Original

15-036

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR PERMIT

RECEIVED
JUL 30 2015
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: *Fresenius Medical Care Zion*				
Street Address: *1920-1926 N. Sheridan Road*				
City and Zip Code: *Zion 60099*				
County: *Lake*		Health Service Area 8		Health Planning Area:

Applicant Identification
[Provide for each co-applicant [refer to Part 1130.220].

Exact Legal Name: *Fresenius Medical Care Zion, LLC d/b/a Fresenius Medical Care Zion*
Address: *920 Winter Street, Waltham, MA 02451*
Name of Registered Agent: *CT Systems*
Name of Chief Executive Officer: *Ron Kuerbitz*
CEO Address: *920 Winter Street, Waltham, MA 02451*
Telephone Number: *800-662-1237*

Type of Ownership of Applicant

☐	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.

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

Co-Applicant Identification

Provide for each co-applicant [refer to Part 1130.220]

Exact Legal Name: *Fresenius Medical Care Holdings, Inc.*
Address: *920 Winter Street, Waltham, MA 02451*
Name of Registered Agent: *CT Systems*
Name of Chief Executive Officer: *Ron Kuerbitz*
CEO Address: *920 Winter Street, Waltham, MA 02451*
Telephone Number: *800-662-1237*

Type of Ownership of Co-Applicant

☐ 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.

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

Primary Contact

Name: *Lori Wright*
Title: *Senior CON Specialist*
Company Name: *Fresenius Medical Care*
Address: *3500 Lacey Road, Suite 900, Downers Grove, IL 60515*
Telephone Number: *630-960-6807*
E-mail Address: *lori.wright@fmc-na.com*
Fax Number: *630-960-6812*

Additional Contact

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

Name: *Coleen Muldoon*
Title: Regional *Vice President*
Company Name: *Fresenius Medical Care*
Address: *3500 Lacey Road, Suite 900, Downers Grove, IL 60515*
Telephone Number: *630-960-6706*
E-mail Address: *coleen.muldoon@fmc-na.com*
Fax Number: *630-960-6812*

Post Permit Contact

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

Name: *Lori Wright*
Title: *Senior CON Specialist*
Company Name: *Fresenius Medical Care*
Address: *3500 Lacey Road, Suite 900, Downers Grove, IL 60515*
Telephone Number: *630-960-6807*
E-mail Address: *lori.wright@fmc-na.com*
Fax Number: *630-960-6812*

Additional Contact

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

Name: *Clare Ranalli*
Title: *Attorney*
Company Name: *McDermott, Will & Emery*
Address: *227 W. Monroe Street, Suite 4700, Chicago, IL 60606*
Telephone Number: *312-984-3365*
E-mail Address: *cranalli@mwe.com*
Fax Number: *312-984-7500*

Site Ownership

Provide this information for each applicable site]

Exact Legal Name of Site Owner: *Health Property Services*
Address of Site Owner: *920 Winter Street, Waltham, MA 01867*
Street Address or Legal Description of Site: *1920-1926 N. Sheridan Road, Zion, IL 60099* *The site is an empty lot on the southwest corner of Sheridan Road and Wilson Court in Zion (PIN #04-16-416-011 & 013).*

APPEND DOCUMENTATION AS ATTACHMENT-2, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Operating Identity/Licensee

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

Exact Legal Name: *Fresenius Medical Care Zion, LLC d/b/a Fresenius Medical Care Zion*

Address: *920 Winter Street, Waltham, MA 02451*

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

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

Flood Plain Requirements

[Refer to application instructions.]

Provide documentation that the project complies with the requirements of Illinois Executive Order #2005-5 pertaining to construction activities in special flood hazard areas. As part of the flood plain requirements please provide a map of the proposed project location showing any identified floodplain areas. Floodplain maps can be printed at **www.FEMA.gov** or **www.illinoisfloodmaps.org**. **This map must be in a readable format**. In addition please provide a statement attesting that the project complies with the requirements of Illinois Executive Order #2005-5 **(http://www.hfsrb.illinois.gov)**.

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

Historic Resources Preservation Act Requirements

[Refer to application instructions.]

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

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

DESCRIPTION OF PROJECT

1. Project Classification

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

Part 1110 Classification:

- ■ Substantive
- ☐ Non-substantive

2. Narrative Description

Provide in the space below, a brief narrative description of the project. Explain **WHAT** is to be done in **State Board defined terms**, **NOT WHY** it is being done. If the project site does NOT have a street address, include a legal description of the site. Include the rationale regarding the project's classification as substantive or non-substantive.

Fresenius Medical Care Zion, LLC, proposes to establish a 12-station in-center hemodialysis facility located at 1920-1926 N. Sheridan Road, Zion. The site is an empty lot on the southwest corner of Sheridan Road and Wilson Court in Zion (PIN #04-16-416-011 & 013).The facility will be in leased space with the interior to be built out by the applicant.

Zion is a Federally Designated Medically Underserved Area/Population (MUA/P) and is in HSA 8.

This project is "substantive" under Planning Board rule 1110.10(b) as it entails the establishment of a health care facility that will provide in-center chronic renal dialysis services.

Project Costs and Sources of Funds

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

Project Costs and Sources of Funds			
USE OF FUNDS	**CLINICAL**	**NON-CLINICAL**	**TOTAL**
Preplanning Costs	N/A	N/A	N/A
Site Survey and Soil Investigation	N/A	N/A	N/A
Site Preparation	N/A	N/A	N/A
Off Site Work	N/A	N/A	N/A
New Construction Contracts	N/A	N/A	N/A
Modernization Contracts	1,076,315	236,305	1,312,620
Contingencies	103,120	22,640	125,760
Architectural/Engineering Fees	114,796	25,204	140,000
Consulting and Other Fees	N/A	N/A	N/A
Movable or Other Equipment (not in construction contracts)	300,000	60,000	360,000
Bond Issuance Expense (project related)	N/A	N/A	N/A
Net Interest Expense During Construction (project related)	N/A	N/A	N/A
Fair Market Value of Leased Space 1,980,720 or Equipment 213,550	1,837,690	356,580	2,194,270
Other Costs To Be Capitalized	N/A	N/A	N/A
Acquisition of Building or Other Property (excluding land)	N/A	N/A	N/A
TOTAL USES OF FUNDS	3,431,921	700,729	4,132,650
SOURCE OF FUNDS	**CLINICAL**	**NON-CLINICAL**	**TOTAL**
Cash and Securities	1,594,231	344,149	1,938,380
Pledges	N/A	N/A	N/A
Gifts and Bequests	N/A	N/A	N/A
Bond Issues (project related)	N/A	N/A	N/A
Mortgages	N/A	N/A	N/A
Leases (fair market value)	1,837,690	356,580	2,194,270
Governmental Appropriations	N/A	N/A	N/A
Grants	N/A	N/A	N/A
Other Funds and Sources	N/A	N/A	N/A
TOTAL SOURCES OF FUNDS	3,431,921	700,729	4,132,650

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

Related Project Costs

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

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

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

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

Estimated start-up costs and operating deficit cost is $122,795.

Project Status and Completion Schedules

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

Indicate the stage of the project's architectural drawings:

■ None or not applicable ☐ Preliminary
☐ Schematics ☐ Final Working

Anticipated project completion date (refer to Part 1130.140): June 30, 2017

Indicate the following with respect to project expenditures or to obligation (refer to Part 1130.140):

☐ Purchase orders, leases or contracts pertaining to the project have been executed.
☐ Project obligation is contingent upon permit issuance. Provide a copy of the contingent "certification of obligation" document, highlighting any language related to CON Contingencies
■ Project obligation will occur after permit issuance.

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

State Agency Submittals

Are the following submittals up to date as applicable:

☐ Cancer Registry
☐ APORS
■ All formal document requests such as IDPH Questionnaires and Annual Bed Reports been submitted
■ All reports regarding outstanding permits

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

Cost Space Requirements

Provide in the following format, the department/area **DGSF** or the building/area **BGSF** and cost. The type of gross square footage either **DGSF** or **BGSF** must be identified. The sum of the department costs **MUST** equal the total estimated project costs. Indicate if any space is being reallocated for a different purpose. Include outside wall measurements plus the department's or area's portion of the surrounding circulation space. **Explain the use of any vacated space.**

		Gross Square Feet		Amount of Proposed Total Gross Square Feet That Is:			
Dept. / Area	**Cost**	**Existing**	**Proposed**	**New Const.**	**Modernized**	**As Is**	**Vacated Space**
REVIEWABLE							
In-Center Hemodialysis	$3,431,921		6,445		6,445		
Total Clinical	$3,431,921		6,445		6,445		
NON REVIEWABLE							
Non-Clinical (Administrative, Mechanical, Staff, Waiting Room Areas)	$700,729		1,415		1,415		
Total Non-clinical	$700,729		1,415		1,415		
TOTAL	**$4,132,650**		**7,860**		**7,860**		

CERTIFICATION

The application must be signed by the authorized representative(s) of the applicant entity. The authorized representative(s) 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 for Permit is filed on the behalf of *Fresenius Medical Care Zion, 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 for permit 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 permit application fee required for this application is sent herewith or will be paid upon request.

SIGNATURE

PRINTED NAME Bryan Mello

Assistant Treasurer

PRINTED TITLE

Notarization:
this 15 day of July 2015

C Wynelle Scenna
Signature of Notary

Seal

C. WYNELLE SCENNA
Notary Public
Massachusetts
Commission Expires Jun 25, 2021

*Insert EXACT legal name of the applicant

CERTIFICATION

The application must be signed by the authorized representative(s) of the applicant entity. The authorized representative(s) 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 manger 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);
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This Application for Permit is filed on the behalf of *Fresenius Medical Care Holdings, Inc.* * 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 for permit 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 permit application fee required for this application is sent herewith or will be paid upon request.

SIGNATURE

DOUGLAS G. SCOTT
PRINTED NAME

SENIOR VICE PRESIDENT
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 15th day of July 2015

Signature of Notary

Seal

JENNIFER E. ROSA
Notary Public
Commonwealth of Massachusetts
My Commission Expires
January 21, 2016

SIGNATURE

Bryan Mello
PRINTED NAME

Assistant Treasurer
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 15 day of July 2015

Signature of Notary

Seal

C. WYNELLE SCENNA
Notary Public
Massachusetts
Commission Expires Jun 25, 2021

*Insert EXACT legal name of the applicant

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

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

Criterion 1110.230 – Background, Purpose of the Project, and Alternatives

READ THE REVIEW CRITERION and provide the following required information:

BACKGROUND OF APPLICANT

1. A listing of all health care facilities owned or operated by the applicant, including licensing, and certification if applicable.
2. A certified listing of any adverse action taken against any facility owned and/or operated by the applicant during the three years prior to the filing of the application.
3. Authorization permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: official records of DPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations. **Failure to provide such authorization shall constitute an abandonment or withdrawal of the application without any further action by HFSRB.**
4. If, during a given calendar year, an applicant submits more than one application for permit, the documentation provided with the prior applications may be utilized to fulfill the information requirements of this criterion. In such instances, the applicant shall attest the information has been previously provided, cite the project number of the prior application, and certify that no changes have occurred regarding the information that has been previously provided. The applicant is able to submit amendments to previously submitted information, as needed, to update and/or clarify data.

APPEND DOCUMENTATION AS ATTACHMENT-11, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. EACH ITEM (1-4) MUST BE IDENTIFIED IN ATTACHMENT 11.

PURPOSE OF PROJECT

1. Document that the project will provide health services that improve the health care or well-being of the market area population to be served.
2. Define the planning area or market area, or other, per the applicant's definition.
3. Identify the existing problems or issues that need to be addressed, as applicable and appropriate for the project. [See 1110.230(b) for examples of documentation.]
4. Cite the sources of the information provided as documentation.
5. Detail how the project will address or improve the previously referenced issues, as well as the population's health status and well-being.
6. Provide goals with quantified and measurable objectives, with specific timeframes that relate to achieving the stated goals **as appropriate**.

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

NOTE: Information regarding the "Purpose of the Project" will be included in the State Board Report.

APPEND DOCUMENTATION AS ATTACHMENT-12, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. EACH ITEM (1-6) MUST BE IDENTIFIED IN ATTACHMENT 12.

ALTERNATIVES

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

Alternative options **must** include:

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

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

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

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

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

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

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

SECTION IV - PROJECT SCOPE, UTILIZATION, AND UNFINISHED/SHELL SPACE

Criterion 1110.234 - Project Scope, Utilization, and Unfinished/Shell Space

READ THE REVIEW CRITERION and provide the following information:

SIZE OF PROJECT:

1. Document that the amount of physical space proposed for the proposed project is necessary and not excessive. **This must be a narrative.**

2. If the gross square footage exceeds the BGSF/DGSF standards in Appendix B, justify the discrepancy by documenting one of the following::

    a. Additional space is needed due to the scope of services provided, justified by clinical or operational needs, as supported by published data or studies;

    b. The existing facility's physical configuration has constraints or impediments and requires an architectural design that results in a size exceeding the standards of Appendix B;

    c. The project involves the conversion of existing space that results in excess square footage.

Provide a narrative for any discrepancies from the State Standard. A table must be provided in the following format with Attachment 14.

SIZE OF PROJECT				
DEPARTMENT/SERVICE	PROPOSED BGSF/DGSF	STATE STANDARD	DIFFERENCE	MET STANDARD?

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

PROJECT SERVICES UTILIZATION:

This criterion is applicable only to projects or portions of projects that involve services, functions or equipment for which HFSRB has established utilization standards or occupancy targets in 77 Ill. Adm. Code 1100.

Document that in the second year of operation, the annual utilization of the service or equipment shall meet or exceed the utilization standards specified in 1110.Appendix B. **A narrative of the rationale that supports the projections must be provided.**

A table must be provided in the following format with Attachment 15.

UTILIZATION					
	DEPT./ SERVICE	HISTORICAL UTILIZATION (PATIENT DAYS) (TREATMENTS) ETC.	PROJECTED UTILIZATION	STATE STANDARD	MET STANDARD?
YEAR 1					
YEAR 2					

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

UNFINISHED OR SHELL SPACE: ***NOT APPLICABLE – THERE IS NO UNFINISHED SHELLSPACE***

Provide the following information:

1. Total gross square footage of the proposed shell space;

2. The anticipated use of the shell space, specifying the proposed GSF tot be allocated to each department, area or function;

3. Evidence that the shell space is being constructed due to
   a. Requirements of governmental or certification agencies; or
   b. Experienced increases in the historical occupancy or utilization of those areas proposed to occupy the shell space.

4. Provide:
   a. Historical utilization for the area for the latest five-year period for which data are available; and
   b. Based upon the average annual percentage increase for that period, projections of future utilization of the area through the anticipated date when the shell space will be placed into operation.

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

ASSURANCES: ***NOT APPLICABLE – THERE IS NO UNFINISHED SHELLSPACE***

Submit the following:

1. Verification that the applicant will submit to HFSRB a CON application to develop and utilize the shell space, regardless of the capital thresholds in effect at the time or the categories of service involved.

2. The estimated date by which the subsequent CON application (to develop and utilize the subject shell space) will be submitted; and

3. The anticipated date when the shell space will be completed and placed into operation.

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

SECTION VII - SERVICE SPECIFIC REVIEW CRITERIA

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

G. Criterion 1110.1430 - In-Center Hemodialysis

1. Applicants proposing to establish, expand and/or modernize In-Center Hemodialysis must submit the following information:

2. Indicate station capacity changes by Service: Indicate # of stations changed by action(s):

Category of Service	# Existing Stations	# Proposed Stations
■ In-Center Hemodialysis	0	12

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

APPLICABLE REVIEW CRITERIA	Establish	Expand	Modernize
1110.1430(b)(1) - Planning Area Need - 77 Ill. Adm. Code 1100 (formula calculation)	X		
1110.1430(b)(2) - Planning Area Need - Service to Planning Area Residents	X	X	
1110.1430(b)(3) - Planning Area Need - Service Demand - Establishment of Category of Service	X		
1110.1430(b)(4) - Planning Area Need - Service Demand - Expansion of Existing Category of Service		X	
1110.1430(b)(5) - Planning Area Need - Service Accessibility	X		
1110.1430(c)(1) - Unnecessary Duplication of Services	X		
1110.1430(c)(2) - Maldistribution	X		
1110.1430(c)(3) - Impact of Project on Other Area Providers	X		
1110.1430(d)(1) - Deteriorated Facilities			X
1110.1430(d)(2) - Documentation			X
1110.1430(d)(3) - Documentation Related to Cited Problems			X
1110.1430(e) - Staffing Availability	X	X	
1110.1430(f) - Support Services	X	X	X
1110.1430(g) - Minimum Number of Stations	X		
1110.1430(h) - Continuity of Care	X		
1110.1430(j) - Assurances	X	X	X

APPEND DOCUMENTATION AS ATTACHMENT-26, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST

4. Projects for relocation of a facility from one location in a planning area to another in the same planning area must address the requirements listed in subsection (a)(1) for the "Establishment of Services or Facilities", as well as the requirements in Section 1110.130 - "Discontinuation" and subsection 1110.1430(i) - "Relocation of Facilities".

The following Sections DO NOT need to be addressed by the applicants or co-applicants responsible for funding or guaranteeing the funding of the project if the applicant has a bond rating of A- or better from Fitch's or Standard and Poor's rating agencies, or A3 or better from Moody's (the rating shall be affirmed within the latest 18 month period prior to the submittal of the application):

- **Section 1120.120 Availability of Funds – Review Criteria**
- **Section 1120.130 Financial Viability – Review Criteria**
- **Section 1120.140 Economic Feasibility – Review Criteria, subsection (a)**

VIII. - 1120.120 - Availability of Funds

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

1,938,380	a)	Cash and Securities – statements (e.g., audited financial statements, letters from financial institutions, board resolutions) as to: 1) the amount of cash and securities available for the project, including the identification of any security, its value and availability of such funds; and 2) interest to be earned on depreciation account funds or to be earned on any asset from the date of applicant's submission through project completion;
N/A	b)	Pledges – for anticipated pledges, a summary of the anticipated pledges showing anticipated receipts and discounted value, estimated time table of gross receipts and related fundraising expenses, and a discussion of past fundraising experience.
N/A	c)	Gifts and Bequests – verification of the dollar amount, identification of any conditions of use, and the estimated time table of receipts;
2,194,270	d)	Debt – a statement of the estimated terms and conditions (including the debt time period, variable or permanent interest rates over the debt time period, and the anticipated repayment schedule) for any interim and for the permanent financing proposed to fund the project, including: 1) For general obligation bonds, proof of passage of the required referendum or evidence that the governmental unit has the authority to issue the bonds and evidence of the dollar amount of the issue, including any discounting anticipated; 2) For revenue bonds, proof of the feasibility of securing the specified amount and interest rate; 3) For mortgages, a letter from the prospective lender attesting to the expectation of making the loan in the amount and time indicated, including the anticipated interest rate and any conditions associated with the mortgage, such as, but not limited to, adjustable interest rates, balloon payments, etc.; 4) For any lease, a copy of the lease, including all the terms and conditions, including any purchase options, any capital improvements to the property and provision of capital equipment; 5) For any option to lease, a copy of the option, including all terms and conditions.
N/A	e)	Governmental Appropriations – a copy of the appropriation Act or ordinance accompanied by a statement of funding availability from an official of the governmental unit. If funds are to be made available from subsequent fiscal years, a copy of a resolution or other action of the governmental unit attesting to this intent;
N/A	f)	Grants – a letter from the granting agency as to the availability of funds in terms of the amount and time of receipt;
N/A	g)	All Other Funds and Sources – verification of the amount and type of any other funds that will be used for the project.
$4132,650		**TOTAL FUNDS AVAILABLE**

APPEND DOCUMENTATION AS ATTACHMENT-36, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

IX. 1120.130 - Financial Viability

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

Financial Viability Waiver

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

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

See Section 1120.130 Financial Waiver for information to be provided

APPEND DOCUMENTATION AS ATTACHMENT-37, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

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

Provide Data for Projects Classified as:	**Category A or Category B (last three years)**			**Category B (Projected)**
Enter Historical and/or Projected Years:				
Current Ratio	***APPLICANT MEETS THE FINANCIAL VIABILITY WAIVER CRITERIA IN THAT ALL OF THE PROJECTS CAPITAL EXPENDITURES ARE COMPLETELY FUNDED THROUGH INTERNAL SOURCES, THEREFORE NO RATIOS ARE PROVIDED.***			
Net Margin Percentage				
Percent Debt to Total Capitalization				
Projected Debt Service Coverage				
Days Cash on Hand				
Cushion Ratio				

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

2. Variance

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

APPEND DOCUMENTATION AS ATTACHMENT 38, IN NUMERICAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

X. 1120.140 - Economic Feasibility

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

A. Reasonableness of Financing Arrangements

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

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

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

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

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

B. Conditions of Debt Financing

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

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

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

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

C. **Reasonableness of Project and Related Costs**

Read the criterion and provide the following:

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

COST AND GROSS SQUARE FEET BY DEPARTMENT OR SERVICE

Department (list below)	A	B	C	D	E	F	G	H	Total Cost (G + H)
	Cost/Square Foot		Gross Sq. Ft.		Gross Sq. Ft.		Const. $	Mod. $	
	New	Mod.	New	Circ.*	Mod.	Circ.*	(A x C)	(B x E)	
ESRD		167.00			6,445			1,076,315	1,076,315
Contingency		16.00			6,445			103,120	103,120
Total Clinical		**183.00**			**6,445**			**1,179,435**	**1,179,435**
Non Clinical		167.00			1,415			236,305	236,305
Contingency		16.00			1,415			22,640	22,640
Total Non		**183.00**			**1,415**			**258,945**	**258,945**
TOTALS		**$183.00**			**7,860**			**$1,438,380**	**$1,438,380**

* Include the percentage (%) of space for circulation

D. Projected Operating Costs

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

E. Total Effect of the Project on Capital Costs

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

APPEND DOCUMENTATION AS ATTACHMENT -39, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

XI. Safety Net Impact Statement

SAFETY NET IMPACT STATEMENT that describes all of the following must be submitted for ALL SUBSTANTIVE AND DISCONTINUATION PROJECTS:

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

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

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

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

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

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

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

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

Safety Net Information per PA 96-0031			
CHARITY CARE			
	2012	**2013**	**2014**
Net Revenue	**$387,393,758**	**$398,570,288**	**$411,981,839**
Charity * (# of self-pay patients)	**203**	**499**	**251**
Charity (cost In dollars)	**$1,536,372**	**$5,346,976**	**$5,211,664**
Ratio Charity Care Cost to Net Patient Revenue	**.40%**	**1.34%**	**1.27%**
MEDICAID			
	2012	**2013**	**2014**
Medicaid (# of patients)	**1,705**	**1,660**	**750**
Medicaid (revenue)	**$36,254,633**	**$31,373,534**	**$22,027,882**
Ratio Medicaid to Net Patient Revenue	**12.99%**	**7.87%**	**5.35%**

APPEND DOCUMENTATION AS ATTACHMENT-40, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

XII. Charity Care Information

Charity Care information MUST be furnished for ALL projects.

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 44.

CHARITY CARE			
	2012	**2013**	**2014**
Net Patient Revenue	**$387,393,758**	**$398,570,288**	**$411,981,839**
Amount of Charity Care (charges)	$1,566,380	$5,346,976	$5,211,664
Cost of Charity Care	$1,566,380	$5,346,976	$5,211,664
	.40%	1.34%	1.27%

APPEND DOCUMENTATION AS ATTACHMENT-41, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

After paginating the entire, completed application, indicate in the chart below, the page numbers for the attachments included as part of the project's application for permit:

INDEX OF ATTACHMENTS

ATTACHMENT NO.		PAGES
1	Applicant/Co-applicant Identification including Certificate of Good Standing	22-23
2	Site Ownership	24-30
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	31
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	32
5	Flood Plain Requirements	33
6	Historic Preservation Act Requirements	34
7	Project and Sources of Funds Itemization	35
8	Obligation Document if required	36
9	Cost Space Requirements	37
10	Discontinuation	
11	Background of the Applicant	38-60
12	Purpose of the Project	61
13	Alternatives to the Project	62-64
14	Size of the Project	65
15	Project Service Utilization	66
16	Unfinished or Shell Space	
17	Assurances for Unfinished/Shell Space	
18	Master Design Project	
19	Mergers, Consolidations and Acquisitions	
	Service Specific:	
20	Medical Surgical Pediatrics, Obstetrics, ICU	
21	Comprehensive Physical Rehabilitation	
22	Acute Mental Illness	
23	Neonatal Intensive Care	
24	Open Heart Surgery	
25	Cardiac Catheterization	
26	In-Center Hemodialysis	67-94
27	Non-Hospital Based Ambulatory Surgery	
28	Selected Organ Transplantation	
29	Kidney Transplantation	
30	Subacute Care Hospital Model	
31	Children's Community-Based Health Care Center	
32	Community-Based Residential Rehabilitation Center	
33	Long Term Acute Care Hospital	
34	Clinical Service Areas Other than Categories of Service	
35	Freestanding Emergency Center Medical Services	
	Financial and Economic Feasibility:	
36	Availability of Funds	95-100
37	Financial Waiver	101
38	Financial Viability	
39	Economic Feasibility	102-106
40	Safety Net Impact Statement	107-108
41	Charity Care Information	109-111
	Appendix 1 – MapQuest Travel Times	112-117
	Appendix 2 – Service Demand - Physician Referral Letter	118-125

Applicant Identification

[Provide for each co-applicant [refer to Part 1130.220].

Exact Legal Name: *Fresenius Medical Care Zion, LLC d/b/a Fresenius Medical Care Zion**
Address: *920 Winter Street, Waltham, MA 02451*
Name of Registered Agent: *CT Systems*
Name of Chief Executive Officer: *Ron Kuerbitz*
CEO Address: *920 Winter Street, Waltham, MA 02451*
Telephone Number: *800-662-1237*

Type of Ownership of Applicant

☐	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.

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

Certificate of Good Standing for Fresenius Medical Care Zion, LLC on following page.

Co - Applicant Identification

[Provide for each co-applicant [refer to Part 1130.220].

Exact Legal Name: *Fresenius Medical Care Holdings, Inc.*
Address: *920 Winter Street, Waltham, MA 02451*
Name of Registered Agent: *CT Systems*
Name of Chief Executive Officer: *Ron Kuerbitz*
CEO Address: *920 Winter Street, Waltham, MA 02541*
Telephone Number: *781-669-9000*

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

Type of Ownership – Co-Applicant

☐	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.

File Number 0524133-2

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE

To all to whom these Presents Shall Come, Greeting:

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

FRESENIUS MEDICAL CARE ZION, LLC, A DELAWARE LIMITED LIABILITY COMPANY HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON JULY 20, 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 FOREIGN LIMITED LIABILITY COMPANY ADMITTED TO TRANSACT BUSINESS 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* JULY *A.D.* 2015 .

Authentication #: 1520201682 verifiable until 07/21/2016
Authenticate at: http://www.cyberdriveillinois.com

Jesse White

SECRETARY OF STATE

Certificate of Good Standing
ATTACHMENT 1

Site Ownership

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: *Health Property Services*
Address of Site Owner: *920 Winter Street, Waltham, MA 01867*
Street Address or Legal Description of Site: *1920-1926 N. Sheridan Road, Zion, IL 60099* *The site is an empty lot on the southwest corner of Sheridan Road and Wilson Court in Zion (PIN #04-16-416-011 & 013).*

Health Property Services,
920 Winter Street,
Waltham MA 01867

Cushman & Wakefield of
Illinois, Inc.
200 S. Wacker Drive
Suite 2800
Chicago, IL 60606
(312) 470-1800 Tel
(312) 470-3800 Fax
www.cushwake.com

RE: Letter of Intent for Zion

Cushman & Wakefield has been exclusively authorized by FMS, a wholly owned subsidiary of FMS Holdings, Inc. d/b/a FMS North America ("FMCNA") to present the following letter of intent to lease space from your company.

FMCNA is the world's leading provider of dialysis products and services. The company manages in excess of 3,500 kidney dialysis clinics and 50 billing centers and regional offices throughout North America.

LANDLORD:	**Heath Property Services**
TENANT:	FMS of Zion, LLC (FMS)
LOCATION:	1920-1926 Sheridan road, Zion, IL
INITIAL SPACE REQUIREMENTS:	Usable SF – 7145 Rentable SF - 7860 FMS may have the need and therefore must have the option to increase or decrease the area by up to ten percent (10%) until approval of final construction drawings.
PRIMARY TERM:	An initial lease term of ten (10) years. The Lease and rent would commence on the date that the facility starts treating patients. For purposes of establishing an actual occupancy date, both parties will execute an amendment after occupancy has occurred, setting forth dates for purposes of calculations, notices, or other events in the Lease that may be tied to a commencement date.
DELIVERY OF PREMISES:	Landlord shall deliver the Premises to FMS for completion of the Tenant Improvements upon substantial completion of the shell. Please see the attached Shell Condition Exhibit
OPTIONS TO RENEW:	Three (3), five (5) year options to renew the Lease. Option rental rates shall be based upon the attached schedule FMS shall provide six months (6) sixty (60) days' prior written notification of its desire to exercise the option.
RENTAL RATE:	$24.00 psf for the initial lease term.
ESCALATION:	The 10% escalation every five (5) years.

TENANT ALLOWANCE:	Please include your proposed tenant improvement allowance. Landlord shall deliver the premises in cold dark shell condition.
CONCESSIONS:	A rent free period of 5 months upon commencement.
USE:	FMS shall use and occupy the Premises for the purpose of an outpatient dialysis facility and related office uses and for no other purposes except those authorized in writing by Landlord, which shall not be unreasonably withheld, conditioned or delayed. FMS may operate on the Premises, at FMS's option, on a seven (7) days a week, twenty-four (24) hours a day basis, subject to zoning and other regulatory requirements.
CONTRACTOR FOR TENANT IMPROVEMENTS:	FMS will hire a contractor and/or subcontractors of their choosing to complete their tenant improvements utilizing the tenant allowance. FMS shall be responsible for the implementation and management of the tenant improvement construction and will not be responsible to pay for Landlord's project manager, if any. Tenant will need 4 months to complete its interior improvements.
HVAC:	Please see construction exhibit. FMC will need about 20 tons of HVAC. See Attached
DELIVERIES:	FMS requires delivery access to the Premises 24 hours per day, 7 days per week.
EMERGENCY GENERATOR:	FMS shall have the right, at its cost, to install an emergency generator to service the Premises in a location to be mutually agreed upon between the parties.
SPACE PLANNING/ ARCHITECTURAL AND MECHANICAL DRAWINGS:	FMS will provide all space planning and architectural and mechanical drawings required to build out the tenant improvements, including construction drawings stamped by a licensed architect and submitted for approvals and permits. All building permits shall be the Tenant's responsibility.
PRELIMINARY IMPROVEMENT PLAN:	At this time, please provide AutoCAD files that include one-eight inch scale architectural drawings of the proposed demised premises and detailed building specifications. Not available at this point in time. We have just vacant ground. We will provide AutoCAD when available..
PARKING:	Landlord will provide a parking ratio of 5 per 1,000 RSF with as many of those spaces as possible to be directly in front of the building for patient use. FMS shall require that 10% of the parking (**specify number**45) be designated handicapped spaces plus one ambulance space (cost to designate parking spaces to be at Landlord's sole cost and expense). FMC will need at least 45 parking stalls.

BUILDING CODES: FMS requires that the site, shell and all interior structures constructed or provided by the Landlord to meet all local, State, and Federal building code requirements, including all provisions of ADA.

CORPORATE IDENTIFICATION: Tenant shall have signage rights in accordance with local code.

COMMON AREA EXPENSES AND REAL ESTATE TAXES: Tenant shall be responsible for all Real Estate Taxes and Operating Expenses, Insurance on its propionate share of the leased premises associated with the building.

ASSIGNMENT/ SUBLETTING: FMS requires the right to assign or sublet all or a portion of the demised premises to any subsidiary or affiliate without Landlord's consent. Any other assignment or subletting will be subject to Landlord's prior consent, which shall not be unreasonably withheld or delayed.

MAINTENANCE: Landlord shall, without expense to Tenant, maintain and make all necessary repairs to the exterior portions and structural portions of the Building to keep the building weather and water tight and structurally sound including, without limitation: foundations, structure, load bearing walls, exterior walls, doors and windows, the roof and roof supports, columns, retaining walls, gutters, downspouts, flashings, footings as well as any elevators, water mains, gas and sewer lines, sidewalks, private roadways, landscape, parking areas, common areas, and loading docks, if any, on or appurtenant to the Building or the Premises.

With respect to the parking and other exterior areas of the Building and subject to reasonable reimbursement by Tenant, Landlord shall perform the following, pursuant to good and accepted business practices throughout the term: repainting the exterior surfaces of the building when necessary, repairing, resurfacing, repaving, re-striping, and resealing, of the parking areas; repair of all curbing, sidewalks and directional markers; removal of snow and ice; landscaping; and provision of adequate lighting during all hours of darkness that Tenant shall be open for business.

Tenant shall maintain and keep the interior of the Premises in good repair, free of refuse and rubbish and shall return the same at the expiration or termination of the Lease in as good condition as received by Tenant, ordinary wear and tear, and damage or destruction by fire, flood, storm, civil commotion or other unavoidable causes excepted. Tenant shall be responsible for maintenance and repair of Tenant's equipment in the Premises.

UTILITIES: Tenant shall pay all charges for water, electricity, gas, telephone and other utility services furnished to the Premises. Tenant shall receive all savings, credits, allowances, rebates or other incentives granted or awarded by any third party as a result of any of Tenant's utility specifications in the Premises. Landlord agrees to bring water, electricity, gas and sanitary sewer to the Premises in sizes and to the location specified by Tenant and pay for the cost of meters to meter their use. Landlord shall pay for all impact fees and tapping fees associated with such utilities. Landlord needs to understand what these fees if any will be

before agreeing to pay. Landlord does not expect any significant impact fees.

SURRENDER: At any time prior to the expiration or earlier termination of the Lease, Tenant may remove any or all the alterations, additions or installations, installed by or on behalf of Tenant, in such a manner as will not substantially injure the Premises. Tenant agrees to restore the portion of the Premises affected by Tenant's removal of such alterations, additions or installations to the same condition as existed prior to the making of such alterations, additions, or installations. Upon the expiration or earlier termination of the Lease, Tenant shall turn over the Premises to Landlord in good condition, ordinary wear and tear, damage or destruction by fire, flood, storm, civil commotion, or other unavoidable cause excepted. All alterations, additions, or installations not so removed by Tenant shall become the property of Landlord without liability on Landlord's part to pay for the same. Tenant shall pay any unamortized cost of the Real estate Commission and the TI Allowance if the lease is terminated early.

ZONING AND RESTRICTIVE COVENANTS: Landlord confirms that the current property zoning is acceptable for the proposed use as an outpatient kidney dialysis clinic. There are no restrictive covenants imposed by the development, owner, and/or municipality that would in any way limit or restrict the operation of FMS's dialysis clinic

FLOOD PLAIN: Landlord confirms that the property and premises is not in a Flood Plain.

CAPITALIZATION TEST: Landlord will complete the attached Accounting Classification Form to ensure FMS is not entering into a capitalized lease arrangement. The Landlord has not seen this concept before and will need to review the form.

FINANCING: Landlord will provide a non-disturbance agreement.

EXCLUSIVITY Landlord will not, during the term of the Lease and any option terms, lease space in a two (2.5) mile radius to any other provider of hemodialysis services. For this county Five (5) miles would be too large a trade area.

ENVIRONMENTAL: Landlord confirms that there is no asbestos present in the building and that there are no contaminants or environmental hazards in or on the property. A Phase One Environmental Study has been conducted and has been made available for DIALYSIS CENTERS OF AMERICA-ILLINOIS, INC.'s review. Landlord also confirms that no other tenants or their activities present issues as to the generation of hazardous materials. A Phase I will be done and provided when a lease is entered into, which can be a condition of the Lease.

DRAFT LEASE: FMS requires the use of its Standard Form Lease, which is attached. (Please Send)

LEASE EXECUTION: Both parties agree that they will make best efforts to reach a fully executed lease document within thirty days of the execution of this letter of intent.

LEASE SECURITY: Fresenius Medical Holdings Corp shall fully guarantee the lease. Financials will be provided to the Landlord.

CONFIDENTIAL: The material contained herein is confidential. It is intended for use of Landlord and Tenant solely in determining whether they desire to enter into a Lease, and it is not to be copied or discussed with any other person.

EXCLUSIVE NEGOTIATING PERIOD: The parties agree that they will negotiate on an exclusive basis for a period of thirty (30) days from the execution of this document.

NON-BINDING NATURE: This proposal is intended solely as a preliminary expression of general intentions and is to be used for discussion purposes only. The parties intend that neither shall have any contractual obligations to the other with respect to the matters referred herein unless and until a definitive Lease agreement has been fully executed and delivered by the parties. The parties agree that this proposal is not intended to create any agreement or obligation by either party to negotiate a definitive Lease agreement and imposes no duty whatsoever on either party to continue negotiations, including without limitation any obligation to negotiate in good faith or in any way other than at arm's length. Prior to delivery of a definitive, fully executed agreement, and without any liability to the other party, either party may (i) propose different terms from those summarized herein, (ii) enter into negotiations with other parties and/or (iii) unilaterally terminate all negotiations with the other party hereto.

If you are in agreement with these terms, please execute the document below and return a copy for our records.

You may email the proposal to loren.guzik@cushwake.com. Thank you for your time and cooperation in this matter, should you have any questions please call me at 312.470.1897.

Sincerely,

Loren Guzik
Senior Director
Office Group
Phone: 312-470-1897
Fax: 312-470-3800
e-mail: loren_guzik@cushwake.com

CC: Mr. Bill Popken

AGREED AND ACCEPTED this ____ day of _____, 2015

By: _____

Title:_____

AGREED AND ACCEPTED this ____ day of _____, 2015

By: _____

Title:_____

Operating Identity/Licensee

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

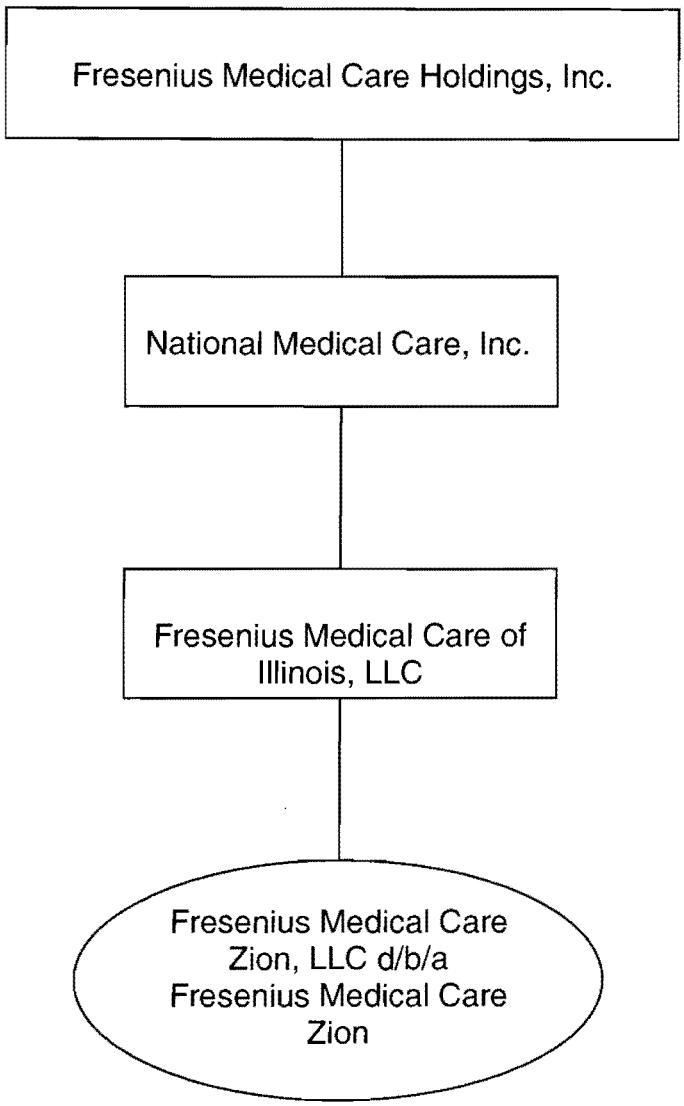
Exact Legal Name: *Fresenius Medical Care Zion, LLC d/b/a Fresenius Medical Care Zion**

Address: *920 Winter Street, Waltham, MA 02451*

☐	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.**

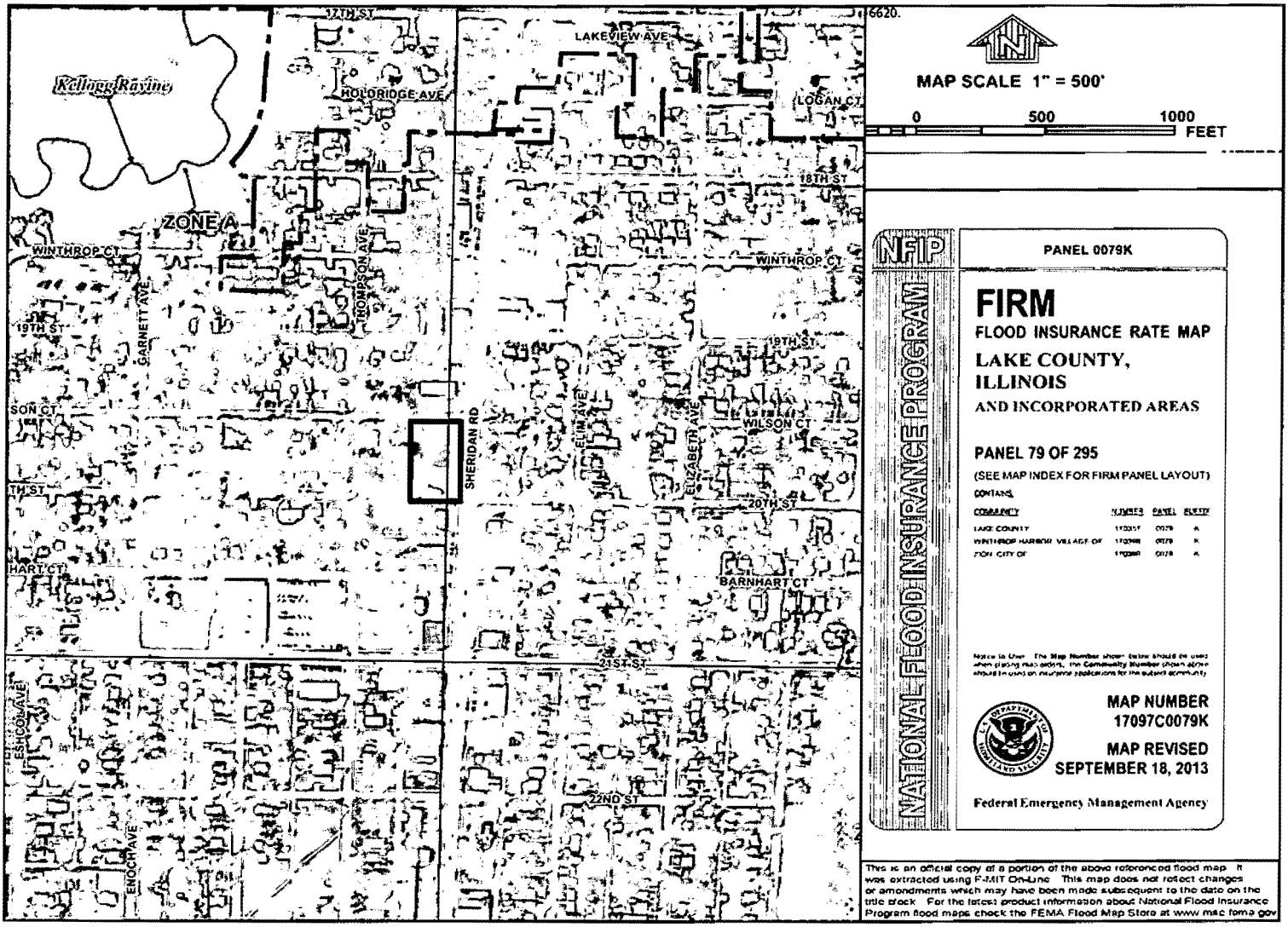
***Certificate of Good Standing at Attachment – 1.**



Organizational Chart
ATTACHMENT - 4

Flood Plain Requirements

The proposed site for the establishment of Fresenius Medical Care Zion complies with the requirements of Illinois Executive Order #2005-5. The site, southwest corner of Sheridan Road and Wilson Court in Zion, is not located in a flood plain as can be seen on the FEMA flood plain map below.



Illinois Historic Preservation Agency

1 Old State Capitol Plaza, Springfield, IL 62701-1512

FAX 217/524-7525
www.illinoishistory.gov

Lake County
Zion
SW of Sheridan Road & Wilson Court
IHFSRB
New construction, 12-station dialysis clinic

PLEASE REFER TO: IHPA LOG #010070915

July 17, 2015

Lori Wright
Fresenius Medical Care
3500 Lacey Road
Downers Grove, IL 60515

Dear Ms. Wright:

The Illinois Historic Preservation Agency is required by the Illinois State Agency Historic Resources Preservation Act (20 ILCS 3420, as amended, 17 IAC 4180) to review all state funded, permitted or licensed undertakings for their effect on cultural resources. Pursuant to this, we have received information regarding the referenced project for our comment.

Our staff has reviewed the specifications under the state law and assessed the impact of the project as submitted by your office. We have determined, based on the available information, that no significant historic, architectural or archaeological resources are located within the proposed project area.

According to the information you have provided concerning your proposed project, apparently there is no federal involvement in your project. However, please note that the state law is less restrictive than the federal cultural resource laws concerning archaeology. If your project will use federal loans or grants, need federal agency permits, use federal property, or involve assistance from a federal agency, then your project must be reviewed under the National Historic Preservation Act of 1966, as amended. Please notify us immediately if such is the case.

This clearance remains in effect for two (2) years from date of issuance. It does not pertain to any discovery during construction, nor is it a clearance for purposes of the IL Human Skeletal Remains Protection Act (20 ILCS 3440).

Please retain this letter in your files as evidence of compliance with the Illinois State Agency Historic Resources Preservation Act.

Sincerely,

Rachel Leibowitz, Ph.D.
Deputy State Historic
Preservation Officer

Historical Determination
ATTACHMENT 6

SUMMARY OF PROJECT COSTS

Modernization	
General Conditions	65,600
Temp Facilities, Controls, Cleaning, Waste Management	3,300
Concrete	16,800
Masonry	20,000
Metal Fabrications	9,800
Carpentry	115,000
Thermal, Moisture & Fire Protection	23,300
Doors, Frames, Hardware, Glass & Glazing	89,900
Walls, Ceilings, Floors, Painting	211,900
Specialities	16,400
Casework, Fl Mats & Window Treatments	7,800
Piping, Sanitary Waste, HVAC, Ductwork, Roof Penetrations	420,000
Wiring, Fire Alarm System, Lighting	253,000
Miscelleanous Construction Costs	59,820
Total	**1,312,620**

Contingencies	**$125,760**

Architecture/Engineering Fees	**$140,000**

Moveable or Other Equipment	
Dialysis Chairs	25,000
Clinical Furniture & Equipment	35,000
Office Equipment & Other Furniture	35,000
Water Treatment	180,000
TVs & Accessories	25,000
Telephones	15,000
Generator	10,000
Facility Automation	20,000
Other miscellaneous	15,000
	$360,000

Fair Market Value of Leased Space and Equipment	
FMV Leased Space (7,860 GSF)	1,980,720
FMV Leased Dialysis Machines	200,550
FMV Leased Office Equipment	13,000
	$2,194,270

Grand Total	**$4,132,650**

Itemized Costs

ATTACHMENT - 7

Project Status and Completion Schedules

- Anticipated completion date is June 30, 2017.

- Project obligation will occur after permit issuance.

- **List of Current CON Permits**

Project Number	Name	Project Type	Completion Date
#12-029	Fresenius SW Illinois	Relocation	05/01/2015
#12-095	Fresenius Waterloo	Establishment	02/28/2015
#12-098	Fresenius Monmouth	Establishment	02/28/2015
#14-012	Fresenius Gurnee	Relocation/Expansion	12/31/2015
#14-019	Fresenius Summit	Establishment	12/31/2015
#13-040	Fresenius Lemont	Establishment	09/30/2016
#14-041	Fresenius Elgin	Expansion	06/30/2016
#14-026	Fresenius New City	Establishment	06/30/2016
#14-047	Fresenius Medical Care Humboldt Park	Establishment	12/31/2016
#14-065	Fresenius Medical Care Plainfield North	Relocation	12/31/2016
#15-001	Fresenius Medical Care Steger	Expansion	12/31/2016
#15-012	Fresenius Medical Care Round Lake	Change of Ownership	12/31/2015
#15-013	Fresenius Medical Care Antioch	Change of Ownership	12/31/2015
#15-014	Fresenius Medical Care McHenry	Change of Ownership	12/31/2015
#15-015	Fresenius Medical Care Waukegan Harbor	Change of Ownership	12/31/2015
#15-022	Fresenius Medical Care Blue Island	Expansion	12/31/2016

Cost Space Requirements

Provide in the following format, the department/area GSF and cost. The sum of the department costs **MUST** equal the total estimated project costs. Indicate if any space is being reallocated for a different purpose. Include outside wall measurements plus the department's or area's portion of the surrounding circulation space. **Explain the use of any vacated space.**

		Gross Square Feet		Amount of Proposed Total Gross Square Feet That Is:			
Dept. / Area	**Cost**	**Existing**	**Proposed**	**New Const.**	**Modernized**	**As Is**	**Vacated Space**
REVIEWABLE							
In-Center Hemodialysis	$3,431,921		6,445		6,445		
Total Clinical	$3,431,921		6,445		6,445		
NON REVIEWABLE							
Non-Clinical (Administrative, Mechanical, Staff, Waiting Room Areas)	$700,729		1,415		1,415		
Total Non-clinical	$700,729		1,415		1,415		
TOTAL	**$4,132,650**		**7,860**		**7,860**		

Fresenius Medical Care

Fresenius Medical Care is the leading provider of dialysis products and services in the world and as such has a long-standing commitment to adhere to high quality standards, to provide compassionate patient centered care, educate patients to become in charge of their health decisions, implement programs to improve clinical outcomes while reducing mortality & hospitalizations and to stay on the cutting edge of technology in development of dialysis related products.

Alongside our core business with dialysis products and the treatment of dialysis patients, Fresenius Medical Care maintains a network of additional medical services to better address the full spectrum of our patients' health care needs. These include services relating to pharmacy services, vascular, cardiovascular and endovascular surgery services, non-dialysis laboratory testing services, physician services, hospitalist and intensivist services, non-dialysis health plan services and urgent care services. We have a singular focus: improving the quality of life of every patient every day.

The size of the company and range of services provides healthcare partners/employees and patients with an expansive range of resources from which to draw experience, knowledge and best practices. It has also allowed it to establish an unrivaled emergency preparedness and disaster relief program that's designed to provide life sustaining dialysis care to dialysis patients whose access to clinics are disrupted in areas of the U.S. that are compromised by disaster (e.g. hurricanes, tornadoes, earthquakes). Through this program we also provide clinics, employees and others with essential supplies such as generators, gasoline and water.

Quality Measures – Fresenius Medical Care continually tracks five quality measures on all patients. These are:

- eKdrt/V – tells us if the patient is getting an adequate treatment
- Hemoglobin – monitors patients for anemia
- Albumin – monitors the patient's nutrition intake
- Phosphorus – monitors patient's bone health and mineral metabolism
- Catheters – tracks patients access for treatment, the goal is no catheters which leads to better outcomes

The above measures as well as other clinic operations are discussed each month with the Medical Directors, Clinic Managers, Social Workers, Dietitians, Area Managers and referring nephrologists at each clinic's Quality Assessment Performance Improvement (QAI) meeting to ensure the provision of high quality care, patient safety, and regulatory compliance.

INITIATIVES that Fresenius has implemented to bring about better outcomes and increase the patient's quality of life are the TOPS program, Right Start Program and The Catheter Reduction Program.

TOPs Program (Treatment Options) – This is a company-wide program designed to reach the pre-ESRD patient (also known as CKD – Chronic Kidney Disease) to educate them about available treatment options when they enter end stage renal disease. TOPs programs are held routinely at local hospitals and physician offices. Treatment options include transplantation, in-center hemodialysis, home hemodialysis, peritoneal dialysis and nocturnal dialysis.

Right Start Program – This is an intensive 90-day intervention program for the new dialysis patient centering on education, anemia management, adequate dialysis dose, nutrition, reduction of catheter use, review of medications and logistical and psychosocial support. The Right Start Program results in improved morbidity and mortality in the long term but also notably in the first 90 days of the start of dialysis.

Catheter Reduction Program – This is a key strategic clinical initiative to support nephrologists and clinical staff with increasing the number of patients dialyzed with a permanent access, preferably a venous fistula (AVF) versus a central venous catheter (CVC) venous fistula). Starting dialysis with or converting patients to an AVF can significantly lower serious complications, hospitalizations and mortality rates. Overall adequacy of dialysis treatment also increases with the use of the AVF.

Diabetes Care Partnership - Fresenius Medical Care and Joslin Diabetes Center, the world's preeminent diabetes research, clinical care and education organization, announced an agreement to jointly develop renal care programs in select Joslin Affiliated Centers for patients with diabetic kidney disease (DKD). Fresenius and Joslin will jointly develop clinical guidelines and effective care delivery systems to manage high blood pressure, glucose, and nutrition in patients with DKD. In addition, the organizations will help educate patients as they prepare for the possibility of end stage renal disease (ESRD) and the necessity for dialysis or kidney transplantation. Fresenius Medical Care and Joslin's multidisciplinary and coordinated approach to chronic disease management will seek to improve patient outcomes while reducing unnecessary or lengthy hospitalizations, drug interactions and overall morbidity and mortality associated with uncoordinated care.

Locally, in Illinois, Fresenius Medical Care is a predominant supporter of the National Kidney Foundation of Illinois (NKFI), Kidney Walk in downtown Chicago. Fresenius Medical Care employees in Chicago alone raised $22,000 for the foundation. The NKFI is an affiliate of the National Kidney Foundation, which funds medical research improving lives of those with kidney disease, prevention screenings and is a leading educator on kidney disease. Fresenius Medical Care also donates another $25,000 annually to the NKFI and another $5,000 in downstate Illinois.

Fresenius Medical Care Celebrates Progress In Helping Patients With Kidney Failure Live Longer

Better Care, Earlier Diagnosis and Treatment of Related Conditions, are Improving Patients' Health

WALTHAM, Mass. – March 5, 2015 – Fresenius Medical Care North America (FMCNA), the nation's leading dialysis provider with more than 2,150 dialysis facilities nationwide, is celebrating National Kidney Month this March by recognizing recent progress in helping patients with kidney failure live longer, while reaffirming its mission to improve the quality of life of dialysis patients, every day.

Data from the 2014 United States Renal Data System (USRDS) annual report suggests that while the total number of end stage renal disease (ESRD) patients in the United States continues to rise, at least part of that increase is the result of patients actually living longer. Likewise, the Peer Kidney Care Initiative's 2014 Dialysis Care & Outcomes report agrees that overall ESRD mortality rates have declined since 2004, noting that "declining mortality rates translate to longer lives, as illustrated by displays of gains in expected remaining life-times and deaths averted."

Healthcare experts attribute the increased longevity to earlier detection and treatment of chronic kidney disease (CKD) and timely patient referrals to kidney specialists. Better detection and care of risk factors such as diabetes and hypertension is also contributing to slower disease progression.

Fresenius Medical Care has made significant achievements in enhancing the care of patients with kidney failure, including reducing both patient mortality rates and avoidable hospitalizations.

FMCNA is helping patients live longer by providing:

Exceptional care and the latest treatment options: Home dialysis and in-center nighttime dialysis, for example, can provide health benefits by allowing longer and/or slower dialysis treatments. This gives patients the option of having more free time to continue working, or to enjoy their favorite activities.

Healthy Lifestyles initiatives: These programs, designed to encourage patients to stay active and follow a healthy diet, include consultations with renal dietitians and social workers on staff at each facility. Dietitians help dialysis patients learn how to eat a healthy diet while strictly limiting their intake of foods containing high levels of potassium, phosphorus, and salt, which can be harmful to them. FMCNA also has a partnership with celebrity chef Aaron McCargo, Jr. to create delicious dialysis-friendly recipes that inspire patients to enjoy eating – while staying within their dietary guidelines.

Treatment Options Program (TOPs): Offered regularly across the country and open to the public at no cost, these programs provide valuable information about managing kidney disease. They help CKD patients and their families plan for and transition more smoothly to dialysis or organ transplants.

Innovative patient research: Through its global network of medical experts and clinical research, FMCNA strives to keep patients healthier, whether through more effective treatment of related conditions such as diabetes and cardiovascular disease, better management of anemia, or promotion of flu shots and other preventive care.

"Our physicians, nurses and other caregivers are extending the lives of dialysis patients and reducing hospitalizations by working as multi-disciplinary teams to provide excellent care both in and out of the treatment chair," said Franklin W. Maddux, M.D., FMCNA's chief medical officer and executive vice president for clinical and scientific affairs. "Our patient-centric approach to care and treatment is designed to help patients with end stage kidney disease live a better life."

Dialysis is a life-sustaining process that cleans waste products from the blood and removes extra fluids when a person's kidneys fail. For more information about dialysis facilities near you, call toll free at 1-888-325-5175. For more information on FMCNA's innovative patient care programs and options for treating kidney failure, please visit www.ultracare-dialysis.com/treating-kidney-failure.

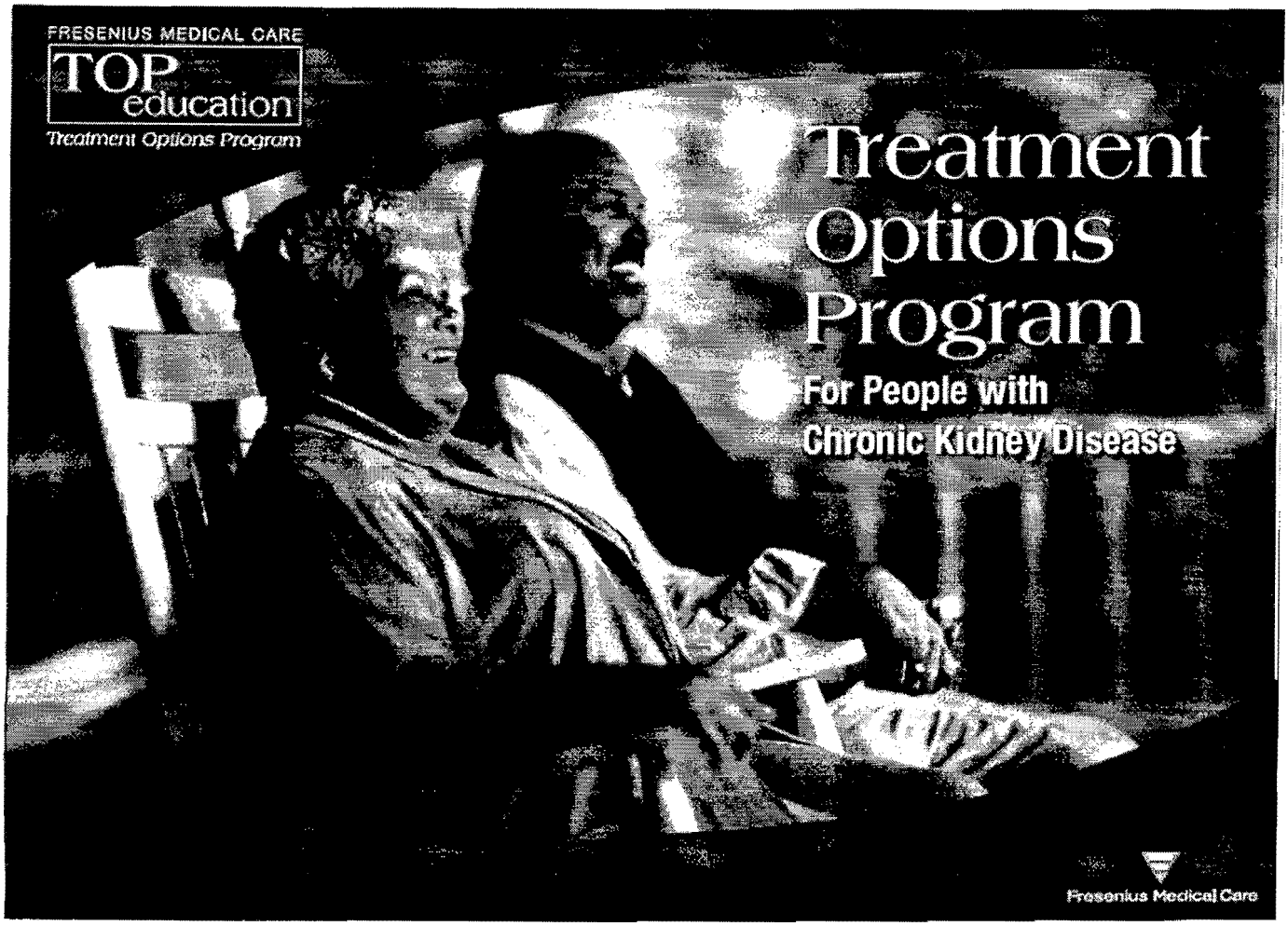
About Fresenius Medical Care North America

Through its leading network of more than 2,150 dialysis facilities in North America and vascular access centers, laboratory, pharmacy and affiliated hospitals and nephrology practices, Fresenius Medical Care provides renal services to hundreds of thousands of people throughout the United States, Mexico and Canada. It is also the continent's top producer of dialysis equipment, dialyzers and related disposable products and a major supplier of renal pharmaceuticals. For more information about the company, visit www.fmcna.com; for information about patient services, visit www.ultracare-dialysis.com –

See more at:

http://www.ultracare-dialysis.com/Header2/Newsroom/NewsReleases/FreseniusMedicalCareCelebratesProgressInHelpingPatientsWithKidneyFailureLiveLonger.aspx#sthash.m42QQN3K.dpuf

Background
ATTACHMENT 11



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Welcome to the Treatment Options Program

Over the next hour you will learn:

- What your kidneys do to keep you healthy
- What gradually or suddenly may happen to you if your kidneys stop working properly
- What you need to know if you are diagnosed by you physician with Chronic Kidney Disease(CKD)
- What you need to know if you develop "kidney failure"
- How you can live with "kidney failure"and lead a productive life
- The treatment options available to make living with "kidney failure" a good fit with your lifestyle

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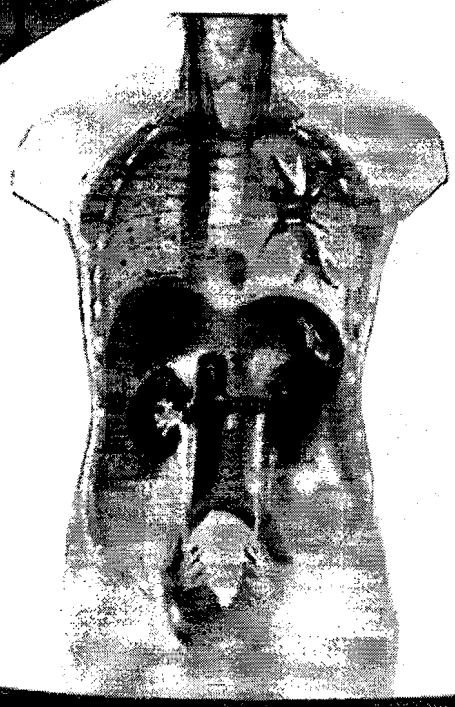
Your Kidneys and What They Do



- Kidneys are two bean-shaped organs about the size of your fist.
- They are located on either side of the spine, just below the rib cage.
- Your kidneys perform several important functions:
  - Filter your blood to remove waste and excess fluid;
  - Control the making of red blood cells;
  - Help control blood pressure;
  - Help control the amounts of calcium, potassium, and phosphorus in the body.

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What is Chronic Kidney Disease (CKD)?

CKD is a progressive disease that advances from Stage I through Stage V.

Stage V CKD or **End-Stage Renal Disease (ESRD)** is commonly referred to as "kidney failure."

Kidney failure is when your kidneys no longer work well enough to keep you alive, and where death will occur if treatment is not provided.

42

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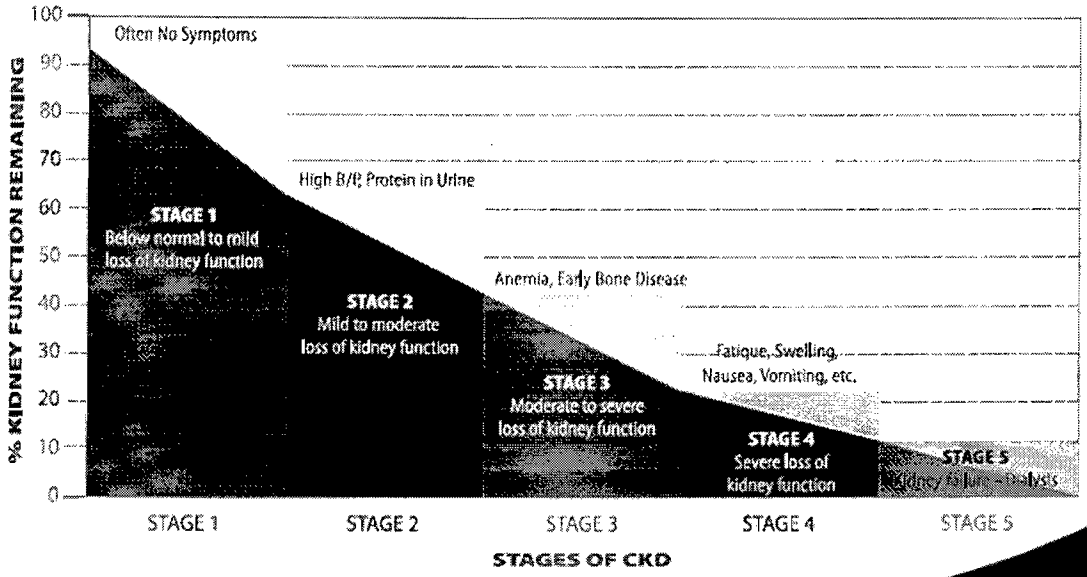
The progression of CKD



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Common Causes of Chronic Kidney Disease (CKD):

- A history of diabetes, especially if poorly controlled
- A history of high blood pressure, especially if poorly controlled
- Repeated kidney infections
- Immune diseases of the kidney (like glomerulonephritis)
- Heredity (like polycystic kidneys)
- Others, including unknown

43

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What Happens to Your Body with Chronic Kidney Disease?

- Build up of fluid (water) and waste products in your blood
  - Causes swelling and generally not feeling well
- Chemical imbalances
  - Potassium, sodium, phosphorus and calcium
- Loss of hormone production that helps:
  - Control your blood pressure
  - Build red blood cells
  - Keep your bones strong

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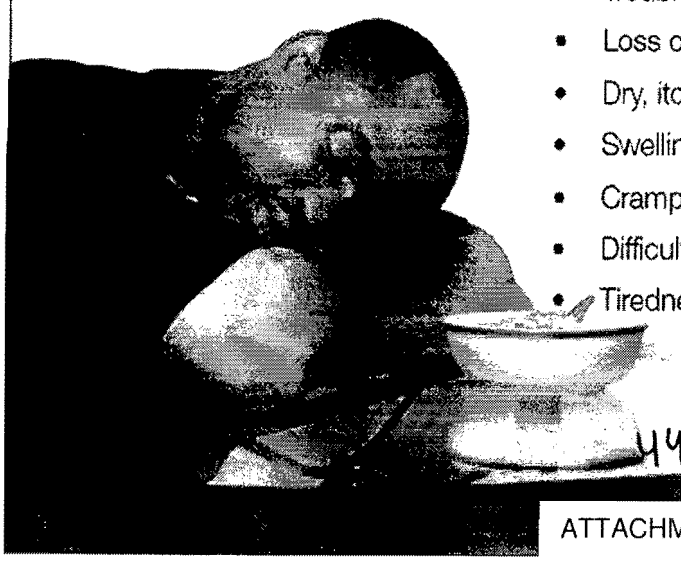
Symptoms of Chronic Kidney Disease (CKD)

Common symptoms of CKD include:

- Nausea, poor appetite, and weight loss
- Trouble sleeping
- Loss of concentration
- Dry, itchy skin
- Swelling of face, hands, and feet
- Cramping at night
- Difficulty breathing
- Tiredness and weakness



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If Your Doctor has Told You that You Have (CKD), YOU ARE NOT ALONE

- People are often unaware of their kidney disease.
- One in nearly seven adult Americans (13%) have kidney disease*.
- A recent study reported over 358,000 people in the US were on dialysis.
- Roughly 16,000 (or 5%) of these people received a kidney transplant***
- The remaining 342,000 people (or 95%) needed to choose one of the types of dialysis treatments that you will learn about in this presentation**

* NHANES (1999-2004)
** USRDS (2006 data report)
*** 2007 OPTN/SRTR Annual Report 1997-2006. HHS/HRSA/HSB/DOT

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People Like You

- Prior to 1960 people with kidney failure had little hope for survival.
- Today many people have not only survived on dialysis for over 25 years, but continue leading productive lives.
- A growing number of people performing their dialysis treatments at home are finding it possible to continue pursuing their careers and life aspirations.
- Many patients have also received kidney transplants and are alive and well 30 to 40 years later.
- If your kidneys stop working that doesn't mean that you have to; treatment options are available for you.

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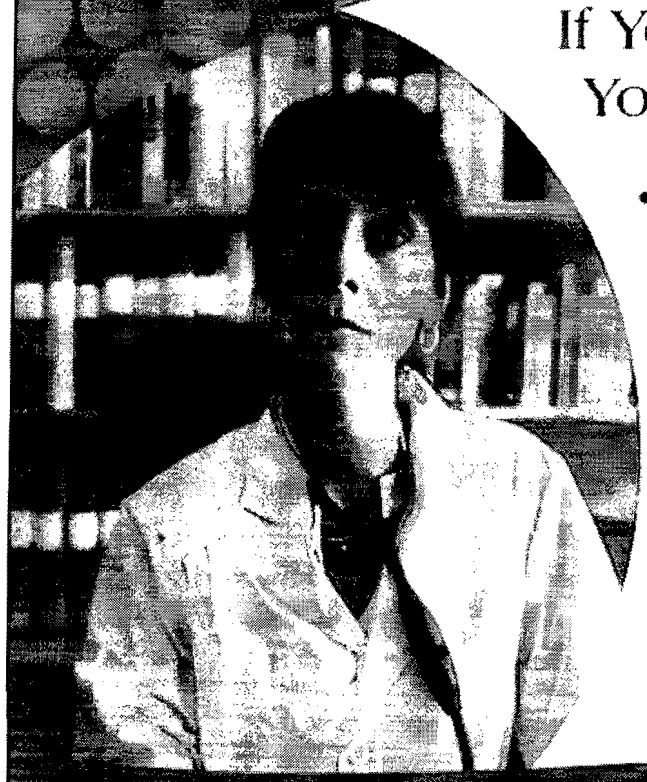

If You Have CKD You Need to Know:

- Early diagnosis & treatment helps slow the disease process.
- It's important to learn about the available treatments now before therapy is needed.
- You can take an active role in deciding with your doctor the best choice to meet your medical needs and lifestyle preferences.
- Managing your disease well helps determine the quality of your life.
- You have the right not to accept treatment for your kidney failure (ESRD).

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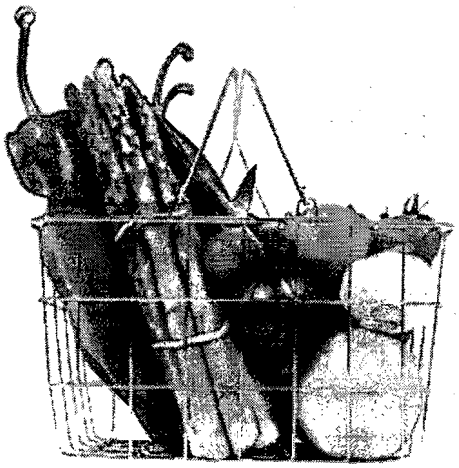
Managing Your CKD



Diet & Medication

- Dietary changes help decrease the fluid and waste build-up that the kidneys can no longer remove.
- Medications replace some of the functions that the kidneys can no longer do:
  - Control blood pressure
  - Make red blood cells
  - Keep bones healthy and strong
- Be prepared, before you become sick, to treat your CKD with one of the methods outlined in this training.

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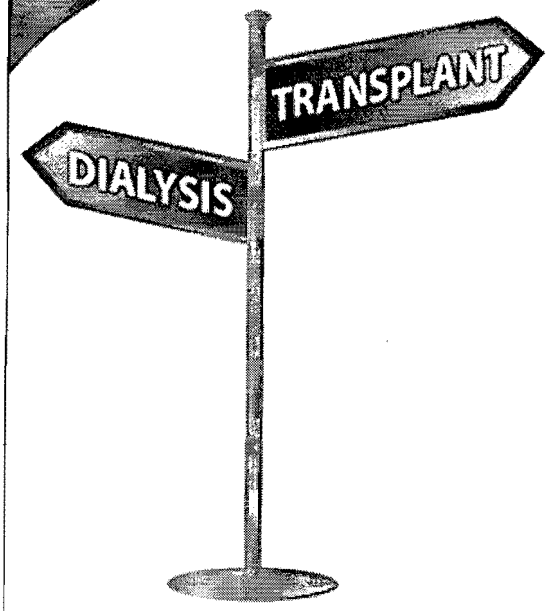
Treatments for Kidney Failure or ESRD



- Kidney Transplant: considered the "Gold Standard"
- Kidney Dialysis

  Two types of treatments to remove excess fluid and waste from your blood
  - Peritoneal Dialysis (PD)
  - Hemodialysis (HD)

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The Transplant Option

- A kidney transplant is not a cure. It is a treatment option that requires life long commitments (taking medications and being followed by a kidney specialist).
- A transplant is considered the "Gold Standard" because it is the treatment that comes closest to "normal" kidney function.
- A transplant is a major surgical procedure that places a healthy kidney from another person into your lower abdomen.
- Usually it is not necessary to remove your kidneys, however it is the donated kidney that performs the functions yours once did.
- It is possible to have a kidney transplant without going on dialysis.

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A Kidney Transplant is Not for Everyone

Several factors determine if a transplant is an option for you:

- General health
- Emotional health
- Health insurance and financial resources
- Treatment compliance

The benefits of a transplant should outweigh the risks associated with surgery and life long medications.

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Finding a donor kidney

- Your body tissues must "match" the tissues of the donor
  - Living donor:
    - Relatives (usually the closest match)
    - Non-relative (spouse, friend)
  - Non-Living donor:
    - A person that donates their organs when he/she dies
- A non-living donor kidney may not be immediately available
- The waiting list may extend beyond a year or two

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Caring for the Donated Kidney

- Daily, lifelong medication is usually required to prevent rejection.
- Regular follow-up with your physician is required.
- Follow all other physician guidelines:
  - Diet
  - Activity
- Watch for signs of potential problems.

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Kidney Transplant Option

- Closest treatment to "normal" kidney function
- Fewer dietary and fluid restrictions
- Allows you to maintain your normal schedule & activities

- Risks associated with surgery and kidney rejection
- Daily medications may have side effects and can be costly
- Must take medications and follow up with physician for life of the kidney
- May be placed on a waiting list for an extended period of time

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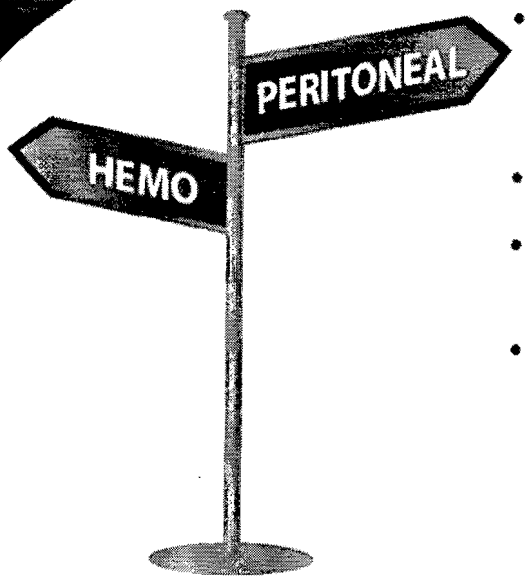
The Dialysis Options



- There are two types of dialysis:
  - Peritoneal dialysis
  - Hemodialysis
- Both remove excess fluid and wastes from the body
- Hemodialysis is routinely done in a dialysis facility, and can be done at home with training.
- Peritoneal Dialysis is typically done at home.

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Hemodialysis

- Blood is cleaned by an "artificial kidney" or dialyzer and a machine
- Tubing allows blood to flow from your body to the machine and back to your body
- Two needles are required for each treatment if you have a fistula or graft; one to remove the blood, one to return the blood
- Only a small amount of blood is out of your body at any time

50

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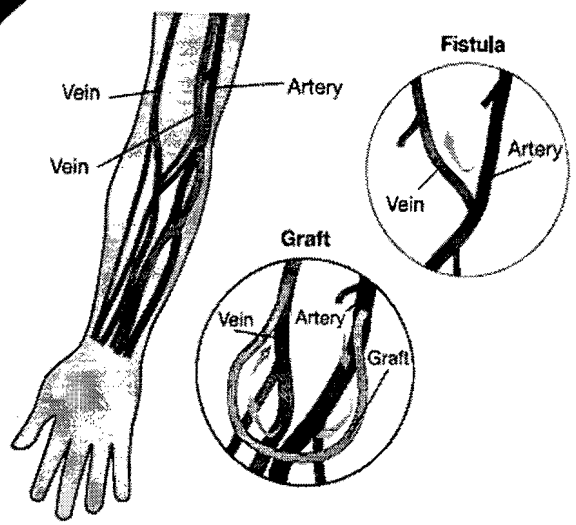
Hemodialysis Access



- Your blood must flow out and back to your body through a blood vessel that can be used repeatedly. This is called an access.
- A **fistula**, the 1st choice, is a surgical connection of your artery and your vein.
- A **graft**, 2nd choice, is a surgical insertion of a special tube which is used like a vein.
- A **catheter** is a temporary tubing inserted through the skin and sutured into place.

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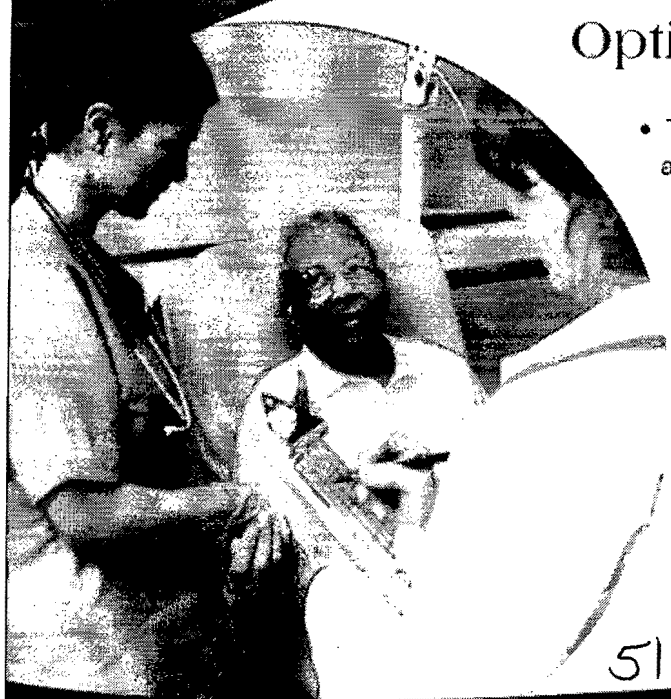
In-Center Hemodialysis Option



- Treatments are done by trained dialysis nurses and technicians.
- You are on a fixed schedule for your treatments, and changes may be difficult.
- You must travel to/from the dialysis center.
- Treatments are usually done 3 times each week.
- No equipment or supplies needed at home.
- Opportunity for regular social interaction with other dialysis patients.
- Treatments usually last 3.5-4.0 hours each.

51

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In-Center Nocturnal (night-time) Hemodialysis Option

- Treatments are done by dialysis nurses and technicians
- Treatment occurs during the night while you sleep at the dialysis center; usually 3 times a week for about 8 hours each treatment
- Allows you to work, go to school, or participate in other activities during the day
- Provides more treatment over a longer period of time
- Useful when needing to remove large amounts of fluid
- Helpful when removing fluid is difficult with regular hemodialysis
- You must travel to the dialysis facility for treatment and are away from home 3 nights each week
- May not be offered in your area

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In-Center Hemodialysis Considerations

- Therapy performed by trained clinicians
- No equipment or supplies needed at home
- Opportunity for more frequent social interaction with other dialysis patients

- Patient must travel to the clinic usually 3 times per week
- Patients are on a fixed schedule to receive their therapy

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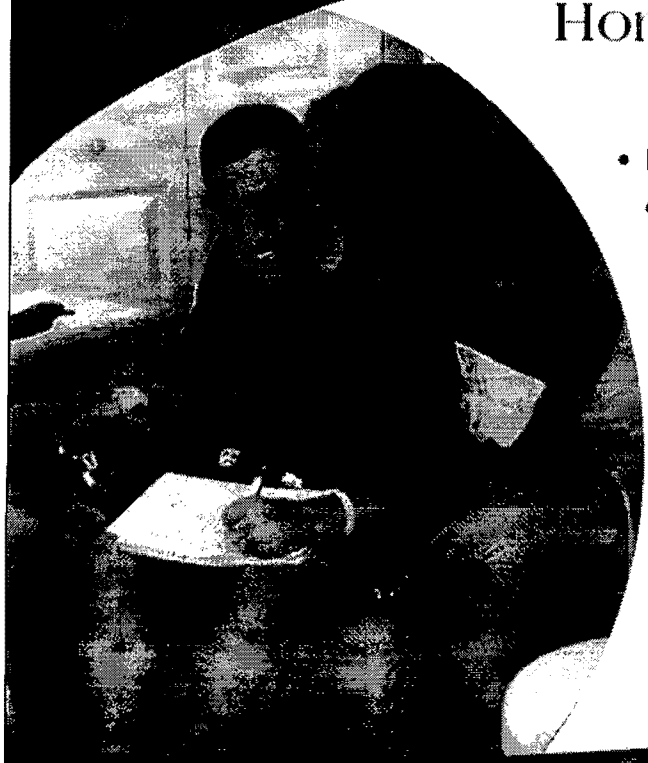
Home Hemodialysis Option



- Easier to fit into your daily or nightly schedule
- No travel to clinic needed
- Comfort and privacy of your own home
- Easier to keep working if you have a job
- Must have a trained helper or partner
- Must have space in home for supplies and equipment
- Home may need changes and plumbing or wiring
- Less social interaction with other dialysis patients than at a dialysis center

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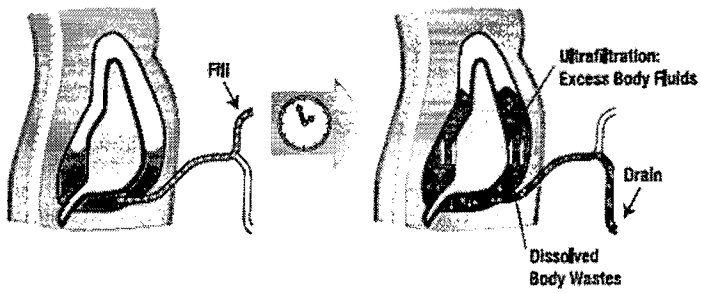
Peritoneal Dialysis (PD)



- Blood is cleansed inside the body by using the peritoneum; a filter-like membrane located in the lower abdomen.
- Solution is inserted into the abdomen where it is in contact with the peritoneum.
- Excess fluid and waste products in the nearby blood vessels are filtered through the peritoneum and collect in the solution in the abdomen.
- The solution is allowed to dwell for a period of time, then is drained out of the abdomen and replaced with fresh solution.

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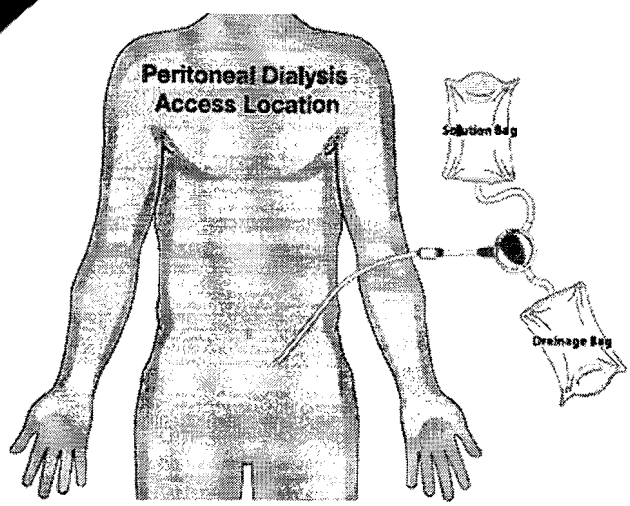
Peritoneal Dialysis Access



- PD solution flows in and out of your body through a catheter
- A PD catheter is surgically inserted into the lower abdomen and secured in place
- The catheter extends several inches out of your body
- Your clothes cover the catheter when it is not being used

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Treatment Options Program

Two types of PD

1. **Continuous Ambulatory Peritoneal Dialysis (CAPD)**

- A manual process usually done during the day
- Can be done in any clean location at home, work or while traveling
- Average 4 to 5 exchanges each day
- About 30-45 minutes for each exchange

54

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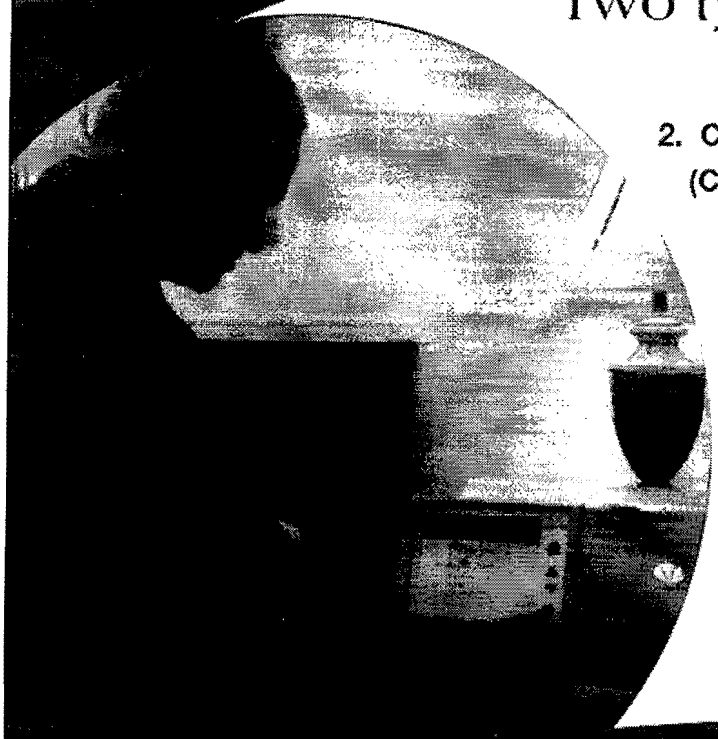
Two types of PD



2. Continuous Cycling Peritoneal Dialysis (CCPD)

- A machine-controlled process usually done overnight while sleeping, for about 9-10 hours
- Solution remains in the peritoneum during the day until you go to bed and hook up to the machine
- Occasionally some patients require an additional exchange during the daytime

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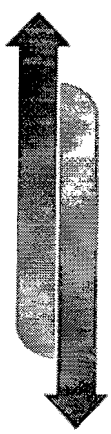
Peritoneal Dialysis Option

- A partner is not required, but may be needed by some
- More flexible dialysis treatment schedule
- Allows independence and a more normal (working) lifestyle
- Gentle treatment more like "normal" kidney function
- A bloodless form of treatment with no needles required



- Treatment needs to be performed every day
- Risk of infection
- External catheter
- Need storage space in home for supplies
- Larger people may need to do more exchanges

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Treatment Options Program

Dialysis Options Comparison

Advantages	IN-CENTER HD	IN-CENTER NHD	HOME HD	HOME PD
Treatment Time Flexibility			√	√
Treatment Location Flexibility			√	√
Treatment Duration Flexibility				√
Reduced Clinic Visit Time			√	√
Reduced Clinic Travel Time			√	√
Reduced Clinic Travel Costs			√	√
No treatment partner needed	√	√		√
Greater Privacy			√	√
Greater Social Interaction with Other Dialysis Patients	√			

Advantages	IN-CENTER HD	IN-CENTER NHD	HOME HD	HOME PD
Perform treatments during nightly sleep		√	√	√
Improved availability during work hours		√	√	√
Bloodless access				√
More independent lifestyle			√	√
Greater treatment supervision	√	√		
No supply delivery & storage needs	√	√		
No routine needle sticks				√
Greater Travel options				√
No additional electrical/plumbing	√	√		√

Note: Together with your nephrologist, who will advise you based on your medical condition, you should seek a treatment option which best suits your medical and lifestyle needs.

Fresenius Medical Care

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TOP education

Treatment Options Program

People Like You

Shad Ireland's kidneys failed in 1983 at age 10.

On July 25th, 2004 Shad became the first dialysis patient to complete an Ironman triathlon.

Shad continues to compete, and has also created the Shad Ireland Foundation to help people with renal disease improve their lives through physical activity.

Mickey Sledge developed kidney failure in 2000 at age 46. He has developed a passion for taking care of himself as a result of his disease. As a volunteer for treadmill manufacturers he enjoys demonstrating his fitness at major dialysis conferences around the country. "Working helps me stay in tune with reality," says Mickey, who continues his job of 23 years. Apart from routine appointments, Mickey takes pride in never having had to take time off work because of his kidney disease.

Lori Hartwell, a kidney patient since the age of two, founded the Renal Support Network to instill "health, happiness, and hope" into the lives of fellow patients. Lori travels throughout the country educating and inspiring patients and healthcare professionals with her stories, insight, and humor. She was named "2005 Woman of the Year" by California State Senator Jack Scott and continues to be widely recognized for her contributions to improving the lives of people with Chronic Kidney Disease.

Certification & Authorization

Fresenius Medical Care Zion, LLC

In accordance with Section III, A (2) of the Illinois Health Facilities & Services Review Board Application for Certificate of Need; I do hereby certify that no adverse actions have been taken against Fresenius Medical Care Zion, LLC by either Medicare or Medicaid, or any State or Federal regulatory authority during the 3 years prior to the filing of the Application with the Illinois Health Facilities & Services Review Board; and

In regards to section III, A (3) of the Illinois Health Facilities & Services Review Board Application for Certificate of Need; I do hereby authorize the State Board and Agency access to information in order to verify any documentation or information submitted in response to the requirements of this subsection or to obtain any documentation or information that the State Board or Agency finds pertinent to this subsection.

By: _____

ITS: Bryan Mello ~~Assistant Treasurer~~

Notarization:
Subscribed and sworn to before me
this 15 day of July, 2015

C Wynelle Scenna
Signature of Notary

Seal

C. WYNELLE SCENNA
Notary Public
Massachusetts
Commission Expires Jun 25, 2021

ATTACHMENT - 11

Certification & Authorization

Fresenius Medical Care Holdings, Inc.

In accordance with Section III, A (2) of the Illinois Health Facilities & Services Review Board Application for Certificate of Need; I do hereby certify that no adverse actions have been taken against Fresenius Medical Care Holdings, Inc. by either Medicare or Medicaid, or any State or Federal regulatory authority during the 3 years prior to the filing of the Application with the Illinois Health Facilities & Services Review Board; and

In regards to section III, A (3) of the Illinois Health Facilities & Services Review Board Application for Certificate of Need; I do hereby authorize the State Board and Agency access to information in order to verify any documentation or information submitted in response to the requirements of this subsection or to obtain any documentation or information that the State Board or Agency finds pertinent to this subsection.

By: _____

ITS: SVP

Notarization:
Subscribed and sworn to before me
this 15 day of July, 2015

_____
Signature of Notary

Seal

JENNIFER E. ROSA
Notary Public
Commonwealth of Massachusetts
My Commission Expires
January 21, 2016

By: _____

ITS: Bryan Mello
~~Assistant Treasurer~~

Notarization:
Subscribed and sworn to before me
this 15 day of July, 2015

C Wynelle Scenna
Signature of Notary

Seal

C. WYNELLE SCENNA
Notary Public
Massachusetts
Commission Expires Jun 25, 2021

Fresenius Medical Care Holdings, Inc. In-center Clinics in Illinois

Clinic	Provider #	Address	City	Zip
Alsip	14-2630	12250 S. Cicero Ave Ste. #105	Alsip	60803
Antioch	14-2673	311 Depot St., Ste. H	Antioch	60002
Aurora	14-2515	455 Mercy Lane	Aurora	60506
Austin Community	14-2653	4800 W. Chicago Ave., 2nd Fl.	Chicago	60651
Berwyn	14-2533	2601 S. Harlem Avenue, 1st Fl.	Berwyn	60402
Blue Island	14-2539	12200 S. Western Avenue	Blue Island	60406
Bolingbrook	14-2605	329 Remington	Boilingbrook	60440
Breese	14-2637	160 N. Main Street	Breese	62230
Bridgeport	14-2524	825 W. 35th Street	Chicago	60609
Burbank	14-2641	4811 W. 77th Street	Burbank	60459
Carbondale	14-2514	1425 Main Street	Carbondale	62901
Centre West Springfield	14-2546	1112 Centre West Drive	Springfield	62704
Champaign	14-2588	1405 W. Park Street	Champaign	61801
Chatham	14-2744	333 W. 87th Street	Chicago	60620
Chicago Dialysis	14-2506	1806 W. Hubbard Street	Chicago	60622
Chicago Westside	14-2681	1340 S. Damen	Chicago	60608
Cicero	14-2754	3000 S. Cicero	Chicago	60804
Congress Parkway	14-2631	3410 W. Van Buren Street	Chicago	60624
Crestwood	14-2538	4861W. Cal Sag Road	Crestwood	60445
Decatur East	14-2603	1830 S. 44th St.	Decatur	62521
Deerfield	14-2710	405 Lake Cook Road	Deefield	60015
Des Plaines	14-2774	1625 Oakton Place	Des Plaines	60018
Downers Grove	14-2503	3825 Highland Ave., Ste. 102	Downers Grove	60515
DuPage West	14-2509	450 E. Roosevelt Rd., Ste. 101	West Chicago	60185
DuQuoin	14-2595	825 Sunset Avenue	DuQuoin	62832
East Peoria	14-2562	3300 North Main Street	East Peoria	61611
Elgin	14-2726	2130 Point Boulevard	Elgin	60123
Elk Grove	14-2507	901 Biesterfield Road, Ste. 400	Elk Grove	60007
Elmhurst	14-2612	133 E. Brush Hill Road, Suite 4	Elmhurst	60126
Evanston	14-2621	2953 Central Street, 1st Floor	Evanston	60201
Evergreen Park	14-2545	9730 S. Western Avenue	Evergreen Park	60805
Garfield	14-2555	5401 S. Wentworth Ave.	Chicago	60609
Glendale Heights	14-2617	130 E. Army Trail Road	Glendale Heights	60139
Glenview	14-2551	4248 Commercial Way	Glenview	60025
Greenwood	14-2601	1111 East 87th St., Ste. 700	Chicago	60619
Gurnee	14-2549	101 Greenleaf	Gurnee	60031
Hazel Crest	14-2607	17524 E. Carriageway Dr.	Hazel Crest	60429
Highland Park	142782	1657 Old Skokie Road	Highland Park	60035
Hoffman Estates	14-2547	3150 W. Higgins, Ste. 190	Hoffman Estates	60195
Humboldt Park	-	3500 W. Grand Avenue	Chicago	60651
Jackson Park	14-2516	7531 South Stony Island Ave.	Chicago	60649
Joliet	14-2739	721 E. Jackson Street	Joliet	60432
Kewanee	14-2578	230 W. South Street	Kewanee	61443
Lake Bluff	14-2669	101 Waukegan Rd., Ste. 700	Lake Bluff	60044
Lakeview	14-2679	4008 N. Broadway, St. 1200	Chicago	60613
Lemont	-	16177 W. 127th Street	Lemont	60439
Logan Square	14-2766	2721 N. Spalding	Chicago	60647
Lombard	14-2722	1940 Springer Drive	Lombard	60148
Macomb	14-2591	523 E. Grant Street	Macomb	61455
Marquette Park	14-2566	6515 S. Western	Chicago	60636
McHenry	14-2672	4312 W. Elm St.	McHenry	60050
McLean Co	14-2563	1505 Eastland Medical Plaza	Bloomington	61704
Melrose Park	14-2554	1111 Superior St., Ste. 204	Melrose Park	60160
Merrionette Park	14-2667	11630 S. Kedzie Ave.	Merrionette Park	60803
Metropolis	14-2705	20 Hospital Drive	Metropolis	62960
Midway	14-2713	6201 W. 63rd Street	Chicago	60638
Mokena	14-2689	8910 W. 192nd Street	Mokena	60448
Maple City	-	1225 N. Main Street	Monmouth	61462
Morris	14-2596	1401 Lakewood Dr., Ste. B	Morris	60450
Mundelein	14-2731	1400 Townline Road	Mundelein	60060
Naperbrook	14-2765	2451 S Washington	Naperville	60565
Naperville	14-2543	100 Spalding Drive Ste. 108	Naperville	60566

Facility List
ATTACHMENT - 11

Clinic	Provider #	Address	City	Zip
Naperville North	14-2678	516 W. 5th Ave.	Naperville	60563
New City	-	4622 S. Bishop Street	Chicago	60609
Niles	14-2500	7332 N. Milwaukee Ave	Niles	60714
Normal	14-2778	1531 E. College Avenue	Normal	61761
Norridge	14-2521	4701 N. Cumberland	Norridge	60656
North Avenue	14-2602	911 W. North Avenue	Melrose Park	60160
North Kilpatrick	14-2501	4800 N. Kilpatrick	Chicago	60630
Northcenter	14-2531	2620 W. Addison	Chicago	60618
Northfield	14-2771	480 Central Avenue	Northfield	60093
Northwestern University	14-2597	710 N. Fairbanks Court	Chicago	60611
Oak Forest	14-2764	5340A West 159th Street	Oak Forest	60452
Oak Park	14-2504	773 W. Madison Street	Oak Park	60302
Orland Park	14-2550	9160 W. 159th St.	Orland Park	60462
Oswego	14-2677	1051 Station Drive	Oswego	60543
Ottawa	14-2576	1601 Mercury Circle Drive, Ste. 3	Ottawa	61350
Palatine	14-2723	691 E. Dundee Road	Palatine	60074
Pekin	14-2571	3521 Veteran's Drive	Pekin	61554
Peoria Downtown	14-2574	410 W Romeo B. Garrett Ave.	Peoria	61605
Peoria North	14-2613	10405 N. Juliet Court	Peoria	61615
Plainfield	14-2707	2320 Michas Drive	Plainfield	60544
Polk	14-2502	557 W. Polk St.	Chicago	60607
Pontiac	14-2611	804 W. Madison St.	Pontiac	61764
Prairie	14-2569	1717 S. Wabash	Chicago	60616
Randolph County	14-2589	102 Memorial Drive	Chester	62233
Regency Park	14-2558	124 Regency Park Dr., Suite 1	O'Fallon	62269
River Forest	14-2735	103 Forest Avenue	River Forest	60305
Rogers Park	14-2522	2277 W. Howard St.	Chicago	60645
Rolling Meadows	14-2525	4180 Winnetka Avenue	Rolling Meadows	60008
Roseland	14-2690	135 W. 111th Street	Chicago	60628
Ross-Englewood	14-2670	6333 S. Green Street	Chicago	60621
Round Lake	14-2616	401 Nippersink	Round Lake	60073
Saline County	14-2573	275 Small Street, Ste. 200	Harrisburg	62946
Sandwich	14-2700	1310 Main Street	Sandwich	60548
Skokie	14-2618	9801 Wood Dr.	Skokie	60077
South Chicago	14-2519	9200 S. Chicago Ave.	Chicago	60617
South Deering	14-2756	10559 S. Torrence Ave.	Chicago	60617
South Holland	14-2542	17225 S. Paxton	South Holland	60473
South Shore	14-2572	2420 E. 79th Street	Chicago	60649
Southside	14-2508	3134 W. 76th St.	Chicago	60652
South Suburban	14-2517	2609 W. Lincoln Highway	Olympia Fields	60461
Southwestern Illinois	14-2535	7 Professional Drive	Alton	62002
Spoon River	14-2565	340 S. Avenue B	Canton	61520
Spring Valley	14-2564	12 Wolfer Industrial Drive	Spring Valley	61362
Steger	14-2725	219 E. 34th Street	Steger	60475
Streator	14-2695	2356 N. Bloomington Street	Streator	61364
Summit	-	7319-7322 Archer Avenue	Summit	60501
Uptown	14-2692	4720 N. Marine Dr.	Chicago	60640
Waterloo	-	624 Voris-Jost Drive	Waterloo	62298
Waukegan Harbor	14-2727	101 North West Street	Waukegan	60085
West Batavia	14-2729	2580 W. Fabyan Parkway	Batavia	60510
West Belmont	14-2523	4943 W. Belmont	Chicago	60641
West Chicago	14-2702	1859 N. Neltnor	West Chicago	60185
West Metro	14-2536	1044 North Mozart Street	Chicago	60622
West Suburban	14-2530	518 N. Austin Blvd., 5th Floor	Oak Park	60302
West Willow	14-2730	1444 W. Willow	Chicago	60620
Westchester	14-2520	2400 Wolf Road, Ste. 101A	Westchester	60154
Williamson County	14-2627	900 Skyline Drive, Ste. 200	Marion	62959
Willowbrook	14-2632	6300 S. Kingery Hwy, Ste. 408	Willowbrook	60527

Criterion 1110.230 – Purpose of Project

The proposed 12-station Zion ESRD facility, to be located in a Federally Designated Medically Underserved Area/Population (MUA/P) of HSA 8 in Lake County, will address the unique access issues that hinder health care for this disadvantaged population. Specifically, a significant number of patients with income below the poverty level, that do not have reasonable access to life saving dialysis services. The providers within 30 minutes travel time are operating at an average 79% utilization rate and the three closest facilities to Zion, Fresenius Gurnee, Waukegan Harbor and DaVita Waukegan are at a combined utilization rate of 88% significantly restricting access. The physician group supporting this project, Nephrology Associates of Northern Illinois (NANI), serve as Medical Directors of all of these dialysis facilities.

Zion residents are 35% African American and 22% Hispanic. These minority populations are twice as likely to experience diabetes and hypertension leading to kidney failure. 16% of Zion residents live below the poverty level. These minority populations are twice as likely to experience diabetes and hypertension leading to kidney failure. There are 361 dialysis patients residing in the Zion/Waukegan market zip codes which is one out of every 511 residents. This prevalence of ESRD is much higher than Lake County as a whole, where one out of every 835 residents is receiving dialysis treatment. Compounding this increased health risk is Zion resident's low income levels making chronic disease management more burdensome.

The physicians supporting this project currently see their Zion area patients mainly in Gurnee and Waukegan. These facilities are between 8 and 11 miles away from Zion. The Fresenius Gurnee facility is full pending the addition of two stations which will still leave the utilization above 80%. The two facilities serving Zion patients in Waukegan (Fresenius Waukegan Harbor and DaVita Waukegan) are operating at 80% and 87% respectively further limiting access.

The goal of Fresenius Medical Care is to provide access for two medically underserved areas of Lake County by establishing the Zion facility which will in turn maintain access in the Waukegan MUA/P. There is no direct empirical evidence relating to this project other than that when chronic care patients have adequate access to services, it tends to reduce overall healthcare costs and results in less complications. The Fresenius facilities within 30 minutes of Zion that serve this area have exceptional quality outcomes and the same is expected of the proposed Zion facility as listed below:

- 93% of patients had a URR $\geq$ 65%
- 96% of patients had a Kt/V $\geq$ 1.2

Demographic data contained in the application was taken from U.S. Census Bureau.

Clinic utilization was received from the IHFSRB.

Alternatives

1) All Alternatives

A. Proposing a project of greater or lesser scope and cost.
Since originally proposing the Zion project several years ago, Fresenius Medical Care has established the Waukegan Harbor 21-station ESRD facility in Waukegan just three years ago and it is now operating over 80% utilization with 101 patients. Of these, 17 live in the Zion zip code. While this facility has offered Zion patients access, it is reaching its capacity.

The only alternative that has a lesser cost/scope is to do nothing and that will not maintain access for Zion patients due to high utilization and it will not address financial, transportation or healthcare issues facing this underserved population.

B. Pursuing a joint venture or similar arrangement with one or more providers of entities to meet all or a portion of the project's intended purposes' developing alternative settings to meet all or a portion of the project's intended purposes.
The preferred Fresenius model of ownership is for our facilities to be wholly owned, however we do enter into joint ventures on occasion. Fresenius Medical Care always maintains control of the governance, assets and operations of a facility it enters into a joint venture agreement with to ensure financial stability. Our healthy financial position and abundant liquidity indicate that that we have the ability to support the development of additional dialysis centers. Fresenius Medical Care has more than adequate capability to meet all of its expected financial obligations and does not require any additional funds to meet expected project costs. This ownership of this facility is structured so that if physicians choose to invest at a later date they would be able to do so. The cost of a joint venture would be the same as the current project, however split amongst joint venture partners.

C. Utilizing other health care resources that are available to serve all or a portion of the population proposed to be served by the project
ESRD patients from Zion are currently utilizing many of the areas facilities of which most are operating at high utilization rates. Three are above 80% and one is just below. These rates severely restrict patient's options of what time of day they receive treatment. The only facility that is not operating near or above the 80% target utilization is Fresenius Antioch which is a more rural facility and does not realistically serve Zion, which is situated 15 miles east on the shores of Lake Michigan. For the disadvantaged patient population in Zion it might as well be 50 miles away. The current practice of using other area resources until they are full is cutting off access for Zion patients.

The physician group that is supporting this project has served this northeast portion of Lake County for over 35 years and currently serve as Medical Directors of Fresenius Antioch, Round Lake, Gurnee, Waukegan Harbor and DaVita Waukegan and DaVita Lake County. As the largest nephrology group in this area, they treat a majority of the ESRD patients there. The clinics they serve at are full and they need additional access to keep dialysis services available to their patients.

D. The only alternative that is going to make dialysis services accessible to the ESRD patients in Zion and relieve high utilization at area clinics is to establish the 12-station Fresenius Zion facility. The cost of this project is $4,132,650.

2) Comparison of Alternatives

	Total Cost	Patient Access	Quality	Financial
Maintain Status Quo	$0	Lack of patient access to dialysis services and no choice of treatment shift options. Patients will have to travel further out of their healthcare market for treatment.	While patient quality would remain the same at the Fresenius clinics, the patient's quality of life would diminish with increased travel times and loss of continuity of care.	The only financial implication would be to the patient with increased travel costs.
Pursue Joint Venture	$4,132,650	Same as current proposed project, however cost would be divided among Joint Venture members.	Patient clinical quality would remain above standards just as they are currently at Fresenius Aurora.	No effect on patients Fresenius Medical Care is capable of meeting its financial obligations and does not require assistance in meeting its financial obligations. If this were to become a JV, Freseius Medical Care would maintain control of the facility and therefore ultimate financial responsibilities.
Utilize Area Providers	$0	Zion patients currently go to area providers however those clinics are full. NANI physicians serve as Medical Directors of the other area facilities and have used up these resources resulting in current loss of access to treatment schedule times and quickly diminishing access to available access at all.	Quality at Fresenius facilities would remain above standards, however if patients have to travel out of area for treatment they could experience loss of continuity of care which would lead to lower patient outcomes. Travel hardships for patients would also result.	No financial cost to Fresenius Medical Care Cost of patient's transportation would increase with higher travel times
Establish Fresenius Medical Care Zion	$4,132,650	Full access to treatment for Zion patients which will allow continued access to dialysis treatment in other area facilities. Access to acceptable treatment schedule times that work with each patient's individual needs.	Patient clinical quality would remain above standards, however individual outcomes and quality of life could improve as patients would have easier access to treatment also resulting in less missed treatments.	This is an expense to Fresenius Medical Care only.

3. **Empirical evidence, including quantified outcome data that verifies improved quality of care, as available.**

There is no direct empirical evidence relating to this project other than that when chronic care patients have adequate access to services, it tends to reduce overall healthcare costs and results in less complications. The Fresenius facilities within 30 minutes of Zion that serve this area have exceptional quality outcomes and the same is expected of the proposed Zion facility as listed below:

- 93% of patients had a URR $\geq$ 65%
- 96% of patients had a Kt/V $\geq$ 1.2

Criterion 1110.234, Size of Project

SIZE OF PROJECT				
DEPARTMENT/SERVICE	**PROPOSED BGSF/DGSF**	**STATE STANDARD 450-650 BGSF Per Station**	**DIFFERENCE**	**MET STANDARD?**
ESRD IN-CENTER HEMODIALYSIS	6,445 (12 Stations)	5,400 – 7,800 BGSF	None	Yes
Non-clinical	1,415	N/A	N/A	N/A

The State Standard for ESRD is between 450 - 650 BGSF per station or 5,400 – 7,800 BGSF. The proposed 6,445 BGSF for the in-center hemodialysis space falls within this range therefore meeting the State standard.

Criterion 1110.234, Project Services Utilization

UTILIZATION					
	DEPT/SERVICE	**HISTORICAL UTILIZATION**	**PROJECTED UTILIZATION**	**STATE STANDARD**	**MET STANDARD?**
YEAR 1	IN-CENTER HEMODIALYSIS	Not Applicable New Facility	38%	80%	No
YEAR 2	IN-CENTER HEMODIALYSIS		81%	80%	Yes

164 pre-ESRD patients have been identified by the Nephrology Associates of Northern Illinois office who are expected to require dialysis services in the next 1-4 years who live in the immediate zip codes of Zion. Taking into account patient attrition and varying rates at which patients progress through the disease stages, approximately 69 would be expected to require dialysis services at the Zion facility during the first two years it is in operation. It cannot be estimated at this time how many of these patients will choose home dialysis services, however the facility is expected to reach and maintain utilization above 80%.

Planning Area Need – Formula Need Calculation:

The proposed Fresenius Medical Care Zion dialysis facility is located in Lake County in HSA 8. HSA 8 is comprised of Lake, McHenry, and Kane Counties. According to the June 2015 Inventory there is an excess of 38 stations in this HSA.

2. Planning Area Need – Service To Planning Area Residents:

A. The primary purpose of this project is to provide in-center hemodialysis services to the residents of the Zion area market in HSA 8 in Lake County. 100% of the pre-ESRD patients identified to be referred to the facility reside in HSA 8 thereby meeting this requirement.

Pre-ESRD

City	Zip Code	Patients	% Lake Co HSA 8
Wadsworth	60083	7	100%
Beach Park Waukegan	60087	20	100%
Winthrop Harbor	60096	9	100%
Zion	60099	33	100%
Total		**69**	**100%**

Service Demand –Establishment of In-center Hemodialysis Service

The following pages contain the patient data as required by Section 1110.1430 as certified to by Dr. Degani from Nephrology Associates of Northern Illinois (NANI). The historic end of year totals for 2012 and 2013 were taken from the North Suburban Nephrology (NSN) practice of which Dr. Degani belonged. In 2014 North Suburban Nephrology joined the NANI practice group. Therefore the historical data for 2014 and June 2015 were provided from NANI billing records as were the pre-ESRD patients identified for the Zion facility.

For the criterion requiring the past twelve months referrals there is only 6 months provided at this time. When the entire 12 months of referrals was reviewed it was apparent that the number of new admissions for the last 6 months of 2014 appeared inaccurate. This is because all of the patients who switched over from the former NSN group to the NANI group were all entered into the NANI system as "new first time" patients. This resulted in a perception that all patients were new admissions to dialysis rather than transfers. It seemed reasonable then to provide 6 months of accurate 2015 data which could be extrapolated out to twelve months to get a more realistic count of new admits.

The applicant can provide additional 2015 referral data as it becomes available.

HEMODIALYSIS PATIENTS OF NANI PHYSICIANS AS OF JUNE 30, 2015

Zip Code	Fresenius Medical Care						DaVita		Total
	Antioch	Gurnee	Lake Bluff	Mundelein	Round Lake	Waukegan Harbor	Lake County	Waukegan	
53140		1							1
53168	1								1
53181	1								1
60002	8								8
60005						1			1
60020	1				2				3
60025	1					1			2
60030					3		5		8
60031		10	1		2	2		2	17
60041					2				2
60046	1				2				3
60047							1		1
60048			1				5		6
60050	1								1
60060				2			6		8
60061			1	3			3		7
60064	1	6	3			6	1	10	27
60071	1								1
60073	1				12		1		14
60079						1			1
60081	1								1
60083	1	1	1					1	4
60084				1	2				3
60085	1	33	4		1	30	3	50	122
60087		3	2			7	2	18	32
60096								1	1
60099	6	1	1			12		18	38
60139							1		1
60181	1								1
60302				1					1
60473								1	1
60639								1	1
60649		1							1
Total	27	56	14	7	26	60	28	102	320

HEMODIALYSIS PATIENTS OF NANI PHYSICIANS AS OF YEAR END 2014

Zip Code	Fresenius Medical Care						DaVita		Total
	Antioch	Gurnee	Lake Bluff	Mundelein	Round Lake	Waukegan Harbor	Lake County	Waukegan	
53140		1							1
53168	1								1
60002	11								11
60005						1			1
60020					2				2
60030		1		1	1		4		7
60031		9	1		2	2		3	17
60041					2				2
60046	1				1				2
60047							1		1
60048			1				4		5
60060				2			6		8
60061			1	2			4		7
60064	1	5	3			6		10	25
60069							1		1
60071	1								1
60073	2				12		1	1	16
60079						1			1
60083		1						2	3
60084				1	1				2
60085	2	34	4		1	30	4	47	122
60087		3	1			7		17	28
60096						1		2	3
60099	5	1	3			9		20	38
60139							1		1
60181	1								1
60302				1					1
60473								1	1
60612						1			1
60639								1	1
60640								1	1
60649		1							1
Total	25	56	14	7	22	58	26	105	313

HEMODIALYSIS PATIENTS OF NSN PHYSICIANS AT YEAR END 2013

Zip Code	Fresenius Medical Care					Total
	Antioch	McHenry	Gurnee	Round Lake	Waukegan Harbor	
53179	2					2
60002	12					12
60020	1			2		3
60030				2		2
60031			12	1	2	15
60041	1			1		2
60042		1				1
60046	3			1		4
60047		1				1
60050		5				5
60064		1	7		8	16
60071	1					1
60073	5		1	16		22
60081				1		1
60083	2		1			3
60084				2		2
60085	2		33	1	28	64
60087			2	2	5	9
60096					1	1
60098		2				2
60099	6		1		9	16
60102		1				1
60617					1	1
60619					1	1
60623				1		1
60625			1			1
60644	1					1
Total	**37**	**11**	**58**	**30**	**55**	**190**

HEMODIALYSIS PATIENTS OF NSN PHYSICIANS AT YEAR END 2012

Zip Code	Fresenius Medical Care					Total
	Antioch	McHenry	Gurnee	Round Lake	Waukegan Harbor	
53179	2					2
60002	10					10
60018		1				1
60020	1			2		3
60030	1			2		3
60031	1		7	3	2	13
60041				1		1
60046	3	1		1		5
60047		1				1
60048					1	1
60050		4				4
60060				1		1
60061				1		1
60064			10		5	15
60071	1					1
60073	3		1	14		18
60083	1		1			2
60084				2		2
60085	1		39	1	14	55
60087			1	1	3	5
60096					1	1
60098		2				2
60099	6		2		5	13
60619					1	1
60623			1			1
60640			1			1
60646			1			1
60707		1				1
Total	**30**	**10**	**64**	**29**	**32**	**165**

PRE-ESRD PATIENTS IDENTIFIED FOR FRESENIUS MEDICAL CARE ZION

Zip Code	Patients
60083	7
60087	20
60096	9
60099	33
Total	**69**

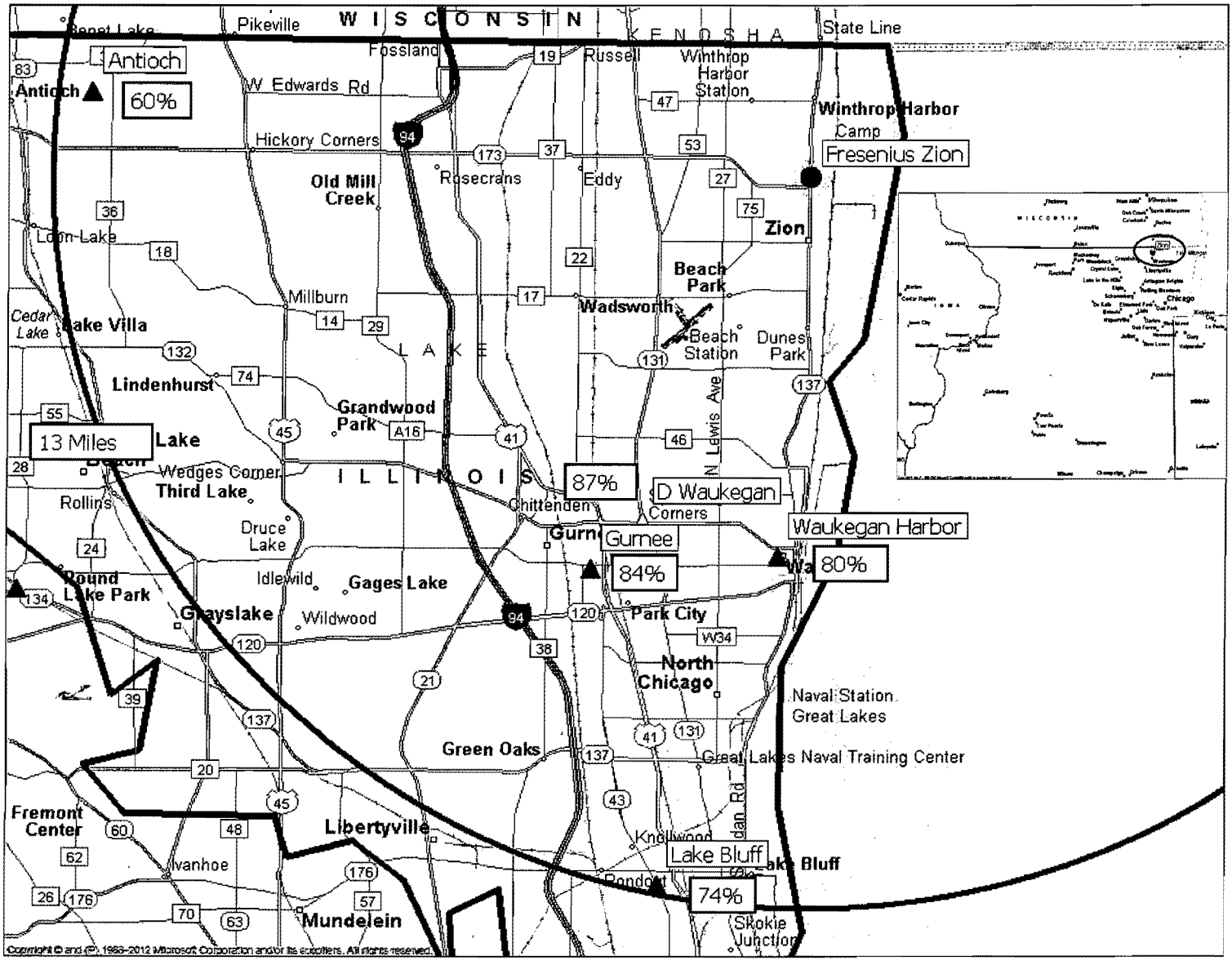
NEW HEMODIALYSIS REFERRALS OF THE SUPPORTING PHYSICIANS FOR THE PAST SIX MONTHS 01/01/2015 – 06/30/2015

	Fresenius Medical Care					DaVita		
Zip Code	Antioch	Gurnee	Lake Bluff	Round Lake	Waukegan Harbor	Lake County	Waukegan	Total
53142	1							1
60025					1			1
60030				2		2		4
60031	2							2
60044					1			1
60064		1			1	1	2	5
60069					1			1
60071	1							1
60073					1	3		4
60084				1				1
60085		3			4		10	17
60087			1		3	1	3	8
60099					2		2	4
60644							1	1
61265							1	1
Total	**4**	**4**	**1**	**3**	**14**	**7**	**19**	**52**

Service Accessibility – Service Restrictions

The proposed Fresenius Medical Care Zion dialysis facility will be located in HSA 8 in the far northeast corner of Lake County. Zion is a Federally Designated Medically Underserved Area/Population consisting of approximately 24,000 residents. Due to high utilization of area ESRD clinics and residents who are experiencing a higher propensity for kidney disease and severe economic barriers for appropriate healthcare, a dialysis clinic in Zion to directly serve these patients will eliminate their current barriers to dialysis services.

Facilities within 30 Minutes Travel of Fresenius Medical Care Zion



Facilities within 30 Minutes Travel of Fresenius Medical Care Zion

Facility	Address	City	ZIP Code	MapQuest Miles	MapQuest Time	Adjusted MapQuest X 1.15	June 2015 Stations	June 2015 Patients	June 2015 Utilization
Fresenius Waukegan Harbor	**110 N West Street**	**Waukegan**	**60085**	**7.5**	**13**	**14.95**	**21**	**101**	**80.16%**
DaVita Waukegan	**3300 Grand Avenue**	**Waukegan**	**60085**	**8.6**	**14**	**16.1**	**22**	**115**	**87.12%**
Fresenius Gurnee[1]	**40 Tower Court**	**Gurnee**	**60031**	**10.79**	**18**	**20.7**	**14**	**81**	**96.43%**
Fresenius Antioch	311 W Depot St	Antioch	60002	15.2	24	27.6	12	43	59.72%
Fresenius Lake Bluff	101 Waukegan Road	Lake Bluff	60044	16.28	25	28.75	16	71	73.96%
							85	411	**79.48% AVG**

1) Fresenius Gurnee was approved for relocation (#14-012) and addition of 2 stations, however those stations are not yet in operation.

Closest facilities serving Zion are bolded.

Access limitations exist in Zion relating to inadequate insurance coverage of the large minority population of Zion. These residents experience high poverty levels, a higher risk of disease associated with kidney failure and lack of access to primary health care. As such, Zion has been designated as a Medically Underserved Area/Population (MUA/P).

Total Population	**24,400**
African American	35%
Hispanic	22%

Unemployed	11%
Median Household Income	51,453
Public Cash Assistance	5.00%
Food Stamp/Snap Benefits	21.00%
Below Poverty Level	16%

No Health Insurance	13%
Public Health Coverage	35%

Zion is a community of approximately 24,000 residents with a 57% minority population according to the U.S. Census Bureau 2009-2013 5-year estimates. An 11% unemployment rate is contributing to 16% of the residents living below the poverty level with 21% receiving food stamp benefits. 13% have no insurance coverage with 35% covered by a public policy.

All of these disadvantages take a toll on the average citizen, however are compounded when a life-changing chronic disease requiring regular on-going treatment has to also be dealt with. Due to the rising minority make-up of Zion, the prevalence of End Stage Renal Disease (ESRD) is increasing at a rate higher than the State of Illinois as a whole.

The physicians group supporting this project, Nephrology Associates of Northern Illinois (NANI), have been treating patients in this area for over 35 years (formerly as North Suburban Nephrology) and are committed to serving the underserved residents of Zion as they currently do in Waukegan which is also an MUA/P. Currently they serve as Medical Directors of Fresenius Medical Care Antioch, Gurnee, Round Lake, Waukegan Harbor and DaVita Waukegan and Lake County facilities. With the high area utilization rates access for their large patient population and for all ESRD patients in northeast Lake County is running out. Fresenius Medical Care and NANI are being responsive to the needs of the patients here by proposing to bring dialysis services to another medically underserved area in this market providing access for Zion thereby reducing the strain on the area as a whole.

The patients in the MUA/P in Zion are already limited by their financial resources and further by the need for dialysis treatment. The majority of the patients that NANI serves from Zion seek treatment at the Fresenius Waukegan Harbor and DaVita Waukegan facility which means patients have to secure transportation for the 16-mile round trip three times weekly. Medicaid patients have few options in transportation however lower income patients who do carry their own insurance have to pay for transportation on their own. Many cannot afford to do so and have to rely on family or friends to transport them. The added burden of the cost of transportation to dialysis three times weekly is difficult for those who are living in poverty. A facility in Zion would allow patients easier access and also access to free Zion Township transportation services.

Access to dialysis services is also limited to Zion residents due to the high utilization of those clinics closest (20 minutes and under). These facilities, Fresenius Gurnee, Waukegan Harbor and DaVita Waukegan are at a combined utilization rate of 88%. At this rate access has been severely restricted and patients new to dialysis have little to no choice of what time of day they receive their treatment. Often times the only available treatment time/shift is the 3rd shift of the day from approximately 2-4 p.m. to about 6-8 p.m. This is generally the least preferred shift due to the lateness of the day and dark night time hours during the winter. Many transportation companies also stop operations after 4 p.m. causing added transportation hurdles. A Zion facility supported by the primary nephrologists in the Zion market would provide access to patients from Zion and provide additional and ongoing access for area facilities.

Unnecessary Duplication/Maldistribution

1(A-B-C) The establishment of Fresenius Medical Care Zion will not result in unnecessary duplication of services in the Zion market. There are no dialysis facilities in Zion and current facilities in this area are operating at high utilization rates restricting access to dialysis services. Zion is a Federally Designated Medically Underserved Area/Population (MUA/P) based on the low income of residents and lack of healthcare resources. A facility in Zion would overcome economic barriers relating to transportation for Zion area patients and would provide access to dialysis services that are currently restricted by high utilization in area clinics. The Zion facility would not duplicate services, but would provide necessary access in an area of healthcare and economic limitations.

There are only five facilities within 30 minutes "normal" travel time of Zion and they are currently operating at a combined utilization rate of 79% restricting access at those facilities and also limiting access to a treatment schedule times that can accommodate a patient's transportation options, work schedule or family time.

Establishing dialysis services in Zion will not only provide much needed access to the Zion MUA/P but will also allow Zion patients to stay in Zion and thereby alleviating high utilization at the Waukegan area facilities which will provide continued access in a separate MUA/P.

The only facility within the 30-minute travel radius that has reasonable available access is Fresenius Antioch. This facility is located in a rural area 15 miles away from Zion and is not within a reasonable distance for disadvantaged patients from Zion.

2)Maldistribution: The ratio of ESRD stations to population in the zip codes within a 30-minute radius of Fresenius Zion is 1 station per 4,953 residents according to the 2010 census. The State ratio is 1 station per 3,078 residents (based on US Census projections for 2015 of 12,978,800 Illinois residents and June 2015 Board station inventory of 4,217). There are fewer stations available per resident in the Zion market than the State, indicating a disadvantage when it comes to access.

There is also a higher prevalence of ESRD in the Zion market. One out of every 511 residents here receives dialysis services vs. Lake County's rate of one out of every 835 residents. Fewer stations per resident combined with higher rates of ESRD further demonstrate the need in the Zion market.

Although all facilities within thirty minutes travel time are not above the target utilization of 80%, Fresenius Medical Care Zion will not create a maldistribution of services in regard to there being excess capacity. The facilities closest to Zion are full. This combined with the lower ratio of stations to population than the State standard; higher prevalence of end stage renal disease and the medically underserved status of Zion indicate a need for access to dialysis in the Zion market.

Facilities within 30 Minutes Travel Time of Fresenius Zion

Facility	Address	City	ZIP Code	MapQuest Miles	MapQuest Time	Adjusted MapQuest X 1.15	June 2015 Stations	June 2015 Patients	June 2015 Utilization
Fresenius Waukegan Harbor	**110 N West Street**	**Waukegan**	**60085**	**7.5**	**13**	**14.95**	**21**	**101**	**80.16%**
DaVita Waukegan	**3300 Grand Avenue**	**Waukegan**	**60085**	**8.6**	**14**	**16.1**	**22**	**115**	**87.12%**
Fresenius Gurnee[1]	**40 Tower Court**	**Gurnee**	**60031**	**10.79**	**18**	**20.7**	**14**	**81**	**96.43%**
Fresenius Antioch	311 W Depot St	Antioch	60002	15.2	24	27.6	12	43	59.72%
Fresenius Lake Bluff	101 Waukegan Road	Lake Bluff	60044	16.28	25	28.75	16	71	73.96%
							85	411	**79.48% AVG**

1) Fresenius Gurnee was approved for relocation (#14-012) and addition of 2 stations, however those stations are not yet in operation.

Closest facilities serving Zion are bolded.

Zip Codes/Population within 30 Minutes Travel Time of Fresenius Zion

Zip Code	Population
60002	24,299
60030	36,056
60031	37,947
60044	9,792
60045	20,925
60046	35,111
60048	29,095
60064	15,407
60073	60,002
60083	9,838
60085	71,714
60087	26,978
60088	15,761
60096	6,897
60099	31,104
Total	**430,926**

3) Fresenius Medical Care Zion will not have an adverse effect on any other area ESRD provider, but will have a positive impact by providing access to dialysis services to a medically underserved area/population, alleviating high utilization at area facilities thereby maintaining dialysis access to residents of Waukegan, where the two operating facilities are full.

Criterion 1110.1430 (e)(5) Medical Staff

I am the Regional Vice President at Fresenius Medical Care who will oversee the Zion facility and in accordance with 77 Il. Admin Code 1110.1430, I certify the following:

> Fresenius Medical Care Zion will be an "open" unit with regards to medical staff. Any Board Licensed nephrologist may apply for privileges at the Zion facility, just as they currently are able to at all Fresenius Medical Care facilities.

Signature

Coleen Muldoon
Printed Name

Regional Vice President
Title

Subscribed and sworn to before me
this 9th day of July, 2015

Signature of Notary

Seal

OFFICIAL SEAL
CANDACE M TUROSKI
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:12/09/17

OFFICIAL SEAL
CANDACE M TUROSKI
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:12/09/17

Criterion 1110.1430 (e)(1) – Staffing

2) A. Medical Director

Dr. Degani is currently the Medical Director for Fresenius Medical Care Antioch and will also be the Medical Director for the proposed Fresenius Zion facility. Attached is her curriculum vitae.

B. All Other Personnel

Upon opening the facility will hire a Clinic Manager who is a Registered Nurse (RN) from within the company and will hire one Patient Care Technician (PCT). After we have more than one patient, we will hire another RN and another PCT.

Upon opening we will also employ:

- Part-time Registered Dietitian
- Part-time Licensed Master level Social Worker
- Part-time Equipment Technician
- Part-time Secretary

These positions will go to full time as the clinic census increases. As well, the patient care staff will increase to the following:

- One Clinic Manager – Registered Nurse
- Four Registered Nurses
- Ten Patient Care Technicians

3) All patient care staff and licensed/registered professionals will meet the State of Illinois requirements. Any additional staff hired must also meet these requirements along with completing a 9 week orientation training program through the Fresenius Medical Care staff education department.

Annually all clinical staff must complete OSHA training, Compliance training, CPR Certification, Skills Competency, CVC Competency, Water Quality training and pass the Competency Exam.

4) The above staffing model is required to maintain a 4 to 1 patient-staff ratio at all times on the treatment floor. A RN will be on duty at all times when the facility is in operation.

OMAIMA DEGANI

E-mail:

EMPLOYMENT

12/2006-present	Attending Physician, North Suburban Nephrology , Gurnee, *Illinois*

DIRECTORSHIP

12/2006-present	Medical Director, Fresenius Medical Care of Antioch

TRAINING:

09/2004-08/2006	Nephrology Fellow, University of Michigan, Ann Arbor, Michigan
07/2003-07/2004	Chief Medical Resident, Wayne State University, Detroit, Michigan
07/2000-07/2003	Internal Medicine Resident, Wayne State University, Detroit, Michigan

EDUCATION:

1995-1999	M. D., American University of the Caribbean
1995-1997	M. S., American University of the Caribbean
1991-1995	B. S., University of Toronto

LICENSURE/BOARD CERTIFICATION:

1999	ECFMG certification
2002	USMLE Step 1, 2 and 3 completed
2003	Internal Medicine Board Certification
2006	Nephrology Board Certification

AWARDS:

1991	Canada Scholar, Ontario Scholar, J. S. McLean Scholarship
1995	Dean's List
2001	Intern of the Year – VA Medical Center, Detroit Michigan
2001	Intern of the Year – Harper University Hospital
2002	Residents Program Travel Grant, American Society of Nephrology Annual Meeting, Philadelphia, Penn.

PROFESSIONAL ORGANIZATIONS:

2000 to present	American College of Physicians, American Medical Association
2004 to present	American Society of Nephrology, International Society of Nephrology

PUBLICATIONS:

O. Degani, J. Garcia, J. Ortega. Fulminant Hepatic Failure induced by Sickle Cell Vaso-Occlusive crisis. Journal of General Internal Medicine, 2002;17(1):37.

PRESENTATIONS:

O. Degani. Acute Renal Failure. Advocate Condell Medical System Nephrology Symposium, November 2009.

O. Degani, M. Z. Shrayyef, K. Dooley, M. E. Ulliam, C. A. Gadegbeku. Differential Vascular Compliance Responses to Hemodialysis Assessed by Pulse Wave Analysis. Poster Presentation, American Society of Nephrology, November 2005.

O. Degani. Clinical Pathology Conference, Medicine Grand Rounds. Wayne State University. November 2003.

O. Degani, T. Little, P. Brown. Unprovoked arterial thrombosis secondary to lupus anticoagulant in a patient with *Human Immunodeficiency Virus* and *Pneumocystis carinii* pneumonia. Poster Presentation, American College of Physicians, Michigan Chapter, September 2003.

O. Degani, J. Vazquez. Renal cell carcinoma presenting as veno-occlusive disease and recurrent pulmonary emboli. Poster presentation, American College of Physicians, Michigan Chapter, September 2002.

O. Degani, T. Piskorowski. Syndrome of inappropriate secretion of antidiuretic hormone (SIADH) causing severe hyponatremia in a schizophrenic patient. Poster presentation, American College of Physicians, Michigan Chapter, September 2002.

O. Degani, J. Garcia, J. Ortega. Sickle cell induced hepatic sequestration: An uncommon presentation of fulminant hepatic failure. Poster presentation, American College of Physicians, Michigan Chapter, May 2002.

O. Degani, S. Billakanty, A. Addepalli. Evidenced Based Journal Club, Evaluating a Journal Article: Prevention of Radiographic-contrast-agent-induced reductions in renal function by Acetylcysteine. Journal Club, Wayne State University, November 2001.

O. Degani, B.M. Willey, L.MacMillan, The Antimicrobial Resistance Study, A.J. McGeer. Characterization of Canadian Enterococcus spp. Isolated from sterile sites. Abstract, General Meeting of the American Society of Microbiology, July 1995.

B.M. Willey, **O. Degani**, L.MacMillan, The Antimicrobial Resistance Study, A.J. McGeer. Comparative in vitro activities of new agents against Canadian Enterococcal isolates. Abstract, General Meeting of the American Society of Microbiology, July 1995

L. MacMillan, B. M. Willey, **O. Degani**, A. Matlow, D. E. Low, A. L. McGeer. Characterization and Susceptibilities of Toronto Blood Culture Isolates of Viridans Streptococcus. Abstract, American Society of Microbiology ICAAC, August 1995.

CLINICAL/RESEARCH INTERESTS:

- cardiovascular risk assessment and outcomes in ESRD patients
- renal dietary restrictions and patient adherence
- improvement in practice patterns and outcomes in ESRD and CKD patients
- Hypertension management
- Nephrolithiasis

BUSINESS ADDRESS

North Suburban Nephrology
1445 Hunt Club Road, Suite 201
Gurnee, IL 60031
Phone: 847-855-9152
Fax: 847-855-5215

Illinois Medical License 036.117127

Criterion 1110.1430 (f) – Support Services

I am the Regional Vice President at Fresenius Medical Care who will oversee the Fresenius Medical Care Zion facility. In accordance with 77 Il. Admin Code 1110.1430, I certify to the following:

- Fresenius Medical Care utilizes a patient data tracking system in all of its facilities.
- These support services are will be available at Fresenius Medical Care Zion during all six shifts:
  - Nutritional Counseling
  - Psychiatric/Social Services
  - Home/self training
  - Clinical Laboratory Services – provided by Spectra Laboratories
- The following services will be provided via referral to Vista Medical Center:
  - Blood Bank Services
  - Rehabilitation Services
  - Psychiatric Services

Signature

Coleen Muldoon/Regional Vice President
Name/Title

Subscribed and sworn to before me
this 9th day of July, 2015

Signature of Notary

Seal

CA[illegible]
NOTARY PU[illegible]
MY COMMISS[illegible]

OFFICIAL SEAL
CANDACE M TUROSKI
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:12/09/17

Criterion 1110.1430 (g) – Minimum Number of Stations

Fresenius Medical Care Zion is located in the Chicago-Naperville-Joliet-Gary, IL-IN-WI Metropolitan Statistical Area (MSA). A minimum of eight dialysis stations is required to establish an in-center hemodialysis center in an MSA. Fresenius Medical Care Zion will have 12 dialysis stations thereby meeting this requirement.

AFFILIATION AGREEMENT

This AGREEMENT made as of this 28th day of July, 2015 ("Effective Date"), between Vista Medical Center East (hereinafter referred to as "Hospital") and Fresenius Medical Care Zion, LLC d/b/a Fresenius Medical Care Zion (hereinafter referred to as "Company").

WHEREAS, Company desires to assure the availability of the Hospital's facilities for its patients who are in need of inpatient treatment at a hospital, in compliance with 42 C.F.R. 405.2160, and the Hospital is equipped and qualified to provide hospital care on an inpatient basis for such patients; and

WHEREAS, the Hospital desires to assure the availability of hemodialysis treatment for its patients who are in need of outpatient treatment, and Company is experienced and qualified to administer dialysis treatments and clinically manage patients with chronic renal failure on an outpatient basis;

1. The hospital agrees to make the facilities and personnel of its routine emergency service available for the treatment of acute life-threatening emergencies, which may occur to any of Company's patients. If, in the opinion of a member of Company's medical staff, any patient requires emergency hospitalization, the hospital agrees that it will provide a bed for such a patient (or in the event a bed is not available at the Hospital, to arrange for the transfer of the patient to an affiliated hospital) and furnish all necessary medical services at its facility for such patient at the patient's expense. In the event of an emergency at Company, the responsible physician shall notify the patient's physician of record, as indicated in Company's files, and shall promptly notify the Emergency Room physician of the particular emergency. Company shall be responsible for arranging to have the patient transported to the Hospital and shall send appropriate interim medical records. There will be an interchange, within one working day, of the patient LongTerm Program and Patient Care Plan, and of medical and other information necessary or useful in the care and treatment of patients referred to the Hospital from Company, or in determining whether such patients can be adequately cared for otherwise than in either of the facilities. Admission to Hospital, and the continued treatment by Hospital, shall be provided regardless of the patient's race, color, creed, sex, age, disability, or national origin.

2. In the event the patient must be transferred directly from Company to the Hospital, Company shall provide for the security of, and be accountable for, the patient's personal effects during the transfer.

3. Company shall keep medical records of all treatments rendered to patients by Company. These medical records shall conform to applicable standards of professional practice. If requested by the Hospital, Company shall provide complete copies of all medical records of a patient treated by Company who is, at the time of the request, an inpatient at the Hospital.

4. The Hospital shall accept any patient of Company referred to the Hospital for elective reasons, subject to the availability of appropriate facilities, after the Company attending physician has arranged for inpatient hospital physician coverage,

5. In addition to the services described above, the Hospital shall make the following services available to patients referred by Company either at the Hospital or at an affiliated hospital:

   a. Availability of a surgeon capable of vascular access insertion and long-term maintenance;

   b. Inpatient care for any patient who develops complications or renal disease-related conditions that require hospital admission;

   c. Kidney transplantation services, where appropriate, including tissue typing and cross-matching, surgical transplant capability, availability of surgeons qualified in the management of pre- and post-transplant patients; and

   d. Blood Bank services to be performed by the Hospital.

6. Company shall have no responsibility for any inpatient care rendered by the hospital. Once a patient has been referred by Company to the Hospital, Hospital agrees to indemnify Company against, and hold it harmless from any claims, expenses, or liability based upon or arising from anything done or omitted, or allegedly done or omitted, by the Hospital, its agents, or employees, in relation to the treatment or medical care rendered at the Hospital.

7. Company agrees to develop, maintain and operate, in all aspects, an outpatient hemodialysis facility, providing all physical facilities, equipment and personnel necessary to treat patients suffering from chronic renal diseases. Company shall conform to standards not less than those required by the applicable laws and regulations of any local, state or federal regulatory body, as the same may be amended from time to time. In the absence of applicable laws and regulations, Company shall conform to applicable standards of professional practice. Company shall treat such commitment as its primary responsibility and shall devote such time and effort as may be necessary to attain these objectives. Admission to Company, and the continued treatment by Company, shall be provided regardless of the patient's race, color, creed, sex, age, disability, or national origin. The cost of such facilities, equipment and personnel shall be borne by Company.

8. The cost of such facilities, equipment and personnel shall be borne by Company. The location of such facilities shall be selected by Company, but shall be sufficiently close to the proximity to the Hospital to facilitate the transfer of patients, and communication between the faculties.

9. Company shall engage a medical director of Company's outpatient hemodialysis facility who shall have the qualifications specified in 42 C.F.R. 405.2102. This individual must be a physician properly licensed in the profession by the state in which such facility is located.
   In accordance with 42 C.F. R. 405.2162, Company shall employ such duly qualified and licensed nurses, technicians, and other personnel as shall be necessary to administer treatment at its facility, in accordance with applicable local, state, and federal laws and regulations.

10. The Hospital, acting through its appropriate medical staff members, shall, from time to time, evaluate its patients with chronic renal failure in accordance with its standard operating procedures. With the approval of the patient, the patient's physician shall consult with the Company Medical Director. If outpatient treatment is considered appropriate by the patient's physician and the Company Medical Director, said patient may be referred to Company for outpatient treatment at a facility operated by Company which is most convenient for the patient (or, in the event space is not available, to an affiliated unit). There will be an interchange, within one working day, of the Patient Long-Term Program and Patient Care Plan, and of medical and other information necessary or useful in the care and treatment of patients referred to Company from the Hospital, or in determining whether such patients can be adequately cared for otherwise than in either of the facilities.

11. With respect to all work, duties, and obligations hereunder, it is mutually understood and agreed that the parties shall own and operate their individual facilities wholly independent of each other. All patients treated at the facilities of Hospital or Company shall be patients of that facility. Each party shall have the sole responsibility for the treatment and medical care administered to patients in their respective facilities.

12. Company and Hospital shall each maintain in full force and effect throughout the term of this Agreement, at its own expense, a policy of comprehensive general liability insurance and professional liability insurance covering it and Company's Staff and Hospital staff and physicians, respectively, each having a combined single limit of not less than $1,000,000 per occurrence, $3,000,000 annual aggregate for bodily injury and property damage to insure against any loss, damage or claim arising out of the performance of each party's respective obligations under this Agreement. Each will provide the other with certificates evidencing said insurance, if and as requested. Company and Hospital further agree to maintain, for a period of not less than three (3) years following the termination of this Agreement, any insurance required hereunder if underwritten on a claims-made basis. Either party may provide for the insurance coverage set forth in this Section through self-insurance.

13. Each party agrees to indemnify and hold harmless the other, their officers, directors, shareholders, agents and employees against all liability, claims, damages, suits, demands, expenses and costs (including but not limited to, court costs and reasonable attorneys' fees) of every kind arising out of or in consequence of the party's breach of this

Agreement, and of the negligent errors and omissions or willful misconduct of the indemnifying party, its agents, servants, employees and independent contractors (excluding the other party) in the performance of or conduct related to this Agreement.

14. The Parties expressly agree to comply with all applicable patient information privacy and security regulations set for in the Health Insurance Portability and Accountability Act ("HIPAA") final regulations for Privacy of Individually Identifiable Health Information by the federal due date for compliance, as amended from time to time.

15. Whenever under the terms of this Agreement, written notice is required or permitted to be given by one party to the other, such notice shall be deemed to have been sufficiently given if delivered in hand or by registered or certified mail, return receipt requested, postage prepaid, to such party at the following address:

To the Hospital:

Vista Medical Center East
1324 N. Sheridan Road
Waukegan, IL 60085
Attn: Barbara Martin, President & CEO

To Company:
Fresenius Medical Care
3500 Lacey Road
Suite 900
Downers Grove, IL 60515
Attn: Lori Wright

With a copy to:

Fresenius Medical Care North America
920 Winter Street
Waltham, MA 02451-1457
Attn: Corporate Legal Department

16. If any provisions of this agreement shall, at any time, conflict with any applicable state or federal law, or shall conflict with any regulation or regulatory agency having jurisdiction with respect thereto, this Agreement shall be modified in writing by the parties hereto to conform to such regulation, law, guideline, or standard established by such regulatory agency.

17. This Agreement contains the entire understanding of the parties with respect to the subject matter hereof and supersedes all negotiations, prior discussions, agreements or understandings, whether written or oral, with respect to the subject matter hereof, as of the Effective Date. This Agreement shall bind and benefit the parties, their respective successors and assigns.

18. This Agreement shall be governed by and construed and enforced in accordance with the laws of the State where Company is located, without respect to its conflicts of law rules.

19. The term of this Agreement is for one (1) year, beginning on the Effective Date, and will automatically renew for successive one year periods unless either party gives the other notice prior to an expiration date. Either party may terminate this Agreement, at any time, with or without cause, upon thirty (30) days written notice to the non-terminating party.

20. The parties agree to cooperate with each other in the fulfillment of their respective obligations under the terms of this Agreement and to comply with the requirements of the law and with all applicable ordinances, statutes, regulations, directives, orders, or other lawful enactments or pronouncements of any federal, state, municipal, local or other lawful authority.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed and delivered by their respective officers thereunto duly authorized as of the date above written.

Hospital:

By: _____

Name: Barbara J. Martin

Title: President & CEO

Company:

By: _____

Name: Coleen Muldoon

Title: Regional Vice President

Criterion 1110.1430 (j) – Assurances

I am the Regional Vice President at Fresenius Medical Care who will oversee the Zion facility. In accordance with 77 Il. Admin Code 1110.1430, and with regards to Fresenius Medical Care Zion, I certify the following:

1. As supported in this application through expected referrals to Fresenius Medical Care Zion in the first two years of operation, the facility is expected to achieve and maintain the utilization standard, specified in 77 Ill. Adm. Code 1100, of 80% and;

2. Fresenius Medical Care Illinois hemodialysis patients have achieved adequacy outcomes of:

    - 94% of patients had a URR $\geq$ 65%
    - 96% of patients had a Kt/V $\geq$ 1.2

   and same is expected for Fresenius Medical Care Zion.

Signature

Coleen Muldoon/Regional Vice Presider
Name/Title

Subscribed and sworn to before me
this 9th day of July, 2015

Signature of Notary

Seal

OFFICIAL SEAL
CANDACE M TUROSKI
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:12/09/17

Health Property Services,
920 Winter Street,
Waltham MA 01867

Cushman & Wakefield of
Illinois, Inc.
200 S. Wacker Drive
Suite 2800
Chicago, IL 60606
(312) 470-1800 Tel
(312) 470-3800 Fax
www.cushwake.com

RE: Letter of Intent for Zion

Cushman & Wakefield has been exclusively authorized by FMS, a wholly owned subsidiary of FMS Holdings, Inc. d/b/a FMS North America ("FMCNA") to present the following letter of intent to lease space from your company.

FMCNA is the world's leading provider of dialysis products and services. The company manages in excess of 3,500 kidney dialysis clinics and 50 billing centers and regional offices throughout North America.

LANDLORD:	**Heath Property Services**
TENANT:	FMS of Zion, LLC (FMS)
LOCATION:	1920-1926 Sheridan road, Zion, IL
INITIAL SPACE REQUIREMENTS:	Usable SF – 7145 Rentable SF - 7860 FMS may have the need and therefore must have the option to increase or decrease the area by up to ten percent (10%) until approval of final construction drawings.
PRIMARY TERM:	An initial lease term of ten (10) years. The Lease and rent would commence on the date that the facility starts treating patients. For purposes of establishing an actual occupancy date, both parties will execute an amendment after occupancy has occurred, setting forth dates for purposes of calculations, notices, or other events in the Lease that may be tied to a commencement date.
DELIVERY OF PREMISES:	Landlord shall deliver the Premises to FMS for completion of the Tenant Improvements upon substantial completion of the shell. Please see the attached Shell Condition Exhibit
OPTIONS TO RENEW:	Three (3), five (5) year options to renew the Lease. Option rental rates shall be based upon the attached schedule FMS shall provide six months (6) sixty (60) days' prior written notification of its desire to exercise the option.
RENTAL RATE:	$24.00 psf for the initial lease term.
ESCALATION:	The 10% escalation every five (5) years.

TENANT ALLOWANCE:	Please include your proposed tenant improvement allowance. Landlord shall deliver the premises in cold dark shell condition.
CONCESSIONS:	A rent free period of 5 months upon commencement.
USE:	FMS shall use and occupy the Premises for the purpose of an outpatient dialysis facility and related office uses and for no other purposes except those authorized in writing by Landlord, which shall not be unreasonably withheld, conditioned or delayed. FMS may operate on the Premises, at FMS's option, on a seven (7) days a week, twenty-four (24) hours a day basis, subject to zoning and other regulatory requirements.
CONTRACTOR FOR TENANT IMPROVEMENTS:	FMS will hire a contractor and/or subcontractors of their choosing to complete their tenant improvements utilizing the tenant allowance. FMS shall be responsible for the implementation and management of the tenant improvement construction and will not be responsible to pay for Landlord's project manager, if any. Tenant will need 4 months to complete its interior improvements.
HVAC:	Please see construction exhibit. FMC will need about 20 tons of HVAC. See Attached
DELIVERIES:	FMS requires delivery access to the Premises 24 hours per day, 7 days per week.
EMERGENCY GENERATOR:	FMS shall have the right, at its cost, to install an emergency generator to service the Premises in a location to be mutually agreed upon between the parties.
SPACE PLANNING/ ARCHITECTURAL AND MECHANICAL DRAWINGS:	FMS will provide all space planning and architectural and mechanical drawings required to build out the tenant improvements, including construction drawings stamped by a licensed architect and submitted for approvals and permits. All building permits shall be the Tenant's responsibility.
PRELIMINARY IMPROVEMENT PLAN:	At this time, please provide AutoCAD files that include one-eight inch scale architectural drawings of the proposed demised premises and detailed building specifications. Not available at this point in time. We have just vacant ground. We will provide AutoCAD when available..
PARKING:	Landlord will provide a parking ratio of 5 per 1,000 RSF with as many of those spaces as possible to be directly in front of the building for patient use. FMS shall require that 10% of the parking (**specify number**45) be designated handicapped spaces plus one ambulance space (cost to designate parking spaces to be at Landlord's sole cost and expense). FMC will need at least 45 parking stalls.

BUILDING CODES: FMS requires that the site, shell and all interior structures constructed or provided by the Landlord to meet all local, State, and Federal building code requirements, including all provisions of ADA.

CORPORATE IDENTIFICATION: Tenant shall have signage rights in accordance with local code.

COMMON AREA EXPENSES AND REAL ESTATE TAXES: Tenant shall be responsible for all Real Estate Taxes and Operating Expenses, Insurance on its propionate share of the leased premises associated with the building.

ASSIGNMENT/ SUBLETTING: FMS requires the right to assign or sublet all or a portion of the demised premises to any subsidiary or affiliate without Landlord's consent. Any other assignment or subletting will be subject to Landlord's prior consent, which shall not be unreasonably withheld or delayed.

MAINTENANCE: Landlord shall, without expense to Tenant, maintain and make all necessary repairs to the exterior portions and structural portions of the Building to keep the building weather and water tight and structurally sound including, without limitation: foundations, structure, load bearing walls, exterior walls, doors and windows, the roof and roof supports, columns, retaining walls, gutters, downspouts, flashings, footings as well as any elevators, water mains, gas and sewer lines, sidewalks, private roadways, landscape, parking areas, common areas, and loading docks, if any, on or appurtenant to the Building or the Premises.

With respect to the parking and other exterior areas of the Building and subject to reasonable reimbursement by Tenant, Landlord shall perform the following, pursuant to good and accepted business practices throughout the term: repainting the exterior surfaces of the building when necessary, repairing, resurfacing, repaving, re-striping, and resealing, of the parking areas; repair of all curbing, sidewalks and directional markers; removal of snow and ice; landscaping; and provision of adequate lighting during all hours of darkness that Tenant shall be open for business.

Tenant shall maintain and keep the interior of the Premises in good repair, free of refuse and rubbish and shall return the same at the expiration or termination of the Lease in as good condition as received by Tenant, ordinary wear and tear, and damage or destruction by fire, flood, storm, civil commotion or other unavoidable causes excepted. Tenant shall be responsible for maintenance and repair of Tenant's equipment in the Premises.

UTILITIES: Tenant shall pay all charges for water, electricity, gas, telephone and other utility services furnished to the Premises. Tenant shall receive all savings, credits, allowances, rebates or other incentives granted or awarded by any third party as a result of any of Tenant's utility specifications in the Premises. Landlord agrees to bring water, electricity, gas and sanitary sewer to the Premises in sizes and to the location specified by Tenant and pay for the cost of meters to meter their use. Landlord shall pay for all impact fees and tapping fees associated with such utilities. Landlord needs to understand what these fees if any will be

before agreeing to pay. Landlord does not expect any significant impact fees.

SURRENDER: At any time prior to the expiration or earlier termination of the Lease, Tenant may remove any or all the alterations, additions or installations, installed by or on behalf of Tenant, in such a manner as will not substantially injure the Premises. Tenant agrees to restore the portion of the Premises affected by Tenant's removal of such alterations, additions or installations to the same condition as existed prior to the making of such alterations, additions, or installations. Upon the expiration or earlier termination of the Lease, Tenant shall turn over the Premises to Landlord in good condition, ordinary wear and tear, damage or destruction by fire, flood, storm, civil commotion, or other unavoidable cause excepted. All alterations, additions, or installations not so removed by Tenant shall become the property of Landlord without liability on Landlord's part to pay for the same. Tenant shall pay any unamortized cost of the Real estate Commission and the TI Allowance if the lease is terminated early.

ZONING AND RESTRICTIVE COVENANTS: Landlord confirms that the current property zoning is acceptable for the proposed use as an outpatient kidney dialysis clinic. There are no restrictive covenants imposed by the development, owner, and/or municipality that would in any way limit or restrict the operation of FMS's dialysis clinic

FLOOD PLAIN: Landlord confirms that the property and premises is not in a Flood Plain.

CAPITALIZATION TEST: Landlord will complete the attached Accounting Classification Form to ensure FMS is not entering into a capitalized lease arrangement. The Landlord has not seen this concept before and will need to review the form.

FINANCING: Landlord will provide a non-disturbance agreement.

EXCLUSIVITY Landlord will not, during the term of the Lease and any option terms, lease space in a two (2.5) mile radius to any other provider of hemodialysis services. For this county Five (5) miles would be too large a trade area.

ENVIRONMENTAL: Landlord confirms that there is no asbestos present in the building and that there are no contaminants or environmental hazards in or on the property. A Phase One Environmental Study has been conducted and has been made available for DIALYSIS CENTERS OF AMERICA-ILLINOIS, INC.'s review. Landlord also confirms that no other tenants or their activities present issues as to the generation of hazardous materials. A Phase I will be done and provided when a lease is entered into, which can be a condition of the Lease.

DRAFT LEASE: FMS requires the use of its Standard Form Lease, which is attached. (Please Send)

LEASE EXECUTION: Both parties agree that they will make best efforts to reach a fully executed lease document within thirty days of the execution of this letter of intent.

LEASE SECURITY: Fresenius Medical Holdings Corp shall fully guarantee the lease. Financials will be provided to the Landlord.

CONFIDENTIAL: The material contained herein is confidential. It is intended for use of Landlord and Tenant solely in determining whether they desire to enter into a Lease, and it is not to be copied or discussed with any other person.

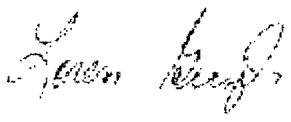
EXCLUSIVE NEGOTIATING PERIOD: The parties agree that they will negotiate on an exclusive basis for a period of thirty (30) days from the execution of this document.

NON-BINDING NATURE: This proposal is intended solely as a preliminary expression of general intentions and is to be used for discussion purposes only. The parties intend that neither shall have any contractual obligations to the other with respect to the matters referred herein unless and until a definitive Lease agreement has been fully executed and delivered by the parties. The parties agree that this proposal is not intended to create any agreement or obligation by either party to negotiate a definitive Lease agreement and imposes no duty whatsoever on either party to continue negotiations, including without limitation any obligation to negotiate in good faith or in any way other than at arm's length. Prior to delivery of a definitive, fully executed agreement, and without any liability to the other party, either party may (i) propose different terms from those summarized herein, (ii) enter into negotiations with other parties and/or (iii) unilaterally terminate all negotiations with the other party hereto.

If you are in agreement with these terms, please execute the document below and return a copy for our records.

You may email the proposal to loren.guzik@cushwake.com. Thank you for your time and cooperation in this matter, should you have any questions please call me at 312.470.1897.

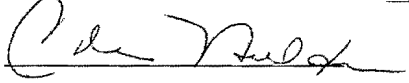
Sincerely,



Loren Guzik
Senior Director
Office Group
Phone: 312-470-1897
Fax: 312-470-3800
e-mail: loren_guzik@cushwake.com

CC: Mr. Bill Popken

AGREED AND ACCEPTED this ____ day of _____, 2015

By: 

Title:_____

AGREED AND ACCEPTED this ____ day of _____, 2015

By: _____

Title:_____

Criterion 1120.310 Financial Viability

Financial Viability Waiver

This project is being funded entirely through cash and securities thereby meeting the criteria for the financial waiver.

2014 Financial Statements for Fresenius Medical Care Holdings, Inc. were submitted previously to the Board with #15-022, Fresenius Medical Care Blue Island and are the same financials that pertain to this application. In order to reduce bulk these financials can be referred to if necessary.

Likewise, 2013 Financial Statements were submitted with #14-029 and 2013 Financial Statements were submitted with #13-040.

Criterion 1120.310 (c) Reasonableness of Project and Related Costs

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

COST AND GROSS SQUARE FEET BY DEPARTMENT OR SERVICE									
Department (list below)	A	B	C	D	E	F	G	H	Total Cost (G + H)
	Cost/Square Foot New	Cost/Square Foot Mod.	Gross Sq. Ft. New	Gross Sq. Ft. Circ.*	Gross Sq. Ft. Mod.	Gross Sq. Ft. Circ.*	Const. $ (A x C)	Mod. $ (B x E)	
ESRD		167.00			6,445			1,076,315	1,076,315
Contingency		16.00			6,445			103,120	103,120
Total Clinical		**183.00**			**6,445**			**1,179,435**	**1,179,435**
Non Clinical		167.00			1,415			236,305	236,305
Contingency		16.00			1,415			22,640	22,640
Total Non		**183.00**			**1,415**			**258,945**	**258,945**
TOTALS		**$183.00**			**7,860**			**$1,438,380**	**$1,438,380**
* Include the percentage (%) of space for circulation									

Criterion 1120.310 (d) – Projected Operating Costs

Year 2018

Estimated Personnel Expense:	$729,907
Estimated Medical Supplies:	$160,165
Estimated Other Supplies (Exc. Dep/Amort):	$663,552
	$1,553,624
Estimated Annual Treatments:	8,294
Cost Per Treatment:	$187.31

Criterion 1120.310 (e) – Total Effect of the Project on Capital Costs

Year 2018

Depreciation/Amortization:	$185,000
Interest	$0
Capital Costs:	$185,000
Treatments:	8,294
Capital Cost per Treatment	$22.30

Criterion 1120.310(a) Reasonableness of Financing Arrangements

Fresenius Medical Care Zion, LLC

The applicant is paying for the project with cash on hand, and not borrowing any funds for the project. However, per the Board's rules the entering of a lease is treated as borrowing. As such, we are attesting that the entering into of a lease (borrowing) is less costly than the liquidation of existing investments which would be required for the applicant to buy the property and build a structure itself to house a dialysis clinic. Further, should the applicant be required to pay off the lease in full, its existing investments and capital retained could be converted to cash or used to retire the outstanding lease obligations within a sixty (60) day period.

By: _____

Title: Bryan Mello
Assistant Treasurer

Notarization:
Subscribed and sworn to before me
this 15 day of July, 2015

C Wynelle Scenna
Signature of Notary

Seal

C. WYNELLE SCENNA
Notary Public
Massachusetts
Commission Expires Jun 25, 2021

Criterion 1120.310(a) Reasonableness of Financing Arrangements

Fresenius Medical Care Holdings, Inc.

The applicant is paying for the project with cash on hand, and not borrowing any funds for the project. However, per the Board's rules the entering of a lease is treated as borrowing. As such, we are attesting that the entering into of a lease (borrowing) is less costly than the liquidation of existing investments which would be required for the applicant to buy the property and build a structure itself to house a dialysis clinic. Further, should the applicant be required to pay off the lease in full, its existing investments and capital retained could be converted to cash or used to retire the outstanding lease obligations within a sixty (60) day period.

By: _____

Title: SVP

Notarization:
Subscribed and sworn to before me
this 15 day of July, 2015

_____
Signature of Notary

Seal

JENNIFER E. ROSA
Notary Public
Commonwealth of Massachusetts
My Commission Expires
January 21, 2016

By: _____

Title: Bryan Mello
Assistant Treasurer

Notarization:
Subscribed and sworn to before me
this 15 day of July, 2015

C Wynelle Scenna
Signature of Notary

Seal

C. WYNELLE SCENNA
Notary Public
Massachusetts
Commission Expires Jun 25, 2021

Criterion 1120.310(b) Conditions of Debt Financing

Fresenius Medical Care Zion, LLC

In accordance with 77 ILL. ADM Code 1120, Subpart D, Section 1120.310, of the Illinois Health Facilities & Services Review Board Application for Certificate of Need; I do hereby attest to the fact that:

There is no debt financing. The project will be funded with cash and leasing arrangements; and

The expenses incurred with leasing the proposed facility and cost of leasing the equipment is less costly than constructing a new facility or purchasing new equipment.

By: _____
Bryan Mello
ITS: Assistant Treasurer

Notarization:
Subscribed and sworn to before me
this 15 day of July, 2015

C Wynelle Scenna
Signature of Notary

Seal

C. WYNELLE SCENNA
Notary Public
Massachusetts
Commission Expires Jun 25, 2021

Criterion 1120.310(b) Conditions of Debt Financing

Fresenius Medical Care Holdings, Inc.

In accordance with 77 ILL. ADM Code 1120, Subpart D, Section 1120.310, of the Illinois Health Facilities & Services Review Board Application for Certificate of Need; I do hereby attest to the fact that:

There is no debt financing. The project will be funded with cash and leasing arrangements; and

The expenses incurred with leasing the proposed facility and cost of leasing the equipment is less costly than constructing a new facility or purchasing new equipment.

By: _____

ITS: SVP

Notarization:
Subscribed and sworn to before me
this 15 day of July, 2015

_____
Signature of Notary

Seal

JENNIFER E. ROSA
Notary Public
Commonwealth of Massachusetts
My Commission Expires
January 21, 2016

By: _____

ITS: Bryan Mello
Assistant Treasurer

Notarization:
Subscribed and sworn to before me
this 15 day of July, 2015

C Wynelle Scenna
Signature of Notary

C. WYNELLE SCENNA
Notary Public
Massachusetts
Commission Expires Jun 25, 2021

Safety Net Impact Statement

The establishment of the Fresenius Medical Care Zion dialysis facility will not have any impact on safety net services in the Zion area of Lake County although it will provide dialysis services to a Federally Designated Medically Underserved area of Lake County. Outpatient dialysis services are not typically considered "safety net" services, to the best of our knowledge. However, we do provide care for patients in the community who are economically challenged and/or who are undocumented aliens, who do not qualify for Medicare/Medicaid pursuant to an Indigent Waiver policy. We assist patients who do not have insurance in enrolling when possible in Medicaid and/or Medicaid as applicable, and also our social services department assists patients who have issues regarding transportation and/or who are wheel chair bound or have other disabilities which require assistance with respect to dialysis services and transport to and from the unit.

This particular application will not have an impact on any other safety net provider in the area, as no hospital within the area provides dialysis services on an outpatient basis.

Fresenius Medical Care is a for-profit publicly traded company and is not required to provide charity care, nor does it do so according to the Board's definition. However, Fresenius Medical Care provides care to patients who do not qualify for any type of coverage for dialysis services. These patients are considered "self-pay" patients. They are billed for services rendered, and after three statement reminders the charges are written off as bad debt. Collection actions are not initiated unless the applicants are aware that the patient has substantial financial resources available and/or the patient has received reimbursement from an insurer for services we have rendered, and has not submitted the payment for same to the applicants. Fresenius notes that as a for profit entity, it does pay sales, real estate and income taxes. It also does provide community benefit by supporting various medical education activities and associations, such as the Renal Network and National Kidney Foundation.

The table on the following page shows the amount of "self-pay" care and Medicaid services provided for the 3 fiscal years prior to submission of the application for all Fresenius Medical Care facilities in Illinois.

CHARITY CARE			
Net Revenue	$387,393,758	$398,570,288	$411,981,839
	2012	**2013**	**2014**
Charity *			
(# of self-pay patients)	203	499[1]	251[2]
Charity (cost In dollars)	$1,536,372	$5,346,976	$5,211,664
Ratio Charity Care Cost to Net Patient Revenue	0.40%	1.34%	1.27%
MEDICAID			
	2012	**2013**	**2014**
Medicaid (# of patients)[3]	1,705	1,660	750
Medicaid (revenue)	36,254,633	31,373,534	22,027,882
Ratio Medicaid to Net Patient Revenue	9.36%	7.87%	5.35%

Note:

1) A new billing procedure was put into place in late 2012 to reduce the amount of voids and rebilling. Previously patients with Medicaid pending were considered only under Medicaid and after the procedure change, Medicaid pending patients are considered under self-pay. This has resulted in the increase in "charity" (self-pay) patients and costs.

2) Charity (self-pay) patient numbers decreased however treatments were higher per patient resulting in similar costs as 2013.

3) Medicaid number of patients is decreasing due to an effort to assist patients in signing up for health insurance in the Healthcare Marketplace.

Charity Care Information

The applicant(s) do not provide charity care at any of their facilities per the Board's definition of charity care because self-pay patients are billed and their accounts are written off as bad debt. Fresenius takes Medicaid patients without limitations or exception. The applicant(s) are for profit corporations and do not receive the benefits of not for profit entities, such as sales tax and/or real estate exemptions, or charitable donations. The applicants are not required, by any State or Federal law, including the Illinois Healthcare Facilities Planning Act, to provide charity care. The applicant(s) are prohibited by Federal law from advising patients that they will not be invoiced for care, as this type of representation could be an inducement for patients to seek care prior to qualifying for Medicaid, Medicare or other available benefits. Self-pay patients are invoiced and then the accounts written off as bad debt.

Uncompensated care occurs when a patient is not eligible for any type of insurance coverage (whether private or governmental) and receives treatment at our facilities. It is rare in Illinois for patients to have no coverage as patients who are not Medicare eligible are Medicaid eligible. This represents a small number of patients, as Medicare covers all dialysis services as long as an individual is entitled to receive Medicare benefits (i.e. has worked and paid into the social security system as a result) regardless of age. In addition, in Illinois Medicaid covers patients who are undocumented and/or who do not qualify for Medicare, and who otherwise qualify for public assistance. Also, the American Kidney Fund provides low cost insurance coverage for patients who meet the AKF's financial parameters and who suffer from end stage renal disease (see uncompensated care attachment). The applicants work with patients to procure coverage for them as possible whether it be Medicaid, Medicare and/or coverage through the AKF. The applicants donate to the AKF to support its initiatives.

If a patient has no available insurance coverage, they are billed for services rendered, and after three statement reminders the charges are written off as bad debt. Collection actions are not initiated unless the applicants are aware that the patient has substantial financial resources available and/or the patient has received reimbursement from an insurer for services we have rendered, and has not submitted the payment for same to the applicants

Nearly all dialysis patients in Illinois will qualify for some type of coverage and Fresenius works aggressively to obtain insurance coverage for each patient.

Uncompensated Care For All Fresenius Facilities in Illinois

CHARITY CARE			
	2012	**2013**	**2014**
Net Patient Revenue	**$387,393,758**	**$398,570,288**	**$411,981,839**
Amount of Charity Care (charges)	$1,566,380	$5,346,976	$5,211,664
Cost of Charity Care	$1,566,380	$5,346,976	$5,211,664
Ratio Charity Care Cost to Net Patient Revenue	.40%	1.34%	1.27%

Charity Care Information
ATTACHMENT – 41

Fresenius Medical Care North America - Community Care

Fresenius Medical Care North America (FMCNA) assists all of our patients in securing and maintaining insurance coverage when possible.

American Kidney Fund

FMCNA works with the American Kidney Fund (AKF) to help patients with insurance premiums at no cost to the patient.

Applicants must be dialyzed in the US or its territories and referred to AKF by a renal professional and/or nephrologist The Health Insurance Premium Program is a "last resort" program. It is restricted to patients who have no means of paying health insurance premiums and who would forego coverage without the benefit of HIPP. Alternative programs that pay for primary or secondary health coverage, and for which the patient is eligible, such as Medicaid, state renal programs, etc. must be utilized. Applicants must demonstrate to the AKF that they cannot afford health coverage and related expenses (deductible etc.).

Our team of Financial Coordinators and Social Workers connect patients who cannot afford to pay their insurance premiums, with AKF, which provides financial assistance to the patients for this purpose. The benefit of working with the AKF is that the insurance coverage which AKF facilitates applies to all of the patient's insurance needs, not just coverage for dialysis services.

Indigent Waiver Program

FMCNA has established an indigent waiver program to assist patients who are unable to obtain insurance coverage or who lack the financial resources to pay for medical services.
In order to qualify for an indigent waiver, a patient must satisfy eligibility criteria for both annual income and net worth.

Annual Income: A patient (including immediate family members who reside with, or are legally responsible for, the patient) may not have an annual income in excess of two (2) times the Federal Poverty Standard in effect at the time. Patients whose annual income is greater than two (2) times the Federal Poverty Standard may qualify for a partial indigent waiver based upon a sliding scale schedule approved by the Office of Business Practices and Corporate Compliance.

Net Worth: A patient (including immediate family members who reside with, or are legally responsible for, the patient) may not have a net worth in excess of $75,000 (or such other amount as may be established by the Office of Business Practices and Corporate Compliance based on changes in the Consumer Price Index

The Company recognizes the financial burdens associated with ESRD and wishes to ensure that patients are not denied access to medically necessary care for financial reasons. At the same time, the Company also recognizes the limitations imposed by federal law on offering "free" or "discounted" medical items or services to Medicare and other government supported patients for the purpose of inducing such patients to receive ESRD-related items and services from FMCNA. An indigent waiver excuses a patient's obligation to pay for items and services furnished by FMCNA. Patients may have dual coverage of AKF assistance and an Indigent Waiver if their financial status qualifies them for both programs.

IL Medicaid and Undocumented patients

FMCNA has a bi-lingual Regional Insurance Coordinator who works directly with Illinois Medicaid to assist patients with Medicaid applications. An immigrant who is unable to produce proper documentation will not be eligible for Medicaid unless there is a medical emergency. ESRD is considered a medical

emergency.

The Regional Insurance Coordinator will petition Medicaid if patients are denied and assist undocumented patients through the application process to get them Illinois Medicaid coverage. This role is actively involved with the Medicaid offices and attends appeals to help patients secure and maintain their Medicaid coverage for all of their healthcare needs, including transportation to their appointments.

FMCNA Collection policy

FMCNA's collection policy is designed to comply with federal law while not penalizing patients who are unable to pay for services.

FMCNA does not use a collection agency for patient collections unless the patient receives direct insurance payment and does not forward the payment to FMCNA.

Medicare and Medicaid Eligibility

Medicare: Patients are eligible for Medicare when they meet the following criteria: age 65 or older, under age 65 with certain disabilities, and people of all ages with End-Stage Renal Disease (permanent kidney failure requiring dialysis or a kidney transplant).

There are three insurance programs offered by Medicare, Part A for hospital coverage, Part B for medical coverage and Part D for pharmacy coverage. Most people don't have to pay a monthly premium, for Part A. This is because they or a spouse paid Medicare taxes while working. If a beneficiary doesn't get premium-free Part A, they may be able to buy it if they (or their spouse) aren't entitled to Social Security, because they didn't work or didn't pay enough Medicare taxes while working, are age 65 or older, or are disabled but no longer get free Part A because they returned to work. Part B and Part D both have monthly premiums. Patients must have Part B coverage for dialysis services.

Medicare does allow members to enroll in Health Plans for supplemental coverage. Supplemental coverage (secondary) is any policy that pays balances after the primary pays reducing any out of pocket expenses incurred by the member.

Medicare will pay 80% of what is allowed by a set fee schedule. The patient would be responsible for the remaining 20% not paid by Medicare. The supplemental (secondary) policy covers the cost of co-pays, deductibles and the remaining 20% of charges.

Medicaid: Low-income Illinois residents who can't afford health insurance may be eligible for Medicaid. In addition to meeting federal guidelines, individuals must also meet the state criteria to qualify for Medicaid coverage in Illinois.

Self-Pay

A self-pay patient would not have any type of insurance coverage (un-insured). They may be un-insured because they do not meet the eligibility requirements for Medicare or Medicaid and can not afford a commercial insurance policy.

In addition, a patient balance becomes self-pay after their primary insurance pays, but the patient does not have a supplemental insurance policy to cover the remaining balance. The AKF assistance referenced earlier may or may not be available to these patients, dependent on whether or not they meet AKF eligibility requirements.

mapquest

Trip to:

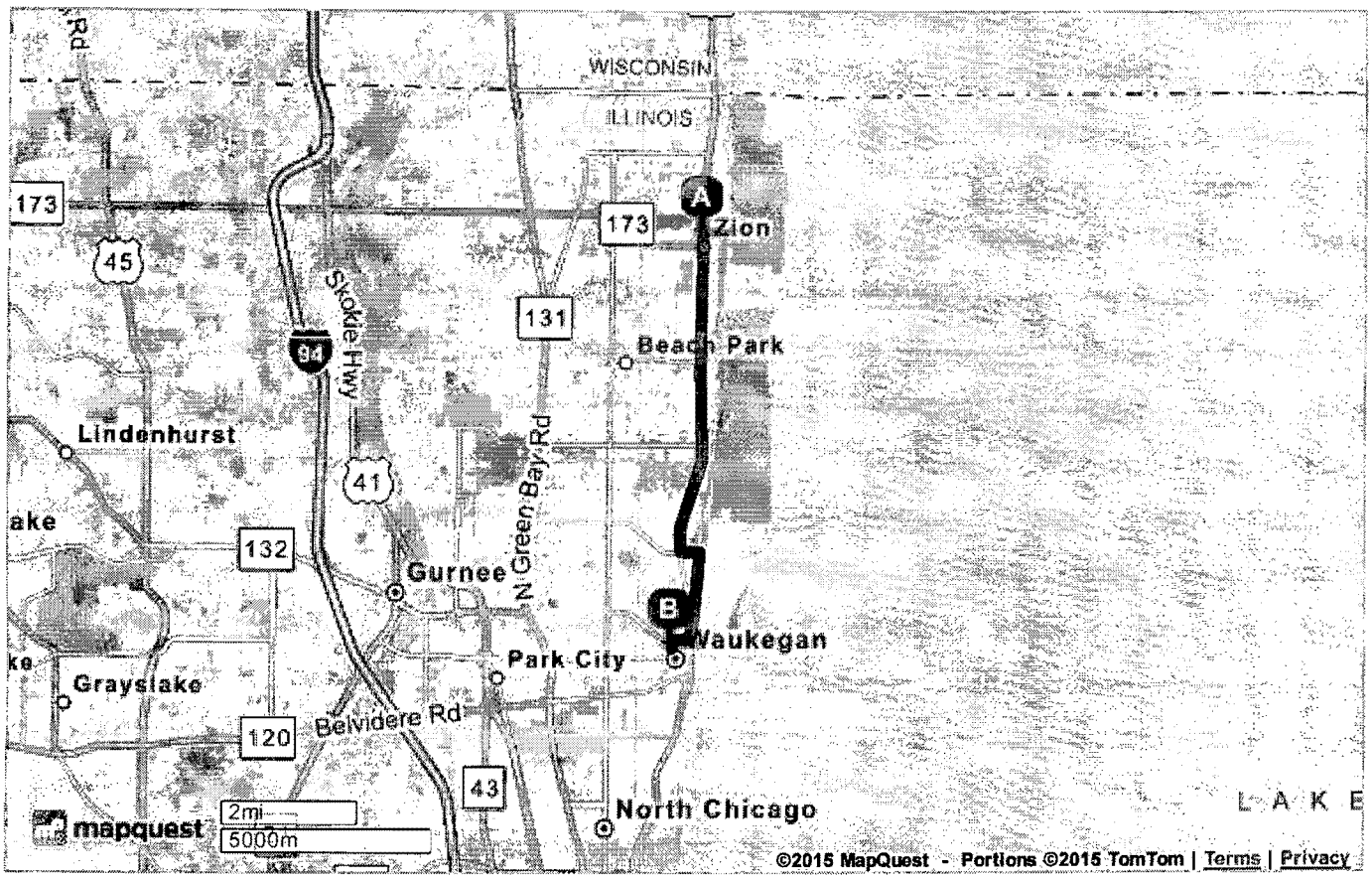
110 N West St

Waukegan, IL 60085-4330

7.53 miles / 13 minutes

Notes

TO FRESENIUS MEDICAL CARE WAUKEGAN HARBOR



mapquest

Trip to:

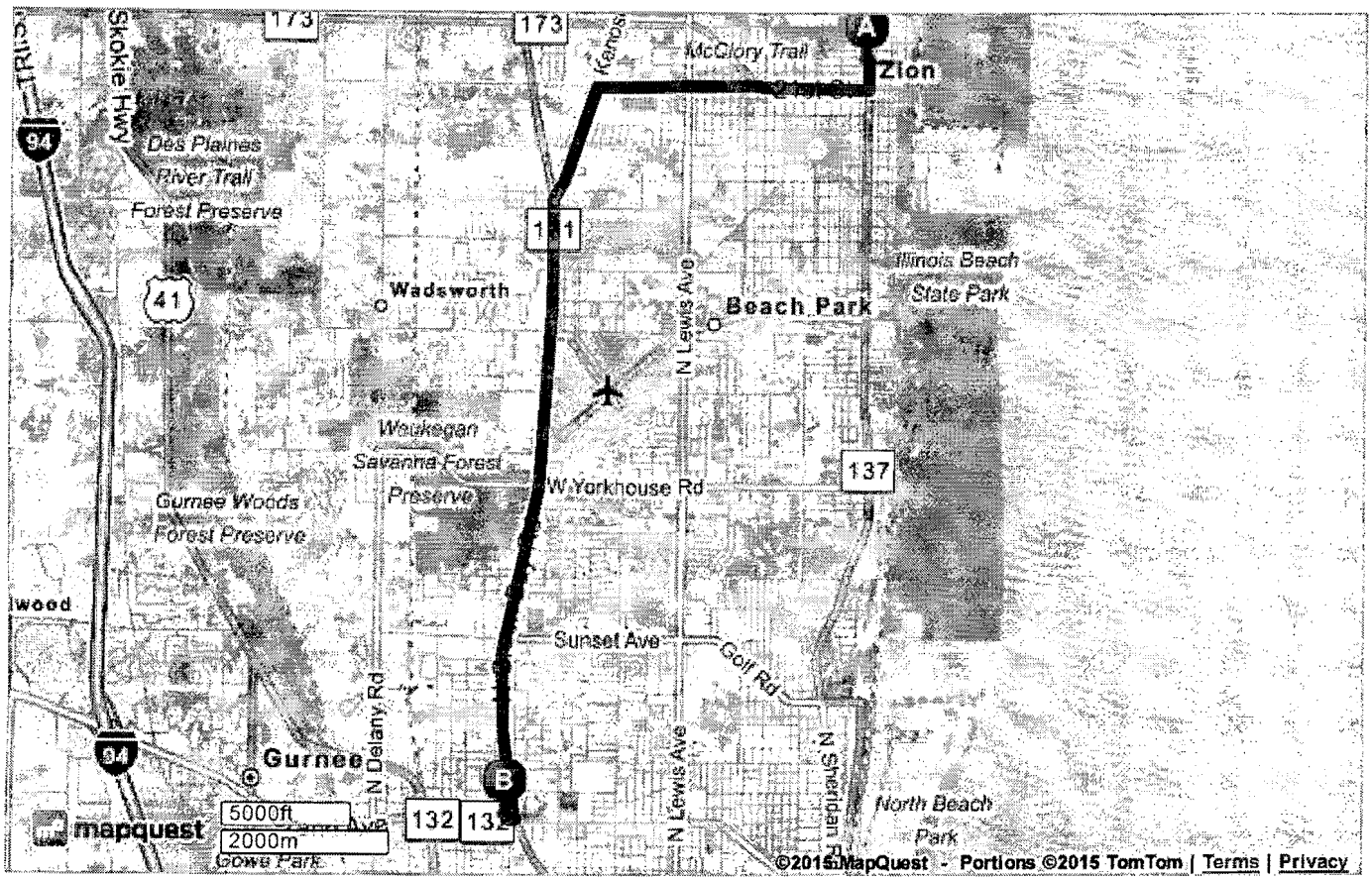
3300 Grand Ave

Waukegan, IL 60085-2206

8.63 miles / 14 minutes

Notes

TO DAVITA WAUKEGAN



mapquest

Trip to:

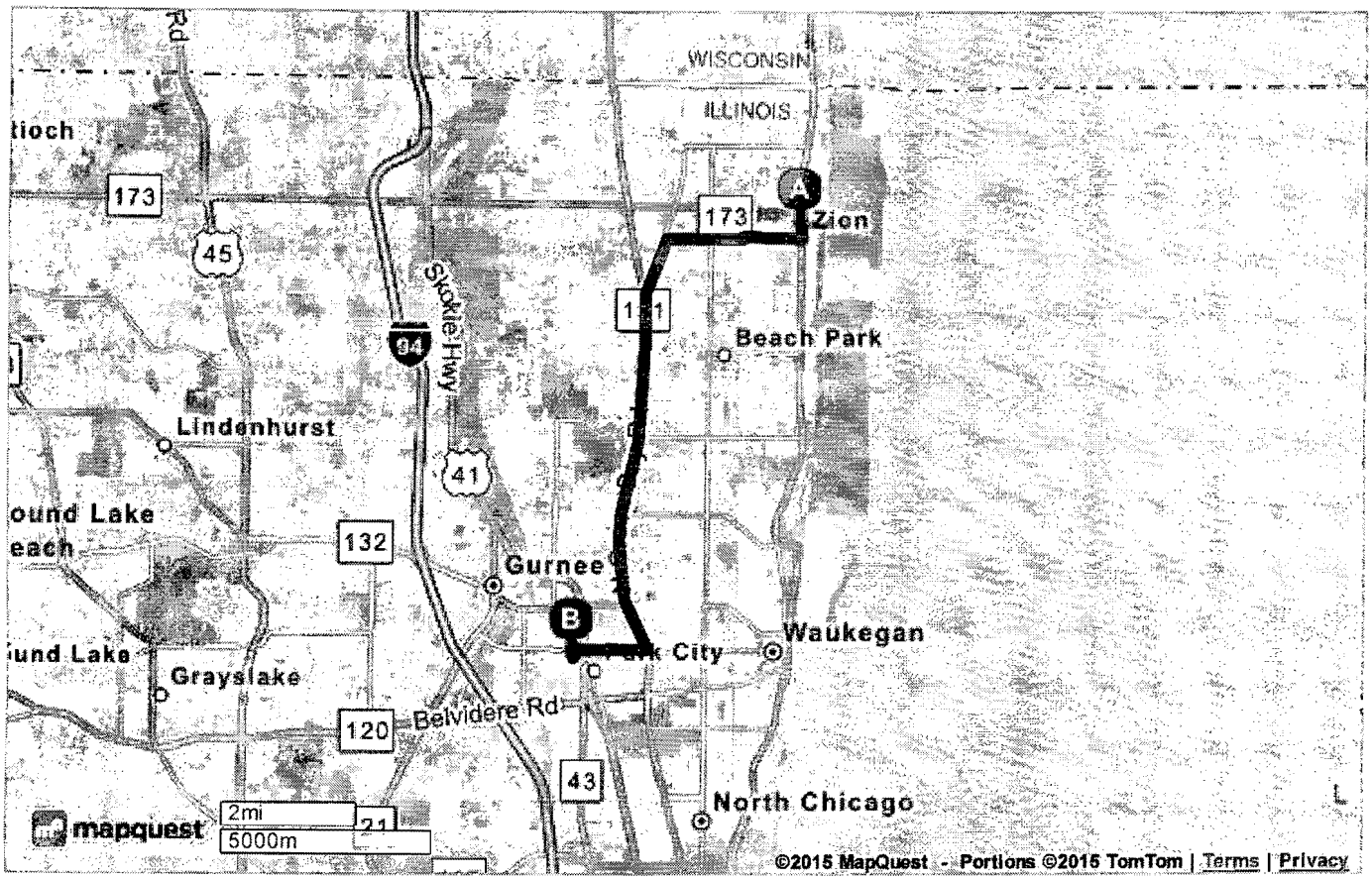
40 Tower Ct

Gurnee, IL 60031-3376

10.82 miles / 18 minutes

Notes

TO FRESENIUS MEDICAL CARE GURNEE



mapquest

Trip to:

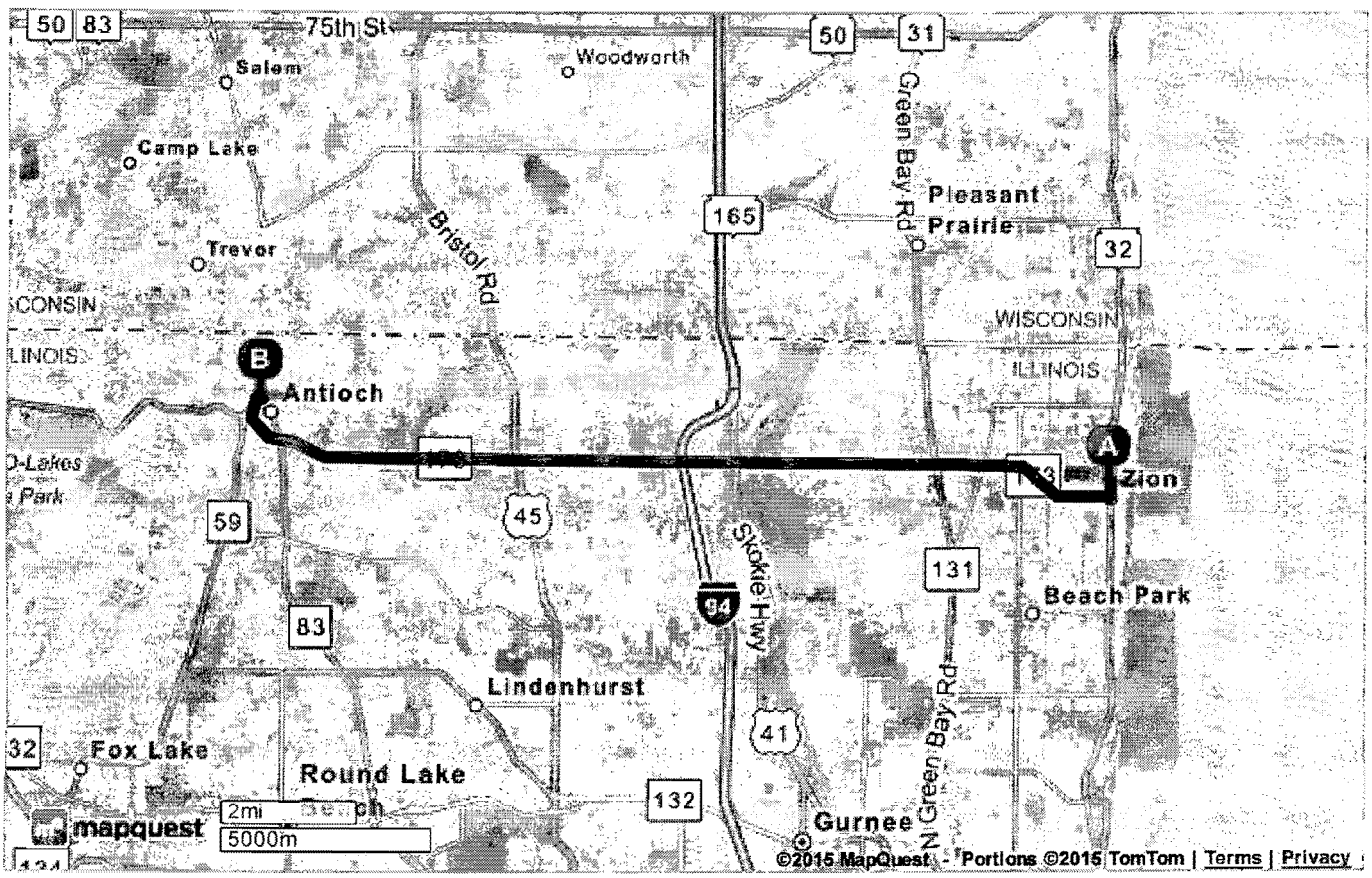
311 W Depot St

Antioch, IL 60002-1524

15.23 miles / 24 minutes

Notes

TO FRESENIUS MEDICAL CARE ANTIOCH



mapquest

Notes

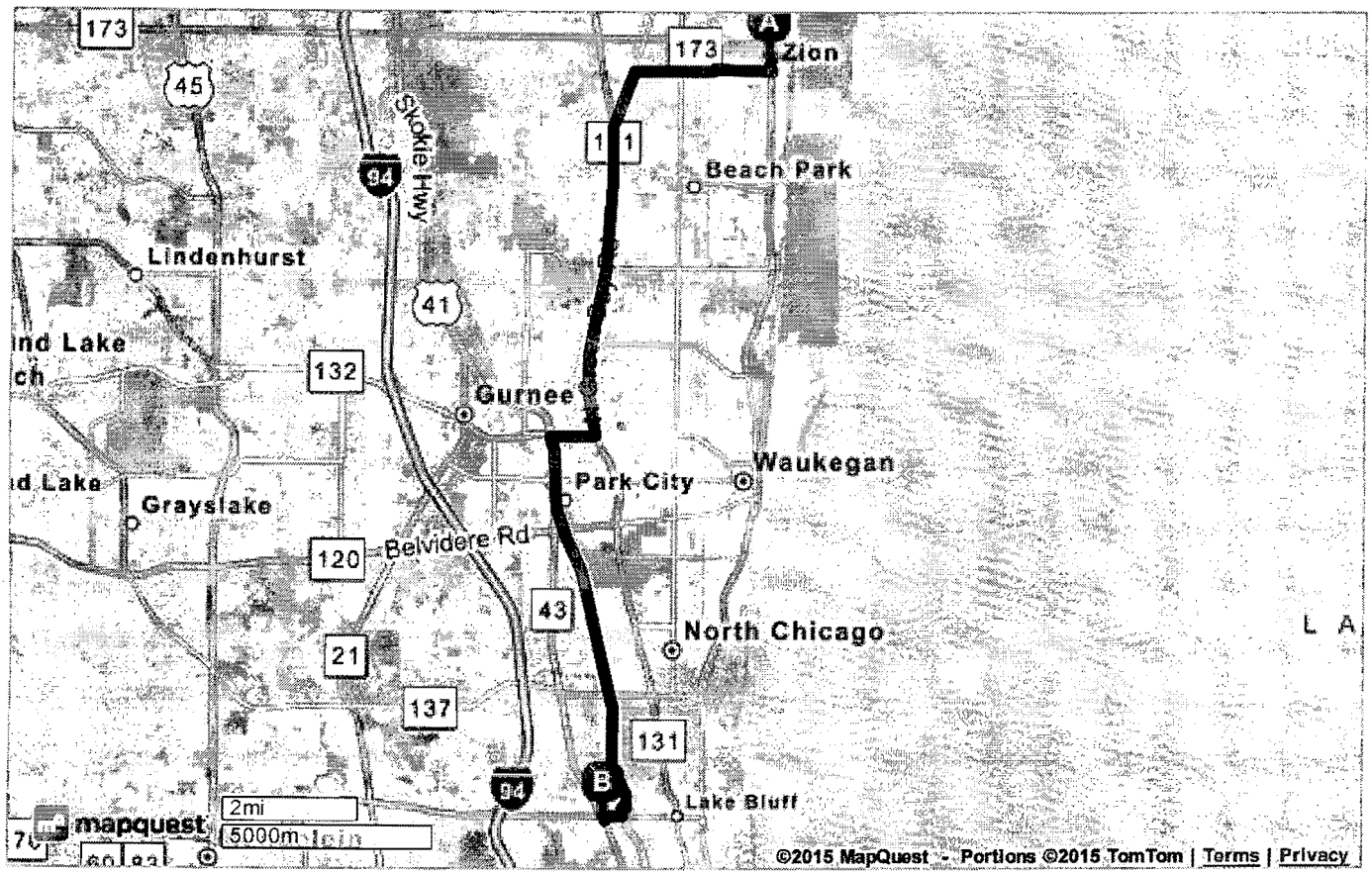
TO FRESENIUS MEDICAL CARE LAKE BLUFF

Trip to:

101 Waukegan Rd

Lake Bluff, IL 60044

16.31 miles / 25 minutes



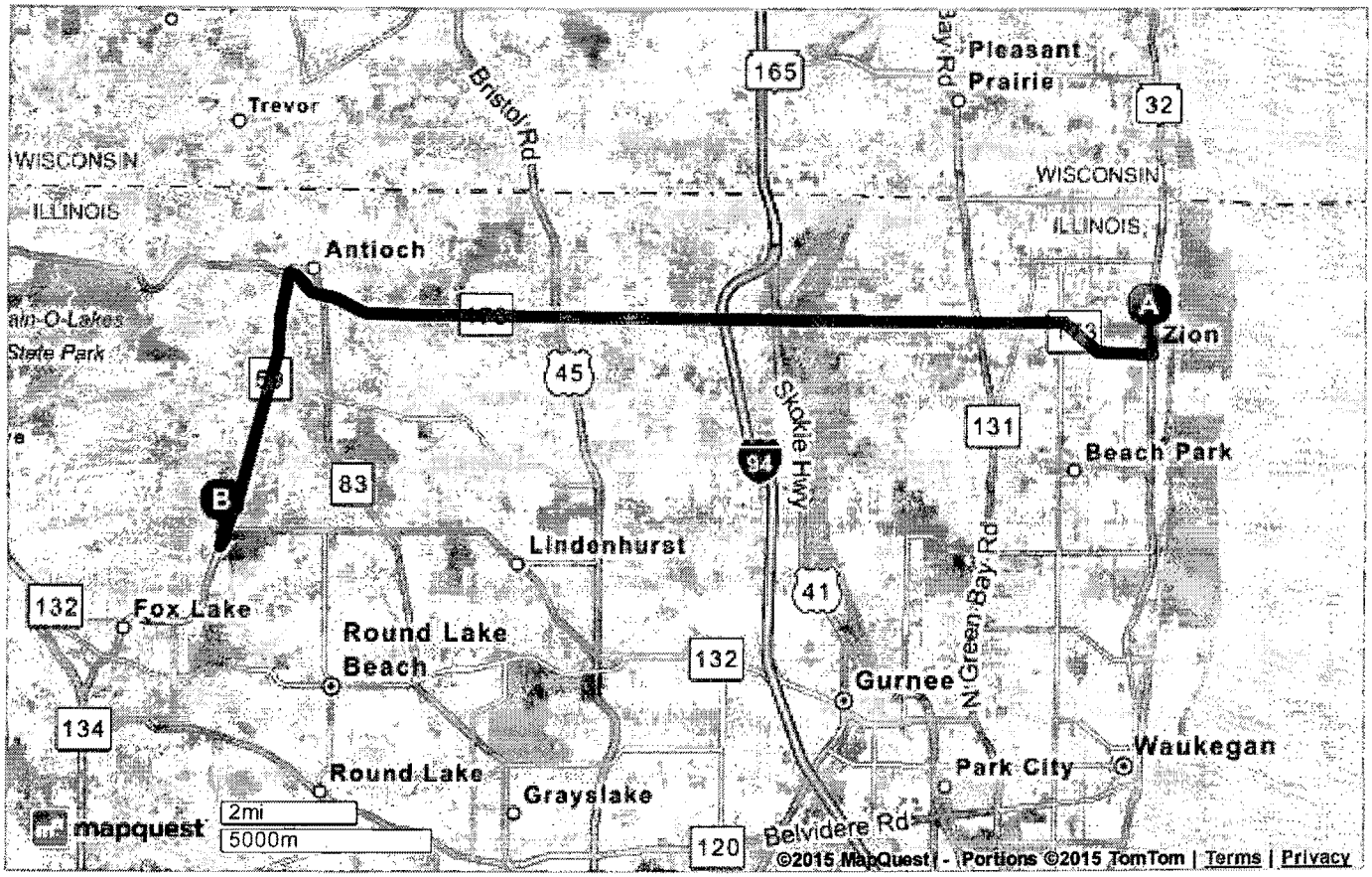
mapquest

Notes

TO DAVITA LAKE VILLA

Trip to:

Da Vita Lake Villa Dialysis
37809 N Il Route 59
Lake Villa, IL 60046
(847) 245-4872
19.66 miles / 29 minutes



Over 30 Minutes Adjusted

Service Demand –Establishment of In-center Hemodialysis Service

The following pages contain the patient data as required by Section 1110.1430 as certified to by Dr. Degani from Nephrology Associates of Northern Illinois (NANI). The historic end of year totals for 2012 and 2013 were taken from the North Suburban Nephrology (NSN) practice of which Dr. Degani belonged. In 2014 North Suburban Nephrology joined the NANI practice group. Therefore the historical data for 2014 and June 2015 were provided from NANI billing records as were the pre-ESRD patients identified for the Zion facility.

For the criterion requiring the past twelve months referrals there is only 6 months provided at this time. When the entire 12 months of referrals was reviewed it was apparent that the number of new admissions for the last 6 months of 2014 appeared inaccurate. This is because all of the patients who switched over from the former NSN group to the NANI group were all entered into the NANI system as "new first time" patients. This resulted in a perception that all patients were new admissions to dialysis rather than transfers. It seemed reasonable then to provide 6 months of accurate 2015 data which could be extrapolated out to twelve months to get a more realistic count of new admits.

The applicant can provide additional 2015 referral data as it becomes available.

PRE-ESRD PATIENTS IDENTIFIED FOR FRESENIUS MEDICAL CARE ZION

Zip Code	Patients
60083	7
60087	20
60096	9
60099	33
Total	**69**

NEW HEMODIALYSIS REFERRALS OF THE SUPPORTING PHYSICIANS FOR THE PAST SIX MONTHS 01/01/2015 – 06/30/2015

	Fresenius Medical Care					DaVita		
Zip Code	Antioch	Gurnee	Lake Bluff	Round Lake	Waukegan Harbor	Lake County	Waukegan	Total
53142	1							1
60025					1			1
60030				2		2		4
60031	2							2
60044					1			1
60064		1			1	1	2	5
60069					1			1
60071	1							1
60073					1	3		4
60084				1				1
60085		3			4		10	17
60087			1		3	1	3	8
60099					2		2	4
60644							1	1
61265							1	1
Total	**4**	**4**	**1**	**3**	**14**	**7**	**19**	**52**

HEMODIALYSIS PATIENTS OF NSN PHYSICIANS AT YEAR END 2012

Zip Code	Fresenius Medical Care					Total
	Antioch	McHenry	Gurnee	Round Lake	Waukegan Harbor	
53179	2					2
60002	10					10
60018		1				1
60020	1			2		3
60030	1			2		3
60031	1		7	3	2	13
60041				1		1
60046	3	1		1		5
60047		1				1
60048					1	1
60050		4				4
60060				1		1
60061				1		1
60064			10		5	15
60071	1					1
60073	3		1	14		18
60083	1		1			2
60084				2		2
60085	1		39	1	14	55
60087			1	1	3	5
60096					1	1
60098		2				2
60099	6		2		5	13
60619					1	1
60623			1			1
60640			1			1
60646			1			1
60707		1				1
Total	**30**	**10**	**64**	**29**	**32**	**165**

HEMODIALYSIS PATIENTS OF NSN PHYSICIANS AT YEAR END 2013

Zip Code	Fresenius Medical Care					Total
	Antioch	McHenry	Gurnee	Round Lake	Waukegan Harbor	
53179	2					2
60002	12					12
60020	1			2		3
60030				2		2
60031			12	1	2	15
60041	1			1		2
60042		1				1
60046	3			1		4
60047		1				1
60050		5				5
60064		1	7		8	16
60071	1					1
60073	5		1	16		22
60081				1		1
60083	2		1			3
60084				2		2
60085	2		33	1	28	64
60087			2	2	5	9
60096					1	1
60098		2				2
60099	6		1		9	16
60102		1				1
60617					1	1
60619					1	1
60623				1		1
60625			1			1
60644	1					1
Total	**37**	**11**	**58**	**30**	**55**	**190**

HEMODIALYSIS PATIENTS OF NANI PHYSICIANS AS OF YEAR END 2014

Zip Code	Fresenius Medical Care						DaVita		Total
	Antioch	Gurnee	Lake Bluff	Mundelein	Round Lake	Waukegan Harbor	Lake County	Waukegan	
53140		1							1
53168	1								1
60002	11								11
60005						1			1
60020					2				2
60030		1		1	1		4		7
60031		9	1		2	2		3	17
60041					2				2
60046	1				1				2
60047							1		1
60048			1				4		5
60060				2			6		8
60061			1	2			4		7
60064	1	5	3			6		10	25
60069							1		1
60071	1								1
60073	2				12		1	1	16
60079						1			1
60083		1						2	3
60084				1	1				2
60085	2	34	4		1	30	4	47	122
60087		3	1			7		17	28
60096						1		2	3
60099	5	1	3			9		20	38
60139							1		1
60181	1								1
60302				1					1
60473								1	1
60612						1			1
60639								1	1
60640								1	1
60649		1							1
Total	25	56	14	7	22	58	26	105	313

HEMODIALYSIS PATIENTS OF NANI PHYSICIANS AS OF JUNE 30, 2015

Zip Code	Fresenius Medical Care						DaVita		Total
	Antioch	Gurnee	Lake Bluff	Mundelein	Round Lake	Waukegan Harbor	Lake County	Waukegan	
53140		1							1
53168	1								1
53181	1								1
60002	8								8
60005						1			1
60020	1				2				3
60025	1					1			2
60030					3		5		8
60031		10	1		2	2		2	17
60041					2				2
60046	1				2				3
60047							1		1
60048			1				5		6
60050	1								1
60060				2			6		8
60061			1	3			3		7
60064	1	6	3			6	1	10	27
60071	1								1
60073	1				12		1		14
60079						1			1
60081	1								1
60083	1	1	1					1	4
60084				1	2				3
60085	1	33	4		1	30	3	50	122
60087		3	2			7	2	18	32
60096								1	1
60099	6	1	1			12		18	38
60139							1		1
60181	1								1
60302				1					1
60473								1	1
60639								1	1
60649		1							1
Total	27	56	14	7	26	60	28	102	320