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JUN 11 2014

HEALTH FACILITIES &
SERVICES REVIEW BOARD

June 10, 2014

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

**RE: Additional Information
Exemption #E-008-14
Northwestern Memorial HealthCare and Cadence Health**

Dear Ms. Avery:

Attached please find the additional information as requested for E-008-14 for Central DuPage Hospital.

If you have any questions/comments, please feel to contact me at (312) 926-8650.

Sincerely,



Bridget S. Orth
Director, Regulatory Facilities Planning

attachment

**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR EXEMPTION FOR THE
CHANGE OF OWNERSHIP FOR AN EXISTING HEALTH CARE FACILITY**

1. INFORMATION FOR EXISTING FACILITY

Current Facility Name Central DuPage Hospital
Address 25 North Winfield Road
City Winfield Zip Code 60190 County DuPage
Name of current licensed entity for the facility Central DuPage Hospital Association
Does the current licensee: own this facility OR lease this facility _____ (if leased, check if sublease)
Type of ownership of the current licensed entity (check one of the following:) _____ Sole Proprietorship
 Not-for-Profit Corporation _____ For Profit Corporation _____ Partnership _____ Governmental
_____ Limited Liability Company _____ Other, specify _____
Illinois State Senator for the district where the facility is located: Sen. Michael Connelly
State Senate District Number 21 Mailing address of the State Senator _____
1725 South Naperville Road, Suite 200, Wheaton, IL 60189
Illinois State Representative for the district where the facility is located: Rep. Jeanne M. Ives
State Representative District Number 42 Mailing address of the State Representative _____
1725 South Naperville Road, Suite 200, Wheaton, IL 60189

2. **OUTSTANDING PERMITS.** Does the facility have any projects for which the State Board issued a permit that will not be completed (refer to 1130.140 "Completion or Project Completion" for a definition of project completion) by the time of the proposed ownership change? Yes No . If yes, refer to Section 1130.520(f), and indicate the projects by Project # See Attachment Response 2

3. **NAME OF APPLICANT** (complete this information for each co-applicant and insert after this page).

Exact Legal Name of Applicant See Attachment Response 3
Address _____
City, State & Zip Code _____
Type of ownership of the current licensed entity (check one of the following:) _____ Sole Proprietorship
_____ Not-for-Profit Corporation _____ For Profit Corporation _____ Partnership _____ Governmental
_____ Limited Liability Company _____ Other, specify _____

4. **NAME OF LEGAL ENTITY THAT WILL BE THE LICENSEE/OPERATING ENTITY OF THE FACILITY NAMED IN THE APPLICATION AS A RESULT OF THIS TRANSACTION.**

Exact Legal Name of Entity to be Licensed Central DuPage Hospital Association
Address 25 North Winfield Road
City, State & Zip Code Winfield, IL 60190
Type of ownership of the current licensed entity (check one of the following:) _____ Sole Proprietorship
 Not-for-Profit Corporation _____ For Profit Corporation _____ Partnership _____ Governmental
_____ Limited Liability Company _____ Other, specify _____

5. **BUILDING/SITE OWNERSHIP. NAME OF LEGAL ENTITY THAT WILL OWN THE "BRICKS AND MORTAR" (BUILDING) OF THE FACILITY NAMED IN THIS APPLICATION IF DIFFERENT FROM THE OPERATING/LICENSED ENTITY**

Exact Legal Name of Entity That Will Own the Site CDH-Delnor Health System d/b/a Cadence Health
Address 25 North Winfield Road
City, State & Zip Code Winfield, IL 60190
Type of ownership of the current licensed entity (check one of the following:) _____ Sole Proprietorship
 Not-for-Profit Corporation _____ For Profit Corporation _____ Partnership _____ Governmental
_____ Limited Liability Company _____ Other, specify _____

3a. NAME OF APPLICANT

Exact Legal Name of Applicant Northwestern Memorial HealthCare (NMHC)
Address 251 East Huron Street
City, State & Zip Code Chicago, IL 60611
Type of ownership of the current licensed entity (check one of the following:) Sole Proprietorship
 Not-for-Profit Corporation For Profit Corporation Partnership
Governmental Limited Liability Company Other, specify _____

3b. NAME OF APPLICANT

Exact Legal Name of Applicant CDH-Delnor Health System d/b/a Cadence Health (Cadence)
Address 25 North Winfield Road
City, State & Zip Code Winfield, IL 60190
Type of ownership of the current licensed entity (check one of the following:) Sole Proprietorship
 Not-for-Profit Corporation For Profit Corporation Partnership
Governmental Limited Liability Company Other, specify _____

3c. NAME OF APPLICANT

Exact Legal Name of Applicant Central DuPage Hospital (CDH)
Address 25 North Winfield Road
City, State & Zip Code Winfield, IL 60190
Type of ownership of the current licensed entity (check one of the following:) Sole Proprietorship
 Not-for-Profit Corporation For Profit Corporation Partnership
Governmental Limited Liability Company Other, specify _____



To all to whom these Presents Shall Come, Greeting:

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

CENTRAL DU PAGE HOSPITAL ASSOCIATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON AUGUST 05, 1958, 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.



Authentication #: 1328701052

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

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 14TH day of OCTOBER A.D. 2013 .

Jesse White

SECRETARY OF STATE

18a. CERTIFICATION

I certify that the above information and all attached information are true and correct to the best of my knowledge and belief. I certify that the number of beds within the facility will not change as part of this transaction. I certify that no adverse action has been taken against the applicant(s) by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois. I certify that I am fully aware that a change in ownership will void any permits for projects that have not been completed unless such projects will be completed or altered pursuant to the requirements in 77 IAC 1130.520(f) prior to the effective date of the proposed ownership change. I also certify that the applicant has not already acquired the facility named in this application or entered into an agreement to acquire the facility named in the application unless the contract contains a clause that the transaction is contingent upon approval by the State Board.

Northwestern Memorial HealthCare (NMHC)

Signature of Authorized Officer 

Typed or Printed Name of Authorized Officer Dean M. Harrison

Title of Authorized Officer: President and Chief Executive Officer, Northwestern Memorial HealthCare

Address: 251 East Huron Street

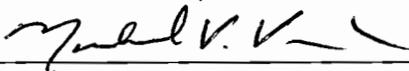
City, State & Zip Code: Chicago, IL 60611

Telephone (312) 926-3007 Date: 4/9/14

18b. CERTIFICATION

I certify that the above information and all attached information are true and correct to the best of my knowledge and belief. I certify that the number of beds within the facility will not change as part of this transaction. I certify that no adverse action has been taken against the applicant(s) by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois. I certify that I am fully aware that a change in ownership will void any permits for projects that have not been completed unless such projects will be completed or altered pursuant to the requirements in 77 IAC 1130.520(f) prior to the effective date of the proposed ownership change. I also certify that the applicant has not already acquired the facility named in this application or entered into an agreement to acquire the facility named in the application unless the contract contains a clause that the transaction is contingent upon approval by the State Board.

CDH-DeInor Health System (Cadence Health)

Signature of Authorized Officer 

Typed or Printed Name of Authorized Officer Michael V. Vivoda

Title of Authorized Officer: President and Chief Executive Officer, Cadence Health

Address: 25 North Winfield Road

City, State & Zip Code: Winfield, IL 60190

Telephone (630) 933-5066 Date: 6-9-14

18c. CERTIFICATION

I certify that the above information and all attached information are true and correct to the best of my knowledge and belief. I certify that the number of beds within the facility will not change as part of this transaction. I certify that no adverse action has been taken against the applicant(s) by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois. I certify that I am fully aware that a change in ownership will void any permits for projects that have not been completed unless such projects will be completed or altered pursuant to the requirements in 77 IAC 1130.520(f) prior to the effective date of the proposed ownership change. I also certify that the applicant has not already acquired the facility named in this application or entered into an agreement to acquire the facility named in the application unless the contract contains a clause that the transaction is contingent upon approval by the State Board.

Central DuPage Hospital (CDH)

Signature of Authorized Officer *Brian Lemon*

Typed or Printed Name of Authorized Officer Brian Lemon

Title of Authorized Officer: President, Central DuPage Hospital

Address: 25 North Winfield Road

City, State & Zip Code: Winfield, IL 60190

Telephone (630) 933-5501 Date: 6/9/14

Section 1130.520 Information Requirements

Affirmations

1. Northwestern Memorial HealthCare affirms that the categories of service and number of beds as reflected in the Inventory of Health Care Facilities for Central DuPage Hospital will not substantially change for at least 12 months following the project's completion date.
2. Northwestern Memorial HealthCare certifies that the transaction agreement that has been signed by both Northwestern Memorial HealthCare and Cadence Health, contains a provision that execution is subject to HFSRB issuance of an exemption and contains the conditions and terms of change of ownership.
3. Northwestern Memorial HealthCare certifies that there has been no adverse action taken against any healthcare facility owned and operated by them by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois within the past three years.
4. There is no acquisition price for the transaction therefore Northwestern Memorial HealthCare does not need any funding to finance the terms of the change of ownership agreement. However, proof of NMHC's bond rating is provided in ATTACHMENT #6.
5. Northwestern Memorial HealthCare affirms that ownership and control of Central DuPage Hospital will be maintained by NMHC for a minimum of three years following the receipt of the Certificate of Exemption for Change of Ownership.
6. Northwestern Memorial HealthCare affirms that any projects for which Certificate of Need or Certificate of Exemption permits have been issued have been completed or will be completed or altered in accordance with the provisions in Section 1130.520.
7. Northwestern Memorial HealthCare hereby affirms that Central DuPage Hospital will not adopt a more restrictive charity care policy than the policy in effect one year prior to the transaction. Central DuPage Hospital will maintain the compliant charity care policy for two-years, following the change of ownership transaction.
8. Northwestern Memorial HealthCare affirms that it understands that failure to complete the change of ownership of Central DuPage Hospital in accordance with the applicable provision of Section 1130.500(d) no later than 24 months from the date of exemption approval and failure to comply with the material change requirements of this Section will invalidate the exemption.

Signature of Authorized Officer:
Typed Name of Authorized Officer:
Title of Authorized Officer:



Dean M. Harrison
President and Chief Executive Officer
Northwestern Memorial HealthCare

Section 1130.520 Information Requirements

Affirmations

1. Cadence Health affirms that the categories of service and number of beds as reflected in the Inventory of Health Care Facilities for Central DuPage Hospital will not substantially change for at least 12 months following the project's completion date.
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Signature of Authorized Officer:
Typed Name of Authorized Officer:
Title of Authorized Officer:



Michael V. Vivoda
President and Chief Executive Officer
Cadence Health

Section 1130.520 Information Requirements

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Signature of Authorized Officer:
Typed Name of Authorized Officer:
Title of Authorized Officer:



Brian Lemon
President
Central DuPage Hospital