

STATE OF NEW YORK
PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

COMMITTEE DAY

AGENDA

July 16, 2020

9:30 a.m.

Via Live Webcasting

I. COMMITTEE ON ESTABLISHMENT AND PROJECT REVIEW

Peter Robinson, Chair

A. Applications for Construction of Health Care Facilities/Agencies

Acute Care Services – Construction

Exhibit # 1

	<u>Number</u>	<u>Applicant/Facility</u>
1.	192008 C	NYU Langone Hospitals (New York County)
2.	192206 C	Samaritan Hospital (Rensselaer County)
3.	192324 C	Good Samaritan Hospital Medical Center (Suffolk County)
4.	201062 C	Weill Cornell Imaging at New York Presbyterian (Queens County)

B. Applications for Establishment and Construction of Health Care Facilities/Agencies

Ambulatory Surgery Centers - Establish/Construct

Exhibit # 2

	<u>Number</u>	<u>Applicant/Facility</u>
1.	182327 B	23 rd Street, SC, LLC d/b/a Hudson Surgery Center (New York County)
2.	192267 E	The Surgery Center at Orthopedic Associates, LLC (Dutchess County)
3.	192298 B	Renal Focus ASC Plainview (Nassau County)

- 4. 192320 E Avicenna ASC, Inc.
(Bronx County)
- 5. 201075 E Upstate Orthopedics Ambulatory Surgery Center
(Onondaga County)

Diagnostic and Treatment Centers - Establish/Construct

Exhibit # 3

- | <u>Number</u> | <u>Applicant/Facility</u> |
|---------------|--|
| 1. 191323 E | Century Medical & Dental Center, Inc.
(Kings County) |
| 2. 192042 B | Ohel Medical, Inc.
(Kings County) |
| 3. 192120 B | Kerestir Health, LLD d/b/a Kerestir Health Center
(Orange County) |
| 4. 192322 B | Victory Community Health Center, Inc.
(New York County) |
| 5. 192223 B | Care365, LLC
(Rockland County) |

C. Certificate of Amendment of the Certificate of Incorporation

Exhibit # 4

Applicant

Massena Memorial Hospital Foundation, Inc.

Phelps Community Corporation

Certificate of Dissolution

Applicant

Hebrew Hospital Home Foundation, Inc.



**Project # 192008-C
NYU Langone Hospitals**

Program: Hospital
Purpose: Construction

County: New York
Acknowledged: July 25, 2019

Executive Summary

Description

NYU Langone Hospitals (NYULH), an 844-bed, voluntary not-for-profit, Article 28 acute-care hospital located at 550 First Avenue, New York (New York County), requests approval to certify a Pediatric Heart Transplant Program. In January 2016, NYULH established a comprehensive Transplant Institute to provide patients with quality transplantation services and pre- and post-transplant care that incorporates the latest medical advancements. The Institute consists of multidisciplinary teams of medical and surgical specialists with Robert A. Montgomery, M.D., a Board-certified surgeon with extensive organ transplant experience, as its Director. The Pediatric Heart Transplant Program will function in existing inpatient and outpatient space on the main hospital campus, with the clinical program developed and managed in conjunction with Hassenfeld Children’s Hospital, NYULH’s nexus for children’s services, and the NYULH Transplant Institute.

NYU Langone Health consists of the following inpatient entities located throughout the New York City area: Tisch Hospital, Kimmel Pavilion, Hassenfeld Children’s Hospital, NYU Langone Orthopedic Hospital, Rusk Rehabilitation, and NYU Langone Hospital-Brooklyn.

OPCHSM Recommendation
Approval

Need Summary

At this time, although NYS has three approved pediatric heart transplant programs, only one is performing a significant number of transplants. Historically, Mount Sinai and Montefiore have been low volume programs and for the last two years Montefiore’s volume of procedures has decreased, and Mount Sinai has performed virtually no pediatric heart transplants.

NYULH’s plans include the establishment of a pediatric lung transplant program and heart-lung transplant program for children, both, however, are contingent upon the state’s approval of this application for a PHTP program. At this time, there are no pediatric heart-lung programs in NYS.

Program Summary

NYULH opened its adult heart and lung program in 2018. Providing heart transplant services to pediatric patients is a natural extension of NYULH’s existing adult heart transplant program. Both the adult heart and adult lung transplant programs have successfully transferred patients turned down by other local transplant centers and maintain outcomes better than the regional or national averages. The applicant projects to perform one pediatric health transplant in Year One, three and Year Two, and four in Year Three of a new program. The objective is to expand upon NYULH’s transplant treatment strategies to include a pediatric continuum of care.

Financial Summary

There is no project cost associated with this application.

<u>Incremental Budget</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$981,271	\$2,580,341
Expenses	<u>950,883</u>	<u>1,435,688</u>
Excess Revenues over Expenses	\$30,388	\$1,144,653

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

Approval conditional upon:

1. The project must be completed within one year from the date of the Public Health and Health Planning Council recommendation letter. Failure to complete the project within the prescribed time shall constitute an abandonment of the application by the applicant and expiration of the approval. [PMU]
2. The applicant remaining a member, in good standing, with the NY Center for Cardiothoracic Transplantation (NYCTC). [HSP]
3. Actively participating in the NYCTC by sharing data, participating in peer review, research, quality improvement and other activities endorsed by the Department including but not limited to coordinating the facility's plan with efforts that NYCTC may be conducting. [HSP]
4. Submission of evidence of UNOS approval of their pediatric heart transplant program upon receipt, acceptable to the Department. [HSP]
5. The applicant committing and devoting resources to improving organ donation and NYS Donate Life Registry enrollments a top priority in all system hospitals. This commitment must be reflected in a written plan to create a system-wide institutional culture that supports organ donation and NYS Donate Life Registry enrollment, which is continually evaluated and updated as needed. This plan includes, but is not limited to:
 - a. Implementation of and participation in programs and initiatives to promote health and prevent diseases associated with the need for organ and tissue donation and transplantation;
 - b. Implementation of practitioner-focused education and outreach efforts to inform them of the availability and breadth of NYU's pediatric heart transplant services.
 - c. Implementation of patient evaluation services in underserved areas of the state.
 - d. improving communication and coordination with the OPO(s), for example, establishing onsite transplant coordinators, conducting regular multidisciplinary clinical case reviews to identified missed opportunities and/or opportunities for improvement and reporting and reviewing aggregate donor data jointly with the OPO(s);
 - e. enlisting participation, improving coordination and holding staff throughout the facility accountable as partners in achieving these goals, including but not limited to critical care, emergency department and palliative care staff;
 - f. developing pediatric-specific organ/tissue donor referral strategies, such as the use of automated monitoring systems to notify OPO of potential donors and other similar initiatives;
 - g. developing and implementing proactive donor management improvement activities, in conjunction with the OPO(s), including, but not limited to, the use of protocols and standard processes to improve organ management and recovery;
 - h. supporting research to advance organ donation referral, management, recovery, preservation, and NYS Donate Life Registry donor enrollment rates;
 - i. increasing awareness and education of staff about organ donation throughout system facilities, and the communities they serve, by partnering and coordinating with organ donation stakeholders (e.g. the NY Alliance for Donation, OPOs and tissue banks) and others (e.g. community-based organizations such as interfaith organizations, organizations that provide services to different ethnic and cultural groups, etc.) to implement awareness and education initiatives;
 - j. conducting specific activities to improve enrollment in the NYS Donate Life Registry;
 - k. exploring the use of technology to accomplish plan goals;
 - l. establishing measurable goals and benchmarks with timeframes which are monitored and are used to continually evaluate and update the plan;

- m. collaborating with the Department, the NYS Transplant Council, and statewide organizations, such as the NY Alliance for Donation, GNY Hospital Association, and the Healthcare Association of NYS to share plan results to improve practices in hospitals and communities across the state.
- n. annually for the first five years and upon request, providing the Department with information and updates about the plan including progress towards meeting the goals, benchmarks and timelines developed and described above. [HSP]

Council Action Date
July 30, 2020

Need and Program Analysis

Proposal and Background

NYULH provides a wide array of inpatient and outpatient pediatric services in its primary service area of metropolitan NYC and Long Island. NYULH and its affiliates including Winthrop Hospital had approximately 22,000 inpatient pediatric discharges, 45,000 pediatric emergency department visits, and 16,600 deliveries in 2018. They have a pediatric congenital heart surgery program with approximately 200 cases per year with survival rates that exceed the national average in a number of key categories and a post-op length of stay lower than the national average.

The proposed pediatric heart transplant program (PHTP) will be established within NYULH's Transplant Institute (TI). The TI, an organizational structure that brings all of NYULH's transplant services together under one umbrella department, was established in 2016. The TI currently houses the United Network for Organ Sharing (UNOS) approved kidney, liver, pancreas, lung and adult heart transplant programs. The TI's aggressive outreach, evaluation, listing efforts and donor management practices have contributed to increases in the number of transplants of all of the above-listed organs at NYULH and statewide. The NYULH TI is a member and actively engaged in the work of the New York Center for Liver Transplantation, Center for Kidney Transplantation and the NY Cardiothoracic Transplant Consortium.

Since 2011, NYULH has operated an adult Ventricular Assist Device (VAD) program, accredited by The Joint Commission (TJC), providing mechanical circulatory support for patients in acute cardiogenic shock and with chronic advanced heart failure as destination and bridge to transplantation therapy. The program was recently re-certified. NYULH's VAD survival and quality outcomes surpass national registry benchmarks.

NYULH opened its adult heart and lung transplant programs in 2018. As of February 20, 2020, the Organ Procurement and Transplant Network (OPTN) reports that NYULH has performed 78 adult heart and 67 adult lung transplants. The applicant reports that both the adult heart and adult lung transplant programs have evaluated and successfully transplanted patients turned down by other local transplant centers and maintained outcomes better than the regional and national average.

As a condition of the 2018 approval of the adult heart transplant program (AHTP), NYULH was required to develop and implement a five-year plan to create a system-wide institutional culture of organ donation and support for enrollment in the NYS Donate Life Registry. Required components of the plan included committing and devoting resources to:

- Implementation of programs to promote health and prevent diseases associated with the need for organ donation;
- Improving communication and coordination with the organ procurement organizations;
- Developing specific organ/tissue donor identification and referral strategies and proactive organ donor management improvement activities;
- Supporting research to advance organ donor referral, management, recovery, preservation, and enrollment in the NYS Donate Life Registry;
- Working to increase awareness, education, and accountability of staff throughout the health systems facilities and the communities they serve; and
- Collaborating with the Department, the NYS Transplant Council and statewide organizations to share results and practices.

NYULH is implementing the conditions set forth in the approval of their adult heart transplant program, and the number of heart and lung transplants performed in New York State since NYULH opened its adult program has increased. The applicant reports that even factoring out the heart transplants performed by their program, there was a seven percent increase in adult heart transplants statewide.

The applicant seeks to enhance the breadth of transplantation services that NYULH provides to include pediatric heart transplantation services. They plan to provide such services within the existing physical plant of the Kimmel Pavilion and in conjunction with the practitioners and services provided by its pediatric program, known as Hassenfeld Children's Hospital (HCH). HCH houses a pediatric ICU, Congenital Cardiovascular Care Unit (CCVCU), a cardiac catheterization and electrophysiology lab as well as a Labor and Delivery Unit, Newborn Nursery and Neonatal ICU.

The applicant reports that pediatric cardiologists at HCH currently care for children with heart disease, diagnosing congenital heart defects and acquired heart disease in infants, children, and adolescents using advanced cardiac imaging technology, echocardiology, cardiac catheterization, treadmill stress testing, and electrophysiology testing. To support the cardiac and respiratory needs of adults and children with heart and/or lung failure, NYULH implemented a pediatric and adult extracorporeal membrane oxygenation (ECMO) program in 2015. The applicant reports that their ECMO survival outcomes exceed benchmarks.

When surgical treatment is required, the HCH pediatric cardiologists work collaboratively with the pediatric cardiac surgical team. Currently, cardiac surgeons at the HCH perform approximately 200 cardiac surgeries per year, including cardiac reconstructive procedures on infants and children in those with complex cardiovascular disorders and congenital heart defects. The applicant reports that for pediatric patients undergoing heart surgery, NYULH's survival rates exceed the national average in a number of key categories, and their post-op length of stay after cardiac surgery is lower than the national average.

The applicant reports that there are a number of children under the care of NYULH HCH physicians that are currently in need of a heart transplant, and they have referred six pediatric patients to other facilities for heart transplant evaluation in the last year. The applicant projects that they will perform one pediatric heart transplant in Year One, three in Year Two and four in Year Three of a new program.

The applicant identifies the service area of the proposed pediatric heart transplant program, by the geographic area served by NYULH as well as its affiliate hospitals encompassing all five boroughs of NYC as well as Nassau and Suffolk Counties. They describe an outreach plan that includes visits to community physicians located in areas where there are few or no patients on the waitlist, educating hospitals on the indications for heart transplantation and how to refer patients for rapid evaluation, ensuring transplant physicians availability 24 hours a day for emergent evaluation and transfer, and implementing other strategies that are effective in promoting awareness of their adult heart transplant program.

The applicant's position is that limited and carefully considered growth in the number of approved transplant programs stimulates growth in organ donation and transplant, rather than simply spreading the same number of cases among transplant providers.

NYULH currently holds UNOS approval and CMS certification for its heart transplant program. CMS allows facilities with adult heart transplant certification to perform both adult and pediatric transplants as long as the volume of the pediatric transplants they perform does not exceed 49% of their total transplant volume. Currently, UNOS does not differentiate adult from pediatric program applications or approvals, however, they are in the process of implementing changes that will require all facilities seeking to provide transplant services to apply separately for adult and pediatric program approvals. Therefore, NYULH does not need to apply to either UNOS or CMS to establish a new pediatric heart transplant program.

NYULH plans to expand its VAD program to the pediatric population and begin to perform pediatric lung transplants upon approval and implementation of their pediatric heart transplant program.

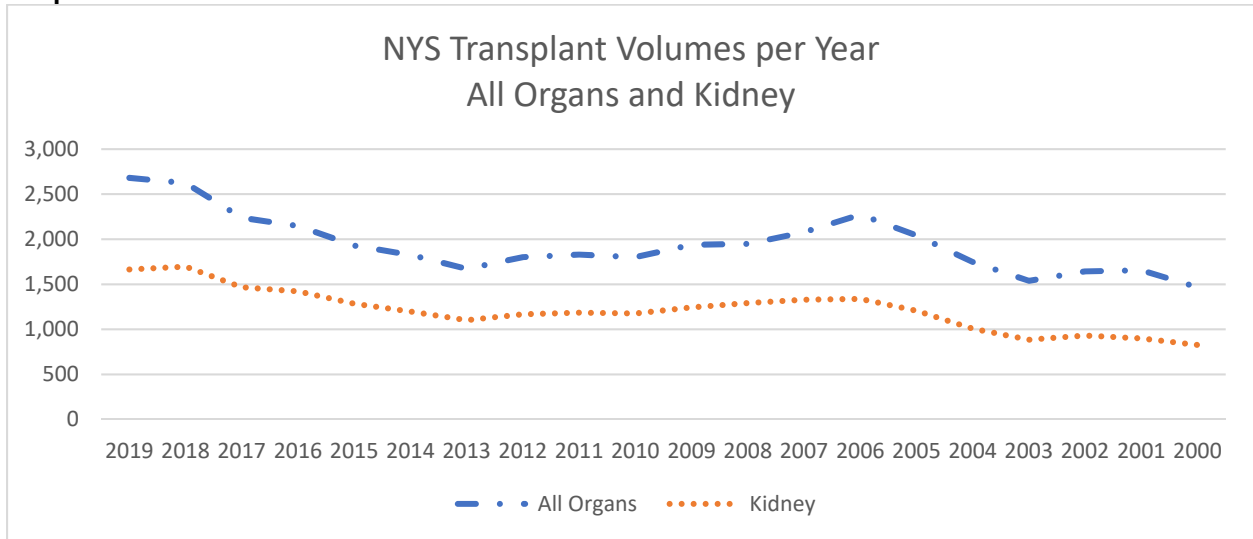
Transplant Program Review

Status of Donation and Transplantation in NYS and NYULH

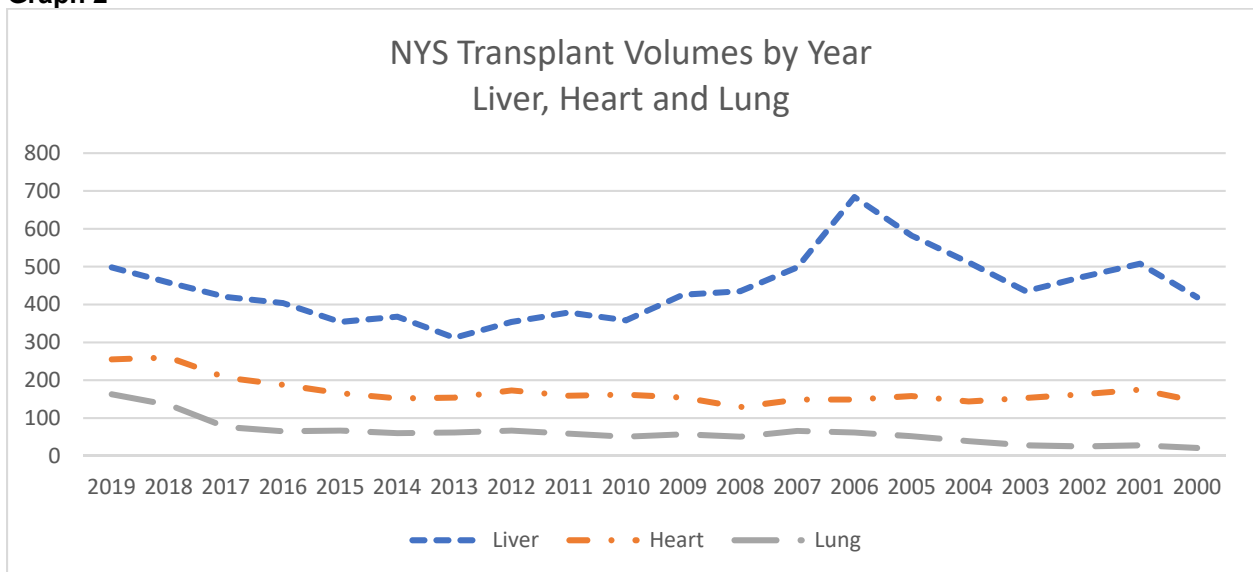
In addition to materials provided as part of the CON application and the applicant's response to the Department's Request for Additional Information, staff reviewed the facility's recent CMS survey(s), NYULH's UNOS/Organ Procurement and Transplantation Network (UNOS/OPTN) and the Scientific Registry of Transplant Recipients (SRTR) data, data of other NYS and out of state hospitals that perform heart transplants, and the most recent Report of the NYS Cardiac Advisory Committee (CAC) on Pediatric Congenital Cardiac Surgery (2010-13).

In NYS and nationally, the number of solid organs transplanted per year is cyclical. Overall, the number of solid organ transplants performed in NYS has been increasing since 2013. See below.

Graph 1



Graph 2

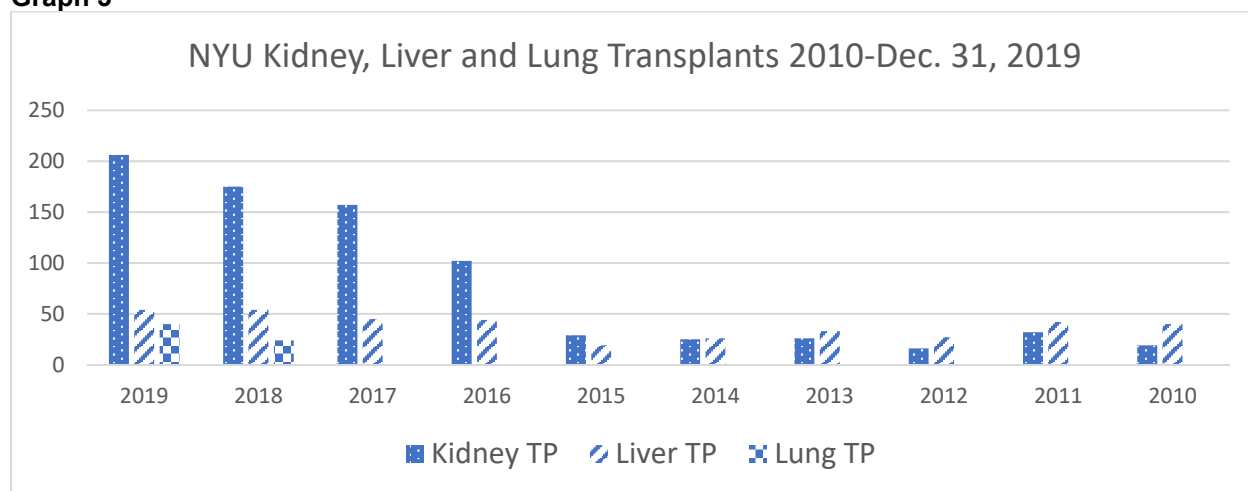


It is somewhat early to evaluate the impact that changes to the UNOS organ allocation rules have had on the number of transplants in NYS, but, generally, more organs were projected to be available for transplantation to NY centers.

As noted above, NYULH’s Transplant Institute currently houses UNOS approved kidney, liver, pancreas, lung and adult heart transplant programs. The TI’s aggressive outreach, work-up, listing efforts and donor management practices have contributed to increases in the number of transplants across all of their transplant programs and statewide. See Graphs 1 and 2 above.

Data from UNOS/OPTN and SRTR demonstrate that NYULH performed 38 adult heart, 206 kidney, 54 liver, and 40 lung transplants in 2019. SRTR reports graft and patient survival transplant outcomes as higher than the national average. Graph 3 below depicts the number of kidney, liver, and lung transplants performed at NYULH since 2010.

Graph 3



There are seven existing adult heart transplant programs in NYS; three of the seven centers also perform pediatric heart transplants. Four of the seven centers are located in New York City, including all three existing pediatric heart transplant centers, Outside of NYC, one adult heart transplant program is located in Nassau County, one is in Westchester County and one is in Monroe County.

Table 1 shows NYS heart transplant center pediatric and adult transplant center volumes from 2010 through the end of 2019, as reported to UNOS.

Table 1

NYS Heart Transplants – Pediatric and Adult											
Hospital	Type	2019	2018	2017	2016	2015	2014	2013	2012	2011	2010
Montefiore	Peds	4	6	6	7	4	1	8	4	9	8
	Adult	47	37	43	33	38	26	14	24	20	17
Mt. Sinai	Peds	0	1	3	2	7	2	2	6	2	5
	Adult	23	30	32	31	24	27	19	21	27	24
NYP-Columbia	Peds	30	28	21	18	22	18	25	18	23	18
	Adult	61	56	55	52	38	47	54	67	54	66
NYULH	Adult	38	35	NA	NA	NA	NA	NA	NA	NA	NA
NSUH	Adult	14	14	NA	NA	NA	NA	NA	NA	NA	NA
Strong	Adult	15	15	20	16	15	9	12	9	10	10
WCMC	Adult	23	38	27	29	18	22	20	24	14	14

It is clear from the volumes reported to UNOS shown in Table 1 and the heart transplant waitlist additions per transplant center indicated in Table 2, that NYP-Columbia has the highest volume of pediatric heart transplants in NYS and is considered a moderate to high volume pediatric heart transplant center. Both Montefiore and Mount Sinai have been low volume PHTP centers for some time with Mount Sinai not adding any children to their PHTP waitlist for the last two years, not performing any pediatric heart transplants in 2019 and only performing one pediatric heart transplant in 2018.

Table 2

Hospital	Type	Heart Waitlist Additions			Heart Waitlist Mortality Rate 07/01/17-06/30/19	
		2017	2018	2019	Center	National
Montefiore	Peds	11	9	3	84.7	15.2
	Adult	64	51	47	4.6	8.6
Mt Sinai	Peds	5	0	0	7.8	15.2
	Adult	53	36	41	8.5	8.6
NYP-Columbia	Peds	30	31	32	4.4	15.2
	Adult	69	75	69	4.1	8.6
NYULH	Adult	3	47	59	4.9	8.6
NSUH	Adult	0	23	25	NA	8.6
Strong	Adult	32	43	26	8.7	8.6
WCMC	Adult	31	36	34	8.7	8.6

Of the 3,686 people awaiting a heart transplant nationally on 02/21/2020, 345, or 9%, are listed at NYS heart transplant centers; eleven are under the age of eighteen.

As noted in Table 3, NYS is the fourth most populous state in the country with a population of 19.4 million people. In 2019, NYS transplant centers performed 255 heart transplants, 34 of which were pediatric. Of the ten most populous states, New York has the fourth-highest overall heart transplant rate and the fourth highest pediatric heart transplant rate among these states.

Table 3

State	2019 Est. Pop.	2019 TP Total	2019 TP Rate per Mil. Pop.	2019 Peds TP Total	2019 Peds TP Rate per Mil. Total State Pop.	24% of state Pop.	Peds TP Rate Based on 24% of state Pop.**	Peds Rank
Ca.	39.5M	466	11.80	57	1.44	9.48	6.01	8
Tx.	29.2M	302	10.34	47	1.61	7.00	6.71	5
Fl.	21.4M	236	11.03	24	1.12	5.13	4.68	10
NY	19.4M	255	13.14	34	1.75	4.65	7.31	4
Pa.	12.8M	182	14.22	23	1.80	3.07	7.49	3
Il.	12.6M	176	13.97	36	2.86	3.02	11.92	1
Oh.	11.6M	124	10.69	18	1.55	2.78	6.47	6
Ga.	10.6M	64	6.04	13	1.23	2.54	5.12	9
NC	10.4M	162	15.58	23	2.21	2.50	9.20	2
Mi.	9.9M	85	8.59	15	1.52	2.38	6.30	7

**Based on the 2010 Census, children under 18 are 24% of the total population

SRTR data for 2017 and 2018 reveals that the waitlist mortality for all centers except Montefiore's is below the national benchmark. The one-year observed-to-expected post-transplant mortality rate is within the expected range for all New York transplant centers. The Department believes Montefiore's higher number is due to the small number of children on their list.

LiveOnNY, the New York City Metro-area organ procurement agency (OPO), supplied a letter of support for NYULH's application. LiveOnNY, who has previously attested to NYULH's outreach and efforts to develop donation improvement programs both within and outside of the facility, strongly supports the need for another pediatric heart transplant program in NYS and the need for a program in NYS that is capable of performing simultaneous pediatric heart-lung transplants.

Although not noted in their letter, LiveOnNY and NYULH work closely together on donation and transplantation related research and in promoting best practices in organ donor management.

SRTR data for July 1, 2018 through June 30, 2019, as indicated in Table 4, shows the main NYULH campus is above the expected donation rate and identifies opportunities for improvement at the Brooklyn, Winthrop, and Bellevue campuses. There is no differentiation made between adult and pediatric heart donors in this report.

Table 4

Hospital	Eligible Deaths	Donors meeting Eligible Death Definition.	Observed Donation Rate	Expected Donation Rate	Additional Donors
NYULH	7	5	71.4	67.9	1
NYU Brooklyn	6	3	50	63.3	3
NYU-Winthrop	7	0	0	61.1	2
Bellevue	12	5	41.7	70	1

Compliance with Applicable Codes, Rules, and Regulations

A successful Medicare Transplant re-certification survey was conducted for the NYULH adult kidney and liver transplant programs May 3-5, 2016. Initial certification of NYULH’s adult heart and lung transplant programs was granted in 2018 and initial certification of their pancreas transplant program was granted in 2019.

The facility has no outstanding Article 28 surveillance or enforcement actions and, based on the most recent surveillance information, is deemed to be currently operating in substantial compliance with all applicable State and Federal codes, rules, and regulations. This determination was made based on a review of the files of the Department of Health, including all pertinent records and reports regarding the facility’s enforcement history and the results of routine Article 28 surveys as well as investigations of reported incidents and complaints. NYU Langone Hospitals are accredited by The Joint Commission and have achieved advanced certification for their advanced comprehensive stroke center, ventricular assist device program, advance palliative care program, inpatient diabetes program and perinatal care services.

Ad Hoc Expert Review Committee (Review Committee) Discussion

The Department convened a committee consisting of experts in the field to review the application, provide feedback as to its strengths and weaknesses, and make recommendations to the Commissioner of Health and PHHPC.

The Review Committee was facilitated by Department staff and included:

- representation from the NYS Transplant Council (TC);
- a NYS transplant program administrator;
- a pediatric heart transplant surgeon and cardiologist from non-competing out-of-state programs recommended by the NYS Cardiac Advisory Committee (CAC); and
- a chief operating officer from a large out-of-state organ procurement organization

Review Committee members were provided with the following information for review and evaluation:

- Relevant components of the CON application and attachments;
- NYULH’s response to the Department’s request for additional information;
- UNOS/OPTN and SRTR data for volumes, outcomes, transplant rates and other data regarding existing heart transplant centers in NYS;
- Volumes and mortality for the NYULH’s other transplant programs;
- A copy of the most recent Report of the NYS CAC on Pediatric Congenital Cardiac Surgery Data (2010-13); and
- Information regarding public comment received about the application.

Committee members were instructed to review the proposed program on the merits of the application and material supplied. Each member was asked their thoughts and opinions and discussion followed.

Committee members noted:

- The active pediatric, pediatric cardiology and pediatric cardiac surgical programs at NYULH that have demonstrated good outcomes;
- The existing pediatric cardiac and surgery infrastructure within the NYULH system is likely to be able to leverage existing services and patients served by them to generate a waitlist and supports the number of pediatric heart transplants projected for their new program;
- NYULH's has an existing physical plant capable of providing pediatric heart transplant services at the HCH;
- The facility's success in increasing the number of non-heart transplants over the last few years and in establishing an active, successful adult heart transplant program without negatively impacting the performance of existing adult programs as they grew;
- The contributions that active outreach, acceptance of hard to place organs, listing of patients turned down by other centers, and implementation of assertive donor management techniques have had on reaching the desired volumes and outcomes of the adult heart and other organ transplant programs;
- The likelihood that a new pediatric heart transplant program at NYULH would receive UNOS approval based on the:
 - credentials of the pediatric cardiology and transplant surgical team members;
 - presence of existing transplantation services structures upon which the new program would build; and
 - strong quality assurance and performance improvement program (QAPI) described by the applicant.
- The existence of three established pediatric heart transplant (PHTP) programs in NYS all located in NYC; and
- The active nature of the PHTP program at Columbia performing approximately 30 PHTP per year, and the low to no volume nature of the Montefiore and Mt. Sinai PHTP programs for a number of years.

The need for another pediatric heart transplant program in New York was discussed extensively. The Committee noted that the number of PHTP programs a state "needs" is influenced by many factors, not the least of which is the number of pediatric hearts available for transplantation.

Committee members raised questions as to whether Montefiore and/or Mount Sinai intended to continue to perform PHTP. Although the answer to this question was unknown, the Committee did not feel that it would make much difference because of their low volumes, and it was thought that Columbia had the capacity to accommodate more transplants if need be.

Questions/topics discussed included:

- Whether or not there was an evident unmet disease burden in NYS that would require increased PHTP capacity:
 - The Committee did not see evidence of unmet need. They noted that the size of a facility's pediatric congenital heart program was generally a predictor of disease burden and volume of an associated pediatric heart transplant program. They noted that NYULH's congenital heart surgery program performs approximately 200 cases a year and that the volume of PHTP projected, 1, 3 and 4 in Years One, Two and Three, respectively, were thought to be appropriate, especially in a new program. They also noted that there was capacity at the existing programs sufficient to meet the need.
- Whether children on existing NYS PHTP program waiting lists were dying at a higher than expected rate before they could receive a transplant:
 - The data did not support this conclusion.
- Whether opening a new program would destabilize any existing programs:
 - Committee members did not believe opening a new program would destabilize Columbia and that the impact of a new program on the two existing low volume programs was unclear.
 - The Department has received no public comment in support or opposition from any of the existing heart transplant programs.

The committee discussed the applicant's argument that establishing a new program at NYULH would facilitate continuity of care for the applicant's patients. Committee members did not disagree with this

assessment but made the point that there are many hospitals with pediatric cardiology and congenital heart surgery programs that do not perform pediatric heart transplants because this is such a specialized service requiring significant resources. In this case, PHTP services are already available in this service area and are costly to establish and maintain when the needs of these children could be met by collaboration between practitioners and existing programs, rather than opening a new program.

Committee members noted that one-third of the pediatric heart transplants performed in NYS were performed on out-of-state residents, but they were not persuaded that out-of-state children could not be served by the existing programs in New York or by programs in the nearby states of Massachusetts and Pennsylvania. At the time the Review Committee met, data regarding the number of NYS residents seeking pediatric heart transplants out-of-state was not available.

The committee felt strongly that the shortage, or need, that exists is in the availability of pediatric hearts donated and available for transplantation rather than the availability of programs to provide pediatric heart transplant services. They noted that strategies that work to increase the number of hearts transplanted in the adult population, e.g. accepting hard to place hearts and listing patients turned down by other programs, will not necessarily have the same effect in a pediatric program.

Review Committee Recommendation

The Review Committee did not believe that an additional pediatric heart transplant program was needed in NYS given that there are already three approved PHTP programs in NYS and that Columbia can increase the number of transplants that they perform to accommodate the low number of PHTP projected by NYULH and the volume historically performed by Mount Sinai and Montefiore should they close their programs.

Therefore, although the merits of the application would support approval, the Review Committee recommends disapproval of this application based on a lack of demonstrated need.

Additional Data

As noted above, at the time of the Review Committee, data regarding NYS residents seeking out-of-state pediatric heart transplants was unavailable. Subsequently, data provided to the applicant by UNOS and shared with the Department indicates that NYS children are increasingly going out of state to receive their heart transplants. This is of concern because of the implications it has for children and families without the means or insurance coverage to travel to and receive this specialized care provided at an out of state facility.

Prevention Agenda

NYU Langone states that the proposed project advances Prevention Agenda 2019-2024 priorities identified by the community in the most recently completed Community Health Improvement Plan/Community Service Plan by promoting healthy infants and children within the Promoting Health Women, Infants and Children priority area. The applicant identifies Preventing Chronic Disease and Promoting Health Women, Infants and Children as the Prevention Agenda priorities the applicant will address.

NYU Langone identifies several interventions across various sectors the applicant is participating in to advance the Promote Healthy Women, Infants and Children and Preventing Chronic Disease priority areas by decreasing rates of childhood and adolescent obesity and reducing disparities:

- ParentCorps in community-based early childhood education settings and schools;
- Implement the Greenlight health literacy/parent engagement program in the primary care setting;
- Implement the Health Families/Programa de Familias Saludables, a Pediatric Obesity Intervention in the primary care setting;
- Develop a Two Generations model in the primary care setting to address maternal/child health for high-risk families;
- Develop and implement a community health worker program in low-income housing to improve management of chronic illness; and
- Increase capacity among community partners and physicians to address tobacco use.

NYU Langone Hospitals actively partners with numerous with multiple community partners across various sectors, including the New York City Department of Health and Mental Health to address the Prevention Agenda priorities.

To measure the performance and progress of their interventions, the applicant will monitor levels of participation, patient satisfaction and impact on health and well-being.

In 2017 NYU Langone Hospitals spent \$3,249,891 on community health improvement services, representing 0.086% of total operating expenses.

OPCHSM Conclusion

NYULH's application reflects that they are a health care system dedicated to increasing the availability of organ transplantation to the population they serve by contributing to research relevant to the field, working to identify and develop techniques to improve organ donor management, contribute to the education of practitioners in both transplant and non-transplant facilities and promote enrollment in the NYS Donate Life Registry.

The application and responses to requests for additional information assured the Review Committee and the Department that NYULH has the structure and resources to implement a pediatric heart transplant program that would meet UNOS requirements for approval and provide quality pediatric heart transplant-related care.

At this time, although NYS has three approved pediatric heart transplant programs, only one is performing a significant number of transplants. Historically, Mount Sinai and Montefiore have been low volume programs and for the last two years Montefiore's volume of procedures has decreased, and Mount Sinai has performed virtually no pediatric heart transplants.

NYULH's plans include the establishment of a pediatric lung transplant program and heart-lung transplant program for children, both, however, are contingent upon the state's approval of this application for a PHTP program. At this time, there are no pediatric heart-lung programs in NYS.

Based on all of the information and data evaluated, the OPCHSM recommendation differs from that of the Review Committee; OPCHSM recommends approval of the application.

Financial Analysis

Operating Budget

The applicant has submitted an incremental operating budget, in 2020 dollars, during the first and third years, summarized below:

	<u>Year One</u>		<u>Year Three</u>	
	<u>Per Disch.</u>	<u>Total</u>	<u>Per Disch.</u>	<u>Total</u>
<u>Inpatient Revenues</u>				
Commercial MC	\$0	\$0	\$149,719	\$748,596
Medicaid MC	\$148,983	<u>893,898</u>	\$176,121	<u>1,232,848</u>
Total Inpatient Revenue		\$893,898		\$1,981,444
 <u>Inpatient Expenses</u>				
Operating	\$11,959	\$71,752	\$17,938	\$215,256
Capital		<u>0</u>		<u>0</u>
Total Inpatient Expenses	\$11,959	\$71,752	\$17,938	\$215,256
Inpt Excess Rev. over Exp.		\$822,146		\$1,766,188
 <u>Outpatient Revenues</u>				
	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>
Commercial MC	\$0	\$0	\$4,187	\$293,090
Medicaid MC	\$3,120	<u>87,373</u>	\$3,120	<u>305,807</u>
Net Outpatient Revenue		\$87,373		\$598,897
 <u>Outpatient Expenses</u>				
Operating	\$31,398	\$879,131	\$7,264	\$1,220,432
Capital		<u>0</u>		<u>0</u>
Total Outpatient Expenses	\$31,398	\$879,131	\$7,264	\$1,220,432
Outpt Excess Rev. over Exp.		(\$791,758)		(\$621,535)
Total Revenues		\$981,271		\$2,580,341
Total Expense		<u>\$950,883</u>		<u>\$1,435,688</u>
Excess Rev. over Exp.		<u>\$30,388</u>		<u>\$1,144,653</u>
 <u>Utilization</u>				
Pediatric Heart Transplants		1		4
Total Inpt Discharges		6		12
Total Outpt Visits		28		168

The following is noted for the first- and third-year incremental budgets:

- Effective January 1, 2020, Medicaid payments have been reduced by 1% per the FY 2020 Enacted State Budget, therefore reducing the Medicaid Revenues in Years One and Three. This reduction has been reflected within the budgets.
- Inpatient revenue and expenses represent patient transplants, patients who are admitted and evaluated for transplant but are not transplanted, and transplant readmissions.
- Revenue assumptions are based on the actual data for current NYULH heart transplant and Left Ventricular Assist Device (LVAD) patients. Total revenue was calculated by applying the rates of utilization using a combination of heart transplant and LVAD program experience, the NYULH pediatric cardiac surgery program experience and Vizient inpatient data for pediatric heart transplant and LVAD cases.
- Expense assumptions are based on the calculation of staffing expenses using specialized-specific full-time equivalents per transplant rates, which are made available annually by the United Network for Organ Sharing Staffing survey. Staff benefits were based on a fringe rate of 39.6% and supply and purchased services expenses were based on the experience of NYULH adult heart transplant and Left Ventricular Assist Device programs.

- Utilization assumptions are based on the actual NYULH heart program rates by payor for each of these types of encounters. The payor mix for pediatric heart transplants performed in New York in calendar years 2017 and 2018 was 57% Medicaid, CHIP, or Self-pay. In Year One, the estimates included one transplant, one LVAD implant, and in Year Three, as volume increases, the payor mix was adjusted to be more reflective of the New York historical actual.
- Utilization broken down by payor source for inpatient and outpatient services is as follows:

<u>Inpatient</u>	<u>Year One</u>	<u>Year Three</u>
Commercial MC	0%	42%
Medicaid MC	100%	58%

<u>Outpatient</u>	<u>Year One</u>	<u>Year Three</u>
Commercial MC	0%	42%
Medicaid MC	100%	58%

Capability and Feasibility

There are no issues of capability since there is no total project cost associated with this application. The submitted budget projects an excess of revenues over expenses of \$30,388 and \$1,144,653 for the first and third years, respectively. Medicaid Managed Care is reflected in first year revenue due to the following:

- As per the Medicare Hospital Conditions of Participation: Requirements for Approval and Re-Approval of Transplant Centers to perform Organ Transplants, an adult transplant program is permitted to perform pediatric transplants under its Medicare approval.
- A center that is requesting initial Medicare approval to perform pediatric transplant is not required to comply with the clinical experience requirements. Therefore, there is no minimum volume, or additional Medicare certification requirement for NYULH to perform Medicare-approved pediatric heart transplants.
- The first-year incremental revenue estimated includes one pediatric heart transplant, one pediatric LVAD implantation, and the pre- and post-transplant and LVAD admissions provided to patients who are evaluated for transplantation as well as the patient who is transplanted.
- The applicant estimates that the payor for such cases will be Medicaid based on the historical payor mix for pediatric heart transplants in New York.

The submitted budget appears reasonable.

BFA Attachment A is the August 31, 2018 and the August 31, 2019 certified financial statements of NYU Langone Hospitals. As shown, the entity had an average positive working capital position and an average positive net asset position. Also, the entity achieved an excess of revenues over expenses of \$207,548 and \$580,603 for August 31, 2018 and August 31, 2019, respectively.

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

Attachments

BFA Attachment A Financial Summary- August 31, 2018 and August 31, 2019 certified financial statements of NYU Langone Hospitals



**Project # 192206-C
Samaritan Hospital**

**Program: Hospital
Purpose: Construction**

**County: Rensselaer
Acknowledged: October 29, 2019**

Executive Summary

Description

Samaritan Hospital of Troy, NY Inc. d/b/a Samaritan Hospital (Samaritan), a 257-bed, voluntary not-for-profit, Article 28 acute care hospital located at 2215 Burdett Avenue, Troy (Rensselaer County), seeks approval to merge The Burdett Care Center, Inc. (Burdett), a 15-bed, voluntary not-for-profit, Article 28 maternity hospital located within leased space in Samaritan Hospital, into its operations. Samaritan will be the surviving hospital and corporation. Upon Public Health and Health Planning Council (PHHPC) approval of the merger, the maternity department will continue to use the assumed name Burdett Birth Center. St. Peter's Health Partners (SPHP), a not-for-profit healthcare system in New York's Capital Region that operates numerous health facilities, is the sole member, active parent and co-operator of Samaritan and Trinity Health Corporation is the sole member of SPHPs and a co-operator of the SPHP's licensed facilities.

Samaritan consists of three campuses: 257 beds at the main campus at 2215 Burdett Avenue; 165 beds at Albany Memorial Hospital Campus at 600 Northern Blvd, Albany (recently merged into Samaritan under CON 192045); and 20 Chemical Dependence-Rehabilitation (CD-Rehab) beds at St. Mary's Campus at 1300 Massachusetts Avenue, Troy. Upon completion of this project, Burdett's 15 Maternity beds will be added to Samaritan's operating certificate resulting in 272 total certified beds (457 beds across all campuses).

Burdett was established in 2011 under CON 091172 as a result of the formation of St. Peter's Health Partners to preserve reproductive-related

procedures that are prohibited by the Ethical and Religious Directives (ERDs) of the Catholic Church. Burdett was initially granted a five-year limited life due to uncertainty as to the financial feasibility of a 15-bed maternity hospital. The hospital began operations effective October 1, 2011, and in 2016 Burdett was granted a three-year extension of the limited life (CON 161389) to allow Burdett more time to demonstrate financial feasibility.

SPHP was formed in 2011 when SPHP became the sole member and passive parent of St. Peter's Health Care Services, Northeast Health, Inc., and Seton Health System, Inc. Prior to this affiliation, Catholic Health East (CHE) was the sole member and passive parent of St. Peter's Health Care Services and, due to the 2011 St. Peter's - Northeast Health - Seton affiliation, became the sole member and passive parent of SPHP. In 2013, CHE affiliated with Trinity Health, Inc. forming a new corporation, CHE Trinity, Inc. (sole member of the two entities). In 2014, CHE, Trinity Health, Inc., and CHE Trinity, Inc., merged and the surviving entity's name became Trinity Health Corporation. In 2019, Trinity became a second active parent/co-operator of the licensed health care facilities under SPHP.

Burdett has been losing money for years due to an unfavorable payor mix, significant malpractice, and other expenses. It has a significant deficit and projects further operating losses. The merger is expected to deliver governance, administrative and operational efficiencies via one legal board, a single management structure, one set of policies and

procedures, one medical and nursing staff, and many unified departments. Reductions in regulatory obligations imposed by federal and state agencies will also be cut in half.

On September 26, 2019, Samaritan Hospital became the sole corporate member of Burdett Care Center. Accordingly, Burdett is now part of the SPHP system and abides by the Ethical and Religious Directives of the Catholic Church and has thus discontinued providing reproductive services prohibited by the ERDs. Post-merger, Burdett will cease to exist as a separately licensed entity.

OPCHSM Recommendation Contingent Approval

Need Summary

As a stand-alone 15-bed maternity hospital, Burdett is not financially sustainable. Approval of this application will preserve maternity services in Rensselaer County, especially for the significant low-income population; however, as a result other reproductive services prohibited by the ERDs have been discontinued. Patients residing in Rensselaer County in need of discontinued reproductive health services will be informed of options to utilize the Upper Hudson

Planned Parenthood in Troy and two private physician offices who will perform reproductive procedures at Albany Medical Center. Medicaid will cover the cost of transportation services.

Program Summary

Based on the results of this review, a favorable recommendation can be made regarding the facility's current compliance pursuant to 2802-(3)(e) of the New York State Public Health Law.

Financial Summary

There are no project costs or acquisition price associated with this application. Samaritan Hospital of Troy, NY Inc. has submitted an affidavit that they will provide additional funding to cover any net operating losses.

<u>Budget</u>	<i>(In Thousands)</i>	
	<u>Year One</u>	<u>Year Three</u>
Total Revenues	\$392,018	\$400,248
Total Expenses	<u>\$392,244</u>	<u>\$391,583</u>
Net Gain/Loss	(\$226)	\$8,665

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

Approval contingent upon:

1. Submission of a photocopy of a Certificate of Assumed Name, acceptable to the Department. [CSL]
2. Submission of a photocopy of the Bylaws of The Burdett Care Center, Inc., acceptable to the Department. [CSL]

Approval conditional upon:

1. The project must be completed within one year from the date of the Public Health and Health Planning Council recommendation letter. Failure to complete the project within the prescribed time shall constitute an abandonment of the application by the applicant and an expiration of the approval. [PMU]
2. Active referrals for current and future patients: Any current and future patient who may be interested in or who requests unavailable services must be provided with medically accurate, judgement-free information and referrals to facilities that can provide requested services. [DFH]
3. Submission of the following information at least 60 days before the completion of the merger, acceptable to the Department:
 - a. A comprehensive list of reproductive health services that have been discontinued due to the merger and adherence to the Ethical and Religious Directives for Catholic Health Care Services, as well as any reproductive health and perinatal services discontinued for other reasons. The reason for each discontinued service must be provided (i.e., ERD; Other (brief description)). If not already completed, providers and the community should be notified of all reduction of health services including access to sterilization and family planning services such as postpartum long acting reversible contraceptives (LARC).
 - b. Community and patient communications plans that demonstrate how the changes to available services are being clearly and plainly communicated to current and potential patients, as well as to the community at large. The communication plans should also include information on community resources and health care facilities where services can be accessed.
 - c. Healthcare provider communications plans that demonstrate how relevant private practitioners (including midwives) and nearby hospitals are being notified about the changes in services. This information must also include information on where these providers can refer patients who may need discontinued services. [DFH]

Council Action Date

July 30, 2020

Need Analysis

Background

Samaritan Hospital located at 2215 Burdett Ave, Troy, NY 12180 is seeking approval to merge The Burdett Care Center, Inc. d/b/a Burdett Birth Center ("Burdett") into Samaritan Hospital. This project will result in the addition of 15 maternity beds to Samaritan and the closure of Burdett Care Center. Both hospitals are affiliated with St. Peter's Health Partners.

Table 1: Samaritan Hospital Beds

Bed Type	Current	Change	Upon Completion
Coronary Care	12		12
Intensive Care	12		12
Maternity	0	+15	15
Medical / Surgical	170		170
Psychiatric	63		63
Total	257		272

Source: HFIS

Table 2: Burdett Care Center Beds

Bed Type	Current	Change	Upon Completion
Maternity	15	-15	0

Source: HFIS

Table 3: Burdett Care Center

Bed Type	Beds	2016		2017		2018	
		ADC	Occ.	ADC	Occ.	ADC	Occ.
Obstetric	15	6.66	44.40%	6.40	45.40%	6.60	44.20%

Source: SPARCS

Burdett's occupancy has been approximately 45% over the past three years with an average daily census (ADC) of approximately 6.6 patients. A significant percentage of the births are to patients with Medicaid as the payor.

Birth Data and Assessment of Impact on Perinatal Designation

Burdett Care Center is currently a Level I Perinatal Center in Rensselaer County, affiliated with the Capital District Regional Perinatal Center at Albany Medical Center. Their annual births between 2012 and 2016 range from 991 to 1,183. Through the merger, Samaritan Hospital would receive a presumptive designation of a Level I birthing hospital under current public health regulations (10 NYCRR 721).

The transfer of maternity beds from one entity to another co-located provider has no anticipated impact on deliveries or bed utilization and would not have an impact on the hospital's current level of perinatal designation.

Impact on Access to Reproductive Health Services

Burdett Care Center was formed as a result of the October 1, 2011 merger among Northeast Health, Seton Health System, and St. Peter's Health Care Services, and the formation of St. Peter's Health Partners. As a condition of merging with two Catholic systems, Northeast Health agreed to cease providing services that conflicted with the Catholic Ethical and Religious Directives, such as abortion, tubal ligation, and vasectomy. Northeast Health and its subsidiary Samaritan Hospital formed the Burdett Care Center, a co-located facility that was not included in the merger, as a way to preserve access to comprehensive reproductive health services while proceeding with the merger.

When Samaritan Hospital became Burdett's sole corporate member in September 2019, all ERD-prohibited reproductive health services ceased. There are limited reproductive health services available to residents of Rensselaer County. Upper Hudson Planned Parenthood (UHPP) is a contractor for the

Department's Family Planning Program, which provides comprehensive, confidential reproductive health services to low-income, uninsured/underinsured people of reproductive age, including adolescents. However, not all reproductive health services, such as tubal ligation or postpartum long-acting reversible contraception (LARC), are available at UHPP or elsewhere in the County.

Conclusion

Approval of this application is intended to preserve maternity services in Rensselaer County, especially for the significant low-income population, even though other reproductive services prohibited by the ERDs have been discontinued.

Program Analysis

Program Description

Burdett submitted the facility closure plan that has been reviewed by the Department. The facility closure plan includes notifying the community by posting information about the merger on both hospitals' websites and issuing a press release to the major local news and television stations.

This application does not seek to add new services. It seeks to merge two hospitals and combine their existing services. This CON brings the two hospitals under the same operating certificate. Maternity services and 15 maternity beds will be added to Samaritan Hospital's operating certificate. Staffing levels will increase by 127.2 FTEs in the first year and decrease by 43.7 FTEs in the third year.

Compliance with Applicable Codes, Rules and Regulations

The medical staff will continue to ensure that the procedures performed at the facility conform to generally accepted standards of practice and that privileges granted are within the physician's scope of practice and expertise. The Facility's admissions policy includes anti-discrimination provisions regarding age, race, creed, color, national origin, marital status, sex, sexual orientation, religion, disability or source of payment. All procedures are performed in accordance with all applicable federal and state codes, rules and regulations. The Facility's accreditation is a Medicare deemed survey done by The Joint Commission to insure we comply with all regulations. A sliding fee scale is in place for those without insurance and provisions are made for those who cannot afford services.

This facility has no outstanding Article 28 surveillance or enforcement actions and, based on the most recent surveillance information, is deemed to be currently operating in substantial compliance with all applicable State and Federal codes, rules, and regulations. This determination was made based on a review of the files of the Department of Health, including all pertinent records and reports regarding the facility's enforcement history and the results of routine Article 28 surveys as well as investigations of reported incidents and complaints.

Prevention Agenda

Samaritan's application does not specify how the proposed project advances local Prevention Agenda priorities. It does state that St. Peter's Health Partners is implementing the following interventions to support two Prevention Agenda focus areas:

- Reduce Obesity in Children and Adults: Pre-diabetes screenings and education through the use of evidence-based tools; Self-management programs; nutrition and beverage standards in public institutions, worksites, school districts, and childcare centers; physical activity promotion in childcare centers, school districts, community venues, and worksites.
- Prevent Substance Abuse and other Mental Emotional Behavioral Disorders: Provider education on addiction and pain management; New York State Opioid Overdose Prevention Training; ambulatory detox service locations.

The application states that Samaritan and St. Peter's Health Partners engaged the Healthy Capital District Initiative (HCDI) and other community partners in their Prevention Agenda efforts. Samaritan cites

data indicators that it tracks to measure progress toward achieving local Prevention Agenda goals, including:

- Percentage of youth who are obese
- Percentage of adults who are obese
- Hospitalizations among patients 18 and over for short-term complications of diabetes

In 2016 the applicant spent \$435,920 on community health improvement services, representing 0.249% of total operating expenses.

Conclusion

Based on the results of this review, a favorable recommendation can be made regarding the facility's current compliance pursuant to 2802-(3)(e) of the New York State Public Health Law.

Financial Analysis

Certificate of Merger

The applicant has submitted an executed Certificate of Merger as summarized below:

Date:	October 14, 2019
Merging Entities:	Burdett Care Center, Inc and Samaritan Hospital of Troy, NY
Surviving Entity:	Samaritan Hospital of Troy NY, Inc

Operating Budget

The applicant has submitted the current year (FYE 6/30/19) and projected first and third year operating budgets (457 beds), in 2020 dollars, as summarized below:

	Current Year (2019)		(*In Thousands) Year One		Year Three	
	Per Disch	Total*	Per Disch	Total*	Per Disch	Total*
Inpatient Revenues						
Commercial FFS	\$8,322	\$6,400	\$8,459	\$6,488	\$8,811	\$6,759
Commercial MC	\$14,855	28,804	\$15,390	29,303	\$15,933	30,336
Medicare FFS	\$9,791	32,565	\$9,661	32,663	\$10,073	34,056
Medicare MC	\$9,499	29,143	\$9,589	29,831	\$9,964	30,999
Medicaid FFS	\$15,574	8,939	\$14,648	7,734	\$15,119	7,983
Medicaid MC	\$6,201	15,627	\$6,389	15,238	\$6,634	15,822
Private Pay	\$4,801	591	\$4,743	583	\$5,625	692
Bad Debt		<u>(3,637)</u>		<u>(4,830)</u>		<u>(5,063)</u>
Total Inpt Revenue		\$118,431		\$117,011		\$121,583
Outpatient Revenues						
Commercial FFS	\$214	\$25,619	\$222	\$26,594	\$228	\$27,256
Commercial MC	\$449	126,398	\$434	126,712	\$445	129,806
Medicare FFS	\$184	39,395	\$187	41,133	\$192	42,161
Medicare MC	\$186	38,673	\$184	39,753	\$189	40,770
Medicaid FFS	\$187	3,509	\$196	3,841	\$201	3,952
Medicaid MC	\$148	26,242	\$147	27,914	\$151	28,659
Private Pay	\$189	5,318	\$344	8,711	\$351	8,892
Bad Debt		<u>(17,697)</u>		<u>(17,034)</u>		<u>(17,460)</u>
Total Outpt Revenue		\$247,458		\$257,626		\$264,036
Net Patient Revenue		365,889		374,637		385,619
Other Operating Rev		13,668		14,518		11,700
Non-Operating Rev		<u>1,823</u>		<u>2,863</u>		<u>2,929</u>
Total Revenues		\$381,380		\$392,018		\$400,248

	<u>Current Year (2019)</u>		<u>(*In Thousands)</u> <u>Year One</u>		<u>Year Three</u>	
	<u>Per Disch</u>	<u>Total*</u>	<u>Per Disch</u>	<u>Total*</u>	<u>Per Disch</u>	<u>Total*</u>
<u>Inpatient Expenses</u>						
Operating	\$7,148	\$80,055	\$7,388	\$90,121	\$7,386	\$90,097
Capital	\$375	4,617	\$377	4,599	\$380	4,633
Total Inpt Expense	\$7,523	\$92,671	\$7,765	\$94,720	\$7,765	\$94,730
<u>Outpatient Expenses</u>	<u>Per Visit</u>	<u>Total*</u>	<u>Per Visit</u>	<u>Total*</u>	<u>Per Visit</u>	<u>Total*</u>
Operating	\$264	\$277,032	\$262	\$283,052	\$261	\$282,287
Capital	\$14	14,525	\$13	14,473	\$13	14,566
Total Outpt Expense	\$278	\$291,557	\$275	\$297,524	\$274	\$296,853
Total Expenses		\$384,228		\$392,244		\$391,583
Net Gain/Loss		<u>(\$2,848)</u>		<u>(\$226)</u>		<u>\$8,665</u>
Discharges		12,319		12,199		12,199
Visits		1,047,551		1,081,466		1,081,466

The following is noted with respect to the first and third year budgets:

- Effective January 1, 2020, Medicaid payments have been reduced by 1% in accordance with the FY 2020 Enacted State Budget, therefore reducing the Medicaid Revenues in Years One and Three. This reduction has been reflected within the budgets.
- The current year budget is the accumulation of revenues and expenses from Samaritan Hospital's fiscal year ending June 30, 2019, accumulated six months for the St. Mary's Campus as of June 30, 2019 (the facility became a division of Samaritan Hospital effective January 1, 2019), accumulated six months for Albany Memorial Hospital as of June 30, 2019 (the facility became a division of Samaritan Hospital effective on or about January 1, 2020), and twelve months of operation for the Burdett Care Center as of December 31, 2018. For the year ended December 31, 2018, Burdett had a net operating loss of \$1,022,302.
- Other Operating revenue includes cafeteria, grants, rent, and assets released from restrictions.
- First and Third Year budgeted rates are based on the contracted negotiated rates and proposed Medicare rates.
- Expenses and utilization assumptions are based on Samaritan Hospital's experience and strategic initiatives.
- Revenue assumptions are based on current reimbursement methodologies as well as current and historical utilization.
- Burdett has been experiencing losses are a result of their payor mix being predominantly 55% Medicaid and self-pay. Per their 2018 cost report filing, Medicaid patients accounted for 56.3% of total discharges and uninsured/self-pay patients accounted for 2.5% of the total. Outpatient utilization was 53% Medicaid. The applicant indicated that reimbursement rates for Medicaid and payments from uninsured/self-pay patients have not keep pace with maternity service expense increases, primarily labor costs, resulting in financial constraints.

- Utilization by payor for the current year, and anticipated for the first and third years is as follows:

<u>Inpatient Discharges</u>	<u>2019</u>	<u>2020</u>	<u>2022</u>
Commercial FFS	6.24%	6.29%	6.29%
Commercial MC	15.74%	15.61%	15.61%
Medicare FFS	27.00%	27.72%	27.72%
Medicare MC	24.90%	25.50%	25.50%
Medicaid FFS	4.66%	4.33%	4.33%
Medicaid MC	20.46%	19.55%	19.55%
Private Pay	<u>1.00%</u>	<u>1.01%</u>	<u>1.01%</u>
Total	100.00%	100.00%	100.00%

<u>Outpatient Visit</u>	<u>2019</u>	<u>2020</u>	<u>2022</u>
Commercial FFS	11.43%	11.06%	11.06%
Commercial MC	26.85%	27.00%	27.00%
Medicare FFS	20.48%	20.29%	20.29%
Medicare MC	19.87%	19.95%	19.95%
Medicaid FFS	1.79%	1.82%	1.82%
Medicaid MC	16.89%	17.54%	17.54%
Private Pay	<u>2.69%</u>	<u>2.34%</u>	<u>2.34%</u>
Total	100.00%	100.00%	100.00%

Capability and Feasibility

There are no project costs or acquisition price associated with this application. The submitted budget projects a net operating loss of \$226,000 and a net income of \$8,665,000 for the first and third years, respectively. The improvement in profitability by Year Three is primarily driven by the realization of operating expense efficiencies through the consolidation of the St. Mary's, Albany Memorial, and Burdett operations into Samaritan. Samaritan Hospital of Troy, NY, Inc. has submitted an affidavit that they will provide additional funding from Board Designated Funds under Assets limited to use on the balance sheet to be available to cover any net operating losses as necessary. BFA Attachment B shows sufficient funds. The budget appears to be reasonable.

BFA Attachment A is the 2018-2019 consolidated certified financial statements of St. Peter's Health Partners Albany, NY, which shows positive working capital and net asset positions and a positive net operating income of \$11,548,000 for the year ending June 30, 2019.

BFA Attachment B is the June 30, 2019 supplemental certified financial data for Samaritan Hospital, which shows negative working capital, a positive net asset position and an operating loss before other items of \$1,482,000 offset by restructuring costs, earnings in Trinity Health pooled investment programs and investment earnings realizing an excess of revenue over expenses of \$1,675,000. The applicant stated that Samaritan's negative working capital of \$59,253,000 is due to the merger of St. Mary's Hospital into its operation effective January 1, 2019. St. Mary's audit as of December 31, 2018 shows a negative working capital position of \$30,425,000 that was brought over to the Samaritan balance sheet. There was also an impact related to an increase in the accrued salaries and wages liability due to the timing of payroll, which was another \$3 million dollars approximately. BFA Attachment B also shows the operating results of Albany Memorial Hospital, which had positive working capital and net assets positions for the period ending June 30, 2019, and an operating income before other items of \$4,303,000.

BFA Attachment C is The Burdett Care Center's internal financial statements as of September 30, 2019, which shows negative working capital, a negative net asset position and a net operating loss of \$1,741,433 on total revenue of \$4,767,121 (or a -36.53% operating margin). The applicant indicated that the loss is a result of Burdett's payor mix being approximately 55% Medicaid and self-pay with insufficient increases in reimbursement to keep up with labor and other expense increases. The merger of Burdett Care Center into Samaritan Hospital will preserve maternity services in the Troy community. Samaritan Hospital is a member of St. Peter's Health Partners, which has the resources available to provide funding to support continuing maternity-related services.

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

Attachments

- BFA Attachment A St. Peter's Health Partners Albany, NY 2018 and 2019 consolidated certified financial statements
- BFA Attachment B Supplemental 2019 certified financial data - Samaritan Hospitals
- BFA Attachment C September 30, 2019 Internal Financial Statements and 2018 Certified Financial Statements for The Burdett Care Center
- BFA Attachment D St. Peter's Health Partners Pre-Merger and Post-Merger Organizational Charts



Project # 192324-C

Good Samaritan Hospital Medical Center

Program: Hospital
Purpose: Construction

County: Suffolk
Acknowledged: January 2, 2020

Executive Summary

Description

Good Samaritan Hospital Medical Center (GSH), a 437-bed, voluntary not-for-profit, Article 28 acute care hospital located at 1000 Montauk Highway, West Islip (Suffolk County), requests approval to construct a six-story addition to the hospital to include a new emergency department (ED), a new, larger operating room (OR) suite, 36 additional private rooms with no change to the certified bed capacity, and shell space for future expansion. GSH is co-operated by Catholic Health System of Long Island, Inc. (CHSLI). The approximately 300,000-square-foot addition will be known as the Patient Care Pavilion (PCP) and will provide significant and needed improvements and enhancements to the inpatient, surgical and emergency services of GSH.

The PCP will be connected to the hospital and will include the following:

- First Floor: a 75-room ED and a central sterile supply and processing department;
- Second Floor: a new 16-OR surgical suite and platform including perioperative and support space;
- Third Floor: mechanical space;
- Fourth Floor: 36 private-bed medical/surgical inpatient floor; and
- Fifth and Sixth Floors: shell space for future private-room inpatient floors;

Although GSH has made facility and programmatic improvements over the last several years, their last major expansion project was over 33 years ago, and they have been maneuvering within an antiquated operational infrastructure and facility setting. This project is essential for the hospital to meet the current and future health care needs of the community GSH serves. GSH is not seeking an increase in the number of certified beds in this project; it is, however, seeking to increase the number of private inpatient beds, as well as increase the number of ED rooms and ORs to meet current and future demand.

OPCHSM Recommendation
Contingent Approval

Need Summary

The proposed Patient Care Pavilion, the first major expansion project at Good Samaritan Hospital in over 33 years, addresses the facility's immediate needs while also providing prudent capacity and flexibility for the future.

Program Summary

Based on the results of this review, a favorable recommendation can be made regarding the facility's current compliance pursuant to 2802-(3)(e) of the New York State Public Health Law.

Financial Summary

Project cost of \$525,230,772 includes the cost of Article 28 and shell space construction broken down as follows: Article 28 space for \$471,819,943 and shell space for \$53,410,829. Project costs will be met via \$125,230,772 equity and a \$400,000,000 taxable bond over a 30-year term at 4% interest. Goldman, Sachs & Co and Morgan Stanley have provided a letter of interest to underwrite the bond.

	<i>In Thousands</i>		
<u>Budget</u>	<u>Current Yr</u>	<u>Year 1</u>	<u>Year 3</u>
Revenues	\$663,366	\$692,925	\$743,568
Expenses	<u>609,998</u>	<u>662,561</u>	<u>679,069</u>
Net			
Income	<u>\$53,368</u>	<u>\$30,364</u>	<u>\$64,499</u>

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

Approval contingent upon:

1. Submission of a check for the amount enumerated in the approval letter, payable to the New York State Department of Health. Public Health Law Section 2802.7 states that all construction applications requiring review by the Public Health and Health Planning Council shall pay an additional fee of fifty-five hundredths of one percent of the total capital value of the project, exclusive of CON fees. [PMU]
2. Submission of a bond resolution acceptable to the Department of Health. Included with the submission must be a sources and uses statement and debt amortization schedule, for both new and refinanced debt. [BFA]
3. The submission of Design Development and State Hospital Code (SHC) Drawings, as described in BAER Drawing Submission Guidelines DSG-1.0 Required Schematic Design (SD) and Design Development (DD) Drawings, and 2.18 LSC Chapter 18 Healthcare Facilities Public Use, for review and approval. [DAS]
4. Submission of State Environmental Quality Review (SEQR) Summary of Findings pursuant to 6 NYCRR Part 617.4(b) (6), and 10NYCRR 97.12 [SEQ]

Approval conditional upon:

1. The project must be completed within five years from the date of the Public Health and Health Planning Council recommendation letter. Failure to complete the project within the prescribed time shall constitute an abandonment of the application by the applicant and an expiration of the approval. [PMU]
2. Construction must start on or before July 1, 2022 and construction must be completed by January 1, 2025, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the start date this shall constitute abandonment of the approval. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. [PMU]
3. Submission of a cost benefit analysis of tax-exempt bonds verses taxable bonds if taxable bonds are secured, acceptable to the Department of Health. [BFA]
4. The satisfaction of in-place time-limited waiver for the work required to install a required compliant Type I Emergency Electrical System (EES) for the existing facility and proposed addition described in this CON application. [DAS]
5. The submission of Final Construction Documents, as described in BAER Drawing Submission Guidelines DSG-05, is required prior to the applicant's start of construction. [DAS]

Council Action Date

July 30, 2020

Need and Program Analysis

Project Description

Good Samaritan Hospital Medical Center (GSH), a, 437-bed, not-for-profit hospital and member of Catholic Health Services of Long Island (CHSLI), is seeking approval to construct a 300,000-square-foot, six-story addition (Patient Care Pavilion; PCP) to modernize and accommodate the expected growth of demand for services.

GSH is the second ranked hospital for ED visits in Suffolk County and all of Long Island. It is a Level II Adult Trauma Center, a Level II Pediatric Trauma Center, a Level III Perinatal Center, a Primary Stroke Center and a SAFE-Designated Hospital. Claritas population projections show an expected 25.8% increase in residents aged 64+ over the next ten years.

There will be no change to the facility's 437 beds or services provided as a result of this project. The proposed PCP consists of five (5) levels of clinical programmatic space and interstitial level for mechanical space, including the following:

- Level 1: a new entry lobby with visitor access and a new 75-room replacement and rightsized Emergency Department with specific ED drop-off and ambulance entries. Additionally, there is a new (replacement) and rightsized Central Sterile Processing Department and connection back to the North Building;
- Level 2: a new modernized 16-OR surgical platform, including general and hybrid ORs as well as preparation and recovery areas, to replace and right size the existing 12 OR and support space;
- Level 3: centralized main mechanical and electrical space; and
- Levels 4,5, and 6: inpatient unit for medical/surgical beds. One (1) level of 36 private beds will be constructed and fit out as part of the current PCP project and the other two (2) levels will be built as shell space for future use as replacement private inpatient rooms.
- Staffing is expected to increase as a result of this project by 74.4 FTEs in Year One and 128.1 FTEs in Year Three of the completed project.

GHS's last major expansion project was over 33 years ago. This project will be completed over the course of 30 months without disruption of the existing functions of the inpatient, ED or OR.

Emergency Department

GSH currently has 48 ED bays. Having recognized an immediate need for more bays, GSH submitted Certificate of Need project 191103 to construct a modular out-building connected to the current ED to house an 11-bay pediatric ED, bringing the hospital total to 59. That project is now under construction. This project will eventually replace both the existing ED and the modular pediatric ED with a completely new 75-bay ED in the first level of the proposed addition. The table below shows the progression of ED visits, historical and projected, against the parameters of the existing ED, the interim modular addition, and the proposed new ED in this application.

ED Visits and Size, Historical and Projected					
	2017	2018	2019 Projected	2019 Projected with interim CON 191103	2027 Projected
Visits	87,098	88,346	88,361	88,361	92,763
Area in ft ²	22,096	22,096	22,096	28,670	55,220
Visits per ft ²	3.9	4	4	3.1	1.7
# of ED Bays	48	48	48	59	75
Visits per ED Bay	1,815	1,841	1,841	1,497	1,237

Source: Applicant Supplied and SPARCS

While the projected visits per square foot and visits per bay resulting from this project are somewhat lower than benchmarks the Department has used to evaluate ED projects (roughly 1,500 annual visits per ED bay and 3 annual visits per square foot), GSH has arrived at their project parameters through thoughtful analysis with a third-party consultant.

The proposed 75 bays in 55,220 square feet was arrived at after breaking down the actual average ED room minutes per patient by specific patient type. Throughput targets were developed for each patient type based on average room time, target utilization factors, and measures to significantly reduce the time patients remain in the ED waiting for a bed. The target is a door to floor time of four hours. The table below summarizes this analysis.

Projected Encounters and ED Bay Need Planning			
Room Type	2027 Encounters	Throughput Planning Guide	Room Need
Trauma	1,851	500	4
ESI Level 1	962	550	8
General	1,945	1,400	23
Ortho	868	1,200	2
OB/GYN	1,371	1,000	2
Fast Track	8,568	2,000	15
Pediatric	2,036	1,500	15
Behavioral	1,162	230	6
Total	92,763		75

Source: Applicant

Included in the above are specialty rooms for airborne isolation, positive pressure, and sexual assault examinations. Included in the new ED footprint, GSH will have increased embedded imaging to further increase throughput and reduce time waiting in the ED. Overall, the proposed ED should comfortably accommodate projected volumes, both average and surge, with improved operation and flexibility for future needs as they arise.

Surgery Suite

GSH currently operates 12 OR's treating all inpatient surgical needs and some higher-acuity same-day surgeries. A separate six room ambulatory surgery suite serves lower acuity same-day surgeries and a six-room interventional procedure suite (for cardiac catheterizations, EPI's, etc.) complement the main OR suite. The 12 ORs experience 93% utilization.

Surgery Volume						
	2014	2015	2016	2017	2018	2017 Projected
Total Procedures	16,878	17,578	16,859	14,930	19,515	13,461
Operating Rooms	12	12	12	12	12	16
Annual Procedures per OR	1,407	1,465	1,405	1,244	1,626	841

Source: SPARCS for history, applicant for projection.

The Department uses an expected benchmark range of 800-1,200 procedures per OR per year. Historic utilization shown above is significantly above that benchmark. The applicant's proposal for 16 ORs handling 841 cases per OR is intentionally at the low end of the range to account for increased inpatient CMI over time, to mitigate the need to run cases after hours, and to allow for future growth. GSH projects expansion from 12 to 16 ORs will reduce utilization from 93% to 75%. Overall, the expansion of the OR suite will relieve near capacity utilization, improve operations, increase surgeon satisfaction, and provide both surge and future capacity.

Expansion of Private Inpatient Space

GSH's total inpatient bed count will not change as a result of this project. The new Patient Care Pavilion includes a floor of private inpatient beds, increasing their number from 85 to 121 (from 19.6% to 27.6% of total). The shell space included in the construction will allow for future expansion to 193 private beds (44.1% of total).

Occupancy by Major Bed Category									
Bed Category	Beds	2011	2012	2013	2014	2015	2016	2017	2018 *
Med/Surg	355	86.8%	80.9%	70.1%	78.0%	83.7%	87.6%	85.6%	77.8%
Pediatric	30	53.3%	43.3%	36.7%	40.0%	43.3%	40.0%	26.7%	30.0%
Obstetric	36	80.6%	80.6%	72.2%	77.8%	77.8%	77.8%	69.4%	69.4%
High Risk Neo	16	100.0%	106.3%	87.5%	106.3%	100.0%	100.0%	100.0%	100.0%
Total	437	89.7%	84.9%	73.5%	81.5%	86.0%	89.2%	86.0%	79.6%

Source: SPARCS June 2019.

* 2018 Data may be incomplete.

Actual and Projected ALOS		
Inpatient	2018	2027
Admissions	26,642	30,637
Patient Days	127,312	146,089
ALOS	4.78	4.77

Projections Source: Applicant.

Compliance with Applicable Codes, Rules and Regulations

The medical staff will continue to ensure that the procedures performed at the facility conform to generally accepted standards of practice and that privileges granted are within the physician's scope of practice and expertise. The Facility's admissions policy includes anti-discrimination provisions regarding age, race, creed, color, national origin, marital status, sex, sexual orientation, religion, disability or source of payment. All procedures are performed in accordance with all applicable federal and state codes, rules and regulations. The Facility's accreditation is a Medicare deemed survey done by The Joint Commission to insure we comply with all regulations. A sliding fee scale is in place for those without insurance and provisions are made for those who cannot afford services.

The Department issued a Stipulation and Order (S&O) dated April 28, 2017 and fined Good Samaritan Hospital \$2,000 based on an investigation that was completed on July 25, 2016. Specifically, the facility failed to ensure that the facility's Security Guards, who assist with the application of restraints, are trained in first aid techniques and certified in Cardiopulmonary Resuscitation (CPR).

Prevention Agenda

The applicant states that this project addresses the need to increase preventive care and the management of chronic disease by enhancing and modernizing the inpatient, emergency and surgical services where chronic disease management will occur. The applicant works with the Long Island Health Collaborative, which is an extensive workgroup of committed partners including the local health department to assess the community needs and address the agreed upon Prevention Agenda Priority Focus areas of Chronic Disease, specifically obesity and preventive care and Promoting Wellbeing and Mental Health.

The applicant states that the following interventions are evidenced-based and offered to support the Prevention Agenda goals:

- Diabetes Management
- Smoking Cessation
- Healthy food/beverage choices
- Cancer prevention and screening
- Walking campaigns
- Stress reduction programs and
- Mental wellness programs

The applicant states that the following process measures are used to track the impact of their efforts:

- Number of community/screening programs provided, # of residents reached and # of new participants attending
- Pre- and post-test scores of program participants
- Measure awareness and change in knowledge of obesity by the number of people attending specific programs/seminars and
- Height/weight/BMI measurements

In 2017 the applicant spent \$1,074,311 on community health improvement services, representing 0.172% of total operating expenses.

Conclusion

The proposed Patient Care Pavilion, the first major expansion project at Good Samaritan Hospital in over 33 years, appropriately addresses the facility's immediate needs while also providing prudent capacity and flexibility for the future. Based on the results of this review, a favorable recommendation can be made regarding the facility's current compliance pursuant to 2802-(3)(e) of the New York State Public Health Law.

Financial Analysis

Total Project Cost and Financing

Total project cost for the Article 28 space and shell space is estimated at \$525,230,772::

	<u>Article 28</u>	<u>Shell Space</u>	<u>Total</u>
New Construction	\$263,297,795	\$34,710,372	\$298,008,167
Site Development	9,453,722	1,246,278	\$10,700,000
Temporary Utilities	3,534,102	465,898	\$4,000,000
Design Contingency	35,782,780	4,717,220	\$40,500,000
Construction Contingency	13,164,529	1,735,471	\$14,900,000
Architect/Engineering Fees	29,677,439	3,912,357	\$33,589,796
Construction Manager Fees	6,582,445	867,759	\$7,450,204
Other Fees (Consultant)	53,011	6,989	\$60,000
Moveable Equipment	46,366,882	0	\$46,366,882
Telecommunications	17,718,927	0	\$17,718,927
Financing Costs	7,068,203	931,797	\$8,000,000
Interim Interest Expense	36,537,304	4,816,688	\$41,353,992
CON Fee	2,000	0	\$2,000
Additional Processing Fee	<u>2,580,804</u>	<u>0</u>	<u>\$2,580,804</u>
Total Project Cost	\$471,819,943	\$53,410,829	\$525,230,772

Project costs are based on a construction start date of July 1, 2022, and a 30-month construction period.

The applicant's financing plan appears as follows:

Equity	\$125,230,772
Taxable Bond (4% interest, 30-year term)	<u>\$400,000,000</u>
Total	\$525,230,772

The \$125,230,772 equity for this application will come from the following sources:

- approximately \$56.5 million in short term investments;
- approximately \$38.6 million in Board designated investments; and
- approximately \$30 million from CHSLI in the form of a CHSLI fund transfer to GSH.

BFA Attachments B and D show sufficient funds available for the equity contribution.

CHSLI will seek to secure financing for this project with taxable bonds in May of 2020. In preparing its cost benefit analysis, GSH/CHSLI conservatively assumed that the earliest date tax-exempt bonds could be issued is December 2021. In conjunction with its Financial Advisor, GSH discovered that the market consensus indicates that current rates are very low/attractive with taxable rates (at an all-time low), and overall, rates are most likely to increase after this year going into 2021. The tax-exempt analysis prepared at the end of November 2019 indicated an all-in True Interest Cost (TIC) rate of 4.04% in comparison to the taxable all-in TIC rate of 4.14%. GSH has attempted to project what the 30-year Municipal Market Data (MMD) rates for December 2021 would have to increase from today so that the tax-exempt issue would have the same present value (PV) net debt service as a taxable issuance today. The analysis prepared indicates that the 30-year MMD would have to increase by 66 basis points to 2.75%. GSH has also been provided information that the percent of time the 30-year MMD equaled 2.75% over the past five years was 63.37% and over the past ten years was 79.68%. This assumes that all of the 66 basis points is attributable to the MMD change and not to other factors (credit spread, credit rating, etc.). GSH/CHSLI continues to monitor the market and movement in 30-year treasury rates (taxable) and 30-year MMD rates (tax-exempt). Goldman, Sachs & Co and Morgan Stanley have provided a letter of interest to underwrite the bond.

Operating Budget

The applicant submitted the current budget (2018) of Good Samaritan Hospital Medical Center, and the projected first- and third-year operating budgets, in 2020 dollars, summarized below:

	<u>Current Year (2018)</u>		<u>Year One</u>		<u>Year Three</u>	
	<u>Per Disch</u>	<u>Total*</u>	<u>Per Disch</u>	<u>Total*</u>	<u>Per Disch</u>	<u>Total*</u>
<u>Inpatient Revenues</u>						
Commercial MC	\$22,809	\$177,815	\$23,183	\$191,143	\$23,849	\$213,805
Medicare FFS	\$14,181	111,377	\$14,285	118,654	\$14,423	130,273
Medicare MC	\$13,532	39,769	\$13,632	42,368	\$13,762	46,516
Medicaid FFS	\$9,122	11,294	\$9,153	11,974	\$9,161	13,028
Medicaid MC	\$7,509	40,753	\$7,534	43,211	\$7,543	47,011
Private Pay	\$35,627	5,202	\$36,673	5,648	\$38,413	6,453
All Other	\$10,912	13,552	\$11,087	14,568	\$11,411	16,295
Bad Debt		<u>-19,118</u>		<u>-20,667</u>		<u>-23,565</u>
Total Inpt Rev		\$380,644		\$406,899		\$449,816
<u>Outpatient Revenues</u>	<u>Per Visit</u>	<u>Total*</u>	<u>Per Visit</u>	<u>Total*</u>	<u>Per Visit</u>	<u>Total*</u>
Commercial MC	\$2,319	\$184,362	\$2,326	\$186,764	\$2,344	\$192,498
Medicare FFS	\$841	43,849	\$842	44,347	\$844	45,471
Medicare MC	\$1,211	16,661	\$1,213	16,850	\$1,216	17,277
Medicaid FFS	\$764	6,462	\$764	6,531	\$765	6,678
Medicaid MC	\$263	13,233	\$263	13,371	\$264	13,677
Private Pay	\$2,325	16,815	\$2,337	17,066	\$2,370	17,698
All Other	\$358	5,248	\$359	5,316	\$362	5,480
Bad Debt		<u>-22,049</u>		<u>-22,360</u>		<u>-23,168</u>
Total Outpt Rev		\$264,581		\$267,885		\$275,611
Net Patient Rev		\$645,225		\$674,784		\$725,427
Other Oper. Rev		<u>18,141</u>		<u>18,141</u>		<u>18,141</u>
Total Revenue		\$663,366		\$692,925		\$743,568

	<u>Current Year (2018)</u>		<u>Year One</u>		<u>Year Three</u>	
	<u>Per Disch</u>	<u>Total*</u>	<u>Per Disch</u>	<u>Total*</u>	<u>Per Disch</u>	<u>Total*</u>
<u>Inpatient Expenses</u>						
Operating	\$12,965	\$345,420	\$12,585	\$354,593	\$11,336	\$364,676
Capital	\$544	14,479	\$1,295	36,478	\$1,123	36,129
Total Inpt Expense	\$13,509	\$359,899	\$13,880	\$391,071	\$12,459	\$400,805
<u>Outpatient Expenses</u>						
Operating	\$1,062	\$240,038	\$1,079	\$246,412	\$1,075	\$253,419
Capital	\$45	10,061	\$110	25,078	\$105	24,845
Total Outpt Expense	\$1,107	\$250,099	\$1,189	\$271,490	\$1,180	\$278,264
Total Expenses		\$609,998		\$662,561		\$679,069
Net Gain (Loss)		<u>\$53,368</u>		<u>\$30,364</u>		<u>\$64,499</u>
Discharges		26,642		28,176		32,171
Visits		226,005		228,268		235,657

*in thousands

The following is noted with respect to the current, first and third year budgets:

- The 2018 current year revenues and expenses reflect the operations of GSH only, while the revenues and expenses on the 2018 certified financials (BFA Attachment A) include the operations of owned private practices as well as other professional corporations.
- Effective January 1, 2020 Medicaid payments have been reduced by 1% in accordance with the FY 2020 enacted State budget, therefore reducing the Medicaid Revenues in Years One and Three. This reduction has been reflected within the budgets.
- All Other Revenues include the New York Health Exchange, Worker's Compensation and No-Fault Insurance.
- Other Operating revenue of \$18,141,000 is comprised of grant income, rental income, management fee income, cafeteria/coffee shop income and miscellaneous.
- Revenue assumptions are based on the 2018 prorated percent to total patient revenue by payor at GSH.
- Expense assumptions are based on historical experience of the facility, new incremental square footage and estimated average salaries, benefits, professional fees, per-unit supply expense, new lab service contracts and new depreciation based on the project.
- Utilization by payor source during the current, first and third years (identical) is as follows:

	<u>Inpatient</u>	<u>Outpatient</u>
Commercial MC	29.26%	35.18%
Medicare FFS	29.48%	23.08%
Medicare MC	11.03%	6.09%
Medicaid FFS	4.65%	3.74%
Medicaid MC	20.37%	22.22%
Private Pay	0.55%	3.20%
All Other	<u>4.66%</u>	<u>6.49%</u>
Total	100.00%	100.00%

Capability and Feasibility

Total project cost is \$525,230,772 consisting of Article 28 space for \$471,819,943 and shell space construction for \$53,410,829. The project cost will be met via \$125,230,772 equity and a \$400,000,000 taxable bond over 30-year term at 4% interest. Goldman, Sachs & Co and Morgan Stanley have provided a letter of interest to underwrite the bond. BFA Attachment B indicates sufficient liquid resources to cover the current equity requirement for total project cost.

There is no working capital need associated with this application because the facility is a going concern that has been in operation for many years.

The submitted budget indicates net operating gains of \$30,364,000 and \$64,499,000 during the first and third years, respectively. Revenues reflect current reimbursement rates for hospital services. The budget appears reasonable.

BFA Attachment A is the 2018 certified financial statements of Good Samaritan Hospital Medical Center. As shown, the entity achieved a positive working capital position, positive net asset position and generated a net income from operations of \$15,079,000.

BFA Attachment B is the October 31, 2019 internal financial statements of Good Samaritan Hospital Medical Center. As shown, the entity achieved a positive working capital position, positive net asset position and generated a net income from operations of \$14,078,000.

BFA Attachment C is the 2018 certified financial statements of Catholic Health Services of Long Island. As shown, the entity achieved a positive working capital position, positive net asset position and generated a net income from operations of \$81,737,000.

BFA Attachment D is the October 31, 2019 internal financial statements of Catholic Health Services of Long Island. As shown, the entity achieved a positive working capital position, positive net asset position and generated a net income from operations of \$136,475,000.

Subject to the noted contingency and condition, the applicant has demonstrated the capability to proceed in a financially feasible manner.

Attachments

BFA Attachment A	2018 Certified Financial Statements of Good Samaritan Hospital Medical Center
BFA Attachment B	October 31, 2019 Internals for Good Samaritan Hospital Medical Center
BFA Attachment C	2018 Certified Financial Statements of Catholic Health Services of Long Island
BFA Attachment D	October 31, 2019 Internals for Catholic Health Services of Long Island



Project # 201062-C
Weill Cornell Imaging at New York Presbyterian

Program: Diagnostic and Treatment Center
Purpose: Construction

County: Queens
Acknowledged: February 13, 2020

Executive Summary

Description

Weill Cornell Imaging at New York-Presbyterian (WCINYP), an existing Article 28 Diagnostic & Treatment Center (D&TC) specializing in radiology and imaging services, requests approval to certify a new extension clinic to be located at 28-07 Jackson Avenue, Long Island City (Queens County). The clinic will be housed in 12,629 functional gross square feet of program space on the second floor of an existing high-rise building that consists of 27 above grade level floors plus two below grade level floors. The space is currently unoccupied and will be built out and leased to WCINYP for daily operations. The applicant requests certification for Medical Services-Other Medical Specialties, CT Scanner and Magnetic Resonance Imaging (MRI) services and will provide CT, X-Ray, MRI, Ultrasound and Mammography scans at this new location.

Through a passive parent relationship, New York-Presbyterian Hospital and Weill Cornell Medicine entered into a joint venture to form WCINYP with each entity sharing 50% ownership. Currently, WCINYP is certified to operate seven sites; five sites are located on the East Side of Manhattan, one site is located on the West Side of Manhattan and one site is located in Lower Manhattan. Over the past few years, the sites have experienced a steady increase in demand for services and WCINYP anticipates continued volume growth leading to capacity constraints and operational challenges at its existing clinics. By certifying the new location, WCINYP will be able to meet current patient care demand, provide access to the latest imaging technologies and modalities, and meet the anticipated radiological needs of other

Weill Cornell Medicine Specialties located in Long Island City and Queens.

Robert J. Mon, M.D., President and Medical Director of WCINYP and a Board-certified Radiologist, will supervise the operations of the extension clinic. The New York-Presbyterian Hospital will serve as backup hospital.

OPCHSM Recommendation
Contingent Approval

Need Summary

The service area is experiencing growing demand and includes a large demographic of persons aged 65+ and neighborhoods designated as a Health Professional Shortage Area or as a Medically Underserved Area. The applicant projects 17,968 visits in Year One and 25,317 in Year Three.

Program Summary

Based on the results of this review, a favorable recommendation can be made regarding the facility's current compliance pursuant to 2802-(3)(e) of the New York State Public Health Law.

Financial Summary

Total project cost of \$36,661,727 will be funded with \$28,855,893 equity via operations and equipment leases totaling \$7,805,834 for a 66-month term.

<u>Budget</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$10,870,182	\$16,462,510
Expenses	\$8,633,464	12,359,144
Gain/	\$2,236,718	\$4,103,366

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

Approval contingent upon:

1. Submission of a check for the amount enumerated in the approval letter, payable to the New York State Department of Health. Public Health Law Section 2802.7 states that all construction applications requiring review by the Public Health and Health Planning Council shall pay an additional fee of fifty-five hundredths of one percent of the total capital value of the project, exclusive of CON fees. [PMU]
2. Submission of an executed master lease, acceptable to the Department of Health. [BFA]
3. Submission of an executed sublease, acceptable to the Department of Health. [BFA]
4. Submission of State Hospital Code (SHC) Drawings, acceptable to the Department, as described in BAEFP Drawing Submission Guidelines DSG-1.0. [AER]

Approval conditional upon:

1. The project must be completed within three years from the date of the Public Health and Health Planning Council recommendation letter. Failure to complete the project within the prescribed time shall constitute an abandonment of the application by the applicant and an expiration of the approval. [PMU]
2. Construction must start on or before December 3, 2020 and construction must be completed by May 17, 2022, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the start date this shall constitute abandonment of the approval. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. [PMU]
3. Submission of all executed equipment leases, acceptable to the Department of Health. [BFA]
4. The staff of the facility must be separate and distinct from the staff of other entities; the signage must clearly denote the facility is separate and distinct from other entities; the clinical space must be used exclusively for the approved purpose; and the entrance must not disrupt any other entity's clinical program space. [HSP]
5. The submission of Final Construction Documents, as described in BAER Drawing Submission Guidelines DSG-05, is required prior to the applicant's start of construction. [AER]

Council Action Date

July 30, 2020

Need and Program Analysis

Program

The extension clinic will include four ultrasound machines, two MRI machines (one Magnetom Vida and one Magnetom Sola), two mammography units, two x-ray units, and one CT Scanner.

The proposed hours of operation at the new site will be Monday through Friday, 7:30 am to 8 pm. Staffing is expected to be 41 FTEs in Year One and 46.5 FTEs in Year Three of the completed project.

The applicant is committed to serving all patients in need of care regardless of their ability to pay or the source of payment.

Analysis

The primary service area includes Long Island City and Astoria located in Queens County. The population of Queens County in 2010 was 2,230,722 with 286,146 individuals (12.8%) who are 65 and over – who are heavy users of radiological imaging services. Per the Cornell Program on Applied Demographics (PAD) projection data, the 65 and over population group is estimated to grow to 464,016 by 2025 and represent 18.5% of the projected population of 2,508,764 of Queens County. The applicant projects 17,968 visits in Year One and 25,317 in Year Three.

Type of Service	Year 1	Year 3
CT Scanner	1,639	2,499
MRI	3,577	5,112
Other Medical Services	12,752	17,706
Total	17,968	25,317

Over the past few years, WCINYP sites have experienced a steady increase in the demand for services. The various centers had a combined total volume of 199,943 in 2017 and 248,029 in 2019, an increase of 24 percent.

Queens County or areas within Queens County are designated as a Health Professional Shortage Area (Long Island City) and as a Medically Underserved Area/Population (Queens County) per HRSA.

Relative to Regulation 709.12 Need Methodology for Acquiring Magnetic Resonance Imagers, the applicant has demonstrated the availability of appropriate equipment in the areas of computed tomography, ultrasound, angiography, conventional radiography and nuclear medicine; the applicant has also demonstrated the availability of neurologists, neurosurgeons, orthopedists, oncologists and radiologists who meet the definition of qualified specialists.

Compliance with Applicable Codes, Rules and Regulations

- The Department issued a Stipulation and Order (S&O) on November 6, 2017 and fined New York Presbyterian Hospital-Queens \$2,000 based on findings from a validation survey that was completed on May 16, 2016. Deficient practice was cited in the area of: Patient Rights. Specifically, an Immediate Jeopardy situation was identified due to the facility's failure to ensure that the Security Officers who assist in the application and monitoring of restraints are trained in the following: use of nonphysical intervention skills, safe application of the restraints, First Aid techniques, and certification in the use of Cardiopulmonary Resuscitation (CPR).

Conclusion

Approval of this project will provide for additional access to imaging services for the communities in Queens County. Based on the results of this review, a favorable recommendation can be made regarding the facility's current compliance pursuant to 2802-(3)(e) of the New York State Public Health Law.

Financial Analysis

Lease Rental Agreements

The applicant has submitted a draft Master Lease and draft Sublease Agreement for the site that they will occupy, summarized below:

Master Lease

Premises:	27,266 square feet located at 28-03 Jackson Avenue, Long Island City, New York
Lessor:	LIC Site B-1 Owner, LLC
Lessee:	The New York-Presbyterian Hospital
Term:	15 years
Rental:	Year 1-5: \$1,635,960 (\$60.00 per sq. ft.)
	Year 6-10: \$1,772,290 (\$65.00 per sq. ft.)
	Year 11-15: \$1,908,620 (\$70.00 per sq. ft.)
Provisions:	The lessee shall be responsible for maintenance, real estate taxes and utilities.

The applicant has submitted an affidavit indicating that there is no relationship between the lessor and the lessee. The applicant has submitted letters from two New York State realtors attesting to the reasonableness of the per square foot rental.

Sublease

Premises:	20,919 square feet located on the second floor of the building located at 28-03 Jackson Avenue, Long Island City, New York.
Sublessor:	The New York Presbyterian Hospital
Sublessee:	Weill Cornell Imaging at New York Presbyterian
Term:	15 years
Rental:	\$1,225,140 (\$60.00 per sq. ft.)
Provisions	The sublessee shall be responsible for maintenance, real estate and utilities.

Total Project Cost and Financing

Total project cost for renovations and the acquisition of moveable equipment is estimated at \$36,661,727, further broken down as follows and based on a seventeen-month construction period:

New Construction	\$17,677,080
Temporary Utilities	110,000
Design Contingency	1,606,841
Construction Contingency	1,606,841
Architect/Engineering Fees	1,336,376
Construction Manager Fees	459,556
Other Fees (Consultant)	4,801,963
Moveable Equipment	8,348,944
Telecommunications	511,600
CON Fee	2,000
Additional Processing Fee	<u>200,526</u>
Total Project Cost	\$36,661,727

The applicant's financing plan appears as follows:

Equity	\$28,855,893
Equipment Leases (interest TBD, 66-month term)	7,805,834

WCINYP indicated that they will be leasing all of the equipment for a 66-month term. For the first six months no payments will be due, then monthly payments will be made financed with cash. WCINYP has signed quotes but indicated that the interest rate(s) will not be finalized until the final contracts are signed prior to the vendors' delivery and installation of the equipment. WCINYP is expecting to know the interest rate on the equipment leases by late 2021; hence a condition for Department of Health review of the

leases has been added. BFA Attachments A and B indicate sufficient resources for the equity contribution.

Operating Budget

The applicant has submitted an operating budget, in 2020 dollars, during the first and third years, summarized below:

	<u>Year One</u>		<u>Year Three</u>	
	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>
<u>Revenues</u>				
Commercial FFS	\$815	\$653,298	\$874.80	\$989,397
Commercial MC	\$814	\$8,422,218	\$875	12,755,152
Medicare FFS	\$220	\$906,573	\$236	1,372,973
Medicare MC	\$288	\$298,930	\$310	452,719
Medicaid FFS	\$187	\$16,305	\$201	24,694
Medicaid MC	\$276	\$359,803	\$297	544,909
Private Pay	\$810	\$206,533	\$871	312,788
Other	\$725	<u>\$6,522</u>	\$823	<u>9,878</u>
Total Revenues		\$10,870,182		\$16,462,510
<u>Expenses</u>				
Operating	\$376.02	\$6,756,297	\$414.03	\$10,481,977
Capital	<u>104.47</u>	<u>1,877,167</u>	<u>74.15</u>	<u>1,877,167</u>
Total Expenses	\$480.49	\$8,633,464	\$488.18	\$12,359,144
Excess Revenues		<u>\$2,236,718</u>		<u>\$4,103,366</u>
Utilization (Visits)		17,968		25,317

The following is noted with respect to the submitted operating budget:

- Expense assumptions are based on the applicant's experience operating the existing seven outpatient sites and then adjusted for anticipated volume and modality mix.
- Utilization assumptions were determined based on current referrals to WCINYP from Weill Cornell Medicine affiliated physician practices located in the Long Island City area.
- Reimbursement for Medicaid and Medicare were established based on Medicaid APG and Medicare Outpatient Prospective Payment rates for radiology/imaging services. The Commercial payment rates are based on negotiated rates established per Commercial payor contracts.
- Effective April 2, 2020, Medicaid payments have been reduced by 1.5% in accordance with the FY2021 Enacted State Budget, therefore reducing the Medicaid revenues. The reduction has been reflected within the budget.

Utilization by payor source during the first and the third years is summarized below:

<u>Payor</u>	<u>Year One</u>	<u>Year Three</u>
Commercial FFS	4.46%	4.47%
Commercial MC	57.60%	57.60%
Medicare FFS	22.96%	22.96%
Medicare MC	5.77%	5.77%
Medicaid FFS	0.48%	0.49%
Medicaid MC	7.25%	7.25%
Private Pay	1.42%	1.42%
Other	<u>0.05%</u>	<u>0.05%</u>
Total	100.00%	100.00%

Capability and Feasibility

Total project cost of \$36,661,727 will be met as follows; Equity via operations of \$28,855,893 and an equipment lease of \$7,845,834 for a 66-month term. The interest rate will be determined upon contract finalization anticipated in late 2021. BFA Attachments A and B are, respectively, the 2017 - 2018 certified financial statements and the draft certified financial statements of WCINYP for the period ending December 31, 2019, which indicate the availability of sufficient funds for the equity contribution. The applicant has submitted a draft equipment lease in support of the lease financing.

The submitted budget indicates an excess of revenues over expenses of \$2,236,718 and \$4,103,366 during the first and third years, respectively. Revenues are based on current reimbursement methodologies. The submitted budget appears reasonable.

As shown on BFA Attachment A, the entity had a positive working capital and a positive net asset position in 2017 and 2018. Also, the entity achieved an average excess of revenues over expenses of \$39,949,000 from 2017 through 2018.

As shown on BFA Attachment B, the entity had a positive working capital and a positive net asset position in 2019. Also, the entity achieved an average excess of revenues over expenses of \$58,120,394 in 2019.

Subject to the noted contingencies, the applicant has demonstrated the capability to proceed in a financially feasible manner.

Attachments

BFA Attachment A	2017 and 2018 certified financial statements of Weill Cornell Imaging at New York Presbyterian
BFA Attachment B	2019 draft certified financial statements of Weill Cornell Imaging at New York Presbyterian
BPNR Attachment	Map



Project # 182327-B
23rd Street SC, LLC d/b/a Hudson Surgery Center

Program: Diagnostic and Treatment Center **County:** New York
Purpose: Establishment and Construction **Acknowledged:** January 10, 2019

Executive Summary

Description

23rd Street SC, LLC d/b/a Hudson Surgery Center (the "Center"), a New York limited liability company, requests approval to establish and construct a multi-specialty, Article 28 freestanding ambulatory surgery center (FASC) to be located at 234-238 East 23rd Street, New York (New York County). The FASC will initially provide pain management and orthopedics surgeries. The Center will be housed in approximately 4,500 gross sq. ft. of space on the ground floor of an existing 20-story, multi-use building that will be renovated by the property owner, RPNYC, LLC. The applicant will lease the space from RPNYC, LLC via a non-arm's length lease arrangement. There is a relationship between RPNYC, LLC and 23rd Street SC, LLC in that the entities have members in common. The Center will consist of one Type B operating room, one pre-op bay, two post-op bays, two procedure suites and related support space. Upon approval, the FASC will be known as Hudson Surgery Center.

Ownership of the operations is as follows:

<u>Proposed Operator</u> 23 rd Street SC, LLC		
<u>Members</u>		<u>%</u>
Leonid Reyfman, M.D.		45%
Michael Gerling, M.D.		45%
Mt. Sinai Ambulatory Ventures, Inc.		10%

Leonid Reyfman, M.D., who is Board Certified in Pain Management and Anesthesiology, will be the Center's Medical Director. Mount Sinai Hospital will have a Board seat but will not have management authority or an active role in the operations of the proposed ASC. The applicant

has a Transfer Agreement for backup and emergency services with Mount Sinai Hospital, located 5.4 miles (20 minutes travel time) from the proposed Center.

OPCHSM Recommendation

Contingent approval with an expiration of the operating certificate five (5) years from the date of its issuance.

Need Summary

The applicant projects 4,622 procedures in Year One and 11,556 in Year Three, with Medicaid at 20.0% and Charity Care at 2.0%.

Program Summary

Based on the information reviewed, staff found nothing that would reflect adversely upon the applicants' character and competence or standing in the community.

Financial Summary

The total project costs of \$2,292,190 will be funded by the landlord, RPNYC, LLC, via \$229,219 in members' equity and a ten-year self-amortizing mortgage loan with interest at the Peapack-Gladstone Bank's five-year cost of funds. As of May 18, 2020, the Bank's cost of funds is estimated at the rate of 5.50%. Peapack-Gladstone Bank has provided a letter of interest.

<u>Budget</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$2,854,124	\$7,132,722
Expenses	<u>3,041,790</u>	<u>4,653,963</u>
Gain / (Loss)	(\$187,666)	\$2,478,759

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

Approval with an expiration of the operating certificate five (5) years from the date of its issuance, contingent upon:

1. Submission of a check for the amount enumerated in the approval letter, payable to the New York State Department of Health. Public Health Law Section 2802.7 states that all construction applications requiring review by the Public Health and Health Planning Council shall pay an additional fee of fifty-five hundredths of one percent of the total capital value of the project, exclusive of CON fees. [PMU]
2. Submission of an executed construction loan commitment, acceptable to the Department. [BFA]
3. Submission of an executed working capital loan commitment, acceptable to the Department. [BFA]
4. Submission of an executed lease agreement, acceptable to the Department. [BFA]
5. Submission by the governing body of the ambulatory surgery center of an Organizational Mission Statement which identifies, at a minimum, the populations and communities to be served by the center, including underserved populations (such as racial and ethnic minorities, women and handicapped persons) and the center's commitment to meet the health care needs of the community, including the provision of services to those in need regardless of ability to pay. The statement shall also include commitment to the development of policies and procedures to assure that charity care is available to those who cannot afford to pay. [RNR]
6. Submission of a signed agreement with an outside, independent entity satisfactory to the Department to provide annual reports to DOH. Reports are due no later than April 1st for the prior year and are to be based upon the calendar year. Submission of annual reports will begin after the first full or, if greater or equal to six months after the date of certification, partial year of operation. Reports should include:
 - a. Data displaying actual utilization including procedures;
 - b. Data displaying the breakdown of visits by payor source;
 - c. Data displaying the number of patients who needed follow-up care in a hospital within seven days after ambulatory surgery;
 - d. Data displaying the number of emergency transfers to a hospital;
 - e. Data displaying the percentage of charity care provided;
 - f. The number of nosocomial infections recorded during the year reported;
 - g. A list of all efforts made to secure charity cases; and
 - h. A description of the progress of contract negotiations with Medicaid managed care plans. [RNR]
7. Submission of an executed transfer and affiliation agreement, acceptable to the Department, with a local acute care hospital. [HSP]
8. Submission of State Hospital Code (SHC) Drawings, acceptable to the Department, as described in BAEFP Drawing Submission Guidelines DSG-1.0. [AER]
9. Submission of Engineering (MEP) Drawings, acceptable to the Department, as described in BAEFP Drawing Submission Guidelines DSG-1.0 [AER]
10. Submission of a photocopy of a final, complete, executed certificate of amendment of the articles of organization of applicant, as filed by the New York State Department of State, acceptable to the Department. [CSL]
11. Submission of a photocopy of a final, complete, fully-executed counterpart of applicant's 1st Amended and Restated Operating Agreement, acceptable to the Department. [CSL]
12. Submission of a photocopy of a final, complete, fully-executed lease agreement between RPNYC, LLC as landlord and applicant as tenant with respect to the facility premises, acceptable to the Department. [CSL]

Approval conditional upon:

1. The project must be completed within one year from the date of the Public Health and Health Planning Council recommendation letter. Failure to complete the project within the prescribed time shall constitute an abandonment of the application by the applicant and an expiration of the approval. [PMU]
2. Construction must start on or before December 1, 2020 and construction must be completed by April 1, 2021, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the start date this shall constitute abandonment of the approval. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. [PMU]
3. The submission of annual reports to the Department as prescribed by the related contingency, each year, for the duration of the limited life approval of the facility. [RNR]
4. The staff of the facility must be separate and distinct from the staff of other entities; the signage must clearly denote the facility is separate and distinct from other entities; the clinical space must be used exclusively for the approved purpose; and the entrance must not disrupt any other entity's clinical program space. [HSP]
5. The submission of Final Construction Documents, as described in BAER Drawing Submission Guidelines DSG-05, is required prior to the applicant's start of construction. [AER]

Council Action Date
July 30, 2020

Need Analysis

Project Description

23Rd Street SC, LLC d/b/a Hudson Surgery Center is seeking approval to establish and construct a multi-specialty freestanding ambulatory surgery center (FASC) and initially provide orthopedic and pain management services at 234-238 East 23rd Street, New York, 10010, in New York County.

Analysis

The service area consists of New York County. The population of New York County in 2010 was 1,585,873 with 595,344 individuals (37.5%) who are 45 and over, which are the primary population group utilizing ambulatory surgery services. Per PAD projection data, this population group (45 and over) is estimated to grow to 703,766 by 2025 and represent 41.2% of the projected population of 1,709,958.

Currently, 50% of the procedures moving to the proposed surgery center are being performed in other ambulatory surgery centers, 47% are being performed in an office-based setting and the remaining 3% are being performed in hospitals. The applicant projects 4,622 procedures in Year One and 11,556 in Year Three. The table below shows the projected payor source utilization for Years One and Three.

Payor	Year One		Year Three	
	Volume	%	Volume	%
Medicaid FFS	432	9.35%	1,040	9.00%
Medicaid MC	492	10.63%	1,272	11.00%
Medicare FFS	555	12.00%	1,387	12.00%
Medicare MC	462	10.00%	1,156	10.00%
Commercial FFS	1,434	31.03%	3,581	31.00%
Commercial MC	462	10.00%	1,156	10.00%
Private Pay	693	14.99%	1,733	15.00%
Charity Care	92	2.00%	231	2.00%
Total	4,622	100.0%	11,556	100.0%

The Center initially plans to obtain contracts with the following Medicaid Managed care plans: Fidelis, Health First, Metroplus and United Healthcare Community Plan. The Center plans to contact staff at Mount Sinai Medical Center to discuss a collaborative relationship to meet the needs of the under-served population. The center also intends to contact the following centers: The Institute for Family Health, Damian Family Health Center and Urban Health Plan to develop collaborate relationships to provide service to the under-insured in their service area. The Center has developed a financial assistance policy with a sliding fee scale to be utilized when the Center is operational. The center will operate Monday through Friday from 8 am until 6 pm.

The table below shows the number of patient visits for ambulatory surgery centers in New York County for 2017 and 2018.

Type	Facility Name	Patient Visits	
		2017	2018
Gastroenterology	Carnegie Hill Endo, LLC	11,753	12,280
Multi	East Side Endoscopy	9,513	8,833
Multi	Fifth Avenue Surgery Center	2,006	4,037
Gastroenterology	Gramercy Park Digestive Disease Center	13,648	11,972
Multi	Gramercy Surgery Center, Inc	3,367	3,105
Multi	Greenwich Village ASC, LLC (opened 10/13/17)	20	594
Orthopedics	HSS ASC of Manhattan (opened 9/13/17)	N/A	1,895
Orthopedics	HSS West Side ASC (opened 7/16/19)	N/A	N/A
Gastroenterology	Kips Bay Endoscopy Center, LLC	10,152	12,102
Gastroenterology	Liberty Endoscopy Center (opened 1/13/17)	1,698	5,240
Gastroenterology	Manhattan Endoscopy Center, LLC	14,664	12,606

Type	Facility Name	Patient Visits	
Gynecology	Manhattan Reproductive Surgery Center (opened 3/27/19)	N/A	N/A
Multi	Manhattan Surgery Center	6,835	6,080
Ophthalmology	Mid Manhattan Surgi-Center	3,347	3,180
Multi	Midtown Surgery Center	2,412	2,745
Ophthalmology	Retinal Ambulatory Surgery Center of New York Inc	4,437	4,179
Multi	SurgiCare of Manhattan, LLC	3,967	4,377
Gastroenterology	The Endoscopy Center of New York	12,538	13,377
Gastroenterology	West Side GI	18,024	18,563
Total Visits		118,381	125,164

From 2017 to 2018, multi-specialty ASC's experienced a 5.9% increase in the number of surgery visits.

Conclusion

Approval of this project will provide increased access to multi-specialty ambulatory surgery services in an outpatient setting for the residents of New York County.

Program Analysis

Program Description

23RD Street SC, LLC d/b/a Hudson Surgery Center, seeks approval to establish and construct a multi-specialty freestanding ambulatory surgery center to be located at 234-238 East 23rd Street in Manhattan.

Proposed Operator	23rd Street SC, LLC
Doing Business As	Hudson Surgery Center
Site Address	234-238 East 23rd Street New York, NY 10010 (New York County)
Surgical Specialties	Multi-Specialty: Initially orthopedic and pain management
Operating Rooms	1
Procedure Rooms	2
Hours of Operation	Monday through Friday, 8 am to 6 pm Hours will be expanded as needed.
Staffing (1st Year / 3rd Year)	12.00 FTEs / 18.50 FTEs
Medical Director(s)	Leonid Reyfman, M.D.
Emergency, In-Patient and Backup Support Services Agreement and Distance	Expected to be provided by: Mt. Sinai Hospital 5.4 Miles / 20 minutes
On-call service	Patients will be provided with their surgeon's contact information as well as an after-hours contact number.

Character and Competence

The ownership of 23rd Street SC, LLC is:

Member Name	Interest
Leonid Reyfman, M.D. <i>Manager/Medical Director</i>	45%
Michael Gerling, M.D. <i>Member</i>	45%
Mt. Sinai Ambulatory Ventures, Inc. Brian Smith Brent Stackhouse Michael Brun Vicki Lopachin, M.D. Donald Scanlon	10%
TOTAL	100%

Dr. Gerling has over 18 years of experience working in the field of orthopedics and 12 years of experience as a surgeon and Chief of Spine Surgery at major academic institutions (SUNY Downstate/NYU). He is currently in private practice but retained his title at NYU. He earned his medical degree at the University of California at San Diego and completed an orthopedic residency at the Ochsner Clinic in New Orleans, followed by a Spine Fellowship at Case Western Reserve University in Cleveland. Dr. Gerling is a board-certified spine surgeon with advanced specialty training on minimally invasive techniques.

Dr. Reyfman is a graduate of Ross University School of Medicine. He completed a residency in Anesthesiology at SUNY Downstate Medical Center followed by a Fellowship in Pain Management at Columbia/St. Luke's Roosevelt Hospital. Dr. Reyfman is board-certified in both Anesthesiology and Pain Management and has experience and training in both invasive and non-invasive pain management techniques. Currently, he serves as an Assistant Clinical Professor of Anesthesiology at SUNY Downstate Medical School.

Staff from the Division of Certification & Surveillance reviewed the disclosure information submitted regarding licenses held, formal education, training in pertinent health and/or related areas, employment history, a record of legal actions, and a disclosure of the applicant's ownership interest in other health care facilities. Licensed individuals were checked against the Office of Medicaid Management, the Office of Professional Medical Conduct, and the Education Department databases as well as the US Department of Health and Human Services Office of the Inspector General Medicare exclusion database.

Dr. Gerling disclosed two pending malpractice cases. One alleged inaccurate consent and the action is in the early stages of discovery. There is a scheduling conference set for December 2019. At this time the parties will determine whether the case is ready to proceed to jury selection for the commencement of trial. The other alleged a post-operative complication. It is alleged that Dr. Gerling improperly performed a laminectomy. The Court recently denied a summary judgement motion on the ground that there were issues of fact for the jury to decide, with respect to whether the dural tear is a risk of the procedure or whether the dural tear could have caused the injuries claimed. The case is pending.

Mr. Stackhouse disclosed two pending legal matters regarding entities with which he is affiliated. In the first matter, he reported that Mt. Sinai's legal department believes that Beth Israel Ambulatory Care Services Corp. (now known as Mount Sinai Ambulatory Ventures, Inc.) was named erroneously and they are seeking to have the corporation removed from the suit. There has been no movement on the case for the last three years and it has been requested that the case be dismissed on stipulation. They are waiting to hear from the plaintiff's lawyer on the request. In the second matter, Mr. Stackhouse disclosed that he represents NYEE Holding Corp. on the board of Empire Surgery Center. In 2017, a malpractice suit was filed against Empire Surgery Center of which NYEE Holding Corp. is a 30% member.

Additionally, the staff from the Division of Certification & Surveillance reviewed the ten-year surveillance history of all associated facilities. Sources of information included the files, records, and reports found in the Department of Health. Included in the review were the results of any incident and/or complaint investigations, independent professional reviews, and/or comprehensive/focused inspections. The review found that any citations were properly corrected with appropriate remedial action.

Integration with Community Resources

For those patients who do not identify a primary care provider, the Applicant will work with Mt. Sinai, its equity partner, to identify possible providers. The Applicant is committed to serving all persons in need of services without discrimination based on personal characteristics or ability to pay. A financial assistance policy and sliding fee schedule will be available. Numerous tools such as brochures, news releases, radio interviews, e-mails, direct mailings, posters, billboards, presentations, workshops, and participation in community health fairs will be employed to reach community members and businesses to raise awareness about the services offered and the relationship with the local hospital. In addition, the center will place emphasis on providing culturally-sensitive services and improving access for traditionally underserved populations including ethnic minorities and persons of low-income status.

The center intends on using an electronic medical record (EMR) and plans on working with Mt. Sinai to establish a mutual relationship and future integration into the Regional Health Information Organization (RHIO) and/or Health Information Exchange (HIE). In addition, Dr. Reyfman's existing practice currently has contracts with several Medicaid Managed Care Plans which he will pursue for this center post-approval.

Conclusion

The individual background review indicates the proposed members have met the standard for approval as set forth in Public Health Law §2801-a(3).

Financial Analysis

Total Project Cost and Financing

The ASC will be renovated by landlord, RPNYC, LLC. Total project cost for renovations and movable equipment, is estimated at \$2,292,190, broken down as follows.

Renovation & Demolition	\$1,350,000
Design Contingency	67,500
Construction Contingency	67,500
Architect/Engineering Fees	121,500
Other Fees	200,000
Movable Equipment	400,000
Financing Costs	16,000
Interim Interest Expense	55,163
Application Fees	2,000
Additional Processing Fees	<u>12,527</u>
Total Project Cost	\$2,292,190

Project costs are based on a construction start date of December 1, 2020, with a four-month construction period.

The financing plan of the applicant's landlord, RPNYC, LLC, is as follows:

Equity-RPNYC's members	\$229,219
Bank Loan (5.5% interest, 10-year term)	<u>2,062,971</u>
Total	\$2,292,190

Peapack-Gladstone Bank has provided a letter of interest. BFA Attachments A and C are the net worth summary for the members of RPNYC LLC and RPNYC LLC's Internal Financial as of December 31, 2019, which shows sufficient resources overall to meet the equity requirement for the construction.

Lease Rental Agreement

The applicant has submitted a draft Lease Agreement for the proposed site, the terms of which are summarized below:

Premises:	4,500 sq. ft. retail unit located at 234-238 East 23rd Street, NY
Landlord:	RPNYC, LLC
Lessee:	23rd Street SC, LLC
Term:	10 Years
Rental:	\$450,000 1st year (\$37,500 per month); rent increase of 1% annually (detailed in Exhibit A of the lease).
Provisions:	Tenant is responsible for taxes, insurance, utilities and maintenance.

The lease arrangement is a non-arms-length agreement. The applicant has submitted an affidavit attesting to the relationship between the landlord and the operator. Letters from two NYS licensed realtors have been provided attesting to the rental rate being of fair market value.

Operating Budget

The applicant has submitted the first and third year projected operating budgets, in 2020 dollars, as summarized below:

<u>ASC Revenues</u>	<u>Year One</u>		<u>Year Three</u>	
	<u>Per Visit.</u>	<u>Total</u>	<u>Per Visit.</u>	<u>Total</u>
Medicaid - FFS	\$513.34	\$221,765	\$513.35	\$533,879
Medicaid - MC	\$475.52	233,956	\$475.52	604,861
Medicare - FFS	\$540.36	299,902	\$540.36	749,484
Medicare - MC	\$540.36	249,648	\$540.36	624,660
Commercial - FFS	\$810.55	1,162,322	\$810.55	2,902,563
Commercial - MC	\$675.45	312,060	\$675.45	780,825
Private Pay	\$540.36	<u>374,471</u>	\$540.36	<u>936,450</u>
Total Revenues		\$2,854,124		\$7,132,722
 <u>Expenses</u>				
Operating	\$465.77	\$2,152,770	\$324.36	\$3,748,343
Capital	<u>\$192.35</u>	<u>889,020</u>	<u>\$78.37</u>	<u>905,620</u>
Total Expenses:	\$658.11	\$3,041,790	\$402.73	\$4,653,963
Net Income (Loss)		<u>(\$187,666)</u>		<u>\$2,478,759</u>
Procedures		4,622		11,556
Cost Per Procedure		\$658.11		\$402.73

The following is noted with respect to the submitted ASC budget.

- The reimbursement rates were determined based on the Centers for Medicare & Medicaid Services (CMS) rate schedule received from the Ambulatory Surgery Center Association (ASCA). Additionally, an analysis of the Current Procedural Terminology (CPT) codes for each specialty along with guidance from Mt. Sinai Ambulatory Ventures, Inc. was the basis for the revenue projections. The applicant states the average facility fee reimbursement for the proposed specialties are as follows: Pain Cases \$419.50 and Ortho-Spine Cases \$1,050.00. The reimbursement rates only contemplate the facility fee as the surgeon will bill (charge) their professional fee separately as allowed. In computing revenue, the applicant did not consider the factors such as cases that involve multiple procedures or incorporate anesthesiologist services which can be negotiated for a higher fee for reimbursement.
- Medicaid and Medicare managed care rates are based upon CMS fee schedule for the mix of procedures to be performed at the Center. The rates only include the facility fee.
- The Commercial fee for service rate is based on two times the proposed CMS fee schedule rate (a typical commercial payor rate). The Commercial managed care rate is based on one and half times of the proposed CMS fee schedule.
- Per the FY 2021 Enacted State Budget and effective April 2, 2020, Medicaid payments are being reduced by 1.5% across the board. This reduction has been reflected within the budgets.
- Expense assumptions are based upon similar size and type of ambulatory surgery centers as well as the experience of a proposed member in operating ASC. Rent includes the value of the tenant improvements as they are being performed by the landlord.
- Utilization assumptions are supported by volume letters from the participating physicians who will be utilizing the center based on their current experience. The proposed operator is committed to providing 2% charity care to patients.

- Utilization by payor source for years one and three is summarized below:

<u>Payor</u>	<u>Year One</u>		<u>Year Three</u>	
	<u>Procedures</u>	<u>%</u>	<u>Procedures</u>	<u>%</u>
Medicaid-FFS	432	9.35%	1040	9.00%
Medicaid - MC	492	10.63%	1,272	11.00%
Medicare - FFS	555	12.00%	1,387	12.00%
Medicare -MC	462	10.00%	1,156	10.00%
Commercial-FFS	1,434	31.03%	3,581	31.00%
Commercial – MC	462	10.00%	1,156	10.00%
Private Pay	693	14.99%	1,733	15.00%
Charity Care	<u>92</u>	<u>2.00%</u>	<u>231</u>	<u>2.00%</u>
Total	4,622	100%	11,556	100%

Capability and Feasibility

Total project costs of \$2,292,190 will be funded by the landlord, RPNYC, LLC, via \$229,219 in members' equity and a 10-year self-amortization loan for \$2,062,971 at stated terms. Peapack-Gladstone Bank has provided a letter of interest. BFA Attachments A and C are, respectively, the members' net worth summary and RPNYC LLC's Internal Financial as of December 31, 2019, which show sufficient resources to meet the equity requirements. The applicant will lease the space from RPNYC, LLC via a non-arm's length lease arrangement. There is a relationship between the landlord and the proposed operator in that members are common.

The working capital requirement is estimated at \$963,326 based on two months of third-year expenses of \$775,660 plus the \$187,666 first-year loss. Working capital will be satisfied via \$592,502 in members' equity and a three-year loan for \$370,824 at an interest rate of 5.50%. Peapack-Gladstone Bank has provided a letter of interest for the working capital loan. BFA Attachments A and B are, respectively, the members' net worth summary and 2018 Certified Financials of Mount Sinai Health Care System and Affiliates, which show sufficient resources to meet the working capital equity requirement. BFA Attachment D is 23rd Street SC, LLC's pro forma balance sheet, which shows operations will start with \$592,502 in equity.

23rd Street SC, LLC projects a negative operating income of \$187,666 in the first year and a positive income of \$2,478,759 in the third year of operation. The budget appears reasonable.

Subject to the noted contingencies, the applicant has demonstrated the capability to proceed in a financially feasible manner.

Supplemental Information

Surrounding Hospital Responses

Below are presented summaries of responses by hospitals to letters from the Department asking for information on the impact of the proposed ambulatory surgery center (ASC) in their service areas.

Mount Sinai Beth Israel -- **No Response**
First Avenue at 16th Street
New York, New York 10003

NY Eye & Ear Infirmary of Mount Sinai -- **No Response**
310 East 14th Street
New York, New York 10003

Lenox Hill Hospital -- **No Response**
100 East 77th Street
New York, New York 10021

Bellevue Hospital Center -- **No Response**
462 First Avenue
New York, New York 10016

NYU Langone Orthopedic Hospital -- **No Response**
301 East 17th Avenue
New York, New York 10021

DOH Comment

In the absence of comments from hospitals in the area of the ASC, the Department finds no basis for reversal or modification of the recommendation for approval of this application based on public need, financial feasibility and owner/operator character and competence.

Attachments

BFA Attachment A	Members Net Worth Summary
BFA Attachment B	2018 Certified Financial Statement of Mt. Sinai Health Care system and Affiliates
BFA Attachment C	December 31, 2019, Internal Financial of RPNYC LLC
BFA Attachment D	Pro Forma Balance Sheet of 23rd Street SC, LLC
BFA Attachment E	Organizational Chart of 23rd Street SC, LLC
BPNR Attachment	Map



Project # 192267-E
The Surgery Center at Orthopedic Associates, LLC

Program: Diagnostic and Treatment Center **County:** Dutchess
Purpose: Establishment **Acknowledged:** December 31, 2019

Executive Summary

Description

The Surgery Center at Orthopedic Associates, LLC (SCOA), a proprietary, Article 28 multispecialty freestanding ambulatory surgery center (FASC) located at 1910 South Road, Poughkeepsie (Dutchess County), requests approval to transfer 6.25% membership interest to each of two new members. The transfer is being effectuated via a Membership Interest Purchase Agreement and related Joinder Agreement executed November 1, 2019. The purchase price for each 6.25% membership interest is \$660,000 for a total purchase price of \$1,320,000.

There will be no management or operational changes resulting from this application.

Ownership interest before and after the requested change is as follows:

Members	Current	Proposed
Carl Barbera, M.D.	7.143%	6.25%
William Barrick, M.D.	7.143%	6.25%
William Colman, M.D.	7.143%	6.25%
Lawrence Kusior, M.D.	7.143%	6.25%
Stephen Maurer, M.D.	7.143%	6.25%
Richard Perkins, M.D.	7.143%	6.25%
Sasha Ristic, M.D.	7.143%	6.25%
Wen Shen, M.D.	7.143%	6.25%
Russell Tigges, M.D.	7.143%	6.25%
Mark Aierstock, M.D.	7.143%	6.25%
Frank Lombardo, M.D.	7.143%	6.25%
Nicholas Renaldo, M.D.	7.143%	6.25%
Richard Dentico, M.D.	7.143%	6.25%
Daniel Kelmanovich, M.D.	-----	6.25%
Vishal Rekhala, M.D.	-----	6.25%
Total	100%	100%

OPCHSM Recommendation
Contingent Approval

Need Summary

There will be no change to services provided as a result of the change in ownership. The Surgery Center at Orthopedics Associates has been in operation since 2013. The number of projected visits is 5,736 in Year One with Medicaid at 10.9% and Charity Care at 0.3%.

Program Summary

Based on the information reviewed, staff found nothing that would reflect adversely upon the applicants' character and competence or standing in the community.

Financial Summary

There are no project costs associated with this application and no change in services or business model.

The purchase price for each 6.25% membership interest is \$660,000 for a total purchase price of \$1,320,000 to be divided and paid equally to the 14 current members at \$47,142.85 each. The proposed new members will finance their purchase price via personal loans over seven years at 4.375% interest.

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

Approval contingent upon:

1. Submission of an executed copy of Operating Agreement that is acceptable to the Department.
[CSL]
2. Submission of an executed copy of Schedule 4 - Legal Information for Ownership Transfers. [CSL]

Approval conditional upon:

1. The project must be completed within one year from the date of the Public Health and Health Planning Council recommendation letter. Failure to complete the project within the prescribed time shall constitute an abandonment of the application by the applicant and an expiration of the approval.
[PMU]

Council Action Date

July 30, 2020

Need and Program Analysis

Project Proposal

The Surgery Center at Orthopedic Associate, LLC, an existing multi-specialty Article 28 ambulatory surgery center specializing in gastroenterological procedures at 1910 South Road in Poughkeepsie (Dutchess County), requests approval to transfer 6.25% ownership interest to each of its two new members. This membership purchase will result in the Center exceeding the five-(5)-year, 25% threshold in PHL Section 2801-a(4)(b)(ii), thus requiring the Center to submit a Full Review application. There are no programmatic or managerial changes anticipated by this change in membership.

Analysis

The facility is located at 1910 South Road, Poughkeepsie, 12601, in Dutchess County. The primary service area is Dutchess County. The center began operations in August 2013 and was granted permanent life under CON 181277. The center provided a total of 5,084 visits in 2016, 5,149 visits in 2017, and 5,514 visits in 2018. The center's Medicaid utilization was 12.5% in 2016, 12.2% in 2017, and 10.9% in 2018 per the AHCF cost reports. This center's Medicaid utilization has been strong over the last few years. Upon approval of the project, the applicant projects to have 5,736 visits in Year One and 5,746 in Year Three.

Character and Competence

The table below details the proposed change in ownership:

Member	Current	Proposed
Mark Aierstock	7.143%	6.25%
Carl Barbera, M.D.	7.143%	6.25%
William Barrick, M.D.	7.143%	6.25%
William Colman, M.D.	7.143%	6.25%
Richard Dentico, M.D.	7.143%	6.25%
Richard Perkins, M.D.	7.143%	6.25%
Lawrence Kusior, M.D.	7.143%	6.25%
Frank Lombardo, M.D.	7.143%	6.25%
Stephen Maurer, M.D.	7.143%	6.25%
Nicholas Renaldo, M.D.	7.143%	6.25%
Sasha Ristic, M.D.	7.143%	6.25%
Michael Schweppe, M.D.	7.143%	6.25%
Wen Shen, M.D.	7.143%	6.25%
Russell Tigges, M.D.	7.143%	6.25%
*Daniel Kelmanovich, M.D.	-----	6.25%
*Vishal Rekhala, M.D.	-----	6.25%
Total	100%	100%

*** Subject to Character and Competence Review**

Dr. Daniel Kelmanovich, M.D. is a practicing Orthopedic Surgeon for almost 11 years. He has extensive experience working in surgical centers. He is familiar with the day to day issues and how to deal with the problems.

Dr. Vishal Rekhala, M.D. is a practicing physician, board-certified in Physical Medicine and Rehabilitation. He is currently employed as an Interventional Pain Management Physician and Physiatrist for over five years. He received his medical degree from Midwestern University Arizona College of Osteopathic Medicine. He completed his Pain Management and Musculoskeletal Fellowship at Rutgers. He completed a Hospice and Palliative Care Fellowship at Kingsbrook Jewish Medical Center. He completed his residency at Long Beach Medical Center.

Staff from the Division of Certification & Surveillance reviewed the disclosure information submitted for the two proposed individual members regarding licenses held, formal education, training in pertinent health

and/or related areas, employment history, a record of legal actions, and a disclosure of the applicant's ownership interest in other health care facilities. Licensed individuals were checked against the Office of Medicaid Management, the Office of Professional Medical Conduct, and the Education Department databases as well as the US Department of Health and Human Services Office of the Inspector General Medicare exclusion database.

Dr. Kelmanovich disclosed that in June 2019, Academic Health Professionals Insurance Association filed suit in the Supreme Court in the State of New York for payment of extra assessment of the previous malpractice insurance. This is related to the previous malpractice coverage while working for University Orthopedics as a contracted employee. The employer was responsible for paying the malpractice insurance premium. The case is in the discovery phase.

Conclusion

There will be no change in services as a result of this application. The individual background review indicates the proposed members have met the standard for approval as set forth in Public Health Law §2801-a(3).

Financial Analysis

Membership Interest Purchase Agreements

The applicant has submitted two separate executed Membership Subscription Agreements for each proposed member, the terms of which are summarized below:

Date:	November 1, 2019
Description:	Purchase of 6.25% membership interest for each new member
Company:	The Surgery Center at Orthopedic Associates, LLC
Purchasers:	Daniel Kelmanovich, M.D. and Vishal Rekhala, M.D.
Purchase Price:	\$660,000 per proposed new member
Payment of	\$1,320,000 total balance due at closing
Purchase Price:	To be paid via the proceeds of personal loan agreements.

Joinder Agreements

Dr. Kelmanovich and Dr. Rekhala have each submitted an executed Joinder Agreement with SCOA. Upon Public Health and Health Planning Council (PHHPC) approval, they will join the Operating Agreement as Members, holding the same percentage of membership interest as all other members of SCOA (6.25%). As members, Dr. Kelmanovich and Dr. Rekhala agree to be jointly and severally liable for their pro rata shares of any outstanding obligations of the LLC for which the members are personally liable. They will be entitled to receive their respective shares of distributions based on the Net Cash Flow from SCOA's activities. However, Drs. Kelmanovich and Rekhala will not receive any distributions from the amount they will pay in exchange for their membership interests, nor will they receive any distributions based on Net Cash Flow prior to January 1, 2020 (the effective date).

Drs. Kelmanovich and Rekhala will each fund the purchase price of their respective membership interests via equity from a \$660,000 personal loan. Rhinebeck Bank has provided an executed personal loan commitment for each physician in the amount of \$660,000 with an 84-month term at 4.375% interest.

Operating Budget

The applicant has provided the current year results and the first- and third-year operating budgets subsequent to the change in ownership, in 2018 dollars, summarized as follows:

Revenues	Current Year		First Year		Third Year	
	Per Proc.	Total	Per Proc.	Total	Per Proc.	Total
Commercial - FFS	\$2,190.60	\$4,630,925	\$2,191.00	\$4,818,014	\$2,190.46	\$4,825,573
Medicare – FFS	\$846.19	1,273,513	\$846.08	1,324,963	\$846.33	1,327,042
Medicare-MC	\$1,098.26	448,092	\$1,099.52	466,195	\$1,098.65	466,926
Medicaid – FFS	\$1,311.33	7,868	\$1,337.16	8,023	\$1,352.18	8,113
Medicaid - MC	\$1,131.09	672,996	\$1,108.64	686,251	\$1,119.34	693,991
Private Pay	\$3,260.07	45,641	\$3,165.67	47,485	\$3,170.60	47,559
All Other	\$2,182.71	<u>1,898,962</u>	\$2,183.07	<u>1,975,680</u>	\$2,181.67	<u>1,978,779</u>
Total		\$8,977,997		\$9,326,611		\$9,347,983
Expenses						
Operating	\$1,051.52	\$5,798,094	\$1,031.11	\$5,914,456	\$1,029.76	\$5,916,979
Capital	<u>139.75</u>	<u>770,593</u>	<u>134.45</u>	<u>771,192</u>	<u>134.22</u>	<u>771,204</u>
Total Expenses	\$1,191.27	\$6,568,687	\$1,165.56	\$6,685,648	\$1,163.97	\$6,688,183
Net Income		<u>\$2,409,310</u>		<u>\$2,640,963</u>		<u>\$2,659,800</u>
Total Procedures		5,514		5,736		5,746

The following is noted with respect to the submitted budget:

- Effective January 1, 2020, Medicaid payments have been reduced by 1% in accordance with the FY 2020 Enacted State Budget, therefore reducing the Medicaid Revenues in Year One and Three. This reduction has been reflected within the budgets.
- All Other revenue consists of Government, Workers Compensation and No Fault.
- The increase in expenses in years one and three are due mostly to operating expenses, the largest of which come from Medical & Surgical Supplies.
- Utilization by payor source is as follows:

Payor	Current Year	Years One & Three
Commercial FFS	38.34%	38.34%
Medicare FFS	27.29%	27.29%
Medicare MC	7.40%	7.40%
Medicaid FFS	0.11%	0.10%
Medicaid MC	10.79%	10.79%
Private Pay	0.25%	0.26%
Charity Care	0.04%	0.04%
All Other	<u>15.78%</u>	<u>15.78%</u>
	100.00%	100.00%

Capability and Feasibility

There are no project costs associated with this application and no change in services or business model. Each of the proposed members will finance their respective membership purchase price of \$660,000 via personal loans with an 84-month term at 4.375% interest. Rhinebeck Bank has provided executed personal loan commitments at the stated terms. BFA Attachment D is the pro-forma balance sheet as of the first day of operation, which indicates a positive members' equity of \$3,853,403.

BFA Attachment B is The Surgery Center at Orthopedic Associates, LLC's internal financial summary as of December 31, 2019, which shows the entity has maintained positive working capital and net equity positions and experienced a net income of \$3,094,142. BFA Attachment C is the 2017 and 2018 certified financial statements of The Surgery Center at Orthopedic Associates, LLC, which shows the entity has maintained positive working capital and net equity positions over the two-year period. The Center experienced a net income of \$2,409,310 and \$1,902,276 in 2018 and 2017, respectively.

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

Attachments

- BFA Attachment A The Surgery Center at Orthopedic Associates, LLC – Internal Financial Statements as of December 31, 2019
- BFA Attachment B The Surgery Center at Orthopedic Associates, LLC – 2017 and 2018 Certified Financial Statements
- BFA Attachment C Pro Forma Balance Sheet - The Surgery Center at Orthopedic Associates



Project # 192298-B
Renal Focus ASC Plainview

Program: Diagnostic and Treatment Center County: Nassau
Purpose: Establishment and Construction Acknowledged: December 13, 2019

Executive Summary

Description

Renal Focus ASC, LLC d/b/a Renal Focus ASC Plainview, an existing New York limited liability company, requests approval to establish and construct a single-specialty Article 28 freestanding ambulatory surgery center (FASC) at 671 Old Country Road, Plainview (Nassau County). The FASC will provide end-stage renal disease (ESRD) related vascular access services, including arteriovenous (AV) fistula creation, angioplasty, thrombectomy, stroke, and fistulagram services. The applicant believes the ASC will improve care coordination and outcomes for ESRD patients by utilizing vascular care coordinators who specialize in managing procedures and patient transportation, thereby reducing care fragmentation between multiple sites of service. The FASC will be housed in leased space in an existing new, two-story, office building shell that has 8,217 square feet of rentable space. The FASC will be on the second floor and the applicant will be the initial sole tenant. The landlord commenced build-out for the ASC on December 9, 2019, with construction anticipated to be completed by the end of June 2020.

The proposed sole member of Renal Focus ASC, LLC is American Access Care Physician, PLLC, a private office-based surgical practice that provides vascular access care to ESRD patients. The members of American Access Care Physician, PLLC are Gregg A. Miller, M.D. (66.7%) and Manish Jotwani, M.D. (33.33%). Dr. Miller is the Vice President of Operations of Fresenius Vascular, an affiliate of Fresenius Medical Care North America (FMCNA). The

applicant will enter into an administrative services agreement with New York Dialysis Services, Inc. FMCNA is the sole shareholder of New York Dialysis Services, Inc.

Yevgeny Savransky, M.D. will serve as Medical Director. The applicant will enter into a Transfer Agreement with Plainview Hospital, which is co-operated by Northwell Healthcare, Inc. and is 0.5 miles (2 minutes travel time) from the proposed FASC site.

OPCHSM Recommendation
Contingent approval with an expiration of the operating certificate five years from the date of its issuance.

Need Summary
The Center will have three operating rooms. The applicant projects 2,947 procedures in Year One and 3,158 in Year Three, with Medicaid at 9.6% and Charity Care at 1.5% each year.

Program Summary
The individual background review indicates the proposed members have met the standard for approval as set forth in Public Health Law §2801-a(3).

Financial Summary

Estimated total project cost for renovations and the acquisition of moveable equipment is \$5,209,686. Because construction commenced prior to approval, the total reimbursable cost is \$0. The ASC build-out is being funded by the landlord. The moveable equipment will be paid via equity from New York Dialysis Services, Inc. and will be licensed to the applicant via the consulting and administrative services agreement. The proposed members will provide equity for the CON fees.

<u>Budget</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$6,975,684	\$7,480,060
Expenses	<u>7,049,978</u>	<u>7,367,630</u>
Net Income	(\$74,294)	\$112,430

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

Approval with an expiration of the operating certificate five years from the date of its issuance, contingent upon:

1. Submission of a check for the amount enumerated in the approval letter, payable to the New York State Department of Health. Public Health Law Section 2802.7 states that all construction applications requiring review by the Public Health and Health Planning Council shall pay an additional fee of fifty-five hundredths of one percent of the total capital value of the project, exclusive of CON fees. [PMU]
2. Submission by the governing body of the ambulatory surgery center of an Organizational Mission Statement which identifies, at a minimum, the populations and communities to be served by the center, including underserved populations (such as racial and ethnic minorities, women and handicapped persons) and the center's commitment to meet the health care needs of the community, including the provision of services to those in need regardless of ability to pay. The statement shall also include a commitment to the development of policies and procedures to assure that charity care is available to those who cannot afford to pay. (RNR)
3. Submission of a signed agreement with an outside, independent entity satisfactory to the Department to provide annual reports to DOH. Reports are due no later than April 1st for the prior year and are to be based upon the calendar year. Submission of annual reports will begin after the first full or, if greater or equal to six months after the date of certification, partial year of operation. Reports should include:
 - a. Data displaying actual utilization including procedures;
 - b. Data displaying the breakdown of visits by payor source;
 - c. Data displaying the number of patients who needed follow-up care in a hospital within seven days after ambulatory surgery;
 - d. Data displaying the number of emergency transfers to a hospital;
 - e. Data displaying the percentage of charity care provided;
 - f. The number of nosocomial infections recorded during the year reported;
 - g. A list of all efforts made to secure charity cases; and
 - h. A description of the progress of contract negotiations with Medicaid managed care plans. (RNR)
4. Submission of a transfer and affiliation agreement, acceptable to the Department. [HSP]
5. Submission of an executed Consulting and Administrative Services Agreement, acceptable to the Department of Health. (BFA)
6. Submission of an executed sublease agreement, acceptable to the Department of Health. (BFA)
7. Submission of an executed working capital loan commitment, acceptable to the Department of Health. (BFA)
8. Submission of State Hospital Code (SHC) Drawings for review and approval, as described in BAER Drawing Submission Guidelines DSG-1.0. The drawings must indicate that the outpatient surgical facility is divided into three designated areas unrestricted, semi-restricted and restricted. [AER]
9. Submission of Engineering (MEP) Drawings, acceptable to the Department, as described in BAEFP Drawing Submission Guidelines DSG-01. [AER]
10. Submission of a photocopy of the applicant's filed Certificate of Assumed Name, which is acceptable to the Department. [CSL]
11. Submission of a photocopy of an amended and executed Operating Agreement, acceptable to the Department. [CSL]
12. Submission of a photocopy of an amended and executed Articles of Organization, acceptable to the Department.. [CSL]
13. Submission of a photocopy of an executed Acquisition Rights Agreement, acceptable to the Department. [CSL]

14. Submission of a photocopy of an amended and executed Administrative Services Agreement, acceptable to the Department. [CSL]
15. Submission of a photocopy of notice to and consent of Master Lessor, acceptable to the Department. [CSL]
16. Submission of a photocopy of an amended and executed Sublease Agreement, acceptable to the Department. [CSL]

Approval conditional upon:

1. The project must be completed within one year from the date of the Public Health and Health Planning Council recommendation letter. Failure to complete the project within the prescribed time shall constitute an abandonment of the application by the applicant and expiration of the approval. [PMU]
2. The submission of annual reports to the Department as prescribed by the related contingency, each year, for the duration of the limited life approval of the facility. (RNR)
3. The submission of Final Construction Documents, as described in BAER Drawing Submission Guidelines DSG-05, is required prior to the applicant's start of construction. [AER]
4. The staff of the facility must be separate and distinct from the staff of other entities; the signage must clearly denote the facility is separate and distinct from other entities; the clinical space must be used exclusively for the approved purpose; and the entrance must not disrupt any other entity's clinical program space. [HSP]
5. The applicant must ensure registration for and training of facility staff on the Department's Health Commerce System (HCS). The HCS is the secure web-based means by which facilities must communicate with the Department and receive vital information. Upon receipt of the Operating Certificate, the Administrator/director that has day-to-day oversight of the facility's operations shall submit the HCS Access Form at the following link to begin the process to enroll for HCS access for the first time or update enrollment information as necessary:
https://www.health.ny.gov/facilities/hospitals/docs/hcs_access_forms_new_clinics.pdf. Questions may be directed to the Division of Hospitals and Diagnostic & Treatment Centers at 518-402-1004 or email: hospinfo@health.ny.gov [HSP]

Council Action Date
July 30, 2020

Need and Program Analysis

Proposal

Proposed Operator	Renal Focus, LLC
Doing Business As	Renal Focus ASC Plainview
Site Address	671 Old Country Road Plainview, New York 11803 (Nassau County)
Surgical Specialties	Single Specialty - Vascular Access
Operating Rooms	3
Procedure Rooms	0
Hours of Operation	Monday through Saturday 7 am to 5 pm
Staffing (1st Year / 3rd Year)	12.0 FTEs / 12.0 FTEs
Medical Director(s)	Yevgeny Savransky, M.D.
Emergency, In-Patient and Backup Support Services Agreement and Distance	Expected to be provided by: Plainview Hospital 0.5 miles / 2 minutes
On-call service	After regular business hours, an answering service will direct calls to the physician/administrator who is on call 7 days a week

Analysis

The service area consists of Nassau County. The population of Nassau County in 2010 was 1,339,532 with 204,681 individuals (15.3%) who are 65 and over, which are the primary population group utilizing vascular access surgery services. Per PAD projection data, this population group (65 and over) is estimated to grow to 301,494 by 2025 and represents 21.4% of the projected population of 1,410,875.

The table below shows the number of patient visits for ambulatory surgery centers in Nassau County for 2017 and 2018.

Spec Type	Facility Name	Total Patient Visits	
		2017	2018
Multi	Day OP of North Nassau, Inc	390	874
Multi	East Hills Surgery Center (opened 12/4/17)	N/A	1,503
Gastroenterology	Endoscopy Center of Long Island, LLC	8,176	8,536
Multi	Garden City Surgi Center	7,466	7,524
Ophthalmology	Island Eye Surgicenter	13,946	15,330
Gastroenterology	Long Island Center for Digestive Health	5,673	6,058
Gastroenterology	Meadowbrook Endoscopy Center	9,061	10,058
Gastroenterology	New Hyde Park Endoscopy (opened 12/12/17)	N/A	2,323
Multi ¹	Pro Health Ambulatory Surgery Center	6,399	5,844
Multi ¹	ProHealth Day Op ASC	1,862	2,172
Multi	South Shore Ambulatory Surgery Center	7,419	7,226
Multi	Syosset SurgiCenter (opened 1/15/19)	N/A	N/A
Total Visits		60,392	67,448

¹ 2018 figure is an estimation, based upon partial year data.

From 2017 to 2018, Nassau County ASC's experienced an 11.7% increase in the number of surgery visits.

The applicant projects 2,947 procedures in Year One and 3,158 in Year Three. These projections are based on the current practices of participating surgeons. The applicant states that all the procedures are currently being performed in an office-based setting. The center will provide ESRD related vascular access services, including arteriovenous (AV) fistula creation, angioplasty, thrombectomy, and stroke and fistulogram services. The table below shows the projected payor source utilization for Years One and Three.

Payor	Year One		Year Three	
	Volume	%	Volume	%
Commercial FFS	619	21.00%	663	20.99%
Medicare FFS	1,769	60.03%	1,897	60.07%
Medicare MC	202	6.85%	216	6.84%
Medicaid FFS	96	3.26%	103	3.26%
Medicaid MC	187	6.35%	200	6.33%
Private Pay	15	0.51%	16	0.51%
Charity Care	44	1.49%	47	1.49%
Other	15	0.51%	16	0.51%
Total	2,947	100.0%	3,158	100.0%

The Center plans to obtain contracts with the following Medicaid Managed care plans: Fidelis Care, MetroPlus, Empire BCBS Medicaid, and United Healthcare Community. The Center will conduct outreach to community nephrologists and dialysis staff to provide education regarding the services offered by the center to foster clinical relationships. The Center has developed a financial assistance policy with a sliding fee scale to be utilized when the Center is operational. The Center will operate Monday through Saturday from 7 am until 5 pm.

Character and Competence

The member of Renal Focus, LLC is:

Members	Interest
American Access Care Physicians, PLLC <i>Gregg A. Miller, M.D. 66.66%</i> <i>Manish Jotwani, M.D. 33.33%</i>	100%

Dr. Gregg Miller, M.D. is the President and a Physician of American Access Care Physicians. He has been employed there for over 17 years. He is also the owner of multiple private physician practices. Dr. Miller graduated with his medical degree from State University of New York Upstate Medical University in Syracuse. He completed his residency in Internal Medicine and Nephrology at New York Presbyterian Hospital. He completed his residency in Critical Care Medicine at New York Medical College. He is board certified in Internal Medicine with a sub-specialty in Nephrology and Critical Care Medicine.

Dr. Manish Jotwani, M.D. is a Member and Manager of the applicant, and a Physician of American Access Care Physicians for over 15 years. He is the current Medical Director. He is the owner of another vascular access company. Dr. Jotwani graduated with his medical degree from Ross University School of Medicine in Dominica. He completed his residency in Internal medicine at State University of New York Health Science Center in Brooklyn. He is board certified in Internal Medicine with a sub-specialty in Nephrology.

Dr. Yevgeny Savransky, M.D., the proposed Medical Director, is a practicing Nephrologist board-certified in Internal Medicine with a sub-specialty in Critical Care Medicine and Pulmonary Disease with over 14 years of experience. Since January 1994, he has operated a private practice, Great Lakes Physicians PC, in Cheektowaga, New York. He graduated from the Kahrkov Medical University in the Ukraine. He completed his Internal Medicine and Pulmonary Medicine residency at Mount Sinai School of Medicine. He completed his Critical Care Medicine residency at Albert Einstein College of Medicine of Yeshiva University. He completed an Interventional Nephrology Training Program with American Access Care, LLC. He is the current Medical Director of Fresenius Vascular Care and American Access Care for over 11 years. He has previous experience as an Attending Physician and Director of Critical Care

Services and a Cardiac Surgery ICU. He was the previous Director overseeing a Critical Care Physician Assistants Program.

Staff from the Division of Certification & Surveillance reviewed the disclosure information submitted regarding licenses held, formal education, training in pertinent health and/or related areas, employment history, a record of legal actions, and disclosure of the applicant's ownership interest in other health care facilities. Licensed individuals were checked against the Office of Medicaid Management, the Office of Professional Medical Conduct, and the Education Department databases as well as the US Department of Health and Human Services Office of the Inspector General Medicare exclusion database.

Dr. Jotwani disclosed one settled malpractice case alleging hemorrhage during hemodialysis on or about May 10, 2010. The patient had presented to Dr. Jotwani's office for repair of the hemodialysis catheter on April 10, 2010. The exact cause of the hemorrhage was never determined. The case was dismissed on March 24, 2017.

Additionally, the staff from the Division of Certification & Surveillance reviewed the ten-year surveillance history of all associated facilities. Sources of information included the files, records, and reports found in the Department of Health. Included in the review were the results of any incident and/or complaint investigations, independent professional reviews, and/or comprehensive/focused inspections. The review found that any citations were properly corrected with appropriate remedial action.

Integration with Community Resources

The patient population of the Renal Focus ASC (RASC) will be limited to patients with end stage renal disease receiving hemodialysis treatments who need either vascular access created for dialysis or existing dialysis vascular access repaired on an urgent basis. The patients will be under the care of an attending Nephrologist and all vascular access services provided by the RASC will be initiated by a referral from the dialysis clinic, the attending Nephrologist, or the patient's primary care physician. The RASC has a communication plan to be implemented to inform nephrologists regarding the ability of the RASC to provide vascular access services to ESRD patients.

The applicant intends on utilizing an Electronic Medical Record (NextGen) and will have the NextGen Health Information Exchange (HIE) installed and configured for all of the RASC NextGen equipped locations. Additionally, The RASC intends to participate in the ESRD Seamless Care Organizations, which are specialty ACOs focusing on end stage renal disease in accordance with CMS' Comprehensive ESRD Care (CEC) Model.

Conclusion

Approval of this project will increase availability of vascular access services in an outpatient setting for the residents of Nassau County. The individual background review indicates the proposed members have met the standard for approval as set forth in Public Health Law §2801-a(3).

Financial Analysis

Consulting and Administrative Services Agreement

The applicant has provided a draft consulting and administrative services agreement, which is summarized below:

Operator:	Renal Focus ASC, LLC
Company:	New York Dialysis Services, Inc.
Services Provided:	Company will license exclusive use of equipment to the Established Operator; assists the Established Operator in the selection of equipment and supplies; assist in the negotiation of vendor contracts; maintain records of inventory; provide all full-time and part-time personnel necessary to manage and operate the non-physicians assets of the business conducted by the facilities; prepare and submit on behalf of the Established Operator all bills for items and services provided by the Facilities; verify patient eligibility; enrollment and termination with respect to Medicare, Medicaid, and other third party programs; administrate collection policies; prepare all cost reports and other data necessary for obtaining appropriate reimbursement; provide accounting and financial services to the Established Operator; negotiate, execute and maintain contracts and arrangements for and in the name of the Established Operator; and the Company shall perform medical record audits and conduct utilization review and quality assurance/control review for the Facility.
Term:	5 years
Compensation:	Year One: \$29,083.16 per month (\$348,998 annually). The fee shall be adjusted annually as of each anniversary of the date of this Agreement to reflect a fair market value for the 12-month period than the beginning, and the parties shall use commercially reasonable efforts to complete negotiations regarding such adjustment by the date two months prior to the Anniversary Month. If the parties have not reached agreement by the anniversary date, then until an agreement is reached, the Service Fee for 12 months period beginning shall increase by a rate of equal to the same percentage as the percentage increase over the previous calendar year, if any, in the Consumer Price index.

Renal Focus ASC, LLC retains ultimate control in all financial decisions associated with the services. The applicant has submitted an executed attestation stating that the applicant understands and acknowledges that there are powers that must be delegated, the applicant will not willfully engage in any illegal delegation and understands that the Department will hold the applicant accountable.

Lease Rental Agreements

The applicant has submitted an executed master lease agreement and a draft sublease agreement for the site. The leases are summarized below:

Master Lease Agreement:

Date:	April 16, 2019
Premises:	8,217 square feet located at 671 Old Country Road, Plainview, New York
Lessor:	Richard Thomas Realty Corp.
Lessee:	New York Dialysis Services, Inc.
Term:	12 years
Rental:	\$369,765 annually in year one (\$45.00 per sq. ft.). Starting on the first anniversary of Rent Commencement Date, and each anniversary thereafter, Base Rent will increase by 3%.
Provisions:	The lessee shall be responsible for utilities, maintenance and real estate taxes.

Sublease Agreement (Draft)

Premises:	8,217 square feet located at 671 Old Country Road, Plainview, New York.
Sublessor:	New York Dialysis Services, Inc.
Sublessee:	Renal Focus ASC, LLC
Term:	12 years
Rental:	\$570,800 annually year one (\$69.47 per sq. ft.). Rent shall increase each year by 3%.
Provisions:	The sublessee shall be responsible for utilities, maintenance and real estate taxes.

The applicant has submitted an affidavit attesting that the lease and sub-lease agreements will be arm's length as there is no business or family relationship between the principals of the Landlord, Tenant, and Subtenant; however, there is a relationship between the principals of the Tenant and Subtenant in that the Tenant will provide certain administrative services, staffing, and equipment to the Subtenant. The applicant has submitted letters from two New York State real estate brokers attesting to the reasonableness of the per square foot rental.

Total Project Cost and Financing

Total project cost, which is for renovations and the acquisition of moveable equipment, is estimated at \$5,209,686, further broken down as follows:

Renovation and Demolition	\$3,490,000
Site Development	350,000
Design Contingency	256,000
Construction Contingency	256,000
Architect/Engineering Fees	352,000
Other Fees (Consultant)	220,000
Moveable Equipment	200,200
Telecommunications	55,000
CON Fee	2,000
Additional Processing Fee	<u>28,486</u>
Total Project Cost	\$5,209,686
Total Reimbursable Cost	\$0

The applicant indicated that the landlord started construction on December 9, 2019 and will bear the financial risk if the applicant is not approved for ASC establishment. Because construction was commenced prior to approval, total reimbursable cost is \$0.

It is anticipated that the build-out construction will be completed by June 29, 2020. If the applicant is not approved, it is contemplated that the new facility shall be operated by American Access Physician, PLLC. The moveable equipment will be paid via equity from New York Dialysis Services, Inc. and will be licensed to the applicant via the terms of the consulting and administrative services agreement. The proposed members will provide equity for the CON fees.

Operating Budget

The applicant has submitted an operating budget, in 2020 dollars, during the first and third years of operation, summarized as follows:

<u>Revenues</u>	<u>Year One</u>		<u>Year Three</u>	
	<u>Per Proc.</u>	<u>Total</u>	<u>Per Proc.</u>	<u>Total</u>
Commercial FFS	\$2,323	\$1,438,204	\$2,326	\$1,542,193
Medicare FFS	\$2,596	4,591,509	\$2,595	4,923,497
Medicare MC	\$2,589	522,909	\$2,596	560,718
Medicaid FFS	\$1,498	143,841	\$1,497	154,241
Medicaid MC	\$1,672	279,221	\$1,433	299,410
Private Pay	\$10,193	152,897	\$10,247	163,953
Less Bad Debt		<u>(152,897)</u>		<u>(163,952)</u>
Total Revenues		\$6,975,684		\$7,480,060
<u>Expenses</u>				
Operating	\$1,985	\$5,846,909	\$2,095	\$6,170,428
Capital	\$408	<u>1,203,069</u>	\$406	<u>1,197,202</u>
Total Expenses	\$2,393	\$7,049,978	\$2,501	\$7,367,630
Net Income/(Loss)		<u>(\$74,294)</u>		<u>\$112,430</u>
Procedures		2,947		3,158

The following is noted with respect to the submitted operating budget:

- Effective January 1, 2020, Medicaid payments have been reduced by 1% in accordance with the FY 2020 Enacted State Budget, therefore reducing the Medicaid revenues in Years One and Three. This reduction has been reflected within the budgets.
- Revenue assumptions are based upon the current reimbursement methodologies by payor source for ambulatory surgery services related to ESRD vascular access procedures. The applicant used historical CPT codes at its existing office-based surgery practice, adjusted by reimbursement rate assumptions under the CPT codes.
- Expense and utilization assumptions are based upon the current operations of the office-based surgery practice.
- The applicant has indicated that the majority of the costs are for purchased services to be provided by New York Dialysis Services, Inc. pursuant to the proposed Consulting and Administrative and Services Agreement. New York Dialysis Services shall provide all non-physician staff at the facility and American Access Care Physician, PLLC shall provide physician staffing.

Utilization broken down by payor source, during the first and third years is as follows:

<u>Payor</u>	<u>Year One</u>	<u>Year Three</u>
Commercial FFS	21.00%	20.99%
Medicare FFS	60.03%	60.07%
Medicare MC	6.85%	6.84%
Medicaid FFS	3.26%	3.26%
Medicaid MC	6.35%	6.33%
Private Pay	.51%	.51%
Charity Care	1.49%	1.49%
Bad Debt	<u>.51%</u>	<u>.51%</u>
Total	100%	100%

Capability and Feasibility

The applicant indicated that the landlord commenced construction on December 9, 2019, bearing all financial risk if the applicant is not approved for ASC establishment. If this application is not approved, the new facility is expected to be operated by American Access Physician, PLLC. The moveable equipment will be paid via equity from New York Dialysis Services, Inc. and will be licensed to the applicant via the consulting and administrative services agreement. BFA Attachment C is the 2018 certified financial statements and draft 2019 financial statements of New York Dialysis Services, Inc.,

which indicates the availability of sufficient funds for the equity contribution. The proposed members will provide equity for the CON fees.

Working capital requirements are estimated at \$1,227,938, which is equivalent to two months of third-year expenses. The applicant will finance \$613,969 at an interest rate of 4% for a five-year term. The remaining \$613,969 will be provided as equity via the members' personal resources. BFA Attachment A is the personal net worth statements of the proposed members of Renal Focus ASC, LLC, which indicate the availability of sufficient funds to meet their equity contribution for the CON portion and the working capital requirements. BFA Attachment B is the pro forma balance sheet of Renal Focus ASC, LLC as of the first day of operation, which indicates a positive net asset position of \$644,455.

The submitted budget projects a net income of (\$74,294) and \$112,430 during the first and third years, respectively. The first-year loss will be offset via operations. Revenues are based on current reimbursement methodologies for ESRD vascular access ambulatory surgery services. The submitted budget appears reasonable.

Subject to the noted contingencies, the applicant has demonstrated the capability to proceed in a financially feasible manner.

Supplemental Information

Surrounding Hospital Responses

Below are presented summaries of responses by hospitals to letters from the Department asking for information on the impact of the proposed ambulatory surgery center (ASC) in their service areas.

Plainview Hospital -- **No Response**
888 Old Country Road
Plainview, New York 11803

St. Joseph's Hospital -- **No Response**
4295 Hempstead Turnpike
Bethpage, New York 11714

Nassau University Medical Center -- **No Response**
2201 Hempstead Turnpike
East Meadow, New York 11554

DOH Comment

In the absence of comments from hospitals in the area of the ASC, the Department finds no basis for reversal or modification of the recommendation for approval of this application based on public need, financial feasibility and owner/operator character and competence.

Attachments

BFA Attachment A	Personal net worth statements of proposed members of Renal Focus ASC, LLC
BFA Attachment B	Pro Forma Balance Sheet
BFA Attachment C	2018 certified financial statements of New York Dialysis Services
BHFP Attachment	Map

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

Approval

Council Action Date

July 30, 2020

Need and Program Analysis

Analysis

The primary service area is Bronx County. The table below provides Year Three utilization, projections and actual, by payor, for CON 111277, and projections for Year One following approval.

Payor	CON 111277 Projected Year 3 (2018)	CON 111277 Actual Year 3 (2018)	CON 192320 Projections Year 1
Comm Ins FFS	2.0%	0.0%	0.0%
Comm Ins MC	7.0%	2.3%	2.4%
Medicare- FFS	18.0%	3.4%	3.4%
Medicare MC	2.0%	13.1%	13.1%
Medicaid FFS	10.0%	3.2%	3.2%
Medicaid MC	55.0%	42.6%	42.6%
Charity Care	4.0%	3.5%	3.5%
Private Pay/Other (WC)	2.0%	31.9%	31.8%
Total	100.0%	100.0%	100.0%

The table below provides information on projections and utilization by visits for Year One (2016-1st full year) and Year Three (2018) based on CON 111277.

CON 111277- Visits	Year 1 (2016)		Year 3 (2018)	
	Projected	Actual	Projected	Actual
Avicenna ASC				
Total	6,252	2,777	6,633	5,497

Upon beginning operations, the center had difficulty obtaining its Medicaid provider number, causing delays in obtaining contracts with Medicaid managed care plans. This resulted in a significantly lower number of cases being performed in its first full year of operation (2016). The Center currently has Medicaid Managed Care contracts with the following health plans: Affinity, Anthem, BCBS, Fidelis, Healthfirst, Metroplus and WellCare. This center's Medicaid utilization has been strong during their limited-life approval process, 55% in 2016, 51% in 2017, and 46% in 2018. The center's charity care utilization reached 3.5% for Year Three. The center has partnered with area FQHCs, including Urban Health Plan and Brighton Health to provide service to the under-insured in their service area.

Compliance with Applicable Codes, Rules and Regulations

The medical staff will continue to ensure that procedures performed at the facility conform to generally accepted standards of practice and that privileges granted are within the physician's scope of practice and/or expertise. The facility's admissions policy will include anti-discrimination regarding age, race, creed, color, national origin, marital status, sex, sexual orientation, religion, disability, or source of payment. All procedures will be performed in accordance with all applicable federal and state codes, rules and regulations, including standards for credentialing, anesthesiology services, nursing, patient admission and discharge, a medical records system, emergency care, quality assurance and data requirements.

This facility has no outstanding Article 28 surveillance or enforcement actions and, based on the most recent surveillance information, is deemed to be currently operating in substantial compliance with all applicable State and Federal codes, rules and regulations. This determination was made based on a review of the files of the Department of Health, including all pertinent records and reports regarding the facility's enforcement history and the results of routine Article 28 surveys as well as investigations of reported incidents and complaints.

Conclusion

Per the PHHPC Ad Hoc Committee recommendation, the department should exercise flexibility to evaluate each ASC according to its totality of its proposed and actual volume of service to the underserved whether Medicaid, Charity Care or a combination of the two. The center's Medicaid utilization has been strong each year, above 45% for the past three years. Charity care utilization reached 3.5% for year three (2018). The center has partnered with FQHCs in their service area to provide care to the under-insured. These facts reflect the center's commitment to the under-insured, thereby showing reasonable efforts to provide service to the underserved patients in Bronx County. Therefore, certification for indefinite life should be granted.

Financial Analysis

The applicant has submitted their current operating budget (2018) and the first and third years subsequent to indefinite life certification, in 2020 dollars, as summarized below:

	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
	<u>Per Proc</u>	<u>Total</u>	<u>Per Proc</u>	<u>Total</u>	<u>Per Proc</u>	<u>Total</u>
<u>Revenues</u>						
Commercial MC	\$2,720	\$339,985	\$2,559	\$368,452	\$2,544	\$371,448
Medicare FFS	\$1,297	\$243,785	\$1,301	\$264,014	\$1,301	\$265,363
Medicare MC	\$980	\$705,811	\$1,029	\$800,711	\$1,033	\$808,892
Medicaid FFS	\$1,100	\$191,381	\$1,099	\$206,625	\$1,099	\$207,714
Medicaid MC	\$995	\$2,331,709	\$994	\$2,515,947	\$994	\$2,530,725
All Other	\$3,612	\$4,529,689	\$2,514	\$4,739,721	\$2,523	\$4,755,754
Other Oper. Rev		<u>\$65,500</u>		<u>\$65,500</u>		<u>\$65,500</u>
Total Revenues		\$8,407,860		\$8,960,970		\$9,005,396
<u>Expenses</u>						
Operating	\$1,343.32	\$7,384,257	\$1,325.51	\$7,868,203	\$1,321.55	\$7,890,962
Capital	<u>\$151.68</u>	<u>\$833,790</u>	<u>\$148.32</u>	\$880,405	<u>\$152.74</u>	\$912,033
Total Expenses	\$1,495.01	\$8,218,047	\$1,473.82	\$8,748,608	\$1,474.29	\$8,802,995
Net Income		<u>\$189,813</u>		<u>\$212,362</u>		<u>\$202,401</u>
Total Procedures		5,497		5,936		5,971

The following is noted with respect to the submitted budget:

- Effective January 1, 2020, Medicaid payments have been reduced by 1% in accordance with the FY 2020 Enacted State Budget, therefore reducing the Medicaid Revenues in Years One and Three. This reduction has been reflected within the budgets.
- Revenue, expense and utilization assumptions are based on the combined historical experience of the physician members of Avicenna ASC, Inc.
- Expenses include maintaining the current level of 22.91 FTEs in Year One and Year Three, particularly for Technicians, Specialists, and Registered Nurses. Increases in expenses in Year One and Year Three are largely attributable to medical and surgical supplies and salaries/wages.
- All Other revenues reflect self-insured, Worker's Compensation and other governmental insurance carriers.

Utilization by payor source for the first and third years is as follows:

Payor	Current Year		Year One		Year Three	
	Proc.	%	Proc.	%	Proc.	%
Commercial FFS	125	2.3%	144	2.4%	146	2.4%
Medicare FFS	188	3.4%	203	3.4%	204	3.4%
Medicare MC	720	13.1%	778	13.1%	783	13.1%
Medicaid FFS	174	3.2%	188	3.2%	189	3.2%
Medicaid MC	2,343	42.6%	2,530	42.6%	2,545	42.6%
Charity Care	193	3.5%	208	3.5%	209	3.5%
All Other	<u>1,754</u>	<u>31.9%</u>	<u>1,885</u>	<u>31.8%</u>	<u>1,895</u>	<u>31.7%</u>
Total	5,497	100.0%	5,936	100.0%	5,971	100.0%

Capability and Feasibility

There are no project costs associated with this application. The submitted budget indicates a net income from operations of \$212,362 and \$202,401 for the first and third years, respectively. Revenue is based on the historical experience of the operation and on current reimbursement rates. The budget appears reasonable.

BFA Attachment A, the internal financial statements (accrual basis) of Avicenna ASC, Inc., indicates that the facility has maintained positive working capital, positive net assets and generated positive net income from operations. BFA Attachment B, the 2018 certified financial statements of Avicenna ASC, Inc., indicates that the facility has maintained positive working capital, net assets and experienced a net income from operations after taxes of \$189,813 for the period.

Based on the preceding, it appears that the applicant has demonstrated the capability to proceed in a financially feasible manner.

Attachments

- BFA Attachment A Avicenna ASC, Inc. – Internal Financial Statements as of December 31, 2019
- BFA Attachment B Avicenna ASC, Inc. – 2018 Certified Financial Statements



**Project # 201075-E
Upstate Orthopedics Ambulatory Surgery Center**

Program: Diagnostic and Treatment Center **County:** Onondaga
Purpose: Establishment **Acknowledged:** February 25, 2020

Executive Summary

Description

Upstate Orthopedics Ambulatory Surgery Center, LLC (Upstate Ortho), a single-specialty (orthopedics) Article 28 freestanding ambulatory surgery center (FASC) located at 6620 Fly Road, Suite 300, East Syracuse (Onondaga County), request approval to transfer 6.2539% ownership interest from the existing shareholders to one new shareholder, Matthew Sullivan, M.D. Dr. Sullivan is a partner in Upstate Orthopedics, the medical group practice of the current shareholders. He is Board-Certified in orthopedic surgery and holds a faculty appointment at SUNY Upstate Medical University. The purchase price for the proposed ownership interest is \$425,000. There will be no change in services provided or operation of the Center.

Upstate Ortho was established under CON 072151 and became operational effective December 7, 2009, with permanent life granted in 2015. Since 2016, various shareholder changes have occurred through Transfer Notices as required by Public Health Law. The current proposed transfer, when aggregated with other membership transfers over the preceding five years, would result in transfers greater than 25% to new members, thus necessitating PHHPC approval under Public Health Law.

OPCHSM Recommendation
Contingent Approval

Need Summary

There will be no Need recommendation for this project.

Program Summary

Other than the proposed change in membership, there are no programmatic changes or staffing changes as a result of this request.

The individual background review indicates the proposed members have met the standard for approval as set forth in Public Health Law §2801-a(3).

Financial Summary

There are no project costs associated with this application. The total purchase price for the 6.2539% ownership interest is \$425,000 funded via \$25,000 equity and a \$400,000 bank loan for a seven-year term at 4.15% interest. M&T Bank has provided a letter of interest.

<u>Budget</u>	<u>First Year</u>	<u>Third Year</u>
Revenues	\$8,270,834	\$8,368,790
Expenses	\$6,672,515	\$6,730,633
Net Income	\$1,598,319	\$1,638,157

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

Approval contingent upon:

1. Submission of an executed bank loan commitment, acceptable to the Department of Health. [BFA]
2. Submission of an executed Membership Purchase Agreement, acceptable to the Department of Health. [BFA]
3. Submission of a photocopy of an executed amendment of the applicant's articles of organization, acceptable to the Department. [CSL]
4. Submission of a photocopy of a fully executed purchase agreement, acceptable to the Department. [CSL]
5. Submission of a photocopy of a fully executed subscription and joinder agreement, acceptable to the Department. [CSL]
6. Submission of a fully executed consent of the Board of Manager, acceptable to the Department. [CSL]

Approval conditional upon:

1. The project must be completed within one year from the date of the Public Health and Health Planning Council recommendation letter. Failure to complete the project within the prescribed time shall constitute an abandonment of the application by the applicant and an expiration of the approval. [PMU]

Council Action Date

July 30, 2020

Program Analysis

Character and Competence

The following table details the proposed change in ownership:

Member Name	Current	Proposed
Stephen A. Albanese	6.6711%	6.2539%
John P. Cannizzaro	6.6711%	6.2539%
Timothy A. Damron	6.6711%	6.2539%
Brian J. Harley	6.6711%	6.2539%
Jon B. Loftus	6.6711%	6.2539%
Kathryn B. Palomino	6.6711%	6.2539%
Matthew G. Scuderi	6.6711%	6.2539%
Mike H. Sun	6.6711%	6.2539%
Richard Tallarico	6.6711%	6.2539%
William Lavelle	6.6711%	6.2539%
Lisa DaRin	6.6044%	6.1914%
Brian J. Kistler	6.6711%	6.2539%
Scott M VanValkenburg	6.6711%	6.2539%
Maria T. Iannolo	6.6711%	6.2539%
Matthew Sullivan, M.D.*	-----	6.2539%
TOTAL	100.00%	100.00%

**Member Subject to Character & Competence Review*

Dr. Matthew Sullivan is an Orthopedic Surgeon in the Trauma Division at Upstate Orthopedics. He is a full time Attending Surgeon, Faculty Member, and Partner. He completed his medical degree at Boston University School of Medicine. He completed his residency at University of Pennsylvania in the Departments of General Surgery and Orthopaedics. He completed his fellowship at Harborview Medical Center, University of Washington in Orthopaedic Trauma Surgery. He has privileges at SUNY Upstate, SUNY Upstate Community Hospital, and Crouse Hospital. He is board certified in Orthopaedic Surgery.

Staff from the Division of Certification & Surveillance reviewed the disclosure information submitted regarding licenses held, formal education, training in pertinent health and/or related areas, employment history, a record of legal actions, and a disclosure of the applicant's ownership interest in other health care facilities. Licensed individuals were checked against the Office of Medicaid Management, the Office of Professional Medical Conduct, and the Education Department databases as well as the US Department of Health and Human Services Office of the Inspector General Medicare exclusion database.

Dr Sullivan disclosed being named in a malpractice suit. On January 21, 2014, the plaintiff named Dr. Sullivan, who was a second-year resident at the time, in a malpractice case. The plaintiff sustained an abdominal injury during a surgery and the orthopaedic team subsequently became involved in the care. The Attending Orthopaedic Surgeon and Dr. Sullivan were named as defendants in the suit. Dr. Sullivan was deposed and dismissed from the suit prior to the trial.

Additionally, the staff from the Division of Certification & Surveillance reviewed the ten-year surveillance history of all associated facilities. Sources of information included the files, records, and reports found in the Department of Health. Included in the review were the results of any incident and/or complaint investigations, independent professional reviews, and/or comprehensive/focused inspections. The review found that any citations were properly corrected with appropriate remedial action.

Financial Analysis

Membership Purchase Agreement

The applicant has submitted a draft membership purchase agreement, summarized as follows:

Date:	December 1, 2019
Seller:	Upstate Orthopedics Ambulatory Surgery Center, LLC
Purchasers:	Matthew P. Sullivan, MD
Acquired Interest:	6.2539%
Purchase Price:	\$425,000 paid in full at closing

The transaction will be effectuated upon PHHPC approval. As of June 8, 2020, the facility has no outstanding Medicaid overpayment liabilities

The purchase will be funded as follows:

Equity from Dr. Sullivan	\$25,000
Bank Loan (4.15%, 7 years)	<u>\$400,000</u>
Total	\$425,000

M&T Bank has provided a letter of interest for the loan financing. BFA Attachment A is Dr. Sullivan's net worth summary, which shows sufficient equity for the transaction.

Operating Budget

The applicant has provided the current year (2019) results and the first- and third-year operating budgets subsequent to the change in ownership, in 2020 dollars, summarized below:

	<u>Current Year</u>		<u>First Year</u>		<u>Third Year</u>	
	<u>Per Proc.</u>	<u>Total</u>	<u>Per Proc.</u>	<u>Total</u>	<u>Per Proc.</u>	<u>Total</u>
<u>Revenues</u>						
Medicaid-FFS	\$1,420	\$72,400	\$1,420	\$72,400	\$1,420	\$72,400
Medicaid-MC	\$1,069	\$1,087,600	\$1,069	\$1,087,600	\$1,069	\$1,087,600
Medicare-FFS	\$940	\$686,500	\$949	\$693,365	\$969	\$707,095
Medicare-MC	\$1,023	\$580,000	\$1,033	\$585,800	\$1,054	\$597,400
Commercial	\$1,670	\$3,631,300	\$1,687	\$3,667,613	\$1,720	\$3,740,239
Private Pay/Other	\$2,109	\$2,263,185	\$2,109	\$2,263,185	\$2,109	\$2,263,185
Bad Debt *		<u>(\$99,129)</u>		<u>(\$99,129)</u>		<u>(\$99,129)</u>
Total		\$8,221,856		\$8,270,834		\$8,368,790
<u>Expenses</u>						
Operating	\$994.53	\$5,605,169	\$1,000.89	\$5,661,053	\$1,007.61	\$5,719,171
Capital	<u>\$179.46</u>	<u>\$1,011,462</u>	<u>\$178.83</u>	<u>\$1,011,462</u>	<u>\$178.20</u>	<u>\$1,011,462</u>
Total Expenses	\$1,173.99	\$6,616,631	\$1,179.72	\$6,672,515	\$1,185.81	\$6,730,633
Net Income (Loss)		<u>\$1,605,225</u>		<u>\$1,598,319</u>		<u>\$1,638,157</u>
Procedures		5,636		5,656		5,676

* Net of miscellaneous income of \$7,033.

Revenue, expense and utilization assumptions are based on current reimbursement rates and historical experience of the FASC.

Utilization by payor source for the is as follows:

<u>Payor</u>	<u>Current Year</u>	<u>Year One</u>	<u>Year Three</u>
Medicare FFS	12.95%	12.91%	12.86%
Medicare MC	10.06%	10.02%	9.99%
Medicaid FFS	0.90%	0.90%	.090%
Medicaid MC	18.04%	17.98%	17.92%
Commercial	38.57%	38.44%	38.30%
Private Pay/Other	19.04%	18.97%	18.90%
Charity Care	<u>0.44%</u>	<u>0.78%</u>	<u>1.13%</u>
Total	100%	100%	100.00%

Capability and Feasibility

The total purchase price for the 6.2539% ownership interest is \$425,000 funded via \$25,000 equity and a \$400,000 loan at the above stated terms. BFA Attachment A is the personal net worth statement of Dr. Sullivan, which indicates the availability of sufficient funds for the equity contribution.

The submitted budget projects a net income of \$1,598,319 and \$1,638,157 during the first and third years after the change in member interest. Revenues and are based on current reimbursement rates. Medicare and Medicaid reflect prevailing reimbursement methodologies. The submitted budget appears reasonable.

BFA Attachment B is the 2016-2019 certified financial statements of Upstate Orthopedics Ambulatory Surgery Center, LLC. As shown, the facility had average positive working capital and net asset positions and achieved an average net income of \$1,848,392 for the period 2016-2019.

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

Attachments

BFA Attachment A	Proposed Member's net worth statement
BFA Attachment B	2016-2019 certified financial statements of Upstate Orthopedics Ambulatory Surgery Center, LLC



Project # 191323-E
Century Medical & Dental Center, Inc.

Program: Diagnostic and Treatment Center **County:** Kings
Purpose: Establishment **Acknowledged:** June 21, 2019

Executive Summary

Description

Century Medical & Dental Center, Inc., a proprietary business corporation, Article 28 Diagnostic and Treatment Center (D&TC) located at 260 Avenue X, Brooklyn (Kings County), requests approval to transfer 50% ownership interest from one withdrawing member to one new member. The facility also operates two extension clinics in Brooklyn (one at 770 Flatbush Ave and a second at 200 Livingston Street) and is certified to provide Medical Services - Primary Care, Medical Services - Other Medical Services, Dental and Physical Therapy services. There will be no change to site locations or services provided.

On July 30, 2019, the parties to the sale executed a Stock Purchase Agreement (SPA) for the purchase of 5,000 shares of common stock in the corporation (50% ownership) for \$1.00. There is a familial relationship between the buyer and seller in that the proposed new member is the daughter of the withdrawing member. The shareholder transaction will to be effectuated upon Public Health and Health Planning Council (PHHPC) approval of this application.

Ownership interest before and after this requested change is as follows:

<u>Shareholders</u>	<u>Current</u>	<u>Proposed</u>
Fred Weingaraten	50%	0%
Valentin Zusman	50%	50%
Amanda Weingarten	0%	50%

Steven Siegel, M.D., who is Board-Certified in Internal Medicine, will continue to serve as Medical Director for the facility. The D&TC has a long-standing Transfer Agreement with Coney Island Hospital, a New York City Health and Hospitals Corporation facility, for backup and emergency care.

OPCHSM Recommendation
Contingent Approval

Need Summary
There will be no impact to beds, services, or utilization through this project.

Program Summary
The individual background review indicates the proposed members have met the standard for approval as set forth in Public Health Law §2801-a(3)

Financial Summary
The total purchase price for 50% shareholder interest is \$1.00 to be paid via the new shareholder's personal equity.

<u>Budget</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$14,224,126	\$15,013,340
Expenses	<u>13,375,465</u>	<u>14,001,540</u>
Gain/(Loss)	\$848,661	\$1,011,800

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

Approval contingent upon:

1. Submission of an executed working capital loan commitment, acceptable to the Department of Health. [BFA]
2. Submission of a photocopy of a Restated Certificate of Incorporation, acceptable to the Department. [CSL]
3. Submission of a proposed stock certificate acceptable to the Department. [CSL]

Approval conditional upon:

1. The project must be completed within one year from the date of the Public Health and Health Planning Council recommendation letter. Failure to complete the project within the prescribed time shall constitute an abandonment of the application by the applicant and an expiration of the approval. [PMU]

Council Action Date

July 30, 2020

Program Analysis

Project Proposal

Century Medical & Dental Center, Inc, operator of Century Medical & Dental Center, Inc, an existing Article 28 Diagnostic and Treatment Center, located at 260 Avenue X in Brooklyn (Kings County), seeks approval to transfer a 50% membership interest from one (1) withdrawing member to one (1) new member. Other than the proposed changes in membership, there are no programmatic changes or staffing changes as a result of this request.

Character and Competence

Name	Current	Proposed
Frank Weingarten	50%	-----
Valentine Zusman	50%	50%
Amanda Weingarten*	-----	50%
Total	100.00%	100.00%

****Subject to Character & Competence Review***

Mrs. Amanda Weingarten is a Registered Nurse and Midwife. She has been employed as a Midwife at New York Presbyterian Lower Manhattan Hospital for over 3 years. She has over nine years of experience as a midwife in the clinic and hospital setting. She provides women's healthcare in an office and hospital setting. She is a member of the Quality Assurance Committee that reviews cases for compliance with standard of care within the Obstetrics Department. She has advised on the development, design, policies of the new in-hospital birth center. She is also involved in the training and education of the Labor and Delivery staff on the Birth Center protocols and procedures.

Staff from the Division of Certification & Surveillance reviewed the disclosure information submitted regarding licenses held, formal education, training in pertinent health and/or related areas, employment history, a record of legal actions, and a disclosure of the applicant's ownership interest in other health care facilities. Licensed individuals were checked against the Office of Medicaid Management, the Office of Professional Medical Conduct, and the Education Department databases as well as the US Department of Health and Human Services Office of the Inspector General Medicare exclusion database.

Additionally, the staff from the Division of Certification & Surveillance reviewed the ten-year surveillance history of all associated facilities. Sources of information included the files, records, and reports found in the Department of Health. Included in the review were the results of any incident and/or complaint investigations, independent professional reviews, and/or comprehensive/focused inspections. The review found that any citations were properly corrected with appropriate remedial action.

Conclusion

Based on the information reviewed, staff found nothing that would reflect adversely on the applicant's character, competence, or standing in the community.

Financial Analysis

Stock Purchase Agreement

The applicant has submitted the executed SPA for the purchase of 50% of the shares in the corporation, summarized below.

Date:	July 30, 2019
Seller:	Fred Weingarten
Buyers:	Amanda Weingarten
Purchase:	50% of common shares (5,000) to be purchased
Purchase Price:	\$1.00
Payment Method:	Cash at closing

Operating Budget

The applicant has submitted the current year 2018 results, and the first year and third year operating budget after the change in ownership, in 2020 dollars, summarized as follows:

	<u>Current Year (2018)</u>		<u>Year One</u>		<u>Year Three</u>	
<u>Revenues</u>	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>
Commercial FFS	\$120.02	\$1,634,532	\$138.05	\$1,946,362	\$139.09	\$2,057,530
Medicare FFS	\$144.11	\$3,025,505	\$164.82	\$3,582,344	\$165.80	\$3,780,868
Medicaid FFS	\$261.01	\$1,520,145	\$299.69	\$1,806,805	\$301.77	\$1,909,001
Medicaid MC	\$218.01	\$5,830,175	\$248.81	\$6,888,615	\$250.13	\$7,265,941
Total Revenues:		\$12,010,357		\$14,224,126		\$15,013,340
<u>Expenses</u>						
Operating	\$153.66	\$10,323,283	\$178.05	\$12,383,465	\$177.43	\$12,947,520
Capital	\$16.73	\$1,123,381	\$14.27	\$992,000	\$14.45	1,054,020
Total Expenses	\$170.39	\$11,446,664	\$192.32	\$13,375,465	\$191.88	\$14,001,540
Net Income (Loss)		<u>\$563,693</u>		<u>\$848,661</u>		<u>\$1,011,800</u>
Cost Per Visit		\$170.39		\$192.32		\$191.88
Utilization (Visits)		67,181		69,549		72,972

Utilization by payor for the current year and first and third year after the 50% transfer of shareholder interest is summarized below:

	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
<u>Payor</u>	<u>Visits</u>	<u>%</u>	<u>Visits</u>	<u>%</u>	<u>Visits</u>	<u>%</u>
Commercial FFS	13,619	20.27%	14,099	20.09%	14,793	19.85%
Medicare FFS	20,995	31.25%	21,735	31.72%	22,804	32.34%
Medicaid FFS	5,824	8.67%	6,029	8.60%	6,326	8.45%
Medicaid MC	<u>26,743</u>	<u>39.81%</u>	<u>27,686</u>	<u>39.58%</u>	<u>29,049</u>	<u>39.36%</u>
Total	67,181	100.00%	69,549	100.00%	72,972	100.00%

The budgeted increased revenues and expenses for Years One and Three are related in part to increased volume associated with the opening of the 770 Flatbush Avenue extension clinic effective May 4, 2017, and the opening of the 200 Livingston Street extension clinic effective January 24, 2018.

Reimbursement rates are based on historical experience. The increase in payment rates in Year One and Year Three were adjusted for projected increases in inflation and increases in negotiated managed care rates. The rate increases also reflect additional reimbursement associated with forecasted capital purchases in Year One through Year Three deemed necessary to accommodate the increased patient volume at the new clinic sites. Expense and utilization assumption are based on the current and historical experience of the three D&TC locations.

Capability and Feasibility

The total purchase price for Amanda Weingarten's purchase of Fred Weingarten's 5,000 shares (50% ownership interest) is \$1.00 to be funded via equity by the new proposed shareholder.

The working capital requirement is estimated at \$2,382,850 based on two months of first year expenses. The applicant will finance \$1,191,425 at an interest rate of 6.5% for a five-year term. Chase Business has provided a letter of interest at the stated terms. The remaining \$1,191,425 will be provided by the liquid resources of Amanda Weingarten and Valentin Zusman plus the operations of Century Medical & Dental Center. BFA Attachments A and C are, respectively, the personal net worth statements of the propose new shareholder and the existing remaining shareholder (Mr. Zusman) and the internal financial statements of Century Medical & Dental Center as of June 30, 2019, which indicate the availability of sufficient funds to meet the working capital equity contributions.

The submitted budget reflects net income of \$848,661 and \$1,011,800 in the first and third years of operation, respectively, after the change in shareholder interest. Revenues are based on current reimbursement methodologies. The submitted budget appears reasonable.

BFA Attachment B is Century Medical & Dental Center, Inc.'s 2018 certified financial statements. As shown, the facility had positive working capital, positive net asset position, net income before interest, depreciation and provision for taxes of \$1,038,213, and a net income of \$563,713.

BFA Attachment C is Century Medical & Dental Center, Inc.'s May 31, 2019 internal financial statements. As shown, the facility had a positive working capital position, a positive net asset position, and achieved a net income of \$668,076 through May 31, 2019.

Subject to the noted contingency, the applicant has demonstrated the capability to proceed in a financially feasible manner.

Attachments

BFA Attachment A	Members net worth statement.
BFA Attachment B	2018 Certified Financial Statements, Century Medical & Dental Center, Inc.
BFA Attachment C	May 31, 2019 Internal Financial Statements, Century Medical & Dental Center, Inc.



**Project # 192042-B
Ohel Medical, Inc.**

Program: Diagnostic and Treatment Center **County:** Kings
Purpose: Establishment and Construction **Acknowledged:** July 26, 2019

Executive Summary

Description

Ohel Medical, Inc. (the "Center"), an existing New York not-for-profit corporation, requests approval to establish and construct an Article 28 diagnostic and treatment center (D&TC) to be located at 1268 East 14th Street, Brooklyn (Kings County). The proposed Center will occupy approximately 2,160 GSF of leased space on the ground floor of OHEL Children's Home and Family Services, Inc.'s new four-(4)-story Jaffa Family Campus building. The Center will have four (4) exam rooms and the requisite support spaces. The applicant will offer adult and pediatric primary care services and outpatient radiology – diagnostic services.

OHEL Children's Home and Family Services, Inc. (OHEL) is the sole member and passive parent of Ohel Medical, Inc. The Board of Directors of the Center is comprised of three members, two of whom are also members of the Board of Directors of OHEL. OHEL provides a comprehensive array of residential and outpatient support and treatment programs that help individuals and families with lifelong disabilities, life cycle needs, traumatic events and situational crises. In particular, OHEL's two Article 31 clinics in Brooklyn and Far Rockaway, NY offer child and family therapy, parent counseling, psychological testing, psychiatric evaluation, medication management and trauma and grief counseling. The proposed Center will be located in the same building as OHEL's Brooklyn Article 31 clinic, providing opportunities for integrated primary care and mental health service delivery.

This proposal is an integral part of OHEL's plan to better serve the residents of Brooklyn. The Jaffa Family Campus consolidates a majority of OHEL's Brooklyn-based, non-residential community programs into a single location. The proposed D&TC will further enhance the continuum of services available at this central hub, which already includes an Article 31 outpatient mental health clinic, foster care services, domestic violence services, access to supportive housing, day programs and a case management continuum of vital health and human services.

Alan David Levenson, M.D, who is Board-Certified in Internal Medicine, will serve as Medical Director. Maimonides Medical Center, located 3.4 miles from the proposed Center, has provided a letter of interest to enter into a Transfer and Affiliation Agreement to serve as the backup hospital for the facility.

**OPCHSM Recommendation
Contingent Approval**

Need Summary

The number of projected visits is 10,500 in Year One and 15,000 in Year Three. The center projects 71% Medicaid Utilization and is committed to serving all persons in need without regard to ability to pay or source of payment.

Program Summary

The individual background review indicates the proposed members have met the standard for approval as set forth in Public Health Law §2801-a(3).

Financial Summary

Total project cost of \$130,172 will be financed with cash from Ohel.

<u>Budget</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$1,116,524	\$1,620,616
Expenses	<u>\$1,365,530</u>	<u>\$1,609,620</u>
Net Income	(\$249,006)	\$10,996

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

Approval contingent upon:

1. Submission of a check for the amount enumerated in the approval letter, payable to the New York State Department of Health. Public Health Law Section 2802.7 states that all construction applications requiring review by the Public Health and Health Planning Council shall pay an additional fee of fifty-five hundredths of one percent of the total capital value of the project, exclusive of CON fees. [PMU]
2. Submission of an executed building lease, acceptable to the Department of Health. [BFA]
3. Submission of an executed transfer and affiliation agreement, acceptable to the Department, with a local acute care hospital. [HSP]
4. Submission of a photocopy of a list of the Board of Directors of OHEL Children's Home and Family Services, Inc., acceptable to the Department. [CSL]
5. Submission of a photocopy of amended and executed Lease Agreement for Ohel Medical, Inc. (OMI), acceptable to the Department. [CSL]
6. Submission of a photocopy of an amended and executed Certificate of Amendment to the Certificate of Incorporation of OMI, acceptable to the Department. [CSL]
7. Submission of a photocopy of the amended and executed bylaws of OMI, acceptable to the Department. [CSL]
8. Submission of a photocopy of the applicants amended and executed Administrative Services Agreement, acceptable to the Department. [CSL]

Approval conditional upon:

1. The project must be completed within one year from the date of the Public Health and Health Planning Council recommendation letter. Failure to complete the project within the prescribed time shall constitute an abandonment of the application and an expiration of the approval. [PMU]
2. Construction must start on or before November 1, 2020 and construction must be completed by November 30, 2020, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the start date this shall constitute abandonment of the approval. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. [PMU]
3. The staff of the facility must be separate and distinct from the staff of other entities; the signage must clearly denote the facility is separate and distinct from other entities; the clinical space must be used exclusively for the approved purpose; and the entrance must not disrupt any other entity's clinical program space. [HSP]
4. The applicant must ensure registration for and training of facility staff on the Department's Health Commerce System (HCS). The HCS is the secure web-based means by which facilities must communicate with the Department and receive vital information. Upon receipt of the Operating Certificate, the Administrator/director that has day-to-day oversight of the facility's operations shall submit the HCS Access Form at the following link to begin the process to enroll for HCS access for the first time or update enrollment information as necessary:
https://www.health.ny.gov/facilities/hospital/docs/hcs_access_form_new_clinics.pdf. Questions may be directed to the Division of Hospitals and Diagnostic & Treatment Centers at 518-402-1004 or email: hospinfo@health.ny.gov [HSP]
5. The submission of Final Construction Documents, as described in BAER Drawing Submission Guidelines DSG-05, is required prior to the applicant's start of construction. [AER]

Council Action Date

July 30, 2020

Need and Program Analysis

Project Proposal

Ohel Medical, Inc, a New York State not for profit corporation, seeks approval to establish and construct an Article 28 diagnostic and treatment center to be located at 1268 East 14th Street in Brooklyn (Kings County). The proposed center will provide Primary Medical Care services and Outpatient Radiology.

Proposed Operator	Ohel Medical, Inc
To Be Known As	Ohel Medical, Inc
Site Address	1268 East 14 th Street Brooklyn, New York 11230 (Kings County)
Specialties	Medical Services – Primary Care Medical Services – Other Medical Specialties
Hours of Operation	Sunday: 10 AM - 6 PM Monday -Thursday: 8 AM - 1 PM Friday: 8 AM - 1 PM Saturday Evenings for 3 hours starting 30 minutes after sunset from September to mid-June
Staffing (1st Year / 3rd Year)	9.65 FTEs / 11.15 FTEs
Medical Director(s)	Alan D. Levenson, M.D.
Emergency, In-Patient and Backup Support Services Agreement and Distance	Expected to be provided by Maimonides Medical Center 3.1 miles / 20 minutes away

The primary service area is Kings County. The population of Kings County was 2,504,700 in 2010. Per projection data from the Cornell Program of Applied Demographics, the population of Kings County is estimated to grow to 2,810,876 by 2025, an 12.2% increase.

The proposed center will be in the same building with an existing Article 31 clinic operating by OHEL Children's Home and Family Services, Inc. (the applicant's sole member and passive parent), providing opportunities for integrated primary medical and mental health services. The applicant estimates that one-third to one-half of the Article 31 patients will utilize the on-site primary care services of the proposed center. The center will implement a program that will pay special attention to the medical needs of the Hasidic Jewish population in Brooklyn. The center will provide primary care and radiology-diagnostic o/p services.

The projected number of visits is 10,500 in Year One and 15,000 in Year Three. The center is projecting 71% for Medicaid utilization. The applicant is committed to serving all persons in need without regard to ability to pay or source of payment.

Character and Competence

The Board of Ohel Medical, Inc is comprised of:

Name

David Brecher

Lawrence Gabe

Jay Kestenbaum

Mr. David Brecher is the President and CEO of a home loan company for approximately 22 years. His job duties include making major corporate decisions, directing the company's short- and long-term strategy, managing the overall operations and resources of the company, and acting as the public face of the company. The company is a mortgage lender closing nearly \$2 billion yearly in loan transactions across the country.

Mr. Lawrence Gabe is an attorney with over 45 years of experience. He has counseled numerous clients in the health care industry. His primary area of law is Trusts and Estates, particularly tax and estate planning. He counsels clients regarding providing for care of the disabled and elderly. He has been an active volunteer of OHEL Children’s Home and Family Services for 24 years and a trustee and the Secretary of the Lifetime Care Foundation during that time.

Mr. Jay Kestenbaum has been the senior Vice President of Sales and Purchasing of a refrigerant company for 11 years. His responsibilities include cross-functional team leadership, business strategy, and product development. He is the Vice President of the Board of Trustees of OHEL Children’s Homes and Family Services and serves as the chair of the OHEL Development Committee for 27 years. He is experienced with the needs of the OHEL clients.

Dr. Alan Levenson is the proposed Medical Director. He earned his medical degree from the Royal College of Surgeons in Ireland. He completed his residency in general medicine at The Wittington Hospital in London and his Family Practice residency at St. Joseph’s Hospital in New Jersey. He is board-certified in Internal Medicine and has 20 years of experience operating primary care practices. He also is the current Director of Utilization and Physician Advisor of Maimonides Medical Center.

Staff from the Division of Certification & Surveillance reviewed the disclosure information submitted regarding licenses held, formal education, training in pertinent health and/or related areas, employment history, a record of legal actions, and a disclosure of the applicant’s ownership interest in other health care facilities. Licensed individuals were checked against the Office of Medicaid Management, the Office of Professional Medical Conduct, and the Education Department databases as well as the US Department of Health and Human Services Office of the Inspector General Medicare exclusion database.

Additionally, the staff from the Division of Certification & Surveillance reviewed the ten-year surveillance history of all associated facilities. Sources of information included the files, records, and reports found in the Department of Health. Included in the review were the results of any incident and/or complaint investigations, independent professional reviews, and/or comprehensive/focused inspections. The review found that any citations were properly corrected with appropriate remedial action.

Conclusion

Approval for this project will provide for the improved access for a variety of medical services for the residents of Kings County. The individual background review indicates the proposed members have met the standard for approval as set forth in Public Health Law §2801-a(3).

Financial Analysis

Lease Agreement

The applicant has submitted a draft lease agreement for the site to be occupied, as summarized below:

Premises:	1,774 rentable sq. ft. (2,160 GSF) located at 1268 East 14 th . Street, Brooklyn NY
Lessor:	OHEL Children’s Home and Family Services, Inc.
Lessee:	Ohel Medical, Inc.
Term:	Initial term of 10 years
Rental:	\$62,090 annually (\$35.00 per sq. ft.)
Provisions:	Utilities, sewer service, hot and cold water, maintenance and security services included in base rent.

The proposed lease is a non-arm’s length agreement. The applicant has submitted an affidavit indicating there is a relationship between the lessor and lessee in that OHEL Children’s Home and Family Services, Inc. is the sole member and passive parent of Ohel Medical, Inc. Two NYS licensed realtors submitted letters attesting to the rent reasonableness.

Administrative Services Agreement (ASA)

The applicant has submitted an executed ASA, as summarized below:

Date:	June 12, 2019 (effective upon Article 28 licensure from DOH)
Company:	Ohel Medical, Inc.
Contractor:	OHEL Children's Home and Family Services, Inc.
Services Provided:	Financial services and reporting; licensing/certifications; provision of all professional and non-professional staff directly involved in the operation of the Company; payroll processing; purchasing; credentialing services; risk management; arranging insurance; billing and collection; preregistration services
Term:	One year with automatic one-year renewals. Either party may terminate with 120 days' notice.
Compensation:	\$172,800 annual fee, plus reimbursement for actual costs of services, including all salaries and related employee costs, and costs for equipment, services and supplies paid for by OHEL on Center's behalf.

The ASA is a non-arm's length agreement in that OHEL is the sole member and passive parent of Ohel Medical, Inc. The ASA provides that the Center will retain ultimate authority, responsibility and control in all final decisions associated with the services. The applicant has submitted an executed attestation stating that the applicant understands and acknowledges that there are powers which must not be delegated, the applicant will not willfully engage in any illegal delegation, and the Department will hold the applicant accountable.

Total Project Cost and Financing

Total project cost is estimated at \$130,172 broken down as follows:

Renovation and Demolition	\$20,000
Design Contingency	2,000
Construction Contingency	2,000
Architect/Engineering Fees	1,600
Moveable Equipment	76,371
Telecommunications	25,500
CON Fee	2,000
Additional Processing Fee	<u>701</u>
Total Project Cost	\$130,172

Project costs are based on a one-month construction period. Project funds will be provided by OHEL.

Operating Budget

The applicant has submitted an operating budget, in 2020 dollars, which is summarized below:

	<u>Year One</u>		<u>Year Three</u>	
	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>
<u>Revenues</u>				
Commercial FFS+MC	\$82.52	\$155,959	\$90.28	\$243,767
Medicare FFS+MC	\$81.20	\$59,683	\$83.65	\$87,837
Medicaid FFS+MC	\$118.81	\$885,741	\$118.81	\$1,265,346
Private Pay	\$144.20	<u>\$15,141</u>	\$157.77	<u>\$23,666</u>
Total Revenues		\$1,116,524		\$1,620,616
<u>Expenses</u>				
Operating	\$122.66	\$1,287,944	\$102.14	\$1,532,034
Capital	<u>\$7.39</u>	<u>\$77,586</u>	<u>\$5.17</u>	<u>\$77,586</u>
Total Expenses	\$127.65	\$1,365,530	\$105.30	\$1,609,620
Net Income		<u>(\$249,006)</u>		<u>\$10,996</u>
Utilization (Visits)		10,500		15,000

Utilization broken down by payor source during the first and third years is as follows:

<u>Payor</u>	<u>Year One</u>	<u>Year Three</u>
Commercial FFS+MC	18.0%	18.0%
Medicare FFS + MC	7.0%	7.0%
Medicaid FFS + MC	71.0%	71.0%
Private Pay	1.0%	1.0%
Charity Care	3.0%	3.0%

Expenses are based on staffing of 9.7 FTEs in Year One and 11.2 FTEs in Year Three. Annual ASA and rent costs comprise most of the non-personnel expense forecast. Utilization assumptions are based in part on the expectation that one-third to one-half of OHEL's Article 31 patients will utilize the Center's services. Volume, rate and utilization assumptions are also based on recent historical trends for other facilities serving urban markets. Effective January 1, 2020, Medicaid payments have been reduced by 1% in accordance with the FY 2020 Enacted State Budget, therefore reducing the Medicaid MC +FFS revenues in Year One and Year Three.

Capability and Feasibility

Project costs of \$130,172 will be met via equity from OHEL. Working capital cash requirements are estimated at \$268,270 based on two months of third year expenses and will be provided from OHEL's operations and cash on hand. OHEL has submitted a letter of support confirming the commitment of funds for project costs and working capital requirements. BFA Attachment B presents OHEL's certified financial statements for the years ended June 30, 2019 and June 30, 2018 and their interim financial statements as of December 31, 2019, which indicate the availability of sufficient funds for the equity contribution to meet the construction cost and working capital requirements.

BFA Attachment C is the pro forma balance sheet of the Center as of the first day of operation, which indicates a positive net asset position of \$927,234

The submitted budget indicates a net income of (\$249,006) and \$10,996 during the first and third years of operations, respectively. OHEL has submitted a letter confirming that it will support operating losses of the Center.

Subject to the noted contingency, the applicant has demonstrated the capability to proceed in a financially feasible manner.

Attachments

BFA Attachment A	Organization Chart
BFA Attachment B	Financial Statements for OHEL Children's and Family Services, Inc.
BFA Attachment C	Pro Forma Balance Sheet for Ohel Medical, Inc.
BHFP Attachment	Map



**Project # 192120-B
Kerestir Health, LLC d/b/a Kerestir Health Center**

Program: Diagnostic and Treatment Center County: Orange
Purpose: Establishment and Construction Acknowledged: September 17, 2019

Executive Summary

Description

Kerestir Health LLC d/b/a Kerestir Health Center, a New York limited liability company, requests approval to establish and construct an Article 28 diagnostic and treatment center (D&TC) to be located in leased space at 501 Route 208, Monroe (Orange County). The D&TC will be housed in an existing two-story vacant office building that is being renovated. The applicant requests certification for Medical Services – Primary Care and Medical Services – Other Medical Specialties to be provided to both pediatric and adult patients. The proposed service area will be Orange County, with a specific emphasis on the communities surrounding the D&TC including the Village of Kiryas Joel, as well as the town of Monroe.

The proposed ownership of the Center is as follows:

<u>Kerestir Health LLC</u>	
<u>Members</u>	<u>%</u>
David Perlmutter	50%
Yoel Shtosel	50%

Yechiel Zagelbaum, M.D., who is Board-certified in Pediatrics, will serve as Medical Director. The applicant intends to enter into a Transfer and Affiliation Agreement with Orange Regional Medical Center.

**OPCHSM Recommendation
Contingent Approval**

Need Summary

The applicant projects 10,787 visits in Year One and 21,348 in Year Three, with Medicaid at 65% and charity care at 2%.

Program Summary

The individual background review indicates the proposed members have met the standard for approval as set forth in Public Health Law §2801-a(3).

Financial Summary

Total project costs of \$2,441,250 will be met via members' equity. Because construction commenced prior to approval, the total reimbursable cost is \$0.

<u>Budget</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$1,296,337	\$2,565,668
Expenses	1,366,522	2,280,276
Gain/Loss	(\$70,185)	\$285,392

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

Approval contingent upon:

1. Submission of a check for the amount enumerated in the approval letter, payable to the New York State Department of Health. Public Health Law Section 2802.7 states that all construction applications requiring review by the Public Health and Health Planning Council shall pay an additional fee of fifty-five hundredths of one percent of the total capital value of the project, exclusive of CON fees. [PMU]
2. Submission of an executed transfer and affiliation agreement, acceptable to the Department, with a local acute care hospital. [HSP]
3. Submission of an executed lease rental agreement, acceptable to the Department of Health. (BFA)
4. Submission of an executed Administrative Services Agreement, acceptable to the Department of Health. (BFA)
5. Submission of State Hospital Code (SHC) Drawings, acceptable to the Department, as described in BAEFP Drawing Submission Guidelines DSG-01. [AER]
6. Submission of Engineering (MEP) Drawings, acceptable to the Department, as described in BAEFP Drawing Submission Guidelines DSG-01. [AER]
7. Submission of a photocopy of an amended and executed Certificate of Assumed Name, acceptable to the Department. (CSL)
8. Submission of a photocopy of an amended and executed Articles of Organization, acceptable to the Department. (CSL)
9. Submission of a photocopy of an amended and executed Operating Agreement, acceptable to the Department. (CSL)
10. Submission of a photocopy of an amended and executed Lease Agreement, acceptable to the Department. (CSL)
11. Submission of a photocopy of an amended and executed Administrative Services Agreement, acceptable to the Department. (CSL)
12. Submission of a photocopy of an amended and executed Business Associate Agreement, acceptable to the Department. (CSL)
13. Submission of a photocopy of a Resume or relevant Outside Manager qualifications, acceptable to the Department. (CSL)

Approval conditional upon:

1. The project must be completed within one year from the date of the Public Health and Health Planning Council recommendation letter. Failure to complete the project within the prescribed time shall constitute an abandonment of the application and an expiration of the approval. [PMU]
2. Construction must be completed by May 31, 2021, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. In accordance with 10 NYCRR Section 710.10(a), if construction is not completed by the approved date this shall constitute abandonment of the approval. It is the responsibility of the applicant to request prior approval for any changes to the construction dates. [PMU]
3. The submission of Final Construction Documents, as described in BAER Drawing Submission Guidelines DSG-05, is required prior to the applicant's start of construction. [AER]

4. The applicant must ensure registration for and training of facility staff on the Department's Health Commerce System (HCS). The HCS is the secure web-based means by which facilities must communicate with the Department and receive vital information. Upon receipt of the Operating Certificate, the Administrator/director that has day-to-day oversight of the facility's operations shall submit the HCS Access Form at the following link to begin the process to enroll for HCS access for the first time or update enrollment information as necessary:
https://www.health.ny.gov/facilities/hospital/docs/hcs_access_form_new_clinics.pdf. Questions may be directed to the Division of Hospitals and Diagnostic & Treatment Centers at 518-402-1004 or email: hospinfo@health.ny.gov [HSP]
5. The staff of the facility must be separate and distinct from the staff of other entities; the signage must clearly denote the facility is separate and distinct from other entities; the clinical space must be used exclusively for the approved purpose; and the entrance must not disrupt any other entity's clinical program space. [HSP]

Council Action Date
July 30, 2020

Need and Program Analysis

Project Proposal

The proposed center will provide primary medical care services and other medical specialties including Orthopedics, Gastroenterology, Podiatry, Pain Management, Pulmonology, Oncology, Endocrinology, Cardiology, Urology, Psychiatry, Gynecology, Dermatology, Infectious Disease, Radiology, Ophthalmology, Internal Medicine, and Pediatrics.

Proposed Operator	Kerestir Health, LLC
To Be Known As	Kerestir Health Center
Site Address	501 Route 208 Monroe, NY 10950 (Orange County)
Specialties	Medical Services – Primary Care Medical Services-Other Medical Specialties
Hours of Operation	Monday through Friday 8 AM to 6 PM If needed will add Sunday 8:30 AM to 6 PM
Staffing (1st Year / 3rd Year)	14.30 FTEs / 24.80 FTEs
Medical Director(s)	Yechiel Zagelbaum, MD
Emergency, In-Patient and Backup Support Services Agreement and Distance	Expected to be provided by Orange Regional Medical Center 14.2 miles /13 minutes away

Background and Analysis

The proposed service area will be Orange County, with a specific emphasis on the communities surrounding the D&TC including the Village of Kiryas Joel. The population of Orange County was 372,813 in 2010 and is projected to grow to 391,144 by 2025, an increase of 4.9%.

Prevention Quality Indicators-PQIs

PQIs are rates of admission to the hospital for conditions for which good outpatient care can potentially prevent the need for hospitalization, or for which early intervention can prevent complications or more severe disease. The table below provides information on the PQI rates for the overall PQI condition. It shows that the PQI rate for the primary service area is higher than the New York State rate.

Hospital Admissions per 100,000 Adults for Overall PQIs

PQI Rates: 2016	Service Area	New York State
All PQI's	1,508	1,363

Source: DOH, 2019

The Village of Kiryas Joel is a Medically Underserved Area per HRSA.

The number of projected visits is 10,787 in Year One and 21,348 in Year Three. The center is projecting Medicaid utilization of 65% for the first and third year. The applicant is committed to serving all persons in need without regard to ability to pay or source of payment.

Character and Competence

The members of Kerestir Health, LLC are:

Name	Interest
Yoel Shtosel, Member	50%
David Perlmutter, Manager/Member	50%

Mr. Yoel Shtosel has approximately five years experience as the President of a marketing services business. He was previously the President/Owner of a grocery store. As Owner/Manager of two businesses, he has been responsible for operations including the hiring and firing of employees, setting of schedules, purchasing of materials, establishing budgets, and complying with applicable State and Federal laws.

Mr. David Perlmutter has been President/Manager of a computer supply company for approximately eight years. In this capacity he is responsible for hiring, scheduling, purchasing, and financial planning. He was previously employed at another computer supply business for approximately seven years as President/Manager with similar duties. Overall, he has experience in hiring and managing employees, purchasing, and compliance with all applicable State and Federal regulations.

Dr. Yechiel Zagelbaum is the proposed Medical Director. Dr. Zagelbaum is a practicing Pediatrician who has owned his own practice for approximately 18 years. He received his medical degree from the New York College of Osteopathic Medicine. He completed his Pediatric residency at Maimonides Medical Center in Brooklyn. He is board certified in Pediatrics.

Outside Manager

The operator LIC also is requesting approval for an outside Manager. The outside Manager would be ABG Management, LLC whose sole member is Ari Gluck

Mr. Ari Gluck was a licensed Nursing Home Administrator but has not renewed his license since 2014. He is currently employed at Williamsburg Pediatrics, PC as Chief Operating Officer and has been for approximately 15 months. Responsibilities included the day to day operations of the medical practice and overseeing the compliance program. Mr. Gluck reports directly to the Chief Executive Officer. He is also currently employed at NDC Distributors, LLC (Drug Wholesaler) and has been there for approximately six years. He is responsible for day-to-day operations, including but not limited to purchasing, sales, proper record-keeping, recalls returns, quality control, customer service, and policies and procedures to ensure accurate inventory control, and implementing and enforcing full compliance with all Federal and State Regulatory Standards. Mr. Gluck was previously employed at Meadow Park Rehabilitation and Health Care Center as Executive Director for approximately three years. He was responsible for the overall operations of the facility and was the direct liaison between ownership and facility administration.

Staff from the Division of Certification & Surveillance reviewed the disclosure information submitted regarding licenses held, formal education, training in pertinent health and/or related areas, employment history, a record of legal actions, and a disclosure of the applicant's ownership interest in other health care facilities. Licensed individuals were checked against the Office of Medicaid Management, the Office of Professional Medical Conduct, and the Education Department databases as well as the US Department of Health and Human Services Office of the Inspector General Medicare exclusion database.

Additionally, the staff from the Division of Certification & Surveillance reviewed the ten-year surveillance history of all associated facilities. Sources of information included the files, records, and reports found in the Department of Health. Included in the review were the results of any incident and/or complaint investigations, independent professional reviews, and/or comprehensive/focused inspections. The review found that any citations were properly corrected with appropriate remedial action.

Conclusion

The addition of primary care and other medical specialties will enhance access to the population in the service area. Based on the information reviewed, staff found nothing that would reflect adversely upon the applicant's character and competence or standing in the community.

Financial Analysis

Administrative Services Agreement (ASA)

The applicant has provided a draft ASA, which is summarized below:

Operator:	ABG Management, LLC
Company:	Kerestir Health, LLC
Term:	Initial three-year term, and subsequently renewable annually
Services Provided:	Upon request by Operator, participate in any on-site inspections of Facility by any governmental authority or mortgagee; assist with facility maintenance and repair requirements and the Operator's obligations under the Mortgage and local codes, subject to any limitations imposed by Operator; assist in developing marketing data and community relations and outreach; assist in the selection and hiring of any replacement administrator and assistant administrator, if necessary; assist in the selection and hiring of any replacement Director of Medicine; assist in developing and implementing business development programs; assist in coordinating Operator related licensure and certification renewals; and consult with Operator regarding the types of insurance, amounts of coverage
Excluded Services:	Service provider shall NOT have responsibility for: supervision of care or care of patients; supervision of medical staff; medical decisions or outcomes; evaluating or ensuring quality of care; adequacy of staffing or training; adequacy of policies and procedures or ensuring proper implementation of same; adequate supervision of employees; coding, billing or collections; accounting or bookkeeping; human resources or payroll; compliance with laws, or anything else not expressly included herein, and is not a manager or Controlling Party of the Operator.
Compensation:	\$3,750 monthly for the first 24 months of the term and \$7,083.33 monthly for months 25-36.

Kerestir, LLC retains ultimate control in all financial decisions associated with the services. The applicant has submitted an executed attestation stating that the applicant understands and acknowledges that there are powers that must not be delegated, the applicant will not willfully engage in any illegal delegation and understands that the Department will hold the applicant accountable.

Lease Agreement

The applicant has submitted a draft lease agreement, the terms of which are summarized below:

Premises:	5,400 total sq. ft. located at 501 Route 208, Monroe, New York 10950, consisting of two floors: Floor 1 consists of 2,500 sq. ft. and Floor 2 consists of 2,900 sq. ft.
Landlord:	17M Goldstar, LLC
Tenant:	Kerestir Health LLC
Rental:	Floor 1: Base rent of \$87,500 per year (\$35.00 per sq. ft.) for the first year with a 1.5% increase thereafter. Floor 2: \$108,000 annualized (\$37.24 sq. ft.)
Term:	10 years
Provisions:	Lessee shall be responsible for real estate taxes, maintenance, insurance and utilities.

The lease arrangement is a non-arm's length agreement. The applicant has submitted an affidavit attesting that there is a relationship between landlord and tenant as the respective entities have members in common. Letters from two New York real estate brokers were submitted attesting to the reasonableness of the rent.

Total Project Costs and Financing

Total project costs are estimated at \$2,441,250 broken down as follows:

Renovation & Demolition	\$1,620,232
Design Contingency	162,023
Construction Contingency	162,023
Planning Consultant Fees	31,461
Architect/Engineering Fees	125,843
Other Fees	100,000
Movable Equipment	199,326
Telecommunications	25,000
CON Application Fee	2,000
Additional CON Processing Fee	<u>13,342</u>
Total Project Cost	\$2,441,250
Total Reimbursable Cost	\$0

The applicant will fund the total project cost via equity (landlord contribution and members' equity). The landlord has provided a \$1,250,000 contribution. The remaining \$1,191,250 will be funded by the applicant members.

The applicant indicated construction has already commenced. Because construction commenced prior to approval, the total reimbursable cost is \$0.

BFA Attachment A is a summary of the personal Net Worth Statements of the applicant members, which indicates sufficient liquid resources exist to fund the equity requirement for project costs.

Operating Budget

The applicant has submitted their first- and third-year operating budget, in 2020 dollars, as shown below:

Revenues	Year One		Year Three	
	Per Visit	Total	Per Visit	Total
Commercial-FFS	\$164.95	\$177,978	\$164.99	\$352,249
Medicare-FFS	\$150.00	242,698	\$150.01	480,339
Medicare-MC	\$120.07	64,719	\$120.05	128,090
Medicaid-FFS	\$140.31	75,627	\$140.28	149,677
Medicaid-MC	\$104.11	673,832	\$104.11	1,333,627
Private Pay	\$189.76	<u>61,483</u>	\$190.13	<u>121,686</u>
Total Revenues		\$1,296,337		\$2,565,668
<u>Expenses</u>				
Operating	\$101.56	\$1,095,477	\$93.99	\$2,006,586
Capital	<u>\$25.13</u>	<u>\$271,045</u>	<u>\$12.82</u>	<u>273,690</u>
Total Expenses	\$126.68	\$1,366,522	\$106.81	\$2,280,276
Net Income		<u>(\$70,185)</u>		<u>\$285,392</u>
Visits		10,787		21,348
Cost/Visit		\$126.68		\$106.81

Utilization by payor source during the first and third years (identical) is broken down as follows:

<u>Payor</u>	<u>%</u>
Commercial - FFS	10%
Medicare - FFS	15%
Medicare - MC	5%
Medicaid - FFS	5%
Medicaid - MC	60%
Private Pay	3%
Charity	2%
Total	100%

The following is noted with respect to the submitted budget:

- Medicaid Fee for Service is based on the base Medicaid APG rate plus cost of capital as obtained from the Bureau of D&TC Reimbursement.
- Medicaid Managed Care is assumed at 75% of the Medicaid APG Fee for Service rate.
- Effective January 1, 2020, Medicaid payments have been reduced by 1% in accordance with the FY 2020 Enacted State Budget, therefore reducing the Medicaid Revenues in Years One and Three. This reduction has been reflected within the budgets
- Commercial Insurance and Medicare Fee for Service is based on Medicare Part B Fee Schedule. Medicare Managed Care is based on 80% of the Medicare Part B Fee Schedule.
- Expenses are based predominantly on labor costs for practitioners (mostly physician) with a staffing pattern that includes 3.85 FTE physicians in Year One and 7.62 physicians in Year Three as the facility ramps up utilization. Medical supplies account for \$59,326 of expenses in Year One, increasing to \$117,416 by Year Three consistent with the projected increased utilization. Capital cost includes rent expense (\$195,000 in year one) and depreciation on applicant's contribution to leasehold improvements and moveable equipment. The expenses appear reasonable.

Capability and Feasibility

The project costs of \$2,441,250 will met with \$1,250,000 in construction costs from the landlord and the remaining equity of \$1,191,250 provided by the members.

Working capital requirements are estimated at \$380,046 based on two months of third year expenses and will be satisfied via members' equity. BFA Attachment A provides the net worth of the proposed members, which indicates the availability of sufficient funds for the level of equity. The applicant has submitted an affidavit indicating that the equity will be provided disproportionate to ownership interests. BFA Attachment C, the pro forma balance sheet for the applicant, indicates that the facility will initiate operations with members equity of \$2,821,296.

The submitted budget indicates the facility will generate a loss of \$70,185 and income of \$285,392 in the first and third years, respectively. The first-year loss will be offset from working capital. Revenues are based on prevailing reimbursement methodologies for D&TC services. The submitted budget appears reasonable.

Subject to the noted contingency, the applicant has demonstrated the capability to proceed in a financially feasible manner.

Attachments

BFA Attachment A	Net Worth of Proposed Members
BFA Attachment B	Organizational Chart
BFA Attachment C	Pro Forma Balance Sheet, Kerestir Health Center
RNR Attachment A	Map



Project # 192322-B
Victory Community Health Center, Inc.

Program: Diagnostic and Treatment Center **County:** Kings
Purpose: Establishment and Construction **Acknowledged:** February 3, 2020

Executive Summary

Description

Victory Community Health Center, Inc., an existing not-for-profit New York corporation, requests approval to establish and construct an Article 28 diagnostic and treatment center (D&TC) to be located at 1659 78th Street, Suite 2A, Brooklyn (Kings County). The applicant requests certification for Medical Services - Primary Care, Medical Services – Other Medical Specialties, and Dental O/P. Additionally, the applicant will provide podiatry and physical and occupational therapy services. The D&TC will be housed in approximately 9,000 square feet of leased space on the second floor of an existing two-story multi-use building. Upon completion of the project, the D&TC will have six exam rooms, four dental rooms, one X-Ray room, a mammography room, a physical therapy suite with nine therapy bays, an exercise pool, therapy tub and exercise equipment, and the requisite support areas for the various program areas. The building is owned by 7718 Professional Plaza LLC, an unrelated entity, that will lease the entire second floor space to Victory Community Health Center, Inc. Upon approval of this application by the Public Health and Health Planning Council, the applicant intends to apply to HRSA as a Federally Qualified Health Center (FQHC) Look Alike Clinic to provide primary care services to an underserved area in Kings County.

Vladimir Lekht, M.D., who specialized in internal medicine, will serve as Medical Director. The proposed Center will have a transfer and affiliation agreement for emergency and backup services with NYU Langone Hospital-Brooklyn located 3.2 miles (19 minutes' travel time) from the proposed center.

OPCHSM Recommendation
Contingent Approval

Need Summary

Victory Community Health proposes to certify a diagnostic and treatment center in Kings County, in order to become a Federally Qualified Health Look Alike Clinic. Proposed services will be Medical Services - Primary Care. Areas of Kings County are designated as a Medically Underserved Area. The applicant projects 32,400 visits in the first year of operation.

Program Summary

The individual background review indicates the proposed members have met the standard for approval as set forth in Public Health Law §2801-a(3).

Financial Summary

Total project costs of \$391,739 will be met with \$70,000 equity from employees of Victory Community Health Center, Inc., with the remaining \$321,739 to be financed via a loan from Alexander Kouperman and Elizabeth Kouperman at 6% interest for an eight-year term and eight-year payout period. A letter of interest has been provided. The applicant indicated that the loan is an arm's length agreement. Documentation has been provided showing sufficient resources to fund the project cost loan.

<u>Budget</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$2,784,303	\$3,868,733
Expenses	<u>2,712,855</u>	<u>3,662,239</u>
Net Income	\$71,448	\$206,494

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

Approval contingent upon:

1. Submission of a check for the amount enumerated in the approval letter, payable to the New York State Department of Health. Public Health Law Section 2802.7 states that all construction applications requiring review by the Public Health and Health Planning Council shall pay an additional fee of fifty-five hundredths of one percent of the total capital value of the project, exclusive of CON fees. [PMU]
2. Submission of an executed loan commitment, acceptable to the Department of Health. [BFA]
3. Submission of an executed building lease, acceptable to the Department of Health. [BFA]
4. Submission of an executed working capital loan commitment, acceptable to the Department. [BFA]
5. Submission of proof of site control, acceptable to the Department. [CSL]
6. Submission of a photocopy of the Board Resolution adopting the applicant's bylaws, acceptable to the Department. [CSL]
7. Submission of a photocopy of the applicant's executed and amended bylaws, acceptable to the Department. [CSL]
8. Submission of a photocopy of the applicants executed and amended certificate of incorporation, acceptable to the Department. [CSL]
9. Submission of an revised Schedule 3B, reflecting that the Not-For-Profit does not have any members in Section D. [CSL]
10. Submission of the review and approval of the pool design by the Department of Health's Bureau of Community Environmental Health and Food Protection. [PMU]

Approval conditional upon:

1. The project must be completed within two years from the date of the Public Health and Health Planning Council recommendation letter. Failure to complete the project within the prescribed time shall constitute an abandonment of the application by the applicant and an expiration of the approval.
2. Construction must start on or before December 1, 2020 and construction must be completed by December 31, 2021, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the start date this shall constitute abandonment of the approval. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. [PMU]
3. The staff of the facility must be separate and distinct from the staff of other entities; the signage must clearly denote the facility is separate and distinct from other entities; the clinical space must be used exclusively for the approved purpose; and the entrance must not disrupt any other entity's clinical program space. [HSP]
4. The applicant must ensure registration for and training of facility staff on the Department's Health Commerce System (HCS). The HCS is the secure web-based means by which facilities must communicate with the Department and receive vital information. Upon receipt of the Operating Certificate, the Administrator/director that has day-to-day oversight of the facility's operations shall submit the HCS Access Form at the following link to begin the process to enroll for HCS access for the first time or update enrollment information as necessary:
https://www.health.ny.gov/facilities/hospital/docs/hcs_access_form_new_clinics.pdf. Questions may be directed to the Division of Hospitals and Diagnostic & Treatment Centers at 518-402-1004 or email: hospinfo@health.ny.gov [HSP]
5. The submission of Final Construction Documents, as described in BAER Drawing Submission Guidelines DSG-05, is required prior to the applicant's start of construction. [AER]

Council Action Date

July 30, 2020

Need and Program Analysis

Program Proposal

Proposed Operator	Victory Community Health Center Inc.
To Be Known As	Victory Community Health Center
Site Address	1659 78 th Street Suite 2A Brooklyn, New York 11214 (Kings County)
Services	Medical Services – Primary Care Medical Services - Other Medical Specialties Dental Podiatry Physical Therapy Occupational Therapy
Hours of Operation	Monday-Sunday 9 AM to 8 PM
Staffing (1st Year / 3rd Year)	23.4 FTEs / 34.3 FTEs
Medical Director(s)	Vladimir Lekht, M.D.
Emergency, In-Patient and Backup Support Services Agreement and Distance	Expected to be provided by NYU Langone 2.5 miles / 14 minutes away

Analysis

The service area includes the areas of Bensonhurst and Bath Beach of Kings County. The population of Kings County was 2,504,700 in 2010 and is projected to grow to 2,810,876 by 2025, an increase of 12.2%.

Kings County is designated as a Medically Underserved Area/Population (Source: HRSA). Victory Community Health Center is seeking approval to construct a diagnostic and treatment center and apply to become a Federally Qualified Health Look Alike Clinic.

The applicant projects 32,400 visits in Year One and 43,200 in Year Three. The applicant is committed to serving all persons in need without regard to ability to pay or source of payment.

Character and Competence

The board of Victory Community Health Center Inc. is:

Name	Title
Zinovy Kerzhner	<i>Executive Director</i>
Regina Prokofyera	<i>Chairperson/Treasurer</i>
Klara Kerzhner	<i>Secretary</i>
Yvonne Ward	<i>Board Member</i>
Vladimir Lekht, MD	<i>Board Member</i>

Dr. Vladimir Lekht is the Director of the Internal Medicine Department and has been a staff Internal Medicine Physician at an adult care center for approximately eight years. He is also self-employed on a part time basis and sees home bound patients. He earned his medical degree from the Ross University, School of Medicine, in Dominica. He completed his Internal Medicine residency at Maimonides Hospital medical Center. He completed his medical degree at the University of California Los Angeles School of Medicine.

Mr. Zinovy Kerzhner has been the Supervising Administrator and Program Director of an Adult Day Care part time for approximately eight years. He is responsible for supervising a staff of ten (10) employees and volunteers, including hiring and firing the employees. He has developed and implemented policies and procedures for documenting and storing patient records. He has processed medical-legal documents, insurance data, and corresponding requests for each. He has also analyzed patient data for

reimbursement, facility planning, risk management, utilization management, and research purposes. He has directed public relations, advertising, and marketing campaigns for the facility. He was previously employed as the Supervising Administrator of a primary care practice.

Ms. Klara Kerzhner is the Program Director of an Adult Daycare Center for over eight (8) years. She is responsible for the administrative operations of the facility including managing the day to day operations; administering and supervising patient care services; hiring and firing of employees; supervising a staff of 10 employees and volunteers; developing and implementing policies and procedures for documenting and storing patient records; participated in the development and design of the computer software for the computerized health information system; processing medical-legal documents, insurance data, and corresponding requests; analyzes patient data for reimbursement, facility planning, quality of patient care, risk management, utilization management, and research; and manages the medical records department.

Ms. Regina Prokofyera is a Manager of a Rehabilitation and Physical Therapy clinic for over two years. She performs the administrative, supervisory, and financial duties. She monitors all aspects of legal compliance, billing procedures, collections, and monthly cash flow. She supervises a staff of six employees. She was the previous Facility Manager of a multispecialty private medical clinic.

Ms. Yvonne Ward has been the Administrator of a Licensed Homecare Agency for approximately one year. She is also the Regional Program Director/Compliance Director at an Adult Day Center. She is responsible for overseeing two (2) large adult day centers where she ensures compliance and conformity with all laws and regulations, including planning and implementing a compliance program. She managed and implemented the program to accommodate the needs of all the participants. She is responsible for record keeping, accounts, and billing audits. She has also been an Independent Contractor for approximately six (6) years who assists clients with all aspects of the NYS Article 36 Licensed Home Care Services Agency licensure including preparation of policy and procedure manuals, Department legal review response, clinical files and employee file forms, and comprehensive review of the organization's adherence to regulatory guidelines.

Staff from the Division of Certification & Surveillance reviewed the disclosure information submitted regarding licenses held, formal education, training in pertinent health and/or related areas, employment history, a record of legal actions, and a disclosure of the applicant's ownership interest in other health care facilities. Licensed individuals were checked against the Office of Medicaid Management, the Office of Professional Medical Conduct, and the Education Department databases as well as the US Department of Health and Human Services Office of the Inspector General Medicare exclusion database.

Additionally, the staff from the Division of Certification & Surveillance reviewed the ten-year surveillance history of all associated facilities. Sources of information included the files, records, and reports found in the Department of Health. Included in the review were the results of any incident and/or complaint investigations, independent professional reviews, and/or comprehensive/focused inspections. The review found that any citations were properly corrected with appropriate remedial action.

Conclusion

Approval of this project will allow for the improved access for primary care services for residents within areas of Bensonhurst and Bath Beach as well as the surrounding communities of Kings County. Based on the information reviewed, staff found nothing that would reflect adversely upon the applicant's character and competence or standing in the community.

Financial Analysis

Lease Agreement

The applicant has submitted a letter of intent / draft lease agreement for the site to be occupied, the terms of which are summarized below:

Premises:	9,000 square feet of space at 1659 78 th Street, 2 nd Floor, Brooklyn, NY, 11214
Owner:	7718 Professional Plaza LLC
Tenant:	Victory Community Health Center, Inc.
Rental:	Base rent \$324,900 annually (\$27,000 per month) and 3% increase thereafter.
Term:	20 years
Provisions:	Tenant shall be responsible for proportionate share of water bill, and real estate tax increases.

The applicant submitted an affidavit that the lease is a non-arm's length agreement. The applicant has submitted letters from two New York State realtors attesting to the rent reasonableness.

Total Project Cost and Financing

Total project costs for leasehold improvements, renovations and moveable equipment is \$391,739, broken down as follows:

Renovation & Demolition	\$125,000
Design Contingency	12,500
Construction Contingency	12,500
Architect /Engineering Fees	25,000
Moveable Equipment	148,107
Telecommunications	1,500
Interest Expense	63,000
CON Fee	2,000
Additional Processing Fee	<u>2,132</u>
Total Project Cost	\$391,739

Project costs are based on a 13-month construction period.

The applicant's financing plan is as follows:

Equity (Employees)	\$70,000
Loan (8-year term, 6%, self-amortizing)	<u>321,739</u>
Total	<u>\$391,739</u>

Alexander Kouperman and Elizabeth Kouperman have provided a letter of interest to fund the project cost loan and documentation from Goldman Sachs Bank showing sufficient resources. The applicant indicated that the loan agreement is an arm's length agreement as Mr. and Ms. Kouperman, other than being lenders, have no relation to the operation.

Operating Budget

The applicant submitted their first year and third-year operating budget, in 2020 dollars, as shown below:

	Year One		Year Three	
	Per Visit	Total	Per Visit	Total
<u>Revenues</u>				
Commercial FFS	\$85.00	\$220,320	\$85.00	\$293,760
Medicare FFS	\$85.00	413,100	\$85.00	550,800
Medicare MC	\$85.00	275,400	\$85.00	367,200
Medicaid FFS	\$147.75	718,065	\$147.75	1,276,560
Medicaid MC	\$73.88	1,077,098	\$73.88	1,276,560
Private Pay	\$85.00	137,700	\$85.00	183,600
Bad debt		<u>(57,380)</u>		<u>(79,747)</u>
Total Revenues		\$2,784,303		\$3,868,733
<u>Expenses</u>				
Operating	\$70.73	\$2,291,655	\$74.66	\$3,225,361
Capital	<u>\$13.00</u>	<u>421,200</u>	<u>\$10.11</u>	<u>436,878</u>
Total Expenses	\$83.73	\$2,712,855	\$84.77	\$3,662,239
Excess of Revenues		<u>\$71,448</u>		<u>\$206,494</u>
Utilization (Visits)		32,400		43,200

Utilization by payor source during first and third years is broken down as follows:

Payor	Year One		Year Three	
	Visits	%	Visits	%
Commercial FFS	2,592	8%	3,456	8%
Medicare FFS	4,860	15%	6,480	15%
Medicare MC	3,240	10%	4,320	10%
Medicaid FFS	4,860	15%	8,640	20%
Medicaid MC	14,580	45%	17,280	40%
Private Pay	1,620	5%	2,160	5%
Charity Care	<u>648</u>	<u>2%</u>	<u>864</u>	<u>2%</u>
Total	<u>32,400</u>	<u>100%</u>	<u>43,200</u>	<u>100%</u>

The following is noted with respect to the submitted budget:

- Effective April 2, 2020, Medicaid payments have been reduced by 1.5% in accordance with the FY 2020 Enacted State Budget, therefore reducing Medicaid revenues. This reduction has been reflected within the budgets.
- Expense, revenue and utilization assumptions are based on average workflow, utilization and expenses experienced by private medical practices of the similar size and service offering within the existing location, and personal experience managing similar facilities in Kings county.
- Year One utilization of 32,400 visits is based on current service needs, physical serviceability and a 360-day work year.
- Utilization is expected to increase by 15% annually (on average) due to better community awareness and established service efficiency), for a projected Year Three volume of 43,200 visits.
- The rates of the respective payor sources are based on the current reimbursement rates for similar services within the immediate service area.

Capability and Feasibility

The total project cost of \$391,739 will be funded with \$70,000 equity from employees of Victory Community Health Center, Inc., with the remaining \$321,739 to be financed via a loan from Alexander Kouperman and Elizabeth Kouperman at 6% interest for an eight-year term and eight-year payout period. A letter of interest has been provided. The applicant indicated that the loan is an arm's length agreement. Documentation has been provided from Goldman Sachs Bank showing the lenders have sufficient resources to fund the project cost loan.

Working capital requirements are estimated at \$610,373 based on two months of third year expenses and will be met with \$305,187 equity (employees) and a \$305,186 loan from Mr. and Ms. Kouperman for a five-year term (level debt) at 6% interest. The lenders provided a documentation showing sufficient funds in a bank account to fund the total project cost and working capital loan amount.

BFA Attachment A is the net worth statements of the individuals associated with Victory Community Health Center, Inc. providing equity for the total project cost and the working capital, which indicates the availability of sufficient funds for stated levels of equity. The individuals contributing equity are as follows: Zinovy Kerzhner (Executive Director), Klara Kerzhner (Secretary), and Regina Prokofyeva (Treasurer). BFA Attachment B, the pro forma balance sheet for the applicant, indicates that the facility will initiate operations with a positive net asset position of \$375,187.

The submitted budget indicates the facility will generate net income of \$71,448 and \$206,494 in the first and third years, respectively. Revenues are based on prevailing reimbursement methodologies for D&TCs. The budget appears reasonable.

Subject to the noted contingencies, it appears that the applicant has demonstrated the capability to proceed in a financially feasible manner.

Attachments

BFA Attachment A	Net Worth Statement of Victory Community Health Center, Inc.
BFA Attachment B	Pro Forma Balance Sheet, Victory Community Health Center, Inc.
BHFP Attachment	Map



**Project # 192223-B
Care365, LLC**

Program: Diagnostic and Treatment Center **County:** Rockland
Purpose: Establishment and Construction **Acknowledged:** November 7, 2019

Executive Summary

Description

Care365, LLC, an existing New York limited liability company whose sole member is Zehava Goldenberg, requests approval to establish and construct an Article 28 diagnostic and treatment center (D&TC) to be located at 1 Main Street, Monsey (Rockland County). The applicant requests certification for Medical Services – Primary Care, Medical Services – Other medical Specialties and CT Scanner services. The scope of services will include primary medical care, CT and other specialty medical services including diagnostic x-rays, infusion care, and cardio-care. Rockland County will be the primary service area with an emphasis on the Hamlet of Monsey, Town of Ramapo in which the Center will be located.

The D&TC will be housed in approximately 7,153 square feet of leased space in an existing one-story building. The D&TC will have two clinical areas, one for urgent care and another for patient infusions and cardio-care. The urgent care area will be comprised of seven exam rooms, one large treatment room for minor procedures, a separate X-Ray and CT Scan area, a lab and a nurse’s station. The second clinical area will contain four additional exam rooms, a nurse’s station and a small waiting area.

The sole member of Care 365, LLC is Zehava Goldenberg.

Seth Kurtz, M.D., who is Board-certified in Pediatrics and Emergency Medicine, will be the Medical Director. Nyack Hospital, located 3 miles (1-minute travel time), is expected to enter into a Transfer and Affiliation Agreement (TAA).

OPCHSM Recommendation
Contingent Approval

Need Summary

The number of projected visits is 7,452 in Year One and 14,752 in Year Three, with Medicaid utilization at 36% and Charity Care at 4.0% by the third year. The applicant will provide care sensitive to the cultural and religious needs of the Hasidic Orthodox Jewish Community.

Program Summary

The individual background review indicates the proposed member has met the standard for approval as set forth in Public Health Law §2801-a(3).

Financial Summary

The total project cost of \$442,208 will be met via \$437,800 of leasehold improvements completed by the original tenant, Care 365 SBV, LLC, and \$4,408 in accumulated funds.

<u>Budget</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$1,110,439	\$2,139,295
Expenses	\$1,151,859	\$1,812,782
Net Income/(Loss)	(\$41,420)	\$326,513

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

Approval contingent upon:

1. Submission of a check for the amount enumerated in the approval letter, payable to the New York State Department of Health. Public Health Law Section 2802.7 states that all construction applications requiring review by the Public Health and Health Planning Council shall pay an additional fee of fifty-five hundredths of one percent of the total capital value of the project, exclusive of CON fees. [PMU]
2. Submission of an executed transfer and affiliation agreement, acceptable to the Department, with a local acute care hospital. [HSP]
3. Submission of an executed Assignment of Lease Agreement, acceptable to the Department of Health. [BFA]
4. Submission of State Hospital Code (SHC) Drawings for review and approval, as described in BAER Drawing Submission Guidelines DSG-1.0 [AER]
5. Submission of a complete and executed Lease Agreement, acceptable to the Department. [CSL]
6. Submission of a complete and executed Operating Agreement, acceptable to the Department. [CSL]
7. Submission of complete and executed Articles of Organization and Amendments that are acceptable to the Department. [CSL]
8. Submission of complete and executed Articles of Organization of Care 365 SBV, LLC that are acceptable to the Department. [CSL]

Approval conditional upon:

1. The project must be completed within one year from the date of the Public Health and Health Planning Council recommendation letter. Failure to complete the project within the prescribed time shall constitute an abandonment of the application by the applicant and an expiration of the approval.
2. Construction must start on or before November 1, 2020 and construction must be completed by December 31, 2020, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the start date this shall constitute abandonment of the approval. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. [PMU]
3. The submission of Final Construction Documents, as described in BAER Drawing Submission Guidelines DSG-05, is required prior to the applicant's start of construction. [AER]
4. The staff of the facility must be separate and distinct from the staff of other entities; the signage must clearly denote the facility is separate and distinct from other entities; the clinical space must be used exclusively for the approved purpose; and the entrance must not disrupt any other entity's clinical program space. [HSP]
5. The applicant must ensure registration for and training of facility staff on the Department's Health Commerce System (HCS). The HCS is the secure web-based means by which facilities must communicate with the Department and receive vital information. Upon receipt of the Operating Certificate, the Administrator/director that has day-to-day oversight of the facility's operations shall submit the HCS Access Form at the following link to begin the process to enroll for HCS access for the first time or update enrollment information as necessary:
https://www.health.ny.gov/facilities/hospital/docs/hcs_access_form_new_clinics.pdf. Questions may be directed to the Division of Hospitals and Diagnostic & Treatment Centers at 518-402-1004 or email: hospinfo@health.ny.gov [HSP]

Council Action Date

July 30, 2020

Need and Program Analysis

Project Proposal

The proposed center will provide primary medical care services, other medical specialties, diagnostic radiology, infusion care, and cardio-care.

Proposed Operator	Care365, LLC
To Be Know As	Care365, LLC
Site Address	1 Main Street Monsey NY 10952 (Rockland County)
Specialties	Medical Services – Primary Medical Care Medical Services-Other Medical Specialties CT Scanner
Hours of Operation	Monday through Friday 8:00 AM to 6:00 PM, as needed will expand Hours to Sunday at 8:30 AM to 6:00 PM
Staffing (1st Year / 3rd Year)	9.95 FTEs/ 17.18 FTEs
Medical Director(s)	Seth Kurtz, MD
Emergency, In-Patient and Backup Support Services Agreement and Distance	Expected to be provided by Nyack Hospital 3.0 miles / 1 minute away

Background and Analysis

The proposed service area will be Rockland County, with a specific emphasis on the communities surrounding the D&TC including the area in the town of Monsey. The town of Monsey is made up predominantly of Orthodox Jewish families. The population of Rockland County was 311,687 in 2010 and is projected to grow to 346,928 by 2025, an increase of 11.3%.

The number of projected visits is 7,452 in Year One and 14,752 in Year Three. The center is projecting Medicaid utilization of 36% and Charity Care of 4.0% by the third year.

Character and Competence

The sole member of Care365, LLC is Zehava Goldenberg

Ms. Goldenberg has been employed at Care365 SBV, LLC, as executive director for approximately one year. Care365 SBV, LLC is a health service management company owned by her spouse. She is responsible for directing, supervising and coordinating staff, and office activities on a day to day basis at the medical facility to provide quality, cost effective patient care. She holds Operational, Fiscal, and Human Resource responsibilities and has knowledge of Department of Health Regulations as it involves the development of Policies and Procedures and Compliance. The position also requires addressing patient complaints and concerns and ensuring collaboration amongst staff. Her past employment includes Medicaid Coordinator at Cliffside Nursing and Rehabilitation Facility for approximately 18 years. Her responsibilities included assisting patients with the admissions process and ensuring continued Medicaid coverage for all eligible residents. The position required continuous communication with families, attorneys, geriatric care managers and county DSS agencies with regard to Medicaid eligibility process.

Dr. Seth Kurtz is the proposed Medical Director. He is currently an Internal Medicine and Urgent Care Physician of an Article 28 Diagnostic and Treatment Center. He assists the current Medical Director with the day to day responsibilities and oversight of the facility. He was previously employed as an Emergency Medicine Physician. His responsibilities included supervising medical staff, physician assistants, and medical residents. He was the physician in charge of the Emergency Department during his scheduled shifts. He is Board Certified in Internal Medicine. He graduated with his medical degree from St. George's University School of Medicine in Grenada. He completed his Internal Medicine residency at New York Presbyterian Queens.

Staff from the Division of Certification & Surveillance reviewed the disclosure information submitted regarding licenses held, formal education, training in pertinent health and/or related areas, employment history, a record of legal actions, and a disclosure of the applicant's ownership interest in other health care facilities. Licensed individuals were checked against the Office of Medicaid Management, the Office of Professional Medical Conduct, and the Education Department databases as well as the US Department of Health and Human Services Office of the Inspector General Medicare exclusion database.

Dr. Kurtz disclosed a pending malpractice suit for a patient that died in the hospital but was seen in the practice six weeks prior. Dr. Kurtz has never seen or treated the patient. The case is currently pending.

Additionally, the staff from the Division of Certification & Surveillance reviewed the ten-year surveillance history of all associated facilities. Sources of information included the files, records, and reports found in the Department of Health. Included in the review were the results of any incident and/or complaint investigations, independent professional reviews, and/or comprehensive/focused inspections. The review found that any citations were properly corrected with appropriate remedial action.

Manhattanville Health Care Center:

- The Department issued a Stipulation and Order (S&O) dated August 13, 2018 and fined Manhattanville Health Center \$12,000 based on deficiencies found during an inspection completed on May 14, 2018. Immediate Jeopardy was found and deficient practice was cited in the area of Cardiopulmonary Resuscitation and Administration. Specifically, the facility failed to initiate CPR in a timely manner to an unresponsive resident with a full code status and have a system in place to distinguish cardiac arrest emergencies from other types of emergencies.

Conclusion

The addition of primary care and other medical specialties will enhance access to the population in the service area. Based on the information reviewed, staff found nothing that would reflect adversely upon the applicant's character and competence or standing in the community.

<h2>Financial Analysis</h2>

Total Project Cost and Financing

The total project cost for renovations and movable equipment is estimated at \$442,208 broken down as follows:

Renovation & Demolition	33,000
Movable Equipment	404,800
Application Fee	2,000
Additional Processing Fee	<u>2,408</u>
Total Project Cost	\$442,208

The financing for this project will be as follows:

Tenant Leasehold Improvements	\$ 437,800
Cash	<u>4,408</u>
Total	\$ 442,208

The leasehold improvements were completed by the current holder of the lease, Care 365 SBV, LLC, whose sole member is Eugene Goldenberg. The site currently accommodates a physician group practice that will cease operation and vacate the premises upon 30 days' notice from Care 365 SBV, LLC. The dollar value of the movable equipment is based on the remaining useful life. BFA Attachments A shows sufficient resources to meet the equity requirement.

Lease Agreement (Master Lease)

The applicant has submitted an executed master lease agreement, the terms of which are summarized below:

Date:	May 1, 2017
Premises:	Approx. 7,153 sq. ft. located at 1 Main Street, Monsey, New York 10952
Landlord:	59306, LLC
Tenant:	Care365 SBV, LLC
Term:	10 Years
Rental:	Base rent for total leased space is \$262,000 per year (\$21,833.33 per month) for the 1 st year, increasing at 1.5% per year through the remainder of the lease term. Lessee shall deposit \$43,666.66 as a security deposit on or about the Lease Commencement Date
Provisions:	Tenant is responsible for real estate taxes, insurance, utilities and maintenance

The applicant submitted an affidavit stating the lease agreement between the property owner and the lessee is an arm's length arrangement.

The site currently accommodates a private physician group practice, QHC Upstate Medical PC, that is subleasing the space on a month-to-month basis. The private practice will cease operations at this location and vacate upon 30 days' notice from Care365 SBV, LLC. A Memorandum of Understanding (MOU) has been submitted by the applicant attesting to this agreement between the sublandlord and existing subtenant.

Assignment of Lease

The applicant has submitted a draft lease assignment agreement the terms of which are summarized below:

Premises:	Approx. 7,153 sq. ft. located at 1 Main Street, Monsey, New York 10952
Assignor:	Care365 SBV, LLC
Assignee:	Care365, LLC
Term:	10 Years to be coterminous with the existing Master Lease
Rental:	Base rent for total leased space is \$139,800 per year (\$11,650 per month) for the first five years. Rent will increase 2% per year beginning in year 6 and thereafter.
Provisions:	Tenant is responsible for utilities and maintenance.

There is a familial relationship between assignor and assignee in that Zehava Goldenberg, the sole member of Care365, LLC, is the spouse of Eugene Goldenberg, the sole member of Care365 SBV, LLC. Therefore, upon assignment of the lease the arrangement becomes a non-arm's length agreement. The applicant has submitted letters from two NYS licensed realtors attesting to the reasonableness of the per square footage rental based on the Lease Agreement. However, it is noted that the assigned lease arrangement has a lower cost per square foot.

Operating Budget

The applicant has submitted an operating budget, in 2020 dollars, for Years One and Three, summarized below:

	<u>Year One</u>		<u>Year Three</u>	
	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>
<u>Revenues</u>				
Commercial FFS	\$175.00	\$273,875	\$175.00	\$490,525
Medicare FFS	\$175.00	130,375	\$175.00	129,150
Medicare MC	\$140.00	260,820	\$140.00	619,500
Medicaid FFS	\$167.33	62,414	\$167.33	49,362
Medicaid MC	\$125.50	271,205	\$125.50	629,508
Private Pay	\$250.00	<u>111,750</u>	\$250.00	<u>221,250</u>
Total Revenue		\$1,110,439		\$2,139,295
<u>Expenses</u>				
Operating	\$93.88	\$699,625	\$92.23	\$1,360,548
Capital	<u>60.69</u>	<u>452,234</u>	<u>30.65</u>	<u>452,234</u>
Total	\$154.57	\$1,151,859	\$122.88	\$1,812,782
Net Income / (Loss)		<u>(\$41,420)</u>		<u>\$326,513</u>
Total Visits		7,452		14,752
Cost per Visit		\$154.57		\$122.88

Utilization by payor source for Year One and Year Three is as follows:

<u>Payor</u>	<u>Years One</u>	<u>Year Three</u>
Commercial FFS	21.0%	19.0%
Medicare FFS	10.0%	5.0%
Medicare M/C	25.0%	30.0%
Medicaid FFS	5.0%	2.0%
Medicaid M/C	29.0%	34.0%
Private Pay	6.0%	6.0%
Charity	<u>4.0%</u>	<u>4.0%</u>
Total	100.0%	100.0%

The following is noted with respect to the submitted budget:

- The Medicaid Fee for Service rate is conservatively estimated based on the Medicaid APG base rate of \$169.02 base rate as obtained from the Department of Health's Bureau of D&TC Reimbursement.
- Effective January 1, 2020, Medicaid payments have been reduced by 1% in accordance with the FY 2020 Enacted State Budget, therefore reducing the Medicaid Revenues in Years One and Three. This reduction has been reflected within the budgets.
- Medicaid Managed Care is assumed to be 75% of the Medicaid APG Fee for Service rate.
- Commercial Insurance and Medicare Fee for Service is based on the Medicare Part B fee schedule.
- Medicare Managed Care is based on 80% of the Medicare Part B fee schedule.
- Expenses are based predominantly on the labor costs for the staffing model that includes: Physicians (2.5 FTEs by Year Three), Physicians' Assistants and Nurse Practitioners (each at 0.5 FTEs by Year Three), 1.0 - 1.5 FTE RNs and 1.1 – 1.65 FTE Technicians/Specialists, as well as medical supplies and rent expense as documented per the lease assignment agreement.
- Utilization is projected base on the target community that has experienced a 15.3% increase in population from 2010-2019 and is expected to increase by an additional 5.7% over the next five years. Many residents in Monsey (43.6%) have income below the Federal Poverty Level and the goal of the applicant is to provide care for those in need in the community.

Capability and Feasibility

Project cost of \$442,208 will be met with \$437,800 in tenant leasehold improvements from the original tenant, and accumulated funds of \$4,408.

Working capital requirements are estimated at \$302,130 based on two months of third year expenses. BFA Attachment A is the member's personal net worth statement, which indicates sufficient resources overall to fund the equity requirements. BFA Attachment B is the Pro-Forma balance sheet for Care365, LLC, which shows the operation will start with \$302,130 in members' equity.

The submitted budget projects a net loss of \$41,420 and net income of \$326,513 during Years One and Three of operations, respectively. Care365, LLC has provided an affidavit that they will cover the projected first year loss. The budget appears reasonable.


Attachments

BFA Attachment A	Net Worth Statement of Proposed Member of Care365, LLC
BFA Attachment B	Pro-Forma Balance Sheet
BHFP Attachment	Map



MEMORANDUM

To: Public Health and Health Planning Council (PHHPC)

From: Richard J. Zahneleuter
General Counsel 

Date: March 3, 2020

Subject: Massena Memorial Hospital Foundation, Inc.
Certificate of Amendment of Certificate of Incorporation

Massena Memorial Hospital Foundation, Inc. ("MMH Foundation") proposes to amend its Certificate of Incorporation to broaden the corporate purpose and the geographic scope of the foundation to allow it to remain financially viable in order to continue its charitable mission. The MMH Foundation also proposes a name change and change of address for purposes of service of process of receiving service of process.

The MMH Foundation was formed to provide financial support to the municipal Massena Memorial Hospital. Massena Memorial Hospital has reorganized and is now a member of the St. Lawrence Health System ("St. Lawrence"). St. Lawrence has its own charitable foundation, the Canton-Potsdam Memorial Foundation and it is anticipated that the MMH Foundation and the Canton-Potsdam Foundation will overlap in their respective charitable missions. This overlap will make it more difficult for the MMH Foundation to raise funds and remain operational, unless its corporate purposes are broadened to include a wider geographic scope of operations to allow it to pursue different health initiatives. The proposed amendments will allow MMH Foundation to maintain its current donors while expanding and attracting new donors for different health initiatives. The MMH Foundation will continue to support the hospital in Massena and its broader purpose will allow it to explore new currently underfunded initiatives, including initiatives on the St. Regis Mohawk Reservation and underserved areas that surround the town of Massena.

Part of the legal review of the application involved reviewing the Certificate of Amendment of the Certificate of Incorporation for the MMH Foundation to allow it to amend its Certificate of Incorporation to change its corporate purposes. The Certificate cannot be filed with the New York State Department of State without having PHHPC's consent to file attached thereto. Therefore, PHHPC is being asked to grant consent to the filing.

The document has been reviewed. There is no legal objection to the proposed Certificate of Amendment of the Certificate of Incorporation of the MMH Foundation and it is in legally acceptable form.

Attachments



Division of Corporations,
State Records and
Uniform Commercial Code

New York State
Department of State
DIVISION OF CORPORATIONS,
STATE RECORDS AND
UNIFORM COMMERCIAL CODE
One Commerce Plaza
99 Washington Ave.
Albany, NY 12231-0001
www.dos.ny.gov

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

MASSENA MEMORIAL HOSPITAL FOUNDATION, INC.

(Name of Domestic Corporation)

Under Section 803 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is:

MASSENA MEMORIAL HOSPITAL FOUNDATION, INC.

If the name of the corporation has been changed, the name under which it was formed is:

SECOND: The certificate of incorporation was filed by the Department of State on:
October 3, 1984

THIRD: The law the corporation was formed under is:
the Not-for-Profit Corporation Law

FOURTH: The corporation is a corporation as defined in subparagraph (5) of paragraph (a) of
Section 102 of the Not-for-Profit Corporation Law.

FIFTH: The certificate of incorporation is amended as follows:

Paragraph 1 of the certificate of incorporation regarding
the name of the corporation

is hereby [*check the appropriate box*] added amended to read in its entirety as follows:

"1. The name of the corporation is Massena Hospital Foundation, Inc."

Paragraph 3 of the certificate of incorporation regarding

the purposes for which the corporation is formed

is hereby [*check the appropriate box*] added amended to read in its entirety as follows:

"3. The charitable purposes for which the corporation is formed and the powers which may be exercised by the corporation are as follows:

- a) to provide funding for the future development, construction, rehabilitation, modernization, equipping and expansion of Massena Memorial Hospital in the Town of Massena, St. Lawrence County, New York or such other entity as shall operate the hospital;
- b) to provide funding for health care initiatives to address the health needs in St. Lawrence County and Franklin County;
- c) to solicit donations from the public and organizations to fund the corporation's charitable purposes; and
- d) to engage in any and all lawful activities incidental to any of the foregoing purposes of the corporation.

Paragraph 9 of the certificate of incorporation regarding the address to which the Secretary of State shall mail a copy of process against it is amended to read in its entirety as follows:

"9. The Secretary of State of the State of New York is hereby designated as agent of the corporation upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of process against it is: One Hospital Drive, Massena, New York 13662."

(Remove this page if not needed)

SIXTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is:

One Hospital Drive, Massena, New York 13662.

SEVENTH: The certificate of amendment was authorized by: *(Check the appropriate box)*

- a vote of a majority of the members at a meeting.
- the unanimous written consent of the members entitled to vote thereon.
- a vote of a majority of the entire board of directors. The corporation has no members.

X Miriam S. Catapano
(Signature)

President
(Capacity of Signer)

Miriam Catapano
(Print or Type Signer's Name)

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
MASSENA MEMORIAL HOSPITAL FOUNDATION, INC.

(Name of Domestic Corporation)

Under Section 803 of the Not-for-Profit Corporation Law

Filer's Name Philip J. Murphy, Esq.

Address Hinman Straub P.C., 121 State Street

City, State and Zip Code Albany, New York 12207

NOTES:

1. The name of the corporation and its date of incorporation provided on this certificate must exactly match the records of the Department of State. This information should be verified on the Department of State's website at www.dos.ny.gov.
2. The certificate must be submitted with a \$30 filing fee.
3. This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores.
4. The Department of State recommends that all documents be prepared under the guidance of an attorney.
5. Please be sure to review Section 804 and Section 404 of the Not-for-Profit Corporation Law to determine if any consents or approvals are required to be attached to this certificate of amendment.

For Office Use Only

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
June 11, 2019.



Whitney Clark

Whitney Clark
Deputy Secretary of State for Business and
Licensing Services

CERTIFICATE OF INCORPORATION

OF

MASSENA MEMORIAL HOSPITAL FOUNDATION, INC.

UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

The undersigned hereby certify:

1. The name of the corporation is MASSENA MEMORIAL HOSPITAL FOUNDATION, INC.

2. The corporation is a corporation as defined in subparagraph (a)(5), of Section 102 of the Not-For-Profit Corporation Law in that it is not formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation is distributable to, or inures to the benefit of its members, directors or officers or any private person except to the extent permissible under the Not-For-Profit Corporation Law.

3. The purposes for which the corporation is formed are exclusively charitable, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, to wit:

a) to establish a fund for the future development, construction, rehabilitation, modernization, equipping and expansion of the municipal owned Massena Memorial Hospital in the Town of Massena, St. Lawrence County, New York;

b) to solicit donations from the public and other charitable organizations so as to accumulate sufficient funds to minimize the amount of taxpayer dollars needed to expand, modernize, equip or rehabilitate the Massena Memorial Hospital;

c) to receive, by gift, grant, devise or bequest, or to acquire by purchase or otherwise, properties, real, personal and mixed of whatsoever character and wheresoever situate, to promote and support the development and financial well being of the Massena Memorial Hospital and the physical well-being of its patients; and

d) anything to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to such as will qualify it as an exempt organization under Internal Revenue Code Section 501-subdivision (c)(3) including, for such purposes, the making of distributions to other organizations that so qualify.

5148202

8 15 1 8 5 2 4

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

4. It is the intention of this corporation at all times to qualify and remain qualified as exempt from income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may from time to time be amended. Accordingly:

a) the corporation is not to have authority to issue capital stock;

b) the corporation shall not be conducted or operated for profit, and no part of the net earnings of the corporation shall inure to the benefit of any member or private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes as permitted under Article 5 of the Not-For-Profit Corporation Law); nor shall any net earnings nor any of the property or assets of the corporation be used other than for the purposes of the corporation as aforesaid; and

c) in the event of liquidation, dissolution, termination or winding up of the corporation (whether voluntary, involuntary or by operation of law), and after the payment of just debts and liabilities, none of the property or assets of the corporation shall be made available in any way to any private individual, corporation or other organization except to corporations or other organizations described in Section 501(c)(3) of the Internal Revenue Code, as the same may from time to time be amended, in furtherance of the purposes for which the corporation is created, subject to the order of the Supreme Court of the State of New York, as provided by law.

d) Nothing herein contained shall authorize the corporation to establish, operate, construct, lease or maintain a hospital or to provide hospital service or health related service, or to operate a drug maintenance program, a certified home health agency, or a health maintenance organization, or to provide a comprehensive health services plan, as defined in and covered by Articles 28, 33, 36 and 44 respectively, of the Public Health Law.

5. The corporation is a Type B corporation under Section 207 of the Not-For-Profit Corporation Law.

6. The office of the corporation shall be located in the Town of Massena, County of St. Lawrence, State of New York.

7. The territory in which the corporation's activities is principally to be conducted is in St. Lawrence and Franklin Counties, New York.

8. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
James M. Murphy	5 Churchill Avenue, Massena, New York
Armen Markarian	90 Stoughton Avenue, Massena, New York
Floyd T. Richey	29 Highland Avenue, Massena, New York

9. The Secretary of State of the State of New York is hereby designated as agent of the corporation upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of process against it is: Maple Street, Massena, New York, 13662.

IN WITNESS WHEREOF, the undersigned incorporators, each being at least nineteen years of age, have made, subscribed and acknowledged this certificate the 17th day of May, 1983.

James M. Murphy
Name: James M. Murphy
Address: 5 Churchill Avenue
Massena, New York

Armen Markarian
Name: Armen Markarian
Address: 90 Stoughton Avenue
Massena, New York

Floyd T. Richey
Name: Floyd T. Richey
Address: 29 Highland Avenue
Massena, New York

STATE OF NEW YORK)
COUNTY OF ST. LAWRENCE) SS.

On this 17th day of May, 1983, before me personally came James N. Murphy, Arsen Markarian and Floyd T. Richey to me known and known to me to be the persons described in and who executed the foregoing Certificate of Incorporation and they duly acknowledged to me that they severally and independently executed the same.

Eugene L. Miccilli

Eugene L. Miccilli
Notary Public in the State of New York
My Commission Expires March 30, 1985

I, CAROL S. WALSH, JR., a Justice of the Supreme Court of the State of New York, Fourth Judicial District, do hereby approve the foregoing Certificate of Incorporation of the Massena Memorial Hospital Foundation, Inc. and consent that the same be filed.

Dated: AUGUST 14, 1983
Supreme Court, St. Lawrence
County, Special Term,
Canton, New York

Carol S. Walsh, Jr.
Supreme Court Justice
Fourth Judicial District

The undersigned, Floyd T. Richey, being the duly elected Supervisor of the Town of Massena, County of St. Lawrence, State of New York does hereby approve the foregoing Certificate of Incorporation of the Massena Memorial Hospital Foundation, Inc., and consent that the same be filed as provided by law. This approval was authorized by unanimous consent of the Town Board of the Town of Massena on the 10th day of August, 1983.

Dated: AUGUST 13, 1983
Massena, New York

Floyd T. Richey
FLOYD T. RICHEY, Supervisor
Town of Massena

The undersigned, being the duly elected
of the Public Health Council of the State of New York does hereby
approve the foregoing Certificate of Incorporation of the Massena
Memorial Hospital Foundation, Inc. and consent that the same be
filed as provided by law.

Dated: _____, 1983

PUBLIC HEALTH COUNCIL

By

We, C.D. Alexander, P. Michael Henderson, Jerome A. Lemieux,
Dwight Mayne, Martha McLean, James M. Murphy, Robert Peterson,
Thomas E. Piche, Bruce Smith, Ada Stolber, Ross Violi and Walter
Wilnhurst, being all of the members of the hospital board of the
Massena Memorial Hospital, Town of Massena, County of St.
Lawrence, State of New York do hereby approve the foregoing
Certificate of Incorporation of the Massena Memorial Hospital
Foundation, Inc. and consent that the same be filed as provided
by law.

Dated: July 12, 1983

C. D. Alexander
C. D. Alexander

P. Michael Henderson
P. Michael Henderson

Jerome A. Lemieux
Jerome A. Lemieux

Dwight Mayne
Dwight Mayne

Martha McLean
Martha McLean

James M. Murphy
James M. Murphy

Robert Peterson
Robert Peterson

Thomas E. Piche
Thomas E. Piche

Bruce Smith
Bruce Smith

Ada Stolber
Ada Stolber

Ross Violi
Ross Violi

Walter Wilnhurst
Walter Wilnhurst



STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING TOWER BUILDING
ALBANY, N.Y. 12237

PUBLIC HEALTH COUNCIL

March 27, 1984

KNOW ALL MEN BY THESE PRESENTS:

In accordance with action taken after inquiry and investigation at a meeting of the Public Health Council held on the 23rd day of March, 1984, I hereby certify that the Certificate of Incorporation of Massena Memorial Hospital Foundation, Inc., dated May 17, 1983, is APPROVED.

Public Health Council approval is not to be construed as approval of property costs or the lease submitted in support of the application. Such approval is not to be construed as an assurance or recommendation that property costs or lease amounts as specified in the application will be reimbursable under third party payor reimbursement guidelines.

Nancy A. Massaroni

NANCY A. MASSARONI
Secretary

Sent to: Eugene Nicandri, Esq.
LaVigne and Nicandri
57 East Orvis Street
Massena, New York 13662

cc: Mr. Arsen Harkarian
90 Stoughton Avenue
Massena, New York 13662

RECEIVED

MAR 28 1984

Eugene & Nicandri Att'ys
Massena, N. Y.

6

State of New York
SUPREME Court, County of ST. LAWRENCE

Index No. 76740
Year 1984

17

CERTIFICATE OF INCORPORATION OF
MASSENA MEMORIAL HOSPITAL FOUNDATION, INC.
UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

9/27/83

3149202

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED UNIT 5150
AMT. OF CHECK \$50.00
FILING FEE \$
TAX COUNTY FEE \$
COPY \$
CERT \$
REFUND \$
SINCE 1/1/81

LaVIGNE & NICANDRI
ATTORNEYS FOR Massena Memorial Hospital

Office and Post Office Address
57 EAST ORVIS STREET
MASSENA, NEW YORK 13662-2004
(315) 764-0560

Post Lawrence

Due and timely service of a copy of the within is hereby admitted.
Dated, _____
Attorney(s) for _____

11/151

NOTICE OF ENTRY:
Sir: Please take notice that the within is a true copy of a
duly entered in the office of the clerk of the within named court on _____, 19____

NOTICE OF SETTLEMENT:
Sir: Please take notice that an order of which the within is a true copy will be presented for settlement to the
Hon. _____ one of the judges of the within named Court,
at _____
on the _____ day of _____, 19____ at _____ M.
Dated, _____ Yours, etc. _____


LaVIGNE & NICANDRI
ATTORNEYS FOR

To _____
Attorney(s) for _____
Office and Post Office Address
57 EAST ORVIS STREET
MASSENA, NEW YORK 13662 2004
(315) 764-0560

OFFICER CERTIFICATION

I, Margery Schneider, do hereby certify that I am the duly qualified and acting Secretary of Massena Memorial Hospital Foundation, Inc.; that below is a copy of a Resolution duly adopted at a meeting of the Board of Directors held on the 29th day of October, 2018, and that such Resolution is in full force and effect.

Dated: November 5, 2019


Margery Schneider, Secretary

RESOLVED, that the Board of Directors of Massena Memorial Hospital Foundation, Inc. (the "Foundation") hereby approve the proposed amendment to the certificate of incorporation of the Foundation in substantially the same form as set forth on the certificate of incorporation attached hereto and with such modifications as are deemed appropriate by the officers of the Foundation.



Division of Corporations,
State Records and
Uniform Commercial Code

New York State
Department of State
DIVISION OF CORPORATIONS,
STATE RECORDS AND
UNIFORM COMMERCIAL CODE

One Commerce Plaza
99 Washington Ave.
Albany, NY 12231-0001
www.dos.ny.gov

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

MASSENA MEMORIAL HOSPITAL FOUNDATION, INC.

(Name of Domestic Corporation)

Under Section 803 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is:

MASSENA MEMORIAL HOSPITAL FOUNDATION, INC.

If the name of the corporation has been changed, the name under which it was formed is:

SECOND: The certificate of incorporation was filed by the Department of State on:

October 3, 1984

THIRD: The law the corporation was formed under is:

the Not-for-Profit Corporation Law

FOURTH: The corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

FIFTH: The certificate of incorporation is amended as follows:

Paragraph 1 of the certificate of incorporation regarding
the name of the corporation

is hereby [check the appropriate box] added amended to read in its entirety as follows:

"1. The name of the corporation is Massena Hospital Foundation, Inc."

Paragraph 3 of the certificate of incorporation regarding

the purposes for which the corporation is formed

is hereby [check the appropriate box] added amended to read in its entirety as follows:

"3. The charitable purposes for which the corporation is formed and the powers which may be exercised by the corporation are as follows:

- a) to provide funding for the future development, construction, rehabilitation, modernization, equipping and expansion of Massena Memorial Hospital in the Town of Massena, St. Lawrence County, New York or such other entity as shall operate the hospital;
- b) to provide funding for health care initiatives to address the health needs in St. Lawrence County and Franklin County;
- c) to solicit donations from the public and organizations to fund the corporation's charitable purposes; and
- d) to engage in any and all lawful activities incidental to any of the foregoing purposes of the corporation.

Paragraph 9 of the certificate of incorporation regarding the address to which the Secretary of State shall mail a copy of process against it is amended to read in its entirety as follows:

"9. The Secretary of State of the State of New York is hereby designated as agent of the corporation upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of process against it is: One Hospital Drive, Massena, New York 13662."

(Remove this page if not needed)

SIXTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is:

One Hospital Drive, Massena, New York 13662.

SEVENTH: The certificate of amendment was authorized by: *(Check the appropriate box)*

- a vote of a majority of the members at a meeting.
 the unanimous written consent of the members entitled to vote thereon.
 a vote of a majority of the entire board of directors. The corporation has no members.

x Miriam S. Catapano
(Signature)

President
(Capacity of Signer)

Miriam Catapano
(Print or Type Signer's Name)

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
MASSENA MEMORIAL HOSPITAL FOUNDATION, INC.

(Name of Domestic Corporation)

Under Section 803 of the Not-for-Profit Corporation Law

Filer's Name Philip J. Murphy, Esq.

Address Hinman Straub P.C., 121 State Street

City, State and Zip Code Albany, New York 12207

NOTES:

1. The name of the corporation and its date of incorporation provided on this certificate must exactly match the records of the Department of State. This information should be verified on the Department of State's website at www.dos.ny.gov.
2. The certificate must be submitted with a \$30 filing fee.
3. This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores.
4. The Department of State recommends that all documents be prepared under the guidance of an attorney.
5. Please be sure to review Section 804 and Section 404 of the Not-for-Profit Corporation Law to determine if any consents or approvals are required to be attached to this certificate of amendment.

For Office Use Only

**HINMAN
STRAUB** 
ATTORNEYS AT LAW

121 STATE STREET
ALBANY, NEW YORK 12207-1693
TEL: 518-436-0751
FAX: 518-436-4751

PHILIP J. MURPHY
DIRECT PHONE: 518-689-7218
E-MAIL: PMURPHY@HINMANSTRAUB.COM

February 14, 2020

John M. Walters
Senior Attorney
Bureau of Health Facility Planning and Development
Division of Legal Affairs
New York State Department of Health
Room 2480, Tower Building
Empire State Plaza
Albany, New York 12237

Via FedEx

Re: Massena Memorial Hospital Foundation, Inc.
Certificate of Amendment of Certificate of Incorporation

Dear Mr. Walters:

In response to your correspondence of January 24, 2020, please be advised that the proposed amendments to the Certificate of Incorporation of Massena Memorial Foundation, Inc. (the MMH Foundation") that broaden the corporate purpose and geographic scope of the Foundation are necessary in order for the Foundation to remain financially viable and able to continue its charitable mission.

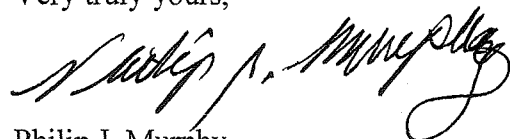
The Foundation was originally formed to provide financial support to the municipal Massena Memorial Hospital. As you are aware, Massena Memorial Hospital has reorganized and became a member hospital of the St. Lawrence Health System that has its own charitable foundation, the Canton-Potsdam Hospital Foundation. It is anticipated that the overlap of the charitable missions of the MMH Foundation and the Canton-Potsdam Hospital Foundation will make it more difficult for the MMH Foundation to raise funds unless the corporate purposes of the MMH Foundation are broadened to include different health initiatives and a larger geographic scope.

In order for the MMH Foundation to continue its charitable mission, it is necessary to not only maintain current donors but to also attract new donors by funding health initiatives that go beyond only supporting the hospital in the town of Massena. The MMH Foundation will continue to support the hospital in Massena and the broader charitable purposes will permit the MMH Foundation to fund new health care initiatives that are currently underfunded, including health initiatives on the St. Regis Mohawk Reservation and in the underserved areas that surround the town of Massena. Such activities will attract new donors beyond the current base of donors that support the MMH Foundation. The proposed amendments will also facilitate the

partnering of the MMH Foundation with other community-based groups and health providers to promote the health of a larger population of individuals than is currently served by the MMH Foundation.

Please contact me if you require any further information.

Very truly yours,

A handwritten signature in black ink, appearing to read "Philip J. Murphy". The signature is written in a cursive style with a large, looping "M" at the end.

Philip J. Murphy

PJM:sd



MEMORANDUM

To: Public Health and Health Planning Council (PHHPC)

From: Richard J. Zahnleuter
General Counsel

Date: March 3, 2020

Subject: Certificate of Amendment to the Certificate of Incorporation of Phelps Community Corporation

The Phelps Community Corporation (PCC) was created to carry out activities exclusively for the benefit of the Phelps Memorial Hospital Association (PMHA) in North Terrytown New York. PCC is categorized as a supporting organization under § 509(a)(3) of the Internal Revenue Code. Following the recent acquisition of the Phelps Memorial Center of PMHA by Northwell Health, PCC seeks to amend its Certificate of Incorporation to pivot the scope of the organization to its surrounding communities. The proposed amendments to the Certificate of Incorporation are comprised of an update to the description of the organization to specify which entities the organization may make grants to and clarify the geographic areas served by the organization. Specifically, PCC desires to carry on activities to serve the health care needs and/or promote the wellness of, residents of Westchester and Rockland counties and not serve exclusively for the benefit of PMHA.

PCC wishes to continue to solicit contributions for their communities, including organizations which fall under New York Public Health Law (PHL) articles 28, 36 and 44, as detailed in PHL § 2801-a(6). The proposed amendments to the Certificate of Incorporation necessitate the Public Health and Health Planning Council's (PHHPC's) consent to file with the New York State Department of State. Therefore, PHHPC's approval and consent is sought in the filing of the Certificate of Amendment of the Certificate of Incorporation of PCC.

The document has been reviewed. There is no legal objection to the proposed Certificate of Amendment of the Certificate of Incorporation of PCC, and it is in legally acceptable form.

Attachments

Attachment 1: The proposed Certificate of Amendment of the Certificate of Incorporation of Phelps Community Corporation and abridged history of prior Amendments
Attachment 2: Historical copies of Amendments to the original Certificate of Incorporations and previous correspondence between The New York State Department of Health and The Public Health Council.

GARFUNKEL WILD, P.C.

ATTORNEYS AT LAW

111 GREAT NECK ROAD • GREAT NECK, NEW YORK 11021

TEL (516) 393-2200 • FAX (516) 466-5964

www.garfunkelwild.com

CODY KEETCH

Associate

Email: ckeetch@garfunkelwild.com

Direct Dial: (516) 393-2224

FILE NO.: 15378.0002

December 3, 2019

Colleen Leonard, Executive Secretary
New York State Department of Health
Public Health and Health Planning Council
Empire State Plaza, Corning Tower
Albany, New York 12238

Re: Phelps Community Corporation

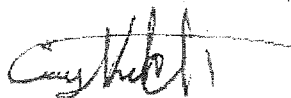
Dear Colleen:

Our firm is legal counsel to Phelps Community Corporation (the "Corporation"). Enclosed on behalf of the Corporation is an executed copy of the proposed Certificate of Amendment of the Certificate of Incorporation of the Corporation for your review and approval. In addition, enclosed is a complete copy of all documents on file with the NYS Department of State.

The Certificate of Incorporation of the Corporation is being amended and restated to revise the Corporation's corporate purposes to update the description of the organizations to which the Corporation may make grants as well as the geographic areas served by such organizations. These revisions reflect the change in relationship between the Corporation and Phelps Memorial Hospital Association.

Please review the proposed Certificate of Amendment of the Certificate of Incorporation of the Corporation and, if acceptable, enclose the appropriate consent and return the original Amended and Restated Certificate of Incorporation to us so that we may complete the filing process.

Best regards,



Cody Keetch

cc: Christina Van Vort, Esq.

NEW YORK

NEW JERSEY

CONNECTICUT

PHHPC

PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

Empire State Plaza, Corning Tower, Room 1805
Albany, New York 12237

(518) 402-0964
PHHPC@health.state.ny.us

December 16, 2019

Cody Keetch
Garfunkel Wild, P.C.
Attorneys at Law
111 Great Neck Road
Great Neck, NY 11021

Re: Certificate of Amendment of the Certificate of Incorporation of Phelps Community Corporation

Dear Mr. Keetch:

I have received your letter dated December 3, 2019, requesting approval of the Certificate of Amendment of the Certificate of Incorporation of Phelps Community Corporation under Section 803 of the Not-For-Profit Corporation Law of the State of New York. Your letter has been forwarded to the Division of Legal Affairs, Bureau of Health Facility Planning and Development for review and approval.

You will be notified when this request has been approved, or if additional information is required. Division of Legal Affairs staff may be reached at (518) 473-3303 if you have any questions.

Sincerely,

Colleen M. Leonard
Colleen M. Leonard
Executive Secretary

cc: DLA

/cl

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
PHELPS COMMUNITY CORPORATION

Under Section 803 of the Not-for-Profit Corporation Law.

Kenneth Taber, being the Chairman of Phelps Community Corporation, does hereby certify as follows:

1. The name of the corporation is Phelps Community Corporation (hereafter, the "Corporation").

2. The Corporation's Certificate of Incorporation was filed with the Secretary of State on October 10, 1984.

3. The law the corporation was formed under is the Not-for-Profit Corporation Law of the State of New York (the "NPCL").

4. The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the NPCL.

5. The Certificate of Incorporation is hereby amended to effect the following changes, as authorized under subparagraph (b)(2) of Section 801 of the NPCL:

- a) Section THIRD(a) of the Certificate of Incorporation, which sets forth the purposes of the Corporation, is revised to update the description of the organizations to which the Corporation may make grants and the geographic areas served by such organizations to reflect the change in the relationship between the Corporation and Phelps Memorial Hospital Association. Section THIRD(a) shall be amended in its entirety to read as follows:

"a. Through the solicitation, receipt and disbursement of funds, income and real or tangible personal property obtained by bequests, gifts, donations, or otherwise, subject to any limitations imposed by the Not-for-Profit Corporation Law or any other law of the State of New

York, to render assistance and make grants to (i) Phelps Memorial Hospital Association (the "Hospital") (or any successor organization to the Hospital), and/or (ii) organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any successor statute (the "Code"), that serve the health care needs and/or promote wellness of residents of Westchester County, New York and/or Rockland County, New York, if such organizations are not a general hospital (other than the Hospital) formed under Article 28 of the New York State Public Health Law."

- b) Section FOURTH of the Certificate of Incorporation, which states that the Corporation is a Type B corporation, is revised to reflect the corporation's charitable status. Section FOURTH shall be amended in its entirety to read as follows:

"FOURTH: The Corporation shall be a charitable corporation under Section 201 of the Not-for-Profit Corporation Law."

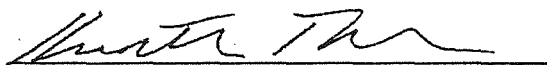
6. This Amendment of the Certificate of Incorporation of the Corporation was authorized by unanimous vote at a meeting of the board of directors of the Corporation.

7. The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall mail copies of process accepted on behalf of the Corporation is:

Phelps Community Corporation
701 North Broadway
Sleepy Hollow, New York 10591
Attn: President

[Signature Page Follows]

IN WITNESS WHEREOF, this Certificate has been signed this 2nd day of December, 2019, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.


Name: Kenneth Taber
Title: Chairman, Board of Directors

*State of New York }
Department of State }^{cc}*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State DEC 02 1998



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line.

Special Deputy Secretary of State

FILING RECEIPT

ENTITY NAME: PHELPS COMMUNITY CORPORATION

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)
PURPOSES PROCESS PROVISIONS RESTATED

COUNTY: WEST

SERVICE COMPANY: EMPIRE CORPORATE & INFORMATION SERVICE SERVICE CODE: 12

FILED: 12/01/1998 DURATION: ***** CASH#: 981201000708 FILM #: 981201000686

ADDRESS FOR PROCESS

THE CORPORATION
ATTN: PRESIDENT
SLEEPY HOLLOW, NY 10591

701. NORTH BROADWAY

REGISTERED AGENT



FILER	FEE	AMOUNT	PAYMENTS	TOTAL
		65.00		65.00
	FILING :	30.00	CASH :	0.00
	TAX :	0.00	CHECK :	0.00
	CERT :	0.00	BILLED:	65.00
	COPIES :	10.00		
	HANDLING:	25.00		
			REFUND:	0.00

GARFUNKEL WILD & TRAVIS, P.C.
111 GREAT NECK ROAD
REAT NECK, NY 11021

CERTIFICATE OF INCORPORATION

OF

PHELPS COMMUNITY CORPORATION

Under Section 402 of the Not-for-Profit Corporation Law.

The undersigned, a natural person of the age of eighteen years or over, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law, does hereby certify as follows:

FIRST: The name of the corporation is PHELPS COMMUNITY CORPORATION, hereafter the "Corporation".

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law in that the purposes of the Corporation are not for pecuniary profit or financial gain and that no part of the assets, income or profits shall be distributable to or inure to the benefit of its members, trustees or officers except to the extent permitted under the Not-for-Profit Corporation Law.

THIRD: The purposes for which the Corporation is formed are:

- (a) to carry on activities, directly or indirectly, exclusively for the benefit of Phelps Memorial Hospital Association in North Tarrytown, New York, as a supporting organization under Section 509(a)(3) of the Internal Revenue Code of 1954, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue law;
- (b) to respond, in any manner that the Corporation's Board of Trustees may deem appropriate, to the needs and requirements of Phelps Memorial Hospital Association;

(c) to support, at the request of the Board of Trustees of Phelps Memorial Hospital Association and in any manner deemed appropriate by the Corporation's Board of Trustees, the hospital, educational, scientific and charitable purposes as now or hereafter carried on by Phelps Memorial Hospital Association;

(d) to do any and all things deemed necessary, suitable, convenient or appropriate in connection with or incidental to the accomplishment of the purposes of the Corporation to the extent not forbidden by statute or by this Certificate of Incorporation or the By-Laws of the Corporation.

Notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involves the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals as specified in Section 501(c)(3) of the Code.

FOURTH: The Corporation shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

FIFTH: The initial office of the Corporation is to be located in the Town of Mt. Pleasant, Village of North Tarrytown, County of Westchester, State of New York. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The Post Office address to

which the Secretary shall mail a copy of any process against the Corporation served him is:

c/o James J. Daly, Esq.
DeForest & Duer
20 Exchange Place
New York, New York 10005

SIXTH: The territory in which the activities of the Corporation are to be conducted shall encompass the State of New York, but the operations of the Corporation shall not be limited to such area.

SEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall not organize, operate, or conduct an institution of the kind referred to in Section 404(b)-(t) of the Not-for-Profit Corporation Law. In addition, nothing herein shall authorize the Corporation to operate a public television and/or radio station.

EIGHTH: Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for benefit of, or to, Phelps Memorial Hospital Association, provided, however, that if at the time of such dissolution Phelps Memorial Hospital Association is no longer in existence or is not a tax-exempt organization under Sections 501(c)(3) and 170(b)(1)(A)(iii) of the Code, to such organization or organizations organized and

operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Supreme Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

NINTH: As a means of accomplishing the foregoing purposes, the Corporation shall, subject to the limitations prescribed by statute, have the following powers:

1. To manage, accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

2. To manage, sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, either as broker or for its own account as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.


3. To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property rights, or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

4. To execute agreements with governmental agencies, Federal, State and local, and to execute any and all other agreements and undertakings with such agencies as may be

corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of such Code), shall not retain any excess business holdings (as defined in Section 4943(c) of such code), shall not make any investments in such manner as to be subject to tax under Section 4944 of such Code, and shall not make any taxable expenditures (as defined in Section 4945(d) of such Code). All the foregoing references to sections of the Internal Revenue Code of 1954 are intended to apply to corresponding provisions of any future United States Internal Revenue Law.

THIRTEENTH: Prior to delivery to the Department of State for filing, all approvals and consents required under the Not-for-Profit Corporation Law will be endorsed upon or annexed to this Certificate.

IN WITNESS WHEREOF, this Certificate has been signed this 20th day of August, 1984, at New York, New York.


James J. Daly
Incorporator
20 Exchange Place
New York, New York 10005

STATE OF NEW YORK)
) : SS.:
COUNTY OF NEW YORK)

On this 20th day of August, 1984 before me personally came JAMES J. DALY, to me known to be the individual described in and who executed the foregoing Certificate, and he duly acknowledged to me that he executed the same.

Helen Mercado
Notary Public

HELEN MERCADO
Notary Public, State of New York
No. 41-4643648 Gen. In Great Council
Commission Expires March 30, 1985

I, _____, a Justice of the
Supreme Court of the State of New York, Ninth Judicial District,
Second Department, do hereby approve the foregoing Certificate of
Incorporation of PHELPS COMMUNITY CORPORATION and consent that
the same be filed..

Dated:

Justice of the Supreme Court
of the State of New York

State of New York
Department of State

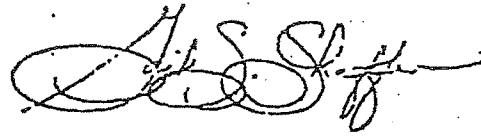
st.:

59254

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

OCT 10 1934



Secretary of State

282507-004:12/321

Will Beale

FILING RECEIPT

INCORPORATION (NOT FOR PROFIT)

CORPORATION NAME

PHELPS COMMUNITY CORPORATION

<u>DATE FILED</u> 10/10/84	<u>DURATION A COUNTY CODE</u> P WEST	<u>FILM NUMBER</u> B147748-10	<u>CASH NUMBER</u> 418643
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NUMBER AND KIND OF SHARES

LOCATION OF PRINCIPAL OFFICE

NORTH TARRYTOWN

COMMENTS:

TYPE: B, RES. 08/24/84 B135528-1

ADDRESSES FOR PROCESS

REGISTERED AGENT

S/S JAMES J. DALY, ESQ.
 DEFOREST & DUER
 20 EXCHANGE PLACE
 NEW YORK NY 10005

IF ENDOR TAX PAID AS FOLLOWS:

AMOUNT OF CHECK \$ 00056.50 AMOUNT OF MONEY ORDER \$ _____ AMOUNT OF CASH \$ _____

\$ 6.00 DOLLAR FEE TO COUNTY

\$ 050.00 FILING
 \$ TAX
 \$ 06.50 CERTIFIED COPY
 \$ CERTIFICATE

FILE NAME AND ADDRESS

DE FOREST & DUER
 20 EXCHANGE PLACE

TOTAL PAYMENT: 000056.50

NEW YORK NY 10005

REFUND OF \$

TO FOLLOW

*State of New York }
Department of State }^{sr.}*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State **DEC 02 1998**



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line.

Special Deputy Secretary of State

August 14, 1998

Sharlene Gianfortune
Garfunkel, Wild & Travis, P.C.
111 Great Neck Road
P.O. Box 220602
Great Neck, New York 11021

Re: Proposed Amended Restated Certificate of Incorporation of Phelps Community Corporation

Dear Ms. Gianfortune:

The proposed certificate of incorporation of the above referenced corporation, as executed on the 17th day of July, 1998, does not require the formal approval of the Department or the Public Health Council because the purposes set forth therein do not authorize the corporation to engage in any activities or ventures which require approval from the Department or the Public Health Council other than those which have already been approved by a resolution of the Public Health Council.

The above referenced certificate does not alter the powers and purposes of the corporation as regards Article 28 of the Public Health Law from a previous certificate, executed on the 22nd day of April, 1998, and approved by the Public Health Council. This letter and the official consent certification from the Public Health Council dated July 1, 1998 should accompany the revised certificate when it is filed with the Secretary of State.

Furthermore, it is the understanding of this Department that by filing the proposed certificate of incorporation and this letter with the Secretary of State, the corporation acknowledges and agrees that it must obtain the formal approval of the Public Health Council

E-12

F 981201000 *lrb*
AMENDED AND RESTATED

E-12

CERTIFICATE OF INCORPORATION

OF

PHELPS COMMUNITY CORPORATION

Under Section 805 of the Not-for-Profit Corporation Law.

Keith F. Safian and Dr. Robert Bauer, being respectively President and Secretary of Phelps Community Corporation, do hereby certify as follows:

1. The name of the corporation is PHELPS COMMUNITY CORPORATION (hereafter, the "Corporation").
2. The Corporation's Certificate of Incorporation was filed with the Secretary of State pursuant to Section 402 of the Not-for-Profit Corporation Law on October 10, 1984.
3. The Corporation is a corporation as defined in subparagraph (a)(5) of § 102 of the Not-For-Profit Corporation Law and is a Type B Corporation under § 201 of said law.
4. The Certificate of Incorporation is amended to effect the following changes authorized by the Not-for-Profit Corporation Law:
 - (a) all references to the Corporation's "Board of Trustees" shall be changed to "Board of Directors."
 - (b) the corporate purposes shall be amended to delete the restriction on the Corporation's ability to raise funds for Phelps Memorial Hospital Association by restating Section "THIRD" to read as follows:

THIRD: The purposes for which the Corporation is formed are exclusively charitable, educational and scientific in nature and more particularly:

(a) Through the solicitation, receipt and disbursement of funds, income and real or tangible personal property obtained by bequests, gifts, donations, or otherwise, subject to any limitations imposed by the Not-for-Profit Corporation Law or any other law of the State of New York, to render assistance and make grants to Phelps Memorial Hospital Association (the "Hospital") if Phelps Community Corporation is the sole member of the Hospital or, if it is not, to render assistance and make grants to the Hospital and/or organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any successor statute (the "Code"), that are not private foundations pursuant to Section 509(a) thereof, and that serve the health care needs of the residents of communities located in the following geographic areas: Ardsley-on-Hudson, Crompond, Buchanan, Croton-on-Hudson, Briarcliff Manor, Crugers, Dobbs Ferry, Elmsford, Irvington, Maryknoll, Millwood, Montrose, Ossining, Peekskill, Pleasantville, Tarrytown/Sleepy Hollow, Verplanck and Hastings on Hudson.

(b) To solicit and receive grants, contracts and funds from federal, state and local government agencies, foundations or any other sources to further the corporate purposes.

(c) To do anything and everything reasonably and lawfully necessary, proper, suitable or convenient for the achievement of the foregoing purposes or for the furtherance of said purposes.

Notwithstanding any other provision of this Certificate of Incorporation to the contrary, nothing contained herein shall authorize the Corporation to establish, operate, construct, lease or maintain a hospital or to provide hospital service or health related service or to operate a drug maintenance program, a certified home health agency, a hospice, a health maintenance organization, or to provide a comprehensive health services plan, as defined and covered by Articles 28, 33, 36, 40 and 44, respectively, of the Public Health Law.

Notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involves the provision of athletic facilities or equipment), as specified in Section 501(c)(3) of the Code."

- (c) Section "FIFTH" of the Certificate of Incorporation, said section relating to the address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is hereby amended to read as follows:

"FIFTH: The initial office of the Corporation is to be located in the Town of Mt. Pleasant, Village of Sleepy Hollow, County of Westchester, State of New York. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

Phelps Community Corporation
701 North Broadway
Sleepy Hollow, New York 10591
Attn: President

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- (d) Section "TENTH" shall be amended to read as follows to provide that the number of Directors shall be determined as set forth in the Corporation's Bylaws:

"TENTH: The number of directors of the Corporation shall be determined as set forth in the Corporation's Bylaws."

5. This restatement of the Certificate of Incorporation was authorized by the majority vote of the Members entitled to vote thereon at a meeting of the Members.

6. The text of the Certificate of the Corporation, as amended heretofore, is hereby restated as further amended to read as herein set forth in full:

"FIRST: The name of the corporation is PHELPS COMMUNITY CORPORATION, hereafter the "Corporation".

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law in that the purposes of the Corporation are not for pecuniary profit or financial gain and that no part of the assets, income or profits shall be distributable to or inure to the benefit of its members, directors or officers except to the extent permitted under the Not-for-Profit Corporation Law.

THIRD: The purposes for which the Corporation is formed are exclusively charitable, educational and scientific in nature and more particularly:

(a) Through the solicitation, receipt and disbursement of funds, income and real or tangible personal property obtained by bequests, gifts, donations, or otherwise, subject to any limitations imposed by the Not-for-Profit Corporation Law or any other law of the State of New York, to render assistance and make grants to Phelps Memorial Hospital Association (the "Hospital") if

Phelps Community Corporation is the sole member of the Hospital or, if it is not, to render assistance and make grants to the Hospital and/or organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any successor statute (the "Code"), that are not private foundations pursuant to Section 509(a) thereof, and that serve the health care needs of the residents of communities located in the following geographic areas: Ardsley-on-Hudson, Crompond, Buchanan, Croton-on-Hudson, Briarcliff Manor, Crugers, Dobbs Ferry, Elmsford, Irvington, Maryknoll, Millwood, Montrose, Ossining, Peekskill, Pleasantville, Tarrytown/Sleepy Hollow, Veplanck and Hastings on Hudson.

(b) To solicit and receive grants, contracts and funds from federal, state and local government agencies, foundations or any other sources to further the corporate purposes.

(c) To do anything and everything reasonably and lawfully necessary, proper, suitable or convenient for the achievement of the foregoing purposes or for the furtherance of said purposes.

Notwithstanding any other provision of this Certificate of Incorporation to the contrary, nothing contained herein shall authorize the Corporation to establish, operate, construct, lease or maintain a hospital or to provide hospital service or health related service or to operate a drug maintenance program, a certified home health agency, a hospice, a health maintenance organization, or to provide a comprehensive health services plan, as defined and covered by Articles 28, 33, 36, 40 and 44, respectively, of the Public Health Law.

Notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involves the provision of athletic facilities or equipment), as specified in Section 501(c)(3) of the Code.

FOURTH: The Corporation shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

FIFTH: The initial office of the Corporation is to be located in the Town of Mt. Pleasant, Village of Sleepy Hollow, County of Westchester, State of New York. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The Post Office address to which the Secretary shall mail a copy of any process against the Corporation served upon him is:

Phelps Community Corporation
701 North Broadway
Sleepy Hollow, New York 10591
Attention: President

SIXTH: The territory in which the activities of the Corporation are to be conducted shall encompass the State of New York, but the operations of the Corporation shall not be limited to such area.

SEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and to member, director or officer of the Corporation of any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall not organize, operate, or conduct an institution of the kind referred to in Section 404(b) - (v) of the Not-for-Profit Corporation Law provided, however, that the Corporation may solicit contributions for the maintenance of a hospital or facility providing health related services. In addition, nothing herein shall authorize the Corporation to operate a public television and/or radio station.

EIGHTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for benefit of, or to, such organization or organizations organized

and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine, upon approval of a Justice of the Supreme Court of the State of New York. Any of such assets not so disposed of shall be disposed of by the Supreme Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

NINTH: As a means of accomplishing the foregoing purposes, the Corporation shall, subject to the limitations prescribed by statute, have the following powers:

1. To manage, accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.
2. To manage, sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, either as broker or for its own account as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.
3. To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property rights, or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.
4. To execute agreements with governmental agencies, Federal, State and local, and to execute any and all other agreements and undertakings with such agencies as may be necessary to enable the Corporation to secure the benefits of governmental-assisted financing.
5. In general to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

TENTH: The number of directors of the Corporation shall be determined as set forth in the Corporation's Bylaws.

ELEVENTH: No substantial part of the activities of the Corporation shall involve the dissemination of propaganda or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Certificate, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code. Furthermore, for those periods (if any) during which the Corporation is a private foundation within the meaning of Section 509 of the Code, the income of the Corporation shall be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), shall not retain any excess business holdings (as defined in Section 4943(c) of the Code), shall not make any investments in such manner as to be subject to tax under Section 4944 of the Code, and shall not make any taxable expenditures (as defined in Section 4945(d) of the Code). All the foregoing references to sections of the Code are intended to apply to corresponding provisions of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, this Certificate has been signed this 17 day of JULY, 1998, by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

Keith F. Safian
Name: Keith F. Safian
Title: President


Robert Bauer MD
Name: Dr. Robert Bauer
Title: Secretary

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CONSENT TO AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

The undersigned, a Justice of the Supreme Court of the State of New York, Ninth Judicial District, wherein is located the principal office of Phelps Community Corporation, hereby approves the within Amended and Restated Certificate of Incorporation of Phelps Community Corporation and the filing thereof.

Dated: Westchester County, New York
November 27, 1998.



Justice of the Supreme Court
HON. JOHN P. DELASI
SUPREME COURT JUSTICE

The undersigned has no objection to the granting of judicial approval hereon and waives statutory notice.

Attorney General
New York State

By: _____

Dated: 10/14, 1998.

THE UNDERSIGNED HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL APPROVA-
HEREON AND WAIVES STATUTORY NOTICE
DENNIS C. VACCO
ATTORNEY GENERAL
STATE OF NEW YORK

BY: Elise J. Amelio
ASSISTANT ATTORNEY GENERAL



STATE OF NEW YORK
DEPARTMENT OF HEALTH

Corning Tower

The Governor Nelson A. Rockefeller Empire State Plaza

Albany, New York 12237

Carbara A. DeBuono, M.D., M.P.H.
Commissioner of Health

Dennis P. Whalen
Executive Deputy Commissioner

August 14, 1998

Sharlene Gianfortune
Garfunkel, Wild & Travis, P.C.
111 Great Neck Road
P.O. Box 220602
Great Neck, New York 11021

Re: Proposed Amended Restated Certificate of Incorporation of Phelps Community Corporation

Dear Ms. Gianfortune:

The proposed certificate of incorporation of the above referenced corporation, as executed on the 17th day of July, 1998, does not require the formal approval of the Department or the Public Health Council because the purposes set forth therein do not authorize the corporation to engage in any activities or ventures which require approval from the Department or the Public Health Council other than those which have already been approved by a resolution of the Public Health Council.

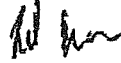
The above referenced certificate does not alter the powers and purposes of the corporation as regards Article 28 of the Public Health Law from a previous certificate, executed on the 22nd day of April, 1998, and approved by the Public Health Council. This letter and the official consent certification from the Public Health Council dated July 1, 1998 should accompany the revised certificate when it is filed with the Secretary of State.

Furthermore, it is the understanding of this Department that by filing the proposed certificate of incorporation and this letter with the Secretary of State, the corporation acknowledges and agrees that it must obtain the formal approval of the Public Health Council

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or this Department, whichever is necessary, before engaging in any activity for which official approval is required.

Sincerely,



Joel Isaacson
Senior Attorney

cc: K. Westervelt w/attachments



STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING TOWER BUILDING
ALBANY, N.Y. 12237

PUBLIC HEALTH COUNCIL

July 1, 1998

Lynn R. Feldman, Esq.
Garfunkel, Wild & Travis, P.C.
Attorneys at Law
111 Great Neck Road
P.O. Box 110602
Great Neck, New York 11021

Re: Amended and Restated Certificate of Incorporation of Phelps Community Corporation

Dear Ms. Feldman:

AFTER INQUIRY and INVESTIGATION, and in accordance with action taken at a meeting of the Public Health Council held on the 26th day of June, 1998, I hereby certify that the Public Health Council consents to the filing of the Amended and Restated Certificate of Incorporation of Phelps Community Corporation, dated April 22, 1998.

Sincerely,

Karen S. Westervelt
Executive Secretary

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RESOLUTION

RESOLVED, that the Public Health Council, on this 26th day of June, 1998, approves the filing of the Amended and Restated Certificate of Incorporation of Phelps Community Corporation, dated April 22, 1998.



MEMORANDUM

To: Public Health and Health Planning Council
From: Michael Bass, Deputy General Counsel MGB
Date: July 8, 2020
Subject: Proposed Dissolution of Hebrew Hospital Home Foundation, Inc

Hebrew Hospital Home Foundation, Inc. (the Foundation) requests Public Health and Health Planning Council (PHHPC) approval of its proposed dissolution in accordance with the requirements of Not-For-Profit Corporation Law § 1002(c) and § 1003, as well as 10 NYCRR Part 650.

Hebrew Hospital Home Foundation, Inc. is a New York not-for-profit corporation incorporated on August 5, 1986 to fundraise for the Hebrew Hospital Home System and related health-care organizations. Through the following years, the Hebrew Hospital Home System was comprised of various legal entities that operated both Article 28 hospitals and Article 36 home care agencies. The Foundation solicited funds to support the operation of these Article 28 hospitals and Article 36 home care agencies. Many of the entities within the Hebrew Hospital Home System have since been sold and wound down or have otherwise ceased operations due to bankruptcy or other financial difficulties. For this reason, and for the reason that the Foundation no longer has the personnel resources to support operations, the Foundation has determined it is in its best interests to dissolve.

Presently, Hebrew Hospital Home System will begin the process for winding down and dissolving the affiliated entities that remain in existence, which are as follows: HHH Home Care, Inc, former operator of an Article 36 licensed home care agency that ceased operations in 2015; Hebrew Hospital Home, Inc, former operator of an Article 28 residential health care facility sold in 2007; and HHCS, Inc., the entity providing administrative support throughout the Hebrew Hospital Home System. The Foundation has set aside funds to cover legal fees and other costs associated with winding down HHH Home Care, Inc and Hebrew Hospital Home, Inc. The Foundation will distribute any remaining funds to UGC Foundation Inc., a New York not-for-profit corporation with a mission to support programs to meet the special needs of the elderly in Westchester County.

Under Not-For-Profit Corporation Law §1002(c) and Public Health Law §2801-a(1), as a not-for-profit corporation previously approved by PHHPC to have the corporate purpose of soliciting contributions for the operation of hospitals within the Hebrew Hospital Home System, the Foundation requires PHHPC approval to dissolve

The Board of Directors of the Foundation adopted a Plan of Dissolution by unanimous written consent on February 21, 2020. The Foundation has no members.

The required documents: A Verified Petition to the Attorney General, a Plan of Dissolution, and a proposed Certificate of Dissolution, with supporting organizational documents of the Corporation and resolution of the board of directors authorizing the dissolution, are included for PHHPC's review. A letter from the Corporation's Counsel, Harter Secrest & Emery LLP, advocating for dissolution, is also enclosed. Lastly, please note that the Corporation's Verified Petition and Plan for Dissolution, as amended pursuant to a letter dated May 1, 2020 from the Corporation's Counsel, indicate that, on the date of the application, the Foundation will have \$74,210.35 in cash assets to be distributed to the UGC Foundation, Inc.

There is no legal objection to the proposed Verified Petition, Plan of Dissolution, and the Certificate of Dissolution.

Attachments.

Attachment 2



Harter Secrest & Emery LLP

ATTORNEYS AND COUNSELORS

WWW.HSELAW.COM

March 10, 2020

VIA FEDERAL EXPRESS

Ms. Colleen Leonard, Executive Secretary
Public Health and Health Planning Council
New York State Department of Health
Corning Tower, Room 1805
Empire State Plaza
Albany, New York 12237

Re: Hebrew Hospital Home Foundation, Inc.

Dear Ms. Leonard:

We are attorneys for Hebrew Hospital Home Foundation, Inc., a New York not-for-profit corporation (the "Foundation"). The Foundation's charitable mission when it was incorporated was to fundraise and use any funds received to support the Hebrew Hospital Home system and other health-care related organizations.

In recent years, portions of the Hebrew Hospital Home system have been sold and wound down. Entities within the system that were not sold have since ceased operations and gone dormant. Because of this, the Foundation believes it is in its best interest to dissolve.

Because the Public Health and Health Planning Council (the "Council") originally consented to the filing of the Certificate of Incorporation of the Foundation, the Foundation seeks the Council's consent to its dissolution and related documents as required by the New York Not-for-Profit Corporation Law.

The following documents are enclosed for the Council's review and approval: (1) a copy of the proposed form of Verified Petition to be submitted to the Attorney General requesting approval of the Plan of Dissolution and Distribution of Assets; (2) a copy of the proposed Plan of Dissolution and Distribution of Assets; and (3) a copy of the proposed Certificate of Dissolution.

If the Council should require any additional information, please do not hesitate to contact me by phone (585-231-1268) or email (ryarmel@hselaw.com). Thank you for your attention to this matter.

Very truly yours,

Harter Secrest & Emery LLP


Richard T. Yarmel
DIRECT DIAL 585 231 1268
EMAIL RYARME@HSELAW.COM

Enclosures

Attachment 3



Harter Secrest & Emery LLP
ATTORNEYS AND COUNSELORS

WWW.HSELAW.COM

May 1, 2020

VIA FEDERAL EXPRESS

Ms. Colleen Leonard, Executive Secretary
Public Health and Health Planning Council
New York State Department of Health
Corning Tower, Room 1805
Empire State Plaza
Albany, New York 12237

Re: Hebrew Hospital Home Foundation, Inc.

Dear Ms. Leonard:

Reference is made to that certain Verified Petition, dated February 21, 2020, and accompanying documents (collectively, the "Petition") submitted to your office in connection with the proposed non-judicial dissolution of the above-referenced organization (the "Foundation") pursuant to Section 1002 of the New York Not-for-Profit Corporation Law (the "N-PCL"). The Foundation is seeking your office's approval of the Petition pursuant to N-PCL Section 1002(c), after which it will submit same to the Office of the Attorney General.

We are submitting this letter on behalf of the Foundation as a supplement to the Petition to provide notice of a small change. It recently came to the Foundation's attention that additional funds held by the Foundation are needed in order to pay certain operational expenses for entities in the Hebrew Hospital Home system, a system which the Foundation has supported for many years. Specifically, by May 15, 2020, the Foundation must pay, either directly or by reimbursement, the costs of extending Directors & Officers Liability insurance for entities in the Hebrew Hospital Home system, including the Foundation. The cost will be approximately \$7,900.

The Foundation's payment of this expense will affect the Petition in the following manner: the amount of assets held by the Foundation set forth in Paragraph 1 of the Plan of Dissolution and Distribution of Assets will be revised to \$74,210.35.

If you have any questions or concerns, please do not hesitate to contact me at (585) 231-1268 or ryarmel@hselaw.com. Thank you.

HARTER SECREST & EMERY LLP

Richard T. Yarmel /s/



Harter Secrest & Emery LLP

ATTORNEYS AND COUNSELORS

WWW.HSELAW.COM

Cc: **VIA ELECTRONIC MAIL**

Kerri A. Tily, Esq., Senior Attorney
Bureau of Health Facility Planning and Development
Division of Legal Affairs
New York State Department of Health
Corning Tower
Empire State Plaza
Albany, New York 12237

Attachment 4

ATTORNEY GENERAL OF THE STATE OF NEW YORK

In the Matter of the Application of

HEBREW HOSPITAL HOME FOUNDATION, INC.

VERIFIED PETITION

For Approval of the Plan of Dissolution and Distribution of
Assets pursuant to Section 1002 of the Not-for-Profit
Corporation Law.

TO THE ATTORNEY GENERAL OF THE STATE OF NEW YORK,
COUNTY OF WESTCHESTER

Petitioner, Hebrew Hospital Home Foundation, Inc. ("Petitioner"), by Mary Frances Barrett, President of Petitioner, for its Verified Petition, herein respectfully alleges:

1. Hebrew Hospital Home Foundation, Inc., whose principal office is located in the County of Westchester, was incorporated pursuant to New York's Not-for-Profit Corporation Law on August 5, 1986. A certified copy of the Certificate of Incorporation and any amendments is attached hereto as Exhibit A.

2. The names, addresses and titles of Petitioner's officers and/or directors are as follows:

Name	Title	Address
Alan S. Pearce	Board Member	101 Russet Road Stamford, CT 06903
Marvin Lifson	Board Member	15 West 72 nd Street New York, NY 10023
Michael Laub	Board Member	308 East 72 nd Street New York, NY 10021
Mary Frances Barrett	President	1 Winding Ridge Road White Plains, NY 10603

3. Petitioner is a charitable corporation. The purposes for which Petitioner was organized are (a) to solicit, accept, and receive moneys, legacies, gifts, grants, contributions, subventions, endowments and property of any kind, real or personal, and thereafter to hold, invest, reinvest and manage the same, and except to the extent that there shall be directions to the contrary contained in the instruments vesting assets in Petitioner, to pay over therefrom the income, and the principal, or any portion thereof, in such amounts and at such times as the Board of Directors of Petitioner shall determine in its discretion to Hebrew Hospital for Chronic Sick or to any health-care related charitable organization or corporation which is approved by the Board of Directors of Petitioner and which is described in Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1954, as amended, to be used by Hebrew Hospital for Chronic Sick or such health-care related organization or corporation exclusively for charitable, educational and scientific purposes as designated by the Board of Directors of Petitioner; and (b) to take any and all actions which are incidental to and not inconsistent with the foregoing purposes of Petitioner and which are lawful for Not-for-Profit Corporations to the extent such purposes are purposes described in Section 509(a)(3) of the Internal Revenue Code of 1954, as amended.

4. Petitioner plans to dissolve and distribute its assets in accordance with the Plan of Dissolution and Distribution of Assets attached hereto as Exhibit B (the "Plan"). The Plan contemplates that the Foundation will set aside funds to be used for the dissolutions of the affiliated entities comprising part of the defunct health care system. Hebrew Hospital Home, Inc. received funds from the Foundation to support and in furtherance of the mission set forth above. Additionally, HHH Home Care, Inc., during 2011-2014, supported other entities in the Hebrew Hospital Home health care system, thereby reducing the burden on the Foundation to support such entities.

5. Petitioner plans to dissolve and intends to distribute its assets in accordance with the Plan because the health care system that it was formed to support has ceased operations and the Foundation no longer has the personnel resources to continue to operate. Petitioner is not aware of any on-going or completed audit or inquiry by the Internal Revenue Service in the past three (3) years and, to its knowledge, has not paid any excise taxes or disclosed an excess benefit transaction or diversion of assets on its information returns with the Internal Revenue Service.

6. The Board of Directors of Petitioner passed resolutions via unanimous written consent adopting the Plan and authorizing the filing of a Certificate of Dissolution in accordance with Sections 1002(a) and 1003 of the New York Not-for-Profit Corporation Law. A copy of such unanimous written consent of the Board of Directors is attached hereto as Exhibit C.

7. Petitioner has no members.

8. Petitioner is registered with the Charities Bureau of the Office of the Attorney General and its registration number is 03-97-47. The Foundation was not up to date with its filings; however, the delinquent annual reports for the fiscal years 2017 and 2018 have been filed. Copies of the as-filed reports are attached hereto as Exhibit D.

9. Copies of any required governmental approvals of the Plan are attached hereto as Exhibit E.

10. No previous application for approval of the Plan of Petitioner has been made.

* * *

WHEREFORE, Petitioner requests that the Attorney General approve the Plan of Dissolution and Distribution of Assets of Hebrew Hospital Home Foundation, Inc., a not-for-profit corporation, pursuant to Section 1002 of the Not-for-Profit Corporation Law.

[Signature page follows]

IN WITNESS WHEREOF, Petitioner has caused this Petition to be executed this _____
day of February 21, 2020.

Mary Frances Barrett
Mary Frances Barrett, President

Verification and Certification

STATE OF NEW YORK)
COUNTY OF WESTCHESTER)ss:

Mary Frances Barrett, being duly sworn, deposes and says:

I am the President of Hebrew Hospital Home Foundation, Inc., the corporation named in the above Petition. I make this verification at the direction of the Board of Directors. I have read the foregoing Petition and know the contents thereof to be true of my own knowledge, except those matters that are stated on information and belief and as to those matters I believe them to be true.

Mary Frances Barrett
Mary Frances Barrett

Sworn to before me this 21st day of February, 2020.

Francine H. Cribbin-Seminara
Notary Public

FRANCINE H. CRIBBIN-SEMINARA
Notary Public, State of New York
No. 01CR5053147
Qualified in Putnam County
Commission Expires December 11, 2021

Exhibit A

Certificate of Incorporation

See attached.

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on August 15, 2019.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

110726000/10

New York State Department of State
Division of Corporations, State Records and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.state.ny.us

CERTIFICATE OF CHANGE
OF

Hebrew Hospital Home Foundation, Inc.

(Insert Name of Domestic Corporation)

Under Section 803-A of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is:
Hebrew Hospital Home Foundation, Inc.

If the name of the corporation has been changed, the name under which it was formed is:
Hebrew Hospital for Chronic Sick Foundation, Inc.

SECOND: The certificate of incorporation was filed by the Department of State on:
August 5, 1986

THIRD: The change(s) effected hereby are: (Check appropriate statement(s))

The county location, within this state, in which the office of the corporation is located, is changed to: Westchester County

The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is changed to read in its entirety as follows:

Hebrew Hospital Home Foundation, Inc.
61 Grasslands Road, Valhalla, NY 10595

The corporation hereby: (Check One)

Designates Charles A. Goldberger

as its registered agent upon whom process against the corporation may be served.

The street address of the registered agent is:

1311 Mamaroneck Avenue, Suite 340, White Plains, NY 10605

Changes the designation of its registered agent to:

The street address of the registered agent is:

Changes the address of its registered agent to:

Revokes the authority of its registered agent.

110726000

FOURTH: The change was authorized by the board of directors.

Charles A. Goldberger
(Signature)

Charles A. Goldberger, Esq.
(Name of Signer)

Member, Board of Directors
(Title of Signer)

CERTIFICATE OF CHANGE
OF

Hebrew Hospital Home Foundation, Inc.

(Insert Name of Domestic Corporation)

Under Section 803-A of the Not-for-Profit Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE

Filer's Name: McCullough, Goldberger & Staudt, LLP

FILED JUL 26 2011

Address: 1311 Mamaroneck Avenue, Suite 340

TAXS _____

City, State and Zip Code: White Plains, New York 10605

BY: _____

*Bron
West*

NOTE: This form was prepared by the New York State Department of State. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$20 filing fee.

For Office Use Only

AKO

110726000 /15

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on August 15, 2019.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

Certificate of Amendment

of the

Certificate of Incorporation

F910830000277

of

HEBREW HOSPITAL FOR CHRONIC SICK FOUNDATION, INC.

Under Section 803 of the Not-for-Profit Corporation Law

The undersigned hereby certify as follows:

1. The name of this corporation is HEBREW HOSPITAL FOR CHRONIC SICK FOUNDATION, INC. (hereinafter referred to sometimes as the "Corporation").

2. The Certificate of Incorporation was filed by the Department of State under the Not-For-Profit Corporation Law of the State of New York on August 5, 1986 under the name HEBREW HOSPITAL FOR CHRONIC SICK FOUNDATION, INC.

3. HEBREW HOSPITAL FOR CHRONIC SICK FOUNDATION, INC. is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law, and is a Type B corporation as defined in Section 201 of that law.

4. The Certificate of Incorporation of this Corporation is hereby amended to effect the following change: To change the name of this corporation to HEBREW HOSPITAL HOME FOUNDATION, INC.

5. HEBREW HOSPITAL FOR CHRONIC SICK FOUNDATION, INC. designates the Secretary of State of the State of New York as its agent upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process served upon him or her is as follows:

Richard Shedlovsky
Hebrew Hospital Home Foundation, Inc.
2200 Givan Avenue
Bronx, New York 10475


6. Paragraph FIRST of the Certificate of Incorporation is amended by deleting paragraph FIRST thereof, and substituting in its place a new paragraph FIRST to read in its entirety as follows:

"FIRST: The name of the corporation is HEBREW HOSPITAL HOME FOUNDATION, INC. (hereinafter referred to sometimes as the "Corporation")."

7. Said last mentioned amendment of the Certificate of Incorporation was authorized by a vote of the Board of Directors of the Corporation. There are no members entitled to vote.

8. The Certificate of Incorporation is being changed in no other manner.

IN WITNESS WHEREOF, this certificate has been subscribed this 10 day of April, 1991 by the undersigned, who affirm that the statements made herein have been examined by us and are true, under the penalties of perjury.


Herbert Drexler, President

X 
Martin Weise, Secretary

3413S



STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING TOWER BUILDING
ALBANY, N.Y. 12237

PUBLIC HEALTH COUNCIL

July 31, 1991

Mr. Bernard G. Schneider
Deutsch Klagsbrun & Blasband
Attorneys at Law
800 Third Avenue
New York, NY 10022

Re: Certificate of Amendment of the Certificate of Incorporation of
Hebrew Hospital for Chronic Sick Foundation, Inc.

Dear Mr. Schneider:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 26th day of July, 1991, I hereby certify that the Certificate of Amendment to the Certificate of Incorporation of Hebrew Hospital for Chronic Sick Foundation, Inc. hereafter to be known as Hebrew Hospital Home Foundation, Inc. dated April 18, 1991 is approved.

Sincerely,

Karen S. Westervelt

Karen S. Westervelt
Executive Secretary

RESOLUTION

RESOLVED, that the Public Health Council, on this 26th day of July, 1991, approves the filing of the Certificate of Amendment to the Certificate of Incorporation of Hebrew Hospital for Chronic Sick Foundation, Inc., hereafter to be known as Hebrew Hospital Home Foundation, Inc., dated April 18, 1991.

4

The undersigned has no objection to the granting of
Judicial approval hereon and waives statutory notice.

THE UNDERSIGNED
TO THE GRANTING
APPROVAL OF
STATUTORY

OBJECTION
JUDICIAL
WAIVES

ROBERT ABRAMS
ATTORNEY GENERAL
STATE OF NEW YORK

ROBERT ABRAMS, ATTORNEY GEN.
STATE OF NEW YORK

by:

[Signature]
ASSISTANT ATTORNEY GENERAL

Date:

August 19, 1991

I, **HERBERT SHAPIRO**, a Justice of the
Supreme Court of the State of New York for the 12th
Judicial District do hereby approve the foregoing Certificate of
Amendment of the Certificate of Incorporation of Hebrew Hospital
for Chronic Sick Foundation, Inc. and consent that the same be
filed.

[Signature]
JSC
HERBERT SHAPIRO

Date:

AUG 21 1991

F910830000277

Certificate of Amendment
of the
Certificate of Incorporation
of

HEBREW HOSPITAL FOR CHRONIC SICK FOUNDATION, INC.

ICC

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED AUG 30 1991

TAX \$ _____

BY: PEM

BRONX Co.

AUG 30 3 00 AM '91

AUG 30 2 25 PM '91

910830000328

DEUTSCH KLAGSBRUN & BLASBAND
800 THIRD AVENUE
NEW YORK, NY 10022

(212) 758-1100

6

16. NJ 00 1 1 1991

RECEIVED

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on August 15, 2019.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

CERTIFICATE OF INCORPORATION

OF

HEBREW HOSPITAL FOR CHRONIC SICK FOUNDATION, INC.

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned incorporator, for the purpose of forming a Not-for-Profit Corporation under the laws of the State of New York, hereby certifies:

FIRST: The name of the Corporation is HEBREW HOSPITAL FOR CHRONIC SICK FOUNDATION, INC. (hereinafter referred to sometimes as the "Corporation").

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and is a Type B Corporation as defined in Section 201 of the Not-for-Profit Corporation Law.

THIRD: The Corporation is organized exclusively for charitable, educational and scientific purposes and the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, as amended.

The purposes for which the Corporation is formed are:

(a) To solicit, accept and receive moneys, legacies, gifts, grants, contributions, subventions, endowments and property of any kind, real or personal, and thereafter to hold, invest, reinvest and manage the same, and except to the extent that there shall be directions to the contrary contained

B387B

B387C

in the instruments vesting assets in the Corporation, to pay over therefrom the income, and the principal, or any portion thereof, in such amounts and at such times as the Board of Directors of the Corporation shall determine in its discretion to Hebrew Hospital for Chronic Sick or to any any health-care related charitable organization or corporation which is approved by the Board of Directors of the Corporation and which is described in Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1954, as amended, to be used by Hebrew Hospital for Chronic Sick or such health-care related organization or corporation exclusively for charitable, educational and scientific purposes as designated by the Board of Directors of the Corporation; and

(b) to take any and all actions which are incidental to and not inconsistent with the foregoing purposes of the Corporation and which are lawful for Not-for-Profit Corporations to the extent such purposes are purposes described in Section 509(a)(3) of the Internal Revenue Code of 1954, as amended.

FOURTH: Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in the Not-for-Profit Corporation Law, Section 404(b)-(n) or 404(p)-(u) or Social Services Law, Section 460-a, although the Corporation is hereby authorized to become a member or stockholder of corporations which do engage in or include among their purposes, such activities. No substantial part of the activities of the Corporation

shall consist in carrying on propaganda or otherwise attempting to influence legislation [except to the extent authorized by Section 501(h) of the Internal Revenue Code of 1954, as amended, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by statutory provision]. The Corporation shall not participate in, or intervene in [including the publishing or distributing of statements] any political campaign on behalf of any candidate for public office.

FIFTH: Nothing herein shall authorize the Corporation to establish, operate or maintain a hospital or to provide hospital service or health related service, or to operate a drug maintenance program, a certified home health agency, a hospice, a health maintenance organization or comprehensive health services plan as defined in and covered by Articles 28, 33, 36, 40 and 44 respectively of the Public Health Law of the State of New York.

SIXTH: The Corporation shall be empowered to solicit funds from the public.

SEVENTH: The office of the Corporation within the State of New York is to be located in the County of Bronx.

EIGHTH: The persons who shall serve as the initial directors are:

<u>NAMES</u>	<u>ADDRESSES</u>
Herbert Drexler	119 West 40th Street New York, New York 10018
Thomas Blagoff	4602 Laurel Hill Boulevard Woodside, New York 11377

Harry Goldsmith 38-15 30th Street
Long Island City, New York
11101

Arnold Goldstein 97-77 Queens Boulevard
Rego Park, New York 11474

Frederick Katz 36 West 44th Street
New York, New York 10036

Leo Schneider 177 East 75th Street
New York, New York 10021

Herbert P. Sydney 122 East 42nd Street
New York, New York 10168

NINTH: No part of the assets, income, or net earnings of the Corporation shall inure to the benefit of any director, trustee, officer or employee of the Corporation or to any private individual, except that reasonable compensation may be paid for services rendered in effecting one or more purposes of the Corporation.

TENTH: In the event of the dissolution of the Corporation, no distribution of any of the property or assets of the Corporation shall be made to any director, trustee, officer or employee of the Corporation, or to any private individual, but all of such property and assets shall be distributed to accomplish the charitable, educational and scientific purposes for which this Corporation is organized or distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

ELEVENTH: In the event that the Corporation shall at any time be a private foundation within the meaning of Section 509 of

the Internal Revenue Code of 1954, as amended [or the corresponding provisions of any subsequent law], the Corporation, so long as it shall be such a private foundation, shall distribute such income as may be necessary in each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of said Code; and shall be absolutely prohibited from and shall refrain from engaging in the following acts:

(a) any act of self-dealing as defined in Section 4941(d) of said Code;

(b) retaining any excess business holdings as defined in Section 4943(c) of said Code;

(c) making any investment in such manner as to subject the Corporation to such tax under Section 4944 of said Code; and

(d) making any taxable expenditures as defined in Section 4945(d) of said Code of 1954.

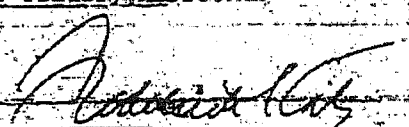
TWELFTH: The Secretary of State of the State of New York is hereby designated agent of the Corporation upon whom process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation served upon the Secretary of State is:

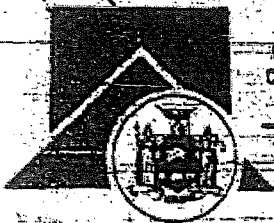
HEBREW HOSPITAL FOR CHRONIC SICK FOUNDATION, INC.
2200 Civan Avenue
Bronx, New York 10475

THIRTEENTH: All references herein to provisions of the Internal Revenue Code of 1954 shall be deemed to include both

amendments thereto and statutes which succeed such provisions.

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has signed and affirmed this Certificate of Incorporation as true under the penalties of perjury this 15 day of January, 1986.


Frederick Katz, Incorporator
36 West 44th Street
New York, New York 10036



STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING TOWER BUILDING
ALBANY, N.Y. 12237

PUBLIC HEALTH COUNCIL

Morton P. Hyman
Chairman

June 24, 1986

~~AFTER INQUIRY AND INVESTIGATION~~ and in accordance with action taken at a meeting of the Public Health Council held on the 23rd day of May, 1986, I hereby certify that the Certificate of Incorporation of Hebrew Hospital for Chronic Sick Foundation, Inc., dated April 7, 1986, is APPROVED.

Public Health Council approval is not to be construed as approval of property costs or the lease submitted in support of the application. Such approval is not to be construed as an assurance or recommendation that property costs or lease amounts as specified in the application will be reimbursable under third party payor reimbursement guidelines.

Carol Whittaker-Smith
Acting Executive Secretary

Sent to: Mr. Harfenist
10 Esquire Road
New City, New York 10956

Hebrew Hospital for Chronic Sick, Inc.

2240 GIVAN AVENUE • BRONX, N.Y. 10474 • (212) 370-8330

July 17, 1985

Honorary Chairman
MAX J. SCHNEIDER
HON. MORRIS E. SPECTOR

Chairman
LEO SCHNEIDER

Vice Chairman
DAVID A. SPECTOR

President
YETTA LITTMAN

Secretary
GEORGE J. STRAUICH

Treasurer
SYDNEY DRAZEN

General Counsel
FREDERICK KATZ, ESQ.

Board of Directors

DAVID BLASBAND

ADAM DEUTSCH

SYDNEY DRAZEN

HERBERT DREKLER

THOMAS ELMEZZI

HARRY GOLDSMITH

ARNOLD GOLDSTEIN

SEYMOUR D. GORT

JEROME JAKUBOWITZ

FREDERICK KATZ

YETTA LITTMAN

JOSEPH A. PERLMAN

CYNTHIA S. PIERCE

LEO SCHNEIDER

DAVID A. SPECTOR

GEORGE J. STRAUICH

HERBERT P. SYDNEY

LEE MARTIN WEISS

Honorary Directors

HON. ALFRED M. ASCIONE

HON. BERTRAM GELFAND

HON. THOMAS J. HUGHES

HON. BURTON B. ROBERTS

Honorary Presidents

LEE M. SPINER

FRANCIS R. PERLMAN

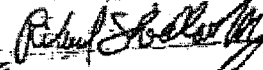
Honorary Secretary

HERBY GOLDSMITH

To Whom It May Concern:

The purpose of this letter is to advise that the Hebrew Hospital for Chronic Sick, Inc. hereby consents to the use of the name Hebrew Hospital for Chronic Sick Foundation, Inc.

Very truly yours,



Richard Shedlovsky

Executive Director

RS:emd

8

APPROVAL OF JUSTICE OF THE SUPREME COURT

The undersigned, a Justice of the Supreme Court of the State of New York, of the Twelfth Judicial District, in which the office of the Corporation is to be located, do hereby approve the foregoing Certificate of Incorporation of HEBREW HOSPITAL FOR CHRONIC SICK FOUNDATIONS, INC. and consent that the same be filed:

Dated: Bronx, New York

JUL 29 1986


Edward H. Lehner

JUSTICE OF THE SUPREME COURT
OF THE STATE OF NEW YORK
Twelfth Judicial District

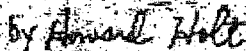
The undersigned has no objection to the granting of judicial approval hereon and waives statutory notice.

ATTORNEY GENERAL

July 18, 1986

THE UNDERSIGNED HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON AND WAIVES STATUTORY NOTICE.

ROBERT F. WOOD, ATTORNEY GEN.
STATE OF NEW YORK

by 

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED AUG 5 1986

AMT. OF CHECK \$ 67
FILING FEE \$ 35
TAX \$ _____
COUNTY FEE \$ _____
COPY \$ _____
CERT \$ _____
REFUND \$ _____
SPEC HANDLE \$ 19

BY

*P. B. ...
Type B*

772374

1197832

CERTIFICATE OF INCORPORATION

OF

HEBREW HOSPITAL FOR CHRONIC SICK
FOUNDATION, INC.

Under Section 402
of the Not-for-Profit
Corporation Law

Handwritten signature/initials

CFS

CERTIFICATE OF INCORPORATION

KENNETH HAYEMIST
ATTORNEY AT LAW
55 OLD TURNPIKE ROAD
P.O. BOX 278
MANHATTAN, NEW YORK
10954-0278
(914) 627-2193

FREDERICK KATZ
ATTORNEY AT LAW
WEST 44TH STREET
NEW YORK, NEW YORK
10036
(212) 869-1200

*50. 10. 25
Z 5 24
00714*

Exhibit B

Plan of Dissolution and Distribution of Assets

See attached.

PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS

OF

HEBREW HOSPITAL HOME FOUNDATION, INC.

The Board of Directors of Hebrew Hospital Home Foundation, Inc. (the "Foundation") has considered the advisability of voluntarily dissolving the Foundation and has determined that dissolution is in the best interest of the Foundation.

1. The assets of the Foundation consist of cash in the amount of \$82,110.35.
2. The Foundation has no liabilities.
3. The organization proposed to receive the Foundation's assets following the wind-down processes described in Paragraph 5 herein is a charitable organization engaged in activities substantially similar to the Foundation's activities and consistent with any specific dissolution requirement specified in the Foundation's Certificate of Incorporation.

For the organization proposed in this Plan to receive the Foundation's assets, the following documents are attached as Exhibit A:

- a. The Certificate of Incorporation, with all amendments;
- b. The most recent financial report; and
- c. An affidavit from a director or officer stating the purposes of the organization, that it is currently exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, that it is up to date in its registration and annual financial filings with the Charities Bureau or is exempt from registration with the Charities Bureau, and if restricted assets are being transferred, a statement that those assets will be held in accordance with the restrictions.

4. In addition to Attorney General approval, the approval of the New York Public Health and Health Planning Council is required and a copy of such approval will be attached to the Verified Petition submitted to the Attorney General.

5. The Foundation has set aside \$15,000 to pay for estimated legal fees and costs related to the Foundation wind down and dissolution processes. It has also set aside \$25,000 to pay for estimated legal fees and costs related to the wind down and dissolution processes for Hebrew Hospital Home, Inc. and HHH Home Care, Inc., affiliated entities of the Foundation. The Foundation's funds will be held in one or more accounts for use by the Foundation, Hebrew Hospital Home, Inc. and HHH Home Care, Inc. in their respective wind down and dissolution processes. These funds will only be used for these purposes. In the event there are remaining funds in such account(s), such funds will be sent to proposed recipient organization described in Paragraph 6 below.

6. Following the completion of the aforementioned wind-down and dissolution processes, any funds remaining will be distributed to the UGC Foundation, Inc., a New York not-for-profit corporation, whose mission is to support programs aimed at meeting the special needs of the elderly in Westchester County, New York.

7. Within two hundred seventy (270) days after the date on which the Attorney General approves the Plan, the Foundation shall carry it out. After the Plan is carried out, a Certificate of Dissolution shall be signed by an authorized director or officer and all required approvals shall be attached thereto.

[Signature page follows]

Date: February 21, 2020

Mary Frances Barrett
Mary Frances Barrett, President

EXHIBIT A

Governing documents; most recent financial report; affidavit of an officer of intended recipient charitable organization

961119000002

CERTIFICATE OF INCORPORATION
OF
UHGCC FOUNDATION, INC

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, for the purpose of forming a not-for-profit corporation under Section 402 of the Not-for-Profit Corporation Law of the State of New York, hereby certifies that:

1. The name of the Corporation is UHGCC Foundation, Inc.

2. The Corporation is a corporation as defined in subparagraph (a)(2) of Section 102 of the Not-for-Profit Corporation Law and is not formed, conducted or operated for purposes of pecuniary profit or financial gain. The Corporation is a Type B Corporation under Section 201 of the Not-for-Profit Corporation Law.

3. The Corporation is formed and shall be operated exclusively for the charitable purpose of benefiting and supporting organizations in Westchester County which assist in meeting the special needs of the elderly, provided that in each case the organization is qualified under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (the "Code") and is not a private foundation by virtue of Section 509(a)(1) or Section 509(a)(2) of the Code. Without limiting the generality of the foregoing, it shall be the purpose of the Corporation to: serve as the corporate member of one or more not-for-profit organizations; monitor and coordinate the activities of these organizations and their affiliates; to grant these organizations in eliminating duplicate functions; and generally to improve the efficiency and effectiveness of these organizations through coordinated effort in achieving their individual exempt purposes.

4. (a) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered in or for the Corporation. No member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(b) of the Internal Revenue Code of 1954 (as now in effect or any hereafter be amended) (the "Code"). The Corporation shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any other provision of these articles, the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, as specified in Section 501(c)(3) of the Code. The Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under

1

Section 501(c)(3) of the Code or (ii) by a corporation contributions to which are deductible under Section 170(e)(2) of the Code.

(4) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be distributed to one or more organizations which are then qualified under Section 501(c)(3) of the Code to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this Corporation was formed.

5. The office of the Corporation in the State of New York shall be located in the County of Westchester.


6. The names and addresses of the initial directors of the Corporation are:

NAME	ADDRESS
Elsie Stein	60 Willow Drive, New Rochelle, NY 10805
Pyylla Duberman	60 Willow Drive, New Rochelle, NY 10805
Maheshin Lazarus	60 Willow Drive, New Rochelle, NY 10805
David Smetz	60 Willow Drive, New Rochelle, NY 10805
Linda Bransone	60 Willow Drive, New Rochelle, NY 10805

7. The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any such process so served is:

UHOG Foundation, Inc.
c/o United Hebrew Geriatric Center
60 Willow Drive
New Rochelle, New York 10805

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has signed this certificate this 24th day of August, 1996 and hereby affirms the truth of the statements contained herein under penalty of perjury.


Mark A. Harrison, Esq., Incorporator
Street Address: Nison, Hanger, Devans
Dorps 112
990 Stewart Avenue
Garden City, New York 11530

2

Nov. 15 1996 4 55PM NIXON HARGRAVE E3

No 0.5 P 44

F961119000002

CERTIFICATE OF INCORPORATION
OF
UNGC FOUNDATION, INC.

Under Section 402 of the New York Not-for-Profit Corporation Law

RECEIVED

NOV 10 11 16 AM '96

1cc
STATE OF NEW YORK
DEPT. OF STATE
NOV 19 1996
TAX
BY: WJC
WEST

Filed by:

Nixon, Hargrave, Devans & Doyle LLP
990 Stewart Avenue
Garden City, New York 11530

3

961119000003

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
UGC FOUNDATION, INC.**

Under Section 803 of the Not-for-Profit Corporation Law

The undersigned, being the President and Assistant Secretary of UGC Foundation, Inc. (the "Corporation"), respectively, in order to amend the Corporation's Certificate of Incorporation, certify that:

FIRST: The name of the Corporation is UGC Foundation, Inc. The Corporation was formed under the name UHGC Foundation, Inc.

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on November 19, 1996 under Section 402 of the Not-for-Profit Corporation Law.

THIRD: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law. The Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law without members, and after the amendments of its Certificate effected herein, the Corporation shall be a Type B corporation without members under Section 201.

FOURTH: The Certificate of Incorporation is hereby amended to affect the following:

(a) To amend Paragraph 3 relating to the purposes of the Corporation, presently reading in its entirety as follows:

"3. The Corporation is formed and shall be operated exclusively for the charitable purpose of benefiting and supporting organizations in Westchester County which assist in meeting the special needs of the elderly, provided that in each case the organization is qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and is not a private foundation by virtue of Section 509(a)(1) or Section 509(a)(2) of the Code. Without limiting the generality of the foregoing, it shall be the purpose of the Corporation to: serve as the corporate member of one or more not-for-profit organizations; monitor and coordinate the activities of these organizations and their affiliates; to assist these organizations in eliminating duplicate functions; and generally to improve the efficiency and effectiveness of these organizations through coordinated effort in achieving their individual exempt purposes."

(b) Paragraph 3 is amended to read in its entirety as follows:

"3. The Corporation is formed and shall be operated exclusively for the charitable purpose of benefiting and supporting organizations in Westchester County which assist in meeting the special needs of the elderly, provided that in each case the organization is qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and is not a private foundation by virtue of Section 509(a)(1) or Section 509(a)(2) of the Code. Without limiting the generality of the foregoing, it shall be the purpose of the Corporation to:

A. To serve as the corporate member of one or more not-for-profit organizations;

B. To monitor and coordinate the activities of these organizations and their affiliates; to assist these organizations in eliminating duplicate functions; and generally to improve the efficiency and effectiveness of these organizations through coordinated effort in achieving their individual exempt purposes;

C. To provide the charitable activity of relief of the physically handicapped poor and distressed through the provision of low income housing to recipients who are unable to afford the basic necessities of life, including safe and decent housing, without under hardship;

D. To promote the common good and general welfare and to relieve the congestion and overcrowding in housing among physically handicapped poor and distressed people of the County of Westchester vicinity thereof by increasing housing opportunities;

E. To provide safe, decent, and sanitary housing to physically handicapped poor and distressed people of the County of Westchester who otherwise could not afford such housing without assistance; and

F. To make additional housing opportunities available at the lowest feasible cost affordable for physically handicapped poor and distressed people who reside or desire to reside in the County of Westchester generally."

G. To insert a new paragraph 4, with respect to the purpose provisions of Paragraph 3 above, to read in its entirety as follows and to renumber subsequent paragraphs:

"In order to achieve the charitable purposes as described herein, the Corporation shall have the following special powers which include, but are not limited to, the following:

Development:

A. To serve directly or through a subsidiary formed for that purpose, as a general partner in a limited partnership formed for the purpose of developing, building and managing low income housing units for physically handicapped poor persons living in the local communities;

B. To take and hold by bequest, devise, gift, purchase or lease, for any of its purposes, any property, real or personal, without limitations as to amount or value, except such limitations, if any, as may be imposed by law, to convey such property, and to invest and reinvest any principal and to deal with and expend the income and principal of the corporation in such manner as in the judgment of the members and directors of the Corporation will best promote its objects;

C. To provide technical consultation in the planning for the building of new or rehabilitated housing units;

D. To build new structures or clear or rehabilitate, blighted, deteriorated areas or structures;

E. To seek bids and contract with companies for construction of the housing units;

F. To arrange debt and equity financing by working with lenders, investors and federal, state and local government agencies as may be required; and

G. To receive development fees for the performance of development services.

Management:

A. To serve directly or through a subsidiary, to manage the housing projects which will make low income housing available to poor persons in the community;

B. To rent at least 75% of the housing units to poor persons who receive less than 60% of the area's median income;

C. To screen potential tenants for income qualifications for the rental units and to make an annual review of the ongoing income eligibility of existing tenants;

D. To provide day-to-day management of the housing units, such management services to include, but not be limited to, maintenance and repair of residential units and common areas, collection of rents; disbursements for services for upkeep and

maintenance of the units, and recordkeeping to ensure compliance with State and Federal Guidelines;

E. To manage the building project efficiently and in such a manner as to maintain rents at the lowest feasible level; and

F. To receive fees for the performance of management services.

Other Powers:

The Corporation shall have the power to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Article 5 of the New York Not-for-Profit Corporation Law."

(d) To renumber subsequent paragraphs accordingly.

FIFTH: The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any such process so served is:

UCG Foundation, Inc.
c/o United Hebrew Geriatric Center
60 Willow Drive
New Rochelle, New York 10805

SIXTH: This amendment to the Certificate of Incorporation was authorized by a vote of the majority of the entire Board of Directors at a meeting duly held on October 28, 2004.

IN WITNESS WHEREOF, we have made and subscribed this Certificate and hereby affirm under the penalties of perjury that its contents are true this 28 day of October, 2004.


Malcolm Lazarus, President



Rita Mabli, Assistant Secretary

AFFIDAVIT

STATE OF NEW YORK)
COUNTY OF WESTCHESTER) ss:

MALCOLM LAZARUS, being duly sworn deposes and says:

1. I am the President of UGC Foundation, Inc. (the "Corporation"), a New York not-for-profit corporation incorporated in 1996.
2. The Corporation is in the process of amending its Certificate of Incorporation to change its purposes.
3. The Corporation agrees to use its current assets for its current purposes and activities. Future assets will be used for purposes and activities as stated in the Corporation's Certificate of Amendment.


Name: Malcolm Lazarus
Title: President

Sworn to before me this 28th
day of OCTOBER, 2004.


Notary Public

CARYLANNE ALFARANO
Notary Public, State of New York
No. 01AL508510
Qualified in Westchester County
Commission Expires Sept. 8, 2006

Form **990**

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2017

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public
Information about Form 990 and its instructions is at www.irs.gov/form990

Open to Public Inspection

A For the 2017 calendar year, or tax year beginning 01-01-2017, and ending 12-31-2017

B Check if applicable:
 Address change
 Name change
 Initial return
 Final return/terminated
 Amended return
 Application pending

C Name of organization: UGC FOUNDATION INC
 Doing business as:
 Number and street (or P.O. box if mail is not delivered to street address): 60 WILLOW DRIVE
 Room/suite:
 City or town, state or province, country, and ZIP or foreign postal code: NEW ROCHELLE, NY 10805

D Employer identification number: 13-3930505
E Telephone number: (914) 632-2804
G Gross receipts \$ 1,096,106

F Name and address of principal officer: CHRISTINA L VILLANUEVA, 60 WILLOW DRIVE, NEW ROCHELLE, NY 10805

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
 If "No," attach a list (see instructions)
H(c) Group exemption number ▶

I Tax-exempt status: 501(c)(3) 501(c) () (insert no) 4947(a)(1) or 527

J Website: ▶ N/A

K Form of organization: Corporation Trust Association Other ▶
L Year of formation: 1996 **M** State of legal domicile: NY

Part I Summary

1 Briefly describe the organization's mission or most significant activities:
TO SUPPORT VARIOUS PROGRAMS FOR THE ELDERLY, INCLUDING SUPPORT OF ITS RELATED ENTITIES

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)	3	12
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	11
5 Total number of individuals employed in calendar year 2017 (Part V, line 2a)	5	4
6 Total number of volunteers (estimate if necessary)	6	11
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
7b Net unrelated business taxable income from Form 990-T, line 34	7b	0

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	860,827	674,617
9 Program service revenue (Part VIII, line 2g)	0	0
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	78,874	77,289
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	942,612	197,307
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,882,313	949,213
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,668,307	42,551
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	60,816	48,855
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 235,779		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	219,001	251,400
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	1,948,124	342,806
19 Revenue less expenses Subtract line 18 from line 12	-65,811	606,407

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	5,953,718	6,347,749
21 Total liabilities (Part X, line 26)	3,842,585	3,630,209
22 Net assets or fund balances Subtract line 21 from line 20	2,111,133	2,717,540

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature of officer: _____ Date: 2018-11-08
 CHRISTINA L VILLANUEVA CFO
 Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: AARON SHAPIRO
 Preparer's signature: AARON SHAPIRO
 Date: _____
 Check if self-employed
 Preparer's EIN: 001333816
 Firm's name: LOEB & TROPER LLP
 Firm's EIN: 13-1517563
 Firm's address: 655 THIRD AVENUE 12TH FLOOR
 Phone no: (212) 867-4000
 NEW YORK, NY 10017

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission

THE PRIMARY SOURCES OF SUPPORT ARE CONTRIBUTIONS AND SPECIAL EVENTS INCOME THE FUNDS ARE UTILIZED TO SUPPORT VARIOUS PROGRAMS FOR THE ELDERLY, INCLUDING SUPPORT OF ITS RELATED ENTITIES

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 42,551 including grants of \$ 42,551) (Revenue \$)
See Additional Data

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ▶ 42,551

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	Yes	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII		No
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV		No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	Yes	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		No

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	Yes	
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		No
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	Yes	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		No
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		No
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If "Yes," complete Schedule L, Part II		No
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		No
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		No
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		No
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		No
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		No
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		No
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		No
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		No
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	Yes	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	Yes	
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		No
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		No
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		No
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	Yes	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
1a	12		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent		
1b	11		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		No
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	Yes	
b	Each committee with authority to act on behalf of the governing body?	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		No
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	Yes	
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official		No
15b	Other officers or key employees of the organization		No
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		No
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed: NY
- 18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, address, and telephone number of the person who possesses the organization's books and records.
 ▶ RITA MABLI 60 WILLOW DRIVE NEW ROCHELLE, NY 10805 (914) 632-2804

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or without the organization's tax year.

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's current key employees, if any. See instructions for definition of "key employee."
- List the organization's five current highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's former officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MICHAEL R ROZEN PRESIDENT	1 00 9 00	X		X				0	0	
(2) RITA C MABLI PRESIDENT/CEO	1 00 43 50	X		X				852,483	89,394	
(3) MALCOLM LAZARUS CHAIRMAN	1 00 9 00	X		X				0	0	
(4) DONALD DUBERSTEIN SECRETARY	1 00 8 00	X		X				0	0	
(5) MARK HARTMAN TREASURER	1 00 9 00	X		X				0	0	
(6) HARRIN PLATZNER BOARD MEMBER	1 00 3 00	X						0	0	
(7) PETER TOMBACK BOARD MEMBER	1 00 2 00	X						0	0	
(8) ANTHONY NARDOZZI BOARD MEMBER	1 00 6 00	X						0	0	
(9) JOSEPH DEPAOLO BOARD MEMBER	1 00	X						0	0	
(10) DAVID SHATZ BOARD MEMBER	1 00 2 00	X						0	0	
(11) JAMES STAUDT BOARD MEMBER	1 00 2 00	X						0	0	
(12) PETER GREEN BOARD MEMBER	1 00	X						0	0	
(13) CHRISTINA L VILLANUEVA CFO	1 00 43 50			X				0	264,292 31,173	

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c	246,597			
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	426,020			
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		674,617			
	Program Service Revenue	2a	Business Code			
		b				
c						
d						
e						
f All other program service revenue						
g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		77,289		77,289	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6a Gross rents	(i) Real				
		(ii) Personal				
		b Less rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)					
	7a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less cost or other basis and sales expenses				
		c Gain or (loss)				
	d Net gain or (loss)					
	8a Gross income from fundraising events (not including \$ 246,597 of contributions reported on line 1c) See Part IV, line 18	a	94,200			
	b Less direct expenses	b	146,893			
c Net income or (loss) from fundraising events		-52,693		-52,693		
9a Gross income from gaming activities See Part IV, line 19	a					
b Less direct expenses	b					
c Net income or (loss) from gaming activities						
10a Gross sales of inventory, less returns and allowances	a					
b Less cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue	Business Code					
11a BAD DEBT RECOVERY	900099	250,000			250,000	
b						
c						
d All other revenue						
e Total. Add lines 11a-11d		250,000				
12 Total revenue. See instructions		949,213	0	0	274,596	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments See Part IV, line 21	42,551	42,551		
2 Grants and other assistance to domestic individuals See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, line 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	36,986			36,986
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions)				
9 Other employee benefits	9,197			9,197
10 Payroll taxes	2,672			2,672
11 Fees for services (non-employees)				
a Management				
b Legal	275		275	
c Accounting	10,800		10,800	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	122,262		8,079	114,183
12 Advertising and promotion	56,310			56,310
13 Office expenses	42,168		33,953	8,215
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	3,332			3,332
20 Interest	8,615		8,615	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	2,754		2,754	
23 Insurance				
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a FLOWERS	4,884			4,884
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	342,806	42,551	64,476	235,779
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part IX

		(A) Beginning of year		(B) End of year
Assets	1 Cash-non-interest-bearing	93,160	1	13,094
	2 Savings and temporary cash investments	541,965	2	570,815
	3 Pledges and grants receivable, net	17,000	3	119,858
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net	4,350,000	7	4,600,000
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	13,766	9	5,878
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 22,428		
	b Less accumulated depreciation	10b 15,149	10c	7,279
	11 Investments—publicly traded securities		11	
	12 Investments—other securities See Part IV, line 11		12	
	13 Investments—program-related See Part IV, line 11	12,092	13	9,202
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	915,702	15	1,021,623
16 Total assets. Add lines 1 through 15 (must equal line 34)	5,953,718	16	6,347,749	
Liabilities	17 Accounts payable and accrued expenses	15,775	17	18,663
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	3,826,810	25	3,611,546
	26 Total liabilities. Add lines 17 through 25	3,842,585	26	3,630,209
Net Assets or Fund Balances	27 Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. Unrestricted net assets	722,556	27	900,943
	28 Temporarily restricted net assets	1,388,577	28	1,816,597
	29 Permanently restricted net assets		29	
	30 Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	2,111,133	33	2,717,540
	34 Total liabilities and net assets/fund balances	5,953,718	34	6,347,749

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	949,213
2	Total expenses (must equal Part IX, column (A), line 25)	2	342,806
3	Revenue less expenses Subtract line 2 from line 1	3	606,407
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,111,133
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	2,717,540

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Additional Data

Software ID:

Software Version:

EIN: 13-3930505

Name: UGC FOUNDATION INC

Form 990 (2017)

Form 990, Part III, Line 4a:

SUPPORT OF PROGRAMS FOR THE ELDERLY IN LONG TERM CARE FACILITIES, AS WELL AS ASSISTANCE IN LONG TERM CARE FACILITIES FOR CAPITAL PROJECTS

SCHEDULE A
Form 990 or 990-EZ

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
JGC FOUNDATION INC

Employer identification number

13-3930505

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E (Form 990 or 990-EZ))
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)
- 8 A community trust described in section 170(b)(1)(A)(vi) (Complete Part II)
- 9 An agricultural research organization described in 170(b)(1)(A)(ix) operated in conjunction with a land-grant college or university or a non-land grant college of agriculture. See instructions. Enter the name, city, and state of the college or university _____
- 10 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III)
- 11 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. You must complete Part IV, Sections A and B.
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). You must complete Part IV, Sections A and C.
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). You must complete Part IV, Sections A, D, and E.
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). You must complete Part IV, Sections A and D, and Part V.
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations _____

9 Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv), 170(b)(1)(A)(vi), and 170(b)(1)(A)(ix)

(Complete only if you checked the box on line 5, 7, 8, or 9 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grant.")	1,990,043	611,767	2,697,933	860,827	674,617	6,835,187
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	1,990,043	611,767	2,697,933	860,827	674,617	6,835,187
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						394,865
6 Public support. Subtract line 5 from line 4						6,440,322

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
7 Amounts from line 4	1,990,043	611,767	2,697,933	860,827	674,617	6,835,187
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	109,013	117,882	96,458	78,874	77,289	479,516
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)				1,000,000	250,000	1,250,000
11 Total support. Add lines 7 through 10						8,564,703

12 Gross receipts from related activities, etc (see instructions) **12**

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

14 Public support percentage for 2017 (line 6, column (f) divided by line 11, column (f))	14	75.200 %
15 Public support percentage for 2016 Schedule A, Part II, line 14	15	77.580 %

16a **33 1/3% support test—2017.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

b **33 1/3% support test—2016.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

17a **10%-facts-and-circumstances test—2017.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

b **10%-facts-and-circumstances test—2016.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI)						
13 Total support. (Add lines 9, 10c, 11, and 12)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

15 Public support percentage for 2017 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2016 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2017 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2016 Schedule A, Part III, line 17	18	

- 19a** 33 1/3% support tests—2017. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization
- b** 33 1/3% support tests—2016. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization
- 20** Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

		Yes	No
1	Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
2	Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		
3a	Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		
b	Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
c	Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
4a	Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 12a or 12b in Part I, answer (b) and (c) below.		
b	Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
c	Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
5a	Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).		
b	Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c	Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6	Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI.		
7	Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
8	Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
9a	Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI.		
b	Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI.		
c	Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI.		
10a	Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer line 10b below.		
b	Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI		
	11a	
	11b	
	11c	

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
	1	
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.		
	2	

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		
	1	

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
	1	
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
	2	
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		
	3	

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.		
	2a	
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
	2b	
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.		
	3a	
b Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		
	3b	

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov 20, 1970 (explain in Part VI) See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)	1	
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI)		
2	Acquisition indebtedness applicable to non-exempt use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	
Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions		Current Year		
1	Amounts paid to supported organizations to accomplish exempt purposes			
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity			
3	Administrative expenses paid to accomplish exempt purposes of supported organizations			
4	Amounts paid to acquire exempt-use assets			
5	Qualified set-aside amounts (prior IRS approval required)			
6	Other distributions (describe in Part VI) See instructions			
7	Total annual distributions. Add lines 1 through 6			
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions			
9	Distributable amount for 2017 from Section C, line 6			
10	Line 8 amount divided by Line 9 amount			
Section E - Distribution Allocations (see instructions)		(i) Excess Distributions	(ii) Underdistributions Pre-2017	(iii) Distributable Amount for 2017
1	Distributable amount for 2017 from Section C, line 6			
2	Underdistributions, if any, for years prior to 2017 (reasonable cause required-- explain in Part VI) See instructions			
3	Excess distributions carryover, if any, to 2017			
a				
b	From 2013.			
c	From 2014.			
d	From 2015.			
e	From 2016.			
f	Total of lines 3a through e			
g	Applied to underdistributions of prior years			
h	Applied to 2017 distributable amount			
i	Carryover from 2012 not applied (see instructions)			
j	Remainder Subtract lines 3g, 3h, and 3i from 3f			
4	Distributions for 2017 from Section D, line 7			
a	Applied to underdistributions of prior years			
b	Applied to 2017 distributable amount			
c	Remainder Subtract lines 4a and 4b from 4			
5	Remaining underdistributions for years prior to 2017, if any Subtract lines 3g and 4a from line 2 If the amount is greater than zero, explain in Part VI See instructions			
6	Remaining underdistributions for 2017 Subtract lines 3h and 4b from line 1 If the amount is greater than zero, explain in Part VI See instructions			
7	Excess distributions carryover to 2018. Add lines 3j and 4c			
8	Breakdown of line 7			
a	Excess from 2013.			
b	Excess from 2014.			
c	Excess from 2015.			
d	Excess from 2016.			
e	Excess from 2017.			

Part VI Supplemental Information. Provide the explanations required by Part II, line 10, Part II, line 17a or 17b, Part III, line 12, Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c, Part IV, Section B, lines 1 and 2, Part IV, Section C, line 1, Part IV, Section D, lines 2 and 3, Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b, Part V, line 1, Part V, Section B, line 1e, Part V Section D, lines 5, 6, and 8, and Part V, Section E, lines 2, 5, and 6 Also complete this part for any additional information (See instructions)

Facts And Circumstances Test

990 Schedule A, Supplemental Information

Return Reference	Explanation
SCHEDULE A, PART II, LINE 10, EXPLANATION OF OTHER INCOME	GAIN ON FORGIVENESS OF DEBT

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2017

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990.

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization UGC FOUNDATION INC

Employer identification number 13-3930505

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate value of contributions to (during year), Aggregate value of grants from (during year), Aggregate value at end of year.

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply)
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year
4 Number of states where property subject to conservation easement is located
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year
7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

- b If "Yes," explain the arrangement in Part XIII and complete the following table
- c Beginning balance
- d Additions during the year
- e Distributions during the year
- f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a Board designated or quasi-endowment ▶
- b Permanent endowment ▶
- c Temporarily restricted endowment ▶

The percentages on lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		22,428	15,149	7,279
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				7,279

Part VIII Investments—Other Securities. Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)		

Part VIII Investments—Program Related. Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13)		

Part IX Other Assets. Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value	
(1) INTEREST RECEIVABLE	639,497	
(2) DUE FROM RELATED ENTITIES	382,126	
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 15)		1,021,623

Part X Other Liabilities. Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value	
(1) Federal income taxes		
LOAN PAYABLE TO UHGC	3,000,000	
DUE TO UNITED HEBREW GERIATRIC CENTER	611,546	
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)		3,611,546

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	6,382,015
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d	5,432,802	
e	Add lines 2a through 2d		2e	5,432,802
3	Subtract line 2e from line 1		3	949,213
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	0
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)		5	949,213

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	5,792,757
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d	5,449,951	
e	Add lines 2a through 2d		2e	5,449,951
3	Subtract line 2e from line 1		3	342,806
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	0
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)		5	342,806

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

Return Reference	Explanation
See Additional Data Table	

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

Additional Data

Software ID:
Software Version:
EIN: 13-3930505
Name: UGC FOUNDATION INC

Supplemental Information

Return Reference	Explanation
PART X, LINE 2	UGC FOUNDATION, INC HAS DETERMINED THAT THERE ARE NO MATERIAL UNCERTAIN TAX POSITIONS THAT REQUIRE RECOGNITION OR DISCLOSURE IN THE FINANCIAL STATEMENTS PERIODS ENDING DECEMBER 31, 2014 AND SUBSEQUENT REMAIN SUBJECT TO EXAMINATION BY APPLICABLE TAXING AUTHORITIES

Supplemental Information

Return Reference	Explanation
PART XI, LINE 2D - OTHER ADJUSTMENTS	AZOR HOME CARE REVENUE 5,432,802

Supplemental Information

Return Reference	Explanation
PART XII, LINE 2D - OTHER ADJUSTMENTS	AZOR OPERATING EXPENSES 5,449,951

SCHEDULE G
Form 990 or 990-EZ

**Supplemental Information Regarding
Fundraising or Gaming Activities**

OMB No 1545-0047

2017

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" on Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a
▶ Attach to Form 990 or Form 990-EZ.

**Open to Public
Inspection**

▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization
JGC FOUNDATION INC

Employer identification number

13-3930505

Part I Fundraising Activities. Complete if the organization answered "Yes" on Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a Mail solicitations
 - b Internet and email solicitations
 - c Phone solicitations
 - d In-person solicitations
 - e Solicitation of non-government grants
 - f Solicitation of government grants
 - g Special fundraising events
- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total						

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

Part II Fundraising Events. Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a)Event #1	(b) Event #2	(c)Other events	(d)
		DINNER DANCE (event type)	GOLF (event type)	(total number)	Total events (add col (a) through col (c))
Revenue	1	Gross receipts	194,178	146,619	340,797
	2	Less Contributions	75,069	171,528	246,597
	3	Gross income (line 1 minus line 2)	119,109	-24,909	94,200
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs	12,110	42,369	54,479
	7	Food and beverages			
	8	Entertainment	14,500	12,209	26,709
	9	Other direct expenses	32,820	32,885	65,705
	10	Direct expense summary Add lines 4 through 9 in column (d)			146,893
11	Net income summary Subtract line 10 from line 3, column (d)			-52,693	

Part III Gaming. Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
		1	Gross revenue		
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
7	Direct expense summary Add lines 2 through 5 in column (d)				
8	Net gaming income summary Subtract line 7 from line 1, column (d)				

9 Enter the state(s) in which the organization conducts gaming activities _____

a Is the organization licensed to conduct gaming activities in each of these states? Yes No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain _____

- 11 Does the organization conduct gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity conducted in

- a The organization's facility
- b An outside facility

13a		%
13b		%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address of the third party

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

- Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information (see instructions).

Return Reference	Explanation
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Schedule I (Form 990)

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

OMB No 1545-0047

2017

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," on Form 990, Part IV, line 21 or 22.

Attach to Form 990.

Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization UGC FOUNDATION INC

Employer identification number

13-3930505

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

Table with 8 columns: (a) Name and address of organization or government, (b) EIN, (c) IRC section (if applicable), (d) Amount of cash grant, (e) Amount of non-cash assistance, (f) Method of valuation (book, FMV, appraisal, other), (g) Description of noncash assistance, (h) Purpose of grant or assistance. Row 1: MEADOW LANE HOUSING DEVELOPMENT FUND COMPANY INC, 46-3825709, 501 (C) (3), 42,551, PROGRAM SPONSOR.

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table. 1
3 Enter total number of other organizations listed in the line 1 table. 0

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22
 Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					

Part IV Supplemental Information. Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

Return Reference	Explanation
PART I, LINE 2	SINCE THE GRANTS ARE TO RELATED ENTITIES, MANAGEMENT ENSURES THAT THE GRANTS ARE RECEIVED AND UTILIZED FOR THEIR INTENDED PURPOSES

Schedule J
Form 990)

Compensation Information

OMB No 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
 ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
 ▶ Attach to Form 990.
 ▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
UGC FOUNDATION INC

Employer identification number

13-3930505

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|--|--|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?
 If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
b Any related organization?
 If "Yes," on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
b Any related organization?
 If "Yes," on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described in lines 5 and 6? If "Yes," describe in Part III.

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		No
4b		No
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
9		

Part II Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Return Reference	Explanation
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SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service
Name of the organization
UGC FOUNDATION INC

Employer identification number

13-3930505

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11B	A COPY OF THE FORM 990 IS PRESENTED TO THE BOARD OF DIRECTORS FOR REVIEW AND APPROVED BEFORE FILING

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	OFFICERS AND DIRECTORS ARE REQUIRED TO SIGN A CONFLICT OF INTEREST DISCLOSURE FORM ANNUALLY AN INTERESTED PERSON MAY MAKE A PRESENTATION TO THE BOARD AFTER THE PRESENTATION HE/SHE SHALL LEAVE AND NOT BE PRESENT DURING THE DISCUSSION OF, OR VOTE ON, THE PROPRIETY OF THE ARRANGEMENT INVOLVING THE POSSIBLE CONFLICT OF INTEREST THE BOARD DETERMINES, BY MAJORITY VOTE, WHETHER THE ARRANGEMENT IS ALLOWABLE

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15	COMPENSATION OF THE PRESIDENT/CEO AND CFO ARE REVIEWED AND APPROVED BY THE COMMITTEE OF THE BOARD OF A RELATED ENTITY UNITED HOME. THE METHODS UTILIZED INCLUDE A COMPENSATION COMMITTEE, WRITTEN EMPLOYMENT CONTRACTS, COMPARING TO THE FORM 990'S OF OTHER ORGANIZATIONS, AND APPROVAL BY THE COMPENSATION COMMITTEE OF THE BOARD. THIS PROCESS WAS LAST DONE FOR UNITED HOME IN 2017.

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 19	GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST AND APPROVAL OF THE CFO

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART IX, LINE 11G	<p>CONTRACTED SERVICES PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 8,079 FUNDRAISING EXPENSES 6,864 TOTAL EXPENSES 14,943 FUNDRAISING SERVICES PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 60,000 TOTAL EXPENSES 60,000 MARKETING SERVICES PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 47,319 TOTAL EXPENSES 47,319</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XII, LINE 2C	THIS PROCESS HAS NOT CHANGED SINCE PRIOR YEAR

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) SOUNDVIEW APARTMENTS ASSOCIATES LP 60 WILLOW DRIVE NEW ROCHELLE, NY 10805 14-6002615	LOW-INCOME HOUSING	NY						No		Yes		1 000 %

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) AZOR HOME CARE INC 391 PELHAM ROAD NEW ROCHELLE, NY 10805 13-4042739		NY	UGC FOUNDATION				79 000 %		No

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity		No
b Gift, grant, or capital contribution to related organization(s)	Yes	
c Gift, grant, or capital contribution from related organization(s)	Yes	
d Loans or loan guarantees to or for related organization(s)	Yes	
e Loans or loan guarantees by related organization(s)	Yes	
f Dividends from related organization(s)		No
g Sale of assets to related organization(s)		No
h Purchase of assets from related organization(s)		No
i Exchange of assets with related organization(s)		No
j Lease of facilities, equipment, or other assets to related organization(s)		No
k Lease of facilities, equipment, or other assets from related organization(s)		No
l Performance of services or membership or fundraising solicitations for related organization(s)		No
m Performance of services or membership or fundraising solicitations by related organization(s)		No
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	Yes	
o Sharing of paid employees with related organization(s)	Yes	
p Reimbursement paid to related organization(s) for expenses		No
q Reimbursement paid by related organization(s) for expenses	Yes	
r Other transfer of cash or property to related organization(s)		No
s Other transfer of cash or property from related organization(s)		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Additional Data

Software ID:
Software Version:
EIN: 13-3930505
Name: UGC FOUNDATION INC

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

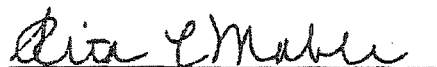
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
60 WILLOW DRIVE NEW ROCHELLE, NY 10805 13-1663975	NURSING HOME	NY	501(C)(3)	10	N/A		No
60 WILLOW DRIVE NEW ROCHELLE, NY 10805 13-4097985	SENIOR HOUSING FACILITY	NY	501(C)(3)	10	N/A		No
40 WILLOW DRIVE NEW ROCHELLE, NY 10805 13-2955399	SENIOR HOUSING FACILITY	NY	501(C)(3)	10	N/A		No
60 WILLOW DRIVE NEW ROCHELLE, NY 10805 45-1019853	NURSING HOME	NY	501(C)(3)	10	UNITED HEBREW GERIATRIC CENTER		No
391 PELHAM ROAD NEW ROCHELLE, NY 10805 46-3825709	SENIOR HOUSING FACILITY	NY	501(C)(3)	10	N/A		No
40 WILLOW DRIVE NEW ROCHELLE, NY 10805 46-4312396	HOME CARE	NY	501(C)(3)	10	N/A		No

AFFIDAVIT

STATE OF NEW YORK)
COUNTY OF WESTCHESTER) ss.:

RITA C. MABLI, being duly sworn, deposes and says:

1. I am the Secretary of UGC Foundation, Inc.
2. The purpose of UGC Foundation, Inc. is set forth in its Certificate of Incorporation which is attached hereto.
3. UGC Foundation, Inc. is currently exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.
4. UGC Foundation, Inc. is up to date in its registration and annual financial filings with the Charities Bureau.



Rita C. Mabli

Sworn to before me this
26th day of November, 2019



Notary Public

JAMES STAUDT
Notary Public, State of New York
No. 01ST4655164
Qualified in Westchester County
Commission Expires November 30, 2021

Exhibit C

Unanimous Written Consent of Petitioner's Board of Directors

See attached.

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
HEBREW HOSPITAL HOME FOUNDATION, INC.**

February 21, 2020

The undersigned, being all of the members of the Board of Directors (the "Board") of Hebrew Hospital Home Foundation, Inc., a New York not-for-profit corporation (the "Foundation"), hereby unanimously consent to, approve and adopt the following resolutions without a meeting:

WHEREAS, the Board deems it to be in the best interest of the Foundation to dissolve and distribute its remaining assets in accordance with the terms of the Plan of Dissolution and Distribution of Assets attached hereto as Attachment A (the "Plan");

WHEREAS, the Board wishes to approve and authorize the filing (after the receipt of all necessary approvals) of the Certificate of Dissolution, in substantially the form attached hereto as Attachment B (the "Certificate"); and

WHEREAS, the Board wishes to set aside \$40,000 to pay for estimated legal fees and other costs related to the dissolution process for the Foundation as well as Hebrew Hospital Home, Inc. and HHH Home Care, Inc.

NOW, THEREFORE, IT IS:

RESOLVED, that the dissolution of the Foundation is hereby authorized and approved.

RESOLVED, that the Plan and the Certificate, in substantially the forms attached hereto as Attachments A and B, respectively, are hereby approved.

RESOLVED, the setting aside of \$40,000 to pay for estimated legal fees and other costs related to the dissolution process for the Foundation as well as Hebrew Hospital Home, Inc. and HHH Home Care, Inc. is hereby authorized and approved.

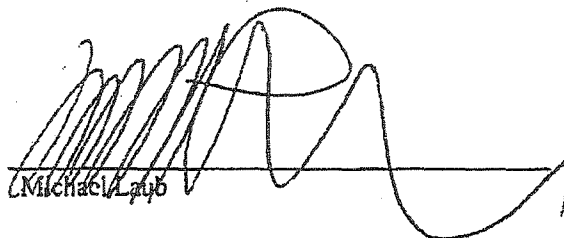
RESOLVED, that each of the officers and directors of the Foundation are hereby authorized to finalize, execute, deliver and file all necessary documents and instruments, including, but not limited to, one or more petitions and the Certificate, to effect the dissolution of the Foundation.

RESOLVED, that each of the officers and directors of the Foundation are hereby authorized, empowered and directed to take all such action on behalf of the Foundation as they may deem necessary, appropriate or advisable to carry out the intent and purposes of the foregoing resolutions.

This Unanimous Written Consent may be executed (i) by means of copy transmitted by facsimile or email, which copy shall be considered to have the same binding legal effect as if it were the original signed version thereof delivered in person, and (ii) in various counterpart copies, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Hebrew Hospital Home Foundation, Inc., have executed this Unanimous Written Consent as of the date first written above.



Michael Laub

Marvin Lifson

Alan Pearce

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Hebrew Hospital Home Foundation, Inc., have executed this Unanimous Written Consent as of the date first written above.

Michael Laub


Marvin Lifson

Alan Pearce

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Hebrew Hospital Home Foundation, Inc., have executed this Unanimous Written Consent as of the date first written above.

Michael Laub

Marvin Lifson



Alan Pearce

[Unanimous Written Consent of the BoD - HHHF Dissolution]

Attachment A

Plan of Dissolution and Distribution of Assets

See attached.

PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS

OF

HEBREW HOSPITAL HOME FOUNDATION, INC.

The Board of Directors of Hebrew Hospital Home Foundation, Inc. (the "Foundation") has considered the advisability of voluntarily dissolving the Foundation and has determined that dissolution is in the best interest of the Foundation.

1. The assets of the Foundation consist of cash in the amount of \$82,110.35.
2. The Foundation has no liabilities.
3. The organization proposed to receive the Foundation's assets following the wind-down processes described in Paragraph 5 herein is a charitable organization engaged in activities substantially similar to the Foundation's activities and consistent with any specific dissolution requirement specified in the Foundation's Certificate of Incorporation.

For the organization proposed in this Plan to receive the Foundation's assets, the following documents are attached as Exhibit A:

- a. The Certificate of Incorporation, with all amendments;
- b. The most recent financial report; and
- c. An affidavit from a director or officer stating the purposes of the organization, that it is currently exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, that it is up to date in its registration and annual financial filings with the Charities Bureau or is exempt from registration with the Charities Bureau, and if restricted assets are being transferred, a statement that those assets will be held in accordance with the restrictions.

4. In addition to Attorney General approval, the approval of the New York Public Health and Health Planning Council is required and a copy of such approval will be attached to the Verified Petition submitted to the Attorney General.

5. The Foundation has set aside \$15,000 to pay for estimated legal fees and costs related to the Foundation wind down and dissolution processes. It has also set aside \$25,000 to pay for estimated legal fees and costs related to the wind down and dissolution processes for Hebrew Hospital Home, Inc. and HHH Home Care, Inc., affiliated entities of the Foundation. The Foundation's funds will be held in one or more accounts for use by the Foundation, Hebrew Hospital Home, Inc. and HHH Home Care, Inc. in their respective wind down and dissolution processes. These funds will only be used for these purposes. In the event there are remaining funds in such account(s), such funds will be sent to proposed recipient organization described in Paragraph 6 below.

6. Following the completion of the aforementioned wind-down and dissolution processes, any funds remaining will be distributed to the UGC Foundation, Inc., a New York not-for-profit corporation, whose mission is to support programs aimed at meeting the special needs of the elderly in Westchester County, New York.

7. Within two hundred seventy (270) days after the date on which the Attorney General approves the Plan, the Foundation shall carry it out. After the Plan is carried out, a Certificate of Dissolution shall be signed by an authorized director or officer and all required approvals shall be attached thereto.

[Signature page follows]

Date: February 21, 2020.

Mary Frances Barrett
Mary Frances Barrett, President

Exhibit E

Approval of Public Health and Health Planning Council

See attached.

CHAR500

NYS Annual Filing for Charitable Organizations
www.CharitiesNYS.com

Send with fee and attachments to:
NYS Office of the Attorney General
Charities Bureau Registration Section
28 Liberty Street
New York, NY 10005

2018
Open to Public
Inspection

1. General Information

For Fiscal Year Beginning (mm/dd/yyyy) 01/01/2018 and Ending (mm/dd/yyyy) 12/31/2018		
Check if Applicable: <input type="checkbox"/> Address Change <input type="checkbox"/> Name Change <input type="checkbox"/> Initial Filing <input type="checkbox"/> Final Filing <input type="checkbox"/> Amended Filing <input type="checkbox"/> Reg ID Pending	Name of Organization: HEBREW HOSPITAL HOME FOUNDATION, INC. c/	Employer Identification Number (EIN) 13-3358384
	Mailing Address: 1311 MAMARONECK AVENUE, No. 340	NY Registration Number: 0397-47
	City / State / ZIP: WHITE PLAINS, NY 10605	Telephone: 914 949-6400
	Website: N/A	Email:

Check your organization's registration category: 7A only EPTL only DUAL (7A & EPTL) EXEMPT. Confirm your Registration Category in the Charities Registry at www.CharitiesNYS.com.

2. Certification

See instructions for certification requirements. Improper certification is a violation of law that may be subject to penalties. The certification requires two signatories.

We certify under penalties of perjury that we reviewed this report, including all attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this report.

President or Authorized Officer: Mary Frances Barrett **MARY FRANCES BARRETT** 1/24/20
Signature Print Name and Title Date

Chief Financial Officer or Treasurer: _____
Signature Print Name and Title Date

3. Annual Reporting Exemption

Check the exemption(s) that apply to your filing. If your organization is claiming an exemption under one category (7A or EPTL only filers) or both categories (DUAL filers) that apply to your registration, complete only parts 1, 2, and 3, and submit the certified Char500. No fee, schedules, or additional attachments are required. If you cannot claim an exemption or are a DUAL filer that claims only one exemption, you must file applicable schedules and attachments and pay applicable fees.

- 3a. 7A filing exemption:** Total contributions from NY State including residents, foundations, government agencies, etc. did not exceed \$25,000 and the organization did not engage a professional fundraiser (PFR) or fund raising counsel (FRC) to solicit contributions during the fiscal year.
- 3b. EPTL filing exemption:** Gross receipts did not exceed \$25,000 and the market value of assets did not exceed \$25,000 at any time during the fiscal year.

4. Schedules and Attachments

See the following page for a checklist of schedules and attachments to complete your filing.

Yes No 4a. Did your organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? If yes, complete Schedule 4a.

Yes No 4b. Did the organization receive government grants? If yes, complete Schedule 4b.

5. Fee

See the checklist on the next page to calculate your fee(s). Indicate fee(s) you are submitting here:	7A filing fee: \$ <u>25.</u>	EPTL filing fee: \$ <u>750.</u>	Total fee: \$ <u>775.</u>	Make a single check or money order payable to: "Department of Law"
---	---------------------------------	------------------------------------	------------------------------	--

CHAR500 Annual Filing for Charitable Organizations (Updated January 2019)

*The "Exempt" category refers to an organization's NYS registration status. It does not refer to its IRS tax designation.

CHAR500

Annual Filing Checklist

Simply submit the certified CHAR500 with no fee, schedule, or additional attachments IF:

- Your organization is registered as 7A only and you marked the 7A filing exemption in Part 3.
- Your organization is registered as EPTL only and you marked the EPTL filing exemption in Part 3.
- Your organization is registered as DUAL and you marked both the 7A and EPTL filing exemption in Part 3.

Checklist of Schedules and Attachments

Check the schedules you must submit with your CHAR500 as described in Part 4:

- If you answered "yes" in Part 4a, submit Schedule 4a: Professional Fund Raisers (PFR), Fund Raising Counsel (FRC), Commercial Co-Venturers (CCV)
- If you answered "yes" in Part 4b, submit Schedule 4b: Government Grants

Check the financial attachments you must submit with your CHAR500:

- IRS Form 990, 990-EZ, or 990-PF, and 990-T if applicable
- All additional IRS Form 990 Schedules, including Schedule B (Schedule of Contributors). Schedule B of public charities is exempt from disclosure and will not be available for public review.
- Our organization was eligible for and filed an IRS 990-N e-postcard. Our revenue exceeded \$25,000 and/or our assets exceeded \$25,000 in the filing year. We have included an IRS Form 990-EZ for state purposes only.

If you are a 7A only or DUAL filer, submit the applicable independent Certified Public Accountant's Review or Audit Report:

- Review Report if you received total revenue and support greater than \$250,000 and up to \$750,000.
- Audit Report if you received total revenue and support greater than \$750,000
- No Review Report or Audit Report is required because total revenue and support is less than \$250,000
- We are a DUAL filer and checked box 3a, no Review Report or Audit Report is required

Calculate Your Fee

For 7A and DUAL filers, calculate the 7A fee:

- \$0, if you checked the 7A exemption in Part 3a
- \$25, if you did not check the 7A exemption in Part 3a

For EPTL and DUAL filers, calculate the EPTL fee:

- \$0, if you checked the EPTL exemption in Part 3b
- \$25, if the NET WORTH is less than \$50,000
- \$50, if the NET WORTH is \$50,000 or more but less than \$250,000
- \$100, if the NET WORTH is \$250,000 or more but less than \$1,000,000
- \$250, if the NET WORTH is \$1,000,000 or more but less than \$10,000,000
- \$750, if the NET WORTH is \$10,000,000 or more but less than \$50,000,000
- \$1500, if the NET WORTH is \$50,000,000 or more

Send Your Filing

Send your CHAR500, all schedules and attachments, and total fee to:

NYS Office of the Attorney General
 Charities Bureau Registration Section
 28 Liberty Street
 New York, NY 10005

Need Assistance?

Visit: www.CharitiesNYS.com
 Call: (212) 416-8401
 Email: Charities.Bureau@ag.ny.gov

Is my Registration Category 7A, EPTL, DUAL or EXEMPT?

Organizations are assigned a Registration Category upon registration with the NY Charities Bureau:

7A filers are registered to solicit contributions in New York under Article 7-A of the Executive Law ("7A")

EPTL filers are registered under the Estates, Powers & Trusts Law ("EPTL") because they hold assets and/or conduct activities for charitable purposes in NY.

DUAL filers are registered under both 7A and EPTL.

EXEMPT filers have registered with the NY Charities Bureau and meet conditions in Schedule E - Registration Exemption for Charitable Organizations. These organizations are not required to file annual financial reports but may do so voluntarily.

Confirm your Registration Category and learn more about NY law at www.CharitiesNYS.com.

Where do I find my organization's NET WORTH?

NET WORTH for fee purposes is calculated on

- IRS Form 990 Part I, line 22
- IRS Form 990 EZ Part I, line 21
- IRS Form 990 PF, calculate the difference between Total Assets at Fair Market Value (Part II, line 16(c)) and Total Liabilities (Part II, line 23(b)).

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2018

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990 for instructions and the latest information.

Open to Public Inspection

A For the 2018 calendar year, or tax year beginning _____ and ending _____

B Check if applicable:
 Address change
 Name change
 Total return
 Final return/terminated
 Amended return
 Applies to US territory

C Name of organization
HEBREW HOSPITAL HOME FOUNDATION, INC.
c/o MCCULLOUGH GOLDBERGER & STAUDT, LLP
 Doing business as _____
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
1311 MAMARONECK AVENUE 340
 City or town, state or province, country, and ZIP or foreign postal code
WHITE PLAINS, NY 10605

D Employer identification number
13-3358384

E Telephone number
(914) 949-6400

G Gross receipts \$ **0.**

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
 If "No," attach a list. (see instructions)

I Tax-exempt status: 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527

J Website: **N/A**

K Form of organization: Corporation Trust Association Other

L Year of formation: **1995** **M** State of legal domicile: **NY**

N(c) Group exemption number

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: RAISE FUNDS FOR THE BENEFIT OF HEALTH RELATED ORGANIZATIONS	
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	3	Number of voting members of the governing body (Part VI, line 1a)	3
	4	Number of independent voting members of the governing body (Part VI, line 1b)	3
	5	Total number of individuals employed in calendar year 2018 (Part V, line 2a)	0
	6	Total number of volunteers (estimate if necessary)	0
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	0.
7b	Net unrelated business taxable income from Form 990-T, line 38	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	0.
	9	Program service revenue (Part VIII, line 2g)	0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0.
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)
14		Benefits paid to or for members (Part IX, column (A), line 4)	0.
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.
16a		Professional fundraising fees (Part IX, column (A), line 11e)	0.
16b		Total fundraising expenses (Part IX, column (D), line 25)	0.
17		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	200000.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	200000.	
19	Revenue less expenses. Subtract line 18 from line 12	-200000.	
Net Assets or Fund Balances	20	Total assets (Part X, line 15)	26787288.
	21	Total liabilities (Part X, line 26)	-10000.
	22	Net assets or fund balances. Subtract line 21 from line 20	26797288.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here: **Mary Frances Barrett** Signature of officer **1/29/20** Date
MARY FRANCES BARRETT, PRESIDENT/CEO Type or print name and title

Preparer Print/Type preparer's name **JAMES A. FASOLINO** Preparer's signature _____ Date _____ Preparer's PTIN **P01206125**

Use Only Firm's name **JAMES A. FASOLINO** Firm's EIN _____
 Firm's address **PO BOX 1117** Phone no. **516-660 1737**
ROCKVILLE CENTRE, NY 11571

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

HEBREW HOSPITAL HOME FOUNDATION, INC.

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Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission:

RAISE FUNDS FOR THE BENEFIT OF HEALTH RELATED ORGANIZATIONS

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses

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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5) or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribut on or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		X
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	X	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		X
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X

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Part IV Checklist of Required Schedules (continued)

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 27? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		

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Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

		Yes	No
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a	0	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the sponsoring organization make any taxable distributions under section 4965?	9a	
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	
15	Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see instructions and file Form 4720, Schedule N.	15	X
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.	16	X

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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part V

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year if there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	3	
b Enter the number of voting members included in line 1a, above, who are independent	3	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization	X	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed NY
- 18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, address, and telephone number of the person who possesses the organization's books and records HEBREW HOSPITAL HOME FOUNDATION - 914-949-6400
1311 MAMARONECK AVENUE, SUITE 340, WHITE PLAINS, NY 10605

HEBREW HOSPITAL HOME FOUNDATION, INC.

c/o McCULLOUGH GOLDBERGER & STAUDT, LLP

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Form 990 (2018)

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f				
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f					
Program Service Revenue	2 a	Business Code				
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)					
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real				
		(ii) Personal				
		b Less: rental expenses				
	c Rental income or (loss)					
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less: cost or other basis and sales expenses				
	c Gain or (loss)					
	d Net gain or (loss)					
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
	b Less: direct expenses	b				
c Net income or (loss) from fundraising events						
9 a Gross income from gaming activities. See Part IV, line 19	a					
b Less: direct expenses	b					
c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a					
b Less: cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code				
11 a						
	b					
	c					
	d All other revenue					
e Total. Add lines 11a-11d						
12 Total revenue. See instructions		0.	0.	0.	0.	

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Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 5b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal	10000.		10000.	
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	3000.		3000.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a _____				
b _____				
c _____				
d _____				
e All other expenses _____				
25 Total functional expenses. Add lines 1 through 24e	13000.	0.	13000.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-726)

HEBREW HOSPITAL HOME FOUNDATION, INC.

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Form 990 (2018)

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	169366.	1	156366.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see Instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a		
	b Less: accumulated depreciation	10b		10c
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
15 Other assets. See Part IV, line 11		26617922.	15	26617922.
16 Total assets. Add lines 1 through 15 (must equal line 34)		26787288.	16	26774288.
Liabilities	17 Accounts payable and accrued expenses	10000.	17	10000.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25		-10000.	26
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	26797288.	27	26784288.
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	26797288.	33	26784288.	
34 Total liabilities and net assets/fund balances	26787288.	34	26774288.	

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Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A) line 12)	1	0.
2	Total expenses (must equal Part IX, column (A), line 25)	2	13000.
3	Revenue less expenses. Subtract line 2 from line 1	3	-13000.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	26797288.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33 column (B))	10	26784288.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990. <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other" explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both. <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both. <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	X
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	2c	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

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HEBREW HOSPITAL HOME FOUNDATION, INC.

Schedule A (Form 990 or 990-EZ) 2018 **c/o McCULLOUGH GOLDBERGER & STAUDT, LLP 13-3358384** Page 2

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	1185892.	6230.				1192122.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	1185892.	6230.				1192122.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						1192122.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
7 Amounts from line 4	1185892.	6230.				1192122.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets. (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						1192122.

12 Gross receipts from related activities, etc. (see instructions) 12

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶

Section C. Computation of Public Support Percentage

14 Public support percentage for 2018 (line 6, column (f) divided by line 11, column (f))	14	100.00 %
15 Public support percentage from 2017 Schedule A, Part II, line 14	15	100.00 %

16a 33 1/3% support test - 2018. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶

b 33 1/3% support test - 2017. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶

17a 10% -facts-and-circumstances test - 2018. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶

b 10% -facts-and-circumstances test - 2017. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶

18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶

HEBREW HOSPITAL HOME FOUNDATION, INC.

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Sum of lines 6 and 7c)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11 and 12)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

15 Public support percentage for 2018 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2017 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2018 (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from 2017 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2018. If the organization did not check the box on line 14 and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2017. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

HEBREW HOSPITAL HOME FOUNDATION, INC.

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

- 1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.
- 2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).
- 3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.
 - b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5) or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.
 - c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.
- 4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.
 - b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.
 - c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.
- 5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).
 - b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?
 - c Substitutions only. Was the substitution the result of an event beyond the organization's control?
- 6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI.
- 7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).
- 8 Did the organization make a loan to a disqualified person (as defined in section 4959) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).
- 9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI.
 - b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI.
 - c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI.
- 10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below.
 - b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)

	Yes	No
1		
2		
3a		
3b		
3c		
4a		
4b		
4c		
5a		
5b		
5c		
6		
7		
8		
9a		
9b		
9c		
10a		
10b		

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Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?	11a	
b A family member of a person described in (a) above?	11b	
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.	11c	

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.	1	
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.	2	

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).	1	

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?	1	
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).	2	
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.	3	

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	2a	
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.	2b	
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.	3a	
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.	3b	

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Schedule A (Form 990 or 990-EZ) 2018 c/o McCULLOUGH GOLDBERGER & STAUDT, LLP 13-3358384 Page 6

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	

7 Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).

Schedule A (Form 990 or 990-EZ) 2018

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Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2018 from Section C, line 6	
10 Line 8 amount divided by line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2018	(iii) Distributable Amount for 2018
1 Distributable amount for 2018 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2018 (reasonable cause required; explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2018			
a From 2013			
b From 2014			
c From 2015			
d From 2016			
e From 2017			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2018 distributable amount			
i Carryover from 2013 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2018 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2018 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2018, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.			
6 Remaining underdistributions for 2018. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7 Excess distributions carryover to 2018. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2014			
b Excess from 2015			
c Excess from 2016			
d Excess from 2017			
e Excess from 2018			

Schedule A (Form 990 or 990-EZ) 2018

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018

Open to Public Inspection

Name of the organization **HEBREW HOSPITAL HOME FOUNDATION, INC.**
c/o McCULLOUGH GOLDBERGER & STAUDT, LLP Employer identification number **13-3358384**

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply):

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenue included on Form 990, Part VIII, line 1 ▶ \$ _____
- (ii) Assets included in Form 990, Part X ▶ \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenue included on Form 990, Part VIII, line 1 ▶ \$ _____
- b Assets included in Form 990, Part X ▶ \$ _____

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990.

Schedule D (Form 990) 2018

332051 10-29-16

HEBREW HOSPITAL HOME FOUNDATION, INC.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

- c Beginning balance
- d Additions during the year
- e Distributions during the year
- f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21 for escrow or custodial account liability? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ▶ _____ %
- b Permanent endowment ▶ _____ %
- c Temporarily restricted endowment ▶ _____ %

The percentages on lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization

by:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) ▶ 0.

HEBREW HOSPITAL HOME FOUNDATION, INC.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) DUE FROM RELATED PARTIES	26374274.
(2) DEVELOP FUND INVESTMENT	223448.
(3) ACCOUNTS RECEIVABLE PLEDGES	20200.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization	HEBREW HOSPITAL HOME FOUNDATION, INC. c/o McCULLOUGH GOLDBERGER & STAUDT, LLP	Employer identification number	13 3358384
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Form 990, Part VI, Section B, line 11b:

THE PRESIDENT/CEO OF THE ORGANIZATION IS GIVEN A COPY OF THE 990 TO REVIEW PRIOR TO FINAL SUBMISSION OF THE 990. THEN THE PRESIDENT/CEO SIGNS OFF ON THE 990.

Form 990, Part VI, Section B, Line 12c:

ANNUALLY THE BOARD FILES A DISCLOSURE FORM DETAILING ANY CONFLICTS OF INTEREST.

Form 990, Part VI, Section B, Line 15:

REVIEWED 990'S OF SIMILAR SIZE AND TYPE COMPANIES IN THE REGION WHERE THIS ORGANIZATION IS LOCATED TO DETERMINE REASONABLE HOURLY COMPENSATION.

Form 990, Part VI, Section C, Line 19:

FORM 990 AVAILABLE UPON WRITTEN REQUEST, WHICH WILL BE PROVIDED WITHIN A REASONABLE PERIOD OF TIME.

Form 990, Part XII, Line 2c:

THE OVERSIGHT HAS NOT CHANGED FROM THE PRIOR YEAR.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships
▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23, 34, 35b, 36, or 37.
▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018
Open to Public
Inspection

Name of the organization **HEBREW HOSPITAL HOME FOUNDATION, INC.
c/o MCCULLOUGH GOLDBERGER & STAUDT, LLP** Employer identification number
13-3350384

Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
HEBREW HOSPITAL SENIOR HOUSING INC 13 3975534, 1311 MAMARONECK AVENUE, WHITE PLAINS, NY 10605	CCRC	New York	501C(1)		N/A		X
HEBREW HOSPITAL HOME HOMECARE INC 13 3896349, 1311 MAMARONECK AVENUE, WHITE PLAINS, NY 10605	HOMECARE	New York	501C(1)		N/A		X
HEBREW HOSPITAL HOME OF WESTCHESTER INC 13 3785703, 1311 MAMARONECK AVENUE, WHITE PLAINS, NY 10605	NURSING HOME	New York	501C(1)		N/A		X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2018

HEBREW HOSPITAL HOME FOUNDATION, INC.

Schedule R (Form 990) 2018 c/o McCULLOUGH GOLDBERGER & STAUDT, LLP

13-3358384 Page 2

Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or management partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No

HEBREW HOSPITAL HOME FOUNDATION, INC.

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entry
- b Gift, grant, or capital contribution to related organization(s)
- c Gift, grant, or capital contribution from related organization(s)
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s)

- f Dividends from related organization(s)
- g Sale of assets to related organization(s)
- h Purchase of assets from related organization(s)
- i Exchange of assets with related organization(s)
- j Lease of facilities, equipment, or other assets to related organization(s)

- k Lease of facilities, equipment, or other assets from related organization(s)
- l Performance of services or membership or fundraising solicitations for related organization(s)
- m Performance of services or membership or fundraising solicitations by related organization(s)
- n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o Sharing of paid employees with related organization(s)

- p Reimbursement paid to related organization(s) for expenses
- q Reimbursement paid by related organization(s) for expenses

- r Other transfer of cash or property to related organization(s)
- s Other transfer of cash or property from related organization(s)

	Yes	No
1a		X
1b		X
1c		X
1d		X
1e		X
1f		X
1g		X
1h		X
1i		X
1j		X
1k		X
1l		X
1m		X
1n		X
1o		X
1p		X
1q		X
1r		X
1s		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-e)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

CERTIFICATE OF DISSOLUTION

OF

HEBREW HOSPITAL HOME FOUNDATION, INC.

Under Section 1003 of the Not-for-Profit Corporation Law

1. The name of the Foundation is Hebrew Hospital Home Foundation, Inc. The Foundation was formed under the name Hebrew Hospital for Chronic Sick Foundation, Inc.

2. The Certificate of Incorporation of the Foundation was filed with the New York Department of State on August 5, 1986.

3. The names and addresses of the officers and directors of the Foundation and the titles of each are as follows:

Name	Title	Address
Alan S. Pearce	Board Member	101 Russet Road Stamford, CT 06903
Marvin Lifson	Board Member	15 West 72 nd Street New York, NY 10023
Michael Laub	Board Member	308 East 72 nd Street New York, NY 10021
Mary Frances Barrett	President	1 Winding Ridge Road White Plains, NY 10603

4. At the time of dissolution, the Foundation is a charitable New York not-for-profit corporation.

5. At the time of authorization of the Foundation's Plan of Dissolution and Distribution of Assets (the "Plan") pursuant to Section 1002 of the Not-for-Profit Corporation Law, the Foundation held no assets legally required to be used for a particular purpose.

6. The Foundation elects to dissolve.

7. The Board of Directors of the Foundation approved the Plan by unanimous written consent in accordance with Section 1002 of the Not-for-Profit Corporation Law.

8. On _____, 2020, the Attorney General of the State of New York approved the Plan and on _____, 2020, the New York Public Health and Health Planning Council approved the Plan. A copy of the New York Public Health and Health Planning Council's approval is annexed hereto.

9. The Foundation has carried out the Plan.

10. Prior to filing of this Certificate of Dissolution with the Department of State, the endorsement of the Attorney General will be stamped below.

[signature page follows]

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Dissolution of Hebrew Hospital Home Foundation, Inc.

Date: February 21, 2020

Mary Frances Barrett
Mary Frances Barrett

CERTIFICATE OF DISSOLUTION

OF

HEBREW HOSPITAL HOME FOUNDATION, INC.

Under Section 1003 of the Not-for-Profit Corporation Law

Filed by:

Rayza R. Santiago, Esq.

Harter Secrest & Emery LLP

1600 Bausch & Lomb Place

Rochester, New York 14604

Exhibit D

Delinquent Charities Bureau annual reports for the fiscal years 2017 and 2018

See attached.

CHAR500

NYS Annual Filing for Charitable Organizations
www.CharitiesNYS.com

Send with fee and attachments to:
NYS Office of the Attorney General
Charities Bureau Registration Section
28 Liberty Street
New York, NY 10005

2017
Open to Public
Inspection

1. General Information

For Fiscal Year Beginning (mm/dd/yyyy) 01/01/2017 and Ending (mm/dd/yyyy) 12/31/2017		
Check if Applicable: <input type="checkbox"/> Address Change <input type="checkbox"/> Name Change <input type="checkbox"/> Initial Filing <input type="checkbox"/> Final Filing <input type="checkbox"/> Amended Filing <input type="checkbox"/> Reg ID Pending	Name of Organization: HEBREW HOSPITAL HOME FOUNDATION, INC. c/	Employer Identification Number (EIN): 13-3358384
	Mailing Address: 1311 MAMARONECK AVENUE , No	NY Registration Number: 0397-47
	City / State / ZIP: WHITE PLAINS, NY 10605	Telephone: 914 949-6400
	Website: N/A	Email:

Check your organization's registration category: 7A only EPTL only DUAL (7A & EPTL) EXEMPT* Confirm your Registration Category in the Charities Registry at www.CharitiesNYS.com.

2. Certification

See instructions for certification requirements. Improper certification is a violation of law that may be subject to penalties. The certification requires two signatures.

We certify under penalties of perjury that we reviewed this report, including all attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this report.

President or Authorized Officer: Mary Frances Barrett **MARY FRANCES BARRETT** 1/27/20
Signature Print Name and Title Date

Chief Financial Officer or Treasurer: _____
Signature Print Name and Title Date

3. Annual Reporting Exemption

Check the exemption(s) that apply to your filing. If your organization is claiming an exemption under one category (7A or EPTL only filers) or both categories (DUAL filers) that apply to your registration, complete only parts 1, 2, and 3, and submit the certified Char500. No fee, schedules, or additional attachments are required. If you cannot claim an exemption or are a DUAL filer that claims only one exemption, you must file applicable schedules and attachments and pay applicable fees.

- 3a. 7A filing exemption: Total contributions from NY State including residents, foundations, government agencies, etc. did not exceed \$25,000 and the organization did not engage a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during the fiscal year.
- 3b. EPTL filing exemption: Gross receipts did not exceed \$25,000 and the market value of assets did not exceed \$25,000 at any time during the fiscal year.

4. Schedules and Attachments

See the following page for a checklist of schedules and attachments to complete your filing

Yes No 4a. Did your organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? If yes, complete Schedule 4a.

Yes No 4b. Did the organization receive government grants? If yes, complete Schedule 4b.

5. Fee

See the checklist on the next page to calculate your fee(s). Indicate fee(s) you are submitting here:	7A filing fee: \$ <u>25.</u>	EPTL filing fee: \$ <u>750.</u>	Total fee: \$ <u>775.</u>	Make a single check or money order payable to: <u>"Department of Law"</u>
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CHAR500 Annual Filing for Charitable Organizations (Updated April 2018)

*The "Exempt" category refers to an organization's NYS registration status. It does not refer to its IRS tax designation.

CHAR500
Annual Filing Checklist

Simply submit the certified CHAR500 with no fee, schedule, or additional attachments IF:

- Your organization is registered as 7A only and you marked the 7A filing exemption in Part 3.
- Your organization is registered as EPTL only and you marked the EPTL filing exemption in Part 3
- Your organization is registered as DUAL and you marked both the 7A and EPTL filing exemption in Part 3

Checklist of Schedules and Attachments

Check the schedules you must submit with your CHAR500 as described in Part 4:

- If you answered "yes" in Part 4a, submit Schedule 4a. Professional Fund Raisers (PFR), Fund Raising Counsel (FRC), Commercial Co-Venturers (CCV)
- If you answered "yes" in Part 4b, submit Schedule 4b. Government Grants

Check the financial attachments you must submit with your CHAR500:

- IRS Form 990, 990-EZ, or 990-PF, and 990-T if applicable
- All additional IRS Form 990 Schedules, including Schedule B (Schedule of Contributors). Schedule B of public charities is exempt from disclosure and will not be available for public review.
- Our organization was eligible for and filed an IRS 990-N e-postcard. Our revenue exceeded \$25,000 and/or our assets exceeded \$25,000 in the filing year. We have included an IRS Form 990-EZ for state purposes only

If you are a 7A only or DUAL filer, submit the applicable independent Certified Public Accountant's Review or Audit Report.

- Review Report if you received total revenue and support greater than \$250,000 and up to \$750,000.
- Audit Report if you received total revenue and support greater than \$750,000
- No Review Report or Audit Report is required because total revenue and support is less than \$250,000
- We are a DUAL filer and checked box 3a: no Review Report or Audit Report is required

Calculate Your Fee

For 7A and DUAL filers, calculate the 7A fee:

- \$0, if you checked the 7A exemption in Part 3a
- \$25, if you did not check the 7A exemption in Part 3a

For EPTL and DUAL filers, calculate the EPTL fee:

- \$0, if you checked the EPTL exemption in Part 3b
- \$25, if the NET WORTH is less than \$50,000
- \$50, if the NET WORTH is \$50,000 or more but less than \$250,000
- \$100, if the NET WORTH is \$250,000 or more but less than \$1,000,000
- \$250, if the NET WORTH is \$1,000,000 or more but less than \$10,000,000
- \$750, if the NET WORTH is \$10,000,000 or more but less than \$50,000,000
- \$1,500, if the NET WORTH is \$50,000,000 or more

Send Your Filing

Send your CHAR500, all schedules and attachments and total fee to:

NYS Office of the Attorney General
Charities Bureau Registration Section
28 Liberty Street
New York, NY 10005

Need Assistance?

Visit: www.CharitiesNYS.com
Call: (212) 416-8401
Email: Charities.Bureau@ag.ny.gov

Is my Registration Category 7A, EPTL, DUAL or EXEMPT?

Organizations are assigned a Registration Category upon registration with the NY Charities Bureau

7A filers are registered to solicit contributions in New York under Article 7-A of the Executive Law ("7A")

EPTL filers are registered under the Estates, Powers & Trusts Law ("EPTL") because they hold assets and/or conduct activities for charitable purposes in NY.

DUAL filers are registered under both 7A and EPTL.

EXEMPT filers have registered with the NY Charities Bureau and meet conditions in Schedule E - Registration Exemption for Charitable Organizations. These organizations are not required to file annual financial reports but may do so voluntarily

Confirm your Registration Category and learn more about NY law at www.CharitiesNYS.com.

Where do I find my organization's NET WORTH?

NET WORTH for fee purposes is calculated on:

- IRS Form 990 Part I, line 22
- RS Form 990 EZ Part I, line 21
- RS Form 990 PF, calculate the difference between Total Assets at Fair Market Value (Part II, line 16(c)) and Total Liabilities (Part II, line 23(b)).

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No. 1545-0047
2017
Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990 for instructions and the latest information.

A For the 2017 calendar year, or tax year beginning and ending

B Check if applicable:
 Address change
 Name change
 Initial return
 First return/terminated
 Amended return
 Application pending

C Name of organization
HEBREW HOSPITAL HOME FOUNDATION, INC.
c/o MCCULLOUGH GOLDBERGER & STAUDT, LLP
 Doing business as
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
1311 MAMARONECK AVENUE 340
 City or town, state or province, country, and ZIP or foreign postal code
WHITE PLAINS, NY 10605

D Employer identification number
13-3358384

E Telephone number
(914) 949-6400

G Gross receipts **0.**

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
 If "No," attach a list. (See instructions)

I Tax-exempt status: 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527

J Website: **N/A**

K Form of organization: Corporation Trust Association Other

L Year of formation: **1995** **M** State of legal domicile: **NY**

Part I Summary

1 Briefly describe the organization's mission or most significant activities: RAISE FUNDS FOR THE BENEFIT OF HEALTH RELATED ORGANIZATIONS		
2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
3 Number of voting members of the governing body (Part VI, line 1a)	3	
4 Number of independent voting members of the governing body (Part VI, line 1b)	3	
5 Total number of individuals employed in calendar year 2017 (Part V, line 2a)	0	
6 Total number of volunteers (estimate if necessary)	0	
7a Total unrelated business revenue from Part VIII, column (C), line 12	0.	
7b Net unrelated business taxable income from Form 990-T, line 34	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year: 0. Current Year: 0.
	9 Program service revenue (Part VIII, line 2g)	Prior Year: 0. Current Year: 0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	Prior Year: 0. Current Year: 0.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	Prior Year: 0. Current Year: 0.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	Prior Year: 0. Current Year: 0.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	Prior Year: 0. Current Year: 0.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	Prior Year: 0. Current Year: 0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	Prior Year: 0. Current Year: 0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	Prior Year: 0. Current Year: 0.
	b Total fundraising expenses (Part IX, column (D), line 25) 0.	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	Prior Year: 0. Current Year: 200000.	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	Prior Year: 0. Current Year: 200000.	
19 Revenue less expenses. Subtract line 18 from line 12	Prior Year: 0. Current Year: 200000.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year: 26987288. End of Year: 26787288.
	21 Total liabilities (Part X, line 26)	Beginning of Current Year: -10000. End of Year: -10000.
	22 Net assets or fund balances. Subtract line 21 from line 20	Beginning of Current Year: 26997288. End of Year: 26797288.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
 Signature of officer: *Mary Frances Barrett* Date: **1/27/20**
 MARY FRANCES BARRETT, PRESIDENT/CEO
 Type or print name and title

Preparer
 Print/Type preparer's name: **JAMES A. FASOLINO** Preparer's signature: _____ Date: _____
 Firm's name: **JAMES A. FASOLINO** Firm's EIN: **PO1206125**
 Firm's address: **PO BOX 1117** Phone no.: **516-660 1737**
ROCKVILLE CENTRE, NY 11571

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

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Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission:

RAISE FUNDS FOR THE BENEFIT OF HEALTH RELATED ORGANIZATIONS

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses

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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		X
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	X	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under F.N. 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside of the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X

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Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 17? If "Yes," complete Schedule I, Parts I and II		X
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 27? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

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Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8827?		X
7d	If "Yes," indicate the number of Forms 8827 filed during the year		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the sponsoring organization make any taxable distributions under section 4966?		
9b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990 Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note: See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
13c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	3	
1b Enter the number of voting members included in line 1a, above, who are independent.	3	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13.	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done.	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization. If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).	X	
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed: **NY**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, address, and telephone number of the person who possesses the organization's books and records: **HEBREW HOSPITAL HOME FOUNDATION - 914-949 6400**
1111 MAMARONECK AVENUE, SUITE 340, WHITE PLAINS, NY 10605

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Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f					
	h	Total. Add lines 1a-1f					
Program Service Revenue	2 a		Business Code				
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)					
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6 a	Gross rents	(f) Real	(n) Personal			
		Less: rental expenses					
		Rental income or (loss)					
		Net rental income or (loss)					
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
		Less: cost or other basis and sales expenses					
		Gain or (loss)					
		Net gain or (loss)					
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
		Less: direct expenses	b				
		Net income or (loss) from fundraising events					
	9 a	Gross income from gaming activities. See Part V, line 19	a				
Less: direct expenses		b					
Net income or (loss) from gaming activities							
10 a	Gross sales of inventory, less returns and allowances	a					
	Less: cost of goods sold	b					
	Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a							
	b						
	c						
	d	All other revenue					
e	Total. Add lines 11a-11d						
12	Total revenue. See instructions.		0.	0.	0.	0.	

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Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 8c, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	125000.		125000.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a TOWN OF GREENBURGH (PIL	75000.		75000.	
b _____				
c _____				
d _____				
e All other expenses _____				
25 Total functional expenses. Add lines 1 through 24e	200000.	0.	200000.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 959-720)

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Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	715933.	1	169366.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net		4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L.		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L.		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D			
		10a			
		b Less: accumulated depreciation		10c	
		10b			
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
14	Intangible assets		14		
15	Other assets. See Part IV, line 11	26271355.	15	26617922.	
16	Total assets. Add lines 1 through 15 (must equal line 34)	26987288.	16	26787288.	
Liabilities	17	Accounts payable and accrued expenses	-10000.	17	10000.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L.		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D.		25	
	26	Total liabilities. Add lines 17 through 25	-10000.	26	10000.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	26997288.	27	26797288.
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	26997288.	33	26797288.	
34	Total liabilities and net assets/fund balances	26987288.	34	26787288.	

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Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	0.
2	Total expenses (must equal Part IX, column (A), line 25)	2	200000.
3	Revenue less expenses. Subtract line 2 from line 1	3	-200000.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	26997288.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	26797288.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

- 1 Accounting method used to prepare the Form 990: Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or completion of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or select on process during the tax year, explain in Schedule O.
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b		X
2c	X	
3a		X
3b		

Form 990 (2017)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

GMB No. 1545-0047

2017

Open to Public
Inspection

Name of the organization **HEBREW HOSPITAL HOME FOUNDATION, INC.** Employer identification number **13-3358384**
c/o McCULLOUGH GOLDBERGER & STAUDT, LLP

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12 check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E (Form 990 or 990-EZ).)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state.
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vii). (Complete Part II.)
- 9 An agricultural research organization described in section 170(b)(1)(A)(ix) operated in conjunction with a land-grant college or university or a non land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university.
- 10 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 11 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a Type I. A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. You must complete Part IV, Sections A and E.
 - b Type II. A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). You must complete Part IV, Sections A and C.
 - c Type III functionally integrated. A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). You must complete Part IV, Sections A, D, and E.
 - d Type III non-functionally integrated. A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). You must complete Part IV, Sections A and D, and Part V.
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
- f Enter the number of supported organizations
- g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization described in section 509(a)(1) or (2)?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

HEBREW HOSPITAL HOME FOUNDATION, INC.

Schedule A (Form 990 or 990-EZ) 2017 **C/O McCULLOUGH GOLDBERGER & STAUDT, LLP 13-3358384** Page 2

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	244310.	1185892.	6230.	0.	0.	1436432.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	244310.	1185892.	6230.			1436432.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						1436432.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
7 Amounts from line 4	244310.	1185892.	6230.			1436432.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						1436432.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2017 (line 6, column (f) divided by line 11, column (f))	14	100.00	%
15 Public support percentage from 2016 Schedule A, Part I, line 14	15	100.00	%
16a 33 1/3% support test - 2017. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/>			
b 33 1/3% support test - 2016. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>			
17a 10% -facts-and-circumstances test - 2017. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>			
b 10% -facts-and-circumstances test - 2016. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>			
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>			

Schedule A (Form 990 or 990-EZ) 2017

HEBREW HOSPITAL HOME FOUNDATION, INC.

Schedule A (Form 990 or 990-EZ) 2017 **C/O MCCULLOUGH GOLDBERGER & STAUDT, LLP 13-3358384** Page 3

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. Subtract line 7c from line 6						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11 and 12)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

15 Public support percentage for 2017 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2016 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2017 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2016 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2017. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2016. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

HEBREW HOSPITAL HOME FOUNDATION, INC.

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

- 1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.
- 2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).
- 3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.
- b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.
- c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.
- 4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.
- b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.
- c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.
- 5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).
- b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?
- c Substitutions only. Was the substitution the result of an event beyond the organization's control?
- 6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI.
- 7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).
- 8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).
- 9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI.
- b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI.
- c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI.
- 10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below.
- b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)

	Yes	No
1		
2		
3a		
3b		
3c		
4a		
4b		
4c		
5a		
5b		
5c		
6		
7		
8		
9a		
9b		
9c		
10a		
10b		

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Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.		
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		

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Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI.) See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	

7 Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).

Schedule A (Form 990 or 990-EZ) 2017

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Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2017 from Section C, line 6	
10 Line 8 amount divided by line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2017	(iii) Distributable Amount for 2017
1 Distributable amount for 2017 from Section C, line 6			
2 Underdistributions if any, for years prior to 2017 (reasonable cause required; explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2017			
a			
b From 2013			
c From 2014			
d From 2015			
e From 2016			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2017 distributable amount			
i Carryover from 2012 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2017 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2017 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2017, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.			
6 Remaining underdistributions for 2017. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7 Excess distributions carryover to 2018. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2013			
b Excess from 2014			
c Excess from 2015			
d Excess from 2016			
e Excess from 2017			

Schedule A (Form 990 or 990-EZ) 2017

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 5, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017
Open to Public Inspection

Name of the organization **HEBREW HOSPITAL HOME FOUNDATION, INC.**
c/o McCULLOUGH GOLDBERGER & STAUDT, LLP Employer identification number **13 3358384**

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
- Preservation of land for public use (e.g., recreation or education) Preservation of a historically important land area
- Protection of natural habitat Preservation of a certified historic structure
- Preservation of open space
- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.
- | | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register | 2d |
- 3 Number of conservation easements modified, transferred, released, extinguished or terminated by the organization during the tax year ▶ _____
- 4 Number of states where property subject to conservation easement is located ▶ _____
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No
- 6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations and enforcing conservation easements during the year ▶ _____
- 7 Amount of expenses incurred in monitoring, inspecting, handling of violations and enforcing conservation easements during the year ▶ \$ _____
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No
- 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV line 8.

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenue included on Form 990, Part VIII, line 1 ▶ \$ _____
- (ii) Assets included in Form 990, Part X ▶ \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenue included on Form 990, Part VIII, line 1 ▶ \$ _____
- b Assets included in Form 990, Part X ▶ \$ _____

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2017

732651 10-09-17

HEBREW HOSPITAL HOME FOUNDATION, INC.

Schedule D (Form 990) 2017

c/o MCCULLOUGH GOLDBERGER & STAUDT, LLP 13 3358384 Page 2

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XI and complete the following table.

- c Beginning balance
- d Additions during the year
- e Distributions during the year
- f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment _____ %
- b Permanent endowment _____ %
- c Temporarily restricted endowment _____ %

The percentages on lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (E), line 10c.) 0.

Schedule D (Form 990) 2017

HEBREW HOSPITAL HOME FOUNDATION, INC.

Schedule D (Form 990) 2017

c/o McCULLOUGH GOLDBERGER & STAUDT, LLP

13-3358384 Page 3

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) DUE FROM RELATED PARTIES	26374274.
(2) DEVELOP FUND INVESTMENT	223448.
(3) ACCOUNTS RECEIVABLE PLEDGES	20200.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Schedule D (Form 990) 2017

HEBREW HOSPITAL HOME FOUNDATION, INC.

Schedule D (Form 990) 2017

c/o McCULLOUGH GOLDBERGER & STAUDT, LLP

13 3358384 Page 4

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" on Form 990 Part IV, line 12a.

Table with 5 main rows and sub-rows (a-e) for adjustments. Includes columns for line numbers and descriptions.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" on Form 990 Part IV, line 12a.

Table with 5 main rows and sub-rows (a-e) for adjustments. Includes columns for line numbers and descriptions.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Series of horizontal lines provided for entering supplemental information.

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No 1545-0047

2017

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization

HEBREW HOSPITAL HOME FOUNDATION, INC.
c/o McCULLOUGH GOLDBERGER & STAUDT, LLP

Employer identification number
13-3358384

Form 990, Part VI, Section B, line 11b:

THE PRESIDENT/CEO OF THE ORGANIZATION IS GIVEN A COPY OF THE 990 TO REVIEW
PRIOR TO FINAL SUBMISSION OF THE 990. THEN THE PRESIDENT/CEO SIGNS OFF ON
THE 990.

Form 990, Part VI, Section B, Line 12c:

ANNUALLY THE BOARD FILES A DISCLOSURE FORM DETAILING ANY CONFLICTS OF
INTEREST.

Form 990, Part VI, Section B, Line 15:

REVIEWED 990'S OF SIMILAR SIZE AND TYPE COMPANIES IN THE REGION WHERE THIS
ORGANIZATION IS LOCATED TO
DETERMINE REASONABLE HOURLY COMPENSATION.

Form 990, Part VI, Section C, Line 19:

FORM 990 AVAILABLE UPON WRITTEN REQUEST, WHICH WILL BE PROVIDED WITHIN A
REASONABLE PERIOD OF TIME.

Form 990, Part XII, Line 2c:

THE OVERSIGHT HAS NOT CHANGED FROM THE PRIOR YEAR.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships
 ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
 ▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017
Open to Public Inspection

Name of the organization: **HEBREW HOSPITAL HOME FOUNDATION, INC.
c/o McCULLOUGH GOLDBERGER & STAUDT, LLP**

Employer identification number: **13-3358384**

Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
HEBREW HOSPITAL SENIOR HOUSING INC 13 3975534, 1311 MAMARONECK AVENUE, WHITE PLAINS, NY 10605	CCRC	New York	501C(3)		N/A		X
HEBREW HOSPITAL HOME HOMECARE INC 13 3896349, 1311 MAMARONECK AVENUE, WHITE PLAINS, NY 10605	HOMECARE	New York	501C(3)		N/A		X
HEBREW HOSPITAL HOME OF WESTCHESTER INC 13 3785703, 1311 MAMARONECK AVENUE, WHITE PLAINS, NY 10605	NURSING HOME	New York	501C(3)		N/A		X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2017

HEBREW HOSPITAL HOME FOUNDATION, INC.

Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 513(b)(13) controlled entity?	
								Yes	No

HEBREW HOSPITAL HOME FOUNDATION, INC.

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

- 1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?
 - a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity
 - b Gift, grant, or capital contribution to related organization(s)
 - c Gift, grant, or capital contribution from related organization(s)
 - d Loans or loan guarantees to or for related organization(s)
 - e Loans or loan guarantees by related organization(s)

 - f Dividends from related organization(s)
 - g Sale of assets to related organization(s)
 - h Purchase of assets from related organization(s)
 - i Exchange of assets with related organization(s)
 - j Lease of facilities, equipment, or other assets to related organization(s)

 - k Lease of facilities, equipment, or other assets from related organization(s)
 - l Performance of services or membership or fundraising solicitations for related organization(s)
 - m Performance of services or membership or fundraising solicitations by related organization(s)
 - n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
 - o Sharing of paid employees with related organization(s)

 - p Reimbursement paid to related organization(s) for expenses
 - q Reimbursement paid by related organization(s) for expenses

 - r Other transfer of cash or property to related organization(s)
 - s Other transfer of cash or property from related organization(s)

	Yes	No
1a		X
1b		X
1c		X
1d		X
1e		X
1f		X
1g		X
1h		X
1i		X
1j		X
1k		X
1l		X
1m		X
1n		X
1o		X
1p		X
1q		X
1r		X
1s		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Attachment 5

CERTIFICATE OF DISSOLUTION

OF

HEBREW HOSPITAL HOME FOUNDATION, INC.

Under Section 1003 of the Not-for-Profit Corporation Law

1. The name of the Foundation is Hebrew Hospital Home Foundation, Inc. The Foundation was formed under the name Hebrew Hospital for Chronic Sick Foundation, Inc.

2. The Certificate of Incorporation of the Foundation was filed with the New York Department of State on August 5, 1986.

3. The names and addresses of the officers and directors of the Foundation and the titles of each are as follows:

Name	Title	Address
Alan S. Pearce	Board Member	101 Russet Road Stamford, CT 06903
Marvin Lifson	Board Member	15 West 72 nd Street New York, NY 10023
Michael Laub	Board Member	308 East 72 nd Street New York, NY 10021
Mary Frances Barrett	President	1 Winding Ridge Road White Plains, NY 10603

4. At the time of dissolution, the Foundation is a charitable New York not-for-profit corporation.

5. At the time of authorization of the Foundation's Plan of Dissolution and Distribution of Assets (the "Plan") pursuant to Section 1002 of the Not-for-Profit Corporation Law, the Foundation held no assets legally required to be used for a particular purpose.

6. The Foundation elects to dissolve.

7. The Board of Directors of the Foundation approved the Plan by unanimous written consent in accordance with Section 1002 of the Not-for-Profit Corporation Law.

8. On _____, 2020, the Attorney General of the State of New York approved the Plan and on _____, 2020, the New York Public Health and Health Planning Council approved the Plan. A copy of the New York Public Health and Health Planning Council's approval is annexed hereto.

9. The Foundation has carried out the Plan.

10. Prior to filing of this Certificate of Dissolution with the Department of State, the endorsement of the Attorney General will be stamped below.

[signature page follows]

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Dissolution of Hebrew Hospital Home Foundation, Inc.

Date: February 21, 2020

Mary Frances Barrett
Mary Frances Barrett

CERTIFICATE OF DISSOLUTION

OF

HEBREW HOSPITAL HOME FOUNDATION, INC.

Under Section 1003 of the Not-for-Profit Corporation Law

Filed by:

Rayza R. Santiago, Esq.

Harter Secrest & Emery LLP

1600 Bausch & Lomb Place

Rochester, New York 14604

Attachment 6

AMENDED AND RESTATED BY-LAWS
OF
HEBREW HOSPITAL HOME FOUNDATION, INC.

ARTICLE 1.

Members

Hebrew Hospital Home Foundation, Inc. (the "Corporation") shall have no members.

ARTICLE 2.

Board of Directors

Section 2.1. General Powers. The affairs of the Corporation shall be managed by or under the direction of its Board of Directors.

Section 2.2. Number and Qualifications. The number of directors constituting the entire Board of Directors shall be not less than three (3) nor more than fifteen (15). Directors need not be residents of New York.

Section 2.3. Election and Tenure. A slate of candidates shall be provided by the Chair to the Board of Directors in advance of the meeting for the election of directors. The slate shall be elected by a majority vote of the Board of Directors at the annual meeting, or as soon thereafter as conveniently possible. Each director shall hold office until he or she resigns or is otherwise removed in accordance with Section 2.5 herein.

Section 2.4. Resignation. A director may resign at any time by written notice delivered to the Chair or Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of a director need not be accepted in order to be effective.

Section 2.5. Removal of Directors. One (1) or more directors may be removed with cause, which shall include, but not be limited to, three (3) consecutive unexcused absences, by the Board. A director may be removed by the affirmative vote of two-thirds (2/3) of the directors then in office at a regular meeting of the Board of Directors or at a special meeting of the Board of Directors held at least five (5) days after written notice of the proposed removal is given to all directors.

Section 2.6. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office or, if the director is elected because of an increase in the number of directors, the term of such director shall expire at the next annual meeting of the Board of Directors.

Section 2.7. Meetings of the Board.

(a) An annual meeting of the Board of Directors for the election of officers and for the transaction of such other business as shall come before the meeting shall be held in each year at such time as may be determined by the Board or the Chair. Special meetings of the Board may be held at any time whenever called by the Chair or by one-fifth (1/5) of the directors then in office.

(b) All meetings of the Board of Directors may be held at such places within or without the State of New York as may be determined by the Board or as stated in the notice of meeting.

Section 2.8. Notice of Meetings of the Board. If the time and place for the annual or a regular meeting of the Board is fixed by vote of the Board, no additional notice for such annual or regular meeting need be given. Notice for all other meetings shall be given by an officer of the Corporation at least five (5) days before the meeting to each director using one of the following methods: telephone, messenger, facsimile, electronic mail, or express delivery service. Notice shall be deemed to be given by electronic mail at the time of transmission; and by express delivery service or messenger at the time of delivery by the express delivery service or messenger.

Section 2.9. Waiver of Notice of Meeting. Notice of any meeting of the directors may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a director at any meeting shall constitute an automatic waiver of notice of such meeting, except where a director attends a meeting for the purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 2.10. Quorum of Directors; Action at a Meeting.

(a) A majority of the entire Board of Directors shall constitute a quorum for the transaction of business, provided that if less than a majority of the directors are present, a majority of the directors then present may adjourn the meeting to another time without further notice. In the event there are three (3) members of the Board of Directors, the entire Board shall be required to transact business at any meeting. Withdrawal of directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

(b) Each director shall have one (1) vote on any matter or resolution considered by the Board. Unless a greater number is required by law or these By-Laws, all decisions made and actions taken by the Board must have the approval of a majority of the directors present at a meeting at which a quorum is present. No director may act by proxy on any matter.

Section 2.11. Written Consent in Lieu of Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or a committee thereof may be taken without a meeting if all members of the Board or committee consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee. A director's written consent may be obtained or submitted by electronic communication, such as electronic mail, .pdf or facsimile.

Section 2.12. Meetings by Conference Telephone or Videoconference. Any one or more members of the Board or a committee thereof may participate in a meeting of such Board or committee by means of conference telephone, videoconference or similar communications equipment so long as all persons participating in the meeting can hear each other at the same time and each person can participate in all matters before the Board or committee, including, without limitation, the ability to

propose, object to, and vote upon a specific action to be taken to or by the Board or committee. Participation in a meeting by such means shall constitute presence in person at the meeting.

ARTICLE 3.

Committees

Section 3.1. Committees of the Board. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members committees of the Board. The committees of the Board shall consist of such committees as the Board of Directors may establish by Board resolution. Each such committee shall consist of three (3) or more directors, and all committee members shall serve at the pleasure of the Board. Each committee, to the extent provided in these By-Laws or in a Board resolution, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation; but no such committee shall have the power or authority to:

- (a) Amend the Certificate of Incorporation;
- (b) Adopt an agreement of merger or consolidation;
- (c) Approving the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;
- (d) Approve a dissolution of the Corporation or a revocation of dissolution;
- (e) Amend or repeal the By-Laws of the Corporation or adopt new by-laws;
- (d) Fill vacancies in the Board of Directors or in any committee;
- (e) Fix compensation of directors for serving on the Board or on any committee; or
- (f) Amend or repeal any resolution of the Board which by its terms is not so amendable or repealable.

The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his or her duty under law to the Corporation. Each committee of the Board shall have charters setting forth their respective rights and responsibilities as approved by the Board. Such charters shall be reviewed annually by the committees and any recommended changes thereto shall be approved by the Board. To the extent of any conflict between the By-Laws and any committee charters, the provisions of the By-Laws shall control.

Section 3.2. Committees of the Corporation. The Board of Directors may designate committees of the Corporation, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee. Committees of the Corporation shall not have the authority to bind the Board.

Section 3.3. Committee Rules. A majority of the members of a committee shall constitute a quorum, and the act of a majority of the committee members present and voting at a meeting

at which a quorum is present shall be the act of the committee provided that if any committee includes persons that are not Directors, action by a majority of Directors present shall be required for approval of any item before the committee. Minutes of the proceedings of any committee shall be kept and shall be submitted to the Board of Directors at its next meeting. Subject to the other provisions of these By-Laws, each committee may make, alter, and repeal rules for the conduct of its business.

ARTICLE 4.

Officers, Agents and Employees

Section 4.1. Enumeration. The officers of the Corporation shall be a Chair, a Secretary, a Treasurer, a President and such other officers or assistant officers as may be elected or appointed by the Board of Directors or the Chair from time to time, including one or more Vice-Presidents, as provided below. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties prescribed from time to time by the Board of Directors.

Section 4.2. Election and Term of Office. Unless otherwise provided by these By-Laws, the officers of the Corporation shall be elected annually by the Board of Directors. Each elected officer shall hold office until the annual meeting of the Board occurring during the following year and until a successor is elected and qualified or until such officer's earlier resignation or removal. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Election or appointment of an officer shall not in itself create any contract rights.

Section 4.3. Resignation. Any officer may resign at any time by giving written notice to the Chair or Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of an officer need not be accepted in order to be effective.

Section 4.4. Removal. The Board of Directors may remove any officer, either with or without cause, whenever in its judgment the best interests of the Corporation would be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.5. Vacancies. A vacancy in any office, however caused, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.6. Chair. The Chair shall preside at all meetings of the Board of Directors. Subject to the directions of the Board of Directors, the Chair shall in general supervise the executive management and oversee the Board and shall perform all duties as may be assigned from time to time by the Board of Directors. No employee of the Corporation shall serve as Chair or in any other position with commensurate responsibilities.

Section 4.7. Secretary. The Secretary, or his or her designee, shall:

- (a) keep the minutes of meetings of the Board of Directors and committees of the Board in one or more books provided for that purpose;

(b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;

(c) be custodian of the corporate records and of the seal of the Corporation;

(d) keep a register of the post office and electronic address of each Corporation director and officer, which shall be furnished to the Secretary by such director or officer; and

(e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or the Board of Directors.

Section 4.8. Treasurer. The Treasurer, or his or her designee, shall:

(a) have charge and custody of and be responsible for all funds and securities of the Corporation;

(b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these By-Laws;

(c) disburse the funds of the Corporation as ordered by the Board of Directors or as otherwise required in the conduct of the business of the Corporation and render to the Board of Directors, upon request, an account of all transactions as Treasurer and on the financial condition of the Corporation; and

(d) in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or the Board of Directors.

Section 4.9. President. The President shall be the Chief Executive Officer of the Corporation, shall, subject to the direction of the Board, supervise the operation of the Corporation and shall perform such other duties and exercise such other functions as may be designated by the Board.

Section 4.10. Vice-President. The Board may designate one (1) or more Vice-Presidents as it deems necessary for the effective governance of the Corporation. The Vice-President shall, in the absence of the President or in the event of the President's inability or refusal to act, perform all the duties of the President. Any Vice-President shall perform such duties as the Chair or the Board may assign from time to time.

ARTICLE 5.

Contracts, Compensation and Financial Transactions

Section 5.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 5.2. Compensation and Expenses. No director or officer shall receive compensation for service rendered to the Corporation as such; provided that the Board of Directors shall have the right to authorize the payment of just and reasonable compensation to any person, whether or not such person be a director, officer or otherwise, for employment by the Corporation or other services actually rendered in the accomplishment of the objects and purposes of the Corporation. Such compensation shall be approved in accordance with the policies and procedures of the Corporation, including, where applicable, the Conflict of Interest Policy of the Corporation. The reasonable expenses of all persons engaged in the service of the Corporation may be paid upon the authorization of the Board of Directors.

Section 5.3. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board of Directors or by action of a duly empowered committee of the Board. Such authority to make loans may be general or confined to specified instances. No loan shall be made by the Corporation to a director or officer of the Corporation.

Section 5.4. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments may be signed by the Treasurer or the Chair.

Section 5.5. Investments and Investment Advisor. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable. The Board may delegate such matters to an investment advisor, counsel or manager or other financial agent or agents as the Board may deem advisable. The Board is further authorized to pay reasonable compensation for such services. Each investment services contract shall provide that it may be terminated by the Board at any time without penalty upon not more than sixty (60) days' notice. The Board shall be relieved of all liability as permitted by law for the investment and reinvestment of corporate funds by, and for the other acts or omissions of, persons to whom authority is so properly delegated or with whom contracts are so made.

Section 5.6. Policies and Procedures. The foregoing provisions are subject to policies and procedures that the Board may adopt from time to time including, but not limited to, those regarding contract execution and expenditure authority.

ARTICLE 6.

Books and Records

The Corporation shall keep at its office correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board of Directors and any committee of the Board, and a current list of the directors and officers of the Corporation and their residence addresses. Any of the books, minutes, and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time. Books and records shall be retained in accordance with the Business Records Retention Policy of the Corporation.

ARTICLE 7.

Indemnification and Insurance

Each person who at any time is or shall have been a director or officer of the Corporation or is or shall have been serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation in accordance with and to the full extent permitted by the Not-for-Profit Corporation Law of the State of New York as in effect at the time of adoption of these By-Laws or as amended from time to time, and by any subsequent applicable New York corporation law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any by-law, agreement, vote of disinterested directors, or otherwise. If authorized by the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the Not-for-Profit Corporation Law of the State of New York as in effect at the time of the adoption of these By-Laws or as amended from time to time, and by any subsequent applicable New York corporation law.

ARTICLE 8.

Amendment

These By-Laws may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the directors then in office. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given.