E-064-18

ORIGINAL

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

RECEIVED
DEC 17 2018
HEALTH FACILITIES & SERVICES REVIEW BOARD

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

This Section must be completed for all projects.

Facility/Project Identification

Facility Name:	Rush Oak Brook Orthopaedic Center		
Street Address:	2011 York Road		
City and Zip Code:	Oak Brook, IL 60521		
County: DuPage	Health Service Area: VII	Health Planning Area: A-05	

Legislators

State Senator Name:	Chris Nybo
State Representative Name:	Patricia R. Bellock

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

Exact Legal Name:	Rush Oak Brook Orthopaedic Center, LLC
Street Address:	2011 York Road
City and Zip Code:	Oak Brook, IL 60521
Name of Registered Agent:	Carl Bergetz
Registered Agent Street Address:	1700 W. Van Buren Street, Suite 301
Registered Agent City and Zip Code:	Chicago, IL 60612
Name of Chief Executive Officer:	Michael J. Dandorph, Manager
CEO Street Address:	1653 W. Congress Parkway
CEO City and Zip Code:	Chicago, IL 60612
CEO Telephone Number:	312/942-5000

Type of Ownership of Applicants

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

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

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

Primary Contact [Person to receive ALL correspondence or inquiries]

Name:	Jacob M. Axel
Title:	President
Company Name:	Axel & Associates, Inc.
Address:	675 North Court Palatine, IL 62761
Telephone Number:	847/776-7101
E-mail Address:	jacobmaxel@msn.com
Fax Number:	847/776/7004

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Legislators

State Senator Name:	Chris Nybo
State Representative Name:	Patricia R. Bellock

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

Exact Legal Name:	Midwest Orthopaedics at Rush, LLC
Street Address:	1611 W. Harrison Street
City and Zip Code:	Chicago, IL 60612
Name of Registered Agent:	CT Corporation System
Registered Agent Street Address:	208 S. La Salle Street, Suite 814
Registered Agent City and Zip Code:	Chicago, IL 60604
Name of Chief Executive Officer:	Randal Johnson, CFO
CEO Street Address:	One Westchester Corporate Center, Suite 240
CEO City and Zip Code:	Westchester, IL 60154
CEO Telephone Number:	708/236-2632

Type of Ownership of Applicants

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

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County: DuPage	Health Service Area: VII	Health Planning Area: A-05	

Legislators

State Senator Name:	Chris Nybo
State Representative Name:	Patricia R. Bellock

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

Exact Legal Name:	Rush System for Health
Street Address:	1653 W. Congress Parkway
City and Zip Code:	Chicago, IL 60612
Name of Registered Agent:	Carl Bergetz
Registered Agent Street Address:	1700 W. Van Buren Street, Suite 301
Registered Agent City and Zip Code:	Chicago, IL 60612
Name of Chief Executive Officer:	Larry J. Goodman, MD
CEO Street Address:	1653 W. Congress Parkway
CEO City and Zip Code:	Chicago, IL 60612
CEO Telephone Number:	312/942-5000

Type of Ownership of Applicants

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

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Exact Legal Name:	Rush University Medical Center
Street Address:	1653 W. Congress Parkway
City and Zip Code:	Chicago, IL 60612
Name of Registered Agent:	Carl Bergetz
Registered Agent Street Address:	1700 W. Van Buren Street, Suite 301
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Name of Chief Executive Officer:	Larry J. Goodman, MD
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Title:	President
Company Name:	Axel & Associates, Inc.
Address:	675 North Court Palatine, IL 62761
Telephone Number:	847/776-7101
E-mail Address:	jacobmaxel@msn.com
Fax Number:	847/776/7004

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

Name:	Justin T. Johnson
Title:	Sr. Corporate Counsel and Associate General Counsel
Company Name:	Rush University Medical Center
Address:	1700 West Van Buren Street, Suite 301 Chicago, IL 60612
Telephone Number:	312/942-6886
E-mail Address:	Justin_T_ Johnson@rush.edu
Fax Number:	312/942-4233

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

Name:	Randal Johnson
Title:	CFO
Company Name:	Midwest Orthopaedics at Rush, LLC
Address:	One Westchester Corporate Center, Suite 240 Westchester, IL 60154
Telephone Number:	708/236-2632
E-mail Address:	randal.johnson@rushortho.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:	Justin T. Johnson
Title:	Sr. Corporate Counsel and Associate General Counsel
Company Name:	Rush University Medical Center
Address:	1700 West Van Buren Street, Suite 301 Chicago, IL 60612
Telephone Number:	312/942-6886
E-mail Address:	Justin_T_ Johnson@rush.edu
Fax Number:	312/942-4233

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: Rush Oak Brook Orthopaedic Center, LLC

Address of Site Owner: c/o Justin T. Johnson 1700 West Van Buren St., Suite 301 Chicago, IL 60612

Street Address or Legal Description of the Site: 2011 York Road Oak Brook, IL 60521

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 after the Project is Complete

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

Exact Legal Name: Rush Oak Brook Orthopaedic Center, LLC

Address: c/o Justin T. Johnson 1700 West Van Buren St., Suite 301 Chicago, IL 60612

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☐	For-profit Corporation	☐	Governmental		
X	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.

On October 25, 2016 the Illinois Health Facilities and Services Review Board awarded a Certificate of Need ("CON") Permit (#16-032) for the establishment of a medical clinics building ("MCB") in Oak Brook, Illinois (the "Project"). The completion date for the Project is June 1, 2019; and the Project is progressing on schedule.

The applicants for this approved Project were Rush Oak Brook Orthopaedic Center, LLC ("ROBOC"), as the owner of the MCB and Rush University Medical Center ("RUMC"), as the hospital part-owner in ROBOC; both of which are named as applicants in this Certificate of Exemption ("COE") application (this "Application"). Also named as applicants in this Application are: 1) Rush System for Health, an affiliate of RUMC which was reorganized consistent with COE Permit #E-063-16, following the receipt and obligation of CON Permit #16-032, into the sole-corporate member of RUMC and parent entity of the Rush System and 2) Midwest Orthopaedics at Rush, LLC ("MOR"), as the proposed ultimate part-owner in the remaining ownership interests in ROBOC.

Project #16-032, as approved, currently has an ownership structure under which RUMC, through wholly-owned subsidiary Rush Oak Brook, LLC, holds a 50% ownership interest, and MOR, through wholly-owned subsidiary MOR West Suburban RE Ventures, LLC, holds a 50% ownership interest in ROBOC.

This COE Application proposes a change to the ownership structure of ROBOC to allow RUMC, through Rush Oak Brook, LLC, to hold a 65% ownership interest, and MOR, through MOR West Suburban RE Ventures, LLC, to hold a 35% ownership interest in ROBOC. Following the proposed change of ownership, RUMC and MOR, through their respective wholly-owned subsidiaries, will retain equal representation on the governing board of ROBOC.

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 X No

The site was acquired on January 25, 2017, consistent with CON Permit #16-032.

Purchase Price: $_____

Fair Market Value: $_____

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 _X_ No __. If yes, indicate the projects by project number and whether the project will be complete when the exemption that is the subject of this application is complete.

__The following two projects are on schedule to be complete by June 1, 2019:

16-031, Rush Oak Brook Surgery Center

16-032, Rush Oak Brook Orthopaedic Center (addressed in this COE application)

Anticipated exemption completion date (refer to Part 1130.570): within ninety (90) days following approval of COE application

State Agency Submittals

Are the following submittals up to date as applicable:

X Cancer Registry

X APORS

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

X 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 _Rush Oak Brook Orthopaedic 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 J. Dandorph

PRINTED NAME

Manager

PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 12th day of December, 2018

Signature of Notary

Seal

OFFICIAL SEAL
CYNTHIA L. IRWIN
Notary Public - State of Illinois
My Commission Expires 1/22/2021

SIGNATURE

PRINTED NAME

PRINTED TITLE

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

Signature of Notary

Seal

*Insert the EXACT legal name of the applicant

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SIGNATURE	SIGNATURE
Randal Johnson PRINTED NAME	PRINTED NAME
Manager PRINTED TITLE	PRINTED TITLE
Notarization: Subscribed and sworn to before me this 11 day of December 2018	Notarization: Subscribed and sworn to before me this _____ day of _____
Signature of Notary	Signature of Notary
Seal	Seal

MARY J PRZYBYLOWICZ
Official Seal
Notary Public – State of Illinois
My Commission Expires Apr 9, 2021

*Insert the EXACT legal name of the applicant

CERTIFICATION

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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 _____Rush System for Health ____ 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 J. Dandorph
PRINTED NAME

President
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 12th day of December, 2018

Signature of Notary

Seal

OFFICIAL SEAL
CYNTHIA L. IRWIN
Notary Public - State of Illinois
My Commission Expires 1/22/2021

SIGNATURE

John P. Mordock
PRINTED NAME

Chief Financial Officer
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 13 day of DECEMBER, 2018

Signature of Notary

Seal

ELIZABETH D NEARY
Official Seal
Notary Public - State of Illinois
My Commission Expires Jun 10, 2020

*Insert the EXACT legal name of the applicant

CERTIFICATION

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- in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- in the case of a sole proprietor, the individual that is the proprietor.

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

SIGNATURE	SIGNATURE
Michael J. Dandorph	John P. Morland
PRINTED NAME	PRINTED NAME
President	Chief Financial Officer
PRINTED TITLE	PRINTED TITLE
Notarization: Subscribed and sworn to before me this 12th day of December, 2018	Notarization: Subscribed and sworn to before me this 13 day of December, 2018
Signature of Notary	Signature of Notary
Seal OFFICIAL SEAL CYNTHIA L. IRWIN Notary Public - State of Illinois My Commission Expires 1/22/2021	Seal ELIZABETH D NEARY Official Seal Notary Public - State of Illinois My Commission Expires Jun 10 2020

*Insert the EXACT legal name of the applicant

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- in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- in the case of a sole proprietor, the individual that is the proprietor.

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

SIGNATURE	SIGNATURE
Nikhil N Verma	Charles Bush-Joseph
PRINTED NAME	PRINTED NAME
Member	Member
PRINTED TITLE	PRINTED TITLE
Notarization: Subscribed and sworn to before me this 11 day of December 2018	Notarization: Subscribed and sworn to before me this 11 day of December 2018
Signature of Notary	Signature of Notary
Seal: MARY J PRZYBYLOWICZ Official Seal Notary Public – State of Illinois My Commission Expires Apr 9, 2021	Seal: MARY J PRZYBYLOWICZ Official Seal Notary Public – State of Illinois My Commission Expires Apr 9, 2021

*Insert the EXACT legal name of the applicant

SECTION II. BACKGROUND.

BACKGROUND OF APPLICANT

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

2. A 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, the documentation provided with the prior applications may be utilized to fulfill the information requirements of this criterion. In such instances, the applicant shall attest that the information was previously provided, cite the project number of the prior application, and certify that no changes have occurred regarding the information that has been previously provided. The applicant is able to submit amendments to previously submitted information, as needed, to update and/or clarify data.

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

SECTION III. CHANGE OF OWNERSHIP (CHOW)

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

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

1130.520(b)(6) - A description of the facility's quality improvement program mechanism that will be utilized to assure quality control;	X
1130.520(b)(7) - A description of the selection process that the acquiring entity will use to select the facility's governing body;	X
1130.520(b)(8) - A statement that the applicant has prepared a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 and that the response is available for public review on the premises of the health care facility	X
1130.520(b)(9)- A description or summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within 24 months after acquisition.	X

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

SECTION IV.CHARITY CARE INFORMATION

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

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

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

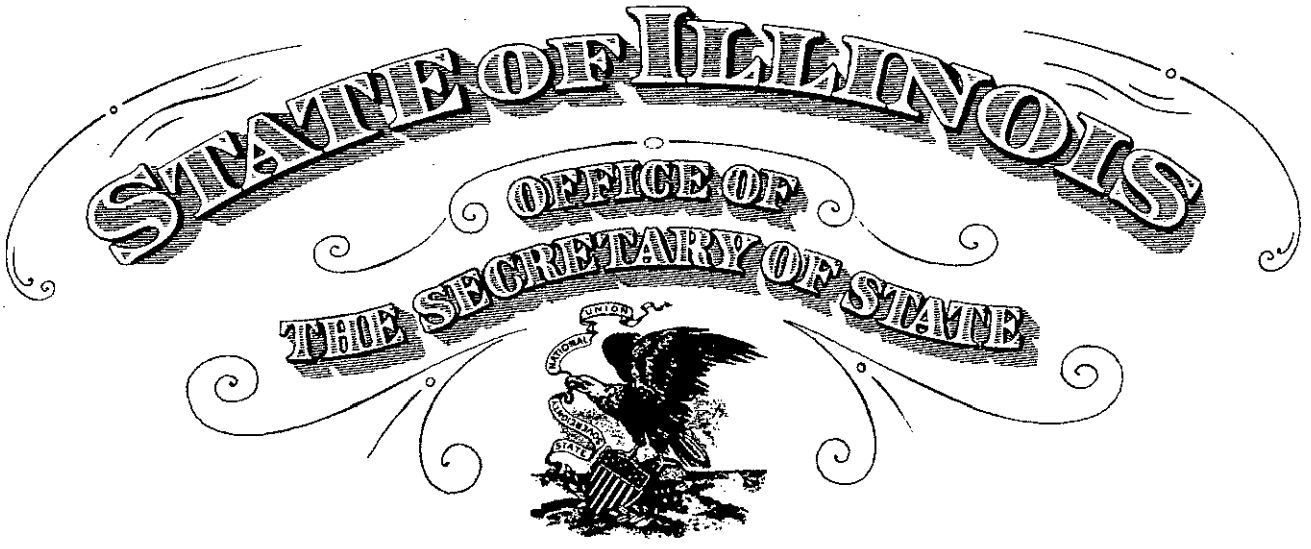
Charity care" means care provided by a health care facility for which the provider does not expect to receive payment from the patient or a third-party payer (20 ILCS 3960/3). Charity Care must be provided at cost.

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

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

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

File Number 0541706-6



To all to whom these Presents Shall Come, Greeting:

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

RUSH OAK BROOK ORTHOPAEDIC CENTER, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON AUGUST 13, 2015, 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* 17TH *day of* SEPTEMBER *A.D.* 2018 .

Authentication #: 1826001936 verifiable until 09/17/2019
Authenticate at: http://www.cyberdriveillinois.com

Jesse White

SECRETARY OF STATE

ATTACHMENT 1

File Number 5852-111-6

To all to whom these Presents Shall Come, Greeting:

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

RUSH SYSTEM FOR HEALTH, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON SEPTEMBER 22, 1995, 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* 17TH *day of* JULY *A.D.* 2018 .

Authentication #: 1819801066 verifiable until 07/17/2019
Authenticate at: http://www.cyberdriveillinois.com

Jesse White
SECRETARY OF STATE

ATTACHMENT 1

20

File Number 0091959-4

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

MIDWEST ORTHOPAEDICS AT RUSH, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON MAY 15, 2003, 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.

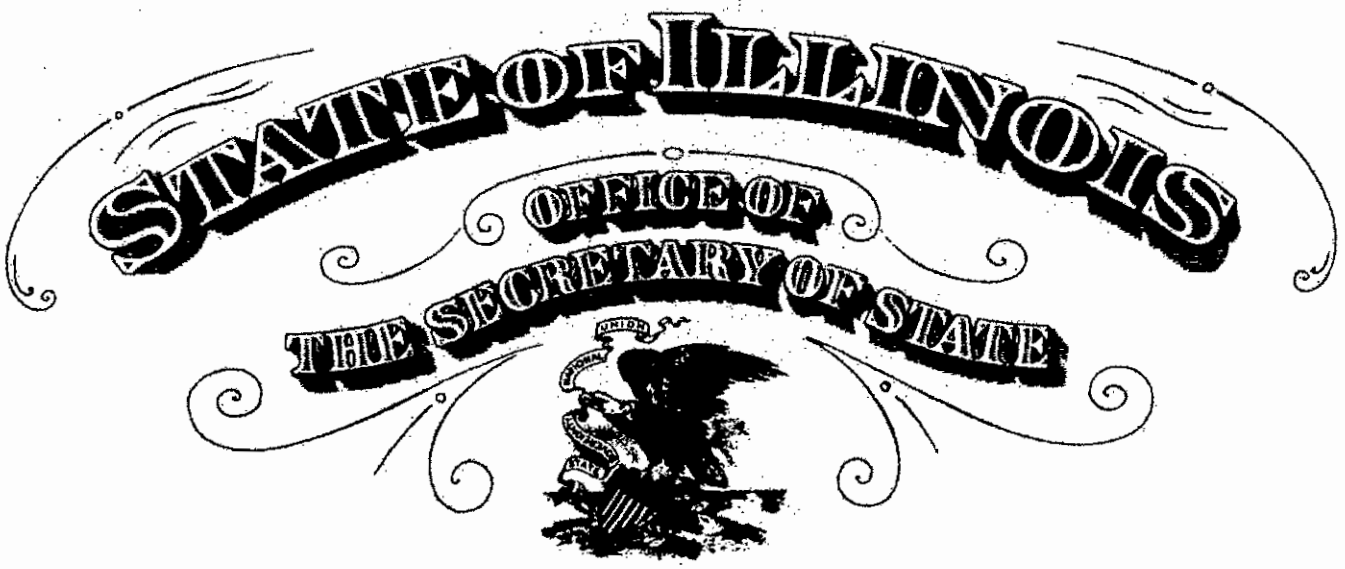
In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this* 21ST *day of* NOVEMBER *A.D.* 2018 .

Authentication #: 1832501018 verifiable until 11/21/2019
Authenticate at: http://www.cyberdriveillinois.com

Jesse White
SECRETARY OF STATE

ATTACHMENT 1

File Number 0200-214-1



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

RUSH UNIVERSITY MEDICAL CENTER, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON JULY 21, 1883, 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* 17TH *day of* JULY *A.D.* 2018 .

Authentication #: 1819801090 verifiable until 07/17/2019
Authenticate at: http://www.cyberdriveillinois.com

Jesse White
SECRETARY OF STATE

ATTACHMENT 1

Rush Oak Brook Orthopaedic Center

October 3, 2018

Illinois Health Facilities and
Services Review Board
Springfield, IL

To Whom It May Concern:

I hereby certify on behalf of Rush Oak Brook Orthopaedic Center, LLC that Rush Oak Brook Orthopaedic Center, LLC is the owner of the medical clinics building currently under construction at 2011 York Road in Oak Brook, Illinois.

Sincerely,

Randal Johnson
Manager

Notarized:

ELIZABETH D NEARY
Official Seal
Notary Public - State of Illinois
My Commission Expires Jun 10, 2020

Elizabeth D Neary
10/3/18

File Number 0541706-6

To all to whom these Presents Shall Come, Greeting:

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

RUSH OAK BROOK ORTHOPAEDIC CENTER, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON AUGUST 13, 2015, 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.

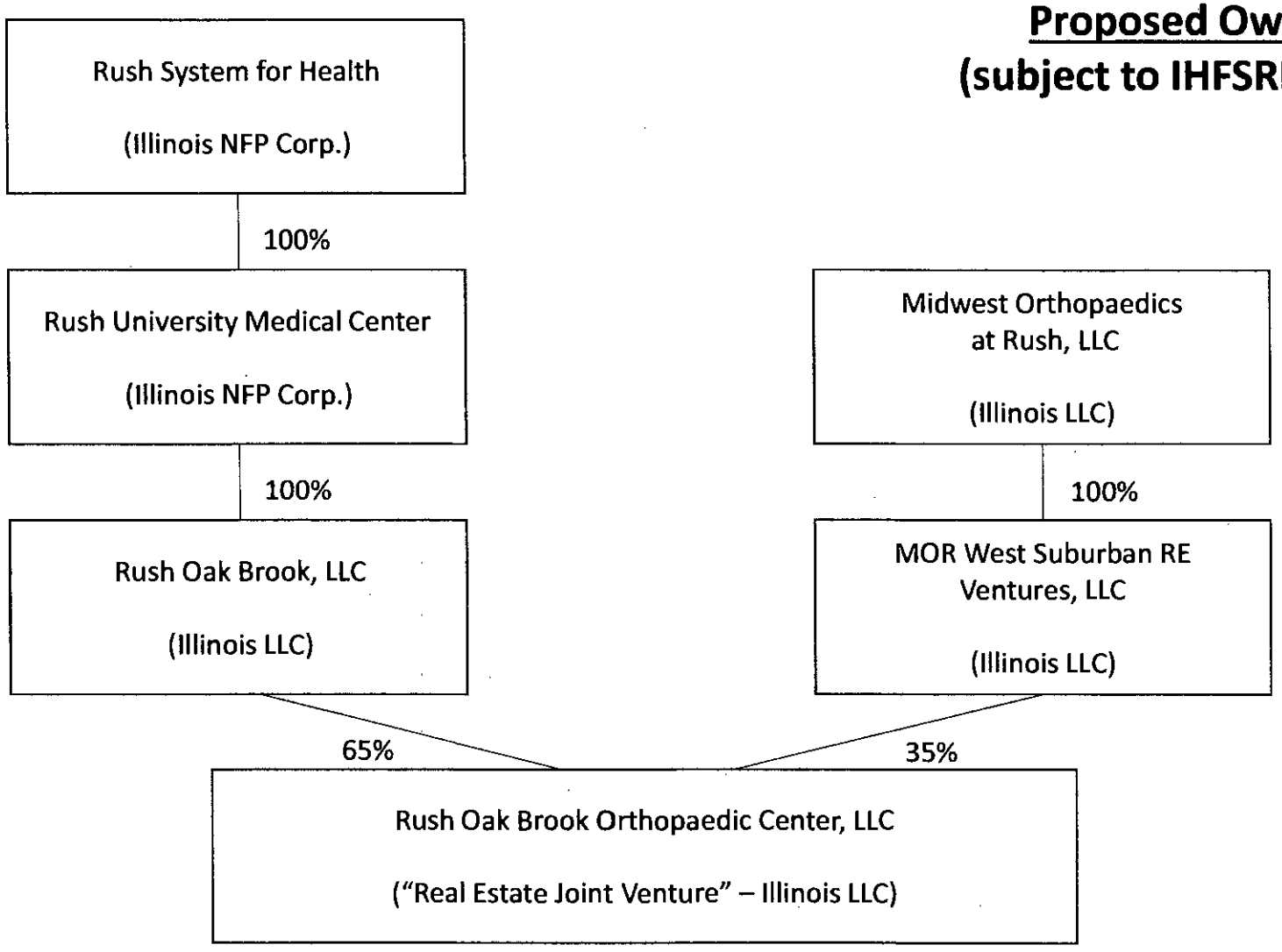
In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this* 17TH *day of* SEPTEMBER *A.D.* 2018 .

Authentication #: 1826001936 verifiable until 09/17/2019
Authenticate at: http://www.cyberdriveillinois.com

Jesse White
SECRETARY OF STATE

ATTACHMENT 3

Proposed Ownership
(subject to IHFSRB approval)



25

ATTACHMENT 4

Office of Legal Affairs
Triangle Office Building
1700 W. Van Buren St.
Suite 301
Chicago, IL 60612

Tel: 312.942.6886
Fax: 312.942.4233
www.rush.edu
Carl_Bergetz@rush.edu

RUSH

Carl Bergetz
Rush System for Health
Chief Legal Officer
Rush University Medical Center
General Counsel & Senior Vice President

I hereby certify that no adverse action has been taken against Rush University Medical Center, directly or indirectly, within three (3) years prior to the filing of this Application. For the purposes of this letter, the term "adverse action" has the meaning given to it in the Illinois Administrative Code, Title 77, Section 1130.

I hereby authorize HFSRB and IDPH to access any documents which it finds necessary to verify any information submitted, including, but not limited to: official records of IDPH or other State agencies and the records of nationally recognized accreditation organizations.

Carl Bergetz, J.D.
Senior Vice President & General Counsel

Subscribed and sworn to before me this
1st day of August, 2018

Notary Public

"OFFICIAL SEAL"
Maritza Ramses
Notary Public, State of Illinois
My Commission Expires February 27, 2022

ATTACHMENT 5

BACKGROUND OF THE APPLICANT

Applicant Rush University Medical Center or its sole-corporate member and parent entity of the Rush System, Rush System for Health (also an applicant), maintains ultimate ownership in the following licensed entities:

- Rush University Medical Center (100%)
- Rush Oak Park Hospital (100%)
- Copley Memorial Hospital (100%)
- Rush SurgiCenter at the Professional Building, Ltd. (51.08%)

Photocopies of the IDPH licenses for each of four facilities identified above are attached.

On August 6, 2018 Rush University Medical Center and Rush System for Health filed Certificate of Need ("CON") application #18-023, addressing the establishment of Rush University Medical Center New Ambulatory Care Building. A CON Permit for that project was awarded on October 30, 2018.

Applicant Rush Oak Brook Orthopaedic Center, LLC does not hold an ownership interest in any IDPH-licensed facility. For purposes of full disclosure, the Applicants note that Midwest Orthopaedics at Rush, LLC owns a 39.14% interest in Rush SurgiCenter at the Professional Building, Ltd.

ATTACHMENT 5

HF114565

Illinois Department of PUBLIC HEALTH

LICENSE PERMIT CERTIFICATION REGISTRATION

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 stated 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
12/31/2018		0001917

General Hospital

Effective: 01/01/2018

Rush University Medical Center
1653 West Congress Parkway
Chicago, IL 60612

Face of this license has a colored background. Printed by Authority of the State of Illinois • PO. 948240 5M 5/16

DISPLAY THIS PART IN A CONSPICUOUS PLACE

Exp. Date 12/31/2018

Lic Number 0001917

Date Printed 11/21/2017

Rush University Medical Center

1653 West Congress Parkway
Chicago, IL 60612

FEE RECEIPT NO.

ATTACHMENT 5

HF 114885

ILLINOIS DEPARTMENT OF PUBLIC HEALTH

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

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

2/17/2019		7001753

Ambulatory Surgery Treatment Center

Effective: 02/18/2018

Rush Surgicenter at the Professional Bldg. Ltd.
1725 West Harrison Street Suite 556
Chicago, IL 60612

DISPLAY THIS PART IN A CONSPICUOUS PLACE

Exp. Date 2/17/2019

Lic Number 7001753

Date Printed 1/2/2018

Rush Surgicenter at the Professional B

1725 West Harrison Street Suite 556
Chicago, IL 60612

FEE RECEIPT NO.

ATTACHMENT 5

HF 115860

Illinois Department of PUBLIC HEALTH

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

This 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
6/30/2019		0001750

General Hospital

Effective 07/01/2018

Rush Oak Park Hospital, Inc.
520 South Maple Avenue
Oak Park, IL 60304

Face of this licence has a colored background. Printed by Authority of the State of Illinois • PO: 448240 5M 5/18

CONSPICUOUS PLACE

Exp. Date 6/30/2019

Lic Number 0001750

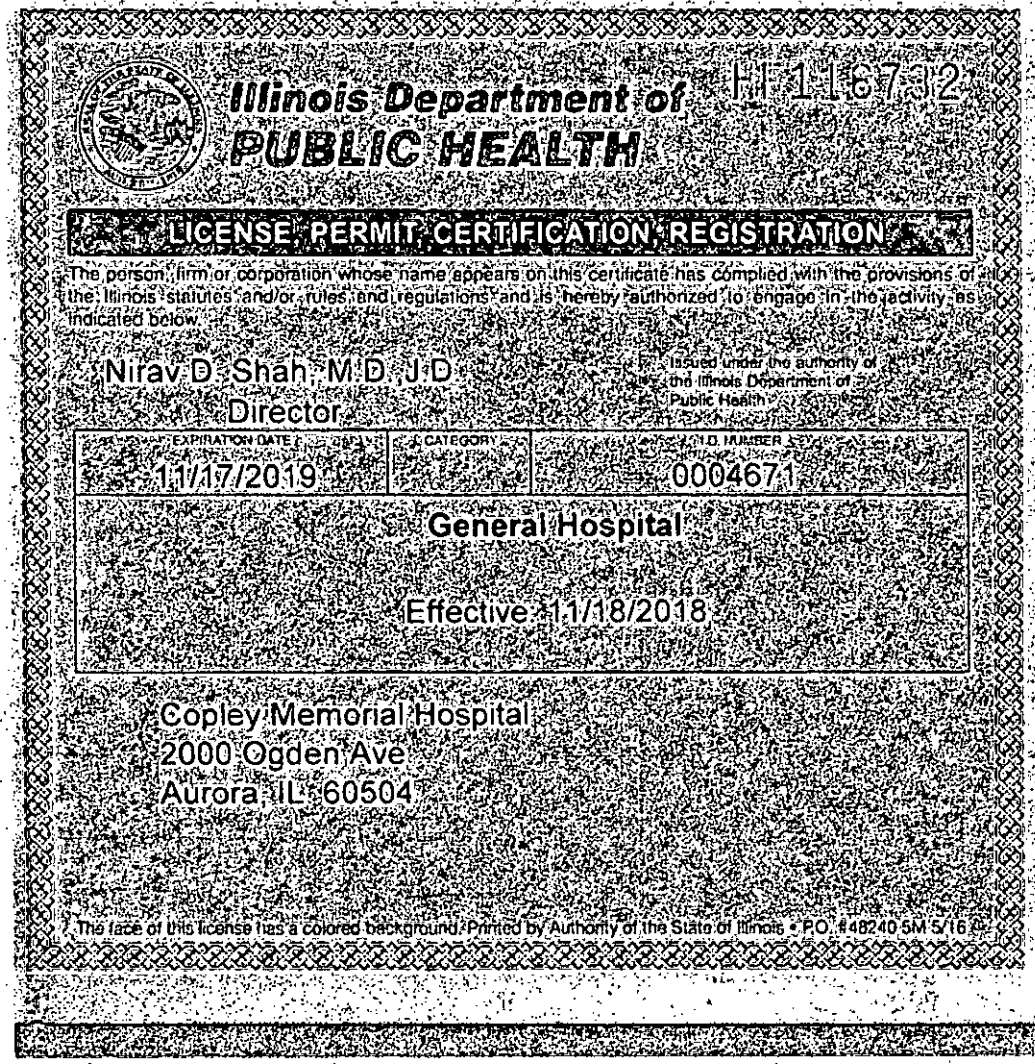
Date Printed 5/15/2018

Rush Oak Park Hospital, Inc.

520 South Maple Avenue
Oak Park, IL 60304

FEE RECEIPT NO.

ATTACHMENT 5



Illinois Department of
PUBLIC HEALTH

H 116732

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
11/17/2019		0004671

General Hospital

Effective 11/18/2018

Copley Memorial Hospital
2000 Ogden Ave
Aurora, IL 60504

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 11/17/2019

Lic Number 0004671

Date Printed 10/12/2018

Copley Memorial Hospital

2000 Ogden Ave
Aurora, IL 60504

FEE RECEIPT NO.

ATTACHMENT 5

Review Criterion 1130.520(b)(1)(A)
NAMES OF PARTIES

Rush University Medical Center is named as an Applicant both by virtue of its proposed majority ownership interest in of the medical clinics building, and because it is the guarantor for the project's debt financing.

Rush Oak Brook Orthopaedic Center, LLC is named as an Applicant because it is the real estate joint venture that will own the building.

Please refer to this Application's Narrative Description for additional information relating to other Applicants.

ATTACHMENT 6

Review Criterion 1130.520(b)(1)(B)
BACKGROUND OF THE PARTIES

Please see "Adverse Action" statements contained in ATTACHMENT 5.

ATTACHMENT 6

Review Criterion 1130.520(b)(1)(C)
STRUCTURE OF THE TRANSACTION

The project is a joint venture between Rush Oak Brook, LLC a wholly-owned subsidiary of Rush University Medical Center, and MOR West Suburban RE Ventures, LLC, a wholly-owned subsidiary of Midwest Orthopaedics at Rush, LLC. As originally approved as Permit #16-032, Rush Oak Brook, LLC and MOR West Suburban RE Ventures, LLC each currently hold a 50% interest in Rush Oak Brook Orthopaedic Center, LLC. Through the proposed change of ownership, Rush Oak Brook, LLC's ownership interest in Rush Oak Brook Orthopaedic Center, LLC will increase to 65% and MOR West Suburban RE Ventures, LLC's ownership interest will decrease to 35%.

For further information relating to the structure of the proposed transaction, please refer to the Narrative Description in this Application.

ATTACHMENT 6

Review Criterion 1130.520(b)(1)(D)
LICENSEE OR CERTIFIED ENTITY

The medical clinics building will not be an IDPH-licensed entity.

The certified entity/entity to which correspondence should be addressed is:

Rush University Medical Center
1700 West Van Buren Street, Suite 301
Chicago, IL 60612

ATTN: Justin T. Johnson

ATTACHMENT 6

Review Criterion 1130.520(b)(1)(E)
OWNERSHIP INTERESTS IN LICENSED FACILITIES

Applicant Rush University Medical Center or its sole corporate member and parent entity of the Rush System, Rush System for Health, maintains ultimate ownership or control in the following licensed entities:

- Rush University Medical Center (100%)
- Rush Oak Park Hospital (100%)
- Copley Memorial Hospital (100%)
- Rush SurgiCenter at the Professional Building, Ltd. (51.08%)

ATTACHMENT 6

Review Criterion 1130.520(b)(1)(F)
FAIR MARKET VALUE OF ASSETS TO BE TRANSFERRED

For the purposes of this Certificate of Exemption Application, the current fair market value of the medical clinics building is Permit #16-032's approved project cost of $65,341,612.

ATTACHMENT 6

Review Criterion 1130.520(b)(1)(G)
PURCHASE PRICE OR OTHER FORMS OF CONSIDERATION

The cost associated with the development of the medical clinics building (less land acquisition and the build-out of Rush University Medical Center ("RUMC") Offices and ancillary services) per Certificate of Need Permit #16-032 is $49,846,054; $4,984,606 of which was to be funded by cash from Rush Oak Brook Orthopaedic Center, LLC (the "real estate entity"). With RUMC's ownership interest in the real estate entity increasing from 50% to 65% via the proposed change of ownership, RUMC will be responsible for an additional cash contribution of $747,691.

ATTACHMENT 6

Review Criterion 1130.520(b)(2)
AFFIRMATION RELATING TO THE COMPLETION OF PROJECTS

Certificate of Need Permit #16-032 addresses the development of the proposed medical clinics building, and is addressed in this Certificate of Exemption Application, and Certificate of Need Permit #16-031 addresses the establishment of a multi-specialty ambulatory surgical treatment center to be located in the proposed medical clinics building. Both projects have June 1, 2019 project completion dates, and both projects are proceeding on schedule.

With the signatures provided on the Certification pages of this Certificate of Exemption Application, the Applicants affirm that projects #16-031 and #16-032 will be completed as approved, and that all reports related to the completion of those projects will be provided, consistent with applicable IHFSRB requirements.

ATTACHMENT 6

Review Criterion 1130.520(b)(4)
BENEFITS TO THE COMMUNITY

Due to the very limited nature of the proposed change of ownership, with the proposed change being limited to the distribution of ownership shares among the current owners, no benefits or detriments to the community are anticipated.

ATTACHMENT 6

Review Criterion 1130.520(b)(5)
RESULTANT COST SAVINGS

Due to the very limited nature of the proposed change of ownership, with the proposed change being limited to the distribution of ownership interests among the current owners, no cost savings or additional costs are anticipated for either the community or the Applicants.

ATTACHMENT 6

Review Criterion 1130.520(b)(6)
QUALITY IMPROVEMENT PROGRAM

This Certificate of Exemption application is limited to the change of ownership of a medical clinics building, and does not address any clinical services. As such, this review criterion is not applicable.

ATTACHMENT 6

Review Criterion 1130.520(b)(7)
SELECTION OF GOVERNING BODY

The medical clinics building will be managed by a Board of Managers, with three members appointed by Rush Oak Brook, LLC, the wholly-owned subsidiary of Rush University Medical Center, and three members appointed by MOR West Suburban RE Ventures, LLC, the wholly-owned subsidiary of Midwest Orthopaedics at Rush, LLC.

ATTACHMENT 6

Review Criterion 1130.520(b)(9)
PROPOSED CHANGES TO THE SCOPE OF SERVICES

The Certificate of Need application for the approved project (#16-032) identified the following clinical services to be located in the medical clinics building:

- a multi-specialty ambulatory surgery treatment center (in leased space)
- general X-ray
- CT
- MRI
- ultrasound
- mammography
- bone densitometry
- lab/specimen collection

There are no current plans to add any clinical services within 24 months of the proposed change of ownership.

ATTACHMENT 6

CHARITY CARE

Rush University Medical Center

CHARITY CARE			
	2015	2016	2017
Net Patient Revenue	**$1,081,808,000**	**$1,170,781,000**	**$1,211,537,000**
Amount of Charity Care (charges)	$82,762,047	$78,396,404	$81,830,055
Cost of Charity Care	$20,805,851	$19,934,173	$21,603,793

Rush Oak Park Hospital

CHARITY CARE			
	2015	2016	2017
Net Patient Revenue	**$123,499,000**	**$131,233,000**	**$137,305,456**
Amount of Charity Care (charges)	$10,512,470	$11,366,142	$11,893,094
Cost of Charity Care	$2,528,249	$2,763,906	$2,796,890

Rush-Copley Medical Center

CHARITY CARE			
	2015	2016	2017
Net Patient Revenue	**$328,293,000**	**$335,283,000**	**$344,619,000**
Amount of Charity Care (charges)	$25,701,899	$25,987,076	$27,404,717
Cost of Charity Care	$4,393,509	$4,548,664	$4,965,373

Rush SurgiCenter – Professional Building

CHARITY CARE			
	2015	2016	2017
Net Patient Revenue	**$18,220,312**	**$21,811,265**	**$24,329,587**
Amount of Charity Care (charges)	$0	$0	
Cost of Charity Care	$0	$0	

ATTACHMENT 7

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

INDEX OF ATTACHMENTS

ATTACHMENT NO.		PAGES
1	Applicant Identification including Certificate of Good Standing	19
2	Site Ownership	23
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	24
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	25
5	Background of the Applicant	26
6	Change of Ownership	32
7	Charity Care Information	45

Axel & Associates, Inc.

MANAGEMENT CONSULTANTS

by overnight delivery

December 13, 2018

Ms. Courtney Avery
Administrator
Illinois Health Facilities and
Services Review Board
525 West Jefferson
Springfield, IL 62761

Dear Ms. Avery:

Enclosed please find two copies of a Certificate of Exemption ("COE") application addressing the change of ownership of **Rush Oak Brook Orthopaedic Center**.

The application is accompanied with a check, in the amount of $2,500.00, as a filing fee.

Should any additional information be required, please do not hesitate to contact me.

Sincerely,

Jacob M. Axel
President

enclosures

675 North Court, Suite 210
Palatine, Illinois 60067

Phone (847) 776-7101
Fax (847) 776-7004