

STATE OF NEW YORK
PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

COMMITTEE DAY

AGENDA

August 22, 2024
10:15 a.m.

Empire State Plaza, Concourse Level, Meeting Room 6, Albany

I. COMMITTEE ON ESTABLISHMENT AND PROJECT REVIEW

Peter Robinson, Chair

A. Application for Construction of Health Care Facilities/Agencies

Certified Home Health Agency - Construction

Exhibit # 1

<u>Number</u>	<u>Applicant/Facility</u>
1. 241214 C	Home Health Aide Service of Eastern New York d/b/a Eddy Visiting Nurse & Rehab Association (Rensselaer County)

Acute Care Services- Construction

Exhibit # 2

<u>Number</u>	<u>Applicant/Facility</u>
1. 241095 C	Long Island Jewish Medical Center (Queens County)
2. 241134 C	New York-Presbyterian Westchester Behavioral Health Center (Westchester County)

Acute Care Services-Ambulatory Surgery - Construction

Exhibit # 3

<u>Number</u>	<u>Applicant/Facility</u>
1. 241220 C	Columbia Memorial Hospital (Greene County)

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

Home Care Service Agency Licensures

Exhibit # 4

Changes of Ownership

	<u>Number</u>	<u>Applicant/Facility</u>
1.	231059 E	Caring Enterprises, Inc. d/b/a Health Force (Please see exhibit for list of Geographical Service Area)
2.	231088 E	Allegiant Home Care, LLC (Please see exhibit for list of Geographical Service Area)
3.	241251 E	Health Quest Home Care, Inc. (Licensed) (Please see exhibit for list of Geographical Service Area)

Acute Care Services- Establish/Construct

Exhibit # 5

1.	241192 E	NYU Langone Hospitals d/b/a Long Island Community Hospital (Suffolk County)
2.	241249 E	Vassar Brothers Medical Center (Dutchess County)

Ambulatory Surgery Centers - Establish/Construct

Exhibit # 6

1.	232010 B	Bridge Street ASC (Kings County)
2.	241060 E	West ASC, LLC d/b/a Camillus Surgery Center (Onondaga County)

Diagnostic and Treatment Centers - Establish/Construct

Exhibit # 7

	<u>Number</u>	<u>Applicant/Facility</u>
1.	222153 B	CareFullMD Beacon Inc. (Dutchess County)
2.	241178 B	Harmony FH, LLC (Queens County)
3.	241202 B	NY Metabolic & Wellness Center (Kings County)
4.	241211 E	Interborough Developmental and Consultation Center, Inc. d/b/a IDCC Health Services (Kings County)

C. Certificates

Exhibit # 8

Certificate of Dissolution

Applicant

The Blocher Homes, Inc.

Flushing Manor Care Center, Inc. (FMCC)

FMNH, LLC

Hudson Headwaters Health Foundation, Inc.

Lakeside Memorial Hospital, Inc.

Lakeside-Beikirch Care Center, Inc.

Moses-Ludington Hospital

Certificate of Amendment of the Certificate of Incorporation

Applicant

Rochester Community Individual Practice Association, Inc.



Project # 241214-C

Home Health Aide Service of Eastern New York d/b/a
Eddy Visiting Nurse & Rehab Association

Program: Certified Home Health Agency
Purpose: Construction

County: Rensselaer
Acknowledged: June 11, 2024

Executive Summary

Description

Home Aide Service of Eastern New York, Inc. d/b/a Eddy Visiting Nurse & Rehab Association (Eddy VNRA), a not-for-profit corporation that operates a Certified Home Health Agency (CHHA), requests approval to acquire Fort Hudson Certified Home Health Agency, Inc. (Fort Hudson CHHA) and add Warren and Washington Counties to Eddy Visiting Nurse & Rehab Association's service area.

On February 15, 2024, Home Aide Service of Eastern New York Inc. and Fort Hudson Certified Home Health Agency, Inc., entered into an asset purchase agreement (APA), whereby Home Aide Service of Eastern New York Inc. d/b/a Eddy Visiting Nurse & Rehab Association agreed to purchase the operations of the CHHA.

Eddy Visiting Nurse & Rehab Association currently serves Albany, Columbia, Greene, Rensselaer, Saratoga, and Schenectady counties from an office at 433 River Street, Suite 3000, Troy, New York 12180. Fort Hudson Certified Home Health Agency, Inc. currently serves Warren and Washington counties from an office at 319 Broadway, Fort Edward, New York 12828.

Upon approval, Fort Hudson Certified Home Health Agency, Inc., which is part of the Fort Hudson Health System, Inc, will close and Home Aide Service of Eastern New York, Inc. d/b/a Eddy Visiting Nurse & Rehab Association

will be the surviving CHHA serving Albany, Columbia, Greene, Rensselaer, Saratoga, Schenectady, Warren, and Washington Counties. Eddy VRNA plans to add a variety of specialty nursing and rehab services to the services provided at Fort Hudson CHHA.

OALTC Recommendation
Contingent Approval

Need Summary

The applicant projects a total of 159,058 visits in Year One and 163,830 in Year Three with 8.8% Medicaid and no Charity Care.

Program Summary

The individual background review indicates the proposed members have met the standard for approval as set forth in Public Health Law §3606(2)(b).

Financial Summary

The purchase price of \$250,000 will be paid with cash from the operations of Eddy Visiting Nurse & Rehab Association.

<u>Budget</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$34,727,099	\$35,768,913
Expenses	<u>34,517,888</u>	<u>35,553,425</u>
Net Income	\$209,211	\$215,488

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Aging and Long-Term Care

Approval contingent upon:

1. Submission of an executed lease rental agreement that is acceptable to the Department of Health.
[BFA]

Approval conditional upon:

1. This project must be completed by one year from the date of the approval letter, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date.
[PMU]

Council Action Date

September 12, 2024

Need Analysis

Background and Analysis

Eddy Visiting Nurse & Rehab Association is the operator of a CHHA health care network located in Rensselaer County, as well as, the surrounding counties of Albany, Columbia, Greene, Saratoga, and Schenectady. The CHHA the applicant is requesting approval to acquire, Fort Hudson Certified Home Health Agency, Inc., which serves Washington and Warren Counties.

Eddy VNRA intends to provide the services in Warren and Washington Counties that they provide in their current service area, but will not be adding PCA Homemaker or Housekeeper services, which are currently available at Fort Hudson CHHA. A closure/transition plan for the Fort Hudson CHHA was submitted to the NYSDOH Regional Office, which includes notification of the change to employees, patients and their families, providers, referral sources, and other community stakeholders.

The table below represents historic and projected CHHA visits for Warren and Washington County service areas:

Historical and Projected Patient Volume for Warren & Washington Counties							
	2019	2020	2021	2022	2023	Year 1*	Year 3*
Total patient admits	10,337	8,990	9,460	8,338	8,031	9,130	9,404
Total visits	155,684	161,391	166,524	145,258	141,331	159,058	163,830
Visits/patient	15	18	18	17	18	17	17

Source: Applicant

*Projected data

The service area is Washington and Warren Counties. The proposed location is in a Health Professional Shortage Area (HPSA) for Primary Care and Mental Health. The population of Washington County is estimated to decrease to 51,466 by 2029 per projection data from the Cornell Program on Applied Demographics, a decrease of 1.6%. The 65+ age population estimate for Washington County is 12,515, according to the American Community Survey estimate. The population of Warren County is estimated to decrease to 63,575 by 2029 per projection data from the Cornell Program on Applied Demographics, a decrease of 3.2%. The 65+ age population estimate for Warren County is 15,130, according to the American Community Survey estimate.

Fort Hudson CHHA's discontinuation of operations in Warren and Washington Counties will correspond to and be coordinated with the approved expansion of Eddy VNRA in the same counties.

Demographics for the primary service area are noted below, including a comparison with New York State.

Demographics	Washington County	Warren County	New York State
Total Population	61,310	65,684	19,994,379
Hispanic or Latino (of any race)	3.0%	2.9%	19.5%
White (non-Hispanic)	91.0%	92.2%	53.8%
Black or African American (non-Hispanic)	2.4%	1.2%	13.8%
Asian(non-Hispanic)	0.6%	0.7%	8.8%
Other (non-Hispanic)	3.0%	3.0%	4.1%

Source: 2022 American Community Survey (5-Year Estimates Data Profiles)

In 2022, the population of Washington and Warren Counties had health coverage as follows:

	Washington County	Warren County
With Insurance	94.5%	96.2%
Employee plans	42.1%	46.7%
Medicaid	21.9%	15.8%
Medicare	15.7%	16.7%
Non-group plans	12.8%	15.5%
Military or VA plans	1.93%	1.4%

Source: Data USA

The projected payor mix includes:

Applicant Projected Payor Mix		
Payor	Year One	Year Three
Commercial	55.6%	55.6%
Medicare	35.2%	35.2%
Medicaid	8.8%	8.8%
Private Pay	0.3%	0.3%
Charity Care	0%	0%
Other	0%	0%

Patients will include those with either short-term needs (recovering post-hospitalization or rehab or illness) or long-term/chronic care needs. The applicant states that the average length of stay for services is 44 days; some patients only require one visit, and others may receive services over many years.

Conclusion

This change in operator will result in adding Warren and Washington Counties to the service area of the applicant and continued services being provided by the CHHA to Albany, Columbia, Greene, Rensselaer, Saratoga, and Schenectady County residents.

Program Analysis

Project Proposal

Home Aide Service of Eastern New York Inc. d/b/a Eddy Visiting Nurse & Rehab Association, a not-for-profit business corporation that operates a Certified Home Health Agency (CHHA), seeks approval to acquire the assets of Fort Hudson Certified Home Health Agency, Inc. and add Warren and Washington counties to their existing license.

On February 15, 2024, Home Aide Service of Eastern New York Inc. and Fort Hudson Certified Home Health Agency, Inc., entered into an asset purchase agreement (APA), whereby Home Aide Service of Eastern New York Inc. d/b/a Eddy Visiting Nurse & Rehab Association agreed to purchase the operations of the CHHA.

Eddy Visiting Nurse & Rehab Association currently serves Albany, Columbia, Greene, Rensselaer, Saratoga, and Schenectady counties from an office at 433 River Street, Suite 3000, Troy, New York 12180. Fort Hudson Certified Home Health Agency, Inc. currently serves Warren and Washington counties from an office at 319 Broadway, Fort Edward, New York 12828. At the close of this transaction, the Fort Hudson CHHA will close, and the Eddy Visiting Nurse and Rehab Association will add Warren and Washington counties to its license.

Eddy Visiting Nurse & Rehab Association proposes to provide the majority of the of services available in Warren and Washington counties that the residents have relied on by Fort Hudson CHHA. In addition to meeting their needs upon discharge from the hospital/rehab, on referral from physician offices/other community-based organizations, and as requested by patients/caregivers, this project will enhance the services provided by offering a variety of specialty services, such as nursing (including infusion nursing, wound/ostomy/continence care, diabetes educators, palliative care, and remote patient monitoring), and rehab (bioness, vital stim, and anodyne therapy).

Fort Hudson and Eddy Visiting Nurse & Rehab Association have long histories of serving the greater Capital Region and have similar missions – to ensure a comprehensive range of services is available to enable individuals to remain at home and in the community for as long as possible.

Facility Compliance/Enforcement

The information provided by the Center for Home and Community-Based Services indicates that the applicant has provided sufficient supervision to prevent harm to the health, safety, and welfare of patients and to prevent recurrent code violations.

CHHA Quality of Patient Care Star Ratings*	
CHHA Name	Quality of Care Rating
Eddy Visiting Nurse & Rehab Association	4.5 out of 5 stars

** CMS data as of July 17, 2024. New York Average is 3 out of 5 stars and the National Average is 3.5 out of 5 stars.*

Conclusion

The individual background review indicates the proposed members have met the standard for approval as set forth in Public Health Law §3606(2)(b).

Financial Analysis

Operating Budget

The applicant has submitted an operating budget, in 2024 dollars, for the current year and the first and third years, summarized below:

	<u>Current Year</u>	<u>Year One</u>	<u>Year Three</u>
<u>Revenues</u>			
Commercial FFS	16,255,041	16,873,041	17,379,232
Medicare FFS	14,694,245	14,897,105	15,344,018
Medicaid FFS	1,401,526	1,405,666	1,447,836
Medicaid MC	1,833,056	1,833,056	1,888,048
Private Pay	107,232	107,232	110,449
Other	326,318	326,318	336,108
Charity Care	(232,248)	(232,248)	(239,215)
Bad Debt	<u>(433,071)</u>	<u>(483,071)</u>	<u>(497,563)</u>
Total Revenues	\$33,952,099	34,727,099	35,768,913
<u>Expenses</u>			
Operating	\$30,368,922	\$33,376,704	34,378,005
Capital	<u>1,104,469</u>	<u>1,141,184</u>	1,175,420
Total Expenses	\$31,473,391	\$34,517,888	\$35,553,425
Excess Revenues	\$2,478,708	\$209,211	\$215,488
Visits	145,258	159,058	163,830

The following is noted regarding the submitted operating budget:

- Year One utilization is based on a 3% annual increase from 2022 data. Fort Hudson leadership estimates they have a 50% market share for their service area. The applicant will facilitate the introduction of Eddy VNRA to existing referral sources and a wide range of community leaders and community-based organizations.
- Year Three utilization, revenues, and expenses are based on a 3% annual increase from Year One.
- Reimbursement rates are based on current reimbursement methodologies.

Utilization broken down by payor source for the Current Year, Year One, and Year Three is summarized below:

<u>Payor:</u>	<u>Current Year</u>	<u>Year One</u>	<u>Year Three</u>
Commercial FFS	55.45%	55.62%	55.62%
Medicare FFS	1.81%	35.20%	35.20%
Medicaid FFS	7.77%	1.74%	1.74%
Medicaid MC	34.58%	7.10%	7.10%
Private Pay	<u>0.38%</u>	<u>0.35%</u>	<u>0.35%</u>
Total	100.00%	100.00%	100.00%

Asset Purchase Agreement

The applicant has submitted an executed asset purchase agreement for the purchase of the CHHA, summarized below:

Date	February 15, 2024
Purpose	Transfer the Fort Hudson CHHA license/operating certificate to Eddy Visiting Nurse and Rehabilitation (EVNRA)
Seller	Fort Hudson Certified Home Health Agency, Inc. (Fort Hudson)
Purchaser	Eddy Visiting Nurse and Rehabilitation Association
Assets Acquired	For those patients who choose EVNRD as their home health provider, Fort Hudson will deliver copies of all medical/clinical records and other patient information necessary to ensure the safe transition of patients to EVNRA's care.
Liabilities Assumed	\$0
Purchase Price	\$250,000
Payment of Purchase Price	\$50,000 downpayment to be held in escrow. The remainder, \$200,000, will be paid via Cash at Closing.

The applicant has submitted an original affidavit, which is acceptable to the Department, in which the applicant agrees, notwithstanding any agreement, arrangement, or understanding between the applicant and the transferor to the contrary, to be liable and responsible for any Medicaid overpayments made to the facility and/or surcharges, assessments or fees due from the transferor pursuant to Article 28 of the Public Health Law with respect to the period of time prior to the applicant acquiring its interest, without releasing the transferor of its liability and responsibility. As of July 9, 2024, the facility had no outstanding liabilities.

Lease Rental Agreement

The applicant has submitted a draft lease agreement for the office space they will lease, summarized below:

Premises:	1,100 square feet located at 319 Broadway, Fort Edward, NY.
Landlord	Fort Hudson Nursing Care Center, Inc.
Tenant	Home Health Aide Service of Northeastern New York, Inc. d/b/a Eddy Visiting Nurse and Rehabilitation Agency.
Term	3 years
Rental	\$17,600 annually (\$16.00 per sq.ft.)
Provisions	The lessee shall be responsible for utilities, maintenance, and real estate taxes.

The applicant has indicated that the lease agreement will be an arm's length lease arrangement. The applicant has submitted two real estate letters attesting to the reasonableness of the per-square-foot rental.

Capability and Feasibility

The purchase price of \$250,000 will be met with a \$50,000 downpayment to be held in escrow and \$200,000 from Eddy VRNA operations. Working capital requirements are estimated at \$5,925,571, equivalent to two months of third-year expenses. The applicant will provide equity from operations to meet the working capital requirement and the purchase price. BFA Attachment A is the 2022 and 2023 Certified Financial Statements of Home Aide Service of Eastern New York, Inc., indicating sufficient funds to meet the working capital and purchase price requirements.

The submitted budget indicates an excess of revenues over expenses of \$209,211 and \$215,488 during the first and third years, respectively. Revenues are based on current reimbursement methodologies for CHHA services for Warren and Washington Counties. The submitted budget appears reasonable.

As shown in BFA Attachment A, Home Health Aide Service of Eastern New York, Inc. had an average positive working capital position and an average positive net asset position from 2022 through 2023.

Also, the applicant achieved an average operating excess of revenues over expenses of \$2,364,870 from 2022 and 2023.

BFA Attachment B shows that Forth Hudson Certified Home Health Agency, Inc. had a positive working capital position and net asset position in 2023. The CHHA incurred a loss of \$1,341,696 in 2023. The applicant has indicated that losses are the result of competition from other CHHA providers, ongoing issues with the primary referring hospitals, and difficulties recruiting and retaining qualified registered nurses, making a break-even volume of visits extremely problematic.

Conclusion

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

Attachments

BFA Attachment A	Financial Summary - 2022 and 2023 Certified Financial Statements of Home Health Aide Service of Eastern New York, Inc.
BFA Attachment B	Financial Summary - 2023 Certified Financial Statements of Fort Hudson Certified Home Health Agency



Project # 241095-C
Long Island Jewish Medical Center

Program: Hospital
Purpose: Construction

County: Queens
Acknowledged: March 29, 2024

Executive Summary

Description

The Long Island Jewish Medical Center - Zucker Hillside Hospital (ZHH), a 200-bed psychiatric hospital located at 75-59 263rd St, Glen Oaks, NY (Queens County), is seeking approval for the construction of a three-story behavioral health pavilion. This new pavillion, aimed at enhancing mental health services for adults and geriatric patients, will replace a portion of the inpatient beds in the Morris Lowenstein building. Upon completion, 68 out of the existing 94 beds in the Morris Lowenstein building will be relocated to the new pavilion. The 26 remaining beds will remain on the first floor of the Morris Lowenstein building and will still be utilized for inpatient care, resulting in a net zero change in the total bed capacity on the Zucker Hillside campus.

The new behavioral unit's purpose is to continue providing essential health care services to patients from Queens, Nassau, and Suffolk counties and beyond and enhance the quality of care and patient environment. Neighborhoods surrounding the facility are populated by underserved minorities, with higher rates of social vulnerabilities and preventable hospitalizations, and who face barriers to accessing basic insurance coverage, primary care, and mental health services while having overall higher rates of health-related social needs. The new behavioral health pavilion will relieve overcrowding conditions, limit risks, improve patient safety, and improve staffing workflow.

OPCHSM Recommendation
Contingent Approval

Need Summary

The applicant projects 3,830 psychiatric inpatient discharges in Year One and Year Three with a Medicaid inpatient percentage of 46%.

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 \$186,040,473 will be funded with \$18,173,892 in cash and a loan of \$163,565,031 for 30 years at 5% interest.

<u>Enterprise Budget:</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$172,035,200	\$176,602,500
Expenses	\$211,430,700	\$213,651,900
Net Income	(39,395,500)	(37,049,400)

Health Equity Impact Assessment

This project does not meet the requirements for a Health Equity Impact Assessment under Section 2802-B of the PHL.

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. 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. [DASNY]
3. Submission of an executed mortgage acceptable to the Department of Health. [BFA]

Approval conditional upon:

1. This project must be completed by **June 12, 2027**, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [PMU]
2. Construction must start on or before **March 12, 2025**, and construction must be completed by **March 12, 2027**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [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]

Council Action Date

September 12, 2024

Need Analysis

Background

Long Island Jewish Medical Center – Zucker Hillside Hospital at 270-05 76th Ave, New Hyde Park, NY 11040 is seeking approval to construct a behavioral health pavilion. The new facility will replace a portion of the inpatient beds in the Morris Lowenstein building, which is aging and outdated. The new pavilion will be a 68-bed unit to treat geriatric and adult patients. These psychiatric beds will be transferred over from the Morris Lowenstein building leaving 26 beds remaining there. There will be no changes to the operating certificate through the approval of this project. Construction is expected to take two years.

Background and Analysis

The primary service area is Queens County. The county's overall population is estimated to increase to 2,554,994 or 8.2% by 2029 per projection data from the Cornell Program on Applied Demographics. Demographics for the primary service area are noted below including a comparison with New York State.

Demographics	Queens County	New York State
Total Population – 2022 Estimate	2,360,826	19,994,379
Hispanic or Latino (of any race)	28.0%	19.5%
White (non-Hispanic)	23.8%	53.8%
Black or African American (non-Hispanic)	16.7%	13.8%
Asian (non-Hispanic)	25.9%	8.8%
Other (non-Hispanic)	5.6%	4.1%

Source: 2022 American Community Survey (5-Year Estimates Data Profiles)

In 2022, 91.3% of the population in Queens County had health coverage as follows.

Employer Plans	41.7%
Medicaid	26.5%
Medicare	10.7%
Non-Group Plans	12.1%
Military or VA	0.278%

Source: Data USA

The applicant payor mix is noted below.

Applicant Payor Mix						
Payor	Inpatient			Outpatient		
	Current	Year One	Year Three	Current	Year One	Year Three
Commercial	21.84%	21.88%	21.88%	36.81%	36.81%	36.81%
Medicare	23.84%	23.84%	23.84%	28.98%	28.98%	28.98%
Medicaid	45.85%	45.81%	45.81%	26.03%	26.03%	26.03%
Charity Care	8.23%	8.22%	8.22%	7.27%	7.27%	7.27%
Other	0.24%	0.24%	0.24%	0.91%	0.91%	0.91%

Long Island Jewish Medical Center – Zucker Hillside Hospital Psychiatric Discharges					
	2019	2020	2021	2022	Year 3
Psychiatric	4,777	4,114	3,996	3,837	3,830

Source: Applicant

Based on SPARCS data for psychiatric services, occupancy has been increasing over the past 3 years, with 80.7% in 2021, 81.5% in 2022 and 83.4% in 2023.

- Through this project, the applicant will address the following deficiencies with the current facility: The building is separated from the Zucker Hillside Campus creating operational inefficiencies and obstacles with emergency responses while increasing cost.
- Zucker Hillside is the second largest provider of Electroconvulsive Therapy and currently can't provide the service in the Morris Lowenstein building forcing patients to be transferred outside to other areas of the campus.
- Only 11% of patient rooms are single-bedded and they are undersized.

The new unit is expected to increase safety, and efficiency while reducing costs. The second floor of the Morris Lowenstein building will no longer be used for inpatient hospitalization care. The hospital has yet to determine what the space may be used for in the future. The first floor of the Morris Lowenstein building will continue to be utilized for inpatient care. However, all bedrooms will convert from double-bedded bedrooms to single-bedded bedrooms.

Conclusion

The creation of this new unit will provide streamlined care and a safer environment for patients and staff

Program Analysis

Project Proposal

Proposed Operator	Long Island Jewish Medical Center/ Northwell Healthcare, Inc.
To Be Known As	Long Island Jewish Medical Center – Zucker Hillside Hospital
Site Address	270-05 76th Avenue New Hyde Park, NY 11040
Service	No Change
Hours of Operation	24/7
Medical Director(s)	Michael Scarpelli

Long Island Jewish Medical Center – Zucker Hillside Hospital seeks approval to construct a behavioral health pavilion to improve the delivery of mental health services for adults and geriatric patients. The new facility will replace a portion of the aged and outdated inpatient beds in the Morris Lowenstein building. Sixty-eight (68) of the ninety-four (94) beds from the existing Morris Lowenstein building will be transferred to the new pavilion. The total bed capacity on the Zucker Hillside campus will remain the same. The project is driven by both clinical considerations and the need for a more modern facility. Overall, this project represents a significant investment in the future of mental healthcare at LIJMC Zucker Hillside Hospital.

The construction of the proposed behavioral health pavilion in the LIJMC campus will not add any net new psychiatric beds to the operating certificate. The intent of this project is to transform care delivery of advanced mental health services at LIJMC, and become a model for safe, cost-effective, and high-quality care. The construction of the pavilion would relieve overcrowding conditions which can increase risks of patient aggression. A modernized and larger facility would thereby alleviate these risks and improve patient safety, patient cohorting and staffing workflow.

In accordance with current policy at Long Island Medical Center's Zucker Hillside Hospital, the ability to pay will not be a factor in the process of accepting patients. Every effort will be made to ensure that appropriate payment is made, but in no circumstance will a patient be refused treatment due to inability to pay. Northwell Health currently has a sliding fee scale for its patients and uninsured patients with household incomes under 500% of the Federal Poverty level are eligible for reduced fees. Expected volume of the proposed extension site is 158,905 visits in Year One, with no change in visits by Year Three.

Michael Scarpelli is going to be the Executive Director at Long Island Jewish Medical Center – Zucker Hillside Hospital and has been serving with Northwell Healthcare, Inc., the healthcare network that includes the licensed provider Long Island Jewish Medical Center, for the last nine years. Michael has served as executive director and managed the day-to-day operations of the Orzac Center for Rehabilitation. Under his leadership, the center achieved and maintained a 5-Star Centers for Medicare & Medicaid Services (CMS) rating, achieved Best Nursing Homes rating and High Performing recognition for Short-Stay Rehabilitation by U.S. News & World Report, and achieved the 99th percentile in the 2020 workforce engagement survey. Michael earned a Master of Business Administration in 2007 from St. Joseph's University in New York.

Compliance with Applicable Codes, Rules, and Regulations

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

Long Island Jewish Medical Center – Zucker Hillside Hospital in Queens County is seeking approval for a construction project to improve the delivery of acute psychiatric services for patients with advanced mental health conditions. The intent of this project is to transform care delivery of advanced mental health services at LIJMC and will not add any new psychiatric beds to the facility.

Long Island Jewish Medical Center is implementing multiple interventions to support priorities of the 2019-2024 New York State Prevention Agenda, including:

- Prevent Chronic Disease
- Promote Well-Being and Prevent Mental and Substance Use Disorders
- Promote Healthy Women, Infants and Children

The construction of this facility will improve the delivery of care for patients with advanced mental health conditions and advances the following selected Prevention Agenda Priority: "Promote Well-Being and Prevent Mental and Substance Use Disorders".

In 2021, Long Island Jewish Medical Center spent \$ 105,594,711 on Community Health Improvement Services and Community Benefit Operations, which accounts for 3.08% of their 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

Total Project Cost and Financing

Total project cost for new construction, moveable equipment, shell space and fees of \$186,00,473 as follows:

	<u>Project Cost</u>	<u>Shell Space</u>	<u>Total Project Cost</u>
New Construction	120,922,575	\$3,692,975	\$124,615,550
Site Development	\$250,000		\$250,000
Temporary Utilities	\$500,000		\$500,000
Design Contingency	\$11,613,374		\$11,613,374
Construction Contingency	\$5,830,778	\$161,554	\$5,992,332
Plan	\$1,108,889	\$30,724	\$1,139,613
Architect/Engineering Fees	\$9,554,815	\$264,737	\$9,819,552
Construction Management Fees	\$572,000	\$15,848	\$587,848
Other Fees	\$4,898,078	<u>\$135,712</u>	\$5,033,790
Movable Equipment	\$2,920,000		\$2,920,000
Telecommunications	\$14,000,000		\$14,000,000
Financing Costs	\$8,572,329		\$8,572,329
CON Application Fee	\$2,000		\$2,000
Additional CON Fees	<u>\$994,086</u>		<u>\$994,086</u>
Total Project Cost	\$181,738,923	\$4,301,550	\$186,040,473

The applicant will fund project cost with the following:

Cash for the Behavioral Unit	\$18,173,892
Cash for Shell Space	\$4,301,550
Loan for Behavioral unit (30 years at 5% interest	<u>\$163,565,031</u>
Total	\$186,040,473

Morgan Stanley has provided a Letter of Interest (LOI) for the loan at the above stated terms, 30 years at 5% interest.

Operating Budget

The applicant has provided the first- and third-year operating budgets, in 2024 dollars, summarized as follows:

	<u>Current Year</u>		<u>First Year</u>		<u>Third Year</u>	
<u>Revenues</u>	<u>Per Diem</u>	<u>Total</u>	<u>Per Diem</u>	<u>Total</u>	<u>Per Diem</u>	<u>Total</u>
<u>Inpatient:</u>						
Medicaid-FFS	\$1,328	11,346,800	\$1,337	\$11,668,700	1,382	\$12,059,000
Medicaid-MC	\$1,554	\$38,642,800	\$1,558	\$39,739,000	1,610	\$41,068,300
Medicare-FFS	\$1,437	\$15,214,300	\$1,443	\$15,645,900	1,491	\$16,169,300
Medicare-MC	\$1,950	\$13,229,800	\$1,953	\$13,605,000	2,018	\$14,060,200
Commercial -MC	\$3,308	\$52,639,200	\$3,311	\$54,132,400	3,422	\$55,943,300
Charity Care	\$252	\$1,509,700	\$253	\$1,552,500	\$261	\$1,604,500
All Other	\$1,027	180,600	\$1,030	\$185,700	1,064	\$191,900
Other Operating		\$3,015,300		\$3,015,300		\$3,015,300
Revenue		<u>(\$2,703,700)</u>		<u>(\$2,703,700)</u>		<u>(\$2,703,700)</u>
Deduction						
Total Inpatient		\$133,074,800		\$136,840,800		\$141,408,100
Revenues						

ExpensesInpatient:

Operating	\$104,457,460	\$108,920,960	\$111,425,560
Capital	<u>\$9,182,720</u>	<u>\$26,749,620</u>	<u>\$26,466,220</u>
Total Inpatient Expenses	\$113,640,180	\$135,670,580	\$137,891,780

Net Inpatient Income (Loss)	\$19,434,620	<u>\$1,170,220</u>	<u>\$3,516,320</u>
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Patient Days	72,867	74,710	74,710
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RevenuesOutpatient

	<u>Current Year</u>		<u>First Year</u>		<u>Third Year</u>	
	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>
Medicaid-FFS	\$172	\$333,700	\$172	\$333,700	\$172	\$333,700
Medicaid-MC	\$171	\$6,725,400	\$171	\$6,725,400	\$171	\$6,725,400
Medicare-FFS	\$158	\$4,972,300	\$158	\$4,972,300	\$158	\$4,972,300
Medicare-MC	\$179	\$2,622,500	\$179	\$2,622,500	\$179	\$2,622,500
Commercial-FFS						
Commercial-MC	\$296	\$17,325,700	\$296	\$17,325,700	\$296	\$17,325,700
Charity Care	\$260	\$3,008,600	\$260	\$3,008,600	\$260	\$3,008,600
All Other	\$143	<u>\$206,200</u>	\$143	<u>\$206,200</u>	\$143	<u>\$206,200</u>
Other Operating						
Total Outpatient Revenue		35,194,400		\$35,194,400		\$35,194,400

ExpensesOutpatient:

Operating	\$69,638,440	\$69,638,440	\$69,638,440
Capital	<u>\$6,121,680</u>	<u>\$6,121,680</u>	<u>\$6,121,680</u>
Total Outpatient Expenses	\$75,760,120	\$75,760,120	\$75,760,120

Net Outpatient Income (Loss)	(\$40,565,720)	(\$40,565,720)	(\$40,565,720)
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Visits	158,905	158,905	158,905
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The following is noted with respect to the submitted inpatient behavioral health services operating budget:

- Revenue, expense, and utilization assumptions are based upon the current experience of Long Island Jewish Medical Zucker Hillside Hospital.
- The Zucker Hillside Hospital internal cost accounting system was used to generate revenue, expense, utilization, and payer rate assumptions based upon the related inpatient days applicable to the project.
- Staffing assumptions were developed with the Clinical and Operational leadership using staffing models in existing programs.
- The expense and utilization assumptions are based upon the per diem Variable Direct Cost. Once the variable direct costs are calculated, overhead costs are developed using the experience of the clinical and management staff at the hospital. Depreciation expense, based upon the estimated capital costs, are added to calculate the total cost.
- Revenue and payer assumptions are based upon the current experience of the existing volume and payer mix at ZHH.
- Using the revenue and expense as calculated a per day amount was applied to the projected patient days to calculate the incremental revenue, salary, and non-salary expense.
- Utilization by payor for the first and third year is summarized below:

<u>Behavior Health</u>	<u>Current Year</u>		<u>Years One & Three</u>	
Medicaid-FFS	8,542	11.72	8,726	11.68
Medicaid-MC	24,869	34.13	25,502	34.13
Medicare-FFS	10,586	14.53	10,843	14.51
Medicare-MC	6,784	9.31	6,967	9.33
Commercial-MC	15,915	21.84	16,349	21.88
All Other	176	.24	180	.24
Charity Care	<u>5,995</u>	<u>8.23%</u>	<u>6,143</u>	<u>8.22%</u>
Total	72,867	100%	74,710	100%

- The breakeven utilization for the behavioral health unit (inpatient only) is projected at 74,241 Patient Days in the first year.

Capability and Feasibility

The total project cost of \$186,040,473 is comprised of the behavioral unit cost of \$181,738,923 which will be met with \$18,173,892 in cash and a loan for \$163,565,031 at 5% for 30 years and the shell space of \$4,301,550 which will be financed by accumulated funds of Northwell. Morgan Stanley has provided a LOI for the lending. BFA Attachment A, 2021-2023 Certified Financial Statements and BFA Attachment B, 1/1/2024-3/31/2024 Internal Financial statements of Northwell Health, Inc. show sufficient funds to cover their portion of the project cost and the shell space.

The submitted budget indicates the Behavioral Health Unit had an incremental net income of \$1,170,220 and \$3,516,320 in Year One and Year Three, respectively. Overall, the hospital experienced a net loss of \$39,395,500 in Year One and \$37,049,400 in Years Three. The budget appears reasonable. The CFO of Northwell has provided a letter attesting to covering losses related to the project.

Conclusion

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

Attachments

BFA Attachment A	2021-2023 Certified Financial statements of Northwell Health, Inc.
BFA Attachment B	1/1/2024-3/31/2024 Internal financial statements of Northwell Health, Inc.



Project # 241134-C

New York-Presbyterian Westchester Behavioral Health
Center

Program: Hospital
Purpose: Construction

County: Westchester
Acknowledged: March 22, 2024

Executive Summary

Description

New York Presbyterian Hospital (NYPH), a 513-bed not-for-profit hospital, requests approval to renovate existing space on the first floor of the New York Presbyterian Westchester Behavioral Health Center (NYP WBH), at 21 Bloomingdale Road, White Plains, for the creation of a 10-bed pediatric inpatient psychiatric unit (to be named 7 South Pediatric Inpatient Unit). NYP WBH is a fully accredited not-for-profit, 247-bed (233 Psychiatric beds and 14 Chemical Dependence beds) Hospital providing mental health services for Westchester County and New York County. In addition to the renovation, NYPH will add two (2) new psychiatric licensed beds and transfer eight (8) other licensed psychiatric beds for the 10-bed complement in the new inpatient Unit.

This project is expected to enhance patient care and operational flow to better serve the needs of pediatric patients. The existing inpatient children's unit at NYP WBH, Nichols Cottage, continues to accommodate the high demand for adolescent care through Emergency Approvals allowances.

OPCHSM Recommendation
Contingent Approval

Need Summary

The applicant projects 231 inpatient visits in the new pediatric inpatient psychiatric unit in Year One and Year Three with Medicaid at 42.71%.

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

The total project cost of \$13,012,155 will be met with accumulated funds from New York Presbyterian Hospital.

Budget:	<u>Year One</u>	<u>Year Three</u>
Revenues	\$11,061,949	\$11,735,621
Expenses	<u>7,042,213</u>	<u>7,341,482</u>
Excess	\$4,019,736	\$4,394,139
Revenues		

Health Equity Impact Assessment

This project does not meet the requirements for a Health Equity Impact Assessment under Section 2802-B of the PHL.

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. The submission of State Hospital Code (SHC) Drawings for review and approval, as described in BAER Drawing Submission Guidelines DSG-1.0. [AER]
3. The submission of Engineering (MEP) Drawings for review and approval, as described in BAER Drawing Submission Guidelines DSG-1.0. [AER]

Approval conditional upon:

1. This project must be completed by **January 15, 2026**, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [PMU]
2. Construction must start on or before **December 15, 2024**, and construction must be completed by **October 15, 2025**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [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. Submit a description of all hardware and furniture that will be used for this new unit. [OMH]
5. When space is ready for a pre-occupancy site visit, schedule by contacting Teri Aliotta (Teri.Aliotta@omh.ny.gov) at the Hudson River Field Office. [OMH]
6. Upon completion of the project, provide a letter of substantial completion from the project architect. [OMH]
7. Provide approval from the Department of Health of the corresponding Certificate of Need when available. [OMH]

Council Action Date

September 12, 2024

Need Analysis

Project Description

New York-Presbyterian Hospital (NYPH), at 21 Bloomingdale Road, White Plains, New York 10605, is seeking approval to renovate existing space on the first floor for the creation of a 10-bed pediatric inpatient psychiatric unit, which will be referred to as 7 South Pediatric Inpatient Unit. As part of this application, NYPH will add two (2) psychiatric licensed beds to the existing bed complement at New York-Presbyterian Westchester Behavioral Health and 8 beds will be transferred from another unit.

These eight (8) beds will be transferred to the new unit.

Background and Analysis

This project will treat patients in Westchester County. The total population of Westchester County is estimated to increase to 1,033,438 by 2029 per projection data from the Cornell Program on Applied Demographics (PAD), an increase of 3.6%. Demographics for the primary service area are noted below including a comparison with New York State.

Demographics	Westchester County	New York State
Total Population – 2022 Estimate	997,904	19,994,379
Hispanic or Latino (of any race)	25.8%	19.50%
White (non-Hispanic)	51.2%	53.8%
Black or African American (non-Hispanic)	13.3%	13.8%
Asian (non-Hispanic)	0.1%	8.8%
Other (non-Hispanic)	9.6%	4.1%

Source: 2022 American Community Survey (5-Year Estimates Data Profiles)

In 2022, 95.1% of the population in Westchester County had health coverage as follows.

Employer Plans	56.1%
Medicaid	14.1%
Medicare	12.9%
Non-Group Plans	11.6%
Military or VA	0.326%

Source: Data USA

The table below provides projected payor mix data and visits for the new proposed ten-bed unit.

Applicant Projected Payor Mix		
Payor	Year One	Year Three
	Inpatient	
Commercial	56.77%	56.77%
Medicaid	42.71%	42.71%
Other	0.52%	0.52%
Total Visits	231	231

The table below shows the applicant's historical and proposed adult and pediatric discharges.

Adult and Pediatric Discharges for Units at NYP - Westchester Behavioral Health Center								
	Discharges							
	2018	2019	2020	2021	2022	2023	Year 1	Year 3
Nichols Cottage	318	409	385	375	284	304	409	409
6 South	548	549	380	385	336	228	228	228
2 South	341	276	253	256	197	175	175	175
2 North	536	551	488	423	400	348	348	348
6 North	318	540	464	428	366	132	132	132
7 South	-	-	-	-	-	-	231	231
Total	2,061	2,325	1,970	1,867	1,583	1,187	1,523	1,523

Source: Applicant

Occupancy Rates for Pediatric and Adolescent Patients						
Unit	Beds	2019	2020	2021	2022	2023
Nichols Cottage (Pediatric)	18	66.7%	80.6%	77.8%	68.9%	87.8%
2 North (Adolescent)	21	95.2%	89.0%	97.1%	89.2%	93.3%
2 South (Adolescent)	6	78.3%	83.4%	85.0%	75.0%	76.7%

Source: Applicant

Pediatric and Adolescent Patients at NYP ED Waiting for Placement – in 2023		
Facility	Patients Waiting in ED	Admissions to NYP/Westchester Behavioral Health
Morgan Stanley Children's Hospital	389	313
Weill Cornell	682	290
Total	1,071	603

Source: Applicant

According to the applicant, NYP Health System saw 1,071 pediatric and adolescent patients in their Emergency Departments. 70%-80% were transferred to NYP Westchester, however, due to the lack of space, the other 468 patients were forced to transfer to other facilities including Four Winds Hospital, Bellevue, Mount Sinai Morningside, and Northwell, or be discharged. This new unit will help alleviate the strain on ED wait times within the system and help patients in need receive a bed for treatment.

During the pandemic, NYPH received multiple emergency approvals for repurposing behavioral health beds and changing floor plans for social distancing. These changes limited capacity. Between 2020 and 2023, there was a decrease in demand for pediatric care but an increase in demand for adolescent patients. To address this need, in 2021, NYP/Westchester Behavioral Health requested allowances to expand care in non-conventional spaces such as adult units for older adolescents and the pediatric unit. This proposed project aims to increase the available adolescent capacity and relocate the pediatric unit, currently in Nichols Cottage, to the new 7 South Unit, to meet the episodic and evolving demand.

NYP WBH will shift pediatric volume from the existing Nichols Cottage pediatric unit into the new 7 South Pediatric Inpatient Unit, allowing the existing Nichols Cottage Inpatient Unit to provide care for adolescent patients only. This shift in volume is projected to increase the inpatient capacity of the Nichols Cottage unit. This new inpatient unit will treat patients through the ages of twelve and is expected to enhance care and improve patient flow.

To improve pediatric behavioral health in the Westchester area the applicant is also planning to expand NYS OMH-licensed outpatient services by adding an Article 31 satellite clinic. The new Article 31 along with collaboration with community partners will help improve behavioral health services and improve access to crisis hubs.

Conclusion

The addition of this ten-bed unit is expected to reduce Emergency Room wait time, by decreasing volume and allowing for improved time to diagnosis.

Program Analysis

Project Proposal

Operator	The New York and Presbyterian Hospital
Site	New York Presbyterian Westchester Behavioral Health Center
Site Address	21 Bloomingdale Road White Plains, New York 106056 (Westchester County)
Shift / Hours / Schedule	24 hours / 7 days a week
Current Services	Certified Mental Health Services O/P, Medical Services – Other Medical Specialties, Medical Services-Primary Care, Therapy-Occupational O/P, Therapy-Physical O/P, and Therapy-Speech Language Pathology O/P
Staffing (1st Year / 3rd Year)	41.4 FTEs for 1 st and 41.4 3 rd year

New York Presbyterian Hospital (NYPH) will add two (2) psychiatric beds to the New York Presbyterian Westchester Behavioral Health Hospital (NYP WBH), increasing the total from 247 to 249. No changes in services are proposed.

New York-Presbyterian Hospital will hire 41.4 FTEs in the first, of which 10.6 FTEs will consist of registered nurses. Staffing will remain the same at 41.4 FTEs in Year 1 and for Year 3.

NYPH implemented an Inpatient Psychiatric Access Program that manages all inpatient psychiatric bed capacity and patient placements across its sites and seeks to restore inpatient beds that currently remain offline since the COVID-19 crisis. There is a critical need for pediatric and adolescent mental health services, and psychiatric inpatient accommodations are necessary to expand access and provide uninterrupted care effectively. NYPH partnered with New York State Office of Mental Health (NYSOMH) to develop an integrated restoration plan that will improve inpatient behavioral services in New York and Westchester Counties.

The existing inpatient children's unit at NYP WBH, Nichols Cottage, continues to accommodate the high demand for adolescent care through the Emergency Approvals allowances. With this proposal, NYP WBH will shift pediatric volume from the existing Nichols Cottage Unit to the newly proposed 10-bed 7 South Pediatric Inpatient Unit. This proposal will expand inpatient care which will align with the previously renovated units and support inpatient pediatric behavioral health healing. The 7 South Pediatric Inpatient Unit will alleviate pediatric demand on the existing Nichols Cottage unit, allowing for Nichols Cottage Unit to provide care for adolescent patients only.

Upon this project's completion, NYP WBH will have a total of twelve (12) inpatient units, which will improve access to inpatient behavioral health beds. This new unit will help alleviate the strain on the Emergency Department (ED) wait times within its system and help patients in need receive a bed for treatment.

Eight (8)-beds will be reallocated to the new 7 South Pediatric Inpatient Unit. The existing bed relocations will be as follows:

- 6 North will reflect a decrease of three (3) beds,
- 6 South will reflect a decrease of three (3) beds,
- 2 South will reflect a decrease of one (1) bed,
- Nichols Cottage will reflect a decrease of one (1) bed.

In the first year of operations, it is projected that the new unit will have 231 psychiatric discharges. The site will be dually licensed by New York State Department of Health and New York State Office of Mental Health.

Renovations will include approximately 7,145 square feet in the 7 South's 1st floor and 3,298 square feet in the School Annex's 1st floor. Both areas will be reconfigured to create the new pediatric inpatient behavioral health unit which will house ten (10) single patient bedrooms, one (1) seclusion room, one (1) exam room, two (2) consult rooms, one (1) sensory room, two (2) comfort rooms, one (1) classroom, one (1) activity room, one (1) group therapy, one (1) multi-purpose room, one (1) quiet activity room, one (1) dining and pantry, one (1) staff lounge, one (1) nurse manager office, one (1) conference /treatment planning, and one (1) outdoor playground.

The scope of work for 7 South will include updating emergency systems, installing new air units to provide air to corridors, replacement of fan coil units, new exhaust, and dryer exhaust to be provided to the support unit, modification of fire protection and plumbing, and electrical to be redistributed to provide division of electrical systems.

In the School Annex area, the scope of work will include upgrades to the fire protection system, electrical system upgrades, installation of a new air unit in attic, replace fan coil units, providing new general exhaust in the attic, upgrading plumbing, updating fire protection systems, and electrical will be redistributed to provide division of electrical systems.

NYPH is the sole member and passive parent of NYP Community Programs, Inc. (NYPCP). In 2014, NYPCP formed as the sole member, active parent, and as co-operator of New York Presbyterian / Hudson Valley Hospital and New York-Presbyterian/Queens.

With an integrated care module, six (6) of the New York Presbyterian Hospitals offer a variety of outpatient and inpatient mental health and substance abuse services for pediatric, adolescent, adult, and geriatric patients. The 6 campuses are as follows:

- New York-Presbyterian/ Weill Cornell Medical Center,
- New York-Presbyterian/Columbia University Irving Medical Center,
- New York-Presbyterian Westchester Behavioral Health Center,
- New York-Presbyterian/Allen Hospital,
- New York-Presbyterian Brooklyn Methodist Hospital, and
- Gracie Square Hospital

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.

Prevention Agenda

New York-Presbyterian Westchester Behavioral Health Center, in Westchester County, is seeking to renovate existing space on the first floor for the establishment of a 10-bed inpatient psychiatric unit. Through this project, the hospital will enhance patient care for pediatric patients requiring advanced psychiatric care and enhance the operational flow of pediatric patients.

New York-Presbyterian Westchester Behavioral Health Center is implementing multiple interventions to support priorities of the 2019-2024 New York State Prevention Agenda, including:

- Promote Healthy Women, Infants and Children
- Promote Well-being and Prevent Mental Health and Substance Use Disorders

The implementation of this project is in line with the following selected Prevention Agenda Priorities: Promote well-being and Prevent Mental Health and Substance Use Disorders.

In 2021, New York- Presbyterian Hospital spent \$ 42,268,919 on community health improvement services, representing 0.60% 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

Total Project Cost and Financing

The total project cost, for renovations and the acquisition of moveable equipment, is estimated at \$13,012,155, further broken down as follows:

Renovation and Demolition	\$7,850,000
Site Development	55,000
Design Contingency	785,000
Construction Contingency	785,000
Architect/Engineering Fees	650,000
Other Fees (Consultant)	1,737,114
Moveable Equipment	717,133
Telecommunications	359,744
CON Fees	2,000
Additional Processing Fee	<u>71,164</u>
Total Project Cost	\$13,012,155

New York Presbyterian Hospital will provide the required equity to meet the total project cost.

Operating Budget

The applicant has submitted an incremental operating budget, in 2024 dollars, for the first and third years after project completion, summarized below:

	<u>Year One</u>		<u>Year Three</u>	
	<u>Per Day</u>	<u>Total</u>	<u>Per Day</u>	<u>Total</u>
Revenues:				
Commercial Fee for Service	\$4,588	\$8,556,207	\$4,867	\$9,077,280
Medicaid Fee for Service	\$1,785	\$2,504,950	\$1,894	\$2,657,501
Other	\$47	<u>\$792</u>	\$49	<u>\$840</u>
Total Revenues		\$11,061,949		\$11,735,621
Expenses:				
Operating	\$1,817	\$5,968,929	\$1,965	\$6,455,994
Capital	<u>\$327</u>	<u>\$1,073,284</u>	<u>\$270</u>	<u>\$885,488</u>
Total Expenses	\$2,144	\$7,042,213	\$2,235	\$7,341,482
Excess Revenues		<u>\$4,019,736</u>		<u>\$4,394,139</u>
Utilization: (Patient Days)		3,285		3,285

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

- Expense and utilization assumptions are based on the historical experience of the hospital for psychiatric services.
- Revenues are based on current reimbursement methodologies for psychiatric services.
- The projected budget includes 231 psychiatric discharges and 3,285 patient days in Year One and Year Three.
- The space for the 7 South Pediatric Inpatient Unit will be used to alleviate the pediatric demand on the existing Nichols Cottage unit, which has been factored into the proposed budget.
- The hospital will hire an additional 41.4 FTEs in Year One and Year Three, of which 10.6 FTEs will be registered nurses.

Utilization broken down by payor source for the first and third years are as follows:

	<u>Year One</u>	<u>Year Three</u>
Commercial FFS	56.77%	56.77%
Medicaid FFS	42.71%	42.71%
Other	<u>0.52%</u>	<u>0.52%</u>
Total	100.00%	100.00%

Capability and Feasibility

The total project cost of \$13,012,155 will be met with accumulated funds from the New York Presbyterian Hospital. Working capital requirements are estimated at \$1,223,580, which is equivalent to two months of third-year expenses. The hospital will provide equity to meet the working capital requirement. BFA Attachment A, 2021-2022 Certified Financial Statements of New York Presbyterian Hospital, indicates sufficient funds for the equity contribution.

For the period 2021-2022, NYPH had an average positive working capital position, an average positive net asset position, and achieved an average operating income of \$155,815,000.

The submitted budget indicates an excess of incremental revenues over expenses of \$4,019,736 and \$4,394,139 during the first and third years, respectively. Revenues are based on current reimbursement methodologies for psychiatric services. The submitted budget appears reasonable.

Conclusion

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

Attachments

BFA Attachment A	Financial Summary- 2021 and 2022 Certified Financial Statements of New York Presbyterian Hospital.
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Project # 241220-C
Columbia Memorial Hospital

Program: Hospital
Purpose: Construction

County: Greene
Acknowledged: June 11, 2024

Executive Summary

Description

Columbia Memorial Hospital (CMH), an existing Article 28, not-for-profit 192-bed medical center, requests approval to renovate space and certify an Outpatient Multi-Specialty Ambulatory Surgery Hospital Extension Clinic (the Center) at its Greene Medical Arts building at 159 Jefferson Heights in Catskill (Greene County). The Center will specialize in orthopedics, general surgery, endoscopy, gynecologic surgery, ophthalmology, urology, otolaryngology, podiatry, and vascular surgery. It will consist of four (4) operating rooms, two (2) procedure rooms, and 14 patient care stations. The primary service area for the proposed center will be Greene and Columbia counties.

This application was developed to provide a broad range of preventive, diagnostic and therapeutic care to community members who are primarily utilizing outpatient surgical services outside of their counties of residence. The distance to these service locations creates financial difficulties due to the age, health status indicators, economic and transportation barriers of the population. The proposed center will allow residents to receive care closer to home and reduce outmigration of outpatient surgical services.

OPCHSM Recommendation
Contingent Approval

Need Summary

The applicant projects 7,638 procedures in Year One and Year Three with Medicaid at 15.3% and Charity Care at 1.5%.

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

The total project cost of \$14,084,510 will be met with \$77,030 in cash, a \$5,000,000 Statewide Health Care Facility Transformation Program III Grant, a bank loan for \$4,643,935 at 6.65% interest with a seven-year term amortized over 20 years, and a \$4,363,545 equipment loan at 6.85% interest with a seven-year term.

Budget:	<u>Year One</u>	<u>Year Three</u>
Revenues	\$19,008,455	\$20,432,833
Expenses	<u>\$17,281,617</u>	<u>18,457,070</u>
Net Income/(Loss)	\$1,726,838	\$1,975,763

Health Equity Impact Assessment

The information and analysis presented in the Health Equity Impact Assessment and the applicant's mitigation plan demonstrate the proposed project will not result in any significant adverse health equity impacts.

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 equipment loan acceptable to the Department of Health. [BFA]
3. Submission of an executed mortgage loan commitment acceptable to the Department of Health. [BFA]
4. Submission of documentation confirming final approval of the executed Statewide Health Care Facility Transformation Program III grant contract, acceptable to the Department of Health. [BFA]
5. Submission of an original affidavit from the applicant (or stockholders or affiliates) committing to fund the balloon payment on the proposed mortgage loan, should terms acceptable to the Department of Health be unavailable at the time of refinancing. [BFA]
6. The submission of State Hospital Code (SHC) Drawings for review and approval, as described in BAER Drawing Submission Guidelines DSG-1.0. In addition, submit acceptable responses to any schematic design submission RFAI comments still open as of 08/01/24. [AER]
7. The submission of Engineering (MEP) Drawings for review and approval, as described in BAER Drawing Submission Guidelines DSG-1.0. [AER]

Approval conditional upon:

1. This project must be completed by **September 15, 2026**, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [PMU]
2. Construction must start on or before **March 15, 2025**, and construction must be completed by **June 15, 2026**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [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]

Council Action Date

September 12, 2024

Need Analysis

Project Description

Columbia Memorial Hospital, an existing 192 bed Article 28 Hospital at 71 Prospect Ave Hudson, NY 12534 (Columbia County), is seeking to convert and remodel the Greene Medical Arts extension clinic at 159 Jefferson Heights, Catskill, NY 12414 (Greene County) to add multi-specialty ambulatory surgery. Ambulatory Surgery - Multi Specialty services will be added to the operating certificate and the facility will continue to provide Medical Services - Primary Care and Medical Services - Other Medical Specialties.

The four new operating room suites will accommodate specific services such as orthopedics, gynecology, ophthalmology, urology and general surgery. Two endoscopy suites for gastroenterological procedures are also planned. Columbia Memorial is the only provider of Ambulatory Surgery in Columbia and Greene Counties. The long distances patients currently have to travel to reach alternate locations as evidence of the necessity of adding this new service. The applicant has been awarded grant funding from the Statewide Health Care Facility Transformation Program III.

Background and Analysis

The proposed site is in a Health Professional Shortage Area (HPSA) for Primary Care, Dental Health, and Mental Health and is a Medically Underserved Area/Population (MUA/P). The primary service area is Greene County. The population of Greene County is estimated at 48,067 based on 2022 American Community Survey data and is expected to decrease to 45,569 by 2029 per projection data from the Cornell Program on Applied Demographics, a decrease of 5.2%. Demographics for the primary service area are noted below including a comparison with New York State.

Demographics	Greene County	New York State
Total Population-2022 Estimate	48,067	19,994,379
Hispanic or Latino (of any race)	6.5%	19.5%
White (non-Hispanic)	83.8%	53.8%
Black or African American (non-Hispanic)	4.6%	13.8%
Asian (non-Hispanic)	1.1%	8.8%
Other (non-Hispanic)	4%	4.1%

Source: 2022 American Community Survey (5-year Estimates Data Profiles)

In 2022, 96.5% of the population of Greene County had health coverage as follows:

Employer Plans	44.9%
Medicaid	19.6%
Medicare	17.9%
Non-Group Plans	12.2%
Military or VA	1.84%

Source: Data USA

Ambulatory Surgery in Greene, Columbia, Dutchess and Ulster Counties

Facility Name	Type	Patient Visits			
		2020	2021	2022	2023
Columbia Memorial Hospital	H	5,399	6,277	6,060	6,289
Dutchess Ambulatory Surgical Center	D&TC	3,160	3,943	4,004	4,536
The Surgery Center at Orthopedic Associates,LLC	D&TC	4,934	5,077	4,712	2,562
Mid-Hudson Valley Division of Westchester Medical Center	H	3,258	3,768	4,336	4,426
Northern Dutchess Hospital	H	3,803	4,730	4,773	5,179
Vassar Brothers Medical Center	H	8,166	9,809	8,341	8,856
Fishkill Ambulatory Surgery Center	H ext	1,179	1,478	1,729	2,018
Grand Street Gastroenterology, Inc.	D&TC	unavailable	unavailable	unavailable	unavailable
HealthAlliance Hospital Broadway Campus	H	2,125	3,050	2,749	unavailable
HealthAlliance Hospital Mary's Avenue Campus	H	467	279	338	6,440
Ellenville Regional Hospital	H	581	787	794	882
Total Visits		33,072	39,198	37,836	41,188

Source: HFIS and SPARCS

The applicant projects 7,638 procedures in Year One and Year Three with Medicaid at 15.3% and Charity Care at 1.5% for the first and third year. This projection is based on a study conducted by Sg2 Consultants projecting growth based on patient need, demand, increasing shift of procedures to the outpatient arena, and the high number of patients from the Columbia/Greene County market who currently travel outside the region for care. They anticipated growth remaining static between years One (1) and three (3).

The table below shows Year One and Year Three's projected payor source utilization.

Payor	Year One		Year Three	
	Volume	%	Volume	%
Comm Ins FFS	2,079	27.2%	2,079	27.2%
Comm Ins MC	954	12.5%	954	12.5%
Medicare FFS	1,416	18.5%	1,416	18.5%
Medicare MC	1,897	24.8%	1,897	24.8%
Medicaid FFS	58	0.8%	58	0.8%
Medicaid MC	1,110	14.5%	1,110	14.5%
Private Pay	9	0.1%	9	0.1%
Charity Care	115	1.5%	115	1.5%

The Columbia Memorial Hospital will act as a backup hospital and is located 8.2 miles and 17 minutes away as well as Albany Medical Center Hospital located 31.8 miles and 36 minutes. The hours of operation of the facility will be 5 days/week from 8:00am - 5:00pm.

Conclusion

Approval of this project will provide improved access to Ambulatory Surgery - Multi Specialty services for the residents of Greene County and the surrounding areas.

Program Analysis

Project Proposal

Columbia Memorial Hospital (CMH) is requesting approval to renovate existing space at its Greene Medical Arts building (159 Jefferson Heights, Catskill NY) to construct an Outpatient Ambulatory Surgery Hospital Extension Clinic. The new extension clinic will be on the first floor of the three-story building. The space is currently occupied by Article 28 primary care and orthopedic specialty care offices, which will be relocated to unoccupied medical office space on the second floor.

As the only hospital in the two-county rural region of the upper Hudson Valley, CMH serves nearly 110,000 residents. Both Columbia and Greene counties are designated as medically underserved populations. This project is part of a broader, innovative, and transformational strategy currently underway to revolutionize the way that CMH serves these communities, with emphasis on enhancing services and easing challenges of local access to care.

The Applicant reports the proposed project consists of the construction of two (2) procedure rooms, (2) scrub stations, four (4) operating rooms, one (1) pre-operative private room, 13 pre and post-operative bays, a nursing station, a medication distribution station, a waiting area, and clinical and staff support space. According to the applicant, this project will be the first of its kind in a three-county region to offer a broad range of preventive, diagnostic, and therapeutic care. The proposed site will allow residents to receive this care closer to home. Approximately two-thirds of Columbia and Greene County community members are utilizing outpatient surgical services outside of their counties of residence.

Staffing	1 st Year Total FTEs	3 rd Year Total FTEs
Management and Supervision	1.0	1.0
Registered Nurses	31.3	31.3
Aides, Orderlies & Attendants	2.0	2.0
Infection Control, Environment and Food Service	3.3	3.3
Clerical & Other Administrative	4.2	4.2
Surgical Scrub Educator	1.0	1.0
Total	42.8	42.8

**Staffing was determined through review of anticipated cases as well as estimated patient volume.*

The applicant has physician commitments from four (4) orthopedic surgeons, three (3) general surgeons, one of which specializes in performing endoscopies, two (2) gynecology surgeons, three (3) ophthalmologists, two (2) urologists, one (1) ear, nose, and throat physician, one (1) podiatrist, one (1) vascular surgeon, and one (1) physician specializing in endoscopies.

Hours of operation will be 8 am – 5 pm five days a week. Surgery volumes are projected to be 7,638 in Years One and Year Three. Per a study released by the healthcare consulting firm Sg2, demand for outpatient care will increase as the population ages and chronic disease incidence rise. The rise in outpatient volumes will require more medical visits, imaging, and procedures.

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.

Prevention Agenda

Columbia Memorial Hospital in Columbia County is seeking approval to renovate existing space at its Greene Medical Arts building (159 Jefferson Heights, Catskill NY) to certify and construct a Outpatient Multi-Specialty Ambulatory Surgery Hospital Extension Clinic. The space is currently occupied by Article 28 primary care and orthopedic specialty care offices, which will be relocated to unoccupied medical office space on the second floor.

Columbia Memorial Hospital is implementing multiple interventions to support priorities of the 2019-2024 New York State Prevention Agenda, including:

- Prevent Chronic Disease
- Promote Well-Being and Prevent Mental and Substance Use Disorders
- Prevent Communicable Diseases

The implementation of this project will advance the Prevention Agenda priorities selected by Columbia Memorial Hospital in their most recent Community Service Plan (CSP). The project will improve access to care and other chronic diseases service.

In 2021, Columbia Memorial Hospital spent \$ 6,316,322 on Community Health Improvement Services and Community Benefit Operations, which accounts for 0.24 % of their 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

Total Project Cost and Financing

The total project cost for renovations and movable equipment is estimated at \$14,084,510 broken down as follows:

Renovation & Demolition	\$6,872,700
Design Contingency	687,270
Construction Contingency	687,270
Architect/Engineering Fees	687,270
Movable Equipment	4,363,545
Telecommunications	477,425
Interim Interest Expense	230,000
Application Fee	2,000
Additional Processing Fee	<u>77,030</u>
Total Project Cost	\$14,084,510

The financing for this project will be as follows:

Cash/Accumulated Funds	\$77,030
Statewide Health Care Facility Transformation Program III Grant	5,000,000
Bank Mortgage Loan (6.65% interest, 7-year term amortized over 20 years)	4,643,935
Equipment Loan (6.85% interest, 7-year term)	4,363,545
Total	\$14,084,510

Bank of America has provided a letter of interest for the bank and equipment loans.

Operating Budget

The applicant has submitted an operating budget, in 2024 dollars, for Years One and Year Three, summarized below:

	<u>Year One</u>		<u>Year Three</u>	
	<u>Per Proc.</u>	<u>Total</u>	<u>Per Proc.</u>	<u>Total</u>
Revenues:				
Commercial FFS	\$3,921.34	\$8,152,460	\$4,283.28	\$8,904,937
Commercial MC	\$4,355.93	4,155,561	\$4,802.42	4,581,506
Medicare FFS	\$1,456.42	2,062,288	\$1,530.15	2,166,691
Medicare MC	\$1,456.66	2,763,282	\$1,530.40	2,903,174
Medicare FFS	\$1,558.98	90,421	\$1,558.98	90,421
Medicaid MC	\$1,558.10	1,729,490	\$1,558.10	1,729,490
Private Pay	\$6,105.89	<u>54,953</u>	\$6,290.44	<u>56,614</u>
Total Revenue		\$19,008,455		\$20,432,833
Expenses:				
Operating	\$1,943.30	\$14,842,932	\$2,142.49	\$16,364,331
Capital	<u>319.28</u>	<u>2,438,685</u>	<u>273.99</u>	<u>2,092,739</u>
Total	\$2,262.58	\$17,281,617	\$2,416.48	\$18,457,070
Net Income / (Loss)		<u>\$1,726,838</u>		<u>\$1,975,763</u>
Total Procedures		7,638		7,638
Cost per Procedure		\$2,262.58		\$2,416.48

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

<u>Payor:</u>	<u>Year One</u>	<u>Year Three</u>
Commercial FFS	27.22%	27.22%
Commercial MC	12.49%	12.49%
Medicare FFS	18.54%	18.54%
Medicare MC	24.83%	24.83%
Medicaid FFS	0.76%	0.76%
Medicaid MC	14.53%	14.53%
Private Pay	0.12%	0.12%
Charity Care	<u>1.51%</u>	<u>1.51%</u>
Total	100.00%	100.00%

The following is noted with respect to the submitted budget:

- The number of FTEs and staffing mix was determined through review of anticipated cases as well estimated patient volume. Current wage rates were utilized to determine average hourly rates based on job codes and increased by 5% per annum.
- Revenue assumptions are based on the 2023 and current 2024 reimbursement methodologies by payor source for ambulatory surgery services, OR and GI services at CMH. The applicant used historical CMH CPT codes, adjusted by reimbursement rate assumptions under the CPT codes.
- Operating expenses are based on the experience of the physicians and CMH in providing OR and GI services.
- Utilization is based on a market assessment conducted by Albany Medical Center and Columbia Memorial Hospital which predicted growth based on patient need, increase in demand of outpatient services, and patients that currently travel outside of the service area for care.
- The applicant indicated they are committed to serving underinsured populations and all persons in need without regard to the patient's ability to pay or the source of payment. The FASC developed a financial assistance policy with a sliding fee scale to be utilized when the center is operational.

Capability and Feasibility

The total project cost of \$14,084,510 will be met with \$77,030 in cash, a \$5,000,000 Statewide Health Care Facility Transformation Program III Grant, a bank loan for \$4,643,935 at 6.65% interest with a seven-year term amortized over 20 years and a \$4,363,545 equipment loan at 6.85% interest with a seven-year term. Bank of America has provided a letter of interest.

Working capital requirements are estimated at \$3,076,178 based on two months of third-year expenses. Albany Med Health System (AMHS) has provided a letter indicating willingness to cover the working capital requirement through current operations. BFA Attachment A, Columbia Memorial Hospital's (CMH) 2023 Certified Financial Statements, indicate the entity maintained positive working capital, a positive net asset position, and an operating loss of (\$19,784,000). BFA Attachment B, Columbia Memorial Hospital's Internal Financial Statements for the period ended May 31, 2024, show the hospital had negative working capital, a positive net equity position, and an operating loss of \$5,357,000 for the period. The operating losses and negative working capital reported by CMH in 2023 and 2024 are attributable to a decline in inpatient demand, ongoing challenges with staffing stabilization and costs, as well as outmigration of ambulatory services. The submitted budget projects a net income of \$1,726,838 and \$1,975,763 during Year One and Year Three of operations, respectively. The budget appears reasonable.

BFA Attachment C, Albany Med Health System's 2023 Certified Financial Statements, show the entity maintained positive working capital, a positive net equity position and an operating loss of \$76,552,000 which was offset by \$21,934,000 in non-operating gains resulting in a deficiency of revenue over expenses of \$54,618,000 for the period. The losses in 2023 are attributable to post-pandemic challenges including declines in employed workforce, market adjustments stemming from crisis pay, inflated per-diems, delays in discharges, and declines in inpatient services at CMH. To address the losses, AMHS implemented a system-wide mitigation plan which included reorganization and elimination of redundant management positions, system-wide recruitment and retention tactics, workflow redesign, creation of

AMHS logistics center to streamline internal and external patient transfers as well as the rolling out of common enterprise resource planning.

BFA Attachment D, Albany Med Health Systems's Internal Financial Statements for period ended May 31, 2024, show the entity had positive working capital, a positive net equity position, and reported an operating margin of \$252,000 which was offset by \$11,358,000 in other non-operating and non-operating realized and unrealized gains, resulting in excess of revenues over expenses of \$11,610,000 for the period.

Conclusion

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

Health Equity Impact Assessment

Health Equity Impact Assessment Summary

The Independent Entity evaluated data from several sources to understand the health equity impacts of establishing a new ambulatory surgery center (ASC) in Greene County. Currently, there are no outpatient surgical services available in Greene County. The Applicant estimates that most patients will be Columbia and Greene County residents who are older adults, individuals with disabilities, people who are eligible for or receive public benefits, racial and ethnic minorities, immigrants, and low-income people. The ASC is designed to be ADA compliant and will increase access and convenience for people living in rural areas and persons with no or limited access to transportation. Most engaged stakeholders (77%) indicated full support of the project. Several stakeholders expressed concerns regarding transportation challenges, insufficient staffing, and poor patient experiences at the main site.

The establishment of the outpatient surgery center will help reduce health disparities and improve patient outcomes and experiences among vulnerable groups. It will offer larger operating rooms (OR) and modernized equipment to enhance process efficiencies, streamline OR schedules, maximize utilization, and reduce wait times. The Applicant will provide financial assistance and language access services to cultivate effective communication and attract a diverse group of patients. Potential negative impacts are related to transportation, language access, and staffing shortage. The Applicant submitted a detailed mitigation plan to address these concerns.

Conclusion

Approval is recommended based on the information and analysis presented in the Health Equity Impact Assessment and the applicant's mitigation plan, which demonstrates the proposed project will not result in any significant adverse health equity impacts.

Attachments

BHFP Attachment	Map
BFA Attachment A	Columbia Memorial Hospital – December 31, 2023, Certified Financial Statements
BFA Attachment B	Columbia Memorial Hospital – May 31, 2024, Internal Financial Statements
BFA Attachment C	Albany Med Health System – December 31, 2023, Certified Financial Statements
BFA Attachment D	Albany Med Health System – May 31, 2024, Internal Financial Statements
OHEHR	Health Equity Impact Assessment



**Department
of Health**

**Public Health and Health
Planning Council**

Project # 231059-E
Caring Enterprises, Inc. d/b/a Health Force

Program: LHCSA
Purpose: Establishment

County: Erie
Acknowledged: March 30, 2023

Executive Summary

Description

Caring Enterprises, Inc. d/b/a Health Force is requesting approval for a corporate restructuring and the transfer of 100% stock interest to a new member LLC, AccordCare, LLC.

**OALTC Recommendation
Approval**

Need Summary

In accordance with 10 NYCRR §765- 1.16(c)2, this application is exempt from Public Need review as the agency is actively serving over 25 patients, as attested to by the current operator.

Program Summary

The individual background review indicates the proposed members have met the standard for approval as set forth in Public Health Law §3605.

Financial Summary

In accordance with 10 NYCRR §765-1(b)3, the applicant has submitted financial documents prepared by a Certified Public Accountant (CPA) demonstrating the financial feasibility of the agency.

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Aging and Long-Term Care

Approval contingent upon:

1. Submission of a photocopy of an amended and executed Certificate of Incorporation, acceptable to the Department. [CSL]
2. Submission of a photocopy of an amended and executed Bylaws, acceptable to the Department. [CSL]

Approval conditional upon:

1. This project must be completed by one year from the date of the approval letter, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [PMU]

Council Action Date

September 12, 2024

Program Analysis

Project Description

Caring Enterprises, Inc. d/b/a Health Force is requesting approval for a corporate restructuring and the transfer of 100% stock interest to a new member LLC, AccordCare, LLC. Please refer to Attachment A for the proposed organizational structure.

Caring Enterprises, Inc., the current operator, entered into a management contract with AccordCare, LLC, which was approved by the Department on November 23, 2021.

The applicant will continue to serve the residents of the following counties from an office at 3409 Genesee Street, Cheektowaga, New York 14225:

- Allegany
- Cattaraugus
- Chautauqua
- Erie
- Genesee
- Monroe
- Niagara
- Orleans
- Wyoming

The applicant will continue to provide the following healthcare services:

- Home Health Aide
- Medical Social Services
- Nursing
- Personal Care
- Specialty – Nursing Home Transition Diversion (NHT)
- Specialty - Traumatic Brain Injury (TBI)
- Therapy – Physical

Character and Competence Review

AccordCare, LLC is comprised of the following:

Grant A. Gund (16.73%)

Employment

Managing Partner, Coppermine Capital (June 2011 – Present)

Affiliations

- Companions Forever, LLC (December 2020 - Present)
- Just For You Personal Support Services, Inc. (May 2021 - Present)
- Accord Services, Inc. (November 2015 - Present)
- A Hand to Hold, Inc. (December 2019 - Present)
- Infinity Health Services (September 2021 - Present)

G. Zachary Gund (16.73%)

Employment

Managing Partner, Coppermine Capital (2001 – Present)

Affiliations

- Companions Forever, LLC (December 2020 - Present)
- Just For You Personal Support Services, Inc. (May 2021 - Present)
- Accord Services, Inc. (November 2015 - Present)
- A Hand to Hold, Inc. (December 2019 - Present)

- Infinity Health Services (September 2021 - Present)
- Activa Health Services (September 2021 - Present)
- Nightingale Private Care, Inc. (September 2021 - Present)

Brandon P. Ballew (3.52%)

Employment

Chief Executive Officer, AccordCare, LLC (August 2019 – Present)

Affiliations

- Companions Forever, LLC (December 2020 - Present)
- Just For You Personal Support Services, Inc. (May 2021 - Present)
- Accord Services, Inc. (November 2015 - Present)
- A Hand to Hold, Inc. (December 2019 - Present)
- Infinity Health Services (September 2021 - Present)
- Activa Health Services (September 2021 - Present)
- Nightingale Private Care, Inc. (September 2021 - Present)

David Jones (2.85%)

Employment

Managing Director, Coppermine Capital (March 2009 – Present)

Affiliations

- Companions Forever, LLC (December 2020 - Present)
- Just For You Personal Support Services, Inc. (May 2021 - Present)
- Accord Services, Inc. (November 2015 - Present)
- A Hand to Hold, Inc. (December 2019 - Present)
- Infinity Health Services (September 2021 - Present)
- Activa Health Services (September 2021 - Present)
- Nightingale Private Care, Inc. (September 2021 - Present)
- Wholeview Wellness, LLC (October 2017 – Present)

David Miles (1.63%)

Employment

Chief Financial Officer, AccordCare, LLC (August 2023 – Present)

Affiliations

- Companions Forever, LLC (December 2020 - Present)
- Just For You Personal Support Services, Inc. (May 2021 - Present)
- Accord Services, Inc. (November 2015 - Present)
- A Hand to Hold, Inc. (December 2019 - Present)
- Infinity Health Services (September 2021 - Present)
- Activa Health Services (September 2021 - Present)
- Nightingale Private Care, Inc. (September 2021 - Present)

Ralph Vogel (0.39%)

Employment

Managing Director, Coppermine Capital (January 2011 – Present)

Affiliations

- Companions Forever, LLC (December 2020 - Present)
- Just For You Personal Support Services, Inc. (July 2015 - Present)
- Accord Services, Inc. (November 2015 - Present)
- A Hand to Hold, Inc. (December 2019 - Present)
- Infinity Health Services (September 2021 - Present)

- Activa Health Services (September 2021 - Present)
- Nightingale Private Care, Inc. (September 2021 - Present)
- Wholeview Wellness, LLC (October 2017- Present)

Ann Reen (0.39%)

Employment

Vice President of Business Development, AccordCare, LLC (February 2013 – Present)

Affiliations

- Infinity Health Services (September 2021 - Present)
- Activa Health Services (September 2021 - Present)
- Nightingale Private Care, Inc. (September 2021 - Present)

Gordon Gund (0%) (Controlling Trustee for the Gordon Gund and Llura Liggett Gund 21st Century Trust)

Employment

Gund Investment Corporation (1968 – Present)

Affiliations

- Companions Forever, LLC (December 2020 - Present)
- Just For You Personal Support Services, Inc. (May 2021 - Present)
- Accord Services, Inc. (November 2015 - Present)
- A Hand to Hold, Inc. (December 2019 - Present)
- Infinity Health Services (September 2021 - Present)
- Activa Health Services (September 2021 - Present)
- Nightingale Private Care, Inc. (September 2021 - Present)

CC/Accord Holdings, LLC (18.90%)

The Members of CC/Accord Holdings include the following:

G. Zachary Gund (5%)

Previously Disclosed

Grant A. Gund (15%)

Previously Disclosed

David G. Jones (2.50%)

Previously Disclosed

Ralph B. Vogel (2.50%)

Previously Disclosed

The Gordon Gund and Llura Liggett Gund 21st Century Trust -(25.529%)

The Trustees of The Gordon Gund and Llura Liggett Gund 21st Century Trust are comprised of the following individuals:

Grant A. Gund

Previously Disclosed

G. Zachary Gund

Previously Disclosed

Grant Gund GST Article III, LLC (16.757%)

The Members of Grant Gund GST Article III, LLC include the following:

Grant A. Gund -100% Sole member

Previously Disclosed

G. Zachary Gund GST Article III, LLC (16.757%)

The Members of G. Zachary Gund GST Article III, LLC include the following:

G. Zachary Gund-100% Sole member

GG 2011 Descendants, LLC (7.978%)

The Members of GG 2011 Descendants, LLC include the following:

Grant A Gund -100% Sole member

Previously Disclosed

GZG 2011 Descendants, LLC (7.978%)

The Members of GZG 2011 Descendants, LLC include the following:

Zachary Gund -100% Sole member

Previously Disclosed

Coppermine Capital, LLC (5.40%)

The members of Coppermine Capital, LLC include the following:

G. Zachary Gund (50%)

Previously Disclosed

Grant A. Gund (50%)

Previously Disclosed

Grant Gund GST Article III, LLC (16.73%)

The members of Grant Gund GST Article III, LLC include the following:

Grant Gund-100% Sole Member

Previously Disclosed

G. Zachary Gund GST Article III, LLC (16.73%)

The members of G Zachary Gund GST Article III, LLC include the following:

G. Zachary Gund-100% Sole Member

Previously Disclosed

A review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a Licensed Home Care Services Agency.

A search of the individuals and entities named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

Facility Compliance/Enforcement

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

The States of Florida, Georgia, and Connecticut did not respond to the applicant's request for a Schedule 2D therefore the applicant submitted a notarized affidavit attesting that the above agencies are currently licensed and in compliance with all applicable federal regulations.

Need Review

In accordance with 10 NYCRR §765-1.16(c)2, this application is exempt from Public Need review as the agency is actively serving over 25 patients, as attested to by the current operator.

Financial Review

In accordance with 10 NYCRR §765-1.2(b)3 the applicant has submitted financial documents prepared by a Certified Public Accountant (CPA) demonstrating financial feasibility of the agency.

Workforce Review

The applicant's response regarding the recruitment and retention of the workforce was adequately addressed. Please refer to Attachment B.

Conclusion

The individual background review indicates the proposed members have met the standard for approval as set forth in New York State Public Health Law §3605.

Attachments

OALTC Attachment A	Proposed Organizational Structure
OALTC Attachment B	Workforce Response



Department of Health

Public Health and Health Planning Council

Project # 231088-E
Allegiant Home Care, LLC

Program: LHCSA
Purpose: Establishment

County: Kings
Acknowledged: March 30, 2023

Executive Summary

Description

Allegiant Home Care, LLC, a limited liability company, and their parent organization, Allegiant Holdings, LLC, are requesting approval for a corporate restructuring and the transfer of 100% membership interest to a new member LLC, AccordCare, LLC.

OALTC Recommendation Approval

Need Summary

In accordance with 10 NYCRR §765- 1.16(c)2, this application is exempt from Public Need review as the agency is actively serving over 25 patients, as attested to by the current operator.

Program Summary

The individual background review indicates the proposed members have met the standard for approval as set forth in Public Health Law §3605.

Financial Summary

In accordance with 10 NYCRR §765-1(b)3, the applicant has submitted financial documents prepared by a Certified Public Accountant (CPA) demonstrating the financial feasibility of the agency.

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Aging and Long-Term Care

Approval conditional upon:

1. This project must be completed by one year from the date of the approval letter, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [PMU]

Council Action Date

September 12, 2024

Program Analysis

Program Description

Allegiant Home Care, LLC, a limited liability company, and their parent organization, Allegiant Holdings, LLC, are requesting approval for a corporate restructuring and the transfer of 100% membership interest to a new member LLC, AccordCare, LLC. Please refer to Attachment A for the proposed organizational structure.

Allegiant Home Care, LLC, the current operator, entered into a management contract with AccordCare, LLC, which was approved by the Department on December 22, 2021.

The applicant will continue to serve the residents of the following counties from an office at 86 34th Street, Suite D602, Brooklyn, New York 11232:

- Kings
- Queens
- Bronx
- Richmond
- Westchester
- New York

The applicant will continue to provide the following healthcare services:

- Audiology
- Home Health Aide
- Medical Social Services
- Nursing
- Nutritional
- Personal Care
- Specialty- Traumatic Brain Injury (TBI)
- Therapy- Occupational
- Therapy- Physical
- Therapy- Respiratory
- Therapy- Speech Language Pathology

The applicant will also continue to serve the residents of the following counties from an office at 4250 Veterans Memorial Highway, Suite 2040W, Holbrook, New York 11741:

- Nassau
- Queens
- Suffolk

The applicant will continue to provide the following healthcare services:

- Audiology
- Home Health Aide
- Medical Social Services
- Nursing
- Nutritional
- Personal Care
- Specialty- Traumatic Brain Injury (TBI)
- Therapy- Occupational
- Therapy- Physical
- Therapy- Respiratory
- Therapy- Speech Language Pathology

Character and Competence Review
AccordCare, LLC is comprised of the following:

Grant A. Gund (16.73%)

Employment

Managing Partner, Coppermine Capital (June 2011 – Present)

Affiliations

- Companions Forever, LLC (December 2020 - Present)
- Just For You Personal Support Services, Inc. (May 2021 - Present)
- Accord Services, Inc. (November 2015 - Present)
- A Hand to Hold, Inc. (December 2019 - Present)
- Infinity Health Services (September 2021 - Present)

G. Zachary Gund (16.73%)

Employment

Managing Partner, Coppermine Capital (2001 – Present)

Affiliations

- Companions Forever, LLC (December 2020 - Present)
- Just For You Personal Support Services, Inc. (May 2021 - Present)
- Accord Services, Inc. (November 2015 - Present)
- A Hand to Hold, Inc. (December 2019 - Present)
- Infinity Health Services (September 2021 - Present)
- Activa Health Services (September 2021 - Present)
- Nightingale Private Care, Inc. (September 2021 - Present)

Brandon P. Ballew (3.52%)

Employment

Chief Executive Officer, AccordCare, LLC (August 2019 – Present)

Affiliations

- Companions Forever, LLC (December 2020 - Present)
- Just For You Personal Support Services, Inc. (May 2021 - Present)
- Accord Services, Inc. (November 2015 - Present)
- A Hand to Hold, Inc. (December 2019 - Present)
- Infinity Health Services (September 2021 - Present)
- Activa Health Services (September 2021 - Present)
- Nightingale Private Care, Inc. (September 2021 - Present)

David Jones (2.85%)

Employment

Managing Director, Coppermine Capital (March 2009 – Present)

Affiliations

- Companions Forever, LLC (December 2020 - Present)
- Just For You Personal Support Services, Inc. (May 2021 - Present)
- Accord Services, Inc. (November 2015 - Present)
- A Hand to Hold, Inc. (December 2019 - Present)
- Infinity Health Services (September 2021 - Present)
- Activa Health Services (September 2021 - Present)
- Nightingale Private Care, Inc. (September 2021 - Present)
- Wholeview Wellness, LLC (October 2017 – Present)

David Miles (1.63%)

Employment

Chief Financial Officer, AccordCare, LLC (August 2023 – Present)

Affiliations

- Companions Forever, LLC (December 2020 - Present)
- Just For You Personal Support Services, Inc. (May 2021 - Present)
- Accord Services, Inc. (November 2015 - Present)
- A Hand to Hold, Inc. (December 2019 - Present)
- Infinity Health Services (September 2021 - Present)
- Activa Health Services (September 2021 - Present)
- Nightingale Private Care, Inc. (September 2021 - Present)

Ralph Vogel (0.39%)

Employment

Managing Director, Coppermine Capital (January 2011 – Present)

Affiliations

- Companions Forever, LLC (December 2020 - Present)
- Just For You Personal Support Services, Inc. (July 2015 - Present)
- Accord Services, Inc. (November 2015 - Present)
- A Hand to Hold, Inc. (December 2019 - Present)
- Infinity Health Services (September 2021 - Present)
- Activa Health Services (September 2021 - Present)
- Nightingale Private Care, Inc. (September 2021 - Present)
- Wholeview Wellness, LLC (October 2017- Present)

Ann Reen (0.39%)

Employment

Vice President of Business Development, AccordCare, LLC (February 2013 – Present)

Affiliations

- Infinity Health Services (September 2021 - Present)
- Activa Health Services (September 2021 - Present)
- Nightingale Private Care, Inc. (September 2021 - Present)

Gordon Gund – (0%) (Controlling Trustee for the Gordon Gund and Llura Liggett Gund 21st Century Trust)

Employment

Gund Investment Corporation (1968 – Present)

Affiliations

- Companions Forever, LLC (December 2020 - Present)
- Just For You Personal Support Services, Inc. (May 2021 - Present)
- Accord Services, Inc. (November 2015 - Present)
- A Hand to Hold, Inc. (December 2019 - Present)
- Infinity Health Services (September 2021 - Present)
- Activa Health Services (September 2021 - Present)
- Nightingale Private Care, Inc. (September 2021 - Present)

CC/Accord Holdings, LLC (18.90%)

The Members of CC/Accord Holdings include the following:

G. Zachary Gund (5%)

Previously Disclosed

Grant A. Gund (15%)

Previously Disclosed

David G. Jones (2.50%)

Previously Disclosed

Ralph B. Vogel (2.50%)

Previously Disclosed

The Gordon Gund and Llura Liggett Gund 21st Century Trust (25.529%)

The Trustees of The Gordon Gund and Llura Liggett Gund 21st Century Trust are comprised of the following individuals:

Grant A. Gund

Previously Disclosed

G. Zachary Gund

Previously Disclosed

Grant Gund GST Article III, LLC (16.757%)

The Members of Grant Gund GST Article III, LLC include the following:

Grant A. Gund -100% Sole member

Previously Disclosed

G. Zachary Gund GST Article III, LLC(16.757%)

The Members of G. Zachary Gund GST Article III, LLC include the following:

G. Zachary Gund-100% Sole member

GG 2011 Descendants, LLC(7.978%)

The Members of GG 2011 Descendants, LLC include the following:

Grant A Gund -100% Sole member

Previously Disclosed

GZG 2011 Descendants, LLC(7.978%)

The Members of GZG 2011 Descendants, LLC include the following:

Zachary Gund -100% Sole member

Previously Disclosed

Coppermine Capital, LLC (5.40%)

The members of Coppermine Capital, LLC include the following:

G. Zachary Gund (50%)

Previously Disclosed

Grant A. Gund (50%)

Previously Disclosed

Grant Gund GST Article III, LLC (16.73%)

The members of Grant Gund GST Article III, LLC include the following:

Grant Gund-100% Sole Member

Previously Disclosed

G. Zachary Gund GST Article III, LLC (16.73%)

The members of G. Zachary Gund GST Article III, LLC include the following:

G. Zachary Gund-100% Sole Member

Previously Disclosed

A review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a Licensed Home Care Services Agency.

A search of the individuals and entities named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

Facility Compliance/Enforcement

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

The States of Florida, Georgia, and Connecticut did not respond to the applicant's request for a Schedule 2D therefore the applicant submitted a notarized affidavit attesting that the above agencies are currently licensed and in compliance with all applicable federal regulations.

Need Review

In accordance with 10 NYCRR §765-1.16(c)2, this application is exempt from Public Need review as the agency is actively serving over 25 patients, as attested to by the current operator.

Financial Review

In accordance with 10 NYCRR §765-1.2(b)3 the applicant has submitted financial documents prepared by a Certified Public Accountant (CPA) demonstrating financial feasibility of the agency.

Workforce Review

The applicant's response regarding the recruitment and retention of the workforce was adequately addressed. Please refer to Attachment B.

Conclusion

The individual background review indicates the proposed members have met the standard for approval as set forth in New York State Public Health Law §3605.

Attachments

OALTC Attachment A	Proposed Organizational Structure
OALTC Attachment B	Workforce Response



Department of Health

Public Health and Health Planning Council

Project # 241251-E

Health Quest Home Care, Inc. (Licensed)

Program: LHCSA
Purpose: Establishment

County: Dutchess
Acknowledged: June 21, 2024

Executive Summary

Description

Health Quest Home Care, Inc. is an existing Licensed Home Care Services Agency (LHCSA) in Poughkeepsie, New York, whose grandparent is Nuvance Health. As part of a larger transaction covered by another Certificate of Need (CON 241249) application also being presented to the Public Health and Health Planning Council (PHHPC), the Northwell Health System proposes to bring Nuvance Health into its system. Through this application, Northwell, Inc. will become the active great-great-grandparent, and Northwell Health System, Inc. will become the great-grandparent of the Health Quest Home Care, Inc. LHCSA.

OALTC Recommendation Approval

Need Summary

In accordance with 10 NYCRR §765- 1.16(c), this application is not exempt from Public Need review as the agency is not actively serving 25 patients as attested to by the current operator. Pursuant to 10 NYCRR §765-1.16(c)4 a rebuttal to the presumption of no need was submitted, which was determined to be sufficient based on the criteria set forth in 10 NYCRR §765-1.16(d).

Program Summary

The individual background review indicates the proposed members have met the standard for approval as set forth in Public Health Law §3605.

Financial Summary

In accordance with 10 NYCRR §765-1(b)3, the applicant has submitted financial documents prepared by a Chief Financial Officer demonstrating the financial feasibility of the agency.

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Aging and Long-Term Care

Approval conditional upon:

This project must be completed by one year from the date of the approval letter, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [PMU]

Council Action Date

September 12, 2024

Program Analysis

Project Description

Health Quest Home Care, Inc. is submitting this application for approval to become part of the Northwell Health System. Health Quest Home Care, Inc. is an existing Licensed Home Care Services Agency (LHCSA) in Poughkeepsie, New York, whose grandparent is Nuvance Health. As part of a larger transaction covered by another Certificate of Need (CON 241249) application also being presented to the Public Health and Health Planning Council (PHHPC), the Northwell Health System proposes to bring Nuvance Health into its system. Through this application, Northwell, Inc. will become the active great-great-grandparent, and Northwell Health System, Inc. will become the great-grandparent of the Health Quest Home Care, Inc. LHCSA. See Attachment A for the updated Organizational Chart.

The applicant will continue to serve the residents of the following counties from an office at 2649 South Road, Suite 220, Poughkeepsie, NY, 12601:

- Dutchess,
- Putnam,
- Orange
- Ulster

The applicant will continue to provide the following healthcare services:

- Nursing
- Home Health Aide

Character and Competence Review

Northwell Health System Inc. and Northwell Inc. will be comprised of the following individuals:

Alan I. Greene is currently retired from a 30-year tenure as the Managing Director of Neuberger Berman Investment Advisors. Alan Greene is a member of the Northwell Health Board of Overseers. Alan received a BA from Colgate University in 1951.

Affiliations

- Eisenhower Medical Center (2005 – 2020)

Anne K. Roby is the President of Praxair Asia & Electronics. Anne Roby received a PhD in Chemical Engineering from the University of Delaware in 1991.

Affiliations

- Danbury Hospital (2015 – Present)
- Western Connecticut Hospital System Inc. (2017 – Present)
- Nuvance Health (2019 – Present)
- Health Quest Systems, Inc. (2019 – Present)

Barry Rubenstein is a Principal of Wheatley Partners, Wheatley New York, Wheatley MedTech, Woodland Venture Fund, Seneca Ventures, 21st Century Communications Partners LC, and Counterview Capital. Barry received a master's degree from New York University.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Benjamin B. Tucker is a retired Lawyer and retired NYPD First Deputy Commissioner. Benjamin graduated from Fordham University School of Law in 1981.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Cary Kravet is the President and CEO of Kravet, Inc. Cary is a retired lawyer, graduating from Harvard Law School in 1983.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Catherine C. Foster is a faculty member of Columbia University. Catherine received a master's degree from Columbia University in 1977, an MBA from the University of Virginia in 1982, and an MPH from Columbia University in 2012.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Clifford H. Friedman is the Chairman and CEO of ShareNett Holdings, LLC and Cold Spring Ventures. Clifford received a Master of Science in Environmental Policy from NYU Polytechnic in 1983 and an MBA from Adelphi University in 1987.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Donald Zucker is the Chair of the Donald Zucker Company, a Real Estate Firm, and a retired real estate broker. Donald has been involved in healthcare since 1987 and served on the Capital Finance Subcommittee and the Foundation/Development Steering Committee, as well as, a member of the Northwell Health Board of Overseers. Donald graduated from New York University with a bachelor's degree in 1953.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Douglas W. Hammond has been the Chair and CEO of NFP property firm since 2013. Prior to NFP, Douglas Hammond practiced corporate law at a national firm. Douglas graduated with a law degree from St. John's University School of Law in 1991.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Elizabeth M. Hammack has been the CEO of Goldman Sachs Bank USA since 2021, the Global Treasurer of Group Inc. since 2018, and is also a current member of the Global Inclusion and Diversity Committee, Firmwide Management Committee, Firmwide Enterprise Risk Committee, and Co-chair of Firmwide Asset and Liability Committee. Elizabeth received a bachelor's degree in quantitative economics and history from Stanford University in 1993.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Emmett F. Walker, Jr. has been the President and CEO of Walker SCM LLC freight forwarding firm since 1988. Emmet has been involved in healthcare since 2020 and served on the Community/Public Health Committee and the Finance Committee and is a member of the Northwell Health Board of Overseers and South Shore University Hospital Community Advisory Board. Emmett graduated from Hempstead High School in 1974.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Gary A. Cohen is a retired General Manager of IBM's global communications sector. Gary received a Bachelor of Science degree in economics from Union College and a master's degree in business administration in finance from New York University.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Jeffrey B. Lane is a retired Chairman and Chief Executive Officer of Bear Stearns Asset Management, a retired partner at York Bridge Wealth Partners, and served as chair of the Board for Lebenthal Holdings, LLC. Jeffrey Lane also served as a chair of CASA Colombia and was the chair and CEO of Modern Bank. Jeffrey received an MBA from Columbia Business School in 1970.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Kenneth Taber has been a Partner at Pillsbury Winthrop Saw, LLP since 2003, and has extensive experience in litigating high-profile matters of public interest. Kenneth received a law degree from Yale Law School in 1980.

Affiliations

- Phelps Memorial Hospital (April 2022 – Present; April 2017 – April 2022)

Leo Sternlicht has been the President and CEO of Riverhead Motors, Inc., since 1983 and Vice President of TLL Motors. Prior to entering the auto business, Leo Sternlicht practiced law in Ohio.

Affiliations

- John T. Mather Memorial Hospital of Port Jefferson, New York (2018 – Present; 2009 – 2018)

Lewis S. Ranieri has been the Chairman, CEO, President, and Managing Director of Ranieri & CO., Inc. since 1998, and has also been the Chairman of Ranieri Solutions, LLC since 2018. Lewis received an Honorary Doctorate of Law from St. John's University in 1987 and Honorary Doctorate of Humane Letters from Long Island University in 2007, and a bachelor's degree from St. John's University in 1986.

Affiliations

- Allied Healthcare International, Inc. (May 2007 – June 2002)
- Peninsula Hospital Center (1989 – April 2005)

Lloyd M. Goldman has been the President of BLDG Management Co., a property management and leasing firm, since 1989. Lloyd has been involved with the healthcare system since 1994, serving on the Compensation Committee and the Foundation/Development Steering Committee, and is a member of the Feinstein Institute of Medical Research Board of Directors, Northwell Health Board of Overseers, and the Western Regional Executive Council. Lloyd received a bachelor's degree in economics and psychology from Dickinson College in 1979.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Margaret M. Crotty is the President and CEO of JSI Research and Training, a health equity nonprofit, and is also the CEO of Partnership with Children, Inc., a social services organization. Margaret received an MBA from Harvard Business School in 2000 and an MPH from Columbia University in 2016.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Mark L. Claster is the retired President of Carl Marks & Co., an investment banking firm, and has been involved with the healthcare system since 1997, serving on multiple hospital committees. Mark graduated from Hofstra School of Law with a law degree in 1977 and received an L.L.M. from the NYU School of Law in 1980.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Michael A. Epstein is a retired Senior Partner at Weil, Gotshal, and Manges LLP, a law firm, and also serves on the Board of Trustees for the Jewish Board of Family and Children Services. Michael graduated from the New York University School of Law in 1979.

Affiliations

- Jewish Board of Family & Children Services (2002 – Present)

Michael Caridi is the Managing Director of VG Enterprises Management Group. Michael graduated from Wagner College, receiving a bachelor's degree in administration in 1986.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Michael E. Feldman is the Overseer at Michael E. Feldman Arbitration, Mediation, & Expert Witness Services and was also a partner at Proskauer Rose, LLP. Michael graduated from Brooklyn Law School receiving a law degree in 1969.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Michael G. Fisch is the Founder and CEO of American Securities Partners and received an MBA from Stanford University Graduate School of Business in 1987.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Michael J. Dowling has been the President and CEO of Northwell Health, Inc. since 1995. Michael graduated from Fordham University in 1974 with a master's in social work.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Michael S. Smith has been the Founder, Chairman, and CEO of Freeport LNG since 2002 and graduated from Herricks High School in 1973.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Paul B. Guenther is the former President of PaineWebber Group Inc., retiring in 1995. Paul received an MBA from Columbia University Business School in 1964.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Ralph A. Nappi is a retired attorney and is presently the Executive Vice Chairman of Northwell Health, Inc., and former President of North Shore-LIJ Health System. Ralph graduated from Brooklyn Law School in 1959.

Affiliations

- Staten Island University Hospital (2016)
- Northern Westchester Hospital (January 2015 – 2019)
- Phelps Memorial Hospital (January 2015 – 2019)
- Peconic Bay Medical Center (January 2016 – Present)
- John T. Mather Memorial Hospital (2017 – Present)
- Lenox Hill Hospital (2015)

Richard D. Goldstein is the chair and CEO of AEP Capital LLC, an investment firm. Richard graduated from Harvard Law School, earning a law degree in 1976.

Affiliations

- Staten Island University Hospital (2016)
- Northern Westchester Hospital (January 2015 – 2019)
- Phelps Memorial Hospital (January 2015 – 2019)

Richard J. Mack is the CEO and co-founder of MREG and MRECS since 2013 and 2014, respectively. Richard received a law degree from Columbia University School of Law in 1993.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Robert D. Rosenthal has been the Chairman and CEO of First Long Island Investors, LLC. Robert obtained a law degree from Hofstra University School of Law in 1974.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Roger A. Blumencranz is the Managing Director of BWD Sports and Entertainment, an insurance broker. Roger graduated from the University of Pennsylvania in 1959 with a bachelor's degree in economics.

Affiliations

- John T. Mather Memorial Hospital of Port Jefferson, New York, Inc. (January 2018 – Present)

Roy J. Zuckerberg is the Honorary Senior Director of The Goldman Sachs Group Inc. and was previously the vice chair of the firm. Roy graduated from Lowell Tech with a bachelor's degree in 1958.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Saul B. Katz has been the Co-Founder, President, and COO of Sterling Equities, Inc. since 1972. Saul graduated from Brooklyn College with a bachelor's degree in 1960.

Affiliations

- The Feinstein for Medical Research (2006 – 2010)

Scott Rechler is the Chief Executive Officer and Chairman of RXR Realty LLC. Previously, Scott served as the Vice Chairman of the board of commissioners of the Port Authority of New York and New Jersey, as a member of the board of the New York Metropolitan Transportation Authority, and as the chair of the Regional Plan Association. Scott received a master's degree from the NYU Schack Institute of Real Estate in 1990.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Seth B. Lipsay is the Founder and CEO of Galaxy Investment Management, an investment firm, and was previously Executive Managing Director of New World Realty Management. Seth received a law degree from Hofstra University School of Law in 1984, and an MBA from Wharton School at the University of Pennsylvania in 1986.

Affiliations

- The Feinstein Institutes for Research (Present)
- Hofstra Medical School with NSLU Health Care System (August 2013)

William L. Mack is the Founder of Mack Real Estate Group, AREA Property Partners, Apollo Real Estate Advisors LP, NRDC Real Estate Advisors LLC, and is the President and Senior Managing Partner of The Mack Company, as well as Director of the Hudson's Bay Company. William received a bachelor's degree in business administration from New York University in 1962.

Affiliations

- No offices held or ownership interests in other Health Facilities.

Staff from the Department's Office of Primary Care and Health System's Management (OPCHSM) 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 U.S. Department of Health and Human Services Office of the Inspector General Medicare exclusion database.

A review of the Personal Qualifying Information indicates that the applicant has the required character and competence to operate a Licensed Home Health Agency.

A search of the individuals and entities named above revealed no matches on either the Medicaid Disqualified Provider List or the OIG Exclusion List.

Michael Caridi has a pending court case where he has been accused of fraudulent conduct and misappropriation of funds. Michael Caridi, in his capacity as the former chairman of TOKI and its subsidiary, is named as the sole defendant to this litigation. The allegations pertain to the alleged failure of TOKI and its subsidiary to deliver certain N-95 masks as per the terms of a contractual arrangement.

Facility Compliance/Enforcement

The staff from the Department's Office of Primary Care and Health System's Management (OPCHSM) 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 no outstanding citations.

Need Review

In accordance with 10 NYCRR §765-1.16(c), this application is not exempt from the Public Need review as the agency is not actively serving over 25 patients, as attested to by the current operator. Pursuant to 10 NYCRR §765-1.16(c)(4), an application may still be submitted; however, it must contain a rebuttal and present data-driven evidence. A rebuttal to the presumption of no need was submitted to the Department as part of the application and it was determined to be sufficient. The applicant reports that it is their goal to have the licensed home care services agency be a significant part of assisting Health Quest Certified Home Health Agency and all Nuvance Health hospitals in the Hudson Valley to serve patients at the right level of care. Health Quest Home Care, Inc. has applied to the Department of Health to establish a home health aide training program to improve staffing capability and they state that they believe that this will help increase patient census. The applicant reports that their ultimate intention is for Health Quest Home Care, Inc. to be an integral part of the Northwell Health System.

The applicant provided the following in their rebuttal:

The goal for Nuvance Health and the Northwell Health System as it pertains to the LHCSA is to support the Nuvance hospitals and Certified Home Health Agency and promote earlier and more effective hospital discharges to the community. Northwell will be committed to Nuvance's continued operation as an important provider of acute care hospital and home care services to the communities it serves. Northwell will bring Nuvance into its system-wide approach to quality, clinical integration, human resources, information technology, graduate medical education, development, strategy development, and certain financial services such as legal, audit, risk compliance, revenue cycle, financial reporting, budgeting, and other approaches and services.

Health Quest Certified Home Health Agency will be able to provide a continuity of services that will occur subsequent to the same patients receiving care at Nuvance facilities. The patients whom this LHCSA will care for will almost entirely be patients who have been released from Nuvance facilities and who require further care but are able to receive it within their homes. Additionally, the LHCSA will have access to Northwell's Human Resources and multiple programs related to nurse and aide hiring, retention, and ongoing improvement. The LHCSA will leverage these programs when hiring and training nurses and aides.

The Northwell system has a long and positive history of providing health services to the residents of New York State. With one of the largest healthcare workforces in the nation, Northwell has proven to be exceptional in cultural competency and easily able to assist its patients, irrespective of culture or language. With access to Northwell's resources, Health Quest Home Care, Inc. intends to prioritize matching staff to individual clients in order to create a seamless transition from hospital care to home care. The LHCSA agrees to serve the underserved populations within the proposed counties. With a larger workforce at its disposal, the LHCSA hopes to provide high-quality homecare treatment to those populations who have limited access to affordable, high-standard care.

Financial Review

In accordance with 10 NYCRR §765-1(b)3, the applicant has submitted financial documents prepared by the Chief Financial Officer demonstrating the financial feasibility of the agency.

Workforce Review

The applicant's response regarding the recruitment and retention of the workforce was adequately addressed in their project narrative. See Attachment B for their workforce review.

Conclusion

The individual background review indicates the proposed members have met the standards for approval as set forth in Public Health Law §3605.

Attachments

OALTC Attachment A	Organizational Chart
OALTC Attachment B	Workforce Review



Project # 241192-E

NYU Langone Hospitals d/b/a Long Island Community
Hospital

Program: Hospital
Purpose: Establishment

County: Suffolk
Acknowledged: June 10, 2024

Executive Summary

Description

NYU Langone Hospitals (NYULH), an 813-bed, Article 28 hospital at 550 First Avenue, New York, New York, requests approval of a full asset merger of Long Island Community Hospital (LICH), a 306-bed, Article 28 hospital at 101 Hospital Road, Patchogue, New York, (Suffolk County) with and into NYULH. There will be no change in services or the type of beds at the respective hospitals as a result of this project. NYULH will be the surviving hospital, and LICH will surrender its operating certificate upon approval to be added as a division of NYULH.

On December 9, 2021, the Public Health and Health Planning Council conditionally approved Certificate of Need application 212009-E for the affiliation of NYU Langone Health System (Health System) and LICH. On March 1, 2022, the Health System became the sole member and was established as co-operator of the renamed Long Island Community Hospital at NYU Langone Health and active parent of LICH.

Upon approval of this transaction, LICH will cease to exist as a separate entity but will operate as a division of NYULH. The Health System will continue as the sole member and passive parent of NYULH, and New York University will continue to be the sole corporate member and passive parent of the Health System. The LICH campus will be operated as a division of NYULH, along with the Kimmel Pavilion, Tisch Hospital, NYU Langone Orthopedic Hospital, NYU Langone Hospital – Long Island, NYU Langone Hospital – Brooklyn,

and Steinberg Ambulatory Care Center – Cobble Hill. After LICH is merged with and into NYU Langone Hospitals, the NYU Langone Hospitals Board of Trustees will oversee the operations of LICH as it currently does with other hospital divisions of NYU Langone Health. An advisory board of members of the current LICH Board of Directors will provide input on local issues to the NYU Langone Hospitals' Board of Trustees and the NYU Langone Health senior management team.

OPCHSM Recommendation
Contingent Approval

Need Summary

There are no projected changes in beds, services, or utilization of this project. There will be no impact on need through approval of this application.

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

There are no project costs associated with this application as combined:

Budget:	<u>Year One</u>	<u>Year Three</u>
Revenues	\$9,165,781,810	\$10,607,968,552
Expenses	<u>8,465,593,802</u>	<u>9,746,268,832</u>
Net Income	\$700,188,008	\$861,699,720

Health Equity Impact Assessment

This project does not meet the requirements for a Health Equity Impact Assessment under Section 2802-B of the PHL.

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. This project must be completed by **one year from the date of the recommendation letter**, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [PMU]

Council Action Date

September 12, 2024

Need and Program Analysis

Project Proposal

NYU Langone Hospitals ("NYULH") seeks Public Health and Health Planning Council ("PHHPC") approval for the merger of Long Island Community Hospital at NYU Langone Health ("LICH") with and into NYULH, with NYULH being the surviving corporation.

On December 9, 2021, PHHPC conditionally approved Certificate of Need application 212009-E for the affiliation of NYU Langone Health System(the Health System) and LICH. The affiliation was to be affected in two phases. Phase One was implemented on March 1, 2022, when the Health System became the sole member and established co-operator of the renamed Long Island Community Hospital at NYU Langone Health and, pursuant to Article 28 regulations, the active parent of LICH.

In Phase Two, NYU Langone has augmented staffing levels, implemented new clinical services and surgical subspecialties intended to increase volume, and continued to build out a clinically integrated healthcare network in eastern Long Island, including ambulatory facilities and physician practices.

As a corporate matter, LICH will cease to exist as a separate entity. The Health System will continue in its role as sole member and passive parent of NYULH, and New York University will continue to be the sole corporate member and passive parent of the Health System. The LICH campus will be operated as a division of NYULH, along with the Kimmel Pavilion, Tisch Hospital, NYU Langone Orthopedic Hospital, NYU Langone Hospital – Long Island, NYU Langone Hospital – Brooklyn, and Steinberg Ambulatory Care Center – Cobble Hill.

The table below shows the projected FTEs in Year One and Year Three following completion of the project:

Position	First Year	Third year
Management and Supervision	2899.3	2986.3
Technician and Specialists	1407.3	1499.5
Registered Nurses	5561.9	5728.8
Licensed Practical Nurses	66.1	68.1
Aides, Orderlies and Attendants	1463.5	1507.4
Physicians	190.4	196.1
Physicians' Assistants	38.4	39.6
PGY Physicians	1341.2	1341.2
Nurse Practitioners	234.1	241.1
Social Worker and Psychologist	256.5	264.2
Physical Therapists and PT Assistants	299.1	308.1
Occupational Therapists and OT Assistants	98.8	101.8
Speech Therapists and Speech Assistants	50.8	52.3
Other Therapists and Assistants	246.2	253.6
Infection Control, Environment and Food Service	2384.3	2455.8
Clerical and Other Administrative	3039.2	3130.4
Dieticians	61.3	63.1
Private Practices	277.4	285.7
Other Health Professionals	3164.1	3259.0
Totals	23079.9	23782.1

The Year One budget represents the combined FTEs for NYU Langone Hospitals and Long Island Community Hospital to show the FTEs as a consolidated entity. The Year Three budget reflects a 4% increase in FTEs from Year Three, based on historical experience and institutional growth.

Enforcements: 3/31/2022 - Hospital enforcement pertaining to Long Island Community Hospital for patient rights, Stip. and Order signed 7/22/2022 in the amount of \$2,000.

Compliance with Applicable Codes, Rules and Regulations

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

Long Island Community Hospital at NYU Langone Health in Suffolk County is seeking approval for its merger with NYU Langone Hospitals (NYULH), with NYULH being the surviving corporation. This merger will provide Long Island Community Hospital with access to a larger patient population, expanded services, and the use of the health system's physicians and programs.

Long Island Community Hospital at NYU Langone Health is implementing multiple interventions to support the priorities of the 2019-2024 New York State Prevention Agenda, including:

- Preventing Chronic Diseases
- Promoting Well-being and Preventing Mental and Substance Abuse Disorders

Although the application does not explicitly mention how the merger advances the local Prevention Agenda priorities identified in the most recently completed Community Health Improvement/Community Service Plan, it does imply a continued effort in preventing chronic diseases.

In 2021, Long Island Community Hospital at NYU Langone Health spent \$ 236,070 on community health improvement services, representing 0.09% of total operating expenses.

Conclusion

There will be no impact on the availability of beds or services as a direct result of this project. 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

Operating Budget

The applicant has submitted the current year's operations (2023) and their operating budget for years one and three after establishing LICH as a division. The budget is in 2024 dollars, as summarized below:

	<u>Current Year Budget</u>		
	<u>NYULH</u>	<u>LICH</u>	<u>Combined</u>
Revenues:			
Medicaid FFS	\$119,598,593	\$10,002,315	\$ 129,600,908
Medicaid MC	858,380,046	42,666,288	901,046,334
Medicare FFS	1,249,741,167	81,491,903	1,331,233,069
Medicare MC	683,391,498	33,025,573	716,417,070
Commercial FFS	40,296,961	-	40,296,961
Commercial MC	4,037,663,825	66,813,836	4,104,477,661
Other*	134,447,911	31,040,085	165,487,996
Other Operating Revenue	<u>1,214,195,000</u>	<u>9,574,000</u>	<u>1,223,769,000</u>
Total Operating Revenues	\$8,337,715,000	\$274,614,000	\$8,612,329,000
Expenses:			
Operating	\$7,000,947,360	\$306,966,319	\$7,307,013,679
Capital	650,512,640	20,455,681	670,968,321
Total Operating Expenses	<u>\$7,651,460,000</u>	<u>\$327,422,000</u>	<u>\$7,978,882,000</u>
Excess Rev. over Exp.	<u>\$686,255,000</u>	<u>(\$52,808,000)</u>	<u>\$633,447,000</u>
Discharges:	120,273	8,222	128,495
Outpatient Visits:	1,835,722	96,822	1,932,544

Three Year Operating Budget

	<u>Current Combined</u>	<u>Year One</u>	<u>Year Three</u>
Revenues:			
Medicaid FFS	\$129,600,908	\$ 137,376,962	\$ 158,017,851
Medicaid MC	901,046,334	955,109,114	1,098,614,259
Medicare FFS	1,331,233,069	1,411,107,054	1,623,125,888
Medicare MC	716,417,070	759,402,094	873,502,259
Commercial FFS	40,296,961	42,714,779	49,132,674
Commercial MC	4,104,477,661	4,350,746,321	5,004,445,956
Other*	165,487,996	175,417,276	201,773,721
Other Operating Revenue	<u>1,223,769,000</u>	<u>1,333,908,210</u>	<u>1,599,355,944</u>
Total Operating Revenues	\$ 8,612,329,000	\$ 9,165,781,810	\$10,607,968,552
Expenses:			
Operating	\$ 7,307,013,679	\$ 7,753,696,414	\$ 8,926,675,607
Capital	<u>670,968,321</u>	<u>711,897,388</u>	<u>819,593,225</u>
Total Expenses	\$7,978,882,000	\$8,465,593,892	\$9,756,268,832
Excess Rev. over Exp.	\$633,447,000	\$700,188,088	\$861,699,720
Discharges:	128,495	134,920	148,749
Outpatient Visits:	1,932,544	2,029,171	2,237,161

*Reflects net patient service revenue for payors other than those listed above including sliding scale charity care for patients who need some assistance.

- Revenues were determined by combining actual revenue of NYULH and LICH.
- Revenues are based on negotiated rates with managed care organization as well as fee for service.
- Other Revenues include all non-patient revenue, grants, gift shop, parking, cafeteria sales and a payment sliding scale for charity care for patients in need.
- Expenses in the Current Year were combined with actual NYULH operations. Years One and Year Three are combined and include continued integration efforts and other contractual and planned expense increase.
- Utilization is based on the Current Year, however changes in patterns related to utilization and payor mix have not been addressed in Year One and Year. The applicant stated this may change in the future years.

Utilization broken down by payor source for inpatient and outpatient services for the first and third years is as follows:

	<u>Current</u> <u>Combined</u>	<u>Year One</u>	<u>Year Three</u>
Inpatient:			
Medicaid FFS	3.7%	3.7%	3.7%
Medicaid MC	21.9%	21.9%	21.9%
Medicare FFS	25.0%	25.0%	25.0%
Medicare MC	13.9%	13.9%	13.9%
Commercial FFS	0.2%	0.2%	0.2%
Commercial MC	31.3%	31.3%	31.3%
Other	1.5%	1.5%	1.5%
Charity Care	<u>2.6%</u>	<u>2.6%</u>	<u>2.6%</u>
	100.0%	100.0%	100.0%

	<u>Current</u> <u>Combined</u>	<u>Year One</u>	<u>Year Three</u>
Outpatient:			
Medicaid FFS	1.9%	1.9%	1.9%
Medicaid MC	21.6%	21.6%	21.6%
Medicare FFS	22.5%	22.5%	22.5%
Medicare MC	11.1%	11.1%	11.1%
Commercial FFS	0.4%	0.4%	0.4%
Commercial MC	36.1%	36.1%	36.1%
Other	2.9%	2.9%	2.9%
Charity Care	<u>3.5%</u>	<u>3.5%</u>	<u>3.5%</u>
	100.0%	100.0%	100.0%

Capability and Feasibility

There are no project costs associated with this application. After approval of the full asset merger, LICH will cease to exist as a separate entity, and will operate as a division of NYULH. BFA Attachment B, NYU Langone Health's 2022-2023 Certified Financial Statements, shows an average positive working capital position, average positive net asset position, and an excess revenue over expenses of \$208,179,000 and 1,012,578,000, in 2022 and 2023, respectively.

The submitted budget indicates a net income of \$700,188,008 in Year One and \$861,699,720 in Year Three after the establishment of LICH as a division of NYULH. Revenues are based on current reimbursement methodologies. The applicant has integrated LICH's operating losses into NYULH's Certified Financial Statements, offsetting any loss that LICH may have incurred.

Conclusion

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

Attachments

BFA Attachment A	Pre- and Post-Merger Organizational Chart
BFA Attachment B	NYU Langone Health 2022-2023 Certified Financial Statement



Project # 241249-E

Vassar Brothers Medical Center

Program: Hospital
Purpose: Establishment

County: Dutchess
Acknowledged: June 12, 2024

Executive Summary

Description

Northwell HS, Inc., a recently formed New York not-for-profit corporation and an affiliate of Northwell Healthcare Inc., requests approval to be established as the sole corporate member and active parent of Nuvance Health (Nuvance), the active grandparent of Health Quest Systems, Inc. (Health Quest), the grandparent of Western Connecticut Health Network, Inc. (WCHN); and the active great-grandparent and co-operator of the Health Quest Article 28 and Article 36 licensed entities in New York State. Together, Nuvance Health, Health Quest, and WCHN are referred to as Nuvance Affiliates.

Northwell Healthcare, Inc. (Northwell) is an integrated healthcare delivery system that is comprised of 21 hospitals across the New York metropolitan area, as well as physician practices and providers of sub-acute including home care, long-term care, and hospice services.

Nuvance Health is a New York not-for-profit corporation formed in March 2019 under CON 182052 and is currently the sole corporate member and active parent of Health Quest and WCHN. Nuvance Health is the active grandparent and co-operator of Health Quest's Article 28 entities, including Vassar Brothers Medical Center, Putnam Hospital, Northern Dutchess Hospital, and Ambulatory Surgery Center of Westchester as well as Article 36 licensed entities in New York State.

Upon completion of this CON, Nuvance Affiliates will retain their respective current business operations. The Nuvance Affiliates in New York will remain separate corporations and maintain separate operating certificates. Health Quest

will continue to be the sole member of Vassar Health Connecticut, Inc. d/b/a Sharon Hospital. WCHN will continue to be the sole member of two Connecticut hospitals, Danbury Hospital and The Norwalk Hospital Association.

Northwell, as an enterprise, formed two new not-for-profit corporations in conjunction with the affiliation. The first is Northwell, Inc., which will be the new parent entity of the Northwell enterprise, and Northwell HS, Inc., which is a new direct subsidiary of Northwell, Inc. Northwell HS, Inc., will be renamed Northwell Health System, Inc. (NHS).

Upon finalization of the affiliation, NHS will become the sole corporate member of Nuvance Health and co-operator of the Nuvance New York Affiliates. Northwell, Inc., the sole corporate member of NHS, will be a passive parent under Article 28 of the Public Health Law. The 21 Northwell New York hospitals and Nuvance New York Affiliates will be indirect subsidiaries of passive parent Northwell, Inc. The Northwell hospitals will be indirect subsidiaries of Northwell, Inc., through passive grandparent Northwell Health, Inc. and active parent Northwell Healthcare, Inc. The Nuvance Affiliates will be indirect subsidiaries of Northwell, Inc. through an active parent, NHS.

OPCHSM Recommendation
Contingent Approval

Need Summary

There are no projected changes in beds, services, or utilization as a result of this project. There will be no impact on need through approval of this application.

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

There are no project costs or projected incremental changes in staffing, utilization, operating expense, or operating revenue associated with this application. After this affiliation is approved through this CON, other events, such as potential capital infusion,

potential service realignments, synergies with the parent entity, physician recruitment, etc., will be developed. Since the applicant is in the early stages of integration planning for this transaction, potential future changes are not reflected in the presented budget.

Consolidated

Budget:

	<u>Year One</u>	<u>Year Three</u>
Total Revenues	\$1,058,571,783	\$1,058,571,783
Total Expenses	<u>\$1,127,633,446</u>	<u>\$1,127,633,446</u>
Net Income/(Loss)	(\$69,061,663)	(\$69,061,663)

Health Equity Impact Assessment

This project does not meet the requirements for a Health Equity Impact Assessment under Section 2802-B of the PHL.

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 an executed Amended and Restated Certificate of Incorporation of Nuvance Health, acceptable to the Department. [CSL]
2. Submission of a photocopy of an amended and executed Bylaws of Nuvance Health, acceptable to the Department. [CSL]

Approval conditional upon:

1. This project must be completed by **one year from the date of the recommendation letter**, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [PMU]

Council Action Date

September 12, 2024

Need Analysis

Project Description

Northwell Health System (NHS) is seeking approval to become the sole member and active parent of Nuvance Health, the active grandparent and co-operator of the Article 28 and Article 36 licensed entities co-operated by Health Quest Systems, Inc. The completion of this project will give Northwell Health System the ability to exercise Article 28 active powers over the Health Quest Affiliates in New York.

The Health system is composed of 21 hospitals across the New York metropolitan area, as well as physician practices and providers of sub-acute care, including home care, long-term care, and hospice services.

Nuvance and Northwell have had a limited working relationship dating back to 2016. The collaborative working relationship resulted in initiatives such as participation by Nuvance providers in Northwell's physician leadership development program and a three-(3)-way urgent care joint venture with GoHealth.

The parties currently serve complementary service areas. As a result, there is minimal overlap or duplication in services and significant opportunities for the Affiliation to strengthen specialized care in the areas served by WCHN and the Health Quest Affiliates through the sharing of resources, talent, and 10 broad dissemination of evidence-based best practices. No redundancy or reduction in services is anticipated as a result of the Affiliation. The parties are entering into this transaction to enhance the delivery of cost-effective and high-quality medical care in their distinct respective service areas.

OVERVIEW OF THE NUVANCE HOSPITALS IN NEW YORK STATE

The chart below notes the existing number of beds by type that will remain in place at Vassar Brothers Medical Center (VBMC).

Number of Beds	Vassar Brothers Medical Center
Coronary Care	10
Intensive Care	20
Maternity	32
Medical/Surgical	263
Neonatal Continuing Care	4
Neonatal Intensive Care	5
Neonatal Intermediate Care	6
Pediatric	9
TOTAL	349

VBMC is located at 45 Reade Place, Poughkeepsie (Dutchess County), New York 12601, which is on the western edge of central Dutchess County. The chart below notes the existing number of beds by type that will remain in place at Northern Dutchess Hospital (NDH).

Number of Beds	Northern Dutchess Hospital
Intensive Care	7
Maternity	11
Medical/Surgical	56
Physical Medicine and Rehabilitation	10
TOTAL	84

NDH is located in Rhinebeck in the northwestern part of Dutchess County. NDH is 17.4 miles north and 27 minutes travel time from VBMC. The chart below notes the existing number of beds by type that will remain in place at Putnam Hospital (PH).

Number of Beds	Putnam Hospital
Coronary Care	10
Maternity	10
Medical/Surgical	120
Pediatric	4
Psychiatric	20
TOTAL	164

PH is located in Carmel Hamlet in Putnam County. PH is 35.9 miles southeast and 48 minutes travel time from VBMC.

DESCRIPTION OF THE PRIMARY SERVICE AREA FOR THE NUVANCE HOSPITALS

The Nuvance hospitals in New York State primarily serve Dutchess and Putnam counties. The population characteristics of these counties, per the U.S. Census Bureau, show the following:

Demographics	Dutchess County	Putnam County	New York State	Comparison with NYS
2023 Population	297,150	98,060	19,571,216	-
2020 Population	297,021	97,678	20,202,320	-
Percent Change – 2020	0.2%	0.6%	-3.1%	Higher
White persons, percent	80.1%	89.6%	68.6%	Higher
Black persons	12.5%	4.9%	17.7%	Lower
Asian persons	3.8%	2.5%	9.6%	Lower
Persons of Hispanic or Latino origin	14.5%	19.1%	19.7%	Lower
Foreign born persons	11.1%	14.1%	22.6%	Lower
Language other than English spoken at home	14.8%	20.8%	30.6%	Lower
High school graduates	91.6%	93.3%	87.6%	Higher
Bachelor's Degree or Higher	39.0%	42.8%	38.8%	Higher
Persons 65 years old or older, percent	19.5%	19.3%	18.1%	Higher
With a disability, under age 65 years	8.6%	6.3%	7.9%	Similar
Persons in Poverty, percent	9.0%	13.3%	14.3%	Favorable
Median Household Income 2006-2010	\$94,578	\$120,970	\$81,386	Favorable
Per capita income in past 12 months	\$49,379	\$53,105	\$47,173	Favorable

Per the U.S. Census Bureau, the population of Dutchess County in 2023 was estimated at 297,150, and the population of Putnam County was estimated at 98,060. This represented an increase of 0.2% from 2020 for Dutchess County and 0.6% for Putnam County. For a similar period, New York State experienced a population loss of 3.1%. Compared with New York State, both Dutchess and Putnam Counties have a significantly higher percentage of White individuals (80.1% and 89.6%, respectively, compared to 68.6%), lower percentage of Black persons (12.5% and 4.9%, respectively, compared to 17.7%), lower percentage of Asian persons (3.8% and 2.5%, respectively, compared to 9.6%), lower percentage of persons of Hispanic origin (14.5% and 19.1%, respectively, compared to 19.7%), and lower percentage of foreign-born persons (11.1% and 14.1%, respectively, compared to 22.6%). From 2018-2022, 9.0% of Dutchess County residents and 13.3% of Putnam County residents lived in poverty, lower than 14.3% for New York State. Both Dutchess and Putnam Counties have higher rates of median household incomes, \$94,578 and \$120,970, respectively, compared to \$81,286 for NYS, and a higher rate of residents with Bachelor's degrees or higher, with 39.0% and 42.8%, respectively, compared to 38.8% for NYS. Per the Cornell Program on Applied Demographics (PAD), the population of Dutchess County is projected to decrease by 1.4% for the period 2020 to 2034, and the population of Putnam County is projected to increase by 1.2% in that time period, as compared to a projected growth of 2.8% for New York State. The population of both counties is projected to age dramatically from 2020 to 2034. In Dutchess County, the population aged 65 and over represented 18.9% of the total population in 2020 and is projected to increase by 30.4% by 2034, when the 65 and over population will represent 24.9% of the total county population. In Putnam County, the age 65 and over population represented 17.7% 12 of the total population in 2020 and is projected to increase by 27.3% by 2034, when the 65 and over population will represent 22.2% of the total county population. The rapidly growing age 65 and over

population is the age cohort that uses health care services at a greater rate than other age groups. The intent of the Affiliation is to permit Nuvance to access and utilize Northwell's significant capital resources and experience in operating community hospitals as part of a regional health system. The growth projections in the preceding paragraph, particularly among the demographic that uses health care services the most, underline the importance of preserving and enhancing the Nuvance health care system.

Nuvance will benefit from access to the operating and financial resources of Northwell, making Nuvance better equipped to control operational costs making Nuvance's hospitals more likely to continue operating at current or higher service levels in their current markets. Benefits include:

- NHS is committed to supporting the ongoing maintenance and strategic capital requirements.
 - NHS will commit capital to Nuvance to fund upgrades of physical plants, stabilize operations, combat escalating financial losses, and upgrade technologies.
 - NHS will provide resources to enable Nuvance to meet its debt obligations, capital lease obligations, and other liabilities.
- NHS will provide Nuvance access to its corporate and shared services and resources.
 - NHS will support the implementation of the Epic electronic medical record system across Nuvance, enabling greater integration and coordination of care and interoperability.
- Nuvance will have access to NHS best-in-practice value-based care, population health, bundled payment, and risk contracting, with the goal of enhancing the quality and cost-efficiency of healthcare services.

Conclusion

There will be no immediate impact on the availability of beds or services as a result of this project. The affiliation should strengthen Nuvance Heath's ability to continue meeting the healthcare needs of its market area.

Program Analysis

Project Proposal

Northwell HS, Inc. (to be renamed Northwell Health System, Inc., "NHS") is submitting this Establishment-Only Certificate of Need Application to seek approval of a corporate affiliation whereby NHS will become the sole corporate member and active parent of Nuvance Health, the active grandparent of Health Quest, the grandparent of Western Connecticut Health Network, Inc., and the active great-grandparent and co-operator of the Health Quest Article 28 and Article 36 licensed entities located in New York State.

Approval of this application will give NHS the ability to exercise Article 28 active powers over the Health Quest Affiliates in New York. The Affiliates in New York will remain separate corporations licensed under Article 28 and Article 36 of the Public Health Law and Article 31 of the Mental Hygiene Law (as applicable), maintaining separate operating certificates following completion of the project. There will be no change in either authorized services or the number or type of beds because of the proposed change in governance structure. Nuvance Affiliates will retain their respective current business operations at the locations and on the premises in which they conduct such business operations currently.

Character and Competence

The proposed membership of Northwell Health System, Inc. is provided in the chart below.

<u>Member Name</u>	<u>Title</u>
Alan I. Greene	<i>Trustee</i>
Anne K. Roby	<i>Trustee & Chair, Nuvance Health Board</i>
Barry Rubenstein	<i>Trustee</i>
Benjamin B. Tucker	<i>Trustee</i>
Cary Kravet	<i>Trustee</i>
Catherine C. Foster	<i>Trustee</i>
Clifford H. Friedman	<i>Trustee</i>
Donald Zucker	<i>Trustee</i>
Douglas W. Hammond	<i>Trustee</i>
Elizabeth M. Hammack	<i>Trustee</i>
Emmett F. Walker, Jr.	<i>Trustee</i>
Gary A. Cohen	<i>Trustee</i>
Jeffrey B. Lane	<i>Trustee</i>
Kenneth Taber	<i>Trustee</i>
Leo Sternlicht	<i>Trustee</i>
Lewis S. Ranieri	<i>Trustee</i>
Lloyd M. Goldman	<i>Trustee</i>
Margaret M. Crotty	<i>Trustee</i>
Mark L. Claster	<i>Trustee</i>
Michael A. Epstein	<i>Trustee</i>
Michael Caridi	<i>Trustee</i>
Michael E. Feldman	<i>Trustee</i>
Michael G. Fisch	<i>Trustee</i>
Michael J. Dowling	<i>Trustee</i>
Michael S. Smith	<i>Trustee</i>
Paul B. Guenther	<i>Trustee</i>
Ralph A. Nappi	<i>Trustee</i>
Richard D. Goldstein	<i>Trustee</i>
Richard J. Mack	<i>Trustee</i>
Robert D. Rosenthal	<i>Trustee</i>
Roger A. Blumencranz	<i>Trustee</i>
Roy J. Zuckerberg	<i>Trustee</i>
Saul B. Katz	<i>Trustee</i>
Scott Rechler	<i>Trustee</i>

Alan I. Greene is currently retired from a 30-year tenure as the Managing Director of Neuberger Berman Investment Advisors. Alan Greene is a member of the Northwell Health Board of Overseers. They received their BA from Colgate University in 1951.

Anne K. Roby is the President of Praxair Asia & Electronics. Anne Roby received their PhD in Chemical Engineering from the University of Delaware in 1991.

Barry Rubenstein is a Principal of Wheatley Partners, Wheatley New York, Wheatley MedTech, Woodland Venture Fund, Seneca Ventures, 21st Century Communications Partners LC, and Counterview Capital. He received his master's degree from New York University.

Benjamin B. Tucker is a retired Lawyer and retired NYPD First Deputy Commissioner. They graduated from Fordham University School of Law in 1981.

Cary Kravet is the President and CEO of Kravet, Inc. They are a retired lawyer, graduating from Harvard Law School in 1983.

Catherine C. Foster is a faculty member of Columbia University. They received their master's degree from Columbia University in 1977, an MBA from the University of Virginia in 1982, and an MPH from Columbia University in 2012.

Clifford H. Friedman is the Chairman and CEO of ShareNett Holdings, LLC and Cold Spring Ventures. They received their Master of Science in Environmental Policy from NYU Polytechnic in 1983 and an MBA from Adelphi University in 1987.

Donald Zucker is the Chair of the Donald Zucker Company, a Real Estate Firm, and a retired real estate broker. They have been involved in healthcare since 1987 and served on the Capital Finance Sub-Committee and the Foundation/Development Steering Committee. They are a member of the Northwell Health Board of Overseers. They graduated from New York University with a bachelor's degree in 1953.

Douglas W. Hammond has been the Chair and CEO of NFP property firm since 2013. Prior to NFP, Douglas Hammond practiced corporate law at a national firm. They graduated with their law degree from St. John's University School of Law in 1991.

Elizabeth M. Hammack has been the CEO of Goldman Sachs Bank USA since 2021 and the Global Treasurer of Group Inc. since 2018. They are also a current member of the Global Inclusion and Diversity Committee, Firmwide Management Committee, Firmwide Enterprise Risk Committee, and Co-chair of Firmwide Asset and Liability Committee. They received their bachelor's degree in quantitative economics and history from Stanford University in 1993.

Emmett F. Walker, Jr. has been the President and CEO of Walker SCM LLC freight forwarding firm since 1988. They have been involved in healthcare since 2020 and served on the Community/Public Health Committee and the Finance Committee and is a member of the Northwell Health Board of Overseers and South Shore University Hospital Community Advisory Board. They graduated from Hempstead High School in 1974.

Gary A. Cohen is a retired General Manager of IBM's global communications sector. They received their Bachelor of Science degree in economics from Union College and a master's degree in business administration in finance from New York University.

Jeffrey B. Lane is a retired Chairman and Chief Executive Officer of Bear Stearns Asset Management, a retired partner at YorkBridge Wealth Partners, and served as chair of the Board for Lebenthal Holdings, LLC. Jeffery Lane also served as a chair of CASA Colombia and was the chair and CEO of Modern Bank. They received their MBA from Colombia Business School in 1970.

Kenneth Taber has been a Partner at Pillsbury Winthrop Saw, LLP since 2003 and has extensive experience in litigating high-profile matters of public interest. He received his law degree from Yale Law School in 1980.

Leo Sternlicht has been the President and CEO of Riverhead Motors, Inc., since 1983 and Vice President of TLL Motors. Prior to entering the auto business, Leo Sternlicht practiced law in Ohio.

Lewis S. Ranieri has been the Chairman, CEO, President, and Managing Director of Ranieri & CO., Inc. since 1998. They have also been the Chairman of Ranieri Solutions, LLC since 2018. They received their Honorary Doctorate of Law from St. John's University in 1987 and Honorary Doctorate of Humane Letters from Long Island University in 2007. They received their bachelor's degree from St. John's University in 1986.

Lloyd M. Goldman has been the President of BLDG Management Co., a property management and leasing firm, since 1989. They have been involved with the healthcare system since 1994, serving on the Compensation Committee and the Foundation/Development Steering Committee, and is a member of the Feinstein Institute of Medical Research Board of Directors, Northwell Health Board of Overseers, and the Western Regional Executive Council. They received their bachelor's degree in economics and psychology from Dickinson College in 1979.

Margaret M. Crotty is the President and CEO of JSI Research and Training, a health equity nonprofit. They are also the CEO of Partnership with Children, Inc., a social services organization. They received their MBA from Harvard Business School in 2000 and an MPH from Columbia University in 2016.

Mark L. Claster is the retired President of Carl Marks & Co., an investment banking firm. Mark Claster has been involved with the healthcare system since 1997, serving on multiple hospital committees. They graduated from Hofstra School of Law with a law degree in 1977 and received an L.L.M. from the NYU School of Law in 1980.

Michael A. Epstein is a retired Senior Partner at Weil, Gotshal, and Manges LLP, a law firm. They also serve on the Board of Trustees for the Jewish Board of Family and Children Services. Michael Epstein graduated from the New York University School of Law in 1979.

Michael Caridi is the Managing Director of VG Enterprises Management Group. They graduated from Wagner College, receiving a bachelor's degree in administration in 1986. Michael Caridi has a pending court case where they have been accused of fraudulent conduct and misappropriation of funds. Michael Caridi, in his capacity as the former chairman of TOKI and its subsidiary, is named as the sole defendant in this litigation. The allegations pertain to the alleged failure of TOKI and its subsidiary to deliver certain N-95 masks as per the terms of a contractual arrangement.

Michael E. Feldman is the Overseer at Michael E. Feldman Arbitration, Mediation, & Expert Witness Services and was also a partner at Proskauer Rose, LLP. They graduated from Brooklyn Law School, receiving a law degree in 1969.

Michael G. Fisch is the Founder and CEO of American Securities Partners and received their MBA from Stanford University Graduate School of Business in 1987.

Michael J. Dowling has been the President and CEO of Northwell Health, Inc. since 1995. They graduated from Fordham University in 1974 with a master's in social work.

Michael S. Smith is the Founder, Chairman, and CEO of Freeport LNG since 2002 and graduated from Herricks High School in 1973.

Paul B. Guenther is the former President of PaineWebber Group Inc, retiring in 1995. They received their MBA from Columbia University Business School in 1964.

Ralph A. Nappi is a retired attorney. Presently, Ralph Nappi is the Executive Vice Chairman of Northwell Health, Inc., and former President of North Shore-LIJ Health System. He graduated from Brooklyn Law School in 1959.

Richard D. Goldstein is the chair and CEO of AEP Capital LLC, an investment firm. They graduated from Harvard Law School, earning a law degree in 1976.

Richard J. Mack is the CEO and co-founder of MREG and MRECS since 2013 and 2014, respectively. They received their law degree from Columbia University School of Law in 1993.

Robert D. Rosenthal has been the Chairman and CEO of First Long Island Investors, LLC. They obtained their law degree from Hofstra University School of Law in 1974.

Roger A. Blumencranz is the Managing Director of BWD Sports and Entertainment, an insurance broker. They graduated from the University of Pennsylvania in 1959 with a bachelor's degree in economics.

Roy J. Zuckerberg is the Honorary Senior Director of The Goldman Sachs Group Inc. and was previously the vice chair of the firm. They graduated from Lowell Tech with a bachelor's degree in 1958.

Saul B. Katz has been the Co-Founder, President, and COO of Sterling Equities, Inc. since 1972. They graduated from Brooklyn College with a bachelor's degree in 1960.

Scott Rechler is the Chief Executive Officer and Chairman of RXR Realty LLC. Previously, Scott Rechler served as the Vice Chairman of the board of commissioners of the Port Authority of New York and New Jersey, and as a member of the board of the New York Metropolitan Transportation Authority. They also served as the chair of the Regional Plan Association. They received a master's degree from the NYU Schack Institute of Real Estate in 1990.

Seth B. Lipsay is the Founder and CEO of Galaxy Investment Management, an investment firm, and was previously Executive Managing Director of New World Realty Management. They received their law degree from Hofstra University School of Law in 1984 and MBA from Wharton School at University of Pennsylvania in 1986.

William L. Mack is the Founder of Mack Real Estate Group, AREA Property Partners, Apollo Real Estate Advisors LP, NRDC Real Estate Advisors LLC, and is the President and Senior Managing Partner of The Mack Company, as well as Director of the Hudson's Bay Company. They received their bachelor's degree in business administration from New York University in 1962.

Disclosures

The applicant disclosed the following administrative and legal actions:

In September 2015, Staten Island University Hospital (SIUH) made a voluntary self-disclosure to the Office of Inspector General for the United States Department of Health and Human Services (OIG-HHS) and the New York State Office of the Medicaid Inspector General (OMIG) in which it identified overpayments from the Centers for Medicare and Medicaid Services (CMS), relating to certain types of documentation issues at one of its laboratory patient service centers. SIUH entered into a settlement agreement with OIG-HHS in January 2017 that resolved the OIG-HHS self-disclosure matter from September 2015.

In November 2015, and the months thereafter, Northwell responded to various grand jury subpoenas and other information requests issued by the U.S. Attorney's Office for the Southern District of New York (SDNY) seeking information and documents relating to cardiac catheterization procedures performed by a non-employed physician who held medical staff privileges at two Northwell Health hospitals. Northwell and its employees served as witnesses only in the SDNY matter.

In April 2017, Northwell made a voluntary self-disclosure to OIG-HHS relating to overpayments that it determined it had received by ten Northwell hospitals relating to certain inpatient percutaneous vertebral augmentation procedures performed at those hospitals. Northwell entered into a settlement agreement with OIG-HHS in February 2018, that settled the self-disclosure matter from April 2017.

In October 2017, Northwell made a voluntary self-disclosure to OIG-HHS relating to overpayments that it determined it had received on the basis of certain physician-office evaluation and management services performed by one of its formerly employed physicians that were billed at a level not supported by the

available medical record documentation. The self-disclosure was accepted into OIG-HHS's self-disclosure protocol in October 2017 and remains pending a resolution.

In March and August 2018, Northwell received two Civil Investigative Demands (CIDs) from the SDNY regarding the surgical practices and employment contract of a full-time physician employed by Lenox Hill Hospital, of which Northwell is an active parent. In the course of settlement negotiations, Northwell and Lenox Hill Hospital were advised that the CIDs were related to a civil complaint filed under seal in federal district court by three *qui tam* relators (whistleblowers). In November 2019, Northwell and Lenox Hill Hospital entered into a civil settlement agreement with the SDNY and the individual relators that conclusively resolved the claims asserted in the action. In December 2019, Lenox Hill Hospital and Northwell entered into a corporate integrity agreement (CIA) with OIG-HHS to establish a formal compliance program to ensure compliance with the CIA, Federal health care programs, and Lenox Hill Hospital policies. The obligations of the CIA are exclusive to Lenox Hill Hospital and do not apply to any subsidiary, corporate affiliate, or related organization of Northwell's.

In December 2018, Northwell made a voluntary self-disclosure to OIG-HHS related to overpayment that it determined it had received for certain evaluation and management services performed over a limited period of time by emergency physicians at six of its hospitals that were billed at a level not supported by the available medical record documentation. In August 2019, Northwell supplemented its disclosure to include a limited number of additional evaluation and management service claims. Northwell entered into a settlement agreement with OIG-HHS in March 2020 that resolved the circumstances of the self-disclosure from December 2018.

Between 2016 and 2021, Huntington Hospital (HH) made a voluntary self-disclosure to CMS relating to three clinical services arrangements that did not comply with CMS's regulatory self-referral "set-in-advance" compensation requirement. In October 2022, CMS informed HH that its self-disclosure was accepted, and thereafter, in April 2023, HH entered into a settlement agreement with CMS.

On April 12, 2024, Northwell voluntarily entered an Assurance of Discontinuance (AOD) with the Office of the New York State Attorney General (NYAG) concerning COVID-19 testing administered at three Northwell locations with emergency departments during the early waves of the COVID-19 pandemic. Pursuant to the AOD, Northwell agreed to pay a penalty of \$650,000. Additionally, Northwell agreed to refund \$81,761.46 to patients who made payments for encounters that were subject to COVID-19 balance billing restrictions, and in other instances where Northwell had applied an overly broad methodology for billing, it refunded an additional \$318,402.83 to impacted patients.

On June 4, 2024, Northwell and the NYAG announced a historic "Best Practices Agreement" to significantly improve and expand access to financial assistance to New Yorkers. Northwell will increase financial assistance for eligible hospital patients and add more safeguards in its collection efforts. Further, Northwell also maintains a medical debt ombudsperson to provide an additional layer of oversight and protection regarding collection efforts that are pursued as a last resort when patients who Northwell believes can pay their medical bills ignore those bills.

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 no outstanding citations.

Enforcements

- *The Department issued a Stipulation and Order, signed 09/11/2017, and fined Northwell HealthCare Lenox Hill Hospital \$10,000. Deficient practice in the area of Surgical Services.*
- *The Department issued a Stipulation and Order, signed 11/21/2016, and fined Long Island Jewish Medical Center \$4,000. Deficient practice in the area of Infection control.*
- *The Department issued a Stipulation and Order, signed 11/21/2016, and fined Northern Westchester Hospital \$10,000. Deficient practice in the area of Nursing Services.*
- *The Department issued a Stipulation and Order, signed 01/31/2017, and fined Plainview Hospital \$14,000. Deficient practice in the area of Infection control.*

Prevention Agenda

Northwell Health System is seeking approval to become the sole member and active parent of Nuvance Health, the active grandparent and co-operator of the Article 28 and Article 36 licensed entities co-operated by Health Quest Systems, Inc. The completion of this project will give Northwell Health System the ability to exercise Article 28 active powers over the Health Quest Affiliates in New York.

Northwell Health System is implementing multiple interventions to support the priorities of the 2019-2024 New York State Prevention Agenda, including:

- Prevent Chronic Disease
- Promote Well-Being and Prevent Mental and Substance Use Disorders
- Promote healthy women, infants, and children.

The proposed project will advance the selected local Prevention Agenda priorities identified in the latest Community Service Plan (CSP) by identifying areas where infrastructural resources can complement and enhance Nuvance's community health efforts.

In 2022, Northwell Health System spent \$149.80 Million on Community Health Improvement Services, representing 0.98% of total operating expenses.

Conclusion

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

Financial Analysis

There are no capital costs and no projected incremental changes in staffing, utilization, operating expense, or operating revenue associated with this application.

The following represents the consolidated budget of the Nuvance Hospitals:

	<u>Current Year Combined</u>	<u>Year One</u>	<u>Year Three</u>
Revenues:			
Commercial FFS	\$502,569,771	\$502,569,771	\$502,569,771
Medicare FFS	292,300,008	292,300,008	292,300,008
Medicare MC	169,683,545	169,683,545	169,683,545
Medicaid FFS	11,870,151	11,870,151	11,870,151
Medicaid MC	96,839,469	96,839,469	96,839,469
All Other	14,674,271	14,674,271	14,674,271
Less: Bad Debt	<u>(50,100,437)</u>	<u>(50,100,437)</u>	<u>(50,100,437)</u>
Total by Payor	\$1,037,836,779	\$1,037,836,779	\$1,037,836,779
Other Oper. Revenue	20,735,004	20,735,004	20,735,004
Total Operating Revenues	\$1,058,571,783	\$1,058,571,783	\$1,058,571,783
Expenses:			
Operating	\$ 1,052,842,022	\$ 1,052,842,022	\$ 1,052,842,022
Capital	<u>74,791,424</u>	<u>74,791,424</u>	<u>74,791,424</u>
Total Expenses	\$1,127,633,446	\$1,127,633,446	\$1,127,633,446
Net Income / (Loss)	(\$69,061,663)	(\$69,061,663)	(\$69,061,663)
Discharges:	30,523	30,523	30,523
Outpatient Visits:	471,423	471,423	471,423

The following is noted with respect to the submitted budget:

- Revenues, expenses, and utilization are based on actual results for the 2023 fiscal year for the Nuvance Hospitals.
- All other operating revenue consists of items such as rental income, equity earnings related to joint ventures, education income, cafeteria revenues, ancillary service revenue, hospital support services revenue, Employee Retention Credit, pharmacy revenue, etc.
- Staffing levels reflect the current operations, there are no changes anticipated as a direct result of this CON application.
- There are no changes to projected utilization, revenues, or expenses for Nuvance Affiliates as a direct result of this CON application. Potential capital infusion, physician recruitment, service realignments within the network, and synergies with the parent entity have yet to be developed. Integration planning is in the early development stage contingent upon Federal and state antitrust clearance and additional regulatory approvals.

Utilization by payor for the consolidated Vassar Brothers Medical Center entities is as follows:

	Current Year <u>% Discharges</u>	Year One <u>% Discharges</u>	Year Three <u>% Discharges</u>
Total Commercial FFS	24.93%	24.93%	24.93%
Total Medicare FFS	32.70%	32.70%	32.70%
Total Medicare MC	17.73%	17.73%	17.73%
Total Medicaid FFS	2.35%	2.35%	2.35%
Total Medicaid MC	16.96%	16.96%	16.96%
Total Charity Care	1.34%	1.34%	1.34%
Total All Other	3.99%	3.99%	3.99%
Total Combined	100.00%	100.00%	100.00%

	<u>% Visits</u>	<u>% Visits</u>	<u>% Visits</u>
Total Commercial FFS	37.56%	37.56%	37.56%
Total Medicare FFS	29.00%	29.00%	29.00%
Total Medicare MC	17.99%	17.99%	17.99%
Total Medicaid FFS	1.08%	1.08%	1.08%
Total Medicaid MC	12.13%	12.13%	12.13%
Total Charity Care	1.70%	1.70%	1.70%
Total All Other	0.54%	0.54%	0.54%
Total Combined	100.00%	100.00%	100.00%

Capability and Feasibility

There are no issues of capability or feasibility, as there are no project costs, budgets, or working capital requirements associated with this application.

BFA Attachment A, 2023 Consolidated Financial Statements of Northwell Health, Inc., show Northwell Health, Inc. maintained positive working capital, positive net asset positions and generated \$915,176,000 in excess of revenue and gains and losses over expenses for 2023.

BFA Attachment B, Northwell Health, Inc.'s Internal Financial Statements for the period ended March 31, 2024, during which Northwell Health, Inc. maintained positive working capital and net asset positions. The facility reported a \$359,386,000 excess of revenue and gains and losses over expenses during this period.

BFA Attachment C, Nuvance Health and Subsidiaries Consolidated Financial Statements for the year ended September 30, 2023, indicate Nuvance Health maintained positive working capital and positive net asset positions and reported an operating loss of \$164,227,000. Vassar Brothers Medical Center (VBMC) and Putnam Hospital (PH) reported negative working capital positions and positive net asset positions. During the same reporting period, Northern Dutchess Hospital (NDH) maintained positive working capital and a positive net asset position. In 2023, VBMC and PH reported total losses from operations amounting to \$40,004,000 and \$32,541,000, respectively. VBMC and PH losses were offset by \$15,525,000 and \$3,834,000 in non-operating gains, resulting in a deficiency of revenues over expenses of \$24,479,000 and \$28,707,000, respectively. NDH reported \$3,484,000 in total income from operations, further increased by \$1,634,000 in non-operating gains, resulting in excess revenues over expenses of \$5,118,000. Losses reported by Nuvance and Nuvance Affiliates are attributable to increased costs related to the provision of hospital and other healthcare services, specifically challenges related to the recruitment and retention of physicians and clinical team members and overall higher staff turnover. Staffing shortages are covered by outsourcing certain services and engaging staffing agencies.

BFA Attachment D, Nuvance Health and Subsidiaries's Consolidated Internal Financial Statements for the period ended March 31, 2024, indicate Nuvance Health obligated group reported positive working capital and positive net asset positions and a total loss from operations of \$63,965,000, which was further offset by a positive \$35,963,000 in non-operating gains, resulting in a deficiency of revenues over expenses of \$28,002,000. During the same reporting period, VBMC and PH reported operating losses of \$4,892,000 and \$21,653,000, respectively. VBMC and PH operating losses were favorably offset by \$11,388,000

and \$3,878,000, resulting in \$6,496,000 excess of revenue over expenses for VBMC and a \$17,775,000 deficiency of revenues over expenses for PH. NDH reported \$5,423,000 in total income from operations, which was further increased by \$1,323,000 in non-operating gains, resulting in excess revenues over expenses of \$6,176,000 for the period.

An affiliation with Northwell is essential to stabilizing Nuvance's finances and operations. The initial strategy for the affiliated system will be to reduce operating losses at Nuvance over five years. NHS will provide Nuvance with access to capital, corporate and shared services, and resources, allowing Nuvance to continue to provide essential clinical services in the communities it serves. The Affiliation will also allow Northwell to strengthen Nuvance's service offerings.

Conclusion

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

Attachments

BFA Attachment A	Northwell Health, Inc – 2023 Consolidated Financial Statements
BFA Attachment B	Northwell Health, Inc – Internal Financial Statements for period ended March 31, 2024
BFA Attachment C	Nuvance Health and Subsidiaries – 2023 Consolidating Financial Statements
BFA Attachment D	Nuvance Health and Subsidiaries – Consolidating Internal Financial Statements for period ended March 31, 2024
BFA Attachment E	Northwell, Inc – Current and Proposed Post-Affiliation Organizational Chart
BFA Attachment F	Nuvance Health – Current and Proposed Post-Affiliation Organizational Chart



Project # 232010-B
Bridge Street ASC

Program: DTC

Purpose: Establishment and Construction

County: Kings

Acknowledged: October 4, 2023

Executive Summary

Description

Bridge Street ASC, LLC (The Center), a New York State limited liability company, requests approval to establish and construct an Article 28 diagnostic and treatment center to be certified as a multi-specialty freestanding ambulatory surgical center (FASC) specializing in pain management, orthopedic, and spine surgery. The Center, at 79 Bridge Street, Brooklyn (Kings County), will have two operating rooms. The site for this proposed FASC was formerly operated as CHC Surgical Center. The building will also contain a small, private, non-Article 28 physician's office in separate and distinct space for pre- and post-op office visits to be used by the physicians involved with this project.

This project is a partnership between an existing, non-Article 28 private physician group, Downtown Pain Physicians (Downtown), consisting of Daniel Khaimov, MD, and Oryan Baruch, DO (indirect owners in the Center), and individuals affiliated with Surgicore, an existing company that creates joint venture relationships with physicians to establish surgery centers around the tri-state area. Additionally, non-owner physicians will perform surgeries at the Center.

Bridge Street will be managed by its members through a Board of Managers comprised of managers appointed by the members of Bridge Street. The members of Bridge Street ASC are: Bridge Street ASC
Proposed Members

Bridge Surgical Management, LLC	
Oryan Baruch, DO (31.5%)	63.00%
Daniel Khaimov, MD (31.5%)	
Dumbo 79 Management, LLC	
Anthony DeGradi (7.5%)	30.0%
Wayne Hatami (7.5%)	
Feliks Kogan (15.0%)	
LGL ASC Holding, LLC	
Kimberly Walker-Lazar (2.4%)	7.00%
Roza Yuadgarov (4.6%)	
Total	100%

Daniel Khaimov, M.D., who is board-certified in pain management and anesthesia, will serve as the Medical Director. The applicant has submitted a draft transfer and affiliation agreement for backup and emergency services with The Brooklyn Hospital Center, which is approximately six (6) minutes away.

OPCHSM Recommendation

Contingent Approval with an expiration of the operating certificate five years from the date of its issuance.

Need Summary

The applicant projects 2,976 procedures in Year One and 4,238 in Year Three, with Medicaid at 5% 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

The total project cost for renovations and movable equipment is \$701,283, to be funded with members' equity.

Health Equity Impact Assessment

This project does not require a Health Equity Impact Assessment as it does not meet the requirements under Public Health Law Section 2802-B

Budget:	<u>Year One</u>	<u>Year Three</u>
	<u>(2024)</u>	<u>(2026)</u>
Revenues	\$2,955,444	\$4,457,236
Expenses	<u>2,736,741</u>	<u>3,929,216</u>
Net Income/(Loss)	\$218,703	\$528,020

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 an executed transfer and affiliation agreement, acceptable to the Department, with a local acute care hospital. [HSP]
5. The submission of State Hospital Code (SHC) Drawings for review and approval, as described in BAER Drawing Submission Guidelines DSG-1.0. [AER]
6. The submission of Engineering (MEP) Drawings for review and approval, as described in BAER Drawing Submission Guidelines DSG-1.0. [AER]

Approval conditional upon:

1. This project must be completed by **October 15, 2025**, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [PMU]
2. Construction must start on or before **March 15, 2025**, and construction must be completed by **July 15, 2025**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [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 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]
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]
6. 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
September 12, 2024

Need Analysis

Project Description

Bridge Street ASC, LLC (Bridge Street or the Center), to be known as Bridge Street ASC, seeks to establish and construct an Article 28 diagnostic and treatment center to be certified as a multi-specialty freestanding ambulatory surgical center (FASC) specializing in pain management, orthopedic, spine surgery, and anesthesia services. The Center will be at 79 Bridge Street, Brooklyn, New York 11201 (Kings County). The building will also contain a small, private, non-Article 28 physician's office in separate and distinct space for pre- and post-op office visits to be used by the physicians involved with this project.

Background and Analysis

The service area consists of Kings County. The population of Kings County is projected to increase to 2,854,617 by 2029 based on Cornell Program on Applied Demographics estimates. Demographics for the primary service are noted below including a comparison with New York State.

Demographics	Kings County	New York State
Total Population-2022 Estimate	2,679,620	19,994,379
Hispanic or Latino (of any race)	18.9%	19.5%
White (non-Hispanic)	36.1%	53.8%
Black or African American (non-Hispanic)	28.3%	13.8%
Asian(non-Hispanic)	11.9%	8.8%
Other (non-Hispanic)	4.8%	4.1%

Source: 2022 American Community Survey (5-year Estimates Data Profiles)

In 2022, 93.7% of the population of Kings County had health coverage as follows:

Employer Plans	40.9%
Medicaid	33.0%
Medicare	8.2%
Non-Group Plans	11.4%
Military or VA	0.278%

Source: Data USA

The table below shows the number of patient visits for relevant ASCs in Kings County for 2020 through 2023. The number of patient visits for 2020 was significantly impacted by COVID-19.

Ambulatory Surgery within a 5-Mile Radius of Proposed Center

Facility Name	Type	Patient Visits			
		2020	2021	2022	2023
Brooklyn Hospital Center	Hospital	6,728	8,665	7,517	7,778
NYU Langone- Steinburg ASC	Hospital	unavailable	unavailable	unavailable	3,113
Woodhull Medical	Hospital	2,649	4,781	4,341	5,124
NY-Presbyterian Brooklyn	Hospital	12,058	14,906	14,458	7,957
Center for Community Health (opened 12/2020)	Extension Clinic	N/A	0	0	9,177
Interfaith Medical Center	Hospital	1,159	1,539	1,679	2,279
Wyckoff Heights Medical Center	Hospital	3,115	4,488	4,558	5,052
SurgiCare of Brooklyn	ASC	4,666	3,860	6,920	5,692
Kings County Hospital	Hospital	4,010	5,425	5,964	5,775
University Hospital of Brooklyn	Hospital	3,425	4,114	3,803	4,201
Total Visits		37,810	47,778	49,240	56,148

Source: HFIS and SPARCS

All of the facilities listed above provide multi-specialty services. There is another proposed multi-specialty ambulatory surgery center under review, CON 241082, ASC of Brooklyn, that will specialize in pain management, urology, podiatry, and orthopedic surgery (including neuro/spine procedures) in Kings County just 1.5 miles away and 14 minutes away from this site.

Based on the current practices of participating surgeons, the applicant projects 2,976 procedures in Year One and 4,238 in Year Three with Medicaid at 5% and Charity Care at 2%. The applicant states that of the procedures moving to this Center, 99% are currently being performed in an office-based setting, and the remaining are performed in other ambulatory surgery centers. The table below shows the projected payor source utilization for Year One and Year Three.

Payor	Year One		Year Three	
	Volume	%	Volume	%
Commercial FFS	1,486	50%	2,119	50%
Commercial MC	1,042	35%	1,483	35%
Medicare FFS	179	6%	254	6%
Medicare MC	60	2%	85	2%
Medicaid FFS	60	2%	85	2%
Medicaid MC	89	3%	127	3%
Charity Care	60	2%	85	2%

The Center initially plans to obtain contracts with the following Medicaid Managed Care plans: Fidelis, Healthfirst, and Metro Plus. The Center will work collaboratively with local Federally Qualified Health Centers such as Callen Lorde Community Health Center, Housing Works Services II, Metro Community Health Center, and others 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 hours of operation will be from Monday through Friday from 7 am to 4 pm. Weekend or Evening hours will be available if needed.

Conclusion

Approval of this project will provide increased access to pain management, orthopedic, and spine surgery services in an outpatient setting for the residents of Kings County.

Program Analysis

Project Proposal

Bridge Street ASC, LLC (Bridge Street or the Center) seeks to establish and construct an Article 28 diagnostic and treatment center to be certified as a multi-specialty freestanding ambulatory surgical center (FASC) specializing in pain management, orthopedic, and spine surgery. The Center will be located at 79 Bridge Street, Brooklyn (Kings County), New York 11201. The building will also contain a small, private, non-Article 28 physician's office in a separate and distinct space for pre- and post-op office visits to be used by the physicians involved with this project.

Daniel Khaimov, M.D., who will serve as the Center's Medical Director, is board-certified in pain management and anesthesia. Dr. Khaimov has been the Pain Management Medical Director of a private practice since 2010. From 2010 to 2018, he worked as an anesthesiologist on the staff at Lincoln Medical and Mental Health Center and Comprehensive Anesthesia Associates. Dr Khaimov graduated from the Yale University School of Medicine and served a residency at Columbia Presbyterian Hospital, followed by a Pain Management Fellowship at Beth Israel Medical Center. Dr. Khaimov is registered through 12/2024.

The Center will have a transfer and affiliation agreement with The Brooklyn Hospital to provide backup and emergency services. The Brooklyn Hospital is approximately 1.0 mile and six (6) minutes travel time from the Center.

The applicant reports the proposed project consists of two (2) operating rooms, preoperative and recovery areas. The applicant reports this project will move an office-based surgical practice into a multi-specialty Freestanding Ambulatory Surgical Center, bringing existing procedures into the regulatory environment of Article 28. In addition, this project will allow for economic stability and needed services in the community, while avoiding more expensive care that would occur if most of the proposed cases were in a hospital setting. Renovations will take approximately three months to complete.

The applicant states that the new facility will be open Monday through Friday, 7:00 am to 4:00 pm. Staffing is expected to be 10.0 FTEs in Year One and 14.5 FTEs in Year Three of the completed project. The applicant is projecting procedures to be 2,976 in Year One and with an increase to 4,238 by Year Three.

Bridge Street will be managed by its members through a Board of Managers appointed by the members. The members of Bridge Street are:

Members	% Interest
Total Bridge Surgical Management, LLC	63.0%
Oryan Baruch, D.O (31.5)	
Daniel Khaimov, MD (31.5)	
Dumbo 79 Management, LLC	30.0%
Anthony DeGradi (7.5)	
Wayne Hatami (7.5)	
Feliks Kogan (15.0)	
Total LGL ASC Holding, LLC	7.0%
Kimberly Walker-Lazar (2.4)	
Roza Yuadgarov (4.6)	
Total	100%

Oryan Baruch, D.O. received a Doctorate from TourCOM-NY in New York City, NY in July 2012. Dr. Baruch completed a fellowship at the Center for Pain/Spine Fellowship at Rutgers University in Metuchen, New Jersey, in August 2017. Dr. Baruch also completed a Residency at the Department of Physical Medicine and Rehabilitation at the State University of New York in Brooklyn, NY, in 2016 and completed a first-year Residency at North Shore LIJ Plainview Hospital in 2013. Dr. Baruch received a Doctorate in Osteopathic Medicine from the Touro College of Osteopathic Medicine in New York, NY, in 2012. Dr.

Baruch is board-certified by the American Academy of Physical Medicine and Rehabilitation and by the American Board of Pain Medicine. Dr. Baruch was licensed (#276245) in Osteopathic Medicine from New York State on September 30, 2023.

For the past (6) six years, Dr. Baruch has been a practicing physician in physical medicine/rehabilitation and pain management, specializing in ongoing musculoskeletal injuries.

Currently Dr. Baruch is an Attending Medical Concepts in Jamaica, NY since 2017 and is also an Attending Physician at Flushing Hospital Medical Center in Queens, NY since 2017.

Daniel Khaimov, M.D. (License No. 244768) is the proposed Medical Director. Dr. Khaimov is board-certified in Pain Management and Anesthesia. As Medical Director, Dr. Khaimov will oversee all clinical aspects of the services provided. Dr. Khaimov is currently the Pain Management Medical Director in a private practice since 2010, and from 2010 to 2018 worked as an anesthesiologist at Lincoln Medical and Mental Health Center and Comprehensive Anesthesia Associates. Dr. Khaimov graduated from Yale University School of Medicine and completed a residency at Columbia Presbyterian Hospital, followed by a Pain Management Fellowship at Beth Israel Medical Center. Dr. Khaimov is registered through 12/2024.

Dr. Daniel Khaimov disclosed an ongoing lawsuit in the Queens Supreme Court 707720/2022 ABDUR-RAHMAN, YUSUF vs. KHAIMOV, DANIEL, et al. The lawsuit alleges that a medical scribe violated HIPPA (Health Insurance Portability and Accountability Act) by asking the Plaintiff a sensitive question about health history in the presence of another patient. The lawsuit is currently ongoing.

Anthony DeGradi states having over twenty (20) years of experience in administration, billing/collecting to help practices grow and is currently involved in the day-to-day operations of surgical centers. The ten (10) year employment history includes working for New Horizon Surgical Center, LLC in Patersonville, New Jersey, as the Co-Owner/Managing Partner from 2008 to present; Surgicore Management Inc., Saddle Brook, New Jersey, as a Managing Partner (Ambulatory Care Facility Management Company) from 2018 to present; and for Surgicore Management NY LLC in New York City, New York as a Managing Partner (Ambulatory Care Facility Management Company) from 2019 to present.

Offices held or ownership interests held in Facilities are listed by Anthony DeGradi include the following information: Fifth Avenue Surgery Center, LLC (15.38%) from 2017 to present; All City Family Healthcare Center, Inc. (6.825%) from 2017 to present; NYEEQASC, LLC d/b/a North Queens Surgical Center (16.53%) from 2019 to present; Surgicore of Jersey City LLC (9.30%) from 2016 to present; Surgicore, LLC (10.47%) from 2016 to present; Palm Beach Gardens Regional Surgery Center (25%) from 2022 to present; and Miami Regional Surgery Center (25%) from 2020 to present; Rockland and Bergin Surgery Center LLC (19.98%) from 2020 to resent; and New Horizon Surgical Center, LLC (7.74%) from 2012 to present.

Pending ownership is listed under CON #201240 / Bayonne Medical Center, New Jersey.

Wayne Hatami completed a BA degree from West Virginia University in Morgantown, WV, in 1993 and received a Physical Therapy degree/certificate from Hage School Van Amsterdam in Amsterdam, Netherlands, in 1999. The Physical Therapy license #016816 from New York remains active through October 31, 2026.

Wayne Hatami indicates over twenty (20) years of experience as a Physical Therapist and opened a chain of physical therapy centers called NY Spine Physical Therapy. Eight (8) years ago, Wayne Hatami became partners with Surgicore and is involved with the marketing and recruiting of physicians for the Surgical Centers, managing the day-to-day operations and expansion plan development.

The ten (10) year employment history includes working for Surgicore Management Inc., Saddle Brook, New Jersey, as a Managing Partner (Ambulatory Care Facility Management Company) from 2018 to present; Surgicore Management NY LLC in New York City, New York as a Managing Partner (Ambulatory Care Facility Management Company) from 2019 to present; and NY Spine Physical Therapy in Whitestone, New York as Owner/Physical Therapist from 1999 to its closure in 2017.

Offices held or ownership interests held in the facilities listed by Wayne Hatami include the following information: Fifth Avenue Surgery Center, LLC (15.38%) from 2017 to present; All City Family Healthcare Center, Inc. (6.825%) from 2017 to present; Bronx SC, LLC d/b/a Empire State Ambulatory Surgery Center (15.28%) from 2019 to present; NYEEQASC, LLC d/b/a North Queens Surgical Center (16.53%) from 2019 to present; Palm Beach Gardens Regional Surgery Center (25%) from 2022 to present; and Miami Regional Surgery Center (25%) from 2020 to present.

Feliks Kogan states having over twenty (20) years of experience in healthcare management and invests in LLC interest and S Corp projects that own and operate ambulatory surgery centers, such as financially distressed ambulatory surgery centers within the New York City area. The ten (10) year employment history includes working for Aleste Corporation in Manalapan, New Jersey, as the Owner/President (Marketing/Business Consultant) from 2013 to present; Manalapan Surgery Center, Inc. in Manalapan, New Jersey, as the Partner/Co-Owner (Ambulatory Care Facility) from 2012 to present; Surgicore Management Inc., Saddle Brook, New Jersey, as a Managing Partner (Ambulatory Care Facility Management Company) from 2018 to present; Surgicore Management NY LLC in New York City, New York as a Managing Partner (Ambulatory Care Facility Management Company) from 2019 to present; and for Syrus Corporation in Elizabeth, New Jersey, as the Owner/President (Marketing and Business Consulting) from 2008 to 2013.

Offices held or ownership interest held in health facilities listed by Feliks Kogan include the following information: Fifth Avenue Surgery Center, LLC (15.38%) from 2017 to present; All City Family Healthcare Center, Inc. (6.61%) from 2017 to present; NYEEQASC, LLC d/b/a North Queens Surgical Center (16.53%) from 2019 to present; Surgicore of Jersey City LLC (9.30%) from 2016 to present; Surgicore, LLC (11.98%) from 2016 to present; Manalapan Surgery Center, Inc. (34.2%) from 2012 to present; Rockland and Bergen Surgery Center, LLC (19.23%) from 2020 to present; Palm Beach Gardens Regional Surgery Center (50%) from 2022 to present; and Miami Regional Surgery Center (50%) from 2020 to present.

Pending ownership is listed under CON #201240 / Bayonne Medical Center, New Jersey.

Kimberly Walker-Lazar has been employed at Premier Healthcare Solutions, LLC since 2005 as the president of operations/administrator. Kimberly Walker-Lazar graduated with a Bachelor of Arts with a major in communications and a minor in business management in 1993.

Kimberly Walker-Lazar did not initially disclose involvement in a lawsuit in the Nassau County Supreme Court 601009/2016 LEGUM, STEVEN G. vs. LAZAR, TERRY R., WALKER-LAZAR, KIMBERLY, AMBULATORY SURGERY CENTER OF BROOKLYN, LLC, and BRODER, SCOTT D. Kimberly Walker-Lazar is named as an individual in conjunction with the business owner and the corporation for a matter pertaining to outstanding legal fees in the sum of \$12,000. An attestation was received attesting that Kimberly Walker-Lazar was only an employee at that time, stating as manager of the company, the task was to sign certain documents on behalf of the business in an administrative capacity, not as a personal guarantor. This suit is ongoing. In June of 2022, the suit, Docket # 601009/2016, that is currently ongoing is the same said legal fees in the sum of \$12,000 plus interest. Docket # 608751/2022 was transferred over to Ms. Walker-Lazar as the company has gone out of business and closed and has consulted with counsel to resolve this matter. Docket #601009/2016 and Docket # 608751/2022 are the same ongoing lawsuit.

Roza Yuadgarov received a bachelor's/master's degree in teaching from the State Pedagogical Institute in Dushanbe, Russia, in 1977. Rosa Yuadgarov worked as a case worker for the NYC Administration for Children's Services and has eight (8) years of experience as a Financial Analyst analyzing medical bills and reports. Roza Yuadgarov currently works at Group Seven Capital LLC as a Healthcare Investment Analyst in Forest Hills, NY. From 2000 to 2016, Rosa Yuadgarov worked as an Equity Research Analyst at Timex Research and Consulting, Inc. in Forest Hills, NY.

Integration with Community Resources

In keeping with the Department's health home and managed care goals for Kings County and elsewhere, the Center plans to work closely with its patients to educate them regarding the availability of primary care

services offered by local providers, including the broad array of outpatient primary care services offered by The Brooklyn Hospital Center, which will be the Center's back-up hospital for the provision of backup and emergency services.

Through this program, the Center's patients will be better able to make informed choices regarding preventive medicine, understand their personal healthcare options going forward, and hopefully avoid unnecessary hospitalization and emergency room visits. Prior to leaving the Center, each patient will be provided information concerning the local availability of primary care services.

The Center plans to utilize an Electronic Medical Record (EMR) system and to fully integrate and exchange information with an established Regional Health Information Organization (RHIO) with the capability for clinical referral and event notification.

The applicant disclosed the following legal court case information:

Defendant/ Related Facility	Jurisdiction (Court)	Additional Details
Bronx SC, LLC	New York State Court	Medical malpractice case filed by Plaintiff against Bronx SC, LLC on July 8, 2020. Plaintiff alleged foot surgery at Bronx SC, LLC was negligent and unskilled podiatric surgery that departed from the standard of care and left plaintiff sore, sick, lame, and disabled.
NYEEQASC, LLC	New York State Court	Medical malpractice case filed by Plaintiff against NYEEQASC, LLC on November 22, 2019. Plaintiff alleged that defendant negligently and improperly placed anchors into right shoulder during surgery, placed the anchors too tightly, and failed to remove spurs.
All City Family Healthcare Center, Inc.	New York State Court	Medical malpractice case filed by Plaintiff against All City on June 24, 2019. Plaintiff alleged All City failed to use reasonable care in rendering medical and anesthesia care during right shoulder surgery, leaving Plaintiff with severe and permanent injuries and mental anguish.
Fifth Avenue Surgery Center	New York State Court	Medical malpractice case filed by Plaintiff against Fifth Avenue on February 13, 2019. Plaintiff claimed Fifth Avenue failed and neglected to render proper and adequate podiatric care, causing damages in an amount exceeding the jurisdictional limits of all lower courts that would otherwise have jurisdiction.
Fifth Avenue Surgery Center	New York State Court	Medical malpractice case filed by Plaintiff against Fifth Avenue on June 17, 2019. Plaintiff claimed they were diagnosed with a perioperative corneal abrasion requiring treatment because of eyes not being properly protected by an anesthesiologist during a non-ocular surgery (eyes were not taped closed or lubricated). Plaintiff experienced severe pain in the eyes and sued for damages in a sum that exceeds the jurisdictional limits of all lower courts except the Supreme Court of New York.
Fifth Avenue Surgery Center	New York State Court	Medical malpractice case filed by Plaintiff against Fifth Avenue on December 4, 2019. Plaintiff claimed Fifth Avenue provided negligent and careless medical and surgical care during left shoulder arthroscopy, causing serious and severe permanent personal injuries, including injury to left hand, scarring, disfigurement, and need for future surgeries. Plaintiff sued for damages in an amount exceeding jurisdictional limits of all lower courts.

Defendant/ Related Facility	Jurisdiction (Court)	Additional Details
Fifth Avenue Surgery Center	New York State Court	Medical malpractice case filed by Plaintiff against Fifth Avenue on August 11, 2020. Plaintiff claimed Fifth Avenue negligently and carelessly administered anesthesia during right sacroiliac joint surgery and failed to properly and timely treat aspiration of gastric contents during and following surgery. Plaintiff sustained lung damage and vocal cord damage and sued for damages in a sum that exceeds the jurisdictional limits of all lower courts.
New Horizon Surgical Center LLC, et al.	New York State Court	On or about June 22, 2018, Allstate Insurance Company et al. filed a complaint against New Horizon Surgical Center LLC and its individual owners, including Wayne Hatami and Anthony DeGradi, in addition to referring and treating providers. Claims against New Horizon were for common law fraud, violation of New York General Business Law § 349, and unjust enrichment, arising primarily from allegations challenging New Horizon's ownership structure, the transportation of patients to its facility in New Jersey, and coding and billing in excess of the fee schedule.
New Horizon Surgical Center LLC, et al.	New Jersey District Court	In August 2016, GEICO filed a complaint in the United States District Court for the District of New Jersey against New Horizon and a number of medical providers, alleging, notwithstanding, that the procedures performed at New Horizon were in many instances certified and pre-approved by GEICO, that certain procedures lacked medical necessity and insurance fraud. In October 2017, the parties entered into a settlement agreement resolving GEICO's claims against New Horizon. A stipulation of dismissal was filed with the Court dismissing the action against New Horizon in January 2018.
Anthony DeGradi, et al.	New York District Court	Allstate claimed that defendant professional corporations could not collect no-fault benefit payments from Allstate due to being unlawfully owned and controlled by one or more non-physicians and named Anthony DeGradi as a co-defendant. It was resolved by an order dismissing the case on November 9, 2018, resulting from a notification letter from Plaintiff to the court that parties had reached a settlement agreement.
Leonid Tylman, et al.	New York District Court	Allstate and other insurers sued Zhigun and other defendants, including Leonid Tylman, alleging that the defendants engaged in schemes to submit false claims to the insurance companies. The action was remanded to the New York State Court and then settled.
Surgicore of Jersey City, LLC, et al.	New Jersey State Court	On or about March 5, 2018, Christine Barnes filed suit in the Superior Court, Hudson County, alleging harassment and being retaliated against by former employer, Surgicore of Jersey City, LLC. The allegations were denied, but to spare all parties the cost of further proceedings, the matter was settled pursuant to a settlement agreement, and the case was fully disposed.
Manalapan Surgery Center, Inc.	New Jersey State Court	Medical malpractice case. Entry of default against Manalapan Surgery Center, Inc. was filed on December 3, 2018.
Fifth Avenue Surgery Center, LLC, et al.	New York State Court	Plaintiff underwent a lumbar medial branch nerve radiofrequency ablation in which Plaintiff was left with physical injuries due to the alleged negligent surgical and medical care received.
New Horizon Surgical Center LLC	New York State Court	Plaintiff alleged negligent performance of shoulder surgery on January 28, 2015.

Defendant/ Related Facility	Jurisdiction (Court)	Additional Details
New Horizon Surgical Center LLC	New Jersey State Court	Plaintiff's estate alleged that the negligent and careless treatment received during cervical anterior discectomy resulted in injury and, ultimately, in the death of the patient.
New Horizon Surgical Center LLC	New York State Court	Plaintiff alleged that the medical and podiatric care and treatment she received was careless and negligent, leaving her with injuries including left foot drop, neuralgia and neuritis of left lower leg, and permanent disfigurement.

Anthony DeGradi, Wayne Hatami, and Feliks Kogan, as members of the proposed application, did not fully disclose the following listed legal cases until further DOH inquiry.

There are a total of 306 active legal cases that were further disclosed after DOH inquiry.

Defendant/ Related Facility	Jurisdiction (Court)	Additional Details
Anthony Degradi	New York U.S. Eastern District Court	ACTIVE / Docket #23CV08045 - Plaintiff: Allstate Insurance Company, et al.; Defendant: Anthony Degradi, et al. Filed - 10/27/2023 Racketeer/Corrupt Organization
Anthony Degradi	New York U.S. Eastern District Court	ACTIVE / Docket #24CV01549 - Plaintiff: Roosevelt Road Re, Ltd., et al.; Defendant: Anthony Degradi, et al. Filed - 03/01/2024 Racketeer/Corrupt Organization
Wayne Hatami	New York U.S. Eastern District Court	ACTIVE / Docket #24CV01549 - Plaintiff: Roosevelt Road Re, Ltd., et al.; Defendant: Wayne Hatami, et al. Filed - 03/01/2024 Racketeer/Corrupt Organization
New Horizon Surgical Center LLC	New Jersey Passaic Superior Court	ACTIVE / Docket #L00124923 - Plaintiff: New Jersey Manufacturers; Defendant: New Horizon Surgical Center LLC Filed - 05/10/2023 Other Insurance Claim (including declaratory judgment actions)
Surgicore of Jersey City LLC	New Jersey Hudson Superior Court	ACTIVE / Docket #L00334522 - Plaintiff: Hogan Debra; Defendant: Surgicore of Jersey City LLC Filed - 10/6/2022 Medical Malpractice
Surgicore of Jersey City LLC	New Jersey U.S. District Court	ACTIVE / Docket #23CV217 - Plaintiff: Joshua Batista; Defendant: Surgicore of Jersey City LLC Filed - 10/31/2023 Civil Rights
Surgicore 5th Avenue LLC		ACTIVE / Docket #800462-2022E - Plaintiff: Emmanuel Pina; Defendant: Surgicore 5th Avenue LLC Filed - 01/11/2022 Torts - Medical, Dental, or Podiatrist Malpractice

Defendant/ Related Facility	Jurisdiction (Court)	Additional Details
North Queens Surgical Center	New York Supreme Court Queens County	ACTIVE / Docket #706977-2022 - Plaintiff: Helene Kloefer; Defendant: North Queens Surgical Center, et al. Filed - 03/31/2022 Torts - Other Professional Malpractice
North Queens Surgical Center	New York Supreme Court Queens County	ACTIVE / Docket #718773-2022 - Plaintiff: Marlene Cole, et al; Defendant: North Queens Surgical Center, et al. Filed - 09/09/2022 Torts - Medical, Dental, or Podiatrist Malpractice
NYEEQASC, LLC	New York Supreme Court Queens County	ACTIVE / Docket #717504-2023 - Plaintiff: Wendy Halpern; Defendant: NYEEQASC, LLC, et al. Filed - 08/22/2023 Torts - Medical, Dental, or Podiatrist Malpractice
Empire State Ambulatory Surgery Center	New York Supreme Court Bronx County	ACTIVE / Docket #801809-2022E - Plaintiff: Thirstine Spires; Defendant: Empire State Ambulatory Surgery Center, et al. Filed - 03/04/2022 Torts - Medical, Dental, or Podiatrist Malpractice
Empire State Ambulatory Surgery Center	New York Supreme Court Bronx County	ACTIVE / Docket #818365/2022E - Plaintiff; Kyle ChanShue; Defendant: Empire Plaintiff; Kyle ChanShue; Defendant: Empire State Ambulatory Surgery Center, et al. Filed - 12/08/2022 Torts - Medical, Dental, or Podiatrist Malpractice
Empire State Ambulatory Surgery Center	New York Supreme Court Bronx County	ACTIVE / Docket #806654-2023E - Plaintiff: Emiline Delvalle; Defendant: Empire State Ambulatory Surgery Center, et al. Filed - 04/28/2023 Torts - Medical, Dental, or Podiatrist Malpractice
Bronx SC, LLC	New York Supreme Court Bronx County	ACTIVE / Docket #818365-2022E - Plaintiff; Kyle Chan Shue; Defendant: Bronx SC, LLC, et al. Filed - 12/08/2022 Torts - Medical, Dental, or Podiatrist Malpractice
Fifth Avenue Surgery Center	New York Supreme Court Bronx County	ACTIVE / Docket #800462-2-22E - Plaintiff: Emmanuel Pina; Defendant: Fifth Avenue Surgery Center. Filed - 01/10/2022 Torts - Medical, Dental, or Podiatrist Malpractice

Of the current 375 active legal cases pending, 68 cases have been disposed.

NYEEQASC, LLC - an additional fifty (50) active legal cases were not added to the above chart. Examples of cases not added - Torts/Other (Declaratory Judgment), Commercial Insurance Disputes, Commercial Contract disputes, Torts/Motor Vehicles, Non-Commercial Contract Disputes, Contract Disputes, Civil Action General, and Torts-Other (Trial de novo).

EMPIRE STATE AMBULATORY SURGERY CENTER - an additional eight (8) active legal cases were not included in the above chart. Examples of cases not added - Special Proceedings/CPLR Article 75,

Commercial Contract Disputes, Tort/Other (Declaratory Judgment), Contract Disputes, Commercial Insurance Disputes and Contract Disputes.

BRONX SC, LLC - an additional eleven (11) active legal cases were not added to the chart above. Examples of cases not added - Commercial Insurance Disputes, Commercial contract disputes, Non-Commercial Contract Dispute, Contract Dispute, Torts/Other (Declaratory Judgment), and Torts/Motor Vehicle.

ALL CITY FAMILY HEALTHCARE CENTER, INC. - an additional twenty-three (23) active cases were not added to the chart above. Examples of cases not added - Contract Dispute, Special Proceedings/CPLR Article 75, and Commercial Contract Disputes.

FIFTH AVENUE SURGERY CENTER - an additional one hundred and seventy (170) active legal cases were not added to the above chart. Examples of cases not added - Torts/Motor Vehicle, Torts/Other (Declaratory Judgments), Commercial Insurance Disputes, Non-Commercial Insurance Disputes, Contracts Disputes, Civil Actions/General, Employment Discrimination, and Special Proceeding/CPLR Article 75. There were another sixty-eight (68) legal cases that were Disposed between 2018 and 2023.

The Division of Legal Affairs has reviewed the disclosed lawsuits and has determined these cases do not preclude approval under Public Health Law §2801-a(3). A majority of the lawsuits were brought by no-fault insurance carriers against patients that were seen at clinics managed by members of the proposed operator, but do not allege specific misconduct by those members.

To the extent any of the lawsuits do allege misconduct by a member of the proposed operator, all were either voluntarily discontinued, or settled for relatively low amounts. None involve the specific health care providers or services at issue in this application.

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.

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.

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 total project cost for renovations and movable equipment is estimated at \$701,283 and detailed as follows:

New Construction	\$268,289
Design Contingency	26,829
Construction Contingency	26,829
Architect/Engineering Fees	22,804
Construction Manager Fees	6,707
Other Fees	20,000
Moveable Equipment	324,000
Application Fee	2,000
Processing Fee	3,825
Total Project Cost & Fees	\$701,283

The applicant will fund the total project cost with members' equity.

Operating Budget

The applicant has submitted an operating budget, in 2023 dollars, for years one and three, summarized below:

	<u>Year One</u> <u>2024</u>		<u>Year Three</u> <u>2026</u>	
	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>
Revenues:				
Commercial FFS	\$1050.20	\$1,560,593	\$1,108.74	\$2,349,424
Commercial MC	\$1,049.60	1,093,680	\$1,114.23	1,652,396
Medicare FFS	\$837.93	149,990	\$892.98	226,818
Medicare MC	\$833.28	49,997	\$889.48	75,606
Medicaid FFS	\$674.57	40,474	\$719.96	61,197
Medicaid MC	\$682.13	60,710	\$722.80	91,795
Charity Care	-	-	-	-
Total Revenue		<u>\$2,955,444</u>		<u>\$4,457,236</u>
Expenses:				
Operating	\$821.32	\$2,444,250	848.50	\$3,595,957
Capital	<u>98.28</u>	<u>292,491</u>	<u>78.64</u>	<u>333,259</u>
Total Expense	\$919.60	\$2,736,741	\$927.14	\$3,929,216
Net Income / (Loss)		<u>\$218,703</u>		<u>\$528,020</u>
Cost per Visit:		\$919.60		\$927.14
Total Visits		2,976		4,238

The following is noted with respect to the submitted budget:

- The basis of revenues is determined by the experience of the applicant and its members in providing ambulatory surgical services, as well as the experience in other similar FASCs in New York State. Managed Care rates regarding FFS and MC will be finalized when negotiated.
- The payer mix has been determined by the demographics of the service area and input from the physicians currently involved with providing service in the area. The treating physicians have signed letters with projections of the number of surgeries and services they stated could be performed at this ASC and intend to provide.
- Expenses were determined based on the experience of the applicant and its members providing ambulatory surgical services, as well as the experience of other similar FASCs in New York State.

- Projections indicate that 10 FTEs and 14.5 FTEs will be needed in years one and three, respectively, and may vary depending on the actual experience of the FASCs.

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

Payor	Year One (2024)		Year Three (2026)	
Commercial FFS	1,486	50%	2,119	50%
Commercial MC	1,042	35%	1,483	35%
Medicare FFS	179	6%	254	6%
Medicare MC	60	2%	85	2%
Medicaid FFS	60	2%	85	2%
Medicaid MC	89	3%	127	3%
Charity Care	<u>60</u>	<u>2%</u>	<u>85</u>	<u>2%</u>
Total	2,976	100%	4,238	100%

Rental Agreement

The applicant has submitted an executed lease rental agreement for the site, which is summarized below:

Date:	October 31, 2022
Premises:	79 Bridge Street, COM-1 Brooklyn, NY 11201 (4,400 sq. ft.)
Lessor:	Bridge Street Offices, LLC
Lessee:	Bridge Street KB Realty, LLC
Sub-lessor:	Bridge Street KB Realty, LLC
Sub-Lessee:	Bridge Street ASC, LLC
Term of Lease:	(7) year with (First year extended shall increase by 4.5%, and after one (1) year extension, the rate will be increased by 3% thereafter.
Rental Amount:	Year (1) - \$363,000.00 Year (2) - \$373,890.00 Year (3) - \$385,106.75 Year (4) - \$396,659.90 Year (5) - \$408,559.70 Year (6) - \$420,816.49 Year (7) - \$433,440.98
Provisions:	Tenant is responsible for repairs and maintenance of property and utilities.

The applicant has submitted an affidavit stating that this is an arms-length agreement. The sub-lessee and the lessor are related entities with similar ownership; therefore, the Sub-Lease will not be an arms-length agreement. Two letters of rent reasonableness have been submitted.

Administrative Services Agreement

The applicant has submitted an executed Administrative Service Agreement (ASA) to be effective upon PHHPC approval. The terms of the agreement are summarized below:

Date:	May 1, 2023
Consultant:	Surgicore Management NY, LLC
Licensed Operator:	Bridge Street ASC, LLC
Services Provided:	Administrative services; Billing and Collections; Business Assoc. Agreements;
Term:	Initial term is 10 ^m from the effective date and automatic (5-year) renewals.
Fee:	\$15,000 per month flat fee.
Authority:	The decisions and authority ultimately will be employed by Bridge Street ASC, LLC.

Capability and Feasibility

The total project costs are \$701,283 and will be funded with members' equity proportionate to membership. Working capital requirements are estimated at \$654,869 based on two months of third-year expenses. BFA Attachment A, Proposed Member's Net Worth Statements, shows sufficient resources to fund total project costs and working capital.

BFA Attachment B, Pro Forma Balance Sheet, shows a net equity position of \$1,356,152 as of the first day of operations. The submitted budget projects a net income of \$218,703 in Year One and \$528,020 in Year Three. Revenues are based on prevailing reimbursement methodologies and contracted rates for FASCs. The budget appears reasonable.

Attachment C presents Bridge Street's proposed organization chart showing the direct and indirect members after PHHPC approval.

Conclusion

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

Attachments

BHFP Attachment	Map
BFA Attachment A	Net-Worth Statements of the Proposed Members
BFA Attachment B	Bridge Street ASC, LLC Pro Forma Statement
BFA Attachment C	Proposed Organizational Chart of Bridge Street ASC, LLC



Project # 241060-E

West ASC, LLC d/b/a Camillus Surgery Center

Program: Diagnostic and Treatment Center

County: Onondaga

Purpose: Establishment

Acknowledged: February 22, 2024

Executive Summary

Description

Salt City ASC, LLC (Salt ASC), a New York limited liability company, requests approval to purchase 71.82 units (70%) of West ASC, LLC d/b/a Camillus Surgery Center (the Center), a proprietary, Article 28 multi-specialty ambulatory surgery center (ASC) at 5700 West Genesee Street, Camillus, (Onondaga County) New York. The Center is currently housed in leased space and will continue to operate at the existing site.

On November 2, 2023, seven (7) West ASC, LLC physician members entered a Membership Interest Purchase Agreement to sell 71.82 units (70%) of West ASC, LLC to five interventional pain physicians members of Salt City ASC, LLC for \$469,000. In addition, Salt City ASC members will simultaneously make a separate \$91,000 capital contribution to fund a portion of the \$130,000 payment to the applicant's landlord. Salt City ASC members are affiliated with CNY Spine and Pain Medicine, LLC. Some selling members have either retired from medicine or are on track to do so.

OPCHSM Recommendation

Contingent Approval with a 3-year extension of the operating certificate from the date of the Public Health and Health Planning Council recommendation letter.

Need Summary

There will be no need review per Public Health Law §2801-a (4).

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

There are no project costs associated with this application. The proposed shareholders will acquire 71.82 units (70%) of West ASC, LLC for \$469,000 plus an additional \$91,000 capital contribution. The total payment of \$560,000 will be funded with \$278,600 from members' liquid resources (\$187,600 + \$91,000) and a \$281,400 promissory note plus interest of 8.5%. There will be two payments of \$140,700 plus interest, payable six months and one year from closing.

	Year One 2024	Year Three 2026
Budget:		
Revenues	\$2,601,766	\$3,222,438
Expenses:	<u>2,150,162</u>	<u>2,279,952</u>
Net Income	\$451,604	\$942,486

Health Equity Impact Assessment

This project does not meet the requirements for a Health Equity Impact Assessment under Section 2802-B of the PHL.

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 three years from the date of its issuance, contingent upon:

1. 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]

Approval conditional upon:

1. This project must be completed by **one year from the date of the recommendation letter**, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [PMU]

Council Action Date

September 12, 2024

Program Analysis

Project Proposal

Salt City ASC, LLC (Salt ASC), a New York limited liability company, requests approval to purchase 71.82 units (70%) of West ASC, LLC d/b/a Camillus Surgery Center (the Center), a proprietary, Article 28 multi-specialty ambulatory surgery center (ASC) at 5700 West Genesee Street, Camillus, (Onondaga County) New York. The "Center" and "Salt ASC" intend to remain at the Genesee Street, Camillus location.

Since September 19, 2011, West ASC, LLC, has owned and operated an Article-28 licensed multi-specialty ambulatory surgery center (ASC) at 5700 W. Genesee Street, Suite 11, Camillus, New York 13031 (Onondaga County). Seven (7) of West ASC, LLC's current physician members are retiring from the practice of medicine or plan to do so soon.

Salt City ASC, LLC, a New York limited liability company, includes five (5) physician members who currently practice as interventional pain physicians with a private medical practice, CNY Spine and Pain Medicine, LLC (CNY Spine) in Liverpool, New York. These 5 CNY Spine physicians joined West ASC, LLC medical staff in October 2023 and began to perform interventional pain procedures in November 2023. The 5 interventional pain physicians currently perform procedures at local ambulatory surgery centers, and three (3) of the five (5) pain physicians perform procedures at the Center. A fourth (4th) interventional pain physician will be added in the summer of 2024, and a fifth (5th) by December 2024.

The addition of pain management services is expected to increase the total patient procedures in 2024 and 2026. The number of patient visits are estimated to increase from 920 in the Current Year to 3,535 in Year Three. The expected increase in patient cases is due to the addition of interventional pain management cases.

The existing Transfer and Affiliation Agreement will continue with Crouse Hospital, which is 8.1 miles (10 minutes travel time) from the Camillus Surgery Center.

The Center's hours of operation are Monday - Friday from 7 am to 5 pm.

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

	West ASC, LLC, d/b/a Camillus Surgery Center					
	<u>Current</u>		<u>Change</u>		<u>Proposed</u>	
<u>Members:</u>	<u>Units</u>	<u>%</u>	<u>Units</u>	<u>%</u>	<u>Units</u>	<u>%</u>
Ovid Neulander, M.D	12.60	12.280%	-12.60	-12.280%	0	0%
Michael Parker, M.D.	12.60	12.280%	-12.60	-12.280%	0	0%
James Farrell, DPM	12.20	11.890%	-12.20	-11.890%	0	0%
Michael Paciorek, M.D.	10.00	9.7460%	-10.00	-9.746%	0	0%
Justin Beabes, DPM	10.00	9.7460%	-10.00	-9.746%	0	0%
Dennis Resetarits, M.D.	10.00	9.7460%	-10.00	-9.746%	0	0%
William Dutch, DPM	12.60	12.280%	-4.42	-4.308%	8.18	7.972%
Freddie Edelman, DPM	12.60	12.280%	0	0%	12.60	12.280%
Jacob Thomas, M.D.	5.00	4.874%	0	0%	5.00	4.874%
Myron Luthringer, M.D.	5.00	4.874%	0	0%	5.00	4.874%
Salt City ASC	0	0.0000%	71.82	70.00%	71.82	70.00%
Total	102.60	100%	0.0	0%	102.60	100%

Members of Salt City ASC, LLC, including their direct membership in Salt City ASC and their indirect interest in West ASC, LLC, are as follows:

Member	Salt ASC	West ASC
Martin A. Schaeffer, M.D.	24%	16.8%
Denny J. Battista, D.O.	19%	13.3%
Daniel L. Mendez, M.D.	19%	13.3%
Young Il Seo, M.D.	19%	13.3%
Martin J. Manansala M.D.	19%	13.3%

Michael Parker, M.D., is board-certified in Otolaryngology and will serve as the Center's Medical Director.

Character and Competence:

Michael James Parker, M.D. has been licensed by New York State since July 1, 1983, and also in Hawaii since July 1988 until present; and is Board Certified by the American Academy of Otolaryngology specializing in Head and Neck Surgery since October 11, 1987. Dr. Parker received a Medical Doctorate in 1982 from SUNY Health Science Center at Syracuse, located in Syracuse, NY; and a BA in 1978 from SUNY College of Oswego, located in Oswego, NY. Post Graduate Training as an Otolaryngology Resident was completed in 1987 at SUNY Health Science Center at Syracuse; and a General Surgery Internship was completed in 1983 at SUNY Health Science Center at Syracuse in Syracuse, NY.

Dr. Parker currently has a private practice, specializing in ENT-Otolaryngology, Head and Neck Surgery and Otolaryngologic Allergy at Upstate Community Hospital which is located at 4900 Broad Road, Physicians Office Building North, Suite 3-S, Syracuse, NY; and also has offices at Family Care Medical Group PC/Center For Sinus And Allergy Care located at 5639 W Genesee Street in Camillus, NY; and at Camillus Surgery Center at 5700 W. Genesee Street, Suite 11, in Camillus, NY. Dr. Parker is a staff Otolaryngologist in the Department of Otolaryngology at Crouse Irving Memorial Hospital in Syracuse, NY; as a staff Otolaryngologist in the Department of Otolaryngology at St. Joseph's Health Center in Syracuse, NY; and is a Consulting Otolaryngologist at the Community General Hospital Sleep Laboratory in Syracuse, NY.

Martin Alan Schaeffer, M.D., FAAPMR, AQPM, is a licensed Physician, #186783-01, currently registered in New York State from 12/31/92 to 09/30/25. Dr. Schaeffer received an MD degree from The Medical College of Pennsylvania in Philadelphia, Pennsylvania, in 1990; completed a Post Graduate Internship in 1991 at St. Vincent's Hospital and Medical Center of New York in New York City, NY; completed a Post Graduate Residency at St. Vincent's Hospital and Medical Center of New York in New York City, NY in 1994; was a Chief Resident at St. Vincent's Hospital and Medical Center of New York in New York City, NY from 1993 to 1994; and completed a Fellowship at Colorado Pain and Rehabilitation, PLLC, Wheat Ridge, Colorado from 2000 to 2006.

Dr. Schaeffer has been employed as a Medical Director and Partner at CNY Spine and Pain Medicine, LLC in Liverpool, New York, since June 2013 to present; and has been an active staff member at St. Joseph's Health in Syracuse, NY, from 2001 to the present; as active staff at Crouse Hospital in Syracuse, NY from 2011 to present; as active staff at Upstate University Hospital in Syracuse, NY from 2012 to present; and as a staff member at Oneida Health in Oneida, NY from 2020 to present.

Dr. Schaeffer was a partner and owner of Specialty Surgery Center of Central New York (SSC), located at 225 Greenfield Parkway in Liverpool, NY, from February 2008 through November 2021 and currently remains an active staff member. Interest held was below 10%

Denny J. Battista, DO, FAAPM&R, AQPM, received a Medical Doctorate from the New York College of Osteopathic Medicine in 1994; completed a residency in Physical Medicine and Rehabilitation in 1998, and is currently an attending physician at CNY Spine and Pain Medicine, 7449 Morgan Road, Liverpool, NY performing spinal and nerve procedures since 2012. Dr. Battista has extended hospital privileges at Mohawk Valley HealthCare, St. Joseph's Health Center, Crouse Hospital, Apex Surgical Center, and Oneida Hospital.

Daniel L. Mendez, M.D., FAAPMR, ABPM, has 22 years of experience in the field of Physical Medicine and Rehabilitation, Pain Medicine, and is board-certified in both specialties. Dr. Mendez is currently a partner and owner of CNY Spine and Pain Medicine in Liverpool, New York, and is also an attending doctor at Apex Surgery Center. In 1992, Dr. Mendez received a Doctor of Medicine from the Institution Technological de Santo Domingo in the Dominican Republic. A residency was completed at Nassau University Medical Center in 2000.

Young Il Seo, M.D., FAAPMR, ABPM, ABEM received an MD from Rutgers New Jersey Medical School in 2014 and completed a residency at Rusk Rehabilitation Institute at New York University Langone Health. Additionally, Dr. Seo completed a fellowship focusing on musculoskeletal procedures and amputee rehabilitation at Virginia Commonwealth University in Richmond, Virginia, from 2018 to 2019.

Dr. Seo has been a Physician and Partner with CNY Spine and Pain Medicine LLC located in Liverpool, NY, since 2019; was an Adjunct Faculty member at Pacific College of Health and Science in New York City, NY, in 2017; and Interned at University Hospital in Newark, New Jersey from 2015 to 2015.

Martin J. Manansala, M.D., received a Doctor of Medicine in 2017 from the Ross University School of Medicine and received a Bachelor of Science in Biological Sciences from the University of Missouri in Columbia, Missouri in 2013; completed a fellowship and residency in physical medicine and rehabilitation at SUNY Upstate University from 2021 to 2022 and completed a Surgical Internship at the University of New Mexico from 2017 to 2018. Dr. Manansala is licensed (#310785-01) to practice in New York until February 28, 2025, and has been employed at CNY Spine and Pain Medicine in Liverpool, NY, from 2022 to the present.

Westmoreland ASC, LLC, as operator of Apex Surgical Center (Battista and Mendez), signed a Department of Health-issued stipulation and order (BHS-24-007) on May 28, 2024. Deficiencies were found upon inspection at Apex Surgical Center on July 11, 2023, for violations in Infection Control of Article 28 of the Public Health Law (PHL), 10 NYCRR SS 751.2, 702.4(a), 702.4(b) and 751.8(a). The applicant has agreed to pay a civil penalty of Eight Thousand Dollars (\$8,000.00).

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.

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 applicant has submitted the current year (2022) and first and third-year projected operating budgets in 2024 dollars, as summarized below:

	Current Year 2022		Year One 2024		Year Three 2026	
	<u>Cost per Visit</u>	<u>Total</u>	<u>Cost Per Visit</u>	<u>Total</u>	<u>Cost Per Visit</u>	<u>Total</u>
Revenues:						
Medicaid -FFS	\$1,395.19	\$22,323	\$1,158.24	\$24,323	\$1,156.12	\$158,389
Medicaid -MC	\$	0	\$443.04	35,000	\$442.12	53,497
Medicare -FFS	\$42.77	4,234	\$448.53	172,234	\$448.02	98,564
Medicare -MC	\$2,749.86	200,740	\$1,087.28	295,740	\$1,085.88	210,660
Commercial -FFS	\$	0	\$542.69	375,000	\$543.34	682,978
Commercial -MC	\$1,985.06	1,423,290	\$1,861.91	1,452,290	\$1,861.35	1,559,815
Private	\$4,825.00	4,825		0		0
All Other	\$1,227.07	<u>17,179</u>	\$597.05	<u>247,179</u>	\$ 597.05	<u>458,535</u>
Total Revenue		\$1,672,591		\$2,601,766		\$3,222,438
Expenses:						
Operating	\$1,818.57	\$ 1,673,088	\$721.40	\$ 1,905,211	\$565.40	\$1,998,701
Capital	<u>\$233.64</u>	<u>214,951</u>	<u>\$92.75</u>	<u>244,951</u>	<u>\$79.56</u>	<u>281,251</u>
Total Expenses:	\$2,052.21	\$1,888,039	\$814.15	\$2,150,162	\$644.96	\$2,279,952
Net Income (Loss)		\$(215,448)		\$451,604		\$942,486
Visits		920		2,641		3,535

Utilization by payor is summarized below:

Payor:	Current Year 2022		Year One 2024		Year Three 2026	
Description	Visits.	%	Visits.	%	Visits.	%
Medicaid - FFS	16	1.74%	21	0.80%	137	3.88%
Medicaid - MC	0	0.00%	79	2.99%	121	3.42%
Medicare – FFS	99	10.76%	384	14.54%	220	6.22%
Medicare - MC	73	7.93%	272	10.30%	194	5.49%
Commercial - FFS	0	0.00%	691	26.16%	1,257	35.55%
Commercial - MC	717	77.94%	780	29.53%	838	23.71%
Private Pay	1	0.11%	0	0.00%	0	0.00%
All Other	<u>14</u>	<u>1.52%</u>	<u>414</u>	<u>15.68%</u>	<u>768</u>	<u>21.73%</u>
Total	920	100%	2641	100%	3,535	100%

The following is noted concerning the submitted budget and utilization:

- The current year reflects the facility's 2022 revenue and expenses.
- The CNY Spine physicians joined the Center's medical staff in October 2023, and three members began performing interventional pain procedures in November 2023. From November 2023 through April 2024 (a six-month time frame), the CNY Spine physicians generated \$573,381 in revenue. Over a year, these cases are expected to generate approximately \$1 million in revenue.
- The increase in cases is due to the addition of intervention pain cases. The assumptions regarding the number of cases and payer mix are based on the experience of physicians affiliated with CNYS Spine and Pain Medical Practice who bring cases to the ASC. Currently, there are three pain physicians performing procedures at the ASC. A fourth will be added this summer and a fifth in November or December, which should positively affect the operating results.

- Reimbursement rates were based on the experience of interventional pain physicians performing procedures at local ambulatory surgery centers.
- The increase in case volume from the Current Year to Year One and Year Three is attributable to the addition of interventional pain procedures. The "All Other" category represents Workers' Compensation visits.

Membership Interest Purchase Agreement

The applicant has submitted an executed membership interest purchase agreement, which will be effectuated by the Public Health and Health Planning Council (PHHCP). The terms of the agreement are summarized below:

Date:	November 2, 2023
Seller:	The following members sold 71.82 units in West ASC, LLC for \$469,000 Ovid Neulander, M.D, sold 12.6 units (12.28%) for \$82,281; Michael Parker, M.D., sold 12.6 units (12.28%) for \$82,281; James Farrell, DPM, sold 12.2 units (11.89%) \$79,669; Michael Paciorek, M.D., sold 10.0 units (9.746%) for \$65,302; Justin Beabes, DPM, sold 10.0 units (9.746%) for \$65,302; Dennis Resetarits, M.D., sold 10.0 units (9.746%) for \$65,302; William Dutch, DPM, sold 4.42 units (4.308%) for \$28,863.
Buyer:	Salt City ASC, LLC will purchase 71.82 units (70%) of West ASC, LLC.
Acquired:	71.82 units (70%) of West ASC, LLC for \$469,000
Payment:	\$469,000 for 71.82 units in West ASC \$ 91,000 Proposed members' capital contribution \$560,000 -\$187,600 at closing -\$ 91,000 at closing \$ 281,400 promissory note (\$140,700 plus 8.5% interest in 6 months and the balance plus 8.5% interest one year from closing.)

The purchase price for the units is to be satisfied as follows:

Equity – proposed members of Salt City ASC, LLC	\$187,600
Equity – proposed members of Salt City ASC, LLC	\$91,000
Promissory Note - Payment (\$140,700 plus 8.5% interest in 6 months and the balance plus 8.5% interest one year from closing.)	<u>\$281,400</u>
Total	\$560,000

BFA Attachment A presents the net worth summary for the stockholders of Salt City ASC, LLC, revealing sufficient resources to fund the equity portion of the purchase price.

Lease Extension and Amending Agreement

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

Date:	July 18, 2019
Premises:	13,080 rentable square feet at 5700 West Genesee Street, Syracuse, NY
Landlord:	Mohawk Syracuse, LP
Lessee:	West ASC, LLC.
Term:	Ends September 30, 2026
Rental:	\$330,008 per year (\$25.23 sq. ft.)
Provisions:	The tenant is responsible for taxes, insurance, utilities, and maintenance.

Second Lease Extending and Amending Agreement and Landlord's Consent

Date:	November 15, 2023
Premises:	13,080 rentable square feet at 5700 West Genesee Street, Syracuse, NY
Landlord:	Mohawk Syracuse, LP.
Lessee:	West ASC, LLC
Forbearance Period	January 1, 2024, through the closing
Forbearance Rent	\$10,000 per month (1/1/24 through closing).
Forbearance Condition	Pay the landlord \$130,000 at the closing (\$91,000, which Salt ASC will fund as a capital contribution). Considering this amendment, the landlord will extinguish all past-due amounts of basic annual rent and additional rent due and owing as of the effective date and any due and owing before January 1, 2024. (The past-due rent is estimated to be approximately \$1,030,472)
Term:	October 1, 2026, through September 30, 2036
Rental:	Commencing on the closing date, the basic annual rent is \$180,000 for the first year (\$13.76 per sq. ft.), with a 3.5% yearly increase.
Provisions:	The tenant is responsible for taxes, insurance, utilities, and maintenance.

The applicant has stated that the lease is an arms-length agreement. The lease was previously approved.

Medical Billing and Processing Agreement

The applicant provided an executed Medical Billing and Processing Agreement (MBPA); terms are summarized below:

Date:	January 10, 2022
Facility:	West ASC, LLC
Consultant:	Medical Management Resources, Inc. (MMRI)
Services:	Obtain demographic and charge data from Customers. Provide coding services and receive all transcribed surgery cases. Assign all CPT and diagnosis codes to Customer Services. Send out insurance and patient statements with follow-up when necessary. Provide monthly management reports, update daily accounts receivables, and have U.S.-based personnel available to communicate with Customers.
Compensation:	\$38 per surgery case. \$2,500 per data source for any new interface development and implementation. MMRI's fee for revenue management and compliance projects outside the normal scope of services shall be at an hourly rate between \$75-\$175 per hour.
Terms:	Three (3) years—commencing on or about February 1, 2022, automatically renew for an additional two (2) years.

It was stated that neither the applicant nor any current or proposed direct or indirect member of the applicant has any relationship with MMRI.

Capability and Feasibility

The proposed shareholders will acquire 71.82 units (70%) of West ASC, LLC for \$469,000 plus an additional \$91,000 capital contribution. The total payment of \$560,000 will be funded with \$278,600 from members' liquid resources (\$187,600 + \$91,000) and a \$281,400 promissory note plus interest of 8.5%. There will be two payments of \$140,700 plus interest, payable six months and one year from closing. There are no project costs associated with this application.

Working capital requirements are estimated at \$358,360, based on two months of first-year expenses. Funding is expected to come from the collection of additional billings generated from the CNY Spine and Pain physicians who joined the Center's medical staff in October 2023 and began to perform

interventional pain procedures in November 2023. The addition of these cases is expected to generate \$1 million in revenue in the first year.

West ASC, LLC projects an operating surplus of \$451,604 and \$942,486 in the first and third years. The budget appears to be reasonable.

The Center has recently been generating operating losses attributable to reduced case volumes, an unfavorable case mix, and a monthly facility rent of \$27,500. The Center is in default under its facility lease and owes the landlord over \$1 million in unpaid rent. As a condition of the purchase, Salt City ASC required that the Center's lease be renegotiated and the landlord agree not to exercise its rights of the default. As the result of the negotiation, West ASC will make a lump sum payment of \$130,000 (\$91,000 by Salt City as a capital contribution) to the landlord; the first-year rent will be \$15,000 monthly, the lease will be extended to 10 years, and all past due rent (approximately \$1,030,472) will be extinguished, BFA Attachment C, West ASC LLC, 2023 Certified Financial Statements show negative working capital, a net loss and negative assets. With the obligation to the landlord extinguished, the net asset position is expected to turn positive. The operating loss for the first four months of 2024 decreased from 2023 by \$114,503 to \$40,243.

Conclusion

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

Attachments

BHFP Attachment	Map
BFA Attachment A	Salt City ASC, LLC Members' Net Worth Statement
BFA Attachment B	West ASC, LLC December 31, 2023, Certified Financial Statements



Project # 222153-B
CareFulIMD Beacon Inc.

Program: Diagnostic and Treatment Center **County:** Dutchess
Purpose: Establishment and Construction **Acknowledged:** November 30, 2022

Executive Summary

Description

CareFulIMD Beacon, Inc. (Center), an existing proprietary corporation, requests approval for the establishment and construction of a new Article 28 Diagnostic and Treatment Center (D&TC) at 252 Main Street, Beacon (Dutchess County). The Center will provide primary care and X-ray imaging services for the residents of Beacon and the surrounding communities.

The proposed Center will be in a newly renovated building with seven (7) exam rooms, one treatment room, and an X-ray room. The Center has entered into a transfer agreement for backup Medical Services with Vassar Brothers Hospital, located 15.1 miles and 26 minutes travel time away.

Yitzchok Rottenberg will be the sole shareholder of the Center, and Dr. Daniel J. Purcell, MD, will serve as the Medical Director. Dr. Purcell is Board Certified in Emergency Medicine and is currently the Medical Director at Chai Urgent Care Center, at 3808 14th Avenue, Brooklyn, NY 11220.

OPCHSM Recommendation
Contingent Approval

Need Summary

The applicant projects 11,600 visits in Year One and 14,700 in Year Three, with 41% Medicaid and 4% Charity Care.

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 project cost of \$2,097,057, will be funded with equity from the proposed member's personal resources

Budget:	<u>Year One</u> <u>2024</u>	<u>Year Three</u> <u>2026</u>
Revenues	\$1,692,568	\$2,144,893
Expenses	<u>1,365,404</u>	<u>1,674,501</u>
Net Income	\$317,164	\$470,392

Health Equity Impact Assessment
Summary

There was no Health Equity Impact Assessment required for this project under Section 2802-B of the PHL, as it was received by the Department on November 30, 2022.

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. The submission of State Hospital Code (SHC) Drawings for review and approval, as described in BAER Drawing Submission Guidelines DSG-1.0. [AER]
3. The submission of Engineering (MEP) Drawings for review and approval, as described in BAER Drawing Submission Guidelines DSG-1.0. [AER]
4. Submission of an executed lease rental agreement that is acceptable to the Department of Health. [BFA]

Approval conditional upon:

1. This project must be completed by **July 1, 2025**, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [PMU]
2. Construction must start on or before **January 1, 2025**, and construction must be completed by **April 1, 2024**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [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
September 12, 2024

Need Analysis

Proposal

CareFullMD Beacon Inc. is requesting to establish and construct a new diagnostic and treatment center (D&TC) at 252 Main Street, Beacon, NY 12508 (Dutchess County) providing Medical Services - Primary Care.

Background and Analysis

The primary service area is Beacon and surrounding Dutchess County. The Cornell Program on Applied Demographics projects the population of Dutchess County to decrease by 2% to 290,918 by 2029.

Demographics for the primary service area are noted below, including a comparison with the county and New York State.

Demographics	Total for Primary Service Area	Dutchess County	New York State
Total Population – 2022 Estimate	19,152	296,467	19,994,379
Hispanic or Latino (of any race)	19.3%	13.5%	19.5%
White (non-Hispanic)	61.5%	68.7%	53.8%
Black or African American (non-Hispanic)	14.4%	10.0%	13.8%
Asian(non-Hispanic)	1.5%	3.4%	8.8%
Other (non-Hispanic)	3.3%	4.4%	4.1%

Source: 2022 American Community Survey (5-Year Estimates Data Profiles)

In 2022, 95.7% of the population of Dutchess County had health coverage as follows:

Employer Plans	55.1%
Medicaid	13.3%
Medicare	13.8%
Non-Group Plans	12.8%
Military or VA	0.651%

Source: Data USA

The applicant projects the following payor mix:

Projected Payor Mix		
Payor	Year One	Year Three
Commercial	39%	39%
Medicare	15%	15%
Medicaid	41%	41%
Private Pay	1%	1%
Charity Care	4%	4%

The applicant projects 11,600 visits in Year One and 14,700 in Year Three of operations. CareFullMD Beacon Inc has entered into a transfer agreement for back-up medical services with Vassar Brothers Medical Center, located 15.1 miles and 26 minutes travel time away. The proposed center will operate seven days a week 9:00am to 9:00pm.

Prevention Quality Indicators (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.

Hospital Admissions per 100,000 Adults for Overall PQIs			
PQI Rates: 2021	Zip Code: 12508	Dutchess County	New York State
All PQI's	986	1,354	1,050

Conclusion

Approval of this project will expand access to Primary Care and Other Medical Specialties for residents in Dutchess County.

Program Analysis

Project Proposal

Proposed Operator	CareFullMD Beacon Inc.
To Be Known As	CareFullMD Beacon
Site Address	252 Main Street Beacon, New York 12508 (Dutchess County)
Specialties	Medical Services-Primary Care Other Medical Specialties - Radiology
Hours of Operation	Monday – Sunday, 9:00 am to 9:00 pm
Staffing (1st Year / 3rd Year)	9.10 FTEs / 11.80 FTEs
Medical Director(s)	Dr. Daniel Purcell, M.D.
Emergency, In-Patient and Backup Support Services Agreement and Distance	To be provided by Vassar Brothers Medical Center 15.1 miles / 26 minutes away

Character and Competence

The sole member of CareFullMD Beacon Inc.:

<u>Name</u>	<u>Ownership Interest</u>
Yitzchok Rottenburg	100.00%
Total	100.00%

Dr. Daniel Purcell is the proposed Medical Director. He is an Attending Physician in Emergency Medicine at White Plains Hospital for three (3) years. He is the Medical Director at Chai Urgent Care Center for over six (6) years. He is an Emergency Room Attending Physician at NYU Brooklyn Lutheran Medical Center for over seven (7) years. He was an Emergency Room Attending Physician at Mount Sinai Queens for Four (4) years. He was an Emergency Room Attending Physician for over two (2) years. He received his medical degree from Albany Medical College. He completed his Emergency Medicine residency at the University of Massachusetts Medical School. He is board certified in Emergency Medicine.

Yitzchok Rottenburg is a Real Estate Developer at YKY Group LLC for over six (6) years. He manages a team of 19 people to generate and execute real estate investment opportunities. He developed and managed processes for construction and leasing activities for eleven properties in Poughkeepsie, financed bridge and permanent debt for each holding, oversaw leasing and asset management of the properties, and executed value add programs within his portfolio. He ensured regulatory compliance for construction and leasing activities, interfaces with government agencies, and created \$2M in value through real estate development. He is also Salesperson for Postage Plus for over four (4) years. He makes sales for a printing and direct mailing service.

Ariel Rodriguez is the proposed Chief Executive Officer. He graduated from Fordham University in 2018 with a bachelor's degree. He was employed at Workforce Partners as an analyst since Sept. 2018 until June 2021. He has held the CEO position at CarefullMD since September 2021 in Monsey, NY. Responsibilities include recruitment, site selection and lease negotiation, standard operating procedure development and financials. No legal or ownership disclosures were made.

The proposed Center will be utilizing an Electronic Medical Records (EMR) system which will be integrated with the Statewide Health Information Network (SHIN-NY) as per 10NYCRR Part 300. A compliance program will be an integral part of the proposed Center to ensure full compliance with all federal, state and Medicaid regulations, including the ongoing in-service/training for all employees of the 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

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 total project cost, which is for renovations and the acquisition of moveable equipment, is estimated at \$2,029,057 and distributed as follows:

Renovation and Demolition	\$1,364,445
Design Contingency	136,445
Construction Contingency	136,445
Architect/Engineering Fees	46,125
Other Fees (Consultant)	51,250
Moveable Equipment	281,259
CON Fees	2,000
Additional Processing Fees	<u>11,088</u>
Total Project Cost	\$2,029,057

Total Project Cost will be funded with Members' Equity.

Operating Budget

The applicant has submitted an operating budget, in 2024 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>
Revenues:				
Commercial FFS	\$150.00	\$156,600	\$150.00	\$198,450
Commercial MC	\$150.00	\$522,000	\$150.00	\$661,500
Medicare FFS	\$120.00	\$69,600	\$120.00	\$88,200
Medicare MC	\$120.00	\$139,200	\$120.00	\$176,400
Medicaid FFS	\$170.71	\$19,802	\$170.71	\$25,094
Medicaid MC	\$165.51	\$767,966	\$165.51	\$973,199
Private Pay	\$150.00	<u>\$17,400</u>	\$150.00	<u>\$22,050</u>
Total Revenues		\$1,692,568		\$2,144,893
Expenses:				
Operating	\$93.56	\$1,085,350	\$93.82	\$1,379,170
Capital	<u>\$25.00</u>	<u>\$290,054</u>	<u>\$20.09</u>	<u>\$295,331</u>
Total Expenses	\$118.56	\$1,375,404	\$113.91	\$1,674,501
Net Income		<u>\$317,164</u>		<u>\$470,392</u>
Utilization: (Visits)		11,600		14,700

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

- Expense assumptions are based on other facilities in the geographical area.
- Utilization is based on the capacity of the physical spaces, the amount of service hours available, and the need of the community.
- Revenue assumptions are based on current reimbursement rates.

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

	<u>Year One</u>	<u>Year Three</u>
Commercial FFS	9.00%	9.00%
Commercial MC	30.00%	30.00%
Medicare FFS	5.00%	5.00%
Medicare MC	10.00%	10.00%
Medicaid FFS	1.00%	1.00%
Medicaid MC	40.00%	40.00%
Private Pay	1.00%	1.00%
Charity Care	4.00%	4.00%
Total	100.00%	100.00%

Lease Rental Agreement

The applicant has submitted a draft lease rental agreement for the site that they will occupy, which is summarized below:

Premises	4,923 square feet located at 252-260 Main Street, Beacon, New York.
Lessor	Beacon Center Associates, LLC
Lessee	CareFullMD Beacon, Inc.
Term	15 years
Rental	Year One - \$123,075 (\$25.00 per sq.ft.) with a 2% annual increase thereafter.
Provisions	The lessee shall be responsible for maintenance, utilities, and real estate taxes.

The applicant has submitted an affidavit indicating that there is no relationship between the landlord and the tenant.

Capability and Feasibility

The total project cost of \$2,097,057 will be met with \$ equity from the proposed member's resources. Working capital requirements are estimated at \$302,466, equivalent to two months of third-year expenses and will be covered with equity from the proposed member's resources. BFA Attachment A, Net Worth Statement of the sole member of CareFullMD Beacon, Inc., indicates the availability of sufficient funds for the equity contribution. BFA Attachment B, Pro Forma Balance Sheet of CareFullMD Beacon, Inc., indicates a positive net asset position of \$519,448 as of the first day of operation.

The submitted budget indicates a net income of \$317,164 and \$470,392, in Year One and Year Three, respectively. Revenues are based on current reimbursement methodologies for primary care services. The submitted budget appears reasonable.

Conclusion

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

Attachments

BHFP	Map
BFA Attachment A	Personal Net Worth Statement
BFA Attachment B	Pro Forma Balance Sheet



Project # 241178-B
Harmony FH, LLC

Program: Diagnostic and Treatment Center **County:** Queens
Purpose: Establishment and Construction **Acknowledged:** April 23, 2024

Executive Summary

Description

Harmony FH, LLC d/b/a Harmony Health (the Center), a New York limited liability company, requests approval to establish and construct an Article 28 Diagnostic and Treatment Center (D&TC) licensed for Medical Services - Primary Care, Medical Services - Other Medical Specialties, and Podiatry O/P, which will include cardiology, gastroenterology, and vascular health, podiatry, and behavioral health up to the 30% threshold of patient visits.

The applicant will lease space on the first floor and basement of a one-story building at 64-35 108th Street, Forest Hills (Queens County). The site will include seven (7) exam rooms and the requisite support areas.

Harmony FH, LLC is owned by Berel Elewitz (50%) and Tziporah Elewitz (50%)

Charles Janssens, D.O., is board-certified in Integrative Medicine and will serve as the Center's Medical Director. The applicant will enter into a Transfer and Affiliation Agreement for backup and emergency services with Long Island Jewish Forest Hills-Northwell Health, located 0.5 miles (3 minutes) from the Center.

OPCHSM Recommendation

Contingent Approval

Need Summary

The applicant projects 11,500 visits in Year One and 13,800 in Year Three with 16% Medicaid and 4% Charity Care.

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 \$1,547,143 will be met with member equity.

Budget:	<u>Year One</u>	<u>Year Three</u>
Revenues	\$1,496,427	\$1,795,712
Expenses:	<u>1,350,245</u>	<u>\$1,623,516</u>
Gain/(Loss)	\$146,182	\$172,196

Health Equity Impact Assessment

The information and analysis presented in the Health Equity Impact Assessment and the applicant's mitigation plan demonstrate the proposed project will not result in any significant adverse health equity impacts.

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]

Approval conditional upon:

1. This project must be completed by **September 30, 2025**, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [PMU]
2. Construction must start on or before **March 15, 2025**, and construction must be completed by **June 30, 2025**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [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

September 12, 2024

Need Analysis

Project Description

Harmony FH, LLC is seeking approval to establish and construct a new Diagnostic and Treatment Center (D&TC) at 64 - 35 108th Street, Forest Hills, NY 11375 (Queens County). Harmony FH seeks licensure for Medical Services - Primary Care, Medical Services - Other Medical Specialties, and Podiatry O/P and intend to provide cardiology, gastroenterology, vascular health., vaccinations, and behavioral health up to the 30% threshold of patient visits. The facility aims to become recognized by National Committee for Quality Assurance (NCQA) as a Patient-Centered Medical Home (PCMH).

Background and Analysis

The primary service area for this project is Queens County, specifically zip code 11375 in Forest Hills. The population of Queens County is estimated at 2,360,826 based on 2022 American Community Survey data and is expected to increase to 2,554,994 by 2029 per projection data from the Cornell Program on Applied Demographics, an increase of 8.2%. Demographics for the primary service area are noted below including a comparison with New York State.

Demographics	Zip Code 11375	Queens County	New York State
Total Population	75,212	2,360,826	19,994,379
Hispanic or Latino (of any race)	16.4%	28.0%	19.5%
White (non-Hispanic)	47.0%	23.8%	53.8%
Black or African American (non-Hispanic)	2.7%	16.7%	13.8%
Asian(non-Hispanic)	28.5%	25.9%	8.8%
Other (non-Hispanic)	5.4%	5.6%	4.1%

Source: 2022 American Community Survey (5-Year Estimates Data Profiles)

In 2022, 91.3% of the population of Queens County had health coverage as follows:

Employee plans	41.7%
Medicaid	26.5%
Medicare	10.7%
Non-group plans	12.1%
Military or VA plans	0.278%

Source: Data USA

The projected payor mix includes:

Applicant Projected Payor Mix		
Payor	Year One	Year Three
Commercial	67%	67%
Medicare	11%	11%
Medicaid	16%	16%
Private Pay	2%	2%
Charity Care	4%	4%
Other	0%	0%

The applicant projects 11,500 visits in Year One and 13,800 in Year Three.

The hours of operation will be Monday through Thursday from 8:00 AM to 6:00 PM while Sunday and Friday will have slightly shorter hours.

The applicant is negotiating an Affiliation and Transfer Agreement with Long Island Jewish Forest Hills – Northwell Health located 0.5 mile and 3 minutes away.

Prevention Quality Indicators (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 PQI rates for 2021 related to this application.

Hospital Admissions per 100,000 Adults			
PQI Name	Zip Code 11375	Queens County	New York State
Diabetes Short-Term Complications	13	55	71
Diabetes Long-Term Complications	98	111	118
Chronic Obstructive Pulmonary Disease or Asthma	99	176	239
Hypertension	127	92	70
Heart Failure	240	337	378
Bacterial Pneumonia	40	48	88
Uncontrolled Diabetes	38	53	50
Prevention Quality Overall Composite	734	918	1,050

Conclusion

Approval of this project will allow for increased access to Medical Services - Primary Care, Medical Services - Other Medical Specialties, and Podiatry O/P services for the residents of Queens County.

Program Analysis

Project Proposal

Proposed Operator	Harmony FH, LLC
To Be Known As	Harmony FH, LLC
Site Address	64 - 35 108th Street Forest Hills, NY 11375 (Queens County)
Specialties	Medical Services-Primary Care Podiatry O/P Medical Services-Other Medical Specialties: Cardiology Gastroenterology Vascular Health Behavioral Health
Hours of Operation	Mondays through Thursdays from 8:00 AM to 6:00 PM. Sunday and Friday will have slightly shorter hours.
Staffing (1st Year / 3rd Year)	8.9 FTEs / 10.5 FTEs
Medical Director(s)	Charles Janssens, MD
Emergency, In-Patient and Backup Support Services Agreement and Distance	Expected to be provided by Long Island Jewish Forest Hills – Northwell Health 0.5 miles / 3 minutes away

The tables below shows the FTEs in Year One and Year Three following the completion of the project:

Position	Year One	Year Three
Management and Supervision	1	1
Registered Nurses	0.5	0.6
Aides, Orderlies, and Attendants	2	2.5
Physicians	0.7	1
Physicians' Assistants	1.7	1.8
Clerical and Other Administrative	2.5	3
Social Workers and Psychologist	0.5	0.6
Totals	8.9	10.5

Character and Competence

The members of Harmony FH, LLC are:

<u>Name</u>	<u>Ownership Interest</u>
<i>Berel Elewitz</i>	50.00 %
<i>Tziporah Elewitz</i>	50.00%
Total	100.00%

Dr. Charles Janssens is the proposed Medical Director. Dr. Janssens is currently the medical director of LaserAway, an aesthetic clinic, since October of 2023. He is also currently employed as a Virtual Collaborator for medication-assisted treatment (MAT) and psychiatric services, for Pursue Care, located in Indianapolis, IN since October 2023. He has been a telehealth admitting physician for Union Health Hospital in Terre Haute, IN since March of 2022. He has also been a Nocturnist for Indiana Internal Medicine Consultants (IIMC) since November of 2018. He was previously an Associate Program Director for Miami Valley South in Dayton, OH for one (1) year. He was a Geriatric Hospitalist for The Christ Hospital in Cincinnati, OH for two (2) years. He was the Medical Director of the Nocturnist Program for IIMC in Greenwood, IN for four (4) years. He received his medical degree from Midwestern University-

Arizona College of Osteopathic Medicine in June of 2007. He completed his residency in Internal Medicine at Indiana University School of Medicine in 2010.

Berel Elewitz is currently a paramedic for Bronx Care Hospital since June of 2023. He is also a current nursing student with expected graduation of June 2025. He also is a current partner of BeGroup NY LLC, and is responsible for strategic planning, financial management, legal and regulatory compliance, safety, and quality assurance. He formerly worked as a medical assistant at Perfect Health Boro Park LLC for six (6) months. Prior to this he was the manager of Mevakshei Torah school for two (2) years. He was also a teacher and supervisor at Catapult Learning LLC for two (2) years.

Tziporah Elewitz is a current partner of BeGroup NY LLC, and is responsible for strategic planning, financial management, legal and regulatory compliance, safety, and quality assurance. She previously worked as a medical assistant at an urgent care center, Perfect Health Medical Center, assisting providers with vital sign measurements, examinations, and specimen collections for two (2) years. She also previously volunteered at Ezras Cholim Yad Ephraim providing kosher meals to patients at hospitals for two (2) years. Prior to this she was a volunteer for three (3) years at Mekimi, a Social Services Organization serving pediatric patients.

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.

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

Total project costs for renovations and the acquisition of moveable equipment are estimated at \$1,547,143, broken down as follows:

Renovation & Demolition	\$1,096,643
Design Contingency	109,664
Construction Contingency	109,664
Architect/Engineering Fees	49,500
Other Fees	50,001
Movable Equipment	121,219
CON Application Fee	2,000
CON Processing Fee	<u>8,452</u>
Total Project Cost	\$1,547,143

The applicant's financing plan appears as follows:

Members' Equity \$1,547,143

BFA Attachment A presents the members' net worth, showing they have sufficient resources to meet the equity requirement.

Operating Budget

The applicant has submitted first and third-year operating budgets in 2024 dollars, as summarized below:

	<u>Year One</u>		<u>Year Three</u>	
	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>
Revenues:				
Medicaid-FFS	\$172.42	\$19,828	\$172.42	\$23,794
Medicaid-MC	\$172.42	297,425	\$172.42	356,909
Medicare-FFS	\$102.16	64,565	\$102.16	77,539
Medicare-MC	\$102.16	64,667	\$102.16	77,539
Commercial-FFS	\$131.79	409,208	\$131.79	491,050
Commercial-MC	\$131.79	606,234	\$131.79	727,481
Private Pay	\$150.00	<u>34,500</u>	\$150.00	<u>41,400</u>
Total		\$1,496,427		\$1,795,712
Expenses:				
Operating	\$93.81	\$1,078,775	\$97.38	\$1,343,811
Capital	<u>\$23.61</u>	<u>271,470</u>	<u>\$20.27</u>	<u>279,705</u>
Total	\$117.42	\$1,350,245	\$117.65	\$1,623,516
Net Income		\$146,182		\$172,196
Total Visits		11,500		13,800

Utilization broken down by payor source during Year One and Year Three is as follows:

<u>Payor:</u>	<u>Year One</u>		<u>Year Three</u>	
	<u>Visits</u>	<u>%</u>	<u>Visits</u>	<u>%</u>
Medicaid-FFS	115	1.00%	138	1.00%
Medicaid-MC	1,725	15.00%	2,070	15.00%
Medicare-FFS	632	5.50%	759	5.50%
Medicare-MC	633	5.50%	759	5.50%
Commercial-FFS	3,105	27.00%	3,726	27.00%
Commercial-MC	4,600	40.00%	5,520	40.00%
Private Pay	230	2.00%	276	2.00%
Charity	<u>460</u>	<u>4.00%</u>	<u>552</u>	<u>4.00%</u>
Total	11,500	100%	13,800	100%

The following is noted for the submitted budget:

- The Medicaid Fee for Service (FFS) rate is based upon the published Medicaid rate. Medicaid Managed Care Plans (MMCPs) generally follow NYS Medicaid FFS billing guidance and methodologies for Article 28 facility-based payment.
- The Medicare rate is based on the published regional rate (New York Area 04) for CPT 99213, medical evaluation and management service. The Commercial payors pay, on average, 129% of Medicare's FFS rates. Private pay rates are based on the fees accepted within the region.
- Salaries and benefits are based on average regional rates based on experience of similar facilities. Rent expense was based on the lease, supported by rent reasonableness letters. Utility and other costs associated with the site are based on the experience of similar regional facilities.

Lease Rental Agreement

The applicant has submitted an executed lease for the proposed site, the terms of which are summarized below:

Date:	January 5, 2023
Premises:	4,920 square feet located at 64-35 108 th Street, Forest Hills, NY 11375
Landlord:	Renali Realty, LLC
Lessee:	ITB Medical Group, LLC
Term:	15 years, three (3) renewals of 5-year term
Rental:	\$144,000 year one (\$47.80 per sq. ft.) 5% annual increases
Provisions:	Utilities, Maintenance, and Insurance

Assignment and Assumption of Lease

The applicant has submitted an executed assignment and assumption of the lease agreement:

Date:	December 29, 2023
Assignor:	ITB Medical Group, LLC
Assignee:	Harmony FH, LLC
Assignment:	Assignor sells, conveys, assigns, transfers, and delivers to the Assignee all rights, titles, and interests of the Assignor in the lease

The applicant has submitted an affidavit attesting that the lease is an arms-length agreement between Renali Realty, LLC and ITB Medical Group, LLC, and the assignment and assumption agreement is a non-arms-length agreement. The applicant has also submitted letters from two New York State real estate brokers attesting that the rental rate is fair market value.

Capability and Feasibility

Total project costs of \$1,547,143 will be met with members' equity. Working capital requirements are estimated at \$270,586, based on two months of third-year expenses, and will be funded from members' equity. BFA Attachment A, Net Worth Statements of Proposed Members of Harmony FH, LLC, shows the members have sufficient resources to meet all the equity requirements. BFA Attachment B, Harmony FH, LLC's Pro Forma Balance Sheet, shows the Harmony will have \$1,817,729 in members' equity as of the first day of operations. The Center projects an operating surplus of \$146,182 and \$172,196 in the first and third years. The applicant's budgets appear to be reasonable.

Conclusion

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

Health Equity Impact Assessment

Health Equity Impact Assessment Summary

The Independent Entity evaluated data from several sources to understand the health equity impacts of establishing a new diagnostic and treatment center in Forest Hills, Queens. The Applicant estimates that most patients will be low-income people, older adults, racial and ethnic minorities, immigrants, and people with disabilities. The primary care center will increase access for Asian and Hispanic individuals who comprise about half of the population. All engaged stakeholders (9) indicated full support of the project. However, feedback lacked variety and input from certain medically underserved groups.

The establishment of the center will help reduce health disparities and improve the patient experience among vulnerable groups. It is conveniently located and offers medical specialty services (e.g. cardiovascular health) that are in high demand for older adults with chronic conditions. The center will provide Medicaid-covered and free care and will employ multilingual staff and translation services which will help cultivate effective communication and attract a diverse group of patients. Moreover, the center plans to employ at least 50% female staff and accommodate and treat patients of any sexual orientation. The project will increase job opportunities and boost the local economy. Potential negative impacts are unanticipated; however, language and communication barriers may occur. The Applicant submitted a detailed mitigation plan to address these concerns.

Conclusion

The information and analysis presented in the Health Equity Impact Assessment and the applicant's mitigation plan demonstrate the proposed project will not result in any significant adverse health equity impacts.

Attachments

BHFP Attachment	Map
BFA Attachment A	Net Worth Statements of Proposed Members of Harmony FH, LLC d/b/a Harmony Health
BFA Attachment B	Pro Forma Balance Sheet of Harmony FH, LLC d/b/a Harmony Health
OHEHR Attachment	Health Equity Impact Assessment Report



Project # 241202-B
NY Metabolic & Wellness Center

Program: Diagnostic and Treatment Center **County:** Kings
Purpose: Establishment and Construction **Acknowledged:**

Executive Summary

Description

NY Metabolic & Wellness Center, LLC, an existing limited liability company, requests approval to establish and construct a new Diagnostic and Treatment Center (D&TC) in leased space at 2776 Ocean Avenue, Brooklyn, New York. The Center will provide primary care and other medical specialties focusing on diabetes care.

The establishment of this D&TC is part of the applicant's plan to expand comprehensive, integrated primary care and other medical specialties, providing, Primary Care, Gynecology, pediatrics, Endocrinology, Behavioral Health Services, Podiatry, Gastroenterology, Oncology, Neurology, Rheumatology, Cardiology, Ophthalmology, and Urology. With the establishment of this facility, NY Metabolic seeks to reduce preventable admission for patients in the community, as well as improve overall health, prevent illness, and educate the community.

The sole member of NY Metabolic & Wellness Center, LLC is Iraklii Buziashvili, MD, who will also act as the Medical Director. The applicant has a transfer and affiliation agreement with Mount Sinai Brooklyn Hospital, 2 miles and 6 minutes away.

OPCHSM Recommendation
Contingent Approval

Need Summary

The applicant projects 23,839 visits in Year One and 35,942 in Year Three with 63% Medicaid and 2% Charity Care.

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 \$5,327,508 will be met with \$532,752 in member equity and a bank loan of \$4,794,756 at a ten-year interest rate of 7%.

<u>Budget:</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$4,910,975	\$7,404,262
Expenses	4,561,379	6,098,300
Net Income	\$349,596	\$1,305,962

Health Equity Impact Assessment

This project does not meet the requirements for a Health Equity Impact Assessment under Section 2802-B of the PHL.

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 with a local acute care hospital, acceptable to the Department of Health. [HSP]
3. Submission of a bank loan commitment that is acceptable to the Department of Health. [BFA]
4. Submission of a working capital loan commitment that is acceptable to the Department of Health. [BFA]
5. The submission of State Hospital Code (SHC) Drawings for review and approval, as described in BAER Drawing Submission Guidelines DSG-1.0. [AER]
6. The submission of Engineering (MEP) Drawings for review and approval, as described in BAER Drawing Submission Guidelines DSG-1.0 [AER]

Approval conditional upon

1. This project must be completed by **April 1, 2026**, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [PMU]
2. Construction must start on or before **July 1, 2025**, and construction must be completed by **January 1, 2026**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [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

September 12, 2024

Need Analysis

Project Description

NY Metabolic & Wellness Center, LLC (NY Metabolic) is seeking approval to establish and construct a new Diagnostic and Treatment Center (D&TC) at 2776 Ocean Avenue, Brooklyn (Kings County) NY 11229. The proposed services include Medical Services - Primary Care, Medical Services - Other Medical Specialties, Optometry O/P, and Podiatry O/P. They plan to provide Gastroenterology, Urology, Rheumatology, Neurology, Oncology, Endocrinology, Behavioral Health Services, Cardiology, and Ophthalmology services.

The Center will promote an integrated, patient-centered model of health care delivery for specialized patient populations including those at risk of complications from diabetes, prediabetes, and other metabolic conditions.

NY Metabolic recognizes the high rates of obesity and diabetes in the target areas and will focus on education, prevention, and diagnosis as well as treatment to obtain better health outcomes for those living in the community, reduce complications from diabetes, use of Emergency Departments at local hospitals, and hospitalizations, as well as save healthcare costs.

Background and Analysis

The Center will provide services to residents within the areas of Kings County known as Sheepshead Bay, Brighton Beach, Home Crest, and Midwood, as well as Brooklyn as a whole. The proposed location is in a Health Professional Shortage Area for primary care, dental care, and mental health. The population of Kings County is estimated to increase to 2,854,617 by 2029 per projection data from the Cornell Program on Applied Demographics, an increase of 6.5%. Demographics for the primary service area are noted below including a comparison with New York State.

Demographics	Kings County	New York State
Total Population	2,679,620	19,994,379
Hispanic or Latino (of any race)	18.9%	19.5%
White (non-Hispanic)	36.1%	53.8%
Black or African American (non-Hispanic)	28.3%	13.8%
Asian(non-Hispanic)	11.9%	8.8%
Other (non-Hispanic)	4.8%	4.1%

Source: 2022 American Community Survey (5-Year Estimates Data Profiles)

In 2022, 93.7% of the population of Kings County had health coverage as follows:

Employee plans	40.9%
Medicaid	33%
Medicare	8.2%
Non-group plans	11.4%
Military or VA plans	0.278%

Source: Data USA

The projected payor mix includes:

Applicant Projected Payor Mix		
Payor	Year One	Year Three
Commercial	14%	14%
Medicare	18%	18%
Medicaid	63%	63%
Private Pay	3%	3%
Charity Care	2%	2%
Other	0%	0%

The applicant projects 23,839 visits in Year One and 35,942 visits in Year Three.

The Center will be operational six days per week as follows:

- Monday through Friday – 8:00 AM to 6:00 PM
- Saturday – 8:00 AM to 2:00 PM
- Evening and extended hours will be provided as needed.

The applicant will enter into a Transfer and Affiliation Agreement with Mt. Sinai Brooklyn, 2 miles and 6 minutes away, to establish a referral system for patients in need of hospitalization and those patients being discharged and in need of follow-up care.

Prevention Quality Indicators (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 PQI rates for 2021 related to this application, indicating that the service area has some higher PQI rates than New York State.

Hospital Admissions per 100,000 Adults		
PQI Name	Kings County	New York State
Diabetes Short-Term Complications	76	71
Diabetes Long-Term Complications	127	117
Chronic Obstructive Pulmonary Disease or Asthma	236	239
Hypertension	71	70
Heart Failure	393	377
Bacterial Pneumonia	56	88
Uncontrolled Diabetes	66	49
Urinary Tract Infection	77	105
Prevention Quality Overall Composite	1,033	1,050

Conclusion

Approval of this project will allow for increased access to Medical Services - Primary Care, Medical Services - Other Medical Specialties, Optometry O/P, and Podiatry O/P services for the residents of Kings County.

Program Analysis

Program Proposal

Proposed Operator	NY Metabolic and Wellness Center, LLC
To Be Known As	NY Metabolic and Wellness Center
Site Address	2776 Ocean Avenue Brooklyn, NY 11229 Kings County
Specialties	Medical Services-Primary Care Podiatry O/P Optometry O/P Medical Services-Other Medical Specialties Endocrinology Behavioral Health Gastroenterology Oncology Neurology Rheumatology Cardiology Ophthalmology Urology
Hours of Operation	Monday through Friday 8 am to 6 pm Saturday 8 am to 2 pm Evenings and extended hours as needed
Staffing (1st Year / 3rd Year)	27.83 FTEs / 47.44 FTEs
Medical Director(s)	Irakli Buziashvili, MD
Emergency, In-Patient and Backup Support Services Agreement and Distance	Expected to be provided by Mt. Sinai Brooklyn 2.0 miles / 6 minutes away

The table below show the projected FTEs in Year One and Year Three after completion of the project:

Position	Year One	Year Three
Management and Supervision	1.2	1.2
Technician and Specialist	2.0	4.0
Registered Nurses	2.0	4.0
Aides, Orderlies, and Attendants	7.0	12.0
Physicians	6.13	9.24
Physicians' Assistants	1.0	1.0
Nurse Practitioners	1.5	3.0
Social Workers and Psychologists	1.0	2.0
Infection Control	2.0	4.0
Clerical and Other Administrative	3.0	5.0
Diabetes Educator	1.0	2.0
Totals	27.83	47.44

Character and Competence

The sole member of NY Metabolic and Wellness Center is:

Name	Ownership Interest
<i>Iraklii Buziashvili, MD</i>	100.00 %
Total	100.00%

Dr. Iraklii Buziashvili is the proposed sole member and Medical Director. He has owned and operated his own private practice, Dr. Buzz Medical P.C. since 2017, specializing in Endocrinology, Diabetes, and Men's Health. He is currently an Attending Physician at New York Community Hospital since 2020 and at Mount Sinai Brooklyn Hospital since 2017. He was an Attending Physician at Maimonides Medical Center's Outreach Office for 3 years. He received his Board Certification in Endocrinology and Metabolism in 2012 and has been Board Certified in Internal Medicine in 2010. He received his medical degree from The First Moscow State Medical University in Moscow, Russia in 1999. He has had his NYS Medical License since 2011. Dr. Buziashvili completed his residency in Internal Medicine at Winthrop University Hospital in 2010 and his fellowship in Endocrinology, Diabetes, and Metabolism at Winthrop University Hospital in 2012. He also completed a fellowship in Male Reproduction at NSLIJ Arthur Smith Institute for Urology in 2012.

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.

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 total project cost, which is for new construction and the acquisition of moveable equipment, is estimated at \$5,327,508, detailed as follows:

New Construction	\$3,147,938
Design Contingency	314,794
Construction Contingency	160,453
Planning Consultant Fees	10,000
Architect/Engineering Fees	244,500
Other Fees (Consultant)	50,000
Moveable Equipment	1,178,855
Financing Costs	98,192
Interim Interest Expense	91,646
CON Fee	2,000
Additional Processing Fee	<u>29,130</u>
Total Project Cost	\$5,327,508

The applicant's financing plan appears as follows:

Equity (Member)	\$532,752
Bank Loan (7% for a ten-year term)	\$4,794,756

Operating Budget

The applicant submitted an operating budget, in 2024 dollars, for the first and third years of operation, summarized below:

	<u>Per Visit</u>	Year One <u>Total</u>	<u>Per Visit</u>	Year Three <u>Total</u>
Revenues:				
Commercial FFS	\$240	\$572,160	\$240	\$862,560
Commercial MC	\$204	\$194,412	\$204	\$293,352
Medicare FFS	\$240	\$858,240	\$240	\$1,293,840
Medicare MC	\$204	\$145,860	\$204	\$219,912
Medicaid FFS	\$229	\$109,376	\$229	\$164,866
Medicaid MC	\$195	\$2,834,302	\$195	\$4,273,282
Private Pay	\$275	\$196,625	\$275	\$296,450
Total Revenues		\$4,910,975		\$7,404,262
Expenses:				
Operating	\$117.85	\$2,809,345	\$123.18	\$4,427,444
Capital	<u>\$73.49</u>	<u>\$1,752,034</u>	<u>\$46.49</u>	<u>\$1,670,856</u>
Total Expenses:	\$191.34	\$4,561,379	\$169.67	\$6,098,300
Net Income		\$349,596		\$1,305,962
Utilization: (Visits)		23,839		35,942

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

- Expense assumptions are based on the historical experience of other D&TCs in the geographical area. Expenses increase from Year One to Year Three are due to the increase of FTEs and related costs.
- Utilization assumptions are based on the historical experience of other D&TCs in the geographical area.

- Revenues are based on current reimbursement methodologies for primary care services and other medical specialties.

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

	<u>Year One</u> <u>(2025)</u>	<u>Year Three</u> <u>(2027)</u>
Commercial FFS	10.00%	10.00%
Commercial MC	4.00%	4.00%
Medicare FS	15.00%	15.00%
Medicare MC	3.00%	3.00%
Medicaid FFS	2.00%	2.00%
Medicaid MC	61.00%	61.00%
Private Pay	3.00%	3.00%
Charity Care	<u>2.00%</u>	<u>2.00%</u>
Total	100.00%	100.00%

Lease Rental Agreement

The applicant has submitted an executed lease rental agreement for the site that they will occupy, which is summarized below:

Premises	17,568 square feet located at 2776 Ocean Avenue, Brooklyn, New York.
Lessor	2776 Ocean Avenue, LLC
Lessee	NY Metabolic & Wellness Center, LLC
Term	10 years
Rental	\$900,000 annually (\$51.23 per sq.ft.)
Provisions	The lessee shall be responsible for real estate taxes, maintenance, and utilities.

The applicant has provided two (2) real estate letters in support of the rent reasonableness of the rent. The lease will be considered a non-arms-length lease arrangement since there is a relationship between the lessor and the lessee.

Capability and Feasibility

The total project costs of \$5,327,508 will be met with \$532,752 in equity through the sole member's personal resources and a bank loan of \$4,794,756 at a 7% interest rate for a ten-year term. The applicant has submitted a letter of interest regarding the financing.

Working capital requirements are estimated at \$1,016,383, equivalent to two months of third-year expenses. The applicant will finance \$508,191 at an interest rate of 7% for a three-year term. The remainder, \$508,191, will be met with equity from the sole member's resources. Presented as BFA Attachment A is the Personal Net Worth Statement of the sole member of NY Metabolic & Wellness Center, LLC, which indicates the availability of sufficient funds to meet the total project cost and working capital requirement. Presented as BFA Attachment B is the Pro Forma Balance Sheet as of the first day of operation, which indicates a positive net asset position of \$1,040,944.

The submitted budget, which indicates a net income of \$349,596 and \$1,305,962 during the first and third years, respectively, is based on current reimbursement methodologies for primary care and other medical specialties. The budget appears reasonable.

Conclusion

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

Attachments

BHFP Attachment	Map
BFA Attachment A	Personal Net Worth statement of the sole member of NY Metabolic & Wellness Center
BFA Attachment B	Pro Forma Balance Sheet as of the first day of operation



Project # 241211-E
IDCC Health Services

Program: Diagnostic and Treatment Center
Purpose: Establishment

County: Kings
Acknowledged: May 13, 2024

Executive Summary

Description

Interborough Developmental and Consultation Center, Inc. (Interborough), a New York not-for-profit corporation, requests approval to be established as the new operator of S.L.A. Associates, LLC d/b/a IDCC Health Services, an Article 28 Diagnostic and Treatment Center the Center) at 201 Kings Highway, Brooklyn (Kings County).

Conversion of the operator to a not-for profit corporation is necessary to qualify for Federally Qualified Health Center (FQHC) Look-Alike status. IDCC Health Services is comprised of a main site and two (2) extension clinics. All three (3) existing sites will continue to operate with Interborough as the new operator. There will be no change in the certified services for any clinic sites.

The current operator is S.L.A. Associates, LLC d/b/a IDCC Health Services. Interborough Developmental and Consultation Center, Inc. is the sole member. The proposed operator is Interborough Developmental and Consultation Center, Inc. d/b/a IDCC Health Services. Interborough operates outpatient mental health clinics in the Canarsie, Coney Island, Crown Heights, Flatbush, and Williamsburg sections of Brooklyn. They also provide mental health services in a number of NYC Department of Education (DOE) public schools.

Igor Zakharov, D.O., board-certified in Osteopathic Medicine, will continue to serve as the Center's Medical Director. The applicant has an existing Transfer and Affiliation Agreement

for backup and emergency services with Maimonides Midwood Community Hospital, located 2.2 miles (23 minutes travel time) from the Center.

OPCHSM Recommendation
Contingent Approval

Need Summary

The applicant projects 40,985 visits in Year One and Year Three, with 40% Medicaid and 47% Medicare.

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

There are no project costs associated with this application.

Budget:	Year One	Year Three
	2024	2026
Revenues	\$5,466,977	\$6,642,161
Expenses:	8,386,627	8,386,627
Gain/(Loss)	(\$2,919,650)	(\$1,744,466)

Health Equity Impact Assessment

This project does not meet the requirements for a Health Equity Impact Assessment under Section 2802-B of the PHL.

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 building lease assignment agreement acceptable to the Department of Health. [BFA].

Approval conditional upon:

1. This project must be completed by **one year from the date of the recommendation letter**, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [PMU]
2. 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]
3. 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

September 12, 2024

Need Analysis

Project Description

Interborough Developmental and Consultation Center (IDCC), an existing New York State not-for-profit corporation, is seeking approval to be established as the new operator of an existing Article 28 diagnostic and treatment center (D&TC) at 201 Kings Highway, Brooklyn New York 11223. The current operator of the D&TC is S.L.A. Associates, LLC and doing business as "IDCC Health Services".

IDCC Health Services is comprised of a main site and two extension clinics. All three existing sites will continue to operate with IDCC as the new operator. There will be no change in the certified services for any of the clinic sites as a result of this application.

Background and Analysis

The service area is Kings County. The facility is located in a Health Professional Shortage Area for Dental Health, Mental Health, and Primary Care. The facility is also located in a Medically Underserved Area. The population of Kings County is estimated to increase to 2,854,617 by 2029 per projection data from the Cornell Program on Applied Demographics, an increase of 6.5%. Demographics for the primary service area are noted below including a comparison with New York State.

Demographics	Kings County	New York State
Total Population	2,679,620	19,994,379
Hispanic or Latino (of any race)	18.9%	19.5%
White (non-Hispanic)	36.1%	53.8%
Black or African American (non-Hispanic)	28.3%	13.8%
Asian(non-Hispanic)	11.7%	8.8%
Other (non-Hispanic)	5.0%	4.1%

Source: 2022 American Community Survey (5-Year Estimates Data Profiles)

In 2022, 93.7% of the population of Kings County had health coverage as follows:

Employee plans	40.9%
Medicaid	33%
Medicare	8.2%
Non-group plans	11.4%
Military or VA plans	0.278%

Source: Data USA

The projected payor mix is included below.

Applicant Projected Payor Mix			
Payor	Current	Year One	Year Three
Commercial	10.80%	10.80%	10.80%
Medicare	46.84%	46.84%	46.84%
Medicaid	39.87%	39.87%	39.87%
Private Pay	2.48%	2.48%	2.48%
Total Visits	40,985	40,985	40,985

According to the applicant, the proposed center will focus on continuing to provide services to the underserved population of the Southern Brooklyn area. The facility will focus on addressing health disparities in the area by providing primary care and other medical specialties.

The hours of operation of the new main site will be Monday through Thursday: 8:30 AM-10 PM, Friday 8:30 AM – 6:00 PM, and Saturday 9 AM-10 PM. The Center will extend its hours as necessary to accommodate patient needs.

Prevention Quality Indicators (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 PQI rates for 2021 related to this application which indicates that the county has higher PQI rates than New York State.

Hospital Admissions per 100,000 Adults		
PQI Name	Kings County	New York State
Diabetes Short-Term Complications	76	71
Diabetes Long-Term Complications	128	118
Chronic Obstructive Pulmonary Disease or Asthma	236	239
Hypertension	71	70
Heart Failure	394	378
Bacterial Pneumonia	57	88
Uncontrolled Diabetes	67	49
Prevention Quality Overall Composite	1033	1050

Conclusion

Approval of this project will allow for continued access to Medical Services - Primary Care, Medical Services - and Other Medical Specialties for the residents of Kings County.

Program Analysis

Project Proposal

Proposed Operator	Interborough Developmental and Consultation Center, Inc.
To Be Known As	IDCC Health Services
Site Address	<ul style="list-style-type: none"> • Main site located at 201 Kings Highway, Brooklyn, New York 11223 (PFI 9924) • Extension clinic located at 445 Kings Highway, Brooklyn, New York 11223 (PFI 6449) • Extension clinic located at 2846 Stillwell Avenue, Brooklyn, New York 11224 (PFI 10279)
Specialties	<i>No Changes to Services</i> , Services currently provided: Medical Services - Primary Care, Medical Services - Other Medical Specialties, Dental O/P, Podiatry O/P, Therapy - Physical O/P
Hours of Operation	Monday through Thursday: 8:30 AM-10 PM, Friday 8:30 AM – 6:00 PM, and Saturday 9 AM-10 PM
Staffing (1st Yr / 3rd Yr)	41.59 FTEs / 41.59 FTEs
Medical Director(s)	Igor Zakharov, DO
Emergency, In-Patient and Backup Support Services Agreement and Distance	Maimonides Midwood Community Hospital 2.2 miles / 23 minutes away

The Center has an existing Affiliation and Transfer Agreement with Maimonides Health for back-up hospital services. The closest Maimonides Health hospital to the Center's main site is Maimonides Midwood Community Hospital at 2525 Kings Hwy, Brooklyn, NY 11229, located 2.2 miles, 23 minutes away. Patients requiring emergency care will be directed to the nearest Emergency Department. Records of all Emergency Department encounters are routinely inserted in the patient's medical record on a timely basis. Patients requiring inpatient hospital care will be admitted to the backup hospital, with the concurrence of the patient. Hospital discharge summaries are also incorporated into the patient's clinic medical record.

Character and Competence

The members of Interborough Developmental and Consultation Center, Inc. are as follows:

Name	Title/Position
Igor Zakharov	Medical Director
Joseph Aryeh	Chairperson
Abram Gersten	CEO/Co-Executive Director
Stephen Gersten	CEO/Co-Executive Director
Tom Bauer	Board Member
Keisha Wilson	Board Member
Luisa Jimenez	Board Member
Mark Feldman	Board Member
Phyllis Pariser	Board Member
Sandra Chatelain	Board Member
Yossef Newman	Treasurer
Zev Bomrind	Corporate Secretary

Igor Zakharov, the Medical Director is a Doctor of Osteopathic Medicine (DO) and a Board-Certified Family Practitioner who has been in practice for more than 20 years. Dr. Zakharov earned a medical degree in Russia, and continued medical education in the United States at the New York Institute of Technology's College of Osteopathic Medicine (Received, 2001). Dr. Zakharov completed an internship program at St. John's Episcopal Hospital and is affiliated with New York Community Hospital. Dr. Zakharov is also a member of the American Association of Family Physicians and the American Osteopathic Association. Dr. Zakharov speaks English, Ukrainian, and Russian. Dr. Zakharov combines classical medical techniques with modern technology along with taking an alternative approach to treating a patient.

Joseph Aryeh, the Chairperson of the Board, is a Multifaceted CPA with significant experience working for real estate operators, managers, developers, and lenders. Aryeh's expertise includes audit and tax oversight, private equity, and hedge fund structures, as well as technical system automation and implementation. Aryeh is currently the Controller at Corigin Holdings, LLC, since 2012. Aryeh received a Bachelor of Science in 1993 from Yeshiva University.

Abram Gertsen, LCSW, JD is the Chief Operating Officer at Interborough Developmental and Consultation Center. Gertsen received a Master of Social Work in 2001 from Yeshiva University, Wurzweiler School of Social Work. Gertsen also received a Juris Doctor in 1995 from Fordham University School of Law. Gertsen serves at IDCC as a Psychiatric Social Worker, conducting weekly individual, family, and group psychotherapy with children, families, and adults.

Stephen Gersten, PsyD is a Licensed Psychologist and Chief Executive Officer at Interborough Developmental and Consultation Center, Inc., since 2017. Gertsen received a Doctor of School/Child Clinical Psychology from Pace University in 2003 and a Master of Science in Education from Pace in 1997.

Tom Bauer, MSW graduated from Yeshiva College Wurzweiler School of Social Work with a master's degree in 1983. Bauer is currently the Director of Operations of Southern Brooklyn Community Organization, Ocean Parkway Community Development Corporation, and Community Organization of Southern Brooklyn since 2011.

Keisha Wilson has over 20 years of experience in healthcare; and provides medical coding audits/reviews and mastered personalized training for physicians, coders, billers, and other qualified healthcare professionals to keep them abreast with the latest guidelines and policy changes while maximizing clinical and financial results. Wilson has received a bachelor's in human services in 2011 from New York City College of Technology.

Luisa Jimenez has served on the Board of Directors of Interborough Developmental and Consultation Center for 31 years and is experienced in the management and operations of a not-for-profit corporation and in the human services sector.

Mark Fieldman, Esq. has served on the Board of Directors for Interborough Developmental and Consultation Center for more than 30 years as Chair of the Audit Committee. Fieldman received a juris doctorate from Hofstra University School of Law in 1976.

Phyllis Pariser has been on the Board of Directors of Interborough Developmental and Consultation Center for more than 30 years. Additionally, Pariser was president of the board and a member of the Compensation Committee, and Board representative at the Incident Review Committee. Pariser received a degree from the NY Institute of Technology in 1970.

Sandra Chatelain, LCSW has served on the Board of Directors of Interborough Developmental and Consultation Center since 2021. Chatelain serves to pursue the provision of affordable mental health services with a specific interest in assisting patients with substance use disorders and the complex PTSD associated. Chatelain received a Master of Social Work from Adelphi University in 1979.

Yossef Newman, CPA is an experienced leader with expertise in applying technology and analytics to accounting information, risk management and assurance. Newman's experience includes working with a wide range of clients including brokerage and investment firms, government securities dealers, mortgage banking entities, and other public and private companies. Newman received a Bachelor of Science in

accounting from Touro College in 1994. Newman is currently an accounting and business professor at Touro and has been since 2014.

Zem Bomrind, Esq. is a corporate and transactional attorney with substantial experience in mergers and acquisition transactions, the general representation of corporations, and the representation of public companies in connection with their SEC compliance and reporting obligations. Bomrind received a law degree at Fordham University School of Law in 1996.

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.

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

Operating Budget

The applicant has submitted first and third-year operating budgets in 2024 dollars, as summarized below:

	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
Revenues:	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>
Medicaid-FFS	\$225	\$668,626	\$225	\$668,626	\$225	\$668,626
Medicaid-MC	\$137	1,837,688	\$137	1,837,688	\$225	3,012,872
Medicare-FFS	\$108	1,911,694	\$108	1,911,694	\$108	1,911,694
Medicare-MC	\$104	158,108	\$104	158,108	\$104	158,108
Commercial-FFS	\$101	448,876	\$101	448,876	\$101	448,876
Private Pay	\$70	71,296	\$70	71,296	\$70	71,296
Other Operating Revenue		<u>370,689</u>		<u>370,689</u>		<u>370,689</u>
Total		\$5,466,977		\$5,466,977		\$6,642,161
Expenses:						
Operating	\$172	\$7,039,450	\$172	\$7,039,450	\$172	\$7,039,450
Capital	<u>\$33</u>	<u>1,347,177</u>	<u>\$33</u>	<u>1,347,177</u>	<u>\$33</u>	<u>1,347,177</u>
Total	\$205	\$8,386,627	\$205	\$8,386,627	\$205	\$8,386,627
Net Income		(\$2,919,650)		(\$2,919,650)		(\$1,744,466)
Total Visits		40,985		40,985		40,985

Utilization broken down by payor source during Year One and Year Three is as follows:

	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
Payor:	<u>Visits</u>	<u>%</u>	<u>Visits</u>	<u>%</u>	<u>Visits</u>	<u>%</u>
Medicaid-FFS	2,968	7.24%	2,968	7.24%	2,968	7.24%
Medicaid-MC	13,374	32.63%	13,374	32.63%	13,374	32.63%
Medicare-FFS	17,683	43.15%	17,683	43.15%	17,683	43.15%
Medicare-MC	1,515	3.70%	1,515	3.70%	1,515	3.70%
Commercial-FFS	4,428	10.80%	4,428	10.80%	4,428	10.80%
Private	<u>1,017</u>	<u>2.48%</u>	<u>1,017</u>	<u>2.48%</u>	<u>1,017</u>	<u>2.48%</u>
Total	40,985	100%	40,985	100%	40,985	100%

The following is noted concerning the submitted budget:

- Revenues are based on the D&TC's actual operation in 2022. The applicant is not anticipating any change in Year One of operations as it's the applicant's understanding that Interborough would not be able to apply for the clinic's FQHC Look-Alike designation until the D&TC has been operating for at least six (6) months under the new proposed operator. The applicant states they have been working with a third party, and the budget is relatively consistent with their initial work.
- Expenses are based on the D&TC's actual operation in 2022. The applicant is not anticipating any change in expenses due to the proposed change in operator. Staffing is based on the current staffing at the main site and its two extension clinics. No change in staffing is expected.

Lease Rental Agreement

The applicant has submitted executed leases for the current sites, the terms of which are summarized below:

Date:	June 16, 2015
Premises:	Main Site located at 201 Kings Highway, (Kings County), NY 11223
Landlord:	Rellim Realty LLC.
Lessee:	S.L.A. Associates, LLC
Term:	Extent to August 31, 2025, one (1) five (5) year renewal
Payment:	Rent is \$246,216 per year as of September 1, 2023, Increases by 5% per year,
Provisions:	Utilities, Maintenance, Insurance and Taxes

A lease assignment is being drafted.

Date:	January 1, 2019
Premises:	Extension Clinic located at 445 Kings Highway, Brooklyn (Kings County), NY 11223
Landlord:	439 Kings Highway, LLC.
Lessee:	445 Kings Highway LLC.
Assignment Date	December 6, 2022
Assignor:	445 Kings Highway LLC.
Assignee	Interborough Developmental and Consultation Center, Inc.
Term:	January 1, 2019 – December 31, 2029
Payment:	Rent is \$239,376 per year as of January 1, 2024. Rent increases by 4% per year.
Provisions:	Utilities, Maintenance, Insurance and Taxes

Date:	January 3, 2017
Premises:	Extension Clinic located at 2846 Stillwell Ave., Brooklyn (Kings County), NY 11224
Landlord:	2846 Realty LLC.
Lessee:	Interborough Developmental and Consultation Center, Inc.
Term:	January 1, 2017 – December 31, 2026, one (1) five (5) year renewal
Payment:	Rent is \$509,849 per year as of January 1, 2024. Rent increases by 3.24% per year and 3% at the start of each renewal period
Provisions:	Utilities, Maintenance, Insurance and Taxes

As the three (3) D&TC sites have existing lease agreements that were previously reviewed and approved by the Department, the applicant is not providing rent reasonableness letters or landlord-tenant affidavits for the clinic sites.

Capability and Feasibility

There are no project costs associated with this application. Interborough is becoming the new operator of IDCC Health Services as a necessary step in the Center's goal to become an FQHC Look-Alike. As a result of the change in operator, the operating budget will not change in Year One. Interborough's Chief Executive Officer has submitted a letter to continue to fund the Center's anticipated losses. BFA Attachment A, Interborough's June 30, 2023, Consolidated Financial Statement shows a positive working capital position, positive net asset position, and excess of revenues over expenses of \$15,757,000.

The submitted budget indicates a net loss of (\$2,919,650) in Year One and (\$1,744,466) in Year Three. BFA Attachment B, Pro Forma Balance Sheet, shows Interborough will start with \$54,285,005 in equity as of the first day of operations. The budget appears reasonable.

Conclusion

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

Attachments

BFA Attachment A	Interborough Development and Consultation Center, Inc. June 30, 2023, Consolidated Financial Statement.
BFA Attachment B	Pro Forma Balance Sheet of Interborough Development and Consultation Center, Inc.
BFA Attachment C	Organizational Chart, Current and Proposed



MEMORANDUM

To: Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

From: Sarah Gold, Senior Attorney
Bureau of Program Counsel

Date: August 15, 2024

Subject: Proposed Dissolution of The Blocher Homes, Inc.

This is to request that the above matter be included on the agendas for the next Establishment and Project Review Committee and Public Health and Health Planning Council (PHHPC) meetings.

The attachments relating to this matter include the following:

- 1) Memorandum to the Public Health and Health Planning Council from Kathy Marks, General Counsel;
- 2) A photocopy of a letter from Legal Counsel requesting approval of the proposed Certificate of Dissolution of The Blocher Homes, Inc. dated February 28, 2024;
- 3) A photocopy of a letter from DOH approving the closure plan of Blocher Homes dated September 9, 2020.
- 4) A proposed verified petition seeking the Attorney General's approval of the filing of the Certificate of Dissolution of The Blocher Homes, Inc., dated March 28, 2024.
- 5) A photocopy of the Certificate of Incorporation for The Blocher Homes, Inc., dated July 3, 1902, Certificate of Report of Existence dated January 30, 1951, Certificate of Type dated July 16, 1973, and Certificate of Amendment dated February 6, 2013;
- 6) A copy of the Bylaws of The Blocher Homes, Inc.;
- 7) Attorney General's approval of the sale of real property by The Blocher Homes, Inc., approved by the Attorney General's Office dated March 2, 2022;
- 8) A copy of the Consents of the Board of Directors of The Blocher Homes, Inc., dated December 22, 2023, approving and authorizing the dissolution;
- 9) Draft Certificate of Dissolution.

MEMORANDUM

To: Public Health and Health Planning Council

From: Kathy Marks, General Counsel *KSM*

Date: August 15, 2024

Subject: Proposed Dissolution of The Blocher Homes, Inc.

The Blocher Homes, Inc. 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.

The Blocher Homes, Inc. (“Blocher Homes”) is a New York not-for-profit corporation formed on July 3, 1902. Blocher Homes currently has 5 directors.

The Plan and Certificate of Dissolution were authorized by majority vote of the Directors on December 22, 2023. A copy of such authorizing resolutions is attached.

Per its Plan of Dissolution, Blocher Homes had previously sought and received permission to sell their only asset, the real property at 135 Evans Street, Williamsville, NY. As a result of the subsequent wind down, the corporation holds no assets and has no outstanding liabilities.

If approved by PHHPC, the submitted Petition and Certificate of Dissolution will then be executed/verified and addressed with the Attorney General’s Office Charities Bureau and Department of State.

There is no legal objection to the proposed Verified Petition, Plan of Dissolution, and the Certificate of Dissolution. The required documents are attached.

Attachments.



Nixon Peabody LLP
1300 Clinton Square
Rochester, NY 14604-1792

Laura N. Quant
Paralegal

Attorneys at Law
nixonpeabody.com
@NixonPeabodyLLP

T / 585.263.1766
F / 585.263.1600
lquant@nixonpeabody.com

March 28, 2024

VIA FEDERAL EXPRESS

New York Department of Health
Division of Legal Affairs
Corning Tower, Room 2464
Empire State Plaza
Albany, New York 12237

**RE: The Blocher Homes
Dissolution**

Dear Sir or Madam:

We are writing to respectfully request the approval of the enclosed Certificate of Dissolution for **The Blocher Homes** ("Corporation") by the New York Department of Health ("DOH").

The Corporation is no longer conducting activities (see attached DOH letter approving Closure Plan) and has no remaining assets or liabilities.

At this time, the Corporation requests consent from DOH to file a Certificate of Dissolution with the New York Secretary of State. Copies of the following materials in support of the Corporation's request are enclosed:

1. Verified Petition submitted to the New York Attorney General, with all exhibits; and
2. Certificate of Dissolution.

Thank you for your time and attention to this matter. Please contact me should you require any additional information.

Very truly yours,

Laura N. Quant
Paralegal

Enclosures



Department of Health

ANDREW M. CUOMO
Governor

HOWARD A. ZUCKER, M.D., J.D.
Commissioner

LISA J. PINO, M.A., J.D.
Executive Deputy Commissioner

CERTIFIED MAIL – RETURN RECEIPT REQUESTED

September 9, 2020

Sent via email:

Ms. Barbara Gorenflo, Administrator
Blocher Homes
135 Evans Street
Williamsville, New York 14221-5527
bgorenflo@beechwoodcare.org

Re: Closure Plan for Blocher Homes

Dear Ms. Gorenflo:

The New York State Department of Health ("Department") has reviewed the original closure plan submitted on July 1, 2020 and the resubmission submitted on July 10, 2020 for Blocher Homes. The updated plan satisfactorily meets the criteria set forth by the Department. It assures the appropriate transfer of residents.

The Department approves the implementation of the closure plan toward successful transfer of all residents by September 30, 2020 which you indicated as your target closure date. At such time that no residents remain in the facility, you are instructed to relinquish your operating certificate to the Department.

Staff from the Western New York Regional Office will work with you to monitor activities as the closure plan commences. Please contact Norine Nickason at (585) 423-8185 if you have any questions or require assistance during this time. Thank you for your cooperation in ensuring the health and safety of your facility's residents throughout the transition period.

Sincerely,

Jennifer L. Treacy, R.Ph.
Acting Deputy Commissioner
Office of Primary Care and
Health Systems Management

cc: N. Nickason
H. Hayes
K. Pergolino
E. Beverly
C. Royal, NYSOFA
A. McGeary, OMH

THE ATTORNEY GENERAL OF THE STATE OF NEW YORK
MAIN PLACE TOWER – SUITE 300A, BUFFALO, NEW YORK 14202

In the Matter of the Application of

THE BLOCHER HOMES, INC.

VERIFIED PETITION

For Approval of Dissolution pursuant to Section 1002
of the Not-for-Profit Corporation Law

TO: THE ATTORNEY GENERAL OF THE STATE OF NEW YORK
COUNTY OF ERIE

Petitioner, The Blocher Homes, Inc., by its attorneys, Nixon Peabody LLP, Anita L. Pelletier, Esq., for its Petition herein respectfully alleges:

1. Petitioner, whose principal office is located in the County of Erie, was incorporated pursuant to New York's Not-for-Profit Corporation Law on July 26, 1902. Copies of Petitioner's Certificate of Incorporation, as amended, as well as complete and current Bylaws are attached as **Exhibits A** and **B**, respectively.

2. The names and residence addresses of all remaining directors and officers of Petitioner are listed below.

Names/Addresses	Titles
Carol M. Forden 12245 Stuart Drive Venice, Florida 34293	Secretary/Director
Dr. Robert Whitney 54 Oakgrove Drive Williamsville, New York 14221	Chair/Director
David Reichard One Concetta Court Getzville, NY 14068	Vice Chair/Treasurer/Director
Daniel P. O'Neill Beechwood Homes 2235 Millersport Hwy Getzville, New York 14068	President/CEO

Names/Addresses

Titles

Kristin M. Anderson
Beechwood Homes
2235 Millersport Hwy
Getzville, New York 14068

Vice President of Finance/CFO

3. The purposes for which Petitioner was organized are:

"...the erection, establishment and maintenance of a home, or homes, for aged persons, upon lands located in the Town of Amherst in the County of Erie and State of New York, to be donated for the purpose by John Blocher, Esq."

4. Petitioner is a charitable corporation.

5. By Petition verified on February 22, 2022, Petitioner applied to the Attorney General pursuant to New York Not-for-Profit Corporation Law Sections 510 and 511-a for approval to sell all or substantially all of Petitioner's assets (Index No. OAG No. BU2022-9) ("501/511 Petition"). A copy of the Attorney General Approval dated March 2, 2022 ("AG Approval") is attached hereto as **Exhibit C**.

6. Pursuant to the AG Approval, Petitioner sold real property located at 135 Evans Street, Williamsville, New York ("Real Property") which was Petitioner's sole remaining asset. The sale closed on June 30, 2022.

7. After closing on the sale of Real Property, Petitioner proceeded to wind down its activities, pay all remaining liabilities and distributed the sale proceeds as well as its remaining assets as set forth in the AG Approval.

8. Petitioner has no assets or liabilities as of the date hereof.

9. The Board of Directors unanimously approved the dissolution as part of its approval of the sale of its assets on February 3, 2021. A copy of the resolution is attached hereto as **Exhibit D**.

10. Petitioner has filed a final financial report on form CHAR500, with all required attachments, with the Charities Bureau showing no assets or liabilities. A copy of the CHAR500 is attached hereto as **Exhibit E**.

11. The New York State Attorney General must consent to the dissolution of the Corporation. No other consents are required.


12. Other than the 510/511 Petition (as defined herein), no previous application for approval of the dissolution has been made.

[SIGNATURE PAGE FOLLOWS]

WHEREFORE, Petitioner requests that the Attorney General approve its Plan of Dissolution and consent to filing the Certificate of Dissolution with New York State, pursuant to the Not-for-Profit Corporation Law Section 1002.

Dated: March 28, 2024

NIXON PEABODY LLP

By: 
Anita L. Pelletier, Esq.

Anita L. Pelletier, Esq.
Nixon Peabody LLP
Counsel for Petitioner
1300 Clinton Square
Rochester, New York 14604

VERIFICATION

STATE OF NEW YORK)
 :SS
COUNTY OF ERIE)

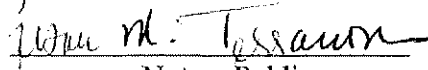
Daniel P. O'Neill, individually, being duly sworn affirms and verifies that he has read the annexed Verified Petition, knows the contents thereof and the same is true to his knowledge, except those matters therein which are stated to be alleged on information and belief, and as to those matters he believes them to be true. His belief, as to those matters herein not stated upon knowledge, are based upon the files maintained by Petitioner.



Name: Daniel P. O'Neill

Title: President/CEO

Sworn to before me this 28th
day of MARCH, 2024



Notary Public

SUSAN M. TERRANOVA
Notary Public, State of New York
Reg. No. 01TE6253055
Qualified in Erie County
My Commission Expires Dec. 19, 2027

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
January 8, 2013.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

State of New York)

County of Erie)

City of Buffalo)

ss:

I, *Daniel J. Kenefick*

Justice of the Supreme Court of the State of New York of the Eighth
Judicial District, within which district the principal office of
"The Blocher Homes", a corporation to be constituted by filing the
annexed certificate, is to be located, do hereby approve of the
incorporation of said "The Blocher Homes" and of the filing of the
annexed certificate.

Dated July 3, 1902.

120

Daniel J. Kenefick

Justice Supreme Court.

STATE OF NEW YORK

STATE BOARD OF CHARITIES

OFFICE AT THE CAPITOL

CAPITOL POST OFFICE BOX 17
TELEPHONE 789 CHAPEL

ALBANY, N.Y. June 17, 1902.

In the matter of the

Incorporation

of

The Blocher Homes.

WHEREAS, Application has been made to the State Board of Charities for its approval of the incorporation of The Blocher Homes, and

WHEREAS, On due inquiry and investigation, it appears to said Board desirable and proper that such "The Blocher Homes" shall be so incorporated,

NOW, THEREFORE, In pursuance of and in conformity with the provisions of Chapter 559 of the Laws of the State of New York, passed May 8, 1895, the said State Board of Charities hereby certifies that it approves of the incorporation of the said "The Blocher Homes", the certificate of incorporation of which is hereunto annexed.

IN WITNESS WHEREOF, the said Board has this 17th day of June, 1902, caused these presents to be subscribed by its officers and its official seal to be hereunto affixed.

Mr. R. Stewart

President.

Rachel W. Smith

Secretary.

CERTIFICATE OF INCORPORATION,
of

THE BLOCHER HOMER.

We, Charles H. Fowler, John Blocher, Phillip S. Merrill,
Charles A. Sweet, John L. Romer, John W. Robinson, Horace P. Chamber-
lain, Frank T. Coppins, George W. Maltby, Albert J. Wheeler, James
Ponton, De Witt G. Greene, H. D., Henry McGrawsmith, George H. Woolley,
Thomas Bagley, H. D., William A. Notman, I. G. Vinton, G. H. Waffles,
G. W. Mayham, Howard D. Waters, Edward J. Binsale, J. I. Stanton,
Nathan P. Pond, Charles J. Brown, H. B. Shantz, J. B. M. Stephens,
George B. Watkins, C. E. Griffiths, Arthur E. Sutherland, Elmer W.
Day and J. M. Duncan, all being residents of the State of New York,
and citizens of the United States, do hereby associate ourselves
together for the purpose of forming a corporation under Article Six
of Chapter Forty-three of the General Laws of the State of New York,
commonly known as the Membership Corporations Law, and for such
purpose do hereby certify and declare:-

First:- The particular object for which such corporation
is to be formed is the erection, establishment and maintenance of
a home, or homes, for aged persons, upon lands located in the Town
of Amherst in the County of Erie and State of New York, to be
donated for the purpose by John Blocher, Esq.

Second.- The name of said corporation is and shall be
"THE BLOCHER HOMER".

Third.- The town in which the principal office of said
corporation is to be located is Amherst, in the County of Erie, and
State of New York.

Fourth.- The number of Directors who shall manage the
affairs of said corporation is and shall be thirty, two-thirds of
said directors shall be members of the Methodist Episcopal Church.

Fifth.- The names and places of residence of the persons to be directors of said corporation until the first annual meeting of said corporation are as follows, to-wit:-

Names.	Residences.
Charles H. Fowler,	Buffalo, N. Y.
John Blocher,	Buffalo, N. Y.
Charles A. Sweet,	Buffalo, N. Y.
John L. Homer,	Buffalo, N. Y.
John W. Robinson,	Buffalo, N. Y.
Horace P. Chamberlain,	Buffalo, N. Y.
Frank T. Coppins,	Buffalo, N. Y.
George W. Hailby,	Buffalo, N. Y.
Albert J. Wheeler,	Buffalo, N. Y.
James Fenton,	Buffalo, N. Y.
De Witt C. Croone, M. D.,	Buffalo, N. Y.
Henry Messersmith,	Buffalo, N. Y.
George H. Woolcy,	Buffalo, N. Y.
Thomas Bagley, M. D.,	Buffalo, N. Y.
William E. Notman,	Buffalo, N. Y.
I. C. Vialon,	Buffalo, N. Y.
G. H. Wattle,	Buffalo, N. Y.
G. W. Haytham,	Buffalo, N. Y.
Howard D. Waters,	Buffalo, N. Y.
Edward J. Nicols,	Buffalo, N. Y.
J. I. Stanton,	Buffalo, N. Y.
Nathan P. Pond,	Rochester, N. Y.
Charles J. Brown,	Rochester, N. Y.
H. B. Shanta,	Rochester, N. Y.
J. B. M. Stephens,	Rochester, N. Y.
George B. Watkins,	Rochester, N. Y.
C. L. Griffiths,	Rochester, N. Y.

Names.

Arthur E. Sutherland,

Edwin V. Day,

J. M. Duncan,

Residences.

Rochester, N. Y.

Rochester, N. Y.

Silver Springs, N. Y.

Article. The time for holding the annual meetings of the said corporation shall be the second Tuesday of April in each year, at twelve o'clock noon.

IN WITNESS WHEREOF we have hereunto set our hands, this
day of April, A. D. 1902.

Charles H. Fowler,

P. S. Merrill

John L. Barker

Geo W. Malby

Charles A. Quail

Grath Galloway

Alvin Tutinland

John S. Stephens

George B. Waitman

H. B. Shank

Oliver V. Day

Charles L. Smith

N. P. Frost

Charles Brown

Edw. C. Grier

E. M. Watters

John B. Blocher

J. J. Stanton

Edward J. Eisele

J. G. Visions

James Benton

Howard D. Waters

H. M. Munn

St. P. Chubb

John H. Robinson

G. M. Mayhew

Thomas Bagley

Wm. A. Norman

F. J. Copping

Albert J. Wheeler

J. M. Duncan

State of New York,

County of Erie,

ss:

City of Buffalo

On this 1st day of April in the year One thousand nine hundred and Two before me, the subscriber, personally appeared

Charles H. Foster P. S. Merrill John L. Rourke

to me personally known to be the same persons described in and who executed the foregoing instrument, and They duly acknowledged to me that They executed the same.

Wm. J. H. H. H. H.
Commissioner of Deeds
IN AND FOR BUFFALO, N. Y.

State of New York,
County of ~~Richmond~~ ^{Monroe}, ss:
City of ~~Richmond~~ ^{Rochester}.

On this 17th day of April, 1902, before
me, the subscriber, personally appeared

John B. M. Stephens

to me known to be the same person described in and who executed
the foregoing instrument and who duly acknowledged to me that they
executed the same.

Sarah H. Newman

George J. P. P. P.

State of New York,
County of ~~Richmond~~ ^{Monroe}, ss:
City of ~~Richmond~~ ^{Rochester}.

On this 17th day of April, 1902, before
me, the subscriber, personally appeared

Arthur E. Sniderland
George B. Watkins; M. B. Shantz; Elmer H. Day;
Charles L. Griffith & N. O. Paul

to me known to be the same persons described in and who executed
the foregoing instrument, and who duly acknowledged to me that they
executed the same.

John N. Gilman

Special Deputy Clerk
mon. lis.

State of New York,
County of Monroe, ss:
City of Rochester.

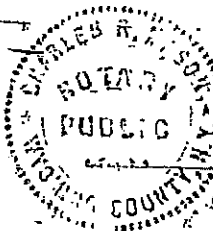
On this 17th day of April, 1908, before me
the subscriber, personally appeared Nathan P. Ford, Charles J.
Brown, H. B. Shasta, J. D. M. Stephens, George H. Watkins, C. L.
Wilcocks, Arthur E. Butherford and William W. Day, to me known to
be the same persons described in and who executed the foregoing
instrument and who duly acknowledged to me that they executed the
same.

Chas L Schoener
Notary Public

State of New York,
County of Wyoming, ss:
of Silver Springs.

On this 29th day of April, 1908, before
me, the subscriber, personally appeared J. H. Duncan to me known
to be the same person described in and who executed the foregoing
instrument and who duly acknowledged to me that they executed the
same.

C. R. Mason
Notary Public



State of New York

County of Erie

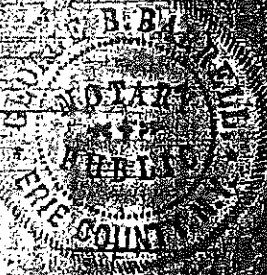
887

Notary Public

On the 25 day of April in the year One thousand nine hundred and 19 before me, the subscriber, personally appeared John A. Rattles and W. S. Coffey to me personally known to be the same persons described in and who executed the foregoing instrument, and they acknowledged to me that they executed the same.

Geo B Barrell

Notary Public
Erie County



887

On the 25 day of April in the year One thousand nine hundred and 19 before me, the subscriber, personally appeared John A. Rattles to me personally known to be the same person described in and who executed the foregoing instrument, and he acknowledged to me that he executed the same.

Geo B Barrell

Notary Public
Erie County



State of New York,

County of Erie,

ss:

City of Buffalo,

On this 16th day of April in the year One thousand nine hundred and two before me, the subscriber, personally appeared Chas. W. Smith, Charles Hurst, E. A. Woolley, John Blocher, J. H. Stanton, Edward J. Smith, and J. E. Vichon to me personally known to be the same persons described in and who executed the foregoing instrument, and they duly acknowledged to me that they executed the same.

Ray J. Romer

Commissioner of Deeds

For And For Buffalo, N. Y.

State of New York,

County of Erie,

ss:

City of Buffalo,

On this 24th day of April in the year One thousand nine hundred and two before me, the subscriber, personally appeared James Stanton, Rogers S. Waters, Henry Messersmith, A. R. Chamberlain, John W. Robinson, and DeWitt C. Green to me personally known to be the same persons described in and who executed the foregoing instrument, and they duly acknowledged to me that they executed the same.

Ray J. Romer

Commissioner of Deeds

For And For Buffalo, N. Y.

State of New York,

County of Erie,

ss:

City of Buffalo,

On this 15th day of April in the year One thousand nine hundred and two before me, the subscriber, personally appeared Albert J. Wheeler and G. W. Maythorn to me personally known to be the same persons described in and who executed the foregoing instrument, and they duly acknowledged to me that they executed the same.

Ray J. Romer

Commissioner of Deeds

For And For Buffalo, N. Y.

Booster House

file case 7

for review
etc.

Page 120

STATE OF NEW YORK
OFFICE OF THE SECRETARY OF STATE

JUL 20 1902

Booster House
MAY 3 1902

ROMER & HARRINGTON,

ATTORNEYS AND COUNSELLORS,

60 AND 62 West Twenty-Ninth Street, New York,

RECEIVED, N. Y.

Adm. Cor. 14 Fol.

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
January 8, 2013.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

THE BLOCHER HOMES

WILLIAMSVILLE, NEW YORK

ADDRESS ALL CORRESPONDENCE TO
THEODORE A. BURD, SEC'Y-TREAS.
115 ERIE COUNTY BANK BLDG.
BUFFALO, NEW YORK

CERTIFICATE OF REPORT OF EXISTENCE


of

THE BLOCHER HOMES.

Pursuant to Section Fifty-seven (57)^{1/2} of the Membership Corporations Law, the undersigned DOES HEREBY CERTIFY that:

1. The name (original and present) of the corporation is THE BLOCHER HOMES.
2. The date of the filing of the certificate of incorporation of said corporation in the office of the Department of State was July 24, 1902.
- 238-3. The law under which said corporation was formed is Membership Corporation Law; and
4. The existence of said corporation is hereby continued.

Dated, at Buffalo, New York,
this 30th day of January, 1951.


Theodore A. Burd
Secretary and Treasurer
of THE BLOCHER HOMES.

State of New York)
County of Erie) ss.

On this 30th day of January, 1951, before me personally appeared THEODORE A. BURD, to me known to be the person described in and who executed the foregoing instrument and duly acknowledged to me that he executed the same.



CARMELLA DI PASQUALE
NOTARY PUBLIC
In and for Erie County, New York
My Commission Expires Mar. 30, 1955

THE BLOCHER HOMES

WILLIAMSVILLE NEW YORK

THEODORE A. BURD, SECRETARY
IN CHARGE OF THE
BUREAU OF THE
NEW YORK

7E X-238
7/26/02 478-120

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED FEB 7 1951

FILED FEB 20 1951

Thomas J. Glavin

Secretary of State

The Blocher Homes
WILLIAMSVILLE, N.Y.

CASE NO. 1-100-100

RECEIVED

NO. 1-100-100

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
January 8, 2013.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

CERTIFICATE OF CHANGE IN NUMBER OF DIRECTORS

of

THE BLOCHER HOMES

Pursuant to Section 30 of the Membership Corporations Law

WE, THE UNDERSIGNED, being a Vice-President and the Secretary, respectively, of THE BLOCHER HOMES, do state and certify:

1. The name of this corporation is THE BLOCHER HOMES;
2. The Certificate of Incorporation was filed on or about the 24th day of July, 1902, in the office of the Secretary of State of the State of New York.
3. The number of directors of the corporation previously authorized by the Certificate of Incorporation is thirty (30), two-thirds of whom shall be members of the Methodist Church, formerly designated as the Methodist Episcopal Church. The number of directors as changed by this certificate shall be not more than thirty (30) and not less than fifteen (15), two-thirds of whom shall be members of said Church.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate this 30 day of August, 1961.

Percy W. Darby
Vice-President

Theodore A. Burd
Secretary

State of New York)

:ss.

County of Erie)

On this 30 day of August, 1961, personally came

PERCY W. DARBY and THEODORE A. BURD, to me personally know, who, being

by me duly and severally sworn, did, each for himself, depose and say that he

said PERCY W. DARBY is Vice-President and said THEODORE A. BURD is

Secretary of THE BLOCHER HOMES, the corporation referred to in the foregoing

certificate and they severally duly acknowledged to me the execution thereof.

Donald J. McCarthy

DONALD J. Mc CARTHY
Notary Public, State of New York
Qualified in Erie County
My Commission expires Mar. 30, 1963

State of New York

County of Erie

: ss.

PERCY W. DARBY and THEODORE A. BURD, being severally
duly sworn, each for himself, deposes and says: that they are, respectively,

Vice-President and the Secretary of THE BLOCHER HOMES, that they were

authorized to execute and file the foregoing certificate of amendment changing

the number of directors of said corporation to not more than thirty (30) and not

less than fifteen (15), pursuant to Section 30 of the Membership Corporations Law,

by the concurring vote of the majority of the members of the corporation present

at the regular annual meeting of said members, held on the 13th day of June, 1961,

upon notice given pursuant to Section 43 of the Membership Corporations Law, and

that they subscribed such certificate by virtue of such authority:

Percy W. Darby
Percy W. Darby

Theodore A. Burd
Theodore A. Burd

Sworn to before me, this

30 day of August, 1961

Donald J. McCarthy

DONALD J. MCCARTHY -
Notary Public, State of New York
Qualified in Erie County
My Commission expires Mar. 30, 1962

recd

7/26/02 - 470-120

*Contract
Cus's*

M

285645

CERTIFICATE OF CHANGE IN

NUMBER OF DIRECTORS

of

THE BLOCHER HOMES

Pursuant to Section 30 of the
~~Membership Corporations Law~~

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED SEP 5-1961

TAX: *None*
FILING FEE: *20*

Charles H. Quinn
Secretary of State

By

J. Tracy

Burd & McCarthy, Esqs.
Erie County Savings Bank
Bldg.
Buffalo 2, New York

4-

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
January 8, 2013.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

CERTIFICATE OF TYPE
OF
NOT-FOR-PROFIT CORPORATION
OF
THE BLOCHER HOMES

Under Section 113 of the Not-For-Profit Corporation Law

The undersigned, being the President and Secretary
of The Blocher Homes, hereby certify:

(1) The name of the corporation is The Blocher
Homes.

(2) The Certificate of Incorporation of the corporation was filed by the State Board of Charities on June 17, 1902 under the Provisions of Chapter 559 of the Laws of the State of New York, passed June 26, 1902.

(3) The post office address to which the Secretary of State shall mail a copy of any notice required by law is:
135 Evans Street, Williamsville, New York 14221.

(4) Under Section 201 (Purposes) of the Not-For-Profit Corporation Law, the corporation is a Type B not-for-profit corporation.

WHEREFORE, the undersigned do execute this certificate.

Joseph H. Yeakel
Rev. Joseph H. Yeakel,
President

Donald H. Meyncke
Donald H. Meyncke,
Secretary-Treasurer

STATE OF NEW YORK)
COUNTY OF ERIE) SS.:

DONALD H. MEYNCKE, being duly sworn, deposes and says that he is the Secretary-Treasurer of The Blocher Homes and that he executed the foregoing Certificate of Type of a not-for-profit corporation; that he has read the Certificate and knows its contents are true.

Donald H. Meyncke
Donald H. Meyncke
Secretary-Treasurer

Sworn to before me this 16th
day of July, 1973.

Norman E. Jos...
Notary Public

NORMAN E. JOS...

Notary Public State of New York

Qualified in Erie County

My Commission expires Aug. 30, 1974

A 88755 -3

7/24/62

470-120

Encls

no type road

B

CERTIFICATE OF TYPE
OF
NOT-FOR-PROFIT CORPORATION
OF

THE BLOCHER HOMES

Pursuant to Section 113 of the
Not-for-Profit Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE
TAX \$ None
FILING FEE \$ 10
FILED JUL 30 1973

John P. Bringer

Secretary of State

15 Erie
Type B

Moot, Sprague, Marcy, Landy, Fernbach & Smythe, Esqs.
Erie County Savings Bank Bldg., Suite 2300
2 Main Place
Buffalo, New York 14202

3

MOOT, SPRAGUE, MARCY, LANDY, FERNBACH & SMYTHE

SUITE 2300
ERIE COUNTY SAVINGS BANK BUILDING
BUFFALO, NEW YORK 14202

130219001188

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
THE BLOCHER HOMES**

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

THE UNDERSIGNED, being the President of The Blocher Homes (the "Corporation"),
hereby certifies:

1. The name of the Corporation and the name under which it was formed is THE BLOCHER HOMES.
2. The Certificate of Incorporation of the Corporation was filed by the Department of State on July 26, 1902, under the provisions of Chapter 559 of the Laws of the State of New York.
3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and it is and shall hereafter continue to be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.
4. Paragraph Second of the of the Certificate of Incorporation relating to The Blocher Homes is hereby amended to read in its entirety as follows:
 - a) Paragraph Second - The name of said corporation is and shall be "The Blocher Homes, Inc."

5. The Certificate of Incorporation of the Corporation is hereby amended to add the service of process address and is hereby amended to read as follows:

a) Paragraph Seventh - The post office address to which the Secretary of State shall mail a copy of any process against Corporation that may be served upon him/her is:

The Blocher Homes, Inc.
Attn: President/CEO
2235 Millersport Highway
Getzville, New York 14068

6. The foregoing amendments to the Certificate of Incorporation of the Corporation were authorized and approved by majority vote of the entire Board of Directors of the Corporation, there being no Members of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of the Certificate of Incorporation of The Blocher Homes and affirms under penalties of perjury that the statements made herein are true this 6th day of February, 2013.



Daniel P. O'Neill, President

UNI-37

130219001188

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
THE BLOCHER HOMES

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

RECEIVED

2013 FEB 15 PM 2:08

Damon & Morey LLP
Avant Building - Suite 1200
200 Delaware Avenue
Buffalo, NY 14202

loc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED FEB 19 2013

TAX \$ _____
BY: hac

Erie

Customer Reference # BLOCH77032

DRAWDOWN

1245

2013 FEB 19 PM 2:00

FILED

**AMENDED AND RESTATED BY-LAWS
OF
THE BLOCHER HOMES, INC.**

Preliminary Note: The Board of Directors of the Corporation adopted By-laws on August 6, 2014 (the "2014 By-laws"). The Board of Directors now wishes to simplify the governance of the Corporation, and toward that end, is amending and restating the 2014 By-laws as set forth herein, effective June 7, 2017.

ARTICLE I

NO MEMBERS

Section 1. No Members. The Corporation shall not have members.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Power of Board and Qualification of Directors. The Corporation shall be managed by its Board of Directors. Each Director shall be at least eighteen years of age. No more than two-thirds of the Directors may at any given time also serve as directors or employees of Beechwood Healthcare Center, Inc. or Asbury Pointe, Inc.

Section 2. Number, Election and Term of Office. The number of Directors shall be not less than three. Until changed by vote of the Board of Directors, as provided herein, the number of Directors constituting the entire Board of Directors shall be fixed at three. The number of Directors may be changed from time to time by vote of a majority of the entire Board of Directors, provided that no decrease in the number of Directors shall shorten the term of any incumbent Director. Directors shall be elected at each Annual Meeting of the Board of Directors. Subject to their earlier resignation or removal, directors shall serve until the next Annual Meeting of the Board of Directors at which directors are regularly elected and until their respective successors have been elected or appointed and qualified.

Section 3. Organization. At each meeting of the Board of Directors, the Chair, or, in the absence of the Chair, the Vice Chair, if any, shall preside. In the absence of either of such officers, a chairperson chosen by a majority of the Directors present shall preside. The Secretary shall act as secretary of the Board of Directors. In the event the Secretary shall be absent from any meeting of the Board of Directors, the meeting shall select its secretary.

Section 4. Resignations and Removal of Directors.

(a) Any Director of the Corporation may resign at any time by giving written notice to the Chair or to the Secretary. Such resignation shall take effect at whatever time may be specified in the notice or, if no time is specified, then on delivery.

(b) Any or all of the Directors may be removed for cause by vote of the Directors, provided there is a quorum present of not less than a majority of the entire Board of Directors.

Section 5. Newly Created Directorships and Vacancies. Vacancies in the Board of Directors and newly created directorships resulting from an increase in the number of Directors shall be filled by the vote of a majority of Directors then in office, regardless of their number. Directors thus elected shall serve until the next Annual Meeting of the Board of Directors at which Directors of the Corporation are regularly elected and until their successors are elected and have qualified.

Section 6. Action by the Board of Directors.

(a) Except as otherwise provided by law or in these by-laws, the act of the Board of Directors means action at a meeting of the Board of Directors at which a quorum is present, by vote of a majority of the Directors present at the time of the vote. Each Director shall have one vote. The business of the Board of Directors and any committees shall be conducted by Robert's Rules of Order.

(b) Action by the Board of Directors or by any committee thereof, may be taken by written consent of all members of the Board or the committee in lieu of a meeting. The resolutions consented to and the written consents shall be filed with the minutes of the Board or committee.

Section 7. Place of Meetings. The Board of Directors may hold its meetings at the principal office of the Corporation, or at any other place (within or outside the State of New York) that it selects from time to time.

Section 8. Regular Meetings. Regular meetings of the Board of Directors shall be held bi-monthly unless the Board decides otherwise. The Annual Meeting of the Board shall be held in June.

Section 9. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the Chair or one third of the entire Board of Directors. Notice shall be given orally or in writing and shall state the purposes, time and place of the meeting. If notice is given orally, whether in person or by telephone, it shall be given not less than one day before the meeting. If notice is given in writing, it shall be sent by mail or other reasonable means not less than four days before the meeting.

Section 10. Waivers of Notice. Notice of a meeting need not be given to any Director who submits a signed waiver of notice, before or after the meeting, or who attends the meeting without protesting the lack of notice.

Section 11. Quorum. Except as otherwise provided by statute or these by-laws, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business.

Section 12. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any Director.

Section 13. Conference Telephone. Any one or more Directors may participate on a meeting of the Board of Directors or any committee designated pursuant to Article III by means

of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

ARTICLE III

COMMITTEES

Section 1. Committees. The Board of Directors may designate committees of the Board of Directors, each consisting of three or more Directors, with whatever authority they may provide in the resolution designating the committee, except that no such committee shall have authority to do any of the following acts:

- (a) Fill vacancies in the Board or in any committee;
- (b) Fix the compensation of directors;
- (c) Amend or repeal the By-laws;
- (d) Amend or repeal any resolution of the Board;
- (e) Elect or remove officers or directors;
- (f) Approve a merger or plan of dissolution;
- (g) Authorize the sale, lease, exchange or other disposition of all or substantially all the assets of the Corporation; or
- (h) Approve amendments to the Corporation's certificate of incorporation.

Section 2. Meetings. The times and places of committee meetings shall be determined by the Chair of the Corporation or by the Chairperson of the committee.

Section 3. Quorum and Manner of Acting. Unless otherwise provided by the Board of Directors, a majority of the members of a committee shall constitute a quorum and the vote of a majority of the members attending when there is a quorum present shall be the act of the committee.

Section 4. Committees of the Corporation. The Board of Directors may create committees of the Corporation. Members of such committees may include non-directors, who may be appointed by the Board of Directors and shall serve at the pleasure thereof. No committee of the Corporation shall have the authority to bind the Board of Directors.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a Chair, a Vice Chair, a President, one or more Vice Presidents, a Treasurer, and a Secretary, or such other officers as the Board of Directors may determine. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Term of Office and Qualifications. Officers shall be elected by the Board of Directors. Unless the Board determines otherwise, each officer's term of office shall last until the officer's successor is elected or appointed and qualified.

Section 3. Removal and Resignation of Officers. Any officer may be removed by the Board of Directors, with or without cause. Any officer may resign at any time by giving written notice to the Board of Directors, or to the Chair or to the Secretary. An officer's resignation shall take effect at the time it specifies. If no time is specified, the resignation is effective upon delivery.

Section 4. Vacancies. A vacancy in any office shall be filled by the Board of Directors.

Section 5. Chair. The Chair shall preside at all meetings of the Board of Directors at which the Chair is present.

Section 6. Vice Chair. The Vice Chair shall preside at all meetings of the Board of Directors at which the Chair is absent and the Vice Chair is present.

Section 7. The President. The President shall be the chief executive officer of the Corporation and, subject to the determinations of the Board of Directors, shall have general control and management of the affairs of the Corporation. In the absence or incapacity of any other officer of the Corporation, the President shall have the authority and may perform the duties of that officer.

Section 8. The Vice Presidents. Each Vice President shall have such authority and perform such duties as the Board of Directors may prescribe.

Section 9. Treasurer. The Treasurer shall keep and maintain the account books and shall be in charge of, and responsible for, all funds and securities of the Corporation. The Treasurer shall perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 10. Secretary. The Secretary shall act as secretary of Board meetings and shall keep the minutes of all such meetings; the Secretary shall see that all necessary notices of meetings are duly given; the Secretary shall keep a current list of the Corporation's Directors and officers and their residence addresses; the Secretary shall be custodian of the seal of the Corporation.

ARTICLE V

CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 1. Execution of Contracts. The Board of Directors, except as these by-laws otherwise provide, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or to pledge its credit.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

Section 3. Checks, Drafts and Orders for Payment. All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI

GENERAL


Section 1. Office. The office of the Corporation shall be at such place in the County of Erie, State of New York, as the Board of Directors may determine.

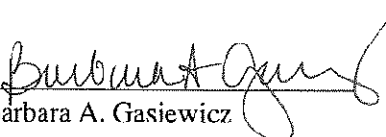
Section 2. Seal. The corporate seal shall be in the form of a circle and shall have inscribed thereon the words "The Blocher Homes, Inc." or such other language as the Board of Directors may approve.

Section 3. Indemnification of Directors and Officers. To the full extent authorized by law, the Corporation shall indemnify any person, made or threatened to be made, a party in any action or proceeding, whether civil or criminal, by reason of the fact that the person, his or her testator or intestate is or was a Director or officer of the Corporation. The foregoing shall not obligate the Corporation to purchase directors' and officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Directors and permitted by applicable law.

Section 4. Fiscal Year. The fiscal year of the Corporation shall commence January 1 each calendar year and ending December 31.

Section 5. Amendments. The By-laws of the Corporation may be amended or repealed by vote of the Board of Directors of the Corporation.

s/s 
Stephen N. Hunt
Chairperson

s/s 
Barbara A. Gasiewicz
Secretary

ATTORNEY GENERAL OF THE STATE OF NEW YORK
COUNTY OF ERIE

In the Matter of the Application of

THE BLOCHER HOMES, INC.,

ATTORNEY GENERAL
APPROVAL

For Approval to Sell All or Substantially All of
Petitioner's Assets Pursuant to Sections 510 and 511-a of the
New York Not-For-Profit Corporation Law

OAG No. BU-2022-9

1. By Petition verified on February 22, 2022, Petitioner, The Blocher Homes, Inc., applied to the Attorney General pursuant to New York Not-for-Profit Corporation Law ("N-PCL") Sections 510 and 511-a for approval to sell all or substantially all of Petitioner's assets.

2. The asset that is the subject of the Petition is real property located at 135 Evans Street, Williamsville, New York 14222 (Parcel ID #67.17-5-2.1) (the "Real Property").

3. Petitioner will sell the Real Property to People Community Housing Development Fund Corporation (the "Purchaser") for the purchase price of \$1,235,000 (the "Purchase Price").

4. The Purchaser plans to develop a mixed income and supportive housing development at the Real Property consisting of 97-units with a mix of one and two-bedroom units in the renovated existing building as well as newly constructed buildings (the "Project"). Rents will be set at 60% and 80% of AMI with 20 units being subsidized by the New York State Office of Persons with Developmental Disabilities ("OPWDD") for persons with intellectual and developmental disabilities to live in an integrated residential setting. OPWDD units will have income limits of 50% AMI.

5. To assist with construction of the Project, Petitioner will provide interim financing in the form of a seller note ("Seller Note") on the following terms:

Down Payment:	\$61,750	
Interest Rate:	Long-term AFR as of the closing date of the sale of Real Property to People Community HDPC or assignee	
Term:	36-months	
Payments:	Construction Completion (est. 3/1/2023)	\$61,750
	Permanent Conversion (est. 12/1/2023)	\$1,111,500
	All remaining Principal and Unpaid Interest payable at maturity.	

6. Petitioner has sufficient other assets to pay its outstanding liabilities and, therefore, believes it is in the best interests of Petitioner as well as the community it serves to sell the Real Property and to support the development the Project by providing the Seller Note to assist with construction of the Project.

7. Petitioner will use the existing assets and cash proceeds from the sale of the Real Property to pay closing costs associated with the sale in the approximate amount of \$350,000 as well as liabilities in the approximate amount of \$142,070.

8. Any funds and assets, including the Seller Note, remaining upon dissolution ("Net Proceeds") will be distributed to Beechwood/Blocher Foundation, Inc. (the "Foundation") to support and further programs and activities that benefit the elderly.

9. Based on a review of the Petition and the exhibits thereto, and the verification of Daniel P. O'Neill, the President and CEO of Petitioner, that Petitioner has complied with the provisions of the N-PCL applicable to the sale or other disposition of all or substantially all of Petitioner's assets, and neither the Petitioner or any third-party having raised with the Attorney general any objections to the proposed transaction, the transaction is approved.

10. Petitioner shall provide written notice to the Attorney General that the transaction has been completed, abandoned or is still pending after ninety (90) days after approval.

Dated: March 2, 2022

ATTORNEY GENERAL OF THE STATE OF NEW YORK

By: Melissa H. Thore
Assistant Attorney General

**RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF
THE BLOCHER HOMES, INC.**

A meeting of the Board of Directors of The Blocher Homes, Inc. (the "Corporation") was held on February 3, 2021, and the Board of Directors discussed the following:

- The Corporation is New York not-for-profit corporation that owns and operates an assisted living facility ("the "Facility") located at 135 Evans Street, Williamsville, New York (the "Real Property") which comprises all or substantially all of the Corporation's assets.
- The Corporation is part of the Beechwood Continuing Care Community which operates several elder care facilities ranging from skilled nursing to independent living ("Beechwood Community").
- The Beechwood Community also includes the Beechwood/Blocher Foundation (the "Foundation") which assists the Beechwood Community with fundraising as well as the administration and investment of charitable gifts.
- As more of the aging population is deciding to age at home, the occupancy at the Facility has declined, this decrease in occupancy has only increased as a result of the COVID-19 pandemic.
- Because of the decreased occupancy, the Corporation has operated at a loss for the past five (5) years and as a result of these losses, the Corporation decided it was in the best interests of the Corporation to close the Facility and market the Real Property for sale.
- The Corporation submitted a plan to close the Facility to the New York State Department of Health ("DOH") and all of the resident have been relocated to other living arrangements.
- While the Corporation determined that it was in the Corporation's best interests to close the Facility, the Corporation desired to have the Real Property used for charitable purposes and more specifically, to address unmet housing needs in Western New York.
- The Corporation began discussing the sale and development of the Real Property with People, Inc., which has a history of providing programs and services to people with intellectual/developmental disabilities, special needs, their families and older adults in the Western New York and Greater Rochester region.
- People, Inc., commissioned a Comprehensive Market Study in February 2020 (the "Report") regarding a proposed mixed income and supportive housing development at the Real Property (the "Project"). The Project will consist of 93-units with a mix of one and two-bedroom units in the renovated existing building as well as newly constructed buildings. Rents will be set at 60% and 80% of AMI with 20 units being subsidized by the

New York State Office of Persons with Developmental Disabilities ("OPWDD") for persons with intellectual and developmental disabilities to live in an integrated residential setting. OPWDD units will have income limits of 50% AMI and People, Inc., will be a referral source for these units.

- The Report concluded that there was sufficient demand for the Project and the types of units proposed to be constructed at the Project. The Report further concluded that the Project will not cause any undue economic harm on the existing rental stock in the market area where the Project will be located.
- The Corporation believes that the Project will be beneficial to the Beechwood Community as well as the community served by the Beechwood Community facilities for a variety of reasons including:
 - (a) While not specifically restricted to elderly, many elderly in the community will qualify to live in the Project as low income individuals. The Project will provide an opportunity for elderly individuals to relocate to a safe and affordable place conveniently located in the Village.
 - (b) The Corporation believes that staff at other Beechwood Community entities located in the vicinity of the proposed Project will qualify to reside at the Project. Therefore, the Project will provide an opportunity to move closer to where they work (5 minutes) and avoid an hour long bus ride (one way).
- The Corporation ultimately entered into a Purchase and Sale Agreement (the "PSA") with People Community Housing Development Corporation, a New York not-for-profit corporation, of which People, Inc. (the "Buyer"), is the sole member for the purchase price of \$1,235,000 (the "Purchase Price").
- The Corporation and the Buyer entered into a First Amendment to Purchase and Sale Agreement ("First Amendment") on December 29, 2020, to extend the outside closing date of the sale to June 30, 2022.
- In order to facilitate development of the Project, the Corporation will finance the Purchase Price in the form of a seller note ("Seller Note") with the following terms:

Down Payment:	\$61,750
Interest Rate:	Long-term AFR as of the closing date of the sale of Real Property to Buyer
Term:	36-months
Payments:	Construction Completion (est. 3/1/2023) \$61,750 Permanent Conversion (est. 12/1/2023) \$1,111,500 All remaining Principal and Unpaid Interest payable at maturity.

- The Corporation has sufficient other assets to pay its outstanding liabilities and, therefore, believes it is in the best interests of the Corporation as well as the community it serves to

sell the Real Property and to support the development the Project by providing the Seller Note to assist with financing the Project.

- The Board of Directors also determined that after sale of the Real Property, the Board of Directors will assign the Seller Note to the Foundation which will assume responsibility for ensuring amounts due under the Seller Note are paid and that any proceeds received therefrom will be used to support the activities of the Beechwood Community.

Based on the foregoing, it was

RESOLVED: that the Board of Directors approves the sale of the Real Property to the Buyer for the Purchase Price in accordance with the Purchase and Sale Agreement and the First Amendment, in substantially the form presented at the meeting; and it is further

RESOLVED: that the Corporation shall provide a Seller Note on the terms and conditions set forth above to facilitate development of the Project which the Board of Directors believes will benefit the Beechwood Community affiliated entities in the area as well as the community currently served by the Corporation; and it is further

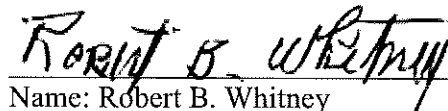
RESOLVED: that the Corporation will use the Down Payment on the Seller Note to pay the closing costs and will assign the Seller Note to the Foundation, with any proceeds received from the Seller Note to be used to support the activities of the Beechwood Community which purposes are substantially similar to those of the Corporation; and it is further

RESOLVED: that the Board of Directors authorizes and approves the dissolution of the Corporation after the payment of all liabilities and assignment of the Seller Note and any other remaining assets to the Foundation; and it is further

RESOLVED: that the officers of the Corporation are each individually authorized to and empowered to execute and deliver, in the name and on behalf of the Corporation, the Purchase and Sale Agreement as well as any and all other documents necessary to effectuate the foregoing resolution, including any documents seeking any required government or court approvals.

I certify that the above resolutions were authorized and approved at a meeting of the Board of Directors duly noticed and held on February 3, 2021.

Dated: February 3, 2021



Name: Robert B. Whitney

Title: Chairperson

Blocher Homes Board of Directors

FREED MAXICK CPAS, P.C.
424 MAIN STREET, SUITE 800
BUFFALO, NEW YORK 14202-3508
716-847-2651

MARCH 21, 2024

THE BLOCHER HOMES, INC.
2235 MILLERSPORT HIGHWAY
GETZVILLE, NY 14068

THE BLOCHER HOMES, INC.:

ENCLOSED ARE THE ORIGINAL AND ONE COPY OF THE 2023 EXEMPT ORGANIZATION
RETURNS, AS FOLLOWS...

2023 FORM 990

2023 NEW YORK FORM CHAR500

EACH ORIGINAL SHOULD BE DATED, SIGNED AND FILED IN ACCORDANCE WITH THE FILING
INSTRUCTIONS. THE COPY SHOULD BE RETAINED FOR YOUR FILES.

VERY TRULY YOURS,

FREED MAXICK CPAS, P.C.

TAX RETURN FILING INSTRUCTIONS

FORM 990

FOR THE YEAR ENDING
DECEMBER 31, 2023

PREPARED FOR:

THE BLOCHER HOMES, INC.
2235 MILLERSPORT HIGHWAY
GETZVILLE, NY 14068

PREPARED BY:

FREED MAXICK CPAS, P.C.
424 MAIN STREET, SUITE 800
BUFFALO, NY 14202-3508

AMOUNT DUE OR REFUND:

NOT APPLICABLE

MAKE CHECK PAYABLE TO:

NOT APPLICABLE

MAIL TAX RETURN AND CHECK (IF APPLICABLE) TO:

NOT APPLICABLE

RETURN MUST BE MAILED ON OR BEFORE:

NOT APPLICABLE

SPECIAL INSTRUCTIONS:

THIS RETURN HAS BEEN PREPARED FOR ELECTRONIC FILING. IF YOU WISH TO HAVE IT TRANSMITTED ELECTRONICALLY TO THE IRS, PLEASE SIGN, DATE, AND RETURN FORM 8879-TE TO OUR OFFICE. WE WILL THEN SUBMIT THE ELECTRONIC RETURN TO THE IRS. DO NOT MAIL A PAPER COPY OF THE RETURN TO THE IRS. RETURN FORM 8879-TE TO US BY MAY 15, 2024.

PLEASE NOTE:

BEGINNING JANUARY 1, 2024, UNDER THE CORPORATE TRANSPARENCY ACT (CTA), MANY TAXPAYERS (IE CORPORATIONS, PARTNERSHIPS, TRUSTS, SOLE PROPRIETORS, ETC) MAY BE REQUIRED TO REPORT BENEFICIAL OWNERSHIP INFORMATION TO THE FINANCIAL CRIMES ENFORCEMENT NETWORK (FINCEN). THE CTA INCLUDES STRICT FILING DEADLINES AND PENALTIES. (SEE [HTTPS://WWW.FINCEN.GOV/BOI](https://www.fincen.gov/boi) AND [BOI FREQUENTLY ASKED QUESTIONS](#) FOR MORE INFORMATION).

THESE FILINGS WILL NOT BE PREPARED BY FREED MAXICK AS THEY MAY CONSTITUTE THE UNLICENSED PRACTICE OF LAW AND YOU SHOULD CONSULT YOUR LEGAL COUNSEL REGARDING THIS MATTER. PLEASE VISIT [FREEDMAXICK.COM](https://freedmaxick.com) FOR MORE INFORMATION.

IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR FREED MAXICK TAX ADVISOR.

Form **8879-TE****IRS E-file Signature Authorization
for a Tax Exempt Entity**

OMB No. 1545-0047

For calendar year 2023, or fiscal year beginning _____, 2023, and ending _____, 20____

Do not send to the IRS. Keep for your records.**Go to www.irs.gov/Form8879TE for the latest information.****2023**Department of the Treasury
Internal Revenue Service

Name of filer

THE BLOCHER HOMES, INC.

EIN or SSN

16-0743924Name and title of officer or person subject to tax **KRISTIN M. ANDERSON
VP OF FINANCE/CFO****Part I Type of Return and Return Information**

Check the box for the return for which you are using this Form 8879-TE and enter the applicable amount, if any, from the return. Form 8038-CP and Form 5330 filers may enter dollars and cents. For all other forms, enter whole dollars only. If you check the box on line 1a, 2a, 3a, 4a, 5a, 6a, 7a, 8a, 9a, or 10a below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, 5b, 6b, 7b, 8b, 9b, or 10b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not complete more than one line in Part I.**

1a Form 990 check here	<input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b 432,950.
2a Form 990-EZ check here	<input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9)	2b
3a Form 1120-POL check here	<input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b
4a Form 990-PF check here	<input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part V, line 5)	4b
5a Form 8868 check here	<input type="checkbox"/>	b Balance due (Form 8868, line 3c)	5b
6a Form 990-T check here	<input type="checkbox"/>	b Total tax (Form 990-T, Part III, line 4)	6b
7a Form 4720 check here	<input type="checkbox"/>	b Total tax (Form 4720, Part III, line 1)	7b
8a Form 5227 check here	<input type="checkbox"/>	b FMV of assets at end of tax year (Form 5227, Item D)	8b
9a Form 5330 check here	<input type="checkbox"/>	b Tax due (Form 5330, Part II, line 19)	9b
10a Form 8038-CP check here	<input type="checkbox"/>	b Amount of credit payment requested (Form 8038-CP, Part III, line 22)	10b

Part II Declaration and Signature Authorization of Officer or Person Subject to Tax

Under penalties of perjury, I declare that ☒ I am an officer of the above entity or ☐ I am a person subject to tax with respect to (name of entity) _____, (EIN) _____ and that I have examined a copy of the

2023 electronic return and accompanying schedules and statements, and, to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the electronic return and, if applicable, the consent to electronic funds withdrawal.

PIN: check one box only☒ I authorize **FREED MAXICK CPAS, P.C.**

ERO firm name

to enter my PIN **20210**Enter five numbers, but
do not enter all zeros

as my signature on the tax year 2023 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

☐ As an officer or person subject to tax with respect to the entity, I will enter my PIN as my signature on the tax year 2023 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Signature of officer or person subject to tax

Date

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

16649020210

Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2023 electronically filed return indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature **FREED MAXICK CPAS, P.C.**Date **03/21/24****ERO Must Retain This Form - See Instructions****Do Not Submit This Form to the IRS Unless Requested To Do So**

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8879-TE** (2023)

Form **990****Return of Organization Exempt From Income Tax**

OMB No. 1545-0047

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.

Go to www.irs.gov/Form990 for instructions and the latest information.**2023**Open to Public
Inspection**A** For the 2023 calendar year, or tax year beginning

and ending

B Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☒ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization

THE BLOCHER HOMES, INC.

Doing business as

Number and street (or P.O. box if mail is not delivered to street address) Room/suite

2235 MILLERSPORT HIGHWAY

City or town, state or province, country, and ZIP or foreign postal code

GETZVILLE, NY 14068

F Name and address of principal officer: DANIEL O'NEILL

SAME AS C ABOVE

D Employer identification number

16-0743924

E Telephone number

716-810-7400

G Gross receipts \$ 1,392,396.**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: [HTTP://WWW.BEECHWOODCARE.ORG/BLOCHER/](http://WWW.BEECHWOODCARE.ORG/BLOCHER/)**K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other**L** Year of formation: 1904 **M** State of legal domicile: NY**Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: FORMERLY AN ASSISTED LIVING FACILITY, NOW SOLD AND IN THE PROCESS OF DISSOLUTION.		
	2	Check this box <input checked="" 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	3
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	3
	5	Total number of individuals employed in calendar year 2023 (Part V, line 2a)	5	0
	6	Total number of volunteers (estimate if necessary)	6	3
		7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a
b		Net unrelated business taxable income from Form 990-T, Part I, line 11	7b	0.
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	0.	0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	10,331.	13,420.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	148.	264,438.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	470.	155,092.
	12		10,949.	432,950.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	300,000.	3,898.
	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)	0.	429.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25)	0.	
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	145,263.	85,096.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	445,263.	89,423.
Net Assets or Fund Balances	19	Revenue less expenses. Subtract line 18 from line 12	-434,314.	343,527.
	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	1,018,208.	0.
	22	Net assets or fund balances. Subtract line 21 from line 20	8,405.	0.
		1,009,803.	0.	

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	Date			
	KRISTIN M. ANDERSON, VP OF FINANCE/CFO				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	MARY MADONIA	MARY MADONIA	03/21/24		P00405803
	Firm's name	Firm's EIN	Phone no.		
	FREED MAXICK CPAS, P.C.	45-4051133	716-847-2651		
	Firm's address				
	424 MAIN STREET, SUITE 800				
	BUFFALO, NY 14202-3508				

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

LHA For Paperwork Reduction Act Notice, see the separate instructions.

332001 12-21-23

Form **990** (2023)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☐

- 1 Briefly describe the organization's mission:

FORMERLY AN ASSISTED LIVING FACILITY, NOW SOLD AND IN THE PROCESS OF DISSOLUTION.

- 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 \$ 3,898. including grants of \$ 3,898.) (Revenue \$ 13,420.)
 THE BLOCHER HOMES OPERATED AN ASSISTED LIVING FACILITY WHICH HAD 65
 LICENSED BEDS. A PLAN OF CLOSURE WAS APPROVED BY THE NEW YORK STATE
 DEPARTMENT OF HEALTH ON SEPTEMBER 9, 2020. ALL RESIDENTS MOVED OUT OF
 THE BLOCHER HOMES, INC. AS OF FEBRUARY 28TH, 2021 AND BLOCHER HAS
 CEASED OPERATIONS. THE ASSETS WERE SOLD ON APRIL 28, 2023. THE
 REMAINING ASSETS WERE DISTRIBUTED TO THE BEECHWOOD/BLOCHER FOUNDATION,
 INC.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

- 4d Other program services (Describe on Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 3,898.

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)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? See instructions		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</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? <i>If "Yes," complete Schedule C, Part II</i>		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 Rev. Proc. 98-19? <i>If "Yes," complete Schedule C, Part III</i>		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? <i>If "Yes," complete Schedule D, Part I</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? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		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? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		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? <i>If "Yes," complete Schedule D, Part VI</i>		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? <i>If "Yes," complete Schedule D, Part VII</i>		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? <i>If "Yes," complete Schedule D, Part VIII</i>		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? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		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)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		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? <i>If "Yes," complete Schedule F, Parts I and IV</i>		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? <i>If "Yes," complete Schedule F, Parts II and IV</i>		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? <i>If "Yes," complete Schedule F, Parts III and IV</i>		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? <i>If "Yes," complete Schedule G, Part I. See instructions</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? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		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 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X

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 2? 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
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d 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
25b 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 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) 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 the Schedule L, Part IV, instructions for applicable filing thresholds, conditions, and exceptions):		
28a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? If "Yes," complete Schedule L, Part IV		X
28b A family member of any individual described in line 28a? If "Yes," complete Schedule L, Part IV		X
28c A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in noncash 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
35b 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 on Schedule O for Part VI, lines 11b and 19?	X	

Note: All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck 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 on 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	

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?	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 on 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	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
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 4966?	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 on 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 the 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
17 Section 501(c)(21) organizations. Did the trust, or any disqualified or other person engage in any activities that would result in the imposition of an excise tax under section 4951, 4952 or 4953? If "Yes," complete Form 6069.	17	

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 on 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

	1a	1b	2	3	4	5	6	7a	7b	8a	8b	9	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	3													
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 on Schedule O.														
b Enter the number of voting members included on 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?			2											X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?				3										X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?				4										X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?				5										X
6 Did the organization have members or stockholders?				6										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?				7a										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?				7b										X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:														
a The governing body?				8a		X								
b Each committee with authority to act on behalf of the governing body?				8b		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 on Schedule O				9										X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	10a	10b	11a	11b	12a	12b	12c	13	14	15a	15b	16a	16b	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a														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?		10b													
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?			11a	X											
b Describe on 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					12a	X									
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?					12b	X									
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe on Schedule O how this was done							12c	X							
13 Did the organization have a written whistleblower policy?							13	X							
14 Did the organization have a written document retention and destruction policy?							14	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										15a					X
b Other officers or key employees of the organization											15b				X
If "Yes" to line 15a or 15b, describe the process on 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?												16a			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?													16b		

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 on Schedule O)

19 Describe on 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
KRISTIN ANDERSON - 716-810-7302
2235 MILLERSPORT HIGHWAY, GETZVILLE, NY 14068

Part VII	Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)
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(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position <small>(do not check more than one box, unless person is both an officer and a director/trustee)</small>						(D) Reportable compensation from the organization (W-2/1099-MISC/ 1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/ 1099-NEC)	(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			
1b Subtotal								0.	470,486.	33,573.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								0.	470,486.	33,573.

2	Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization	0
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		Yes	No
3	Did the organization list any former officer, director, trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4	X
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization

0

Part VIII Statement of RevenueCheck 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	1g \$					
	h	Total. Add lines 1a-1f						
Program Service Revenue	2 a NET PROGRAM SERVICE REVENUES			Business Code				
				623000	13,420.	13,420.		
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f				13,420.		
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)							
	4 Income from investment of tax-exempt bond proceeds							
	5 Royalties							
				(i) Real	(ii) Personal			
	6 a	Gross rents	6a					
	b	Less: rental expenses	6b					
	c	Rental income or (loss)	6c					
	d	Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory			(i) Securities	(ii) Other			
					1223884.			
	b	Less: cost or other basis and sales expenses	7b		959,446.			
	c	Gain or (loss)	7c		264,438.			
	d	Net gain or (loss)			264,438.		264,438.	
	8 a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18			8a				
	b	Less: direct expenses	8b					
	c	Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities. See Part IV, line 19			9a				
	b	Less: direct expenses	9b					
c	Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances			10a					
b	Less: cost of goods sold	10b						
c	Net income or (loss) from sales of inventory							
Miscellaneous Revenue	11 a EMPLOYEE RETENTION CREDIT			Business Code				
				900099	155,092.		155,092.	
	b							
	c							
	d	All other revenue						
	e	Total. Add lines 11a-11d				155,092.		
12 Total revenue. See instructions					432,950.	13,420.	0.	419,530.

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	3,898.	3,898.		
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	429.		429.	
10 Payroll taxes				
11 Fees for services (nonemployees):				
a Management				
b Legal	10,556.		10,556.	
c Accounting	20,396.		20,396.	
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	4,892.		4,892.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a UTILITIES	20,879.		20,879.	
b SHARED SERVICES	10,007.		10,007.	
c MAINTENANCE	8,410.		8,410.	
d TELEPHONE	5,358.		5,358.	
e All other expenses	4,598.		4,598.	
25 Total functional expenses. Add lines 1 through 24e	89,423.	3,898.	85,525.	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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck 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	53,684.	1	0.
	2 Savings and temporary cash investments		2	0.
	3 Pledges and grants receivable, net		3	0.
	4 Accounts receivable, net		4	0.
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	0.
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	0.
	7 Notes and loans receivable, net		7	0.
	8 Inventories for sale or use		8	0.
	9 Prepaid expenses and deferred charges	5,078.	9	0.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 0.		
	b Less: accumulated depreciation	10b		
	11 Investments - publicly traded securities	959,446.	10c	0.
	12 Investments - other securities. See Part IV, line 11		11	0.
	13 Investments - program-related. See Part IV, line 11		12	0.
	14 Intangible assets		13	0.
	15 Other assets. See Part IV, line 11		14	0.
16 Total assets. Add lines 1 through 15 (must equal line 33)	1,018,208.	15	0.	
Liabilities	17 Accounts payable and accrued expenses	6,403.	16	0.
	18 Grants payable		17	
	19 Deferred revenue		18	
	20 Tax-exempt bond liabilities		19	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		20	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		21	
	23 Secured mortgages and notes payable to unrelated third parties		22	
	24 Unsecured notes and loans payable to unrelated third parties		23	
	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	2,002.	24	0.
	26 Total liabilities. Add lines 17 through 25	8,405.	25	0.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	1,009,803.	26	0.
	28 Net assets with donor restrictions		27	
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		28	
	30 Paid-in or capital surplus, or land, building, or equipment fund		29	
	31 Retained earnings, endowment, accumulated income, or other funds		30	
	32 Total net assets or fund balances	1,009,803.	31	0.
33 Total liabilities and net assets/fund balances	1,018,208.	32	0.	

Form 990 (2023)

Part XI Reconciliation of Net AssetsCheck 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	432,950.
2	Total expenses (must equal Part IX, column (A), line 25)	2	89,423.
3	Revenue less expenses. Subtract line 2 from line 1	3	343,527.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	1,009,803.
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 on Schedule O)	9	-1,353,330.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	0.

Part XII Financial Statements and ReportingCheck 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 on Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
	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		
2b	Were the organization's financial statements audited by an independent accountant?	X	
	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 checked="" type="checkbox"/> 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 compilation of its financial statements and selection of an independent accountant?	X	
	If the organization changed either its oversight process or selection process during the tax year, explain on 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 Uniform Guidance, 2 C.F.R. Part 200, Subpart F?		X
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 on Schedule O and describe any steps taken to undergo such audits		

Form 990 (2023)

SCHEDULE A
(Form 990)

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.

OMB No. 1545-0047

2023

**Open to Public
Inspection**

Name of the organization

THE BLOCHER HOMES, INC.

Employer identification number

16-0743924

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).)
- 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 **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 on 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 _____
- 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 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) 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) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
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						
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.						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total
7 Amounts from line 4						
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						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First 5 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 2023 (line 6, column (f), divided by line 11, column (f))	14	%
15 Public support percentage from 2022 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2023. 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 type="checkbox"/>		
b 33 1/3% support test - 2022. 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 - 2023. 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 - 2022. 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) 2023

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) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	86,808.	182,982.	366,700.	0.	0.	636,490.
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	2907058.	2094264.	74,708.	10,801.	13,420.	5100251.
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	2993866.	2277246.	441,408.	10,801.	13,420.	5736741.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
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						0.
c Add lines 7a and 7b						0.
8 Public support. (Subtract line 7c from line 6.)						5736741.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total
9 Amounts from line 6	2993866.	2277246.	441,408.	10,801.	13,420.	5736741.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	20,310.	33,006.	4,043.	2,691.	0.	60,050.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	20,310.	33,006.	4,043.	2,691.		60,050.
11 Net income from unrelated business activities not included on 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.)	3014176.	2310252.	445,451.	13,492.	13,420.	5796791.

14 First 5 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 2023 (line 8, column (f), divided by line 13, column (f))	15	98.96 %
16 Public support percentage from 2022 Schedule A, Part III, line 15	16	99.00 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2023 (line 10c, column (f), divided by line 13, column (f))	17	1.04 %
18 Investment income percentage from 2022 Schedule A, Part III, line 17	18	1.00 %

19a 33 1/3% support tests - 2023. 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 - 2022. 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 box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, 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? <i>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.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i>		
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)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>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.</i>		
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)? <i>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.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c 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).</i>		
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? <i>If "Yes," provide detail in Part VI.</i>		
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? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
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))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
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)? <i>If "Yes," answer line 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

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 on lines 11b and 11c below, the governing body of a supported organization?		
b A family member of a person described on line 11a above?		
c A 35% controlled entity of a person described on line 11a or 11b above? If "Yes" to line 11a, 11b, or 11c, provide detail in Part VI.		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, 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 officers, 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 on line 2, above, 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 governmental entity (see instructions).
2 Activities Test. Answer lines 2a and 2b 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 on line 2a, above, 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 lines 3a and 3b 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? If "Yes" or "No" 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.	

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 (<i>explain in detail in Part VI</i>):		
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 0.015 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 0.035.	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 0.85 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).		

Schedule A (Form 990) 2023

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	1
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3
4	Amounts paid to acquire exempt-use assets	4
5	Qualified set-aside amounts (prior IRS approval required - provide details in Part VI)	5
6	Other distributions (describe in Part VI). See instructions.	6
7	Total annual distributions. Add lines 1 through 6.	7
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	8
9	Distributable amount for 2023 from Section C, line 6	9
10	Line 8 amount divided by line 9 amount	10

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2023	(iii) Distributable Amount for 2023
1	Distributable amount for 2023 from Section C, line 6		
2	Underdistributions, if any, for years prior to 2023 (reasonable cause required - explain in Part VI). See instructions.		
3	Excess distributions carryover, if any, to 2023		
a	From 2018		
b	From 2019		
c	From 2020		
d	From 2021		
e	From 2022		
f	Total of lines 3a through 3e		
g	Applied to underdistributions of prior years		
h	Applied to 2023 distributable amount		
i	Carryover from 2018 not applied (see instructions)		
j	Remainder. Subtract lines 3g, 3h, and 3i from line 3f.		
4	Distributions for 2023 from Section D, line 7: \$		
a	Applied to underdistributions of prior years		
b	Applied to 2023 distributable amount		
c	Remainder. Subtract lines 4a and 4b from line 4.		
5	Remaining underdistributions for years prior to 2023, 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 2023. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.		
7	Excess distributions carryover to 2024. Add lines 3j and 4c.		
8	Breakdown of line 7:		
a	Excess from 2019		
b	Excess from 2020		
c	Excess from 2021		
d	Excess from 2022		
e	Excess from 2023		

Schedule A (Form 990) 2023

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.)

Supplemental information area with horizontal lines for text entry.

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

2023

Open to Public
Inspection

Name of the organization

THE BLOCHER HOMES, INC.

Employer identification number

16-0743924

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 (for example, 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.

a Total number of conservation easements	2a	Held at the End of the Tax Year
b Total acreage restricted by conservation easements	2b	
c Number of conservation easements on a certified historic structure included on line 2a	2c	
d Number of conservation easements included on line 2c acquired after July 25, 2006, 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 2d 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 FASB 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 FASB 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 FASB 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) 2023

332051 09-28-23

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 make 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 program
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:

	Amount
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

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 Term 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, line 10c, column (B)) 0.

Schedule D (Form 990) 2023

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, line 12, col. (B))		

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, line 13, col. (B))		

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)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, line 15, col. (B))	

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, line 25, col. (B))	

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 FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII ☒

Schedule D (Form 990) 2023

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	432,950.
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	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	432,950.
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	432,950.

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	1,442,753.
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	1,353,330.
e	Add lines 2a through 2d	2e	1,353,330.
3	Subtract line 2e from line 1	3	89,423.
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	89,423.

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.

PART X, LINE 2:

BLOCHER IS A NOT-FOR-PROFIT ENTITY AS DESCRIBED IN SECTION 501(A) OF THE INTERNAL REVENUE CODE AND IS EXEMPT FROM FEDERAL TAXES UNDER 501(C)(3) OF THE CODE. ACCORDINGLY, NO PROVISION FOR FEDERAL INCOME TAXES IS INCLUDED IN THE FINANCIAL STATEMENTS. BLOCHER IS NOT CLASSIFIED AS A PRIVATE FOUNDATION FOR TAX PURPOSES.

BLOCHER FILES ITS RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX IN THE U.S. FEDERAL JURISDICTION AND ITS ANNUAL FILING OF CHARITABLE ORGANIZATIONS IN NEW YORK STATE.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

Part XIII Supplemental Information *(continued)*

EQUITY TRANSFER TO THE BEECHWOOD/BLOCHER FOUNDATION, INC. 1,353,330.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2023

Open to Public
Inspection

Name of the organization

THE BLOCHER HOMES, INC.

Employer identification number

16-0743924

Part I Questions Regarding Compensation

	Yes	No
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"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (such as maid, chauffeur, chef)		
b If any of the boxes on 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	1b	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?	2	
3 Indicate which, if any, of the following the 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"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input type="checkbox"/> Compensation survey or study <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?	4a	X
b Participate in or receive payment from a supplemental nonqualified retirement plan?	4b	X
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.	4c	X
Only section 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?	5a	X
b Any related organization? If "Yes" on line 5a or 5b, describe in Part III.	5b	X
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?	6a	X
b Any related organization? If "Yes" on line 6a or 6b, describe in Part III.	6b	X
7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III	7	X
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	8	X
9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2023

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

[illegible]

Part III 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.

SCHEDULE N
(Form 990)

Department of the Treasury
Internal Revenue Service

Liquidation, Termination, Dissolution, or Significant Disposition of Assets

Complete if the organization answered "Yes" on Form 990, Part IV, lines 31 or 32, or Form 990-EZ, line 36.

Attach certified copies of any articles of dissolution, resolutions, or plans.

Attach to Form 990 or Form 990-EZ.

Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2023

Open to Public
Inspection

Name of the organization

THE BLOCHER HOMES, INC.

Employer identification number

16-0743924

Part I **Liquidation, Termination, or Dissolution.** Complete this part if the organization answered "Yes" on Form 990, Part IV, line 31, or Form 990-EZ, line 36. Part I can be duplicated if additional space is needed.

1	(a) Description of asset(s) distributed or transaction expenses paid	(b) Date of distribution	(c) Fair market value of asset(s) distributed or amount of transaction expenses	(d) Method of determining FMV for asset(s) distributed or transaction expenses	(e) EIN of recipient	(f) Name and address of recipient	(g) IRC section of recipient(s) (if tax-exempt) or type of entity

2 Did or will any officer, director, trustee, or key employee of the organization:

- a** Become a director or trustee of a successor or transferee organization?
- b** Become an employee of, or independent contractor for, a successor or transferee organization?
- c** Become a direct or indirect owner of a successor or transferee organization?
- d** Receive, or become entitled to, compensation or other similar payments as a result of the organization's liquidation, termination, or dissolution?
- e** If the organization answered "Yes" to any of the questions on lines 2a through 2d, provide the name of the person involved and explain in Part III.

	Yes	No
2a		
2b		
2c		
2d		

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule N (Form 990) 2023

Part I Liquidation, Termination, or Dissolution (continued)

Note: If the organization distributed all of its assets during the tax year, then Form 990, Part X, column (B), line 16 (Total assets), and line 26 (Total liabilities), should equal -0-.

	Yes	No
3 Did the organization distribute its assets in accordance with its governing instrument(s)? If "No," describe in Part III		
4a Is the organization required to notify the attorney general or other appropriate state official of its intent to dissolve, liquidate, or terminate?		
4b If "Yes," did the organization provide such notice?		
5 Did the organization discharge or pay all of its liabilities in accordance with state laws?		
6a Did the organization have any tax-exempt bonds outstanding during the year?		
6b If "Yes" to line 6a, did the organization discharge or defease all of its tax-exempt bond liabilities during the tax yr in accordance with the Internal Revenue Code and state laws?		
c If "Yes" on line 6b, describe in Part III how the organization defeased or otherwise settled these liabilities. If "No" on line 6b, explain in Part III.		

Part II Sale, Exchange, Disposition, or Other Transfer of More Than 25% of the Organization's Assets. Complete this part if the organization answered "Yes" on Form 990, Part IV, line 32, or Form 990-EZ, line 36. Part II can be duplicated if additional space is needed.

1	(a) Description of asset(s) distributed or transaction expenses paid	(b) Date of distribution	(c) Fair market value of asset(s) distributed or amount of transaction expenses	(d) Method of determining FMV for asset(s) distributed or transaction expenses	(e) EIN of recipient	(f) Name and address of recipient	(g) IRC section of recipient(s) (if tax-exempt) or type of entity
	LAND, BUILDING & EQUIPMENT AT 135 EVANS ST, AMHERST, NY	04/18/23	1,235,000.	FMV AT DATE OF SALE	16-1564672	PEOPLE COMMUNITY HOUSING DEVEL 1219 N. FOREST ROAD WILLIAMSVILLE, NY 14321	501(C)(3)

	Yes	No
2 Did or will any officer, director, trustee, or key employee of the organization:		
a Become a director or trustee of a successor or transferee organization?		X
b Become an employee of, or independent contractor for, a successor or transferee organization?		X
c Become a direct or indirect owner of a successor or transferee organization?		X
d Receive, or become entitled to, compensation or other similar payments as a result of the organization's significant disposition of assets?		X
e If the organization answered "Yes" to any of the questions on lines 2a through 2d, provide the name of the person involved and explain in Part III.		

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

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 Form 990-EZ.
Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2023

Open to Public
Inspection

Name of the organization

THE BLOCHER HOMES, INC.

Employer identification number
16-0743924

FORM 990, PART VI, SECTION B, LINE 11B:

THE FORM 990 WAS PREPARED BY AN OUTSIDE, INDEPENDENT ACCOUNTING FIRM. A
DRAFT WAS SENT TO ALL BOARD MEMBERS WHO WERE ASKED TO REVIEW AND PROVIDE
COMMENTS PRIOR TO FILING WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C:

CONFLICT OF INTEREST POLICY WAS PROVIDED TO EACH DIRECTOR AND OFFICER ON AN
ANNUAL BASIS AT WHICH TIME A WRITTEN DISCLOSURE WAS COMPLETED AND SIGNED.

FORM 990, PART VI, SECTION C, LINE 18:

THE ORGANIZATION'S FORM 1023 AND FORM 990 ARE AVAILABLE UPON REQUEST FROM
BEECHWOOD CONTINUING CARE, INC., A RELATED ORGANIZATION. THE FORM 990 IS
ALSO AVAILABLE ON GUIDESTAR.ORG.

FORM 990, PART VI, SECTION C, LINE 19:

THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL
STATEMENTS ARE AVAILABLE UPON REQUEST FROM BEECHWOOD CONTINUING CARE, INC.,
A RELATED ORGANIZATION.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

EQUITY TRANSFER TO THE BEECHWOOD/BLOCHER FOUNDATION, INC. -1,353,330.

FORM 990, PART XII, LINE 2C

THERE HAS BEEN NO CHANGE FROM THE PRIOR YEAR IN THE AUDIT OVERSIGHT
PROCESS OR THE INDEPENDENT ACCOUNTANT SELECTION PROCESS.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990) 2023

LHA 332211 11-14-23

Name of the organization

THE BLOCHER HOMES, INC.

Employer identification number

16-0743924

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

2023

Open to Public
Inspection

Name of the organization **THE BLOCHER HOMES, INC.** Employer identification number **16-0743924**

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
BEECHWOOD HEALTH CARE CENTER, INC. - 20-3368932, 2235 MILLERSPORT HWY, GETZVILLE, NY 14068	SKILLED NURSING FACILITY	NEW YORK	501(C)(3)	10	N/A		X
ASBURY POINTE, INC. - 16-1516081 2235 MILLERSPORT HWY GETZVILLE, NY 14068	INDEPENDENT SENIOR LIVING FACILITY	NEW YORK	501(C)(3)	10	N/A		X
LOCKPORT PRESBYTERIAN HOME, INC - 84-2197427 2235 MILLERSPORT HWY GETZVILLE, NY 14068	ADULT HOME	NEW YORK	501(C)(3)	10	BEECHWOOD CONTINUING CARE, INC.		X
KEN TON PRESBYTERIAN VILLAGE HDPC, INC - 16-1127014, 2235 MILLERSPORT HWY, GETZVILLE, NY 14068	INDEPENDENT LIVING FACILITY	NEW YORK	501(C)(3)	10	BEECHWOOD CONTINUING CARE, INC.		X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2023

Part II Continuation of Identification of Related Tax-Exempt Organizations[illegible]

Part III Identification of Related Organizations Taxable as a Partnership.
organizations treated as a partnership during the tax year.

[illegible]

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.

[illegible]

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		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)	X	
p Reimbursement paid to related organization(s) for expenses	X	
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		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)			

Part VI Unrelated Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that **was** not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R. See instructions.

Electronic Filing PDF Attachment

**RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF
BLOCHER HOMES**

A meeting of the Board of Directors of Blocher Homes was held on October 4, 2023, and the Board of Directors discussed the following:

- On April 28, 2023, Blocher Homes located at 135 Evans Street, Williamsville, New York 14221 was purchased by Blocher Homes Housing Development Fund Corporation / People Community Housing Development Corporation, a New York not-for-profit corporation, with a principal place of business at 1219 North Forest Road, Williamsville, New York 14321.

Based on the foregoing, it was

RESOLVED: that the Board of Directors authorizes and approves the dissolution of Blocher Homes, after the payment of all liabilities and transfer of any remaining assets to the Lockport Presbyterian Home; and it is further

RESOLVED: that the officers of Blocher Homes are each individually authorized to and empowered to execute and deliver, in the name and on behalf of Blocher Homes, any and all other documents necessary to effectuate the foregoing resolution, including any documents seeking any required government or court approvals.

[SIGNATURE PAGE FOLLOWS]

I certify that the above resolutions were authorized and approved at a meeting of the Board of Directors duly noticed and held on October 4, 2023.

Dated: October 4, 2023

Robert B. Whitney

Name: Robert Whitney

Title: Board Chair, Blocher Homes

TAX RETURN FILING INSTRUCTIONS

NEW YORK FORM CHAR500

FOR THE YEAR ENDING
DECEMBER 31, 2023

PREPARED FOR:

THE BLOCHER HOMES, INC.
2235 MILLERSPORT HIGHWAY
GETZVILLE, NY 14068

PREPARED BY:

FREED MAXICK CPAS, P.C.
424 MAIN STREET, SUITE 800
BUFFALO, NY 14202-3508

AMOUNT OF TAX:

BALANCE DUE OF \$50

MAKE CHECK PAYABLE TO:

NOT APPLICABLE

MAIL TAX RETURN TO:

THE NEW YORK FORM FORM CHAR500 SHOULD BE FILED VIA THE WEB AT:
[HTTPS://CHARITIESNYS.COM/ANNUAL_FILING.HTML](https://charitiesnys.com/annual_filing.html)

RETURN MUST BE MAILED ON OR BEFORE:

MAY 15, 2024

SPECIAL INSTRUCTIONS:

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

2023

**Open to Public
Inspection**

1. General Information

For Fiscal Year Beginning (mm/dd/yyyy) 01/01/2023 and Ending (mm/dd/yyyy) 12/31/2023		
Check if Applicable: <input type="checkbox"/> Address Change <input type="checkbox"/> Name Change <input type="checkbox"/> Initial Filing <input checked="" type="checkbox"/> Final Filing <input type="checkbox"/> Amended Filing <input type="checkbox"/> Reg ID Pending	Name of Organization: THE BLOCHER HOMES, INC.	Employer Identification Number (EIN): 16-0743924
	Mailing Address: 2235 MILLERSPORT HIGHWAY	NY Registration Number: 03-14-83
	City / State / ZIP: GETZVILLE, NY 14068	Telephone: 716 810-7000
	Website: HTTP://WWW.BEECHWOODCARE.ORG/BLOCHER/	Email: KANDERSON@BEECHWOOD
	Check your organization's registration category: <input type="checkbox"/> 7A only <input type="checkbox"/> EPTL only <input checked="" type="checkbox"/> DUAL (7A & EPTL) <input type="checkbox"/> 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:

DANIEL P. O'NEILL
PRESIDENT / CEO

Signature

Print Name and Title

Date

Chief Financial Officer or Treasurer:

KRISTIN M. ANDERSON
VP OF FINANCE/CFO

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:	EPTL filing fee:	Total fee:	Make a single check or money order payable to: "Department of Law"
	\$ <u>25.</u>	\$ <u>25.</u>	\$ <u>50.</u>	

CHAR500 Annual Filing for Charitable Organizations (Updated January 2022)

*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 \$1,000,000
- ☐ Audit Report if you received total revenue and support greater than \$1,000,000 and the fiscal year begins on or after July 1, 2021.
- If the fiscal year begins before that date, an Audit Report is required if total revenue and support is 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)).

**CERTIFICATE OF DISSOLUTION
OF**

THE BLOCHER HOMES, INC.

Under Section 1003 of the Not-for-Profit Corporation Law

THE UNDERSIGNED, being the President and CEO of The Blocher Homes, Inc. ("Corporation"), does hereby certify:

1. The name of this Corporation is The Blocher Homes, Inc.
2. The Certificate of Incorporation of the Corporation was filed in the office of the Secretary of State of the State of New York on July 26, 1902.
3. The names and addresses of the remaining directors and officers of the Corporation are as follows:

Names/Addresses	Titles
Carol M. Forden 12245 Stuart Drive Venice, Florida 34293	Secretary/Director
Dr. Robert Whitney 54 Oakgrove Drive Williamsville, New York 14221	Chair/Director
David Reichard One Concetta Court Getzville, NY 14068	Vice Chair/Treasurer/Director
Daniel P. O'Neill Beechwood Homes 2235 Millersport Hwy Getzville, New York 14068	President/CEO
Kristin M. Anderson Beechwood Homes 2235 Millersport Hwy Getzville, New York 14068	Vice President of Finance/CFO

4. The Corporation is a charitable corporation.
5. At the time of authorization of the Corporation's Plan of Dissolution as provided in Not-for-Profit Corporation Law Section 1002, the Corporation holds no assets which are legally required to be used for a particular purpose.

6. The Corporation elects to dissolve.

7. The dissolution was authorized a unanimous vote of the directors. The Corporation has no members.

8. The Corporation is a charitable corporation with no assets. Prior to the delivery of the Certificate of Dissolution to the Department of State for filing, a copy of the Plan of Dissolution which contains the statement prescribed by paragraph (b) of Section 1001 of the Not-for-Profit Corporation Law, has been duly filed with the Attorney General.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has signed this Certificate this 28th day of
March, 2024.



Name: Daniel P. O'Neill

Title: President/CEO

CERTIFICATE OF DISSOLUTION
OF
THE BLOCHER HOMES, INC.
Under Section 1003 of the Not-for-Profit Corporation Law

FILED BY:

**Nixon Peabody LLP
1300 Clinton Square
Rochester, New York 14604**

MEMORANDUM

To: Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

From: Alexa Nagy, Senior Attorney
Bureau of Program Counsel
Division of Legal Affairs

Date: August 13, 2024

Subject: Proposed Dissolution of Flushing Manor Care Center, Inc. (FMCC, Inc.)

This is to request that the above matter be included on the agendas for the next Establishment and Project Review Committee and Public Health and Health Planning Council (PHHPC) meetings.

The attachments relating to this matter include the following:

- 1) Memorandum to the Public Health and Health Planning Council from Kathy Marks, General Counsel;
- 2) A photocopy of an email letter from Legal Counsel requesting approval of the proposed Certificate of Dissolution of FMCC, Inc. dated February 7, 2024;
- 3) A proposed verified petition seeking the Attorney General's approval of the filing of the Certificate of Dissolution of FMCC, Inc.;
- 4) A photocopy of the Certificate of Incorporation for FMCC, Inc., dated April 6, 1989, and filed on June 22, 1989, and Consent to File Letter of the Public Health Council for FMCC, Inc., dated June 19, 1989;
- 5) Photocopies of Certificates of Change for FMCC, Inc.;
- 6) A copy of the unanimous written consent of the board of directors and stockholders of FMCC, Inc., dated January 11, 2024, approving and authorizing the dissolution; and
- 7) A copy of the amended and restated By-Laws of FMCC, Inc., adopted December 14, 2012 and a copy of the original By-Laws.

Attachments



MEMORANDUM

To: Public Health and Health Planning Council (PHHPC)

From: Kathy Marks *KSM*
General Counsel

Date: August 15, 2024

Subject: Proposed Dissolution of Flushing Manor Care Center, Inc. (FMCC, Inc.)

Flushing Manor Care Center, Inc. (FMCC, Inc.) requests Public Health and Health Planning Council ("PHHPC") approval of its proposed dissolution in accordance with the requirements of 10 NYCRR Part 650.

FMCC, Inc. is a New York Corporation that was formed on April 6, 1989, when the entity filed a Certificate of Incorporation with the NYS Department of State to operate a residential health care facility. FMCC, Inc. received approval from the Public Health Council "PHC" of the filing of its Certificate of Incorporation on June 19, 1989.

Effective January 1, 2015, the operations of FMCC, Inc.'s 278 bed skilled nursing facility, located in Flushing, Queens were transferred to a new operator approved by the Public Health Council and FMCC, Inc. has ceased all activities since. FMCC, Inc. has no remaining assets or liabilities (other than a \$500 wind down fund for distribution to members). Therefore, FMCC, Inc. wishes to formally dissolve its company, and has determined that it is in the best interest of the company to do so.

The Plan of Dissolution and Articles of Dissolution were authorized by unanimous written consent of the Petitioner's Board of Directors on January 11, 2024. A copy of such authorizing resolution is attached.

Because PHC previously approved the filing of the Certificate of Incorporation of FMCC, Inc., its successor, PHHPC, must approve of this dissolution.

There is no legal objection to the proposed Verified Petition, Plan of Dissolution, and Certificate of Dissolution of FMCC, Inc.

Attachments

Benjamin N. Fink
212.237.1105
BFink@WindelsMarx.com

156 W. 56th Street | New York, NY 10019
T. 212.237.1000 | F. 212.262.1215

February 7, 2024

Via FedEx

New York State Department of Health
General Counsel
Corning Tower
Empire State Plaza
Albany, NY 12237

Re: Verified Petition for Dissolution of Flushing Manor Care Center, Inc.

To Whom It May Concern:

The enclosed Verified Petition of Flushing Manor Care Center, Inc. ("FMCC"), which contains the consent to dissolution and plan for dissolution of FMCC is being delivered to the New York State Department of Health, office of the General Counsel for the approval of dissolution of FMCC. Kindly acknowledge receipt so that FMCC may proceed to conclude the winding up of its affairs.

The undersigned is available at BFink@windelsmarx.com or by phone at 732-539-0504 should you require any additional information to process this request for a status update.

Very truly yours,

/s/ Benjamin N. Fink, Esq

Encl,

-----X
In the Matter of the Application of :
FLUSHING MANOR CARE CENTER, INC. : VERIFIED PETITION
For Approval of Certificate of :
Dissolution pursuant to :
the New York Public Health Law. :
-----X

TO: THE NEW YORK STATE DEPARTMENT OF HEALTH
DIVISION OF LEGAL AFFAIRS

FLUSHING MANOR CARE CENTER, INC., (the “**Corporation**”) by and through the unanimous consent of the Directors and Stockholders of the Corporation, for its Verified Petition alleges:

1. **FLUSHING MANOR CARE CENTER, INC.** whose principal place of business was located at, 35-15 Parsons Boulevard, Flushing, New York 11354, and currently maintains as a registered agent with the New York Department of State c/o RGNC&S CPAs 97 Froehlich Farm Blvd., Woodbury, NY 11797, was organized pursuant to New York’s Business Corporation Law on June 22, 1989. A copy of the Certificate of Incorporation are attached as Exhibit A.
2. The names, addresses and titles of the Corporation’s Directors and Stockholders are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
The Estate of Dr. Esther Benenson	Director & Stockholder	1185 Park Ave., Apt. 12C New York, NY 10128
Amy Benenson	Director & Stockholder	1185 Park Ave., Apt. 12C New York, NY 10128
Blanche Benenson	Director & Stockholder	4 Hill Top Road Larchmont, NY 10538
Michael J. Benenson	Director & Stockholder	350 S Ocean Blvd Boca Raton, FL 33432
Sharon Benenson Sydney	Director & Stockholder	31504 Foxfield Dr, Westlake Village, CA 91361

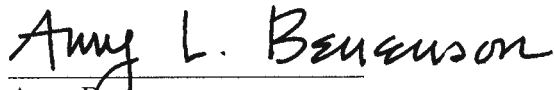
3. The purposes for which the Corporation was organized are set forth in its Certificate of Incorporation in the fourth paragraph thereof and are as follows:

To own and operate the Flushing Manor Care Center, Inc. at 139-66 35th in the County of Queens, City and State of New York; to engage in and conduct the business of a nursing home and health related facility pursuant to the provisions of New York State Public Health Law; to purchase, lease or otherwise acquire, construct, own, use, manage, operate and maintain, and sell or otherwise dispose of any and all manner of machine, apparatus, equipment, instruments, systems and devices incidental or necessary for the operation of a nursing home and health related facility and services incidental thereto.

4. The Corporation plans to dissolve in accordance with the Plan of Dissolution attached hereto as Exhibit B (the "Plan").
5. The Corporation is dissolving because the Corporation is no longer a going concern.
6. No Internal Revenue Service audits are open.
7. On January 11, 2024, the Directors and Stockholders unanimously consented to resolutions adopting the Plan, and authorizing the filing of this Petition by Ms. Amy Benenson, and upon granting of same to execute and file Articles of Dissolution. Such resolution is attached hereto as Exhibit C.
8. The Corporation does not have any directors or stockholders other than those indicated above.
9. The Corporation has no undistributed assets, and no liabilities for which the Corporation has not already satisfied by escrow of the amounts necessary to settle any such liabilities. According to the Plan of Dissolution, the Directors and Stockholders of the Corporation have consented to use the undistributed assets to distribute to the Directors and Stockholders in accordance with the Operating Agreement.
10. The Corporation shall comply with any form of reporting required by the New York State Department of Health in order to obtain approval for dissolution of the Corporation.
11. Other than the approval of the New York State Department of Health, no approval of the dissolution of the Corporation is required by any governmental body or officer.

WHEREFORE, petitioner requests that the New York State Department of Health approve the Articles of Dissolution of FLUSHING MANOR CARE CENTER, INC., a corporation, pursuant to the provisions of Article 28 of the New York Public Health Law.

IN WITNESS WHEREFORE, the Corporation has caused this Petition to be executed this 31 day of January, 2024, by



Amy Benson

Verification and Certification

STATE OF NEW YORK)

COUNTY OF New York :SS.:

Amy Benenson being duly sworn, deposes and says:

She is a Directors and Stockholders of FLUSHING MANOR CARE CENTER, INC., the corporation named in the above Petition, and duly authorized to sign and file the above Petition on behalf of all the directors and stockholders and make this verification and certification. I have read the foregoing Petition and (i) know the contents thereof to be true to my own knowledge, except those matters that are stated on information and belief, and as to those matters I believe to be true; and (ii) I hereby certify under penalties of perjury that the Plan was duly authorized and adopted by the Stockholders and Directors of the Corporation.

Amy L. Benenson
Amy Benenson

Sworn to before me this

31 day of January, 2024

Ivette Wulff
Notary Public

WULFF IVETTE
NOTARY PUBLIC, STATE OF NEW YORK
NO.: 01WU4973060
QUALIFIED IN STATE OF NEW YORK
COMMISSION EXPIRES 12/26/2026

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for FLUSHING MANOR CARE CENTER, INC., File Number C025374-5 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on October 26, 2023.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

Certificate of Incorporation of

FLUSHING MANOR CARE CENTER, INC.

under Section 402 of the Business Corporation Law

UNI

IT IS HEREBY CERTIFIED THAT:

(1) The name of the proposed corporation is FLUSHING MANOR CARE CENTER, INC.

(2) The purpose or purposes for which this corporation is formed, are as follows, to wit:

To own and operate Flushing Manor Care Center, Inc., at 139-66 35th Avenue, Flushing, New York 11354, in the County of Queens, City and State of New York; to engage in and conduct the business of a nursing home and health related facility pursuant to the provisions of the New York State Public Health Law; to purchase, lease or otherwise acquire, construct, own, use, manage, operate and maintain, and sell or otherwise dispose of any and all manner of machine, apparatus, equipment, instruments, systems and devices incidental or necessary for the operation of a nursing home and health related facility and services incidental thereto.

C025374

C025374

The corporation, in furtherance of its corporate purposes above set forth, shall have all of the powers enumerated in Section 202 of the Business Corporation Law, subject to any limitations provided in the Business Corporation Law or any other statute of the State of New York.

(3) The office of the corporation is to be located in the

(city) (town) (incorporated village)

County of Queens

State of New York.

(4) The aggregate number of shares which the corporation shall have the authority to issue is 200 shares of common stock, no par value.

All stock certificates of the corporation shall bear on the fact thereof the following:

(i) no person shall own 10 percent or more of the stock of the corporation unless he has been approved for such ownership by the Public Health Council; and

(ii) a statement that any transfer, assignment or other disposition of 10 percent or more of the stock or of 10 percent of the voting rights thereunder of the corporation or the transfer, assignment or other disposition of the stock or voting rights of the corporation which results in the ownership or control of more than 10 percent of the stock or voting rights thereunder of the corporation by any person shall be subject to approval by the Public Health Council; and

(iii) a statement that no stock or voting rights thereunder of the corporation may be owned or controlled by another corporation.

- (5) *The Secretary of State is 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*

SPECTOR SCHER FELDMAN KARASSIK & LEVY
655 THIRD AVENUE
NEW YORK, NEW YORK 10017

Y

ATT: Jerome T. Levy, Esq.

- (6) Any approvals or consents which are required by the Public Health Law or by any other statute of the State of New York before this Certificate of Incorporation may be filed in the Department of State and endorsed on or annexed to this Certificate of Incorporation.
- (7) No person may own 10 percent or more of the stock of the corporation who has not been approved for the ownership of such stock by the Public Health Council.
- (8) It is intended that the proposed corporation's accounting period shall commence on the date of incorporation and shall end on the last day of December, in each year.

The undersigned incorporator, or each of them if there are more than one, is of the age of eighteen years or over.

IN WITNESS WHEREOF, this certificate has been subscribed this 6th day of April 1989
by the undersigned who affirm(s) that the statements made herein are true under the penalties of perjury.

JEROME T. LEVY

Type name of incorporator
655 Third Avenue, New York, New York 10017

Address

Type name of incorporator

Address

Type name of incorporator

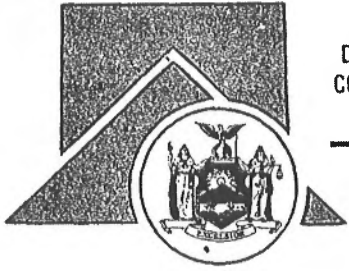
Address


Signature

Signature

Signature

3



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

PUBLIC HEALTH COUNCIL

June 19, 1989

Mr. Jerome T. Levy
Spector, Scher, Feldman,
Karassik & Levy
Attorneys at Law
655 Third Avenue
New York, NY 10017

Re: Certificate of Incorporation of Flushing Manor Care Center, Inc.

Dear Mr. Levy:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 27th day of May, 1988, I hereby certify that the Public Health Council consents to the filing of the Certificate of Incorporation of Flushing Manor Care Center, Inc., dated April 6, 1989.

Sincerely,

Karen S. Westervelt
Executive Secretary

JUN 21 11 04 AM '89

RECEIVED

UNFILED

C025374

Certificate of Incorporation

of

FLUSHING MANOR CARE CENTER, INC.

under Section 402 of the Business Corporation Law

Filed By:

SPECTOR SCHER FELDMAN KARASSIK & LEVY

Office and Post Office Address

655 THIRD AVENUE
NEW YORK, NEW YORK 10017

(212) 818-1400 -05

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 22 1989

AMT. OF CHECK \$
FILING FEE \$
TAX \$
COUNTY FEE \$
COPY \$
CERT \$
REFUND \$
SPEC HANDLE \$

BY:

[Signature]

JUN 22 7 02 AM '89

FILED

425005

BITTED

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for FLUSHING MANOR CARE CENTER, INC., File Number 130325000463 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on October 26, 2023.



Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

130325000463

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.ny.gov

CERTIFICATE OF CHANGE OF

FLUSHING MANOR CARE CENTER, INC

(Insert Name of Domestic Corporation)

Under Section 805-A of the Business Corporation Law

FIRST: The name of the corporation is:

FLUSHING MANOR CARE CENTER, 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:

June 22, 1989

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: _____

☒ 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:
ATTENTION:ADMINISTRATOR
139-66 35TH AVENUE
FLUSHING, NY 11354

☐ The corporation hereby: *(Check one)*

☐ Designates _____

as its registered agent upon whom process against the corporation may be served.

The street address of the registered agent is:

☐ Changes the designation of its registered agent to:

The street address of the registered agent is:

130325000 A63

☐ Changes the address of its registered agent to:

☐ Revokes the authority of its registered agent.

FOURTH: The change was authorized by the board of directors.


(Signature)

MICHAEL BENENSON
(Name of Signer)

SECRETARY
(Title of Signer)

CERTIFICATE OF CHANGE
OF

FLUSHING MANOR CARE CENTER, INC.
(Insert Name of Domestic Corporation)

Under Section 805-A of the Business Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAR 25 2013
TAXES
BY: 
Queens

Filer's Name FLUSHING MANOR CARE CENTER, INC.

Address 139-66 35TH AVENUE

City, State and Zip Code FLUSHING, NY 11354

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 \$30 filing fee.

For Office Use Only

514

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for FLUSHING MANOR CARE CENTER, INC., File Number 150224000570 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on October 26, 2023.



Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

GT-07

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.ny.gov

150224000

570

CERTIFICATE OF CHANGE OF

FLUSHING MANOR CARE CENTER, INC.

(Insert Name of Domestic Corporation)

Under Section 805-A of the Business Corporation Law

FIRST: The name of the corporation is:

FLUSHING MANOR CARE CENTER, 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:

June 22, 1989

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:

☒ 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:
Flushing Manor Care Center, Inc., c/o FilBen Group, LLC, 800 Westchester Avenue, Suite S-712, Rye Brook, NY 10573; Attention: Michael J. Benenson

☐ The corporation hereby: *(Check one)*

☐ Designates

as its registered agent upon whom process against the corporation may be served.
The street address of the registered agent is:

☐ Changes the designation of its registered agent to:


The street address of the registered agent is:

570

☐ Changes the address of its registered agent to:

☐ Revokes the authority of its registered agent.

FOURTH: The change was authorized by the board of directors,


(Signature)

MICHAEL J. BENENSON
(Name of Signer)

AUTHORIZED PERSON
(Title of Signer)

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED FEB 24 2015

TAX \$

BY: 

CERTIFICATE OF CHANGE
OF

FLUSHING MANOR CARE CENTER, INC.

(Insert Name of Domestic Corporation)

Under Section 805-A of the Business Corporation Law

Filer's Name Windels Marx Lane & Mittendorf, LLP, Attention: Jeanine Margiano, Esq.

Address 156 West 56th Street

City, State and Zip Code New York, NY 10019

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 \$30 filing fee.

For Office Use Only

CT-07

FILED

2015 FEB 24 PM 12:45

RECEIVED
2015 FEB 24 PM 12:05

598

Cost Ref 9446796 CAS

PLAN OF DISSOLUTION
OF
FLUSHING MANOR CARE CENTER, INC.

The undersigned, all of the directors and stockholders (each a "Director and Stockholder" and collectively the "Directors and Stockholders ") of FLUSHING MANOR CARE CENTER, INC., a New York corporation (the "Corporation") have considered the advisability of voluntarily dissolving the Corporation and have determined that dissolution is in the best interest of the Corporation.

1. The Directors and Stockholders hereby unanimously vote to approve this Plan of Dissolution.
2. The Corporation, having no undistributed assets and no liabilities for which the Corporation has not already satisfied by escrow of the amounts necessary to settle any such liabilities, shall proceed to dissolution without any further distribution to the Directors and Stockholders.
3. Other than the approval of the New York State Department of Health, no approval of the dissolution of the Corporation by any governmental body or officer is required.
4. Articles of Dissolution shall be signed by Director and Stockholder, Amy Benenson, and all required approvals shall be attached thereto.

BOARD OF DIRECTORS:

THE ESTATE OF DR. ESTHER
BENENSON

DocuSigned by:
Amy Benenson
By: _____
Name: Amy Benenson
Title: Executor

DocuSigned by:
Amy Benenson

Name: Amy Benenson

DocuSigned by:
Blanche Benenson

Name: Blanche Benenson

DocuSigned by:
MICHAEL BENENSON
5DCC2B0662D940E
Name: Michael J. Benenson

DocuSigned by:
Sharon Benenson
77BA3268AA75431...
Name: Sharon Benenson

STOCKHOLDERS:

THE ESTATE OF DR. ESTHER
BENENSON

DocuSigned by:
Amy Beneson
By: E682B131786B4D6...
Name: Amy Benenson
Title: Executor

DocuSigned by:
Amy Beneson
E682B131786B4D6...
Name: Amy Benenson

DocuSigned by:
Blanche Benenson
C51E5E97990E495...
Name: Blanche Benenson

DocuSigned by:
MICHAEL BENENSON
5DCC2B0662D940E
Name: Michael J. Benenson

DocuSigned by:
Sharon Benenson
77BA3268AA75431...
Name: Sharon Benenson

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
AND STOCKHOLDERS OF FLUSHING MANOR CARE CENTER, INC.**

The undersigned, the members of the Board of Directors and the Stockholders of Flushing Manor Care Center, Inc., a New York corporation (the "**Corporation**") hereby adopt the following resolutions pursuant to the New York Business Corporation Law and the By-Laws of the Corporation (the "**Bylaws**"):

WHEREAS, the Corporation, as of January 1, 2015, sold substantially all of its assets and ceased all business operations other than the payment or other settlement of its remaining liabilities and the collection, marshalling and distribution of its remaining assets;

WHEREAS, the Board of Directors and the Stockholders have determined that it is now in the best interests of the Board of Directors and the Stockholders to dissolve the Corporation, and to wind up the Corporation's affairs in accordance with Article 28 of the Public Health Law, Article 10 of New York's Business Corporations Law, and the Bylaws.

NOW THEREFORE, be it

RESOLVED, that the Corporation is dissolved and its affairs shall be wound up in accordance with Article 28 of the Public Health Law, Article 10 of New York's Business Corporations Law, and the Bylaws; and

RESOLVED, that Amy Benenson is designated as the authorized signatory of the Corporation for the purpose of executing and filing any and all necessary paperwork, documentation, or instruments to effectuate the dissolution of the Corporation, including without limitation, the Petition to the New York State Department of Health in the form attached hereto as **Exhibit "A"**, and Certificate of Dissolution in the form attached hereto as **Exhibit "B"**; and

RESOLVED, that Jeff Rosenthal, CPA is designated as the liquidator of the Corporation and authorized and directed to wind up the affairs of the Corporation and make final distributions; and further

RESOLVED, that this consent may be executed electronically and transmitted by email in several counterparts, all of which together shall for all purposes constitute one consent, binding on all the parties hereto, notwithstanding that all the parties have not signed the same counterpart.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of January 11, 2024.

BOARD OF DIRECTORS:

THE ESTATE OF DR. ESTHER BENENSON

DocuSigned by:
Amy Benenson
By: E682B131786B4D6...
Name: Amy Benenson
Title: Executor

DocuSigned by:
Amy Benenson
E682B131786B4D6...
Name: Amy Benenson

DocuSigned by:
Blanche Benenson
C51E5C97890E495...
Name: Blanche Benenson

DocuSigned by:
MICHAEL BENENSON
5DCC2B0662D940E...
Name: Michael J. Benenson


DocuSigned by:
Sharon Benenson
77BA3268AA75431...
Name: Sharon Benenson


STOCKHOLDERS:

THE ESTATE OF DR. ESTHER BENENSON

DocuSigned by:
Amy Benenson
By: E682B131786B4D6...
Name: Amy Benenson
Title: Executor

DocuSigned by:
Amy Benenson
E682B131786B4D6...
Name: Amy Benenson

DocuSigned by:

C51E5C67890E483...
Name: Blanche Benenson

DocuSigned by:

5DCC2B0662D048E...
Name: Michael J. Benenson

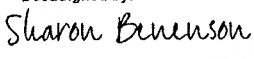
DocuSigned by:

77DA8268AA75491...
Name: Sharon Benenson

EXHIBIT "A"

-----X
 In the Matter of the Application of :
FLUSHING MANOR CARE CENTER, INC. : VERIFIED PETITION
 For Approval of Certificate of :
 Dissolution pursuant to :
 the New York Public Health Law. :
 -----X

TO: THE NEW YORK STATE DEPARTMENT OF HEALTH
 DIVISION OF LEGAL AFFAIRS

FLUSHING MANOR CARE CENTER, INC., (the "**Corporation**") by and through the unanimous consent of the Directors and Stockholders of the Corporation, for its Verified Petition alleges:

1. **FLUSHING MANOR CARE CENTER, INC.** whose principal place of business was located at, 35-15 Parsons Boulevard, Flushing, New York 11354, and currently maintains as a registered agent with the New York Department of State c/o RGNC&S CPAs 97 Froehlich Farm Blvd., Woodbury, NY 11797, was organized pursuant to New York's Business Corporation Law on June 22, 1989. A copy of the Certificate of Incorporation are attached as Exhibit A.
2. The names, addresses and titles of the Corporation's Directors and Stockholders are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
The Estate of Dr. Esther Benenson	Director & Stockholder	1185 Park Ave., Apt. 12C New York, NY 10128
Amy Benenson	Director & Stockholder	1185 Park Ave., Apt. 12C New York, NY 10128
Blanche Benenson	Director & Stockholder	4 Hill Top Road Larchmont, NY 10538
Michael J. Benenson	Director & Stockholder	350 S Ocean Blvd Boca Raton, FL 33432
Sharon Benenson Sydney	Director & Stockholder	31504 Foxfield Dr, Westlake Village, CA 91361

3. The purposes for which the Corporation was organized are set forth in its Certificate of Incorporation in the fourth paragraph thereof and are as follows:

To own and operate the Flushing Manor Care Center, Inc. at 139-66 35th in the County of Queens, City and State of New York; to engage in and conduct the business of a nursing home and health related facility pursuant to the provisions of New York State Public Health Law; to purchase, lease or otherwise acquire, construct, own, use, manage, operate and maintain, and sell or otherwise dispose of any and all manner of machine, apparatus, equipment, instruments, systems and devices incidental or necessary for the operation of a nursing home and health related facility and services incidental thereto.

4. The Corporation plans to dissolve in accordance with the Plan of Dissolution attached hereto as Exhibit B (the "Plan").
5. The Corporation is dissolving because the Corporation is no longer a going concern.
6. No Internal Revenue Service audits are open.
7. On January 11, 2024, the Directors and Stockholders unanimously consented to resolutions adopting the Plan, and authorizing the filing of this Petition by Ms. Amy Benenson, and upon granting of same to execute and file Articles of Dissolution. Such resolution is attached hereto as Exhibit C.
8. The Corporation does not have any directors or stockholders other than those indicated above.
9. The Corporation has no undistributed assets, and no liabilities for which the Corporation has not already satisfied by escrow of the amounts necessary to settle any such liabilities. According to the Plan of Dissolution, the Directors and Stockholders of the Corporation have consented to use the undistributed assets to distribute to the Directors and Stockholders in accordance with the Operating Agreement.
10. The Corporation shall comply with any form of reporting required by the New York State Department of Health in order to obtain approval for dissolution of the Corporation.
11. Other than the approval of the New York State Department of Health, no approval of the dissolution of the Corporation is required by any governmental body or officer.

WHEREFORE, petitioner requests that the New York State Department of Health approve the Articles of Dissolution of FLUSHING MANOR CARE CENTER, INC., a corporation, pursuant to the provisions of Article 28 of the New York Public Health Law.

IN WITNESS WHEREFORE, the Corporation has caused this Petition to be executed this ____ day of January, 2024, by

Amy Benenson

Verification and Certification

STATE OF NEW YORK)
:SS.:
COUNTY OF _____)

Amy Benenson being duly sworn, deposes and says:

She is a Directors and Stockholders of FLUSHING MANOR CARE CENTER, INC., the corporation named in the above Petition, and duly authorized to sign and file the above Petition on behalf of all the directors and stockholders and make this verification and certification. I have read the foregoing Petition and (i) know the contents thereof to be true to my own knowledge, except those matters that are stated on information and belief, and as to those matters I believe to be true; and (ii) I hereby certify under penalties of perjury that the Plan was duly authorized and adopted by the Stockholders and Directors of the Corporation.

Amy Benenson

Sworn to before me this

____ day of January, 2024

Notary Public

EXHIBIT "B"

PLAN OF DISSOLUTION
OF
FLUSHING MANOR CARE CENTER, INC.

The undersigned, all of the directors and stockholders (each a "Director and Stockholder" and collectively the "Directors and Stockholders ") of FLUSHING MANOR CARE CENTER, INC., a New York corporation (the "Corporation") have considered the advisability of voluntarily dissolving the Corporation and have determined that dissolution is in the best interest of the Corporation.

1. The Directors and Stockholders hereby unanimously vote to approve this Plan of Dissolution.
2. The Corporation, having no undistributed assets and no liabilities for which the Corporation has not already satisfied by escrow of the amounts necessary to settle any such liabilities, shall proceed to dissolution without any further distribution to the Directors and Stockholders.
3. Other than the approval of the New York State Department of Health, no approval of the dissolution of the Corporation by any governmental body or officer is required.
4. Articles of Dissolution shall be signed by Director and Stockholder, Amy Benenson, and all required approvals shall be attached thereto.

BOARD OF DIRECTORS:

THE ESTATE OF DR. ESTHER
BENENSON

DocuSigned by:
Amy Benenson
By: _____
Name: Amy Benenson
Title: Executor

DocuSigned by:
Amy Benenson

Name: Amy Benenson

DocuSigned by:
Blanche Benenson

Name: Blanche Benenson

DocuSigned by:

MICHAEL BENENSON

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Name: Michael J. Benenson

DocuSigned by:

Sharon Benenson

77BA3268AA75431...

Name: Sharon Benenson

STOCKHOLDERS:

THE ESTATE OF DR. ESTHER
BENENSON

DocuSigned by:

Amy Beneson

By:

E682B131786B4D6...

Name: Amy Benenson

Title: Executor

DocuSigned by:

Amy Beneson

E682B131786B4D6...

Name: Amy Benenson

DocuSigned by:

Blanche Benenson

051E5097990E495...

Name: Blanche Benenson

DocuSigned by:

MICHAEL BENENSON

5DCC2B0662D940E...

Name: Michael J. Benenson

DocuSigned by:

Sharon Benenson

77BA3268AA75431...

Name: Sharon Benenson

BY-LAWS
OF
FLUSHING MANOR CARE CENTER, INC.

ARTICLE I - OFFICES

SECTION 1. PRINCIPAL OFFICE. The principal office of the Corporation shall be established and maintained at 139-66 35th Avenue, New York.

SECTION 2. OTHER OFFICES. The Corporation may have other offices, either within or without the State of New York, at such place or places as the Board of Directors may from time to time appoint or as the business of the Corporation may require.

ARTICLE II - STOCKHOLDERS

SECTION 1. ANNUAL MEETINGS. Annual meetings of stockholders for the election of the directors and for such other business as may be stated in the notice of the meeting, shall be held at such place, either within or without the State of New York, and at such time and date as the Board of Directors, by resolution, shall determine and as set forth in the notice of meeting. In the event the Board of Directors fails to so determine the time, date, and place of meeting, the annual meeting of stockholders shall be held not late than one hundred twenty (120) days after the end of the Corporation's fiscal year, at the principal office of the Corporation.

If the date of the annual meeting shall fall upon a legal holiday, the meeting shall be held on the next succeeding business day. At each annual meeting, the stockholders entitled to vote shall elect a Board of Directors and may transact such other corporate business as shall be stated in the notice of the meeting.

SECTION 2. OTHER MEETINGS. Meetings of stockholders for any purpose other than the election of directors may be held at such time and place, within or without the State of New York, as shall be stated in the notice of the meeting.

SECTION 3. VOTING. Each stockholder entitled to vote in accordance with the terms and provisions of the Certificate of Incorporation and these By-Laws shall be entitled to one vote, in person or by proxy, for each share of stock entitled to vote held by such stockholder, but no proxy shall be voted after three (3) years from its date unless such proxy expressly provides for a longer period. upon the demand of any stockholder, the vote of the directors and upon any question before the meeting shall be by ballot. All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the Certificate of Incorporation or statute.

SECTION 4. STOCKHOLDERS RECORD DATE. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than fifty (50) nor less than ten (10) days before the day of such meeting, nor more than fifty (50) days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

SECTION 5. STOCKHOLDER LIST. upon the request of any stockholder, the officer who has charge of the stock ledge or the Corporation shall at least ten (10) days before each meeting of stockholders prepare a complete alphabetical address list of the stockholders entitled to vote at the ensuing election, with the number of shares held by each. Said list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place with the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall be available for inspection at the meeting.

SECTION 6. QUORUM. Except as otherwise required by law, by the Certificate of Incorporation or by these By-Laws, the presence, in person or by proxy, of stockholders holding a

majority of the stock of the corporation entitled to vote shall constitute a quorum at all meetings of the stockholders. In case a quorum shall not be present at any meeting, a majority in interest of the stockholders entitled to vote thereat, present in person or by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite amount of stock entitled to vote shall be present. At any such adjourned meeting at which the requisite amount of stock entitled to vote shall be represented, any business may be transacted which might have been transacted at the meeting as originally noticed; but only those stockholders entitled to vote at the meeting as originally noticed shall be entitled to vote at any adjournment or adjournments thereof.

SECTION 7. SPECIAL MEETING. Special meetings of the stockholders, for any purpose, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the Chairman of the Board, the President or Secretary and shall be called by the President or Secretary at the request in writing of a majority of the directors or stockholders entitled to vote. Such request shall state the purpose of the proposed meeting.

SECTION 8. NOTICE OF MEETINGS. Written notice, stating the place, date and time of the meeting, and the general nature of the business to be considered, shall be given to each stockholder entitled to vote thereat at his address as it appears on the record of the corporation, not less than ten (10) nor more than fifty (50) days before the date of the meeting.

SECTION 9. BUSINESS TRANSACTED. No business other than that stated in the notice shall be transacted at any meeting without the unanimous consent of all the stockholders entitled to vote thereat.

SECTION 10. ACTION WITHOUT MEETING. Except as otherwise provided by the Certificate of Incorporation, whenever the vote of the stockholders at a meeting thereof is required or permitted to be taken in connection with any corporate action by any provisions of the Certificate of Incorporation, these By-Laws, or statute, the meeting and vote of stockholders may be dispensed with, and action may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all of the holders of outstanding stock.

ARTICLE III - DIRECTORS

SECTION 1. NUMBER AND TERM. Directors shall be elected at the annual meeting of the stockholders and each director shall be elected to serve until his successor shall be elected and shall qualify. The number of directors may not be less than three (3) except that where all the shares of the corporation are owned beneficially and of record by either one (1) or two (2) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. The number of Directors constituting the first Board of Directors shall be two (2) directors until changed as provided herein.

SECTION 2. RESIGNATIONS. Any director, member of a committee or other officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

SECTION 3. VACANCIES. If the office of any director, member of a committee or other officer becomes vacant, the remaining directors in office, though less than a quorum by a majority vote, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until his successor shall be duly chosen.

SECTION 4. REMOVAL. Any director or directors may be removed either with or without cause at any time by the affirmative vote of the holders of a majority of all the shares of stock outstanding and entitled to vote, at a special meeting of the stockholders called for the purpose, and the vacancies thus created may be filled, at the meeting, held for the purpose thus created may be filled, at the meeting held for the purpose of removal, by the affirmative vote of a majority in interest of the stockholders entitled to vote.

SECTION 5. INCREASE OF NUMBER. The number of directors may be increased by amendment of these By-Laws by the affirmative vote of the directors or, by the affirmative vote of a majority in interest of the stockholders, at the annual meeting or at a special meeting called for that purpose, and by like vote the additional directors may be chosen at such meeting, to hold office until the next annual election and until their successors are elected and qualify.

SECTION 6. COMPENSATION. Directors shall not receive any stated salary for their services as directors or as members of committees, but by resolution of the Board a fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from service the Corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

SECTION 7. MEETINGS. A meeting of the Board of Directors shall be held for organization, for the election of officers and for the transaction of such other business as may properly come before the meeting, within thirty (30) days after each annual election of directors by the Corporation's stockholders.

The Board of Directors by resolution may provide for the holding of regular meetings and may fix the times and places at which such meetings shall be held. Notice of regular meetings shall not be required to be given, provided that whenever the time or place of regular meetings shall be fixed or changed, notice of such action shall be mailed promptly to each director who shall not have been present at the meeting at which such action was taken, addressed to him at his residence or usual place of business.

SECTION 8. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President, any Vice President or any director. Except as otherwise required by statute, notice of each special meeting shall be mailed to each director, addressed to him at his residence or usual place of business, or shall be sent to him at such place by any other means of written telecommunications, not later than two (2) days before the day on which the meeting is to be held.

Such notice shall state the time and place of such meeting, but unless otherwise required by statute or the Certificate of Incorporation of the Corporation, need not state the purposes thereof.

Notice of any meeting need not be given to any director who shall attend such meeting in person or who shall waive notice therefor, before or after such meeting, by letter or other means of written telecommunications.

SECTION 9. ACTION WITHOUT MEETING. Any action

required or permitted to be taken by the Board of Directors, or by any committee thereof, may be taken without a meeting, if all members of the Board, or the committee as the case may be, consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of proceedings of the Board or committee.

ARTICLE IV - OFFICERS

SECTION 1. OFFICERS. The officers of the Corporation shall consist of a President, a Treasurer, and a Secretary, and shall be elected by the Board of Directors and shall hold office until their successors are elected and qualified. In addition, the Board of Directors may elect a Chairman, one or more Vice-Presidents and such Assistant Secretaries and Assistant Treasurers as it may deem proper. None of the officers of the Corporation need be directors. The officers shall be elected at the first meeting of the Board of Directors and at each annual meeting thereafter. More than two offices may be held by the same person, except as otherwise provided by law.

SECTION 2. OTHER OFFICERS AND AGENTS. The Board of Directors may appoint such officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such power and perform such duties as shall be determined from time to time by the Board of Directors.

SECTION 3. PRESIDENT. The President shall be the chief executive officer of the Corporation and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation. He/she shall, when present, preside at all meetings of the stockholders, and in the absence of non-election of the Chairman of the Board of Directors, at all meetings of the Board of Directors, and shall have general supervision, direction and control of the business of the Corporation, subject to the control of the Board of Directors. Except as the Board of Directors shall authorize the execution thereof in some other manner, he/she shall execute bonds, mortgages, and other contracts on behalf of the Corporation, and shall cause the seal to be affixed to any instrument requiring it and when so affixed the seal shall be attested by the signature of the Secretary or the Treasurer or an Assistant Secretary or an Assistant Treasurer.

SECTION 4. VICE-PRESIDENT. Each Vice-President shall have such powers and shall perform such duties as shall be assigned to him/her by the directors.

SECTION 5. TREASURER. The Treasurer shall have the custody of the Corporation funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He/she shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

SECTION 6. SECRETARY. The Secretary shall give, or cause to be given, notice of all meetings of stockholders and directors, and all other notices required by law or by these By-Laws, and in case of his/her absence or refusal or neglect so to do, any such notice may be given by any person thereunto directed by the President, or by the directors, or stockholders, upon whose requisition the meeting is called as provided in these By-Laws. He/she shall record all the proceedings of the meetings of the Corporation and of directors in a book to be kept for that purpose. He/she shall keep in safe custody the seal of the Corporation, and when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his/her signature or by the signature of any assistant secretary.

SECTION 7. ASSISTANT TREASURERS & ASSISTANT SECRETARIES. Assistant Treasurers and Assistant Secretaries, if any, shall be elected and shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the directors.

SECTION 8. RESIGNATIONS. Any officer may resign at any time by given written notice of his/her resignation to the Board of Directors, the President, or the Secretary. Unless otherwise specified in the written notice, the resignation shall take effect upon receipt thereof by the Board of Directors or any such officer.

SECTION 9. REMOVAL. An officer may be removed at any time, either with or without cause, at any meeting of the Board of Directors by the vote of a majority of all the directors then in office.

SECTION 10. VACANCIES. A vacancy in any office by reason of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed by these By-Laws for regular election or appointment to such office.

SECTION 11. SALARIES. The salaries of the officers of the Corporation shall be fixed from time to time by the Board of Directors, except that the Board of Directors may delegate to any person the power to fix the salaries or other compensation of any officers or agents appointed in accordance with the provisions of these By-Laws. No officer shall be prevented from receiving such salary by reason of the fact that he/she is also a director of the Corporation.

SECTION 12. SURETY BOND. If the Board of Directors shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful discharge of his/her duties, including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his/her hands.

ARTICLE V - CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, 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 and confined to specific instances.

SECTION 2. CHECKS. 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 the officer or officers, agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

SECTION 3. LOANS. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

ARTICLE VI - CERTIFICATES FOR SHARES AND THEIR TRANSFER

SECTION 1. CERTIFICATES OF STOCK. Every holder of stock in the Corporation shall be entitled to have a certificate, signed by, or in the name of the Corporation by, the President or a Vice President and the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the Corporation, certifying the number of shares owned by him in the Corporation. If the Corporation shall be authorized to issue more than one class of stock or more than one series of any class, the designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations, or restrictions of such preference and/or rights shall be set forth in full or summarized on the face or back of the certificate which the Corporation shall issue to represent such class or series of stock.

SECTION 2. LOST CERTIFICATES. New certificates of stock may be issued in the place of any certificate therefor issued by the Corporation, alleged to have been lost or destroyed and the directors may, in their discretion, require the owner of the lost or destroyed certificate or his legal representatives, to give the Corporation a bond, in such sum as they may direct, not exceeding double the value of the stock, to indemnify the Corporation against it on account of the alleged loss of any such new certificate or prescribe such other terms and conditions as it deems expedient in order to protect the Corporation from any claim that may be made against it with respect to the alleged loss or distribution of any such certificate.

SECTION 3. TRANSFER OF SHARES. The shares of stock of the Corporation shall be transferable only upon its books by the holders thereof in person or by their duly authorized attorneys or legal representatives, and upon such transfer the old certificates shall be surrendered to the Corporation by the delivery thereof to the person in charge of the stock and transfer books and ledgers, or to such other persons as the directors may designate, by whom they shall be cancelled, and new certificates shall thereupon be issued. A record shall be made of each transfer and whenever a transfer shall be made for collateral security, and not absolutely, it shall be so expressed in the entry of the transfer.

ARTICLE VII - DIVIDENDS

Subject to the provisions of the Certificate of Incorporation, the Board of Directors may, out of funds legally available therefor at any regular or special meeting, declare dividends upon the capital stock of the Corporation as and when they deem expedient. Before declaring any dividends there may be set apart out of any funds of the corporation available for dividends, such sum or sums as the directors from time to time in their discretion deem proper working capital or as a reserve fund to meet contingencies or for equalizing dividends or for such other purposes as the directors shall deem conducive to the interests of the Corporation.

ARTICLE VIII - SEAL

The corporate seal shall be circular in form and shall contain the name of the Corporation, the year of its creation and the words "CORPORATE SEAL NEW YORK." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

ARTICLE X - NOTICE AND WAIVER OF NOTICE

Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his address as it appears on the records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Stockholders not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by statute.

Whenever any notice is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation of the corporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein,

ARTICLE XI - AMENDMENTS

These By-Laws may be altered and repealed and By-Laws may be made at any annual meeting of the stockholders or at any special meeting thereof if notice thereof is contained in the notice of such special meeting by the affirmative vote of a majority of the stock issued and outstanding or entitled to vote thereat, or by the regular meeting of the Board of Directors, at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors, if notice thereof is contained in the notice of such special meeting.

* * * * *

MEMORANDUM

To: Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

From: Alexa Nagy, Senior Attorney
Bureau of Program Counsel
Division of Legal Affairs

Date: August 15, 2024

Subject: Proposed Dissolution of FMNH, LLC

This is to request that the above matter be included on the agendas for the next Establishment and Project Review Committee and Public Health and Health Planning Council (PHHPC) meetings.

The attachments relating to this matter include the following:

- 1) Memorandum to the Public Health and Health Planning Council from Kathy Marks, General Counsel;
- 2) A copy of the unanimous written consent of the board of directors and stockholders of FMNH, LLC., dated May 18, 2022, approving and authorizing the dissolution;
- 3) A proposed verified petition seeking the Attorney General's approval of the filing of the Certificate of Dissolution of FMNH, LLC;
- 4) An executed, proposed Plan of Dissolution and Certificate of Dissolution of FMNH, LLC;
- 5) A copy of the Articles of Organization of FMNH, LLC, dated May 7, 2008, and filed on May 16, 2008, and Consent to File Letter of the Public Health Council for FMNH, LLC, dated April 16, 2008;
- 6) Copies of affidavits of publication and a copy of the certificate of publication for FMNH, LLC; and
- 7) Photocopies of Certificates of Change for FMNH, LLC.

Attachments

MEMORANDUM

To: Public Health and Health Planning Council (PHHPC)

From: Kathy Marks *KSM*
General Counsel

Date: August 13, 2024

Subject: Proposed Dissolution of FMNH, LLC

FMNH, LLC requests Public Health and Health Planning Council ("PHHPC") approval of its proposed dissolution in accordance with the requirements of 10 NYCRR Part 650.

FMNH, LLC is a New York Limited Liability Company that was formed on May 16, 2008, when the entity filed Articles of Organization with the NYS Department of State to operate a residential health care facility. FMNH, LLC received approval from the Public Health Council "PHC" of the filing of its Articles of Organization on April 16, 2008. Copies of the LLC company documents are attached.

Effective January 1, 2015, the operations of FMNH, LLC's skilled nursing facility, located in Flushing, Queens were transferred to a new operator approved by the Public Health Council and FMNH, LLC has ceased all activities since. FMNH, LLC has no remaining assets or liabilities (other than a \$500 wind down fund for distribution to members). Therefore, FMNH, LLC wishes to formally dissolve its company, and has determined that it is in the best interest of the company to do so.

The Plan of Dissolution and proposed Articles of Dissolution were authorized by unanimous written consent of the Petitioner's members on May 18, 2022. A copy of such authorizing resolution is attached.

Because the PHC previously approved the filing of the Articles of Organization of FMNH, LLC, its successor, PHHPC, must approve of this dissolution.

There is no legal objection to the proposed Verified Petition, Plan of Dissolution, and Certificate of Dissolution of FMNH, LLC.

Attachments

UNANIMOUS WRITTEN CONSENT OF MEMBERS OF FMNH, LLC

The undersigned, all of the members (the "**Members**") of FMNH, LLC, a New York limited liability company (the "**Company**") hereby adopt the following resolutions pursuant to the New York Public Health Law (the "**Public Health Law**"), the New York Limited Liability Company Law (the "**LLC Law**"), and the Operating Agreement of the Company (the "**Operating Agreement**"):

WHEREAS, the Company, as of January 1, 2015, sold substantially all of its assets and ceased all business operations other than the payment or other settlement of its remaining liabilities and the collection, marshalling and distribution of its remaining assets;

WHEREAS, the Members have determined that it is now in the best interests of the Members to dissolve the Company, and to wind up the Company's affairs in accordance with Article 28 of the Public Health Law, Article 7 of the LLC Law, and the Operating Agreement.

NOW THEREFORE, be it

RESOLVED, that the Company is dissolved and its affairs shall be wound up in accordance with Article 28 of the Public Health Law, Article 7 of the LLC Law, and the Operating Agreement; and

RESOLVED, that Amy Benenson as a Member of the Company shall be designated as the authorized signer on behalf of the Company for the purpose of executing and filing any and all necessary paperwork, documentation, or instruments to effectuate the dissolution of the Company, including without limitation, the Petition to the New York State Department of Health in the form attached hereto as **Exhibit "A"**, and Articles of Dissolution in the form attached hereto as **Exhibit "B"**; and

RESOLVED, that Jeff Rosenthal, CPA is designated as the liquidator of the Company and authorized and directed to wind up the affairs of the Company and make final distributions; and further

RESOLVED, that this consent may be executed electronically and transmitted by email in several counterparts, all of which together shall for all purposes constitute one consent, binding on all the parties hereto, notwithstanding that all the parties have not signed the same counterpart.

[Remainder of Page Left Intentionally Blank; Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Consent as of May
18, 2022

MEMBERS:

Amy L. Benenson
AMY BENENSON

BLANCHE BENENSON

MICHAEL BENENSON

SHARON BENENSON

IN WITNESS WHEREOF, the undersigned have executed this Consent as of May
18, 2022 .

MEMBERS:

AMY BENENSON



BLANCHE BENENSON

MICHAEL BENENSON

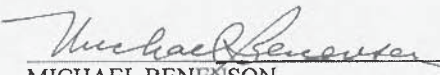
SHARON BENENSON

IN WITNESS WHEREOF, the undersigned have executed this Consent as of May
18, 2022.

MEMBERS:

AMY BENENSON

BLANCHE BENENSON



MICHAEL BENENSON

SHARON BENENSON

IN WITNESS WHEREOF, the undersigned have executed this Consent as of May 18, 2022

MEMBERS:

AMY BENENSON

BLANCHE BENENSON

MICHAEL BENENSON



SHARON BENENSON

EXHIBIT "A"

-----X
 In the Matter of the Application of :
FMNH, LLC : VERIFIED PETITION
 For Approval of Articles of :
 Dissolution pursuant to :
 the New York Public Health Law. :
 -----X

TO: THE NEW YORK STATE DEPARTMENT OF HEALTH
 DIVISION OF LEGAL AFFAIRS

PETITIONER, FMNH, LLC, (the “**Company**”) by and through the unanimous consent of the Members of the Company, for its Verified Petition alleges:

1. FMNH, LLC whose principal place of business was located at, 35-15 Parsons Boulevard, Flushing, New York 11354, and currently maintains as a registered agent with the New York Department of State c/o RGNC&S CPAs 97 Froehlich Farm Blvd., Woodbury, NY 11797, was organized pursuant to §203 of New York’s Limited Liability Company Law on May 16, 2008. A copy of the Articles of Organization are attached as Exhibit A.
2. The names, addresses and titles of the Company’s members are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Michael J. Benenson	Member	350 S Ocean Blvd Boca Raton, FL 33432
Sharon Benenson Sydney	Member	31504 Foxfield Dr, Westlake Village, CA 91361
Amy Benenson	Member	1185 Park Ave., Apt. 12C New York, NY 10128
Blanche Benenson	Member	4 Hill Top Road Larchmont, NY 10538

3. The purposes for which the Company was organized are set forth in its Articles of Organization in the fourth paragraph thereof and are as follows:

“The powers and purposes of the Company are limited to ownership and operation of a skilled nursing facility at 35-15 Parsons Boulevard, County of Queens, State of New York, pursuant to the provisions of Article 28 of the New York State Public Health Law; and to carry out such auxiliary matters and do such

things as are related to the operation of such facility.”

4. The Company plans to dissolve in accordance with the Plan of Dissolution attached hereto as Exhibit B (the “Plan”).
5. The Company is dissolving because the Company is no longer a going concern.
6. No Internal Revenue Service audits are open.
7. On May 18, 2022, the Members unanimously consented to resolutions adopting the Plan, and authorizing the filing of this Petition by Ms. Amy Benenson, and upon granting of same to execute and file Articles of Dissolution. Such resolution is attached hereto as Exhibit C.
8. The Company does not have any members other than those indicated above.
9. The Company has undistributed assets of \$500, and no liabilities for which the Company has not already satisfied by escrow of the amounts necessary to settle any such liabilities. According to the Plan of Dissolution, the members of the Company have consented to use the undistributed assets to distribute to the members in accordance with the Operating Agreement.
10. The Company shall comply with any form of reporting required by the New York State Department of Health in order to obtain approval for dissolution of the Company.
11. Other than the approval of the New York State Department of Health, no approval of the dissolution of the Company is required by any governmental body or officer.

WHEREFORE, petitioner requests that the New York State Department of Health approve the Articles of Dissolution of FMNH, LLC, a limited liability company, pursuant to the provisions of Article 28 of the New York Public Health Law.

IN WITNESS WHEREFORE, the Company has caused this Petition to be executed this 20th day of May, 2022, by

Amy Benenson

Verification and Certification

STATE OF NEW YORK)
:SS.:
COUNTY OF _____)

Amy Benenson being duly sworn, deposes and says:

She is a Member of FMNH, LLC, the limited liability company named in the above Petition, and duly authorized to sign and file the above Petition on behalf of all the Members and make this verification and certification. I have read the foregoing Petition and (i) know the contents thereof to be true to my own knowledge, except those matters that are stated on information and belief, and as to those matters I believe to be true; and (ii) I hereby certify under penalties of perjury that the Plan was duly authorized and adopted by the Members of the Company.

Amy Benenson

Sworn to before me this

20th day of May, 2022

Notary Public

EXHIBIT "B"



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

ARTICLES OF DISSOLUTION OF

FMNH, LLC

(Insert name of Domestic Limited Liability Company)

Under Section 705 of the Limited Liability Company Law

FIRST: The name of the limited liability company is:

FMNH, LLC

If the name of the limited liability company has been changed, the name under which it was organized is: _____

SECOND: The date of filing of the articles of organization is: MAY 16, 2008

THIRD: The event giving rise to the filing of the articles of dissolution is:

(Check appropriate statement)

- ☒ The vote or written consent of a majority in interest of the members of the limited liability company.
- ☐ There are no members of the limited liability company.
- ☐ Pursuant to the dissolution date set forth in the articles of organization or operating agreement of the limited liability company.
- ☐ The following event, as specified in the operating agreement:

- ☐ The entry of a decree of judicial dissolution.

X

(Signature)

AMY BENENSON

(Type or print name)

Capacity of Signer *(Check appropriate box):*

- ☒ Member
- ☐ Manager
- ☐ Authorized Person

ARTICLES OF DISSOLUTION OF

FMNH, LLC

(Insert name of Domestic Limited Liability Company)

Under Section 705 of the Limited Liability Company Law

Filer's Name and Mailing Address:

AMY BENENSON

Name:

C/O WINDELS MARX LANE & MITTENDORF LLP Attn: Ben Fink

Company, if Applicable:

156 WEST 56TH STREET

Mailing Address:

NEW YORK, NY 10019

City, State and Zip Code:

NOTES:

1. The name of the limited liability company and the date of filing of the articles of organization 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. This form was prepared by the New York State Department of State for filing articles of dissolution for a domestic limited liability company. 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 supply stores.
3. The Department of State recommends that legal documents be prepared under the guidance of an attorney.
4. The certificate must be submitted with a \$60 filing fee made payable to the Department of State.

(For office use only.)

Original

-----X
In the Matter of the Application of :
FMNH, LLC : VERIFIED PETITION
For Approval of Articles of :
Dissolution pursuant to :
the New York Public Health Law. :
-----X

TO: THE NEW YORK STATE DEPARTMENT OF HEALTH
DIVISION OF LEGAL AFFAIRS

PETITIONER, FMNH, LLC, (the "Company") by and through the unanimous consent of the Members of the Company, for its Verified Petition alleges:

1. FMNH, LLC whose principal place of business was located at, 35-15 Parsons Boulevard, Flushing, New York 11354, and currently maintains as a registered agent with the New York Department of State c/o RGNC&S CPAs 97 Froehlich Farm Blvd., Woodbury, NY 11797, was organized pursuant to §203 of New York's Limited Liability Company Law on May 16, 2008. A copy of the Articles of Organization are attached as Exhibit A.
2. The names, addresses and titles of the Company's members are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Michael J. Benenson	Member	350 S Ocean Blvd Boca Raton, FL 33432
Sharon Benenson Sydney	Member	31504 Foxfield Dr, Westlake Village, CA 91361
Amy Benenson	Member	1185 Park Ave., Apt. 12C New York, NY 10128
Blanche Benenson	Member	4 Hill Top Road Larchmont, NY 10538

3. The purposes for which the Company was organized are set forth in its Articles of Organization in the fourth paragraph thereof and are as follows:

"The powers and purposes of the Company are limited to ownership and operation of a skilled nursing facility at 35-15 Parsons Boulevard, County of Queens, State of New York, pursuant to the provisions of Article 28 of the New York State Public Health Law; and to carry out such auxiliary matters and do such

things as are related to the operation of such facility.”

4. The Company plans to dissolve in accordance with the Plan of Dissolution attached hereto as Exhibit B (the “Plan”).
5. The Company is dissolving because the Company is no longer a going concern.
6. No Internal Revenue Service audits are open.
7. On May 18, 2022, the Members unanimously consented to resolutions adopting the Plan, and authorizing the filing of this Petition by Ms. Amy Benenson, and upon granting of same to execute and file Articles of Dissolution. Such resolution is attached hereto as Exhibit C.
8. The Company does not have any members other than those indicated above.
9. The Company has undistributed assets of \$500, and no liabilities for which the Company has not already satisfied by escrow of the amounts necessary to settle any such liabilities. According to the Plan of Dissolution, the members of the Company have consented to use the undistributed assets to distribute to the members in accordance with the Operating Agreement.
10. The Company shall comply with any form of reporting required by the New York State Department of Health in order to obtain approval for dissolution of the Company.
11. Other than the approval of the New York State Department of Health, no approval of the dissolution of the Company is required by any governmental body or officer.

WHEREFORE, petitioner requests that the New York State Department of Health approve the Articles of Dissolution of FMNH, LLC, a limited liability company, pursuant to the provisions of Article 28 of the New York Public Health Law.

IN WITNESS WHEREFORE, the Company has caused this Petition to be executed this 20th day of May, 2022, by


Amy Benenson

Verification and Certification

STATE OF NEW YORK)

:SS.:

COUNTY OF Hamilton

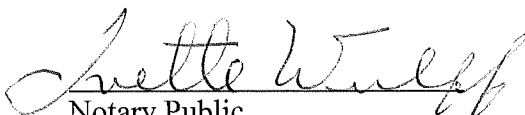
Amy Benenson being duly sworn, deposes and says:

She is a Member of FMNH, LLC, the limited liability company named in the above Petition, and duly authorized to sign and file the above Petition on behalf of all the Members and make this verification and certification. I have read the foregoing Petition and (i) know the contents thereof to be true to my own knowledge, except those matters that are stated on information and belief, and as to those matters I believe to be true; and (ii) I hereby certify under penalties of perjury that the Plan was duly authorized and adopted by the Members of the Company.


Amy Benenson

Sworn to before me this

20th day of May, 2022


Notary Public

WULFF IVETTE
NOTARY PUBLIC, STATE OF NEW YORK
NO.: 01WU4973060
QUALIFIED IN STATE OF NEW YORK
COMMISSION EXPIRES 12/23/2023

UNANIMOUS WRITTEN CONSENT OF MEMBERS OF FMNH, LLC

The undersigned, all of the members (the "**Members**") of FMNH, LLC, a New York limited liability company (the "**Company**") hereby adopt the following resolutions pursuant to the New York Public Health Law (the "**Public Health Law**"), the New York Limited Liability Company Law (the "**LLC Law**"), and the Operating Agreement of the Company (the "**Operating Agreement**"):

WHEREAS, the Company, as of January 1, 2015, sold substantially all of its assets and ceased all business operations other than the payment or other settlement of its remaining liabilities and the collection, marshalling and distribution of its remaining assets;

WHEREAS, the Members have determined that it is now in the best interests of the Members to dissolve the Company, and to wind up the Company's affairs in accordance with Article 28 of the Public Health Law, Article 7 of the LLC Law, and the Operating Agreement.

NOW THEREFORE, be it

RESOLVED, that the Company is dissolved and its affairs shall be wound up in accordance with Article 28 of the Public Health Law, Article 7 of the LLC Law, and the Operating Agreement; and

RESOLVED, that Amy Benenson as a Member of the Company shall be designated as the authorized signer on behalf of the Company for the purpose of executing and filing any and all necessary paperwork, documentation, or instruments to effectuate the dissolution of the Company, including without limitation, the Petition to the New York State Department of Health in the form attached hereto as **Exhibit "A"**, and Articles of Dissolution in the form attached hereto as **Exhibit "B"**; and

RESOLVED, that Jeff Rosenthal, CPA is designated as the liquidator of the Company and authorized and directed to wind up the affairs of the Company and make final distributions; and further

RESOLVED, that this consent may be executed electronically and transmitted by email in several counterparts, all of which together shall for all purposes constitute one consent, binding on all the parties hereto, notwithstanding that all the parties have not signed the same counterpart.

[Remainder of Page Left Intentionally Blank; Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Consent as of May
18, 2022

MEMBERS:

Amy L. Benenson
AMY BENENSON

BLANCHE BENENSON

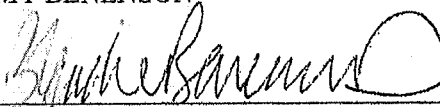
MICHAEL BENENSON

SHARON BENENSON

IN WITNESS WHEREOF, the undersigned have executed this Consent as of May
18, 2022

MEMBERS:

AMY BENENSON



BLANCHE BENENSON

MICHAEL BENENSON

SHARON BENENSON

IN WITNESS WHEREOF, the undersigned have executed this Consent as of May
18, 2022.

MEMBERS:

AMY BENENSON

BLANCHE BENENSON



MICHAEL BENENSON

SHARON BENENSON


IN WITNESS WHEREOF, the undersigned have executed this Consent as of May
18, 2022

MEMBERS:

AMY BENENSON

BLANCHE BENENSON

MICHAEL BENENSON



SHARON BENENSON

EXHIBIT "A"

-----X
 In the Matter of the Application of :
FMNH, LLC : VERIFIED PETITION
 For Approval of Articles of :
 Dissolution pursuant to :
 the New York Public Health Law. :
 -----X

TO: THE NEW YORK STATE DEPARTMENT OF HEALTH
 DIVISION OF LEGAL AFFAIRS

PETITIONER, FMNH, LLC, (the "Company") by and through the unanimous consent of the Members of the Company, for its Verified Petition alleges:

1. FMNH, LLC whose principal place of business was located at, 35-15 Parsons Boulevard, Flushing, New York 11354, and currently maintains as a registered agent with the New York Department of State c/o RGNC&S CPAs 97 Froehlich Farm Blvd., Woodbury, NY 11797, was organized pursuant to §203 of New York's Limited Liability Company Law on May 16, 2008. A copy of the Articles of Organization are attached as Exhibit A.
2. The names, addresses and titles of the Company's members are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Michael J. Benenson	Member	350 S Ocean Blvd Boca Raton, FL 33432
Sharon Benenson Sydney	Member	31504 Foxfield Dr, Westlake Village, CA 91361
Amy Benenson	Member	1185 Park Ave., Apt. 12C New York, NY 10128
Blanche Benenson	Member	4 Hill Top Road Larchmont, NY 10538

3. The purposes for which the Company was organized are set forth in its Articles of Organization in the fourth paragraph thereof and are as follows:

"The powers and purposes of the Company are limited to ownership and operation of a skilled nursing facility at 35-15 Parsons Boulevard, County of Queens, State of New York, pursuant to the provisions of Article 28 of the New York State Public Health Law; and to carry out such auxiliary matters and do such

things as are related to the operation of such facility.”

4. The Company plans to dissolve in accordance with the Plan of Dissolution attached hereto as Exhibit B (the “Plan”).
5. The Company is dissolving because the Company is no longer a going concern.
6. No Internal Revenue Service audits are open.
7. On May 18, 2022, the Members unanimously consented to resolutions adopting the Plan, and authorizing the filing of this Petition by Ms. Amy Benenson, and upon granting of same to execute and file Articles of Dissolution. Such resolution is attached hereto as Exhibit C.
8. The Company does not have any members other than those indicated above.
9. The Company has undistributed assets of \$500, and no liabilities for which the Company has not already satisfied by escrow of the amounts necessary to settle any such liabilities. According to the Plan of Dissolution, the members of the Company have consented to use the undistributed assets to distribute to the members in accordance with the Operating Agreement.
10. The Company shall comply with any form of reporting required by the New York State Department of Health in order to obtain approval for dissolution of the Company.
11. Other than the approval of the New York State Department of Health, no approval of the dissolution of the Company is required by any governmental body or officer.

WHEREFORE, petitioner requests that the New York State Department of Health approve the Articles of Dissolution of FMNH, LLC, a limited liability company, pursuant to the provisions of Article 28 of the New York Public Health Law.

IN WITNESS WHEREFORE, the Company has caused this Petition to be executed this 20th day of May, 2022, by

Amy Benenson

Verification and Certification

STATE OF NEW YORK)
:SS.:
COUNTY OF _____)

Amy Benenson being duly sworn, deposes and says:

She is a Member of FMNH, LLC, the limited liability company named in the above Petition, and duly authorized to sign and file the above Petition on behalf of all the Members and make this verification and certification. I have read the foregoing Petition and (i) know the contents thereof to be true to my own knowledge, except those matters that are stated on information and belief, and as to those matters I believe to be true; and (ii) I hereby certify under penalties of perjury that the Plan was duly authorized and adopted by the Members of the Company.

Amy Benenson

Sworn to before me this

20th day of May, 2022

Notary Public

EXHIBIT "B"



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

ARTICLES OF DISSOLUTION
OF

FMNH, LLC

(Insert name of Domestic Limited Liability Company)

Under Section 705 of the Limited Liability Company Law

FIRST: The name of the limited liability company is:

FMNH, LLC

If the name of the limited liability company has been changed, the name under which it was organized is: _____

SECOND: The date of filing of the articles of organization is: MAY 16, 2008

THIRD: The event giving rise to the filing of the articles of dissolution is:

(Check appropriate statement)

- ☒ The vote or written consent of a majority in interest of the members of the limited liability company.
- ☐ There are no members of the limited liability company.
- ☐ Pursuant to the dissolution date set forth in the articles of organization or operating agreement of the limited liability company.
- ☐ The following event, as specified in the operating agreement: _____
- ☐ The entry of a decree of judicial dissolution.

X

(Signature)

AMY BENENSON

(Type or print name)

Capacity of Signer *(Check appropriate box):*

- ☒ Member
- ☐ Manager
- ☐ Authorized Person

ARTICLES OF DISSOLUTION OF

FMNH, LLC

(Insert name of Domestic Limited Liability Company)

Under Section 705 of the Limited Liability Company Law

Filer's Name and Mailing Address:

AMY BENENSON

Name:

C/O WINDELS MARX LANE & MITTENDORF LLP Attn: Ben Fink

Company, if Applicable:

156 WEST 56TH STREET

Mailing Address:

NEW YORK, NY 10019

City, State and Zip Code:

NOTES:

1. The name of the limited liability company and the date of filing of the articles of organization 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. This form was prepared by the New York State Department of State for filing articles of dissolution for a domestic limited liability company. 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 supply stores.
3. The Department of State recommends that legal documents be prepared under the guidance of an attorney.
4. The certificate must be submitted with a \$60 filing fee made payable to the Department of State.

(For office use only.)

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for FMNH, LLC, File Number 080516000766 has been compared with the original document in the custody of the Acting Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on February 11, 2022.



Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

NCR-26

080516000766

ARTICLES OF ORGANIZATION

OF

FMNH, LLC

Under Section 203 of the Limited Liability Company Law

FIRST: The name of the limited liability company is FMNH, LLC.

SECOND: The County within this state in which the office of the limited liability company is to be located is Queens County.

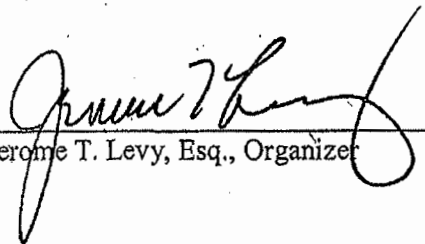
THIRD: The Secretary of State is designated as agent of the limited liability company upon whom process against it may be served. The post office address within or without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him is Duane Morris LLP, 1540 Broadway, New York, New York 10036, attention Jerome T. Levy, Esq.

FOURTH: The powers and purposes of the Company are limited to ownership and operation of a skilled nursing facility at 35-15 Parsons Boulevard, County of Queens, State of New York, pursuant to the provisions of Article 28 of the New York State Public Health Law; and to carry out such auxiliary matters and do such things as are related to the operation of such facility.

FIFTH: The limited liability company shall be managed by one or more members and neither the management structure nor the provision setting forth such structure may be deleted, modified, or amended without the prior approval of the Department of Health.

SIXTH: Notwithstanding anything in this Articles of Organization or the Operating Agreement to the contrary, transfers, assignments or other dispositions of membership interests or voting rights shall be effectuated in accordance with Public Health Law § 2801-(a)(4)(b).

IN WITNESS WHEREOF, this certificate has been subscribed this 7th day of May, 2008.


Jerome T. Levy, Esq., Organizer



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

PUBLIC HEALTH COUNCIL

April 16, 2008

Mr. Jerome T. Levy, Esq.
Duane Morris, LLP
1540 Broadway
New York, New York 10036-4086

Re: Application No. 062440 – Flushing Manor Nursing Home, LLC (Queens County)

Dear Mr. Levy:

I HEREBY CERTIFY THAT AFTER INQUIRY and investigation, the application of the Flushing Manor Nursing Home, LLC is APPROVED, the contingencies having now been fulfilled satisfactorily. This approval is conditioned upon the applicant's continued compliance with the Medicaid access condition, as included in the Public Health Council's approval of the project. The Public Health Council had considered this application and imposed the contingencies at its meeting of November 16, 2007. You are expected to comply with the conditions listed on the December 14, 2007 letter from Jim Clyne.

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.

To complete the requirements for certification approval, please contact the Metropolitan Area/Regional Office of the New York State Office of Health Systems Management, 90 Church Street, 14th Floor, New York, New York 10007 or (212) 417-5550, within 30 days of receipt of this letter.

Sincerely,

Colleen M. Frost
Executive Secretary

Enclosure
/fr



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

PUBLIC HEALTH COUNCIL

April 16, 2008

Mr. Jerome T. Levy, Esq.
Duane Morris, LLP
1540 Broadway
New York, New York 10036-4086

Re: Articles of Organization of FMNH, LLC

Dear Mr. Levy:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 16th day of November, 2007, I hereby certify that the Public Health Council consents to the filing of the Articles of Organization of FMNH, LLC, dated December 21, 2006.

Sincerely,

Colleen M. Frost
Executive Secretary

/fr

NCR-26

080516000764

ARTICLES OF ORGANIZATION

OF

FMNH, LLC

UNDER SECTION 203 OF THE
LIMITED LIABILITY COMPANY LAW

2008 MAY 16 PM 1:46

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 16 2008
TAXS
BY: LOH

Duane Morris LLP
1540 Broadway
New York, NY 10036

2008 MAY 16 AM 11:16

RECEIVED

Drawdown

827

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for FMNH, LLC, File Number 080908000684 has been compared with the original document in the custody of the Acting Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on February 11, 2022.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
Albany, NY 12231
www.dos.state.ny.us

080908000684

NCR-20

CERTIFICATE OF PUBLICATION
OF

FMNH, LLC

(Name of Domestic Limited Liability Company)

Under Section 206 of the Limited Liability Company Law

The undersigned is the Authorized Person of
(Title)

FMNH, LLC

(Name of Domestic Limited Liability Company)

If the name of the limited liability company has changed, the name under which it was organized is: _____

The articles of organization were filed by the Department of State on: May 16, 2008

The published notices described in the annexed affidavits of publication contain all of the information required by Section 206 of the Limited Liability Company Law.

The newspapers described in such affidavits of publication satisfy the requirements set forth in the Limited Liability Company Law and the designation made by the county clerk.

I certify the foregoing statements to be true under penalties of perjury.

5/27/08
(Date)

Susan V. Kayser
(Signature)

Susan V. Kayser, Esq.

(Type or Print Name)

* This certificate must be signed by a member, manager, authorized person or attorney-in-fact. If the certificate is signed by an attorney-in-fact, include the name and title of the person for whom the attorney-in-fact is acting. (Example, John Smith, attorney-in-fact for Robert Johnson, member.)

NEWSDAY

AFFIDAVIT OF PUBLICATION

DAWN HERMAN
111 JOHN ST., STE 420
NEW YORK, NY
10038

Under Section 206 of the Limited Liability Company Law

STATE OF NEW YORK)

SS.:

COUNTY OF SUFFOLK)

Legal Notice No. 15823333

The undersigned is the publisher of *Newsday*, a *daily* newspaper printed in Melville, County of Suffolk, State of New York, and circulated in Nassau, Suffolk Queens and Bronx Counties.

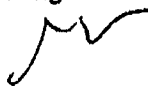
A Legal Notice regarding FMNH, LLC was published in said newspaper once in each week for six successive weeks, commencing on 7/17/2008 and ending on 8/21/2008. The text of the notice as published in said newspaper is as set forth below or in the annexed exhibit. This newspaper has been designated by the Clerk of Queens County for this purpose.

By: 

Tamika Wallace

SWORN to before me this
21st Day of August 2008.

"Authorized Designee of Tim Knight, Publisher of Newsday"


Guy P. Wasser
Notary Public, State of New York
No. 01WA6045924
Commission Expires 08/07/2010
Qualified in Suffolk County

Legal Notice 15823333

Name of LLC: FMNH, LLC. Articles of Org. filed Dept. of State of NY on 5/16/08. Office location in NY: Queens County. Secy. of State designated as agent of LLC upon whom process against it may be served. Sec. of State shall mail a copy of process to Duane Morris LLP, 1540 Broadway, New York, NY 10036, Attn: Jerome T. Levy, Esq. Purpose: any lawful activity.

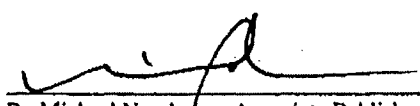
Affidavit Of Publication

"Affidavit of Publication Under Section 206 (specify applicable section) of the
Limited Liability Company Law

State of New York,

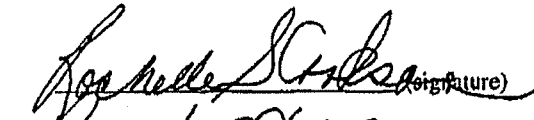
County of QUEENS, ss.:

The undersigned is the publisher of QUEENS TRIBUNE (name of newspaper), a
WEEKLY (daily or weekly) newspaper published in QUEENS, New York. A
notice regarding FMNH, LLC (name of Limited Liability Company) was
published in said newspaper once in each week for six successive weeks, commencing on
7/17/08 and ending on 8/21/08. The text of the notice as published in
said newspaper is as set forth below, or in the annexed exhibit. This newspaper has been designated by the
Clerk of QUEENS County for this purpose.


By Michael Nussbaum, Associate Publisher
Authorized designee of Michael Schenkler, Publisher of QUEENS TRIBUNE

Sworn to before me this 22nd day of AUGUST, 2008

ROCHELLE S. COOKSON
Commissioner of Deeds, City of New York
No. 4-6413
Cert. Filed in New York County
Commission Expires Sept. 1, 2009

 (signature)
Rochelle S. Cookson (printed name),
(jurat)"

Name of LLC: FMNH, LLC. Articles of Org. File Dept. of State of NY on 5/16/08.
Office location in NY: Queens County. Secy. of State designated as agent of LLC
upon whom process against it may be served. Sec. of State shall mail a copy of
process to Duane Morris LLP, 1540 Broadway, New York, NY 10036, Attn: Jerome T.
Levy, Esq. Purpose: any lawful activity.

080908000

684

CERTIFICATE OF PUBLICATION

OF

FMNH, LLC

(Name of Domestic Limited Liability Company)

Drawdown

Under Section 206 of the Limited Liability Company Law

NCR-26

Filed by: Duane Morris LLP
(Name)

1540 Braodway
(Mailing Address)

New York, NY 10036
(City, State and Zip Code)

Note: This form was prepared by the New York State Department of State for filing a certificate of publication for a domestic limited liability company. You are not required to use this form. You may draft your own form or use forms available from legal stationery stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. This certificate of publication, with the affidavits of publication of the newspapers annexed thereto, must be submitted with a \$50 filing fee payable to the Department of State.

For DOS Use Only

STATE OF NEW YORK
DEPARTMENT OF STATE

SEP 08 2008

BY:

OKS
Quell

Attach this page after the affidavits of publication.

DM2\1426872.1

2008 SEP -8 PM 3:23

2008 SEP -8 PM 12:08

RECEIVED

751

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for FMNH, LLC, File Number 130215000298 has been compared with the original document in the custody of the Acting Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on February 11, 2022.



Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

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.ny.gov

130215000 298

CERTIFICATE OF CHANGE
OF
FMNH, LLC

(Insert Name of Domestic Limited Liability Company)

Under Section 211-A of the Limited Liability Company Law

FIRST: The name of the limited liability company is:

FMNH, LLC

If the name of the limited liability company has been changed, the name under which it was organized is:

SECOND: The date of filing of the articles of organization is: May 16, 2008

THIRD: The change(s) effected hereby are: *[Check appropriate statement(s)]*

1. ☐ The county location, within this state, in which the office of the limited liability company is located, is changed to:
2. ☒ The address to which the Secretary of State shall forward copies of process accepted on behalf of the limited liability company is changed to read in its entirety as follows: FLUSHING MANOR NURSING HOME
ATTENTION: ADMINISTRATOR 35-15 PARSONS BLVD, FLUSHING N.Y. 11354
3. ☐ The limited liability company hereby: *[check one]*
 - ☐ Designates _____
as its registered agent upon whom process against the limited liability company may be served.
The street address of the registered agent is: _____
 - ☐ 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.

X

Michael Benenson
(Signature)

Michael Benenson

(Type or print name)

Capacity of signer (Check appropriate box):

- ☒ Member
☐ Manager
☐ Authorized Person

130215000 898

CERTIFICATE OF CHANGE
OF

FMNH, LLC

(Insert Name of Domestic Limited Liability Company)

Under Section 211-A of the Limited Liability Company Law

Filed by:

Michael Benenson

(Name)

35-15 Parsons Blvd

(Mailing address)

Flushing NY 11354

(City, State and ZIP code)

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED FEB 15 2013

TAX \$

BY:

NOTE: This form was prepared by the New York State Department of State for filing a certificate of change by a domestic limited liability company. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$30 filing fee made payable to the Department of State.

(For office use only)

322

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for FMNH, LLC, File Number 150224000567 has been compared with the original document in the custody of the Acting Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on February 11, 2022.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

PLAN OF DISSOLUTION

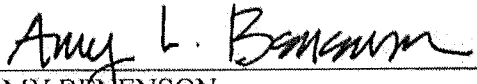
OF

FMNH, LLC

The undersigned, all of the members (each a "Member" and collectively the "Members") of FMNH, LLC, a New York limited liability company (the "Company") have considered the advisability of voluntarily dissolving the Company and have determined that dissolution is in the best interest of the Company.

1. The Members hereby unanimously vote to approve this Plan of Dissolution.
2. The Company having \$500 and no liabilities for which the Company has not already satisfied by escrow of the amounts necessary to settle any such liabilities, shall distribute the \$500 to the Members, according to each Member's membership interest in the Company.
3. Other than the approval of the New York State Department of Health, no approval of the dissolution of the Company by any governmental body or officer is required.
4. Articles of Dissolution shall be signed by Member, Amy Benenson, and all required approvals shall be attached thereto.

MEMBERS:


AMY BENENSON

BLANCHE BENENSON

MICHAEL BENENSON

SHARON BENENSON

PLAN OF DISSOLUTION

OF

FMNH, LLC

The undersigned, all of the members (each a "Member" and collectively the "Members") of FMNH, LLC, a New York limited liability company (the "Company") have considered the advisability of voluntarily dissolving the Company and have determined that dissolution is in the best interest of the Company.

1. The Members hereby unanimously vote to approve this Plan of Dissolution.
2. The Company having \$500 and no liabilities for which the Company has not already satisfied by escrow of the amounts necessary to settle any such liabilities, shall distribute the \$500 to the Members, according to each Member's membership interest in the Company.
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4. Articles of Dissolution shall be signed by Member, Amy Benenson, and all required approvals shall be attached thereto.

MEMBERS:

AMY BENENSON



BLANCHE BENENSON

MICHAEL BENENSON

SHARON BENENSON

OPERATING AGREEMENT
OF
FMNH, LLC

A New York Limited Liability Company

Dated as of December __, 2006

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OPERATING AGREEMENT
of
FMNH, LLC

A New York Limited Liability Company

This Operating Agreement of FMNH, LLC (the "Agreement"), dated as of December __, 2006, is adopted by the Members (as defined below) for good and valuable consideration.

ARTICLE I
DEFINITIONS

1.1 *Definitions.* As used in this Agreement, the following terms have the following meanings:

"*Act*" means the New York Limited Liability Company Law and any successor statute, as amended from time to time.

"*Bankrupt Member*" means (except to the extent all of the Members consent otherwise) any Member (a) that (i) makes a general assignment for the benefit of creditors; (ii) files a voluntary bankruptcy petition; (iii) becomes the subject of an order for relief or is declared insolvent in any federal or state bankruptcy or insolvency proceedings; (iv) files a petition or answer seeking for the Member a reorganization, arrangement, composition, readjustment, liquidation, dissolution, or similar relief under any law; (v) files an answer or other pleading admitting or failing to contest the material allegations of a petition filed against the Member in a proceeding of the type described in subclauses (i) through (iv) of this clause (a) or (vi) seeks, consents to, or acquiesces in the appointment of a trustee, receiver, or liquidator of the Member's or of all or any substantial part of the Member's properties; or (b) against which, a proceeding seeking reorganization, arrangement, composition, readjustment, liquidation, dissolution, or similar relief under any law has been commenced and 120 days have expired without dismissal thereof or with respect to which, without the Member's consent or acquiescence, a trustee, receiver, or liquidator of the Member or of all or any substantial part of the Member's properties has been appointed and 90 days have expired without the appointment's having been vacated or stayed, or 90 days have expired after the date of expiration of a stay, if the appointment has not previously been vacated.

"*BCL*" means the New York Business Corporation Law and any successor statute, as amended from time to time.

"*Business Day*" means any day other than a Saturday, a Sunday, a Jewish religious holy day or a holiday on which national banking associations in the State of New York are closed.

"*Capital Contribution*" means any contribution by a Member to the capital of the Company.

"Code" means the Internal Revenue Code of 1986 and any successor statute, as amended from time to time.

"Company" means FMNH, LLC, a New York limited liability company.

"Dispose," "Disposing," or "Disposition" means a sale, assignment, transfer, exchange, mortgage, pledge, grant of a security interest, or other disposition or encumbrance (including, without limitation, by operation of law but excluding any such event specifically permitted under or contemplated by any other provision of this Agreement), or the acts thereof.

"Interest Rate" means a rate per annum equal to the lesser of (a) a varying rate per annum that is equal to the interest rate publicly quoted by Citibank, N.A., New York, New York, from time to time as its prime commercial or similar reference interest rate, with adjustments in that varying rate to be made on the same date as any change in that rate, and (b) the maximum rate permitted by applicable law.

"Majority in Interest" means one or more of the Members having among them more than 50% of the Interests (determined by percentage and not per capita) of all Members.

"Manager" means the individual(s) from time to time selected to manage the affairs of the Company under Section VI hereof.

"Member" means any Person executing this Agreement as of the date of this Agreement as a member or hereafter admitted to the Company as a member as provided in this Agreement, but does not include any Person who has ceased to be a member in the Company.

"Membership Interest" or "Interest" means the interest of a Member in the Company as set forth on Exhibit A hereto (as the same may be amended from time to time), including, without limitation, the right to vote, the right to receive distributions (liquidating or otherwise), allocations and information, and the right to consent or approve.

"Person" has the meaning given that term in Section 102(w) of the Act.

"Property" means the Company's real property and improvements thereon, if any.

"Sharing Ratio" with respect to any Member means a fraction (expressed as a percentage), the numerator of which is that Member's Interest and the denominator of which is the sum of the Interests of all Members.

Other terms defined herein have the meanings so given them.

1.2 *Construction.* Whenever the context requires, the gender of all words used in this Agreement includes the masculine, feminine, and neuter. All references to Articles and Sections

refer to articles and sections of this Agreement, and all references to Exhibits are to Exhibits attached hereto, each of which is made a part hereof for all purposes.

ARTICLE II ORGANIZATION

2.1 *Formation.* The Company has been organized as a New York limited liability company by the filing of Articles of Organization (the "Articles of Organization") under the Act.

2.2 *Name.* The name of the Company is "FMNH, LLC" and all Company business must be conducted in that name or such other name that complies with applicable law as the Members may select from time to time.

2.3 *Principal Office.* The principal office of the Company in the United States shall be in Queens County, State of New York.

2.4 *Purposes.* The Company's purposes are limited to owning, operating, and managing a skilled nursing facility, and specifically, to engage in and conduct the business of the skilled nursing facility located at 35-15 Parson Boulevard, Flushing, New York 11354, in Queens County, pursuant to the provisions of Article 28 of the New York State Public Health Law; and to carry out such auxiliary matters and do such things as are related to the operation of such facility. The objects and purposes provided for herein shall be subject to the approvals or consents of such regulatory authorities as may be required by law.

2.5 *Foreign Qualification.* Prior to the Company's conducting business in any jurisdiction other than New York, the Company shall comply, to the extent procedures are available and those matters are reasonably within the control of the Company, with all requirements necessary to qualify the Company as a foreign limited liability company in that jurisdiction. The Members shall execute, acknowledge, swear to, and deliver all certificates and other instruments conforming with this Agreement that are necessary or appropriate to qualify, continue, and terminate the Company as a foreign limited liability company in all such jurisdictions in which the Company may conduct business.

2.6 *Term.* The Company was formed at the time of the filing of the Articles of Organization with the Secretary of State of New York and shall continue in existence for the period fixed in the Articles of Organization for the duration of the Company, or until such earlier time as this Agreement may specify.

2.7 *No State Law Partnership.* The Members intend that the Company not be a partnership (including, without limitation, a limited partnership) or joint venture.

ARTICLE III MEMBERSHIP; DISPOSITIONS OF INTERESTS

3.1 *Initial Members.* The initial members of the Company are the Persons executing this Agreement as of the date of this Agreement as Members as set forth on Exhibit A, each of which is admitted to the Company as a Member effective contemporaneously with the execution by such Person of this Agreement.

3.2 *Representations and Warranties.* Each Member hereby represents and warrants to the Company and each other Member that (a) that Member has duly executed and delivered this Agreement; and (b) that Member's authorization, execution, delivery, and performance of this Agreement do not conflict with any other agreement or arrangement to which that Member is a party or by which it is bound.

3.3 *Powers of Members.* No action shall be taken, sum expended, decision made or obligation incurred by the Company with respect to a matter within the scope of any of the major decisions enumerated below (the "Major Decisions"), unless approved in advance by a vote of 75% of the Membership Interests or as otherwise specifically authorized by this Agreement. The Major Decisions shall consist of:

- (a) amendments to the Articles of Organization of the Company;
- (b) amendments to the Operating Agreement of the Company;
- (c) the purchase, receipt, lease or other acquisition, ownership, holding, improvement, use and other dealing with Property, wherever located;
- (d) the sale, conveyance, mortgage, pledge, lease, exchange, and other disposition of all or any portion of the Company's property, not in the ordinary course of business;
- (e) the entering into of guaranties, incurring of liabilities, borrowing of money, issuance of notes, bonds, and other obligations, and the securing of any of the Company's obligations by mortgage or pledge of any of its property or income;
- (f) the lending of money, investment and reinvestment of the Company's funds, and receipt and holding of Property as security for repayment;
- (g) the purchase of liability and other insurance to protect the Company's business and Property;
- (h) the participation in partnership agreements, joint ventures, or other associations of any kind with any person or persons;
- (i) the indemnification of any Person;
- (j) the merger, consolidation or reorganization of the Company with any other Person;
- (k) an expenditure of more than \$20,000.00 in the operation of the business not in the ordinary course, or any personal expenditure of more than \$1,000.00.
- (l) the admission of new Members;
- (m) the expulsion of Members;

- (n) filing applications with the New York State Department of Health; and
- (o) the designation as provided in Section 9.1 of the Tax Matters Partner of the Company.

3.4 *Restrictions on the Disposition of an Interest.*

(a) No Membership Interest has been registered under the Securities Act of 1933, as amended, or under any applicable state securities laws. A Member may not transfer (a transfer, for purposes of this Agreement, shall be deemed to include, but not be limited to, any sale, transfer, assignment, pledge, creation of a security interest or other disposition) all or any part of such Member's Membership Interest, except upon compliance with the applicable federal and state securities laws. Neither the Company nor the Managers shall have any obligation to register any member's membership Interest under the Securities Act of 1933, as amended, or under any applicable state securities laws, or to make any exemption therefrom available to any Member.

(b) No Member may sell, transfer, assign or otherwise dispose of, or mortgage, hypothecate or otherwise encumber or permit or suffer any encumbrance of, all or any part of such Member's interest in the Company, or voluntarily withdraw from the Company, unless such action is approved in writing by the other Members upon terms and conditions agreed to in writing by the other Members, and any attempt to so transfer or encumber any Membership Interest or to withdraw from the Company shall be void. Notwithstanding the foregoing, (i) upon the death of a member, no consent of the other Members shall be required for the deceased Member's interest to be transferred as part of his or her estate, to the extent such transfer is permitted under the Public Health Law, and (ii) transfers to immediate family members shall not require the consent of the other Members.

3.5 No person shall own ten percent or more of any membership interest or voting rights of the Company unless approved by the Public Health Council. Any transfer, assignment or other disposition of the Membership Interests or voting rights of the Company shall be effectuated in accordance with Public Health Law § 2801-a(4)(b), as now or hereafter in force.

3.6 *Additional Members.* Additional Persons may be admitted to the Company as Members and Membership Interests may be created and issued to those Persons and to existing Members only if approved in advance by a vote of 75% of the Membership Interests. The terms of admission or issuance must specify the Sharing Ratios applicable thereto. If required by law, a transfer of Membership Interest shall not occur unless it is first approved by the Public Health Council. The Members shall reflect the creation of any new class or group in an amendment to this Agreement indicating the different rights, powers, and duties, and such an amendment need be executed only by the Members. Any such admission also must comply with the provisions of Section 3.4 and is effective only after the new Member has executed and delivered to the Members a document including the new Member's notice address, its agreement to be bound by this Agreement, and its representation and warranty that the representations and warranties in Section 3.2 are true and correct with respect to the new Member. The provisions of this Section 3.5 shall not apply to Dispositions of Membership Interests.

3.7 *Right of First Refusal.* If any Member (the "Selling Member") proposes to sell all or any portion of his or her Membership Interest pursuant to a bona fide binding written offer from a purchaser who is not an immediate family member (the "Purchaser"), the Selling Member shall send a notice by registered or certified mail or by receipted overnight courier (the "Selling Notice") to the other Members, identifying the name of the proposed Purchaser, the price and the proposed terms, and including a copy of Purchaser's written offer. The other Members shall have the right, in proportion to their Membership Interest, to purchase Selling Member's Membership Interest at the price and on the terms set forth in Purchaser's written offer, by issuing a notice (the "Election Notice") to the Selling Member within 30 days after receipt of the Selling Notice. The closing on the sale shall take place within 60 days after issuance of the Election Notice. If no payment terms are specified, the sale shall be for cash or good unendorsed certified or bank check, and payment shall be made at closing. If no Election Notice is given within such 30-day period, the Selling Member may sell his or her Membership Interest to the Purchaser as set forth in the written offer. Any such transfers are subject to the necessary approvals under Article 28 of the Public Health Law. The Right of First Refusal shall not apply to transfers by Members to immediate family members.

3.8 Any transfer of Membership Interest that is not in compliance with the terms and conditions of this Section shall be null and void and of no force or effect. In the event of any transfer of Membership Interest, the transferee shall, as a condition to accepting delivery of the Membership Interest, agree in writing to be bound by the provisions of this Agreement, as the same be amended or restated from time to time, as a Member with respect to those Membership Interests.

3.9 *Interests in a Member.* Unless a Member that is not a natural person receives prior written consent from all the other Members, that Member (a) may not cause or permit an interest, direct or indirect, in itself to be the subject of a Disposition if as a result of such Disposition the Company would be considered to have terminated within the meaning of section 708 of the Code and (b) shall continue to be controlled by substantially the same Persons who control it as of the date of its admission to the Company. On any breach of the provisions of clause (b) of the immediately preceding sentence, the Company shall have the option to buy, and on exercise of that option the breaching Member shall sell, the breaching Member's Membership Interest, all in accordance with Section 11.1 as if the breaching Member were a Bankrupt Member.

3.10 *Information.* In addition to the other rights specifically set forth in this Agreement, each Member is entitled to all information to which that Member is entitled to have access pursuant to Section 1102 of the Act under the circumstances and subject to the conditions therein stated.

3.11 *Liability to Third Parties.* No Member shall be liable for the debts, obligations or liabilities of the Company, including under a judgment, decree or order of a court.

3.12 *Other Business.* Each Member may engage in or possess an interest in other business ventures (unconnected with the Company) of every kind and description, independently or with others, including, without limitation, participating in businesses competitive with that of

the Company. Neither the Company nor the Members shall have any rights in or to such independent ventures or the profits therefrom.

3.13 *Withdrawal.* Except as provided in Section 3.4(b), or in conformity with the provisions of Section 3.6 and 3.7 herein, a Member does not have the right or power to withdraw from the Company as a Member unless approved in advance by a vote of 75% of the Membership Interests.

ARTICLE IV CAPITAL CONTRIBUTIONS

4.1 *Initial Contributions.* Contemporaneously with the execution by such Member of this Agreement, each Member shall make the Capital Contributions described for that Member in Exhibit A.

4.2 *Return of Contributions.* A Member is not entitled to the return of any part of its Capital Contributions or to be paid interest in respect of either its capital account or its Capital Contributions. A Capital Contribution that is not repaid is not a liability of the Company or of any Member. A Member is not required to contribute or to lend any cash or property to the Company to enable the Company to return any Member's Capital Contributions.

4.3 *Advances by Members.* If the Company does not have sufficient cash to pay its obligations, any Member(s) that may agree to do so with the other Members' consent, which consent shall not be unreasonably withheld, may advance all or part of the needed funds to or on behalf of the Company. An advance described in this Section 4.3 constitutes a loan from the Member to the Company, bears interest at the Interest Rate from the date of the advance until the date of payment, and is not a Capital Contribution.

4.4 *Capital Accounts.* A capital account shall be established and maintained for each Member.

4.5 *Modifications.* The manner in which Capital Accounts are to be maintained pursuant to this Section is intended to comply with the requirements of Section 704(b) of the Code. If in the opinion of the Members the manner in which Capital Accounts are to be maintained pursuant to this Agreement should be modified to comply with Section 704(b) of the Code, then the method in which Capital Accounts are maintained shall be so modified; provided, however, that any change in the manner of maintaining Capital Accounts shall not materially alter the economic agreement between or among the Members.

ARTICLE V ALLOCATIONS AND DISTRIBUTIONS

5.1 *Allocations.*

(a) *Ordinary Allocations.* Except as may be required by section 704(c) of the Code and Treas. Reg. ' 1.704 1(b) (2) (iv) (f) (4), all items of income, gain, loss, deduction, and credit of the Company shall be allocated among the Members in accordance with their Interests.

(b) *Property Contributions.* In accordance with Code Section 704(c) and the Treasury Regulations thereunder, income, gain, loss and deduction with respect to any property contributed to the capital of the Company or revalued in accordance with Reg. 1.704-1(b)(2)(iv)(f) shall, solely for tax purposes, be allocated among the Members so as to take account of any variation between the adjusted basis of such property to the Company for federal income tax purposes and its initial fair market value. Any elections or decisions relating to such allocations shall be made by the Members in any manner that reasonably reflects the purpose and intention of this Agreement.

(c) *Allocation to Transferred Interests.* Profits, gains, losses, deductions and credits allocated to a Membership Interest assigned or reissued during a fiscal year of the Company shall be allocated to the Person who was the holder of such Interest during such fiscal year, in proportion to the number of days that each such holder was recognized as the owner of such Interest during such fiscal year or in any other proportion permitted by the Code and selected by the Members, without regard to results of Company operations during the period in which each such holder was recognized as the owner of such Interest during such fiscal year, and without regard to the date, amount or recipient of any distributions which may have been made with respect to such Interest.

5.2 Distributions.

(a) *Cash Distributions.* From time to time, but no less than quarterly, the Members, by vote of 75% of the Membership Interests, shall determine in their reasonable judgment to what extent (if any) the Company's cash on hand exceeds its current and anticipated needs, including, without limitation, for operating expenses, debt service, and a reasonable contingency reserve. If such an excess exists, the Members shall cause the Company to distribute to the Members, in accordance with their Interests, an amount in cash equal to that excess. Each Member shall receive a pro rata cash distribution in accordance with their Membership Interest.

(b) *Non Cash Distributions.* From time to time the Members, by vote of 75% of the Membership Interests, also may cause property of the Company other than cash to be distributed to the Members, which distribution must be made in accordance with their Interests and may be made subject to existing liabilities and obligations. Immediately prior to such a distribution, the Capital Accounts of the Members shall be adjusted as provided in Treas. Reg. § 1.704-1(b)(2)(iv)(f).

ARTICLE VI MANAGEMENT OF THE COMPANY

6.1 *Managers.* The Company shall be managed by its Members, through vote of at least 75% of the Membership Interests. Neither the management structure nor the provision setting forth such structure may be deleted, modified or amended without the prior approval of the Department of Health.

ARTICLE VII MEETINGS OF MEMBERS

7.1 *Place and Manner of Meetings.* All meetings of the Members shall be held at the principal office of the Company as provided in Section 2.3 above, or at such other place within or without the State of New York as may be designated by the Member or Members calling the meeting. Any Member may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other; such participation shall constitute presence in person at the meeting.

7.2 *Annual Meeting.* Commencing with the calendar year next following the calendar year in which the Company was organized, annual meetings of the Members shall be held on the first Tuesday of May each year at such hour as may be designated in the notice of the meeting, if such day is a Business Day, and if not a Business Day, then on the next following day that is a Business Day. If the annual meeting is not held on the date above specified, the Members shall cause a meeting in lieu thereof to be held as soon thereafter as convenient, and any business transacted or election held at that meeting shall be as valid as if held at the annual meeting. Failure to hold the annual meeting at the designated time shall not work a dissolution of the Company.

7.3 *Special Meetings.* Special meetings of the Members may be called by a Member or by Members holding 25 percent (25%) or more of the Interests, for the purpose of addressing any matter upon which the Members may vote under this Agreement. Members may call a meeting by delivering to the other Member(s) the Notification called for by Section 7.4 below, signed by the requisite number of Members.

7.4 *Notice.* A Notification of all meetings, stating the place, day, and hour of the meeting and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than twenty (20) days before the meeting to each Member entitled to vote.

7.5 *Waiver of Notice.* Attendance of a Member at a meeting shall constitute a waiver of notification of the meeting, except where such Member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Notification of a meeting may also be waived in writing. Attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notification of the meeting but not so included, if the objection is expressly made at the meeting.

7.6 *Quorum.* A Majority in Interest of the Members shall constitute a quorum at any meeting of the Members, whether present in person or by telephone conference.

7.7 *Voting.*

(a) *Voting and Voting Power.* All Members shall be entitled to vote at meetings. Each Member's percentage voting power at a meeting shall be in proportion to his Interest. With respect to any matter other than a matter for which a Majority in Interest or the affirmative vote of Members owning a specified portion of the Membership Interests is required by the Act, the Certificate of Formation or this Agreement, the affirmative vote of a Majority in

Interest of the Members at a meeting at which a quorum is present shall be the act of the Members.

(b) *Change in Voting Percentages.* No provision of this Agreement requiring that any action be taken only upon approval of Members holding a specified minimum percentage of Interests and Capital Accounts may be modified, amended or repealed unless such modification, amendment or repeal is approved by Members holding at least such specified minimum percentage of Interests and Capital Accounts.

7.8 *Voting List.* The Company shall make, at least three (3) days before each meeting of Members, a complete list of the Members entitled to vote at such meeting, arranged in alphabetical order, showing the address of, and Interests owned by, each Member, which list, for a period of three (3) days prior to such meeting, shall be kept on file at the registered office or principal place of business of the Company and shall be subject to inspection by any Member at any time during usual business hours. Such list shall also be produced and kept open at the meeting and shall be subject to inspection by any Member during the meeting. Failure to comply with these requirements shall not affect the validity of any action taken at such meeting. The chairman of the meeting shall have the power to adjourn the meeting from time to time without notice, other than announcement of the time and place of the adjourned meeting. Upon the resumption of such adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally called.

7.9 *Conduct of Meetings.* For each meeting of the Members, the Members present shall designate one of them or a third party to chair the meeting, which Person shall have full power and authority concerning the matter of conducting any meetings of the Members, including, without limitation, the determination of Persons entitled to vote, the existence of a quorum, the satisfaction of the requirements of this Article VII, the conduct of voting, and the determination of any controversies, votes or challenges arising in connection with or during the meeting or voting.

7.10 *Action by Written Consent.* Any action that may be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by Members holding the Interests and Capital Accounts required to approve such action under the Act, the Certificate of Formation and this Agreement. Such consent shall have the same force and effect as a vote of the signing Members at a meeting duly called and held pursuant to this Article VII. No prior notice from the signing Members to the other Members shall be required in connection with the use of a written consent pursuant to this Section. Notification of any action taken by means of a written consent of Members shall, however, be sent within a reasonable time after the date of the consent by one or more of the signing Members to all Members who did not sign the written consent.

ARTICLE VIII INDEMNIFICATION

8.1 *Right to Indemnification.* Subject to the limitations and conditions as provided in this Article VIII, each Person who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil,

criminal, administrative, arbitral or investigative (hereinafter a "Proceeding"), or any appeal in such a proceeding or any inquiry or investigation that could lead to such a Proceeding, by reason of the fact that he or she, or a Person of whom he or she is the legal representative, is or was a Manager or other officer of the Company or while a Manager or other officer of the Company is or was serving at the request of the Company as a manager, director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic limited liability company, corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise shall be indemnified by the Company to the fullest extent permitted by the Act and the BCL, as the same exist or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Company to provide broader indemnification rights than said law permitted the Company to provide prior to such amendment) against judgments, penalties (including excise and similar taxes and punitive damages), fines, settlements and reasonable expenses (including, without limitation, attorneys' fees) actually incurred by such Person in connection with such Proceeding, and indemnification under this Article VIII shall continue as to a Person who has ceased to serve in the capacity which initially entitled such Person to indemnity hereunder. The rights granted pursuant to this Article VIII shall be deemed contract rights, and no amendment, modification or repeal of this Article VIII shall have the effect of limiting or denying any such rights with respect to actions taken or Proceedings arising prior to any such amendment, modification or repeal. It is expressly acknowledged that the indemnification provided in this Article VIII could involve indemnification for negligence or under theories of strict liability.

8.2 *Advance Payment.* The right to indemnification conferred in this Article VIII shall include the right to be paid or reimbursed by the Company the reasonable expenses incurred by a Person of the type entitled to be indemnified under Section 8.1 who was, is or is threatened to be made a named defendant or respondent in a Proceeding in advance of the final disposition of the Proceeding and without any determination as to the Person's ultimate entitlement to indemnification; provided, however, that the payment of such expenses incurred by any such Person in advance of the final disposition of a Proceeding, shall be made only upon delivery to the Company of a written affirmation by such Manager or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article VIII and a written undertaking, by or on behalf of such Person, to repay all amounts so advanced if it shall ultimately be determined that such indemnified Person is not entitled to be indemnified under this Article VIII or otherwise.

8.3 *Indemnification of Employees and Agents.* The Company, upon approved by a vote of 75% of the Membership Interests, may indemnify and advance expenses to an employee or agent of the Company to the same extent and subject to the same conditions under which it may indemnify and advance expenses to officers under this Article VIII; and, the Company may indemnify and advance expenses to Persons who are not or were not officers, employees or agents of the Company but who are or were serving at the request of the Company as a manager, director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic limited liability company, corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a Person to the same extent that it may indemnify and advance expenses to officers under this Article VIII.

8.4 *Appearance as a Witness.* Notwithstanding any other provision of this Article VIII, the Company may pay or reimburse expenses incurred by a Manager, and any other officer, agent or employee in connection with his appearance as a witness or other participation in a Proceeding at a time when he is not a named defendant or respondent in the Proceeding.

8.5 *Nonexclusivity of Rights.* The right to indemnification and the advancement and payment of expenses conferred in this Article VIII shall not be exclusive of any other right which an officer or other Person indemnified pursuant to Section 8.3 may have or hereafter acquire under any law (common or statutory), provision of the Articles of Organization, this Agreement, other agreement or vote of Members.

8.6 *Insurance.* The Company may purchase and maintain insurance, at its expense, to protect itself and any Person who is or was serving as a Manager, or as any other officer, employee or agent of the Company or is or was serving at the request of the Company as a manager, director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic limited liability company, corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Company would have the power to indemnify such Person against such expense, liability or loss under this Article VIII.

8.7 *Member Notification.* To the extent required by law, any indemnification of or advance of expenses to a Manager, officer or other Person in accordance with this Article VIII shall be reported in writing to the Members with or before the notice or waiver of notice of the next Members meeting or with or before the next submission to members of a consent to action without a meeting and, in any case, within the 12 month period immediately following the date of the indemnification or advance.

8.8 *Savings Clause.* If this Article VIII or any portion hereof is invalidated on any ground by any court of competent jurisdiction, then the Company shall nevertheless indemnify and hold harmless the Manager, and each other officer or any other Person indemnified pursuant to this Article VIII as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative to the full extent permitted by any applicable portion of this Article VIII that is not invalidated and to the fullest extent permitted by applicable law.

ARTICLE IX TAXES

9.1 *Tax Matters Partner.* Pursuant to Section 3.3(n) of this Agreement, the Members shall elect a Tax Matters Partner pursuant to section 6231 (a)(7) of the Code. As such, the Tax Matters Partner shall take such action as may be necessary to cause each Member to become a "notice partner" within the meaning of section 6223 of the Code. The Tax Matters Partner shall inform each Member of all significant matters that may come to his attention in his capacity as "tax matters partner" by giving notice thereof on or before the fifth Business Day after becoming aware thereof and, within that time, shall forward to each Member copies of all significant written communications he may receive in that capacity. The Tax Matters Partner may not take any action contemplated by sections 6222 through 6232 of the Code without the consent of 75%

of the Membership Interests, but this sentence does not authorize the Tax Matters Partner to take any action left to the determination of an individual Member under sections 6222 through 6232 of the Code year;

9.2 *Tax Returns.* The Tax Matters Partner shall cause to be prepared and filed all necessary federal and state income tax returns and information reports for the Company, including making the elections described in Section 9.2. Each Member shall furnish to the Tax Matters Partner all pertinent information in its possession relating to Company operations that is necessary to enable the Company's income tax returns and information reports to be prepared and filed.

9.3 *Tax Elections.* The Company shall make the following elections on the appropriate tax returns and information reports:

9.4 to adopt the calendar year as the Company's fiscal year;

9.5 to adopt the cash method of accounting and to keep the Company's books and records on the cash method;

9.6 if a distribution of Company property as described in section 734 of the Code occurs or if a transfer of a Membership Interest as described in section 743 of the Code occurs, on written request of any Member, to elect, pursuant to section 754 of the Code, to adjust the basis of Company properties; and

9.7 any other election that the Tax Matters Partner may deem appropriate and in the best interests of the Members.

9.8 Neither the Company nor any Member may make an election for the Company to be excluded from the application of the provisions of subchapter K of chapter 1 of subtitle A of the Code or any similar provisions of applicable state law, and no provision of this Agreement (including, without limitation, Section 2.8) shall be construed to sanction or approve such an election.

ARTICLE X BOOKS, RECORDS, REPORTS AND ACCOUNTS

10.1 *Maintenance of Books.* The Company shall keep books and records of accounts and shall keep minutes of the proceedings of its Members. The books of account for the Company shall be maintained on the cash basis in accordance with the terms of this Agreement, except that the capital accounts of the Members shall be maintained in accordance with Section 4.4. The calendar year shall be the accounting year of the Company.

10.2 *Reports.* On or before the April 1 following the end of each fiscal year during the term of the Company, the Managers shall cause each Member to be furnished with a balance sheet, an income statement, and a statement of changes in Members' capital of the Company for, or as of the end of, that year. These financial statements must be prepared in accordance with accounting principles generally employed for cash basis records consistently applied (except as

therein noted). The Tax Matters Partner also may cause to be prepared or delivered such other reports as he may deem appropriate. The Company shall bear the costs of all these reports.

10.3 *Accounts.* The Managers shall establish and maintain one or more separate bank and investment accounts and arrangements for the Company funds in the Company name with financial institutions and firms that the Managers determine. The Managers may not commingle the Company's funds with the funds of any Member or of the Managers; however, Company funds may be invested in a manner the same as or similar to the investments by such Managers or Members of their own funds or investments by their affiliates.

ARTICLE XI BANKRUPTCY OF A MEMBER

11.1 *Bankrupt Members.* Subject to Section 12.1(c), if any Member becomes a Bankrupt Member, the Company shall have the option, exercisable by notice from the other Members to the Bankrupt Member (or its representative) at any time prior to the 180th day after receipt of notice of the occurrence of the event causing it to become a Bankrupt Member, to buy, and on the exercise of this option the Bankrupt Member or its representative shall sell, its Membership Interest. The purchase price shall be an amount equal to the fair market value thereof determined by agreement by the Bankrupt Member (or its representative) and the other Members; however, if those Persons do not agree on the fair market value on or before the 30th day following the exercise of the option, either such Person, by notice to the other, may require the determination of fair market value to be made by an independent appraiser specified in that notice. If the Person receiving that notice objects on or before the tenth day following receipt to the independent appraiser designated in that notice, and those Persons otherwise fail to agree on an independent appraiser, either such Person may petition a United States District Court of competent jurisdiction to designate an independent appraiser. The determination of the independent appraiser, however designated, is final and binding on all parties. The Bankrupt Member and the Company each shall pay one half of the costs of the appraisal. The purchaser shall pay the fair market value as so determined in four equal cash installments, the first due on closing and the remainder (together with accumulated interest on the amount unpaid at the Interest Rate) due on each of the first three anniversaries thereof. The payment to be made to the Bankrupt Member or its representative pursuant to this Section 11.1 is in complete liquidation and satisfaction of all the rights and interest of the Bankrupt Member and its representative (and of all Persons claiming by, through, or under the Bankrupt Member and its representative) in and in respect of the Company, including, without limitation, any Membership Interest, any rights in specific Company property, and any rights against the Company and (insofar as the affairs of the Company are concerned) against the Members.

ARTICLE XII DISSOLUTION, LIQUIDATION AND TERMINATION

12.1 *Dissolution.* The Company shall dissolve and its affairs be wound up on the first to occur of the following:

- (a) written consent of at least 75% of the Membership Interests;

(b) if any Member becomes a Bankrupt Member (with or without the consent of a Majority in Interest) or upon the death, insanity, retirement, resignation or expulsion of any Member; provided, however, that if any event described in this Section 12.1(b) shall occur and there are at least two other Members remaining (or if within 90 days following the dissociation upon which the number of members is reduced below two, one or more additional Members are admitted so that there are at least two Members) the Company shall not be dissolved, and the business of the Company shall be continued, if a Majority in Interest of such, other Members so agree; and

(c) upon the entry of a decree of judicial dissolution of the Company under section 702 of the Act.

12.2 *Liquidation and Termination.* On dissolution of the Company, the Members shall designate a Manager, a Member or an independent party who shall act as liquidator. The liquidator shall proceed diligently to wind up the affairs of the Company and make final distributions as provided herein and in the Act. The costs of liquidation shall be borne as a Company expense. Until final distribution, the liquidator shall continue to operate the Company properties with all of the power and authority of the Members. The steps to be accomplished by the liquidator are as follows:

(a) as promptly as possible after dissolution and again after final liquidation, the liquidator shall cause a proper accounting to be made by a recognized firm of certified public accountants of the Company's assets, liabilities, and operations through the last day of the calendar month in which the dissolution occurs or the final liquidation is completed, as applicable;

(b) the liquidator shall pay, satisfy or discharge from Company funds all of the debts, liabilities and obligations of the Company (including, without limitation, all expenses incurred in liquidation and any advances described in Section 4.05) or otherwise make adequate provision for payment and discharge thereof (including, without limitation, the establishment of a cash escrow fund for contingent liabilities in such amount and for such term as the liquidator may reasonably determine); and

(c) all remaining assets of the Company shall be distributed to the Members as follows:

- (i) the liquidator may sell any or all Company property, including to Members, and any resulting gain or loss from each sale shall be computed and allocated to the capital accounts of the Members;
- (ii) with respect to all Company property that has not been sold, the fair market value of that property shall be determined and the capital accounts of the Members shall be adjusted to reflect the manner in which the unrealized income, gain, loss, and deduction inherent in the property that has not been reflected in the capital accounts previously would be allocated among the Members if

there were a taxable disposition of that property for the fair market value of that property on the date of distribution; and

- (iii) Company property shall be distributed among the Members in accordance with the positive capital account balances of the Members, as determined after taking into account all capital account adjustments for the taxable year of the Company during which the liquidation of the Company occurs (other than those made by reason of this clause (iii)); and those distributions shall be made by the end of the taxable year of the Company during which the liquidation of the Company occurs (or, if later, 90 days after the date of the liquidation).

All distributions in kind to the Members shall be made subject to the liability of each distributee for costs, expenses, and liabilities theretofore incurred or for which the Company has committed prior to the date of termination and those costs, expenses, and liabilities shall be allocated to the distributee pursuant to this Section 12.2. The distribution of cash and/or property to a Member in accordance with the provisions of this Section 12.2 constitutes a complete return to the Member of its Capital Contributions and a complete distribution to the Member of its Membership Interest and all the Company's property. To the extent that a Member returns funds to the Company, it has no claim against any other Member for those funds.

12.3 *Deficit Capital Accounts.* Notwithstanding anything to the contrary contained in this Agreement, and notwithstanding any custom or rule of law to the contrary, to the extent that the deficit, if any, in the capital account of any Member results from or is attributable to deductions and losses of the Company (including non cash items such as depreciation), or distributions of money pursuant to this Agreement to all Members in proportion to their respective Sharing Ratios, upon dissolution of the Company such deficit shall not be an asset of the Company and such Member shall not be obligated to contribute such amount to the Company to bring the balance of such Member's capital account to zero.

12.4 *Articles of Dissolution.* On completion of the distribution of Company assets as provided herein, the Company is terminated, and an authorized Member (or such other Person or Persons as the Act may require or permit) shall file Articles of Dissolution with the Secretary of State of New York, cancel any other filings made pursuant to Section 2.5, and take such other actions as may be necessary to terminate the existence of the Company.

ARTICLE XIII GENERAL PROVISIONS

13.1 *Offset.* Whenever the Company is to pay any sum to any Member, any amounts that Member owes the Company may be deducted from that sum before payment.

13.2 *Notices.* Except as expressly set forth to the contrary in this Agreement, all notices, requests, or consents provided for or permitted to be given under this Agreement must be in writing and must be given either by depositing that writing in the United States mail, addressed to the recipient, postage paid, and registered or certified with return receipt requested

or by delivering that writing to the recipient in person, or by a recognized national overnight courier service; and a notice, request, or consent given under this Agreement is effective on receipt by the Person to receive it. All notices, requests, and consents to be sent to a Member must be sent to or made at the addresses last on record for that Member or as provided in the instrument described in Section 3.5, or such other address as that Member may specify by notice to the other Members. Any notice, request, or consent to the Company must be given at the following address:

FMNH, LLC
35-15 Parsons Blvd.
Flushing, New York 11354
Attn: Michael Benenson

Whenever any notice is required to be given by law, the Articles of Organization or this Agreement, a written waiver thereof, signed by the Person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

13.3 *Entire Agreement.* This Agreement and the Articles of Organization constitute the entire agreement of the Members and the Manager relating to the organization and governance of the Company and supersedes all prior contracts or agreements with respect to the Company or the Property, whether oral or written.

13.4 *Effect of Waiver or Consent.* A waiver or consent, express or implied, to or of any breach or default by any Person in the performance by that Person of its obligations with respect to the Company is not a consent or waiver to or of any other breach or default in the performance by that Person of the same or any other obligations of that Person with respect to the Company. Failure on the part of a Person to complain of any act of any Person or to declare any Person in default with respect to the Company, irrespective of how long that failure continues, does not constitute a waiver by that Person of its rights with respect to that default until the applicable statute of limitations period has run.

13.5 *Amendment or Modification.* This Agreement may be amended or modified from time to time only if approved in advance by a vote of 75% of the Membership Interests. Approval of at least 75% of the Membership Interests shall be required for (i) an amendment of this Section 13.5, (ii) an increase in the Commitment of any Member, (iii) any increase in the liability of any Member or (iv) except to the extent permitted or contemplated by another provision of this Agreement, an alteration of the allocable share of any Member of the profits, losses or distributions of the Company.

13.6 *Binding Effect.* Subject to the restrictions on Dispositions set forth in this Agreement, this Agreement is binding on and inures to the benefit of the Members and their respective heirs, legal representatives, successors, and assigns.

13.7 *Governing Law; Severability.* This Agreement is governed by and shall be construed in accordance with the law of the State of New York, excluding any conflict of laws rule or principle that might refer the governance or the construction of this Agreement to the law of another jurisdiction. In the event of a direct conflict between the provisions of this Agreement

and (a) any provision of the Articles of Organization, or (b) any mandatory provision of the Act or (to the extent such statute is incorporated into the Act) the BCL, the applicable provision of the Articles of Organization, the Act, or the BCL shall control. If any provision of this Agreement or the application thereof to any Person or circumstance is held invalid or unenforceable to any extent, the remainder of this Agreement and the application of that provision to other Persons or circumstances is not affected thereby and that provision shall be enforced to the greatest extent permitted by law.

13.8 *Further Assurances.* In connection with this Agreement and the transactions contemplated hereby, each Member shall execute and deliver any additional documents and instruments and perform any additional acts that may be necessary or appropriate to effectuate and perform the provisions of this Agreement and those transactions.

13.9 *Waiver of Certain Rights.* Each Member irrevocably waives any right it may have to maintain any action for dissolution of the Company or for partition of the property of the Company.

13.10 *Notice to Members of Provisions of this Agreement.* By executing this Agreement, each Member acknowledges that it has actual notice of (a) all of the provisions of this Agreement, including, without limitation, the restrictions on the transfer of Membership Interests set forth in Article III, and (b) all of the provisions of the Articles of Organization. Each Member hereby agrees that this Agreement constitutes adequate notice of all such provisions, and each Member hereby waives any requirement that any further notice required by any provision of New York law or otherwise be given.

13.11 *Counterparts.* This Agreement may be executed in any number of counterparts with the same effect as if all signing parties had signed the same document. All counterparts shall be construed together and constitute the same instrument.

IN WITNESS WHEREOF, the Members have executed this Agreement as of the date first set forth above.

MEMBERS:

Michael Benenson

Sharon Benenson


Amy L. Benenson

Amy Benenson

Blanche Benenson

IN WITNESS WHEREOF, the Members have executed this Agreement as of the date first set forth above.

MEMBERS:


Michael Benenson

Sharon Benenson

Amy Benenson

Blanche Benenson

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IN WITNESS WHEREOF, the Members have executed this Agreement as of the date first set forth above.

MEMBERS:

Michael Benenson

Sharon Benenson

Amy Benenson



Blanche Benenson

EXHIBIT A
MEMBERSHIP INTERESTS

<u>Name</u>	<u>Percent Interest</u>	<u>Capital Contribution</u>
Michael Benenson	25%	\$75,000
Sharon Benenson	25%	\$75,000
Amy Benenson	25%	\$75,000
Blanche Benenson	25%	\$75,000



MEMORANDUM

To: Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

From: Sarah Gold, Senior Attorney
Bureau of Program Counsel

Date: August 15, 2024

Subject: Proposed Dissolution of Hudson Headwaters Health Foundation, Inc.

This is to request that the above matter be included on the agendas for the next Establishment and Project Review Committee and Public Health and Health Planning Council (PHHPC) meetings.

The attachments relating to this matter include the following:

- 1) Memorandum to the Public Health and Health Planning Council from Kathy Marks, General Counsel;
- 2) A photocopy of a letter from Legal Counsel requesting approval of the proposed Certificate of Dissolution of Hudson Headwaters Health Foundation, Inc. dated February 28, 2024;
- 3) A proposed verified petition seeking the Attorney General's approval of the filing of the Certificate of Dissolution of Hudson Headwaters Health Foundation, Inc.
- 4) A photocopy of the Certificate of Incorporation for Hudson Headwaters Health Foundation, Inc., dated March 10, 2005, and Letter from PHC approving the Incorporation dated May 17, 2005;
- 5) A copy of the Bylaws of Hudson Headwaters Health Foundation, Inc.;
- 6) An executed, proposed Plan of Dissolution and Certificate of Dissolution of Hudson Headwaters Health Foundation, Inc. dated September 19, 2023;
- 7) A copy of the Consents of the Board of Directors of Hudson Headwaters Health Foundation, Inc., dated December 22, 2023, approving and authorizing the dissolution;
- 8) Draft Certificate of Dissolution.

MEMORANDUM

To: Public Health and Health Planning Council

From: Kathy Marks, General Counsel *KSM*

Date: August 15, 2024

Subject: Proposed Dissolution of Hudson Headwaters Health Foundation, Inc.

Hudson Headwaters Health Foundation, Inc. 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.

Hudson Headwaters Health Foundation, Inc. ("HHHF") is a New York not-for-profit corporation formed on March 10, 2005. HHHF currently has three directors.

The Plan and Certificate of Dissolution were authorized by majority vote of the Directors on September 18, 2023. A copy of such authorizing resolutions is attached.

Per its Plan of Dissolution, the corporation holds cash assets in the amount of \$3,601,263.85, further donor-restricted assets of \$1,799,109.34 and no outstanding liabilities. All remaining corporate assets are proposed to transfer to Hudson Headwaters Health Network, the sole corporate member of the Foundation, a charitable organization engaged in activities consistent with the Corporation's activities.

Because the Public Health Council previously approved the filing of the Certificate of Incorporation of HHHF, PHHPC must approve of its dissolution. If approved by PHHPC, the submitted Petition and Certificate of Dissolution will then be executed/verified and addressed with the Attorney General's Office Charities Bureau.

There is no legal objection to the proposed Verified Petition, Plan of Dissolution, and the Certificate of Dissolution. The required documents are attached.

Attachments.



ROPES & GRAY LLP
PRUDENTIAL TOWER
800 BOYLSTON STREET
BOSTON, MA 02199-3600
WWW.ROPESGRAY.COM

February 28, 2024

Christopher M. Gillis
T +1 617 951 7126
christopher.gillis@ropesgray.com

BY E-MAIL

Public Health and Health Planning Council
New York State Department of Health
Empire State Plaza, Corning Tower, Room 1805
Albany, NY 12237
Attention: Colleen Leonard, Executive Secretary
colleen.leonard@health.ny.gov

Re: **Request for Approval of Dissolution of Hudson Headwaters Health Foundation, Inc.**

Dear Ms. Leonard:

We write to request approval from the Public Health and Health Planning Council of the New York State Department of Health (“PHHPC”) for the dissolution of Hudson Headwaters Health Foundation, Inc. (the “Foundation”), a New York not-for-profit corporation the corporate purposes of which include solicitation of contributions for Hudson Headwaters Health Network (“HHHN”). HHHN, the sole corporate member of the Foundation, is a New York not-for-profit corporation operating Federally Qualified Health Centers licensed in the State of New York as diagnostic and treatment centers under Article 28 of the New York Public Health Law. Accordingly, pursuant to New York Not-for-Profit Corporation Law (“N-PCL”) § 404(o), the Public Health Council of the New York State Department of Health, predecessor to PHHPC, approved incorporation of the Foundation. It is therefore our understanding that, under N-PCL § 1002(c), PHHPC approval is now required as a predicate to dissolving the Foundation.

By way of background, the Board of Directors of the Foundation, as well as HHHN, as sole corporate member of the Foundation, have each voted to dissolve the Foundation in order to achieve administrative efficiencies and cost savings deriving from HHHN’s ability to fulfill the Foundation’s purposes by soliciting contributions on its own behalf. In connection with their respective approvals of the Foundation’s dissolution, the Board of Directors of the Foundation and HHHN each approved a Plan of Dissolution (the “Plan”) to transfer all Foundation assets to HHHN following approval of the Plan by PHHPC and the Attorney General of the State of New York (the “Attorney General”) prior to dissolution of the Foundation. As of the date of approval of the Plan by the Board of Directors of the Foundation and HHHN, the Foundation had no remaining liabilities.

Public Health and Health Planning Council - 2 -

February 28, 2024

Enclosed with this letter as Appendix A, please find a draft petition for dissolution proposed to be submitted to the Attorney General. Exhibits to the proposed petition for dissolution include:

- Certificate of Incorporation for the Foundation;
- Bylaws of the Foundation;
- The Plan;
- Unanimous written consent of the Foundation Board of Directors approving the Plan and dissolution of the Foundation in accordance with the Plan; and
- Written consent of HHHN, as sole member of the Foundation, approving the Plan and dissolution of the Foundation in accordance with the Plan.

Additionally, enclosed with this letter as Appendix B please find a proposed draft Certificate of Dissolution.

We greatly appreciate your time and consideration. Please do not hesitate to contact me if you have any questions or require any additional information necessary to approve submission of the Plan to the Attorney General.

Very truly yours,

A handwritten signature in black ink, appearing to read "Chris Gillis", written in a cursive style.

Christopher M. Gillis

Enclosures

Appendix A

Draft Petition for Dissolution

-----X
In the Matter of the Application of :
Hudson Headwaters Health Foundation, Inc.

For Approval of Plan of Dissolution and : VERIFIED PETITION
Distribution of Assets pursuant to :
Section 1002 of the Not-for-Profit : AG# _____
Corporation Law

-----X
TO: THE ATTORNEY GENERAL OF THE STATE OF NEW YORK
Charities Bureau
The Capitol
Albany, NY 1224-0341

Petitioner, Hudson Headwaters Health Foundation, Inc. (the "Corporation"), by the undersigned officer of the Corporation, for its Verified Petition, herein respectfully alleges:

1. The Corporation, the principal office of which is located in the County of Warren, was incorporated pursuant to the New York Not-for-Profit Corporation Law on June 1, 2005. A copy of the Certificate of Incorporation and the complete and current By-laws are attached as Exhibit A.

2. The names, addresses and titles of the Corporation's officers and directors are as follows:

Name	Title	Address
Fred Alexy	Director/Treasurer	One Broad Street Plaza, P.O. Box 357, Glen Falls, New York 12801
James E. Himoff	Director/President	One Broad Street Plaza, P.O. Box 357, Glen Falls, New York 12801
Barbara Sweet	Director/Secretary	One Broad Street Plaza, P.O. Box 357, Glen Falls, New York 12801

3. The purposes for which the Corporation was organized, as set forth in its Certificate of Incorporation at paragraph four thereof, are as follows:

- a. To solicit funds on behalf of Hudson Headwaters Health Network, the sole corporate member of the Corporation (the "Member"), and entities with similar purposes, to develop and expand their respective services to the community.
- b. To mobilize and coordinate the efforts of community leaders, including those with expertise in such fields as finance, corporate management, trusts, insurance, real estate and law.
- c. To provide a focal point and recipient for philanthropic support.
- d. To stimulate such sources of revenue as bequests and devises, life income contracts, charitable remainder trusts and pooled income funds, and provide for the management thereof.
- e. To grant such funds to the Member and entities with similar purposes at such

times and under such conditions and circumstances as determined by the Corporation.

4. The Corporation is a charitable corporation.
5. The Corporation plans to dissolve and distribute its assets and pay its liabilities, if any, in accordance with the Plan of Dissolution and Distribution of Assets attached hereto as Exhibit B (the “Plan”).
6. The Corporation is dissolving because the Board of Directors of the Corporation and the Member have determined that the continued existence of the Corporation to fulfill its purposes, including solicitation of funds and making of grants for the Member, may be fulfilled by the Member, itself a New York not-for-profit corporation, on its own behalf. As reflected in the Plan, the Corporation intends to transfer its assets to the Member, for whose benefit it currently holds its charitable assets. The Corporation is not aware of any ongoing or complete audit or inquiry by the Internal Revenue Service (the “IRS”) in the past three years. The Corporation has not paid any excise taxes or disclosed any excess benefit transactions or diversion of assets on its information returns to the IRS.
7. The Board of Directors of the Corporation, on September 18, 2023, approved, by unanimous written consent, adoption of the Plan, and authorized the filing of a Certificate of Dissolution. Such unanimous written consent is attached hereto as Exhibit C.
8. After the Board of Directors approved the Plan, the Member, on September 29, 2023, by written consent, voted in favor of adoption of the Plan. Such written consent is attached hereto as Exhibit D.
9. Copies of any required governmental approvals of the Plan are attached hereto as Exhibit E.
10. The Corporation is registered with the Charities Bureau of the Office of the Attorney General; its registration number is 40-55-73. The Corporation is up-to-date with its filings and most recently filed its annual report with the Charities Bureau for its fiscal year ended December 31, 2022.
11. No previous application for approval of the Plan has been made.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, Petitioner requests that the Attorney General approve the Plan of Dissolution and Distribution of Assets of Hudson Headwaters Health Foundation, Inc, a not-for-profit corporation, pursuant to Not-for-Profit Corporation Law Section 1002.

IN WITNESS WHEREFORE, the Corporation has caused this Petition to be executed this ____ day of _____, _____ by:

Name: James E. Himoff

Title: President

Phone #:

Email address:

Verification and Certification

STATE OF NEW YORK)
 :SS.:
COUNTY OF WARREN)

James E. Himoff, being duly sworn, deposes and says:

I am the President of Hudson Headwaters Health Foundation, Inc. (the “Corporation”), the New York not-for-profit corporation named in the above Petition. I make this verification and certification at the direction of the Board of Directors of the Corporation and Hudson Headwaters Health Network (the “Member”), the Corporation’s sole corporate member. I have read the foregoing Petition and (i) I 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, and (ii) I hereby certify under penalties of perjury that the Plan was duly authorized and adopted by the Board of Directors of the Corporation and by the Member.

Signature

Sworn to before me this ____day of _____, 2023

Notary Public

Exhibit A

Certificate of Incorporation and Bylaws of the Corporation

*State of New York } ss:
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 seal of the Department of State on

March 19, 2007



A handwritten signature in black ink, appearing to read "D. J. [unclear]".

Special Deputy Secretary of State

15050601000977

CERTIFICATE OF INCORPORATION (TYPE B)
OF
HUDSON HEADWATERS HEALTH FOUNDATION, INC.
Under Section 402 of the Not-For-Profit Corporation Law

The undersigned, a natural person of the age of eighteen (18) years or over, desiring to form a corporation pursuant to Section 402 of the Not-For-Profit Corporation Law of the State of New York, affirms that the information set forth in this Certificate under the penalties of perjury:

FIRST: The name of the Corporation is Hudson Headwaters Health Foundation, Inc.

SECOND: That the corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law.

THIRD: The corporation shall be a Type B corporation pursuant to Section 201 of the Not-For-Profit Corporation Law.

FOURTH: The lawful public or quasi-public purpose of Hudson Headwaters Health Foundation, Inc. is to solicit funds on behalf of Hudson Headwaters Health Network, Inc. and entities with similar purposes to develop and expand their respective services to the community. Hudson Headwaters Health Foundation, Inc. may mobilize and coordinate the efforts of community leaders, including those with expertise in such fields as finance, corporate management, trusts, insurance, real estate and law; provide a focal point and recipient for philanthropic support; stimulate such sources of revenue as bequests and devises, life income contracts, charitable remainder trusts and pooled income funds, and provide for the effective management thereof; and grant such funds to Hudson Headwaters Health Network, Inc. and entities with similar purposes at such times and under such conditions and circumstances as may be determined by the Board of Directors of Hudson Headwaters Health Foundation, Inc.

FIFTH: The sole member of this Corporation, pursuant to Section 601(a) of the Not-For-Profit Corporation Law of the State of New York is Hudson Headwaters Health Network, Inc.

SIXTH: Nothing contained in the Certificate of Incorporation shall authorize the Corporation to establish, operate or maintain a hospital, a home care services agency, a hospice, a health maintenance organization, or a comprehensive health services plan, as provided for by Articles 28, 36, 40 and 44, respectively, of the Public Health Law, to provide hospital service or health related service, to establish, operate or maintain an adult care facility, as provided for by Article 7 of the Social Services Law, or to solicit any funds, contributions or grants, from any source, for the establishment of any adult care facility.

SEVENTH: Notwithstanding any other provision of these Articles, the Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954 (hereinafter "IRC") or corresponding provisions of any subsequent federal tax laws, and shall not carry on any other activities not permitted to be carried

on by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC, or the corresponding section of any future federal tax code.

EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation assets on dissolution of the Corporation.

NINTH: 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 IRC §501[h]), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

TENTH: In the event of dissolution, all of the remaining assets and property of the Corporation shall after necessary expenses thereof, be distributed to another organization exempt under IRC Section 501(c)(3), or corresponding provisions of any subsequent federal tax laws, or to the federal government, or state or local govern for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

ELEVENTH: The office of the Corporation is to be located in the County of Warren, State of New York.

TWELFTH: The Corporation shall be operated by a Board of Directors, the number of which is to be no less than three.

THIRTEENTH: The names and address of the initial directors, until its organizational meeting, are as follows:

<u>Name</u>	<u>Address</u>	<u>Occupation</u>	<u>Solicitation Experience</u>
James Himoff	7201 State Rte 8 Brant Lake, NY 12815	Executive Point O'Pines Corporation 7201 State Rte 8 Brant Lake, NY 12815	Colgate University Alumni Board of Directors
John Rugge, MD.	44 Garrison Road Glens Falls, NY 12801	Physician, Medical Administrator, CEO Hudson Headwaters Health Network, Inc. P.O. Box 357 One Broad St. Plaza Glens Falls, NY	Upper Hudson Primary Care Consortium and Foundation BOD; Med. Director Adirondack Tri- County Nursing Home

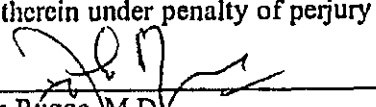
James Morrissey, M.D.	21 Ft. Amherst Rd Glens Fall, NY 12801	Cardiologist Adirondack Cardiology Assoc. 90 State St. Glens Falls, NY 12801	Glens Falls Hospital Foundation Adirondack Outreach Services
Michael Cunningham	92 Sunset Trail Queensbury, NY 12804	Retired-Glens Falls National Bank	United Way
Kit Huggard	7 West Notre Dame Glens Falls, NY 12801	Adirondack Girl Scout Council 213 Meadowbrook Rd. Queensbury, NY 12804	Girl Scouts of America
William O'Dwyer, M.D.	P.O. Box 605 Chestertown, NY 12817	Retired Pediatrician	Mayo Foundation For the Handicapped
Albert Tucker	P.O. Box 236 Warrensburg, NY 12885	Retired VP for Manufacturing Colgate	Sky Farms; Green Mountain College Adirondack Ensemble
Cheryl S. Tucker, Ph.D.	3326 Lake Shore Dr Lake George, NY 12845	Psychologist 2 Irongate Center Glens Falls, NY 12801	Glens Falls Medical Mission Foundation

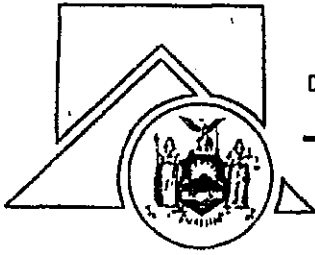
FOURTEENTH: The duration of the Corporation is perpetual.

FIFTEENTH: 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: c/o Hudson Headwaters Health Foundation, Inc., One Broad Street Plaza, P.O. Box 357, Glens Falls, New York 12801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation and affirmed as true the statements made therein under penalty of perjury this 16th day of March, 2005.

Notary Public
New York
4/11/2005


John Rugge, M.D.
One Broad Street Plaza
P.O. Box 357
Glens Falls, New York 12801



STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING TOWER BUILDING
ALBANY, NY 12237

PUBLIC HEALTH COUNCIL

May 17, 2005

Mr. Thomas F. Gleason
Gleason, Dunn, Walsh & O'Shea
Attorneys
40 Beaver Street
Albany, New York 12207

Re: Certificate of Incorporation (Type B) of Hudson Headwaters Health Foundation, Inc.

Dear Mr. Gleason:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 13th day of May, 2005, I hereby certify that the Public Health Council consents to the filing of the Certificate of Incorporation (Type B) of Hudson Headwaters Health Foundation, Inc., dated March 10, 2005.

Sincerely,

Donna Peterson
Executive Secretary

/md

4

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

=====

ENTITY NAME: HUDSON HEADWATERS HEALTH FOUNDATION, INC.

DOCUMENT TYPE: EXTENSION OF RESERVATION (DOM NFP)
DURATION

SERVICE COMPANY: ** NO SERVICE COMPANY **

SERVICE CODE: 00

APPLICANT NAME : HOWARD NELSON

=====

FILED:04/22/2005 DURATION:06/27/2005 CASH#:050422000606 FILM #:050422000577

ADDRESS FOR PROCESS

REGISTERED AGENT

** SUBMIT RECEIPT WHEN FILING CERTIFICATE **

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FILER	FEES	35.00	PAYMENTS	35.00
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	FILING	10.00	CASH	0.00
	TAX	0.00	CHECK	35.00
HOWARD NELSON	CERT	0.00	CHARGE	0.00
C/O GLEASON DUNN WALSH & O'SHEA	COPIES	0.00	DRAWDOWN	0.00
40 BEAVER STREET	HANDLING	25.00	OPAL	0.00
ALBANY, NY 12207			REFUND	0.00

=====

DOS-1025 (11/89)

ORIGINAL F050601000977

CERTIFICATE OF INCORPORATION

OF

HUDSON HEADWATERS HEALTH FOUNDATION, INC.

Pursuant to Section 402 of the Not-For-Profit Corporation Law

GLEASON, DUNN, WALSH & O'SHEA

Office and Post Office Address

40 Beaver Street

Albany, New York 12207

(518) 432-7511

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUN 1 1905
TAX \$
BY: out
warren

050601000977

**BY-LAWS
OF
HUDSON HEADWATERS HEALTH FOUNDATION, INC.**

**ARTICLE I
IDENTIFICATION AND PURPOSES OF CORPORATION**

Section 1.01 Name: This corporation shall be known as Hudson Headwaters Health Foundation, Inc. (hereinafter referred to as the “Foundation”).

Section 1.02 Principal Office: The address of the principal office of the Foundation is 9 Carey Road in the town of Queensbury, County of Warren, State of New York, 12804. The Foundation may also have offices at such other places within or without the State of New York as the business of the Foundation may require.

Section 1.03 Purposes: The purposes for which the Foundation is formed are set forth in the Certificate of Incorporation. The lawful public purpose of the Foundation is to solicit funds on behalf of Hudson Headwaters Health Network. to allow such corporations to develop and expand their respective services to the community. The Foundation shall provide a focal point and recipient for philanthropic support; stimulating such sources of revenue as bequests and devise, life income contracts, charitable remainder trusts and pooled income funds, and providing for the effective management thereof; and shall grant such funds to Hudson Headwaters Health Network at such times and under such conditions and circumstances as may be determined by the Board of Directors of the Foundation.

Notwithstanding any other provision of the Certificate of Incorporation to the contrary, nothing contained herein shall authorize the Foundation to establish, operate or maintain a hospital, a home health services agency, a hospice, a health maintenance organization, or a comprehensive health services plan, as provided for by Articles 28, 36, 40 and 44, respectively, of the Public Health Law, to provide hospital service or health related service, to establish operate or maintain an adult care facility, as provided for by Article 7 of the Social Services Law, or to solicit any funds, contributions or grants, from any source, for the establishment or operation of any adult care facility.

Section 1.04 Exempt Purposes: The purposes of the Foundation are limited exclusively to charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law), in the course of which operation:

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, any private shareholder or individual, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;

No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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, except as authorized under the Internal Revenue Code; and

Notwithstanding any other provisions of these Bylaws, the Foundation 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 Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Code Law).

Further, the Internal Revenue Service has designated the Foundation as a Type 1 supporting organization of Hudson Headwaters Health Network under Section 509(a)(3) of the Internal Revenue Code.

ARTICLE II **MEMBER**

Section 2.01 Sole Member: The Foundation is a charitable corporation under Section 201 of the Not-For-Profit Corporation Law of the State of New York, and its sole member is Hudson Headwaters Health Network pursuant to Section 601 of the Not-For-Profit Corporation Law of the State of New York.

Section 2.02 Annual Foundation Meeting of the Member: The Member of this Corporation shall hold an Annual Meeting of the Member each year for the purpose of electing directors of the Foundation and to review the affairs of the Foundation. The Chairman or Secretary of the Member's Board of Directors shall fix the date of such meeting.

Section 2.03 Special Foundation Meetings: Special meetings of the Member of the Foundation may be called at any time by the Chairman or Secretary of the Member's Board of Directors.

Section 2.04 Place of Meetings: All meetings, either annual or special, may be held either within or without the State of New York in such place as is chosen by the Member of the Foundation.

Section 2.05 Notice of Meetings: Notice of the date, time, place and purposes of all meetings shall be given in writing by the President or other officer designated to give notice by the Board of Directors of the Foundation not less than ten (10) days before the date of the meeting to the Member. The notice shall be hand delivered or mailed to the Member by first class mail.

Section 2.6 Waiver of Notice: Notice of any meeting of the Member may be waived in writing by the Member by filing a written waiver with the President of the Foundation either before or after the meeting. Any waiver of notice need not specify the purpose of the meeting. Presence of the Member at any meeting shall constitute waiver of notice of the meeting unless the Member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 2.07 Written Consent: Any action required or permitted to be taken at a meeting of the Member of the Foundation may be taken without a meeting, without prior notice and without vote, if, before or after the action, the Member consents thereto in writing.

Section 2.08 Actions Requiring Member Approval: Anything herein to the contrary notwithstanding, the following actions of the Foundation shall require the approval of the Member:

- (a) Amendment of the Certificate of Incorporation or Bylaws;
- (b) Election of Directors;
- (c) Dissolution, merger, consolidation, reorganization or other change in the corporate structure;
- (d) Sale, lease or other disposition of all or substantially all of its assets;
- (e) Acquisition of another entity or establishment of any subsidiary or affiliate; or
- (f) A material change in the purposes for which the Foundation was formed.

ARTICLE III

GOVERNING AUTHORITY – BOARD OF DIRECTORS

Section 3.01 General Powers: The property, affairs, business and concerns of the Foundation shall be managed by a Board of Directors. In addition to the power and authority expressly conferred upon them by these Bylaws, the Board of Directors may exercise all such powers of the Foundation and do all such lawful acts and things as are permitted by the Not-For-Profit Corporation Law and that are not prohibited by statute, by the Certificate of Incorporation, or by these Bylaws.

Section 3.02 Board of Directors: The governing authority and managing body of the Foundation is hereby designated as the Board of Directors of the Foundation (hereinafter the “Foundation Board”). The Foundation Board shall have the duty and power to manage the property, affairs, business and concerns of the Foundation in a manner consistent with the applicable statutes and regulations of the State of New York, the Internal Revenue Code and

regulations promulgated thereunder, and the purposes and powers set forth in the Certificate of Incorporation and these Bylaws. Such duties shall include, but shall not be limited to, the responsibility for the Foundation's organization and operation; compliance with federal, state and local laws; monitoring, supervising and reviewing the performance of the Foundation's President; preparing, protecting the Foundation's assets and insuring the financial viability for the Foundation; preparing and approving budgets for the allocation of corporate resources in a manner consistent with the Foundation's statement of mission and philosophy; and conducting self-assessments and evaluations of the performance of the Foundation Board and its individual Foundation Board members in the discharge of the Foundation Board's responsibilities. No assignment, referral or delegation of authority by the Foundation Board shall relieve the Foundation Board of any of its responsibilities, nor limit any of the Foundation Board's powers. In addition to the power and authority expressly conferred upon them by these Bylaws, the Foundation Board may exercise all such powers and do all such lawful acts and things that are permitted by the Not-For-Profit Corporation Law and that are not prohibited by statute, by the Certificate of Incorporation, or by these Bylaws.

Section 3.03 Conflict of Interest: The Board of Directors of the Foundation shall adopt a conflict of interest policy addressing possible conflicts between the interests of the Foundation, and the interests of any person who is in the position to manage or to influence the management of the Foundation, (hereinafter "Influential Person"). Influential Persons shall include all directors and officers of the Foundation, members of a committee of the Foundation Board, and highly compensated employees of the Foundation (as defined in the Conflict of Interest Policy).

Section 3.04 Number: The number of directors shall consist of such number of members, not less than five (5) nor more than twenty-five (25) as is designated from time to time by the Board of Directors. The Chief Executive Officer of the Member shall serve as a non-voting, ex-officio, director on the Foundation Board.

Section 3.05 Qualifications: Candidates for the Board of Directors of the Foundation shall: (i) demonstrate the basic qualities of honesty, integrity, justice, good judgment and sound moral character; (ii) be committed to uphold the mission, philosophy and general policies of the Foundation, as stated in its Certificate of Incorporation and in these Bylaws, as amended from time to time; (iii) have the willingness and ability to devote necessary time to Foundation Board activities; (iv) have particular expertise or experience deemed necessary or desirable by the Foundation Board; (v) be able to apply experience and expertise to Foundation Board decisions objectively and realistically; (vi) recognize and protect the confidential nature of the information discussed at Foundation Board meetings; and (vii) be able to fulfill the statement of responsibilities of individual Foundation Board members as may be adopted by the Foundation.

Section 3.06 Classification of Directors: The directors shall be elected for three year terms and shall be divided into three classes, as nearly equal in size as possible, namely, Class I, Class II and Class III, with terms of office of each class staggered in such manner that the term of one class shall expire at each Annual Meeting of the Member.

At each Annual Meeting of the Member, the successors to the class of Directors whose term shall then expire shall be elected by the Member to hold office until the third succeeding Annual Meeting of the Member and until their successors are elected and qualify.

Section 3.07 Term of Office: Directors shall serve regular terms of three years or until their successors have been elected. Directors may be elected for successive terms. Upon the expiration of any director's term, each director's successor shall be elected for a regular term of three (3) years. A Director's year begins at the Annual Meeting with terms as follows:

- (a) Directors appointed in the months of February through July will be considered to have served one full year at of the following February.
- (b) Directors appointed in the months of August through January begin their first full year of service at the following February meeting.

Section 3.08 Resignation: Any Director of the Foundation may resign at any time by giving his or her resignation in writing to the President or Secretary of the Foundation, which shall specify its effective date. A resignation shall take effect at the time specified therein, and, unless otherwise specified, the acceptance of a resignation shall not be necessary to make it effective, provided that no director's resignation shall be effective until their successor is appointed if such resigning director's office being vacant would cause the Foundation to have less than three (3) directors.

Section 3.09 Removal and Vacancies: Any director may be removed from the Foundation Board at any time for any reason, or for no reason, with or without cause by the Member. Vacancies among the directors may be filled by the Member. A director elected or appointed to fill a vacancy shall serve the remainder of the term of the director being replaced and until his or her successor is appointed.

Section 3.10 Annual Meeting of the Foundation Board: The Foundation Board shall designate by resolution the specific time, date and place for the Foundation Board's Annual Meeting. The Annual Meeting of the Foundation Board shall be held for the purpose of organization and for the purpose of transacting such other business as may be necessary and proper.

Section 3.11 Regular Meetings: Regular meetings of the Foundation Board shall be at such places and at such times as the Foundation Board may from time to time determine.

Section 3.12 Special Meetings: Special meetings of the Foundation Board shall be held at such time and at such places within or without the State of New York as the Foundation Board may determine. Special meetings may be called by the President or Secretary of the Foundation or by a majority of the directors.

Section 3.13 Notice of Meeting: Notice of the time and place of each meeting of the Foundation Board shall be given by the President or Secretary of the Foundation to each director. Notice shall be provided by mailing written notice, postage prepaid, addressed to each director at his or her residence or usual place of business, not less than seven (7) days before the meeting, or

by delivering the notice to a director personally, by delivering the notice to a director by e-mail, fax or other form of electronic transmission available to such director, not less than five (5) days before the meeting. The meeting shall be duly called and held if notice is given to, or is waived by, all directors. A director attending a Foundation Board meeting without protesting the failure to give notice of such meeting, waives the failure of notice.

Section 3.14 Participation by Conference Telephone: At the pleasure and for the convenience of the Foundation Board, any one or more members of the Foundation Board or any committee of the Foundation Board or Foundation may participate in a meeting thereof by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 3.15 Quorum and Voting: At all meetings of the Foundation Board, except where otherwise provided by law or these Bylaws, a quorum must be present to take action. A majority of the entire membership of the Foundation Board shall constitute a quorum. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Foundation Board, unless the act of a greater number of voting directors is required by the Certificate of Incorporation, these Bylaws, or applicable law. No director of the Foundation may act by proxy on any matter. A majority of the directors present at any meeting, although less than a quorum, may adjourn the meeting to another time and place, without further notice other than by making an announcement at the meeting.

Section 3.16 Absences: Should any member of the Foundation Board be absent from three (3) consecutive meetings of the Foundation Board without sending a communication to the Foundation Board stating his or her reason for so doing, or if his or her excuse should not be accepted by the Foundation Board, his or her seat on the Foundation Board may be declared vacant by the Member. Directors may also be removed if they do not attend half of the scheduled meetings held each year.

Section 3.17 Compensation: The directors shall not receive any compensation for their services as directors, but they may be reimbursed for any reasonable expenses incurred on behalf of the Foundation. A director may, however, serve the Foundation in another capacity and may receive compensation for valid services provided in such other capacity.

ARTICLE IV **COMMITTEES**

Section 4.01 Executive Committee: By approval of a majority of the entire Board of Directors of the Foundation authorizing the same, the Foundation Board may designate from among its members an Executive Committee consisting of at least three (3) directors, including the President who shall serve as chairperson of the committee. The Executive Committee shall have the authority of the Foundation Board except as to matters set forth in Section 712(a) of the Not-For-Profit Corporation Law. The Executive Committee shall keep minutes of its meetings and shall present those minutes at the next Foundation Board meeting. Any action of the Executive Committee shall be subject to ratification by the Foundation Board at its meeting next following

such action, but if not ratified by the Foundation Board, vacation of such action shall be only prospective in nature if such action be in the first instance lawful or otherwise proper.

Section 4.02 Finance and Investment Committee: By approval of a majority of the entire Board of Directors of the Foundation authorizing the same, the Foundation Board may designate from among its members a Finance and Investment Committee consisting of at least three (3) directors. The President of the Foundation shall appoint one of the committee members to serve as chairperson of the committee. The Finance and Investment Committee is responsible for the fiscal integrity of the Foundation and shall oversee the management of the Foundation's financial assets. The Finance and Investment Committee, in conjunction with the Treasurer and Executive Officers, shall cause to be prepared and shall submit to the full Foundation Board, no later than at its last meeting before the end of the fiscal year, a financial budget reflecting anticipated operating expenditures and revenue for the ensuing year. The Finance and Investment Committee shall examine the monthly reports of the fiscal operation of the Foundation. The Finance and Investment Committee shall also develop, implement and review investment policies and strategy, interview and recommend investment advisors, and ensure the maintenance of an appropriate capital structure. The Finance and Investment Committee shall be charged with the oversight and prudent management of the Foundation's funds in compliance with applicable law including Article 5-A of the Not-For-Profit Corporation Law.

Section 4.03 Audit Committee: By approval of a majority of the entire Foundation Board authorizing the same, the Foundation Board may designate from among its members an Audit Committee consisting of at least three (3) directors, all of whom shall be independent. The President of the Foundation shall appoint one of the committee members to serve as committee chairperson. The Audit Committee shall meet at least annually to provide oversight and to monitor the integrity of the financial statements of the Foundation, the independence and the performance of the Foundation's internal financial systems and reporting, and the performance of the Foundation's independent auditors. The Audit Committee shall: (1) oversee the selection and oversight of the independent auditors; (2) review the scope and planning of the audit with the independent auditors prior to commencement; (3) review and discuss with the independent auditors any material risks and weaknesses in internal controls, restrictions on the scope of the independent auditors' activities or access to the requested information, any significant disagreements between the independent auditors and management, and the adequacy of the Foundation's accounting and reporting process; (4) consider the appropriateness and independence of the independent auditors; and (5) oversee the internal audit and business compliance functions of the Foundation. The results of the annual independent audit report shall be reported to the Foundation Board. At the discretion of the Board of Directors of the Foundation, the board of directors or designated audit committee of the Member may perform the duties of the Audit Committee required by Section 712-A of the Not-For-Profit Corporation Law for the Foundation.

Section 4.04 Governance Committee: By approval of a majority of the entire Foundation Board authorizing the same, the Foundation Board may designate from among its members a Governance consisting of at least three (3) directors. The President of the Foundation shall appoint one of the committee members to serve as chairperson of the committee. The Governance Committee shall recommend to the Member candidates to serve as directors, and shall ensure orientation of new directors, continuing education of the Foundation Board, self-assessment

of the Foundation Board, and periodic review of the Foundation's Bylaws, policies and other governance documents. Recommendations of candidates to the Foundation Board shall be provided to the Member prior to the Annual Meeting and at such other times as vacancies occur.

Section 4.05 Other Committees: The Board of Directors of the Foundation may, by approval a majority of the entire Foundation Board, create such other committees of the Foundation Board, consisting of one or more directors, and committees of the corporation, consisting of one or more directors and such other persons, whether or not directors, as it deems necessary. The President of the Foundation shall appoint the committee chairpersons and committee members who shall serve in this capacity until the next Annual Meeting of Directors of the Foundation. Each such committee shall have the authority (if any is specified by resolution of the Foundation Board), and the responsibilities, delegated to it by the Foundation Board.

Section 4.06 Record of Proceedings: Each committee shall elect a secretary who shall keep the minutes of all committee meetings. Such minutes shall reflect all business conducted at the meeting of the committee, including findings, conclusions and recommendations. Copies of the minutes shall be supplied to all members of the Committee and to all members of the Foundation Board.

Section 4.07 Miscellaneous: Board committee membership is one year, and committee members shall be appointed at each Annual Meeting of the Foundation Board. Only directors may be members of Board committees (e.g., Executive, Audit, Finance and Investment, and Governance Committees), but directors, staff and others may be members of committees of the corporation. The Foundation Board may designate one or more directors as alternate members of any committee, who may replace any absent member or members at any meeting of such committee. No committee, with the exception of the Executive Committee, Finance and Investment Committee, and Audit Committee (to the extent expressly authorized by these Bylaws, the Not-For-Profit Corporation Law and Board resolution), shall have the authority to take any action on behalf of the Foundation Board or the Foundation. Each committee shall serve at the pleasure of the Foundation Board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his or her duty to the Foundation under section 717 the Not-For-Profit Corporation Law.

ARTICLE V

BOARD OFFICERS

Section 5.01 Board Officers: The Board Officers of the Foundation, who shall annually be elected by the Foundation Board from among its current directors, shall be a President of the Foundation Board, Vice President, Secretary, Treasurer, and such additional officers as the Foundation Board may, from time to time, deem necessary and appropriate. Any two (2) or more offices may be held by the same person except the President of the Foundation Board, who may not hold any other office. Each officer shall hold office for the term he or she is elected or appointed or until his or her successor has been elected or appointed and qualified.

Section 5.02 President: The President of the Foundation Board shall be elected from among the Foundation Board. The President shall exercise general supervision of all operations

and personnel of the Foundation, subject to the approval of the Foundation Board or the Executive Committee, and serve as Chairperson of the Executive Committee. The President is also a member *ex officio* of all other committees, and shall preside at meetings of the Foundation Board.

Section 5.03 Vice President: The Vice President of the Foundation Board shall be elected from among the Foundation Board and shall assist the President, and in the absence or incapacity of the President, shall perform the duties of the President.

Section 5.04 Secretary: The Secretary of the Foundation Board shall attend meetings of the Foundation Board, take or cause to be taken accurate minutes thereof, distribute copies of the minutes to each member of the Foundation Board; give or cause to be given notice of all meetings of the Foundation in the manner provided in these Bylaws; keep in safe custody the seal of the Foundation and affix it to any instrument when authorized by the Foundation Board; keep all documents, records and minutes of meetings of the Foundation as required by law or otherwise, in a proper and safe manner; and have such other duties and responsibilities as shall be assigned by the Foundation Board.

Section 5.05 Treasurer: The Treasurer of the Foundation Board shall attend meetings of the Foundation Board; have custody and control of the corporate fund and securities; be responsible for full and accurate accounts of receipts and disbursements in the corporate books; deposit or have deposited money or other valuables in the name and to the credit of the Foundation in such depositories as may be designated by the Foundation Board; disburse or authorize the disbursements of funds of the Foundation as may be authorized by the Foundation Board; make and preserve or have made and preserved, proper vouchers for such disbursements; render to the President and the Foundation Board, at regular meetings of the Foundation Board, or whenever it shall be required by order of the Foundation Board, an account of all transactions and of the financial condition of the Foundation; have power to require all corporate officers and agents to submit upon any and all reports and statements as may be required by him or her relative to all financial transactions of the Foundation that are necessary to permit the carrying out of the duties and obligations of the Treasurer; and discharge such other duties and responsibilities as may be assigned by the Foundation Board.

Section 5.06 Removal of Officers: Any Board Officer may be removed with or without cause by the Foundation Board at any meeting thereof, by an affirmative vote of a majority of the total members of the Foundation Board, provided that written notice of the action proposed to be taken is given with the notice of meeting.

Section 5.07 Vacancy: A vacancy in any office, whether caused by resignation, removal, or any other cause, may be filled for the unexpired term of that office by vote of the Foundation Board at any regular or special meeting duly called and held at which time a quorum is present, provided that written notice of the action proposed to be taken has been given with the notice of meeting.

ARTICLE VI

EXECUTIVE OFFICERS AND OTHER EMPLOYEES

Section 6.01 Executive Officers: The Foundation Board may appoint such Executive Officers of the Foundation as the Foundation Board may authorize. The Executive Officers shall manage, supervise and administer the day to day business operations of the Foundation under the oversight of the Foundation Board. No Executive Officer may be a director on the Foundation Board. Such Executive Officers may consist of executive vice presidents, vice presidents and such other officers as the Foundation Board may determine from time to time. The Executive Officers shall serve at the will of the Foundation Board, and shall hold office for a period of one year or until their successors have been appointed. The Executive Officers shall have the powers, authority, responsibilities and duties as may be prescribed, delegated or assigned from time to time by the Foundation Board.

Section 6.02 Employees: The Board of Directors of the Foundation may hire, or may delegate the authority to the Executive Officers to hire, employees as it deems necessary. If such employees are hired, the Board of Directors of the Foundation together with the Executive Officers shall define the duties of such employees and fix their reasonable compensation. The employees may be charged with any powers permitted by the Not-For-Profit Corporation Law that are not prohibited by statute, by the Certificate of Incorporation, or by these Bylaws.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 7.01 Right of Indemnity: The Foundation shall indemnify to the full extent authorized or permitted by law any person made, or threatened to be made, a party to any action or proceeding (whether civil or criminal or otherwise) by reason of the fact that such person, or the testator or intestate of such person, is or was a director or officer (Board and Executive) of the Foundation.

Section 7.02 Determination of Right to Indemnification: Upon the request of any person who may be entitled to indemnification under this Article, the Board of Directors shall act promptly to determine whether the director or officer has met the standard of conduct required for indemnification and, if such standard has been met, to authorize indemnification under this Section. Such determination may be made, in the discretion of the Board of Directors of the Foundation (i) by the Board of Directors of the Foundation by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding or (ii) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by the Member. For purposes of this Article, determination of any civil or criminal action or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that any director or officer did not act in good faith for a purpose which he/she reasonably believed to be in the best interests of the Foundation.

Section 7.03 Expenses: Expenses (including reasonable attorney's fees) incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance

of the final disposition of such action, suit or proceeding upon receipt of an express undertaking in writing by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to indemnification or, where indemnification is granted, to the extent that expenses so advanced by the Foundation exceed the indemnification to which he or she is entitled; provided, however, that no such indemnification shall be made if a determination is made in the manner provided in Section 7.02 of this Article that indemnification is not proper in the circumstances because he or she has not met the applicable standard of conduct.

Section 7.04 Indemnification with Respect to Internal Investigations: The Foundation shall indemnify to the full extent authorized or permitted by law, any director or officer made the subject of an internal investigation by the Foundation, and each heir or successor of any thereof, against reasonable costs and expenses, including attorney's charges actually and necessarily incurred as a result of such investigation, unless it is determined that such person did not act in good faith, for a purpose which he or she reasonably believed to be in the best interest of the Foundation. Any such determination as to good faith which would prevent indemnification under this Section 7.04 must be made by the Board of Directors of the Foundation acting by a quorum consisting of directors who are not the subject of the same internal investigation as if such directors who are the subject of such investigation were not directors of the Foundation, or if such quorum is not obtainable with due diligence, by the Member. Any determination made by the Board of Directors of the Foundation that indemnification under this Section is not permitted by law must be made on the basis of an opinion in writing of independent legal counsel. In addition, any indemnification under this Section shall be conditioned upon receipt of a written agreement in form satisfactory to the Foundation and its legal counsel obligating the indemnified person to repay upon demand all or so much of any amount paid pursuant to this Section as may be determined not to have been paid in accordance with applicable law.

Section 7.05 Non-Exclusivity of this Article VII: The indemnification provided by this Article VII shall continue as to a person who has ceased to be a director or officer of the Foundation and shall inure to the benefit of the heirs, executors, administrators or successors of such a person. The right of indemnification herein provided shall not be deemed exclusive of any other rights to which any such director, officer or other person may now or hereafter be otherwise entitled and specifically, without limiting the generality of the foregoing, shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any such director, officer or other person in any such action or proceeding to have awarded or allowed in his or her favor against the Foundation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 7.06 Insurance: The Board of Directors of the Foundation may authorize the Foundation to purchase and maintain insurance, at its expense, to protect itself and its directors and officers against such liability, cost or expense to the extent permitted by law.

ARTICLE VIII **MISCELLANEOUS PROVISIONS**

Section 8.01 Fiscal Year: The fiscal year of the Foundation shall be the calendar year.

Section 8.02 Audit: At the end of each fiscal year, the Foundation Board shall cause to be performed an independent audit of the accounts of the Treasurer, prior to the Annual Meeting of the Member and at such other times as the Foundation Board may authorize.

Section 8.03 Execution of Legal Instruments: All checks, contracts and other legal instruments shall be signed by such officers or agents as the Foundation Board may designate.

Section 8.04 Consent of Foundation Board and Committee Members in Lieu of Meeting: Any action which may be taken at a meeting of the Foundation Board or of the members of any committee of the Foundation may be taken without any meeting if a written consent, setting forth the action to be taken, is signed by all directors of the Foundation Board or members of the respective committees, as the case may be, and shall be filed with the secretary of the Foundation.

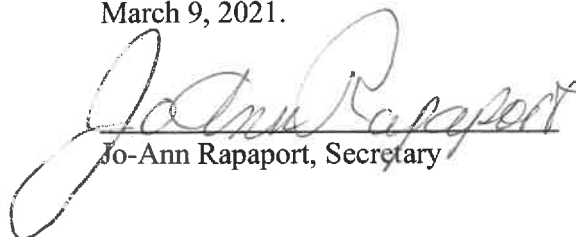
Section 8.05 Consent of Member in Lieu of Meeting: Any action which may be taken at a meeting of the Member may be taken without a meeting if a written consent, setting forth the action to be taken, is signed by the Member and is filed with the secretary of the Foundation.

Section 8.06 Review of Bylaws: An ad hoc committee of the Foundation Board shall review these Bylaws at least every two (2) years for the purpose of determining and recommending to the Foundation Board any necessary or desirable revisions. The Bylaws shall be dated to indicate the time when they were last so reviewed and, if revised, to indicate the time when they were so revised. Upon any such revision a composite manuscript of the Bylaws as so revised shall be adopted by the affirmative vote of the Member.

Section 8.07 Amendment or Repeal: Upon at least thirty (30) days written notice of the proposed change, the Bylaws may be altered, amended, repealed or new Bylaws may be adopted by affirmative vote of the Member.

Section 8.08 Seal: The corporate seal shall contain the full name of the Foundation and the year of its incorporation.

Certified to be a true and correct copy
of the Bylaws of Hudson Headwaters
Health Foundation adopted by the
Board of Directors at a meeting on
March 9, 2021.


Jo-Ann Rapaport, Secretary

March 1, 2005
Updated after October 11, 2011
Updated July 15, 2014
Updated February 6, 2019
Updated March 9, 2021

**AMENDMENT TO THE BY-LAWS
OF
HUDSON HEADWATERS HEALTH FOUNDATION, INC.**

December 15, 2022

The following amendment (this “Amendment”) to the By-laws of Hudson Headwaters Health Foundation, Inc. (the “Foundation”), last updated March 9, 2021 (the “Bylaws”), was duly adopted by (i) a resolution of the Board of Directors of the Foundation (the “Board”) duly made pursuant to the requirements of the Bylaws and (ii) the resolution of Hudson Headwaters Health Network (the “Member”), the sole corporate member of the Foundation, pursuant to Section 2.08(a) and Section 8.07 of the Bylaws.

1. **Defined Terms.** All capitalized terms used herein and not otherwise defined herein shall have the meanings set forth in the Bylaws.

2. **Amendment.**

- (a) Section 3.04 of the Bylaws is hereby amended in its entirety to read as follows:

“**Section 3.04 Number:** The number of directors shall be three (3). The Chief Executive Officer of the Member shall serve as a non-voting, ex-officio, director on the Foundation Board.”

- (b) Section 3.06 of the Bylaws is hereby amended in its entirety to read as follows:

“**Section 3.06 Classification of Directors:** There shall be one class of directors, appointed by the Member.”

3. Except as otherwise expressly amended by this Amendment, the provisions of the Bylaws shall remain unchanged, binding, and in full force and effect.

[Remainder of page intentionally left blank.]

CERTIFICATION

I certify that this is a true and accurate copy of this amendment to the Bylaws, as adopted and authorized by the Board and the Member effective as of December 13, 2022.

Adopted and Authorized by Resolutions of
the Board and the Member

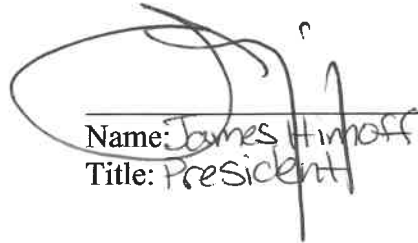

Name: James H. Hoff
Title: President

Exhibit B

Plan of Dissolution and Distribution of Assets

**PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS OF
HUDSON HEADWATERS HEALTH FOUNDATION, INC.**

The Board of Directors of Hudson Headwaters Health Foundation, Inc. (the “Corporation”) has considered the advisability of voluntarily dissolving the Corporation and has determined that dissolution in accordance with this Plan of Dissolution and Distribution of Assets (the “Plan”) is in the best interest of the Corporation.

1.

A. The assets of the Corporation (the “Assets”) and their fair market values are as follows:

<u>Asset</u>	<u>Fair Market Value</u>
Checking/Savings Accounts	\$2,075,120.92
Investment Accounts	\$1,378,584.32
Pledges Receivable (cash)	\$ 147,558.61
Prepaid Expenses	\$ 0.00
Total Assets	\$3,601,263.85

B. The following Assets are or will be held as cash and are donor-restricted for the following purposes:

<u>Restricted Purposes</u>	<u>Fair Market Value</u>
<i>Use Restricted to Certain Locations¹</i>	
Bolton Health Center	\$ 2,500.00
Champlain Family Health	\$ 35,465.00
Chester-Horicon Health Center	\$ 20,104.41
Fort Edward-Kingsbury Health Center	\$ 525.00
Health Center on Broad Street (Glen Falls)	\$ 777.00
Indian Lake Health Center	\$ 2,075.00
Moriah Health Center	\$ 5,557.97
Plattsburgh Family Health	\$ 961.00
Schroon Lake Health Center	\$ 2,000.00
Ticonderoga Health Center	\$ 2,383.00
Warrensburg Health Center	\$ 935.00
West Mountain Specialty Care	\$ 430.00
Women’s Health	\$ 20,628.76
Women’s Health – Pledges Receivable	\$ 10,000.00
<i>Use Restricted for Certain Clinical Services²</i>	
Asthma Care	\$ 500.00
Behavioral Health Services	\$ 417.30
Helpers Fund – Dental Care	\$ 989.96
Helpers Fund – Medical Care	\$ 2,275.37

¹ All such locations are New York State Department of Health-licensed Diagnostic and Treatment Centers (“DTCs”) owned and operated by HHHN.

² All such services are provided at DTCs owned and operated by HHHN.

<u>Restricted Purposes</u>	<u>Fair Market Value</u>
Palliative Care	\$ 2,450.00
Respiratory Care	\$ 400.00
<i>Use Restricted for Certain Programs³</i>	
Food as Medicine Program	\$ 258.51
George Purdue Scholarship Fund	\$ 94,000.00
Homeward Bound Program	\$ 14,624.50
Mobile Health Program	\$1,398,767.36
Mobile Health Program – Pledges Receivable	\$ 102,054.94
Rugge Center	\$ 12,000.00
Ryan’s Corner Pantry Program	\$ 1,094.65
Ryan White Program	\$ 1,437.26
Upstream Fund	\$ 14,148.00
Vital Talk Training	\$ 2,500.00
<i>Use Restricted for Medical Supplies/Equipment⁴</i>	
Helpers Fund - Medical Supplies for Chestertown Health Center	\$ 960.68
Warrensburg Health Center Mammography Machine – Pledges Receivable	\$ 30,000.00
<i>Use Restricted for Other Purposes⁵</i>	
COVID-19 Support	\$ 10,350.00
Pledges – Restricted Due to Time	\$ 5,503.67
Helpers Fund – Prescription Reimbursement	\$ 35.00
Total Donor-Restricted Assets	\$1,799,109.34

2. The Corporation has no liabilities.
3. Hudson Headwaters Health Network (“HHHN”), the sole organization proposed to receive the Corporation’s assets, is a charitable organization engaged in activities substantially similar to the Corporation’s activities and will receive the Corporation’s remaining assets consistent with Corporation’s dissolution requirements that all remaining assets of the Corporation be distributed to one or more charitable, scientific or educational organizations having similar purposes and missions to that of the Corporation.

The following documents of HHHN are attached hereto:

- the Certificate of Incorporation, with all amendments (Exhibit A);
 - the most recent financial report (Exhibit B); and
 - an affidavit from a director or officer stating the purposes of HHHN, that HHHN is currently exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, that HHHN 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 a statement that restricted assets will be held in accordance with applicable restrictions (Exhibit C).
4. In addition to Attorney General approval, approval of this Plan by the New York State Public Health and Health Planning Council is required and a copy of such approval will be attached to


³ All such programs are offered through HHHN.

⁴ All such medical supplies/equipment are located at DTCs owned and operated by HHHN.

⁵ All such other restricted purposes may be achieved through programs and services offered by HHHN.

the Verified Petition submitted to the Attorney General.

5. Within two hundred seventy days after the date on which the Attorney General approves the Plan, the Corporation 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.



Name: James E. Himoff

Title: President

Date: 9/19/23

Exhibit A

HHHN Certificate of Incorporation

CERTIFICATE OF INCORPORATION

of

HUDSON HEADWATERS HEALTH NETWORK

Under Section 402 of the
Not-For-Profit Corporation Law

THE UNDERSIGNED, acting as incorporator of the corporation under the New York Not-For-Profit Corporation Law does hereby adopt the following Certificate of Incorporation for such corporation.

ARTICLE I

The name of the Corporation is HUDSON HEADWATERS HEALTH NETWORK.

ARTICLE II

This corporation is not organized for pecuniary profit or financial gain and no part of its assets, income or profit shall be distributable to, or inure to the benefit of its directors or officers.

ARTICLE III

The purpose for which the corporation is organized is for the establishment, operation and maintenance of four or more health centers (including Warrensburg, Chestertown, and North Creek in Warren County and Indian Lake in Hamilton County), pursuant to Article 28 of the Public Health Law, provided that before each facility is opened or operated the corporation shall first receive all approvals required by Article 28 of the Public Health Law.

ARTICLE IV

The corporation hereby formed shall have the power to take and hold by bequest, devise, gift, purchase or lease, for any of its purposes, any property, real or personal, without limitation 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 its directors will best promote its objects.

ARTICLE V

The corporation for its corporate purposes, shall have the power to borrow money and from time to time make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, or other obligations of the corporation for monies borrowed or in payment for property acquired for any of the other objects or purposes of the corporation or its business, 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 agreements in regard to all or any part of the property, rights, or pledges of the corporation wherever situated, whether now owned, or hereafter to be acquired.

ARTICLE VI

In pursuance of and not in limitation of the general powers conferred by law, and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the power to do such acts as are necessary or convenient to

attain the objects and purposes herein set forth, to the same extent and as fully as any natural person could or might do, and as are not forbidden by law or by this Certificate of Incorporation or by the By-Laws of this corporation. As a Not-For-Profit corporation, none of the income of which shall accrue to any officer or director, to purchase, lease, hold, sell, mortgage, receive by gift, devise or bequest, or otherwise acquire, including by way of solicitation, or dispose of such real or personal property as may be necessary to carry out the purposes of this corporation.

The lawful public or quasi public objective which each business purposes of the corporation will achieve is to deliver health care in the communities wherein it will conduct its operations.

ARTICLE VII

The corporation shall be a Type C Corporation under Section 201 of the Not-For-Profit Corporation Law.

ARTICLE VIII

The office of the corporation is to be located in Warrensburg, Warren County, New York.

ARTICLE IX

The activities of Hudson Headwaters Health Network are principally to be conducted at Warrensburg, Chestertown, North Creek and Indian Lake, New York, and at such other locations as may be approved by the New York State Department of Health. v/s

ARTICLE X

The number of directors constituting the initial Board of Directors of the corporation is eight (8) and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Bernard A. Clifton	First National Bank of Glens Falls 137 Main Street Warrensburg, New York 12885
Peter Eckhardt	Indian Lake, New York 12842
Robert T. Farrell, Esq.	23 Library Avenue Warrensburg, New York 12885
Glenn W. Fish	Rock Haven Riparius, New York 12862
James L. Nash	Barton Mines Corporation North Creek, New York 12853
Richard T. Nelson	Route 28 Warrensburg, New York 12885
Evelyn Pelletier	Olmstedville, New York 12857
Charles Severance	Peaceful Valley Road North Creek, New York 12853

ARTICLE XI

The duration of the corporation is to be perpetual.

ARTICLE XII

The post office address to which the Secretary of State shall mail a copy of any notice by law is Warrensburg, New York 12885.

ARTICLE XIII

All approvals and consents required by the New York Not-For-Profit Corporation Law and the Public Health Law will be endorsed upon or annexed to the Certificate.

ARTICLE XIV

- (1) 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, or to foster national or international amateur sports competition (but only if no part of its activities involve 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 Internal Revenue Code of 1954, and 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 of 1954.
- (2) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, 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.
- (3) 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 Internal Revenue Code Section 501 (h), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

- (4) In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to such organizations which 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.

ARTICLE XV

Prior to the delivery of this Certificate of Incorporation to the Department of State for filing, all approvals or consents required by the Not-For-Profit Corporation Law or by any other statute of the State of New York will be endorsed upon or annexed hereto.

ARTICLE XVI

This corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law.

IN WITNESS WHEREOF, this Certificate has been signed by the sole subscriber this 4th day of March, 1981.

Evelyn W. Pelletier

STATE OF NEW YORK)
COUNTY OF WARREN) ss.:

On this 4th day of March, 1981 before me personally came Evelyn W. Pelletier to me known to be the individual described in and who executed the foregoing instrument, and she acknowledged that she executed the same.

H. Terry Gould
NOTARY PUBLIC

H. TERRY GOULD
Notary Public in the State of New York
Residing in Washington County
Commission Expires March 30, 1982
No. 56-6612485

I, G. THOMAS MOYNIHAN, JR., acting Justice of the Supreme Court at Warren County Court Chambers in the Town of Queensbury, New York do hereby approve the foregoing Certificate of Incorporation.

DATED: July 15, 1981

J. G. Thomas Moynihan, Jr.
Acting Justice of the Supreme Court

4782984

CERTIFICATE OF INCORPORATION

OF

HUDSON HEADWATERS HEALTH
NETWORK

2-14-81

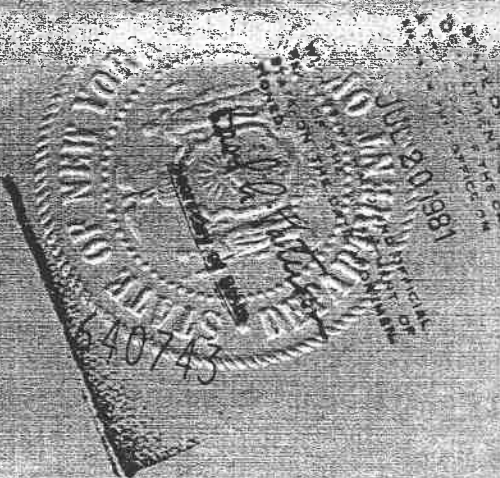
2-11-81

FILED

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PAGE 1 OF 1
AND EXAMINED
WARREN QUANTS NEW YORK
JOHN L. BOWMAN, CLERK

MCPHILLIPS, FITZGERALD MEYER
& MCLENTHAN
ATTORNEYS AND COUNSELLORS AT LAW
288 GLEN STREET, GLENS FALLS, N. Y. 12001
TELEPHONE NO. 782-1174



STATE OF NEW YORK
DEPARTMENT OF STATE

NO JUL 20 1981

AMT OF CHECK \$ 50
FILING FEE \$ 50
TAX \$ _____
COPY \$ _____
CERT \$ _____
REFUND \$ _____

BY:

P. Warren
Typoc

NEW YORK STATE DEPARTMENT OF STATE
DIVISION OF CORPORATIONS, STATE RECORDS AND UNIFORM COMMERCIAL CODE
FILING RECEIPT

ENTITY NAME : HUDSON HEADWATERS HEALTH NETWORK
DOCUMENT TYPE : CERTIFICATE OF AMENDMENT
ENTITY TYPE : DOMESTIC NOT-FOR-PROFIT CORPORATION

DOS ID : 712104
FILE DATE : 01/23/2024
FILE NUMBER : 240123002861
TRANSACTION NUMBER : 202401230001198-2853452
EXISTENCE DATE :
DURATION/DISSOLUTION : PERPETUAL
COUNTY : WARREN



SERVICE OF PROCESS ADDRESS : THE CORPORATION
9 CAREY ROAD,
QUEENSBURY, NY, 12804, USA

ELECTRONIC SERVICE OF PROCESS
EMAIL ADDRESS : MHENDERSON@HHHN.ORG

FILER : MATTHEW HENDERSON, ESQ.
9 CAREY ROAD,
QUEENSBURY, NY, 12804, USA

SERVICE COMPANY : COGENCY GLOBAL INC.
SERVICE COMPANY ACCOUNT : 26
CUSTOMER REFERENCE : CHI

You may verify this document online at : <http://ecorp.dos.ny.gov>
AUTHENTICATION NUMBER : 100005051843

TOTAL FEES:	\$65.00	TOTAL PAYMENTS RECEIVED:	\$65.00
FILING FEE:	\$30.00	CASH:	\$0.00
CERTIFICATE OF STATUS:	\$0.00	CHECK/MONEY ORDER:	\$0.00
CERTIFIED COPY:	\$10.00	CREDIT CARD:	\$0.00
COPY REQUEST:	\$0.00	DRAWDOWN ACCOUNT:	\$65.00
EXPEDITED HANDLING:	\$25.00	REFUND DUE:	\$0.00

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HUDSON HEADWATERS HEALTH NETWORK, File Number 240123002861 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on January 23, 2024.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State



**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
<https://dos.ny.gov>

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF**

Hudson Headwaters Health Network

(Name of Domestic Corporation)

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

FIRST: The name of the corporation is:

Hudson Headwaters Health Network

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

N/A

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

July 20, 1981

THIRD: The corporation was formed under the following law: *(Choose one)*

☒ Not-for-Profit Corporation Law

☐ *Specify other 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 Article III of the Certificate of Incorporation is hereby: *(check appropriate box)*

☐ added ☒ amended ☐ deleted

The subject matter of the amendment is: *(Provide a brief description of the subject matter of this amendment e.g., the purposes of the corporation are being amended)*

The addition of Article III, Section B, a standard general purposes provision. Article III, Section A is unchanged from when the Public Health and Health Planning Council issued its approval on June 17, 1981.

The full text of the amended or added paragraph is: *(Provide the entire text of the paragraph added or amended, including the paragraph number)*

Article III

Section A. The purpose for which the corporation is organized is for the establishment, operation and maintenance of four or more health centers (including Warrensburg, Chestertown, and North Creek in Warren County and Indian Lake in Hamilton County), pursuant to Article 28 of the Public Health Law, provided that before each facility is opened or operated the corporation shall first receive all approvals required by Article 28 of the Public Health Law.

Section B. The purposes of the corporation shall further include any purpose for which a corporation may be organized under the New York Not-for-Profit Corporation Law as a charitable organization, which is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, provided that, other than as set forth in Article III, Section A, the corporation is not organized to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without having first obtained such consent or approval.

Use additional pages, if necessary, describing each amendment to the certificate of incorporation and providing the entire text of each paragraph added or amended.

SIXTH: The Secretary of State is designated as agent of the corporation upon whom process against the corporation 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 the Secretary of State by personal delivery is:

9 Carey Road

Queensbury, New York 12804

(Optional) The email address to which the Secretary of State shall email a notice of the fact that process against the corporation has been served electronically upon the Secretary of State is:

mhenderson@hhhn.org

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.

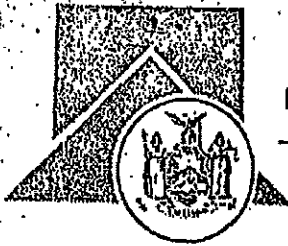
X D. Tucker Slingerland, M.D.
(Signature) CEO

Capacity of Signer *(Check appropriate box):*

- ☒ Officer
- ☐ Director
- ☐ Authorized Person

D. Tucker Slingerland, M.D., CEO

(Print or Type Signer's Name)



STATE OF NEW YORK
DEPARTMENT OF HEALTH
ALBANY 12237

PUBLIC HEALTH COUNCIL

June 17, 1981

Dr. John Rugge
Executive Director
Hudson Headwaters Health
Network
Health Center Plaza
Warrensburg, New York 12885

Re: Application for Establishment
No. 801162
Hudson Headwaters Health
Network, Inc.
Warrensburg (Warren County)

Dear Doctor Rugge:

COPY

In accordance with action taken at the April 30, 1981 meeting of the Public Health Council, the incorporation of the above-referenced corporation and the operation of three of the four proposed facilities contingent upon acceptable leases or space/occupancy agreements and a service contract were approved. Since the contingencies for the Chester, Warrensburg and Indian Lake sites, have now been fulfilled, this is to advise you that the approval of the Public Health Council is final for these three sites.

The contingency regarding the operation of the North Creek Health Center site still remains outstanding, therefore, final approval for this site is being held in abeyance.

Final Public Health Council approval covering all four sites will be issued when the outstanding contingency for the North Creek Health Center is fulfilled.

Sincerely yours,

Stephen P. Krill
Stephen P. Krill
Executive Secretary

4748734

COUNCIL

KENNETH G. JOHNSON, M.D.
CHAIRMAN
GORDON E. BROWN
ROBERT J. COLLINS, M.D.
THOMAS P. DOWLING
MSGR. CHARLES J. FAHEY

JOSEPH R. FONTANETTA, M.D.
WILLIAM LEE FROST
MORTON P. HYMAN
JEANNE E. JONAS
HOWARD J. KESSELER, M.D.
MARY C. MC LAUGHLIN, M.D.

ROBERT H. RANGLES, M.D.
HOWARD A. RUSK, M.D.
KENNETH W. WOODWARD, M.D.
COMMISSIONER OF HEALTH
DAVID AXELROD, M.D.
EX OFFICIO



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

LETITIA JAMES
ATTORNEY GENERAL

DIVISION OF SOCIAL JUSTICE
CHARITIES BUREAU

TO: Christopher Gillis, Esq.
Ropes & Gray LLP
Prudential Tower, 800 Boylston Street
Boston, MA 02199

RE: Hudson Headwaters Health Network

The Attorney General hereby approves pursuant to N-PCL § 804(a)(ii)(A) the proposed Certificate of Amendment of Hudson Headwaters Health Network. Said approval is conditioned on submission to the Department of State for filing within 60 days hereafter. A copy of the filed certificate shall be provided to the Attorney General.

January 8, 2024

Donna Cole Paul
Assistant Attorney General

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

Hudson Headwaters Health Network

(Name of Domestic Corporation)

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

Filer's Name Matthew Henderson, Esq.

Address 9 Carey Road

City, State and Zip Code Queensbury, NY 12804

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 <https://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

Exhibit B

HHHN Financial Report

Hudson Headwaters Health Network and Affiliates

**Consolidated Financial Statements,
Schedule of Expenditures of Federal
Awards, Internal Control and Compliance
(With Supplementary Information)
and Independent Auditor's Reports**

December 31, 2022

Hudson Headwaters Health Network and Affiliates

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Independent Auditor's Report

To the Board of Directors
Hudson Headwaters Health Network

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Hudson Headwaters Health Network and Affiliates (the "Companies"), which comprise the consolidated statement of financial position as of December 31, 2022, and the related consolidated statements of activities and changes in net assets, functional expenses, and cash flows for the year then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Hudson Headwaters Health Network and Affiliates as of December 31, 2022, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America ("GAAS") and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are required to be independent of Hudson Headwaters Health Network and Affiliates and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion. The financial statements of the affiliates were not audited in accordance with *Government Auditing Standards*.

Responsibilities of Management for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Hudson Headwaters Health Network and Affiliates' ability to continue as a going concern for within one year after the date that the consolidated financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS and *Government Auditing Standards*, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Companies' internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Companies' ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The supplementary consolidating information included in the accompanying statements on pages 30 and 31 is presented for the purposes of additional analysis of the consolidated financial statements rather than present the financial position and changes in net assets of the individual organizations, and is not a required part of the consolidated financial statements. The accompanying schedule of expenditures of federal awards, as required by Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the consolidated financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated June 26, 2023, on our consideration of the Hudson Headwaters Health Network and Affiliates' internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Hudson Headwaters Health Network and Affiliates' internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Hudson Headwaters Health Network and Affiliates' internal control over financial reporting and compliance.



Hartford, Connecticut
June 26, 2023

Hudson Headwaters Health Network and Affiliates

**Consolidated Statement of Financial Position
December 31, 2022**

Assets

Current assets	
Cash and cash equivalents	\$ 67,866,543
Patient services receivable, net	7,337,754
Grants and contracts receivable, net	3,434,335
Pharmacy receivables	11,642,310
Other receivables	1,235,264
Current portion of promises to give	34,823
Prepaid expenses and other current assets	<u>7,016,731</u>
Total current assets	98,567,760
Property and equipment, net	72,769,923
Right of use asset - operating leases	4,515,033
Promises to give, less current portion	112,736
Deferred compensation	5,174,504
Investments	11,595,833
Subvention receivable	<u>350,000</u>
Total assets	<u><u>\$ 193,085,789</u></u>

Liabilities and Net Assets

Current liabilities	
Accounts payable and accrued expenses	\$ 18,973,067
Accrued compensation	8,903,961
Current portion of operating lease liabilities	<u>1,243,602</u>
Total current liabilities	29,120,630
Operating lease liabilities, net of current portion	3,307,564
Deferred compensation	<u>5,174,504</u>
Total liabilities	<u><u>37,602,698</u></u>
Commitments and contingencies	
Net assets	
Without donor restrictions	153,683,981
With donor restrictions	<u>1,799,110</u>
Total net assets	<u><u>155,483,091</u></u>
Total liabilities and net assets	<u><u>\$ 193,085,789</u></u>

See Notes to Consolidated Financial Statements.

Hudson Headwaters Health Network and Affiliates

Consolidated Statement of Activities and Changes in Net Assets
Year Ended December 31, 2022

Changes in net assets without donor restrictions	
Revenue	
Patient service revenue (net of contractual allowances and discounts)	\$ 78,892,338
Pharmacy revenue	66,109,054
DHHS grants	15,479,101
Contract services and other grants	4,424,732
Contributions and other	9,413,459
Contribution - PPP	10,000,000
Net assets released from restriction	<u>460,131</u>
Total revenue	<u>184,778,815</u>
Expenses	
Salaries and related benefits	96,021,675
Other than personnel services	<u>54,204,415</u>
Total expenses	<u>150,226,090</u>
Change in net assets without donor restrictions before depreciation and amortization and nonoperating activities	34,552,725
Depreciation and amortization	<u>4,506,165</u>
Change in net assets without donor restrictions before nonoperating activities	<u>30,046,560</u>
Nonoperating activities	
Gain on disposal of assets	<u>38,000</u>
Total nonoperating activities	<u>38,000</u>
Change in net assets without donor restrictions	<u>30,084,560</u>
Changes in net assets with donor restrictions	
Contributions	164,136
Net assets released from restrictions	<u>(460,131)</u>
Change in net assets with donor restrictions	<u>(295,995)</u>
Change in net assets	29,788,565
Net assets, beginning	<u>125,694,526</u>
Net assets, end	<u><u>\$ 155,483,091</u></u>

See Notes to Consolidated Financial Statements.

Hudson Headwaters Health Network and Affiliates

Consolidated Statement of Functional Expenses Year Ended December 31, 2022

	Program services	General and administrative	Fundraising	Total
Salaries and wages	\$ 63,418,092	\$ 10,559,850	\$ 162,413	\$ 74,140,355
Fringe benefits	18,708,387	3,125,697	47,236	21,881,320
Consumable supplies	21,481,163	446,590	7,895	21,935,648
Professional fees	13,515,986	4,301,266	13,951	17,831,203
Occupancy	3,591,847	211,611	-	3,803,458
Consultants and contractual services	1,827,457	487,253	-	2,314,710
Repairs and maintenance	1,393,578	91,510	-	1,485,088
Travel, conferences and meetings	601,708	282,100	4,236	888,044
Dues and subscriptions	343,228	135,273	1,328	479,829
Telephone	343,143	60,996	2,008	406,147
Insurance	363,546	534,948	-	898,494
Printing, publications and postage	141,253	277,703	50,860	469,816
Health promotion	1,117,701	253,718	297	1,371,716
Laboratory - outside services	108,360	9,697	-	118,057
Other	1,959,720	241,359	1,126	2,202,205
	128,915,169	21,019,571	291,350	150,226,090
Depreciation and amortization	3,905,633	600,532	-	4,506,165
Total functional expenses	<u>\$ 132,820,802</u>	<u>\$ 21,620,103</u>	<u>\$ 291,350</u>	<u>\$ 154,732,255</u>

See Notes to Consolidated Financial Statements.

Hudson Headwaters Health Network and Affiliates

Consolidated Statement of Cash Flows Year Ended December 31, 2022

Cash flows from operating activities	
Cash received from patient services	\$ 79,608,464
Cash received from pharmacy services	61,633,645
Cash received from DHHS services	10,514,504
Cash received from contract services and other grants	4,799,770
Cash received for contributions	237,351
Cash received from other	8,474,210
Cash paid to employees	(95,577,504)
Cash paid for operations	<u>(50,638,184)</u>
Net cash provided by operating activities	<u>19,052,256</u>
Cash flows from investing activities	
Purchases of property and equipment	(14,319,271)
Purchases of investments	(4,323,978)
Proceeds from sale of investments	<u>1,553,440</u>
Net cash used in investing activities	<u>(17,089,809)</u>
Cash flows from financing activities	
Contributions restricted for purchase of property and equipment	<u>143,839</u>
Net cash provided by financing activities	<u>143,839</u>
Net increase in cash and cash equivalents	2,106,286
Cash and cash equivalents, beginning	<u>65,760,257</u>
Cash and cash equivalents, end	<u><u>\$ 67,866,543</u></u>

See Notes to Consolidated Financial Statements.

Hudson Headwaters Health Network and Affiliates

Notes to Consolidated Financial Statements December 31, 2022

Note 1 - Organization and summary of significant accounting policies

Organization

Hudson Headwaters Health Network (the "Network") operates diagnostic and treatment centers, licensed under Article 28 of the New York State Public Health Law located in the Adirondack region of New York State. The Network provides a broad range of health services to a largely medically underserved population.

In 2007, the Hudson Headwaters Health Foundation, Inc. ("HHH Foundation") was established to provide financial support for the Network. In addition, HHH Foundation is authorized to solicit contributions on the Network's behalf. The Network is the sole member of HHH Foundation.

The Network is the sole corporate member of Compre-Care, Inc. Compre-Care, Inc. was formed to further the provision of comprehensive health care services in the Adirondack region of New York State.

During December 2015, Hudson Headwaters Strategic Services, LLC ("Strategic Services") was formed as a single member limited liability company. The sole member is the Network. Strategic Services was formed for consulting revenue related to the 340B Drug Pricing Program. There was no activity in Strategic Services in 2022.

During October 2019, Hudson Headwaters 340B, LLC ("Hudson Headwaters 340B") was formed as a single member limited liability company. The sole member is the Network. Hudson Headwaters 340B was formed to provide third-party administrative, auditing and consulting services to entities participating in the 340B Drug Pricing Program.

In August 2021, PACE at Hudson Headwaters, Inc ("PACE") was formed as a not-for-profit corporation. The Network is the sole member. PACE was formed to provide comprehensive medical and social services to the elderly Medicare & Medicaid population. There was minimal activity in 2022.

The U.S. Department of Health and Human Services ("DHHS") provides substantial support to the Network. The Network is obligated under the terms of the DHHS grants to comply with specified conditions and program requirements set forth by the grantor.

Principles of consolidation

The consolidated financial statements include accounts of the Network, HHH Foundation, Compre-Care, Inc., Hudson Headwaters 340B and PACE (collectively, the "Companies"). All significant intercompany transactions and account balances have been eliminated in consolidation.

Basis of presentation

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

Classification of net assets

Net assets without donor restrictions

Net assets without donor restrictions represent available resources other than donor-restricted contributions. Included in net assets without donor restrictions are funds that may be earmarked for specific purposes.

Hudson Headwaters Health Network and Affiliates

Notes to Consolidated Financial Statements December 31, 2022

Net assets with donor restrictions

Net assets subject to donor- (or certain grantor-) imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity.

Performance indicator

The consolidated statement of activities and changes in net assets includes the change in net assets without donor restrictions before nonoperating activities as the performance indicator. Changes in net assets without donor restrictions, which are excluded from the performance indicator, include the gain on disposal of assets.

Use of estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Concentrations of credit risk

The Companies' financial instruments that are exposed to concentrations of credit risk consist primarily of cash and cash equivalents, patient services receivables and revenue and grant revenue.

The Companies maintain cash and cash equivalents in bank accounts which, at times, may exceed federally insured limits. The Companies have not experienced any losses in such accounts and believe they are not exposed to any significant credit risk on cash and cash equivalents. The Companies have reduced the risk of exposure to significant credit losses on cash and cash equivalents by insuring most bank accounts held for the full balance.

Cash and cash equivalents

For purposes of the consolidated statement of cash flows, the Companies consider all highly-liquid investments purchased with an original maturity of three months or less to be cash equivalents.

Investments

Investments are reported in the consolidated statement of financial position at fair value with any realized and unrealized gains and losses reported as increases or decreases in net assets in the accounting period in which they occur.

The Companies invest in a portfolio of equity and fixed income mutual funds. Such investments are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with such investments and the uncertainty related to changes in the value of such investments, it is at least reasonably possible that changes in risks in the near term would materially affect investment balances and the amounts reported in the consolidated financial statements.

Property and equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation and amortization are recorded using the straight-line method over the estimated useful lives of the assets ranging from 3 to 25 years. Leasehold improvements are amortized on a straight-line basis over the estimated useful life of the improvement or the term of the lease, whichever is less. The Companies capitalize all purchases of property and equipment in excess of \$5,000 with a useful life of over one year.

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Maintenance, repairs and minor renewals are expensed as incurred. When assets are retired or otherwise disposed of, their costs and related accumulated depreciation and amortization are removed from the accounts and any resulting gains or losses are included in change in net assets.

Construction in progress is recorded at cost. The Companies capitalize construction, insurance and other costs during the period of construction. Depreciation and amortization are recorded when construction is substantially complete and the assets are placed in service. The estimated cost to complete the construction in progress is approximately \$14,441,000.

Certain property and equipment have been purchased with grant funds received from DHHS. Such items or a portion thereof may be reclaimed by the federal government if not used to further the grant's objectives.

Impairment of long-lived assets

The Companies review their long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In performing a review for impairment, the Companies compare the carrying value of the assets with their estimated future undiscounted cash flows. If it is determined that impairment has occurred, the loss would be recognized during that period. The impairment loss is calculated as the difference between the assets' carrying values and the present value of estimated net cash flows or comparable market values, giving consideration to recent operating performance and pricing trends. The Companies do not believe that any material impairment currently exists related to their long-lived assets.

Grants and contracts

Revenue from grants and contracts with resource providers such as the government and its agencies, other organizations and private foundations are accounted for either as exchange transactions or as contributions. When the resource provider receives commensurate value in return for the resources transferred to the Network, the revenue from the grant or contract is accounted for as an exchange transaction. For purposes of determining whether a transfer of asset is a contribution or an exchange, the Network deems that the resource provider is not synonymous with the general public, i.e., indirect benefit received by the public as a result of the assets transferred is not deemed equivalent to commensurate value received by the resource provider. Moreover, the execution of a resource provider's mission or the positive sentiment from acting as a donor is not deemed to constitute commensurate value received by a resource provider. Revenue from grants and contracts that are accounted for as exchange transactions is recognized when performance obligations have been satisfied. Grants and contracts awarded for the acquisition of long-lived assets are reported as nonoperating revenue, in the absence of donor stipulations to the contrary, during the fiscal year in which the assets are acquired. Cash received in excess of revenue recognized is recorded as deferred revenue.

On the other hand, when the resource provider does not receive commensurate value, the transaction is accounted for as a contribution.

Contributions

Transactions where the resource provider often receives value indirectly by providing a societal benefit, although the societal benefit is not considered to be of commensurate value, are deemed to be contributions. Contributions are classified as either conditional or unconditional. A conditional contribution is a transaction where the Network has to overcome a barrier or hurdle to be entitled to the resource and the resource provider is released from the obligation to fund or has the right of return of any advanced funding if the Network fails to overcome the barrier. The Network

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recognizes the contribution revenue upon overcoming the barrier or hurdle. Any funding received prior to overcoming the barrier is recognized as a refundable advance.

Unconditional contributions are recognized as revenue and receivable when the commitment to contribute is received.

Unconditional contributions are recorded as either with donor restriction or without donor restriction. Contributions are recognized as contributions with donor restrictions if they are received with donor stipulations that limit the use of the donated asset. Contributions received with no donor stipulations are recorded as contributions without donor restrictions. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, net assets with donor restrictions are reclassified as net assets without donor conditions and restrictions and are reported in the consolidated statement of activities and changes in net assets as net assets released from restriction. Donor-restricted contributions whose conditions and restrictions expire during the same fiscal year are recognized as contributions without donor restrictions.

Net patient services revenue and receivables

Patient service revenue is reported at the amount that reflects the consideration to which the Network expects to be entitled in exchange for providing patient care. These amounts are due from patients, third-party payors (including health insurers and government programs), and others and includes variable consideration for retroactive revenue adjustments due to settlement of audits, reviews, and investigations. Generally, the Network bills the patients and third-party payors several days after the services are performed. Revenue is recognized as performance obligations are satisfied.

Performance obligations are determined based on the nature of the services provided by the Network. Revenue for performance obligations satisfied over time is recognized based on actual charges incurred in relation to total expected (or actual) charges. The Network believes that this method provides a faithful depiction of the transfer of services over the term of the performance obligation based on the inputs needed to satisfy the obligation. Generally, performance obligations satisfied over time relate to patients receiving services in the centers. The Network measures the performance obligation from the commencement of an encounter to the point when it is no longer required to provide services to that patient, which is generally at the time of completion of the encounter.

Because all of its performance obligations relate to contracts with a duration of less than one year, the Network has elected to apply the optional exemption provided in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 606-10-50-14a and, therefore, is not required to disclose the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied at the end of the reporting period. The Network's performance obligations consist primarily of outpatient services that occur within one day of a patient's visit; thus, there were no unsatisfied or partially unsatisfied performance obligations at the end of the reporting period.

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The Network determines the transaction price based on standard charges for goods and services provided, reduced by contractual adjustments provided to third-party payors, discounts provided to uninsured patients in accordance with the Network's policy, and implicit price concessions provided to uninsured patients. The Network determines its estimates of contractual adjustments and discounts based on contractual agreements, its discount policies, and historical experience. The Network determines its estimate of implicit price concessions based on its historical collection experience with this class of patients.

Agreements with third-party payors typically provide for payments at amounts less than established charges. A summary of the payment arrangements with major third-party payors follows:

Medicare - Outpatient services are paid using prospectively determined rates.

Medicaid - Reimbursements for Medicaid services are generally paid at prospectively determined rates per visit or per covered member.

Other - Payment agreements with certain commercial insurance carriers, health maintenance organizations, and preferred provider organizations provide for payment using prospectively determined rates per visit, discounts from established charges, and prospectively determined daily rates.

Laws and regulations concerning government programs, including Medicare and Medicaid, are complex and subject to varying interpretation. As a result of investigations by governmental agencies, various health care organizations have received requests for information and notices regarding alleged noncompliance with those laws and regulations, which, in some instances, have resulted in centers entering into significant settlement agreements. Compliance with such laws and regulations may also be subject to future government review and interpretation, as well as significant regulatory action, including fines, penalties, and potential exclusion from the related programs. There can be no assurance that regulatory authorities will not challenge the Network's compliance with these laws and regulations, and it is not possible to determine the impact (if any) such claims or penalties would have upon the Network. In addition, the contracts the Network has with commercial payors also provide for retroactive audit and review of claims.

Settlements with third-party payors for retroactive adjustments due to audits, reviews, or investigations are considered variable consideration and are included in the determination of the estimated transaction price for providing patient care. These settlements are estimated based on the terms of the payment agreement with the payor, correspondence from the payor, and the Network's historical settlement activity, including an assessment to ensure that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the retroactive adjustment is subsequently resolved. Estimated settlements are adjusted in future periods as adjustments become known (that is, new information becomes available), or as years are settled or are no longer subject to such audits, reviews, and investigations.

Generally, patients who are covered by third-party payors are responsible for related deductibles and coinsurance, which vary in amount. The Network also provides services to uninsured patients, and offers those uninsured patients a discount, either by policy or law, from standard charges. The Network estimates the transaction price for patients with deductibles and coinsurance and from those who are uninsured based on historical experience and current market conditions. The initial estimate of the transaction price is determined by reducing the standard charge by any contractual adjustments, discounts, and implicit price concessions. Subsequent changes to the estimate of the

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transaction price are generally recorded as adjustments to patient service revenue in the period of the change. For the year ended December 31, 2022, there was no revenue recognized due to changes in its estimates of implicit price concessions, discounts, and contractual adjustments for performance obligations satisfied in prior years.

Subsequent changes that are determined to be the result of an adverse change in the patient's ability to pay are recorded as provisions for bad debts.

Consistent with the Network's mission, care is provided to patients regardless of their ability to pay. Therefore, the Network has determined it has provided implicit price concessions to uninsured patients and patients with other uninsured balances (for example, copays and deductibles). The implicit price concessions included in estimating the transaction price represent the difference between amounts billed to patients and the amounts the Network expects to collect based on its collection history with those patients.

The Network is open to all patients, regardless of their ability to pay. In the ordinary course of business, the Network renders services to patients who are financially unable to pay for healthcare. The Network provides care to these patients who meet certain criteria under its sliding fee discount policy without charge or at amounts less than the established rates. Charity care services are computed using a sliding fee scale based on patient income and family size.

The Network maintains records to identify and monitor the level of sliding fee discount it provides. For uninsured self-pay patients that do not qualify for charity care, the Network recognizes revenue on the basis of its standard rates for services provided or on the basis of discounted rates, if negotiated or provided by policy. On the basis of historical experience, a significant portion of the Network's uninsured patients will be unable or unwilling to pay for the services provided. Thus, the Network records an explicit concession to uninsured patients in the period the services are provided based on historical experience.

Based on the cost of patient services, charity care and community benefit for the year ended December 31, 2022 approximated \$550,000 and \$42,000,000, respectively.

Such amounts determined to qualify as charity care are not reported as revenue.

The Network has determined that the nature, amount, timing, and uncertainty of revenue and cash flows are affected by the following factors: payors, geography, service lines, method of reimbursement, and timing of when revenue is recognized.

The Network has elected the practical expedient allowed under FASB ASC 606-10-32-18 and does not adjust the promised amount of consideration from patients and third-party payors for the effects of a significant financing component due to the Network's expectation that the period between the time the service is provided to a patient and the time that the patient or a third-party payor pays for that service will be one year or less. However, the Network does use a collections agency if the patient balance is over four months old.

The Network has applied the practical expedient provided by FASB ASC 340-40-25-4 and all incremental customer contract acquisition costs are expensed as they are incurred, as the amortization period of the asset that the Network otherwise would have recognized is one year or less in duration.

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The beginning and ending patient services receivable balances were as follows as of December 31, 2022:

	<u>2022</u>	<u>2021</u>
Patient services receivable, net	\$ 7,337,754	\$ 8,053,880

Pharmacy revenue and receivable

The Network participates in Section 340B of the Public Health Service Act ("PHS Act"), Limitation on Prices of Drugs Purchased by Covered Entities. Participation in this program allows the Network to purchase pharmaceuticals at discounted rates for prescriptions to eligible patients. Pharmacy revenue is generated through the 340B program that the Network operates through its agreements with contracted pharmacies. Under this program, the Network uses the contracted pharmacies as its agents for the purpose of operating and managing the pharmacy and providing pharmacy services.

Because all of its performance obligations relate to pharmacy sales contracts with a duration of less than one year, the Network has elected to apply the optional exemption provided in FASB ASC 606-10-50-14a and, therefore, is not required to disclose the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied at the end of the reporting period. The Network's performance obligations in relation to pharmacy revenue consist primarily of pharmacy sales that occur at the point in time the patient purchases the prescription; thus, there were no unsatisfied or partially unsatisfied performance obligations at the end of the reporting period. Revenue for performance obligations satisfied at a point in time is generally recognized when goods are provided to the Network's pharmacy revenue patients and customers and the Network does not believe it is required to provide additional goods or services related to that sale.

The Network determines the transaction price based on standard charges for prescriptions provided, reduced by contractual adjustments provided to third party-payors, discounts provided to uninsured patients in accordance with the Network's policy and implicit price concessions provided to the uninsured patients. The Network determines its estimates of contractual adjustments and discounts based on contractual agreements, its discount policies, and historical experience. The Network determines its estimate of implicit price concessions based on historical collection experience with the class of patients.

The beginning and ending pharmacy receivable balances were as follows as of December 31, 2022:

	<u>2022</u>	<u>2021</u>
Pharmacy receivables	\$ 11,642,310	\$ 7,166,901

Gifts of long-lived assets

When applicable, the Network reports gifts of property and equipment as without donor restriction unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as with donor restrictions. Absent explicit donor stipulations about how long these long-lived assets must be maintained, the

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Network reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service.

Interest earned on federal funds

Interest earned on federal funds is recorded as a payable to the United States Public Health Service ("PHS") in compliance with the regulations of the United States Office of Management and Budget. The Network did not earn any interest on federal funds during the year ended December 31, 2022.

Functional expenses

The consolidated financial statements report certain categories of expenses that are attributed to more than one program or supporting function. Therefore, expenses require allocation on a reasonable basis that is consistently applied. The expenses that are allocated include occupancy, repairs and maintenance, insurance, and depreciation and amortization which are allocated on a square footage basis. The Companies allocate salaries and wages, consumable supplies, professional fees, dues and subscriptions, travel, conferences, and meetings, and laboratory - outside services based on actual expenses incurred. Weighted average methodology is used for fringe benefits, consultants and contractual services, printing, publications and postage, health promotion, telephone, interest and other expenses.

Tax status

The Network, HHH Foundation, Compre-care, Inc. and PACE are incorporated as not-for-profit corporations under the laws of the State of New York and are exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code, as well as from state income taxes. Therefore, there is no provision for income taxes. In addition, the Network, HHH Foundation and Compre-Care, Inc. are not classified as private foundations.

Hudson Headwaters 340B is a single member limited liability company and in lieu of federal and state income taxes, the activity of Hudson Headwaters 340B is included as unrelated business income in the Network's tax return.

Management has analyzed the tax positions taken by the Companies and has concluded that, as of December 31, 2022, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the consolidated financial statements. The Companies' federal and state information returns prior to fiscal year 2019 are closed and management continually evaluates expiring statutes of limitations, audits, proposed settlements, changes in tax law and new authoritative rulings.

The Companies will recognize interest and penalties associated with uncertain tax positions as part of the income tax provision and include accrued interest and penalties with the related tax liability in the consolidated statement of financial position.

New accounting pronouncements

The Companies adopted Accounting Standards Update ("ASU") 2016-02 (as amended), *Leases* ("Topic 842") on January 1, 2022 ("adoption date"). Topic 842 requires lessees to recognize a right-of-use asset and corresponding lease liability for most leases. The Companies elected and applied the following transition practical expedients when initially adopting Topic 842:

- To apply the provisions of Topic 842 at the adoption date, instead of applying them to be earliest comparative period presented in the consolidated financial statements.

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- To package of practical expedients permitting the Companies to not reassess (i) the lease classification of existing leases; (ii) whether existing and expired contracts are or contain leases; and (iii) initial direct costs for existing leases.

The Companies recognized the following as of the adoption date in connection with transitioning to Topic 842:

	As of January 1, 2022
Operating lease right-of-use assets	\$ 5,861,580
Operating lease liabilities	5,861,580

The adoption of Topic 842 did not have material impact on the Companies' change in net assets for the year ended December 31, 2022.

The Companies present their right-of-use assets and lease liabilities for operating leases separately on its consolidated statement of financial position. See Note 13 regarding its rights-of-use assets for operating leases and lease liabilities.

For the year ended December 31, 2022, the Companies adopted ASU 2020-07, *Presentation and Disclosure by Not-for-Profit Entities for Contributed Nonfinancial Assets*. The standard provides guidance on the presentation of contributed nonfinancial assets in the consolidated statement of activities and changes in net assets and additional disclosure requirements for each type of contributed nonfinancial asset. The ASU provides transparency on the measurement of the contributed nonfinancial assets of the Companies and will not change existing recognition and measurement requirements. The Companies have implemented the provisions of ASU 2020-07 applicable to all nonfinancial assets, which has been applied retrospectively to all periods presented.

Subsequent events

The Companies have evaluated subsequent events through June 26, 2023, which is the date the consolidated financial statements were available to be issued. See Note 17.

Note 2 - Liquidity

The Companies regularly monitor liquidity required to meet their annual operating needs and other contractual commitments while also striving to maximize the return on investment of their funds not required for annual operations. As of December 31, 2022, the Companies have financial assets available to meet annual operating needs for the 2023 calendar year as follows:

Cash and cash equivalents	\$ 67,866,543
Patient services receivable, net	7,337,754
Grants and contracts receivable, net	3,434,335
Pharmacy receivables	11,642,310
Other receivables	<u>1,235,264</u>
Total	<u><u>\$ 91,516,206</u></u>

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These financial assets are not subject to any donor or contractual restrictions.

The Companies' goal is generally to maintain financial assets to meet 45 days of operating expenses. As part of its liquidity plan, excess cash is invested in short-term investments including money market accounts, U.S. Treasury Bills and mutual funds. In addition to the available financial assets above, the Companies have a line of credit agreement of \$2,000,000 which can be drawn for liquidity needs.

Note 3 - Net patient services revenue and net patient receivables

The composition of patient services revenue for primary payor for the year ended December 31, 2022 is as follows:

Medicaid	\$ 2,676,191
Medicare	14,901,058
Other third-party payors	31,226,681
Self-pay	4,179,792
Medicaid managed care programs	12,732,486
New York State Safety net funds	1,160,738
New York State Managed care wrap-around	<u>12,015,392</u>
Total	<u><u>\$ 78,892,338</u></u>

Revenue from patient deductibles and coinsurance are included in the preceding categories based on the primary payor.

Patient services receivable consist of amounts due from governmental programs, commercial insurance companies, other group insurance programs and private pay patients. Net patient services receivable consist of the following at December 31, 2022:

Medicaid	\$ 874,601
Medicare	1,546,532
Third-party payors	1,479,330
Self-pay	550,956
Medicaid managed care plans	1,084,237
Medical home	1,039,895
New York State Safety net funds	<u>762,203</u>
	<u><u>\$ 7,337,754</u></u>

The Network's concentration of credit risk relating to patient services receivables primarily relate to uninsured patient accounts and patient accounts for which the primary insurance payor has paid, but the patient responsibility amounts remain outstanding.

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Note 4 - Fair value measurements

The Companies value financial assets on a recurring basis based on the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. In order to increase consistency and comparability in fair value measurements, a fair value hierarchy that prioritizes observable and unobservable inputs is used to measure fair value into three broad levels, which are described below:

- Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets. The fair value hierarchy gives the highest priority to Level 1 inputs.
- Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets; quoted prices in inactive markets; or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated with observable market data.
- Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

In determining fair value, the Companies utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as considers counterparty credit risk in its assessment of fair value. The following is a description of the valuation methodology used for investments at fair value. There have been no changes in the methodologies used during the year ended December 31, 2022.

Mutual funds/exchange-traded funds: Valued using market prices on active markets (Level 1). Level 1 instrument valuations are obtained from real-time quotes for transactions in active exchange markets involving identical assets. The values of mutual funds represent the net asset value of shares held by the Companies at year-end.

Annuities: Valued at unobservable inputs as represented by the Companies investment advisor.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Companies believe the valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Companies' deferred compensation investments as of December 31, 2022:

	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 4,952,994	\$ -	\$ -	\$ 4,952,994
Annuities	-	-	221,510	221,510
Total	<u>\$ 4,952,994</u>	<u>\$ -</u>	<u>\$ 221,510</u>	<u>\$ 5,174,504</u>

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The following table sets forth by level, within the fair value hierarchy, the Companies' investments as of December 31, 2022:

	Level 1	Level 2	Level 3	Total
Mutual funds				
Equity funds	\$ 7,872,006	\$ -	\$ -	\$ 7,872,006
Bond funds	1,073,757	-	-	1,073,757
Exchange traded funds				
Equity funds	288,819	-	-	288,819
Fixed income funds	1,301,477	-	-	1,301,477
Total	<u>\$ 10,536,059</u>	<u>\$ -</u>	<u>\$ -</u>	10,536,059
			Cash and cash equivalents	<u>1,059,774</u>
				<u>\$ 11,595,833</u>

Note 5 - Subvention and membership agreement

On July 1, 2012, the Network and three (3) other corporate members entered into a Subvention and Membership Agreement (the "Agreement") with Adirondack Health Institute ("AHI"). Pursuant to this Agreement, the parties agreed that AHI would require a minimum commitment of \$1,000,000 in initial funding for its successful operation, which amount shall be funded through subventions made by the members, in accordance with Article 5 of the New York not-for-profit law. Accordingly, subvention certificates were issued by AHI to its members in the aggregate amount of \$1,000,000. On August 22, 2016, an additional corporate member was added.

Upon dissolution of AHI, the holders of the subvention certificates shall be entitled, after the claims of creditors have been satisfied, to redemption of the subvention amounts, plus interest accrued at the prime rate per annum (7% at December 31, 2022). If, however, a member's participation in the Agreement is terminated as the result of a breach of the Agreement or in connection with the termination for cause of the member's membership in AHI, the member shall not be eligible to redeem the value of its subvention certificate.

If a member terminates its participation in the Agreement voluntarily after December 31, 2014, the member shall be eligible to redeem 50% of the value of its subvention certificate. In such case, the redemption shall be made pursuant to a resolution of the Board of Directors of AHI and subject to the approval of the members of AHI upon affirmative showing that the financial condition of AHI will permit the required payment to be made without impairment of its operations or injury to its creditors.

The Network was issued \$350,000 in subvention certificates from AHI. This amount has been reported as a subvention receivable on the consolidated statement of financial position.

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Note 6 - Property and equipment, net

Property and equipment, net, consists of the following:

Land	\$ 6,215,865
Building and improvements	65,235,275
Leasehold improvements	4,547,715
Furniture, fixtures and equipment	8,512,191
Computers	7,105,350
Automobiles	<u>1,738,160</u>
	93,354,556
Less accumulated depreciation and amortization	<u>32,928,941</u>
	60,425,615
Construction in progress	<u>12,344,308</u>
Total	<u>\$ 72,769,923</u>

Depreciation and amortization expense was \$4,503,857 for the year ended December 31, 2022.

In the event the DHHS grants are terminated, the DHHS reserves the right to transfer all property and equipment purchased with grant funds to PHS or third parties.

On January 28, 2005, the Network transferred to the Town of Chester ("Chester") a building for \$1 in exchange for a lease. The agreement does not qualify as a sales-leaseback. The lease, which was originally for three years, was renewed in 2008 for an additional three-year period, and is renewable by the Network for an indefinite period. The Network believes the lease will be renewed indefinitely because of Chester's stated interest in maintaining a health facility within its jurisdiction. The lease does not require any rental payments from the Network. Chester, however, is responsible to perform certain significant repairs and maintenance of the building. The Network originally paid for the building and improvements and expects to use those assets over their expected economic life. Accordingly, the Network is amortizing the building and improvements over their expected useful lives.

Note 7 - Line of credit

The Network has a revolving line of credit in the amount of \$2,000,000. There is no maturity date on the line of credit and the line will automatically renew pending any issues during the lender's annual review. The line of credit is unsecured. This agreement requires interest to be charged at the bank's prime rate (7.00% at December 31, 2022). There is no balance due as of December 31, 2022.

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Note 8 - Promises to give

Promises to give are expected to be realized in the following periods:

In one year or less	\$ 34,823
In one to five years	<u>112,736</u>
	<u><u>\$ 147,559</u></u>

Note 9 - Net assets with donor restrictions

The Companies receive grants and contributions which are designated by donors for specific purposes or specific time periods. These grants and contributions are recorded as net assets with donor restrictions until they are expended for their designated purposes, or the time period lapses.

Net assets with donor restrictions consist of the following as of December 31, 2022:

Property and equipment	\$ 1,567,010
Primary care	<u>232,100</u>
Total	<u><u>\$ 1,799,110</u></u>

Net assets are released from restriction upon satisfaction of the purpose restriction. Purpose restrictions satisfied during the year ended December 31, 2022 were as follows:

Primary care	\$ 196,241
Property and equipment	<u>263,891</u>
Total	<u><u>\$ 460,132</u></u>

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Note 10 - Contract services and other grants

For the year ended December 31, 2022, contract services and other grants consist of the following:

New York State Department of Health	
Community Based Adolescent Pregnancy Prevention Program	\$ 192,640
Hepatitis C Program	256,337
University of Vermont Health Network Community Benefit Grant	350,000
Food Farmacy Grant	22
Warren County Municipal Center	25,886
Town of Bolton	50,000
Town of Indian Lake	23,000
Town of Moriah	550
Town of North Creek	34,000
Town of Schroon Lake	50,000
Town of Warrensburg	25,000
Glens Falls Hospital	650,170
Medical Director/Physician Services Contracts	455,599
School Contracts	374,639
Washington County Jail	131,808
Pay for Performance with Adirondack Health Institute	60,000
Adirondack Health Institute	
Health Home Development Funds	1,023,696
Sustainability Funds	15,211
Other	706,174
	<u>\$ 4,424,732</u>

Note 11 - DHHS grants

For the year ended December 31, 2022, the Network recognized grant revenue from the DHHS as follows:

Grant number	Grant period	Total grant	Total revenue recognized
H80CS00159	01/01/22 - 12/31/22	\$ 6,438,251	\$ 6,438,251
H8FCS40567	04/01/21 - 03/31/23	12,790,156	2,949,651
C8ECS43989	09/15/21 - 09/14/24	1,490,847	1,400,000
H76HA00738	04/01/21 - 03/31/22	287,052	62,557
H76HA00738	04/01/21 - 03/31/22	275,278	167,515
			<u>11,017,974</u>
DHHS Provider Relief Fund			<u>4,461,127</u>
			<u>\$ 15,479,101</u>

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Notes to Consolidated Financial Statements December 31, 2022

Note 12 - Pension plan

The Companies maintain a federally qualified defined contribution plan covering substantially all employees who meet certain eligibility requirements. The amount contributed to the plan is determined by the Board of Directors. Pension expense amounted to approximately \$3,488,000 for the year ended December 31, 2022.

Note 13 - Leases

The Companies lease buildings used for its health center services. All contracts that implicitly or explicitly involve property, plant and equipment are evaluated to determine whether they are or contain a lease.

At lease commencement, the Companies recognize a lease liability, which is measured at the present value of future lease payments, and a corresponding right-of-use asset equal to the lease liability, adjusted for prepaid lease costs, initial direct costs and lease incentives. The Companies have elected and applied the practical expedient available to lessees to combine nonlease components with their related lease components and account for them as a single combined lease component for all its leases. The Companies remeasure lease liabilities and related right-of-use assets whenever there is a change to the lease term and/or there is a change in the amount of future lease payments, but only when such modification does not qualify to be accounted for as a separate contract.

The Companies determine an appropriate discount rate to apply when determining the present value of the remaining lease payments for purposes of measuring or remeasuring lease liabilities. As the rate implicit in the lease is generally not readily determinable, the Companies estimate the risk-free rate as the discount rate. The Companies' risk-free rate, which is determined at either lease commencement or when a lease liability is remeasured, is the rate on U.S. government securities over a period commensurate with the lease term.

For accounting purposes, the Companies' leases commence on the earlier of (i) the date upon which the Companies obtain control of the underlying asset and (ii) the contractual effective date of a lease. Lease commencement for most of the Companies' leases coincides with the contractual effective date of a lease. The Companies' leases generally have minimum base terms with renewal options or fixed terms with early termination options. Such renewal and early termination options are exercisable at the option of the Companies and, when exercised, usually provide for rental payments during the extension period at then current market rates or at pre-determined rental amounts. Unless the Companies determine that it is reasonably certain that the term of a lease will be extended, such as through the exercise of a renewal option or nonexercise of an early termination option, the term of a lease begins at lease commencement and spans for the duration of the minimum noncancellable contractual term. When the exercise of a renewal option or nonexercise of an early termination option is reasonably certain, the lease term is measured as ending at the end of the renewal period or on the date an early termination may be exercised.

The Companies include variable rental payments based on a rate or an index such as the Consumer Price index ("CPI") in its measurement of lease payments based on the rate or index in effect at lease commencement. Other types of variable lease payments are expensed as incurred.

Leases involving real estate

Leases of health center facilities and the Companies' administrative office have lease terms that range from 1 to 13 years, which terms have been incorporated into the measurement of the related

Hudson Headwaters Health Network and Affiliates

Notes to Consolidated Financial Statements December 31, 2022

right-of-use assets and lease liabilities. Although most of the real estate leases include one or more options to renew that can extend the contractual terms from 5 to 20 years, those renewal options are exercisable solely at the Companies' discretion and have been excluded from lease term measurements. The real estate leases generally require reimbursement of real estate taxes, common area maintenance, and insurance.

Financial information

The following provides information about the Companies' right-of-use assets and lease liabilities for its operating leases as of December 31, 2022:

	<u>Consolidated Statement of Financial Position Classification</u>	<u>December 31, 2022</u>
Right-of-use assets		
Operating leases	Other assets	<u>\$ 4,515,033</u>
Lease liabilities		
Current		
Operating leases	Current liabilities	\$ 1,243,602
Noncurrent		
Operating leases	Long-term liabilities	<u>3,307,564</u>
Total lease liabilities		<u>\$ 4,551,166</u>

The components of the Companies' lease cost for the year ended December 31, 2022, are as follows:

	<u>Consolidated Statement of Activities and Changes in Net Assets Classification</u>	<u>December 31, 2022</u>
Operating lease cost, net		
Rent expense	Occupancy	<u>\$ 1,416,873</u>

Supplemental cash flow information related to the Companies' leases for the year ended December 31, 2022:

	<u>Operating leases</u>
Cash paid for amounts included in the measurement of lease liabilities	\$ 1,310,415
Right-of-use assets obtained in the exchange for lease liability	\$ 5,861,580

Hudson Headwaters Health Network and Affiliates

Notes to Consolidated Financial Statements December 31, 2022

The weighted average remaining term and weighted average discount rate for the Companies' leases are as follows as of December 31, 2022:

Remaining term (in years)	5.3 years
Average discount rate (1)	1.32%

(1) The Companies have elected to use a risk-free rate as the discount rate for its leases. The Companies use rates on U.S. government securities for periods comparable with lease terms as risk-free rates.

The annual maturity analysis of the Companies' lease liabilities as of December 31, 2022, is as follows:

Calendar year	Operating leases
2023	\$ 1,298,301
2024	1,099,828
2025	906,605
2026	592,701
2027	586,451
Thereafter	<u>225,953</u>
Total lease payments	4,709,839
Less total interest payments	<u>158,673</u>
Present value of operating lease liabilities	4,551,166
Less current portion of operating lease liabilities	<u>1,243,602</u>
Noncurrent portion of operating lease liabilities	<u><u>\$ 3,307,564</u></u>

Rental payments on these leases typically provide for fixed minimum payments that increase over the lease term at predetermined amounts. Certain leases of real estate provide for rental increases based on the CPI, which are included in the Companies' measurement of lease payments based on the rate or index in effect at lease commencement and are therefore included in the measurement of the lease liabilities.

The Companies have noncancelable operating leases at several facilities, which expire at various times through 2035. Rent expense for the year ended December 31, 2021 amounted to approximately \$1,301,000.

Note 14 - Commitments and contingencies

The Network has contracted with various funding agencies to perform certain healthcare services and received Medicaid and Medicare revenue from the federal and state governments. Reimbursements received under these contracts and payments from Medicaid and Medicare are subject to audit by federal and state governments and other agencies. Upon audit, if discrepancies are discovered, the Companies could be held responsible for refunding the amount in question.

The Network maintains medical malpractice coverage under the Federal Tort Claims Act ("FTCA"). The FTCA provides malpractice coverage to eligible PHS-supported programs and applies to the

Hudson Headwaters Health Network and Affiliates

Notes to Consolidated Financial Statements December 31, 2022

Network and its employees while providing services within the scope of employment included under grant-related activities. The Attorney General, through the U.S. Department of Justice, has the responsibility for the defense of the individual and/or grantee for malpractice cases approved for FTCA coverage. The Network maintains claims-made gap insurance with coverage of \$2,000,000 per claim and \$4,000,000 in the aggregate for claims that are not covered by FTCA.

The healthcare industry is subject to voluminous and complex laws and regulations of federal, state and local governments. Compliance with such laws and regulations can be subject to future government review and interpretation as well as regulatory actions unknown or unasserted at this time. These laws and regulations include, but are not necessarily limited to, matters such as licensure, accreditation, government healthcare program participation requirements, reimbursement laws and regulations, anti-kickback and anti-referral laws and false claims prohibitions. In recent years, government activity has increased with respect to investigations and allegations concerning possible violations of reimbursement, false claims, anti-kickback and anti-referral statutes and regulation by healthcare providers. The Companies believe that they are in material compliance with all applicable laws and regulations and are not aware of any pending or threatened investigations involving allegations of potential wrongdoing. Upon audit, if discrepancies are discovered, the Companies could be held responsible for refunding the amount in question.

The Network is involved in claims and legal actions in the ordinary course of business. Management is of the opinion that the ultimate outcome of these matters will not have a material adverse impact on the financial position, results of operations or cash flows of the Network.

Note 15 - Deferred compensation

The Network established a deferred compensation agreement with a select group of management, highly compensated employees and independent contractors. This agreement calls for annual payments, the amounts of which are to be decided by the Board of Directors of the Network. In connection with the agreement, the Network established a deferred compensation account.

The investments in the account, including any gains or losses, remain subject to the creditors of the Network until they are distributed to participants in accordance with the terms of the agreement. During the year ended December 31, 2022, the Network contributed \$150,000 to the deferred compensation plan. See Note 4 for information on fair value of investments.

Note 16 - Related party transactions

As of and for the year ended December 31, 2022, the Network recorded the following to AHI:

	Revenue	Receivable	Expenses	Accrued expenses
Contract services	<u>\$ 2,189,417</u>	<u>\$ 149,648</u>	<u>\$ 654,306</u>	<u>\$ 167,949</u>

AHI issued \$350,000 in subvention certificates to Network. See Note 5 for Subvention Agreement.

Hudson Headwaters Health Network and Affiliates

Notes to Consolidated Financial Statements December 31, 2022

Note 17 - Paycheck Protection Program

In May 2021, the Network received a loan for \$10,000,000 from Glen Falls National Bank and Trust Company through the Small Business Administration's Paycheck Protection Program ("PPP") to cover eligible payroll and utility costs. The loan bears interest at 1% and will be paid in 53 monthly installments beginning in December 2021. However, per the loan agreement, the loan may be forgiven if the funds are used to cover eligible payroll and utility costs, which the Network fully anticipates. The proceeds of the loan are recognized as a refundable advance, as they are deemed to be a conditional contribution.

During the year ended December 31, 2022, the Network received notification from its bank of formal forgiveness of the PPP loan. This amount is recorded as contribution revenue on the consolidated statement of activities and changes in net assets.

Note 18 - Subsequent event

On May 2, 2023, the Network was issued loans payable in the total amount of \$14,212,500 with PCDC Health Opportunities Fund 42 LLC and Capital Fund NMTC CDE #19 LLC, in the amounts of \$9,262,500 and \$4,950,000, respectively. The loans bear interest of 1.044% and mature on October 1, 2057. The loans were issued as part of a New Market Tax Credit financing under Section 45D of the Internal Revenue Code of 1986. This loan is secured by a new health center property located in Glens Falls, NY. This loan is subject to certain covenants.

Supplementary Information

Hudson Headwaters Health Network and Affiliates

Consolidating Statement of Financial Position December 31, 2022

<u>Assets</u>	Hudson Headwaters Health Network	Hudson Headwaters Health Foundation, Inc.	Compre- Care, Inc.	Hudson Headwaters 340B, LLC	PACE at Hudson Headwaters, Inc.	Total	Eliminations	Consolidated
Current assets								
Cash and cash equivalents	\$ 60,381,187	\$ 1,868,012	\$ 237,469	\$ 5,379,865	\$ 10	\$ 67,866,543	\$ -	\$ 67,866,543
Patient services receivable, net	7,337,754	-	-	-	-	7,337,754	-	7,337,754
Grants and contracts receivable, net	3,434,335	-	-	-	-	3,434,335	-	3,434,335
Pharmacy receivables	7,465,049	-	-	4,177,261	-	11,642,310	-	11,642,310
Other receivables	-	-	-	1,235,264	-	1,235,264	-	1,235,264
Current portion of promises to give	-	34,823	-	-	-	34,823	-	34,823
Prepaid expenses and other current assets	5,898,695	264,460	-	1,380,079	25,000	7,568,234	(551,503)	7,016,731
Total current assets	84,517,020	2,167,295	237,469	12,172,469	25,010	99,119,263	(551,503)	98,567,760
Property and equipment, net	71,066,060	-	-	1,703,863	-	72,769,923	-	72,769,923
Right of use asset - operating leases	4,515,033	-	-	-	-	4,515,033	-	4,515,033
Promises to give, less current portion	-	112,736	-	-	-	112,736	-	112,736
Deferred compensation	5,174,504	-	-	-	-	5,174,504	-	5,174,504
Investments	10,344,541	1,251,292	-	-	-	11,595,833	-	11,595,833
Subvention receivable	350,000	-	-	-	-	350,000	-	350,000
Total assets	\$ 175,967,158	\$ 3,531,323	\$ 237,469	\$ 13,876,332	\$ 25,010	\$ 193,637,292	\$ (551,503)	\$ 193,085,789
<u>Liabilities and Net Assets</u>								
Current liabilities								
Accounts payable and accrued expenses	\$ 13,811,573	\$ 41,211	\$ -	\$ 5,671,776	\$ 10	\$ 19,524,570	\$ (551,503)	\$ 18,973,067
Accrued compensation	8,260,829	-	-	643,132	-	8,903,961	-	8,903,961
Current portion of operating lease liabilities	1,243,602	-	-	-	-	1,243,602	-	1,243,602
Total current liabilities	23,316,004	41,211	-	6,314,908	10	29,672,133	(551,503)	29,120,630
Operating lease liabilities, net of current portion	3,307,564	-	-	-	-	3,307,564	-	3,307,564
Deferred compensation	5,174,504	-	-	-	-	5,174,504	-	5,174,504
Total liabilities	31,798,072	41,211	-	6,314,908	10	38,154,201	(551,503)	37,602,698
Commitments and contingencies								
Net assets								
Without donor restrictions	144,169,086	1,691,002	237,469	7,561,424	25,000	153,683,981	-	153,683,981
With donor restrictions	-	1,799,110	-	-	-	1,799,110	-	1,799,110
Total net assets	144,169,086	3,490,112	237,469	7,561,424	25,000	155,483,091	-	155,483,091
Total liabilities and net assets	\$ 175,967,158	\$ 3,531,323	\$ 237,469	\$ 13,876,332	\$ 25,010	\$ 193,637,292	\$ (551,503)	\$ 193,085,789

See Independent Auditor's Report.

Hudson Headwaters Health Network and Affiliates

Consolidating Statement of Activities and Changes in Net Assets Year Ended December 31, 2022

	Hudson Headwaters Health Network	Hudson Headwaters Health Foundation, Inc.	Compre- Care, Inc.	Hudson Headwaters 340B, LLC	PACE at Hudson Headwaters, Inc.	Total	Eliminations	Consolidated
Changes in net assets without donor restrictions								
Revenue								
Patient services (net of contractual allowances and discounts)	\$ 78,892,338	\$ -	\$ -	\$ -	\$ -	\$ 78,892,338	\$ -	\$ 78,892,338
Pharmacy revenue	66,109,054	-	-	-	-	66,109,054	-	66,109,054
DHHS grants	15,479,101	-	-	-	-	15,479,101	-	15,479,101
Contract services and other grants	4,424,732	-	-	-	-	4,424,732	-	4,424,732
Contributions and other	659,653	198,090	123	10,941,090	25,000	11,823,956	(2,410,497)	9,413,459
Contribution - PPP	10,000,000	-	-	-	-	10,000,000	-	10,000,000
Net assets released from restriction	-	460,131	-	-	-	460,131	-	460,131
Total revenue	<u>175,564,878</u>	<u>658,221</u>	<u>123</u>	<u>10,941,090</u>	<u>25,000</u>	<u>187,189,312</u>	<u>(2,410,497)</u>	<u>184,778,815</u>
Expenses								
Salaries and related benefits	91,740,054	209,648	-	4,071,973	-	96,021,675	-	96,021,675
Other than personnel services	53,712,208	94,689	17,520	2,790,495	-	56,614,912	(2,410,497)	54,204,415
Total expenses	<u>145,452,262</u>	<u>304,337</u>	<u>17,520</u>	<u>6,862,468</u>	<u>-</u>	<u>152,636,587</u>	<u>(2,410,497)</u>	<u>150,226,090</u>
Change in net assets without donor restrictions before depreciation and amortization and nonoperating activities	30,112,616	353,884	(17,397)	4,078,622	25,000	34,552,725	-	34,552,725
Depreciation and amortization	<u>4,450,536</u>	<u>-</u>	<u>-</u>	<u>55,629</u>	<u>-</u>	<u>4,506,165</u>	<u>-</u>	<u>4,506,165</u>
Change in net assets without donor restrictions before nonoperating activities	<u>25,662,080</u>	<u>353,884</u>	<u>(17,397)</u>	<u>4,022,993</u>	<u>25,000</u>	<u>30,046,560</u>	<u>-</u>	<u>30,046,560</u>
Nonoperating activities								
Transfer to/from affiliate	397,735	(397,735)	-	-	-	-	-	-
Gain on disposal of assets	38,000	-	-	-	-	38,000	-	38,000
Total nonoperating activities	<u>435,735</u>	<u>(397,735)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>38,000</u>	<u>-</u>	<u>38,000</u>
Change in net assets without donor restrictions	<u>26,097,815</u>	<u>(43,851)</u>	<u>(17,397)</u>	<u>4,022,993</u>	<u>25,000</u>	<u>30,084,560</u>	<u>-</u>	<u>30,084,560</u>
Changes in net assets with donor restrictions								
Contributions	-	164,136	-	-	-	164,136	-	164,136
Net assets released from restrictions	-	(460,131)	-	-	-	(460,131)	-	(460,131)
Change in net assets with donor restrictions	<u>-</u>	<u>(295,995)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(295,995)</u>	<u>-</u>	<u>(295,995)</u>
Change in net assets	26,097,815	(339,846)	(17,397)	4,022,993	25,000	29,788,565	-	29,788,565
Net assets, beginning	118,071,271	3,829,958	254,866	3,538,431	-	125,694,526	-	125,694,526
Net assets, end	<u>\$ 144,169,086</u>	<u>\$ 3,490,112</u>	<u>\$ 237,469</u>	<u>\$ 7,561,424</u>	<u>\$ 25,000</u>	<u>\$ 155,483,091</u>	<u>\$ -</u>	<u>\$ 155,483,091</u>

See Independent Auditor's Report.

Hudson Headwaters Health Network and Affiliates

Schedule of Expenditures of Federal Awards Year Ended December 31, 2022

Federal grantor/pass-through grantor/program or cluster title	Federal Assistance Listing Number	Agency or pass-through grantor's number	Passed through to subrecipients	Federal expenditures
U.S. Department of Health and Human Services				
Health Center Program Cluster				
Health Center Program (Community Health Centers, Migrant Health Centers, Health Care for the Homeless, and Public Housing Primary Care)	93.224	N/A	\$ -	\$ 222,667
COVID-19 - Health Center Program (Community Health Centers, Migrant Health Centers, Health Care for the Homeless, and Public Housing Primary Care)	93.224	N/A	-	3,068,894
Total Federal Assistance Listing Number 93.224			-	3,291,561
Grants for New and Expanded Services under the Health Center Program	93.527	N/A	-	6,096,341
Total Health Center Program Cluster			-	9,387,902
COVID-19 Grants for Capital Development in Health Centers	93.526	N/A	-	1,400,000
COVID-19 - Provider Relief Fund and American Rescue Plan (ARP) Rural Distribution	93.498	N/A	-	2,540,469
COVID-19 - HRSA COVID-19 Claims Reimbursement for the Uninsured Program and the COVID-19 Coverage Assistance Fund	93.461	N/A	-	66,795
Grants to Provide Outpatient Early Intervention Services with Respect to HIV Disease	93.918	N/A	-	230,072
Passed through New York State Department of Health Medicaid Cluster				
Medical Assistance Program	93.778	C-32114GG	-	73,219
Total Medicaid Cluster			-	73,219
Maternal and Child Health Services Block Grant to the States	93.994	C-32114GG	-	68,283
Total expenditures of federal awards			\$ -	\$ 13,766,740

See Notes to Schedule of Expenditures of Federal Awards.

Hudson Headwaters Health Network and Affiliates

Notes to Schedule of Expenditures of Federal Awards December 31, 2022

Note 1 - Basis of presentation

The accompanying schedule of expenditures of federal awards (the "Schedule") includes the federal award activity of Hudson Headwaters Health Network (the "Network") under programs of the federal government for the year ended December 31, 2022. The information in this Schedule is presented in accordance with the requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* ("Uniform Guidance"). Because the Schedule presents only a selected portion of the operations of the Network, it is not intended to and does not present the financial position, changes in net assets, or cash flows of the Network.

Note 2 - Summary of significant accounting policies

Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance wherein certain types of expenditures are not allowable or are limited as to reimbursement. The Network has elected to not use the 10-percent de minimis indirect cost rate as allowed under the Uniform Guidance.

Note 3 - COVID-19 - Provider Relief Fund and American Rescue Plan ("ARP") Rural Distribution - Assistance Listing Number 93.498

For the Department of Health and Human Services ("DHHS") awards related to the Provider Relief Fund ("PRF") and American Rescue Plan ("ARP") Rural Distribution program, DHHS has indicated the amounts on the Schedule be reported corresponding to reporting requirements of the HRSA PRF Reporting Portal. Payments from DHHS for PRF are assigned to 'Payment Received Periods' (each, a Period) based upon the date each payment from the PRF was received. Each Period has a specified Period of Availability and timing of reporting requirements. Entities report into the HRSA PRF Reporting Portal after each Period's deadline to use the funds (i.e., after the end of the Period of Availability).

The Schedule includes \$2,540,469 received from DHHS between January 1, 2021 and December 31, 2021. In accordance with guidance from DHHS, this amount represents \$1,780,734 for Period 3 and \$759,735 for Period 4. Such amounts were recognized as DHHS grant revenue in the consolidated financial statements for the year ended December 31, 2021.

Note 4 - COVID-19 - HRSA COVID-19 Claims Reimbursement for the Uninsured Program and the COVID-19 Coverage Assistance Fund - Assistance Listing Number 93.461

For the DHHS awards related to the HRSA COVID-19 Claims Reimbursement for the Uninsured Program and the COVID-19 Coverage Assistance Fund program (the Uninsured/CAF Program), the amounts on the Schedule relate to the amount of revenue recognized in the consolidated financial statements during the year ended December 31, 2022.

Independent Auditor's Report on Internal Control over Financial Reporting and on
Compliance and Other Matters Based on an Audit of Financial Statements
Performed in Accordance with *Government Auditing Standards*

To the Board of Directors
Hudson Headwaters Health Network

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the consolidated financial statements of Hudson Headwaters Health Network and Affiliates (the "Companies"), which comprise the consolidated statement of financial position as of December 31, 2022, and the related consolidated statements of activities and changes in net assets, functional expenses, and cash flows for the year then ended, and the related notes to the consolidated financial statements, and have issued our report thereon dated June 26, 2023.

The financial statements of certain affiliates were not audited in accordance with *Government Auditing Standards* and, accordingly, this report does not include reporting on internal control over financial reporting or instances of reportable noncompliance associated with those affiliates.

Report on Internal Control over Financial Reporting

In planning and performing our audit of the consolidated financial statements, we considered the Companies' internal control over financial reporting ("internal control") as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the consolidated financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Companies' internal control. Accordingly, we do not express an opinion on the effectiveness of the Companies' internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses or significant deficiencies may exist that have not been identified.

Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Companies' consolidated financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the consolidated financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

This purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.



Hartford, Connecticut
June 26, 2023

Independent Auditor's Report on Compliance for Each Major Federal Program and
Report on Internal Control over Compliance Required by the Uniform Guidance

To the Board of Directors
Hudson Headwaters Health Network

Report on Compliance for Each Major Federal Program

Opinion on Each Major Federal Program

We have audited Hudson Headwaters Health Network's (the "Network") compliance with the types of compliance requirements identified as subject to audit in the OMB *Compliance Supplement* that could have a direct and material effect on each of the Network's major federal programs for the year ended December 31, 2022. The Network's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

In our opinion, the Network complied, in all material respects, with the compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended December 31, 2022.

Basis for Opinion on Each Major Federal Program

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America ("GAAS"); the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States (*Government Auditing Standards*); and the audit requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* ("Uniform Guidance"). Our responsibilities under those standards and the Uniform Guidance are further described in the Auditor's Responsibilities for the Audit of Compliance section of our report.

We are required to be independent of the Network and to meet our other ethical responsibilities, in accordance with relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on compliance for each major federal program. Our audit does not provide a legal determination of the Network's compliance with the compliance requirements referred to above.

Responsibilities of Management for Compliance

Management is responsible for compliance with the requirements referred to above and for the design, implementation, and maintenance of effective internal control over compliance with the requirements of laws, statutes, regulations, rules and provisions of contracts or grant agreements applicable to the Network's federal programs.

Auditor's Responsibilities for Audit of Compliance

Our objectives are to obtain reasonable assurance about whether material noncompliance with the compliance requirements referred to above occurred, whether due to fraud or error, and express an opinion on the Network's compliance based on our audit. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS, *Government Auditing Standards*, and the Uniform Guidance will always detect material noncompliance when it exists. The risk of not detecting material noncompliance resulting from fraud is higher than for that resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Noncompliance with the compliance requirements referred to above is considered material, if there is a substantial likelihood that, individually or in the aggregate, it would influence the judgment made by a reasonable user of the report on compliance about the Network's compliance with the requirements of each major federal program as a whole.

In performing an audit in accordance with GAAS, *Government Auditing Standards*, and the Uniform Guidance, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material noncompliance, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the Network's compliance with the compliance requirements referred to above and performing such other procedures as we considered necessary in the circumstances.
- Obtain an understanding of the Network's internal control over compliance relevant to the audit in order to design audit procedures that are appropriate in the circumstances and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of the Network's internal control over compliance. Accordingly, no such opinion is expressed.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and any significant deficiencies and material weaknesses in internal control over compliance that we identified during the audit.

Report on Internal Control Over Compliance

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A *material weakness in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the Auditor's Responsibilities for the Audit of Compliance section above and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies in internal control over compliance. Given these limitations, during our audit we did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses, as defined above. However, material weaknesses or significant deficiencies in internal control over compliance may exist that were not identified.

Our audit was not designed for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, no such opinion is expressed.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.



Hartford, Connecticut
June 26, 2023

Hudson Headwaters Health Network and Affiliates

Schedule of Findings and Questioned Costs Year Ended December 31, 2022

Section I - Summary of Auditor's Results

Consolidated Financial Statements

Type of report the auditor issued on whether the consolidated financial statements audited were prepared in accordance with GAAP:

Unmodified opinion

Internal control over financial reporting:

- Material weakness(es) identified? yes ✓ no
- Significant deficiency(ies) identified? yes ✓ none reported

Noncompliance material to consolidated financial statements noted?

 yes ✓ no

Federal Awards

Internal control over major federal programs:

- Material weakness(es) identified? yes ✓ no
- Significant deficiency(ies) identified? yes ✓ none reported

Type of auditor's report issued on compliance for major federal programs

Unmodified opinion

Any audit findings disclosed that are required to be reported in accordance with 2 CFR 200.516(a)?

 yes ✓ no

Identification of major programs

Federal Assistance Listing Number(s)

Name of Federal Program or Cluster

U.S. Department of Health and Human Services

93.526

Grants for Capital Development in Health Centers

93.498

COVID-19 - Provider Relief Fund and American Rescue Plan (ARP) Rural Distribution

Dollar threshold used to distinguish between type A and B programs \$750,000

Auditee qualified as low-risk auditee?

 ✓ yes no

Section II - Financial Statement Findings

None reported.

Section III - Federal Award Findings and Questioned Costs

None reported.



Independent Member of Nexia International

cohnreznick.com

Exhibit C

Affidavit of Director or Officer of HHHN

GENERAL AFFIDAVIT

State of New York

County of Warren

PERSONALLY came and appeared before me, the undersigned Notary, the within named D. Tucker Slingerland, M.D., who is a resident of Warren County, State of New York, and makes his or her statement and General Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, facts, and things set forth are true and correct to the best of his or her knowledge:

In connection with the dissolution of Hudson Headwaters Health Foundation, Inc. (the "Transferor"), I, D. Tucker Slingerland, M.D., acting in my capacity as Chief Executive Officer of the Hudson Headwaters Health Network (the "Transferee"), do hereby certify that:

1. The corporate purposes for which the Transferee is organized include the establishment, operation and maintenance of four or more health centers (including in Warrensburg, Chestertown, and North Creek in Warren County and Indian Lake in Hamilton County), pursuant to Article 28 of the Public Health Law, provided that before each facility is opened or operated the Transferee first receives all approvals required by Article 28 of the Public Health Law.
2. The Transferee is currently exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.
3. The Transferee is up to date in its registration and annual financial filings with the Charities Bureau of the Office of the New York State Attorney General.
4. Any restricted assets of the Transferor transferred to the Transferee will be held in accordance with the applicable restrictions.

[Signature Page Follows]

DATED this the 19th day of February 2024

D. Tucker Slingeland,
Signature of Affiant mo

SWORN to subscribed before me, this the 19th day of February, 2024

[Signature]
NOTARY PUBLIC

My Commission Expires:

April 19, 2025

MATTHEW HENDERSON
Notary Public, State of New York
Warren County #02HE6416566
Commission Expires April 19, 2025

Exhibit C

Approval of the Board of Directors of the Corporation

**UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING OF THE BOARD OF
DIRECTORS OF
HUDSON HEADWATERS HEALTH FOUNDATION, INC.**

September 18, 2023

The undersigned, being all of the members of the Board of Directors (the "Board") of Hudson Headwaters Health Foundation, Inc., a New York not-for-profit corporation (the "Corporation"), hereby adopt the following written resolutions by unanimous written consent, effective as of the date set forth above:

WHEREAS, the Corporation was formed in part to solicit funds and to make grants to Hudson Headwaters Health Network ("HHHN") and entities with similar purposes;

WHEREAS, the Board has determined that maintaining a separate corporate entity for the solicitation of funds and the making of grants is no longer necessary and has decided to voluntarily dissolve the Corporation (such action, the "Dissolution");

WHEREAS, due to its corporate purposes, the Corporation has a longstanding relationship with HHHN, and HHHN currently serves as the Corporation's sole corporate member;

WHEREAS, based on its current relationship with HHHN, the Board has determined that HHHN is best positioned to use the remaining charitable assets of the Corporation, after the discharge of any liabilities, in a manner consistent with the charitable purposes of the Corporation; and

WHEREAS, pursuant to Section 2.08(c) of the By-Laws of the Corporation, HHHN approval is required in order to effectuate the Dissolution.

THEREFORE, BE IT RESOLVED, that the Board, contingent on the approval of HHHN, hereby approves the Dissolution of the Corporation in accordance with the Plan of Dissolution and Distribution of Assets of the Corporation (the "Plan of Dissolution") substantially in the form attached hereto as Exhibit A;

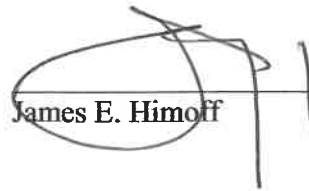
BE IT ALSO RESOLVED, that, pursuant to the Plan of Dissolution, the Board hereby approves that the Corporation undertake all steps necessary (1) to discharge its liabilities and to transfer its assets to HHHN and (2) to seek all necessary regulatory approvals, including approval of the New York State Public Health and Health Planning Council, the filing of petitions with the New York State Office of the Attorney General, and the filing of a Certificate of Dissolution and

BE IT ALSO RESOLVED, that (1) the President of the Corporation and all other officers of the Corporation are, and each of them singly is, authorized to take all actions necessary in order to consummate and fully carry out the foregoing resolutions, including causing the Corporation to execute and cause to be delivered any consents and other documents, certificates, or agreements and (2) all actions previously taken by the officers of the Corporation in connection with the Dissolution be and they hereby are ratified, authorized and approved.



IN WITNESS WHEREOF, the undersigned directors have executed this Unanimous Written Consent as of the date first set forth above:

MEMBERS OF THE BOARD OF DIRECTORS:


James E. Himoff

Barbara Sweet

Fred Alexy

[Signature Page to Unanimous Written Consent]

IN WITNESS WHEREOF, the undersigned directors have executed this Unanimous Written Consent as of the date first set forth above:

MEMBERS OF THE BOARD OF DIRECTORS:

James E. Himoff

Barbara Sweet

Barbara Sweet

Fred Alexy

[Signature Page to Unanimous Written Consent]

IN WITNESS WHEREOF, the undersigned directors have executed this Unanimous Written Consent as of the date first set forth above:

MEMBERS OF THE BOARD OF DIRECTORS:

James E. Himoff

Barbara Sweet

Fred Alexy

A handwritten signature in cursive script, appearing to read "Fred Alexy", is written over a horizontal line.

[Signature Page to Unanimous Written Consent]

Exhibit A

Plan of Dissolution and Distribution of Assets

**PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS OF
HUDSON HEADWATERS HEALTH FOUNDATION, INC.**

The Board of Directors of Hudson Headwaters Health Foundation, Inc. (the “Corporation”) has considered the advisability of voluntarily dissolving the Corporation and has determined that dissolution in accordance with this Plan of Dissolution and Distribution of Assets (the “Plan”) is in the best interest of the Corporation.

1.

A. The assets of the Corporation (the “Assets”) and their fair market values are as follows:

<u>Asset</u>	<u>Fair Market Value</u>
Checking/Savings Accounts	\$2,075,120.92
Investment Accounts	\$1,378,584.32
Pledges Receivable (cash)	\$ 147,558.61
Prepaid Expenses	\$ 0.00
Total Assets	\$3,601,263.85

B. The following Assets are or will be held as cash and are donor-restricted for the following purposes:

<u>Restricted Purposes</u>	<u>Fair Market Value</u>
<i>Use Restricted to Certain Locations¹</i>	
Bolton Health Center	\$ 2,500.00
Champlain Family Health	\$ 35,465.00
Chester-Horicon Health Center	\$ 20,104.41
Fort Edward-Kingsbury Health Center	\$ 525.00
Health Center on Broad Street (Glen Falls)	\$ 777.00
Indian Lake Health Center	\$ 2,075.00
Moriah Health Center	\$ 5,557.97
Plattsburgh Family Health	\$ 961.00
Schroon Lake Health Center	\$ 2,000.00
Ticonderoga Health Center	\$ 2,383.00
Warrensburg Health Center	\$ 935.00
West Mountain Specialty Care	\$ 430.00
Women’s Health	\$ 20,628.76
Women’s Health – Pledges Receivable	\$ 10,000.00
<i>Use Restricted for Certain Clinical Services²</i>	
Asthma Care	\$ 500.00
Behavioral Health Services	\$ 417.30
Helpers Fund – Dental Care	\$ 989.96
Helpers Fund – Medical Care	\$ 2,275.37

¹ All such locations are New York State Department of Health-licensed Diagnostic and Treatment Centers (“DTCs”) owned and operated by HHHN.

² All such services are provided at DTCs owned and operated by HHHN.

<u>Restricted Purposes</u>	<u>Fair Market Value</u>
Palliative Care	\$ 2,450.00
Respiratory Care	\$ 400.00
<i>Use Restricted for Certain Programs³</i>	
Food as Medicine Program	\$ 258.51
George Purdue Scholarship Fund	\$ 94,000.00
Homeward Bound Program	\$ 14,624.50
Mobile Health Program	\$1,398,767.36
Mobile Health Program – Pledges Receivable	\$ 102,054.94
Rugge Center	\$ 12,000.00
Ryan’s Corner Pantry Program	\$ 1,094.65
Ryan White Program	\$ 1,437.26
Upstream Fund	\$ 14,148.00
Vital Talk Training	\$ 2,500.00
<i>Use Restricted for Medical Supplies/Equipment⁴</i>	
Helpers Fund - Medical Supplies for Chestertown Health Center	\$ 960.68
Warrensburg Health Center Mammography Machine – Pledges Receivable	\$ 30,000.00
<i>Use Restricted for Other Purposes⁵</i>	
COVID-19 Support	\$ 10,350.00
Pledges – Restricted Due to Time	\$ 5,503.67
Helpers Fund – Prescription Reimbursement	\$ 35.00
Total Donor-Restricted Assets	\$1,799,109.34

2. The Corporation has no liabilities.
3. Hudson Headwaters Health Network (“HHHN”), the sole organization proposed to receive the Corporation’s assets, is a charitable organization engaged in activities substantially similar to the Corporation’s activities and will receive the Corporation’s remaining assets consistent with Corporation’s dissolution requirements that all remaining assets of the Corporation be distributed to one or more charitable, scientific or educational organizations having similar purposes and missions to that of the Corporation.

The following documents of HHHN are attached hereto:

- the Certificate of Incorporation, with all amendments (Exhibit A);
 - the most recent financial report (Exhibit B); and
 - an affidavit from a director or officer stating the purposes of HHHN, that HHHN is currently exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, that HHHN 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 a statement that restricted assets will be held in accordance with applicable restrictions (Exhibit C).
4. In addition to Attorney General approval, approval of this Plan by the New York State Public Health and Health Planning Council is required and a copy of such approval will be attached to

³ All such programs are offered through HHHN.

⁴ All such medical supplies/equipment are located at DTCs owned and operated by HHHN.

⁵ All such other restricted purposes may be achieved through programs and services offered by HHHN.

the Verified Petition submitted to the Attorney General.

5. Within two hundred seventy days after the date on which the Attorney General approves the Plan, the Corporation 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.

Name: James E. Himoff

Title: President

Date:

Exhibit A

HHHN Certificate of Incorporation

Exhibit B

HHHN Financial Report

Exhibit C

Affidavit of Director or Officer of HHHN

Exhibit D

Approval of the Member of the Corporation

**HUDSON HEADWATERS HEALTH FOUNDATION, INC.
WRITTEN CONSENT OF MEMBER**

September 29, 2023

Hudson Headwaters Health Network (the “Member”), a New York not-for-profit corporation and sole member of Hudson Headwaters Health Foundation, Inc. (the “Corporation”), a New York not-for-profit corporation, in accordance with Section 2.07 of the By-Laws of the Corporation and Section 614 of the New York Not-for-Profit Corporation Law, hereby adopts the resolution set forth below by written consent in lieu of a meeting, effective as of the date set forth above.

WHEREAS, by unanimous written consent, the Board of Directors of the Corporation approved the voluntary dissolution of the Corporation, the Plan of Dissolution and Distribution of Assets in substantially the form attached hereto as Exhibit A (the “Plan of Dissolution”), and the transfer of remaining assets of the Corporation, after discharge of any remaining liabilities, to the Member (collectively, the “Dissolution”); and

NOW THEREFORE, BE IT RESOLVED, that the Member hereby approves the Dissolution and Plan of Dissolution in substantially the form attached hereto as Exhibit A.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, this consent has been executed and shall be treated for all purposes as a vote taken at a meeting of the Member as of the date first written above.

HUDSON HEADWATERS HEALTH NETWORK

as sole member of Hudson Headwaters Health Foundation, Inc.

D. Tucker Slingerland, M.D.
D. Tucker Slingerland, M.D.
Chief Executive Officer, Hudson Headwaters Health Network

Exhibit A
Plan of Dissolution

**PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS OF
HUDSON HEADWATERS HEALTH FOUNDATION, INC.**

The Board of Directors of Hudson Headwaters Health Foundation, Inc. (the “Corporation”) has considered the advisability of voluntarily dissolving the Corporation and has determined that dissolution in accordance with this Plan of Dissolution and Distribution of Assets (the “Plan”) is in the best interest of the Corporation.

1.

A. The assets of the Corporation (the “Assets”) and their fair market values are as follows:

<u>Asset</u>	<u>Fair Market Value</u>
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Investment Accounts	\$1,378,584.32
Pledges Receivable (cash)	\$ 147,558.61
Prepaid Expenses	\$ 0.00
Total Assets	\$3,601,263.85

B. The following Assets are or will be held as cash and are donor-restricted for the following purposes:

<u>Restricted Purposes</u>	<u>Fair Market Value</u>
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¹ All such locations are New York State Department of Health-licensed Diagnostic and Treatment Centers (“DTCs”) owned and operated by HHHN.

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<u>Restricted Purposes</u>	<u>Fair Market Value</u>
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Total Donor-Restricted Assets	\$1,799,109.34

2. The Corporation has no liabilities.
3. Hudson Headwaters Health Network (“HHHN”), the sole organization proposed to receive the Corporation’s assets, is a charitable organization engaged in activities substantially similar to the Corporation’s activities and will receive the Corporation’s remaining assets consistent with Corporation’s dissolution requirements that all remaining assets of the Corporation be distributed to one or more charitable, scientific or educational organizations having similar purposes and missions to that of the Corporation.

The following documents of HHHN are attached hereto:

- the Certificate of Incorporation, with all amendments (Exhibit A);
 - the most recent financial report (Exhibit B); and
 - an affidavit from a director or officer stating the purposes of HHHN, that HHHN is currently exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, that HHHN 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 a statement that restricted assets will be held in accordance with applicable restrictions (Exhibit C).
4. In addition to Attorney General approval, approval of this Plan by the New York State Public Health and Health Planning Council is required and a copy of such approval will be attached to

³ All such programs are offered through HHHN.

⁴ All such medical supplies/equipment are located at DTCs owned and operated by HHHN.

⁵ All such other restricted purposes may be achieved through programs and services offered by HHHN.

the Verified Petition submitted to the Attorney General.

5. Within two hundred seventy days after the date on which the Attorney General approves the Plan, the Corporation 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.

Name: James E. Himoff

Title: President

Date:

Exhibit A

HHHN Certificate of Incorporation

Exhibit B

HHHN Financial Report

Exhibit C

Affidavit of Director or Officer of HHHN

Exhibit E

Government Approvals

Appendix B

Draft Certificate of Dissolution



CERTIFICATE OF DISSOLUTION OF

Hudson Headwaters Health Foundation, Inc.

(Name of Corporation)

Under Section 1003 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is:

Hudson Headwaters Health 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 with the Department of State on:

June 1, 2005

THIRD: The name and address of each officer and director of the corporation is:

Fred Alexy - One Broad Street Plaza, P.O. Box 357, Glen Falls, New York 12801

James E. Himoff - One Broad Street Plaza, P.O. Box 357, Glen Falls, New York 12801

Barbara Sweet - One Broad Street Plaza, P.O. Box 357, Glen Falls, New York 12801

FOURTH: The corporation is a: *(check the appropriate box)*

☒ charitable corporation ☐ non-charitable corporation.

FIFTH: At the time of authorization of the corporation's Plan of Dissolution and Distribution of Assets as provided in Not-for-Profit Corporation Law §1002, the corporation holds:

(Check the appropriate statement)

☒ assets which are legally required to be used for a particular purpose.

☐ no assets which are legally required to be used for a particular purpose.

SIXTH: The corporation elects to dissolve.

SEVENTH: *(Check the appropriate statement)* The dissolution was authorized by:

- ☐ a vote of a majority of the board of directors. The corporation has no members.
- ☒ the majority vote of the board of directors, followed by two-thirds vote of the members.

EIGHTH: *(Check the appropriate statement)*

- ☒ Prior to the delivery of the Certificate of Dissolution to the Department of State for filing the Plan of Dissolution and Distribution of Assets was approved by the Attorney General. A copy of the approval of the Attorney General is attached.
- ☐ Prior to the delivery of the Certificate of Dissolution to the Department of State for filing the Plan of Dissolution and Distribution of Assets was approved by a Justice of the Supreme Court. A copy of the Court's Order is attached.
- ☐ The corporation is a charitable corporation with no assets. Prior to the delivery of the Certificate of Dissolution to the Department of State for filing a copy of the Plan of Dissolution which contains the statement prescribed by paragraph (b) of Section 1001 of the Not-for-Profit Corporation Law, has been duly filed with the Attorney General.
- ☐ The corporation is a non-charitable corporation with no assets. The corporation's Plan of Dissolution is not required to contain the statement prescribed by paragraph (b) of Section 1001 of the Not-for-Profit Corporation Law and is not required to be filed with Attorney General.

X

(Signature)

(Print or Type Name of Signer)

(Capacity of Signer)

CERTIFICATE OF DISSOLUTION
OF

Hudson Headwaters Health Foundation, Inc.

(Name of Corporation)

Under Section 1003 of the Not-for-Profit Corporation Law

Filer's Name: _____

Company, if applicable: _____

Address: _____

City, State and Zip Code: _____

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. This Certificate of Dissolution must be signed by an officer, director or duly authorized person.
3. Attach the consent of the New York State Department of Taxation and Finance.
4. Attach the consent of the New York City Department of Finance, if required.
5. Attach a copy of the approval of the Attorney General or Order of the Supreme Court, if required.
6. The Certificate of Dissolution must include the approval of the Attorney General if the corporation is a charitable corporation or if the corporation is a non-charitable corporation and holds assets at the time of dissolution legally required to be used for a particular purpose.
7. Attach any other consent or approval required by law.
8. The fee for filing this certificate is **\$30**, made payable to the Department of State.

For DOS Use Only



MEMORANDUM

To: Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

From: Sarah Gold, Senior Attorney
Bureau of Program Counsel

Date: August 15, 2024

Subject: Proposed Dissolution of Lakeside Memorial Hospital, Inc.

This is to request that the above matter be included on the agendas for the next Establishment and Project Review Committee and Public Health and Health Planning Council (PHHPC) meetings.

The attachments relating to this matter include the following:

- 1) Memorandum to the Public Health and Health Planning Council from Kathy Marks, General Counsel;
- 2) A photocopy of a letter from Legal Counsel requesting approval of the proposed Certificate of Dissolution of Lakeside Memorial Hospital, Inc. dated December 15, 2023;
- 3) A proposed verified petition seeking the Attorney General's approval of the filing of the Certificate of Dissolution of Lakeside Memorial Hospital, Inc.
- 4) A photocopy of the Certificate of Incorporation for Brockport General Hospital, Inc., dated January 31, 1938, Certificate of Change of Name from Brockport General Hospital, Inc. to Lakeside Memorial Hospital, Inc., dated January 21, 1947, and Certificate of Report of Existence of Lakeside Memorial Hospital, Inc., dated November 29, 1951;
- 5) A photocopy of the Certificate of Type of Non-For-Profit Corporation of Lakeside Memorial Hospital, Inc., dated June 13, 1974;
- 6) A copy of the Bylaws of Lakeside Memorial Hospital, Inc.;
- 7) Plan of Dissolution and Draft Certificate of Dissolution of Lakeside Memorial Hospital, Inc.;
- 8) A copy of the Consents of the Board of Directors of Lakeside Memorial Hospital, Inc., dated December 22, 2023, approving and authorizing the dissolution;



MEMORANDUM

To: Public Health and Health Planning Council

From: Kathy Marks, General Counsel *KSM*

Date: August 15, 2024

Subject: Proposed Dissolution of Lakeside Memorial Hospital

Lakeside Memorial Hospital, Inc. 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.

Lakeside Memorial Hospital, Inc. ("Lakeside") is a New York not-for-profit corporation formed on March 22, 1939, when the entity filed a Certificate of Incorporation for the predecessor corporation, Brockport Central Hospital Inc. with the Department of State, previously approved by the State Board of Social Welfare on November 22, 1938. On February 6, 1947, the Certificate of Incorporation for Brockport Central Hospital Inc. was amended to reflect a change of corporate name to Lakeside Memorial Hospital, Inc.

In 2013, Lakeside's assets were sold and the Corporation wound down. All licenses were surrendered at the time of sale. Lakeside has been dormant since the assets were sold and is seeking a full dissolution. Lakeside currently has five directors.

The Plan and Certificate of Dissolution were authorized by majority vote of the Directors on December 22, 2023. A copy of such authorizing resolutions is attached.

Per its Plan of Dissolution, the corporation holds cash assets in the amount of approximately \$250,000.00, an additional receivable from Lakeside-Beikirch Care Center Inc. of \$1,111,400.00, and outstanding liabilities of approximately \$8,342,800.00. Following satisfaction of unpaid liabilities, any remaining corporate assets would transfer to Lakeside Foundation, Inc., a charitable organization engaged in activities consistent with the Corporation's activities.

If approved by PHHPC, the submitted Petition and Certificate of Dissolution will then be executed/verified and addressed with the Attorney General's Office Charities Bureau.

There is no legal objection to the proposed Verified Petition, Plan of Dissolution, and the Certificate of Dissolution. The required documents are attached.

Attachments.



Harter Secrest & Emery LLP
ATTORNEYS AND COUNSELORS

WWW.HSELAW.COM

December 15, 2023

VIA FEDERAL EXPRESS

Director, Bureau of Health Facility Planning and Development
NYS Department of Health
Corning Tower, Rm 2484
Empire State Plaza
Albany, New York 12237-0026

Re: Lakeside Memorial Hospital, Inc.

To Whom It May Concern:

We are attorneys for Lakeside Memorial Hospital, Inc., a New York not-for-profit corporation (the "Corporation"). The Corporation's charitable mission, as amended, was limited to operating a hospital for medical, surgical and obstetrical cases and holding funds and properties, which were given for the benefit of the Brockport Central Hospital Inc. in order that said hospital could give greater service to the public.

In 2013, all of the assets owned by the Corporation, including the majority of assets utilized by the Corporation for the operation of a hospital, were sold and the Corporation was eventually wound down. Any and all operating licenses and certificates used in the operation of its facilities were duly surrendered following the sale. Because the Corporation has been dormant since its assets were sold, the Corporation believes it is in its best interest to dissolve.

We write to request the Department of Health's (the "Department") approval or consent, or confirmation that such approval or consent is not necessary, to (a) the dissolution of the Corporation and (2) the related documents required to dissolve by the New York Not-for-Profit Corporation Law.

The following documents are enclosed for the Department's review and approval:

(1) a copy of the proposed form of Verified Petition to be submitted to the Supreme Court, on notice to the Office of the Attorney General, requesting approval of the Plan of Dissolution and Distribution of Assets; and

(2) a copy of the proposed Certificate of Dissolution.

We ask that the Department approve and consent to the dissolution of the Corporation in accordance with the terms set forth in the enclosed documents, or confirm in writing that its approval or consent is not required.

Harter Secrest & Emery LLP
ATTORNEYS AND COUNSELORS

December 15, 2023

Page 2

If the Department should require any additional information, please do not hesitate to contact me by phone (585-231-1106) or email (tanderson@hselaw.com). Thank you for your attention to this matter.

Very truly yours,

Harter Secrest & Emery LLP



Thomas R. Anderson
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Enclosures

STATE OF NEW YORK
SUPREME COURT

COUNTY OF MONROE

In the Matter of the Application of

LAKESIDE MEMORIAL HOSPITAL, INC.

VERIFIED PETITION

INDEX No. _____

For Approval of a Plan of Dissolution and Distribution of
Assets Pursuant to Section 1109 of the Not-for-Profit
Corporation Law.

TO: THE SUPREME COURT OF THE STATE OF NEW YORK

Petitioner, Lakeside Memorial Hospital, Inc. ("Petitioner"), respectfully alleges and shows:

1. Petitioner is a New York not-for-profit corporation incorporated on March 22, 1939, under Article Two of the Membership Corporation Law. Attached as **EXHIBIT A** is a copy of Petitioner's Certificate of Incorporation, filed with the New York State Secretary of State on March 22, 1939, with all amendments thereto. Petitioner's name at the time of initial filing was Brockport Central Hospital Inc. A copy of Petitioner's bylaws is attached hereto as **EXHIBIT B**. **EXHIBIT C** is a Certificate of Good Standing issued by the New York Secretary of State on _____, 2023.

2. The Internal Revenue Service (the "Service") recognized Petitioner as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and such exempt status has not been revoked. A screenshot from the Service's Tax Exempt Organization database is attached hereto as **EXHIBIT D** showing Petitioner's current exempt status as a public charity.

3. The principal office of Petitioner is 4107 Lake Road N, Brockport, New York 14420.

4. The names, titles and addresses of the directors and principal officers of Petitioner are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Elizabeth Caruso, RN, MSN	Director	19 Brook Terrace Brockport, NY 14420
Patricia Hayles, CPA	Director, Chair	10 Hickory Way Brockport, NY
Kathleen Peterson, RN, PhD	Director, Secretary	25 Redfern Drive Churchville, NY 14428
Michael Raff, OD	Director	38 Farm Field Lane Pittsford, NY 14534
Craig J. Zicari, Esq.	Director	330 Winton Road South Rochester, NY 14610

Lakeside System Brief Background

5. Petitioner is one of three entities contemporaneously seeking the Court's approval to dissolve. The other two entities are Lakeside Health System, Inc. ("LHS") and Lakeside-Beikirch Care Center, Inc. ("LBCC"). All three entities were part of a health system based out of Brockport, New York that ceased operations as more fully described in Paragraphs 7-10 of this Petition.

6. Other entities that were part of the same system include Lakeside Residential Facilities, Inc. ("Residential Facilities"), Lakeside Day Care, Inc. ("Day Care"), and Lakeside Foundation, Inc. (the "Foundation"). Residential Facilities was dissolved in 1992, and Day Care, while still in existence, has been dormant since the sale of the Hospital (as such term is defined below). The Foundation is active. Petitioner and LBCC propose to distribute any funds remaining after satisfaction of valid and outstanding liabilities to the Foundation as described in Paragraph

11 of this Petition.

7. LBCC operated a skilled nursing facility (the “Nursing Home”) and LHS provided support services to LBCC, Petitioner, and certain other entities in the system. Petitioner operated a hospital (the “Hospital”).

8. Petitioner’s assets and liabilities are described in Paragraph 11 of this Petition. LBCC’s assets and liabilities are described in its petition. LHS has not assets or liabilities. Given the history of all three entities, Petitioner is submitting this Petition contemporaneously with the Petitions of LHS and LBCC for completeness and clarity.

Petitioner Detailed Background

9. Petitioner’s Certificate of Incorporation sets out its purposes, which include operating and maintaining a hospital for medical, surgical and obstetrical cases; holding and administering funds and properties, which have been or may hereafter be given for the benefit of the Brockport Central Hospital Inc. in order that said hospital can give greater service to the public. *See* EXHIBIT A. Petitioner fulfilled these purposes through its primary activity of operating the Hospital. As noted in Paragraph 1 above, Brockport Central Hospital, Inc. is the name under which Petitioner was initially formed.

10. Petitioner ceased operating the Hospital in 2013 following the sale of substantially all of its assets to the University of Rochester and now seeks to dissolve. LBCC and LHS are also dormant following the sale of the Nursing Home in 2017 and are seeking to dissolve in a simultaneous proceeding.

11. Petitioner plans to dissolve and distribute its assets in accordance with the Plan of Dissolution and Distribution of Assets (the “Plan”) attached as **EXHIBIT E**.

12. Petitioner's current assets include: approximately \$250,000 in cash; and an intercompany receivable of about \$1,111,400.

13. Petitioner's liabilities include: approximately \$6,042,000 in vendor payables; approximately \$1,656,800 originally due to First Niagara Bank and which Petitioner believes now would be owed to KeyBank (or one of its affiliates), which acquired substantially all of First Niagara Bank in 2015; and approximately \$644,000 due to the NYS Department of Labor. Petitioner believes that any obligations to repay most of those amounts are barred by applicable statutes of limitations given that more than six (6) years have passed since any payments were made on those obligations, during which time no action has been taken by any banking institution to collect those amounts. Petitioner is also a member of a risk retention group and has three outstanding workers' compensation matters.

14. Due to the departure of senior operating personnel following the sale of the Hospital, and the amount of time that has passed since the consummation of the sale, Petitioner is not able to identify specific details regarding many of these liabilities. In addition, it is expected that Petitioner's workers' compensation liabilities would either be settled or assumed by the other members of the risk retention group following Petitioner's dissolution. Petitioner's latest Form 990 filing for fiscal year 2022, as filed electronically with the Internal Revenue Service in November 2023, provides additional detail regarding Petitioner's finances and is attached hereto as **EXHIBIT F**.

15. The Plan contemplates that Petitioner shall, subject to the approval and direction of the Office of the Attorney General and/or the Supreme Court, pay off certain liabilities (as determined by the Court) and distribute any remaining assets to the Foundation.

16. The Foundation's mission is to solicit, receive, and maintain a fund or funds of

property, both real and personal, to use and apply the income therefrom and the principal thereof exclusively for the benefit of organizations providing health care and other health-related services (provided in each case, that such organization is qualified under Section 501(c)(3) of the Code), thereby to assist the charitable purpose of such organizations in providing for the physical needs and general well-being of citizens in the area of Brockport, New York. The Foundation is contemplating changing its name to "Brockport Area Health Foundation, Inc.," but such change is not in effect as of the date of this Petition.

17. With Petitioner's current assets, the Foundation would be better able to support organizations working to improve the general health and well-being of the community.

Additional Information

18. Petitioner is not aware of any on-going or completed audit or inquiry by the 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 Service.

19. Petitioner's Board of Directors passed resolutions via unanimous written consent adopting the Plan and authorizing the filing of a Certificate of Dissolution in accordance with the NPCL, subject to all necessary consents and approvals. A copy of the unanimous written consent of the Board of Directors is attached as **EXHIBIT G**. Petitioner has no members.

20. A copy of the New York Department of Health's consent to the Plan is attached as **EXHIBIT H**.

21. Petitioner is registered with the Charities Bureau of the Office of the Attorney General; Registration Number 10-81-90. Petitioner is current with its filings. The report for fiscal year 2021 has been filed and a copy of the as-filed report is attached as **EXHIBIT I**.

22. No previous application for approval of the Plan has been made.

WHEREFORE, Petitioner respectfully requests that this Court:

1. Set the time and place for a hearing pursuant to Section 1104 of the NPCL;
2. Order that notice of such hearing be served on the Attorney General of the State of New York, Petitioner's creditors and such other interested persons as the Court deems appropriate;
3. Grant an order, pursuant to Section 1109 of the NPCL, approving the Plan as detailed herein;
4. Grant any other relief the Court deems just and proper.

HARTER SECREST & EMERY LLP

Date: _____

By: _____

Megan Dorritie, Esq.
Thomas Anderson, Esq.
Attorneys for Petitioner, Lakeside Memorial
Hospital, Inc.

1600 Bausch & Lomb Place
Rochester, New York 14604
585-232-6500

VERIFICATION

STATE OF NEW YORK)

COUNTY OF MONROE)ss:

Patricia Hayles, being duly sworn, deposes and says, I am the Board Chairperson of Lakeside Memorial Hospital, Inc., the Petitioner named in the above petition, and make this verification at the direction of the Board of Directors. I have read the foregoing petition and know the contents thereof, and they are true of my own knowledge and review of relevant corporate records.

Patricia Hayles, Board Chairperson

Sworn to before me this
_____ day of _____, 20____.

Notary Public

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
May 17, 2019.

A handwritten signature in cursive script, appearing to read "Whitney Clark".

Whitney Clark
Deputy Secretary of State for Business and
Licensing Services



State of New York Department of Social Welfare

State Board of Social Welfare

Albany

Know all Men by These Presents:

At a meeting of the State Board of Charities, designated the State Board of Social Welfare, held on the twenty-second day of November, 1938, due inquiry and investigation having been made, the incorporation of the Brockport Central Hospital, Inc. with purposes as stated in the annexed certificate, was approved.

150

In Witness Whereof, the State Board of Social Welfare has caused these presents to be signed in accordance with the provisions of the statutes and its by-laws, and the official seal of the Board and of the Department to be hereunto affixed, this twentieth day of March, 1939

William E. Dinsley

Secretary

**CERTIFICATE OF INCORPORATION OF
BROOKPORT CENTRAL HOSPITAL INC. PURSUANT TO
ARTICLE TWO OF THE MEMBERSHIP CORPORATION LAW.**

We, the undersigned, all being persons of full age, at least two-thirds of whom are citizens of the United States, and at least one of whom is a resident of the State of New York, desiring to form a membership corporation pursuant to the provisions of the Membership Corporation Law of the State of New York, do hereby make, sign, acknowledge and file this Certificate for that purpose as follows:-

1.- The name of the proposed corporation is:
BROOKPORT CENTRAL HOSPITAL INC.

2.- The purposes for which this corporation is to be formed are as follows:- To operate and maintain a hospital for medical, surgical and obstetrical cases; to hold and administer lands and properties, which have been or may hereafter be given for the benefit of the Brookport Central Hospital Inc. in order that said hospital can give greater service to the public.

3.- The territory in which the operations of the corporation will be principally conducted is in the Village of Brookport, Monroe County, New York, and the adjoining territory within a radius of twenty miles.

4.- The principal office of the corporation is to be located in the Village of Brookport, Monroe County, New York.

5.- The number of its Directors shall be seven. A Director need not be a member of the Corporation.

6.- The names and Post Office addresses of the Directors to hold office until the first annual meeting of the members are as follows:-

Name	Post Office Address.
William B. Rosecrants	Brookport, N. Y.
Walter A. Osipman	Brookport, N. Y.
August Schaler	Hamlin, N. Y.
Elmer L. Swartz	Brookport, N. Y.
Fred Van Vechten	Hilton, N. Y.
Pearl T. Costigan	Brookport, N. Y.
Elizabeth Cowan	Brookport, N. Y.

7.- That all of the subscribers of this Certificate are of full age and at least two-thirds of said subscribers are citizens of the United States and at least one of said subscribers is a resident of the State of New York and that

at least one of the Directors above named is a citizen
of the United States and a resident of the State of New York.

In Witness Whereof we have made, signed and
acknowledged this Certificate in duplicate this 31st day
of January, 1938.

Francis A. Croves (L.S.)

William D. Mann (L.S.)

James P. Benedict (L.S.)

Catherine Crowley (L.S.)

F. M. Cuswell (L.S.)

Frank McCagg (L.S.)

Peter A. Harr. (L.S.)

Thomas L. Swartz (L.S.)

Edward H. Brooks (L.S.)

Edwin D. Loring (L.S.)

Henry E. MacArthur (L.S.)

Ernest L. Aldrich (L.S.)

Genevieve Flynn (L.S.)

John H. White Jr. (L.S.)

John E. Brune (L.S.)

John H. Engel (L.S.)

Mary A. Mann (L.S.)

Harold Watson (L.S.)

STATE OF NEW YORK.)

SS.

COUNTY OF MONROE.)

On this 31st day of January, 1938, before me personally came Frank A. Groves, William B. Mann, Homer B. Benedict, Catherine Crowley, F. M. Caswell, Frank McGagg, Peter A. Harr, Floren L. Swartz, Edward H. Brooks, Elsie D. Crisp, Henry R. MacArthur, Emma L. Aldrich, Genevieve Glynn, John H. White, Jr., Belva E. Browne, J. H. Engel, Mary G. Mercer, and Harold G. Dobson to me known and known to me to be the same persons described in and who executed the foregoing certificate and they severally duly acknowledged to me that they executed the same.

Ernest Benedict

Notary Public.

THE UNDERSIGNED Justice of the Supreme Court of the Seventh Judicial District in which the office of the corporation is to be located approves of the foregoing certificate of incorporation of Brockport Central Hospital, Inc.

Signed: 2/8/38. *John Van Voorhis*
Justice of the Supreme Court

628
 3/22/39
 43903
 100
 STATE OF INCORPORATION
 OF JOCKEY CENTRAL HOSPITAL, INC.
 INSTANT PARTICIPATE TWO OF THE
 MEMBERSHIP CORPORATIONS ETC.

Dated January 31st, 1938

STATE OF NEW YORK
 DEPT. OF REVENUE AND TAXES

FILED MAR 22 1939

TAX \$ 100

FILING FEE \$ 40

James E. Benedict

McClatchy

James E. Benedict
 President Building
 New York, N.Y.

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
May 17, 2019.

A handwritten signature in black ink that reads "Whitney Clark".

Whitney Clark
Deputy Secretary of State for Business and
Licensing Services

CERTIFICATE OF CHANGE OF NAME OF BROOKPORT CENTRAL
HOSPITAL, Inc. to LAKESIDE MEMORIAL HOSPITAL, Inc.
pursuant to Section 40 of the General Corporation Law.

We, George W. Bott and Kenneth C. Heinrich being res-
pectively the President and the Secretary of Brookport Central
Hospital, Inc. certify:

1. The name of this Corporation is Brookport Central
Hospital, Inc.
2. The Certificate of Incorporation was filed in the
Office of the Secretary of State on the 22nd day of March, 1939.
3. The new name to be assumed by this Corporation
is Lakeside Memorial Hospital, Inc.

IN WITNESS WHEREOF, we have made and subscribed this
Certificate in triplicate this 21st day of January, 1947.

George W. Bott

President.

Kenneth C. Heinrich
Secretary.

STATE OF NEW YORK,) SS.
COUNTY OF MONROE.)

On this 21st day of January, 1947 before me personally
came George W. Bott and Kenneth C. Heinrich to me known and
known to me to be the persons described in and who executed
the foregoing Certificate of Change of Name and thereupon
severally and acknowledged to me that they executed the same.

Everett Benedict

Notary Public.

CERTIFICATE OF CHANGE OF NAME OF BROOKPORT CENTRAL
HOSPITAL, Inc. to LAKESIDE MEMORIAL HOSPITAL, Inc.
pursuant to Section 40 of the General Corporation Law.

We, George W. Bott and Kenneth C. Heinrich being res-
pectively the President and the Secretary of Brookport Central
Hospital, Inc. certify:

1. The name of this Corporation is Brookport Central
Hospital, Inc.
2. The Certificate of Incorporation was filed in the
Office of the Secretary of State on the 22nd day of March, 1939.
3. The new name to be assumed by this Corporation
is Lakeside Memorial Hospital, Inc.

IN WITNESS WHEREOF, we have made and subscribed this
Certificate in triplicate this 21st day of January, 1947.

George W. Bott

President.

Kenneth C. Heinrich
Secretary.

STATE OF NEW YORK.)

ss.

COUNTY OF MONROE.)

On this 21st day of January, 1947 before me personally
came George W. Bott and Kenneth C. Heinrich to me known and
known to me to be the persons described in and who executed
the foregoing Certificate of Change of Name and thereupon
separately and acknowledged to me that they executed the same.

Everett F. Benedict

STATE OF NEW YORK,)
COUNTY OF MONROE.) SS.

GEORGE W. BOTT and KENNETH C. HEINRICH, being duly sworn, depose and say, and each for himself deposes and says, that he, George W. Bott, is the President of Brockport Central Hospital, Inc. and he, Kenneth C. Heinrich is the Secretary thereof.

That they were duly authorized to execute and file the foregoing Certificate of Change of Name of said Corporation by the votes of a majority of the members of record of the Corporation, who are entitled to vote on a change of name, cast in person or by proxy and that such votes were cast at a meeting of the members called for that purpose upon like notice as that required for the annual meetings of the Corporation at the Village Building in the Village of Brookport, New York on the 11th day of December, 1946 at eight o'clock P. M.

Subscribed and sworn to
before me this 21st day
of January, 1947.

George W. Bott

Kenneth C. Heinrich

Emo Benedict

Notary Public.

Emo S. Benedict
Notary Public, State of New York
Monroe County Number 163
Commission expires March 30, 1947

4188

3/21/47

Brockport
Memorial Co.

3978-150

CERTIFICATE OF CHANGE OF NAME
OF BROCKPORT CENTRAL HOSPITAL,
Inc. to LAKESIDE MEMORIAL HOS-
PITAL, Inc. pursuant to Section
40 of the General Corporation Law.

new name
received

12/6/46

is not filed

(m)

8 2/4

17/6

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED FEB 6-1947

TAX \$ None

FILING FEE \$ 2.50

Thomas J. Furman

SECRETARY OF STATE

BY Wm. J. Murphy

476-90-3

BENEDICT AND BENEDICT
ATTORNEYS AND COUNSELLORS AT LAW
BENEDICT BUILDING
BROCKPORT, NEW YORK

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
May 17, 2019.

A handwritten signature in black ink, appearing to read "Whitney Clark".

Whitney Clark
Deputy Secretary of State for Business and
Licensing Services

CERTIFICATE OF REPORT OF EXISTENCE OF

Lakeside Memorial Hospital, Inc.

(Original Name) Brockport Central Hospital, Inc.
Exact Name of Corporation

Pursuant to Section 57 of the Membership Corporations Law

1. The name of the corporation is Lakeside Memorial Hospital, Inc.
Name of Corporation

The original name was Brockport Central Hospital, Inc.
If name has been changed, insert original name:

2. The certificate of incorporation was filed in the Department of State on Mar. 22, 1939
Date of Incorporation

3. The corporation was formed pursuant to Membership Corporations Law
Cite Incorporation Statute

4. The existence of the foregoing corporation is hereby continued.

George W. Bott, Pres.

K.C. Heinrich, Secy.

To be signed by an officer,
trustee, director or five mem-
bers in good standing.

254

State of New York } ss.
County of Monroe

On this 29 day of November, 1951, before me personally appeared

George W. Bott, Pres.-K.C. Heinrich, Secy. to me personally known and known to me to be the person(s) described in and who executed the foregoing certificate, and (he) (they) thereupon acknowledged to me that (he) (they) executed the same for the uses and purposes therein mentioned.

George F. Kruger
Notary Public.

County of Monroe, N. Y.

NOTE: If the foregoing acknowledgment is taken without the State of New York, the signature of the notary public should be authenticated by a certificate of the clerk of the county in which such notary has power to act, or other proper officer.

284 254

**CERTIFICATE OF REPORT
OF EXISTENCE OF**

Exact Name of Corporation

Pursuant to Section 57

of the

MEMBERSHIP CORPORATIONS

LAW

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 3 1951

FILED FEE \$5.00

Thomas Gleason

Secretary of State

Name of Filer

Lakeside Memorial Hospital
Brooklyn, N.Y.

11-27-51

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
May 17, 2019.

A handwritten signature in cursive script that reads "Whitney Clark".

Whitney Clark
Deputy Secretary of State for Business and
Licensing Services

CERTIFICATE OF TYPE
OF NOT-FOR-PROFIT CORPORATION

OF
LAKE-SIDE MEMORIAL HOSPITAL, INC.

UNDER SECTION 113 OF THE NOT-FOR-PROFIT
CORPORATION LAW

1. The name of the corporation is LAKE-SIDE MEMORIAL HOSPITAL, INC. The name under which the corporation was formed is BROCKPORT CENTRAL HOSPITAL, INC.

2. The certificate of incorporation was filed by the Department of State, State of New York on March 22, 1939.

3. The corporation was formed pursuant to Article 2 of the Membership Corporations Law of the State of New York.

4. The post office address to which the Secretary of State shall mail a copy of any notice required by law is 156 West Avenue, Brockport, New York 14420.

5. That under Section 201 of the Not-For-Profit Corporation Law, it is a Type B Not-For-Profit Corporation as defined in the Not-For-Profit Corporation Law.

IN WITNESS WHEREOF, this certificate has been subscribed this 13th day of June, 1974, at the County of Monroe by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

Sherwin H. Terry
Sherwin Terry, President

Mary Donahue
Mary Donahue, Secretary

4164673 - 2

CERTIFICATE OF TYPE
OF NOT-FOR-PROFIT CORPORATION
OF
LAKESIDE MEMORIAL HOSPITAL, INC.

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUN 24 1974

TAX : none
FILING FEE : 10

John J. Jolly
Acting Secretary of State

*28 Monroe
Type B*

Dated: June 14, 1974

COAPMAN, KLAFFEN, HEISE & RILEY
LAW OFFICES
127 SOUTH MAIN STREET
BROCKPORT, NEW YORK
14420
TELEPHONE
716 - 537-3911

*Recd 2/6/47, Monroe Co
Brockport Central
Hospital*

3/22/39

7

3979 - 150

not add

86/17

2

**BYLAWS
OF
LAKESIDE MEMORIAL HOSPITAL**

ADOPTED

September 3, 1986
October 1, 1986

AMENDED

January 7, 1987
March 2, 1988
April 13, 1988
January 11, 1989
September 13, 1989
April 10, 1991
October 9, 1991
March 25, 1992
April 8, 1992
February 9, 1994
December 14, 1994
April 12, 1995
May 1, 2002
June 9, 2004
November 11, 2009
October 13, 2010
October 10, 2011

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BYLAWS
OF
LAKESIDE MEMORIAL HOSPITAL, INC.
PREAMBLE

Lakeside Memorial Hospital's mission is to be a model suburban community hospital (referred to in these Bylaws as the "Corporation" or the "Hospital"). The Hospital is a voluntary, not-for-profit provider of quality services. Through its multi-disciplinary health team, the Hospital provides for acute inpatient medical, surgical, and ancillary, disease prevention, and health education services. Working with other service area health and health-related organizations, as well as community leaders, the Hospital plays a leadership role in the identification of health care needs and development of an effective response to those needs. Fundamental to the mission of the Hospital is the belief that all individuals, regardless of race, creed, color, sex or national origin, regardless of sexual orientation are deserving of quality care as close to home as is logistically feasible.

ARTICLE I

CORPORATE NAME AND OFFICES

Section 1. Name: The name of the Corporation shall be LAKESIDE MEMORIAL HOSPITAL, INC.

Section 2. Offices: The principal office of the Corporation shall be in the Village of Brockport, County of Monroe, State of New York. The Corporation may also have offices at such other places within the State of New York as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

MEMBERSHIP

The Corporation shall have no members.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Authority: All of the corporate powers, rights and duties shall be vested in the Board of Directors, and all of the affairs, property, business and policies of the Corporation shall be under the charge, control and direction of the Board of Directors.

Section 2. Number of Directors: The Board of Directors shall be comprised of not less than seven nor more than twenty-one directors. The exact size of the Board at any given time shall be determined by a vote of a majority of the entire Board. As used in this Article, "entire Board of Directors" means the total number of directors entitled to vote which the Corporation would have if there were no vacancies.

Section 3. Qualification of Directors:

(a) To be eligible for Board membership, an individual must:

1. exemplify basic qualities of honesty, integrity, justice, and sound moral character;
2. be committed to uphold the purposes, philosophy, and general policy of the Corporation, as stated in its Certificate of Incorporation and bylaws;
3. have the willingness and ability to devote necessary time to Board activities;
4. have particular expertise or experience deemed necessary or desirable by the Board;
5. be able to apply experience and expertise to Board decisions objectively and realistically;
6. recognize the confidential nature of information discussed at Board Meetings; and

7. be a member of the Board of Directors of Lakeside Health System, Inc. and Lakeside-Beikirch Care Center, Inc.

(b) Directors shall be at least 18 years of age.

(c) Directors, except directors who are physicians, may not be employees of the Corporation.

Section 4. Election and Term of Directors:

(a) The Board of Directors must include the President of the Medical Staff, and at least one other physician representing the community at large, who shall be elected by the members of the Board in the manner described in this section.

(b) The remaining directors shall be elected by the members of the Board in the manner described in this section. Elected directors shall be divided into three approximately equal classes, with one class elected each year on a rotating basis. They shall serve for a term of three years, and shall succeed the incumbent directors whose terms of office expire that year. No elected director may serve more than three full consecutive three-year terms. Any director who has served three full consecutive three year terms shall not be eligible for re-election until one year after the end of the third term.

(c) Directors shall be nominated and elected as follows.

1. Candidates shall be recruited by the Governance Committee prior to the annual meeting. All candidates must have been interviewed by the Governance Committee. There shall be no nominations permitted from any other source.
2. This slate of qualified candidates shall then be presented to the Board of Directors at its annual meeting. Candidates shall be elected by the affirmative vote of a majority of the entire Board.

Section 5. Newly Created Directorships and Vacancies: Newly created directorships resulting from an increase in the number of directors and vacancies occurring on the Board for any reason shall be filled by the affirmative vote of a majority of the entire Board. A director elected to fill a vacancy caused by resignation, death, disability, removal or otherwise shall hold office until the next annual meeting at which the election of directors shall occur and shall serve until a successor is elected and qualified. Such partial term shall not be counted as a full elected term for the purpose of determining the number of successive terms the director may serve.

Section 6. Removal: A director may be removed from office for cause at any time by a vote of two-thirds of the entire Board, but not counting the director to be removed in determining the number of directors constituting two-thirds of the entire Board.

Section 7. Resignation: A director may resign at any time by giving written notice to the Chairperson or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by such officer, and the acceptance of the resignation by the Board shall not be necessary to make it effective. If a director has been absent from three board meetings in one year, the Governance Committee shall inform the Chairperson of the Board who shall discuss such absences with the director. Any director absent from three board meetings in one year without good cause shall be considered to have resigned from the Board and its committees. Good cause shall be any reason for which absence is excused by the Chairperson of the Board.

Section 8. Place of Meeting: The directors shall hold their meetings at the Hospital or at such other place or places as the Board may from time to time determine.

Section 9. Annual Meeting of the Board:

(a) Time: An annual meeting of the Board shall be held on the first Wednesday of May of each year.

(b) Purpose: At the annual meeting, the Board shall elect directors and shall transact such other business as may properly come before the meeting.

(c) Open Forum: There shall be an open forum attended by the Board of Directors to receive input from the community as required under Section 2803-I(ii) the Public Health Law. The time and place for the forum shall be determined by the Board. Notice of the meeting shall be required and published 45 days prior to the meeting in a local newspaper.

Section 10. Regular Meetings of the Board: The Board shall hold regular meetings, once each month for a minimum of nine months of the year, on such dates and at such times, as the Board shall determine. Except as otherwise provided herein, written notice of regular meetings shall be given to each director, in person (when delivered), or by mail (deemed given on the day after it is mailed), or by email or facsimile (deemed given when sent) at least five days before the date fixed for such meeting.

Section 11. Special Meetings of the Board: Special meetings may be called at any time by the Chairperson, and shall be called by the Chairperson or the Secretary within 14 days after receipt of a written request from any three members of the Board. Written notice of each special meeting shall be given, in person (when delivered), or by mail (deemed given on the day after it is mailed), or by e-mail or facsimile (deemed given when sent) to each director at least three days before the date of the special meeting. The notice shall state the business for which the special meeting has been called, and that no business other than that stated in the notice shall be transacted at the special meeting.

Section 12. Waiver of Notice: The notice of any meeting of the Board of Directors required by Sections 10 and 11 may be waived by any Director who submits such a signed waiver in writing either before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice.

Section 13. Quorum of Directors:

(a) The presence in person of a majority of the entire Board shall be necessary to constitute a quorum at all meetings of the Board for the transaction of business.

(b) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment need not be given to any director who was absent at the time of adjournment.

Section 14. Action by the Board:

(a) Each director shall be entitled to one vote on each matter properly submitted for the directors for action at any meeting of the Board. Unless otherwise required by law or provided in these bylaws, the vote of a majority of directors present at the time of the vote, if a quorum is then present, shall be the act of the Board.

(b) Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee thereof consent in writing to the adoption of a resolution authorizing the action. The resolution and written consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

(c) Any one or more members of the Board, or of any committee thereof, may participate in a meeting of the Board or committee by means of a conference telephone or similar equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at meeting.

Section 15. Annual Report of Directors: At each annual meeting of the Board, the Chairperson or Treasurer shall present a verified report showing services performed by the Corporation during the past year and the financial condition of the Corporation and its endowment funds. The report shall be delivered to the Secretary and filed with the records of the Corporation and the minutes of the annual meeting.

Section 16. Compensation: No director of the Corporation shall receive, directly or indirectly, any salary compensation or emolument from the Corporation in his or her role as director, but directors shall be reimbursed for reasonable expenses incurred in the performance of Corporation duties without prior approval of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore

Section 17. Property Rights of Directors: No director of the Corporation shall have any rights or interests in or to the property or assets of the Corporation. In the event that the Corporation is liquidated or dissolved or ceases to actively carry on its business, all of the remaining property and assets of the Corporation after necessary expenses thereof shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

Section 18. Management of Conflict Resolution: The Board will assure that the Corporation has a process for the management of conflicts between the various leadership groups of the Corporation. This process will include, at minimum, the following components:

- (a) Meetings will be held as soon as possible to identify and define the conflict.
- (b) Information regarding the issue or conflict will be gathered by a neutral member of the Administration's senior staff, Medical Staff or Board Members.
- (c) The involved parties will work to resolve the conflict while protecting the safety and quality of patient care.
- (d) If the conflict or issue cannot be resolved utilizing internal staff, the Corporation may resort to utilizing outside sources that have the specialized resources or skills to facilitate resolution of the conflict.

ARTICLE IV

OFFICERS

Section 1. Designation and Election of Officers: The officers of the Corporation shall be selected from among the Board and shall consist of a Chairperson, a Vice Chairperson, a Treasurer, a Secretary, and such other officers as the Board may authorize. Officers shall be elected by the Board at the first meeting following the annual meeting of the Board. The chairperson of the Governance Committee shall present a slate of officers and nominations will be accepted from the floor. Except when an officer resigns, is removed or becomes disabled, officers shall serve for a period of one year or until their successors shall have been duly elected and qualified. Officers may be removed by a majority of the entire Board at any time, with or without cause. Any vacancy occurring in the officers may be filled by the Board of Directors at any meeting. Except for the office of Chairperson, any two or more offices may be held by the same person.

Section 2. Chairperson: The Chairperson shall preside at all meetings of the directors; shall have general charge of the affairs of the Corporation; shall be empowered to execute all authorized contracts and other obligations in the name of the Corporation; and shall perform all other duties incidental to the office, subject to the supervision of the Board.

Section 3. Vice Chairperson: During the absence or disability of the Chairperson, the Vice Chairperson shall have all of the powers and functions of the Chairperson. The Vice Chairperson shall perform such other duties as the Board or the Chairperson may prescribe.

Section 4. Secretary:

The Secretary shall be responsible for:

- (a) Sending appropriate notices and preparing agendas for all meetings of the members and the Board.
- (b) Maintaining custody of all records and reports of the Corporation;
- (c) The keeping and reporting of complete and accurate minutes of all meetings of the Board and all unanimous written consents executed by the directors.
- (d) Performing such other duties as pertain to the office or as may be prescribed by the Board or the Chairperson.

To the extent requested by the Secretary, the President and the administrative staff shall assist the Secretary in the performance of those duties.

Section 5. Treasurer: The duties of the Treasurer shall be as follows:

- (a) The Treasurer shall have custody of all monies belonging to the Corporation and shall manage and control the same under the supervision of the Board of
 - (b) The Treasurer shall serve as chairperson of the Finance Committee of the Board; shall be responsible for maintaining the accounting system in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation; and shall see that reports of such transactions are presented to the Board.
 - (c) Whenever required by the Chairperson or the Board, the Treasurer shall render regular or special statements of the accounts of the Corporation.
 - (d) The Treasurer shall direct that an annual independent audit of financial operations be conducted.
 - (e) In general, the Treasurer shall perform all acts incidental to the office under the laws of the State of New York, subject to the supervision of the Board
- To the extent requested by the Treasurer, the President and the administrative staff shall assist the Treasurer in the performance of these duties.

ARTICLE V
EMERITI DIRECTORS

Section 1. Designation and Term of Office: The Board of Directors may elect Emeriti Directors as it deems appropriate. Any Emeritus Director shall be elected for a three year term, which term is renewable by majority vote of the Board of Directors, and may at any time be removed with or without cause by the affirmative vote of at least three-fourths of the entire Board of Directors. Qualifications for election as Director Emeritus shall be unusual or outstanding service of a former member of the Board and a desire to continue a close relationship with the Corporation.

Section 2. Privileges and Responsibilities: Emeriti Directors shall be entitled to receive notices of all meetings of the Board; to attend and speak at all such meetings; to receive minutes of all meetings of the Board and Executive Committee; and to be members of committees. They shall not have voting power nor be counted toward a quorum in meetings of the Board of Directors or any committees on which they serve.

The Board of Directors and the President shall be at liberty to call upon Emeriti Directors for such advice, counsel or assistance as many be deemed appropriate.

ARTICLE VI
COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Appointment of Committees: Committees of the Board shall include standing committees and special committees. Standing committees shall include an Executive Committee, a Finance Committee and a Governance Committee. Other committees shall be committees of the Corporation and shall include a Strategic Planning Committee, a Quality Improvement Committee, a Medical Affairs Committee, and such other committees as the Board may authorize. Except as otherwise provided in these bylaws, the chairperson and all members of these committees shall be appointed by the Chairperson at any regular Board meeting. Each standing committee shall have at least three members, and the chairperson of each shall be a member of the Board. The Chairperson of the Board of Directors and the Medical Staff President shall be ex officio members without vote of all committees of the Board of Directors. In addition, up to two physicians may be appointed to each committee of the Corporation with voting privileges.

Section 2. Committee Meetings: Committee meetings shall be called by their respective Committee chairperson. At all committee meetings, a quorum shall be equal to a majority of the members of the committee. A vote by a majority of the members present at a duly organized committee meeting, provided that a quorum is present, shall constitute the action of the committee. A committee may act by unanimous written consent, in lieu of a majority vote at a duly convened meeting. Each committee shall submit to the Board minutes of its meetings reflecting all business conducted, including findings, conclusions and recommendations. Except as specified otherwise, standing committees shall meet at least quarterly, and special committees and committees of the Corporation shall meet with such frequency as is necessary to accomplish their purpose.

Section 3. Committee Charge: Each committee will, in consultation with the Chairperson, draw up a yearly plan of work and timetable to be approved by the Board of Directors.

Section 4. Executive Committee: The Executive Committee shall consist of the elected officers, the chairpersons of the standing committees, up to two additional members of the Board appointed by the Chairperson, and the President of the Medical Staff. To the extent permitted by law, and consistent with the policies of the Board, the Executive Committee shall represent the Board and shall have the power to transact all regular business of the Corporation during the period between meetings of the Board. In addition, the Executive Committee shall coordinate the activities and general policies of the Corporation, and shall make recommendations to the Board with respect to managing and conducting the affairs of the Corporation. It shall be the responsibility of the Executive Committee to annually perform an employee evaluation of the President.

The Executive Committee shall meet at least quarterly and more often if deemed necessary or advisable by the Chairperson, the Committee or the Board. The Committee shall keep minutes of each of its meetings, which shall include a record of its activities and business transactions. The Chairperson shall report to the Board the actions taken by the Committee.

Section 5. Finance Committee: The Finance Committee shall consist of the Treasurer, who shall be the chairperson of the Committee, and at least two other directors. The Committee shall be responsible for: (1) supervising the management of all funds of the Corporation; (2) examining periodic financial reports; (3) causing to be prepared and submitting to the Board a report of the financial circumstances and status of the Corporation at each regularly called Board meeting; and (4) causing to be prepared and submitting to the Board an annual budget showing expected receipts, income and expenses for the following year.

Section 6. Governance Committee: The Governance Committee shall be comprised of the members of the Governance Committee of Lakeside Health System, Inc. The Committee shall seek out, screen, and interview candidates for the Board of Directors, and prepare a list of qualified candidates to be presented for vote at the annual meeting. It shall also nominate officers and candidates to serve as directors when vacancies on the Board are to be filled. In addition, the committee will conduct an annual review of the bylaws three months prior to the annual meeting. The Governance Committee shall meet as often as required to fulfill its purpose.

Section 7. Strategic Planning Committee: The Strategic Planning Committee shall prepare and update as required a long range plan for the Corporation. The Committee shall meet as often as required to fulfill its purpose.

Section 8. Quality Improvement Committee: The Quality Improvement Committee shall include the President, the Medical Director, and at least one member of each of the following: a Board member who is not affiliated with the Hospital in an employment or contractual capacity, the Medical Staff, the Nursing Department, and clinical and support department of the Hospital.

There shall be a Medical Director whose overall duties and responsibilities shall be to work with the President of the Medical Staff, the Chief of each Service, and chairpersons of the committees to ensure that the Hospital's quality improvement program functions in a manner that minimizes malpractice risk and maximizes enhancement of quality patient care. The Medical Director shall be appointed after consultation with the Medical Staff and shall be a member of the Quality Improvement Committee.

The Committee shall adopt, subject to the approval of the Board, a specific plan for reviewing, evaluating and maintaining the quality and efficiency of patient care within the Hospital. The comprehensive Quality Improvement Program must include, at least:

(a) A medical and dental malpractice prevention program and the manner in which the program relates to other hospital administrative mechanisms and procedures.

(b) A description of the reporting lines and relationships between the Quality Improvement Committee and Medical Staff Executive Committee, the Board and the President;

(c) A description of the role and responsibility of each service or department in the Quality Improvement process.

(d) A definition of the committee's authority to recommend and implement corrective measures.

The Committee shall administer the Quality Improvement Program to assure:

(a) The identification of actual or potential problems concerning patient care and clinical performance.

(b) The assessment of the cause and scope of problems identified.

(c) The development and recommendation of proposed courses of action to address problems identified.

(d) The use, in the revision of Hospital policies and procedures, of information gathered regarding problems identified.

(e) The implementation, through established mechanisms, of actions necessary to correct the identified problems.

(f) The monitoring and evaluation of actions taken and the implementation of remedial action to ensure effectiveness.

(g) The documentation of all measures taken pursuant to this section in the Quality Improvement Program.

The activities of the Committee shall involve all patient care services and shall include, as a minimum:

- (a) Review of the care provided by the medical and nursing staff and by other health care practitioners employed by or associated with the Hospital.
- (b) Review of mortalities.
- (c) Review of morbidity in circumstances other than those related to the natural course of disease or illness.
- (d) Review of infections, complications, errors in diagnosis, transfusions and results of treatments.
- (e) Review of medical records, medical care evaluation studies, complaints, incidents and staff suggestions regarding patient care and safety, utilization review findings, profile analysis and other pertinent data sources.
- (f) The maintenance and continuous collection of information concerning the Hospital's experience with negative health care outcomes and incidents injurious to patients, patient grievances, professional liability premiums, settlements, awards, costs incurred by the Hospital for patient injury prevention and safety improvement activities.

The Committee shall oversee and coordinate the following:

- (a) The establishment of a Medical Staff privileges review procedure through which credentials, physical and mental capacity, and competence in delivering health care services are reviewed at least biennially as part of an evaluation of staff privileges. These procedures shall include the collection of the following information from a physician (which reference shall include in these bylaws reference to dentists and allied health professionals who shall also apply for privileges) prior to granting or renewing professional privileges or association in any capacity with the Hospital;
 - 1. the name of any hospital or facility with which the physician has had any association, employment, privileges or practice and, if such association, employment, privileges or practice have been

suspended, restricted, terminated, curtailed or not renewed, the reasons for such action;

2. the substance of any pending malpractice actions or professional misconduct proceedings in this or any other state and any report made in this regard;
3. any judgment or settlement of any professional malpractice action and any finding of professional misconduct in this or any other state; and
4. any information relative to findings pertinent to violations of patients' rights as set forth in 10 NYCRR § 405.7;

(b) Upon initial application for or renewal of Hospital staff privileges, the receipt of a waiver by the physician of any confidentiality provisions concerning the information set forth in subparagraph (a) above and a sworn statement by the physician that the information is complete, true and accurate.

(c) Prior to granting or renewing privileges or association to any physician or hiring a physician, the Hospital shall request from any hospital with or at which such physician has or had privileges, was associated or was employed during at least the preceding five years the following information concerning the physician:

1. any pending professional misconduct proceedings or any professional malpractice actions in New York or another state;
2. any judgment or settlement of a malpractice action and any finding of professional misconduct in New York or another state; and
3. any information required to be reported by hospitals pursuant to 10 NYCRR § 405.3(e).

(d) Request from the National Practitioner Data Bank or any successor database any information available concerning:

1. payment for the benefit of the physician in settlement of, or in satisfaction of, in whole or in part, a claim or a judgment against the physician for medical malpractice;
2. licensure actions by any medical or professional board relating to the physician;
3. adverse actions affecting clinical privileges of the physician; and
4. other actions or information relevant to the professional competence and conduct of the physician.

(e) The provision by the Hospital, within 45 days, in response to requests from any other hospital or facility performing credentials review for medical staff appointment or reappointment, of information related to the physician's professional practice the Hospital during the prior five years.

(f) The maintenance of a file on each physician granted privileges or otherwise associated with the Hospital which shall contain the information collected pursuant to subparagraphs (a) through (d) above, to be updated at least on a biennial basis, and all other relevant information gathered in accordance with the Hospital's Quality Improvement Program;

(g) A biennial review of credentials, physical and mental capacity and competence in delivering health care services of all clinical staff who are employed or associated with the Hospital, which for physicians shall include a comprehensive review of the information maintained in accordance with subparagraph (f) above.

(h) A procedure for the prompt resolution of grievances by patients or their representatives related to accidents, injuries, treatment and other events that may result in claims of medial malpractice.

(i) Education programs dealing with patient safety, patients' rights, injury prevention, staff responsibility to report professional misconduct, legal aspects of patient care, improved communication with patients and causes of malpractice claims for staff personnel engaged in patient care activities

(j) Continuing education programs for medical staff in their areas of speciality.

Section 9. Medical Affairs Committee: The Medical Affairs Committee shall consist of at least three (3) Board members, one of whom is the chair of Medical Affairs, appointed by the Chairperson of the Board and two (2) Medical Staff members appointed by the President of the Medical Staff. The Vice President for Medical Affairs (Medical Director) shall be an ex-officio non-voting member and shall serve as staff to the Medical Affairs Committee.

The Medical Affairs Committee shall receive, review and make recommendations on Medical Staff appointments and reappointments and the granting, modification or reduction of clinical privileges. Upon review of the Medical Staff Credentials Committee recommendations, quality assurance, and other pertinent hospital data, the Medical Affairs Committee shall make its recommendation to the Board of Directors for action regarding staff appointment, reappointments or privileges.

The monthly minutes of the Medical Affairs Committee will be reviewed by the Quality Improvement Committee to satisfy its oversight responsibilities as cited in the applicable Department of Health Regulations.

Concerns identified by the Medical Affairs Committee will be reported to the Quality Improvement Committee by the Medical Affairs Committee chairperson on an as-needed basis but prior to action by the Board of Directors.

Section 10. Special Committees: Special Committees of the Board or committees of the Corporation consisting of three or more members may be created by the Chairperson, subject to the approval of the Board, for such special tasks as circumstances warrant. At least one member of a committee of the Corporation shall be a director of the Corporation. The committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by action of the Board. Upon completion of the task for which appointed, the committee shall stand discharged.

ARTICLE VII
ADMINISTRATION

Section 1. Appointment of President: The Board shall appoint a qualified President who shall serve at the pleasure of the Board and shall be the Board's representative in the management of the Corporation. The Board shall establish a formal process for the annual employee evaluation of the President by the Executive Committee.

Section 2. Authority and Responsibility of the President The President shall have authority and responsibility to operate the Corporation in all its activities and departments, subject only to the policies and supervision of the Board of Directors and its committees. The specific duties of the President shall include:

- (a) Carrying out all policies established by the Board and advising on the formation of such policies.
- (b) Complying with federal, state, and local regulations.
- (c) Developing and submitting to the Board for approval a plan of organization for the conduct of operations, and recommending changes when necessary or advisable.
- (d) Causing to be prepared an annual budget showing the expected revenue and expenditure as required by the Finance Committee.
- (e) Selecting, employing, controlling, and discharging employees and developing and maintaining personnel policies and practices.
- (f) Maintaining physical properties of the Corporation in good and safe state of repair; provided, however, that no expenditure for repairs or improvements costing more than \$50,000 shall be made without specific authorization of the Board of Directors or its Executive Committee; and provided further, that the President may act in emergency situations upon consultation with the President or his or her designee.

(g) Supervising business affairs to ensure that funds are collected and expended to the best possible advantage.

(h) Maintaining a well defined, organized quality assurance program to objectively and systematically evaluate the quality and appropriateness of patient care, and be responsible for any necessary corrective actions.

(i) Presenting to the Board or its authorized committee periodic reports reflecting the professional services and financial activities of the Corporation and such special reports as may be requested by the Board.

(j) Attending all meetings of the Board and committees thereof.

(k) Serving as the liaison and channel of communication between the Board, Board committees and the Medical Staff, and assisting the Medical Staff with its organization and medico-administrative problems and responsibilities.

(l) Serving as a leader in the community to promote effective and economical working relationships with other health care agencies.

(m) Representing the Corporation and the health care industry to the public served by or related to the Corporation.

(n) Participating in local, state and national professional and institutional associations dedicated to improving personal and institutional competence.

(o) Acting as the duly authorized representative of the Board in all matters in which the Board has not formally designated another person to so act.

(p) Performing such other duties that may be assigned by the Board or are in the best interests of the Corporation.

ARTICLE VIII

MEDICAL STAFF

Section 1. Organization: The Medical Staff shall be comprised of physicians and dentists who are graduates of recognized educational programs and who are duly licensed to practice their profession in the State of New York. The Board shall consider recommendations of the Medical Staff and appoint to the Staff, in numbers consistent with the Corporation's objectives and proper patient care, such physicians and dentists who meet the qualifications for membership set forth in the Medical Staff bylaws. Only practitioners who can document their background, experience, training and demonstrated competence; their adherence to the ethics of their profession; their good reputation and character; and their ability to work harmoniously with others sufficiently to convince the Board that all patients treated by them in the Hospital will receive quality care and that the Hospital and its Medical Staff will be able to operate in an orderly manner, shall be qualified for appointment to the Medical Staff. The word "character" is intended to include the applicant's mental and emotional stability and professional demeanor. The Board must, in addition, delineate each applicant's clinical privileges at the Corporation. The Chief of each Service shall be appointed by the President of the Medical Staff, subject to approval by the Board of Directors of Corporation.

Section 2. Appointment:

(a) All applications for appointment to the Medical Staff shall be in writing and addressed to the President of the Corporation. The application shall require detailed information concerning the applicant's education, licensure, professional competence and ethical character, as prescribed more fully in the Medical Staff bylaws. Upon receiving an application, the Hospital shall request from outside sources, as necessary, all relevant information of documentation as prescribed more fully in the Medical Staff bylaws and these bylaws.

(b) Each applicant for initial appointment shall be first reviewed by the Credentials Committee before the Executive Committee of the Medical Staff considers the application, in accordance with the procedures and criteria set forth in the bylaws of the Medical Staff. The Executive Committee of the Medical Staff shall present recommendations with respect to each application to the Board for action.

(c) Each appointment to the Medical Staff shall be for a period of not longer than two years or until the end of the Corporation's second fiscal year after such appointment, whichever occurs first. All appointments must be reviewed and may be renewed every two years by the Board upon recommendation of the Medical Staff.

(d) When the application for any person for initial appointment to the Medical Staff is rejected, or when an appointment is not renewed, or when privileges have been or are proposed to be reduced, altered, suspended or terminated, the applicant or Medical Staff member shall be afforded an opportunity for a hearing and appellate review before the appropriate bodies, whose recommendations shall be considered by the Board prior to taking final action. Such hearings shall be conducted in accordance with procedures adopted by the Board consistent with those set forth in the Medical Staff bylaws, so as to ensure due process and to afford full opportunity for the presentation of all pertinent information. The Board shall have final authority in making Medical Staff appointments and reappointments, and in granting clinical privileges to Medical Staff members.

(e) No member of the Medical Staff shall be eligible to join or remain on the Medical Staff (except as a member of the Honorary Staff) unless he or she has currently effective professional malpractice liability insurance coverage, minimum of \$1,000,000 (per claim), with a company licensed or approved in New York State. Medical Staff applicants and members shall submit annually a certificate of insurance that verifies compliance within five business days after receiving a written request from the President or an officer of the Corporation for such information. The certificate shall provide that the Corporation shall

receive notice 30 days in advance of any termination or failure to renew the required insurance coverage. Discontinuance or lapse of the required insurance coverage shall be grounds for immediate suspension of Medical Staff privileges by the President.

Section 3. Duties of the Medical Staff: The Medical Staff shall be responsible for the quality of medical care in the Hospital, subject to the ultimate authority of the Board of Directors. Among the duties of the Medical Staff are:

- (a) To assure that all patients admitted to or treated at the Hospital receive appropriate and quality health care.
- (b) To conduct an ongoing review and evaluation of the quality of each practitioner's professional performance in the Hospital, and to recommend the delineation of clinical privileges of each practitioner at the Hospital based upon such approval.
- (c) To provide a cooperative professional relationship among the Medical Staff, the Board and the Hospital administration through which issues concerning the Staff and Hospital may be discussed.
- (d) To provide an appropriate educational setting that will maintain scientific standards and that will lead to continuous advancement in professional knowledge and skill, and to participate in continuing education activities as prescribed in the Medical Staff bylaws.
- (e) To establish and maintain high professional and ethical standards.
- (f) As more fully set forth in Section 4 of this Article, to develop and maintain bylaws, rules and regulations for the appointment, reappointment, delineations of privileges and self-government of the Staff.
- (g) To make recommendations to the Board of Directors concerning:
 - (1) appointments, reappointments and other changes in Staff status; pursuant to defined, written criteria;
 - (2) granting of clinical privileges;
 - (3) disciplinary action;

- (4) all matters relating to professional competency;
- (5) the mechanisms for review of credentials, delineation of clinical privileges and termination of membership;
- (6) fair-hearing procedures;
- (7) structure of the Medical Staff; and
- (8) such specific matters as may be referred to the Medical Staff by the Board of Directors.

Each member of the Medical Staff shall have appropriate authority and responsibility for the care of his or her patients, subject to such limitations as are contained in these bylaws, and in the bylaws, rules and regulations of the Medical Staff, and subject to any limitations attached to the practitioner's appointment.

Section 4. Bylaws: The Medical Staff shall adopt bylaws, rules and regulations, and periodic amendments thereto as necessary, which set forth its organization and function, and which are consistent with these bylaws, and the policies and objectives of the Board of Directors, and with applicable legal and regulatory requirements. Medical Staff bylaws, rules and regulations shall be subject to, and effective upon, approval by the Board of Directors and the Medical Staff.

Members of the Medical Staff shall subscribe to and agree to be governed by all the bylaws, rules, regulations and policies of the Medical Staff and the Corporation and the requirements and ethical standards established by the medical specialty to which the member belongs.

Section 5. Performance and Reviews (Quality Improvement): The Board of Directors will ensure that the necessary administrative assistance is provided to facilitate the regular comprehensive peer analysis of the clinical practice and utilization review activities of the Hospital. The Board of Directors will be kept advised of recommendations ensuing from the activity, including potential for improved patient care and solutions to identified problems. The Board of Directors has overall responsibility for the conduct of the Hospital in making available high quality patient care.

ARTICLE IX
AUXILIARY ORGANIZATIONS

Section 1. Organization: Auxiliary organizations formed for the benefit of the Corporation shall be approved by the Board of Directors of the Corporation and shall function under the auspices of the Board as represented by the President.

Section 2. Bylaws: Auxiliary groups will be governed by their bylaws, which shall become effective only after approval by the Board of Directors of the Corporation.

ARTICLE X
INDEMNIFICATION AND INSURANCE

Section 1. Authorized Indemnification: Unless clearly prohibited by law or Section 2 of this Article X, the Corporation shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a director or officer of the Corporation, or (b) in addition is serving or served, in any capacity, at the request of the Corporation, any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

Section 2. Prohibited Indemnification: The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors in good faith determined, that such person's acts were committed in bad faith, or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 3. Advancement of Expenses: The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement or expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article X. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated, unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4. Indemnification of Others: Unless clearly prohibited by law or Section 2 of this Article X, the Board of Directors may approve Corporation indemnification as set forth in Section 1 of this Article X or advancement of expenses as set forth in Section 3 of this Article X, to a person (or the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 5. Determination of Indemnification: Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if

indemnification has not been ordered by a court, the Board of Directors shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these bylaws. Before indemnification can occur, the Board of Directors must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article X. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these bylaws.

Section 6. Binding Effect: Any person entitled to indemnification under these bylaws has a legally enforceable right to indemnification which cannot be abridged by amendment of these bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7. Insurance: The Corporation is not required to purchase directors' and officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article X or operation of law, and it may insure directly the directors, officers, employees or volunteers of the Corporation for liabilities against which they were not entitled to indemnification under this Article X as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

Section 8. Nonexclusive Rights: The provisions of this Article X shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Corporation with any director, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article X, subject in all cases to the limitations of Section 2 of this Article X.

ARTICLE XI
FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE XII
CORPORATE SEAL

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, New York". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise.

ARTICLE XIII
RULES OF ORDER AND BYLAW CHANGES

Section 1. Rules of Order: Meetings of the Board shall be governed by Robert's Rules of Order, except where they are inconsistent with the provisions of these bylaws or applicable New York laws.

Section 2. Bylaw Changes: The Board of Directors shall have the power to make, alter, and repeal the bylaws of the Corporation by affirmative vote of two-thirds of the entire Board of Directors at any duly organized meeting of the Board, provided that a full presentation of such proposed amendment(s) shall have been included in the notice of the meeting.

Section 3. Bylaw Review: The bylaws shall be reviewed on an annual basis three months prior to the Annual Meeting. The review will be the responsibility of the Governance Committee.

PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS

OF

LAKESIDE MEMORIAL HOSPITAL, INC.

The Board of Directors of Lakeside Memorial Hospital, Inc. (the “Corporation”) has considered the advisability of voluntarily dissolving the Corporation and has determined that dissolution is in the best interest of the Corporation.

1. The assets of the Corporation are as follows (all amounts are approximate):

\$250,000 in cash; and

\$1,111,400 receivable from Lakeside-Beikirch Care Center, Inc.

2. The liabilities of the Corporation are as follows (all amounts are approximate):

\$6,042,000 due to various vendors;

\$1,656,800 due to KeyBank, as successor in interest to First Niagara; and

\$644,000 due to the New York State Department of Labor.

3. The organization proposed to receive any assets of the Corporation remaining after the payment of liabilities as directed by the Office of the Attorney General and/or the New York State Supreme Court is Lakeside Foundation, Inc. (the “Foundation”), a charitable organization engaged in activities consistent with the Corporation’s activities.

4. Attached as Exhibit A are the following Foundation:

- a. Certificate of Incorporation, with all amendments;
- b. Most recent Form 990 filing, covering fiscal year 2022, and internally-prepared financial statements through October 31, 2023;
- c. An affidavit from an officer of the Foundation stating the purposes of the Foundation, that it is currently exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, as amended that it is up to date in

its registration and annual financial filings with the Charities Bureau, and if restricted assets are being transferred, a statement that those assets will be held in accordance with any restrictions.

5. In addition to the approval of the Supreme Court, the consent of the New York Department of Health is required and a copy of same will be attached to the Verified Petition submitted to the Supreme Court.

6. Within two hundred seventy (270) days after the date on which the Supreme Court approves the Plan, the Corporation shall carry it out. After the Plan is carried out, if deemed necessary by the Court, a Certificate of Dissolution shall be signed by an authorized officer or director of the Corporation and all required approvals shall be attached thereto.

Date: _____, 202__

Patricia Hayles, Board Chairperson

EXHIBIT A

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
May 17, 2019.

A handwritten signature in black ink that reads "Whitney Clark". The signature is written in a cursive style with a large, stylized 'W' and 'C'.

Whitney Clark
Deputy Secretary of State for Business and
Licensing Services

CERTIFICATE OF INCORPORATION

OF

LAKESIDE 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 LAKESIDE FOUNDATION, INC.

2. The Corporation is a corporation, as defined in subparagraph (a)(5) 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 soliciting, receiving and maintaining a fund or funds of property, both real and personal, to use and apply the income therefrom and the principal thereof exclusively for the benefit of Lakeside Memorial Hospital, Inc., Lakeside-Beikirch Nursing Home, Inc., Lakeside Residential Facilities, Inc. and Lakeside Health System, Inc. and any supporting organizations operating for their benefit (provided, in each case, that such organization is qualified under Section 501(c)(3) of the Internal Revenue Code), thereby to assist the charitable purpose of these organizations in providing for the physical needs and general well-being of citizens in the area of Brockport, New York.

4. Nothing herein contained shall authorize the Corporation to establish or operate a hospital or to provide hospital service or health-related service or to operate a certified home health agency, a hospice, or a health maintenance organization or to provide a comprehensive health services plan as described in Articles 28, 36, 40 and 44, respectively, of the Public Health Law.

C062688

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5. (a) No part of the net earnings of the corporation shall inure to the benefit of any member (other than an organization qualified under Section 501(c)(3) of the Internal Revenue Code of 1986), trustee, 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. No member (other than an organization qualified under Section 501(c)(3) of the Internal Revenue Code of 1986), 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.

(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 Internal Revenue Code Section 501(h). The Corporation shall not participate or intervene, by any means 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, or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986. The Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law).

(d) 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 the organizations identified in Paragraph 3 of this Certificate of Incorporation which are then qualified under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law). Should no such organization then

qualify, such distribution shall be made to other organizations which qualify under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) 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.

6. The office of the Corporation in the State of New York shall be located in the County of Monroe.

7. The names and addresses of the initial directors of the Corporation are:

Name	Address
Ted D. Anders, Ph.D	Director of Planning & Development Lakeside Memorial Hospital 165 West Avenue Brockport, NY 14420
Sally Becht	Tri-County Advertiser 15 Main Street Brockport, NY 14420
Shirley Donaher	157 Hollybrook Drive Brockport, NY 14420
Mary Duryea	3900 Lake Road Brockport, NY 14420
Susan Exford	Administrative Vice President Kleen-Brite Laboratory, Inc. 200 State Street Brockport, NY 14420
Ted Habgood	Vice President Chase Lincoln First Bank 56 Main Street Brockport, NY 14420

Robert W. Harris

Chief Executive Officer
Lakeside Memorial Hospital
165 West Avenue
Brockport, NY 14420

Harry Keeley

Vice President, Finance
Kleen-Brite Laboratory,
Inc.
200 State Street
Brockport, NY 14420

Thomas Linton

Business Development
Officer
Marine Midland Bank
4617 Lake Road, South
Brockport, NY 14420

Chris McLaughlin

Regional Executive
Marine Midland Bank
One Marine Midland Plaza
Rochester, NY 14604

Kevin C. Nacy

Director of Finance
Lakeside Memorial Hospital
165 West Avenue
Brockport, NY 14420

Joseph Remington

Vice President
Comstock-Michigan Fruit Co.
1 Fishers Road
Pittsford, NY 14534

Susan S. Robfogel, Esq.

Nixon, Hargrave, Devans &
Doyle
Lincoln First Tower
P.O. Box 1051
Rochester, NY 14603

Frances Sansocie

6 Coleman Creek Road
Brockport, NY 14420

Richard Thompson

Vice President
Barclay & Fowler Oil Co.
500 Holley Street
Brockport, NY 14420

Benson Zoghlin, M.D.

279 East Avenue
Hilton, NY 14468

8. 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:

c/o President
Lakeside Memorial Hospital
West Avenue
Brockport, New York 14420

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has signed this certificate this 14th day of April, 1989 and hereby affirms the truth of the statements contained herein under penalty of perjury.

Kevin C. Nacy
Kevin C. Nacy, Incorporator

Address:
Lakeside Memorial Hospital
156 West Avenue
Brockport, New York 14420

STATE OF NEW YORK
SUPREME COURT

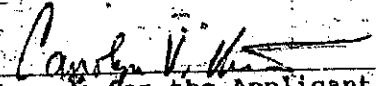
COUNTY OF MONROE

In the Matter of an Application for the :
Approval of the Certificate of Incorporation: NOTICE
of Lakeside Foundation Inc., a : OF
Not-for-Profit Corporation : APPLICATION

To the Attorney General of the State of New York:

PLEASE TAKE NOTICE that the annexed Certificate of Incorporation will be presented to a Justice of the Supreme Court of the State of New York for the Judicial District in which the office of the Corporation is to be located, for the approval required by Section 404 (a) of the Not-for-Profit Corporation Law.

NIXON, HARGRAVE, DEVANS & DOYLE

By 
Attorney for the Applicant
Lincoln First Tower
P.O. Box 1051
Rochester, New York 14603

Dated: 4/18/99

To: Mr. Richard S. Redlo
Assistant Attorney General
State of New York
Department of Law
Albany, NY 12224



STATE OF NEW YORK
DEPARTMENT OF LAW
ALBANY 12224

ROBERT ABRAMS
ATTORNEY GENERAL

JAMES G. McSHARRON
DEPUTY FIRST ASSISTANT
ATTORNEY GENERAL

Telephone: (518) 473-3683

April 20, 1989

William M. Irish
Empire Corporate Services
284 State St.
Albany, NY 12210

Dear Mr. Irish:

RE: LAKESIDE FOUNDATION, INC.

Due and timely service of the notice of application for the approval of the proposed certificate of incorporation of the above-entitled organization is hereby admitted.

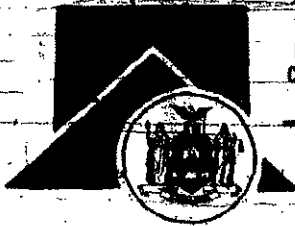
The Attorney General does not intend to appear at the time of application.

Very truly yours,

ROBERT ABRAMS
Attorney General

[Signature]
RICHARD S. REDLO
Assistant Attorney General

7



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

PUBLIC HEALTH COUNCIL

September 25, 1989

Ms. Carolyn V. Kent
Nixon, Hargrave, Devans & Doyle
Attorneys and Counselors at Law
Lincoln First Tower
Post Office Box 1051
Rochester, NY 14603

Re: Certificate of Incorporation of Lakeside Foundation, Inc.

Dear Ms. Kent:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 22nd day of September, 1989, I hereby certify that the Public Health Council consents to the filing of the Certificate of Incorporation of Lakeside Foundation, Inc., dated April 17, 1989.

Sincerely,

Karen S. Westervelt

Karen S. Westervelt
Executive Secretary

STATE OF NEW YORK
SUPREME COURT

COUNTY OF MONROE

In the Matter of an Application for Approval
of Certificate of Incorporation of
Lakeside Foundation, Inc., pursuant
to the Not-for-Profit Corporation Law.

APPROVAL OF
CERTIFICATE OF
INCORPORATION
BY JUSTICE OF THE
SUPREME COURT

The undersigned, a Justice of the Supreme Court of the
State of New York for the Seventh Judicial District, in which
the office of the Corporation is to be located, hereby approves
the foregoing Certificate of Incorporation of Lakeside
Foundation, Inc. and consents that the same be filed.

Dated:

October 2, 1989

Rockville, N.Y.

William J. Paton
Hon. William J. Paton
Justice of the Supreme Court

-10

0062688

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 06 1989

AMT. OF CHECK \$ 20
FILING FEE \$ 20
TAX \$
COUNTY FEE \$
COPY \$
CERT \$
RECORD \$
SPEC HANDLE \$

BY: *[Signature]*
T440B

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X

CERTIFICATE OF INCORPORATION
OF
LAKESIDE FOUNDATION, INC.

Oct 5 11 10 AM '89

Under Section 402 of the Not-For-Profit Corporation Law

156937
BILLED

CVK

Nixon, Hargrave, Devans & Doyle

Lincoln First Tower
Post Office Box 1031
Rochester, N.Y. 14603

716-846-8000

E

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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
May 17, 2019.

A handwritten signature in cursive script that reads "Whitney Clark".

Whitney Clark
Deputy Secretary of State for Business and
Licensing Services

F 060315000

112

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
LAKESIDE FOUNDATION, INC.**

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

The undersigned, being the Chairperson of the Board of Directors and Secretary of Lakeside Foundation, Inc., ("the Corporation"), respectively, in order to amend the Corporation's Certificate of Incorporation, certify that:

FIRST: The name of the Corporation is Lakeside Foundation, Inc. The Corporation was formed under the name of Lakeside Foundation, Inc.

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on October 6, 1989, 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 with members, and after the amendment of its Certificate effected herein, the Corporation shall be a Type B corporation with members under Section 201.

FOURTH: The Certificate of Incorporation is hereby amended to effect 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 exclusive for the charitable purpose of soliciting, receiving and maintaining a fund or funds of property, both real and personal, to use and apply the income therefrom and the principal thereof for the benefit of Lakeside Memorial Hospital, Inc., Lakeside-Beikirch Nursing Home, Inc., Lakeside Residential Facilities, Inc. and Lakeside Health System, Inc. and any supporting organizations operating for their benefit (provided, in each case, that such organization is qualified under Section 501(c)(3) of the Internal Revenue Code), thereby to assist the charitable purpose of these organizations in providing for the physical needs and general well-being of citizens in the area of Brockport, New York."

(b) Paragraph 3 is deleted in its entirety and amended to read as follows:

"3. The Corporation is formed and shall be operated exclusively for the charitable purposes to solicit, receive and maintain a fund or funds of property, both real and personal, to use and apply the income there from and the principal thereof exclusively for the benefit of Lakeside Memorial Hospital, Inc., Lakeside Beikirch Care Center, Inc., Lakeside Day Care, Inc., and Lakeside Health System, Inc. and any supporting organizations operating for their benefit (provided, in each case, that such organization is qualified

- 2 -

under Section 501(c)(3) of the Internal Revenue Code), thereby to assist the charitable purpose of these organizations in providing for the physical needs and general well-being of citizens in the area of Brockport, New York."

FIFTH: This amendment of the Certificate of Incorporation was authorized by vote of a majority of the entire Board of Directors at a meeting duly held on November 1, 2005 and by resolution adopted by the sole member on November 1, 2005.

SIXTH: 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:

Lakeside Foundation, Inc.
156 West Avenue
Brockport, New York 14420

IN WITNESS WHEREOF, we have made and subscribed this certificate and hereby affirm under the penalties of perjury that its contents are true this 1st day of November, 2005.



Name: John M. Bansbach
Title: Chairperson of the Board of Directors



Name: Mary Ann Thorpe
Title: Secretary

MAR. 13. 2006 11:31AM

LIBERTY

NO. 008 P. 6



STATE OF NEW YORK DEPARTMENT OF HEALTH

Corning Tower

The Governor Nelson A. Rockefeller Empire State Plaza

Albany, New York 12237

Antonio C. Novello, M.D., M.P.H., Dr.P.H.
Commissioner

Dennis P. Whalen
Executive Deputy Commissioner

March 9, 2006

Ms. Gina Carney
Liberty Corporate Services
P. O. Box 446
Nassau, New York 12123

Re: Certificate of Amendment of the Certificate of Incorporation of Lakeside Foundation, Inc.

Dear Ms. Carney:

The above referenced certificate of amendment, dated November 1, 2005 and signed by John M. Bansbach and Mary Ann Thorpe, does not require the formal approval of the Public Health Council or the Commissioner of Health under either the Public Health Law or the Not-for-Profit Corporation Law, since the certificate neither changes the corporation's name nor amends substantively the corporation's purposes under Article 28 of the Public Health Law.

The Department of Health does not object to the certificate being filed with the Department of State.

Sincerely,

A handwritten signature in black ink, appearing to read 'Michael M. Stone'.

Michael M. Stone
Assistant Counsel
Bureau of House Counsel

MAR. 13. 2006 11:31AM

LIBERTY

NO. 008 P. 7

The undersigned, FRANCIS A. AFFRONTI, a Justice of the Supreme Court of the State of New York for the Seventh Judicial District, in which the office of the Corporation is to be located, hereby approves the foregoing Certificate of Amendment of the Certificate of Incorporation of Lakeside Foundation, Inc. and consents that the same be filed.

[Signature] Dated: Feb. 2, 2006

[Signature]
Justice, Supreme Court

THE ATTORNEY GENERAL HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL APPROVAL
HEREON, ACKNOWLEDGES RECEIPT OF
STATUTORY NOTICE AND DEMANDS SERVICE
OF THE FILED CERTIFICATE, AND NO OBJECTION
IS CONDITIONED ON SUBMISSION OF THE
MATTER TO THE COURT WITHIN 90 DAYS HEREAFTER.

[Signature]
ASSISTANT ATTORNEY GENERAL

1-26-2006
DATE

MAR. 13. 2006 11:31AM

LIBERTY

NO. 008 P. 8

F 060315000

112

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
LAKESIDE FOUNDATION, INC.**

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

1 CC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

MAR 15 2006

TAXES

BY: Bz

LCS
DRAWDOWN - #AL

Filed by:

Nixon Peabody LLP
1300 Clinton Square
Rochester, New York 14603

MONROE

Customer Ref. # 9334

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
May 17, 2019.

A handwritten signature in cursive script, appearing to read "Whitney Clark".

Whitney Clark
Deputy Secretary of State for Business and
Licensing Services

171027000 *ch*

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
LAKESIDE FOUNDATION, INC.**

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

The undersigned, being the Chairperson of the Board of Directors of Lakeside Foundation, Inc. (the "Corporation"), in order to amend the Corporation's Certificate of Incorporation, certifies that:

FIRST, the name of the Corporation is Lakeside Foundation, Inc. The Corporation was formed under the name of Lakeside Foundation, Inc.

SECOND, the Certificate of Incorporation was filed by the Department of State of the State of New York on October 6, 1989, under Section 402 of the Not-for-Profit Corporation Law, and amended by Certificate of Amendment to the Certificate of Incorporation of the Corporation filed by the Department of State of the State of New York on March 13, 2006, under Section 803 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 charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

FOURTH, the Certificate of Incorporation is hereby amended to effect the following:

a. To amend Paragraph 3 relating to the purpose of the Corporation, presently reading in its entirety as follows:

"3. The Corporation is formed and shall be operated exclusively for the charitable purposes to solicit, receive and maintain a fund or funds of property, both real and personal, to use and apply the income therefrom and the principal thereof exclusively for the benefit of Lakeside Memorial Hospital, Inc., Lakeside Beikirch Care Center, Inc., Lakeside Day Care, Inc., and Lakeside Health System, Inc. and any supporting organizations operating for their benefit (provided, in each case, that such organization is qualified under Section 501(c)(3) of the Internal Revenue Code), thereby to assist the charitable purpose of these organizations in providing for the physical needs and general well-being of citizens in the area of Brockport, New York."

b. Paragraph 3 is deleted in its entirety and amended to read as follows:

"3. The Corporation is formed and shall be operated exclusively for the charitable purposes to solicit, receive and maintain a fund or funds of property, both real and personal, to use and apply the income therefrom and the principal thereof exclusively for the benefit of organizations providing health care and other health-related services (provided in each case, that such organization is qualified under Section 501(c)(3) of the Internal Revenue Code), thereby to assist the charitable

purpose of such organizations in providing for the physical needs and general well-being of citizens in the area of Brockport, New York."

FIFTH, this Amendment of the Certificate of Incorporation was authorized by a vote of a majority of the entire Board of Directors.

SIXTH, 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:

Lakeside Foundation, Inc.
170 West Avenue
Brockport, New York 14420

IN WITNESS WHEREOF, we have made and subscribed this certificate and hereby affirm under the penalties of perjury that its contents are true this 2 of October 2017.


Name: Patricia Hayles
Title: Board Chair



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF REGIONAL OFFICES
ROCHESTER REGIONAL OFFICE

The Attorney General hereby approves pursuant to N-PCL §804(a)(ii)(A) the Certificate of Amendment of Lakeside Foundation, Inc., to which this approval is annexed. This approval is conditioned on submission of the Certificate of Amendment to the Department of State for filing within sixty (60) days hereof. Demand is hereby made for a copy of the filed certificate.

Dated: October 23, 2017.

ERIC T. SCHNEIDERMAN,
ATTORNEY GENERAL OF
THE STATE OF NEW YORK

By: 

Audrey Cooper,

Assistant Attorney General
New York State Department of Law
Rochester Regional Office
144 Exchange Boulevard, Suite 200
Rochester, New York 14614

. call

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
LAKESIDE FOUNDATION, INC.**

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

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2017 OCT 27 PM 2:51

(a)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED OCT 27 2017
TAX S
NY. *[Signature]*

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**LCS
DRAWDOWN - #AL**

Filed by:
Edward H. Townsend, Esq.
Harter Secrest & Emery LLP
1600 Bausch & Lomb Place
Rochester, New York 14604-2711

Customer Ref.# 73927

487

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022Open to Public
Inspection**A** For the 2022 calendar year, or tax year beginning

and ending

B Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization

LAKESIDE FOUNDATION INC

Doing business as

Number and street (or P.O. box if mail is not delivered to street address)

4107 LAKE ROAD N

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

BROCKPORT, NY 14420

F Name and address of principal officer: PATRICIA HAYLES

SAME AS C ABOVE

D Employer identification number

16-1374547

E Telephone number

(585) 395-6095

G Gross receipts \$ 62,310.**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: WWW.LAKESIDEHEALTH.COM**H(c)** Group exemption number**K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other**L** Year of formation: 1989 **M** State of legal domicile: NY**Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: GENERATE FINANCIAL SUPPORT FOR THE BENEFIT OF ORGANIZATIONS PROVIDING HEALTH CARE AND OTHER		
	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	7
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	7
	5	Total number of individuals employed in calendar year 2022 (Part V, line 2a)	5	0
	6	Total number of volunteers (estimate if necessary)	6	0
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	b	Net unrelated business taxable income from Form 990-T, Part I, line 11	7b	0.
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	0.	0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	156,921.	62,310.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	0.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	156,921.	62,310.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	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)	0.	0.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25)	0.	
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	16,822.	15,708.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	16,822.	15,708.
	19	Revenue less expenses. Subtract line 18 from line 12	140,099.	46,602.
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	1,825,916.	1,553,130.
	22	Net assets or fund balances. Subtract line 21 from line 20	12,500.	0.
			1,813,416.	1,553,130.

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	Date			
	PATRICIA HAYLES, BOARD CHAIR				
	Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	KELLEY DEMONTE		11/09/23		P01382609
	Firm's name	BONADIO & CO., LLP	Firm's EIN	16-1131146	
	Firm's address	171 SULLY'S TRAIL PITTSFORD, NY 14534	Phone no. (585) 381-1000		

May the IRS discuss this return with the preparer shown above? See instructions

☒ Yes ☐ No

232001 12-13-22

LHA For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2022)

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

☒ X

1 Briefly describe the organization's mission:

GENERATE FINANCIAL SUPPORT FOR THE BENEFIT OF ORGANIZATIONS PROVIDING HEALTH CARE AND OTHER HEALTH-RELATED SERVICES, THEREBY TO ASSIST THE CHARITABLE PURPOSE OF EACH ORGANIZATIONS IN PROVIDING FOR THE PHYSICAL NEEDS AND GENERAL WELL-BEING OF CITIZENS IN THE AREA OF BROCKPORT, NEW

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 \$ 12,789. including grants of \$) (Revenue \$)

LAKESIDE FOUNDATION'S PURPOSE IS TO SOLICIT, RECEIVE AND MAINTAIN FUNDS EXCLUSIVELY FOR THE BENEFIT OF ORGANIZATIONS PROVIDING HEALTH CARE AND OTHER HEALTH-RELATED SERVICES IN THE AREA OF BROCKPORT, NEW YORK.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe on Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 12,789.

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)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? See instructions	2	X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	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? <i>If "Yes," complete Schedule C, Part II</i>	4	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 Rev. Proc. 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	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? <i>If "Yes," complete Schedule D, Part I</i>	6	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? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	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? <i>If "Yes," complete Schedule D, Part IV</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi endowments? <i>If "Yes," complete Schedule D, Part V</i>	10 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? <i>If "Yes," complete Schedule D, Part VI</i>	11a	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? <i>If "Yes," complete Schedule D, Part VII</i>	11b	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? <i>If "Yes," complete Schedule D, Part VIII</i>	11c	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? <i>If "Yes," complete Schedule D, Part IX</i>	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11e	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)? <i>If "Yes," complete Schedule D, Part X</i>	11f	X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	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? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	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? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	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? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	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? <i>If "Yes," complete Schedule G, Part I. See instructions</i>	17	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? <i>If "Yes," complete Schedule G, Part II</i>	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
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? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	X

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 2? 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 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) 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 the Schedule L, Part IV, instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? If "Yes," complete Schedule L, Part IV		X
b A family member of any individual described in line 28a? If "Yes," complete Schedule L, Part IV		X
c A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? 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 on Schedule O for Part VI, lines 11b and 19?	X	

Note: All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck 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 on 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?		

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?	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 on 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	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
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 4966?	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 on 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 the 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
17 Section 501(c)(21) organizations. Did the trust, or any disqualified or other person engage in any activities that would result in the imposition of an excise tax under section 4951, 4952 or 4953? If "Yes," complete Form 6069.	17	

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 on 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**

	1a	1b	2	3	4	5	6	7a	7b	8a	8b	9	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	7													
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 on Schedule O.														
b Enter the number of voting members included on line 1a, above, who are independent		7												
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, 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 on Schedule O														X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	10a	10b	11a	12a	12b	12c	13	14	15a	15b	16a	16b	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 on 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 on 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 on 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 on Schedule O)

19 Describe on 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

PATRICIA HAYLES - 585-637-8340

4107 LAKE ROAD, BROCKPORT, NY 14420

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 within 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 the 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, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and 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.

See the instructions for the order in which to list the persons above.

☒ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

[illegible]

Part VII	Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees <i>(continued)</i>
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(A) Name and title	(B) Average hours per week (list any hours for related organizations below 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/ 1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/ 1099-NEC)	(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			
1b Subtotal								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								0.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization

3 Did the organization list any **former** officer, director, trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4		X
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization	0	

Part VIII Statement of RevenueCheck 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	1g	\$			
	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)			27,748.		27,748.
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
			(i) Real	(ii) Personal			
	6 a	Gross rents	6a				
	b	Less: rental expenses	6b				
	c	Rental income or (loss)	6c				
	d	Net rental income or (loss)					
	7 a	Gross amount from sales of assets other than inventory	7a	(i) Securities	(ii) Other		
				34,562.			
	b	Less: cost or other basis and sales expenses	7b		0.		
	c	Gain or (loss)	7c		34,562.		
	d	Net gain or (loss)			34,562.		34,562.
	8 a	Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	8a				
	b	Less: direct expenses	8b				
c	Net income or (loss) from fundraising events						
9 a	Gross income from gaming activities. See Part IV, line 19	9a					
b	Less: direct expenses	9b					
c	Net income or (loss) from gaming activities						
10 a	Gross sales of inventory, less returns and allowances	10a					
b	Less: cost of goods sold	10b					
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue	11 a			Business Code			
	b						
	c						
	d All other revenue						
	e	Total. Add lines 11a-11d					
12	Total revenue. See instructions				62,310.	0.	0.
							62,310.

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				
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 (nonemployees):				
a Management				
b Legal				
c Accounting	2,105.		2,105.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	12,789.	12,789.		
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	564.		564.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a MISC EXPENSE	250.		250.	
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	15,708.	12,789.	2,919.	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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck 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		1	
	2 Savings and temporary cash investments	203,205.	2	188,667.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		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	1,622,711.	11	1,364,463.
	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		15	
16 Total assets. Add lines 1 through 15 (must equal line 33)	1,825,916.	16	1,553,130.	
Liabilities	17 Accounts payable and accrued expenses	12,500.	17	0.
	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 any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		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	12,500.	26	0.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	87,557.	27	72,043.
	28 Net assets with donor restrictions	1,725,859.	28	1,481,087.
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	1,813,416.	32	1,553,130.
33 Total liabilities and net assets/fund balances	1,825,916.	33	1,553,130.	

Form 990 (2022)

Part XI Reconciliation of Net AssetsCheck 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	62,310.
2	Total expenses (must equal Part IX, column (A), line 25)	2	15,708.
3	Revenue less expenses. Subtract line 2 from line 1	3	46,602.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	1,813,416.
5	Net unrealized gains (losses) on investments	5	-306,888.
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 on Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	1,553,130.

Part XII Financial Statements and ReportingCheck 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 checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain on 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 on 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 Uniform Guidance, 2 C.F.R. Part 200, Subpart F? _____	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 on Schedule O and describe any steps taken to undergo such audits _____	3b	

Form 990 (2022)

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.

OMB No. 1545-0047

2022

Open to Public Inspection

Name of the organization

LAKE SIDE FOUNDATION INC

Employer identification number

16-1374547

Part I	Reason for Public Charity Status. (All organizations must complete this part.) See instructions.
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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).)
- 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 **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 on 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 _____
- 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 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) 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) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	237,972.					237,972.
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	237,972.					237,972.
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.						237,972.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
7 Amounts from line 4	237,972.					237,972.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	9,060.	20,615.	53,612.	26,238.	27,748.	137,273.
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						375,245.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First 5 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 2022 (line 6, column (f), divided by line 11, column (f))	14	63.42	%
15 Public support percentage from 2021 Schedule A, Part II, line 14	15	73.00	%
16a 33 1/3% support test - 2022. 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 - 2021. 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 - 2022. 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 - 2021. 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) 2022

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) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(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) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(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 on 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 5 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 2022 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2021 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2022 (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from 2021 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2022. 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 - 2021. 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 box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, 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 lines 3b and 3c 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 box 12a or 12b in Part I, answer lines 4b and 4c 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 lines 5b and 5c 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).		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? If "Yes," complete Part I of Schedule L (Form 990).		
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 on 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 on 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 on lines 11b and 11c below, the governing body of a supported organization?	11a	
b A family member of a person described on line 11a above?	11b	
c A 35% controlled entity of a person described on line 11a or 11b above? If "Yes" to line 11a, 11b, or 11c, provide detail in Part VI .	11c	

Section B. Type I Supporting Organizations

	Yes	No
1 Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, 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 officers, 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 on line 2, above, 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 governmental entity (see instructions).		
2 Activities Test. Answer lines 2a and 2b 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 on line 2a, above, 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 lines 3a and 3b 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? If "Yes" or "No" 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):		
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 (<i>explain in detail in Part VI</i>):		
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 0.015 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 0.035.	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 0.85 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) 2022

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	1
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3
4	Amounts paid to acquire exempt-use assets	4
5	Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i>)	5
6	Other distributions (<i>describe in Part VI</i>). See instructions.	6
7	Total annual distributions. Add lines 1 through 6.	7
8	Distributions to attentive supported organizations to which the organization is responsive (<i>provide details in Part VI</i>). See instructions.	8
9	Distributable amount for 2022 from Section C, line 6	9
10	Line 8 amount divided by line 9 amount	10

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2022	(iii) Distributable Amount for 2022
1	Distributable amount for 2022 from Section C, line 6		
2	Underdistributions, if any, for years prior to 2022 (reasonable cause required - <i>explain in Part VI</i>). See instructions.		
3	Excess distributions carryover, if any, to 2022		
a	From 2017		
b	From 2018		
c	From 2019		
d	From 2020		
e	From 2021		
f	Total of lines 3a through 3e		
g	Applied to underdistributions of prior years		
h	Applied to 2022 distributable amount		
i	Carryover from 2017 not applied (see instructions)		
j	Remainder. Subtract lines 3g, 3h, and 3i from line 3f.		
4	Distributions for 2022 from Section D, line 7: \$		
a	Applied to underdistributions of prior years		
b	Applied to 2022 distributable amount		
c	Remainder. Subtract lines 4a and 4b from line 4.		
5	Remaining underdistributions for years prior to 2022, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions.		
6	Remaining underdistributions for 2022. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions.		
7	Excess distributions carryover to 2023. Add lines 3j and 4c.		
8	Breakdown of line 7:		
a	Excess from 2018		
b	Excess from 2019		
c	Excess from 2020		
d	Excess from 2021		
e	Excess from 2022		

Schedule A (Form 990) 2022

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.)

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

2022
Open to Public
Inspection

Name of the organization

LAKESIDE FOUNDATION INC

Employer identification number

16-1374547

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 (for example, 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 July 25, 2006, 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 FASB 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 FASB 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 FASB ASC 958 relating to these items:

a Revenue included on Form 990, Part VIII, line 1

b Assets included in Form 990, Part X

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Schedule D (Form 990) 2022

232051 09-01-22

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 make 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 program
 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	1,622,711.	1,452,726.	1,214,182.	855,538.	881,242.
b Contributions					
c Net investment earnings, gains, and losses	-258,248.	169,985.	238,544.	358,644.	-25,704.
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	1,364,463.	1,622,711.	1,452,726.	1,214,182.	855,538.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment 47.0000 %

b Permanent endowment 53.0000 %

c Term 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)		X
3a(ii)		X
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.

Schedule D (Form 990) 2022

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)	
(2)	
(3)	
(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.

(a) Description of liability	(b) Book value
1. (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 FASB 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	
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		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
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	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	

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	
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		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
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	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	

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.

PART V, LINE 4:

THE FOUNDATION'S ENDOWMENT FUND CONSISTS OF TWO DONOR-RESTRICTED FUNDS, ESTABLISHED FOR THE ENDOWMENT FUND. THE CORPUS OF THE ENDOWMENT FUNDS ARE CLASSIFIED AS PERMANENTLY RESTRICTED ON THE STATEMENT OF FINANCIAL POSITION AND ANY EARNINGS THEREON ARE CONSIDERED TEMPORARILY RESTRICTED UNTIL APPROPRIATED FOR EXPENDITURE.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

Attach to Form 990.

Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2022

Open to Public
Inspection

Name of the organization

LAKESIDE FOUNDATION INC

Employer identification number

16-1374547

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?

☒ Yes

☐ No

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.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of noncash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) 2022

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 non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance

Part IV

Supplemental Information. Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

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 Form 990-EZ.
Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2022
Open to Public
Inspection

Name of the organization

LAKESIDE FOUNDATION INC

Employer identification number
16-1374547

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

HEALTH-RELATED SERVICES, THEREBY TO ASSIST THE CHARITABLE PURPOSE OF
EACH ORGANIZATIONS IN PROVIDING FOR THE PHYSICAL NEEDS AND GENERAL
WELL-BEING OF CITIZENS IN THE AREA OF BROCKPORT, NEW YORK.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:
YORK.

FORM 990, PART VI, SECTION B, LINE 11B:

A COPY OF THE 990 IS PROVIDED TO ALL BOARD MEMBERS PRIOR TO FILING THE FORM
990 IS PREPARED IN CONJUNCTION WITH ACCOUNTING FIRM AND MANAGEMENT.

FORM 990, PART VI, SECTION B, LINE 12C:

ANY POTENTIAL CONFLICTS ARE REVIEWED BY THE EXECUTIVE COMMITTEE AND BOARD
OF DIRECTORS AS NECESSARY.

FORM 990, PART VI, SECTION C, LINE 19:

ANY DOCUMENT IS AVAILABLE UPON REQUEST IN THE FOUNDATION OFFICE. A COPY OF
THE ANNUAL YEAR END FINANCIAL STATEMENTS ARE REVIEWED AND PRESENTED TO THE
FINANCE COMMITTEE AND BOARD OF DIRECTORS. ALL OTHER GOVERNING DOCUMENTS ARE
AVAILABLE UPON REQUEST.

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

2022
Open to Public
Inspection

Name of the organization LAKESIDE FOUNDATION INC	Employer identification number 16-1374547
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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
LAKESIDE MEMORIAL HOSPITAL INC - 16-0743068 PO BOX 350 BROCKPORT, NY 14420	THE PRIMARY PURPOSE OF LAKESIDE MEMORIAL HOSPITAL IS TO PROVIDE A FULL RANGE	NEW YORK	501(C)(3)	LINE 3			X
LAKESIDE/BEIKIRCH CARE CENTER INC - 22-2990829, PO BOX 350, BROCKPORT, NY 14420	OPERATE A NURSING HOME AND PROMOTE THE ENHANCEMENT OF HEALTH CARE SERVICES	NEW YORK	501(C)(3)	LINE 11			X
LAKESIDE HEALTH SYSTEM INC - 16-1396374 PO BOX 350 BROCKPORT, NY 14420	LAKESIDE HEALTH SYSTEM INC SERVES AS A PARENT CORPORATION	NEW YORK	501(C)(3)	LINE 12D, III-O			X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2022

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.

[illegible]

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.

[illegible]

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		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		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)			

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII	Supplemental Information
-----------------	---------------------------------

Provide additional information for responses to questions on Schedule R. See instructions.

5:10 PM

Lakeside Foundation, Inc.

Balance Sheet

11/28/23

As of October 31, 2023

Accrual Basis

	Oct 31, 23
ASSETS	
Current Assets	
Checking/Savings	
Five Star Business Checking	83,529.97
Five Star Staff Education MM	97,461.79
Total Checking/Savings	180,991.76
Other Current Assets	
Exeter Account	1,373,219.62
Manning & Napier	9,037.27
Prudential Stock	6,035.04
Total Other Current Assets	1,388,291.93
Total Current Assets	1,569,283.69
TOTAL ASSETS	1,569,283.69
LIABILITIES & EQUITY	
Equity	
Perm. Restricted Net Assets	636,693.07
Temp. Restricted Net Assets	844,393.63
Unrestricted Net Assets	72,042.96
Net Income	16,154.03
Total Equity	1,569,283.69
TOTAL LIABILITIES & EQUITY	1,569,283.69

5:10 PM

11/28/23

Accrual Basis

Lakeside Foundation, Inc.

Profit & Loss

January through October 2023

	Jan - Oct 23
Ordinary Income/Expense	
Expense	
Accounting Fees	0.00
Grants to Nonprofits	7,500.00
Insurance	584.96
Investment Management Fees	12,395.86
Total Expense	20,480.82
Net Ordinary Income	-20,480.82
Other Income/Expense	
Other Income	
Bank Interest Income	162.20
Dividend and Interest Earnings	24,060.24
Realized Gains (Losses)	-182.37
Unrealized Gains (Losses)	12,594.78
Total Other Income	36,634.85
Net Other Income	36,634.85
Net Income	16,154.03

AFFIDAVIT

STATE OF NEW YORK)
COUNTY OF MONROE) ss:

[redacted], being duly sworn, deposes and says:

1. I am the [] of the Lakeside Foundation, Inc. (the "Foundation").
2. The purpose of the Foundation is set forth in its Certificate of Incorporation which is attached hereto.
3. The Foundation is currently exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
4. The Foundation is up to date in its registration and annual financial filings with the New York State Charities Bureau.
5. Attached hereto is financial information showing assets, liabilities and revenues of the Foundation as of October 31, 2023. The financial condition of the Foundation has not materially changed since such date.

Sworn to before me this

_____ day of _____, 202__.

Notary Public

EXHIBIT F

2022 Form 990 Filing

See attached.

Return of Organization Exempt From Income Tax
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.
Go to www.irs.gov/Form990 for instructions and the latest information.

A For the 2022 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization LAKE SIDE MEMORIAL HOSPITAL, INC.		D Employer identification number 16-0743068
	Doing business as		E Telephone number 585-395-6095
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	4107 LAKE ROAD N		G Gross receipts \$ 681.
	City or town, state or province, country, and ZIP or foreign postal code BROCKPORT, NY 14420		
F Name and address of principal officer: PATRICIA HAYLES SAME AS C ABOVE			H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. See instructions H(c) Group exemption number
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: WWW.LAKESIDEHEALTH.COM			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			L Year of formation: 1939 M State of legal domicile: NY

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: <u>ORIGINALLY TO PROVIDE A FULL RANGE OF HOSPITAL/MEDICAL SERVICES TO THE GENERAL PUBLIC; THE</u>		
	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	5
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	5
	5	Total number of individuals employed in calendar year 2022 (Part V, line 2a)	5	0
	6	Total number of volunteers (estimate if necessary)	6	0
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	b Net unrelated business taxable income from Form 990-T, Part I, line 11	7b	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 0.	Current Year 0.
	9	Program service revenue (Part VIII, line 2g)	0.	0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0.	408.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	273.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0.	681.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	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)	0.	0.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25)	0.	0.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	0.	9,932.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	0.	9,932.
Net Assets or Fund Balances	19	Revenue less expenses. Subtract line 18 from line 12	0.	-9,251.
	20	Total assets (Part X, line 16)	Beginning of Current Year 1,483,322.	End of Year 1,474,071.
	21	Total liabilities (Part X, line 26)	7,699,218.	7,699,218.
	22	Net assets or fund balances. Subtract line 21 from line 20	-6,215,896.	-6,225,147.

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		Date	
	PATRICIA HAYLES, BOARD CHAIR			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed PTIN
	KELLEY DEMONTE		11/09/23	P01382609
Use Only	Firm's name	BONADIO & CO., LLP	Firm's EIN	16-1131146
	Firm's address	171 SULLY'S TRAIL PITTSFORD, NY 14534	Phone no. (585) 381-1000	

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☐

- 1 Briefly describe the organization's mission:

LAKESIDE MEMORIAL HOSPITAL WAS CLOSED ON APRIL 30, 2013.

- 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 those 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 \$)
LAKESIDE MEMORIAL HOSPITAL WAS CLOSED ON APRIL 30, 2013.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

- 4d Other program services (Describe on Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

- 4e Total program service expenses

Form 990 (2022)

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? See instructions		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 Rev. Proc. 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 donor-restricted endowments or in 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. See instructions		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?		
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

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 2? 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 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) 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 the Schedule L, Part IV. Instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? If "Yes," complete Schedule L, Part IV		X
b A family member of any individual described in line 28a? If "Yes," complete Schedule L, Part IV		X
c A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? 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 on Schedule O for Part VI, lines 11b and 19?	X	

Note: All Form 990 filers are required to complete Schedule O.

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck 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 on 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?		

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?	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 on 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	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
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 4966?	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 on 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 the 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
17 Section 501(c)(21) organizations. Did the trust, or any disqualified or other person engage in any activities that would result in the imposition of an excise tax under section 4951, 4952 or 4953? If "Yes," complete Form 6069.	17	

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 on 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**

	1a	1b	2	3	4	5	6	7a	7b	8a	8b	9	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	5													
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 on Schedule O.														
b Enter the number of voting members included on line 1a, above, who are independent		5												
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?			2											X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?				3										X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?					4									X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?						5								X
6 Did the organization have members or stockholders?							6							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?								7a						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?									7b					X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:										8a	X			
a The governing body?														
b Each committee with authority to act on behalf of the governing body?										8b	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 on Schedule O.												9		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	10a	10b	11a	11b	12a	12b	12c	13	14	15a	15b	16a	16b	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a														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?		10b													
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?			11a	X											
b Describe on 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					12a	X									
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?						12b	X								
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe on Schedule O how this was done							12c	X							
13 Did the organization have a written whistleblower policy?								13	X						
14 Did the organization have a written document retention and destruction policy?									14	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										15a					X
b Other officers or key employees of the organization											15b				X
If "Yes" to line 15a or 15b, describe the process on 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?												16a			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?													16b		

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 on Schedule O)

19 Describe on 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
PATRICIA HAYLES -- 585-637-8340
4107 LAKE ROAD, BROCKPORT, NY 14420

Part VIII Statement of RevenueCheck 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	1g \$				
	h	Total. Add lines 1a-1f					
Program Service Revenue				Business Code			
	2 a						
	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)		408.	408.		
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
			(i) Real (ii) Personal				
	6 a	Gross rents	6a				
	b	Less: rental expenses	6b				
	c	Rental income or (loss)	6c				
	d	Net rental income or (loss)					
	7 a	Gross amount from sales of assets other than inventory	7a	(i) Securities (ii) Other			
	b	Less: cost or other basis and sales expenses	7b				
	c	Gain or (loss)	7c				
	d	Not gain or (loss)					
	8 a	Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	8a				
	b	Less: direct expenses	8b				
	c	Net income or (loss) from fundraising events					
	9 a	Gross income from gaming activities. See Part IV, line 19	9a				
	b	Less: direct expenses	9b				
	c	Net income or (loss) from gaming activities					
10 a	Gross sales of inventory, less returns and allowances	10a					
b	Less: cost of goods sold	10b					
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue				Business Code			
	11 a	OTHER	900099	273.	273.		
	b						
	c						
	d	All other revenue					
e	Total. Add lines 11a-11d		273.				
12	Total revenue. See instructions		681.	681.	0.	0.	

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				
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 (nonemployees):				
a Management				
b Legal	2,110.		2,110.	
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	798.		798.	
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	6,999.		6,999.	
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a NYS FILING FEES	25.		25.	
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	9,932.	0.	9,932.	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 <input type="checkbox"/> if following SFY 98-2 (ASC 958 /20)				

Part X Balance SheetCheck 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	256,446.	1	254,194.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	0.	4	0.
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		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 279,971.		
	b Less: accumulated depreciation	10b 171,482.	115,488.	10c 108,489.
	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	1,111,388.	15	1,111,388.
16 Total assets. Add lines 1 through 15 (must equal line 33)	1,483,322.	16	1,474,071.	
Liabilities	17 Accounts payable and accrued expenses	6,042,418.	17	6,042,418.
	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 any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23 Secured mortgages and notes payable to unrelated third parties	1,656,800.	23	1,656,800.
	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	7,699,218.	26	7,699,218.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	-6,215,896.	27	-6,225,147.
	28 Net assets with donor restrictions		28	
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	-6,215,896.	32	-6,225,147.
33 Total liabilities and net assets/fund balances	1,483,322.	33	1,474,071.	

Form 990 (2022)

Part XI Reconciliation of Net AssetsCheck 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	681.
2	Total expenses (must equal Part IX, column (A), line 25)	2	9,932.
3	Revenue less expenses. Subtract line 2 from line 1	3	-9,251.
4	Not assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	-6,215,896.
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 on Schedule O)	9	0.
10	Not assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	-6,225,147.

Part XII Financial Statements and ReportingCheck 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 on 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		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		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 on 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 Uniform Guidance, 2 C.F.R. Part 200, Subpart F?		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 on Schedule O and describe any steps taken to undergo such audits		

Form 990 (2022)

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) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
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						
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.						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
7 Amounts from line 4						
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						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First 5 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 2022 (line 6, column (f), divided by line 11, column (f))	14	%
15 Public support percentage from 2021 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2022. 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 type="checkbox"/>		
b 33 1/3% support test - 2021. 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 - 2022. 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 - 2021. 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) 2022

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	1
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3
4	Amounts paid to acquire exempt-use assets	4
5	Qualified set-aside amounts (prior IRS approval required - provide details in Part VI)	5
6	Other distributions (describe in Part VI). See instructions.	6
7	Total annual distributions. Add lines 1 through 6.	7
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	8
9	Distributable amount for 2022 from Section C, line 6	9
10	Line 8 amount divided by line 9 amount	10

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2022	(iii) Distributable Amount for 2022
1	Distributable amount for 2022 from Section C, line 6		
2	Underdistributions, if any, for years prior to 2022 (reasonable cause required - explain in Part VI). See instructions.		
3	Excess distributions carryover, if any, to 2022		
a	From 2017		
b	From 2018		
c	From 2019		
d	From 2020		
e	From 2021		
f	Total of lines 3a through 3e		
g	Applied to underdistributions of prior years		
h	Applied to 2022 distributable amount		
i	Carryover from 2017 not applied (see instructions)		
j	Remainder. Subtract lines 3g, 3h, and 3i from line 3f.		
4	Distributions for 2022 from Section D, line 7: \$		
a	Applied to underdistributions of prior years		
b	Applied to 2022 distributable amount		
c	Remainder. Subtract lines 4a and 4b from line 4.		
5	Remaining underdistributions for years prior to 2022, 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 2022. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.		
7	Excess distributions carryover to 2023. Add lines 3j and 4c.		
8	Breakdown of line 7:		
a	Excess from 2018		
b	Excess from 2019		
c	Excess from 2020		
d	Excess from 2021		
e	Excess from 2022		

Schedule A (Form 990) 2022

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.)

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

2022

Open to Public
Inspection

Name of the organization

LAKE SIDE MEMORIAL HOSPITAL, INC.

Employer identification number

16-0743068

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 (for example, 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 July 25, 2006, 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 FASB 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 FASB 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 FASB 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) 2022

232051 09-01-22

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 make significant use of its collection items (check all that apply):
- a ☐ Public exhibition d ☐ Loan or exchange program
- b ☐ Scholarly research e ☐ Other _____
- c ☐ Preservation for future generations
- 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:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 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					549,830.
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					549,830.
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 Term 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

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		
3a(ii)		
3b		

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		279,971.	171,482.	108,489.
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.)				108,489.

Schedule D (Form 990) 2022

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	1,111,388.
(2)	
(3)	
(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 FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII ☐

Schedule D (Form 990) 2022

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	
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		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
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	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	

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	
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		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
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	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	

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.

PART V, LINE 4:

THE HOSPITAL HAD AN INTEREST IN THE NET ASSETS OF LAKESIDE FOUNDATION INC. (THE FOUNDATION) THROUGH COMMON INTERESTS AND COMMON CONTROL BY LAKESIDE HEALTH SYSTEM INC. THE HOSPITAL'S BENEFICIAL INTEREST IN THE NET ASSETS OF THE FOUNDATION AND ITS CHANGE IN THOSE NET ASSETS WERE REPORTED AS TEMPORARILY AND PERMANENTLY RESTRICTED NET ASSETS. THE ENDOWMENT FUNDS CONSISTED OF THE HOSPITAL'S BENEFICIAL INTEREST OF THE FOUNDATION. SUBSEQUENTLY, THE FOUNDATION HAS CHANGED ITS BY-LAWS IN 2018 AND THE HOSPITAL NO LONGER HAS A BENEFICIAL INTEREST IN THE FOUNDATION AND THEREFORE THE ENDOWMENT FUNDS HAVE BEEN APPROPRIATELY REMOVED FROM THE HOSPITALS GENERAL LEDGER.

Part XIII Supplemental Information (continued)

Schedule D (Form 990) 2022

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

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 Form 990-EZ.
Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2022

Open to Public
Inspection

Name of the organization

LAKESIDE MEMORIAL HOSPITAL, INC.

Employer identification number

16-0743068

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

HOSPITAL CEASED OPERATIONS IN APRIL OF 2013.

FORM 990, PART VI, SECTION B, LINE 11B:

THE BOARD CHAIR PRESENTS THE DRAFT 990 TO THE DIRECTORS OF THE BOARD PRIOR
TO FILING. ANY QUESTIONS ARE RAISED AND ONCE APPROVED, THE 990 CAN BE
FILED. A COMPLETE COPY OF THE ORGANIZATION'S FINAL FORM 990, INCLUDING ALL
REQUIRED SCHEDULES, AS ULTIMATELY FILED WITH THE IRS, WAS PROVIDED/OR WAS
MADE AVAILABLE TO EACH MEMBER OF THE BOARD BEFORE ITS FILING WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C:

EACH MEMBER SIGNS A STATEMENT THAT LISTS CONFLICTS AND THAT THEY HAVE
REVIEWED THE CONFLICT OF INTEREST POLICY. AT THE ANNUAL BOARD MEETING ALL
CONFLICTS ARE DISCUSSED WITH THE BOARD.

FORM 990, PART VI, SECTION C, LINE 19:

DOCUMENTS ARE AVAILABLE UPON REQUEST.

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

2022

Open to Public Inspection

Name of the organization

LAKESIDE MEMORIAL HOSPITAL, INC.

Employer identification number
16-0743068

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
LAKESIDE FOUNDATION INC. - 16-1396374 PO BOX 350 BROCKPORT, NY 14420	TO PROVIDE MANAGEMENT SERVICES TO RELATED ENTITIES	NEW YORK	501(C)(3)				X
LAKESIDE/BEIKIRCH CARE CENTER INC. - 22-2998029, PO BOX 350, BROCKPORT, NY 14420	OPERATION OF A NURSING HOME	NEW YORK	501(C)(3)				X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2022

Part III

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.

232162 09-14-22

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	1a	X
b Gift, grant, or capital contribution to related organization(s)	1b	X
c Gift, grant, or capital contribution from related organization(s)	1c	X
d Loans or loan guarantees to or for related organization(s)	1d	X
e Loans or loan guarantees by related organization(s)	1e	X
f Dividends from related organization(s)	1f	X
g Sale of assets to related organization(s)	1g	X
h Purchase of assets from related organization(s)	1h	X
i Exchange of assets with related organization(s)	1i	X
j Lease of facilities, equipment, or other assets to related organization(s)	1j	X
k Lease of facilities, equipment, or other assets from related organization(s)	1k	X
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	X
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	X
o Sharing of paid employees with related organization(s)	1o	X
p Reimbursement paid to related organization(s) for expenses	1p	X
q Reimbursement paid by related organization(s) for expenses	1q	X
r Other transfer of cash or property to related organization(s)	1r	X
s Other transfer of cash or property from related organization(s)	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)			

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R. See instructions.

EXHIBIT G

Unanimous Written Consent of the Board of Directors

See attached.

EXHIBIT H

Consent of the New York Department of Health

See attached.

EXHIBIT I

CHAR500 Filing for Fiscal Year 2021

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

2021
**Open to Public
Inspection**

1. General Information

For Fiscal Year Beginning (mm/dd/yyyy) 01/01/2021 and Ending (mm/dd/yyyy) 12/31/2021		
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: LAKE SIDE MEMORIAL HOSPITAL, INC.	Employer Identification Number (EIN): 16-0743068
	Mailing Address: 4107 LAKE ROAD N	NY Registration Number: 10-81-90
	City / State / ZIP: BROCKPORT, NY 14420	Telephone: 585 249-2864
	Website: WWW.LAKESIDEHEALTH.COM	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:	PATRICIA HAYLES BOARD CHAIR	
Signature	Print Name and Title	Date
Chief Financial Officer or Treasurer:	ELIZABETH CARUSO	
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.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.
	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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: \$ _____	Total fee: \$ <u>25.</u>	Make a single check or money order payable to: "Department of Law"
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CHAR500 Annual Filing for Charitable Organizations (Updated January 2022)

*The "Exempt" category refers to an organization's NYS registration status. It does not refer to its IRS tax designation.

LAKESIDE MEMORIAL HOSPITAL, INC.

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 \$1,000,000
- ☐ Audit Report if you received total revenue and support greater than \$1,000,000 and the fiscal year begins on or after July 1, 2021.
If the fiscal year begins before that date, an Audit Report is required if total revenue and support is 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)).

***** THIS IS NOT A FILEABLE COPY *****

**IRS e-file Signature Authorization
for a Tax Exempt Entity**

OMB No. 1545-0047

Form **8879-TE**

For calendar year 2021, or fiscal year beginning _____, 2021, and ending _____, 20__

2021

Department of the Treasury
Internal Revenue Service

▶ **Do not send to the IRS. Keep for your records.**

▶ **Go to www.irs.gov/Form8879TE for the latest information.**

Name of filer

LAKEVIEW MEMORIAL HOSPITAL, INC.

EIN or SSN

16-0743068

Name and title of officer or person subject to tax **PATRICIA HAYLES
BOARD CHAIR**

Part I Type of Return and Return Information

Check the box for the return for which you are using this Form 8879-TE and enter the applicable amount, if any, from the return. Form 8038-CP and Form 5330 filers may enter dollars and cents. For all other forms, enter whole dollars only. If you check the box on line 1a, 2a, 3a, 4a, 5a, 6a, 7a, 8a, 9a, or 10a below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, 5b, 6b, 7b, 8b, 9b, or 10b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than one line in Part I.

1a Form 990 check here	▶ <input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b 9,979.
2a Form 990-EZ check here	▶ <input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9)	2b
3a Form 1120-POL check here	▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b
4a Form 990-PF check here	▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part V, line 5)	4b
5a Form 8868 check here	▶ <input type="checkbox"/>	b Balance due (Form 8868, line 3c)	5b
6a Form 990-T check here	▶ <input type="checkbox"/>	b Total tax (Form 990-T, Part III, line 4)	6b
7a Form 4720 check here	▶ <input type="checkbox"/>	b Total tax (Form 4720, Part III, line 1)	7b
8a Form 5227 check here	▶ <input type="checkbox"/>	b FMV of assets at end of tax year (Form 5227, Item D)	8b
9a Form 5330 check here	▶ <input type="checkbox"/>	b Tax due (Form 5330, Part II, line 19)	9b
10a Form 8038-CP check here	▶ <input type="checkbox"/>	b Amount of credit payment requested (Form 8038-CP, Part III, line 22)	10b

Part II Declaration and Signature Authorization of Officer or Person Subject to Tax

Under penalties of perjury, I declare that ☒ I am an officer of the above entity or ☐ I am a person subject to tax with respect to (name of entity) _____, (EIN) _____ and that I have examined a copy of the 2021 electronic return and accompanying schedules and statements, and, to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the electronic return and, if applicable, the consent to electronic funds withdrawal.

PIN: check one box only

☒ I authorize **BONADIO & CO., LLP**

to enter my PIN **92574**

ERO firm name

Enter five numbers, but do not enter all zeros

as my signature on the tax year 2021 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

☐ As an officer or person subject to tax with respect to the entity, I will enter my PIN as my signature on the tax year 2021 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Signature of officer or person subject to tax ▶ ****** THIS IS NOT A FILEABLE COPY ****** Date ▶

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

16628614534

Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2021 electronically filed return indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ **KELLEY DEMONTE**

Date ▶ **11/14/22**

ERO Must Retain This Form - See Instructions

Do Not Submit This Form to the IRS Unless Requested To Do So

LHA For Privacy act and Paperwork Reduction Act Notice, see instructions.

Form **8879-TE** (2021)

Application for Automatic Extension of Time To File an Exempt Organization Return

OMB No. 1545-0047

- **File a separate application for each return.**
► **Go to www.irs.gov/Form8868 for the latest information.**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Taxpayer identification number (TIN)
	LAKE SIDE MEMORIAL HOSPITAL, INC.	16-0743068
	Number, street, and room or suite no. If a P.O. box, see instructions. 4107 LAKE ROAD N	
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BROCKPORT, NY 14420	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12
Form 990-T (corporation)	07		

PATRICIA HAYLES

- The books are in the care of ► **4107 LAKE ROAD - BROCKPORT, NY 14420**

Telephone No. ► **585-637-8340**

Fax No. ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐ ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and TINs of all members the extension is for.

- 1 I request an automatic 6-month extension of time until **NOVEMBER 15, 2022**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☒ calendar year **2021** or
► ☐ tax year beginning _____, and ending _____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-TE and Form 8879-TE for payment instructions.

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2021Open to Public
Inspection**A** For the 2021 calendar year, or tax year beginning

and ending

B Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization

LAKESIDE MEMORIAL HOSPITAL, INC.

Doing business as

Number and street (or P.O. box if mail is not delivered to street address)

4107 LAKE ROAD N

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

BROCKPORT, NY 14420

F Name and address of principal officer: PATRICIA HAYLES

SAME AS C ABOVE

D Employer identification number

16-0743068

E Telephone number

585-395-6095

G Gross receipts \$

9,979.

H(a) Is this a group returnfor 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: ▶ WWW.LAKESIDEHEALTH.COM**K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation: 1939**M** State of legal domicile: NY**Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: ORIGINALLY TO PROVIDE A FULL RANGE OF HOSPITAL/MEDICAL SERVICES TO THE GENERAL PUBLIC; THE
	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) 4
	5	Total number of individuals employed in calendar year 2021 (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, Part I, line 11 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) 1,123.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 4,442.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 5,565.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3) 0.
	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.
Expenses	16a	Professional fundraising fees (Part IX, column (A), line 11e) 0.
	b	Total fundraising expenses (Part IX, column (D), line 25) 0.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 22,349.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 22,349.
	19	Revenue less expenses. Subtract line 18 from line 12 -16,784.
Net Assets or Fund Balances	20	Total assets (Part X, line 16) 1,485,453.
	21	Total liabilities (Part X, line 26) 7,700,136.
	22	Net assets or fund balances. Subtract line 21 from line 20 -6,214,683.

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	Date
	PATRICIA HAYLES, BOARD CHAIR Type or print name and title	
Paid Preparer Use Only	Print/Type preparer's name KELLEY DEMONTE	Preparer's signature
	Firm's name ▶ BONADIO & CO., LLP	Firm's EIN ▶ 16-1131146
	Firm's address ▶ 171 SULLY'S TRAIL PITTSFORD, NY 14534	Phone no. (585) 381-1000

May the IRS discuss this return with the preparer shown above? See instructions

☒ Yes ☐ No

132001 12-09-21

LHA For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2021)

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☐**1** Briefly describe the organization's mission:LAKESIDE MEMORIAL HOSPITAL WAS CLOSED ON APRIL 30, 2013.**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 \$)LAKESIDE MEMORIAL HOSPITAL WAS CLOSED ON APRIL 30, 2013.**4b** (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4c** (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4d** Other program services (Describe on Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ▶

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? See instructions		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 Rev. Proc. 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 donor-restricted endowments or in 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. See instructions		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?		
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

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 2? 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
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d 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
25b 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 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) 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 the Schedule L, Part IV, instructions for applicable filing thresholds, conditions, and exceptions):		
28a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? If "Yes," complete Schedule L, Part IV		X
28b A family member of any individual described in line 28a? If "Yes," complete Schedule L, Part IV		X
28c A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? 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
35b 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 on Schedule O for Part VI, lines 11b and 19?	X	

Note: All Form 990 filers are required to complete Schedule O

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 on 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?		

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 on 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 8882?	7c		X
d If "Yes," indicate the number of Forms 8882 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
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 4966?	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 on 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 the 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
17 Section 501(c)(21) organizations. Did the trust, any disqualified person, or mine operator engage in any activities that would result in the imposition of an excise tax under section 4951, 4952 or 4953? If "Yes," complete Form 6069.	17		

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 on 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 5		
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 on Schedule O.		
b Enter the number of voting members included on line 1a, above, who are independent 1b 5		
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?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?	3	X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6 Did the organization have members or stockholders?	6	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?	7a	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?	7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a	X
b Each committee with authority to act on behalf of the governing body?	8b	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 on Schedule O	9	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?	10a	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?	10b	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b Describe on 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	12a	X
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe on Schedule O how this was done	12c	X
13 Did the organization have a written whistleblower policy?	13	X
14 Did the organization have a written document retention and destruction policy?	14	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	15a	X
b Other officers or key employees of the organization	15b	X
If "Yes" to line 15a or 15b, describe the process on 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?	16a	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?	16b	

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 on Schedule O)

19 Describe on 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 **►**
PATRICIA HAYLES - 585-637-8340
4107 LAKE ROAD, BROCKPORT, NY 14420

Part VIII Statement of RevenueCheck 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	1g \$				
	h	Total. Add lines 1a-1f					
Program Service Revenue				Business Code			
	2 a						
	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)		516.	516.		
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6 a	Gross rents	6a	(i) Real	(ii) Personal		
	b	Less: rental expenses	6b				
	c	Rental income or (loss)	6c				
	d	Net rental income or (loss)					
	7 a	Gross amount from sales of assets other than inventory	7a	(i) Securities	(ii) Other		
	b	Less: cost or other basis and sales expenses	7b				
	c	Gain or (loss)	7c				
	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	8a				
	b	Less: direct expenses	8b				
	c	Net income or (loss) from fundraising events					
	9 a	Gross income from gaming activities. See Part IV, line 19	9a				
b	Less: direct expenses	9b					
c	Net income or (loss) from gaming activities						
10 a	Gross sales of inventory, less returns and allowances	10a					
b	Less: cost of goods sold	10b					
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue				Business Code			
	11 a	OTHER	900099	9,463.	9,463.		
	b						
	c						
	d	All other revenue					
e	Total. Add lines 11a-11d			9,463.			
12	Total revenue. See instructions			9,979.	9,979.	0.	0.

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				
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 (nonemployees):				
a Management				
b Legal				
c Accounting	3,370.		3,370.	
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	798.		798.	
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	6,999.		6,999.	
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on 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.		25.	
25 Total functional expenses. Add lines 1 through 24e	11,192.	0.	11,192.	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 958-720)

Part X Balance SheetCheck 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	251,567.	1	256,446.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	10.	4	0.
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		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 279,971.		
	b Less: accumulated depreciation	10b 164,483.	122,488.	10c 115,488.
	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	1,111,388.	15	1,111,388.
16 Total assets. Add lines 1 through 15 (must equal line 33)	1,485,453.	16	1,483,322.	
Liabilities	17 Accounts payable and accrued expenses	6,043,336.	17	6,042,418.
	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 any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23 Secured mortgages and notes payable to unrelated third parties	1,656,800.	23	1,656,800.
	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	7,700,136.	26	7,699,218.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	-6,214,683.	27	-6,215,896.
	28 Net assets with donor restrictions		28	
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	-6,214,683.	32	-6,215,896.
33 Total liabilities and net assets/fund balances	1,485,453.	33	1,483,322.	

Form 990 (2021)

Part XI Reconciliation of Net AssetsCheck 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	9,979.
2	Total expenses (must equal Part IX, column (A), line 25)	2	11,192.
3	Revenue less expenses. Subtract line 2 from line 1	3	-1,213.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	-6,214,683.
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 on Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	-6,215,896.

Part XII Financial Statements and ReportingCheck 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 on 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 on 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 on Schedule O and describe any steps taken to undergo such audits _____	3b	

Form 990 (2021)

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) 2017	(b) 2018	(c) 2019	(d) 2020	(e) 2021	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
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						
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.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2017	(b) 2018	(c) 2019	(d) 2020	(e) 2021	(f) Total
7 Amounts from line 4						
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						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First 5 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 2021 (line 6, column (f), divided by line 11, column (f))	14	%
15 Public support percentage from 2020 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2021. 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 type="checkbox"/>		
b 33 1/3% support test - 2020. 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 - 2021. 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 - 2020. 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) 2021

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) 2017	(b) 2018	(c) 2019	(d) 2020	(e) 2021	(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) 2017	(b) 2018	(c) 2019	(d) 2020	(e) 2021	(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 on 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 5 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

15 Public support percentage for 2021 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2020 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2021 (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from 2020 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2021. 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 - 2020. 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 in line 12 on Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, 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 lines 3b and 3c 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 box 12a or 12b in Part I, answer lines 4b and 4c 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 lines 5b and 5c 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).		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? If "Yes," complete Part I of Schedule L (Form 990).		
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 on 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 on 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 on lines 11b and 11c below, the governing body of a supported organization?	11a	
b A family member of a person described on line 11a above?	11b	
c A 35% controlled entity of a person described on line 11a or 11b above? If "Yes" to line 11a, 11b, or 11c, provide detail in Part VI.	11c	

Section B. Type I Supporting Organizations

	Yes	No
1 Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, 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 officers, 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 on line 2, above, 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 governmental entity (see instructions).			
2 Activities Test. Answer lines 2a and 2b below.		Yes	No
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 on line 2a, above, 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 lines 3a and 3b 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? If "Yes" or "No" 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):		
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 (<i>explain in detail in Part VI</i>):		
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 0.015 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 0.035.	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 0.85 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).		

Schedule A (Form 990) 2021

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	1
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3
4	Amounts paid to acquire exempt-use assets	4
5	Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i>)	5
6	Other distributions (<i>describe in Part VI</i>). See instructions.	6
7	Total annual distributions. Add lines 1 through 6.	7
8	Distributions to attentive supported organizations to which the organization is responsive (<i>provide details in Part VI</i>). See instructions.	8
9	Distributable amount for 2021 from Section C, line 6	9
10	Line 8 amount divided by line 9 amount	10

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2021	(iii) Distributable Amount for 2021
1	Distributable amount for 2021 from Section C, line 6		
2	Underdistributions, if any, for years prior to 2021 (reasonable cause required - <i>explain in Part VI</i>). See instructions.		
3	Excess distributions carryover, if any, to 2021		
a	From 2016		
b	From 2017		
c	From 2018		
d	From 2019		
e	From 2020		
f	Total of lines 3a through 3e		
g	Applied to underdistributions of prior years		
h	Applied to 2021 distributable amount		
i	Carryover from 2016 not applied (see instructions)		
j	Remainder. Subtract lines 3g, 3h, and 3i from line 3f.		
4	Distributions for 2021 from Section D, line 7: \$		
a	Applied to underdistributions of prior years		
b	Applied to 2021 distributable amount		
c	Remainder. Subtract lines 4a and 4b from line 4.		
5	Remaining underdistributions for years prior to 2021, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions.		
6	Remaining underdistributions for 2021. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions.		
7	Excess distributions carryover to 2022. Add lines 3j and 4c.		
8	Breakdown of line 7:		
a	Excess from 2017		
b	Excess from 2018		
c	Excess from 2019		
d	Excess from 2020		
e	Excess from 2021		

Schedule A (Form 990) 2021

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.)

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

2021

Open to Public
Inspection

Name of the organization

LAKE SIDE MEMORIAL HOSPITAL, INC.

Employer identification number
16-0743068

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).

<input type="checkbox"/> Preservation of land for public use (for example, 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 FASB 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 FASB 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 FASB 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) 2021

132051 10-28-21

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 make significant use of its collection items (check all that apply):

a ☐ Public exhibition

d ☐ Loan or exchange program

b ☐ Scholarly research

e ☐ Other _____

c ☐ Preservation for future generations

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:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	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				549,830.	552,456.
b Contributions					
c Net investment earnings, gains, and losses					-2,626.
d Grants or scholarships					
e Other expenditures for facilities and programs				549,830.	
f Administrative expenses					
g End of year balance					549,830.

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 Term 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		279,971.	164,483.	115,488.
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.) ☐ 115,488.

Schedule D (Form 990) 2021

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	1,111,388.
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	1,111,388.

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 FASB 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	
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		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
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	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	

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	
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		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
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	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	

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.

PART V, LINE 4:

THE HOSPITAL HAD AN INTEREST IN THE NET ASSETS OF LAKESIDE FOUNDATION INC. (THE FOUNDATION) THROUGH COMMON INTERESTS AND COMMON CONTROL BY LAKESIDE HEALTH SYSTEM INC. THE HOSPITAL'S BENEFICIAL INTEREST IN THE NET ASSETS OF THE FOUNDATION AND ITS CHANGE IN THOSE NET ASSETS WERE REPORTED AS TEMPORARILY AND PERMANENTLY RESTRICTED NET ASSETS. THE ENDOWMENT FUNDS CONSISTED OF THE HOSPITAL'S BENEFICIAL INTEREST OF THE FOUNDATION. SUBSEQUENTLY, THE FOUNDATION HAS CHANGED ITS BY-LAWS IN 2018 AND THE HOSPITAL NO LONGER HAS A BENEFICIAL INTEREST IN THE FOUNDATION AND THEREFORE THE ENDOWMENT FUNDS HAVE BEEN APPROPRIATELY REMOVED FROM THE HOSPITALS GENERAL LEDGER.

Part XIII	Supplemental Information <i>(continued)</i>
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This image shows a full page of blank, lined paper. It features approximately 20 evenly spaced horizontal black lines across the entire width of the page, typical of standard notebook or primary school writing paper. There are no margins, text, or other markings present.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

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 Form 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2021

Open to Public
Inspection

Name of the organization

LAKESIDE MEMORIAL HOSPITAL, INC.

Employer identification number
16-0743068

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

HOSPITAL CEASED OPERATIONS IN APRIL OF 2013.

FORM 990, PART VI, SECTION B, LINE 11B:

THE BOARD CHAIR PRESENTS THE DRAFT 990 TO THE DIRECTORS OF THE BOARD PRIOR
TO FILING. ANY QUESTIONS ARE RAISED AND ONCE APPROVED, THE 990 CAN BE
FILED. A COMPLETE COPY OF THE ORGANIZATION'S FINAL FORM 990, INCLUDING ALL
REQUIRED SCHEDULES, AS ULTIMATELY FILED WITH THE IRS, WAS PROVIDED/OR WAS
MADE AVAILABLE TO EACH MEMBER OF THE BOARD BEFORE ITS FILING WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C:

EACH MEMBER SIGNS A STATEMENT THAT LISTS CONFLICTS AND THAT THEY HAVE
REVIEWED THE CONFLICT OF INTEREST POLICY. AT THE ANNUAL BOARD MEETING ALL
CONFLICTS ARE DISCUSSED WITH THE BOARD.

FORM 990, PART VI, SECTION C, LINE 19:

DOCUMENTS ARE AVAILABLE UPON REQUEST.

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

2021

**Open to Public
Inspection**

Name of the organization

LAKE SIDE MEMORIAL HOSPITAL, INC.

Employer identification number
16-0743068

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
LAKE SIDE HEALTH SYSTEM INC. - 16-1396374 PO BOX 350 BROCKPORT, NY 14420	TO PROVIDE FINANCIAL SUPPORT TO RELATED ENTITIES	NEW YORK	501(C)(3)				X
LAKE SIDE/ BEIKIRCH CARE CENTER INC. - 22-2998029, PO BOX 350, BROCKPORT, NY 14420	OPERATION OF A NURSING HOME	NEW YORK	501(C)(3)				X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2021

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.

[illegible]

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.

[illegible]

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		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		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)			

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII	Supplemental Information
-----------------	---------------------------------

Provide additional information for responses to questions on Schedule R. See instructions.

CERTIFICATE OF DISSOLUTION
OF
LAKESIDE MEMORIAL HOSPITAL, INC.

Under Section 1003 of the Not-for-Profit Corporation Law

1. The name of the Corporation is Lakeside Memorial Hospital, Inc.
2. The Certificate of Incorporation of the Corporation was filed with the New York Department of State on March 22, 1939. The Corporation's name at the time of initial filing was Brockport Central Hospital, Inc.
3. The names and addresses of the officers and directors of the Corporation and the titles of each are as follows:

Name	Title	Address
Elizabeth Caruso, RN, MSN	Director	19 Brook Terrace Brockport, NY 14420
Patricia Hayles, CPA	Director, Chairperson	10 Hickory Way Brockport, NY 14420
Kathleen Peterson, RN, PhD	Director, Secretary	25 Redfern Drive Churchville, NY 14428
Michael Raff, OD	Director	38 Farm Field Lane Pittsford, NY 14534
Craig Zicari, Esq.	Director	330 Winton Road South Rochester, NY 14610

4. At the time of dissolution, the Corporation is a charitable New York not-for-profit corporation.
5. At the time of authorization of the Corporation's Plan of Dissolution and Distribution of Assets (the "Plan") pursuant to Section 1002 of the Not-for-Profit Corporation Law, the Corporation held no assets legally required to be used for a particular purpose.

6. The Corporation elects to dissolve.
7. The Board of Directors of the Corporation approved the Plan by unanimous written consent in accordance with Section 1002 of the Not-for-Profit Corporation Law.
8. On _____, 202__, the Attorney General and/or the Supreme Court of the State of New York approved the Plan.
9. Prior to filing of this Certificate of Dissolution with the Department of State, the endorsement of the Attorney General will be stamped below or an Order of the Supreme Court will be attached.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Dissolution of
Lakeside Memorial Hospital, Inc.

Date: _____, 202__

Patricia Hayles, Board Chairperson

UNANIMOUS WRITTEN CONSENT
MEMBERS OF THE BOARDS OF DIRECTORS
LAKESIDE HEALTH SYSTEM, INC.

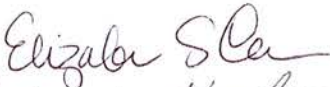
The undersigned, being all of the members of the Board of Directors of Lakeside Health System, Inc. (the "System"), hereby adopt the following Resolution, as of November 13, 2023, and state that no change to the Resolution has been made subsequent to that date, and the Resolution is still in effect:

RESOLUTION:

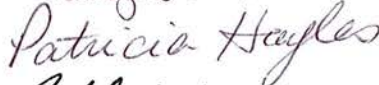
1. The Petition for the liquidation of the assets of the System and dissolution of the System, as prepared by Harter, Secrest and Emery, LLP, legal counsel for the System, is approved.
2. The System is authorized to file one or more Petitions (individually and collectively, the "Petition") with the Supreme Court, Monroe County, New York asking the Court to, in accordance with the Petition and/or on such other terms that the Court deems reasonable and proper: approve the liquidation of the assets of the System; approve the payment of all remaining debts and obligations of the System; approve the distribution of the remaining assets of the System; and approve dissolution of the System in accordance with New York Law.
3. The System is further authorized to submit the Petition and any other related documents or instruments to the Office of the Attorney General and/or any other applicable New York State agencies or governmental bodies to effectuate the dissolution of the System.
4. Patricia Hayles, Chairperson of the Board of Directors of the System, and Craig J. Zicari, a member of the Board of Directors of the System, or either of them, are authorized to execute such documents, to make such further decisions, and to act to discharge such decisions and this Resolution in a way that is consistent with this Resolution.
5. This Resolution shall take effect on November 13, 2023, the date of its adoption.

In Witness Whereof, we have each signed this Unanimous Written Consent on the 2nd day of December, 2023.

Elizabeth Caruso, RN, MSN



Patricia Hayles, CPA



Michael Raff, OD



Kathleen Peterson, RN, PhD



Craig J. Zicari, Esq.



UNANIMOUS WRITTEN CONSENT
MEMBERS OF THE BOARDS OF DIRECTORS
LAKESIDE MEMORIAL HOSPITAL, INC.

The undersigned, being all of the members of the Board of Directors of Lakeside Memorial Hospital, Inc. (the "Hospital"), hereby adopt the following Resolution, as of November 13, 2023, and state that no change to the Resolution has been made subsequent to that date, and the Resolution is still in effect:

RESOLUTION:

1. The Petition for the liquidation of the assets of the Hospital and dissolution of the Hospital, as prepared by Harter, Secrest and Emery, LLP, legal counsel for the Hospital, is approved.
2. The Hospital is authorized to file one or more Petitions (individually and collectively, the "Petition") with the Supreme Court, Monroe County, New York asking the Court to, in accordance with the Petition and/or on such other terms that the Court deems reasonable and proper: approve the liquidation of the assets of the Hospital; approve the payment of all remaining debts and obligations of the Hospital; approve the distribution of the remaining assets of the Hospital; and approve dissolution of the Hospital in accordance with New York Law.
3. The Hospital is further authorized to submit the Petition and any other related documents or instruments to the Office of the Attorney General and/or any other applicable New York State agencies or governmental bodies to effectuate the dissolution of the Hospital.
4. Patricia Hayles, Chairperson of the Board of Directors of the Hospital, and Craig J. Zicari, a member of the Board of Directors of the Hospital, or either of them, are authorized to execute such documents, to make such further decisions, and to act to discharge such decisions and this Resolution in a way that is consistent with this Resolution.
5. This Resolution shall take effect on November 13, 2023, the date of its adoption.

In Witness Whereof, we have each signed this Unanimous Written Consent on the 22nd day of December, 2023.

Elizabeth Caruso, RN, MSN

Patricia Hayles, CPA

Michael Raff, OD

Kathleen Peterson, RN, PhD

Craig J. Zicari, Esq.







MEMORANDUM

To: Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

From: Sarah Gold, Senior Attorney
Bureau of Program Counsel

Date: August 15, 2024

Subject: Proposed Dissolution of Lakeside-Beikirch Care Center, Inc.

This is to request that the above matter be included on the agendas for the next Establishment and Project Review Committee and Public Health and Health Planning Council (PHHPC) meetings.

The attachments relating to this matter include the following:

- 1) Memorandum to the Public Health and Health Planning Council from Kathy Marks, General Counsel;
- 2) A photocopy of a letter from Legal Counsel requesting approval of the proposed Certificate of Dissolution of Lakeside Memorial Hospital, Inc. dated December 15, 2023;
- 3) A proposed verified petition seeking the Attorney General's approval of the filing of the Certificate of Dissolution of Lakeside Memorial Hospital, Inc.
- 4) A photocopy of the Certificate of Incorporation for Lakeside-Beikirch Nursing Home, Inc., dated February 10, 1989, Certificate of Amendment of Name from Lakeside-Beikirch Nursing Home, Inc. to Lakeside-Beikirch Care Center, Inc, dated May 7, 1997;
- 5) A copy of the Bylaws of Lakeside-Beikirch Care Center, Inc.;
- 6) Plan of Dissolution and Draft Certificate of Dissolution of Lakeside-Beikirch Care Center, Inc.;
- 7) A copy of the Consents of the Board of Directors of Lakeside-Beikirch Care Center, Inc., dated November 13, 2023, approving and authorizing the dissolution.



MEMORANDUM

To: Public Health and Health Planning Council

From: Kathy Marks, General Counsel *KSM*

Date: August 13, 2024

Subject: Proposed Dissolution of Lakeside-Beikirch Care Center, Inc.

Lakeside-Beikirch Care Center, Inc. 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.

Lakeside-Beikirch Care Center, Inc. (“Lakeside”) is a New York not-for-profit corporation formed on February 10, 1989, when the entity (originally named Lakeside/Beikirch Nursing Home, Inc.) filed a Certificate of Incorporation with the Department of State. The Public Health Council consented to that incorporation on June 21, 1989. They were tasked with operating a nursing home adjacent to Lakeside Memorial Hospital, Inc., which is also seeking dissolution. On May 7, 1997, a Certificate of Amendment was filed changing the name to Lakeside-Beikirch Care Center, Inc.

In 2017, Lakeside’s assets were sold, and the Corporation wound down. All licenses were surrendered at the time of sale. Lakeside has been dormant since the assets were sold and is seeking a full dissolution. Lakeside currently has five directors.

The Plan of Dissolution and Certificate of Dissolution were authorized by majority vote of the Directors on November 13, 2023. A copy of such authorizing resolutions is attached.

Per its Plan of Dissolution, the corporation holds cash assets in the amount of approximately \$690,000.00, and an additional intercompany receivable of \$12,500.00. Its liabilities include \$1,142,100.00 in intercompany payables and \$12,000.00 due to third parties. Given that they are dissolving contemporaneously with Lakeside Memorial Hospital, Inc., following satisfaction of unpaid liabilities, any remaining corporate assets are proposed to transfer to Lakeside Foundation, Inc., a charitable organization engaged in activities consistent with the Corporation’s activities.

If approved by PHHPC, the submitted Petition and Certificate of Dissolution will then be executed/verified and addressed with the Attorney General’s Office Charities Bureau.

There is no legal objection to the proposed Verified Petition, Plan of Dissolution, and the Certificate of Dissolution. The required documents are attached.

Attachments.

December 15, 2023

VIA FEDERAL EXPRESS

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: Lakeside - Beikirch Care Center, Inc.

Dear Ms. Leonard:

We are attorneys for Lakeside - Beikirch Care Center, Inc., a New York not-for-profit corporation (the "Corporation"). The Corporation's charitable mission, as amended, was limited to acquiring and operating a nursing home adjacent to Lakeside Memorial Hospital, Inc. in Brockport, New York and the promotion the enhancement of health care services by supporting and benefitting Lakeside Memorial Hospital Inc. by sharing compatible health and related services.

In 2017, substantially all of the assets owned by the Corporation, including the majority of assets utilized by the Corporation for the operation of a skilled nursing facility, were sold and the Corporation was eventually wound down. Any and all operating licenses and certificates used in the operation of its facilities were duly surrendered following the sale. Because the Corporation has been dormant since its assets were sold, the Corporation 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 Corporation, the Corporation 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 Supreme Court, on notice to the Office of the Attorney General, requesting approval of the Plan of Dissolution and Distribution of Assets; and

(2) a copy of the proposed Certificate of Dissolution.

December 15, 2023
Page 2

We ask that the Council approve the dissolution of the Corporation in accordance with the terms set forth in the enclosed documents, or provide written confirmation that its approval or consent is not needed.

If the Council should require any additional information, please do not hesitate to contact me by phone (585-231-1106) or email (tanderson@hselaw.com). Thank you for your attention to this matter.

Very truly yours,

Harter Secrest & Emery LLP



Thomas R. Anderson
Direct dial: 585.231.1106
Email: tanderson@hselaw.com

Enclosures

STATE OF NEW YORK
SUPREME COURT

COUNTY OF MONROE

In the Matter of the Application of

LAKESIDE - BEIKIRCH CARE CENTER, INC.

VERIFIED PETITION

INDEX No. _____

For Approval of a Plan of Dissolution and Distribution of
Assets Pursuant to Section 1109 of the Not-for-Profit
Corporation Law.

TO: THE SUPREME COURT OF THE STATE OF NEW YORK

Petitioner, Lakeside - Beikirch Care Center, Inc. ("Petitioner"), respectfully alleges and shows:

1. Petitioner is a New York not-for-profit corporation incorporated on July 25, 1989, under Section 201 of the New York Not-for-Profit Corporation Law (the "NPCL"). Attached as **EXHIBIT A** is a copy of Petitioner's Certificate of Incorporation, filed with the New York State Secretary of State on July 25, 1989, with all amendments thereto. Petitioner's name at the time of initial filing was Lakeside/Beikirch Nursing Home, Inc. A copy of Petitioner's bylaws is attached hereto as **EXHIBIT B**. **EXHIBIT C** is a Certificate of Good Standing issued by the New York Secretary of State on _____, 2023.

2. The Internal Revenue Service (the "Service") recognized Petitioner as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and such exempt status has not been revoked. A screenshot from the Service's Tax Exempt Organization database is attached hereto as **EXHIBIT D** showing Petitioner's current exempt status as a public charity.

3. The principal office of Petitioner is 4107 Lake Road N, Brockport, New York 14420.

4. The names, titles and addresses of the directors and principal officers of Petitioner are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Elizabeth Caruso, RN, MSN	Director	19 Brook Terrace Brockport, NY 14420
Patricia Hayles, CPA	Director, Chair	10 Hickory Way Brockport, NY 14420
Kathleen Peterson, RN, PhD	Director, Secretary	25 Redfern Drive Churchville, NY 14428
Michael Raff, OD	Director	38 Farm Field Lane Pittsford, NY 14534
Craig J. Zicari, Esq.	Director	330 Winton Road South Rochester, NY 14610

Lakeside System Brief Background

5. Petitioner is one of three entities contemporaneously seeking the Court's approval to dissolve. The other two entities are Lakeside Health System, Inc. ("LHS") and Lakeside Memorial Hospital, Inc. ("LMH"). All three entities were part of a health care system based out of Brockport, New York that ceased operations as more fully described in Paragraphs 7-10 of this Petition. Because all three entities are related, the entities believe the dissolution of all three contemporaneously is the best course of action.

6. Other entities that were part of the same system include Lakeside Residential Facilities, Inc. ("Residential Facilities"), Lakeside Day Care, Inc. ("Day Care"), and Lakeside Foundation, Inc. (the "Foundation"). Residential Facilities was dissolved in 1992, and Day Care, while still in existence, has been dormant since the sale of the Hospital in 2013 (as such term is defined below). The Foundation is active. Petitioner and LMH propose to distribute any funds

remaining after and the proposed recipient of any funds distributed by satisfaction of valid and outstanding liabilities to the Foundation as described in Paragraph 12 of this Petition.

7. LMH operated a hospital (the “Hospital”) and LHS acted in a parent company capacity to LMH, Petitioner, certain other entities in the system and external patients. Petitioner operated a skilled nursing and short-term rehabilitation facility (the “Nursing Home”).

8. Petitioner’s assets and liabilities are described in Paragraph 12 of this Petition. LMH’s assets and liabilities as described in its petition. LHS has one real estate asset and no liabilities. Given the history of all three entities, Petitioner is submitting this Petition contemporaneously with the Petitions of LHS and LMH for completeness and clarity.

Petitioner Detailed Background

9. Petitioner’s Certificate of Incorporation sets out its purpose, which includes providing “medical care to sick, invalid, infirm, disabled or convalescent persons in addition to lodging and board. More particularly, Petitioner shall acquire and operate a nursing home adjacent to Lakeside Memorial Hospital, Inc. in Brockport, New York and shall promote the enhancement of health care services by supporting and benefiting Lakeside Memorial Hospital, Inc. by sharing compatible health and related services.” See **EXHIBIT A**. Petitioner fulfilled these purposes through its primary activity of operating the Nursing Home.

10. Petitioner ceased operating the Nursing Home in 2017 following the sale of substantially all of its assets to Post Acute Partners Acquisition, LLC. After waiting for a sufficient period to resolve any possible claims that might arise after the sale, Petitioner now seeks to dissolve. LHS became dormant after the sale of the Nursing Home and LMH was already dormant

due to the sale of its Hospital facilities in 2013 and both are now seeking to dissolve contemporaneously with Petitioner.

11. Petitioner plans to dissolve and distribute its assets in accordance with the Plan of Dissolution and Distribution of Assets (the “Plan”) attached as **EXHIBIT E**.

12. Petitioner’s remaining assets include: approximately \$690,000 in cash; and approximately \$12,500 in intercompany receivables. Petitioner’s liabilities include: approximately \$1,142,100 in intercompany payables; and approximately \$12,000 due to third party payors. Petitioner is also a member of a risk retention group and has two outstanding workers’ compensation matters.

13. Because LMH is dissolving contemporaneously with Petitioner, and any remaining assets held by LMH are proposed to be distributed to the Foundation, subject to Court approval, Petitioner considers any indebtedness owing to LMH as not outstanding given both entities are requesting to dissolve.

14. Due to the departure of senior operating personnel following the sale of the Care Center, and the amount of time that has passed since the consummation of the sale, Petitioner is not able to identify specific details regarding many of these liabilities, most, if not all of which, the Petitioner believes would be time barred by the statute of limitations. Petitioner believes that any obligations to repay most of those amounts are barred by applicable statutes of limitations given that more than six (6) years have passed since any payments were made on those obligations, during which time no action has been taken by any creditors to collect those amounts. In addition, Petitioner expects that its workers’ compensation liabilities would either be settled or assumed by the other members of the risk retention group following Petitioner’s dissolution. Petitioner’s latest Form 990 filing for fiscal year 2022, as filed electronically with the Internal Revenue Service in

November 2023, provides additional detail regarding Petitioner's finances and is attached hereto as **EXHIBIT F**.

15. The Plan contemplates that Petitioner shall, subject to the approval and direction of the Office of the Attorney General and/or the Supreme Court, pay off certain valid liabilities (as determined by the Court) and distribute any remaining assets to the Foundation.

16. The Foundation's mission is to solicit, receive, and maintain a fund or funds of property, both real and personal, to use and apply the income therefrom and the principal thereof exclusively for the benefit of organizations providing health care and other health-related services (provided in each case, that such organization is qualified under Section 501(c)(3) of the Code), thereby to assist the charitable purpose of such organizations in providing for the physical needs and general well-being of citizens in the area of Brockport, New York. The Foundation is contemplating changing its name to "Brockport Area Health Foundation, Inc.," but such change is not in effect as of the date of this Petition.

17. With Petitioner's assets, the Foundation would be better able to support organizations working to improve the general health and well-being of the community.

Additional Information

18. Petitioner is not aware of any on-going or completed audit or inquiry by the 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 Service.

19. The members of Petitioner's Board of Directors passed resolutions via unanimous written consent adopting the Plan and authorizing the filing of a Certificate of Dissolution in accordance with the NPCL, subject to all necessary consents and approvals. A copy of the

unanimous written consent of the Board of Directors is attached as **EXHIBIT G**. Petitioner has no members.

20. A copy of the New York Public Health and Health Planning Council's consent to the Plan is attached as **EXHIBIT H**.

21. Petitioner is registered with the Charities Bureau of the Office of the Attorney General; Registration Number 16-30-55. Petitioner is current with its filings. The report for fiscal year 2021 has been filed and a copy of the as-filed report is attached as **EXHIBIT I**.

22. No previous application for approval of the Plan has been made.

WHEREFORE, Petitioner respectfully requests that this Court:

1. Set the time and place for a hearing pursuant to Section 1104 of the NPCL;
2. Order that notice of such hearing be served on the Attorney General of the State of New York, Petitioner's creditors and such other interested persons as the Court deems appropriate;
3. Grant an order, pursuant to Section 1109 of the NPCL, approving the Plan as detailed herein; and
4. Grant any other relief as the Court deems just and proper.

HARTER SECREST & EMERY LLP

Date: _____

By: _____

Megan Dorritie, Esq.
Thomas Anderson, Esq.
Attorneys for Petitioner, Lakeside - Beikirch
Care Center, Inc.

1600 Bausch & Lomb Place
Rochester, New York 14604
585-232-6500

VERIFICATION

STATE OF NEW YORK)

COUNTY OF MONROE)ss:

Patricia Hayles, being duly sworn, deposes and says, I am the Board Chairperson of Lakeside - Beikirch Care Center, Inc., the Petitioner herein, and make this verification at the direction of the Board of Directors. I have read the foregoing petition and know the contents thereof, and they are true of my own knowledge and review of relevant corporate records.

Patricia Hayles, Board Chairperson

Sworn to before me this
_____ day of _____, 20____.

Notary Public

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
May 17, 2019.

A handwritten signature in black ink that reads "Whitney Clark". The signature is written in a cursive style.

Whitney Clark
Deputy Secretary of State for Business and
Licensing Services

CERTIFICATE OF INCORPORATION

OF

LAKESIDE/BEIKIRCH NURSING HOME, 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
LAKESIDE/BEIKIRCH NURSING HOME, INC.

2. The Corporation is a corporation as defined in subparagraph (a)(5) 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 shall be a membership corporation with Lakeside Memorial Hospital, Inc. of Brockport, New York (or a not-for-profit corporation controlled by, and supporting, Lakeside Memorial Hospital, Inc.) as its sole member.

4. (a) The Corporation is formed and shall be operated exclusively for charitable and scientific purposes to provide medical care to sick, invalid, infirm, disabled or convalescent persons in addition to lodging and board. More particularly, the Corporation shall acquire and operate a nursing home adjacent to Lakeside Memorial Hospital, Inc. in Brockport, New York and shall promote the enhancement of health care services by supporting and benefiting Lakeside Memorial Hospital, Inc. by sharing compatible health and related services.

(b) In carrying out the foregoing activities, the Corporation may make contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of

any future United States Internal Revenue Law) to various charitable organizations, including but not limited to, Lakeside Memorial Hospital, Inc. to further the foregoing corporate purposes and for the general purposes of Lakeside Memorial Hospital, Inc.

5. (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 to or for the Corporation), and no member (other than Lakeside Memorial Hospital, Inc.), 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 Internal Revenue Code section 501(h). The Corporation shall not participate or intervene (including the publication or distribution of statements), in any political campaign on behalf of 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: charitable, scientific, or educational purposes, as described in section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) 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 Lakeside Memorial Hospital, Inc. so long as such organization shall then qualify under section 501(c)(3) of the Internal Revenue Code of 1986 (or any successor provision); and if it does not, the Board of Directors of

the Corporation shall transfer such remaining assets to an organization which does so qualify, subject to the approval of a justice of the New York State Supreme Court.

6. The office of the Corporation in the State of New York shall be located in the County of Monroe.

7. The names and addresses of the initial directors of the Corporation are:

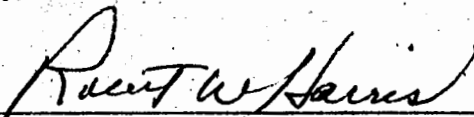
<u>Name</u>	<u>Address</u>
Irwin Abraham, M.D.	89 West Avenue Brockport, New York 14420
Andrew J. Brown	31 Cloverwood Drive Brockport, New York 14420
Glen P. Dominas	67 Hometown P.O. Box 209 Brockport, New York 14420
Alice V. Dutcher	201 West Avenue Brockport, New York 14420
Donald Foster	515 Bennett Road Hilton, New York 14468
Robert W. Harris	86 Willowbrook Drive Brockport, New York 14420
Edward J. Kumar	40 Crescent Drive Brockport, New York 14420
Wilma Lasch	200 Hamlin-Clarkson Town Line Road Hamlin, New York 14464
Thomas Martin	215 Evergreen Road Brockport, New York 14420
Claribel Parker	91 Sherwood Drive Brockport, New York 14420
David I. Smith, M.D.	48 Crescent Drive Brockport, New York 14420
Ronald Starkweather	516 Washington Street Spencerport, New York 14559

Name	Address
Robert Stromwall	7894 Newoco Drive Hamlin, New York 14464
Jesse D. Thompson	86 Lynnwood Drive Brockport, New York 14420
John B. Warthman	3930 North Lake Road Brockport, New York 14420
Jean Wortman	12 Candlewick Drive Brockport, New York 14420

8. 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:

Lakeside/Beikirch Nursing Home, Inc.
122 West Avenue
Brockport, New York 14420

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has signed this certificate this 10 day of February, 1989, and hereby affirms the truth of the statements contained herein under penalty of perjury.


Robert W. Harris, Incorporator
Address: 86 Willowbrook Drive
Brockport, New York 14420

**STATE OF NEW YORK
SUPREME COURT**

COUNTY OF MONROE

In the Matter of an Application for the :
Approval of the Certificate of Incorporation: **NOTICE**
of LAKESIDE/BEIKIRCH NURSING HOME, INC., a : **OF**
Not-for-Profit Corporation : **APPLICATION**

To the Attorney General of the State of New York:

PLEASE TAKE NOTICE that the annexed Certificate of Incorporation will be presented to a Justice of the Supreme Court of the State of New York for the Judicial District in which the office of the Corporation is to be located, for the approval required by Section 404 (a) of the Not-for-Profit Corporation Law.

NIXON, HARGRAVE, DEVANS & DOYLE

By

Garth V. Hunt
**Attorney for the Applicant
Lincoln First Tower
P.O. Box 1051
Rochester, New York 14603**

Dated:

**To: Mr. Richard S. Redlo
Assistant Attorney General
State of New York
Department of Law
Albany, NY 12224**

0105X

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STATE OF NEW YORK
DEPARTMENT OF LAW
ALBANY 12224

ROBERT ABRAMS
ATTORNEY GENERAL

JAMES G. MCSPARRON
DEPUTY FIRST ASSISTANT
ATTORNEY GENERAL

Telephone: (518) 473-3683

February 17, 1989

Carolyn V. Kent
Nixon, Hargrave, Devans
& Doyle
Attorneys and Counselors at Law
Lincoln First Tower
Post Office Box 1051
Rochester, NY 14603

Dear Ms. Kent:

RE: LAKESIDE/BEIKIRCH NURSING HOME, INC.

Due and timely service of the notice of application for the approval of the proposed certificate of incorporation of the above-entitled organization is hereby admitted.

The Attorney General does not intend to appear at the time of application. Approval is contingent upon seeking the approval of the Public Health Council.

Very truly yours,

ROBERT ABRAMS
Attorney General

By


RICHARD S. REDLO
Assistant Attorney General



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

PUBLIC HEALTH COUNCIL

REC'D TAX DEPT
N.H.C.

JUN 11 1989

June 21, 1989

Mr. Robert W. Harris
President
Lakeside Memorial Hospital
West Avenue
Brockport, NY 14420

Re: Certificate of Incorporation of Lakeside/Beikirch Nursing Home, Inc.

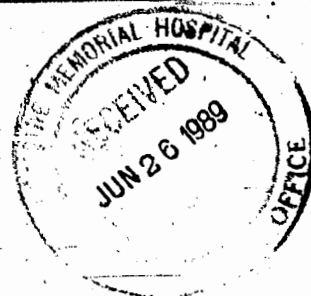
Dear Mr. Harris:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 20th day of January, 1989, I hereby certify that the Public Health Council consents to the filing of the Certificate of Incorporation of Lakeside/Beikirch Nursing Home, Inc., dated February 10, 1989.

Sincerely,

Karen S. Westervelt

Karen S. Westervelt
Executive Secretary



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STATE OF NEW YORK
SUPREME COURT

COUNTY OF MONROE

In the Matter of an Application for Approval:
of Certificate of Incorporation of
LAKESIDE/BEIKIRCH NURSING HOME, INC.
under the Not-for-Profit Corporation Law:

APPROVAL OF
CERTIFICATE OF
INCORPORATION
BY JUSTICE OF THE
SUPREME COURT

The undersigned, a Justice of the Supreme Court of the State of New York for the Seventh Judicial District, in which the office of the Corporation is to be located, hereby approves the foregoing Certificate of Incorporation of LAKESIDE/BEIKIRCH NURSING HOME, INC. and consents that the same be filed.

Dated:

July 14, 1989


Justice of the Supreme Court

0105X

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 25 1989

AMT. OF CHECK \$ 50
FILING FEE \$ 50
TAX \$
COUNTY FEE \$
2 COPY \$ 20
CERT \$
REFUND \$
SPEC HANDLE \$ 10

BY: J/L
type B
P Monroe

CERTIFICATE OF INCORPORATION

OF

LAKE SIDE/BEIKIRCH NURSING HOME, INC.

Under Section 402 of the Not-For-Profit
Corporation Law

7/24/89

A CPR
Type B

Rec'd
JUL 24 11 39 AM '89

BILLED

443641

CVK

Nixon, Hargrave, Devans & Doyle
Lincoln First Tower
Post Office Box 1051
Rochester, N.Y. 14603

716-546-8000

68 JUL 24 9 46 AM '89

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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
May 17, 2019.

A handwritten signature in black ink that reads "Whitney Clark". The signature is written in a cursive style.

Whitney Clark
Deputy Secretary of State for Business and
Licensing Services

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

F971010000Y88

ENTITY NAME LAKESIDE-DEIKIRCH CARE CENTER, INC.

DOCUMENT TYPE NAME RESERVATION (NCH) (DOM. NFP)

SERVICE COMPANY NATIONWIDE INFORMATION SERVICES, INC.

SERVICE CODE 27

APPLICANT NAME LAKESIDE/DEIKIRCH NURSING HOME, INC.

FILED 08/27/1997 DURATION 10/27/97 970827000103 FILM # 970827000070

ADDRESS FOR PROCESS

REGISTERED AGENT



RECEIVE WHEN FILING CERTIFICATE

FEES	35.00
FILING	10.00
TAX	0.00
CERT	0.00
COPIES	0.00
HANDLING	25.00

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

LAKESIDE/BEIKIRCH NURSING HOME, INC.

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

The undersigned, being the President and Secretary of Lakeside/Beikirch Nursing Home, Inc. ("the Corporation"), respectively, in order to amend the Corporation's Certificate of Incorporation, certify that:

FIRST: The name of the Corporation is Lakeside/Beikirch Nursing Home, Inc. The Corporation was formed under the name Lakeside/Beikirch Nursing Home, Inc.

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on July 25, 1989 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 with members, and after the amendment of its Certificate effected herein, the Corporation shall be a Type B corporation with members under Section 201.

FOURTH: The Certificate of Incorporation is hereby amended to effect the following:

(a) To amend Paragraph 1 relating to the name of the Corporation, presently reading in its entirety as follows:

The name of the Corporation is Lakeside/Beikirch Nursing Home, Inc.

(b) Paragraph 1 is amended to read in its entirety as follows:

The name of the Corporation is Lakeside - Beikirch Care Center, Inc.

FIFTH: The Certificate of Incorporation is hereby amended to effect the following:

(a) To delete Paragraph 3 relating to membership, presently reading in its entirety as follows:

The Corporation shall be a membership corporation with Lakeside Memorial Hospital, Inc. of Brockport, New York (or a not-for-profit corporation controlled by, and supporting, Lakeside Memorial Hospital,

Inc.) as its sole member.

SIXTH: The Certificate of Incorporation is hereby amended to effect the following:

(a) To amend Paragraph 5 relating to various tax exemption and other issues of the Corporation, presently reading in its entirety as follows:

(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 to or for the Corporation), and no member (other than Lakeside Memorial Hospital, Inc.); 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 Internal Revenue Code section 501(h). The Corporation shall not participate or intervene (including the publication or distribution of statements), in any political campaign on behalf of 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: charitable, scientific, or educational purposes, as described in section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

(d) 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 Lakeside Memorial Hospital, Inc. so long as such organization shall then qualify under section 501(c)(3) of the Internal Revenue Code of 1986 (or any successor provision); and if it does not, the Board of Directors of the Corporation shall transfer such remaining assets to an organization which does so qualify, subject to the approval of a justice of the New York State Supreme Court.

(b) Paragraph 5 is amended to read in its entirety as follows:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member or members (other than organizations qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code")), trustee, 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), and no member or members (other than organizations qualified under Section 501(c)(3) of the Code), 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 Internal Revenue Code Section 501(h). 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: charitable, scientific, or educational purposes, as described in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

(d) 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 an organization qualified under Section 501(c)(3) of the Code, subject to the approval of a justice of the New York State Supreme Court.

SEVENTH: The Certificate of Incorporation is hereby amended to effect the following:

(a) To amend Paragraph 8 relating to the address for service of process, presently reading in its entirety as follows:

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:

Lakeside/Beikirch Nursing Home, Inc.
122 West Avenue
Brockport, New York 14420

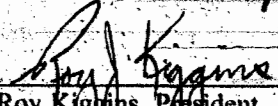
(b) Paragraph 8 is amended to read in its entirety as follows:

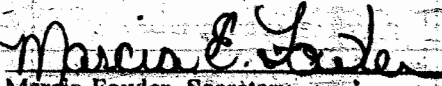
The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any such process so served is:

Lakeside - Beikirch Care Center, Inc.
122 West Avenue
Brockport, New York 14420

EIGHTH: These amendments of the Certificate of Incorporation were authorized by majority vote of all the members entitled to vote in accordance with Section 613(c) of the Not-for-Profit Corporation Law.

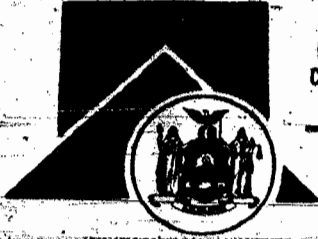
IN WITNESS WHEREOF, we have made and subscribed this certificate and hereby affirm under the penalties of perjury that its contents are true this 7 day of May, 1997.


Roy Kiggins, President


Marcia Fowler, Secretary

RESOLUTION

RESOLVED, that the Public Health Council, on this 26th day of September, 1997, approves the filing of the Certificate of Amendment to the Certificate of Incorporation of Lakeside/Beikirch Nursing Home, Inc., hereafter to be known as Lakeside - Beikirch Care Center, Inc., dated May 7, 1997.



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

PUBLIC HEALTH COUNCIL

October 2, 1997

Ms. Betty A. Reynolds

Paralegal

Nixon, Hargrave, Devans & Doyle LLP

Attorneys and Counselors at Law

Clinton Square

P. O. Box 1051

Rochester, New York 14603-1051

Re: Certificate of Amendment of the Certificate of Incorporation of Lakeside/Beikirsch
Nursing Home, Inc.

Dear Ms. Reynolds:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken
at a meeting of the Public Health Council held on the 26th day of September, 1997, I
hereby certify that the Certificate of Amendment of the Certificate of Incorporation of
Lakeside/Beikirsch Nursing Home, Inc. hereafter to be known as Lakeside - Beikirsch Care
Center, Inc. dated May 7, 1997 is approved.

Sincerely,

Karen S. Westervelt
Executive Secretary

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
LAKESIDE/BEIKIRCH NURSING HOME, INC.

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

FILED

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See

Filed by:

Nixon, Hargrave, Devans & Doyle LLP
Clinton Square, P.O. Box 1051
Rochester, New York 14603

1 cc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 10 1997

TAXS

BY: *See*

Monroe

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EXHIBIT B

Bylaws

See attached.

**BYLAWS
OF
LAKESIDE-BEIKIRCH CARE CENTER, INC.**

ADOPTED

August 9, 1989

AMENDED

May 2, 1990
October 23, 1991
September 25, 1996
April 7, 1999
May 1, 2002
January 9, 2004
October 13, 2010
October 12, 2011
November 12, 2014

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ARTICLE I
CORPORATE NAME AND OFFICES

Section 1. Name: The name of the corporation shall be LAKESIDE-BEIKIRCH CARE CENTER, INC. (the "Corporation").

Section 2. Offices: The principal office of the Corporation shall be in the Village of Brockport, County of Monroe, State of New York. The Corporation may also have offices at such other places within the State of New York as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II
MEMBERSHIP

The Corporation shall have no members.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Authority: All of the corporate powers, rights and duties shall be vested in the Board of Directors, and all of the affairs, property, business and policies of the Corporation shall be under the charge, control and direction of the Board of Directors.

Section 2. Number of Directors: The Board of Directors shall be comprised

of not less than seven nor more than twenty-one directors. The exact size of the Board at any given time shall be determined by a vote of a majority of the entire Board. As used in this Article, "entire Board of Directors" means the total number of directors entitled to vote which the Corporation would have if there were no vacancies.

Section 3. Qualification of Directors:

(a) To be eligible for Board membership, an individual must:

1. exemplify basic qualities of honesty, integrity, justice, and sound moral character;
2. be committed to uphold the purposes, philosophy, and general policy of the Corporation, as stated in its Certificate of Incorporation and bylaws;
3. have the willingness and ability to devote necessary time to Board activities;
4. have particular expertise or experience deemed necessary or desirable by the Board;
5. be able to apply experience and expertise to Board decisions objectively and realistically;
6. recognize the confidential nature of information discussed at Board Meetings; and
7. be a member of the Board of Directors of Lakeside Health System, Inc. and Lakeside Memorial Hospital, Inc.

(b) Directors shall be at least 21 years of age.

(c) Directors, except directors who are physicians, may not be employees of the Corporation.

Section 4. Election and Term of Directors:

(a) The Board of Directors must include the President of the Medical Staff, and at least one other physician representing the community at large, who shall be elected by the members of the Board in the manner described in this section.

(b) The remaining directors shall be elected by the members of the Board in the manner described in this section. Elected directors shall be divided into three approximately equal classes, with one class elected each year on a rotating basis. They shall serve for a term of three years, and shall succeed the incumbent directors whose terms of office expire that year. No elected director may serve more than three full consecutive three-year terms. Any director who has served three full consecutive three year terms shall not be eligible for re-election until one year after the end of the third term.

(c) Directors shall be nominated and elected as follows.

1. Candidates shall be recruited by the Governance Committee prior to the annual meeting. All candidates must have been interviewed by the Governance Committee. There shall be no nominations permitted from any other source.
2. This slate of qualified candidates shall then be presented to the Board of Directors at its annual meeting. Candidates shall be elected by the affirmative vote of a majority of the entire Board.

Section 5. Newly Created Directorships and Vacancies: Newly created directorships resulting from an increase in the number of directors and vacancies occurring on the Board for any reason shall be filled by the affirmative vote of a majority of the entire Board. A director elected to fill a vacancy caused by resignation, death, disability, removal or otherwise shall hold office until the next annual meeting at which the election of directors shall

occur and shall serve until a successor is elected and qualified. Such partial term shall not be counted as a full elected term for the purpose of determining the number of successive terms the director may serve.

Section 6. Removal: A director may be removed from office for cause at any time by a vote of two-thirds of the entire Board, but not counting the director to be removed in determining the number of directors constituting two-thirds of the entire Board.

Section 7. Resignation: A director may resign at any time by giving written notice to the Chairperson or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by such officer, and the acceptance of the resignation by the Board shall not be necessary to make it effective. If a director has been absent from three board meetings in one year, the Governance Committee shall inform the Chairperson of the Board who shall discuss such absences with the director. Any director absent from three board meetings in one year without good cause shall be considered to have resigned from the Board and its committees. Good cause shall be any reason for which absence is excused by the Chairperson of the Board.

Section 8. Place of Meeting: The directors shall hold their meetings at the Corporation or at such other place or places as the Board may from time to time determine.

Section 9. Annual Meeting of the Board:

(a) Time: An annual meeting of the Board shall be held on the first Wednesday of May of each year.

(b) Purpose: At the annual meeting, the Board shall elect directors and shall transact such other business as may properly come before the meeting.

(c) Open Forum: There shall be an open forum attended by the Board of Directors to receive input from the community as required under Section 2803-I(ii) the Public

Health Law. The time and place for the forum shall be determined by the Board. Notice of the meeting shall be required and published 45 days prior to the meeting in a local newspaper.

Section 10. Regular Meetings of the Board: The Board shall hold regular meetings, once each month for a minimum of nine months of the year, on such dates and at such times as the Board shall determine. Except as otherwise provided herein, written notice of regular meetings shall be given to each director, in person (when delivered), or by mail (deemed given on the day after it is mailed), or by email or facsimile (deemed given when sent) at least five days before the date fixed for such meeting.

Section 11. Special Meetings of the Board: Special meetings may be called at any time by the Chairperson, and shall be called by the Chairperson or the Secretary within 14 days after receipt of a written request from any three members of the Board. Written notice of each special meeting shall be given, in person (when delivered), or by mail (deemed given on the day after it is mailed), or by e-mail or facsimile (deemed given when sent) to each director at least three days before the date of the special meeting. The notice shall state the business for which the special meeting has been called, and that no business other than that stated in the notice shall be transacted at the special meeting.

Section 12. Waiver of Notice: The notice of any meeting of the Board of Directors required by Sections 10 and 11 may be waived by any Director who submits such a signed waiver in writing either before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice.

Section 13. Quorum of Directors:

(a) The presence in person of a majority of the entire Board shall be necessary to constitute a quorum at all meetings of the Board for the transaction of business.

(b) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment need not be given to any director who was absent at the time of adjournment.

Section 14. Action by the Board:

(a) Each director shall be entitled to one vote on each matter properly submitted for the directors for action at any meeting of the Board. Unless otherwise required by law or provided in these bylaws, the vote of a majority of directors present at the time of the vote, if a quorum is then present, shall be the act of the Board.

(b) Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee thereof consent in writing to the adoption of a resolution authorizing the action. The resolution and written consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

(c) Any one or more members of the Board, or of any committee thereof, may participate in a meeting of the Board or committee by means of a conference telephone or similar equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at meeting.

Section 15. Annual Report of Directors: At each annual meeting of the Board, the Chairperson or Treasurer shall present a verified report showing services performed by the Corporation during the past year and the financial condition of the Corporation and its endowment funds. The report shall be delivered to the Secretary and filed with the records of the Corporation and the minutes of the annual meeting.

Section 16. Compensation: No director of the Corporation shall receive, directly or indirectly, any salary compensation or emolument from the Corporation in his or her

role as director, but directors shall be reimbursed for reasonable expenses incurred in the performance of Corporation duties without prior approval of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 17. Property Rights of Directors: No director of the Corporation shall have any rights or interests in or to the property or assets of the Corporation. In the event that the Corporation is liquidated or dissolved or ceases to actively carry on its business, all of the remaining property and assets of the Corporation after necessary expenses thereof shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

ARTICLE IV

OFFICERS

Section 1. Designation and Election of Officers: The officers of the Corporation shall be selected from among the Board and shall consist of a Chairperson, a Vice Chairperson, a Treasurer, a Secretary, and such other officers as the Board may authorize. Officers shall be elected by the Board at the first meeting following the annual meeting of the Board. The chairperson of the Governance Committee shall present a slate of officers and nominations will be accepted from the floor. Except when an officer resigns, is removed or becomes disabled, officers shall serve for a period of one year or until their successors shall have been duly elected and qualified. Officers may be removed by a majority of the entire Board at any time, with or without cause. Any vacancy occurring in the officers may be filled by the Board of Directors at any meeting. Except for the office of Chairperson, any two or more offices may be held by the same person.

Section 2. Chairperson: The Chairperson shall preside at all meetings of the directors; shall have general charge of the affairs of the Corporation; shall be empowered to execute all authorized contracts and other obligations in the name of the Corporation; and shall perform all other duties incidental to the office, subject to the supervision of the Board.

Section 3. Vice Chairperson: During the absence or disability of the Chairperson, the Vice Chairperson shall have all of the powers and functions of the Chairperson. The Vice Chairperson shall perform such other duties as the Board or the Chairperson may prescribe.

Section 4. Secretary:

The Secretary shall be responsible for:

- (a) Sending appropriate notices and preparing agendas for all meetings of the members and the Board.
- (b) Maintaining custody of all records and reports of the Corporation.
- (c) The keeping and reporting of complete and accurate minutes of all meetings of the Board and all unanimous written consents executed by the directors.
- (d) Performing such other duties as pertain to the office or as may be prescribed by the Board or the Chairperson.

To the extent requested by the Secretary, the Administrator and the administrative staff shall assist the Secretary in the performance of those duties.

Section 5. Treasurer: The duties of the Treasurer shall be as follows:

- (a) The Treasurer shall have custody of all monies belonging to the Corporation and shall manage and control the same under the supervision of the Board of Directors.
- (b) The Treasurer shall serve as chairperson of the Finance Committee of the Board; shall be responsible for maintaining the accounting system in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation; and shall see that reports of such transactions are presented to the Board.
- (c) Whenever required by the Chairperson or the Board, the Treasurer shall render regular or special statements of the accounts of the Corporation.
- (d) The Treasurer shall direct that an annual independent audit of financial operations be conducted.

(e) In general, the Treasurer shall perform all acts incidental to the office under the laws of the State of New York, subject to the supervision of the Board.

To the extent requested by the Treasurer, the Administrator and the administrative staff shall assist the Treasurer in the performance of these duties.

ARTICLE V

EMERITI DIRECTORS

Section 1. Designation and Term of Office: The Board of Directors may elect Emeriti Directors as it deems appropriate. Any Emeritus Director shall be elected for a three year term, which term is renewable by majority vote of the Board of Directors, and may at any time be removed with or without cause by the affirmative vote of at least three-fourths of the entire Board of Directors. Qualifications for election as Director Emeritus shall be unusual or outstanding service of a former member of the Board and a desire to continue a close relationship with the Corporation.

Section 2. Privileges and Responsibilities: Emeriti Directors shall be entitled to receive notices of all meetings of the Board; to attend and speak at all such meetings; to receive minutes of all meetings of the Board and Executive Committee; and to be members of committees. They shall not have voting power nor be counted toward a quorum in meetings of the Board of Directors or any committees on which they serve.

The Board of Directors and the Administrator shall be at liberty to call upon Emeriti Directors for such advice, counsel or assistance as many be deemed appropriate.

ARTICLE VI
COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Appointment of Committees: Committees of the Board shall include an Executive Committee, a Finance Committee and a Governance Committee. Other committees shall be committees of the Corporation and shall include a Strategic Planning Committee, a Quality Improvement Committee, and such other committees as the Board may authorize. Except as otherwise provided in these bylaws, the chairperson and all members of these committees shall be appointed by the Chairperson at any regular Board meeting. Each committee shall have at least three members, and the chairperson of each shall be a member of the Board. The Chairperson of the Board of Directors and the Medical Staff President shall be ex officio members without vote of all committees of the Board of Directors. In addition, up to two physicians may be appointed to each committee of the Corporation with voting privileges.

Section 2. Committee Meetings: Committee meetings shall be called by their respective Committee chairperson. At all committee meetings, a quorum shall be equal to a majority of the members of the committee. A vote by a majority of the members present at a duly organized committee meeting, provided that a quorum is present, shall constitute the action of the committee. A committee may act by unanimous written consent, in lieu of a majority vote at a duly convened meeting. Each committee shall submit to the Board minutes of its meetings reflecting all business conducted, including findings, conclusions and recommendations. Except as specified otherwise, standing committees shall meet at least quarterly, and special committees and committees of the Corporation shall meet with such

frequency as is necessary to accomplish their purpose.

Section 3. Committee Charge: Each committee will, in consultation with the Chairperson, draw up a yearly plan of work and timetable to be approved by the Board of Directors.

Section 4. Executive Committee: The Executive Committee shall consist of the elected officers, the chairpersons of the Board committees, and up to two additional members of the Board appointed by the Chairperson. To the extent permitted by law, and consistent with the policies of the Board, the Executive Committee shall represent the Board and shall have the power to transact all regular business of the Corporation during the period between meetings of the Board. In addition, the Executive Committee shall coordinate the activities and general policies of the Corporation, and shall make recommendations to the Board with respect to managing and conducting the affairs of the Corporation. It shall be the responsibility of the Executive Committee to annually perform an employee evaluation of the Administrator of the Corporation.

The Executive Committee shall meet at least quarterly and more often if deemed necessary or advisable by the Chairperson, the Committee or the Board. The Committee shall keep minutes of each of its meetings, which shall include a record of its activities and business transactions. The Chairperson shall report to the Board the actions taken by the Committee.

Section 5. Finance Committee: The Finance Committee shall consist of the Treasurer, who shall be the chairperson of the Committee, and at least two other directors. The Committee shall be responsible for: (1) supervising the management of all funds of the Corporation; (2) examining periodic financial reports; (3) causing to be prepared and submitting to the Board a report of the financial circumstances and status of the Corporation

at each regularly called Board meeting; and (4) causing to be prepared and submitting to the Board an annual budget showing expected receipts, income and expenses for the following year.

Section 6. Governance Committee: The Governance Committee shall be comprised of the members of the Governance Committee of Lakeside Health System, Inc. The Committee shall seek out, screen, and interview candidates for the Board of Directors, and prepare a list of qualified candidates to be presented for vote at the annual meeting. It shall also nominate officers and candidates to serve as directors when vacancies on the Board are to be filled. In addition, the Committee will conduct an annual review of the bylaws three months prior to the annual meeting. The Governance Committee shall meet as often as required to fulfill its purpose.

Section 7. Strategic Planning Committee: The Strategic Planning Committee shall prepare and update as required a long range plan for the Corporation. The Committee shall meet as often as required to fulfill its purpose.

Section 8. Quality Improvement Committee: The Quality Improvement Committee shall be designated by the Chairperson of the Board with representation of the Administrator, and at least one member of each of the following: the Board who is not affiliated with the Corporation in an employment or other capacity, the Medical Staff, the Director of Nursing Services, and at least three members of the clinical and support departments. The Committee shall adopt, subject to the approval of the Board, a written plan for reviewing, evaluating and maintaining the quality and appropriateness of the following services provided by the Corporation: activities, dental, dietetic, housekeeping and laundry, medical, nursing, pharmaceutical, rehabilitation and social services, and such other services or functions as may be required by law or regulation or as requested by the Board of

Directors.

Section 9. Special Committees: Special Committees of the Board or committees of the Corporation consisting of three or more members may be created by the Chairperson, subject to the approval of the Board, for such special tasks as circumstances warrant. At least one member of a committee of the Corporation shall be a director of the Corporation. The committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by action of the Board. Upon completion of the task for which appointed, the committee shall stand discharged.

Section 10. Audit Committees: This committee is a Board committee and shall consist of no fewer than three (3) members of the Board who are “independent” as defined by law. The purpose of the Audit Committee is to assist the Board in discharging its legal obligation to oversee the accounting and financial reporting processes for the Corporation and the audit of the Corporation’s financial statements. Towards that end, the Committee will do the following:

1. review with the Corporation’s external independent auditor (the “Auditor”) the scope and planning of the audit prior to the audit’s commencement;
2. upon completion of the audit, review and discuss with the Auditor: (i) any material risks and weaknesses in internal controls identified by the Auditor; (ii) any restrictions on the scope of the Auditor’s activities or access to requested information; (iii) any significant disagreements between the Auditor and management; and (iv) the adequacy of the Corporation’s accounting and financial reporting processes;

3. annually consider the performance and independence of the Auditor;
4. monitor the integrity of the Corporation's financial statements;
5. monitor the Corporation's accounting policies and procedures;
6. monitor the Corporation's internal controls;
7. monitor the Corporation's risk management policies including, but not limited to, overseeing the adoption, implementation of, and compliance with the Corporation's Conflict of Interest Policy;
8. monitor the Corporation's process for receiving and processing confidential complaints and reviewing the nature and disposition of reported matters;
9. monitor the Corporation's compliance with legal and regulatory requirements;
and
10. with respect to the above, report the Committee's activities to the Board of Directors.

The composition of the committee, its powers, its duties and responsibilities, and the definition of an "independent" member of the Board will be more specifically addressed in the Audit Committee Charter, which was approved by the Board and may be amended by the Board at any time and from time to time in the future.

ARTICLE VII
ADMINISTRATION

Section 1. The Administrator:

(a) The Board of Directors shall have complete authority to appoint and discharge the Administrator or any Acting Administrator of the Corporation. The Administrator shall be a salaried full-time employee of the Corporation who holds a currently valid administrator's license and registration, or temporary license, issued pursuant to Article 28-D of the New York Public Health Law. The Board of Directors shall appoint the Administrator of the Corporation, who shall not hold his or her office at the pleasure of the Board and may be discharged with or without cause at any time by action of the Board.

(b) The Administrator, as an employee of the Corporation, shall be responsible for implementation of Board policies and the day-to-day operations of the Corporation. To that end, the Administrator shall have such powers, authority, duties and privileges as customarily appertain to this office and as are granted or assigned by the Board of Directors from time-to-time, or required under the Regulations of the New York State Department of Health.

(c) Under the direction of the Board of Directors, the Administrator shall have the general powers and duties of supervision and management of the property and affairs of the Corporation. The Administrator shall carry out his or her duties and powers so as to benefit the Corporation. All other staff of the Corporation shall be directly accountable to the Administrator. The Administrator shall attend all meeting of the Board of Directors and report formally or informally on matters concerning the administration of the Corporation.

(d) The Administrator shall present to the Board of Directors each year a written report which shall set forth the condition of the Corporation and its various departments, its progress during the year covered by the report, and any other matters which should appropriately be brought to the attention of the directors or which the Board may request the Administrator to discuss.

(e) Whenever the Administrator is absent, the Board of Directors shall appoint an Acting Administrator to serve until discharged by the Board of Directors or until the Administrator returns. The Acting Administrator shall serve at the pleasure of the Board and may be discharged by the Board, with or without cause, at any time.

(f) In case of the death, resignation or inability of the Administrator to act, the Board of Directors or the Executive Committee shall appoint an Acting Administrator, who shall perform all the duties of the Administrator until the next meeting of the Board of Directors or until the disability of the Administrator ceases. The Acting Administrator shall serve at the pleasure of the Board and may be discharged by the Board of Directors or the Executive Committee, with or without cause, at any time.

ARTICLE VIII

MEDICAL BOARD

Section 1. Appointment of Members of Medical Board: The members of the Medical Board shall consist of the Executive Committee of the Board of Directors, the Administrator, the Medical Director of the Corporation and physicians representing the major medical specialties. The remaining members, other than those specifically designated, shall be appointed by the Chairperson with the advice and consent of the Board of Directors of the

Corporation.

Section 2. Responsibilities:

(a) The Medical Board is assigned all of the applicable responsibilities enumerated and defined in Section 41.61(c) (1) through (10) inclusive of the Regulations of the Department of Health.

ARTICLE IX

AUXILIARY ORGANIZATIONS

Section 1. Organization: Auxiliary organizations formed for the benefit of the Corporation shall be approved by the Board of Directors of the Corporation and shall function under the auspices of the Board as represented by the President.

Section 2. Bylaws: Auxiliary groups will be governed by their bylaws, which shall become effective only after approval by the Board of Directors of the Corporation.

ARTICLE X

INDEMNIFICATION AND INSURANCE

Section 1. Authorized Indemnification: Unless clearly prohibited by law or Section 2 of this Article X, the Corporation shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a director or officer of the Corporation, or

(b) in addition is serving or served, in any capacity, at the request of the Corporation, any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

Section 2. Prohibited Indemnification: The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors in good faith determined, that such person's acts were committed in bad faith, or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 3. Advancement of Expenses: The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement or expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article X. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated, unless it would be inappropriate to do so because of

actual or potential conflicts between the interests of the parties.

Section 4. Indemnification of Others: Unless clearly prohibited by law or Section 2 of this Article X, the Board of Directors may approve Corporation indemnification as set forth in Section 1 of this Article X or advancement of expenses as set forth in Section 3 of this Article X, to a person (or the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 5. Determination of Indemnification: Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court, the Board of Directors shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these bylaws. Before indemnification can occur, the Board of Directors must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article X. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these bylaws.

Section 6. Binding Effect: Any person entitled to indemnification under these

bylaws has a legally enforceable right to indemnification which cannot be abridged by amendment of these bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7. Insurance: The Corporation is not required to purchase directors' and officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article X or operation of law, and it may insure directly the directors, officers, employees or volunteers of the Corporation for liabilities against which they were not entitled to indemnification under this Article X as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

Section 8. Nonexclusive Rights: The provisions of this Article X shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Corporation with any director, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article X, subject in all cases to the limitations of Section 2 of this Article X.

ARTICLE XI
FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE XII
CORPORATE SEAL

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, New York". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise.

ARTICLE XIII
RULES OF ORDER AND BYLAW CHANGES

Section 1. Rules of Order: Meetings of the Board shall be governed by Robert's Rules of Order, except where they are inconsistent with the provisions of these bylaws or applicable New York laws.

Section 2. Bylaw Changes: The Board of Directors shall have the power to make, alter, and repeal the bylaws of the Corporation by affirmative vote of two-thirds of the entire Board of Directors at any duly organized meeting of the Board, provided that a full presentation of such proposed amendment(s) shall have been included in the notice of the

meeting.

Section 3. Bylaw Review: The bylaws shall be reviewed on an annual basis three months prior to the Annual Meeting. The review will be the responsibility of the Governance Committee.

EXHIBIT C

Certificate of Good Standing

See attached.

EXHIBIT D

Screenshot from IRS Exempt Organizations Database

See attached.

Lakeside Beikirch Care Center Inc.

EIN: 22-2998029 | Brockport, New York, United States

Other Names

LAKESIDEBEIKIRCH CARE CENTER INC

Publication 78 Data

Organizations eligible to receive tax-deductible charitable contributions. Users may rely on this list in determining deductibility of their contributions.

On Publication 78 Data List: Yes

Deductibility Code: PC [?](#)

Copies of Returns (990, 990-EZ, 990-PF, 990-T)

Electronic copies (images) of Forms 990, 990-EZ, 990-PF or 990-T returns filed with the IRS by charities and non-profits.

 Tax Year 2019 Form 990
 Tax Year 2018 Form 990
 Tax Year 2017 Form 990
 Tax Year 2016 Form 990
 Tax Year 2015 Form 990

EXHIBIT E

Plan of Dissolution and Distribution of Assets

See attached.

PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS
OF
LAKESIDE - BEIKIRCH CARE CENTER, INC.

The Board of Directors of Lakeside - Beikirch Care Center, Inc. (the “Corporation”) has considered the advisability of voluntarily dissolving the Corporation and has determined that dissolution is in the best interest of the Corporation.

1. The assets of the Corporation are as follows (all amounts are approximate):

\$690,000 in cash; and

\$12,500 in intercompany receivables.

2. The liabilities of the Corporation are as follows (all amounts are approximate):

\$1,142,100 in intercompany payables; and

\$12,000 due to third party payors.

3. The organization proposed to receive any assets of the Corporation remaining after the payment of liabilities as directed by the Office of the Attorney General and/or the New York State Supreme Court is Lakeside Foundation, Inc. (the “Foundation”), a charitable organization engaged in activities consistent with the Corporation’s activities.

4. Attached as Exhibit A are the following Foundation documents:

- a. Certificate of Incorporation, with all amendments;
- b. Most recent Form 990 filing, covering fiscal year 2022, and internally-prepared financial statements through October 31, 2023;
- c. An affidavit from an officer of the Foundation stating the purposes of the Foundation, that it is currently exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, as amended that it is current with its registration and annual financial filings with the Charities Bureau, and if

restricted assets are being transferred, a statement that those assets will be held in accordance with any restrictions.

5. In addition to the approval of the Supreme Court, the consent of the New York Public Health and Health Planning Council is required and a copy of same will be attached to the Verified Petition submitted to the Supreme Court.

6. Within two hundred seventy (270) days after the date on which the Supreme Court approves the Plan, the Corporation shall carry it out. After the Plan is carried out, if deemed necessary by the Court, a Certificate of Dissolution shall be signed by an authorized officer or director of the Corporation and all required approvals shall be attached thereto.

Date: _____, 202__

Patricia Hayles, Board Chairperson

EXHIBIT A

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
May 17, 2019.

A handwritten signature in cursive script that reads "Whitney Clark".

Whitney Clark
Deputy Secretary of State for Business and
Licensing Services

CERTIFICATE OF INCORPORATION

OF

LAKESIDE 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 LAKESIDE FOUNDATION, INC.

2. The Corporation is a corporation, as defined in subparagraph (a)(5) 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 soliciting, receiving and maintaining a fund or funds of property, both real and personal, to use and apply the income therefrom and the principal thereof exclusively for the benefit of Lakeside Memorial Hospital, Inc., Lakeside-Beikirch Nursing Home, Inc., Lakeside Residential Facilities, Inc. and Lakeside Health System, Inc. and any supporting organizations operating for their benefit (provided, in each case, that such organization is qualified under Section 501(c)(3) of the Internal Revenue Code), thereby to assist the charitable purpose of these organizations in providing for the physical needs and general well-being of citizens in the area of Brockport, New York.

4. Nothing herein contained shall authorize the Corporation to establish or operate a hospital or to provide hospital service or health-related service or to operate a certified home health agency, a hospice, or a health maintenance organization or to provide a comprehensive health services plan as described in Articles 28, 36, 40 and 44, respectively, of the Public Health Law.

C062688

C062688

5. (a) No part of the net earnings of the corporation shall inure to the benefit of any member (other than an organization qualified under Section 501(c)(3) of the Internal Revenue Code of 1986), trustee, 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. No member (other than an organization qualified under Section 501(c)(3) of the Internal Revenue Code of 1986), 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.

(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 Internal Revenue Code Section 501(h). The Corporation shall not participate or intervene, by any means 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, or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986. The Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law).

(d) 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 the organizations identified in Paragraph 3 of this Certificate of Incorporation which are then qualified under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law). Should no such organization then

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qualify, such distribution shall be made to other organizations which qualify under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) 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.

6. The office of the Corporation in the State of New York shall be located in the County of Monroe.

7. The names and addresses of the initial directors of the Corporation are:

Name	Address
Ted D. Anders, Ph.D	Director of Planning & Development Lakeside Memorial Hospital 165 West Avenue Brockport, NY 14420
Sally Becht	Tri-County Advertiser 15 Main Street Brockport, NY 14420
Shirley Donaher	157 Hollybrook Drive Brockport, NY 14420
Mary Duryea	3900 Lake Road Brockport, NY 14420
Susan Exford	Administrative Vice President Kleen-Brite Laboratory, Inc. 200 State Street Brockport, NY 14420
Ted Habgood	Vice President Chase Lincoln First Bank 66 Main Street Brockport, NY 14420

3

Robert W. Harris

Chief Executive Officer
Lakeside Memorial Hospital
165 West Avenue
Brockport, NY 14420

Larry Keeley

Vice President, Finance
Kleen-Brite Laboratory,
Inc.
200 State Street
Brockport, NY 14420

Thomas Linton

Business Development
Officer
Marine Midland Bank
4617 Lake Road, South
Brockport, NY 14420

Chris McLaughlin

Regional Executive
Marine Midland Bank
One Marine Midland Plaza
Rochester, NY 14604

Kevin C. Nacy

Director of Finance
Lakeside Memorial Hospital
165 West Avenue
Brockport, NY 14420

Joseph Remington

Vice President
Comstock-Michigan Fruit Co.
1 Fishers Road
Pittsford, NY 14534

Susan S. Robfogel, Esq.

Nixon, Hargrave, Devans &
Doyle
Lincoln First Tower
P.O. Box 1051
Rochester, NY 14603

Frances Sansocie

6 Coleman Creek Road
Brockport, NY 14420

Richard Thompson

Vice President
Barclay & Fowler Oil Co.
500 Holley Street
Brockport, NY 14420

Benson Zoghlin, M.D.

279 East Avenue
Hilton, NY 14468

8. 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:

c/o President
Lakeside Memorial Hospital
West Avenue
Brockport, New York 14420

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has signed this certificate this 14th day of April, 1989 and hereby affirms the truth of the statements contained herein under penalty of perjury.

Kevin C. Nacy
Kevin C. Nacy, Incorporator

Address:
Lakeside Memorial Hospital
156 West Avenue
Brockport, New York 14420

STATE OF NEW YORK
SUPREME COURT

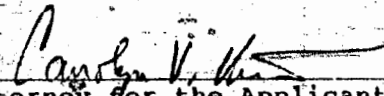
COUNTY OF MONROE

In the Matter of an Application for the :
Approval of the Certificate of Incorporation: NOTICE
of Lakeside Foundation Inc., a : OF
Not-for-Profit Corporation : APPLICATION

To the Attorney General of the State of New York:

PLEASE TAKE NOTICE that the annexed Certificate of Incorporation will be presented to a Justice of the Supreme Court of the State of New York for the Judicial District in which the office of the Corporation is to be located, for the approval required by Section 404 (a) of the Not-for-Profit Corporation Law.

NIXON, HARGRAVE, DEVANS & DOYLE

By 
Attorney for the Applicant
Lincoln First Tower
P.O. Box 1051
Rochester, New York 14603

Dated: 4/18/99

To: Mr. Richard S. Redlo
Assistant Attorney General
State of New York
Department of Law
Albany, NY 12224

6



STATE OF NEW YORK
DEPARTMENT OF LAW
ALBANY 12224

ROBERT ABRAMS
ATTORNEY GENERAL

JAMES G. MCSHARRON
DEPUTY FIRST ASSISTANT
ATTORNEY GENERAL

Telephone: (518) 473-3683

April 20, 1989

William M. Irish
Empire Corporate Services
284 State St.
Albany, NY 12210

Dear Mr. Irish:

RE: LAKESIDE FOUNDATION, INC.

Due and timely service of the notice of application for the approval of the proposed certificate of incorporation of the above-entitled organization is hereby admitted.

The Attorney General does not intend to appear at the time of application.

Very truly yours,

ROBERT ABRAMS
Attorney General

By:


RICHARD S. REDLO
Assistant Attorney General

7



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

PUBLIC HEALTH COUNCIL

September 25, 1989

Ms. Carolyn V. Kent
Nixon, Hargrave, Devans & Doyle
Attorneys and Counselors at Law
Lincoln First Tower
Post Office Box 1051
Rochester, NY 14603

Re: Certificate of Incorporation of Lakeside Foundation, Inc.

Dear Ms. Kent:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 22nd day of September, 1989, I hereby certify that the Public Health Council consents to the filing of the Certificate of Incorporation of Lakeside Foundation, Inc., dated April 17, 1989.

Sincerely,

Karen S. Westervelt
Executive Secretary

STATE OF NEW YORK
SUPREME COURT

COUNTY OF MONROE

In the Matter of an Application for Approval:
of Certificate of Incorporation of
Lakeside Foundation, Inc., pursuant
to the Not-for-Profit Corporation Law.

APPROVAL OF
CERTIFICATE OF
INCORPORATION
BY JUSTICE OF THE
SUPREME COURT

The undersigned, a Justice of the Supreme Court of the
State of New York for the Seventh Judicial District, in which
the office of the Corporation is to be located, hereby approves
the foregoing Certificate of Incorporation of Lakeside
Foundation, Inc. and consents that the same be filed.

Dated:

October 2, 1989

Rockville, N.Y.

William J. Patlow
Hon. William J. Patlow
Justice of the Supreme Court

0062688

-10

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 06 1989

AMT. OF CHECK \$ 90.00

FILING FEE \$ 20

TAX \$

COUNTY FEE \$ 20

COPY \$

REWARD \$

SPEC HANDLES \$

BY:

P. M. ...
T. J. ...

NAH: Type B

10/5

CERTIFICATE OF INCORPORATION

OF

LAKE SIDE FOUNDATION, INC.

OCT 5 11 20 AM '89

Under Section 402 of the Not-For-Profit Corporation Law

BILLED

CVR

Nixon, Hargrave, Devans & Doyle

Lincoln First Tower

Post Office Box 1031

Rochester, N.Y. 14603

716-846-8000

E

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NK101

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
May 17, 2019.

A handwritten signature in cursive script that reads "Whitney Clark".

Whitney Clark
Deputy Secretary of State for Business and
Licensing Services

F 060315000

112

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
LAKESIDE FOUNDATION, INC.**

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

The undersigned, being the Chairperson of the Board of Directors and Secretary of Lakeside Foundation, Inc., ("the Corporation"), respectively, in order to amend the Corporation's Certificate of Incorporation, certify that:

FIRST: The name of the Corporation is Lakeside Foundation, Inc. The Corporation was formed under the name of Lakeside Foundation, Inc.

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on October 6, 1989, 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 with members, and after the amendment of its Certificate effected herein, the Corporation shall be a Type B corporation with members under Section 201.

FOURTH: The Certificate of Incorporation is hereby amended to effect 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 exclusive for the charitable purpose of soliciting, receiving and maintaining a fund or funds of property, both real and personal, to use and apply the income therefrom and the principal thereof for the benefit of Lakeside Memorial Hospital, Inc., Lakeside-Beikrich Nursing Home, Inc., Lakeside Residential Facilities, Inc. and Lakeside Health System, Inc. and any supporting organizations operating for their benefit (provided, in each case, that such organization is qualified under Section 501(c)(3) of the Internal Revenue Code), thereby to assist the charitable purpose of these organizations in providing for the physical needs and general well-being of citizens in the area of Brockport, New York."

(b) Paragraph 3 is deleted in its entirety and amended to read as follows:

"3. The Corporation is formed and shall be operated exclusively for the charitable purposes to solicit, receive and maintain a fund or funds of property, both real and personal, to use and apply the income there from and the principal thereof exclusively for the benefit of Lakeside Memorial Hospital, Inc., Lakeside Beikrich Care Center, Inc., Lakeside Day Care, Inc., and Lakeside Health System, Inc. and any supporting organizations operating for their benefit (provided, in each case, that such organization is qualified

- 2 -

under Section 501(c)(3) of the Internal Revenue Code), thereby to assist the charitable purpose of these organizations in providing for the physical needs and general well-being of citizens in the area of Brockport, New York."

FIFTH: This amendment of the Certificate of Incorporation was authorized by vote of a majority of the entire Board of Directors at a meeting duly held on November 1, 2005 and by resolution adopted by the sole member on November 1, 2005.

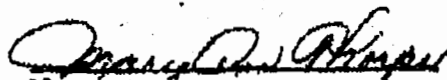
SIXTH: The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any such process so served is:

Lakeside Foundation, Inc.
156 West Avenue
Brockport, New York 14420

IN WITNESS WHEREOF, we have made and subscribed this certificate and hereby affirm under the penalties of perjury that its contents are true this 1st day of November, 2005.



Name: John M. Banskach
Title: Chairperson of the Board of Directors



Name: Mary Ann Thorpe
Title: Secretary



STATE OF NEW YORK
DEPARTMENT OF HEALTH

Corning Tower

The Governor Nelson A. Rockefeller Empire State Plaza

Albany, New York 12237

Antonla C. Novello, M.D., M.P.H., Dr.P.H.
Commissioner

Dennis P. Whalen
Executive Deputy Commissioner

March 9, 2006

Ms. Gina Carney
Liberty Corporate Services
P. O. Box 446
Nassau, New York 12123

Re: Certificate of Amendment of the Certificate of Incorporation of Lakeside Foundation, Inc.

Dear Ms. Carney:

The above referenced certificate of amendment, dated November 1, 2005 and signed by John M. Bansbach and Mary Ann Thorpe, does not require the formal approval of the Public Health Council or the Commissioner of Health under either the Public Health Law or the Not-for-Profit Corporation Law, since the certificate neither changes the corporation's name nor amends substantively the corporation's purposes under Article 28 of the Public Health Law.

The Department of Health does not object to the certificate being filed with the Department of State.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael M. Stone".

Michael M. Stone
Assistant Counsel
Bureau of House Counsel

MAR. 13. 2006 11:31AM

LIBERTY

NO. 008

P. 7

The undersigned, FRANCIS A. AFFRONTI, a Justice of the Supreme Court of the State of New York for the Seventh Judicial District, in which the office of the Corporation is to be located, hereby approves the foregoing Certificate of Amendment of the Certificate of Incorporation of Lakeside Foundation, Inc. and consents that the same be filed.

[Signature] Dated: Feb. 2, 2006

[Signature]
Justice, Supreme Court

THE ATTORNEY GENERAL HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL APPROVAL
HEREON. ACKNOWLEDGES RECEIPT OF
STATUTORY NOTICE AND DEMANDS SERVICE
OF THE FILED CERTIFICATE. SAID NO OBJECTION
IS CONDITIONED ON SUBMISSION OF THE
MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

[Signature]
ASSISTANT ATTORNEY GENERAL

1-20-2006
DATE

MAR. 13. 2006 11:31AM

LIBERTY

NO. 008 P. 8

F 060315000

112

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
LAKESIDE FOUNDATION, INC.**

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

1 CC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

MAR 15 2006

TAXES

BY: Be

LCS
DRAWDOWN - #AL

Filed by:

Nixon Peabody LLP
1300 Clinton Square
Rochester, New York 14603

MONROE

Customer Ref. # 9334

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
May 17, 2019.

A handwritten signature in cursive script that reads "Whitney Clark".

Whitney Clark
Deputy Secretary of State for Business and
Licensing Services

171027000 *ch*

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
LAKESIDE FOUNDATION, INC.**

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

The undersigned, being the Chairperson of the Board of Directors of Lakeside Foundation, Inc. (the "Corporation"), in order to amend the Corporation's Certificate of Incorporation, certifies that:

FIRST, the name of the Corporation is Lakeside Foundation, Inc. The Corporation was formed under the name of Lakeside Foundation, Inc.

SECOND, the Certificate of Incorporation was filed by the Department of State of the State of New York on October 6, 1989, under Section 402 of the Not-for-Profit Corporation Law, and amended by Certificate of Amendment to the Certificate of Incorporation of the Corporation filed by the Department of State of the State of New York on March 13, 2006, under Section 803 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 charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

FOURTH, the Certificate of Incorporation is hereby amended to effect the following:

a. To amend Paragraph 3 relating to the purpose of the Corporation, presently reading in its entirety as follows:

"3. The Corporation is formed and shall be operated exclusively for the charitable purposes to solicit, receive and maintain a fund or funds of property, both real and personal, to use and apply the income therefrom and the principal thereof exclusively for the benefit of Lakeside Memorial Hospital, Inc., Lakeside Beikirch Care Center, Inc., Lakeside Day Care, Inc., and Lakeside Health System, Inc. and any supporting organizations operating for their benefit (provided, in each case, that such organization is qualified under Section 501(c)(3) of the Internal Revenue Code), thereby to assist the charitable purpose of these organizations in providing for the physical needs and general well-being of citizens in the area of Brockport, New York."

b. Paragraph 3 is deleted in its entirety and amended to read as follows:

"3. The Corporation is formed and shall be operated exclusively for the charitable purposes to solicit, receive and maintain a fund or funds of property, both real and personal, to use and apply the income therefrom and the principal thereof exclusively for the benefit of organizations providing health care and other health-related services (provided in each case, that such organization is qualified under Section 501(c)(3) of the Internal Revenue Code), thereby to assist the charitable

purpose of such organizations in providing for the physical needs and general well-being of citizens in the area of Brockport, New York."

FIFTH, this Amendment of the Certificate of Incorporation was authorized by a vote of a majority of the entire Board of Directors.

SIXTH, 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:

Lakeside Foundation, Inc.
170 West Avenue
Brockport, New York 14420

IN WITNESS WHEREOF, we have made and subscribed this certificate and hereby affirm under the penalties of perjury that its contents are true this 2 of October 2017.


Name: Patricia Hayles
Title: Board Chair



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF REGIONAL OFFICES
ROCHESTER REGIONAL OFFICE

The Attorney General hereby approves pursuant to N-PCL §804(a)(ii)(A) the Certificate of Amendment of Lakeside Foundation, Inc., to which this approval is annexed. This approval is conditioned on submission of the Certificate of Amendment to the Department of State for filing within sixty (60) days hereof. Demand is hereby made for a copy of the filed certificate.

Dated: October 23, 2017.

ERIC T. SCHNEIDERMAN,
ATTORNEY GENERAL OF
THE STATE OF NEW YORK

By: 

Audrey Cooper,

Assistant Attorney General
New York State Department of Law
Rochester Regional Office
144 Exchange Boulevard, Suite 200
Rochester, New York 14614

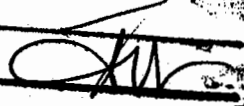
. call

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
LAKESIDE FOUNDATION, INC.**

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

RECEIVED FILED
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2017 OCT 27 PM 2:51

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED OCT 27 2017
TAXS
BY: 

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**LCS
DRAWDOWN - #AL**

Filed by:
Edward H. Townsend, Esq.
Harter Secrest & Emery LLP
1600 Bausch & Lomb Place
Rochester, New York 14604-2711

Customer Ref.# 73927

487

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022Open to Public
Inspection**A For the 2022 calendar year, or tax year beginning and ending****B** Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization**LAKE SIDE FOUNDATION INC**

Doing business as

Number and street (or P.O. box if mail is not delivered to street address)

4107 LAKE ROAD N

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

BROCKPORT, NY 14420**F** Name and address of principal officer: **PATRICIA HAYLES****SAME AS C ABOVE****D** Employer identification number**16-1374547****E** Telephone number**(585) 395-6095****G** Gross receipts \$**62,310.****H(a)** Is this a group returnfor 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: **WWW.LAKESIDEHEALTH.COM****K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other**L** Year of formation: **1989****M** State of legal domicile: **NY****Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: GENERATE FINANCIAL SUPPORT FOR THE BENEFIT OF ORGANIZATIONS PROVIDING HEALTH CARE AND OTHER
	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 7
	4	Number of independent voting members of the governing body (Part VI, line 1b) 4 7
	5	Total number of individuals employed in calendar year 2022 (Part V, line 2a) 5 0
	6	Total number of volunteers (estimate if necessary) 6 0
	7a	Total unrelated business revenue from Part VIII, column (C), line 12 7a 0.
7b	Net unrelated business taxable income from Form 990-T, Part I, line 11 7b 0.	
Revenue	8	Contributions and grants (Part VIII, line 1h) 0. 0.
	9	Program service revenue (Part VIII, line 2g) 0. 0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d) 156,921. 62,310.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 0. 0.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 156,921. 62,310.
	Expenses	13
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) 0. 0.
16a		Professional fundraising fees (Part IX, column (A), line 11e) 0. 0.
b		Total fundraising expenses (Part IX, column (D), line 25) 0.
17		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 16,822. 15,708.
18		Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 16,822. 15,708.
19	Revenue less expenses. Subtract line 18 from line 12 140,099. 46,602.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16) 1,825,916. 1,553,130.
	21	Total liabilities (Part X, line 26) 12,500. 0.
	22	Net assets or fund balances. Subtract line 21 from line 20 1,813,416. 1,553,130.

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		Date		
	PATRICIA HAYLES, BOARD CHAIR				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	KELLEY DEMONTE		11/09/23		P01382609
Preparer Use Only	Firm's name	Firm's EIN		Phone no.	
	BONADIO & CO., LLP	16-1131146		(585) 381-1000	
	Firm's address				
	171 SULLY'S TRAIL				
	PITTSFORD, NY 14534				

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☒**1** Briefly describe the organization's mission:

GENERATE FINANCIAL SUPPORT FOR THE BENEFIT OF ORGANIZATIONS PROVIDING HEALTH CARE AND OTHER HEALTH-RELATED SERVICES, THEREBY TO ASSIST THE CHARITABLE PURPOSE OF EACH ORGANIZATIONS IN PROVIDING FOR THE PHYSICAL NEEDS AND GENERAL WELL-BEING OF CITIZENS IN THE AREA OF BROCKPORT, NEW

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 \$ 12,789. including grants of \$) (Revenue \$)

LAKESIDE FOUNDATION'S PURPOSE IS TO SOLICIT, RECEIVE AND MAINTAIN FUNDS EXCLUSIVELY FOR THE BENEFIT OF ORGANIZATIONS PROVIDING HEALTH CARE AND OTHER HEALTH-RELATED SERVICES IN THE AREA OF BROCKPORT, NEW YORK.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4c** (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4d** Other program services (Describe on Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 12,789.

Form 990 (2022)

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)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? See instructions	2	X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	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? <i>If "Yes," complete Schedule C, Part II</i>	4	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 Rev. Proc. 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	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? <i>If "Yes," complete Schedule D, Part I</i>	6	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? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	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? <i>If "Yes," complete Schedule D, Part IV</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi endowments? <i>If "Yes," complete Schedule D, Part V</i>	10 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? <i>If "Yes," complete Schedule D, Part VI</i>	11a	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? <i>If "Yes," complete Schedule D, Part VII</i>	11b	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? <i>If "Yes," complete Schedule D, Part VIII</i>	11c	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? <i>If "Yes," complete Schedule D, Part IX</i>	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11e	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)? <i>If "Yes," complete Schedule D, Part X</i>	11f	X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	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? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	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? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	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? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	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? <i>If "Yes," complete Schedule G, Part I. See instructions</i>	17	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? <i>If "Yes," complete Schedule G, Part II</i>	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
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? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	X

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 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	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? <i>If "Yes," complete Schedule J</i>	23	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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
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?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
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? <i>If "Yes," complete Schedule L, Part I</i>	25a	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? <i>If "Yes," complete Schedule L, Part I</i>	25b	X
26 Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II</i>	26	X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27	X
28 Was the organization a party to a business transaction with one of the following parties (see the Schedule L, Part IV, instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i>	28a	X
b A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i>	28b	X
c A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? <i>If "Yes," complete Schedule L, Part IV</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	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? <i>If "Yes," complete Schedule R, Part I</i>	33	X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	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)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	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? <i>If "Yes," complete Schedule R, Part VI</i>	37	X
38 Did the organization complete Schedule O and provide explanations on Schedule O for Part VI, lines 11b and 19?	38	X

Note: All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck 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	1a	0
b Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	

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?	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 on 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		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
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 4966?	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 on 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 the 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
17 Section 501(c)(21) organizations. Did the trust, or any disqualified or other person engage in any activities that would result in the imposition of an excise tax under section 4951, 4952 or 4953? If "Yes," complete Form 6069.	17		

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 on 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

	1a	1b	2	3	4	5	6	7a	7b	8a	8b	9	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	7													
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 on Schedule O.														
b Enter the number of voting members included on line 1a, above, who are independent		7												
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?			2											X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?				3										X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?					4									X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?						5								X
6 Did the organization have members or stockholders?							6							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?								7a						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?									7b					X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:														
a The governing body?										8a			X	
b Each committee with authority to act on behalf of the governing body?											8b		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 on Schedule O												9		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	10a	10b	11a	11b	12a	12b	12c	13	14	15a	15b	16a	16b	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a														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?		10b													
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?			11a											X	
b Describe on 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					12a									X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?						12b								X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe on Schedule O how this was done							12c							X	
13 Did the organization have a written whistleblower policy?								13						X	
14 Did the organization have a written document retention and destruction policy?									14					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										15a					X
b Other officers or key employees of the organization											15b				X
If "Yes" to line 15a or 15b, describe the process on 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?												16a			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?													16b		

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 on Schedule O)

19 Describe on 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
PATRICIA HAYLES - 585-637-8340
4107 LAKE ROAD, BROCKPORT, NY 14420

Check if Schedule O contains a response or note to any line in this Part VII

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below 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/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(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			
1b Subtotal								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								0.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization

0

- 3** Did the organization list any **former** officer, director, trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? *If "Yes," complete Schedule J for such individual*
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*

	Yes	No
3		X
4		X
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization

0

Form 990 (2022)

Part VIII Statement of RevenueCheck 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	1g	\$				
	h Total. Add lines 1a-1f						
Program Service Revenue			Business Code				
	2 a						
	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)			27,748.			27,748.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	6a	(i) Real (ii) Personal				
	b Less: rental expenses ...	6b					
	c Rental income or (loss)	6c					
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	7a	(i) Securities (ii) Other				
	b Less: cost or other basis and sales expenses	7b	0.				
	c Gain or (loss)	7c	34,562.				
	d Net gain or (loss)		34,562.				
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	8a					
	b Less: direct expenses	8b					
	c Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities. See Part IV, line 19	9a					
b Less: direct expenses	9b						
c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances	10a						
b Less: cost of goods sold	10b						
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			62,310.	0.	0.	62,310.	

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 ...				
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 (nonemployees):				
a Management				
b Legal				
c Accounting	2,105.		2,105.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	12,789.	12,789.		
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	564.		564.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a MISC EXPENSE	250.		250.	
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	15,708.	12,789.	2,919.	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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck 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		1	
	2 Savings and temporary cash investments	203,205.	2	188,667.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		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	1,622,711.	11	1,364,463.
	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		15	
16 Total assets. Add lines 1 through 15 (must equal line 33)	1,825,916.	16	1,553,130.	
Liabilities	17 Accounts payable and accrued expenses	12,500.	17	0.
	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 any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		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	12,500.	26	0.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	87,557.	27	72,043.
	28 Net assets with donor restrictions	1,725,859.	28	1,481,087.
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	1,813,416.	32	1,553,130.
	33 Total liabilities and net assets/fund balances	1,825,916.	33	1,553,130.

Form 990 (2022)

Part XI Reconciliation of Net AssetsCheck 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	62,310.
2	Total expenses (must equal Part IX, column (A), line 25)	2	15,708.
3	Revenue less expenses. Subtract line 2 from line 1	3	46,602.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	1,813,416.
5	Net unrealized gains (losses) on investments	5	-306,888.
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 on Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	1,553,130.

Part XII Financial Statements and ReportingCheck 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 checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain on 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 on 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 Uniform Guidance, 2 C.F.R. Part 200, Subpart F? _____	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 on Schedule O and describe any steps taken to undergo such audits _____	3b	

Form 990 (2022)

SCHEDULE A
(Form 990)

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.

OMB No. 1545-0047

2022

Open to Public
Inspection

Name of the organization

LAKE SIDE FOUNDATION INC

Employer identification number

16-1374547

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).)
- 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 **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 on 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 _____

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 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) 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) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	237,972.					237,972.
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	237,972.					237,972.
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.						237,972.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
7 Amounts from line 4	237,972.					237,972.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	9,060.	20,615.	53,612.	26,238.	27,748.	137,273.
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						375,245.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First 5 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 2022 (line 6, column (f), divided by line 11, column (f))	14	63.42	%
15 Public support percentage from 2021 Schedule A, Part II, line 14	15	73.00	%
16a 33 1/3% support test - 2022. 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 - 2021. 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 - 2022. 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 - 2021. 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) 2022

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) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(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) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(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 on 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 5 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 2022 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2021 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2022 (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from 2021 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2022. 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 - 2021. 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 box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, 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? <i>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.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i>		
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)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>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.</i>		
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)? <i>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.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c 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).</i>		
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? <i>If "Yes," provide detail in Part VI.</i>		
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? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
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))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
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)? <i>If "Yes," answer line 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

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 on lines 11b and 11c below, the governing body of a supported organization?		
11a		
b A family member of a person described on line 11a above?		
11b		
c A 35% controlled entity of a person described on line 11a or 11b above? If "Yes" to line 11a, 11b, or 11c, provide detail in Part VI .		
11c		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, 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 officers, 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 on line 2, above, 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 governmental entity (see instructions).			
2 Activities Test. Answer lines 2a and 2b 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 on line 2a, above, 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 lines 3a and 3b 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? If "Yes" or "No" 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):		
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 (<i>explain in detail in Part VI</i>):		
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 0.015 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 0.035.	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 0.85 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).		

Schedule A (Form 990) 2022

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	1
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3
4	Amounts paid to acquire exempt-use assets	4
5	Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i>)	5
6	Other distributions (<i>describe in Part VI</i>). See instructions.	6
7	Total annual distributions. Add lines 1 through 6.	7
8	Distributions to attentive supported organizations to which the organization is responsive (<i>provide details in Part VI</i>). See instructions.	8
9	Distributable amount for 2022 from Section C, line 6	9
10	Line 8 amount divided by line 9 amount	10

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2022	(iii) Distributable Amount for 2022
1 Distributable amount for 2022 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2022 (reasonable cause required - <i>explain in Part VI</i>). See instructions.			
3 Excess distributions carryover, if any, to 2022			
a From 2017			
b From 2018			
c From 2019			
d From 2020			
e From 2021			
f Total of lines 3a through 3e			
g Applied to underdistributions of prior years			
h Applied to 2022 distributable amount			
i Carryover from 2017 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4 Distributions for 2022 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2022 distributable amount			
c Remainder. Subtract lines 4a and 4b from line 4.			
5 Remaining underdistributions for years prior to 2022, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
6 Remaining underdistributions for 2022. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
7 Excess distributions carryover to 2023. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2018			
b Excess from 2019			
c Excess from 2020			
d Excess from 2021			
e Excess from 2022			

Schedule A (Form 990) 2022

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.)

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

2022

Open to Public
Inspection

Name of the organization

LAKE SIDE FOUNDATION INC

Employer identification number

16-1374547

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).
☐ Preservation of land for public use (for example, 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 July 25, 2006, 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 FASB 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 FASB 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 FASB 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) 2022

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 make significant use of its collection items (check all that apply):

a ☐ Public exhibition

d ☐ Loan or exchange program

b ☐ Scholarly research

e ☐ Other _____

c ☐ Preservation for future generations

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:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	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	1,622,711.	1,452,726.	1,214,182.	855,538.	881,242.
b Contributions					
c Net investment earnings, gains, and losses	-258,248.	169,985.	238,544.	358,644.	-25,704.
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	1,364,463.	1,622,711.	1,452,726.	1,214,182.	855,538.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment 47.0000 %

b Permanent endowment 53.0000 %

c Term 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)		X
3a(ii)		X
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.

Schedule D (Form 990) 2022

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)	
(2)	
(3)	
(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 FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII ... ☐

Schedule D (Form 990) 2022

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	
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	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
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	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	

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	
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	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
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	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	

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.

PART V, LINE 4:

THE FOUNDATION'S ENDOWMENT FUND CONSISTS OF TWO DONOR-RESTRICTED FUNDS, ESTABLISHED FOR THE ENDOWMENT FUND. THE CORPUS OF THE ENDOWMENT FUNDS ARE CLASSIFIED AS PERMANENTLY RESTRICTED ON THE STATEMENT OF FINANCIAL POSITION AND ANY EARNINGS THEREON ARE CONSIDERED TEMPORARILY RESTRICTED UNTIL APPROPRIATED FOR EXPENDITURE.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.
Attach to Form 990.
Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2022

**Open to Public
Inspection**

Name of the organization

LAKESIDE FOUNDATION INC

Employer identification number

16-1374547

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? ☒ **Yes** ☐ **No**
- 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.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of noncash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
- 3** Enter total number of other organizations listed in the line 1 table

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.**

Schedule I (Form 990) 2022

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 non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance

Part IV **Supplemental Information.** Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

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 Form 990-EZ.
Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2022

Open to Public
Inspection

Name of the organization

LAKESIDE FOUNDATION INC

Employer identification number
16-1374547

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

HEALTH-RELATED SERVICES, THEREBY TO ASSIST THE CHARITABLE PURPOSE OF
EACH ORGANIZATIONS IN PROVIDING FOR THE PHYSICAL NEEDS AND GENERAL
WELL-BEING OF CITIZENS IN THE AREA OF BROCKPORT, NEW YORK.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

YORK.

FORM 990, PART VI, SECTION B, LINE 11B:

A COPY OF THE 990 IS PROVIDED TO ALL BOARD MEMBERS PRIOR TO FILING THE FORM
990 IS PREPARED IN CONJUNCTION WITH ACCOUNTING FIRM AND MANAGEMENT.

FORM 990, PART VI, SECTION B, LINE 12C:

ANY POTENTIAL CONFLICTS ARE REVIEWED BY THE EXECUTIVE COMMITTEE AND BOARD
OF DIRECTORS AS NECESSARY.

FORM 990, PART VI, SECTION C, LINE 19:

ANY DOCUMENT IS AVAILABLE UPON REQUEST IN THE FOUNDATION OFFICE. A COPY OF
THE ANNUAL YEAR END FINANCIAL STATEMENTS ARE REVIEWED AND PRESENTED TO THE
FINANCE COMMITTEE AND BOARD OF DIRECTORS. ALL OTHER GOVERNING DOCUMENTS ARE
AVAILABLE UPON REQUEST.

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

2022

**Open to Public
Inspection**

Name of the organization

LAKE SIDE FOUNDATION INC

Employer identification number
16-1374547

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
LAKE SIDE MEMORIAL HOSPITAL INC - 16-0743068 PO BOX 350 BROCKPORT, NY 14420	THE PRIMARY PURPOSE OF LAKE SIDE MEMORIAL HOSPITAL IS TO PROVIDE A FULL RANGE OPERATE A NURSING HOME AND PROMOTE THE ENHANCEMENT OF	NEW YORK	501(C)(3)	LINE 3			X
LAKE SIDE/BEIKIRCH CARE CENTER INC - 22-2990829, PO BOX 350, BROCKPORT, NY 14420	HEALTH CARE SERVICES	NEW YORK	501(C)(3)	LINE 11			X
LAKE SIDE HEALTH SYSTEM INC - 16-1396374 PO BOX 350 BROCKPORT, NY 14420	LAKE SIDE HEALTH SYSTEM INC SERVES AS A PARENT CORPORATION	NEW YORK	501(C)(3)	LINE 12D, III-O			X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2022

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 512(b)(13) controlled entity?	
								Yes	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	1a	X
b Gift, grant, or capital contribution to related organization(s)	1b	X
c Gift, grant, or capital contribution from related organization(s)	1c	X
d Loans or loan guarantees to or for related organization(s)	1d	X
e Loans or loan guarantees by related organization(s)	1e	X
f Dividends from related organization(s)	1f	X
g Sale of assets to related organization(s)	1g	X
h Purchase of assets from related organization(s)	1h	X
i Exchange of assets with related organization(s)	1i	X
j Lease of facilities, equipment, or other assets to related organization(s)	1j	X
k Lease of facilities, equipment, or other assets from related organization(s)	1k	X
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	X
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	X
o Sharing of paid employees with related organization(s)	1o	X
p Reimbursement paid to related organization(s) for expenses	1p	X
q Reimbursement paid by related organization(s) for expenses	1q	X
r Other transfer of cash or property to related organization(s)	1r	X
s Other transfer of cash or property from related organization(s)	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)			

Part VI Unrelated Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Provide additional information for responses to questions on Schedule R. See instructions.

Lakeside Foundation, Inc.
Balance Sheet
As of October 31, 2023

	Oct 31, 23
ASSETS	
Current Assets	
Checking/Savings	
Five Star Business Checking	83,529.97
Five Star Staff Education MM	97,461.79
Total Checking/Savings	180,991.76
Other Current Assets	
Exeter Account	1,373,219.62
Manning & Napier	9,037.27
Prudential Stock	6,035.04
Total Other Current Assets	1,388,291.93
Total Current Assets	1,569,283.69
TOTAL ASSETS	1,569,283.69
LIABILITIES & EQUITY	
Equity	
Perm. Restricted Net Assets	636,693.07
Temp. Restricted Net Assets	844,393.63
Unrestricted Net Assets	72,042.96
Net Income	16,154.03
Total Equity	1,569,283.69
TOTAL LIABILITIES & EQUITY	1,569,283.69

Lakeside Foundation, Inc.
Profit & Loss
January through October 2023

	Jan - Oct 23
Ordinary Income/Expense	
Expense	
Accounting Fees	0.00
Grants to Nonprofits	7,500.00
Insurance	584.96
Investment Management Fees	12,395.86
Total Expense	20,480.82
Net Ordinary Income	-20,480.82
Other Income/Expense	
Other Income	
Bank Interest Income	162.20
Dividend and Interest Earnings	24,060.24
Realized Gains (Losses)	-182.37
Unrealized Gains (Losses)	12,594.78
Total Other Income	36,634.85
Net Other Income	36,634.85
Net Income	16,154.03

AFFIDAVIT

STATE OF NEW YORK)
COUNTY OF MONROE) ss:

[____], being duly sworn, deposes and says:

1. I am the [] of the Lakeside Foundation, Inc. (the “Foundation”).
2. The purpose of the Foundation is set forth in its Certificate of Incorporation which is attached hereto.
3. The Foundation is currently exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
4. The Foundation is up to date in its registration and annual financial filings with the New York State Charities Bureau.
5. Attached hereto is financial information showing assets, liabilities and revenues of the Foundation as of October 31, 2023. The financial condition of the Foundation has not materially changed since such date.

[]

Sworn to before me this

_____ day of _____, 202__.

Notary Public

EXHIBIT F

2022 Form 990 Filing

See attached.

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022Open to Public
Inspection**A For the 2022 calendar year, or tax year beginning and ending****B** Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization

LAKE SIDE/BEIKIRCH CARE CENTER INC

Doing business as

Number and street (or P.O. box if mail is not delivered to street address)

4107 LAKE ROAD N

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

BROCKPORT, NY 14420

F Name and address of principal officer: PATRICIA HAYLES

SAME AS C ABOVE

D Employer identification number

22-2998029

E Telephone number

(585) 395-6095

G Gross receipts \$

4,631.

H(a) Is this a group returnfor 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: WWW.LAKESIDEHEALTH.COM**K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other**L** Year of formation: 1989**M** State of legal domicile: NY**Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: OPERATE A NURSING HOME AND PROMOTING THE ENHANCEMENT OF HEALTH CARE SERVICES.
	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 5
	4	Number of independent voting members of the governing body (Part VI, line 1b) 4 5
	5	Total number of individuals employed in calendar year 2022 (Part V, line 2a) 5 0
	6	Total number of volunteers (estimate if necessary) 6 5
	7a	Total unrelated business revenue from Part VIII, column (C), line 12 7a 0.
7b	Net unrelated business taxable income from Form 990-T, Part I, line 11 7b 0.	
Revenue	8	Contributions and grants (Part VIII, line 1h) 0. 0.
	9	Program service revenue (Part VIII, line 2g) 0. 0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d) 1,713. 1,192.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 41,395. 3,439.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 43,108. 4,631.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3) 0. 0.
Expenses	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) 0. 0.
	16a	Professional fundraising fees (Part IX, column (A), line 11e) 0. 0.
	b	Total fundraising expenses (Part IX, column (D), line 25) 0.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 8,470. 3,014.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 8,470. 3,014.
Net Assets or Fund Balances	19	Revenue less expenses. Subtract line 18 from line 12 34,638. 1,617.
	20	Total assets (Part X, line 16) 699,426. 701,044.
	21	Total liabilities (Part X, line 26) 1,154,397. 1,154,398.
	22	Net assets or fund balances. Subtract line 21 from line 20 -454,971. -453,354.

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		Date		
	PATRICIA HAYLES, BOARD CHAIR				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	KELLEY DEMONTE	KELLEY DEMONTE	11/09/23		P01382609
Preparer Use Only	Firm's name	Firm's EIN			
	BONADIO & CO., LLP	16-1131146			
Preparer Use Only	Firm's address	Phone no.			
	171 SULLY'S TRAIL PITTSFORD, NY 14534	(585) 381-1000			

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☐**1** Briefly describe the organization's mission:**OPERATE A NURSING HOME AND PROMOTING THE ENHANCEMENT OF HEALTH CARE SERVICES.****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 \$)**CARE CENTER WAS SOLD ON DECEMBER 27, 2017.****4b** (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4c** (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4d** Other program services (Describe on Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses

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)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? See instructions	2	X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	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? <i>If "Yes," complete Schedule C, Part II</i>	4	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 Rev. Proc. 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	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? <i>If "Yes," complete Schedule D, Part I</i>	6	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? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	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? <i>If "Yes," complete Schedule D, Part IV</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi endowments? <i>If "Yes," complete Schedule D, Part V</i>	10	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? <i>If "Yes," complete Schedule D, Part VI</i>	11a	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? <i>If "Yes," complete Schedule D, Part VII</i>	11b	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? <i>If "Yes," complete Schedule D, Part VIII</i>	11c	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? <i>If "Yes," complete Schedule D, Part IX</i>	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11e 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)? <i>If "Yes," complete Schedule D, Part X</i>	11f	X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	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? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	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? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	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? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	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? <i>If "Yes," complete Schedule G, Part I. See instructions</i>	17	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? <i>If "Yes," complete Schedule G, Part II</i>	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
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? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	X

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 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	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? <i>If "Yes," complete Schedule J</i>	23	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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
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?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
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? <i>If "Yes," complete Schedule L, Part I</i>	25a	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? <i>If "Yes," complete Schedule L, Part I</i>	25b	X
26 Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II</i>	26	X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27	X
28 Was the organization a party to a business transaction with one of the following parties (see the Schedule L, Part IV, instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i>	28a	X
b A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i>	28b	X
c A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? <i>If "Yes," complete Schedule L, Part IV</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	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? <i>If "Yes," complete Schedule R, Part I</i>	33	X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	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)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	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? <i>If "Yes," complete Schedule R, Part VI</i>	37	X
38 Did the organization complete Schedule O and provide explanations on Schedule O for Part VI, lines 11b and 19? Note: All Form 990 filers are required to complete Schedule O	38	X

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck 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	1a	0
b Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	

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?	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 on 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	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
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 4966?	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 on 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 the 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
17 Section 501(c)(21) organizations. Did the trust, or any disqualified or other person engage in any activities that would result in the imposition of an excise tax under section 4951, 4952 or 4953? If "Yes," complete Form 6069.	17	

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 on 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

	1a	1b	2	3	4	5	6	7a	7b	8a	8b	9	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	5													
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 on Schedule O.														
b Enter the number of voting members included on line 1a, above, who are independent		5												
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?			2											X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?				3										X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?					4									X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?						5								X
6 Did the organization have members or stockholders?							6							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?								7a						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?									7b					X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:														
a The governing body?										8a			X	
b Each committee with authority to act on behalf of the governing body?											8b		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 on Schedule O												9		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	10a	10b	11a	11b	12a	12b	12c	13	14	15a	15b	16a	16b	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a														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?		10b													
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?			11a											X	
b Describe on 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					12a									X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?						12b								X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe on Schedule O how this was done							12c							X	
13 Did the organization have a written whistleblower policy?								13						X	
14 Did the organization have a written document retention and destruction policy?									14					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										15a					X
b Other officers or key employees of the organization											15b				X
If "Yes" to line 15a or 15b, describe the process on 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?												16a			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?													16b		

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 on Schedule O)

19 Describe on 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
PATRICIA HAYLES - 585-637-8340
4107 LAKE ROAD, BROCKPORT, NY 14420

Part VIII Statement of RevenueCheck 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	1g	\$				
	h Total. Add lines 1a-1f						
Program Service Revenue			Business Code				
	2 a						
	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)			1,192.			1,192.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	6a	(i) Real (ii) Personal				
	b Less: rental expenses ...	6b					
	c Rental income or (loss)	6c					
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	7a	(i) Securities (ii) Other				
	b Less: cost or other basis and sales expenses	7b					
	c Gain or (loss)	7c					
	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	8a					
	b Less: direct expenses	8b					
	c Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities. See Part IV, line 19	9a					
	b Less: direct expenses	9b					
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances	10a					
b Less: cost of goods sold	10b						
c Net income or (loss) from sales of inventory							
Miscellaneous Revenue	11 a OTHER	Business Code	900099	3,439.			3,439.
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d				3,439.		
	12 Total revenue. See instructions				4,631.	0.	0.

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 ...				
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 (nonemployees):				
a Management				
b Legal				
c Accounting	2,110.		2,110.	
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				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a OTHER	904.		904.	
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	3,014.	0.	3,014.	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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck 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		1	
	2 Savings and temporary cash investments	686,841.	2	688,459.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		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	12,585.	15	12,585.
16 Total assets. Add lines 1 through 15 (must equal line 33)	699,426.	16	701,044.	
Liabilities	17 Accounts payable and accrued expenses	25,323.	17	25,323.
	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 any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		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	1,129,074.	25	1,129,075.
	26 Total liabilities. Add lines 17 through 25	1,154,397.	26	1,154,398.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	-454,971.	27	-453,354.
	28 Net assets with donor restrictions		28	
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	-454,971.	32	-453,354.
	33 Total liabilities and net assets/fund balances	699,426.	33	701,044.

Form 990 (2022)

Part XI Reconciliation of Net AssetsCheck 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	4,631.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,014.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,617.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	-454,971.
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 on Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	-453,354.

Part XII Financial Statements and ReportingCheck 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 on 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 on 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 Uniform Guidance, 2 C.F.R. Part 200, Subpart F? _____	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 on Schedule O and describe any steps taken to undergo such audits _____	3b	

Form 990 (2022)

Department of the Treasury
Internal Revenue Service

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022

**Open to Public
Inspection**

Name of the organization

LAKE SIDE/BEIKIRCH CARE CENTER INC

Employer identification number

22-2998029

Part I	Reason for Public Charity Status. (All organizations must complete this part.) See instructions.
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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).)

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 **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 on 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: _____

g Provide the following information about the supported organization(s). _____

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 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) 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) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
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						
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.						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
7 Amounts from line 4						
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						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First 5 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 2022 (line 6, column (f), divided by line 11, column (f))	14	%
15 Public support percentage from 2021 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2022. 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 type="checkbox"/>		
b 33 1/3% support test - 2021. 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 - 2022. 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 - 2021. 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) 2022

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) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")		20,000.		112.	0.	20,112.
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		20,000.		112.		20,112.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
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						0.
c Add lines 7a and 7b						0.
8 Public support. (Subtract line 7c from line 6.)						20,112.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
9 Amounts from line 6		20,000.		112.		20,112.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	383.	252.	3,338.	1,713.	326.	6,012.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	383.	252.	3,338.	1,713.	326.	6,012.
11 Net income from unrelated business activities not included on 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.)	155,118.	196,831.	10,527.	41,284.	4,305.	408,065.
13 Total support. (Add lines 9, 10c, 11, and 12.)	155,501.	217,083.	13,865.	43,109.	4,631.	434,189.

14 First 5 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 2022 (line 8, column (f), divided by line 13, column (f))	15	4.63 %
16 Public support percentage from 2021 Schedule A, Part III, line 15	16	96.35 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2022 (line 10c, column (f), divided by line 13, column (f))	17	1.38 %
18 Investment income percentage from 2021 Schedule A, Part III, line 17	18	.05 %

19a 33 1/3% support tests - 2022. 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 - 2021. 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 box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, 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? <i>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.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i>		
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)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>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.</i>		
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)? <i>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.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c 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).</i>		
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? <i>If "Yes," provide detail in Part VI.</i>		
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? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
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))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
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)? <i>If "Yes," answer line 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

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 on lines 11b and 11c below, the governing body of a supported organization?		
11a		
b A family member of a person described on line 11a above?		
11b		
c A 35% controlled entity of a person described on line 11a or 11b above? If "Yes" to line 11a, 11b, or 11c, provide detail in Part VI .		
11c		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, 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 officers, 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 on line 2, above, 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

	Yes	No
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 governmental entity (see instructions).		
2 Activities Test. Answer lines 2a and 2b 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 on line 2a, above, 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 lines 3a and 3b 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? If "Yes" or "No" 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):		
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 (<i>explain in detail in Part VI</i>):		
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 0.015 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 0.035.	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 0.85 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).		

Schedule A (Form 990) 2022

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	1	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	3	
4 Amounts paid to acquire exempt-use assets	4	
5 Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i>)	5	
6 Other distributions (<i>describe in Part VI</i>). See instructions.	6	
7 Total annual distributions. Add lines 1 through 6.	7	
8 Distributions to attentive supported organizations to which the organization is responsive (<i>provide details in Part VI</i>). See instructions.	8	
9 Distributable amount for 2022 from Section C, line 6	9	
10 Line 8 amount divided by line 9 amount	10	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2022	(iii) Distributable Amount for 2022
1 Distributable amount for 2022 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2022 (reasonable cause required - <i>explain in Part VI</i>). See instructions.			
3 Excess distributions carryover, if any, to 2022			
a From 2017			
b From 2018			
c From 2019			
d From 2020			
e From 2021			
f Total of lines 3a through 3e			
g Applied to underdistributions of prior years			
h Applied to 2022 distributable amount			
i Carryover from 2017 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4 Distributions for 2022 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2022 distributable amount			
c Remainder. Subtract lines 4a and 4b from line 4.			
5 Remaining underdistributions for years prior to 2022, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
6 Remaining underdistributions for 2022. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
7 Excess distributions carryover to 2023. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2018			
b Excess from 2019			
c Excess from 2020			
d Excess from 2021			
e Excess from 2022			

Schedule A (Form 990) 2022

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.)

SCHEDULE A, PART III, LINE 12, EXPLANATION FOR OTHER INCOME:**OTHER INCOME**

2018 AMOUNT: \$ 155,118.

2019 AMOUNT: \$ 196,831.

2020 AMOUNT: \$ 10,527.

2021 AMOUNT: \$ 41,284.

2022 AMOUNT: \$ 4,305.

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

2022

Open to Public
Inspection

Name of the organization

LAKEside/BEIKIRCH CARE CENTER INC

Employer identification number

22-2998029

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 (for example, 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 July 25, 2006, 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 FASB 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 FASB 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 FASB 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) 2022

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 make significant use of its collection items (check all that apply):

a ☐ Public exhibition

d ☐ Loan or exchange program

b ☐ Scholarly research

e ☐ Other _____

c ☐ Preservation for future generations

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:

	Amount
1c	
1d	
1e	
1f	

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

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					130,073.
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					130,073.
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 Term 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

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? ☐

	Yes	No
3a(i)		
3a(ii)		
3b		

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.

Schedule D (Form 990) 2022

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)	
(2)	
(3)	
(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) DUE TO HOSPITAL	1,116,790.
(3) DUE TO THIRD PARTY PAYERS	12,285.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	1,129,075.

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 FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII ... ☐

Schedule D (Form 990) 2022

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	
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	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
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	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	

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	
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	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
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	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	

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.

PART V, LINE 4:

THE CARE CENTER HAD AN INTEREST IN THE NET ASSETS OF LAKESIDE FOUNDATION INC. (THE FOUNDATION) THROUGH COMMON INTEREST AND COMMON CONTROL BY LAKESIDE HEALTH SYSTEM, INC. THE CARE CENTER'S BENEFICIAL INTEREST IN THE NET ASSETS OF THE FOUNDATION AND ITS CHANGE IN THOSE NET ASSETS WERE REPORTED AS TEMPORARILY AND PERMANENTLY RESTRICTED NET ASSETS. THE ENDOWMENT FUNDS CONSISTED OF THE CARE CENTER'S BENEFICIAL INTEREST OF THE FOUNDATION. SUBSEQUENTLY, THE FOUNDATION HAS CHANGED ITS BY-LAWS IN 2018 AND THE CARE CENTER NO LONGER HAS A BENEFICIAL INTEREST IN THE FOUNDATION AND THEREFORE THE ENDOWMENT FUNDS HAVE BEEN APPROPRIATELY REMOVED FROM THE CARE CENTERS GENERAL LEDGER.

Part XIII	Supplemental Information <i>(continued)</i>
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[illegible]

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

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 Form 990-EZ.
Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2022

Open to Public
Inspection

Name of the organization

LAKESIDE/BEIKIRCH CARE CENTER INC

Employer identification number

22-2998029

FORM 990, PART VI, SECTION B, LINE 11B:

THE BOARD CHAIR PRESENTS THE DRAFT 990 TO THE DIRECTORS OF THE BOARD PRIOR
TO FILING. ANY QUESTIONS ARE RAISED AND ONCE APPROVED, THE 990 INCLUDING
ALL REQUIRED SCHEDULES, AS ULTIMATELY FILED WITH THE IRS, WAS PROVIDED/OR
WAS MADE AVAILABLE TO EACH MEMBER OF THE BOARD BEFORE ITS FILING WITH THE
IRS.

FORM 990, PART VI, SECTION B, LINE 12C:

THIS IS DISCUSSED ANNUALLY AT THE BOARD MEETING.

FORM 990, PART VI, SECTION C, LINE 19:

DOCUMENTS ARE AVAILABLE UPON REQUEST

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

2022

**Open to Public
Inspection**

Name of the organization

LAKE SIDE/BEIKIRCH CARE CENTER INC

Employer identification number
22-2998029

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
LAKE SIDE MEMORIAL HOSPITAL - 16-0743068 PO BOX 350 BROCKPORT, NY 14420	PATIENT HEALTH CARE INCLUDING MEDICAL AND SURGICAL SERVICES (CLOSED	NEW YORK	501(C)(3)	LINE 3			X
LAKE SIDE HEALTH SYSTEM INC. - 16-1396374 PO BOX 350 BROCKPORT, NY 14420	LAKE SIDE HEALTH SYSTEM INC. SERVICES AS A PARENT CORPORATION	NEW YORK	501(C)(3)	LINE 12B, II			X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

SEE PART VII FOR CONTINUATIONS

Schedule R (Form 990) 2022

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 512(b)(13) controlled entity?	
								Yes	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	1a	X
b Gift, grant, or capital contribution to related organization(s)	1b	X
c Gift, grant, or capital contribution from related organization(s)	1c	X
d Loans or loan guarantees to or for related organization(s)	1d	X
e Loans or loan guarantees by related organization(s)	1e	X
f Dividends from related organization(s)	1f	X
g Sale of assets to related organization(s)	1g	X
h Purchase of assets from related organization(s)	1h	X
i Exchange of assets with related organization(s)	1i	X
j Lease of facilities, equipment, or other assets to related organization(s)	1j	X
k Lease of facilities, equipment, or other assets from related organization(s)	1k	X
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	X
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	X
o Sharing of paid employees with related organization(s)	1o	X
p Reimbursement paid to related organization(s) for expenses	1p	X
q Reimbursement paid by related organization(s) for expenses	1q	X
r Other transfer of cash or property to related organization(s)	1r	X
s Other transfer of cash or property from related organization(s)	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)			

Part VI **Unrelated Organizations Taxable as a Partnership.** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R. See instructions.

PART II, IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS:

NAME OF RELATED ORGANIZATION:

LAKESIDE MEMORIAL HOSPITAL

PRIMARY ACTIVITY: PATIENT HEALTH CARE INCLUDING MEDICAL AND SURGICAL
SERVICES(CLOSED IN 2013)

EXHIBIT G

Unanimous Written Consent of the Board of Directors

See attached.

UNANIMOUS WRITTEN CONSENT
MEMBERS OF THE BOARDS OF DIRECTORS
LAKESIDE-BEIKIRCH CARE CENTER, INC.

The undersigned, being all of the members of the Board of Directors of Lakeside-Beikirch Care Center, Inc. (the "Care Center"), hereby adopt the following Resolution, as of November 13, 2023, and state that no change to the Resolution has been made subsequent to that date, and the Resolution is still in effect:

RESOLUTION:

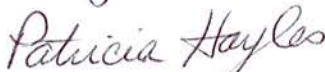
1. The Petition for the liquidation of the assets of the Care Center and dissolution of the Care Center, as prepared by Harter, Secrest and Emery, LLP, legal counsel for the Care Center, is approved.
2. The Care Center is authorized to file one or more Petitions (individually and collectively, the "Petition") with the Supreme Court, Monroe County, New York asking the Court to, in accordance with the Petition and/or on such other terms that the Court deems reasonable and proper: approve the liquidation of the assets of the Care Center; approve the payment of all remaining debts and obligations of the Care Center; approve the distribution of the remaining assets of the Care Center; and approve dissolution of the Care Center in accordance with New York Law.
3. The Care Center is further authorized to submit the Petition and any other related documents or instruments to the Office of the Attorney General and/or any other applicable New York State agencies or governmental bodies to effectuate the dissolution of the Care Center.
4. Patricia Hayles, Chairperson of the Board of Directors of the Care Center, and Craig J. Zicari, a member of the Board of Directors of the Care Center, or either of them, are authorized to execute such documents, to make such further decisions, and to act to discharge such decisions and this Resolution in a way that is consistent with this Resolution.
5. This Resolution shall take effect on November 13, 2023, the date of its adoption.

In Witness Whereof, we have each signed this Unanimous Written Consent on the 2nd day of December, 2023.

Elizabeth Caruso, RN, MSN



Patricia Hayles, CPA



Michael Raff, OD



Kathleen Peterson, RN, PhD



Craig J. Zicari, Esq.



EXHIBIT H

Consent of the New York Public Health and Health Planning Council

See attached.

EXHIBIT I

CHAR500 Filing for Fiscal Year 2021

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

2021
**Open to Public
Inspection**

1. General Information

For Fiscal Year Beginning (mm/dd/yyyy) 01/01/2021 and Ending (mm/dd/yyyy) 12/31/2021		
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: LAKE SIDE/BEIKIRCH CARE CENTER INC	Employer Identification Number (EIN): 22-2998029
	Mailing Address: 4107 LAKE ROAD N	NY Registration Number: 16-30-55
	City / State / ZIP: BROCKPORT, NY 14420	Telephone: 585 637-8340
	Website: WWW.LAKESIDEHEALTH.COM	Email:
Check your organization's registration category: <input type="checkbox"/> 7A only <input type="checkbox"/> EPTL only <input checked="" type="checkbox"/> DUAL (7A & EPTL) <input type="checkbox"/> 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:	PATRICIA HAYLES		
	Signature	Print Name and Title	Date
Chief Financial Officer or Treasurer:	ELIZABETH CARUSO		
	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.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.
	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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>25.</u>	Total fee: \$ <u>50.</u>	Make a single check or money order payable to: "Department of Law"
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CHAR500 Annual Filing for Charitable Organizations (Updated January 2022)

*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 \$1,000,000
- ☐ Audit Report if you received total revenue and support greater than \$1,000,000 and the fiscal year begins on or after July 1, 2021. If the fiscal year begins before that date, an Audit Report is required if total revenue and support is 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)).

IRS e-file Signature Authorization
for a Tax Exempt Entity

OMB No. 1545-0047

Form 8879-TE

For calendar year 2021, or fiscal year beginning _____, 2021, and ending _____, 20____

2021

Department of the Treasury
Internal Revenue Service▶ Do not send to the IRS. Keep for your records.
▶ Go to www.irs.gov/Form8879TE for the latest information.

Name of filer

LAKESIDE/BEIKIRCH CARE CENTER INC

EIN or SSN

22-2998029

Name and title of officer or person subject to tax
PATRICIA HAYLES
BOARD CHAIR**Part I** Type of Return and Return Information

Check the box for the return for which you are using this Form 8879-TE and enter the applicable amount, if any, from the return. Form 8038-CP and Form 5330 filers may enter dollars and cents. For all other forms, enter whole dollars only. If you check the box on line 1a, 2a, 3a, 4a, 5a, 6a, 7a, 8a, 9a, or 10a below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, 5b, 6b, 7b, 8b, 9b, or 10b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

1a Form 990 check here	▶ <input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b 43,108.
2a Form 990-EZ check here	▶ <input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9)	2b
3a Form 1120-POL check here	▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b
4a Form 990-PF check here	▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part V, line 5)	4b
5a Form 8868 check here	▶ <input type="checkbox"/>	b Balance due (Form 8868, line 3c)	5b
6a Form 990-T check here	▶ <input type="checkbox"/>	b Total tax (Form 990-T, Part III, line 4)	6b
7a Form 4720 check here	▶ <input type="checkbox"/>	b Total tax (Form 4720, Part III, line 1)	7b
8a Form 5227 check here	▶ <input type="checkbox"/>	b FMV of assets at end of tax year (Form 5227, Item D)	8b
9a Form 5330 check here	▶ <input type="checkbox"/>	b Tax due (Form 5330, Part II, line 19)	9b
10a Form 8038-CP check here	▶ <input type="checkbox"/>	b Amount of credit payment requested (Form 8038-CP, Part III, line 22)	10b

Part II Declaration and Signature Authorization of Officer or Person Subject to Tax

Under penalties of perjury, I declare that ☒ I am an officer of the above entity or ☐ I am a person subject to tax with respect to (name of entity) _____, (EIN) _____ and that I have examined a copy of the 2021 electronic return and accompanying schedules and statements, and, to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the electronic return and, if applicable, the consent to electronic funds withdrawal.

PIN: check one box only

☒ I authorize BONADIO & CO., LLP to enter my PIN 92574
ERO firm name Enter five numbers, but do not enter all zeros

as my signature on the tax year 2021 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

☐ As an officer or person subject to tax with respect to the entity, I will enter my PIN as my signature on the tax year 2021 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Signature of officer or person subject to tax ▶ ***** THIS IS NOT A FILEABLE COPY *****

Date ▶

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

16628614534

Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2021 electronically filed return indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ KELLEY DEMONTE

Date ▶ 11/14/22

ERO Must Retain This Form - See Instructions

Do Not Submit This Form to the IRS Unless Requested To Do So

LHA For Privacy act and Paperwork Reduction Act Notice, see instructions.

Form 8879-TE (2021)

**Application for Automatic Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-0047

► **File a separate application for each return.**
► **Go to www.irs.gov/Form8868 for the latest information.**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. LAKESIDE/BEIKIRCH CARE CENTER INC	Taxpayer identification number (TIN) 22-2998029
	Number, street, and room or suite no. If a P.O. box, see instructions. 4107 LAKE ROAD N	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BROCKPORT, NY 14420	

Enter the Return Code for the return that this application is for (file a separate application for each return)

0	1
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Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12
Form 990-T (corporation)	07		

PATRICIA HAYLES

- The books are in the care of ► **4107 LAKE ROAD - BROCKPORT, NY 14420**

Telephone No. ► **585-637-8340**

Fax No. ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐ ► ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and TINs of all members the extension is for.

- 1 I request an automatic 6-month extension of time until **NOVEMBER 15, 2022**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2021** or
► ☐ tax year beginning _____, and ending _____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-TE and Form 8879-TE for payment instructions.

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**
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.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2021Open to Public
Inspection**A For the 2021 calendar year, or tax year beginning and ending****B** Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization

LAKE SIDE/BEIKIRCH CARE CENTER INC

Doing business as

Number and street (or P.O. box if mail is not delivered to street address)

4107 LAKE ROAD N

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

BROCKPORT, NY 14420

F Name and address of principal officer: PATRICIA HAYLES

SAME AS C ABOVE

D Employer identification number

22-2998029

E Telephone number

(585) 395-6095

G Gross receipts \$

43,108.

H(a) Is this a group returnfor 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: ▶ WWW.LAKESIDEHEALTH.COM**K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation: 1989**M** State of legal domicile: NY**Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: OPERATE A NURSING HOME AND PROMOTING THE ENHANCEMENT OF HEALTH CARE SERVICES.
	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 5
	4	Number of independent voting members of the governing body (Part VI, line 1b) 4 5
	5	Total number of individuals employed in calendar year 2021 (Part V, line 2a) 5 0
	6	Total number of volunteers (estimate if necessary) 6 5
	7a	Total unrelated business revenue from Part VIII, column (C), line 12 7a 0.
7b	Net unrelated business taxable income from Form 990-T, Part I, line 11 7b 0.	
Revenue	8	Contributions and grants (Part VIII, line 1h) 0. 0.
	9	Program service revenue (Part VIII, line 2g) 0. 0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d) 3,338. 1,713.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 10,527. 41,395.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 13,865. 43,108.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3) 0. 0.
Expenses	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) 0. 0.
	16a	Professional fundraising fees (Part IX, column (A), line 11e) 0. 0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 46,050. 8,470.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 46,050. 8,470.
Net Assets or Fund Balances	19	Revenue less expenses. Subtract line 18 from line 12 -32,185. 34,638.
	20	Total assets (Part X, line 16) 665,328. 699,426.
	21	Total liabilities (Part X, line 26) 1,154,937. 1,154,397.
	22	Net assets or fund balances. Subtract line 21 from line 20 -489,609. -454,971.

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	Date			
	PATRICIA HAYLES, BOARD CHAIR Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name KELLEY DEMONTE	Preparer's signature KELLEY DEMONTE	Date 11/14/22	Check if self-employed <input type="checkbox"/>	PTIN P01382609
	Firm's name ▶ BONADIO & CO., LLP	Firm's EIN ▶ 16-1131146			
	Firm's address ▶ 171 SULLY'S TRAIL PITTSFORD, NY 14534	Phone no. (585) 381-1000			

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☐**1** Briefly describe the organization's mission:**OPERATE A NURSING HOME AND PROMOTING THE ENHANCEMENT OF HEALTH CARE SERVICES.****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 \$)**CARE CENTER WAS SOLD ON DECEMBER 27, 2017.****4b** (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4c** (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4d** Other program services (Describe on Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ►

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)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? See instructions	2	X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	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? <i>If "Yes," complete Schedule C, Part II</i>	4	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 Rev. Proc. 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	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? <i>If "Yes," complete Schedule D, Part I</i>	6	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? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	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? <i>If "Yes," complete Schedule D, Part IV</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi endowments? <i>If "Yes," complete Schedule D, Part V</i>	10	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? <i>If "Yes," complete Schedule D, Part VI</i>	11a	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? <i>If "Yes," complete Schedule D, Part VII</i>	11b	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? <i>If "Yes," complete Schedule D, Part VIII</i>	11c	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? <i>If "Yes," complete Schedule D, Part IX</i>	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11e 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)? <i>If "Yes," complete Schedule D, Part X</i>	11f	X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	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? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	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? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	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? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	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? <i>If "Yes," complete Schedule G, Part I. See instructions</i>	17	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? <i>If "Yes," complete Schedule G, Part II</i>	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
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? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	X

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 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	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? <i>If "Yes," complete Schedule J</i>	23	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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
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?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
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? <i>If "Yes," complete Schedule L, Part I</i>	25a	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? <i>If "Yes," complete Schedule L, Part I</i>	25b	X
26 Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II</i>	26	X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27	X
28 Was the organization a party to a business transaction with one of the following parties (see the Schedule L, Part IV, instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i>	28a	X
b A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i>	28b	X
c A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? <i>If "Yes," complete Schedule L, Part IV</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	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? <i>If "Yes," complete Schedule R, Part I</i>	33	X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	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)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	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? <i>If "Yes," complete Schedule R, Part VI</i>	37	X
38 Did the organization complete Schedule O and provide explanations on Schedule O for Part VI, lines 11b and 19? Note: All Form 990 filers are required to complete Schedule O	38	X

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck 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	1a	0
b Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	

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?	2b	
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?	3a	X
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation on 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 4966?	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?	13a	
Note: See the instructions for additional information the organization must report on Schedule O.		
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 on 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?	15	X
If "Yes," see the instructions and file Form 4720, Schedule N.		
16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income?	16	X
If "Yes," complete Form 4720, Schedule O.		
17 Section 501(c)(21) organizations. Did the trust, any disqualified person, or mine operator engage in any activities that would result in the imposition of an excise tax under section 4951, 4952 or 4953?	17	
If "Yes," complete Form 6069.		

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 on Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

☒ X

Section A. Governing Body and Management

	1a	1b	2	3	4	5	6	7a	7b	8a	8b	9	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	5													
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 on Schedule O.														
b Enter the number of voting members included on line 1a, above, who are independent		5												
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?			2											X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?				3										X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?					4									X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?						5								X
6 Did the organization have members or stockholders?							6							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?								7a						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?									7b					X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:														
a The governing body?										8a			X	
b Each committee with authority to act on behalf of the governing body?											8b		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 on Schedule O												9		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	10a	10b	11a	11b	12a	12b	12c	13	14	15a	15b	16a	16b	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a														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?		10b													
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?			11a											X	
b Describe on 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					12a									X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?						12b								X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe on Schedule O how this was done							12c							X	
13 Did the organization have a written whistleblower policy?								13						X	
14 Did the organization have a written document retention and destruction policy?									14					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										15a					X
b Other officers or key employees of the organization											15b				X
If "Yes" to line 15a or 15b, describe the process on 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?												16a			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?													16b		

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 on Schedule O)

19 Describe on 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 **►**
PATRICIA HAYLES - 585-637-8340
4107 LAKE ROAD, BROCKPORT, NY 14420

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below 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/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(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			
1b Subtotal								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								0.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

	Yes	No
3 Did the organization list any former officer, director, trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

Part VIII Statement of RevenueCheck 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	1g	\$			
	h	Total. Add lines 1a-1f					
Program Service Revenue				Business Code			
	2 a						
	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)			1,713.		1,713.
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6 a	Gross rents	(i) Real	(ii) Personal			
	6 b	Less: rental expenses ...					
	6 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			
	7 b	Less: cost or other basis and sales expenses					
	7 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						
		8 a					
8 b	Less: direct expenses						
c	Net income or (loss) from fundraising events						
9 a	Gross income from gaming activities. See Part IV, line 19						
		9 a					
9 b	Less: direct expenses						
c	Net income or (loss) from gaming activities						
10 a	Gross sales of inventory, less returns and allowances						
		10 a					
10 b	Less: cost of goods sold						
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue				Business Code			
	11 a	OTHER		900099	41,395.		41,395.
	b						
	c						
	d	All other revenue					
	e	Total. Add lines 11a-11d			41,395.		
12	Total revenue. See instructions			43,108.	0.	0.	43,108.

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 ...				
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 (nonemployees):				
a Management				
b Legal				
c Accounting	4,120.		4,120.	
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	529.		529.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a OTHER	3,821.		3,821.	
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	8,470.	0.	8,470.	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 958-720)

Part X Balance SheetCheck 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		1	
	2 Savings and temporary cash investments	652,743.	2	686,841.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		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	12,585.	15	12,585.
16 Total assets. Add lines 1 through 15 (must equal line 33)	665,328.	16	699,426.	
Liabilities	17 Accounts payable and accrued expenses	25,863.	17	25,323.
	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 any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		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	1,129,074.	25	1,129,074.
	26 Total liabilities. Add lines 17 through 25	1,154,937.	26	1,154,397.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	-489,609.	27	-454,971.
	28 Net assets with donor restrictions		28	
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	-489,609.	32	-454,971.
	33 Total liabilities and net assets/fund balances	665,328.	33	699,426.

Form 990 (2021)

Part XI Reconciliation of Net AssetsCheck 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	43,108.
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,470.
3	Revenue less expenses. Subtract line 2 from line 1	3	34,638.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	-489,609.
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 on Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	-454,971.

Part XII Financial Statements and ReportingCheck 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 on 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 on 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 on Schedule O and describe any steps taken to undergo such audits _____	3b	

Form 990 (2021)

SCHEDULE A
(Form 990)

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.

OMB No. 1545-0047

2021

Open to Public
Inspection

Name of the organization

LAKESIDE/BEIKIRCH CARE CENTER INC

Employer identification number

22-2998029

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).)
- 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 **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 on 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

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 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) 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) 2017	(b) 2018	(c) 2019	(d) 2020	(e) 2021	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
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						
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.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2017	(b) 2018	(c) 2019	(d) 2020	(e) 2021	(f) Total
7 Amounts from line 4						
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						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First 5 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 2021 (line 6, column (f), divided by line 11, column (f))	14	%
15 Public support percentage from 2020 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2021. 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 type="checkbox"/>		
b 33 1/3% support test - 2020. 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 - 2021. 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 - 2020. 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) 2021

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) 2017	(b) 2018	(c) 2019	(d) 2020	(e) 2021	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	1,432.		20,000.		112.	21,544.
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	11227550.					11227550.
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	11228982.		20,000.		112.	11249094.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
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						0.
c Add lines 7a and 7b						0.
8 Public support. (Subtract line 7c from line 6.)						11249094.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2017	(b) 2018	(c) 2019	(d) 2020	(e) 2021	(f) Total
9 Amounts from line 6	11228982.		20,000.		112.	11249094.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	593.	383.	252.	3,338.	1,713.	6,279.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	593.	383.	252.	3,338.	1,713.	6,279.
11 Net income from unrelated business activities not included on 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.)	16,686.	155,118.	196,831.	10,527.	41,284.	420,446.
13 Total support. (Add lines 9, 10c, 11, and 12.)	11246261.	155,501.	217,083.	13,865.	43,109.	11675819.
14 First 5 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

15 Public support percentage for 2021 (line 8, column (f), divided by line 13, column (f))	15	96.35 %
16 Public support percentage from 2020 Schedule A, Part III, line 15	16	98.32 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2021 (line 10c, column (f), divided by line 13, column (f))	17	.05 %
18 Investment income percentage from 2020 Schedule A, Part III, line 17	18	.02 %

19a 33 1/3% support tests - 2021. 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 - 2020. 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 in line 12 on Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, 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? <i>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.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i>		
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)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>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.</i>		
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)? <i>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.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c 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).</i>		
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? <i>If "Yes," provide detail in Part VI.</i>		
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? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
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))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
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)? <i>If "Yes," answer line 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

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 on lines 11b and 11c below, the governing body of a supported organization?		
11a		
b A family member of a person described on line 11a above?		
11b		
c A 35% controlled entity of a person described on line 11a or 11b above? If "Yes" to line 11a, 11b, or 11c, provide detail in Part VI .		
11c		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, 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 officers, 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 on line 2, above, 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

	Yes	No
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 governmental entity (see instructions).		
2 Activities Test. Answer lines 2a and 2b 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 on line 2a, above, 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 lines 3a and 3b 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? If "Yes" or "No" 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):		
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 (<i>explain in detail in Part VI</i>):		
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 0.015 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 0.035.	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 0.85 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).		

Schedule A (Form 990) 2021

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	1
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3
4	Amounts paid to acquire exempt-use assets	4
5	Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i>)	5
6	Other distributions (<i>describe in Part VI</i>). See instructions.	6
7	Total annual distributions. Add lines 1 through 6.	7
8	Distributions to attentive supported organizations to which the organization is responsive (<i>provide details in Part VI</i>). See instructions.	8
9	Distributable amount for 2021 from Section C, line 6	9
10	Line 8 amount divided by line 9 amount	10

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2021	(iii) Distributable Amount for 2021
1 Distributable amount for 2021 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2021 (reasonable cause required - <i>explain in Part VI</i>). See instructions.			
3 Excess distributions carryover, if any, to 2021			
a From 2016			
b From 2017			
c From 2018			
d From 2019			
e From 2020			
f Total of lines 3a through 3e			
g Applied to underdistributions of prior years			
h Applied to 2021 distributable amount			
i Carryover from 2016 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4 Distributions for 2021 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2021 distributable amount			
c Remainder. Subtract lines 4a and 4b from line 4.			
5 Remaining underdistributions for years prior to 2021, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
6 Remaining underdistributions for 2021. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
7 Excess distributions carryover to 2022. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2017			
b Excess from 2018			
c Excess from 2019			
d Excess from 2020			
e Excess from 2021			

Schedule A (Form 990) 2021

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.)

SCHEDULE A, PART III, LINE 12, EXPLANATION FOR OTHER INCOME:**OTHER INCOME**

2017 AMOUNT: \$ 16,686.

2018 AMOUNT: \$ 155,118.

2019 AMOUNT: \$ 196,831.

2020 AMOUNT: \$ 10,527.

2021 AMOUNT: \$ 41,284.

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

2021

Open to Public Inspection

Name of the organization

LAKE SIDE/BEIKIRCH CARE CENTER INC

Employer identification number

22-2998029

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).
☐ Preservation of land for public use (for example, 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 FASB 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 FASB 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 FASB 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) 2021

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 make significant use of its collection items (check all that apply):

a ☐ Public exhibition

d ☐ Loan or exchange program

b ☐ Scholarly research

e ☐ Other _____

c ☐ Preservation for future generations

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:

	Amount
1c	
1d	
1e	
1f	

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

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				130,073.	115,141.
b Contributions					
c Net investment earnings, gains, and losses					14,932.
d Grants or scholarships					
e Other expenditures for facilities and programs				130,073.	
f Administrative expenses					
g End of year balance					130,073.

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 Term 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

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? ☐

	Yes	No
3a(i)		
3a(ii)		
3b		

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.

Schedule D (Form 990) 2021

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)	
(2)	
(3)	
(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) DUE TO HOSPITAL	1,116,790.
(3) DUE TO THIRD PARTY PAYERS	12,284.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	1,129,074.

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 FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII ... ☐

Schedule D (Form 990) 2021

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	
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	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
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	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	

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	
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	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
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	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	

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.

PART V, LINE 4:

THE CARE CENTER HAD AN INTEREST IN THE NET ASSETS OF LAKESIDE FOUNDATION INC. (THE FOUNDATION) THROUGH COMMON INTEREST AND COMMON CONTROL BY LAKESIDE HEALTH SYSTEM, INC. THE CARE CENTER'S BENEFICIAL INTEREST IN THE NET ASSETS OF THE FOUNDATION AND ITS CHANGE IN THOSE NET ASSETS WERE REPORTED AS TEMPORARILY AND PERMANENTLY RESTRICTED NET ASSETS. THE ENDOWMENT FUNDS CONSISTED OF THE CARE CENTER'S BENEFICIAL INTEREST OF THE FOUNDATION. SUBSEQUENTLY, THE FOUNDATION HAS CHANGED ITS BY-LAWS IN 2018 AND THE CARE CENTER NO LONGER HAS A BENEFICIAL INTEREST IN THE FOUNDATION AND THEREFORE THE ENDOWMENT FUNDS HAVE BEEN APPROPRIATELY REMOVED FROM THE CARE CENTERS GENERAL LEDGER.

Part XIII	Supplemental Information <i>(continued)</i>
------------------	--

[illegible]

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

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 Form 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2021

Open to Public
Inspection

Name of the organization

LAKESIDE/BEIKIRCH CARE CENTER INC

Employer identification number

22-2998029

FORM 990, PART VI, SECTION B, LINE 11B:

THE BOARD CHAIR PRESENTS THE DRAFT 990 TO THE DIRECTORS OF THE BOARD PRIOR
TO FILING. ANY QUESTIONS ARE RAISED AND ONCE APPROVED, THE 990 INCLUDING
ALL REQUIRED SCHEDULES, AS ULTIMATELY FILED WITH THE IRS, WAS PROVIDED/OR
WAS MADE AVAILABLE TO EACH MEMBER OF THE BOARD BEFORE ITS FILING WITH THE
IRS.

FORM 990, PART VI, SECTION B, LINE 12C:

THIS IS DISCUSSED ANNUALLY AT THE BOARD MEETING.

FORM 990, PART VI, SECTION C, LINE 19:

DOCUMENTS ARE AVAILABLE UPON REQUEST

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

2021

**Open to Public
Inspection**

Name of the organization

LAKE SIDE/BEIKIRCH CARE CENTER INC

Employer identification number
22-2998029

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
LAKE SIDE MEMORIAL HOSPITAL - 16-0743068 PO BOX 350 BROCKPORT, NY 14420	PATIENT HEALTH CARE INCLUDING MEDICAL AND SURGICAL SERVICES (CLOSED	NEW YORK	501(C)(3)	LINE 3			X
LAKE SIDE HEALTH SYSTEM INC. - 16-1396374 PO BOX 350 BROCKPORT, NY 14420	LAKE SIDE HEALTH SYSTEM INC. SERVICES AS A PARENT CORPORATION	NEW YORK	501(C)(3)	LINE 12B, II			X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2021

SEE PART VII FOR CONTINUATIONS

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	1a	X
b Gift, grant, or capital contribution to related organization(s)	1b	X
c Gift, grant, or capital contribution from related organization(s)	1c	X
d Loans or loan guarantees to or for related organization(s)	1d	X
e Loans or loan guarantees by related organization(s)	1e	X
f Dividends from related organization(s)	1f	X
g Sale of assets to related organization(s)	1g	X
h Purchase of assets from related organization(s)	1h	X
i Exchange of assets with related organization(s)	1i	X
j Lease of facilities, equipment, or other assets to related organization(s)	1j	X
k Lease of facilities, equipment, or other assets from related organization(s)	1k	X
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	X
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	X
o Sharing of paid employees with related organization(s)	1o	X
p Reimbursement paid to related organization(s) for expenses	1p	X
q Reimbursement paid by related organization(s) for expenses	1q	X
r Other transfer of cash or property to related organization(s)	1r	X
s Other transfer of cash or property from related organization(s)	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)			

Part VI Unrelated Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R. See instructions.

PART II, IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS:

NAME OF RELATED ORGANIZATION:

LAKESIDE MEMORIAL HOSPITAL

PRIMARY ACTIVITY: PATIENT HEALTH CARE INCLUDING MEDICAL AND SURGICAL
SERVICES(CLOSED IN 2013)

CERTIFICATE OF DISSOLUTION

OF

LAKESIDE - BEIKIRCH CARE CENTER, INC.

Under Section 1003 of the Not-for-Profit Corporation Law

1. The name of the Corporation is Lakeside - Beikirch Care Center, Inc.
2. The Certificate of Incorporation of the Corporation was filed with the New York Department of State on July 25, 1989. The Corporation's name at the time of initial filing was Lakeside/Beikirch Nursing Home, Inc.

3. The names and addresses of the officers and directors of the Corporation and the titles of each are as follows:

Name	Title	Address
Elizabeth Caruso, RN, MSN	Director	19 Brook Terrace Brockport, NY 14420
Patricia Hayles, CPA	Director, Chairperson	10 Hickory Way Brockport, NY 14420
Kathleen Peterson, RN, PhD	Director, Secretary	25 Redfern Drive Churchville, NY 14428
Michael Raff, OD	Director	38 Farm Field Lane Pittsford, NY 14534
Craig Zicari, Esq.	Director	330 Winton Road South Rochester, NY 14610

4. At the time of dissolution, the Corporation is a charitable New York not-for-profit corporation.

5. At the time of authorization of the Corporation's Plan of Dissolution and Distribution of Assets (the "Plan") pursuant to Section 1002 of the Not-for-Profit Corporation Law, the Corporation held no assets legally required to be used for a particular purpose.

6. The Corporation elects to dissolve.
7. The Board of Directors of the Corporation approved the Plan by unanimous written consent in accordance with Section 1002 of the Not-for-Profit Corporation Law.
8. On _____, 202__, the Attorney General and/or the Supreme Court of the State of New York approved the Plan.
9. Prior to filing of this Certificate of Dissolution with the Department of State, the endorsement of the Attorney General will be stamped below or an Order of the Supreme Court will be attached.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Dissolution of
Lakeside - Beikirch Care Center, Inc.

Date: _____, 202__

Patricia Hayles, Board Chairperson

CERTIFICATE OF DISSOLUTION

OF

LAKESIDE - BEIKIRCH CARE CENTER, INC.

Under Section 1003 of the Not-for-Profit Corporation Law

Filed by:

Harter Secrest & Emery LLP

1600 Bausch & Lomb Place

Rochester, New York 14604

NEW YORK STATE DEPARTMENT OF STATE
DIVISION OF CORPORATIONS, STATE RECORDS AND UNIFORM COMMERCIAL CODE
FILING RECEIPT

ENTITY NAME : BROCKPORT AREA HEALTH FOUNDATION, INC.
DOCUMENT TYPE : CERTIFICATE OF AMENDMENT
ENTITY TYPE : DOMESTIC NOT-FOR-PROFIT CORPORATION

DOS ID : 1396714
FILE DATE : 02/08/2024
FILE NUMBER : 240209000740
TRANSACTION NUMBER : 202402080003848-2922519
EXISTENCE DATE :
DURATION/DISSOLUTION : PERPETUAL
COUNTY : MONROE



SERVICE OF PROCESS ADDRESS : THE CORPORATION
4107 LAKE ROAD,
BROCKPORT, NY, 14420, USA

ELECTRONIC SERVICE OF PROCESS
EMAIL ADDRESS :

N/A

FILER : HARTER SECREST & EMERY LLP
1600 BAUSCH & LOMB PLACE,
ROCHESTER, NY, 14604, USA
SERVICE COMPANY : DELANEY CORPORATE SERVICES, LTD.
SERVICE COMPANY ACCOUNT : 30

You may verify this document online at : <http://ecorp.dos.ny.gov>
AUTHENTICATION NUMBER : 100005166812

TOTAL FEES:	\$65.00	TOTAL PAYMENTS RECEIVED:	\$65.00
FILING FEE:	\$30.00	CASH:	\$0.00
CERTIFICATE OF STATUS:	\$0.00	CHECK/MONEY ORDER:	\$0.00
CERTIFIED COPY:	\$10.00	CREDIT CARD:	\$0.00
COPY REQUEST:	\$0.00	DRAWDOWN ACCOUNT:	\$65.00
EXPEDITED HANDLING:	\$25.00	REFUND DUE:	\$0.00

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy for BROCKPORT AREA HEALTH FOUNDATION, INC., File Number 240209000740 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on February 09, 2024.

A handwritten signature in black ink that reads 'Brendan C. Hughes'.

Brendan C. Hughes
Executive Deputy Secretary of State

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
LAKESIDE FOUNDATION, INC.**

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

The undersigned, being the Chairperson of the Board of Directors of Lakeside Foundation, Inc. (the "Corporation"), in order to amend the Corporation's Certificate of Incorporation, hereby certifies:

1. The name of the Corporation is LAKESIDE FOUNDATION, INC.
2. The Certificate of Incorporation was originally filed by the Department of State of the State of New York on October 6, 1989, under Section 402 of the Not-for-Profit Corporation Law; and amended by Certificate of Amendment to the Certificate of Incorporation of the Corporation filed by the Department of State of the State of New York on March 15, 2006, under Section 803 of the Not-for-Profit Corporation Law; and amended by Certificate of Amendment to the Certificate of Incorporation of the Corporation filed by the Department of State of the State of New York on October 27, 2017, under Section 803 of the Not-for-Profit Corporation Law.
3. The Corporation is a corporation as defined in subparagraph (a)(5) of section 102 of the Not-for-Profit Corporation Law.
4. The Certificate of Incorporation is hereby amended as follows:
 - A. Article 1 of the Certificate of Incorporation relating to the Corporation's name is hereby amended to read as follows:
 1. The name of the Corporation is BROCKPORT AREA HEALTH FOUNDATION, INC.
 - B. Article 8 of the Certificate of Incorporation relating to the Corporation's address for service of process is hereby amended to read as follows:
 8. 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 4107 Lake Road, Brockport, New York 14420.
5. This Certificate of Amendment was authorized by resolution of the Board of Directors of the Corporation at a meeting of the Board of Directors on August 9, 2023.

12543365_3

<p>Filed with the NYS Department of State on 02/08/2024 Filing Number: 240209000740 DOS ID: 1396714</p>

6. The Secretary of State is designated as agent of the Corporation upon who process against it may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the Corporation is 4107 Lake Road, Brockport, New York 14420.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Amendment on
this 8 day of August, 2023.

Patricia Hayes
Patricia Hayes, Board Chair

12543365_3

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
LAKESIDE FOUNDATION, INC.**

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

Harter Secrest & Emery LLP
1600 Bausch & Lomb Place
Rochester, New York 14604

12543365_3

**Filed with the NYS Department of State on 02/08/2024
Filing Number: 240209000740 DOS ID: 1396714**



MEMORANDUM

To: Michael Stelluti
Division of Health Facility Planning and Development

Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

From: Vincent DiCocco, Senior Attorney
Bureau of Program Counsel
Division of Legal Affairs

Date: August 15, 2024

Subject: Proposed Dissolution of Moses-Ludington Hospital

Please include this matter on the next Establishment and Project Review Public Health and Health Planning Council agenda.

The attachments relating to the matter include the following:

- 1) A Memorandum to the Public Health and Health Planning Council (PHHPC) from Kathy Marks, Department of Health General Counsel;
- 2) A July 11, 2024, letter to the Department of Health requesting dissolution from Laura, N. Quant, representing the counsel to Moses-Ludington Hospital;
- 3) A draft Verified Petition, signed by Anita L. Pelletier, counsel to L Moses-Ludington Hospital after the Department of Health and PHHPC approval seeking the State Attorney General's approval for the filing of the Applicant's Certificate of Dissolution;
- 4) The Amended and Restated Certificate of Incorporation of Moses-Ludington Hospital;
- 5) The Amended and Restated Bylaws of Moses-Ludington Hospital;
- 6) The June 16, 2020, Written Consent of the Board of Directors of Moses-Ludington Hospital and Inter-Lakes Health, Inc, to approve the sale of substantially all assets and dissolution of Moses-Ludington Hospital; and
- 7) The Plan of Dissolution and Distribution of Assets of Moses-Ludington Hospital.

Attachments.

cc: J. Corvino

MEMORANDUM

To: Public Health and Health Planning Council

From: Kathy Marks, General Counsel *KSM*

Date: August 15, 2024

Subject: Proposed Dissolution of Moses-Ludington Hospital

Moses-Ludington Hospital ('The Corporation') requests Public Health and Health Planning Council ('PHHPC') approval of its proposed dissolution in accordance with the requirements of Not-For-Profit Corporation Law ('NPCL') § 1002(c) and § 1003 as well as 10 NYCRR Part 650.

The Corporation is a New York not-for-profit corporation incorporated on October 30, 1908, with purpose of "...establishing, founding and carrying on and managing... [the] ... hospital, and to provide, on a non-profit basis, hospital facilities and services for the cure and treatment of persons who are acutely ill..."

The Board of Directors of The Corporation, after determining that dissolution was in the best interests of Moses-Ludington Hospital approved the sale of substantially all of the assets of the Corporation and the plan of dissolution on February 26, 2020. The Corporation's current liabilities exceed its assets by approximately \$16,000.00, so the Corporation anticipates proceeding with a judicial dissolution pursuant to Article 11 of the NPCL.

Attached is a request letter from Laura N. Quant on behalf of The Corporation, a proposed Verified Petition to the Attorney General seeking dissolution, the Amended and Restated Certificate of Incorporation as well as the Amended and Amended and Restated Bylaws of the Corporation. Additionally, there is the February 26, 2020, Written Consent of the Board of Directors to approve the sale of substantially all assets and dissolution of The Corporation and a Plan of Dissolution.

There is no legal objection to the proposed Verified Petition or the Certificate of Dissolution, and it is in legally acceptable form.

Attachments



Nixon Peabody LLP
1300 Clinton Square
Rochester, NY 14604-1792

Laura N. Quant
Paralegal

Attorneys at Law
nixonpeabody.com
@NixonPeabodyLLP

T / 585.263.1766
F / 585.263.1600
lquant@nixonpeabody.com

July 11, 2024

VIA FEDERAL EXPRESS

New York Department of Health
Division of Legal Affairs
Corning Tower, Room 2464
Empire State Plaza
Albany, New York 12237

RECEIVED

JUL 12 2024

Bureau of Program Counsel
NYS Division of Legal Affairs

**RE: Moses-Ludington Hospital
Dissolution**

Dear Sir or Madam:

We are writing to respectfully request the approval of the enclosed Certificate of Dissolution for **Moses-Ludington Hospital** ("Corporation") by the Public Health and Health Planning Council ("PHHPC").

The Corporation is no longer conducting activities and has no remaining assets or liabilities.

At this time, the Corporation requests consent from PHHPC to dissolve. Copies the following materials in support of the Corporation's application for approval of its dissolution are enclosed:

- Verified Petition, with all exhibits.
- Exhibit B is the signed Certificate of Dissolution.

Thank you for your time and attention to this matter. Please contact me should you require any additional information.

Very truly yours,

Laura N. Quant
Paralegal

Enclosures

THE ATTORNEY GENERAL OF THE STATE OF NEW YORK
ESSEX COUNTY

In the Matter of the Application of

MOSES-LUDINGTON HOSPITAL

For Approval of Certificate of Dissolution
pursuant to Section 1003 of the Not-for-Profit
Corporation Law

VERIFIED PETITION

AG # _____

TO: THE ATTORNEY GENERAL OF THE STATE OF NEW YORK
43 Durkee Street – Suite 700
Plattsburgh, New York 12901

Petitioner, Moses-Ludington Hospital, by its attorneys, Nixon Peabody LLP, Anita L. Pelletier, Esq., for its Petition herein respectfully alleges:

1. On December 18, 2020, Hon. Glen T. Bruening, approved Petitioner's Plan of Dissolution and Distribution of Assets ("Plan"). A copy of the Court Order approving the Plan is attached hereto as **Exhibit A**.

2. Petitioner has now carried out its Plan and seeks approval to file a Certificate of Dissolution with the New York State Department of State. Petitioner's proposed Certificate of Dissolution signed by an officer of Petitioner is attached hereto as **Exhibit B**.

3. All statements made by the Petitioner in the Verified Petition dated August 27, 2020, and verified by Roland Allen, Chair of Petitioner regarding approval of the Plan, continue to be true and correct as of the date hereof and are incorporated herein by reference.

4. Petitioner has carried out the Plan and has paid all remaining liabilities with the exception of the liability owed to the United States Department of Housing and Urban Development ("HUD") which has been discharged by HUD with the approval of the Department of Justice.

5. Petitioner has no assets or liabilities as of the date hereof.

6. Petitioner acknowledges its obligation to file a final financial report on form CHAR 500, with all required attachments, with the New York State Attorney General Charities Bureau ("Charities Bureau") showing no assets or liabilities. Attached hereto as **Exhibit C** is a draft of such financial report. Petitioner gives its assurances that (a) the final financial report shall be the same in all material respects to that which is attached hereto; and (b) Petitioner shall duly file its final CHAR500 report with all required attachments with the Charities Bureau.

7. The required approvals of governmental agencies or officers are set forth in the Plan and will be attached to the Certificate of Dissolution when submitted for filing with the New York State Department of State.

8. There has been no previous application for approval of the Certificate of Dissolution.

[SIGNATURE PAGE FOLLOWS]

WHEREFORE, Petitioner requests that the Attorney General approve the filing of the Certificate of Dissolution of Moses-Ludington Hospital, pursuant to the Not-for-Profit Corporation Law Section 1003.

Dated: March 29, 2024

NIXON PEABODY LLP

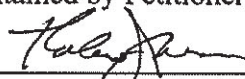
By: 
Anita L. Pelletier, Esq.

Anita L. Pelletier, Esq.
Nixon Peabody LLP
Counsel for Petitioner
1300 Clinton Square
Rochester, New York 14604

VERIFICATION

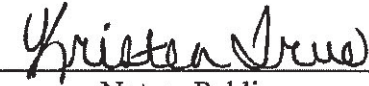
STATE OF NEW YORK)
 :SS
COUNTY OF ESSEX)

Roland Allen, individually, being duly sworn affirms and verifies that they have read the annexed Verified Petition, knows the contents thereof and the same is true to their knowledge, except those matters therein which are stated to be alleged on information and belief, and as to those matters they believe them to be true. My belief, as to those matters herein not stated upon knowledge, is based upon the files maintained by Petitioner.



Name: Roland Allen
Title: Board Chairperson

Sworn to before me this 29th
day of March, 2024



Notary Public

<p>KRISTEN TRUE NOTARY PUBLIC, STATE OF NEW YORK Registration No. 01TR6270204 Qualified in Essex County Commission Expires October 15, 2024</p>

f 980714000724

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MOSES-LUDINGTON HOSPITAL

Under Section 805 of the Not-For-Profit Corporation Law

We, the undersigned, President and Secretary of Moses-Ludington Hospital
hereby certify that:

The name of the corporation is Moses-Ludington Hospital (hereinafter the "Corporation").
The Corporation was initially formed under the name The Shattuck Memorial Hospital.

2. The Certificate of Incorporation of the Corporation was originally filed in the office of the
Secretary of State on October 30, 1908, under the Membership Corporation Law.

3. The corporate purposes and powers of the Corporation are not enlarged, limited or
otherwise changed by this Amended and Restated Certificate of Incorporation.

4. The Certificate of Incorporation of the Corporation is amended:

(a) to ADD a provision that states that "the Corporation is a corporation as defined in
subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law of the
State of New York";

(b) to DELETE old Article Fourth which specifies the number of directors of the
Corporation;

- (c) to DELETE old Article Sixth which specifies the time for holding the Corporation's annual meeting;
- (d) to ADD a provision that identifies the Members of the Corporation and the powers reserved to the Members. A new Article Sixth will be added as follows:

"Sixth. The Corporation is a membership corporation. The sole Member of the Corporation is Moses-Ludington Corporation, a New York not-for-profit corporation. As such, Moses-Ludington Corporation shall be entitled to all rights and powers of a member under New York law (except as otherwise limited or provided in this certificate of incorporation or the bylaws of the Corporation), the certificate of incorporation of the Corporation and the bylaws of the Corporation. Action by the Corporation shall not be taken until Moses-Ludington Corporation has exercised its reserved powers. The following powers are reserved to Moses-Ludington Corporation:

- (a) To approve, interpret and change the statement of mission and philosophy adopted by the Corporation and to require that the Corporation operate in conformance with its mission and philosophy;
- (b) To elect and remove, with or without cause, the Chief Executive Officer of the Corporation;
- (c) To approve and amend the bylaws and Certificate of Incorporation of the Corporation;
- (d) To approve any plan of merger, consolidation or dissolution of the Corporation;
- (e) To appoint, fix the number of, and remove, with or without cause, the directors of the Corporation;
- (f) To approve the debt of the Corporation, in excess of an amount to be fixed from time to time by the Member, except for debt necessary to finance the cost of compliance with operational or physical plant standards required by law;
- (g) To approve the sale, acquisition, lease, transfer, mortgage, pledge or other alienation of real or personal property of the Corporation in excess of an amount to be fixed from time to time by the Member;
- (h) To approve the capital and operating budgets of the Corporation to ensure that such budgets conform to the mission and philosophy of the Corporation;
- (i) To approve settlements of litigation when such settlements exceed applicable insurance coverage or the amount of any applicable self-insurance fund;

- (j) To approve any corporate reorganization of the Corporation and the development or dissolution of any subsidiary organizations of the Corporation; and
- (k) To approve the strategic plan of the Corporation, provided that such right of approval shall not permit the Member to exercise any of the governance authority under applicable regulations unless the Member has received establishment approval from the Public Health Council.

Should compliance with any of the restrictions in this provision require the Corporation to take any action which may contravene any law or regulation to which the Corporation may now or hereafter be subject, or require the licensure or establishment of the Member under Article 28 of the Public Health Law, such restriction shall be null and void."

- (c) to ADD a provision that specifies how any remaining assets of the Corporation are to be distributed upon dissolution, a provision that specifies how any remaining assets of the Corporation are to be distributed upon dissolution. A new Article Seventh will be added as follows:

"Seventh. Pursuant to paragraph (d) of Article Three hereof, in the event of the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, transfer all of its assets to Moses-Ludington Corporation. If Moses-Ludington Corporation is not then in existence, all the assets of the Corporation shall be disposed of by the Board in a manner consistent with the purposes for which the Corporation was established. At no time shall any of the assets of the Corporation upon dissolution be distributed to any organization which is not organized and operated exclusively for charitable, educational or scientific purposes and qualified as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended."

- (f) to RENUMBER the articles in the Certificate of Incorporation, as amended, to correspond to the article numbers as set forth in the Restated Certificate of Incorporation set forth in full below; and

- 5. The Certificate of Incorporation is hereby restated as amended to read as herein set forth in full:

**RESTATED CERTIFICATE OF INCORPORATION
OF
MOSES-LUDINGTON HOSPITAL**

First. The name of the corporation is Moses-Ludington Hospital (hereinafter the "Corporation").

Second. The particular business, objects and purposes of the said Hospital shall be the establishing, founding, and carrying on and managing said Hospital, and to provide, on a non-profit basis, hospital facilities and services for the care and treatment of persons who are acutely ill or who otherwise require medical care and related services of the kind customarily furnished most effectively by hospitals, either pursuant to Section 242 of the National Housing Act, as amended, or otherwise.

The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

Third. In addition to all other powers conferred by and to the extent permitted by the laws of the State of New York, the said Hospital shall have the following powers:

(a) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate or personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article Second hereof.

(b) to borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Hospital's property

(c) to do and perform all acts reasonably necessary to accomplish the purposes of the Hospital, including execution of a Regulatory Agreement with the

Secretary of Housing and Urban Development, acting by and through the Federal Housing Commissioner, and of such other instruments and undertakings as may be necessary to enable the Hospital to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. Such Regulatory Agreement and other instruments and undertakings shall remain binding on the Hospital, its successors and assigns, so long as a mortgage on the Hospital's property is insured or held by the Secretary of Housing and Urban Development.

(d) In the event of the dissolution of the Hospital or the winding up of its affairs, or other liquidation of its assets, the Hospital's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the Hospital's debts shall be conveyed or distributed only to an organization or organizations created and operated for non-profit purposes similar to those of the Hospital; provided, however, that the Hospital shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development or its nominee.

Fourth. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law of the State of New York and it is a Type B not-for-profit corporation as defined in the Not-for-Profit Corporation Law.

Fifth. The principal office of the corporation is to be located in the town of Ticonderoga, N.Y.

Sixth. The Corporation is a membership corporation. The sole Member of the Corporation is Moses-Ludington Corporation, a New York not-for-profit corporation. As such, Moses-Ludington Corporation shall be entitled to all rights and powers of a member under New York law (except as otherwise limited or provided in this certificate of

incorporation or the bylaws of the Corporation), the certificate of incorporation of the Corporation and the bylaws of the Corporation. Action by the Corporation shall not be taken until Moses-Ludington Corporation has exercised its reserved powers. The following powers are reserved to Moses-Ludington Corporation:

- (a) To approve, interpret and change the statement of mission and philosophy adopted by the Corporation and to require that the Corporation operate in conformance with its mission and philosophy;
- (b) To elect and remove, with or without cause, the Chief Executive Officer of the Corporation;
- (c) To approve and amend the bylaws and Certificate of Incorporation of the Corporation;
- (d) To approve any plan of merger, consolidation or dissolution of the Corporation;
- (e) To appoint, fix the number of, and remove, with or without cause, the directors of the Corporation;
- (f) To approve the debt of the Corporation, in excess of an amount to be fixed from time to time by the Member, except for debt necessary to finance the cost of compliance with operational or physical plant standards required by law;
- (g) To approve the sale, acquisition, lease, transfer, mortgage, pledge or other alienation of real or personal property of the Corporation in excess of an amount to be fixed from time to time by the Member;
- (h) To approve the capital and operating budgets of the Corporation to ensure that such budgets conform to the mission and philosophy of the Corporation;

- (i) To approve settlements of litigation when such settlements exceed applicable insurance coverage or the amount of any applicable self-insurance fund;
- (j) To approve any corporate reorganization of the Corporation and the development or dissolution of any subsidiary organizations of the Corporation; and
- (k) To approve the strategic plan of the Corporation, provided that such right of approval shall not permit the Member to exercise any of the governance authority under applicable regulations unless the Member has received establishment approval from the Public Health Council.

Should compliance with any of the restrictions in this provision require the Corporation to take any action which may contravene any law or regulation to which the Corporation may now or hereafter be subject, or require the licensure or establishment of the Member under Article 28 of the Public Health Law, such restriction shall be null and void.

Seventh. Pursuant to paragraph (d) of Article Three hereof, in the event of the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, transfer all of its assets to Moses-Ludington Corporation. If Moses-Ludington Corporation is not then in existence, all the assets of the Corporation shall be disposed of by the Board in a manner consistent with the purposes for which the Corporation was established. At no time shall any of the assets of the Corporation upon dissolution be distributed to any organization which is not organized and operated exclusively for charitable, educational or scientific purposes and qualified as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

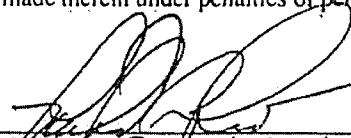
Eighth. The Secretary of the State of New York is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served, and the post office address to which the Secretary of State shall mail a copy of any process

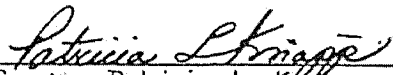
against the Corporation so served upon him is:

c/o Moses-Ludington Hospital
Wicker Street
Ticonderoga, New York 12883

6. This Amended and Restated Certificate of Incorporation was authorized by the written consent of the sole member of the Corporation entitled to vote thereon and by the unanimous written consent of all of the members of the Corporation's Board of Directors entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment and affirmed as true the statements made therein under penalties of perjury this 2nd day of July, 1998.


Its President, Richard Frasier


Its Secretary, Patricia L. Krapp

F 980714000 724

AMENDED AND-RESTATED
CERTIFICATE OF INCORPORATION
OF
MOSES-LUDINGTON HOSPITAL

Under Section 805 of the Not-For-Profit Corporation Law

JUL 14 5 45 PM '98

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 14 1998

TAX \$ 0
BY: JHW

ESSEX

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FAS
Filed by:

Iseman, Cunningham, Riester & Hyde, L.L.P.
9 Thurlow Terrace
Albany, New York 12203

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980714000 756

MOSES-LUDINGTON HOSPITAL
Ticonderoga, New York

AMENDED AND RESTATED
BYLAWS

Adopted as of June 14, 2017

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ARTICLE I NAME

Section 1.01 Name. The name of the Corporation is Moses-Ludington Hospital (hereinafter referred to as the “Corporation” or the “Hospital”).

ARTICLE II PRINCIPAL OFFICE

Section 2.01 Principal Office. The principal office of the Corporation shall be located in the Town of Ticonderoga, County of Essex, State of New York.

ARTICLE III PURPOSES AND POWERS

Section 3.01 Purposes and Powers. The purposes for which the Corporation is formed and the powers which may be exercised by the Corporation, in addition to the general purpose and powers conferred by law, are those set forth in its Certificate of Incorporation, to wit:

The established founding, and carrying on and managing the Hospital, and to provide, on a non-profit basis, hospital facilities and services for the care and treatment of persons who are acutely ill or who otherwise require medical care and related services of the kind customarily furnished most effectively by hospitals, either pursuant to Section 242 of the National Housing Act, as amended, or otherwise.

Section 3.02 Exempt Purposes. The purposes of the Corporation are limited exclusively to charitable, educational or scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Service law.

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private shareholder or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting 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, except as authorized under the Internal revenue Code.

Section 3.03 Provisions Relating to Tax Exemption. Notwithstanding any other provisions of the Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Code Law).

Section 3.04 Dissolution. In the event of the dissolution of the Corporation, the Board shall after paying or making provision for the payment of all liabilities of the Corporation, transfer all of its assets to the Member. If the Member is not then in existence, all the assets of the Corporation shall be disposed of by the Board in a manner consistent with the purposes for which the Corporation was established. At no time shall any of the assets of the Corporation upon dissolution be distributed to any organization which is not organized and operated exclusively for charitable, educational or scientific purposes and qualified as an exempt organization under the provisions of Section 501(c)(3) of the Internal revenue Code of 1986, as amended.

ARTICLE IV MEMBER

Section 4.01 Member. The Corporation is a membership corporation. The sole member of the Corporation is Inter-Lakes Health, Inc., a New York Not-For-Profit corporation (hereinafter referred to as the “Member”) which shall be entitled to all the rights and powers of a member under New York law and under the Certificate of Incorporation and Bylaws of this Corporation.

Section 4.02 Annual Meeting. The Annual Meeting of the Member of the Corporation shall be held in May of each year. The Board of Directors of the Corporation shall designate by resolution the specific time, date and place of such Annual Meeting. The Annual Meeting shall be for the purpose of electing directors and transacting such other business as may properly come before the meeting.

Section 4.03 Special Meetings. Special Meetings of the Member of the Corporation may be called at any time by the Chairperson of the Corporation upon written request of the Member. Such request shall state the purpose of the requested meeting.

Section 4.04 Place of Meetings. All meetings, either annual or special, may be held either within or without the State of New York in such place as is chosen by the Board of Directors of the Corporation; provided, however, that in the absence of designation of a place for the meeting by the Board of Directors, the President or Secretary may fix a place for such meeting.

Section 4.05 Notice of Meetings. Notice of the date, time and place of all meetings shall be given in writing by the Secretary or any other officer designated to give notice by the Board of Directors not less than 20 days before the date of the meeting to the Member. The notice to the Member shall be hand delivered or mailed to the Member by certified mail, return receipt requested.

Section 4.06 Waiver of Notice. Notice of any meeting of the Member may be waived in writing by the Member by filing a written waiver with the Secretary of the Corporation, either before or after the meeting. Any waiver of notice need not specify the purpose of the meeting. Presence of the Member at any meeting shall constitute waiver of notice of the meeting unless the Member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 4.07 Written Consent. Any action required or permitted to be taken by the Member of the Corporation may be taken without a meeting, without prior notice and without vote, if, before or after the action, the Member consents thereto in writing.

Section 4.08 Actions Requiring Member Approval. Anything herein to the contrary notwithstanding, the following actions of the Corporation shall become effective only upon written approval of the Member:

1. To approve, interpret and change the statement of mission and philosophy adopted by the Corporation and to require that the Corporation operate in conformance with its mission and philosophy;
2. To elect and remove, with or without cause, the Chief Executive Officer of the Corporation;
3. To approve and amend the Bylaws and Certificate of Incorporation of the Corporation.
4. To approve any plan of merger, consolidation, dissolution or reorganization of the Corporation or any sale, lease or other disposition of all or substantially all of its assets
5. To appoint, fix the number of, and remove, with or without cause, the directors of the Corporation;
6. To approve the debt of the Corporation, in excess of an amount to be fixed from time to time by the Member, except for debt necessary to finance the cost of compliance with operational or physical plant standards required by law;
7. To approve the sale, acquisition, lease, transfer, mortgage, pledge or other alienation of real or personal property of the Corporation in excess of an amount to be fixed from time to time by the Member;
8. To approve the capital and operating budgets of the Corporation to ensure that such budgets conform to the mission and philosophy of the Corporation;
9. To approve settlements of litigation when such settlements exceed applicable insurance coverage or the amount of any applicable self-insurance fund;
10. To approve any corporate reorganization of the Corporation and the development or dissolution of any subsidiary organizations of the Corporation; and
11. To approve the strategic plan of the Corporation, provided that such right of approval shall not permit the Member to exercise any of the governance authority under applicable regulations unless the Member has received establishment approval from the Public Health and Health Planning Council.

12. to approve any application to the New York State Department of Health by the Corporation for a Certificate of Need;
13. to approve any final settlement by the Corporation related to Medicaid or any other payor audits; and
14. to approve any rate appeals to be initiated by the Corporation.

ARTICLE V GOVERNING AUTHORITY

Section 5.01 Board of Directors. The property, affairs, business and concerns shall be managed by the Board of Directors of the Corporation in a manner consistent with the applicable statutes and regulations of the State of New York and the purposes and powers set forth in the Certificate of Incorporation and these Bylaws. Such duties shall include, but not be limited to, responsibility for the Corporation's organization, operation and quality of patient care, the preparation of such written policies and procedures as may be required; compliance with federal, state and local laws; monitoring, supervising and reviewing the performance of the Corporation's Chief Executive Officer; maintenance of a properly equipped and staffed facility and physical plant; preparing, reviewing and implementing the Hospital's institutional and strategic plan; protecting the Hospital's assets and insuring the financial viability of the Hospital; preparing and approving budgets for the allocation of corporate resources in a manner consistent with the Hospital's statement of mission and philosophy; appointing the members of the Medical Staff and approving the appointment of the Medical Director; and operating the Hospital in accordance with its mission and philosophy. No assignment, referral or delegation of authority by the Board shall relieve the Board of any of its responsibilities nor limit any of the Board's power

Section 5.02 Conflict of Interest. The Board of Directors shall adopt a Conflict of Interest policy addressing possible conflicts between the interests of the Corporation, and/or any of its subsidiaries, and the interests of any person who is in the position to manage or to influence the management of the Corporation, and/or any of its Subsidiaries (hereinafter "Influential Person"). Influential Persons shall include all directors and officers of the Corporation or any of its Subsidiaries, members of a committee of the Board, and highly compensated employees of the Corporation (as defined in the Conflict of Interest policy). The conflict of interest policy adopted by the Board shall be included in the minutes of the proceeding of the Board.

Section 5.03 Number. The Board of Directors shall consist of such number of members, not less than 8 nor more than 13, as is designated from time to time by the Board of Directors which includes the President, or other elected representative, of the Medical staff of the Corporation.

Section 5.04 Qualifications. To facilitate an affiliation among the Corporation, Moses-Ludington Nursing Home Company, Inc., and Inter-Lakes Health, Inc. (hereinafter referred to as the "ML Corporations"), the ML Corporations have agreed that the boards of each such corporation shall be composed of the same members. As such, each member of the

Corporation's Board shall be a member of the Board of Directors of Moses-Ludington Nursing Home Company, Inc., and a member of the Board of Directors of Inter-Lakes Health, Inc. If any member of the Corporation's Board ceases to be a member of the Board of Directors of Moses-Ludington Nursing Home Company, Inc or a member of the Board of Directors of Inter-Lakes Health, Inc, his/her seat on the Corporation's Board shall be deemed vacant.

Candidates for the Board of Directors shall:

1. Demonstrate basic qualities of honesty, integrity, justice, good judgment and sound moral character;
2. Be committed to uphold the mission, philosophy and general policies of the Corporation, as stated in its Certificate of Incorporation, as amended from time to time, and in these Bylaws;
3. Have the willingness and ability to devote necessary time to board activities;
4. Have particular expertise or experience deemed necessary or desirable by the Board;
5. Be able to apply experience and expertise to Board decisions objectively and realistically; Recognize and protect the confidential nature of the information discussed at Board meetings; and
6. Be able to fulfill the statement of responsibilities of individual board members as may be adopted by the Corporation.

Section 5.05 Classification of Directors. The Directors of the Corporation shall be elected at the Annual Meeting of Members for three (3) year terms.

At each Annual Meeting of Members, the successors to the class of Directors whose term shall then expire shall be elected to hold office until the third succeeding Annual Meeting and until their successors are elected and qualify.

Section 5.06 Term of Office. Directors shall serve regular terms of three (3) years and until their successors have been appointed. Directors may be appointed for successive terms, but in no event more than three consecutive three-year terms. Any director appointed to three consecutive three-year terms on the Board is ineligible for appointment to the Board for a period of one (1) year following the expiration of the third three-year term.

Section 5.07 Resignation. Any Director of the Corporation may resign at any time by giving his or her resignation in writing to the Chairperson of the Board or the Secretary, which resignation shall specify its effective date. A resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

Section 5.08 Removal of a Director. Any Director may be removed from the Board at any time for any reason, or for no reason, with or without cause, by the affirmative vote of at least three-fourths (3/4) of the directors then in office.

Section 5.09 Vacancies. Vacancies among the Directors may be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve the remainder of the term of the director being replaced and until his or her successor is appointed.

Section 5.10 Compensation. The directors shall not receive any compensation for their services as Directors, but they may be reimbursed for any reasonable expenses incurred on behalf of the Corporation. A Director may, however, serve the Corporation in another capacity and may receive compensation therefore.

ARTICLE VI MEETINGS OF THE BOARD

Section 6.01 Regular Meetings. Regular meetings of the Board of Directors shall be held at least ten (10) times annually and at such times and places as may be determined by the Board.

Section 6.02 Annual Meeting. The Annual Meeting of the Board of Directors of the Corporation shall be held in May of each year. The Board of Directors shall designate by resolution the specific time, date and place for such Annual Meeting which shall take place promptly after the Annual Meeting of the Member. At such meeting, the Corporation may transact any business as may be necessary and proper.

Section 6.03 Special Meetings. Special meetings of the Board of Directors shall be held at such time and at such places within or without the State of New York as the Board of Directors may determine. Special meetings may be called by ILH, the Chairperson of the Board or by a majority of the directors.

Section 6.04 Notice of Meetings of Board of Directors. Notice of the time and place of each meeting of the Board of Directors shall be given by the Chairperson of the Board or the Secretary, or by the members of the Board calling the same, to each member of the Board not less than seven (7) days before the meeting by mailing the notice, postage prepaid, addressed to each member of the Board at his residence or usual place of business, or not less than three (3) days before the meeting by delivering the notice to each member of the board personally, or by telephone. No notice of any meeting of directors need be given to, and no waiver of such notice need be given by, a director who attends a meeting without protesting the failure to give him notice of such meeting prior to or at the commencement of the meeting. The meeting shall be duly called and held if notice is given to, or is waived by, all absent directors.

Section 6.05 Quorum and Voting. At all meetings of the Board of Directors, except where otherwise provided by law or these Bylaws, a quorum must be present to take action. A majority of the entire membership of the Board shall constitute a quorum. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number of voting directors is required by the Certificate of Incorporation, these Bylaws, or applicable law. No director of the Corporation may act by proxy on any matter. A majority of the directors present at any meeting, although less than a quorum, may adjourn the meeting to another time and place, without notice other than announcement at the meeting.

Section 6.06 Absences. It is understood that each member of the Board is expected to attend every meeting of the Board. Should any member of the Board be absent from three consecutive meetings of the Board without previously in each case notifying the Chairperson of the Board (or such Chairperson's designee for such purpose) stating the reason for absence, or should each member's excuse not be acceptable to the Chairperson, such member's seat on the Board shall be deemed vacant and the Chairperson of the Board shall notify such member thereof.

Section 6.07 Annual Report. The Board of Directors shall keep an accurate record of all of the transactions of the Corporation, a report of which, prepared in accordance with the provisions of the Not-for-Profit Corporation Law, shall be presented in writing to the Member at each annual meeting of the Member executed by the Chairperson of the Board and the Treasurer. The report shall be filed in the Corporation's records and a copy of the report shall be entered in the minutes of the proceedings of the annual meeting- of the Member.

Section 6.08 Action without Meeting. Any action which the Board or a committee thereof is required or permitted to take may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action or subsequently confirm the action by resolution. The consent may be executed in one or more counterparts, all of which together will constitute one unanimous consent of the Board or the committee, as the case may be. The authorizing resolutions and written consents, and/or the confirming resolutions, as the case may be, shall be filed with the minutes of the proceedings of the Board or the committee.

Section 6.09 Use of Conference Telephone. One or more of the members of the Board or any committee of the Board may participate in a meeting of the Board or of such committee by means of a conference telephone or similar communications equipment, allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6.10 Confidentiality Agreement. Each Director shall enter into a confidentiality agreement in the form approved by the Board of Directors.

Section 6.11 Education Requirement. During each calendar year, each member of the Board of Directors, for the purposes of education and to stay abreast of current trends, shall attend either the annual conference of the Healthcare Trustees of New York State or another equivalent conference or seminar. The reasonable expenses of attending such event shall be paid by the Corporation. The names of any Director(s) failing to meet such requirement shall be reported at the December meeting of the Board of Directors.

ARTICLE VII OFFICERS OF THE CORPORATION

Section 7.01 Officers. The officers of the Corporation shall consist of a Chairperson, Vice Chairperson, Chief Executive Officer ("CEO"), Secretary and Treasurer. No person may hold the offices of Chairperson or CEO and Secretary simultaneously. The Board of Directors may elect such other officers as it may, from time to time, deem desirable, including, but without

limiting the generality thereof, Assistant Secretaries and Assistant Treasurers. In the event of any such offices being created and officers being elected thereto they shall have such duties and responsibilities as the Board or the Chairperson may, from time to time, prescribe or as are normally attendant upon such offices.

Section 7.02 Election of Officers. The Chairperson, the President, the Vice-Chairperson, the Secretary, the Treasurer, and any other officers created by the Board shall be elected annually by the Board of Directors to serve during the ensuing year.

Section 7.03 Vacancies. Vacancies in any office elected by the Member may be filled by the Member and vacancies in any office elected by the Board may be filled by the Board. The person selected shall serve the unexpired term of the vacancy.

Section 7.04 Term of Office. The Vice Chairperson of the Board, the Secretary and the Treasurer shall be elected for one-year terms. Immediately after their election, those elected shall assume their responsibilities of their offices. A vacancy in such elective offices shall be filled by the Board at its next regular meeting or at an earlier special meeting convened for that purpose.

Section 7.05 Removal of Officers. The Chairperson or the CEO may be removed at any time with or without cause by the Member. Officers elected by the Board may be removed at any time with or without cause by the affirmative vote of a majority of the Board of Directors.

Section 7.06 The Chairperson of the Board. The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors. The Chairperson shall have the general powers and duties of supervision of the Corporation which usually pertain to his/her office, including but not limited to:

1. Being knowledgeable of Board issues, management effectiveness, community affairs, health care industry trends, legislative matters, and relative to State and Federal standards;
2. Conducting well organized, timely and effective meetings insuring that Board members are provided with needed information prior to the meeting;
3. Insuring agendas and presentations are carefully tailored to facilitate responsible decision making;
4. Insuring development of the overall goals and effective strategic plans for the organization;
5. Insuring that the Board and its committees are staffed with appropriate talent and that decision-making channels are clear;
6. Serving as an ex-officio member of all committees, with a vote on all matters coming before the committee;
7. Facilitating a positive relationship with the Member;

8. Insuring that Board members receive ongoing education;
9. Taking a leadership role on the Board in setting performance objectives and evaluating the President in collaboration with the Member; and
10. Assuring that issues relating to Board members are dealt with in a timely fashion.

The Chairperson shall also perform all such other duties as are properly required by the Board of Directors or the Member.

Section 7.07 The Vice-Chairperson of the Board. The Vice Chairperson, in the absence or incapacity of the Chairperson, shall perform the duties of the Chairperson. The Vice Chairperson shall also have such powers and perform such duties as usually pertain to the office as are properly required by the Board.

Section 7.08 The Secretary and Assistant Secretaries. The Secretary shall issue notice of all meetings of corporate members and directors where notices of such meetings are required by law or these Bylaws. The Secretary shall attend all meetings of the Board and keep the minutes thereof. The Secretary shall affix the corporate seal to and sign such instruments as require the seal or the signature of the Secretary, and shall perform such other duties as usually pertain to the office or as are properly required of the Secretary by the board.

The Assistant Secretaries, if any (or any officer of the Corporation), may, in the absence, disability or request of the Secretary, perform the duties and exercise the powers of the Secretary, and shall perform such other duties as the Board shall prescribe.

Section 7.09 The Treasurer and Assistant Treasurers. The Treasurer shall be responsible for the care and custody of all moneys and securities of the Corporation. The Treasurer shall be responsible for the keeping of full and accurate accounts of all the moneys received by the corporation and paid by the Corporation. The Treasurer shall make and sign such reports, statements and instruments as may be required of the Treasurer by the Board of Directors or by the laws of the United States or of the State of New York, and shall perform such other duties as usually pertain to this office or as are properly required by the Board. However, actual custody and maintenance of the Corporation's records shall be entrusted to competent employees who shall make available all financial reports and other relevant data on day-to-day operations.

Section 7.10 The Chief Executive Officer. The CEO shall be an employee of the Corporation, appointed by the Member to serve as Chief Executive Officer and administrator of Moses-Ludington Hospital, and shall perform all such duties as usually pertain to this office. The CEO shall be responsible to the Board for the overall operation of the Hospital. The CEO shall have the necessary authority and be held responsible for the administration of the Hospital in all of its activities and departments in accordance with such policies as may be adopted and such orders as may be issued by the Board of Directors or by any of its committees to which the Board has delegated power for such action. The CEO shall act as the duly authorized representative of the Board unless the Board has specifically designated some other person for that specific purpose.

The CEO shall have authority to execute contracts, negotiable instruments, instruments of conveyance, and other documents, when such authority shall not specifically have been reserved to the Board of Directors, a committee thereof or delegated by the Board or such committee to some other person or persons. The CEO shall have, but shall not be limited to, the following authority; and duties:

1. To serve as the chief executive officer of the Corporation and to oversee the day-to-day operation and administration of the Corporation;
2. To be responsible for carrying out all policies established by the Board of Directors;
3. To attend all meetings of the Board of Directors and appropriate meetings of its committees;
4. To supervise all business affairs of the Corporation;
5. To ensure that all funds are collected and expended to the best possible advantage of the Corporation;
6. To submit regularly to the Board of Directors or its authorized committee periodic reports detailing the financial activities of the Corporation;
7. To prepare and submit such special reports as may be required by the Board of Directors;
8. To prepare or cause to be prepared an annual budget for the Corporation showing the expected receipts and expenditures;
9. To advise and make recommendations to the Board relating to the operations of the Corporation and long-range planning;
10. To prepare and submit to the Board of Directors for approval a plan of organization of the personnel and others concerned with the operation of the Corporation;
11. To develop and maintain personnel policies and practices for the Corporation;
12. To work with the Medical Staff and with all those concerned with the rendering of professional services to the end that the best possible care may be rendered to all patients;
13. To serve as the liaison for all official communications between the Board of Directors or any of its committees and the Medical Staff;
14. To represent the Corporation in local, regional, state and national organizations and their activities;
15. To develop and direct planned programs of community relations to gain acceptance and support of the Corporation by the community it serves;
16. To ensure that all physical properties are kept in good state of repair and operating condition;

17. To maintain an adequate insurance program to conserve the assets of the Corporation;
18. To prepare and submit such business plans, budgets and reports to ILH as may be required by it;
19. To report to the Board at least annually or at such other times as the Board may direct;
20. To perform any other duty that may be necessary in the best interest of the Corporation.

Section 7.11 Officers Holding Two or More Offices. The offices of Treasurer and Secretary may be held by the same person, but no corporate officer shall execute or verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more officers.

Section 7.12 Compensation. The officers of the Corporation other than the CEO shall not receive compensation for fulfilling their duties as officers but shall be reimbursed for any reasonable expenses which they may incur on behalf of the Corporation in the conduct of its affairs.

ARTICLE VIII COMMITTEES OF THE BOARD

Section 8.01 Executive Committee. By resolution adopted by a majority of the entire Board of Directors authorizing the same, the Board may designate from among its members an Executive Committee of at least (4) directors, including the Chairperson, which committee, the extent permitted by law and by the authorizing resolution, shall have all the authority of the Board of Directors in the interim between meetings of the Board except as to matters set forth in Section 712 (a) of the Not-For-Profit Corporation Law. The Executive Committee shall keep minutes of its meeting and shall present those minutes at the next Board Meeting. The ML Corporations have agreed that the Executive Committee of each ML Corporation shall be composed of the same individuals. As such, each member of the Corporation's Executive Committee shall be (i) a member of the Executive Committee of Heritage Commons Residential Health Care, Inc. (hereinafter "Heritage Commons") and (ii) a member of the Executive Committee of the Member. If any member of the Corporation's Executive Committee ceases to be a member of the Executive Committee of Heritage Commons or a member of the Executive Committee of the Member, his/her seat on the Corporation's Executive Committee shall be deemed vacant.

Section 8.02 Other Committees. The Board of Directors, may, by resolution adopted by a majority of the entire Board, create such other committees as it deems necessary. The Chairperson of the Board shall appoint the committee chairpersons and committee members who shall serve in this capacity until the next annual meeting of the Member. All members of Committees of the Board shall be members of the Board or employees of the Corporation, except that an Advisory Committee, if any is appointed, may have members who are not members of the Board or employees of the Corporation.

Section 8.03 Record of Proceedings. Minutes shall be kept of all committee meetings which shall reflect all business conducted at the meeting, including findings, conclusions and

recommendations. Copies of the minutes shall be supplied to each member of the Committees and to all members of the Board.

ARTICLE IX MEDICAL DIRECTOR

Section 9.01 . The CEO shall appoint a Medical Director with the approval of the Board. The Medical Director for the Corporation, Heritage Commons Residential Health Care, Inc., and Inter-Lakes Health, Inc. shall be the same person. The Medical Director has direct responsibilities to the President. The Medical Director shall have the general responsibility for assuring the adequacy and appropriateness of medical care rendered to patients. The specific responsibilities and the description of the Medical Director shall be set forth in a written agreement between the Medical Director and the Corporation. Such specific duties shall include but not be limited to: assisting in developing procedures to provide for continuous physician coverage and the emergency treatment of patients in the case of medical emergencies, assisting in the development of patient transfer procedures serving as a member of the medical staff and helping to assure the preparation, review, revision and adherence to the medical staff Bylaws, rules and regulations, reviewing and advising the Board as to the quality of medical care being rendered to patients by members of the medical staff, monitoring the health status of employees and advising the administration on employee health policies, reviewing and evaluating incident reports, identifying hazards to health and safety and developing written Bylaws, rules and regulations which are approved by the governing body and include delineation of the responsibilities of attending physicians.

ARTICLE X MEDICAL STAFF

Section 10.01 Duties of the Board. It shall be the duty of the Board to supervise the activities of the Medical Staff for the purpose of insuring that the highest standards of professional practice and patient care are maintained in the Hospital. This responsibility shall include, but not be limited to, review and approval of the Bylaws, Rules and Regulations of the Medical Staff, appointment of the members of the Medical Staff and the granting of clinical privileges.

Section 10.02 Medical Staff Responsible to the Board. The Medical Staff shall be responsible to the Board for the fitness, adequacy and quality of medical care rendered to patients in the Hospital by:

1. establishing and maintaining professional standards and practice;
2. coordinating the clinical departments of the Hospital; promoting the scientific and educational advancement of all members of the Medical Staff through encouraging education and research;
3. acting as a liaison whereby medico-administrative problems may be discussed and resolved among the members of the Medical Staff, the Hospital administration and the Board;

4. and evaluating and making recommendations with respect to the professional competence of Medical Staff members, applicants for Medical Staff membership and the delineation of clinical privileges.

Section 10.03 Medical Staff Bylaws. The Medical Staff shall submit Bylaws, Rules and Regulations for its organization and governance for the approval of the Board. Such Bylaws, Rules and Regulations shall, among other things, direct and insure that only licensed practitioners with the appropriate clinical privileges are directly responsible for a patient's diagnosis and treatment; provide for the discharge of the Medical Staff's responsibilities to the Board; establish a hearing procedure for dealing with grievances related to Medical Staff appointments and the granting of clinical privileges and require the members of the Medical Staff to abide by all of the terms and conditions of the Bylaws, Rules and Regulations as a condition of their Staff membership. The Bylaws of the medical Staff shall be reviewed and approved by the Board and may not be adopted or amended without the approval of the Board and constitute the policy of the Corporation governing its relationship with its Medical Staff.

ARTICLE XI INDEMNIFICATION

Section 11.01 Right of Indemnity. The Corporation shall indemnify to the full extent authorized or permitted by law any person made, or threatened to be made, a party to any action or proceeding (whether civil or criminal or otherwise) by reason of the fact that such person, or the testator or intestate of such person, is or was a director or officer of the Corporation.

Section 11.02 Determination of Right to Indemnification. Upon the request of any person who may be entitled to indemnification under this Article, the Board of Directors shall act promptly to determine whether the director or officer has met the standard of conduct required for indemnification and, if such standard has been met, to authorize indemnification under this Section. Such determination may be made, in the discretion of the Board of Directors, (i) by the Board of Directors by a majority vote of a quorum consisting of directors who are parties to such action, suit or proceeding were not directors of the Corporation or (ii) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by the Member. For purposes of this Article, determination of any civil or criminal action or proceeding by judgment, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall not in itself create a presumption that any director or officer did not act in good faith for a purpose which he or she reasonably believed to be in the best interest of the Corporation.

Section 11.03 Expenses. Expenses (including reasonable attorney's fees) incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an express undertaking in writing by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced by the Corporation exceed the indemnification to which he or she is entitled; provided, however, that no such indemnification shall be made if a determination is made in the manner provided in Section 6.02 of this Article

that indemnification is not proper in the circumstances because he or she has not met the applicable standard of conduct.

Section 11.04 Indemnification with Respect to Internal Investigations. The Corporation shall indemnify to the full extent authorized or permitted by law, any director or officer made the subject of an internal investigation by the Corporation, and each heir or successor of any thereof, against reasonable costs and expenses, including attorney's charges actually and necessarily incurred as a result of such investigation, unless it is determined that such person did not act in good faith, for a purpose which he or she reasonably believed to be in the best interest of the Corporation. Any such determination as to good faith which would prevent indemnification under this Section 6.04 must be made by the Board of Directors acting by a quorum consisting of directors who are not the subject of the same internal investigation as if such directors who are the subject of such investigation were not directors of the Corporation, or if such quorum is not obtainable with due diligence, by the Member. Any determination made by the Board of Directors that indemnification under this Section is not permitted by law must be made on the basis of an opinion in writing of independent legal counsel. In addition, any indemnification under this Section shall be conditioned upon receipt of a written agreement in form satisfactory to the Corporation and its legal counsel obligating the indemnified person to repay upon demand all or so much of any amount paid pursuant to this Section as may be determined not to have been paid in accordance with applicable law.

Section 11.05 Non-Exclusivity of this Article XI. The indemnification provided by this Article VI shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of the heirs, executors, administrators or successors of such a person. The right of indemnification herein provided shall not be deemed exclusive of any other rights to which any such director, officer or other person may now or hereafter be otherwise entitled and specifically, without limiting the generality of the foregoing, shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any such director, officer or other person in any such action or proceeding to have awarded or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 11.06 Insurance. The Board of Directors may authorize the Corporation to purchase and maintain insurance, at its expense, to protect itself and its directors and officers against such liability, cost and expense to the extent permitted by law.

ARTICLE XII CLERGY

Section 12.01 Clergy. The Corporation shall be nonsectarian in regard to religious affiliation and layman of all denominations and faiths are welcome whether their visits are sought or volunteered. Their ministry to patients, however, must reflect appropriate professional protocol.

ARTICLE XIII MISCELLANEOUS PROVISIONS

Section 13.01 Corporate Seal. The Corporate Seal of the Corporation shall be circular in form and shall bear the present name and year of the original organization of the Corporation as more particularly shown in the following impression.

Section 13.02 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 13.03 Audit. At the end of each fiscal year and at such other times as the Board may authorize, the Board shall cause to be performed an independent audit of the accounts of the Corporation.

Section 13.04 Review, Amendment or Repeal of Bylaws. An ad hoc committee of the Board shall review these Bylaws at least every two years for the purpose of determining and recommending to the Board any necessary or desirable revisions.

Subject to the provisions of Article V, amendment or repeal of the Bylaws shall be by affirmative vote of two-thirds (2/3) of all of the voting members of the Board. Notice shall be mailed to each member of the Board at least thirty days prior to a meeting to consider such amendment or repeal of the Bylaws. Such notice shall fully present the current Bylaws and the proposed amendments thereof.

**WRITTEN CONSENT OF THE
BOARD OF DIRECTORS
OF
MOSES-LUDINGTON HOSPITAL
AND
INTER-LAKES HEALTH, INC.**

Resolutions in Connection with Approving a Plan of Dissolution and Distribution of Assets

The undersigned, being the Directors of Moses-Ludington Hospital, Inc., a not-for-profit corporation under the laws of the State of New York (the “Corporation”), hereby consent to the adoption of the following resolutions by written consent in lieu of a meeting and direct that this Consent be filed with the minutes of the Corporation.

WHEREAS, the Corporation is formed to provide, on a non-profit basis, hospital facilities and services for the care and treatment of persons who are acutely ill or who otherwise require medical care and treatment and related services of the kind customarily furnished most effectively by hospitals; and

WHEREAS, the Corporation owned and operated a 15 bed hospital in Ticonderoga, New York, and currently owns certain real property (the “Real Property”) as set forth below:

<u>Parcel</u>	<u>Address</u>	<u>Acreage</u>	<u>Tax Map No.</u>	<u>Zoning</u>	<u>Use</u>
(1)	173 Lord Howe St., Ticonderoga, NY 12283	0.40	150.42-6-4.000	COMM	Land & Building
(2)	NYS Route 9N, Ticonderoga, NY 12283	4.6	150.2-7-6.000	RES	Vacant Land
(3)	NYS Route 9N, Ticonderoga, NY 12283	1.2	150.42-6-1.000	RES	Vacant Land
(4)	NYS Route 9N, Ticonderoga, NY 12283	0.69	150.2-7-12.001	RES	Vacant Land
(5)	2 Montcalm St., Ticonderoga, NY 12283	0.01	150.42-3-1.000	RES	Vacant Land

WHEREAS, the Corporation previously approved the sale of the Real Property to the Ticonderoga Historical Society, a New York educational corporation (the “Society”) for the aggregate purchase price of \$80,000.; and

WHEREAS, the Corporation engaged in discussions with the Charities Bureau of the Office of the Attorney General which raised questions regarding the proposed sale and recommended that Corporation submit a petition for judicial dissolution pursuant to New York Not-for-Profit Corporation Law (“N-PCL”) Section 1102; and

WHEREAS, in response to such recommendation, the Corporation determined that it was in its best interests to approve a Plan of Dissolution and Distribution of Assets (the “Plan”), request the approval of the Charities Bureau as well as HUD before proceeding with submitting a petition requesting judicial dissolution of the Corporation; and

NOW THEREFORE, it is

RESOLVED: that the Board hereby approves the Plan in substantially the form attached to this consent; and it is further

RESOLVED: that all resolutions approved by the Board relating to the sale of Real Property to the Society are also ratified and continue in full force and effect to the extent they are not inconsistent with these resolutions; and it is further

RESOLVED: that the officers of the Corporation shall proceed with submitting such documents as are required to obtain necessary approvals of the Plan and upon receipt of such approvals, proceed with carrying out the Plan; and it is further

RESOLVED: that the Board hereby authorizes the filing of a Certificate of Dissolution with the State of New York after implementation of the Plan; and it is further

RESOLVED: that the officers of the Corporation are hereby authorized to execute and deliver, in the name and on behalf of the Corporation, any and all documents necessary to effectuate the foregoing resolutions.

[REMAINDER OF PAGE LEFT BLANK]

IN WITNESS WHEREOF, we have signed this instrument and direct that it be filed with the minutes of the proceedings of the Board of Directors.

Dated: 2/26/20


Roland Allen, Chairperson


Dated: 2/27/20


Robert Dedrick, Vice Chairperson

Dated: 03/02/2020


Ross Kelley, Treasurer

Dated: 3/12/2020


Chattie Van Wert, Secretary

Dated: 3/6/2020


Dr. Glen Chapman

Dated: 3-10-2020


Walter Lender

Dated: 2/26/2020


Michael Diskin

Dated: 2/26/2020


David Shelmidine


**PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS
OF
MOSES-LUDINGTON HOSPITAL**

The Board of Directors of Moses-Ludington Hospital (“MLH”) has considered the advisability of voluntarily dissolving MLH and has determined that dissolution is in the best interests of MLH.

1. MLH owned and operated a 15-bed critical access hospital in Ticonderoga, New York (the “Hospital”) which MLH sold in 2018 subject to an Order of the Supreme Court entered in the Essex County Clerk’s Office on March 13, 2018.
2. MLH’s current assets and liabilities as of June 2020 are as set forth in the balance sheet included as Attachment A. MLH has no other known assets or liabilities.
3. MLH’s current liabilities include a residual note due to the United States Department of Housing and Urban Development (“HUD”) in the approximate amount of \$11,127,500 (the “HUD Note”). The HUD Note is a contingent liability of MLH.
4. MLH pledged to HUD that it will use any funds from the sale of any remaining assets, subject to the payment of any liabilities associated with the sale of such assets, to HUD and the HUD Note will subsequently be discharged with the approval of the Department of Justice.
5. MLH shall distribute its real property assets (as set forth on Attachment B) to the Ticonderoga Historical Society in exchange for the payment of \$80,000 (the “Proceeds”).
6. MLH will use the Proceeds to pay the costs of transferring the Real Property to the Society as well as the expenses of winding up its affairs and dissolving. Any remaining Proceeds will be paid to HUD to pay down the HUD Note after which MLH will seek Department of Justice approval to discharge the remaining amount due on the HUD Note.
7. MLH does not have any specific dissolution requirements specified in its Certificate of Incorporation other than the requirement that any assets be distributed to an organization that is tax-exempt under code Section 501(c)(3).
8. Because MLH’s liabilities exceed its assets, MLH will proceed with a judicial dissolution proceeding pursuant to New York Not-for-Profit Corporation Law Article 11.

[Signature Page Follows]

Dated: 6/16, 2020


Name: Roland J. Allen
Title: Chair

Signature Page - Plan of Dissolution and Distribution of Assets- Moses Ludington Hospital

Attachment

A

MOSES LUDINGTON HOSPITAL
BALANCE SHEET DECEMBER 2019/2020

AFS @ 12/31/19 June 2020

ASSETS:

Rent Receivable	\$	18,000	\$	23,400
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Land

MLH NYS Route 9 N (10.5 Acres)		15,000		
MLH NYS Route 9N (4.6 & .69 Acres)		10,867		10,867
MLH NYS Route 9N (1.2 Acres)		66,100		66,100
MLH NYS Lord Howe St (.4 Acres)		120,800		120,800
Total Land	\$	212,767	\$	197,767

Total Assets	\$	230,767	\$	221,167
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Liabilities and Net Assets:

Accounts Payable	\$	5,761		7,471
Residual Rec Note (Long-term Debt)		11,127,500		11,127,500
Total Liabilities	\$	11,133,261	\$	11,134,971

Net assets (deficiency) without restrictions		(10,902,494)		(10,913,804)
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Liabilities and Net Assets:	\$	230,767	\$	221,167
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Remittance Due to HUD		-	\$	15,929
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ATTACHMENT B

Address	Acreage	Tax Map No.	Use
173 Lord Howe St., Ticonderoga, NY 12283	0.40	150.42-6-4.000	Land & Building
NYS Route 9N, Ticonderoga, NY 12283	4.6	150.2-7-6.000	Vacant Land
NYS Route 9N, Ticonderoga, NY 12283	1.2	150.42-6-1.000	Vacant Land
NYS Route 9N, Ticonderoga, NY 12283	0.69	150.2-7-12.001	Vacant Land
2 Montcalm St., Ticonderoga, NY 12283	0.01	150.42-3-1.000	Vacant Land

MEMORANDUM

To: Michael Stelluti
Division of Health Facility Planning and Development

Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

From: Vincent DiCocco, Senior Attorney
Bureau of Program Counsel
Division of Legal Affairs

Date: August 15, 2024

Subject: Proposed Certificate of Amendment of the Certificate of Incorporation of Rochester Community Individual Practice Association, Inc.

Please include this matter on the next Establishment and Project Review Public Health and Health Planning Council agenda.

The attachments relating to the matter include the following:

- 1) A Memorandum to the Public Health and Health Planning Council (PHHPC) from Kathy Marks, Department of Health General Counsel;
- 2) A February 26, 2024, letter from Nicholas P. Hopeck to PHHPC requesting approval of the proposed Certificate of Amendment to the Certificate of Incorporation of Rochester Community Individual Practice Association, Inc.;
- 3) The proposed Certificate of Amendment to the Certificate of Incorporation of Rochester Community Individual Practice Association, Inc.;
- 4) The Bylaws of Rochester Community Individual Practice Association, Inc.;
- 5) The original Certificate of Incorporation of Rochester Community Individual Practice Association, Inc.;
- 6) Unanimous Written Consent of the Board of Directors of Rochester Community Individual Practice Association Inc. supporting the amendment.

Attachments.

cc: J. Corvino
J. Riegert

MEMORANDUM

To: Public Health and Health Planning Council (PHHPC)

From: Kathy Marks *KSM*
General Counsel
Division of Legal Affairs

Date: August 15, 2024

Subject: Proposed Certificate of Amendment of the Certificate of Incorporation of Rochester Community Individual Practice Association, Inc.

Rochester Community Individual Practice Association, Inc. ('RCIPA') requests Public Health and Health Planning Council ('PHHPC') approval of the proposed amendment of its Certificate of Incorporation.

RCIPA is a New York state not-for-profit charitable corporation, formed on August 8, 1984. RCIPA currently manages a provider network of approximately 3,200 physicians and allied health professionals who practice in the New York State counties of Genesee, Livingston, Monroe, Ontario, Orleans, Seneca, Wayne, Wyoming and Yates in order to promote community health initiatives.

RCIPA is seeking approval to amend its Certificate of Incorporation to remove provisions that prevent its assets from going to charitable or nonprofit private foundations. The amendments to the Certificate of Incorporation also include language clarifying that RCIPA may seek approval of the Attorney General's office to dissolve, as well as other less substantive amendments.

Attached is: a letter from Nicholas P. Hopeck on behalf of RCIPA to PHHPC dated February 26, 2024; the proposed Certificate of Amendment to the Certificate of Incorporation of RCIPA; the Bylaws of RCIPA; the original Certificate of Incorporation of RCIPA; and the November 5th, 2023 Unanimous Written Consent of the Board of Directors of RCIPA approving the proposed amendment.

There is no legal objection to the proposed Amendment of the Certificate of Incorporation of Rochester Community Individual Practice Association, Inc., and it is in legally acceptable form.

Attachments



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February 26, 2024

STATE OF NEW YORK DEPARTMENT OF HEALTH

Colleen M. Leonard, Executive Secretary
Public Health and Health Planning Council
Corning Tower, Room 1805
Albany, New York 12237
518-402-0964

RE: RCIPA COMMUNITY HEALTH AND EDUCATION FOUNDATION, INC.

Dear Ms. Leonard,

I hereby respectfully request your consent to the filing of the attached certificate of amendment for the above reference NYS Not-for-Profit Corporation. A copy of all charter documents from the New York Secretary of State and supporting documents are attached.

If you have any questions or require further information, please do not hesitate to contact me. Otherwise, please issue your consent to the undersigned at your earliest convenience.

Sincerely,

Nicholas P. Hopeck

Nicholas P. Hopeck
Vice President

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ROCHESTER COMMUNITY INDIVIDUAL PRACTICE ASSOCIATION, INC.

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

1. The name of the Corporation is Rochester Community Individual Practice Association, Inc.
2. The Certificate of Incorporation of the Corporation was filed by the Department of State on August 8, 1984.
3. The law the Corporation was formed under is the New York Not-for Profit Corporation Law.
4. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.
5. The Certificate of Incorporation is amended as follows:
 - A. Article 2 relating to the prohibition on pecuniary profit or financial gain, dissolution, and other tax-related matters, is hereby amended to update the reference to the current Internal Revenue Code (the "Code"), permit distribution of funds to private foundations as described in Section 509(a) of the Code, and permit the Corporation to request dissolution approval from the New York Office of the Attorney General, as follows:

"2. This Corporation has not been formed for pecuniary profit or financial gain, and shall not be conducted or operated for profit, and no part of the assets, income or net earnings of the Corporation is distributable or shall inure to the benefit of the directors, officers, or other private persons, except to the extent permitted under the Not-for-Profit Corporation Law. Upon the dissolution of this Corporation, no director, officer, or other private person shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and property of the corporation shall pass to, or shall inure to the benefit of, those organizations described in Section 201 of the Not-for-Profit Corporation Law and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Any such assets not so disposed of shall be disposed of by the New York Office of the Attorney General or the Supreme Court of the State of New York for the county in which the principal office of the Corporation is then located, as provided by law, exclusively for such purposes or to such organization or organizations as said Office of the Attorney General or Supreme Court shall determine, which are

organized and operated for substantially the same purposes set forth in paragraph '3' below.”

B. Article 4 relating to the restrictions on the Corporation’s activities is hereby amended to read as follows:

“4. The Corporation is organized exclusively to achieve public objectives, including for such purposes, the making of distributions to organizations that qualify as exempt organizations described in Section 170 or Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation shall not carry on any activity not permitted to be carried out by a corporation exempt from federal income tax under Section 501(c)(3) of such Code, or by a corporation contributions to which are deductible under Section 170(c)(2) of such Code, or the corresponding provisions of any future United States Internal Revenue Code.”

C. Article 7 relating to the type of not-for-profit corporation is hereby amended to read as follows:

“7. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law, and is a charitable corporation.”

D. Article 10 relating to the initial directors of the Corporation is hereby omitted.

E. Article 11 relating to the address for service of process is hereby amended to update such address as follows:

“11. The Secretary of State of the State of New York is designated as the 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 any such process served upon him is The Powers Building, 16 West Main Street, Suite 200, Rochester, New York, 14614.”

F. Article 12 relating to the age of the subscriber is hereby deleted in its entirety.

G. Article 13 relating to the initial incorporation of the Corporation is hereby deleted in its entirety.

6. This Certificate of Amendment was authorized by the unanimous written consent of the Board of Directors of the Corporation. The Corporation has no members.

7. The Secretary of State is designated as agent of the Corporation upon who process against it may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the Corporation is The Powers Building, 16 West Main Street, Suite 200, Rochester, New York, 14614.

IN WITNESS WHEREOF, the undersigned authorized person has signed this Certificate of Amendment of the Certificate of Incorporation this 7 day of November, 2023.

**Rochester Community Individual Practice
Association, Inc.**

By: 
Name: Christopher Roe
Title: Executive Director

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ROCHESTER COMMUNITY INDIVIDUAL PRACTICE ASSOCIATION, INC.**

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

Harter Secrest & Emery LLP
1600 Bausch & Lomb Place
Rochester, New York 14604-2711

BYLAWS
OF
ROCHESTER COMMUNITY INDIVIDUAL PRACTICE ASSOCIATION, INC.

ARTICLE I. NAME

The name of the organization shall be Rochester Community Individual Practice Association, Inc. (the "Corporation").

ARTICLE II. PURPOSE

The Corporation is organized and will be operated exclusively for the purposes set forth in its Certificate of Incorporation.

ARTICLE III. MEMBERSHIP

1. **Members**

The Corporation shall have no members.

ARTICLE IV. DIRECTORS

1. **Number and Term**

(a) The business of the Corporation shall be managed and controlled by its board of directors (the "Operating Board"), which shall consist of no less than three (3) and no more than five (5) members. The directors shall be elected by the Operating Board at its annual meeting. The number of directors on the Operating Board, within the minimum and maximum limitation as herein provided, may be increased or decreased by a vote of a majority of all directors. No decrease in the number of directors shall shorten the term of any incumbent director. Directors shall be elected for a term of three years commencing April 1 and ending March 31. There shall no limit on the number of consecutive terms that a director may serve.

(b) Each director shall hold office until the expiration of the term for which he or she is elected and until a successor has been elected and qualified, except as hereinafter provided for filling vacancies.

2. **Nominations**

A nominating committee shall be responsible for selecting candidates for election to the Operating Board. The committee shall consist of the chairperson of the Operating Board, the vice-chairperson of the Operating Board, and a person selected by the chairperson. The

chairperson of the Operating Board shall serve as chairperson of the committee. The committee shall submit its list of candidates to the Operating Board for approval. The Operating Board shall determine the final candidates, which may include a candidate who is not nominated by the nominating committee. No other nominations shall be permitted.

3. **Resignation**

Any director may resign at any time by giving written notice of such resignation to the Operating Board. Unless the director indicates that there are extenuating circumstances, a director's resignation will be effective at the next annual meeting of the Operating Board, at which the director's successor will be elected.

4. **Vacancies**

(a) Newly created directorships resulting from an increase in the number of directors may be filled by a vote of the majority of the Operating Board directors then in office, regardless of their number.

(b) Any vacancy in the Operating Board occurring during the year may be filled by a vote of the majority of the Operating Board directors then in office, regardless of their number. Any director so elected shall hold office until the expiration of the term of the position being filled, and until a successor has been elected and qualified. The Operating Board is not required to fill a vacancy.

5. **Annual Meeting of Directors**

The annual meeting of the Operating Board, held for the purpose of the election of directors, shall be held each year during the month of March at a location designated by the Operating Board. The date and time of the meeting shall be determined by the Operating Board.

6. **Regular Meetings**

The Operating Board shall meet regularly at such times and places as it may from time to time determine. No notice shall be required for regular meetings for which the time and place have been fixed at least 60 days in advance either under these bylaws or by the Operating Board.

7. **Special Meetings**

Special meetings of the Operating Board may be called, upon notice, at any time by the chairperson of the Board and must be called by the chairperson or the secretary on the written request of two members of the Board. The notice shall specify the purpose of the special meeting and the subject matter of the meeting shall be limited to the content in the notice.

8. **Notice of Meetings**

Notice of all meetings of the Operating Board, except as herein otherwise provided, shall be given by first class mail, e-mail or fax at least seven days prior to the meeting, or by telephone or personal delivery to the director at least three days prior to the meeting, but such notice may be waived by any director. No notice need be given to any director who attends a meeting without protesting lack of notice either prior to or at the commencement of the meeting. At any meeting at which every director shall be present, even though without notice or waiver thereof, any business may be transacted.

9. **Quorum/Voting**

At all meetings of the Operating Board a majority of all directors shall be necessary to constitute a quorum for the transaction of business. The affirmative vote of a majority of all of the directors present at a meeting, provided that a quorum is present at the time of the vote, shall be the act of the Operating Board, except as otherwise provided by law or by these bylaws. Any director on the Operating Board may attend and participate in a meeting of the Board or a Board committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other simultaneously. Participation by such means shall constitute presence in person at the meeting.

10. **Chairperson**

At all meetings of the Operating Board the chairperson of the Board, or if not present, the vice-chairperson, shall preside. If neither of them is present, the meeting shall be presided over by a chairperson chosen at the meeting. The secretary of the Corporation, if present, shall act as secretary of the meeting. If not present, the secretary of the meeting shall be chosen by the chairperson of the meeting.

11. **Action Taken Without a Meeting**

Any action required by law to be taken by the Operating Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to authorization of such action. Operational or day-to-day matters of the Corporation may be handled more informally according to the Corporation's past practice.

12. **Interested Directors, Members and Officers**

Operating Board directors and the officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as directors, or as agents for other persons or corporations, or may be interested in the same matters as directors or otherwise; provided, however, that any contract, transaction or act for and on behalf of the Corporation in which the director or officer is personally interested as a stockholder, director or otherwise shall be fair and reasonable to the Corporation at the time it was authorized, and provided that it is not violative of the proscriptions contained in the

certificate of incorporation against the Corporation's use or application of its assets, income or profit for private benefit. In no event, however, shall any person or other entity dealing with the directors or officers be obligated to inquire into the authority of the directors or officers to enter into and consummate any contract, transaction or other action.

13. **Compensation and Expenses**

Operating Board directors shall not receive any stated salary for their services as such. The Operating Board shall have the power, in its discretion, to pay to directors rendering services to the Corporation compensation appropriate to the value of such services.

14. **Powers**

All of the Corporation's powers, except such as are otherwise provided for in these bylaws and the laws of the State of New York, shall be and are hereby vested in and shall be exercised by the Operating Board. The Operating Board may by resolution appoint committees and delegate to them or to officers of the Corporation such powers as they may see fit.

ARTICLE V. OFFICERS

1. **Election/Term**

(a) The officers of the Corporation shall consist of a chairperson and vice-chairperson of the Operating Board, both of whom shall be members of the Operating Board. The officers shall also include a secretary, treasurer, and such other officers with such powers and duties as may be appointed and determined by the Operating Board, none of whom, except the secretary and the treasurer, shall be required to be a member of the Operating Board. Any two offices, except those of chairperson and secretary, may be held by the same person. The officers shall be appointed annually by the Operating Board at the annual meeting.

(b) All officers shall hold office for a term of one year and shall serve until reappointed or a successor has been elected and qualified.

2. **Vacancies**

In case any office becomes vacant by reason of death, resignation, retirement, disqualification or any other cause, the Operating Board directors then in office, regardless of their number, may appoint an officer to fill such vacancy, and the officer so appointed shall hold office for the unexpired portion of the term and until a successor has been elected and qualified.

3. **Chairperson**

The chairperson shall preside at all meetings of the Operating Board. The chairperson shall see that all resolutions of the Operating Board are carried out. The chairperson shall have such other powers and duties as may be assigned by the Operating Board.

4. **Vice-Chairperson**

In the absence or disability of the chairperson, the vice-chairperson of the Operating Board shall perform the duties of that office. The vice-chairperson shall have such other powers and duties as may be assigned by the Operating Board.

5. **Secretary**

The secretary shall have charge of such books, documents and papers as the Operating Board may determine, and shall have custody of the corporate seal. The secretary shall make certain that the minutes of all meetings of the Operating Board are kept and filed in the permanent records of the Corporation, and that all notices of meetings, special or regular, are properly given. When authorized by the Operating Board, the secretary shall affix the seal of the Corporation to any instrument requiring it and attest to this action by his signature. The secretary shall have such other powers and duties as may be assigned by the Operating Board.

6. **Treasurer**

The treasurer shall have or oversee custody of all funds, property and securities of the Corporation subject to such regulations as may be imposed by the Operating Board. The treasurer may be required to give a bond in such sum and with such sureties as the Operating Board may require. In general, the treasurer shall perform all the duties incident to the office of treasurer, and shall have such other powers and duties as may be assigned by the Operating Board.

7. **Removal**

Any officer may be removed from office, with or without cause, by the Operating Board. Any officer proposed to be removed shall be entitled to at least five days notice in writing (by first class mail) of the meeting of the Operating Board at which such removal is to be voted on and shall be entitled to appear before and be heard by the Operating Board at such meeting.

ARTICLE VI. COMMITTEES

The Operating Board may appoint committees, subcommittees and task forces (collectively referred to as "committees") of the Corporation consisting of two or more individuals, all of whom shall serve at the pleasure of the Board. Any committee shall have the full authority to conduct the business of that committee, subject to review and approval of the Operating Board. Each committee shall keep regular minutes of its proceedings or preserve evidence of the written approval of all members of the committee or informal action taken by the

committee. All recommendations by any committee shall be reported to the Operating Board at its next meeting and shall be subject to review and revision or approval by the Operating Board. Members of a committee may be removed from office in the same manner as officers of the Corporation may be removed from office.

Meetings of a committee shall be called upon notice by the chairperson of the committee and must be called by the chairperson on the written request of at least two members of the committee. Notice of all meetings shall be given by first class mail, e-mail or fax at least seven days prior to the meeting, or by telephone or personal delivery to the member at least three days prior to the meeting, but such notice may be waived by any committee member. No notice need be given to any member who attends a committee meeting without protesting lack of notice either prior to or at the commencement of the meeting. At any meeting at which every committee member shall be present, even though without notice or waiver thereof, any business may be transacted. At all meetings of the committee a majority of all committee members shall be necessary to constitute a quorum, and the act of a majority of the members present at any meeting at which there is a quorum shall be an act of the committee.

ARTICLE VII. EXECUTIVE COMMITTEE

The executive committee shall be a committee of the Operating Board and may be comprised of the officers who are members of the Operating Board, or a subset thereof. At a minimum, the executive committee shall be comprised of the chairperson and the vice-chairperson. The committee shall, during the interval between meetings of the Operating Board, have and exercise the authority of the Operating Board in the management of the Corporation in all matters not specifically delegated to another committee or person. The committee may be delegated such other authority or duties as the Operating Board may determine, except that the executive committee will not have any authority with respect to the filling of vacancies on the Operating Board, the fixing of compensation, the amendment or repeal of the bylaws or adoption of new bylaws, or the amendment or repeal of any resolution of the Operating Board which by its terms will not be amendable or repealable.

ARTICLE VIII. **PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

No director, officer, employee, member of any committee, or person otherwise connected with the Corporation, or any other private individual or organization shall receive at any time any of the assets, income or profit of the Corporation; provided, however, that this shall not prevent payment of reasonable compensation to any person for services rendered to or for the Corporation.

ARTICLE IX. INDEMNIFICATION

In addition to and not in lieu of the rights of indemnification set forth in the New York Not-for-Profit Corporation Law, and in consideration for services provided to the Corporation, any of the Corporation's officers, directors or members of any committee (as defined above)

made or threatened to be made a party in any action or proceeding, by reason of events occurring while acting on behalf of the Corporation, shall be indemnified by the Corporation against judgments, fines, amounts paid in settlement and reasonable expenses, including reasonable legal fees and costs actually and necessarily incurred as a result of such action or proceeding or any appeal therein. To obtain such indemnification and advancement of expenses, the individual to be indemnified shall: (1) either authorize the Corporation's legal counsel to accept service of process on behalf of the individual in any action or proceeding, or promptly cause written notice of same to be delivered to the Corporation; and (2) permit the Corporation and its legal counsel, at the Corporation's sole expense, to defend the individual in the action or proceeding. Indemnification as provided herein shall not be made to or on behalf of any individual if, as provided in Section 721 of the New York Not-for-Profit Corporation Law as it now exists, but subject to change if hereafter amended, a judgment or other final adjudication adverse to the individual establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

ARTICLE X. MISCELLANEOUS

The masculine gender whenever used shall include the feminine, and the feminine shall include the masculine, wherever necessary or appropriate. Meetings of the Operating Board will be conducted in accordance with Robert's Rules of Order, unless the Operating Board, at its meeting, decides otherwise.

ARTICLE XI. AMENDMENT

Bylaws of the Corporation may be adopted, amended or repealed by the Operating Board.

ADOPTED ON JUNE 8, 1987

AMENDED ON APRIL 28, 1997

AMENDED ON JULY 10, 1989

AMENDED ON NOVEMBER 30, 1998

AMENDED ON APRIL 23, 1990

AMENDED ON JUNE 26, 2000

AMENDED ON NOVEMBER 23, 1992

AMENDED ON SEPTEMBER 24, 2001

AMENDED ON FEBRUARY 22, 1993

AMENDED ON FEBRUARY 28, 2005

AMENDED ON MAY 28, 2013

AMENDED ON MARCH 20, 2023

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for ROCHESTER COMMUNITY INDIVIDUAL PRACTICE ASSOCIATION, INC., File Number B130854-11 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on November 20, 2023.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

CERTIFICATE OF INCORPORATION

Henry J. Jones
ROCHESTER COMMUNITY INDIVIDUAL PRACTICE ASSOCIATION, INC.

Under Section 402 of the Not-For-Profit Corporation Law

The undersigned, for the purpose of forming a corporation under Section 402 of the Not-For-Profit Corporation Law of the State of New York, does hereby certify:

1. The name of the Corporation is Rochester Community Individual Practice Association, Inc.

2. This Corporation has not been formed for pecuniary profit or financial gain, and shall not be conducted or operated for profit, and no part of the assets, income or net earnings of the Corporation is distributable or shall inure to the benefit of the directors, officers, or other private persons, except to the extent permitted under the Not-For-Profit Corporation Law. Upon the dissolution of this Corporation, no director, officer, or other private person shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and property of the Corporation shall pass to, or shall inure to the benefit of, those organizations described in Section 201 of the Not-For-Profit Corporation Law and Section 501(c)(3) of the Internal Revenue Code of 1954, which are not private foundations described in Section 509(a) of such Code. Any such assets not so disposed of

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shall be disposed of by the Supreme Court of the State of New York for the county in which the principal office of the Corporation is then located, as provided by law, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for the purposes set forth in paragraph "3" below.

3. The purposes for which the Corporation is formed and the powers which may be exercised by the Corporation, in addition the general powers set forth in Section 202 of the Not-For-Profit Corporation Law of the State of New York, are:

A. To arrange, by contract or otherwise, for the delivery or providing of health services by individuals who are licensed to practice medicine, osteopathy, dentistry, podiatry, or optometry, or by any other health service professional, by which arrangements such health care professionals will provide their professional services in accordance with, and for such compensation established by, a contract or other agreement between the Corporation and a health maintenance organization as defined by Article 44 of the New York State Public Health Law, as amended, and which has been granted a certificate of authority pursuant to the provisions of Article 44 of the Public Health Law of the State of New York.

B. To contract or enter into service arrangements with such additional professional personnel,

associated health professional personnel, or other health personnel as are available and appropriate for the efficient and effective delivery of the health care services arranged by the Corporation. The Corporation may encourage, promote and arrange participation in continuing education for such health personnel.

C. To solicit, obtain, apply for, and spend funds in furtherance of any activities or purposes of the Corporation.

D. To enter into any contracts, agreements or other arrangements with any governmental agency, any corporation, individual, any group of individuals, any association or any other entity with respect to the activities of the Corporation.

E. To do any and all acts or things necessary, suitable, appropriate, proper or incidental in connection with the foregoing purposes, or to be done by a corporation organized for such purposes under the laws of the State of New York, and to exercise any and all powers which may now or hereafter be lawful for the Corporation to do or exercise under or pursuant to the laws of the State of New York for the purpose of accomplishing any other purposes of the Corporation as set forth herein.

F. Notwithstanding any other provision of this Certificate of Incorporation to the contrary, nothing contained herein shall authorize the Corporation to operate, establish, 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, or 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, or to solicit, collect or otherwise raise or obtain any funds, contributions or grants from any source for any such unauthorized purpose.

4. The Corporation is organized exclusively to achieve public objectives, including for such purposes, the making of distributions to organizations that qualify as exempt organizations described in Section 115 or Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, provided that such organizations are not private foundations described in Section 509(a) of such Code. The Corporation shall not carry on any activity not permitted to be carried out by a corporation exempt from federal income tax under Section 501(c)(3) of such Code, or by a corporation contributions to which are deductible under Section 170(c)(2) of such Code, or the corresponding provisions of any future United States Internal Revenue Law.

5. No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication and distribution of statements), any political campaign on behalf of any candidate for public office.

6. The Corporation shall not directly or indirectly include among its purposes any activities specified in Section 404(b) through (t) of the Not-For-Profit Corpora-

tion Law of the State of New York, or Section 757 of the Executive Law of the State of New York.

7. 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.

8. The principal office of the Corporation is to be located in the City of Rochester, County of Monroe and State of New York.

9. The territorial limits within which the Corporation's activities are principally to be conducted is the territorial limits of the State of New York.

10. The names and the residence addresses of the Directors of the Corporation who shall act until the first meeting of the Board of Directors, all of whom are over the age of eighteen (18) years and are citizens of the United States, are:

<u>Name</u>	<u>Address</u>
Robert C. McVeigh, M.D.	175 Hibiscus Drive Rochester, NY 14618
Phillip Bonanni, M.D.	9 Prospect Hill Road Pittsford, NY 14534
Robert A. Heinle, M.D.	415 Warren Avenue Rochester, NY 14618
Mario B. LoMonaco, M.D.	Huntington Hills Rochester, NY 14622

11. The Secretary of State of the State of New York is designated as the agent of the Corporation upon whom process against it may be served, and the post-office

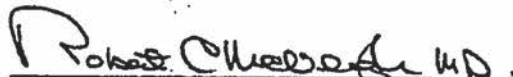
address to which the Secretary of State shall mail a copy of any such process served upon him is 41 Chestnut Street, Rochester, New York 14647.

12. The subscriber hereof is over the age of eighteen years and is a citizen of the United States, and is a resident of the State of New York.

13. This Corporation is not the incorporation of a pre-existing unincorporated group or association.

14. Prior to the filing of this Certificate of Incorporation with the Department of State, all necessary consents and approvals have been obtained and are attached hereto.

IN WITNESS WHEREOF, this Certificate of Incorporation has been signed by the subscriber the 5 day of ~~June~~
May, 1984.


Robert C. McVeigh, M.D.
175 Hibiscus Drive
Rochester, NY 14618

STATE OF NEW YORK)
COUNTY OF MONROE) ss.:

On this 5 day of June, 1984, before me the
subscriber personally appeared ROBERT C. McVEIGH, M.D., to
me known and known to me to be the same person described in
and who executed the within Certificate of Incorporation,
and he duly acknowledged to me that he executed the same.

Debora Bonamie

Debora Bonamie
Notary Public
Monroe County, New York State
My Commission Expires March 30, 1986

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS**

NOVEMBER 5, 2023

The undersigned, being all of the members of the Board of Directors of Rochester Community Individual Practice Association, Inc., a New York not-for-profit corporation (the "Corporation"), hereby unanimously consent to the adoption of the following resolutions without a meeting:

WHEREAS, the Corporation incorporated in 1984 and intended to obtain exempt status under section 501(c)(3) of the Internal Revenue Code of 1986, as amended;

WHEREAS, certain provisions in the Corporation's Certificate of Incorporation were included because of this desire to be recognized as an exempt organization, and, due to the Corporation's current non-exempt status, create additional unnecessary limitations on the Corporation; and

WHEREAS, the Board, therefore, desires to amend the Corporation's Certificate of Incorporation in order to remove such unnecessary limitations and make such other clarifying changes as are deemed necessary or advisable in consultation with legal counsel.

NOW, THEREFORE, BE IT:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended to make such changes as set forth in the Certificate of Amendment in substantially the form presented to the Board.

RESOLVED, that each of the Directors of the Corporation be, and hereby is, authorized, empowered and directed to finalize, execute and deliver the Certificate of Amendment to the appropriate entity or entities and to take any other actions deemed necessary or advisable in order to effectuate the desired amendments to the Corporation's Certificate of Incorporation.

RESOLVED, that the Directors of the Corporation be, and hereby are, authorized, empowered and directed to take all such other actions on behalf of the Corporation 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 Board of Directors of Rochester Community Individual Practice Association, Inc. have executed this Unanimous Written Consent as of the date first written above.

Steven Rauh, MD	<i>Stephen M. Rauh</i>	11/6/2023
Edward Lewis, MD	<i>Edward D. Lewis</i>	11/6/2023
James Budd, MD	<i>James L. Budd</i>	11/7/2023
Allison Holm, MD	<i>Allison L. Holm</i>	11/7/2023