revenue[2]	231,496,644	224,102,810	235,549,332
Amount of Charity Care (charges)	36,349,619	35,383,812	47,260,443
Cost of Charity Care	5,960,000	6,212,570	10,436,594

2. Charity Care Information – NorthShore University HealthSystem

CHARITY CARE			
	FY 2016	**FY 2017**	**FY 2018**
Net Patient Revenue	$1,267,824,773	$1,270,483,123	$1,295,160,316
Amount of Charity Care (charges)	$61,854,365	$62,776,737	$70,231,298
Cost of Charity Care	$15,696,721	$15,967,076	$17,190,094

[2] Net Patient Revenue excludes funds received under the State of Illinois hospital tax assessment program.