

Public Health and Health Planning Council

Project # 122165-E

Hudson Valley Home Care

County: Dutchess (Poughkeepsie)

Purpose: Establishment

Program: Certified Home Health Agency

Submitted: October 1, 2012

Executive Summary

Description

Hudson Valley Home Care, Inc., an existing Article 36 CHHA serving Dutchess County proposes to purchase the assets and become the new owner/operator of the Dutchess County Department of Health Home Health Agency (CHHA). Hudson Valley Home Care, Inc. plans to merge the Dutchess County Department of Health Home Health Agency's operations into its existing CHHA operations, and close the Dutchess County Department of Health CHHA.

The applicant will continue to provide the same services as the existing operator, which are as follows: nursing care, physical therapy, speech therapy, occupational therapy, medical social services and home health aide services.

Hudson Valley Home Care (HVHC), an affiliate of Health Quest System, Inc., is a not-for-profit Certified Home Health Agency and Licensed Home Care Company. HVHC has served the residents of Dutchess County since 1987 and provides multidisciplinary services annually to over 2,000 adults, infants and children.

DOH Recommendation

Contingent approval.

Program Summary

Review of the Personal Qualifying Information indicates that the applicant has the appropriate character and competence under Article 36 of the Public Health Law.

Financial Summary

The purchase price for the CHHA is \$425,000 and will be met as follows: \$42,500 has been deposited with the Seller and the remaining \$382,500 will be paid at the closing.

Budget: Revenues: \$ 316,694

Expenses: 231,814 Gain/(Loss): \$ 84,880

The applicant has demonstrated the capability to proceed in a financially feasible manner.

Recommendations

Health Systems Agency

There will be no HSA recommendation for this application.

Office of Health Systems Management Approval contingent upon:

- 1. Submission of a copy of the fully executed Bylaws of Hudson Valley Home Care, Inc., acceptable to the Department of Health. [CSL]
- 2. Submission of a copy of the fully executed Bylaws of Health Quest Systems, Inc., acceptable to the Department. [CSL]

Council Action Date February 7, 2013.

Programmatic Analysis

Background

Hudson Valley Home Care, Inc., an existing Article 36 CHHA serving Dutchess County proposes to purchase the assets and become the new owner/operator of the Dutchess County Department of Health Home Health Agency (CHHA). Hudson Valley Home Care, Inc. plans to merge the Dutchess County Department of Health Home Health Agency's operations into its existing CHHA operations and to close the Dutchess County Department of Health CHHA.

Hudson Valley Home Care, Inc., an affiliate of Health Quest Systems, Inc., a not-for-profit Certified Home Health Agency and Licensed Home Care Company. Health Quests Systems, Inc. owns the following organizations:

Vassar Brothers Medical Center

Putnam Hospital Center

Northern Dutchess Hospital

Northern Dutchess Residential Health Care Facility (The Thompson House)

Hospital

Hospital

Hospital

Nursing Home

Hudson Valley Home Care, Inc. (Certified)
Hudson Valley Home Care, Inc. (Licensed)

CHHA
LHCSA

The applicant proposes to continue to operate the CHHA from its existing Dutchess County office located at 1 Pine Street Spur, Poughkeepsie, NY 12601. The applicant proposes to provide the following health care services:

Nursing Home Health Aide Medical Social Services
Physical Therapy Occupational Therapy Respiratory Therapy

Speech Language Pathology Audiology Nutrition

Medical Supplies, Equipment, and Appliances

The Board of Directors of Hudson Valley Home Care, Inc., Inc. comprises the following individuals:

Anthony "Rick" Bottini, Jr., Member Joan A. Pagones, Member

Owner, Bottini Fuel Retired

Christopher Chestney, Member

Michael J. Prince, Member/Secretary

Funeral Director, Dapson-Chestney Funeral Home Retired

Kari Redl-Daniels, Member Herbert H. Redl, Member

Managing Partner, Herb Redl Properties Founder/Partner, Herb Redl Properties

Robert Dooley, Member Rose E. Rider, Member

Owner, Mahoney's at Casperkill (restaurant)

Budget Officer, Town of Red Hook

Charles A. Freni, Jr., Member / Chairman
Sr. Vice Pres, Central Hudson Gas & Electric
Primary Care Physician – Family Medicine

Sr. Vice Pres, Central Hudson Gas & Electric Primary Care Physician – Family Medicine

Laurence W. Johnson, Member

VP of Marketing, William A. Smith & Son, Inc.

Michael T. Weber, President
CEO, Health Quest Systems, Inc.

F of Marketing, William A. Smith & Son, Inc. CEO, Health Quest Systems, Inc.

Edward L. McCormick, Member Retired

The Board of Directors of Health Quest Systems, Inc. comprises the following individuals:

Robert R. Dvson. Chairman

CEO, Patterson Planning & Services

Owner/President, Fraleigh & Rakow Inc.

James A. Brudvig, Member

VP for Administration, Bard College

Thomas G. Eastwood, Member

Retired

OIG Exclusion List.

Keiren M. Farguhar, EMT, Member Medical Reserve Coordinator, Putnam

County Dept. of Health

Joseph L. DiVestea, Member Financial Advisor, Merrill Lynch

Richard J. Friedland, MD, Member President/CEO, DRA Imaging

Steven V. Lant. Member President/CEO, C.H. Energy Group, Inc.

Gregory W. Rakow, First Vice Chairman

Michael T. Weber, President and CEO

Mary D. Madden. Second Vice Chairman

CEO, Hudson Valley Federal Credit Union

Disclosed above

Carl E. Meyer, Member

President, The Solar Energy Consortium

Wayne L. Nussbickel, Member President/CEO, N & S Supply

Michael J. Nesheiwat, MD, Member Primary Care Physician, Putnam Family

Medicine PC

Lillian S. Weigert, Esq., Member Attorney, Gellert & Klein PC

Michael S. Moses, MD, Member President, Cross River Anesthesiologist

Sciences

The Office of the Professions of the State Education Department, the New York State Physician Profile and the Office of Professional Medical Conduct, where appropriate, indicate no issues with the licensure of the health professionals associated with this application.

A search of the individuals named above revealed no matches on either the Medicaid Disqualified Provider List or the

The applicant has confirmed that the proposed financial/referral structure has been assessed in light of anti-kickback and self-referral laws, with the consultation of legal counsel, and it is concluded that proceeding with the proposal is appropriate.

A Certificate of Good Standing has been received for all attorneys.

A ten year review of the operations of the following facilities was performed as part of this review for the time periods specified (unless otherwise specified):

Vassar Brothers Medical Center Hospital Putnam Hospital Center Hospital Hospital Northern Dutchess Hospital

Northern Dutchess Residential Health Care Facility (The Thompson House) Nursing Home

Hudson Valley Home Care, Inc. (Certified) CHHA Hudson Valley Home Care, Inc. (Licensed) LHCSA

The information provided by the Division of Home and Community Based Services has indicated that the applicant has provided sufficient supervision to prevent harm to the health, safety and welfare of residents and to prevent recurrent code violations.

The Information provided by the Bureau of Quality Assurance for Nursing Homes has indicated that the residential health care facilities reviewed have provided sufficient supervision to prevent harm to the health, safety and welfare of residents and to prevent recurrent code violations.

The information provided by the Division of Hospitals and Diagnostic & Treatment Centers has indicated that the applicant has provided sufficient supervision to prevent harm to the health, safety and welfare of residents and to prevent recurrent code violations.

Review of the Personal Qualifying Information indicates that the applicant has the appropriate character and competence under Article 36 of the Public Health Law.

Recommendation

From a programmatic perspective, approval is recommended.

Financial Analysis

Background

The applicant has submitted an executed asset purchase agreement for the CHHA, which they are going to acquire, and is summarized below:

Date: June 7, 2012 Seller: County of Dutchess

Buyer: Hudson Valley Home Care, Inc.

Assets Acquired: The license or operating certificate held or owned by Seller relating to the

ownership or operation of the CHHA and goodwill of the Agency.

Excluded Assets: The excluded assets shall include, but not be limited to the following assets

relating to the Agency; cash, prepaid expenses, accounts receivable of the Seller arising before the Closing Date and miscellaneous deposits; any records which by law Seller is required to retain in its possession; any real property; any books and records of Seller; Buyer shall not be taking over from the Seller any office space; Buyer shall not be taking over any equipment; Buyer shall not be taking over the Medicare and Medicaid provider number of the Seller; Buyer shall not be taking on Medicare/Medicaid liability except to the extent mutually agreed with the Seller; Buyer shall not be taking over staff; Buyer shall not be taking

over expense (vendor) contracts and Buyer shall not be taking over

revenue/affiliation contracts.

Liabilities: Buyer will be responsible for the following: all liabilities relating to the Buyer's

ownership or use of the Purchased Assets after the Closing Date and all liabilities for in respect to taxes (if any) in connection with the Purchased Assets that are the responsibility of the Buyer or arising after the Closing Date with

respect to periods after the Closing Date.

Purchase Price: \$425,000

Payment of

Purchase Price: Upon award of bid, Buyer shall deposit \$42,500 with Seller and the balance of

\$382,500 shall be paid on the Closing Date.

The applicant submitted an affidavit, which is acceptable to the Department, in which the applicant agrees, notwithstanding any agreement, arrangement or understanding between the applicant and the transferor to the contrary, to be liable and responsible for any Medicaid overpayments made to the facility and/or surcharges, assessments or fees due from the transferor pursuant to Article 28 of the Public Health Law with respect to the period of time prior to the applicant acquiring its interest, without releasing the transferor of its liability and responsibility. Currently, there are no outstanding liabilities.

Operating Budget

The applicant has submitted an operating budget, in 2012 dollars, for the first year subsequent to the change in operator, summarized below:

Revenues: \$316,694 Expenses: 231,814 Excess of Revenues over Expenses: \$84,880

Expense and utilization assumptions are based on the applicant's historical experience. Revenues are reflective of current payment rates as well as the recent implementation of the Medicaid Episodic Payment System.

Utilization, broken down by payor source during the first year is as follows:

Medicaid Managed Care 24.04% Medicare Managed Care 68.30% Commercial Managed Care 7.66%

Capability and Feasibility

The purchase price for the acquisition of the CHHA is \$425,000 and will be paid via equity from Health Quest Systems, Inc.

Working capital requirements are estimated at \$38,636, which is equivalent to two months of first year expenses. The applicant will provide equity to meet the working capital requirement, which will be provided from funds of Health Quest Systems, Inc. Presented as BFA Attachment A are the 2010 and 2011 certified financial statements of Health Quest Systems, Inc. and Subsidiaries, which indicates the availability of sufficient funds for the equity contribution to meet the purchase price for the operation and the working capital requirements.

The submitted budget indicates an excess of revenues over expenses of \$84,880 during the first year subsequent to the change in operator. Revenue is based on current payment rates for certified home health agencies. The budget appears reasonable.

As shown on Attachment A, Health Quest System, Inc. and Subsidiaries had an average positive working capital position and an average positive net asset position from 2010 through 2011. Also, the entity achieved an average excess of revenues over expenses of \$15,453,500 from 2010 through 2011.

Presented as BFA Attachment B are the 2010 and 2011 certified financial statements of Hudson Valley Home Care, which is part of Health Quest Systems, Inc. As shown on Attachment B, the facility had an average negative working capital position and an average negative net asset position from 2010 through 2011. Also, the facility incurred an average excess of expenses over revenues of \$503,500 from 2010 through 2011. The applicant has indicated that the reasons for the losses are as follows: experienced clinical difficulties and experienced low volume.

The applicant has indicated that the applicant implemented the following steps to improve operations: implemented a recovery plan that included the reduction of 2 full time non-clinical operations staff and reorganized the clinical functions of supervisory staff, increased recruitment of patients in Dutchess County, hired a team of per diem clinicians, both registered nurses and physical therapists, expanded their community liaison activities to increase admission volume, while simultaneously hiring new staff, added new managed care contracts to serve more patients, and increased volume by 5% in 2012.

The applicant has provided historical operations of Dutchess County Department of Health CHHA from 2010 through 2011. The entity incurred an average excess of expenses over revenues of \$32,929 from 2010 through 2011.

The applicant has demonstrated the capability to proceed in a financially feasible manner, and approval is recommended.

Recommendation

From a financial perspective, approval is recommended.

Attachments

BFA Attachment A Financial Summary - 2010 and 2011 certified financial statements of Health

Quest Systems, Inc.

BFA Attachment B Financial Summary - 2010 and 2011 certified financial statements of Hudson

Valley Home Care

Health Quest Systems, Inc. and Subsidiaries Consolidated Balance Sheets December 31, 2011 and 2010

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		2011	*	2010	
Assets					
Current assets					
Cash and cash equivalents	•				
Restricted cash	\$	40,613	\$	32,653	
Investments		705		709	
Assets whose use is limited, required for current liabilities		138,649		140,854	
Externally restricted					
Investments held by captive		4,764		4,618	
Patient accounts receivable, less allowance for uncollectible		19,329		18,516	
accounts of approximately \$29,798 and \$25,772 in					
2011 and 2010, respectively		104 444			
Supplies and prepaid expenses		81,441		82,745	
Other current assets		19,012		16,094	
Estimated amounts due from third-party payors		3,543		4,856	
Total current assets	************	287	***************************************	-	
		308,343		301,045	
Assets whose use is limited, net of current portion Externally restricted					
		39,859	•	76,983	
Long-term investments		6,155		6,287	
Property, plant and equipment, net		318,896		300,219	
Intangible assets, net		1,277		1,661	
Other assets .	·	55,562		25,100	
Total assets	\$	730,092	\$	711,295	•
Liabilities and Net Assets			***************************************	***************************************	•
Current liabilities					
Current portion of long-term debt	\$	15,238	\$	26,610	
Accounts payable and accrued expenses		80,704	*	80,420	
Estimated amounts due to third-party payors		3,535		3,607	
Estimated insurance loss reserve payable		14,918	is .	12,266	
Total current liabilities		114,395	***************************************	122,903	•
Long-term debt, net of current portion		177,072		195,313	
Post-retirement benefit obligations, net of current portion		65,393	N.	48,486	
Estimated amounts due to third-party payors and other liabilities		79,723		50,291	
Total liabilities		436,583	1988 000 (000)	416,993	-
Net assets	***************************************			,	-
Unrestricted	•	262 507			ĺ,
Temporarily restricted		262,887		267,432	
Permanently restricted		25,231 5,391		21,488	
Total net assets	-	293,509	•	5,382	-
Total liabilities and net assets	<u></u>	**************************************		294,302	•
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	\$	730,092	\$	711,295	

Health Quest Systems, Inc. and Subsidiaries Consolidated Statements of Operations Years Ended December 31, 2011 and 2010

		2011		2010
Operating revenue Net patient service revenue Other revenue Net assets released from restrictions used for operations	\$	683,279 16,175 264	\$	642,944 14,897 75
Total operating revenue	5/4/100mg	699.718		657,916
Operating expenses Salaries and fees Employee benefits Supplies Other expenses Provision for bad debts Interest Depreciation and amortization Loss on extinguishment of debt Total operating expenses		302,354 93.126 97.124 112,773 28,130 8,939 40,321 560	minutes and	289,562 88,975 99,732 112,900 22,150 8,274 36,907 839
		683,327		659,339
Operating income (loss) Investment (loss) income and other Gain on sale of property plant and equipment		16,391 (3,918) 77		(1,423) 19,585 195
Excess of revenue over expenses		12,550	***************************************	18,357
Pension related changes other than not periodic pension costs Grant income for capital Net assets released from restrictions for capital expenditures		(20,722) 414 3,213		(448) - 883 4,968
(Decrease) increase in unrestricted net assets	5	(4.545)	\$	23,760

Health Quest Systems, Inc. and Subsidiaries Consolidating Balance Sheet December 31, 2011

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Health Quest Systems, Inc. and Subsidiaries Consolidating Statement of Operations Year Ended December 31, 2011

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Health Quest Systems, Inc. and Subsidiaries Consolidating Balance Sheet December 31, 2010

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