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HEALTH FACILITIES &
SERVICES REVIEW BOARD

ORIGINAL

# STATE OF ILLINOIS
# HEALTH FACILITIES AND SERVICES REVIEW BOARD

## MEETING
## OPEN SESSION

## DECEMBER 6, 2011

## VOLUME 1

STATE OF ILLINOIS

HEALTH FACILITIES AND SERVICES REVIEW BOARD

525 West Jefferson Street, 2nd Floor

Springfield, Illinois 62761

217-782-3516

OPEN SESSION

DAY 1 -- DECEMBER 6, 2011

Open session of the meeting of the State of Illinois Health Facilities and Services Review Board was held on December 6, 2011, at the Bolingbrook Golf Club, 2001 Rodeo Drive, Bolingbrook, Illinois.

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State of Illinois
Health Facilities and Services Review Board
525 West Jefferson Street, 2nd Floor, Springfield, Illinois 62761 (217) 782-3516, (217) 785-4111 (fax)
www.hfsrb.illinois.gov

# AGENDA

(M-316) – **FINAL** (per 2 IAC 1925.240)
Final Agenda will be posted no later than
9:00 A.M. Friday, December 2, 2011 at the
Health Facilities and Services Review Board's office
and at the meeting location.
**Bolingbrook Golf Club**
**2001 Rodeo Drive**
**Bolingbrook, IL 60490**

1. **PUBLIC PARTICIPATION SIGN-IN - 9:30 A.M.**

2. **CALL TO ORDER: Tuesday, December 6, 2011 - 10:00 A.M.**

3. **ROLL CALL**

4. **APPROVAL OF AGENDA**

5. **APPROVAL OF MINUTES: October 12-13, 2011**

6. **POST PERMIT ITEMS APPROVED BY THE CHAIRMAN**

- Change of Ownership Project # 11-069 DSI Scottsdale Renal approved October 13, 2011
- Alteration Project #10-061Hoopeston Community Memorial Nursing Home approved November 4, 2011
- Permit Renewal #10-004 Grand Crossing Dialysis 12 month renewal approved November 4, 2011
- Permit Renewal #09-067 FMC West Batavia: 13 month renewal approved November 4, 2011
- Permit Renewal #10-012 FMC River Forest: 12 month renewal approved November 4, 2011
- Permit Renewal #10-001- FMC West Willow: 12 month renewal approved November 4, 2011
- Permit Renewal #07-114 Good Samaritan Home Quincy 18 month renewal approved November 11, 2011
- Permit Renewal # 11-063 Proctor Hospital 10 month renewal approved November 19, 2011
- Permit Renewal # 11-009 Sedgebrook Health Center 6 month renewal approved November 19, 2011
- Permit Renewal # 08-078 South Loop Endoscopy & Wellness Center 6 month renewal approved November 19, 2011
- Alteration Project #11-005 Touchette Regional Hospital approved November 19, 2011
- Abandoned Permit #08-033 Foot Surgical Center approved November 28, 2011

7. **ITEMS FOR STATE BOARD ACTION:**

A. PERMIT RENEWAL REQUESTS

NOTICE: THIS MEETING WILL BE ACCESSIBLE TO PERSONS WITH SPECIAL NEEDS IN COMPLIANCE WITH PERTINENT STATE AND FEDERAL LAWS UPON NOTIFICATION OF ANTICIPATED ATTENDANCE. PERSONS WITH SPECIAL NEEDS SHOULD CONTACT **BONNIE HILLS** AT THE HEALTH FACILITIES AND SERVICES REVIEW BOARD OFFICE BY TELEPHONE AT (312) 814-2793 (TTY # 800-547-0466 FOR HEARING IMPAIRED ONLY) OR BY LETTER NO LATER THAN **December 2, 2011.**

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| Item | Opp | Facility | City | Number | |
|---|---|---|---|---|---|
| A-1 | No | Addison Rehabilitation & Living Ctr.<br>36- Month Permit Renewal | Elgin | 09-030 | |
| A-2 | No | Clare Oaks<br>6-Month Permit Renewal | Bartlett | 05-002 | |

B. EXTENSION REQUESTS (none)

C. EXEMPTION REQUESTS

| Item | Opp | Facility | City | Number | |
|---|---|---|---|---|---|
| C-1 | No | St. Alexius Medical Center<br>Change of ownership | Hoffman Estates | E-012-11 | |
| C-2 | No | Alexian Brothers Medical Center<br>Change of ownership | Elk Grove Village | E-013-11 | |
| C-3 | No | Alexian Brothers Behavioral Health Hospital<br>Change of ownership | Hoffman Estates | E-014-11 | |

D. ALTERATION REQUESTS (none)

E. DECLARATORY RULINGS/OTHER BUSINESS (none)

| Item | Opp | Facility | City | Number | |
|---|---|---|---|---|---|
| E-1 | No | Lawrence County Memorial Hospital<br>Request to decrease application fees | Lawrenceville | NA | |

F. HEALTH CARE WORKER SELF-REFERRAL ACT (none)

G. STATUS REPORTS ON CONDITIONAL/CONTINGENT PERMITS (none)

H. APPLICATIONS SUBSEQUENT TO INITIAL REVIEW

| Item | Class | Opposition | Facility | City | Number | |
|---|---|---|---|---|---|---|
| | H-20 | Sub | XX FMC Naperbrook<br>Establish 16-Station ESRD Facility | Naperville | 11-038 | |
| H-01 | Sub | Yes | ARA-McHenry County<br>Establish a 12-Station ESRD Facility | McHenry | 11-016 | |

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| Item | Class | Opposition | Facility | City | Number | |
|---|---|---|---|---|---|---|
| | H-20 | Sub | XX FMC Naperbrook Establish 16-Station ESRD Facility | Naperville | 11-038 | |
| H-02 | Sub | No | Driftwood Dialysis Establish 10-Station ESRD Facility | Freeport | 11-066 | |
| H-03 | Sub | No | Woodlawn Dialysis Discontinue 20-Station ESRD Re-Establish 32-Station ESRD | Chicago | 11-068 | |
| H-04 | Non-Sub | No | Dimensions Medical Ctr. Ltd. Discontinue ASTC | Des Plaines | 11-067 | |

I. APPLICATIONS SUBSEQUENT TO INTENT TO DENY

| Item | Class | Opposition | Facility | City | Number | |
|---|---|---|---|---|---|---|
| | H-20 | Sub | XX FMC Naperbrook Establish 16-Station ESRD Facility | Naperville | 11-038 | |
| I-01 | Sub | No | FMC-Lockport Establish a 12 Station ESRD Facility | Lockport | 11-022 | |

**RECESS**

**DAY TWO**

1. **PUBLIC PARTICIPATION SIGN-IN - 9:30 A.M.**
2. **CALL TO ORDER: Wednesday, December 7, 2011, 10:00 A.M**
3. **ROLL CALL**

I. APPLICATIONS SUBSEQUENT TO INTENT TO DENY cont'd.

| Item | Class | Opposition | Facility | City | Number | |
|---|---|---|---|---|---|---|
| | H-20 | Sub | XX FMC Naperbrook Establish 16-Station ESRD Facility | Naperville | 11-038 | |
| I-01 | Sub | Yes | Mercy Crystal Lake Hospital Establish 70-Bed Acute Care Hospital | Crystal Lake | 10-089 | |

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| | | | | | | |
|---|---|---|---|---|---|---|
| I-02 | Sub | Yes | Centegra Hospital-Huntley<br>Establish 128-Bed Acute<br>Care Hospital | Huntley | 10-090 | _____ |

## 4. EXECUTIVE SESSION

A. APPLICATIONS PENDING ADMINISTRATIVE HEARING (ADM) / JUDICIAL REVIEW (JUD)

## 5. COMPLIANCE ISSUES / SETTLEMENT AGREEMENTS / FINAL ORDERS

**Referrals to Legal Counsel**

- Highland Ambulatory Surgery Center – discontinued facility without a permit

**Final Orders**

- HFSRB 11-08, 11-09, 11-10- HFSRB v. RAI Care Center of Illinois/Liberty Dialysis
- HFSRB 10-01- HFSRB v. Fox River Pavilion LP - Project #07-065

## 6. OTHER BUSINESS

## 7. RULES DEVELOPMENT

## 8. NEW BUSINESS

1. Hickory Estates in Sumner discontinued a 16 bed ICF/DD facility.
2. Rockford Nursing & Rehab Ctr. in Rockford, Illinois discontinued a 97 bed nursing care facility
3. Financial Report – October 2011
4. Dialysis Information
5. Critical Access Hospital Bed Reduction
   - Washington County Hospital - 22 acute care beds
   - John Warner Hospital - 25 acute care beds

## 9. ADJOURNMENT

**FOR TRANSCRIPTS OF THIS MEETING CONTACT:**
**Midwest Litigation Services**
**15 South Old State Capitol Plaza**
**Springfield IL 62701**
**217-522-2211**

## 10. NEXT MEETING

January 10, 2012 Location: TBA

## 11. FUTURE MEETING DATES

NOTICE: THIS MEETING WILL BE ACCESSIBLE TO PERSONS WITH SPECIAL NEEDS IN COMPLIANCE WITH PERTINENT STATE AND FEDERAL LAWS UPON NOTIFICATION OF ANTICIPATED ATTENDANCE. PERSONS WITH SPECIAL NEEDS SHOULD CONTACT **BONNIE HILLS** AT THE HEALTH FACILITIES AND SERVICES REVIEW BOARD OFFICE BY TELEPHONE AT (312) 814-2793 (TTY # 800-547-0466 FOR HEARING IMPAIRED ONLY) OR BY LETTER NO LATER THAN **December 2, 2011.**

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| Health Facilities Planning Board Meetings - 2012 | | |
|---|---|---|
| Date | City | Location |
| February 28, 2012 | TBA | TBA |
| April 17, 2012 | Springfield | DNR Building State Fairgrounds |
| June 5, 2012 | TBA | TBA |
| July 24, 2012 | TBA | TBA |
| September 11, 2012 | TBA | TBA |
| October 30, 2012 | TBA | TBA |
| December 18, 2012 | TBA | TBA |

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PRESENT:

Dale Galassie - Chairman
Ronald Eaker
John Hayes
John Burden
Alan Greiman
Kathy Olson
Richard Sewell
Robert Hilgenbrink

ALSO PRESENT:

Courtney Avery - Board Administrator
Cathy Clarke - Assistant
Frank Urso - General Counsel
Juan Morado - Assistant Counsel
Michael Constantino - IDPH Staff
George Roate - Staff
Bill Dart - IDPH Staff
Claire Berman - IDPH Staff
David Carvalho - Deputy Director, IDPH
Michael C. Jones - IDHFS
Michael Pelletier - IDHS

Reported by:

Karen K. Keim
CRR, RPR, CSR-IL, CRR-MO
Midwest Litigation Services
401 N. Michigan Avenue
Chicago, IL 60611

START TIME: 10:02 a.m.

CHAIRMAN GALASSIE: Good morning. I'd like to call the meeting to order. Welcome to everyone here.

I would also like to recognize our Members Penn, Olson, Hilgenbrink and Burden, who have been officially reappointed. Congratulations to all of you. Be careful what you ask for.

And if anyone was interested in signing up for public comment, you should have done so by now outside in the hallway. Staff is there to assist you, if you wish.

Can I have a roll call, please, gentlemen?

MR. ROATE: Yes. Dr. Burden?

MR. BURDEN: Here.

MR. ROATE: Mr. Eaker?

MR. EAKER: Here.

MR. ROATE: Mr. Greiman?

MR. GREIMAN: Here.

MR. ROATE: Mr. Hayes?

MR. HAYES: Here.

MR. ROATE: Mr. Hilgenbrink?

MR. HILGENBRINK: Here.

MR. ROATE: Ms. Olson?

MS. OLSON: Here.

MR. ROATE: Mr. Penn?

(No response)

MR. ROATE: Mr. Sewell?

MR. SEWELL: Here.

MR. ROATE: And Chairman Galassie.

CHAIRMAN GALASSIE: Here.

We have a quorum. Thank you.

Prior to asking for a motion to approve the agenda, I would like to add to the agenda between Item 6 and 7, Public Participation Guidelines. We'll spend a few minutes on that.

That having been said, can I have a motion to approve the agenda?

MS. OLSON: So moved.

MR. HAYES: Second.

CHAIRMAN GALASSIE: Moved and seconded. Roll call, please.

MR. ROATE: Motion made by Ms. Olson, seconded by Mr. Hayes.

Dr. Burden?

MR. BURDEN: Here.

MR. ROATE: Mr. Eaker?

MR. EAKER: Yes.

MR. ROATE: Mr. Greiman?

MR. GREIMAN: Aye.

MR. ROATE: Mr. Hayes?

MR. HAYES: Yes.

MR. ROATE: Mr. Hilgenbrink?

MR. HILGENBRINK: Yes.

MR. ROATE: Ms. Olson?

MS. OLSON: Yes.

MR. ROATE: Mr. Penn?

(No response)

MR. ROATE: Mr. Sewell?

MR. SEWELL: Yes.

MR. ROATE: And Chairman Galassie.

CHAIRMAN GALASSIE: Yes.

Motion passes. Thank you very much.

Moving on, Item No. 5, Approval of Minutes. If I can get a motion to approve the minutes of October 12th and 13th, 2011.

MR. HAYES: So moved.

MR. GREIMAN: Second.

CHAIRMAN GALASSIE: Moved and seconded.

MR. ROATE: Motion made by Mr. Hayes, seconded by Mr. Greiman called for vote.

Dr. Burden?

MR. BURDEN: Yes.

MR. ROATE: Mr. Eaker?

MR. EAKER: Yes.

MR. ROATE: Mr. Greiman?

MR. GREIMAN: Yes.

MR. ROATE: Mr. Hayes?

MR. HAYES: Yes.

MR. ROATE: Mr. Hilgenbrink?

MR. HILGENBRINK: Yes.

MR. ROATE: Ms. Olson?

MS. OLSON: Yes.

MR. ROATE: Mr. Sewell?

MR. SEWELL: Yes.

MR. ROATE: And Chairman Galassie.

CHAIRMAN GALASSIE: Yes.

MR. ROATE: Eight votes in the positive.

CHAIRMAN GALASSIE: Motion passes. Thank you very much.

Item No. 6, Post Permit Items Approved by the Chairman. Mr. Constantino?

MR. CONSTANTINO: Thank you, Mr. Chairman.

The first item, Change of Ownership, Project No. 11-069 DSI Scottsdale Renal, approved October 13th, 2011.

Alteration, Project No. 10-061, Hoopeston

Community Memorial Nursing Home, approved November 4th, 2001.

Permit Renewal No. 10-004, Grand Crossing Dialysis, 12-month permit renewal, approved November 4th, 2011.

Permit Renewal No. 09-067, FMC West Batavia, 13-month renewal, approved November 4, 2011.

Permit Renewal No. 10-012, FMC River Forest, 12-month renewal, approved November 4th, 2011.

Permit Renewal No. 10-001, FMC West Willow, 12-month permit renewal, approved November 4th, 2011.

Permit Renewal No. 07-114, Good Samaritan Home, Quincy, Illinois, 18-month permit renewal, approved November 11th, 2011.

Permit Renewal No. 11-063, Proctor Hospital, 10-month permit renewal, approved November 19th, 2011.

Permit Renewal No. 11-009 Sedgebrook Health Center, 6-month permit renewal, approved November 19th, 2011.

Permit Renewal No. 08-078, South Loop Endoscopy & Wellness Center, 6-month permit renewal, approved November 19th, 2011.

Alteration, Project No. 11-005, Touchette Regional Hospital, approved November 19th, 2011.

And Permit 08-033, Foot Surgical Center abandonment, approved November 28th, 2011.

Thank you Mr. Chairman.

CHAIRMAN GALASSIE: Thank you, sir.

Any questions from Board members on these items.

(No response)

CHAIRMAN GALASSIE: Hearing none, I'll ask for a motion to approve.

MR. HILGENBRINK: So moved.

MR. HAYES: Second.

CHAIRMAN GALASSIE: Moved and seconded. Roll call, please.

MR. ROATE: Mr. Burden?

MR. BURDEN: Yes.

MR. ROATE: Mr. Eaker?

MR. EAKER: Yes.

MR. ROATE: Mr. Greiman?

MR. GREIMAN: Aye.

MR. ROATE: Mr. Hayes?

MR. HAYES: Yes.

MR. ROATE: Mr. Hilgenbrink?

MR. HILGENBRINK: Yes.

MR. ROATE: Ms. Olson?

MS. OLSON: Yes.

MR. ROATE: Mr. Sewell?

MR. SEWELL: Yes.

MR. ROATE: Chairman Galassie?

CHAIRMAN GALASSIE: Yes.

MR. ROATE: That's eight votes in the positive.

CHAIRMAN GALASSIE: Thank you. Motion passes.

MR. CONSTANTINO: Mr. Chairman, in your packet you received Permit Renewal 09-029, Monroe County Surgical Center. It is not on the agenda. They withdrew. But it is in your packet of material. They have withdrawn. We removed it from the agenda, but it's in your packet. That's why I'm bringing it to your attention.

CHAIRMAN GALASSIE: I see. Thank you.

Moving on to Item 6-1 added to the agenda this morning, Public Participation Guidelines. We are going to have some comments. Juan, if you would please.

MR. MORADO: The Open Meeting Act requires that any person shall be permitted an opportunity to address public officials under the rules established and recorded by this public body. The following is the procedure which the Illinois Health Facilities and Services

Review Board will adhere to for today's proceedings.

If you have previously participated in any public hearings or submitted written comments related to the project listed on today's agenda, please respect that you will not be allowed to repeat your previous comments. Each Board member has received and reviewed all related materials from previous hearings. In order to accomplish other agenda items, each speaker will be allowed a maximum of two minutes to provide their comments. Understand, when the Chairman signals, you must conclude your comments.

Inflammatory or derogatory comments are prohibited. As stated in the guidelines, the Board asks that no more than three persons representing the same organization provide testimony regarding the same project. Public comment for each speaker is limited to testimony for one project or issue. The Board asks that you please make sure that all comments are focused and relevant to the specific projects on the current agenda. Again, all comments should not be repetitive and not disruptive to the Board's proceedings today. Speakers who do not comply with these guidelines will not be allowed to provide comments at the Board's open meeting.

Please note that you may also see me lift up one of these signs, indicating that your time is running

out, and after that, the Chairman will -- the Chairman may signal that your time has come to an end as well.

Thank you.

CHAIRMAN GALASSIE: Thank you, Juan.

Mr. Urso?

MR. URSO: For Board members, I just want to repeat something that I know you already know, but this Board is precluded from doing any batching or comparative reviews. So, I just want to remind Board members of that fact, that every project must be looked at on its own merits and looked at independently of any other projects.

The second thing I would like to request is that if you have any no votes, please explain the reasons for your votes so that it's clear on the record what the reason was for that no vote.

Thank you.

MS. OLSON: Mr. Chairman, may I ask a question? I want to go back to the public participation guidelines. We read these every time, and yet people still get up and repeat the same thing. Is it possible if they're repeating the same thing for us to go, "Time out; sorry, I've read that already and I don't need to hear it again"?

CHAIRMAN GALASSIE: It is possible. Yes, we

certainly can do that.

MS. OLSON: It's probable that I'm going to do that.

CHAIRMAN GALASSIE: Please do. We will invite Member Olson to so advise.

MS. OLSON: I've read all of this stuff. I don't want to hear it again.

CHAIRMAN GALASSIE: We appreciate that and respect that and will ask for your assistance in so doing.

Moving on to Items for State Board Action on the agenda, No. 7, we will be calling up Addison Rehab and Living Center, Item No. 09-030. If there is anyone here representing Addison Rehab Center, if you would please come up and introduce yourselves, spell your names, please, and be sworn in by our recorder, Karen.

(Pause)

MR. SHEETS: Good morning, Mr. Chairman, Members of the Board. My name is Charles Sheets. I'm the attorney for Addison Rehab, and I have with me Mr. Tom Neshek, who is the Manager of the applicant entities.

CHAIRMAN GALASSIE: State Agency Report, please.

MR. CONSTANTINO: Thank you, Mr. Chairman.

On March 2nd, 2010, the State Board approved

Permit No. 09-030. The permit authorized the establishment of a 120-bed long-term care facility in Elgin, Illinois at approximate cost of $14.1 million. The applicants are before you today requesting a permit renewal for 36 months, from December 31st, 2011 to December 31st, 2014. The reason for the delay, according to the permit holders, is the delay in financing of the project. The original project application stated it would be a HUD-insured loan. Evidently that fell through. There was no reasons -- no status of the financing of this project given to the State Staff.

CHAIRMAN GALASSIE: Thank you, sir.

Gentlemen, if you have comments, can I ask you to be sworn in first, please.

(Oath given)

CHAIRMAN GALASSIE: Thank you. Any comments for the Board?

MR. SHEETS: Mr. Chairman, I have Mr. Neshek here, who is one of the principals also in the applicant entities, and we could have asked for an 18-month renewal and been back here in 18 months asking for another renewal, but we thought rather than do that, we would try to get the full three years that we need to complete the project. When the project was approved, it was only 20 months until

the completion date, and we probably should have made an adjustment at that point, but we've had some significant problems or issues within the company securing financing, and I think Mr. Neshek is probably much more qualified to answer that. He's -- as I said before, he's the Manager of the applicant entities, one of the principals, and he's also a recovering attorney who now practices real estate.

CHAIRMAN GALASSIE: Thank you. Good morning.

MR. NESHEK: Thank you very much, Members of the Board. My name is Tom Neshek. I'm the Manager of the two entities which are involved here.

I have been in the real estate and construction business for thirty years. My family has been in the healthcare, long-term healthcare business for over 50 years. Our family has built over 10,000 nursing home beds across the country during that 50 years. About two and a half years ago, I went from being an apartment builder, real estate attorney in Wisconsin to ascending to basically being in charge of running our companies. We operate nursing homes all over the United States and also in the State of Illinois. We have some supported living facilities also here in the State of Illinois.

In my 30 years, I have never run into the types of constraints which are now common in capital

markets facing real estate developments and healthcare developments such as the one that we have been approved for here. The healthcare industry has been somewhat insulated to the credit crisis that has taken place across the country, but for companies our size, I can't say that my experience has been that it is insulated. I recently went through an experience in the state of Colorado, with an approved project in the state of Colorado, an excellent project located in the Village of Parker. I worked on financing for almost two years on that project.

The underwriting criteria that are now being looked upon by banks and financial institutions and with HUD mortgages -- we're involved with seven HUD mortgages currently in our companies. The underwriting criteria have become very, very significant constraints in formation of the construction of projects such as this. One of the primary problems that we face has been the loan-to-value constraints that are now being placed on us. Historically in projects such as this, we might be looking at 80 percent loan to value. Financial institutions no longer even consider that. They're looking for upwards of 40 percent of equity be placed into a project like this.

Now, we're -- although we have operations all over the country, I would not consider us a major player.

We're a small company. As you can imagine, those equity constraints could be sometimes onerous. Our companies went through substantial reorganization over the last two years, and some of that reorganization created that constraint in producing that kind of equity, given the capital markets. I could tell you that at this moment, those internal constraints have been alleviated. We are now in a position to be able to place that kind of capital in a project like this. The loan considerations at this moment are positive, given the ability -- our ability to now put capital into the project, and we like the project. We think it's a fine project. We're very excited about it, but we do need a little time to complete the project, and that's why we're here before you today.

We have invested over 1.4 million of our own cash so far into the project. We're invested in it. We're not a fly-by-night operation, and we put our money where our mouth is. We believe that we can complete the project within the requested extension time and will do so, and we respectfully ask that the Board grant our extension.

Thank you very much.

CHAIRMAN GALASSIE: Thank you.

Any questions from Board members, of these gentlemen?

MR. GREIMAN: Yeah. So, what you're telling us, I think, is that you can get about $800,000 in a loan, but you got to put up about $500,000, or something like that, of equity. Is that right?

MR. SHEETS: Million. The numbers are right, but you have to say a million instead of hundred thousands. So, we have to put up $5 million.

MR. GREIMAN: Right. So where are we? Where are we going? This is the best time to get a loan because of the interest rates on loans.

MR. SHEETS: Judge, I'm going to let Tom answer that, but one other thing I want to point out, we purchased the land straight up for 1.2 million.

MR. GREIMAN: Is that part of the 14 million?

MR. SHEETS: No, it's not.

MR. GREIMAN: 14 million is just for the construction?

MR. SHEETS: Correct.

MR. NESHEK: You are correct, interest rates are extremely favorable. HUD interest rates, for example, are at historic lows. Interest rates in middle market banks and larger banks, yes, they are extremely, extremely reasonable, extremely favorable. It's the underwriting criteria that is very difficult. Banks -- and I am a

member of a Board of Directors of a bank; I'm partial owner of a bank. I sit in loan committee meetings, and I can't express to you how that industry has changed. The regulatory requirements that are placed on banks now, given the failure rate across the country, have completely changed the landscape.

So, the interest rate environment is terrific. The underwriting environment is like I've never seen before, very difficult.

MR. GREIMAN: Well, so, sometime along the line, you have to look at your bank account and say, "Well, here's a million dollars we'll put into this."

MR. NESHEK: That's correct, that's absolutely correct.

MR. GREIMAN: And when is that and when do you think you will be able to do it? The reason I ask is you're building a 120-bed long-term care facility in Elgin. That's what this is for. What happens is, if somebody comes in and says, "I want to put in a long-term care unit in Elgin," at that point we have to say, "No, Addison is already doing that." But you're not. Do you see what I'm saying.

MR. NESHEK: Sure.

MR. GREIMAN: "You can't do that because we've

got Addison there."

MR. NESHEK: Typically -- and, again, I think this has changed as part of the underwriting criteria the banks are now looking at. Four or five years ago, six years, seven years ago, banks typically, because of the competitive forces, were allowing equity to come in on the back end. That is no longer the case. Any relationship or -- not relationship, but any transaction that we would consummate with a financial institution, they would generally be looking at equity coming in up front.

To answer the second part of your question, in the last two years our companies have made some remarkable turnarounds, and we have the ability to fund that four or five million dollars as we speak, and that is different -- that is a situation that was not there two years ago.

MR. GREIMAN: So you'll do that now?

MR. NESHEK: Yes. When the financing has been arranged, we will -- assuming that they would require us to make the equity contribution at that point -- which I would expect that to be the case -- yes, we would do that.

MR. GREIMAN: Okay. Thank you.

MS. OLSON: What is your best estimate of when you will break ground?

MR. NESHEK: I would think that it's going to

take us -- and, again -- I would say 12 to 14 months and, again, I say that with a little bit of trepidation because, for example, HUD underwriting right now -- and I just use that by way of example -- we are -- we currently have refinances, which are completed projects. HUD estimated refinancing times in the 6 to 7, 8-month range. We're at 13 to 14 months and still two to three months from closing on those transactions. A lot of this is because of the underwriting criteria that is going on. I went through the situation in Colorado, and it took the better part of a year to get financing, the kind of financing that we need in place.

MS. OLSON: Thank you.

CHAIRMAN GALASSIE: Other questions from Board members?

(Pause)

MR. CARVALHO: I'd like to follow up on Justice Greiman's questions.

What would the time frame be between ground break and completion, the construction phase of this project?

MR. NESHEK: Twelve months.

MR. CARVALHO: And you're seeking an extension of three years?

MR. NESHEK: Correct.

MR. CARVALHO: So that gives you two years to get financing?

MR. NESHEK: Yes, that would give us two years.

MR. CARVALHO: And this was approved two years ago or applied for two years ago?

MR. CONSTANTINO: It was approved March 2010.

MR. CARVALHO: Approved a year and a half ago. At the time it was approved, didn't you present the plan of how it was going to be paid for?

MR. NESHEK: Yes, that's correct.

MR. CARVALHO: What became of that plan?

MR. NESHEK: I believe the application -- and I was not involved at that time, and I would say that since that time, the people that were involved are no longer with our companies and I've taken this project over. I believe what was represented at that time -- I know I checked the transcripts. There's nothing in the transcript, but I believe there was some indication of HUD financing at that time. That indication was probably ill-founded, and the problem, again, is one of underwriting criteria of HUD construction loans. The payor mix that has been anticipated in this project is one of a high Medicare,

private pay patient mix. HUD underwriting on the construction side will look only at high Medicaid revenue sources, and what that ends up doing from the underwriting point of view -- as you all know, the Medicaid rate in Illinois is not particularly high on a nationwide basis, and on evaluation basis, that tends to drive the loan to value that HUD will approve on that type of project down significantly. That in turn increases the amount of equity that needs to be infused into the project, and that, quite frankly, put a strain on us two years ago that we were unable to overcome and HUD financing became an improbable option for us.

MR. CARVALHO: Mr. Constantino, do you know, right now in the area that they are in, what is the inventory in terms of need?

MR. CONSTANTINO: No, I don't, Dave. I don't know what it is.

MR. CARVALHO: Because the concern is clearly one that Justice Greiman mentioned. It's like you block -- you've got a blocking position on 120 beds. You've had it for a year and a half and would have it another three years. If someone came in with a fully-financed proposal, they still couldn't get it approved unless the inventory shows a 120 need. You've blocked up that need. So, I

guess the question for the Board is for how much longer is it reasonable for you to block that need?

MR. SHEETS: With all due respect, Mr. Carvalho, I think the question before the Board is whether we proceeded with due diligence and are still proceeding with due diligence towards the project, and I think the investment of 1.2 plus million for the property and 400,000 in the architectural drawing fees and the other fees that have been paid to date demonstrates the operator's commitment to put the building up and to move forward with due diligence. If you think that the three-year period is too long and would rather see us come back here in a year and a half and see how far we are with the building, we have no objection to that. I mean, we can go for a renewal of 18 months and come back, and hopefully we'll have the building under way at that point. In fact, I'm fairly sure we will have the building under way at that point. Again, we just wanted to come forward with a realistic time frame for finishing the building.

CHAIRMAN GALASSIE: So, you would accept an extension of 18 months?

MR. SHEETS: Correct.

CHAIRMAN GALASSIE: Board members, questions?

MR. EAKER: I just have a procedural -- if we

were to deny this request for renewal, does that basically kill the project?

MR. CONSTANTINO: Yes, sir.

MR. SHEETS: I believe it's a revocation of the permit, under the rules.

CHAIRMAN GALASSIE: So, I think what is in front of the Board at this -- question?

MS. OLSON: Can I ask, if we go ahead and grant the three years but then ask them to come back in 18 months and just give us an update, or at least give an update in writing, so they don't have to go through this whole process again --

CHAIRMAN GALASSIE: It's what your comfort level is. You can do that, but, again, as Judge Greiman and Mr. Carvalho were suggesting, you're locking it down for three years. If anybody else comes in front of us 19 months from now --

MS. OLSON: If I say yes to three years and you're not done in three years, I'm going to say no. So then you're really going to be in trouble.

CHAIRMAN GALASSIE: I'm going to ask for a motion. At this point I'm asking for a motion to renew Permit 09-030 Addison Rehab and Living Center, and this motion includes a 36-month period. So, if you are not

comfortable with that motion, you would want to change it.

MR. GREIMAN: I move to amend it to two years. Let's give them 24 months for them to come and report to us, or give it 24 months just -- instead of three years.

CHAIRMAN GALASSIE: Motion is amended to 24 months. Can I get a second to the motion to amend it to 24 months?

MS. OLSON: I'll second it.

CHAIRMAN GALASSIE: Motion is moved and seconded.

MR. ROATE: Motion made by Mr. Greiman, seconded by Ms. Olson.

Dr. Burden?

MR. BURDEN: Yes.

MR. ROATE: Mr. Eaker?

MR. EAKER: Reluctantly, yes.

MR. ROATE: Mr. Greiman?

MR. GREIMAN: Yes.

MR. ROATE: Mr. Hayes?

MR. HAYES: Yes.

MR. ROATE: Mr. Hilgenbrink?

MR. HILGENBRINK: Yes.

MR. ROATE: Ms. Olson?

MS. OLSON: Yes.

MR. ROATE: Mr. Sewell?

MR. SEWELL: Yes.

MR. ROATE: Chairman Galassie?

CHAIRMAN GALASSIE: Yes.

MR. ROATE: That's eight votes in the affirmative.

CHAIRMAN GALASSIE: Motion passes. Congratulations. Good luck.

MR. URSO: Mr. Chairman, can I ask them a question?

CHAIRMAN GALASSIE: Please do.

MR. URSO: Have your plans been submitted to the Department of Public Health for this project?

MR. NESHEK: They have not. We have a full set of construction plans that are completed, (unintelligible) the mechanical and the plumbing, but they're not very far away from going.

CHAIRMAN GALASSIE: Thank you, gentlemen.

Moving on to Item A-2, Item 05-002, Clare Oaks, 6-month permit renewal, the city of Bartlett. Anyone here to speak to the issue?

(Pause)

CHAIRMAN GALASSIE: Seeing none, Staff report, please?

MR. CONSTANTINO: Thank you, Mr. Chairman.

On August 4th, 2005, the State Board approved Project 05-002. The permit authorizes the establishment of a 120-bed skilled care facility as part of a CCRC. The State Agency notes the project is obligated, and the current project completion date is December 31st, 2011. The total project cost is approximately $88.6 million. The permit holders are requesting a 6-month permit renewal. This is the third permit renewal for this project. The reason for the permit renewal is the final realized cost report will not be ready by the December 31st date.

Thank you, Mr. Chairman.

CHAIRMAN GALASSIE: Thank you, Mike.

Any questions by the Board?

(Pause)

CHAIRMAN GALASSIE: Hearing none, may I have a motion to renew permit 09-030 Addison Rehab & Living Center -- I'm sorry.

A motion to renew Permit 05-002, Clare Oaks?

MS. OLSON: So moved.

MR. EAKER: Second.

CHAIRMAN GALASSIE: Roll call, please.

MR. ROATE: Motion made by Ms. Olson, seconded by Mr. Eaker.

Dr. Burden?

MR. BURDEN: Yes.

MR. ROATE: Mr. Eaker?

MR. EAKER: Yes.

MR. ROATE: Mr. Greiman?

MR. GREIMAN: Aye.

MR. ROATE: Mr. Hayes?

MR. HAYES: Yes.

MR. ROATE: Mr. Hilgenbrink?

MR. HILGENBRINK: Yes.

MR. ROATE: Ms. Olson?

MS. OLSON: Yes.

MR. ROATE: Mr. Sewell?

MR. SEWELL: Yes.

MR. ROATE: Chairman Galassie?

CHAIRMAN GALASSIE: Yes.

MR. ROATE: That's eight votes in the affirmative.

CHAIRMAN GALASSIE: Motion passes. Thank you very much.

Moving on to Item B, Extension Requests, I do not believe we have any.

Moving on to Item C, Exemption Requests, Item C-1, No. E-012-11, St. Alexius Medical Center, change of

ownership. We have three items in front of us on the agenda with these folks, Items E-012, 013 and 014. Counsel suggests we can hear from these folks on all three, we can do a combined motion on all three, unless there's any issues and then, of course, we will deal with those.

Good morning, ladies and gentlemen. Spell your names for our court reporter please, and when you're done with that, we'll have you sworn in.

MR. FREY: Mark Frey, Alexian Brothers Health System.

MR. TERSIGNI: Anthony Tersigni, Ascension.

MR. HENKEL: Robert Henkel, Ascension Brother Health.

MR. MC CORMICK: Brother Dan McCormick, Alexian Brothers Congregation.

MS. MURPHY: Anne Murphy, counsel to the applicants.

MR. AXEL: Jack Axel, Axel and Associates.

(Oath given)

CHAIRMAN GALASSIE: Thank you.

Staff report, please.

MR. CONSTANTINO: Thank you, Mr. Chairman.

The applicants, Alexian Brothers Health System and Ascension Health, are proposing a change in the

membership or sponsorship of a not-for-profit corporation that owns or controls three Illinois hospitals, as well as the physical plant and assets. Per the Strategic Affiliation Agreement between the two applicants, Ascension Health will become the sole corporate member of Alexian Brothers Medical Center, and Alexian Brothers Health System will operate as one of Ascension's Health Ministries.

Board Staff notes there are three facilities in connection with this submittal. The applicants have submitted all of the required information and have met all of the exemption requirements of the State Board rules.

Thank you, Mr. Chairman.

CHAIRMAN GALASSIE: Any opposition?

MR. CONSTANTINO: No, sir.

CHAIRMAN GALASSIE: Thank you.

Ladies and gentlemen, who would like to speak to the Board?

MR. FREY: I will start. Thank you, Mr. Chairman, Members of the Board. My name is Mark Frey. I'm President and Chief Executive Officer of Alexian Brothers Health System. With me this morning are Anthony Tersigni, President and Chief Executive Officer of Ascension Health, on my right. To his right is Robert Henkel, President of Healthcare Operations and Chief Operating Officer of

Ascension Health. To my immediate left is Brother Dan McCormick, a member of the Congregation of the Alexian Brothers of America. Our CON counsel this morning, General Counsel, is Ms. Anne Murphy, and our CON consultant, Jack Axel, to my left. I wish to thank all of you for the opportunity to appear before you today.

Because of the completely positive findings of your staff on all three of our hospital change of ownership Certificate of Exemption applications, our presentation will be brief. These exemptions cover Alexian Brothers Medical Center in Elk Grove, St. Alexius Medical Center in Hoffman Estates, and Alexian Brothers Behavioral Health Hospital, which also is in Hoffman Estates.

Alexian Brothers Health System is proposing to combine his healthcare system with that of Ascension Health. Both Alexian Brothers and Ascension Health, as you probably know, are Catholic, not-for-profit healthcare systems. A combination of our health systems will be achieved through a corporate affiliation transaction through which Ascension Health will retain ultimate corporate control over Alexian Brothers Health System. In turn, Alexian Brothers Health System will operate as one of Ascension Health's regional ministries.

A bit of background. Alexian Brothers Health

System was founded actually here in Chicago in 1866 and is currently sponsored by the 800-year-old Congregation of the Alexian Brothers. The origins are in Europe. In addition to the three hospitals being addressed today, our health system oversees a multi-specialty group practice, a number of ambulatory care systems in the Chicago metropolitan region, a number of housing ministries, our AIDS, which extend from Waukegan down to the south side of Chicago, and we also have senior care facilities in three other states, which include Missouri, Wisconsin, and Tennessee. We employ 6,000 employees here in Illinois, and last year we contributed about just under $16 million in charity care at cost in our hospitals.

Alexian Brothers' decision to join another health system, and specifically to affiliate with Ascension Health, was made following two years of both internal as well as external evaluations and assessments. The goal of the evaluation process was to identify how we could best advance our charitable and religious mission, carry out our strategic plan, assure best practices, improve quality, enhance clinical care, increase patient satisfaction, and secure the long-term viability of our health system. As we assessed these priorities, we were keenly aware of the rapid changes that are going on in the healthcare system,

which I'm sure all of you hear about on a regular basis. More than ever, hospitals and health systems, I think, have to be fully prepared to rapidly adapt both strategically and financially to the many changes that are going on.

I would certainly add to that, certainly a very, very important component in our evaluation process was to ensure that our charitable mission as an organization would be forefront in whatever decision we made. We chose Ascension as our affiliation partner for several reasons. First, the Ascension Health has entered into similar agreements with other competent healthcare systems and has a great deal of expertise in these types of relationships. We know for a fact that they will bring unparalleled financial as well as management capabilities to our health system. This affiliation will provide Alexian Brothers with expanded access to resources, including health information technology, quality initiatives, capital, purchasing power, and the ability to share best clinical practices which have been established by Ascension Health across the entire country. All of this, we believe, will certainly benefit the patients we are able to serve in the communities.

Also important in our evaluation process -- and we assessed a number of health systems both locally as

well as nationally -- was our continued ability to maintain a high level of local operational autonomy in terms of running our facilities. With this affiliation, Alexian Brothers Hospital System will maintain responsibility for our day-to-day operations, subject to some limitations which are corporate-reserved powers that are identified throughout Alexian Brothers Health System's bylaws that were submitted to you for your review.

And, finally, as you will hear in a few minutes, Ascension Health certainly shares our value system and our mission in terms of charitable purpose. Ascension's strong track record in charity care and healthcare reform is very, very impressive. And with that, I'd like to turn the conversation over to Dr. Tersigni. He will talk a little bit about Ascension Health.

Thank you.

CHAIRMAN GALASSIE: Thank you.

MR. TERSIGNI: Thank you. Good morning. It's a pleasure to be here.

As Mark mentioned in his opening remarks, I'm privileged to serve as President and Chief Executive Officer of Ascension Health, which is a national, not-for-profit Catholic health system based in St. Louis. The three hospitals we are discussing today will bring our

hospital complement to 80 hospitals in 21 states and the District of Columbia.

Ascension Health was created in 1999 through the union of the Daughters of Charity National Health System and the Sisters of St. Joseph Health System. In 2002, the system was enhanced with the addition of the hospitals and related facilities. Our health ministries employ 113,000 persons and provided roughly $409 million of true charity care in our most recent fiscal year. Ascension Health provided $1.2 billion for care, persons who are poor, and community benefit, when all four categories are taken into account. We are a mission-driven health system with a highly-evolved strategic direction consisting of three components: First, healthcare that works, which is intended to maximize patient (inaudible); second, healthcare that is safe, which is a multi-faceted patient safety and clinical excellence program; and, third, healthcare that leaves no one behind, which is a system-wide public policy and advocacy initiative with a goal of achieving 100 percent healthcare access and coverage for all persons, regardless of their ability to pay.

As CEO, it is my charge to merge our mission focus with excellent financial performance, strong

leadership and management, and our experience in successfully combining Catholic health system. As a national healthcare delivery system stands in the precipice of dramatic change, we believe that the resources we possess will be a critical asset to our individual hospitals.

Finally, I want to underscore something that Mark touched on. Ascension Health's operating model vests substantial autonomy at the local level. It is not our goal to micro manage hospital decisions or operations from the central office. Under our (inaudible), each health ministry has a local board with fiduciary responsibility. We believe these board members in the local health ministry leadership are the ones to determine how to best serve local citizens and meet the needs of their community. As a result, with the exception of a fairly short list of decisions that are reserved to the Ascension government's structure, most decisions will continue to be made at the local system or hospital level. As a result, these Illinois hospitals will continue to be responsive to the local community needs and priorities.

With that, I'd like to turn it over to Brother Dan.

MR. HENKEL: Thank you, Mr. Chairman, ladies

and gentlemen. Good morning.

My name is brother Dan McCormick. I've been a member of the Congregation of Alexian Brothers since 1994, and at the present time I hold the title of Community Director, President of the Alexian Brothers AIDS Ministry, and Director of Vocations.

As I'm sure you can imagine, the affiliation that we're bringing before you today is not something that our religious community has taken lightly. While the potential benefits of affiliation became very evident early in the discussion process, the actual decision to proceed was made through long evaluations by our management team, outside consultants, a very lengthy discernment process, and I can promise you considerable prayer and reflection. We as a religious community are convinced that our joining Ascension will not only promote provision of Catholic healthcare in communities we serve but will also provide Alexian Brothers Health System with a stronger foundation of which to do so.

We're entering into this affiliation with the support of His Eminence Francis Cardinal George, Archbishop of Chicago, who is well aware of our history of addressing the healthcare needs of the less fortunate, not only through our hospitals but through many other programs that

we provide as well.

In closing, on behalf of the Alexian Brothers Congregation, let me affirm that we are extremely excited about this chapter in our history, and we look forward to continuing to grow as part of what we believe is the preeminent not-for-profit Catholic healthcare system in the United States.

I thank you for your attention, and we would be more than happy to answer any questions you might have.

CHAIRMAN GALASSIE: Thank you very much.

Questions from the Board?

MR. BURDEN: I think I'm older than anybody sitting on that board table anecdotally. I operated at the old Alexian Brothers Hospital when I first started practicing -- I was a full-time pediatric urologist -- which now houses my favorite charity, the Little Sisters of the Poor. So, I have certain feelings about your institution.

I'm looking at this now at my age, seeing the changes that are, as you reflect on, somewhat frightening to me. This is a very healthy institution that you have out there, Alexian Brothers. I know people working there, and I am impressed as I see institutions that are much less solvent also in front of us concerning where their futures

may be. This whole issue that you have is sort of a bigger issue to me, as a retired physician sitting here listening to stories that certainly frighten me in many ways. I recognize this is an immense -- Ascension, I don't know anything about this. I see Loyola University now -- we've had all together many institutions, large teaching hospitals here in our community, all making changes. Obviously, I know, it's got to be the bottom line is doing a lot of them. That's for sure.

I'm interested in knowing, $125 million for a modernization program, long-term, I propose, and a hospital that has such a wonderful med/surg occupancy. You have open heart surgery, not just cabbages being done. You're doing other types of valve procedures. I looked at your record here. This is a first-rate hospital, first-rate place, I'm sure delivering first-rate care. What's going on with 125 million? I'm just curious. I don't see it spelled out. It is just a statement that is part of the amalgamation that you're requiring. There were similar requests made of other institutions that have been before us here in the past year, but that number is higher than any I've seen. I'm just wondering if you're building a big facility there to go with what you've already had.

MR. FREY: Yes, good morning, Dr. Burden. The

$125 million that you referenced there is capital that is being provided to Alexian Brothers Health System to capitalize much quicker than we were going to be able to do independently the new children's hospital and Bed Tower expansion at St. Alexius Medical Center in Hoffman Estates. We actually appeared before this Board. That project was approved a couple of years ago, although it was approved with the understanding that it would be completed by about March of 2016. Now, because of the ability to work with Ascension Health, that project will be completed by the spring of 2013.

In addition to that, the 30 million that you referenced will be used to modernize our health center, our skilled nursing facility, as well as assisted living facilities in Chattanooga.

MR. BURDEN: Well, as a one time pediatric urologist at Children's Memorial Hospital, I was impressed that you were moving in the pediatric area, and I was more than anything curious to see whether that was part of the program. Thanks.

MR. GREIMAN: Mr. Chairman?

CHAIRMAN GALASSIE: Yes, sir.

MR. GREIMAN: My job required operations. I never operated on anybody.

(Laughter)

MR. GREIMAN: We have $400 million roughly on these three projects, and no one -- just so I understand this, no one writes a check for any part of this; is that right? You know, you come into it, you don't say, "Here's the $400 million." This is what you're going to put into it or what? Why are they -- why do we have that fair market value that is mentioned? What's the difference?

MR. AXEL: Judge, your rules require that on a transaction like this, we need to include what's known as the fair market value -- I would normally call it the book value -- of the individual facilities in the three respective applications. So, it's the value. There is not dollars changing hands. That's where the 400 million comes in.

MR. GREIMAN: So we have -- but is the people who are taking over, are they committed in any way to putting in capital? Is there an agreement made between them, "This is how we're going to fund this from now on".

MR. FREY: Good morning, Judge. With respect to the initial capital allocation that Ascension Health has committed to, they've committed to approximately $150 million up-front to help fund two very important projects that we have in the health system, that being the Bed Tower

expansion, children's hospital locally here in Hoffman Estates, as well the project in Tennessee. There are other commitments that Ascension has made.

MR. GREIMAN: So part of that $100 million is not going to be used for these three projects, it's going to be used in Tennessee?

MR. FREY: Yes, 125 million locally and another 30 million in Chattanooga.

MR. GREIMAN: And eventually they're taking over all of your operations?

MR. FREY: Yes, they will become the sole corporate member of Alexian Brothers Health System, and they will replace the Congregation, which has served in that role in the past.

MR. GREIMAN: And is there any special reason why that's going on? The reason why I ask is because more and more we have changes of ownership and control of hospitals, and eventually we're going to be down to about three operations with the whole state probably taking care of hospitals. So I was just wondering why.

MR. FREY: If I may, I'm going to answer that with a couple of comments and then turn it over to Tony and Bob. From the perspective of Alexian Brothers Health System, we look out in the future and try to ascertain what

we think is going to be necessary. One of the things that we're convinced of is that intellectual capital is something that's absolutely mission-critical to us. For example, in terms of information technology, physician alignment, putting best clinical practices in place, one of the concerns we have as a health system is that we would not necessarily be able to go to the market and purchase all of that intellectual capital. It's too expensive. These are just three examples of some very, very important things that Ascension Health brings to us in a market that I think is going to require a long more attention to those issues as well as good strategic thinking. That's just a couple of examples as how we look at it from the perspective of Alexian Brothers.

But I'm going to let Tony and Bob comment on it on a more national perspective.

MR. TERSIGNI: Again, I'll ask Bob to interject. With all of the complex and rapid change that we are all witnessing across the country, across the world for that matter, it's challenging for a single hospital or small systems to stand on their own as we move into the future. In addition to the intellectual capital that Mark talked about, larger systems offer more financial stability. And so an organization like ours, which has

been in existence for 400 years, Alexian Brothers been in existence for 800 years, we believe with the structure that we have in place, we will, in fact, be true not only to the communities we serve but also to the sponsors that we represent for another 200, 400 or, hopefully, 800 years.

MR. HENKEL: The only piece I would add is that as we look at the economics that we face as a country and in most states here, and given that both of our organizations, the Alexian Brothers Health System and Ascension Health, have as our primary mission caring for those who are poor and vulnerable, we believe the continued ability to bring our organizations together brings -- with that underlying strength gives us the ability to assure that access to healthcare in the future. That's the primary reason we exist. So it's a significant component.

MR. GREIMAN: I appreciate your explanation and the policy that you're stating, and I'll just give you some of my concern that I have. When I sit here one time after another, seeing hospitals being sold off or being taken over by a couple of organizations, my fear is you have a hospital now which is in a small group and people care about this one, and then on the other hand, it goes into a group that has 80 hospitals and is just one of 80 and, "There's that -- in Chicago someplace, I don't know."

And that's my concern and my fear about all the smaller hospitals being overtaken by the large hospital operations.

But you gave me an honest answer, and I appreciate that, and I wish you both good luck.

CHAIRMAN GALASSIE: Other questions?

MR. BURDEN: I'm sorry. Just one last -- it doesn't escape me at all that most of what we see going on is eluding one of our major concerns for our poorer brethren. You mentioned you have an institution with very low Medicaid rates. We have a lot of hospitals in our city. I don't see large Ascension-type conglomerates zeroing in to buy or help these institutions. That's me talking now. I'm not talking for anybody else on this Board. This is about money. I see it all. I'm impressed with what's going on. I am concerned -- and I've said this often. We have a large city. Our County hospitals can't begin to cover the tremendous needs that exist. We have an institution I worked at, Mercy Hospital on the south side, which is a safety net institution. I know they're talking -- they've got to talk -- with a large institution. I don't know what's going to happen, but I am concerned when I hear -- and I'm not being critical. I understand. This is an economic decision as much as so-called "help the poor". That sort of leaves me flat. You've got a very low

Medicaid rate. I don't know what Ascension Hospital is, but I bet you you don't have any hospitals -- very many that have 30 and 40 percent Medicaid that are in your hospital network. Correct me and tell me I'm wet.

MR. TERSIGNI: Actually, I have some statistics here. Let me qualify this by saying Ascension Health defines high Medicaid hospitals as hospitals with Medicaid payor mix greater than 20 percent. We have 10 hospitals and I can name them for you, if you'd like.

MR. BURDEN: Ten that have how much Medicaid.

MR. TERSIGNI: Over 20 percent.

MR. BURDEN: 20 percent doesn't get them into a safety net category. I mean, 20 percent -- I know some institutions that actually make that place run and turn a tiny profit and run a good institution. I'm talking about -- obviously, you might tell me these are places that aren't going to be here in 5 years or 10 years. That's what I worry about. I'm not challenging your statistics. I'm just making an observation as I sit here. We've all seen in the last two years, three years, there's a lot of consolidation going on here, and I've yet to see somebody come in saying they want to help an inner city institution with more than 20 percent Medicaid. 20 percent -- you can put in a good, sharp administrator with a dedicated staff

and you can make that run, but when you get up around 38, 40 that's a problem, and these institutions -- we're losing them. They're having to close. That's not your problem. It's in a way my concern. That's all.

CHAIRMAN GALASSIE: Any other --

MR. HAYES: Mr. Chairman?

CHAIRMAN GALASSIE: Yes.

MR. HAYES: I'd like to go back to the issue of the value of these properties that was put on there. Was there a valuation done on each of these individual properties, an appraisal?

MR. CONSTANTINO: No, sir, there was not. What they used, John, was the book value of the facilities.

MR. HAYES: So, under -- the Alexian Brothers has had KPMG as their accountant there. When they basically issue the financial statements after this merger, will they be having to do an appraisal and increase the value of these hospitals because of intellectual property that you just talked about?

MR. FREY: I don't -- Mr. Hayes, I don't know that the book value will increase as a result of the intellectual capital that's brought to the organization. I can tell you that Deloitte & Touche will do a complete reevaluation of all of the assets within the organization.

That process has begun. It will take several months for it to be completed. So, would there be a balance sheet change at some point in time? That's possible, but I don't know what the outcome of that will be, because it's just in the early stages. It's not been completed.

MR. HAYES: Now, will Deloitte & Touche issue a report of that reevaluation before the merger is complete?

MR. FREY: No. It would most likely be completed after the merger is completed. So, it won't be until sometime in March of next year that that will actually be completed. Deloitte actually wants to go through and basically touch every asset within the organization, and that covers all of the AIDS ministries, our Center for Behavioral Health or Behavioral Health Hospital, as well as everything we do out of state in our med/surg hospitals. So, it's going to be a very time-consuming process.

MR. HAYES: Well, you can see we're concerned here that basically these numbers on valuation would change in a few months after Deloitte does their valuation analysis.

MR. FREY: They may or may not. It could go down, go up, stay the same. I have no way of knowing.

MR. HAYES: That's true, but we've talked about -- it is very excellent-run facilities here, and you also have intellectual property that is being transferred to Ascension as well, and will that probably increase the values that we're looking at here?

MR. FREY: It's a very, very, very fair comment and, in truth, we are going to be showing and currently are showing some intellectual capital, if you will, with Ascension Health, particularly in our senior ministries where I think we have very, very strong programs. I will have to say that on balance, I feel that as though I have a pretty good understanding of Ascension Health and have met a number of their executives. Given the breadth of their organization and the span of control they have in healthcare, they're going to be bringing much, much more intellectual capital to us than we're going to give to them. I'd like to think we're going to give them more than we're actually going to receive, but, in reality, I think it's going to be the other way around.

CHAIRMAN GALASSIE: But you're still comfortable you'll have local autonomy?

MR. FREY: One of the major reasons we chose, Mr. Chairman, this particular company, after reviewing probably seven or eight potentials, both locally and

nationally, probably -- after working through the issues associated with culture and the fact that our mission and our value system are so well aligned, I think that the second most important issue is the fact that -- and I think this is particularly true with Tony as the CEO of the organization. The model is -- as he told me early on, when he was in a different organization he could never understand how the corporate office could sort of give directives from Nashville to people in Sacramento. I was very, very excited and really enthusiastic about the fact that I think that Tony and Bob and everybody in the organization does really understand that healthcare is ultimately local and that the only way good healthcare gets provided is at the local level. So, I think that they have to have some things handled at a national level or corporate level, but I think that the vast majority of the decision making is truly local, and I can say that by having gone and visited some of their sites where they actually had people who I could sit and talk to and say, "Is this actually true or is this something the people in the corporate office just say?" And they said, "No, no, no. There is always a little dynamic tension between the local people and the national people, but as a general rule, we are really in control of our local ministries".

CHAIRMAN GALASSIE: Thank you very much.

MR. HAYES: Mr. Chairman, I just want to finish up. Ascension Health, who is their auditor?

MR. TERSIGNI Ernst & Young.

MR. HAYES: And Alexian Brothers' auditor was KPMG.

MR. TERSIGNI: That's correct.

MR. HAYES: And you're using Deloitte & Touche to do the valuation part of this?

MR. FREY: Yes.

MR. HAYES: Okay. Okay. And that is because they are independent of your auditor. Going forward, who is going to be the auditor of this combined entity?

MR. TERSIGNI: It will be Ernst & Young.

MR. HAYES: Thank you.

CHAIRMAN GALASSIE: Hearing no other questions, I'm going to ask for a motion to approve the change of ownership for Items E-012-11, E-013-11 and E-014-11, Alexian Brothers Medical Center, Alexian Brothers Behavioral Health Center and St. Alexius Medical Center.

MR. SEWELL: So moved.

MR. GREIMAN: Second.

CHAIRMAN GALASSIE: Moved and seconded. Roll call, please.

MR. ROATE: Motion made by Mr. Sewell, seconded by Justice Greiman.

Dr. Burden?

MR. BURDEN: Yes.

MR. ROATE: Mr. Eaker?

MR. EAKER: Yes.

MR. ROATE: Justice Greiman?

MR. GREIMAN: Aye.

MR. ROATE: Mr. Hayes?

MR. HAYES: Yes.

MR. ROATE: Mr. Hilgenbrink?

MR. HILGENBRINK: Yes.

MR. ROATE: Ms. Olson?

MS. OLSON: Yes.

MR. ROATE: Mr. Sewell?

MR. SEWELL: Yes.

MR. ROATE: Chairman Galassie?

CHAIRMAN GALASSIE: Yes.

MR. ROATE: That's eight votes in the affirmative.

CHAIRMAN GALASSIE: Motion passes. Congratulations. It sounds like an excellent facility is going to come of this.

I'm going to recommend that we take a

10-minute break. According to my watch, it is five after eleven. We'll try to pull back here in 10 minutes, if possible. Thank you, folks.

(Recess)

CHAIRMAN GALASSIE: Let's pull the meeting back to order, please. Thank you for keeping the break short.

We are moving on to Item 7-D, Alteration Requests on the agenda. I see none.

We'll be moving onto 7-E, Declaratory Rulings. Number E-1, Lawrence County Memorial Hospital. If we have any representatives from Lawrence County -- good morning. If you would, please come up to the table, introduce yourself, spell your name for our court reporter and Karen will swear you in.

MR. FLORKOWSKI: Good morning, Mr. Chairman. Doug Florkowski, Chief Executive Officer for Lawrence County Memorial Hospital.

(Oath given)

CHAIRMAN GALASSIE: Staff report?

MR. CONSTANTINO: Thank you Mr. Chairman.

Lawrence County Memorial Hospital is before you today for a declaratory ruling, asking you to approve a reduction in the fee. The Board approved a change of

ownership for this hospital, as Project 11-012, in May of 2011. As part of this change of ownership, Lawrence County transferred this hospital to a new not-for-profit entity known as Lawrence County Memorial Hospital. The total cost of this change of ownership was approximately $18.5 million. The majority of this cost was the fair market value of the plant and equipment, approximately 18 million.

Our fee was based on the total cost, on the $18.5 million. Our fee was approximately $40,000. They submitted 2,500 with the initial application and have paid the balance. They are here before you today requesting that that refund -- that they receive a refund on that fee. The reason the County is before you is because of their poor financial condition, and they're stating there was no actual construction cost involved in this project. Our recommendation, as seen in our handout, for your declaratory ruling is -- the Staff recommends that the fee not be refunded, because over the last five years, there's been 143 change of ownerships. All the fees have been calculated in this manner, and it would be -- it would not be consistent with what the Board has done in the past.

Thank you, Mr. Chairman.

CHAIRMAN GALASSIE: Thank you, Mike.

Comments for the Board as to why we should

reimburse these dollars to Lawrence County?

MR. FLORKOWSKI: Thank you, Mr. Chairman. As Mr. Constantino stated, I'm not going to repeat the reason for the conversion, but as far as the refund for the application fee, it's for those two primary reasons: First, the conversion was to produce financial savings for the County by simply shifting hospital staff and county employment to the not-for-profit organization. The County, like most local governments, is operating under financial restraints and needed to cut costs and simplify its operations.

The balance of the fee paid is a significant burden on Lawrence County and, consequently, the applicants request the State Board recognize the unique financial restraints of a rural county doing its best to ensure healthcare and the viability of a critical access hospital.

Second, as Mr. Constantino stated, in addition to -- no one purchased assets, there was nothing built, and no services were added. The real project cost, based on the value of those assets, is not an accurate estimate of the real cost or expenditures involved here. The proposal was merely a reorganization of control from a County to the local community-based hospital forward. There's no purchase price or borrowing that can be absorbed or no

additional fees the County can implement and has basically dug into the taxpayers' pockets to pay for this, and it has created a significant hardship for the County.

We respectfully request that the Board reconsider Mr. Constantino's recommendation.

CHAIRMAN GALASSIE: Thank you.

Board members have heard the request. Any questions or comments?

MR. BURDEN: Mr. Constantino, you said 143 applicants have established a precedent. Were any of those 143 applicants a critical access hospital?

MR. CONSTANTINO: Dr. Burden, I can't recall. I don't know.

MR. BURDEN: I think it has some merit, because this is a unique application in a sense. A critical care hospital is one in a rural community where, am I not correct, funds are somewhat limited? And the State, we know, has dire financial consequences. So I felt that rather than step on the toes of the State Agency and recommend that we agree to the applicant's plea, I'd like to know the precedent that has been established and how -- certainly, some of the discussions we've had regarding fees from certain entities are, I think, meritorious, but I'm not aware of any critical access hospital ever being part

of a discussion regarding a fee for such a digression that occurred here. Am I wrong or right, or can you answer it?

MR. CARVALHO: Dave Carvalho here from the Department. My office has the Center for Rural Health, so I pay special attention to the critical access hospitals, because they are rural hospitals, and we have had this happen before. We haven't had anybody to have a fee waived, which is probably why you don't remember the discussion, because prior applicants just paid the fee. But we have had over the last several years a number of conversions such as this, where governments have been shedding their hospitals to not-for-profit structure, and we have had critical access hospital applicants pay the fees, just like any other hospital before the Board.

MS. OLSON: I have a comment. With all due respect, I sympathize with your financial situation. I mean, I live in a small, rural county myself, but I am really frightened by the precedent that this will set. I believe our two-day meetings will become three-day meetings, because everybody will come back and have a compelling reason for why we need to reduce their fee. And while I sympathize with your situation, I think it's a bad precedent for us to set.

CHAIRMAN GALASSIE: Thank you very much.

Other comments?

Counsel Urso?

MR. URSO: I just wanted to tell the Board that there is no basis for this type of reduction within the Board's rules or within the Planning Act. So, just so you know, there is no legal authority to provide this kind of relief.

CHAIRMAN GALASSIE: Other comments or questions?

(Pause)

CHAIRMAN GALASSIE: Hearing none, I just want to clarify. Based upon some interpretations of the Department's rules, we put our motions out in the affirmative. So, again, understand, if you support this motion you would vote aye; if you oppose this motion, you would vote no.

The motion is stated. May I have a motion to approve the reduction in the application fee for Permit 11-012, Lawrence County Memorial Hospital? If you are in favor of the reduction, you're voting yes; if you're opposed to the reduction, you're voting no.

MS. OLSON: So moved.

MR. SEWELL: Second.

CHAIRMAN GALASSIE: Roll call?

MR. ROATE: Motion made by Ms. Olson, seconded by Mr. Sewell.

Dr. Burden?

MR. BURDEN: If I understood Chairman's motion application to vote, aye is to vote for the reduction for this critical access hospital; is that correct?

CHAIRMAN GALASSIE: Correct.

MR. BURDEN: I'm an old, simple fellow. I want to get this straight.

I vote for aye for the reduction, despite we might have problems.

MR. ROATE: Mr. Eaker?

MR. EAKER: I vote no. I am concerned about the precedent it would set.

MR. ROATE: Justice Greiman?

MR. GREIMAN: No.

MR. ROATE: Mr. Hayes?

MR. HAYES: I will vote no because of the precedent that this would set. I think it would allow for many other applicants to come back to the Board, as well as the financial aspects of the State of Illinois and the Board itself. So I vote no.

MR. ROATE: Mr. Hilgenbrink?

MR. HILGENBRINK: I vote no because of the

precedent it might set and because there's no option in the rules to vote in the affirmative.

MR. ROATE: Ms. Olson?

MS. OLSON: I vote no. I believe I've stated my reasons.

MR. ROATE: Mr. Sewell?

MR. SEWELL: I vote no. Concerned about the precedent.

MR. ROATE: Chairman Galassie?

CHAIRMAN GALASSIE: Vote no for the reasons noted by previous members.

MR. ROATE: That's seven votes in the negative, one vote in the affirmative.

CHAIRMAN GALASSIE: Motion fails.

Item 7-F, Healthcare Worker Self-Referral Act. No issues there.

7-G on the agenda, Status Report on Conditional Contingent Permits. We have none.

Moving on to 7-H, Applications Subsequent to Initial Review. Item H-01, ARA McHenry County to establish a 12-station ESRD facility, No. 11-016, and we have a public comment for this as well, which we will ask public comment to come to the table, introduce yourself, spell your name, please.

MS. LASCIO: My name is Marie Lascio, and I'm reading on behalf of a patient who is at work right now.

CHAIRMAN GALASSIE: Thank you, Marie. Welcome.

MS. LASCIO: His letter starts out -- it was written on December 6th and says, "I apologize for not being there to address the Board in person, but my work schedule and my condition make it difficult. As a bit of background, I am 45 years old and have recently been placed on dialysis for the second time. I live just outside of McHenry. I work full-time in Grayslake, and I receive dialysis Monday, Wednesday and Friday at four p.m. at ARA Crystal Lake. This is my second time on dialysis following dialysis at another facility. I received a transplant in 1997 and was put on the waiting list for a second transplant seven months ago.

I ask you to support ARA's plans for a new dialysis center in McHenry for two reasons. First, the personalized care I am now receiving from ARA Crystal Lake staff is immeasurably different than my experience at another center. ARA staff cares how I feel and does whatever they can to make my dialysis more tolerable. I'm hooked up to the machine twelve hours a week, and their kindness and caring goes a long way.

Second, while I appreciate the level of care I am getting from ARA, there is a trade-off. The trade-off is the driving time. If there were an ARA facility in McHenry, I would save myself about two hours in the car every week. That's time I can spend with my family.

While it is true I am on the waiting list, realistically a transplant is at least three years out. On behalf of the other patients that appreciate the level of care that we are receiving from ARA, I urge you to support their project.

Sincerely, Richard Hunt."

CHAIRMAN GALASSIE: Thank you very much. You can submit that to the Reporter, and we'll have it for the record.

Good morning. Please introduce yourselves and spell your name.

MR. ZAHID: Good morning, Mr. Chairman and Members of the Board. My name is Mohammad Zahid. I'm the Medical Director.

MR. AXEL: Jack Axel, Axel and Associates.

MR. KAMAL: Syed Kamal. I'm President and co-founder of ARA.

MS. LASCIO: Marie Lascio. I'm a nurse for American Renal Associates.

CHAIRMAN GALASSIE: Staff report, please.

MR. CONSTANTINO: Thank you, Mr. Chairman.

The applicants, ARA Renal Associates, LLC, ARA N.W. Chicago, LLC and McHenry Dialysis Center, LLC, are proposing to establish a 12-station ESRD facility. The cost of the project is approximately $2.2 million.

This application was deferred at the August 16th, 2011 State Board meeting due to the applicant's inability to provide the necessary three-year historical referral data. The applicants supplied the required additional information in a letter dated September 13th, 2011. This was received by the State Board Staff on September 19th, 2011.

One letter of support and one letter of opposition were submitted. There was no request for a public hearing.

The State Board Staff notes an excess of four ESRD stations in the HSA VIII ESRD service area, and three of the four facilities within 30 minutes are not at the State Board's target occupancy of 80 percent.

Thank you, Mr. Chairman.

CHAIRMAN GALASSIE: Thank you, Mike.

Ladies, gentlemen, would you like to address the Board?

MR. KAMAL: Hi, Mr. Chairman and Members of the Board. We'll keep our comments brief.

We are a small company compared to some of the other applicants you've heard in the past. We have only two centers in Illinois and both are in the far northwest suburbs. These two facilities have each expanded in the last year and are on schedule to reach the 80 percent target before this project is scheduled to come on board.

When we came before you to expand our first center, it was operating at 87 percent capacity, and we did not bring a second expansion to you until the facility was operating at 90 percent capacity. Due to physical constraints, neither one of these facilities can be expanded more, and that's the reason we are bringing this proposal in front of you today.

This project, while modest in scope, represents what we believe to be a reasonable approach to meeting the needs of the communities that we are serving and at the same time making sure the capacity exists to care for the patients in the practices of the nephrologists that have chosen to refer patients to our facilities. As you may recall, we appeared before you in August and were asked to provide some additional documentation relating to Dr. Zahid and have done so in this staff report. At the

August hearing, two of our patients provided comments. As you recall, the August meeting was very long, and they both are very tired, so we did not ask them to come back again today. Their testimonies are recorded in the transcript of that meeting. They were Janina Dzieanski, a young lady that was ready for a second transplant. Prior to her transplant due to her kidney failure, she was receiving dialysis at a center operated by one of the larger providers, and she quite eloquently compared the differences that she had experienced, focusing on the personalized care that she was receiving at our Crystal Lake center. The other patient was Don Swanson, a 77-year-old retired school teacher from McHenry County who also had been receiving dialysis at another center before he transferred his care to our Crystal Lake center. A transcript of his testimony includes four simple sentences. He really brought into focus what we try to be all about. He said, "Dialysis isn't fun. There's nothing that you can choose to do. It's what someone like me has to do. The nurturing culture of the ARA Crystal Lake is different than other facilities I use. That's why I've elected to spend an extra hour and a half driving every day." That is what we believe essentially is the difference between us and other providers.

Before we address the State Agency Report, I'm going to let Dr. Zahid say a few comments.

MR. ZAHID: Good morning again. Dr. Zahid. I am a Diplomat of the American Board of Internal Medicine and Nephrology, and assistant professor at the Medical School of Rockford, and also recently got a title from Renal Transplant Service at northwestern and got a position up here because I do a lot of research for them and for myself. And we have -- I've been in practice since 1987. I graduated Northwestern for the past 24 years, and my goal is strengthening appropriate patients to be transplanted.

25 percent of my patients get transplanted before they go on dialysis, and this year, since March to September, in six months, we got transplanted eight patients within six months in one clinic, which indicates that they were already on the list and then they got transplanted within six months. So, that is a kind of different outlook.

I have also been told by Northwestern Chief of Transplant Service, Michael Abecassis, that I am the number one transplant referral service in whole Chicago and suburban area. And so that's basically my goal is. And other thing I can tell you that in the community I am the only nephrologist who takes patient off dialysis if they

get better, because a lot of times other dialysis centers -- most of the time will not take a patient if their diagnosis is acute kidney injury, which sometimes can take as long as a year. I have the patient better in one year. But, traditionally, they get better within three to six months time.

So, I -- we have -- we are very pleased when patients go off of dialysis. Other units don't like that, because they have to do paperwork and, of course, we are all happy that they come off dialysis. So I've done that many, many times. Actually, they have a form for me to sign, another dialysis unit, that life depends on dialysis. I do sign it, but I know inside that they will get better.

We have about 185 patients, 24 years of practice, and about 30 patients are on transplant lists, but these are in-house patients on dialysis, and like I mentioned earlier, 25 percent of my patients gets transplanted before they get dialysis. So, everybody who is under the age of 70 and (unintelligible) of 22, which is the cut-off for transplant listing, is on transplant list. So, that's our goal, is patients come and get away from the dialysis problems.

We -- I go -- I obviously have spent 24 years. We have about 10 patients move from our clinics, because

initially when they have kidney failure or kidney chronic disease, they are very nervous, so they want to stay where they are comfortable with staffing and all this stuff. But after getting settled down and pampering for three months or six months, they find out that there's another unit close to them and they feel comfortable going there, since they get used to it. We have helped them, transfer them to the units closer to them, which are in their radius, but they usually follow with us with my physician assistant and myself, seeing them in the offices for privacy reasons.

And I also have a lot of autonomy, because at Northwestern I am doing research. I have done nephrology papers already. I notice some things that I can change myself, which I think a lot of people don't know. A lot of people -- patients who get admitted to the hospital after dialysis but for other reasons, and I found their hemoglobin of 16 or 15 or 12, because they get, obviously, 4 or 5 kilograms or water removed, so that's one of the reasons their blood pressure is high and they have headache.

So, I made a change in our clinic. I'm doing a study right now. What can we do medically post-dialysis and monitor that and follow the protocol to make sure they don't over shoot. That's why I think Medicare or Federal

government recently cut down the target level to 10, which I think is very appropriate, because their hemoglobin should actually be done after dialysis, not before dialysis.

And second issue, I have noticed that patients with calcium detected is the main thing we're all missing, is calcium deposits, and I've seen quite a few patients with high calcium who are admitted soon after dialysis. So I drop my target from 10 to 8 pre-dialysis and checking post-dialysis to make sure that calcium and other things are fine.

So this is how I am. Just like if somebody had a (unintelligible) level of 3,000 and has an iron saturation of 10 percent, he needs iron supplements but according (unintelligible) we cannot give IV either because of high (unintelligible) levels. But nobody answers that question.

So these kind of things I do all the time, which I don't have that -- I have requested many times in every dialysis unit to have these things available to treat the problems, except at Sherman, which had a hospital pharmacist who would understand, which has been sold to DaVita now. So that is what I want. That was the only place I could do anything I want to do which makes sense

medically and scientifically.

So based on that, I think autonomy, a doctor ought to feel very great about that. We never care about what is the census is where the patient is going. They initially usually like to stay with their doctor's place, where they feel comfortable and have adjusted, but anytime they want to move closer, I have no problem. I have patients at eight clinics. Obviously they all come to see me in the office, and that's a better way to see a patient, in the office, where you have privacy, not two minutes, say "Hi, how you doing?"

CHAIRMAN GALASSIE: Thank you, Doctor.

MR. AXEL: Chairman Galassie, turning to the State Agency Report, as Mr. Kamal has mentioned, we've gone back and addressed the issues that you raised at the August meeting, to your Staff's satisfaction, and the negative findings that are identified in the State Report are limited to two, neither of which are within ARA's control. The first criteria is that there is an excess of four -- that's four -- stations in the planning area. That planning area wraps around Cook and DuPage Counties and includes all of Cook County, all of McHenry County, and all of Kane County from Zion in the north to Aurora in the south. The calculated need in the three-county area is 340

stations. So, the excess of four is quite minimal. We would hope that the immense size of this planning area, both in terms of miles and driving time, would allay the concern over this minimal access.

The second review criteria notes that there are three existing dialysis facilities operating below the 80 percent target utilization level. One of those facilities is ARA's Crystal Lake facility, which was operating at 87 percent of capacity when they were approved to add seven stations. That project was completed this spring, and ARA anticipates that they will surpass the 80 percent target utilization level before the opening of the project that we are presenting to you today.

The second facility is DaVita's Crystal Springs Dialysis, which was approved to relocate to a site just down the road from ARA's Crystal Lake facility and expand from six to twelve stations 14 months ago.

The third facility is Fresenius of McHenry, which was opened about six years ago and has certainly had more than ample time to reach their target occupancy level.

In the cases of both of these facilities and in order to support their projects, the applicants identified perspective patients that would result in those facilities operating in excess of 80 percent utilization

within two years. ARA has documented that none of the perspective or pre-ESRD patients that have been earmarked to use the proposed facility were used to justify any of the other projects I just mentioned. ARA has a proven track record of hitting its utilization targets. It has a track record of not opening additional facilities until additional capacity is needed, and we would hope that ARA's patients are not being penalized because other facilities have failed to reach their targets.

With that, we thank you for your attention, and we'd be happy to answer any questions that you have.

CHAIRMAN GALASSIE: Thank you.

Questions from Board members?

MS. OLSON: I have a question, Mr. Chairman.

Doctor Zahid, I appreciate you sharing the work you're doing and applaud the work you're doing, but I want to make sure I understand something. If you admit -- if one of your patients chooses to dialyze at another facility other than an ARA facility, are you suggesting that that facility has their own set of orders and standards, so that they would not follow a protocol that you asked them to follow?

MR. ZAHID: Exactly, because, you know, they follow their protocols and they don't understand when I

tell them, "This is what I saw. This is what I think is common sense medicine. It's not just a book. You have to tailor this thing to this patient," and they say, "We'll find out."

MS. OLSON: So something as simple as your practice of testing the hemoglobin post-dialysis instead of pre-dialysis, they would not honor that recommendation?

MR. ZAHID: They won't even discuss it.

MS. OLSON: Thank you.

CHAIRMAN GALASSIE: Dr. Burden?

MR. BURDEN: Dr. Zahid, I'm very impressed by your statement that you have referred in a six-month period what number of patients for transplant?

MR. ZAHID: Eight patients for transplant.

MR. BURDEN: And that represents a significant percentage greater than other competing dialysis stations in the Chicagoland area? Did I understand you to make that statement, or did I--

MR. ZAHID: No, no, I did make it, and I want to add that -- suggest that they were already on the list.

MR. BURDEN: Does this make your tendency to refer patients for definitive treatment for their renal disease unusual, in your mind? According to what I understand, and I don't know what the -- what other

competing dialysis units might state that they -- I know what they say in front of us when they're here asking for approval to build another station. But what I'm reading between the lines is that you feel -- I'm asking you to be honest about it. You feel that you and your colleagues in your clinic refer patients more regularly, more routinely, or more frequently for evaluation for transplantation?

MR. ZAHID: We always do. Anybody -- I have nobody in the office, except a few illegals who cannot -- obviously can't go on it. Everybody who meets the criteria is on the list. Actually we are doing extended criteria transplants. Anybody who is 65 and above, I suggest them to go (unintelligible) dialysis, and we are successful with the progress of all of those patients, too.

MR. BURDEN: You know why my interest is? I was involved in transplantation years ago. I'm a retired urologist. I'm off the scene, but I know I've been commonly asked the question, and I'm not sure I've got straight answers. We don't have data to show what you say, but your impression is such that I would accept it. I'm not asking for your CV. I'm not asking for that. You say it's published, but it's not crucial for today's presentation.

But we on this Board are taking a very much

more active look at the whole area of transplantation, period, because it's very costly, and that's our charge, to be careful about not only mal-distribution but cost. I'm impressed by what you said. I would presume that your facts are factual, that that's actual. I can't prove it one way or the other. I'm listening to what you said and it was positive.

MR. ZAHID: Thank you very much. I can get a letter from Michael Abecassis, doctor who is Chief Chairman of Department of Transplant Surgery. I can't afford to bring him here.

MR. BURDEN: He's at Northwestern. You never know, he may show up here.

MR. ZAHID: No, I don't think so.

(Laughter)

CHAIRMAN GALASSIE: Any other questions for Board members?

MR. HAYES: I guess, Mr. Chairman -- you had mentioned you have two facilities in Illinois, and which is the other one? Where is that located?

MR. AXEL: Mr. Hayes, they're in South Barrington and Crystal Lake, both in the far northwest suburbs.

MR. HAYES: And what is the percentage of the

occupancy of the South Barrington facility?

MR. AXEL: I believe you have that in your SAR.

MR. HAYES: On page 5 there.

MR. AXEL: No, it's not, because it's in a different planning area.

About 75 percent, and within the two-year period that the Board gives to get to the 80 percent, they added stations about 16 months ago, something like that.

MR. HAYES: One of your referral letters referred to that, and she wants to go to this McHenry facility?

MR. AXEL: That is correct.

MR. HAYES: Thank you.

CHAIRMAN GALASSIE: Any other questions by Board members?

(Pause)

CHAIRMAN GALASSIE: Hearing none, may I have a motion the approve Project No. 11-016 to establish a 12-station ESRD facility in McHenry, Illinois?

MR. BURDEN: So moved.

MR. HILGENBRINK: Second.

CHAIRMAN GALASSIE: Moved and seconded. Roll call, please?

MR. ROATE: Motion made by Dr. Burden, seconded by Mr. Hilgenbrink.

Dr. Burden?

MR. BURDEN: I move to vote yes. I wasn't when I looked at some of the State Agency Report, but I'm impressed by the Medical Director's approach to referral for more definitive treatment for dialysis patients, so I vote yes.

MR. ROATE: Mr. Eaker?

MR. EAKER: Yes.

MR. ROATE: Justice Greiman?

MR. GREIMAN: Yes.

MR. ROATE: Mr. Hayes?

MR. HAYES: Yes.

MR. ROATE: Mr. Hilgenbrink?

MR. HILGENBRINK: Yes.

MR. ROATE: Ms. Olson?

MS. OLSON: I vote yes, and I want to be on record as saying I'm extremely troubled by you telling me that if I'm a dialysis patient at another facility, they would not follow your orders. I vote yes.

MR. ROATE: Mr. Sewell?

MR. SEWELL: No. Concerned about the excess capacity in occupancy levels.

MR. ROATE: Chairman Galassie?

CHAIRMAN GALASSIE: Yes.

MR. ROATE: That's seven votes in the affirmative, one vote in the negative.

CHAIRMAN GALASSIE: Motion passes. Congratulations. Thank you very much.

Moving on to Item H-02, Driftwood Dialysis, establishing a 10-station ESRD facility in Freeport. This is Item 11-066.

Good morning. If you folks would introduce yourselves and spell your names for our reporter.

MS. ANDERSON: Mary Anderson.

MS. FRIEDMAN: Kara Friedman.

MS. COOPER: Anne Cooper.

(Oath given)

CHAIRMAN GALASSIE: Staff report, please.

MR. CONSTANTINO: Thank you, Mr. Chairman.

DaVita, Inc. and Freeportbay Dialysis, LLC, the applicants, are proposing the establishment of a 10-station ESRD facility located in approximately 5,000 gross square feet of leased space in Freeport, Illinois. The cost of the project is approximately $1.9 million. The anticipated completion project date is June 30th, 2013. No public hearing was requested, and we have not received any

letters of opposition or support.

The State Board Staff notes the following: There's a calculated need for 24 stations in the HSA I ESRD service area. The only ESRD facility within 30 minutes, Freeport Dialysis, is currently operating at 108 percent occupancy.

Thank you, Mr. Chairman.

CHAIRMAN GALASSIE: Thank you.

MS. FRIEDMAN: May I just note one thing? On page 5 of the State Agency Report, it does indicate there were 11 letters of support.

CHAIRMAN GALASSIE: Thank you very much.

Would anyone like to address the Board?

MS. FRIEDMAN: Hi. I'm Kara Friedman. With me this morning is Mary Anderson, and she's the Regional Director of Operations over the Northwest Region of Illinois and some parts of Wisconsin for DaVita. So, I'm not sure that you've had the pleasure of her company before today. And to her left is my colleague, Anne Cooper, from Polsinelli Shughart. We'll keep it brief.

In this particular instance, there is a need in the planning area where the facility operates for 24 stations. There's only one dialysis facility in the area, and it's at a hundred -- over a hundred percent capacity.

They contacted us to help them with the CON application when they started out bringing more than the average three shifts. So, it's on Mondays, Wednesdays, and Fridays they're accommodating patients into the late evening hours. We do believe operating a fourth shift is very sub-optimal for patient care, especially for those who are having to travel some distance at night, who are elderly. So we would be very happy if we could bring this back into the three shifts to operate within.

And I think that's about it. We are fully compliant. We appreciate the Staff's assistance with preparing the application.

CHAIRMAN GALASSIE: Thank you.

Questions from Board members regarding this.

Dr. Burden?

MR. BURDEN: Where did you come up with the name Driftwood.

MS. ANDERSON: I don't know. I just liked it.

CHAIRMAN GALASSIE: Any other pertinent questions you want to ask?

(Laughter)

CHAIRMAN GALASSIE: Hearing none, do we have a motion to approve Project 11-066, to establish a 12-station ESRD facility?

MR. HAYES: So moved.

MR. HILGENBRINK: Second.

CHAIRMAN GALASSIE: So moved and seconded. Roll call?

MR. ROATE: Motion made by Mr. Hayes, seconded by Mr. Hilgenbrink.

Dr. Burden?

MR. BURDEN: Yes.

MR. ROATE: Mr. Eaker?

MR. EAKER: Yes.

MR. ROATE: Justice Greiman?

MR. GREIMAN: Aye.

MR. ROATE: Mr. Hayes?

MR. HAYES: Yes.

MR. ROATE: Mr. Hilgenbrink?

MR. HILGENBRINK: Yes.

MR. ROATE: Ms. Olson?

MS. OLSON: Yes, and, woo-hoo, finally a need.

(Laughter)

MR. ROATE: Mr. Sewell?

MR. SEWELL: Yes.

MR. ROATE: Chairman Galassie?

CHAIRMAN GALASSIE: Yes.

MR. ROATE: That's eight votes in the

affirmative.

CHAIRMAN GALASSIE: Motion passes. Congratulations. Thank you. We appreciate it.

Moving on to item 11-068, Woodlawn Dialysis. Would you folks please again come up, introduce yourselves, spell your names, and at least you be sworn.

MS. DAVIS: Penny Davis, Divisional Vice-President with DaVita.

CHAIRMAN GALASSIE: And the other two folks have already been sworn in.

(Oath given)

CHAIRMAN GALASSIE: Thank you. Welcome.

Staff report?

MR. CONSTANTINO: Thank you Mr. Chairman.

DaVita, Inc. and Total Renal Care, Inc., the applicants, are proposing to discontinue an existing 20-station ESRD facility located at 1164 East 55th Street, Chicago, and establish a 32-station replacement facility approximately two miles from the existing site. The cost of the project is approximately $5 million.

The State Board Staff notes this project was granted an expedited review, and this project was previously reviewed as Project 10-093, Woodlawn Dialysis. Project 10-093 has since been abandoned due to issues with

the initial project site.

The anticipated project completion date is December 31st, 2012. State Board Staff notes that there are a number of existing facilities in the HSA VI ESRD Planning Area operating below the 80 percent utilization target.

Thank you Mr. Chairman.

CHAIRMAN GALASSIE: Thank you, Mike. We appreciate that report.

Would you like to address the Board, please?

MS. DAVIS: Yes, I would. Thank you. We've all been introduced and what I'd like to talk about is this facility.

You approved the relocation expansion in July. There's obviously a great deal of need on the south side of Chicago. Unfortunately, the alderman that we had worked with who had, in writing, given us her support for that previous relocation had a lot of community opposition. At that time, she -- after we received approval, she rescinded her support. In the City of Chicago, without the alderman's support, it's impossible to get zoning changes or do any kind of development.

We have since worked with the alderman, worked with the community members. She helped us identify a new

location. That's the location we're talking about now at 51st and State, in an existing building that we will retrofit for the facility. Obviously, challenges within the City, you know, include all kind of things beyond our control.

The City of Chicago is underserved by dialysis providers, and currently there's a 124-station need, which has gone up from when we came in July. There was a 53-station need. This continues to expand. Our facility is operating at a hundred percent, and we have patients waiting to come into the facility. We continue to add shifts and move patients elsewhere where possible. Patients cannot currently get the shift they desire.

All of the facility's patients are black and Hispanic. We employ from that community, and currently 90 percent of our teammates, our employees, are minority. We are very, very concerned about what is happening in terms of the Hispanic and African American communities in terms of hypertension, diabetes, and obesity, and we're working with the communities through Power Programs to identify patients early on to prevent the need for dialysis.

Every dialysis patient that is admitted to DaVita goes through our transplantation evaluation. We work with Northwestern so that every patient that can get

on the list at Northwestern is on that list, and we help patients to do that. In addition to that, the patients at this facility are from the University of Chicago, which is a very strong proponent of transplantation.

That's all I have to say. If you have any questions, I'd be glad to answer them.

CHAIRMAN GALASSIE: Thank you very much. We appreciate that.

Questions from Board members?

MR. GREIMAN: Yeah, I have a question. Who actually creates the station? Who comes in and builds the station?

MS. DAVIS: Because DaVita is a national company, we have construction companies all over, but we use various construction companies. We design them ourselves.

MR. GREIMAN: You design them yourself?

MS. DAVIS: Yes.

MR. GREIMAN: The reason I asked is we had -- just previously we had stations, and they were costing 180,000 a station, and yours only cost 150 a station, and I was curious why there would be, basically, you know, over 20 percent difference in the cost.

MS. DAVIS: It's based on local construction

costs, but also DaVita, because of our size, it drives every efficiency we can. In terms of building our water systems, we use a national company that does our water systems across the country.

MR. GREIMAN: How many units does DaVita have in the country?

MS. DAVIS: 1,600.

MR. GREIMAN: And how many in Illinois?

MS. DAVIS: Just over a hundred.

MR. GREIMAN: A hundred in Illinois?

MS. DAVIS: In the Chicago area we have 30.

MR. GREIMAN: Okay. Thank you.

MR. SEWELL: Do you have any insight on the local utilization in the area, given the fact that there's a calculated need?

MS. DAVIS: Well, our utilization continues to go up. Our Stony Island facility, which was at about 80 percent, is now over a hundred percent, and that's just in the last six to eight months. So it just continues to expand. The physicians who admit to these former University of Chicago facilities are just the University of Chicago physicians at this time and they have patients from all over coming to them.

MR. SEWELL: But do you have an opinion on the

low utilization of the others in the area, not so much yours.

MS. FRIEDMAN: One of the things that we have not done is commissioned a third-party driving, transportation company to assess the 30-minute time zone. There's a lot of facilities on that list that we don't really believe are within a 30-minute time frame, but because of traffic congestion, it's very difficult to get to. So, that's part of it, is there's not as many facilities as it appears, and, ultimately, if there's a doubt about it in the future, those sorts of studies might be appropriate, but they're very costly, and I think because of the high utilization at this facility and the fact that we're really just looking to replace it for this patient base, we haven't gone through an analysis of the many facilities that are on that list to identify the physician referral patterns.

MR. SEWELL: Mike, does the Staff have any insight on that?

MR. CONSTANTINO: Yeah. We use MapQuest to determine time and distance. We don't do any traffic studies. I will tell you that 73 percent of the facilities in this state are underutilized, based on the September of 2011 utilization information we received from the Renal

Network, and a lot of those facilities have been in existence over two years.

CHAIRMAN GALASSIE: Other questions for Board members?

MR. HAYES: Mr. Chairman.

CHAIRMAN GALASSIE: Yes.

MR. HAYES: This facility was originally owned by the University of Chicago?

MS. DAVIS: Yes.

MR. HAYES: Okay. And the University of Chicago came before us in my first meeting in January of 2010, because they had an emergency there with mold; is that correct?

MS. FRIEDMAN: I believe that was before Penny's time with the company, but I think there was a mold remediation problem, and they ultimately were able to remediate it at the site where they are currently operating, but they did get a CON for another site. Is that your recollection?

MR. HAYES: Yes. Well, then what they basically did was that they came before us with a sale of this facility to DaVita.

MS. DAVIS: Right. That was in August of last year.

MR. HAYES: And now you've had -- you tried to be near Provident Hospital there.

MS. DAVIS: Yes.

MR. HAYES: Down in Bronzeville.

MS. DAVIS: This location will be less than a half mile from Provident.

MR. HAYES: Okay. Thank you very much.

MS. FRIEDMAN: If I could just comment, part of the transaction terms was that two of the three facilities that were operated by the University of Chicago, the University required that DaVita vacate space that is owned by the University of Chicago, so that DaVita (sic) in this instance can use the space for student concessions, and that was a requirement of the transaction, that we do this relocation.

CHAIRMAN GALASSIE: Other questions from Board members?

MS. OLSON: I have just one quick question. I'm glad that you are back and that you have a new site. I did vote no not the last time because I was concerned about the neighbors that were all upset. But I commend you for finding a different site.

MS. DAVIS: Thank you.

CHAIRMAN GALASSIE: I'll entertain a motion

to approve Project 11-068 to discontinue a 20-station ESRD facility in Chicago and establish a 32-station ESRD facility in Chicago.

MR. HILGENBRINK: So moved.

MR. GREIMAN: Second.

MR. ROATE: Motion made by Mr. Hilgenbrink, seconded by Justice Greiman.

CHAIRMAN GALASSIE: Roll call, please.

MR. ROATE: Dr. Burden?

MR. BURDEN: Yes.

MR. ROATE: Mr. Eaker?

MR. EAKER: Yes.

MR. ROATE: Justice Greiman?

MR. GREIMAN: Yes.

MR. ROATE: Mr. Hayes?

MR. HAYES: Yes.

MR. ROATE: Mr. Hilgenbrink?

MR. HILGENBRINK: Yes.

MR. ROATE: Ms. Olson?

MS. OLSON: Yes.

MR. ROATE: Mr. Sewell?

MR. SEWELL: Yes.

MR. ROATE: Chairman Galassie?

CHAIRMAN GALASSIE: Yes.

MR. ROATE: That's eight votes in the affirmative.

CHAIRMAN GALASSIE: Motion passes. Congratulations. Thank you very much. Have a good day.

Moving on. Two items left on this morning's agenda Item 11-067, Dimensions Medical Center.

You have been sworn in. Repeat your name for the reporter.

MR. SHEETS: Charles Sheets.

CHAIRMAN GALASSIE: Thank you, Charles.

State Agency Report, please.

MR. CONSTANTINO: Thank you, Mr. Chairman.

The applicant, Dimension Medical Center, Limited, proposes to discontinue its multi-specialty ASTC in Des Plaines, Illinois. There is no cost to this project. The anticipated project completion date is December 31st, 2011. No public hearing was requested. No letters of support or opposition were received by the State Board Staff.

Thank you, Mr. Chairman.

CHAIRMAN GALASSIE: Thank you Michael.

Report to the Board.

MR. SHEETS: I would just answer any questions you might have.

CHAIRMAN GALASSIE: Do we have any questions regarding this discontinuation?

MR. BURDEN: Why are you closing it down?

MR. SHEETS: Well, for those of you who are familiar with the area, this particular location is at Golf and River Road, and it's a low section of the block, and it floods on a regular basis. So, the facility has been closed for long periods of time every time there is a heavy rain. And there's mold issues and physical plan issues, and it's a leased building. We can't get the landlord to do anything about it.

MR. BURDEN: That's enough.

CHAIRMAN GALASSIE: Yeah, I'd say so.

Any other questions?

MR. GREIMAN: How do your patients get there now?

MR. SHEETS: I don't know that the charity patients take the bus, but there is a bus that goes down the road.

MR. GREIMAN: So where will these people go?

MR. SHEETS: There is a -- if you look at the report, Judge, there's several facilities in the immediate area that have agreed, of course, to take the patients.

CHAIRMAN GALASSIE: Any other questions.

Hearing none, may I have a motion to approve Project 11-067 for the discontinuation of multi-specialty ASTC in Des Plaines, Illinois?

MR. EAKER: So moved.

MR. SEWELL: Seconded.

CHAIRMAN GALASSIE: Moved and seconded.

MR. ROATE: Motion made by Mr. Eaker, seconded by Mr. Sewell.

Dr. Burden?

MR. BURDEN: Yes.

MR. ROATE: Mr. Eaker?

MR. EAKER: Yes.

MR. ROATE: Justice Greiman?

MR. GREIMAN: Yes.

MR. ROATE: Mr. Hayes?

MR. HAYES: Yes.

MR. ROATE: Mr. Hilgenbrink?

MR. HILGENBRINK: Yes.

MR. ROATE: Ms. Olson?

MS. OLSON: Yes.

MR. ROATE: Mr. Sewell?

MR. SEWELL: Yes.

MR. ROATE: Chairman Galassie?

CHAIRMAN GALASSIE: Yes.

MR. ROATE: That's eight votes in the affirmative.

CHAIRMAN GALASSIE: Motion passes. Thank you very much.

We have public comment for Item 11-022, FMC Lockport. We have two folks that have signed up for public comment. Are you here? Yes, you are. Thank you very much. If you would come to the table, please, and introduce yourselves for the reporter. We do not need to swear you in, but we'd like to have your name spelled out, as well, for the record.

MR. TRIVEDI: My name is Dev Trivedi. I am Mayor of the City of Lockport.

MR. SCHLONEGER: I'm Tim Schloneger, and I'm the City Administrator of Lockport.

CHAIRMAN GALASSIE: Thank you very much.

MR. TRIVEDI: Thank you, Mr. Chairman Galassie and Honorable Members of the Board.

The City of Lockport has been supportive of the Lockport Dialysis facility since its first inception in December of 2009, and we were very thankful to the Board for approving this under action number 09-037. It's unfortunate that the developer of that project was not able to begin construction, but, for your information, right

after he made a decision to pull out of that site, he called me and said that he was very sorry to see them go.

The City of Lockport is still fully supportive of Fresenius determination to provide access to dialysis for Lockport patients by filing for a permit just across the street from the original site. As you know, the site across the street is all the whole medical center which Lockport is trying to develop.

The facility will promote economic growth through lease of space that has been vacant for some time due to the economy, as well as employment opportunity, and this is economic development for City of Lockport, and we are very, very thankful for Fresenius to continue to look for that. More importantly, it will provide easy access to dialysis treatment for dialysis patients who reside in Lockport and Lockport Township area. The town and many patient-residents supported the project in December of 2009 when it was approved by this Board at its public hearing, and the town and the patients are still anxiously awaiting the establishment of this facility, and I do receive calls about that quite often on my City phone. It would be a great disappointment to both if it's not allowed to move forward.

Patients currently go to Orland Park or Mokena

for treatment. This is difficult to travel due to Orland Park congestion on 159th Street. Lockport Township also has a bus service that can transfer these patients to the new Lockport facility, if approved.

Lockport has a growing elderly population and has been identified by the Northeastern Agency on Aging as a community with a large senior population. The City Planner has been working with this agency to make Lockport a more senior-friendly place to live. Establishing a dialysis facility in our town will bring us one more step closer to this goal, so I humbly request all of you individuals to reconsider your decision and if you would approve this facility.

Thank you very much, Mr. Chairman.

CHAIRMAN GALASSIE: Thank you, Mayor. Appreciate your comments.

Is there anyone else here representing Item No. 11-022, FMC Lockport?

(Pause)

CHAIRMAN GALASSIE: Introductions, please.

MS. RANALLI: Good afternoon again. Clare Ranalli, counsel to the applicant. To my right is Coleen Muldoon, Regional Vice-President for the applicant, and to my left is Lori Wright, the CON specialist.

(Oath given)

CHAIRMAN GALASSIE: Thank you. Can we have a Staff report, gentlemen?

MR. CONSTANTINO: Thank you, Mr. Chairman.

Fresenius Medical Holdings, Inc. and Fresenius Medical Lockport are proposing the establishment of a 12-station end stage renal dialysis facility, located in 8,000 gross square feet of leased space in Lockport, Illinois. The cost of the project is $3.3 million. The anticipated project completion date is August 1st, 2013.

The State Board Staff notes this project was originally approved as Project 09-037, and this was subsequently abandoned because of issues with the developer. At that time, when the project was approved, there was an excess of 51 stations in the HSA IX ESRD service area. This project, Project 11-022, FMC Lockport, received an Intent to Deny at the August 16th, 2011 State Board meeting because of excess stations in the Planning Area and the underutilization of an existing facility.

The State Board Staff notes the applicants do not meet the size criteria, Planning Area need, and the unnecessary duplication of service in this Planning Area. Currently there's an excess of 30 stations in this Planning Area.

Thank you, Mr. Chairman.

CHAIRMAN GALASSIE: Thank you, Michael.

Before we go forward, can we just have this gentleman introduce himself?

MR. OBASI: I'm sorry. I'm Egikeme Obasi. I'm a physician. I work at Southwest Nephrology Associates.

CHAIRMAN GALASSIE: Thank you, Doctor.

(Oath given)

CHAIRMAN GALASSIE: Thank you. Would you like to address the Board?

MS. RANALLI: I'm going to just very briefly touch on the negatives in the State Agency Report and then turn things over to Dr. Obasi, who made it here just in the nick of time, due to a patient emergency.

As Mr. Constantino said, the negatives primarily focus on the excess stations and need in the area. When this project was originally approved, there was an excess of 55 stations. There is now an excess of 30 stations in the area, given the recalculation of need, and there are 10 facilities. This Board looks at not only excess capacity but also, as another barometer of need in the area, the number of facilities within 30 minutes of a proposed facility site that are under or over utilized. There are 10 facilities in the 30-minute area. Eight are

what I'm going to call mature facilities. They've been operating for over two years, so they're not in that ramp-up phase that this Board allows for. Of those eight facilities, the average utilization is 79 percent, and I think that's a very good barometer for this Board to consider when you have facilities within a 30-minute radius that have been operating for two years plus, and they're at 79 percent. That is indicative of certainly facilities operating at an appropriate capacity and of need in the particular area.

Also, I've been to a lot of public hearings for dialysis facilities, and I noted the Mayor was here earlier. I was very struck by the number of people who came out and testified at the public hearing that was called on this facility. Frequently a lot of it is opposition from the market share, facilities opposing each other. This particular hearing was overwhelmingly people from the community, dialysis patients and otherwise, who supported the project and spoke at great length about their travel and transportation issues that they're confronted with in Lockport. I'm not familiar geographically with the area. The transcript was attached to the proceedings, so I won't go into that. I'm sure you read it and understood the transportation issues and Dr. Obasi can speak more

eloquently to those issues.

I would very briefly say, because there was concern expressed, and Ms. Muldoon is very concerned as well, who is a nurse. Fresenius follows all physician orders at all times. There is a pre-dialysis lab test done. We follow those orders. And the gentleman that was referred to from Northwestern actually was here about four months ago and testified in public comment about the efforts of Fresenius to transplant patients, and it sounded as though it may be interesting to hear from him again, and I'm sure he would be happy to come back, although he did express a great deal of dismay at the availability of organ donors.

I'll turn it over now to Dr. Obasi, who can talk about the patients in the area.

CHAIRMAN GALASSIE: Thank you.

MR. OBASI: Let me apologize for coming in a little bit late. I really tried to make it in time.

CHAIRMAN GALASSIE: You were right on time.

MR. OBASI: I drove from Evergreen Park.

I am not going to be able to clearly speak in legalese. That is not my forte. But I want to approach this from a patient viewpoint, which is really what I think we try to do. My practice, Southwest Nephrology

Associates, we have twelve physicians. We started up at Evergreen Park where our main office is. Five or six years ago, because of clear need, because it was clear that a lot of patients were traveling a long distance to come to our office in Evergreen Park, we opened a second office in Orland Park to serve our patients. Over that period of time, the patient population -- the chronic kidney disease clinic in the Orland Park Clinic has grown four-fold. We at that time had one dialysis unit, which was the Orland Park Dialysis Unit, which is shared among several doctors. Since then, the Mokena facility was built, which, again, is shared among many doctors and is rapidly filling. I am not the Medical Director of the Mokena facility, but the Medical Director happens to be a partner of mine. Several of those patients have expressed a concern about travel, especially one of the -- I don't know if it's 159th Street or something, where there is a lot of traffic and they drive far distances.

When the first petition for the Lockport facility was made, we supported that petition, feeling it would be good for our patients, shorten travel time, and make life easier for them. If there was a closer unit where these patients would be put in and there was availability, I don't think we would be supporting this --

whatever this is called. At the end of the day, I think it is about the patients.

Right now, knowing that I was going to come up here, I actually pulled up a list of our chronic kidney disease patients that come from around the Lockport area that are stage four, stage five, that are probably going to end up on dialysis within the next year, two years, who knows. Right now there are more than 90 of them, and that is just our practice. We are not the only nephrologists that practice in the area. There are other nephrologists. I can only speak to what we do.

So, in terms of need, I truly believe there is a need. I truly believe there is a need, and that's all I can say. Maybe if anybody has questions --

CHAIRMAN GALASSIE: I'm sure we will. Thank you very much. We appreciate your comments.

Questions from Board members?

MR. BURDEN: I understand that eloquent dissertation, Doctor, but I'm having trouble trying to fit together what I have in front of me and what I hear from you folks, which is not atypical. There is always a rush to judgment on my part. I don't see the need you're talking about. There is a calculated excess of 30 beds. There are 10 facilities, two are under construction, two

are operating above the target. Where is this need that I'm hearing you're expressing? Is our State Agency misleading me? 50 percent of the ESRD facilities within a 30-minute drive are operating beneath the 80 percent percentile. Are we going to have a massive influx of obese, hypertensive Latinos and African Americans that are going to change that?

MR. OBASI: I'm not sure I understand your -- like I said -- okay. We can break it down in language for me so I can understand. If you say there are stations under capacity, may we know where those buildings are, because sometimes -- again, in my experience, we look at travel distances, and I think sometimes those can be very misleading. The Lockport facility or where the Lockport facility is going to be is going to serve areas around Lockport and some coming into the Mokena area. I suspect some of those dialysis facilities that we're talking about lie quite outside this area. I don't have a map. I can't look, but I'd be more than happy to look that over with everybody, because I can tell you what I know. We pull our patients by zip code, and the zip codes -- you can put them on a map, look where the dialysis facility is, and that is what tells us where our patients are going to be coming from. I think it is sometimes an error in the way that

these things are calculated, that if you go out and look at it, you find out that you may have somebody that is coming from Joliet, on the other side, and that may be considered part of the area. As the bird flies, yes, it may be 30 minutes. I think for people who drive that road, sir, it is not 30 minutes.

MS. WRIGHT: I think if you look at the facilities that are considered within 30 minutes, there are two, as Clare mentioned, two that are not operating, and patients, as we said before, have been identified from separate physician groups for those two facilities, as well as many of them -- well, a couple of them -- three of them, actually, that are under the 80 percent mark, two around it, would be at 80 percent, one is at 75 percent. There are only a couple that are low that have been in operation for a while, Sun Health and the Mokena facility, which, you know, according to MapQuest are 20 -- almost 22 minutes away, and I think like Dr. Obasi said, a lot of times if you get out and drive those routes, it's a hardship to get to those places.

MR. BURDEN: Your argument to build another facility appears to be ease of access for travel distance. I don't see the other arguments flying. Can you point out where I'm being misled?

MS. WRIGHT: It is about the patients and the travel, and that's why we had so many people coming out for the first project. We had several of them who were interested in being here today, but one was too ill to come, and a couple had scheduling conflicts and couldn't come.

The only other thing I mention is that, like Claire mentioned, when the first project was approved, there was an excess of stations, 51. There's an excess now of 30. The other thing is that a condition was put on that permit for us to reduce four stations at our Willowbrook facility, because we felt like there was a need in Lockport. We did that. We reduced those four stations. So part of the condition has been met. We could put those stations back in at Willowbrook, but we feel like we need them in Lockport, and I guess just personally I feel bad that these patients have been waiting. They ask for clinics. "When is the Lockport facility going to be opening?" We tell them a couple years, a year. Never came to fruition. We felt like it was our due diligence to do something. We felt like it wasn't going to move forward, so we withdrew, thinking that we had done this before. There is sort of a precedent of changing locations and getting your approval. We thought this was the best for

the patients in Lockport. We did it. It didn't quite turn out how we thought. So that's our intention.

CHAIRMAN GALASSIE: I'm very familiar with the area, having spent about 10 years and part of my life at Lewis University, and I will say for the members who are not familiar, Lockport is not an easy town to commute in and out of, with all due respect to the Mayor. It's divided by railroad tracks. It's got the Des Plaines River running through it. There's a significant amount of industry that borders it. So 159th Street or Route 6 is a main thoroughfare for getting in and out. So what -- to use the doctor's analogy, the way the bird flies is not the way you're driving in that community. A very nice community, but the MapQuesting probably is not the best way -- not not the best way, but probably is not as accurate. You need to drive a lot of miles to get around in that community.

So, I would tend to not support this based upon the excess bed, but hearing your issues and I think relating to the community and traveling within the community, I lean towards supporting it.

Other questions or comments?

MR. GREIMAN: I have a question, follow-up of the last point I made with the last group.

You're all constructing these renal stations. We've had today one group that was paying $150,000 per station, another group was paying 180,000 per station. You're paying $260,000 for a station. I think it's like 60 or 70 percent more than the first guys. So tell us, how come there's that kind of variance?

MS. RANALLI: We're talking amongst each other. We're not going to check the math, because we're going to accept what you're saying as accurate. It's exactly what I believe was represented by what DaVita said. There are two things that address that. Part of the cost per station is not just construction, it's what you pay for leased space. So, it may depend upon the landlord and what you're being charged for space. The Lockport facility also has space for home dialysis, which means we're leasing more space for home dialysis training, but that is allocated into the station costs, because there's no allocation for extra space for home dialysis training. So, it's really the leased space, the construction cost, and then the size of the facility and how much space is being used for administrative, as well as many of the facilities do have space for home dialysis training.

CHAIRMAN GALASSIE: Any other questions?

Hearing none, I'll entertain a motion to

approve Project 11-022 for the establishment of a 12-station ESRD facility in Lockport, Illinois.

MR. SEWELL: So moved.

MR. BURDEN: Second.

CHAIRMAN GALASSIE: Moved and seconded.

MR. ROATE: Motion made by Mr. Sewell, seconded by Dr. Burden, called for a vote.

Dr. Burden?

MR. BURDEN: Are you asking me now to vote?

MR. ROATE: Yes, please.

MR. BURDEN: Thank you. You know, I've listened and I really am not a Grinch. This is Christmas time. I don't like seeing people have to travel all over a gridlocked town to get to their dialysis provider, but the facts in front of me state excess of 30 stations and now will be 42. We do go and we do try to evaluate and we do vote against the State Agency numbers on occasion. Matter of fact, with dialysis units more often than not we do. In my judgment, in my five years of listening to these pleas, I believe sometimes in my case they are falling on deaf ears, but that's beside the point. My vote remains no, as it was before, because of excess beds.

MR. ROATE: Mr. Eaker?

MR. EAKER: I vote no due to the criteria not

met.

MR. ROATE: Justice Greiman?

MR. GREIMAN: Serving on this committee has made me a Libertarian, which is a great shock and surprise. So I will vote aye.

MR. ROATE: Mr. Hayes?

MR. HAYES: I will vote no because of the excess units in the Planning Area.

MR. ROATE: Mr. Hilgenbrink?

MR. HILGENBRINK: I vote yes because of accessibility.

MR. ROATE: Ms. Olson?

MS. OLSON: I vote no based on excess capacity.

MR. ROATE: Mr. Sewell?

MR. SEWELL: I vote no, excess capacity.

MR. ROATE: Chairman Galassie?

CHAIRMAN GALASSIE: Yes, based on accessibility.

MR. ROATE: That's five notes in the negative, three votes in the post.

CHAIRMAN GALASSIE: Motion does not pass. Thank you very much.

(Pause)

CHAIRMAN GALASSIE: Folks, we are at a point of recessing for the day. Prior to -- and moving into lunch, and some members, I understand, need to leave. But prior to that, trying to balance the schedule for tomorrow, we don't believe we are going to be inundated with public comment at this time. That could, of course, change tomorrow. But just in the event we may, and we know how lengthy some of that dialogue can be, I'm going to suggest for the members of the public here, we again will start our meeting at 10 o'clock, but I would like to move our Executive Session up to first.

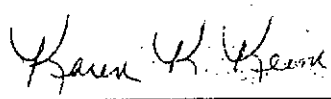
So, members of the public, you might give yourselves another half hour. If the Members agree, we would hold Executive Session at 10:00 a.m. My fear is if we get caught up in a very lengthy, complex -- it has a way of -- Executive Session sometimes gets lost, and there is some business we need to do. So I see a nodding of heads. Members be advised, public be advised, we will restart the meeting at 10:00 a.m., but we will begin with Executive Session.

We are recessed.

END OF OPEN SESSION, DAY 1: 12:37 p.m.

CERTIFICATE OF REPORTER

I, KAREN K. KEIM, CRR, RPR, a Certified Court Reporter in the States of Illinois and Missouri, do hereby certify that the proceedings in the above-entitled cause were taken by me to the best of my ability and thereafter reduced to writing; that I am neither counsel for, related to, nor employed by any of the parties to the action, and further that I am not a relative or employee of any attorney or counsel employed by the parties thereto, nor financially or otherwise interested in the outcome of the action.



KAREN K. KEIM

CRR, RPR, CSR-IL, CCR-MO

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