



E-026-17

June 20, 2017

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

RECEIVED

JUN 20 2017

HEALTH FACILITIES &
SERVICES REVIEW BOARD

Dear Ms. Avery,

Please find enclosed a completed Certificate of Exemption Application, submitted on behalf of DaVita Inc., DuPage Medical Group, Ltd., Total Renal Care, Inc., and Hailstone Dialysis, LLC (the "Applicants"). The Applicants request approval for a Change of Ownership in the In-Center Hemodialysis facility known as Washington Heights Dialysis, located at 10620 South Halsted Street, Chicago, IL 60628.

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

Sincerely,

A handwritten signature in black ink, appearing to read "Bryan Niehaus".

Bryan Niehaus, JD
Senior Consultant
Murer Consultants, Inc.

ORIGINAL

E-026-17

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR EXEMPTION PERMIT

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

RECEIVED

JUN 20 2017

This Section must be completed for all projects.

Facility/Project Identification

Facility Name: Washington Heights Dialysis	HEALTH FACILITIES & SERVICES REVIEW BOARD
Street Address: 10620 South Halsted Street	
City and Zip Code: Chicago, IL 60628	
County: Cook	Health Service Area: 6 Health Planning Area: 6

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

Exact Legal Name: DaVita Inc.
Street Address: 2000 16 th Street
City and Zip Code: Denver, CO 80202
Name of Registered Agent: Illinois Corporation Service Company
Registered Agent Street Address: 801 Adlai Stevenson Drive
Registered Agent City and Zip Code: Springfield, Illinois 62703
Name of Chief Executive Officer: Kent Thiry
CEO Street Address: 2000 16 th Street
CEO City and Zip Code: Denver, CO 80202
CEO Telephone Number: 303-405-2100

Type of Ownership of Applicants

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

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

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

Primary Contact [Person to receive ALL correspondence or inquiries]

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

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

Name: Tim Tincknell
Title: Administrator
Company Name: DaVita Inc.
Address: 2484 North Elston Avenue, Chicago, Illinois 60647
Telephone Number: 773-278-4403
E-mail Address: timothy.tincknell@davita.com
Fax Number: 866-586-3214

**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR EXEMPTION PERMIT**

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

This Section must be completed for all projects.

Facility/Project Identification

Facility Name: Washington Heights Dialysis		
Street Address: 10620 South Halsted Street		
City and Zip Code: Chicago, IL 60628		
County: Cook	Health Service Area 6	Health Planning Area: 6

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

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

Type of Ownership of Applicants

☐ Non-profit Corporation	☐ Partnership
☒ For-profit Corporation	☐ Governmental
☐ Limited Liability Company	☐ Sole Proprietorship ☐ Other
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**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR EXEMPTION PERMIT**

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

This Section must be completed for all projects.

Facility/Project Identification

Facility Name: Washington Heights Dialysis		
Street Address: 10620 South Halsted Street		
City and Zip Code: Chicago, IL 60628		
County: Cook	Health Service Area: 6	Health Planning Area: 6

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

Exact Legal Name: Hailstone Dialysis, LLC
Street Address: 2000 16 th Street
City and Zip Code: Denver, CO 80202
Name of Registered Agent: Illinois Corporation Service Company
Registered Agent Street Address: 801 Adlai Stevenson Drive
Registered Agent City and Zip Code: Springfield, Illinois 62703
Name of Chief Executive Officer: Kent Thiry
CEO Street Address: 2000 16 th Street
CEO City and Zip Code: Denver, CO 80202
CEO Telephone Number: 303-405-2100

Type of Ownership of Applicants

☐ Non-profit Corporation	☐ Partnership
☐ For-profit Corporation	☐ Governmental
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☐ Other	

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APPLICATION FOR EXEMPTION PERMIT**

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

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Facility/Project Identification

Facility Name: Washington Heights Dialysis		
Street Address: 10620 South Halsted Street		
City and Zip Code: Chicago, IL 60628		
County: Cook	Health Service Area 6	Health Planning Area: 6

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

Exact Legal Name: Total Renal Care, Inc.		
Street Address: 2000 16 th Street		
City and Zip Code: Denver, CO 80202		
Name of Registered Agent: Illinois Corporation Service Company		
Registered Agent Street Address: 801 Adlai Stevenson Drive		
Registered Agent City and Zip Code: Springfield, Illinois 62703		
Name of Chief Executive Officer: Kent Thiry		
CEO Street Address: 2000 16 th Street		
CEO City and Zip Code: Denver, CO 80202		
CEO Telephone Number: 303-405-2100		

Type of Ownership of Applicants

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☒ For-profit Corporation	☐ Governmental
☐ Limited Liability Company	☐ Sole Proprietorship ☐ Other
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Fax Number: 866-586-3214

Post Exemption Permit Contact

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

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

Site Ownership

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: Novogroder/Franklin & Halsted, LLC
Address of Site Owner: c/o Novogroder Companies, Inc., 875 North Michigan Avenue, Suite 3612, Chicago, Illinois 60611
Street Address or Legal Description of the Site: 10620 South Halsted Street, Chicago, Illinois 60628
Proof of ownership or control of the site is to be provided as Attachment 2. Examples of proof of ownership are property tax statements, tax assessor's documentation, deed, notarized statement of the corporation attesting to ownership, an option to lease, a letter of intent to lease, or a lease.
APPEND DOCUMENTATION AS ATTACHMENT 2, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Operating Identity/Licensee

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

Exact Legal Name: Hailstone Dialysis, LLC	
Address: 2000 16 th Street, Denver, CO 80202	
☐ Non-profit Corporation	☐ Partnership
☐ For-profit Corporation	☐ Governmental
☒ Limited Liability Company	☐ Sole Proprietorship ☐ Other
- o Corporations and limited liability companies must provide an Illinois Certificate of Good Standing. - o Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner. - o Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	
APPEND DOCUMENTATION AS ATTACHMENT 3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.	

Organizational Relationships

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

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

Flood Plain Requirements

[Refer to application instructions.]

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

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

Historic Resources Preservation Act Requirements

[Refer to application instructions.]

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

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

DESCRIPTION OF PROJECT

1. Project Classification

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

Part 1110 Classification:

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

2. Narrative Description

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

The applicants seek authority from the Illinois Health Facilities and Services Review Board ("HFSRB") for a Change in Ownership of Washington Heights Dialysis, which is an approved a 16-station dialysis facility to be located at 10620 South Halsted Street, Chicago, Illinois, 60628. The facility is not yet operational, yet over 33% of the approved project's costs have already been expended and notice provided to the HFSRB.

Currently, DaVita owns 100% of Total Renal Care, Inc., which was planned to be the operating entity for the Washington Heights Dialysis facility. The parties now propose to form Hailstone as a new Joint Venture entity to own and operate the facility. TRC will have a 51% interest in Hailstone and DMG will have a 49% interest in the entity.

This project has been classified as non-substantive because it involves a Change in Ownership for a health care facility.

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

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

Project Costs and Sources of Funds			
USE OF FUNDS	CLINICAL	NONCLINICAL	TOTAL
Preplanning Costs			
Site Survey and Soil Investigation			
Site Preparation			
Off Site Work			
New Construction Contracts			
Modernization Contracts			
Contingencies			
Architectural/Engineering Fees			
Consulting and Other Fees			
Movable or Other Equipment (not in construction contracts)			
Bond Issuance Expense (project related)			
Net Interest Expense During Construction (project related)			
Fair Market Value of Leased Space or Equipment			
Other Costs To Be Capitalized			
Acquisition of Building or Other Property (excluding land)			
TOTAL USES OF FUNDS			
SOURCE OF FUNDS	CLINICAL	NONCLINICAL	TOTAL
Cash and Securities			
Pledges			
Gifts and Bequests			
Bond Issues (project related)			
Mortgages			
Leases (fair market value)			
Governmental Appropriations			
Grants			
Other Funds and Sources			
TOTAL SOURCES OF FUNDS			
NOTE: ITEMIZATION OF EACH LINE ITEM MUST BE PROVIDED AT ATTACHMENT 7, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.			

Related Project Costs

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

Land acquisition is related to project	☐ Yes	☒ No
Purchase Price:	\$ _____	
Fair Market Value:	\$ _____	
The project involves the establishment of a new facility or a new category of service ☐ Yes ☒ No		
If yes, provide the dollar amount of all non-capitalized operating start-up costs (including operating deficits through the first full fiscal year when the project achieves or exceeds the target utilization specified in Part 1100. Estimated start-up costs and operating deficit cost is \$ _____.		

Project Status and Completion Schedules

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

Indicate the stage of the project's architectural drawings:

- ☒ None or not applicable ☐ Preliminary
☐ Schematics ☐ Final Working

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

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

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

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

State Agency Submittals [Section 1130.620(c)]

Are the following submittals up to date as applicable:

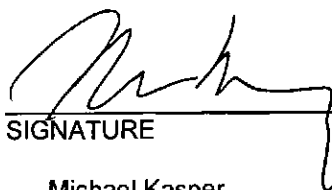
- ☐ Cancer Registry
☐ APORS
☒ All formal document requests such as IDPH Questionnaires and Annual Bed Reports been submitted
☒ All reports regarding outstanding permits
Failure to be up to date with these requirements will result in the application for permit being deemed incomplete.

CERTIFICATION

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

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

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



SIGNATURE

Michael Kasper

PRINTED NAME

Chief Executive Officer

PRINTED TITLE



SIGNATURE

Dennis Fine

PRINTED NAME

Chief Operating Officer

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 14th day of June, 2017

Notarization:

Subscribed and sworn to before me
this 14th day of June, 2017

Signature of Notary

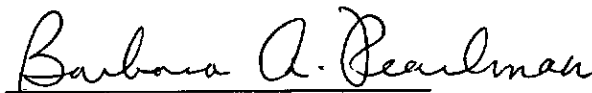
Seal

BARBARA A PEARLMAN
Official Seal

Notary Public - State of Illinois

My Commission Expires Dec 26, 2019

*Insert the EXACT legal name of the applicant



Signature of Notary

Seal

BARBARA A PEARLMAN
Official Seal

Notary Public - State of Illinois

My Commission Expires Dec 26, 2019

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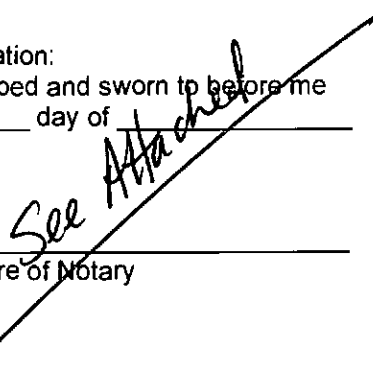
This Application is filed on the behalf of **** DaVita Inc. **** in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned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


SIGNATURE

Arturo Sida
PRINTED NAME

Assistant Corporate Secretary
PRINTED TITLE

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


Signature of Notary

Seal

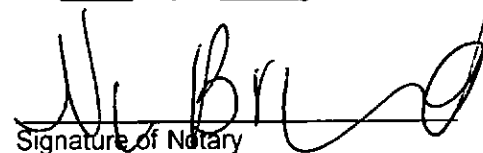
*Insert the EXACT legal name of the applicant


SIGNATURE

James K. Hilger
PRINTED NAME

Chief Accounting Officer
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 15 day of June 2017


Signature of Notary

Seal

Notary Public
State of Washington
NICOLE BRUMMOND
My Appointment Expires Oct 7, 2019

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

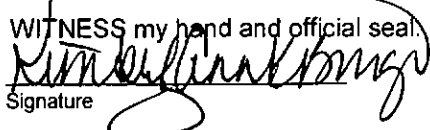
County of Los Angeles

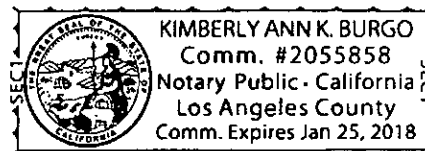
On June 14, 2017 before me, Kimberly Ann K. Burgo, Notary Public,
(here insert name and title of the officer)

personally appeared *** Arturo Sida ***

who proved to me on the basis of satisfactory evidence to be the person~~(s)~~ whose name~~(s)~~ is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity~~(ies)~~, and that by his/~~her/their~~ signature~~(s)~~ on the instrument the person~~(s)~~, or the entity upon behalf of which the person~~(s)~~ acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature



OPTIONAL INFORMATION

Law does not require the information below. This information could be of great value to any person(s) relying on this document and could prevent fraudulent and/or the reattachment of this document to an unauthorized document(s)

DESCRIPTION OF ATTACHED DOCUMENT

Title or Type of Document: IL CON Application Certification (DaVita Inc. / Hailstone Dialysis, LLC / Total Renal Care, Inc.)

Document Date: June 14, 2017 Number of Pages: 1 (one)

Signer(s) if Different Than Above: _____

Other Information: _____

CAPACITY(IES) CLAIMED BY SIGNER(S)

Signer's Name(s):

☐ Individual

☒ Corporate Officer Assistant Secretary / Secretary

(Title(s))

☐ Partner

☐ Attorney-in-Fact

☐ Trustee

☐ Guardian/Conservator

☐ Other: _____

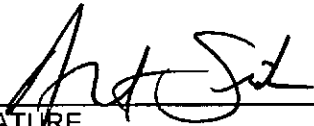
SIGNER IS REPRESENTING: Name of Person or Entity DaVita Inc. / Hailstone Dialysis, LLC / Total Renal Care, Inc.

CERTIFICATION

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

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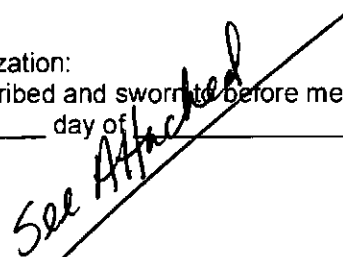
This Application is filed on the behalf of **** Total Renal Care, Inc. **** in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity.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


SIGNATURE

Arturo Sida
PRINTED NAME

Secretary
PRINTED TITLE

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


Signature of Notary

Seal

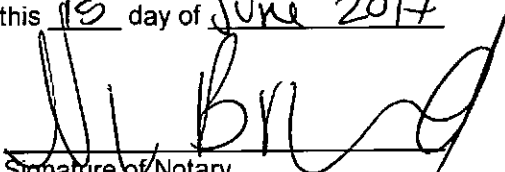
*Insert the EXACT legal name of the applicant


SIGNATURE

James K. Hilger
PRINTED NAME

Chief Accounting Officer
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 19 day of June 2017


Signature of Notary

Seal

Notary Public
State of Washington
NICOLE BRUMMOND

My Appointment Expires Oct 7, 2019

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of Los Angeles

On June 14, 2017 before me, Kimberly Ann K. Burgo, Notary Public
(here insert name and title of the officer)

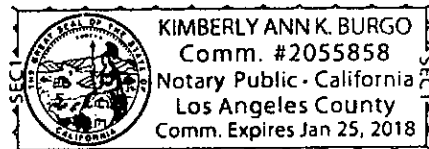
personally appeared *** Arturo Sida ***

who proved to me on the basis of satisfactory evidence to be the person~~(s)~~ whose name~~(s)~~ is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity~~(ies)~~, and that by his/~~her/their~~ signature~~(s)~~ on the instrument the person~~(s)~~, or the entity upon behalf of which the person~~(s)~~ acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature



OPTIONAL INFORMATION

Law does not require the information below. This information could be of great value to any person(s) relying on this document and could prevent fraudulent and/or the reattachment of this document to an unauthorized document(s)

DESCRIPTION OF ATTACHED DOCUMENT

Title or Type of Document: IL CON Application Certification (DaVita Inc. / Hailstone Dialysis, LLC / Total Renal Care, Inc.)

Document Date: June 14, 2017 Number of Pages: 1 (one)

Signer(s) if Different Than Above: _____

Other Information: _____

CAPACITY(IES) CLAIMED BY SIGNER(S)

Signer's Name(s):

☐ Individual

☒ Corporate Officer Assistant Secretary / Secretary

(Title(s))

☐ Partner

☐ Attorney-in-Fact

☐ Trustee

☐ Guardian/Conservator

☐ Other: _____

SIGNER IS REPRESENTING: Name of Person or Entity DaVita Inc. / Hailstone Dialysis, LLC / Total Renal Care, Inc.

CERTIFICATION

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

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

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

SIGNATURE

Arturo Sida
PRINTED NAME

Secretary of Total Renal Care, Inc.,
Mng. Mbr. of Hailstone Dialysis, LLC
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this ____ day of ____

Signature of Notary

Seal

*Insert the EXACT legal name of the applicant

SIGNATURE

James K. Hilger
PRINTED NAME

Chief Accounting Officer of Total Renal Care,
Inc., Mng. Mbr. of Hailstone Dialysis, LLC
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 15 day of June 2017

Signature of Notary

Seal

Notary Public
State of Washington
NICOLE BRUMMOND
My Appointment Expires Oct 7, 2019

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of Los Angeles

On June 14, 2017 before me, Kimberly Ann K. Burgo, Notary Public
(here insert name and title of the officer)

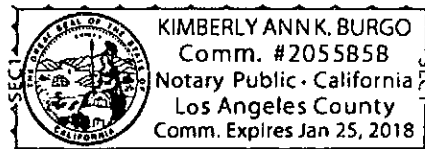
personally appeared *** Arturo Sida ***

who proved to me on the basis of satisfactory evidence to be the person~~(s)~~ whose name~~(s)~~ is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity~~(ies)~~, and that by his/~~her/their~~ signature~~(s)~~ on the instrument the person~~(s)~~, or the entity upon behalf of which the person~~(s)~~ acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature



OPTIONAL INFORMATION

Law does not require the information below. This information could be of great value to any person(s) relying on this document and could prevent fraudulent and/or the reattachment of this document to an unauthorized document(s)

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☒ Corporate Officer Assistant Secretary / Secretary

(Title(s))

☐ Partner

☐ Attorney-in-Fact

☐ Trustee

☐ Guardian/Conservator

☐ Other: _____

SIGNER IS REPRESENTING: Name of Person or Entity DaVita Inc. / Hailstone Dialysis, LLC / Total Renal Care, Inc.

SECTION II. DISCONTINUATION

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

Type of Discontinuation

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

Criterion 1110.130 - Discontinuation

READ THE REVIEW CRITERION and provide the following information:

GENERAL INFORMATION REQUIREMENTS

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

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

REASONS FOR DISCONTINUATION

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

IMPACT ON ACCESS

1. Document that the discontinuation of each service or of the entire facility and whether or not it will have an adverse effect upon access to care for residents of the facility's market area.
2. Document that a written request for an impact statement was received by all existing or approved health care facilities (that provide the same services as those being discontinued) located within 45 minutes travel time of the applicant facility.

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

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

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

Background

READ THE REVIEW CRITERION and provide the following required information:

BACKGROUND OF APPLICANT

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

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

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

PURPOSE OF PROJECT

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

achieving the stated goals **as appropriate**.

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

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

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

ALTERNATIVES N/A

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

Alternative options **must** include:

- A) Proposing a project of greater or lesser scope and cost;
- B) Pursuing a joint venture or similar arrangement with one or more providers or entities to meet all or a portion of the project's intended purposes; developing alternative settings to meet all or a portion of the project's intended purposes;
- C) Utilizing other health care resources that are available to serve all or a portion of the population proposed to be served by the project; and
- D) Provide the reasons why the chosen alternative was selected.

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

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

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

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

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

A. Criterion 1130.531 - Neonatal Intensive Care Services

1. Applicants proposing to establish, expand and/or modernize the Neonatal Intensive Care categories of service must submit the following information:
2. Indicate bed capacity changes by Service: Indicate # of beds changed by action(s):

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

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

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

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

SECTION V. CHANGE OF OWNERSHIP (CHOW)

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

1. Prior to acquiring or entering into a contract to acquire an existing health care facility, a person shall submit an application for exemption to HFSRB, submit the required application-processing fee (see Section 1130.230) and receive approval from HFSRB.
2. If the transaction is not completed according to the key terms submitted in the exemption application, a new application is required.
3. READ the applicable review criteria outlined below and submit the required documentation (key terms) for the criteria:

APPLICABLE REVIEW CRITERIA	CHOW
1130.520(b)(1)(A) - Names of the parties	X
1130.520(b)(1)(B) - Background of the parties, which shall include proof that the applicant is fit, willing, able, and has the qualifications, background and character to adequately provide a proper standard of health service for the community by certifying that no adverse action has been taken against the applicant by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois against any health care facility owned or operated by the applicant, directly or indirectly, within three years preceding the filing of the application.	X
1130.520(b)(1)(C) - Structure of the transaction	X
1130.520(b)(1)(D) - Name of the person who will be licensed or certified entity after the transaction	
1130.520(b)(1)(E) - List of the ownership or membership interests in such licensed or certified entity both prior to and after the transaction, including a description of the applicant's organizational structure with a listing of controlling or subsidiary persons.	X
1130.520(b)(1)(F) - Fair market value of assets to be transferred.	X
1130.520(b)(1)(G) - The purchase price or other forms of consideration to be provided for those assets. [20 ILCS 3960/8.5(a)]	X
1130.520(b)(2) - Affirmation that any projects for which permits have been issued have been completed or will be completed or altered in accordance with the provisions of this Section	X
1130.520(b)(2) - If the ownership change is for a hospital, affirmation that the facility will not adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction. The hospital must provide affirmation that the compliant charity care policy will remain in effect for a two-year period following the change of ownership transaction	X
1130.520(b)(2) - A statement as to the anticipated benefits of	X

the proposed changes in ownership to the community	
1130.520(b)(2) - The anticipated or potential cost savings, if any, that will result for the community and the facility because of the change in ownership;	X
1130.520(b)(2) - A description of the facility's quality improvement program mechanism that will be utilized to assure quality control;	X
1130.520(b)(2) - A description of the selection process that the acquiring entity will use to select the facility's governing body;	X
1130.520(b)(2) - A statement that the applicant has prepared a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 and that the response is available for public review on the premises of the health care facility	X
1130.520(b)(2)- A description or summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within 24 months after acquisition.	X

Application for Change of Ownership Among Related Persons

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

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

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

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

_____	a)	Cash and Securities – statements (e.g., audited financial statements, letters from financial institutions, board resolutions) as to:
	1)	the amount of cash and securities available for the project, including the identification of any security, its value and availability of such funds; and
	2)	interest to be earned on depreciation account funds or to be earned on any asset from the date of applicant's submission through project completion;
_____	b)	Pledges – for anticipated pledges, a summary of the anticipated pledges showing anticipated receipts and discounted value, estimated time table of gross receipts and related fundraising expenses, and a discussion of past fundraising experience.
_____	c)	Gifts and Bequests – verification of the dollar amount, identification of any conditions of use, and the estimated time table of receipts;
_____	d)	Debt – a statement of the estimated terms and conditions (including the debt time period, variable or permanent interest rates over the debt time period, and the anticipated repayment schedule) for any interim and for the permanent financing proposed to fund the project, including:
	1)	For general obligation bonds, proof of passage of the required referendum or evidence that the governmental unit has the authority to issue the bonds and evidence of the dollar amount of the issue, including any discounting anticipated;
	2)	For revenue bonds, proof of the feasibility of securing the specified amount and interest rate;
	3)	For mortgages, a letter from the prospective lender attesting to the expectation of making the loan in the amount and time indicated, including the anticipated interest rate and any conditions associated with the mortgage, such as, but not limited to, adjustable interest rates, balloon payments, etc.;
	4)	For any lease, a copy of the lease, including all the terms and conditions, including any purchase options, any capital improvements to the property and provision of capital equipment;
	5)	For any option to lease, a copy of the option, including all terms and conditions.
_____	e)	Governmental Appropriations – a copy of the appropriation Act or ordinance accompanied by a statement of funding availability from an official of the governmental unit. If funds are to be made available from subsequent fiscal years, a copy of a resolution or other action of the governmental unit attesting to this intent;
_____	f)	Grants – a letter from the granting agency as to the availability of funds in terms of the amount and time of receipt;
_____	g)	All Other Funds and Sources – verification of the amount and type of any other funds that will be used for the project.
TOTAL FUNDS AVAILABLE		
APPEND DOCUMENTATION AS ATTACHMENT 16, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.		

SECTION VII. 1120.130 - FINANCIAL VIABILITY

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

Financial Viability Waiver

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

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

See Section 1120.130 Financial Waiver for information to be provided

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

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

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

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

2. Variance

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

obligations should the applicant default.

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

SECTION VIII. 1120.140 - ECONOMIC FEASIBILITY

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

A. Reasonableness of Financing Arrangements

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

- 1) That the total estimated project costs and related costs will be funded in total with cash and equivalents, including investment securities, unrestricted funds, received pledge receipts and funded depreciation; or
- 2) That the total estimated project costs and related costs will be funded in total or in part by borrowing because:
 - A) A portion or all of the cash and equivalents must be retained in the balance sheet asset accounts in order to maintain a current ratio of at least 2.0 times for hospitals and 1.5 times for all other facilities; or
 - B) Borrowing is less costly than the liquidation of existing investments, and the existing investments being retained may be converted to cash or used to retire debt within a 60-day period.

B. Conditions of Debt Financing

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

- 1) That the selected form of debt financing for the project will be at the lowest net cost available;
- 2) That the selected form of debt financing will not be at the lowest net cost available, but is more advantageous due to such terms as prepayment privileges, no required mortgage, access to additional indebtedness, term (years), financing costs and other factors;
- 3) That the project involves (in total or in part) the leasing of equipment or facilities and that the expenses incurred with leasing a facility or equipment are less costly than constructing a new facility or purchasing new equipment.

C. Reasonableness of Project and Related Costs

Read the criterion and provide the following:

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

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

D. Projected Operating Costs

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

E. Total Effect of the Project on Capital Costs

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

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

SECTION IX. SAFETY NET IMPACT STATEMENT (DISCONTINUATION ONLY)

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

1. The project's material impact, if any, on essential safety net services in the community, to the extent that it is feasible for an applicant to have such knowledge.
2. The project's impact on the ability of another provider or health care system to cross-subsidize safety net services, if reasonably known to the applicant.
3. How the discontinuation of a facility or service might impact the remaining safety net providers in a given community, if reasonably known by the applicant.

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

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

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

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

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

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

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

SECTION X. CHARITY CARE INFORMATION (CHOW ONLY)

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

1. All applicants and co-applicants shall indicate the amount of charity care for the latest three **audited** fiscal years, the cost of charity care and the ratio of that charity care cost to net patient revenue.
2. If the applicant owns or operates one or more facilities, the reporting shall be for each individual facility located in Illinois. If charity care costs are reported on a consolidated basis, the applicant shall provide documentation as to the cost of charity care; the ratio of that charity care to the net patient revenue for the consolidated financial statement; the allocation of charity care costs; and the ratio of charity care cost to net patient revenue for the facility under review.
3. If the applicant is not an existing facility, it shall submit the facility's projected patient mix by payer source, anticipated charity care expense and projected ratio of charity care to net patient revenue by the end of its second year of operation.

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

A table in the following format must be provided for all facilities as part of Attachment 41.

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

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

ATTACHMENT 1

Section I – Type of Ownership – Certificate of Good Standing

Certificates of Good Standing for DaVita Inc., DuPage Medical Group, Ltd., Hailstone Dialysis, LLC, and Total Renal Care, Inc. are attached below. Washington Heights Dialysis is a trade name of Hailstone Dialysis, LLC and is not separately organized. DaVita Inc. does not do business in the State of Illinois. A Certificate of Good Standing for DaVita Inc. from the state of its incorporation, Delaware is attached.

An organizational chart showing the current and post-closing ownership structure of Washington Heights Dialysis is included in Attachment 4.

Delaware

The First State

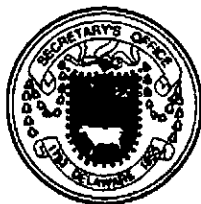
Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DAVITA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF SEPTEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DAVITA INC." WAS INCORPORATED ON THE FOURTH DAY OF APRIL, A.D. 1994.

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



2391269 8300

SR# 20165704525

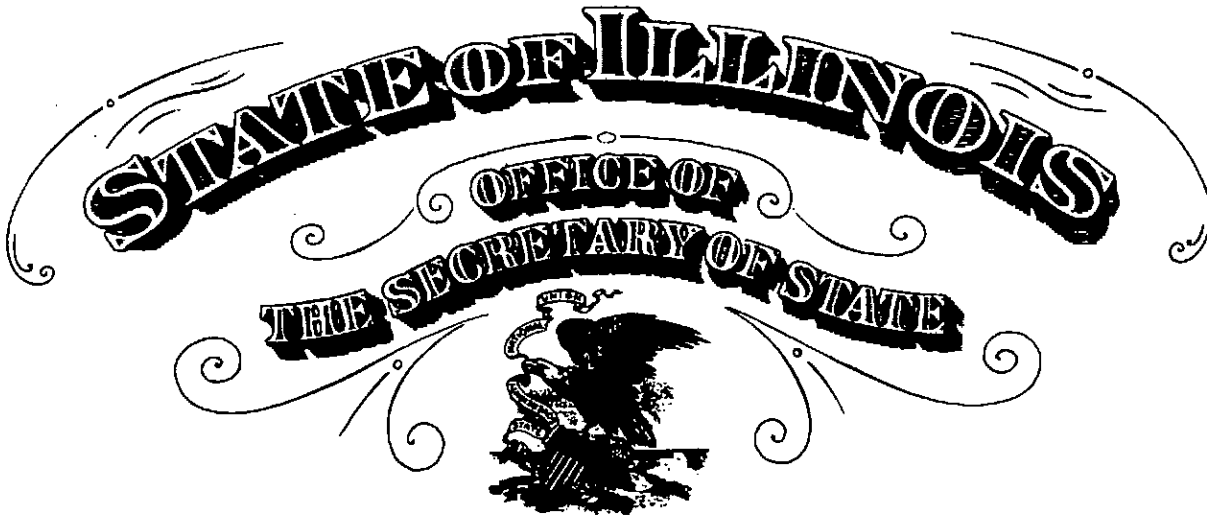
You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202957561

Date: 09-08-16

Attachment 1



To all to whom these Presents Shall Come, Greeting:

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

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

***In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 17TH
day of MARCH A.D. 2017 .***



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

Jesse White

SECRETARY OF STATE



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

TOTAL RENAL CARE, INC., INCORPORATED IN CALIFORNIA AND LICENSED TO TRANSACT BUSINESS IN THIS STATE ON MARCH 10, 1995, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.



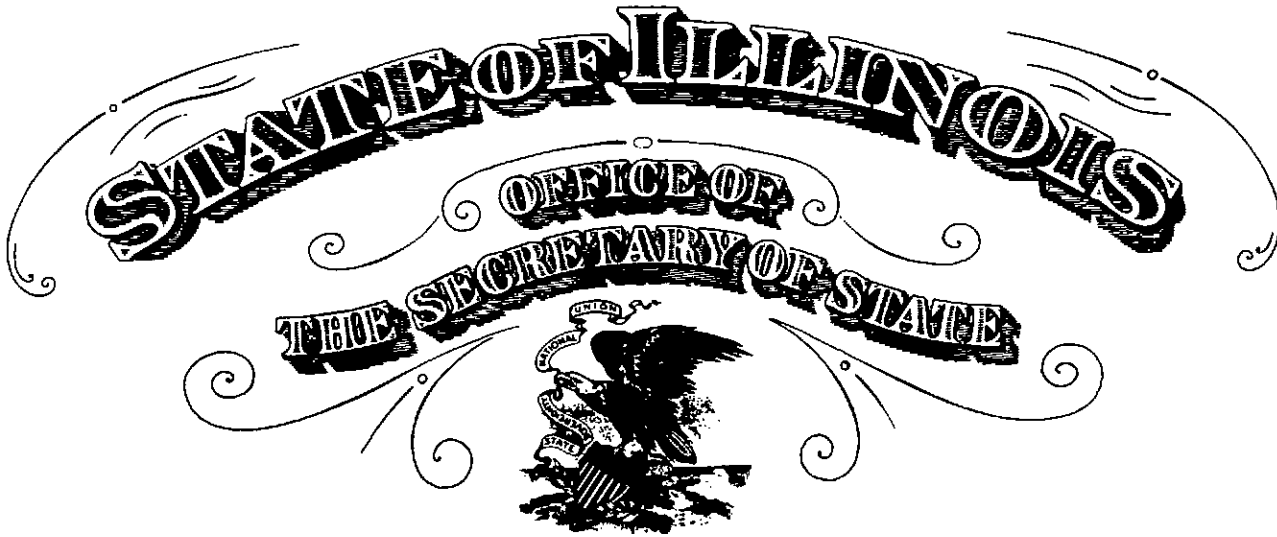
In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 15TH day of JUNE A.D. 2017 .

Jesse White

SECRETARY OF STATE

Authentication #: 1716601788 verifiable until 06/15/2018

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



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

HAILSTONE DIALYSIS, LLC, A DELAWARE LIMITED LIABILITY COMPANY HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON MARCH 14, 2017, 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 20TH
day of MARCH A.D. 2017 .***

Jesse White

SECRETARY OF STATE

ATTACHMENT 2

Section I – Site Ownership

There is no change in the site ownership. Attached is proof of applicants' control of the site.



JOHNSON CONTROLS REAL ESTATE SERVICES INC.

A JOHNSON CONTROLS COMPANY

September 29, 2015

Mr. Doug Renner & Mr. Trevor Jack
Baum Realty Group, LLC
1030 W. Chicago Ave. Suite 200
Chicago, IL 60642

RE: LOI - 10620 S Halsted St, Chicago, IL 60628

Dear Doug & Trevor:

Johnson Controls Real Estate Services, Inc. has been exclusively authorized by Total Renal Care, Inc. - a subsidiary of DaVita HealthCare Partners, Inc. ("DaVita") to assist in securing a lease requirement. DaVita is a Fortune 500 company with approximately 2,000 locations across the US and revenues of approximately \$11.5 billion.

Below is the proposal outlining the terms and conditions wherein the Tenant is willing to lease the subject premises:

PREMISES:

10620 S Halsted St, Chicago, IL 60628
(please verify the legal description provided in Exhibit B is accurate)

TENANT:

Total Renal Care, Inc. or related entity to be named

LANDLORD:

The Novogroder Companies, Inc.

SPACE REQUIREMENTS:

Requirement is for approximately 7,540 SF of contiguous rentable square feet as indicated in the preliminary floor plan labeled as Exhibit C. Tenant shall have the right to measure space based on most recent BOMA standards.

Please indicate both rentable and useable square footage for Premises.

PRIMARY TERM:

Fifteen (15) years

BASE RENT:

*\$24.00/psf NNN Y1-Y5;
\$26.40/psf NNN Y6-Y10.
\$29.04/psf NNN Y11-15.*

ADDITIONAL EXPENSES:

<i>Real Estate Taxes:</i>	<i>\$61,000.00 annually</i>
<i>Common Area Maintenance:</i>	<i>\$11,000.00 annually</i>
<i>Insurance:</i>	<i>\$ 4,500.00 annually</i>

Tenant's pro rata share percentage of operating expenses shall be approximately 64% based upon a GLA of approximately 11,850 SF.

Landlord to provide an estimate of annual pro-rated costs for fire suppression and alarm control panel maintenance and monitoring. \$2,500/year for entire building.

Landlord to limit the cumulative operating expense costs to no greater than 3% increases annually thereafter not to include parking lot repairs/resurfacing, real

estate taxes and snow removal that are considered as uncontrollable expenses to the Tenant

Tenant to pay all utility costs for the Premises, and water is submetered. Tenant will pay for all utilities until the remaining space is leased.

LANDLORD'S MAINTENANCE:

Landlord, at its sole cost and expense, shall be responsible for the structural (roof and structure) for the Property.

**POSSESSION AND
RENT COMMENCEMENT:**

Landlord shall deliver Possession of the Premises to the Tenant within 90 days upon the later of completion of Landlord's required work (if applicable), mutual lease execution, and waiver of CON contingency. Rent Commencement shall be the earlier of six (6) months from Possession or the date each of the following conditions have occurred:

- a. Construction improvements within the Premises have been completed in accordance with the final construction documents (except for nominal punch list items); and
- b. A certificate of occupancy for the Premises has been obtained from the city or county; and
- c. Tenant has obtained all necessary licenses and permits to operate its business.

DUE DILLIGENCE:

Tenant shall have the right to obtain Tenant's executive committee approval within 90 days following Lease execution. If Tenant does not receive executive committee approval during such 90 day period, Tenant may elect to terminate the Lease by written notice given not later than the 90th day following lease execution. Before work begins, all contingencies must be waived.

LEASE FORM:

Tenant's standard lease form, subject to negotiations and modified as required by both parties.

USE:

The operation of an outpatient renal dialysis clinic, renal dialysis home training, aphaeresis services and similar blood separation and cell collection procedures, general medical offices, clinical laboratory, including all incidental, related and necessary elements and functions of other recognized dialysis disciplines which may be necessary or desirable to render a complete program of treatment to patients of Tenant and related office and administrative uses or for any other lawful purpose. To Landlord's best knowledge, it will be permitted. Tenant shall be responsible for confirming during DD.

Please verify that the Use is permitted within the building's zoning.

Please provide a copy of any CCR's or other documents that may impact tenancy.

PARKING:

Landlord shall provide undedicated and unrestricted parking to Tenant. In the event of a parking conflict, Tenant will be allocated sixty-percent (60%) of the parking spaces currently serving the Premises and provide two (2) handicapped stalls or such greater number as is required by applicable law or regulation to be further defined in lease agreement.

BASE BUILDING:

Landlord, at Landlord's expense, shall deliver the premises by creating a demising wall (per applicable sections of Schedule A) and pulling in new utilities to the demised premises (water line, sanitary line, gas line, and electrical service per applicable sections in Schedule A). Location of demising wall and utilities subject to tenant's architect and project manager approval and Landlord to verify Tenant's utilities will be separately metered. Water is sub-metered.

Landlord will be responsible for demolition of all interior partitions, doors and frames, plumbing, electrical, mechanical systems (other than current HVAC and what is designated for reuse by Tenant), remove all lighting, ceiling grid, carpet and/or ceramic tile and finishes of the existing building from slab to roof deck to create a "Raw shell" condition (per applicable sections in Schedule A).

Landlord will be responsible for delivering the parking lot newly resealed and stripe (including any patching of bad asphalt) per the specifications in Schedule A.

Landlord will be responsible for painting the exterior of the building.

Landlord will be responsible for delivering the premises with existing site and building lighting per specifications in Schedule A.

Landlord will make reasonable efforts to coordinate tenant improvements with Tenant's project manager.

Premises shall be broom clean and ready for interior improvements specific to the build-out of a dialysis facility; free and clear of any components, asbestos or material that is in violation of any EPA standards of acceptance and local hazardous material jurisdiction standards (per Section 4 of Schedule A).

Landlord to provide Tenant "Early Access" to Tenant's contractors in order begin Tenant's work prior to completion of Landlord's work. Landlord and Tenant shall determine a mutually agreeable schedule to coordinate this access.

Landlord shall utilize the Tenant's architect to coordinate build out under one building permit obtained by Tenant.

TENANT IMPROVEMENTS:

None.

OPTION TO RENEW:

Tenant desires five, five-year options to renew the lease. Option rent shall be increased by 10% after the initial term and following each successive five-year option period.

**RIGHT OF FIRST OPPORTUNITY
ON ADJACENT SPACE:**

Tenant shall have the on-going right of first opportunity on any adjacent space that may become available during the initial term of the lease and any extension thereof, under the same terms and conditions of Tenant's existing lease.

**FAILURE TO DELIVER
PREMISES:**

If Landlord has not delivered the premises to Tenant with all base building items substantially completed by 90 days from Tenant's waiver of all contingencies

and Landlord's receipt of the building permit, Tenant shall receive two days of rent abatement for every day of delay beyond the 90 day delivery period.

HOLDING OVER:
TENANT SIGNAGE:

Tenant shall be obligated to pay 125% for the then current rate.
Tenant shall have the right to install building, monument and pylon signage at the Premises, subject to compliance with all applicable laws and regulations and per Section 29 of Schedule A.

BUILDING HOURS:

Tenant requires building hours of 24 hours a day, seven days a week.

Please indicate building hours for HVAC and utility services.

SUBLEASE/ASSIGNMENT:

Tenant will have the right at any time to sublease or assign its interest in this Lease to any majority owned subsidiaries or related entities of DaVita, Inc. without the consent of the Landlord, or to unrelated entities with Landlord reasonable approval. No assignment or sublease will release the tenant.

ROOF RIGHTS:

Tenant shall have the right to place a satellite dish on the roof at no additional fee.

HVAC:

Please provide general description of HVAC systems (i.e. ground units, tonnage, age) Landlord will do an HVAC survey to determine the condition of units.

DELIVERIES:

Please indicate manner of deliveries to the Premises (i.e. dock-high door in rear, shared) Up to tenant.

Please indicate use of alley is permissible.

OTHER CONCESSIONS:

Please indicate any other concessions the Landlord is willing to offer.

**LANDLORD AND TENANT
ACKNOWLEDGEMENT:**

Landlord and Tenant acknowledge that the existing Walgreens lease at the Premises must be terminated within ninety (90) days of lease execution, and all parties obligations under the lease are contingent upon Landlord negotiating that lease termination in its sole discretion.

**GOVERNMENTAL
COMPLIANCE:**

At commencement, Landlord shall represent and warrant to Tenant that Landlord, at Landlord's sole expense, will cause the Premises, common areas, the building and parking facilities to be in full compliance with any governmental laws, ordinances, regulations or orders relating to, but not limited to, compliance with the Americans with Disabilities Act (ADA), and environmental conditions relating to the existence of asbestos and/or other hazardous materials, or soil and ground water conditions, and shall indemnify and hold Tenant harmless from any claims, liabilities and cost arising from environmental conditions not caused by Tenant(s).

CERTIFICATE OF NEED:

Tenant CON Obligation: Landlord and Tenant understand and agree that the establishment of any chronic outpatient dialysis facility in the State of Illinois is subject to the requirements of the Illinois Health Facilities Planning Act, 20 ILCS 3960/1 et seq. and, thus, the Tenant cannot establish a dialysis facility on the Premises or execute a binding real estate lease in connection therewith unless Tenant obtains a Certificate of Need (CON) permit from the Illinois Health

Facilities and Services Review Board (HFSRB). Based on the length of the HFSRB review process, Tenant does not expect to receive a CON permit prior to seven (7) months from the latter of an executed LOI or subsequent filing date. In light of the foregoing facts, the parties agree that they shall promptly proceed with due diligence to negotiate the terms of a definitive lease agreement and execute such agreement prior to approval of the CON permit provided, however, the lease shall not be binding on either party prior to approval of the CON permit and the lease agreement shall contain a contingency clause indicating that the lease agreement is not effective prior to CON permit approval. Assuming CON approval is granted, the effective date of the lease agreement shall be the first day of the calendar month following CON permit approval. In the event that the HFSRB does not award Tenant a CON permit to establish a dialysis center on the Premises within seven (7) months from the latter of an executed LOI or subsequent filing date, neither party shall have any further obligation to the other party with regard to the negotiations, lease, or Premises contemplated by this Letter of Intent.

BROKERAGE FEE:

Landlord recognizes as the Tenant's sole representative Johnson Controls Real Estate Services, Inc. and shall pay a brokerage fee equal to ten dollars (\$10.00) per square foot of leased space, 50% shall be due upon the later of lease execution or waiver of CON contingency and 50% shall be due upon occupancy.

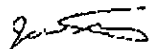
opening of Clinic The Tenant shall retain the right to offset rent for failure to pay the brokerage fee.

PLANS:

Please provide copies of site and construction plans or drawings.

It should be understood that this proposal is subject to the terms of Exhibit A attached hereto. The information in this email is confidential and may be legally privileged. It is intended solely for the addressee. Access to this information by anyone but addressee is unauthorized. Thank you for your time and consideration to partner with DaVita.

Sincerely,



John Steffens

Cc: DaVita Team Genesis Real Estate
DaVita Regional Operational Leadership
Matthew J. Gramlich, Johnson Controls Real Estate Services, Inc.

SIGNATURE PAGE

LETTER OF INTENT: 10620 S Halsted St, Chicago, IL 60628

AGREED TO AND ACCEPTED THIS 2nd October DAY OF ~~SEPTEMBER~~ 2015

By: [Signature] LL

~~On behalf of Total Renal Care, a wholly owned subsidiary of DaVita Healthcare Partners, Inc.~~

~~("Tenant")~~

AGREED TO AND ACCEPTED THIS 10 October DAY OF ~~SEPTEMBER~~ 2015

By: [Signature: Penny Davis]
TOTAL RENAL CARE

~~("Landlord")~~

EXHIBIT A

NON-BINDING NOTICE

NOTICE: THE PROVISIONS CONTAINED IN THIS LETTER OF INTENT ARE AN EXPRESSION OF THE PARTIES' INTEREST ONLY. SAID PROVISIONS TAKEN TOGETHER OR SEPERATELY ARE NEITHER AN OFFER WHICH BY AN "ACCEPTANCE" CAN BECOME A CONTRACT, NOR A CONTRACT. BY ISSUING THIS LETTER OF INTENT NEITHER TENANT NOR LANDLORD (OR JCI) SHALL BE BOUND TO ENTER INTO ANY (GOOD FAITH OR OTHERWISE) NEGOTIATIONS OF ANY KIND WHATSOEVER. TENANT RESERVES THE RIGHT TO NEGOTIATE WITH OTHER PARTIES. NEITHER TENANT, LANDLORD NOR JCI INTENDS ON THE PROVISIONS CONTAINED IN THIS LETTER OF INTENT TO BE BINDING IN ANY MANNER, AS THE ANALYSIS FOR AN ACCEPTABLE TRANSACTION WILL INVOLVE ADDITIONAL MATTERS NOT ADDRESSED IN THIS LETTER, INCLUDING, WITHOUT LIMITATION, THE TERMS OF ANY COMPETING PROJECTS, OVERALL ECONOMIC AND LIABILITY PROVISIONS CONTAINED IN ANY LEASE DOCUMENT AND INTERNAL APPROVAL PROCESSES AND PROCEDURES. THE PARTIES UNDERSTAND AND AGREE THAT A CONTRACT WITH RESPECT TO THE PROVISIONS IN THIS LETTER OF INTENT WILL NOT EXIST UNLESS AND UNTIL THE PARTIES HAVE EXECUTED A FORMAL, WRITTEN LEASE AGREEMENT APPROVED IN WRITING BY THEIR RESPECTIVE COUNSEL. JCI IS ACTING SOLELY IN THE CAPACITY OF SOLICITING, PROVIDING AND RECEIVING INFORMATION AND PROPOSALS AND NEGOTIATING THE SAME ON BEHALF OF OUR CLIENTS. UNDER NO CIRCUMSTANCES WHATSOEVER DOES JCI HAVE ANY AUTHORITY TO BIND OUR CLIENTS TO ANY ITEM, TERM OR COMBINATION OF TERMS CONTAINED HEREIN. THIS LETTER OF INTENT IS SUBMITTED SUBJECT TO ERRORS, OMISSIONS, CHANGE OF PRICE, RENTAL OR OTHER TERMS; ANY SPECIAL CONDITIONS IMPOSED BY OUR CLIENTS; AND WITHDRAWAL WITHOUT NOTICE. WE RESERVE THE RIGHT TO CONTINUE SIMULTANEOUS NEGOTIATIONS WITH OTHER PARTIES ON BEHALF OF OUR CLIENT. NO PARTY SHALL HAVE ANY LEGAL RIGHTS OR OBLIGATIONS WITH RESPECT TO ANY OTHER PARTY, AND NO PARTY SHOULD TAKE ANY ACTION OR FAIL TO TAKE ANY ACTION IN DETRIMENTAL RELIANCE ON THIS OR ANY OTHER DOCUMENT OR COMMUNICATION UNTIL AND UNLESS A DEFINITIVE WRITTEN LEASE AGREEMENT IS PREPARED AND SIGNED BY TENANT AND LANDLORD

EXHIBIT B

Lots 1 to 9 (except the East 17 feet thereof) both inclusive, and the North 15 feet of Lot 10, (except the East 17 feet thereof) in E. A. Warfield's Subdivision of Block 9 in Section 17 addition to Washington Heights, a Subdivision of the South $\frac{1}{2}$ of the Northeast $\frac{1}{4}$ and the South East $\frac{1}{4}$ of the Northeast $\frac{1}{4}$ of Section 17, Township 37 North, Range 14, East of the Third Principal Meridian, in Cook County, Illinois together with the tenements and appurtenances thereunto belonging.

Property Address: 10620 S. Halsted, Chicago, IL
Permanent Tax Number: 25-17-230-071-0000

LEGEND

TREATMENT RM - 1,400 SF USABLE AREA
TOTAL BSMAL 7,840 SF

15 PATIENTS
7 TEAMMATES

WATERING
SEATING 12 x 20

BUSINESS
ASSISTANT 1

CONFERENCE
17 TEAMMATES - 4

LOUNGE
17 TEAMMATES - 4

TREATMENT RM
15
WATER STORAGE 1
N. POL. CH. 1
DO. 1
CLEAN SINK 1
DIRTY SINK 1

MED. PREP
REPAIR 1 (20) - 1

LAR
WATERING 1 (20) - 1

BROWD
ANALYSIS MACH. - 3

STORAGE
SHELVING 1 (10) - 4
PALETS 1 (10) - 3

ROOM NAME **FLOOR** **AREA**

TOILET	10-1	10 SF
TOILET	10-1	71 SF
WATERING	10-1	100 SF
LAN	10-1	48 SF
WY	10-1	48 SF
WATER TREATMENT	10-1	300 SF
WOMEN	10-1	117 SF
MEN	10-1	117 SF
STORAGE	10-1	110 SF

PROTOTYPE **10-1**

DEVELOPMENT

TOTAL AREA **10-1**

PRELIMINARY FLOORING
MATERIALS TAKE-OFF

FLOORING **10-1**

SHEETING **10-1**

CONCRETE **10-1**

PRELIMINARY FLOOR PLAN



**[OPTION 2: FOR EXISTING BUILDING]
[SUBJECT TO MODIFICATION BASED ON INPUT FROM TENANT'S PROJECT MANAGER WITH RESPECT TO
EACH CENTER PROJECT]**

SCHEDULE A - TO WORK LETTER

MINIMUM BASE BUILDING IMPROVEMENT REQUIREMENTS

(Note: Sections with an Asterisk (*) have specific requirements for 1.1.2 in California and other select States - see end of document for changes to that section)

At a minimum, the Landlord shall provide the following Base Building Improvements to meet Tenant's requirements for an Existing Base Building Improvements at Landlord's sole cost:

All MBBI work completed by the Landlord will need to be coordinated and approved by the Tenant and there Consultants prior to any work being completed, including shop drawings and submittals reviews.

1.0 - Building Codes & Design *

All Minimum Base Building Improvements (MBBI) are to be performed in accordance with all local, state, and federal building codes including any related amendments, fire and life safety codes, barrier-free regulations, energy codes State Department of Public Health, and other applicable and codes as it pertains to Dialysis. All Landlord's work will have Governmental Authorities Having Jurisdiction ("GAHJ") approved architectural and engineering (Mechanical, Plumbing, Electrical, Structural, Civil, Environmental) plans and specifications prepared by a licensed architect and engineer.

Tenant shall have full control over the selection of the General Contractor for the tenant improvement work.

2.0 - Zoning & Permitting

Building and premises must be zoned to perform services as a dialysis clinic without the need for special-use approval by the AHJ. Landlord to provide all Zoning information related to the base building. Any new Zoning changes/variances necessary for use of the premises as a dialysis clinic shall be the responsibility of the Tenant with the assistance of the Landlord to secure Zoning change/variance. Permitting of the interior construction of the space will be by the Tenant.

3.0 - Common Areas

Tenant will have access and use of all common areas i.e. Lobbies Hallways, Corridors, Restrooms, Stairwells, Utility Rooms, Roof Access, Emergency Access Points and Elevators. All common areas must be code and ADA compliant (Life Safety, ADA, etc.) per current federal, state and local code requirements.

4.0 - Demolition

Landlord will be responsible for demolition of all interior partitions, doors and frames, plumbing, electrical, mechanical systems (other than what is designated for reuse by Tenant) and finishes of the existing building from slab to roof deck to create a "Vanilla box" condition. Space shall be brown clean and ready for interior improvements specific to the buildout of a dialysis facility. Building to be free and clear of any components,

asbestos or material that is in violation of any EPA standards of acceptance and local hazardous material jurisdiction standards.

5.0 - Foundation and Floor *

Existing Foundations and Slab on Grade in Tenant space must be free of cracks and settlement issues. Any cracks and settlement issues evident at any time prior commencement of tenant improvement work shall be subject to inspection by a Licensed Structural Engineer stating that such cracks and / or settlement issues are within limits of the structural integrity and performance anticipated for this concrete and reinforcement design for the term of the lease. Landlord to confirm that the site does not contain expansive soils and to confirm the depth of the water table. Existing concrete slabs shall contain control joints and structural reinforcement.

All repairs will be done by Landlord at his cost and be done prior to Tenant acceptance of space for construction. Any issues with slab during Tenant construction will be brought up to Landlord attention and cost associated with slab issue to repair will be paid by Landlord.

Any slab replacement will be of the same thickness of the adjacent slab (or a minimum of 5") with a minimum concrete strength of 4,000-psi with wire or fiber mesh, and/or rebar reinforcement over 10mil vapor barrier and granular fill. Infill slab/trenches will be pinned to existing slab at 24" O.C. with # 4 bars or greater x 16" long or as designed per higher standards by Tenant's structural engineer depending on soils and existing slab condition.

Existing Concrete floor shall not have more than 3-lbs. of moisture per 1,000sf/24 hours is emitted per completed calcium chloride testing results. Means and methods to achieve this level will be sole responsibility of the Landlord.

6.0 - Structural *

Existing exterior walls, lintels, floor and roof framing shall remain as-is and be free of defects. Should any defects be found repairs will be made by Landlord at his cost. Any repairs will meet with current codes and approved by a Structural Engineer and Tenant.

Landlord shall supply Tenant (if available) structural engineering drawings of space

7.0 - Existing Exterior Walls

All exterior walls shall be in good shape and properly maintained. Any damaged drywall and or Insulation will be replaced by Landlord prior to Tenant taking possession.

It will be the Landlord's responsibility for all cost to bring exterior walls up to code before Tenant takes possession.

8.0 - Demising walls

New or Existing demising walls shall be a 1 or 2hr fire rated wall depending on local codes, state and or regulatory requirements (NFPA 101 - 2000) whichever is more stringent. If it does not meet this, Landlord will bring demising wall up to meet the ratings/UL requirements. Walls to be fire caulked in accordance with UL standards at floor and roof deck. Demising walls will have minimum 3-inch thick mineral wool sound attenuation batts from floor to underside of deck.

At Tenant's option and as agreed upon by Landlord, any new demising wall interior drywall to Tenant's space shall not be installed until after Tenant's improvements are complete in the wall.

9.0- Roof Covering *

The roof shall be properly sloped for drainage and flashed for proper water shed. The roof, roof drains and downspouts shall be properly maintained to guard against roof leaks and can properly drain. Landlord will provide Tenant the information on the Roof and Contractor holding warranty. Landlord to provide minimum of

R30 roof insulation at roof deck. If the R30 value is not met, Landlord to increase R-Value by having installed additional insulation to meet GAHJ requirements to the underside of the roof structure/deck.

Any new penetrations made during buildout will be at the Tenant's cost. Landlord shall grant Tenant that right to conceal or remove existing skylights as deemed appropriate by Tenant and their Consultants.

10.0 - Canopy *

Landlord shall allow Tenant to design and construct a canopy structure for patient arrival and if allowed local code.

11.0 - Waterproofing and Weatherproofing

Landlord shall provide complete water tight building shell inclusive but not limited to, Flashing and/or sealant around windows, doors, parapet walls, Mechanical / Plumbing / Electrical penetrations. Landlord shall properly seal the building's exterior walls, footings, slabs as required in high moisture conditions such as (including but not limited to) finish floor sub-grade, raised planters, and high water table. Landlord shall be responsible for replacing any damaged items and repairing any deficiencies exposed during / after construction of tenant improvement.

12.0 - Windows

Any single pane window systems must be replaced by Landlord with code compliant Energy efficient thermal pane windows with Low -E thermally broken aluminum frames. Broken, missing and/or damaged glass or frames will be replaced by Landlord. Landlord shall allow Tenant, at Tenant's discretion, to apply a translucent film to the existing windows (per manufactures recommendations) per Tenant's tenant improvement design.

13.0 - Thermal Insulation

Landlord to replace any missing and/or damaged wall or ceiling insulation with R-13, 19 or R30 insulation. Any new roof deck insulation is to be installed to the underside of the roof deck.

14.0 - Exterior Doors

All exterior doors shall meet all barrier-free requirements including but not limited to American Disabilities Act (ADA), Local Codes and State Department of Health requirements for egress. If not Landlord at his cost will need to bring them up to code, this will include installing push paddles and/or panic hardware or any other hardware for egress. Any missing weather stripping, damage to doors or frames will be repaired or replaced by Landlord.

Landlord will provide, if not already present, a front entrance and rear door to space. Should one not be present at each of the locations Landlord, to have them installed per the following criteria:

- Front/ Patient Entry Doors: Provide Storefront with insulated glass doors and Aluminum framing to be 42" width including push paddle/panic bar hardware, push button programmable lock, power assist opener, continuous hinge and lock mechanism.
- Service Doors: Provide 48" wide door (Alternates for approval by Tenant's Project Manager to include: a) 60" or 72"-inch wide double doors (with 1 - 24" and 1 - 36" leaf or 2- 36" leaves), b) 60" Roll up door,) with 20 gauge insulated hollow metal , painted with rust inhibiting paint, Flush bolts, T astragal, heavy duty aluminum threshold, continuous hinge each leaf, door viewer (peep), panic bar hardware (if required by code), push button programmable lockset.

Any doors that are designated to be provided modified or prepared by Landlord; Landlord shall provide to Tenant, prior to door fabrication, submittals containing specification information, hardware and shop drawings for review and acceptance by Tenant and Tenant's architect.

15.0 - Utilities

All utilities to be provided at designated utility entrance points into the building at locations approved by the Tenant at a common location for access. Landlord is responsible for all tap/connection and impact fees for all new utilities required for a dialysis facility. All Utilities to be coordinated with Tenant's Architect.

16.0 - Plumbing *

Landlord to provide a building water service sized to support Tenant's potable water demand, building fire sprinkler water demand (if applicable), and other tenant water demand (if applicable). Final size to be determined by building potable and sprinkler water combined by means of the total building water demand based on code derived water supply fixture unit method and the building fire sprinkler water hydraulic calculations, per applicable codes and in accordance to municipality and regulatory standards. Landlord to provide a minimum potable water supply to support 30 (60) GPM with a constant 50 PSI water pressure, or as determined by Tenant's Engineer based on Tenant's water demand. Maximum water pressure to Tenant space to not exceed 80 PSI, and where it does water supply to be provided with a pressure reducing valve. Landlord to provide Tenant with a current water flow test results (within current year) indicating pressure and flow, for Tenant's approval. Final location of new water service to be in Tenants space and determined by Tenant's Engineer.

Where suitable building water already exists, Landlord to provide Tenant with a potable water supply to meet the above minimum requirements. Water flow and pressure to Tenant's space to be unaffected by any other building water requirements such as other tenant water requirements or irrigation systems. Landlord to bring water to Tenant's space, leaving off with a valve and cap for Tenant extension per Tenant direction or Tenant design plans.

Potable water supply to be provided with water meter and two (2) reduced pressure zone (RPZ) backflow devices arranged in parallel for uninterrupted service and sized to support required GPM demand. Backflow devices to be provided with adequate drainage per code and local authority. Meter to be per municipality or water provider standards.

Any existing hose bibs will be in proper working condition prior to Tenants possession of space.

Building sanitary drain size will be determined by Tenant's Mech Engineer based on total combined drainage fixture units (DFU's) for entire building, but not less than 4 inch diameter. The drain shall be stubbed into the building per location coordinated by Tenant at an elevation no higher than 4 feet below finished floor elevation, to a maximum of 10 feet below finished floor elevation. (Coordinate actual depth and location with Tenant's Architect and Engineer.) Provide with a cleanout structure at building entry point. New sanitary building drain shall be properly pitched to accommodate Tenant's sanitary system design per Tenant's plumbing plans, and per applicable Plumbing Code(s). Lift station/sewage ejectors will not be permitted.

Sanitary drain to be stubbed into Tenant's space with a minimum invert level of 42 inches below finished slab. Sanitary drain to be sized based on the calculated drainage fixture unit (DFU) method in accordance to code for both the Tenant's DFU's combined with any other tenant DFU's sharing the drain however, in no case less than 4 inch diameter. Ejectors or lift stations are prohibited. Landlord to clean, power jet and televise existing sanitary drain and provide Tenant with a copy of results. Any drains displaying disrepair or improper pitch shall be corrected by Landlord prior to acceptance by Tenant. Where existing conditions are not met, Landlord to provide new sanitary drain to meet such requirements at Landlord's cost and include all relevant Sanitary District and local municipality permit, tap and other fees for such work.

Landlord to provide a plumbing vent no less than 4 inch diameter stubbed into Tenant's space as high as possible with an elevation no less than the bottom of the lowest structural element of the framing to the deck above. Where deck above is the roof, Landlord to provide roof termination and all required roof flashing and waterproofing. Plumbing roof terminations to maintain a minimum separation of 15 feet, or more if required by local code, from any mechanical rooftop equipment with fresh air intake. Where required separation does not exist, Landlord to relocate to be within compliance at Landlord's cost.

Sanitary sampling manhole if required by local municipality on new line.

Landlord to provide and pay for all tap fees related to new sanitary sewer and water services in accordance with local building and regulatory agencies.

17.0 - Fire Suppression and Alarm System

Fire Sprinkler Systems and building fire alarm control panel shall be maintained by Landlord. Landlord to provide pertinent information on systems for Tenant Engineers for design. Landlord to provide current vendor for system and monitoring company.

A Sprinkler system will be installed if required by AHU or if required by Tenant. Any single story standalone building or that could expand to greater than 10,000 will require a sprinkler system. Landlord to provide cost, to be included in lease rate, for the design and installation of a complete turnkey sprinkler system (less drops and heads in Tenant space) that meets all local building, fire prevention and life safety codes for the entire building. This system to be on a dedicated water line independent of Tenant's potable water line requirements. Landlord to include all municipal approved shop drawings, service drops and sprinkler heads at heights per Tenant's reflective ceiling plan, flow control switches wired and tested, alarms including wiring and an electrically/telephonically controlled fire alarm control panel connected to a monitoring systems for emergency dispatch.

18.0 - Electrical;

Service size to be determined by Tenant's engineer dependent on facility size and gas availability (400amp to 1,000amp service) 120/208 volt, 3 phase, 4 wire derived from a single metered source and consisting of dedicated CT cabinet per utility company standards feeding a distribution panel board in the Tenant's utility room (location to be per National Electrical Code (NEC) and coordinated with Tenant and their Architect) for Tenant's exclusive use in powering equipment, appliances, lighting, heating, cooling and miscellaneous use. Landlord's service provisions shall include utility metering, tenant service feeder, and distribution panel board with main and branch circuit breakers. Tenant will not accept multiple services to obtain the necessary capacity. Should this not be available Landlord to upgrade electrical service to meet the following criteria:

Provide new service (preferably underground) with a dedicated meter via a new CT cabinet per utility company standards. Service size to be determined by Tenant's engineer dependent on facility size and gas availability (400amp to 1,000amp service) 120/208 volt, 3 phase, 4 wire to a distribution panel board in the Tenant's utility room (location to be per NEC and coordinated with Tenant and their Architect) for Tenant's exclusive use in powering equipment, appliances, lighting, heating, cooling and miscellaneous use. Landlord's service provisions shall include transformer coordination with utility company, transformer pad and grounding, and underground conduit and wire sized for service inclusive of excavation, trenching and restoration, utility metering, distribution panel board with main and branch circuit breakers, and electrical service and building grounding per NEC.

Tenant's Engineer shall have the final approval on the electrical service size and location and the size and quantity of circuit breakers to be provided in the distribution panel board. If 480V power is supplied, Landlord to provide step down transformer to Tenant requirements above.

If combined service meter cannot be provided then Landlord shall provide written verification from Power Utility supplier stating multiple meters are allowed for use by the facility for the duration of the lease term.

If lease space is in a multi-tenant building then Landlord to provide meter center with service disconnecting means, service grounding per NEC, dedicated combination CT cabinet with disconnect for Tenant and distribution panel board per above.

Landlord will allow Tenant to have installed, at Tenant cost, Transfer Switch for temporary generator hook-up, or permanent generator.

Existing electrical raceway, wire, and cable extending through the Tenant's space but serving areas outside the Tenant's space shall be re-routed outside the Tenant's space and reconnected as required at the Landlord's cost.

Fire Alarm system shall be maintained and in good working order by Landlord prior to Tenant acceptance of space. Landlord to provide pertinent information on systems for Tenant's design. Landlord to provide current vendor for system and monitoring company. Landlord's Fire Alarm panel shall include supervision of fire suppression system(s) and connections to emergency dispatch or third party monitoring service in accordance with the local authority having jurisdiction. If lease space is in a multi-tenant building then Landlord to provide an empty conduit stub in Tenant space from Landlord's Fire Alarm panel. If Fire Alarm system is unable to accommodate Tenant requirements and/or FA system is not within applicable code compliance, Landlord to upgrade panel at Landlord's cost.

Fire Alarm system equipment shall be equipped for double detection activation if required.

19.0 - Gas Service

Existing Natural gas service at a minimum to have a 6" water column pressure and be able to supply 800,000-BTU's. Natural gas line shall be individually metered and sized per demand by Engineer.

20.0 - Mechanical /Heating Ventilation Air Conditioning *

Landlord to provide a detailed report from a HVAC company on all existing HVAC units i.e. age, CFM's, cooling capacity, service records etc. for review by Tenant. HVAC Units, components and equipment that Tenant intends to reuse shall be left in place 'as is' by Landlord. Landlord shall allow Tenant, at Tenant's discretion to remove, relocate, replace or modify existing unit(s) as needed to meet HVAC code requirements and design layout requirements.

If determined by Tenant that the units need to be replaced and or additional units are needed, Landlord will be responsible for the cost of the replacement/additional HVAC units, Tenant will complete the all work with the replacement/additional HVAC Units. Units replaced or added will meet the design requirements as stated below.

The criteria is as follows:

- | | |
|--|---|
| <ul style="list-style-type: none">• Equipment to be Lennox RTU's• Supply air shall be provided to the Premises sufficient for cooling and ventilation at the rate of 275 to 325 square feet per ton to meet Tenant's demands for a dialysis facility and the base building Shell loads.• RTU Ductwork drops shall be concentric for air distribution until Tenant's General Contractor modifies distribution to align with Tenant's fit-out design criteria and layout and shall be extended 5' into the space for supply and return air. Extension of system beyond 5-feet shall be by Tenant's General Contractor.• System to be a fully ducted return air design and will be by Tenant's General Contractor for the interior fit-out. All ductwork to be externally lined except for the drops from the units.• Provide 100% enthalpy economizer• Units to include Power Exhaust | <ul style="list-style-type: none">• Control system must be capable of performing all items outlined in the Sequence of Operations specification section• RTU controller shall be compatible with a Building Management System using BACnet communication protocol.• Provide high efficiency inverter rated non-overloading motors• Provide 18" curbs, 36" in Northern areas with significant snow fall• Units to have disconnect and service outlet at unit• Units will include motorized dampers for OA, RA & EA• System shall be capable of providing 55deg supply air temperature when it is in the cooling mode |
|--|---|

Equipment will be new and come with a full warranty on all parts including compressors (minimum of 5yrs) including labor. Work to include, but not limited to, the purchase of the units, installation, roof framing, mechanical curbs, flashings, gas & electrical hook-up, coordination with Building Management System supplier, temporary construction thermostats, start-up and commissioning. Anticipate minimum up to five (5) zones with programmable thermostat and/or DDC controls (Note: The 5 zones of conditioning may be provided by individual constant volume RTU's, or by a VAV or VVT system of zone control with a single RTU). Tenant's engineer shall have the final approval on the sizes, tonnages, zoning, location and number of HVAC units based on Tenants' design criteria and local and state codes.

21.0 - Telephone

If in a multi-tenant building Landlord to provide a 1" conduit from Building Demark location to phone room location in Tenant space.

22.0 - Cable or Satellite TV

Tenant shall have the right to place a satellite dish on the roof and run appropriate electrical cabling from the Premises to such satellite dish and/or install cable service to the Premises at no additional fee. Landlord shall reasonably cooperate and grant "right of access" with Tenant's satellite or cable provider to ensure there is no delay in acquiring such services.

23.0 - Handicap Accessibility *

Full compliance with ADA and all local jurisdictions' handicap requirements. Landlord shall comply with all ADA regulations affecting the Building and entrance to Tenant space including, but not limited to, the elevator, exterior and interior doors, concrete curb cuts, ramps and walk approaches to / from the parking lot, detectable warnings, parking lot striping for four (4) dedicated handicap stalls for a unit up to 20 station clinic and six (6) HC stalls for units over 20 stations inclusive of pavement markings and stall signs with current local provisions for handicap parking stalls, delivery areas and walkways.

Landlord shall provide pavement marking; curb ramp and accessible path of travel for a dedicated delivery access in the rear of the building. The delivery access shall link the path from the driveway paving to the designated Tenant delivery door and also link to the accessible path of travel.

24.0 - Generator

Landlord to allow a generator to be installed onsite if required by code or Tenant chooses to provide one.

25.0 - Existing Site Lighting

Landlord to provide adequate lighting per code and to illuminate all parking, pathways, for new and existing building access points. Parking lot lighting to be on a timer (and be programmed per Tenant business hours of operation) or photocell. Parking lot lighting shall be connected to and powered by Landlord house panel and equipped. If new lighting is provided it will need to be code compliant with a 90 minute battery back up at all access points.

26.0 - Exterior Building Lighting

Landlord to provide adequate lighting per code and to illuminate the building main and service entrance/exits with related sidewalks. Lighting shall be connected to and powered by Landlord house panel and equipped with a code compliant 90 minute battery back up at all access points.

27.0 - Parking Lot

Provide adequate amount of ADA curb cuts, handicap and standard parking stalls in accordance with dialysis use and overall building uses. Stalls to receive striping, lot to receive traffic directional arrows and concrete parking bumpers. Bumpers to be anchored in place onto the asphalt per stall layout.

28.0 - Refuse Enclosure *

If an area is not designated, Landlord to provide Refuse area for Tenant dumpsters. Landlord to provide a minimum 6" thick reinforced concrete pad approx. 100 to 150SF based and an 8' x 12' apron way to accommodate dumpster and vehicle weight. Enclosure to be provided as required by local codes.

29.0 - Signage

Landlord to allow for an illuminated façade mounted sign and rights to add signage to existing Pylon/monument sign. Final sign layout to be approved by Tenant and the City.
Should Tenant request, Landlord to provide allowance of \$ 4,500 for an illuminated monument/pylon site sign with base and a \$ 7,000 allowance for a facade mounted sign which will include electrical to both. Final sign layout to be provided and approved by Tenant and City

ATTACHMENT 3

Section I – Operating Identity/Licensee

Total Renal Care, Inc. is currently the approved operating entity for the Washington Heights Dialysis facility. Following the transaction, Hailstone Dialysis, LLC will be the operating entity for the facility. A copy of Hailstone Dialysis, LLC's Certificate of Good Standing is attached.

An organizational chart showing the current and post-closing ownership structure of Washington Heights Dialysis is included in Attachment 4.



To all to whom these Presents Shall Come, Greeting:

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

HAILSTONE DIALYSIS, LLC, A DELAWARE LIMITED LIABILITY COMPANY HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON MARCH 14, 2017, 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 20TH
day of MARCH A.D. 2017 .***

Jesse White

SECRETARY OF STATE

Authentication #: 1707901712 verifiable until 03/20/2018

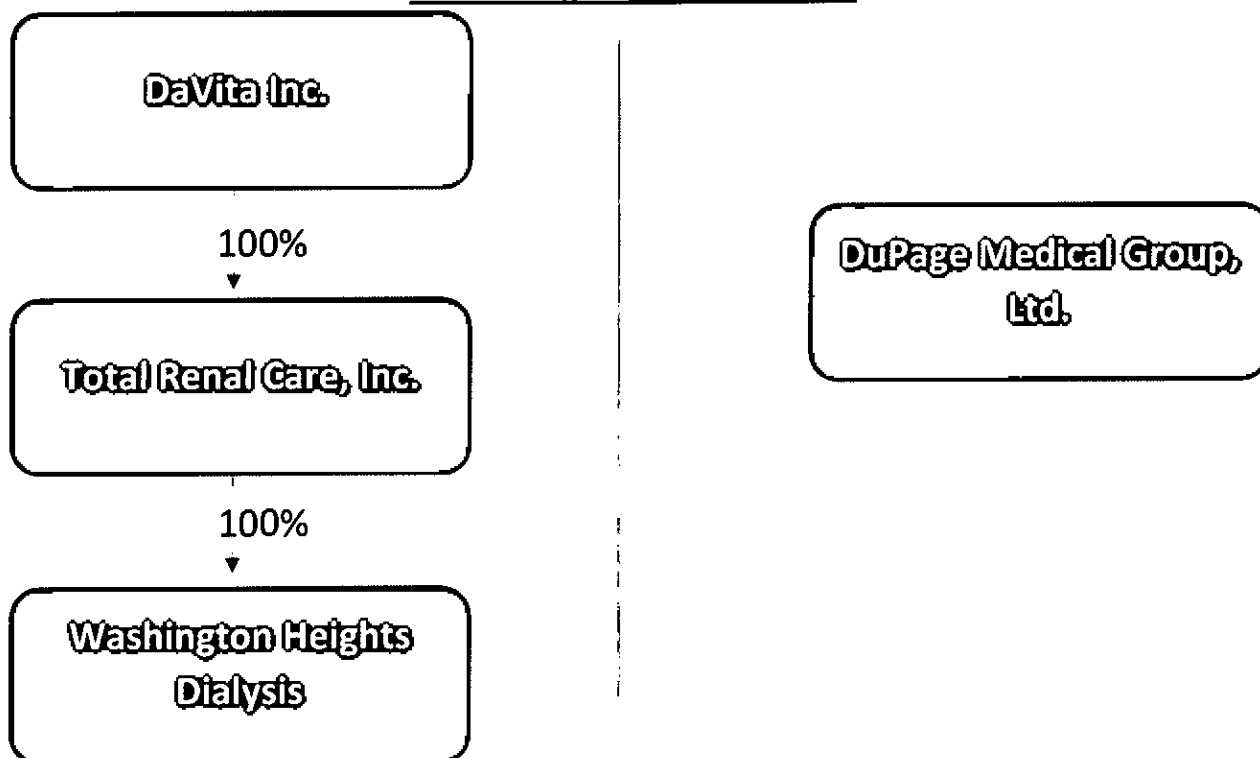
Authenticate at: <http://www.cyberdriveillinois.com>

ATTACHMENT 4

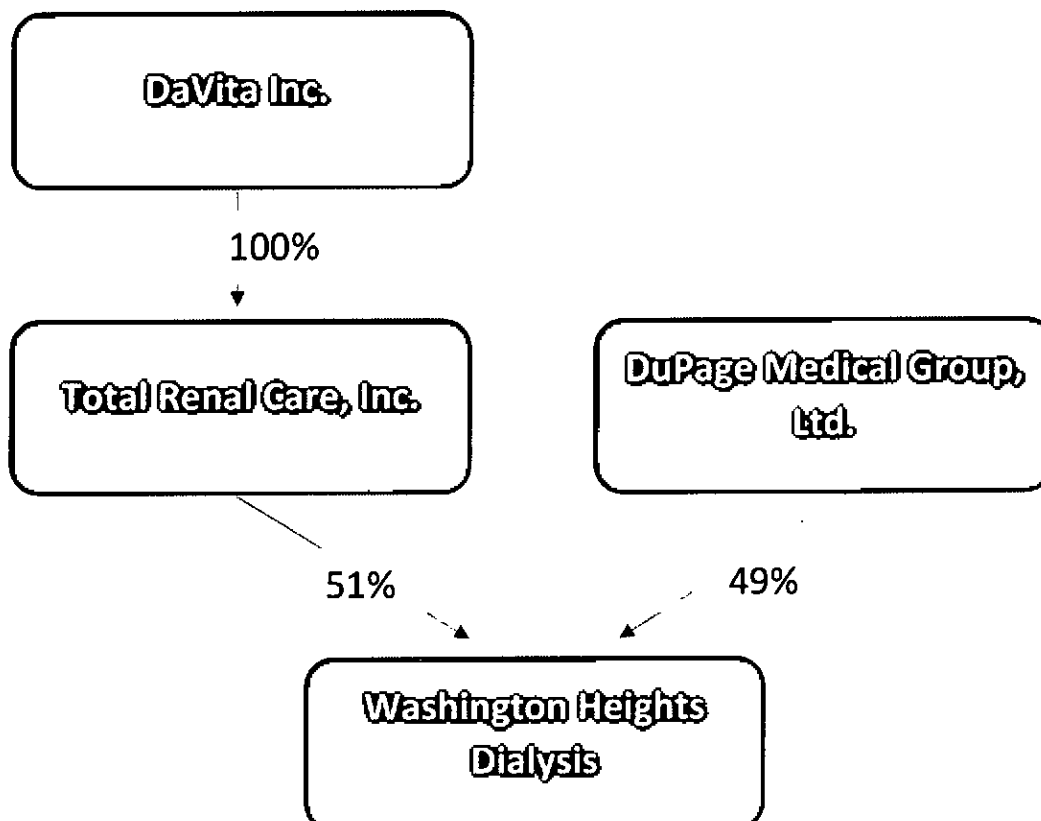
Section I – Organizational Relationship

An organizational chart showing the current ownership structure of Washington Heights Dialysis, along with the post-closing ownership structure is attached.

Current Organizational Structure



Proposed Organizational Structure



ATTACHMENT 5

By their signature on the certification page for this application, applicants certify that the facility located at 10620 South Halsted Street, Chicago, Illinois, 60628 is not located in a special flood hazard area and this project complies with the requirement of the Flood Plain Rule under Illinois Executive Order #2006-5.

There has been no change since the project was approved by the HFSRB.

ATTACHMENT 6

A copy of the letter from the Illinois Historic Preservation Agency noting the location's compliance with the Historic Resources Preservation Act is attached.



**Illinois Historic
Preservation Agency**

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

FAX (217) 524-7525

www.illinoishistory.gov

Cook County

Chicago

CON - Establish a 16-Station Dialysis Facility

10620 S. Halsted St.

IHPA Log #027110415

November 18, 2015

Timothy Tincknell

DaVita Healthcare Partners, Inc.

1600 W. 13th St., Suite 3

Chicago, IL 60608

Dear Mr. Tincknell:

This letter is to inform you that we have reviewed the information provided concerning the referenced project.

Our review of the records indicates that no historic, architectural or archaeological sites exist within the project area.

Please retain this letter in your files as evidence of compliance with Section 4 of the Illinois State Agency Historic Resources Preservation Act (20 ILCS 3420/1 et. seq.). This clearance remains in effect for two years from date of issuance. It does not pertain to any discovery during construction, nor is it a clearance for purposes of the Illinois Human Skeletal Remains Protection Act (20 ILCS 3440).

If you have any further questions, please contact me at 217/785-5031.

Sincerely,

Rachel Leibowitz, Ph.D.

Deputy State Historic

Preservation Officer

Attachment 6

ATTACHMENT 11

Section III- Background of the Applicant

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

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

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

By their signatures on the Certification pages to this application, each of the Applicants attest that no adverse action has been taken by IDPH, CMS, or any other State or federal agency against any facility owned and/or operated by them within the State of Illinois during the three years prior to the filing of this application.

3. **Authorization permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: official records of DPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations. Failure to provide such authorization shall constitute an abandonment or withdrawal of the application without any further action by HFSRB.**

By their signatures to the Certification pages to this applications, each of the applicants authorize the HFSRB and DPH to access any documents necessary to verify the information submitted, including, but not limited to: (i) official records of DPH or other State agencies; (ii) the licensing or certification records of other states, when applicable; and (iii) the records of nationally recognized accreditation organizations.

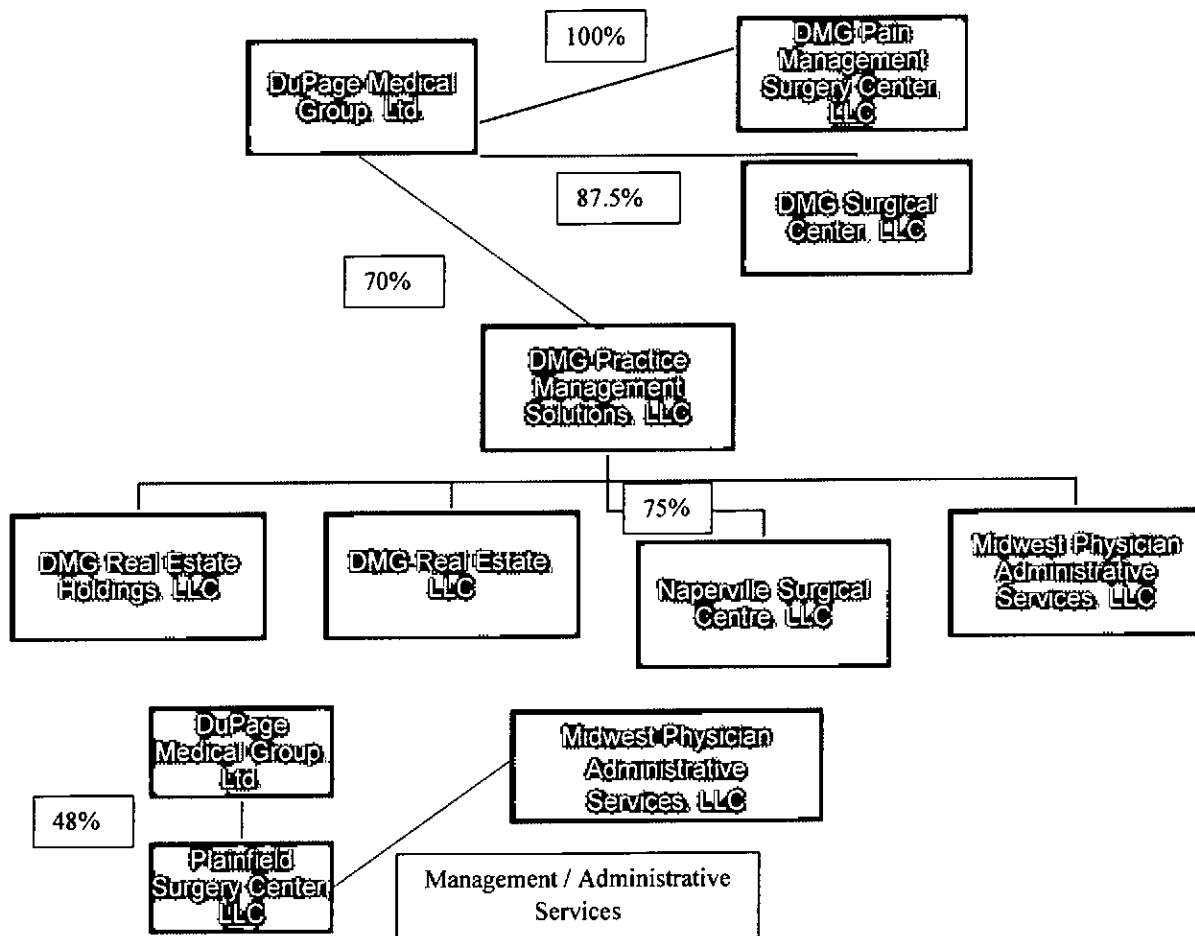
DaVita HealthCare Partners Inc.							
Illinois Facilities							
Regulatory Name	Address 1	Address 2	City	County	State	Zip	Medicare Certification Number
Adams County Dialysis	436 N 10TH ST		QUINCY	ADAMS	IL	62301-4152	14-2711
Alton Dialysis	3511 COLLEGE AVE		ALTON	MADISON	IL	62002-5009	14-2619
Arlington Heights Renal Center	17 WEST GOLF ROAD		ARLINGTON HEIGHTS	COOK	IL	60005-3905	14-2628
Barrington Creek	28160 W. NORTHWEST HIGHWAY		LAKE BARRINGTON	LAKE	IL	60010	14-2736
Belvidere Dialysis	1755 БЕЛОIT ROAD		BELVIDERE	BDONE	IL	61008	14-2795
Benton Dialysis	1151 ROUTE 14 W		BENTON	FRANKLIN	IL	62812-1500	14-2608
Beverly Dialysis	8109 SOUTH WESTERN AVE		CHICAGO	COOK	IL	60620-5939	14-2638
Big Oaks Dialysis	5623 W TOUHY AVE		NILES	COOK	IL	60714-4019	14-2712
Brighton Park Dialysis	4729 SOUTH CALIFORNIA AVE		CHICAGO	CODK	IL	60632	
Buffalo Grove Renal Center	1291 W. DUNDEE ROAD		BUFFALO GROVE	COOK	IL	60089-4009	14-2650
Calumet City Dialysis	1200 SIBLEY BOULEVARD		CALUMET CITY	COOK	IL	60409	
Carpentersville Dialysis	2203 RANDALL ROAD		CARPENTERSVILLE	KANE	IL	60110-3355	14-2598
Centralia Dialysis	1231 STATE ROUTE 161		CENTRALIA	MARION	IL	62801-6739	14-2609
Chicago Heights Dialysis	177 W JOE ORR RD	STE B	CHICAGO HEIGHTS	COOK	IL	60411-1733	14-2635
Chicago Ridge Dialysis	10511 SOUTH HARLEM AVE		WORTH	COOK	IL	60482	14-2793
Churchview Dialysis	5970 CHURCHVIEW DR		ROCKFORD	WINNEBAGO	IL	61107-2574	14-2640
Cobblestone Dialysis	934 CENTER ST	STE A	ELGIN	KANE	IL	60120-2125	14-2715
Collinsville Dialysis	101 LANTER COURT	BLDG 2	COLLINSVILLE	MADISON	IL	62234	
Country Hills Dialysis	4215 W 167TH ST		COUNTRY CLUB HILLS	COOK	IL	60478-2017	14-2575
Crystal Springs Dialysis	720 COG CIRCLE		CRYSTAL LAKE	MCHENRY	IL	60014-7301	14-2716
Decatur East Wood Dialysis	794 E WOOD ST		DECATUR	MACON	IL	62523-1155	14-2599
Dixon Kidney Center	1131 N GALENA AVE		DIXON	LEE	IL	61021-1015	14-2651
Driftwood Dialysis	1808 SOUTH WEST AVE		FREEPORT	STEPHENS DN	IL	61032-6712	14-2747
Edwardsville Dialysis	235 S BUCHANAN ST		EDWARDSVILLE	MADISON	IL	62025-2108	14-2701
Effingham Dialysis	904 MEDICAL PARK DR	5TE 1	EFFINGHAM	EFFINGHAM	IL	62401-2193	14-2580
Emerald Dialysis	710 W 43RD ST		CHICAGO	COOK	IL	60609-3435	14-2529
Evanston Renal Center	1715 CENTRAL STREET		EVANSTON	COOK	IL	60201-1507	14-2511
Forest City Rockford	4103 W 5TATE ST		ROCKFORD	WINNEBAGO	IL	61101	
Grand Crossing Dialysis	7319 S COTTAGE GROVE AVENUE		CHICAGO	COOK	IL	60619-1909	14-2728
Freeport Dialysis	1028 S KUNKLE BLVD		FREEPORT	STEPHENSON	IL	61032-6914	14-2642
Foxpoint Dialysis	1300 SCHAEFER ROAD		GRANITE CITY	MADISON	IL	62040	
Garfield Kidney Center	3250 WEST FRANKLIN BLVD		CHICAGO	COOK	IL	60624-1509	14-2777
Granite City Dialysis Center	9 AMERICAN VLG		GRANITE CITY	MADISON	IL	62040-3706	14-2537

DaVita HealthCare Partners Inc.							
Illinois Facilities							
Regulatory Name	Address 1	Address 2	City	County	State	Zip	Medicare Certification Number
Harvey Dialysis	16641 S HALSTED ST		HARVEY	COOK	IL	60426-6174	14-2698
Hazel Crest Renal Center	3470 WEST 183rd STREET		HAZEL CREST	COOK	IL	60429-2428	14-2622
Huntley Dialysis	10350 HALIGUS ROAD		HUNTLEY	MCHENRY	IL	60142	
Illini Renal Dialysis	507 E UNIVERSITY AVE		CHAMPAIGN	CHAMPAIGN	IL	61820-3828	14-2633
Irving Park Dialysis	4323 N PULASKI RD		CHICAGO	COOK	IL	60641	
Jacksonville Dialysis	1515 W WALNUT ST		JACKSONVILLE	MORGAN	IL	62650-1150	14-2581
Jerseyville Dialysis	917 S STATE ST		JERSEYVILLE	JERSEY	IL	62052-2344	14-2636
Kankakee County Dialysis	581 WILLIAM R LATHAM SR DR	STE 104	BOURBONNAIS	KANKAKEE	IL	60914-2439	14-2685
Kenwood Dialysis	4259 S COTTAGE GROVE AVENUE		CHICAGO	COOK	IL	60653	14-2717
Lake County Dialysis Services	565 LAKEVIEW PARKWAY	STE 176	VERNON HILLS	LAKE	IL	60061	14-2552
Lake Villa Dialysis	37809 N IL ROUTE 59		LAKE VILLA	LAKE	IL	60046-7332	14-2666
Lawndale Dialysis	3934 WEST 24TH ST		CHICAGO	COOK	IL	60623	14-2768
Lincoln Dialysis	2100 WEST FIFTH		LINCOLN	LDGAN	IL	62656-9115	14-2582
Lincoln Park Dialysis	2484 N ELSTON AVE		CHICAGO	COOK	IL	60647	14-2528
Litchfield Dialysis	915 ST FRANCES WAY		LITCHFIELD	MONTGOMERY	IL	62056-1775	14-2583
Little Village Dialysis	2335 W CERMAK RD		CHICAGO	COOK	IL	60608-3811	14-2668
Logan Square Dialysis	2838 NORTH KIMBALL AVE		CHICAGO	CDOK	IL	60618	14-2534
Loop Renal Center	1101 SOUTH CANAL STREET		CHICAGO	COOK	IL	60607-4901	14-2505
Machesney Park Dialysis	7170 NORTH PERRYVILLE ROAD		MACHESNEY PARK	WINNEBAGO	IL	61115	14-2806
Macon County Dialysis	1090 W MCKINLEY AVE		DECATUR	MACON	IL	62526-3208	14-2584
Marengo City Dialysis	910 GREENLEE STREET	STE B	MARENGO	MCHENRY	IL	60152-8200	14-2643
Marion Dialysis	324 S 4TH ST		MARION	WILLIAMSON	IL	62959-1241	14-2570
Maryville Dialysis	2130 VADALABENE DR		MARYVILLE	MADISON	IL	62062-5632	14-2634
Mattoon Dialysis	6051 DEVELOPMENT DRIVE		CHARLESTON	COLES	IL	61938-4652	14-2585
Metro East Dialysis	5105 W MAIN ST		BELLEVILLE	SAINT CLAIR	IL	62226-4728	14-2527
Montclare Dialysis Center	7009 W BELMONT AVE		CHICAGO	COOK	IL	60634-4533	14-2649
Montgomery County Dialysis	1822 SENATOR MILLER DRIVE		HILLSBORO	MONTGOMERY	IL	62049	
Mount Vernon Dialysis	1800 JEFFERSON AVE		MOUNT VERNON	JEFFERSON	IL	62864-4300	14-2541
Mt. Greenwood Dialysis	3401 W 111TH ST		CHICAGO	COOK	IL	60655-3329	14-2660
O'Fallon Dialysis	1941 FRANK SCOTT PKWY E	STE B	O'FALLON	ST. CLAIR	IL	62269	
Olney Dialysis Center	117 N BOONE ST		OLNEY	RICHLAND	IL	62450-2109	14-2674
Olympia Fields Dialysis Center	4557B LINCOLN HWY	STE B	MATTESON	COOK	IL	60443-2318	14-2548

DaVita HealthCare Partners Inc.							
Illinois Facilities							
Regulatory Name	Address 1	Address 2	City	County	State	Zip	Medicare Certification Number
Palos Park Dialysis	13155 S LaGRANGE RDAD		ORLAND PARK	COOK	IL	60462-1162	14-2732
Park Manor Dialysis	95TH STREET & CDLFAX AVENUE		CHICAGO	COOK	IL	60617	
Pittsfield Dialysis	640 W WASHINGTON ST		PITTSFIELD	PIKE	IL	62363-1350	14-2708
Red Bud Dialysis	LOT 4 IN 1ST ADDITION OF EAST INDUSTRIAL PARK		RED BUD	RANDDLPH	IL	62278	14-2772
Robinson Dialysis	1215 N ALLEN ST	STE B	ROBINSON	CRAWFORD	IL	62454-1100	14-2714
Rockford Dialysis	3339 N RDCKTON AVE		ROCKFORD	WINNEBAGO	IL	61103-2839	14-2647
Roxbury Dialysis Center	622 ROXBURY RD		RDCKFDRD	WINNEBAGD	IL	61107-5089	14-2665
Rushville Dialysis	112 SULLIVAN DRIVE		RUSHVILLE	SCHUYLER	IL	62681-1293	14-2620
Sauget Dialysis	2061 GOOSE LAKE RD		SAUGET	SAINT CLAIR	IL	62206-2822	14-2561
Schaumburg Renal Center	1156 S ROSELLE ROAD		SCHAUMBURG	COOK	IL	60193-4072	14-2654
Shiloh Dialysis	1095 NDRTH GREEN MOUNT RD		SHILOH	ST CLAIR	IL	62269	14-2753
Silver Cross Renal Center - Morris	1551 CREEK DRIVE		MORRIS	GRUNDY	IL	60450	14-2740
Silver Cross Renal Center - New Lenox	1890 SILVER CRDSS BDULEVARD		NEW LENOX	WILL	IL	60451	14-2741
Silver Cross Renal Center - West	1051 ESSINGTON ROAD		JDLIET	WILL	IL	60435	14-2742
South Holland Renal Center	16136 SDUTH PARK AVENUE		SDUTH HDLLAND	COOK	IL	60473-1511	14-2544
Springfield Central Dialysis	932 N RUTLEDGE ST		SPRINGFIELD	SANGAMON	IL	62702-3721	14-2586
Springfield Montvale Dialysis	2930 MDNTVALE DR	STE A	SPRINGFIELD	SANGAMON	IL	62704-5376	14-2590
Springfield South	2930 SDUTH 6th STREET		SPRINGFIELD	SANGAMDN	IL	62703	14-2733
Stonecrest Dialysis	1302 E STATE ST		ROCKFORD	WINNEBAGD	IL	61104-2228	14-2615
Stony Creek Dialysis	9115 S CICERO AVE		OAK LAWN	COOK	IL	60453-1895	14-2661
Stony Island Dialysis	8725 S STDNY ISLAND AVE		CHICAGO	COOK	IL	60617-2709	14-2718
Sycamore Dialysis	2200 GATEWAY DR		SYCAMDRE	DEKALB	IL	60178-3113	14-2639
Taylorville Dialysis	901 W SPRESSER ST		TAYLORVILLE	CHRISTIAN	IL	62568-1831	14-2587
Tazewell County Dialysis	1021 COURT STREET		PEKIN	TAZEWELL	IL	61554	14-2767
Timber Creek Dialysis	1001 S ANNIE GLIDDEN ROAD		DEKALB	DEKALB	IL	60115	14-2763
Tinley Park Dialysis	16767 SOUTH 80TH AVENUE		TINLEY PARK	COOK	IL	60477	
TRC Children's Dialysis Center	2611 N HALSTED ST		CHICAGD	COOK	IL	60614-2301	14-2604

DaVita HealthCare Partners Inc.							
Illinois Facilities							
Regulatory Name	Address 1	Address 2	City	County	State	Zip	Medicare Certification Number
Vandalia Dialysis	301 MATTES AVE		VANDALIA	FAYETTE	IL	62471-2061	14-2693
Vermilion County Dialysis	22 WEST NEWELL ROAD		DANVILLE	VERMILIDN	IL	61834	
Washington Heights Dialysis	10620 SOUTH HALSTED STREET		CHICAGO	COOK	IL	60628	
Waukegan Renal Center	1616 NDRTH GRAND AVENUE	STE C	Waukegan	COOK	IL	60085-3676	14-2577
Wayne County Dialysis	303 NW 11TH ST	STE 1	FAIRFIELD	WAYNE	IL	62837-1203	14-2688
West Lawn Dialysis	7000 S PULASKI RD		CHICAGO	COOK	IL	60629-5842	14-2719
West Side Dialysis	1600 W 13TH STREET		CHICAGO	COOK	IL	60608	14-2783
Whiteside Dialysis	2600 N LOCUST	STE D	STERLING	WHITESIDE	IL	61081-4602	14-2648
Woodlawn Dialysis	S060 S STATE ST		CHICAGO	COOK	IL	60609	14-2310

Organizational Relationships



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

1. DMG Surgical Center, LLC is owned 87.5% by DuPage Medical Group, Ltd. and 12.5% by Edward Health Ventures.
2. DMG Practice Management Solutions, LLC ("DMGPMS"): is a Delaware limited liability company, DuPage Medical Group, Ltd. owns a 70% interest in DMGPMS. DMGPMS is a 75% owner in Naperville Surgical Centre.
3. DuPage Medical Group, Ltd. owns 70% interest in DMGPMS, which wholly owns Midwest Physician Administrative Services, LLC (MPAS). Midwest Physician Administrative Services, LLC, provides management and administrative services to Plainfield Surgery Center, LLC.
4. DuPage Medical Group, Ltd. also owns 48% of Plainfield Surgery Center, LLC.

ATTACHMENT 15

Section V. Change of Ownership

1. **1130.520(b)(1)(A), Names of the Parties:** The Applicants are: (1) DaVita Inc.; ("DaVita") (2) DuPage Medical Group, Ltd. ("DMG") (3) Hailstone Dialysis, LLC ("Hailstone") and (4) Total Renal Care, Inc. ("TRC").
2. **1130.520(b)(1)(B), Background of the Parties:** Each of the Applicants, by their signatures to the Certification pages of this applications, attest that they are fit, willing, able and have the qualifications, background and character to adequately provide a proper standard of health service for the community.

By their signatures on the Certification pages to this application, each of the Applicants attest that no adverse action has been taken by IDPH, CMS, or any other State or federal agency against any facility owned and/or operated by them within the State of Illinois during the three years prior to the filing of this application.
3. **1130.520(b)(1)(C), Structure of the Transaction:** Currently, DaVita owns 100% of TRC, which was planned to be the operating entity for the Washington Heights Dialysis facility. The parties now propose to form Hailstone as a new Joint Venture entity to own and operate the facility. TRC will have a 51% interest in Hailstone and DMG will have a 49% interest in the entity.
4. **1130.520(b)(1)(D), Name of Licensed Entity after Transaction:** Hailstone Dialysis, LLC will be the certified, operating entity for the facility following the transaction. .
5. **1130.520(b)(1)(E), List of the ownership or membership interests in such licensed or certified entity both prior to and after the transaction, including a description of the applicant's organizational structure with a listing of controlling or subsidiary persons:** An organizational chart showing the current organizational structure of each applicant, as well as the post-closing structure is provided within Attachment 4.
6. **1130.520(b)(1)(F), Fair market value of assets to be transferred:** The fair market value of the transferred assets is \$3,212,000, which is composed of the facility assets, capital expenditures, development fees, and the working capital needs for the facility.
7. **1130.520(b)(1)(G), Purchase Price or Other Forms of Consideration to be Provided:** At closing, TRC will contribute its pro rata share (\$1,638,120) of the fair market value in cash and assets to Hailstone. At closing, DMG will contribute its pro rata share (\$1,573,880) of the fair market value in cash to Hailstone.

8. **1130.520(b)(2), Affirmations:** In accordance with 77 Ill. Adm. Code §1130.520, each of the Applicants affirm that any project for which permits have been issued have been completed, or will be completed, or altered in accordance with the provision of this Section. The facility received a permit from the Review Board on February 16, 2016, for Project No. 15-054. The Project has been obligated and notice of Financial Commitment has been provided to the review Board in compliance with §1130.520
9. **1130.520(b)(2), If the ownership change is for a hospital, affirmation that the facility will not adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction. The hospital must provide affirmation that the compliant charity care policy will remain in effect for a two-year period following the change of ownership transaction:** Not Applicable.
10. **1130.520(b)(2), A statement as to the anticipated benefits of the proposed changes in ownership to the community:**

DMG and DaVita are leaders within the medical community and strive to continually improve clinical outcomes and deliver the highest level of care through innovative practices. The combination of Chicagoland's leading multi-specialty physician group and the nation's clinical leader in kidney disease care and management represents an opportunity to improve dialysis services for community residents.

Together, DMG and DaVita envision that the Washington Heights Dialysis facility will not only address a need for ESRD services within the community, but also serve as an opportunity to optimize the care of patients with kidney disease. Both applicants bring values and assets that are critical to the success of a patient delivery model that addresses deficiencies in knowledge and communication throughout a patient's continuum of care.

DaVita consistently differentiates itself from other kidney care companies and surpasses national averages for clinical outcomes. DMG distinguishes itself through quality care, with clinical outcomes and cost savings for DMG's Medicare programs ranking in the top percentile for the nation. DaVita's proprietary patient care tools, educational resources, quality initiatives, and expertise in operating outpatient dialysis centers, along with DMG's medical staff collaboration, integrated EHR systems, patient-oriented health portal, and robust administrative support tools, provide the foundation for the success of the joint venture between the two organizations.

11. **1130.520(b)(2), The anticipated or potential cost savings, if any, that will result for the community and the facility because of the change in ownership:** The applicants have not identified empirically quantifiable cost savings at the outset of the Joint Venture. However, improvements in clinical coordination due to the involvement of DMG may reduce treatment complications and associated costs for patients within the community.

- 12. 1130.520(b)(2), A description of the facility's quality improvement program mechanism that will be utilized to assure quality control:** There is no change to the quality improvement program. The applicants intend to continue utilizing DaVita's established quality control mechanisms.
- 13. 1130.520(b)(2), A description of the selection process that the acquiring entity will use to select the facility's governing body:** TRC will serve as Hailstone's sole LLC Manager, but several actions will be reserved to, and cannot be undertaken without the affirmative vote of, TRC and Hailstone. In addition, consistent with all dialysis facilities, the facility will have an operating body, referred to as a Governing Body, that will have overall responsibility for the operations of the facility. This Governing Body will consist of the facility's medical director, facility administrator, and DaVita's Regional Operations Director.
- 14. 1130.520(b)(2), Statement that the applicant has prepared a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 and that the response is available for public review on the premises of the health care facility:**
- The Applicants have or will prepare a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 that will be available for public review at the facility.
- 15. 1130.520(b)(2), A description or summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within 24 months after acquisition:** There are no proposed changes to the scope of services or levels of care that were planned to be provided at the facility that are anticipated to occur within twenty-four (24) months.

ATTACHMENT 21

Section X. Charity Care

The table below provides charity care information for all dialysis facilities located in the State of Illinois that are owned or operated by DaVita Inc., which also owns 100% of Total Renal Care, Inc.

CHARITY CARE – DaVita Inc.			
	2014	2015	2016
Net Patient Revenue	\$266,319,949	\$311,351,089	\$353,226,322
Amount of Charity Care (charges)	\$2,477,363	\$2,791,566	\$2,400,299
Cost of Charity Care	\$2,477,363	\$2,791,566	\$2,400,299

The table below contains the relevant charity care information for DuPage Medical Group, Ltd. DuPage Medical Group, Ltd. reports charity care on a consolidated basis. Therefore, the information in the table below is for DuPage Medical Group, Ltd. as a whole:

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

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

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