STATE OF NEW YORK
PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

COMMITTEE DAY

AGENDA

August 21, 2025
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

Acute Care Services – Construction

	Number	Applicant/Facility
1.	231342 C	Mount Sinai Hospital (New York County)
2.	251133 C	Peconic Bay Medical Center (Suffolk County)
3.	251146 C	Clifton Springs Hospital and Clinic (Ontario County)
4.	251211 C	North Central Bronx Hospital (Bronx County)
5.	251281 C	SBH Health System (Bronx County)

Diagnostic and Treatment Center – Construction

	Number	Applicant/Facility
1.	251287 C	Cumberland Diagnostic & Treatment Center (Queens County)

Hospice Services – Construction

	Number	Applicant/Facility
1.	251157 C	Hospice Buffalo Inc (Erie County)

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

Ambulatory Surgery Centers – Establish/Construct

	Number	Applicant/Facility
1.	242233 B	Flatlands Access Center LLC (Kings County)
2.	251234 B	Smithtown ASC (Suffolk County)

Home Care Service Agency Licensures

Changes of Ownership

	Number	Applicant/Facility
1.	231129 E	Serenity Health & Wellness, LLC (Please see exhibit for list of Geographical Service Area)
2.	232065 E	Mountainview Management LLC d/b/a Mountainview Home Care Agency (Please see exhibit for list of Geographical Service Area)
3.	232147 E	Elite HHC, LLC (Please see exhibit for list of Geographical Service Area)
4.	232150 E	Adept Health Care Service Inc. (Please see exhibit for list of Geographical Service Area)
5.	232199 E	Kingsway Home Care Services, Inc. (Please see exhibit for list of Geographical Service Area)
6.	241300 E	Parkview Mansion LLC d/b/a Parkview Home Care (Please see exhibit for list of Geographical Service Area)

C. Certificates

Certificate of Amendment of the Certificate of Incorporation

Applicant

Nazareth Home of the Franciscan Sisters of the Immaculate Conception

Restated Certificate of Incorporation

Applicant

Arnot Ogden Medical Center

The Ira Davenport Memorial Hospital, Inc.

Young Adult Institute, Inc.

Certificate of Dissolution

Applicant

Flushing Manor Geriatric Center, Inc.

Public Health and Health Planning Council

Project # 231342-C
Mount Sinai Hospital

Program: **HOSPITAL** ***County:*** **New York**
Purpose: **Construction** ***Acknowledged:*** **July 18, 2023**

Executive Summary

Description
Mount Sinai Hospital (MSH), an 1139-bed, voluntary not-for-profit, Article 28 hospital at One Gustave L. Levy Place (New York County), requests approval to renovate existing space in the Klingenstein Clinical Center building on MSH's main campus, to create 72 new, private acuity-adaptable patient rooms (54 medical surgical rooms and 18 ICU rooms) dedicated to oncology patients.

Five (5) floors will be renovated for future Article 28 space, and the building's exterior envelope will be replaced with a more energy-efficient façade. The new cancer hospital will be known as Mount Sinai Tisch Cancer Hospital (TCH)

The Guggenheim Pavilion, located on the main campus, currently houses MSH's inpatient cancer services, including both semi-private and private rooms on several floors of the building. Currently, cancer patients in need of ICU care are moved to MSH's other highly used ICU beds around the campus. This project seeks to consolidate MSH's existing cancer services by creating high-acuity adaptable private inpatient rooms, in addition to a series of clinical spaces designed to ease transitions from various stages of cancer treatment. Due to space constraints, two floors (23 private M/S bed units) in the Guggenheim Pavilion (GP) will continue to be used as private rooms for cancer patients.

In order to accomplish this, MSH seeks to convert 48 Physical Medicine and Rehabilitation beds located in the Klingenstein building to 18 Intensive Care (ICU) and 30 Medical/Surgical beds (M/S) and decertify 40 Physical Medicine and Rehabilitation (PM&R) beds. PM&R services will be accommodated at the Mount Sinai Morningside and Mount Sinai West campuses.

OPCHSM Recommendation
Contingent Approval

Need Summary
The applicant anticipates an incremental increase of 1% for inpatient visits to 63,857 through the implementation of this project, and Medicaid to remain at 31%.

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 $205,184,566 will be funded from MSH's accumulated funds. They reserve the right to convert to financing, subject to the Department's modification regulations.

Budget:	Year One	Year Three
Revenues	$4,004,234,023	$4,004,234,023
Expenses	3,919,456,527	3,919,456,527
Net Income	$84,777,496	$84,777,496

Health Equity Impact Assessment
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 prior to the effective date of that statute.

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 State Environmental Quality Review (SEQR) Summary of Findings pursuant to 6 NYCRR Part 617.4(b) (6), and 10NYCRR 97.12. [SEQ]

Approval conditional upon:

1. This project must be completed by **July 1, 2029**, 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 **April 1, 2026**, and construction must be completed by **April 1, 2029**, 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 "shell space" additions at levels 7 - 9 are to be used for future Article 28 services only. [CCC]

Council Action Date

September 18, 2025

Need Analysis

Background and Analysis

This project will treat patients in New York County. The population of New York County is estimated to increase to 1,727,631 by 2030, per projection data from the Cornell Program on Applied Demographics, an increase of 6.1%. Demographics for the primary service area are noted below, including a comparison with New York State.

Demographics	New York County	New York State
Total Population – 2023 Estimate	1,627,788	19,872,319
Hispanic or Latino (of any race)	24.3%	19.6%
White (non-Hispanic)	46.3%	53.4%
Black or African American (non-Hispanic)	12.5%	13.6%
Asian (non-Hispanic)	12.3%	8.8%
Other (non-Hispanic)	4.6%	4.6%

Source: 2023 American Community Survey (5-Year Estimates Data Profiles)

In 2023, 95.7% of the population in New York County had health coverage as follows.

Employer Plans	52.4%
Medicaid	19.3%
Medicare	11.0%
Non-Group Plans	12.8%
Military or VA	0.284%

Source: Data USA

The table below provides current payor mix data for inpatient and outpatient services.

Applicant Payor Mix						
Payor	**Current**	**Year One**	**Year Three**	**Current**	**Year One**	**Year Three**
	Inpatient			**Outpatient**		
Medicaid	31.05%	30.99%	30.99%	32.88%	32.88%	32.88%
Medicare	36.06%	36.09%	36.09%	30.50%	30.50%	30.50%
Commercial	30.35%	30.19%	30.19%	28.61%	28.61%	28.61%
Private Pay	0.88%	0.87%	0.87%	1.52%	1.52%	1.52%
Charity	1.66%	1.64%	1.64%	5.76%	5.76%	5.76%
Other	0%	0.22%	0.22%	0.73%	0.73%	0.73%
Total Visits	63,201	63,857	63,857	1,123,168	1,123,168	1,123,168

MSH currently has two projects under review, this project and CON 241294 to decertify 6 medical/surgical beds and convert 3 medical/surgical beds to maternity beds in a renovation of the maternity unit. The projects will be completed at different times and in separate buildings.

The below bed table below represents the completion of both projects.

Bed Type	Current Beds	Bed Change	Beds After Completion of 231342 and 241294
AIDS	50	-	50
Coronary Care	14	-	14
Intensive Care	88	18	106
Maternity	74	3	77
Medical/Surgical (M/S)	636	21	657
Neonatal Continuing Care	10	-	10
Neonatal Intensive Care	26	-	26
Neonatal Intermediate Care	10	-	10
Pediatric	64	-	64
Pediatric ICU	21	-	21
Physical Medicine and Rehab	88	- 88	0
Psychiatric	46	-	46
Traumatic Brain Injury	12	-	12
TOTAL	**1139**	**-46**	**1093**

Source: HFIS/Applicant

The table below shows the Average Daily Census and Occupancy rates of major service categories.

Mount Sinai Utilization, Beds, and Average Daily Census									
		2021		2022		2023		2024	
Services	**Beds**	**ADC**	**Occupancy**	**ADC**	**Occupancy**	**ADC**	**Occupancy**	**ADC**	**Occupancy**
Med/Surg	888	705.6	79.5%	730.7	82.3%	669.0	75.3%	742.6	83.6%
Pediatric	85	35.0	41.2%	36.4	42.8%	38.3	45.1%	39.4	46.3%
Obstetric	74	47.8	64.6%	48.3	65.3%	45.5	61.5%	44.6	60.3%
Psychiatric	46	32.4	70.5%	38.5	83.7%	38.2	83.0%	41.4	89.9%
High-Risk Neonates	46	38.5	83.7%	40.9	88.9%	32.4	70.4%	38.6	84.0%
Total	1139	859.4	75.5%	894.8	78.6%	823.5	72.3%	906.6	79.6%

Source: SPARCS

With the closure of the PM&R unit at the Klingenstein Clinical Center, PM&R services will be accommodated at the Morningside Campus, which has capacity as seen in the table below. CON 221072 was approved to add 13 PM&R beds at the Morningside campus for a total of 28 PM&R and 12 TBI beds at Morningside. Any overflow from Morningside will be referred to Mount Sinai West, which has 25 PM&R beds and in 2024 had an occupancy rate of 56%.

Occupancy for Physical Medicine and Rehabilitation Beds located at Mount Sinai Hospital and Mount Sinai Morningside				
	Mount Sinai Hospital		Mount Sinai Morningside	
Year	**Beds**	**Occupancy**	**Beds**	**Occupancy**
2019	88	48.00%	15	64.20%
2020	88	39.50%	15	63.70%
2021	88	42.10%	15	38.60%
2022	88	42.50%	15	52.00%
2023	88	37.98%	15	45.32%
2024	88	38.56%	15	58.14%

Source: Applicant

Conclusion

This project will renovate existing space to streamline and consolidate existing cancer services to improve the quality of care, improve patient experience and enhance operational capabilities.

Program Analysis

Project Proposal

Mount Sinai Hospital, an existing 1139 bed tertiary care hospital, at One Gustave L Levy Place in New York (New York County), seeks approval to renovate five (5) existing floors, creating shell space, and replacing the façade on the Klingenstein Clinic to establish the Mount Sinai Tisch Cancer Hospital. The hospital will also convert 48 Physical Medicine and Rehabilitation beds to 18 Intensive Care Unit beds and 30 Medical Surgical Beds and decertify 40 Physical Medicine and Rehabilitation beds.

The Applicant reports that, upon completion of the project, patients will have enhanced access to more than 250 oncologists, surgeons, and researchers, as well as a full range of comprehensive medical services. The Guggenheim Pavilion currently houses MSH's inpatient cancer center, care coordination, outpatient oncology care unit, satellite pharmacy, nutrition services, and wellness program.

The proposed project seeks to streamline and consolidate the existing care services on the main campus, improve the quality of care, enhance satisfaction, and enhance operational capabilities. The project will enable MSH to create all private rooms with the capability of being converted to semi-private rooms. Staffing is expected to grow by 33 FTEs in the Year One after completion of the project.

Compliance with Applicable Codes, Rules and Regulations

The medical staff will continue to ensure that the procedures performed at the facility conform to generally accepted standards of practice and that privileges granted are within the physician's scope of practice and expertise. The Facility's admissions policy includes anti-discrimination provisions regarding age, race, creed, color, national origin, marital status, sex, sexual orientation, religion, disability, or source of payment. All procedures are performed in accordance with all applicable federal and state codes, rules, and regulations.

- *The Department issued a Stipulation and Order (S&O) dated May 15, 2017, and fined Mount Sinai Medical Center $2,000.00 based in deficiencies found during an inspection completed on January 25, 2016. Deficient practice was found in the area of Patient Rights.*
- *The Department issued a Stipulation and Order (S&O) dated October 4, 2022, and fined Mount Sinai West $10,000.00 based on deficiencies found during an inspection completed on June 15, 2020. Deficient practice was found in the area of Patient Rights.*
- *The Department issued a Stipulation and Order (S&O) BHS-24-031, at an associated facility dated on November 12, 2024. Deficiencies were cited on 3/8/2024 for Mount Sinai Morningside based on inspection completed on 3/8/2024 based on deficient practice in the area of Nursing Services (CSRU).*
- *The Department issued a Stipulation and Order (S&O) dated 6/14/2024 and fined Mount Sinai Beth Israel $10,000.00 based on deficiencies found during an inspection completed on February 14, 2023. Deficient practice was found in the area of Patient Rights.*
- *The Department issued a Stipulation and Order (S&O) dated August 6, 2024, and fined Mount Sinai West $10,000.00 based on deficiencies found during an inspection completed on March 11, 2024. Deficient practices were found in the area of Patient Rights.*
- *The Department issued a Stipulation and Order (S&O) dated August 6, 2024, and fined Mount Sinai West $10,000.00 based on deficiencies found during an inspection completed on November 2, 2023. Deficient practices were found in the areas of Emergency Services and Quality Assurance Performance Improvement.*
- *The Department issued a Stipulation and Order (S&O) dated on October 30, 2024, and fined Mount Sinai West Morningside $10,000 based on deficiencies found during an inspection completed on January 24, 2024. Deficient practices were found in the area of patient rights.*

Prevention Agenda

Mount Sinai Hospital (MSH) in New York County seeks approval to renovate existing space on its main hospital campus to construct a modern Mount Sinai Tisch Cancer Hospital. The facility will also convert Physical Medicine and Rehabilitation (PM&R) beds to Medical/Surgical (M/S) and Intensive Care Unit (ICU) beds, and will decertify PM&R beds as part of this project. This project aims to enhance access to breakthrough therapies, diagnostic services, and clinical trials for MSH's existing patients.

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

- Prevent Chronic Diseases
- Promote Well-being and Prevent Mental and Substance Abuse Disorders
- Promote a Healthy and Safe Environment

Establishing the Cancer Hospital advances the Prevention Agenda priority 'Prevent Chronic Diseases' by increasing cancer screening rates in the community setting and improving self-management skills for individuals with chronic diseases.

In 2021, Mount Sinai Hospital spent $ 33,050,455 on community health improvement services, representing 0.99 % 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 the modernization and movable equipment is $205,184,566, detailed as follows:

Renovation & Demolition	$147,476,317
Design Contingency	14,747,632
Construction Contingency	14,747,632
Architect/Engineering Fees	12,535,487
Construction Manager Fees	3,686,908
Other Fees	40,000
Movable Equipment	10,826,259
Application Fee	2,000
Processing Fee	1,122,331
Total Project Cost	$205,184,566

The project will be funded with accumulated funds; BFA Attachment B presents Mount Sinai Hospital's 2023-2024 Consolidated Certified Financial Statements, which indicate sufficient resources to cover the project cost.

Operating Budget

MSH is projecting a 1% incremental increase in inpatient volume as a direct result of this project. This project is meant to create a state-of-the-art cancer hospital for MSH's patients.

	Current Year		First Year		Third Year	
Revenues Inpatient:	Per Disch.	Total	Per Disch.	Total	Per Disch.	Total
Medicaid FFS	$20,402	$84,933,136	$20,543	$85,992,948	$20,543	$85,992,948
Medicaid MC	$21,310	329,453,189	$22,230	346,830,817	$22,230	346,830,817
Medicare FFS	$48,877	534,563,143	$49,294	544,844,765	$49,294	544,844,765
Medicare MC	$29,953	354,938,905	$30,154	361,540,573	$30,154	361,540,573
Commercial FFS	$40,052	127,204,491	$39,804	126,258,020	$39,804	126,258,020
Commercial MC	$51,578	825,609,691	$51,828	834,734,427	$51,828	834,734,427
Private	$20,958	11,694,445	$20,958	11,694,445	$20,958	11,694,445
All Other		0	$111,957	15,674,028	111,957	15,674,028
Subtotal Inpatient		$2,268,397,000		$2,327,570,023		$2,327,570,023

Revenues Outpatient:	Per Proc.	Current Yr.	Per Proc	First Year	Per Proc.	Third Year
Medicaid FFS	$541	$28,215,601	$541	$28,215,601	$541	$28,215,601
Medicaid MC	$649	205,702,682	$649	205,702,682	$649	205,702,682
Medicare FFS	$1,289	198,173,124	$1,289	198,173,124	$1,289	198,173,124
Medicare MC	$782	147,564,718	$782	147,564,718	$782	147,564,718
Commercial FFS	$1,227	100,559,401	$1,227	100,559,401	$1,227	100,559,401
Commercial MC	$2,389	572,109,262	$2,389	572,109,262	$2,389	572,109,262
Private Pay	$1,349	22,966,509	$1,349	22,966,509	$1,349	22,966,509
All Other	$1,174	9,772,703	$1,174	9,772,703	$1,174	9,772,703
Subtotal-outpatient		$1,285,064,000		$1,285,064,000		$1,285,064,000
Other Operating		$391,600,000		$391,600,000		$391,600,000
Total Revenue		$3,945,061,000		$4,004,234,023		$4,004,234,023
Expenses						
Operating		$3,647,277,312		$3,676,449,899		$3,676,449,899
Capital		233,685,688		243,006,628		243,006,628
Total Expenses		$3,880,963,000		$3,919,456,527		$3,919,456,527
Net Income (Loss)		$64,098,000		$84,777,496		$84,777,496
Inpat Discharges		63,201		63,857		63,857
Outpatient Proc		1,123,168		1,123,168		1,123,168

**Current Year Other Income: Investment income $84,848,000, Contributions $242,000, 340B pharmacy $189,600,000, Net assets released from restrictions $37,428,000, and Miscellaneous $79,482,000.*

The following is noted concerning the submitted budget:

- The current year reflects the facility's 2023 revenue and expenses.
- Operating revenues are based on MSH's experience.
- MSH is projecting a 1% incremental increase in inpatient volume as a direct result of this project. Over time, however, MSH expects more patients to utilize TCH's services due to the quality of care provided, general demographics, and cancer statistics.
- Expenses are based on MSH's experience plus additional depreciation expenses related to construction costs.

Utilization by payor source is as follows:

Inpatient	Current Year		Year One		Year Three	
Payor:	Disch	%	Disch.	%	Disch.	%
Medicaid FFS	4,163	6.59%	4,186	6.56%	4,186	6.56%
Medicaid MC	15,460	24.46%	15,602	24.43%	15,602	24.43%
Medicare FFS	10,937	17.31%	11,053	17.31%	11,053	17.31%
Medicare MC	11,850	18.75%	11,990	18.78%	11,990	18.78%
Commercial FFS	3,176	5.03%	3,172	4.97%	3,172	4.97%
Commercial MC	16,007	25.32%	16,106	25.22%	16,106	25.22%
Private Pay	558	.88%	558	0.87%	558	0.87%
Charity	1,050	1.66%	1,050	1.64%	1,050	1.64%
All Other	0	0%	140	0.22%	140	0.22%
Total by Payor	63,201	100%	63,857	100%	63,857	100%

Outpatient	Current Year		Year One		Year Three	
Payor:	Visits	%	Visits	%	Visits	%
Medicaid FFS	52,116	4.64%	52,116	4.64%	52,116	4.64%
Medicaid MC	317,170	28.24%	317,170	28.24%	317,170	28.24%
Medicare FFS	153,710	13.69%	153,710	13.69%	153,710	13.69%
Medicare MC	188,762	16.81%	188,762	16.81%	188,762	16.81%
Commercial FFS	81,934	7.29%	81,934	7.29%	81,934	7.29%
Commercial MC	239,462	21.32%	239,462	21.32%	239,462	21.32%
Private Pay	17,027	1.52%	17,027	1.52%	17,027	1.52%
Charity	64,665	5.76%	64,665	5.76%	64,665	5.76%
All Other	8,322	0.73%	8,322	0.73%	8,322	0.73%
Total by Payor	1,123,168	100%	1,123,168	100%	1,123,168	100%

Capability and Feasibility

The total project cost of $205,184,566 will be funded from MSH's accumulated surplus. They reserve the right to convert to financing, subject to the Department's modification regulations. In addition, MSH is seeking to replenish its liquid resources through philanthropy. The project is meant to create a state-of-the-art cancer hospital, and MSH is projecting a slight incremental increase in inpatient volume (1%) as a direct result of this project.

The working capital will be provided from ongoing operations. Mount Sinai Hospital projects an operating surplus of $84,777,496 in the first and third years. The budget appears reasonable.

A review of BFA Attachment B, The Mount Sinai Hospital's 2023-2024 Consolidated Certified Financial Statement, shows $913.141 million in working capital and $2.295 billion in net assets. They generated $217.149 million in excess operating income over expenses before other items and transfers to other entities, reducing net assets from $2.315 billion in 2023 to $2.295 billion in 2024

Conclusion

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

Attachments

BFA Attachment A	Mount Sinai Hospitals Group, Inc - Article 28 Network Description I Chart
BFA Attachment B	Mount Sinai Hospital 2023 - 2024 Consolidated Certified Financial Statement

Public Health and Health Planning Council

Project # 251133-C
Peconic Bay Medical Center

Program: **Hospital**
Purpose: **Construction**
County: **Suffolk**
Acknowledged: **March 26, 2025**

Executive Summary

Description
Peconic Bay Medical Center (PBMC), a 144-bed acute care hospital at 1 Hero's Way, Riverhead Park, New York 11901 (Suffolk County), is seeking approval to relocate and modernize the maternity unit from the third floor to an expanded first floor suite within the hospital. Peconic Bay Medical Center is a part of Northwell Health, Inc.'s integrated healthcare delivery network system.

The new unit will encompass 22,000 sq ft include (8) eight private rooms (4) four Labor, Delivery, and Recovery rooms, (2) two Labor, Delivery, Recovery, and Postpartum (LDRP) rooms, (6) six postpartum rooms, (2) two ORs, a Newborn Nursery, and related support spaces such as storage, medication rooms, and nurse stations. The Maternity Nursing unit will merge with the C-Section Suite to create one combined unit. Shell space for one future operating room (OR) is also included. There will be no change to the total number of licensed beds or services.

OPCHSM Recommendation
Contingent Approval

Need Summary
The applicant projects 840 maternity discharges in Year One and 1,140 maternity discharges in Year Three.

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

Financial Summary
The total project cost of $31,054,814 will be funded with $11,054,814 from Northwell Health Obligated Group's equity and $20,000,000 from fundraising. Northwell intends to finance up to 90% of this project at a future date as part of a Northwell Health Obligated Group tax-exempt bond financing through the Dormitory Authority of the State of New York with proposed terms of 30 years at a 5% interest rate.

Budget:	Current Year	Year One	Year Three
Revenues	$292,843,100	$304,331,400	$312,051,600
Expenses	$282,952,900	$292,507,200	$295,832,700
Net Income	$9,890,200	$11,824,200	$16,218,900

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. Architectural Design Development Drawings: submission of architectural and life safety drawings, acceptable to the Department, as described in the Bureau of Architecture and Engineering Review Drawing Submission Guidelines DSG-1.0. [AER]
3. Engineering Design Development Drawings submission of mechanical, electrical, plumbing and fire protection drawings, acceptable to the Department, as described in the Bureau of Architecture and Engineering Review Drawing Submission Guidelines DSG-1.0. [AER]
4. Satisfactory responses to all outstanding comments issued by this review Unit, including Comment Nos. 26689 and 27860 appearing in ProjNET. [AER]

Approval conditional upon:

1. This project must be completed by **July 1, 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 **April 1, 2026**, and construction must be completed by **April 1, 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]
4. This project is approved to be initially funded with Northwell Health obligated group equity with the prospect that the project will be 90% financed as part of a future Northwell Health obligated group tax exempt bond financing through the Dormitory Authority. The bond issue is expected to include a 5.0% interest rate and 30-year term. Financing is conditioned upon the Department having the opportunity to review the final financing proposal in advance to ensure it meets approval standards. [BFA]

Council Action Date

September 18, 2025

Need Analysis

Project Description

Peconic Bay Medical Center (PBMC) at 1 Hero's Way, Riverhead Park, New York 11901 (Suffolk County), proposes to relocate the existing Maternity Unit and the C-section Suites on the 3rd floor to the 1st floor of the existing building.. The combined unit will be 22,000 sf and include:

- 8 private rooms
- 4 LDR rooms
- 2 Labor, Delivery, Recovery, and Postpartum (LDRP) rooms
- 6 postpartum rooms
- 2 ORs
- Newborn Nursery
- Related support spaces such as storage, medication rooms, and nurse stations

Shell space is also included for one future OR. In addition, a new entrance and dedicated parking lot will provide direct access to the unit. The relocation will allow the Maternity Unit and C-section suites to be right-sized and meet the program's growing needs. There will be no changes to the total number of licensed beds or services on the operating certificate.

Background & Analysis

The relevant service area is Suffolk County, including zip codes surrounding PBMC. The population of the service area is estimated at 1,525,680 based on 2023 American Community Survey data and is projected to decrease to 1,488,885 by 2030 per projection data from the Cornell Program on Applied Demographics (PAD), a decrease of 2.4%. Demographics for the service area are noted below, including a comparison with New York State:

Demographics	Suffolk County	New York State
Total Population – 2023 Estimate	1,525,680	19,872,319
White (non-Hispanic)	63.2%	53.4%
Hispanic or Latino (of any race)	22.2%	19.6%
Black or African American (non-Hispanic)	6.8%	13.6%
Asian (non-Hispanic)	4.2%	8.8%
Other (non-Hispanic)	3.6%	4.6%

Source: 2023 American Community Survey (5-year Estimates Data Profiles)

The population of women of childbearing age (defined as 15-44 years old) was 18.1% of the total population for Suffolk County in 2023. By 2030, Cornell PAD estimates this group will be 17.5% of the total population, a decrease of 5.4%. Although the population projection for women of childbearing age is decreasing in Suffolk County, the renovation to the existing Maternity Unit is still needed. According to the applicant, the Press Ganey patient experience data indicated patients commented on the size of the room being too small and having no privacy or rest, as they had to share rooms with another family or newborn. This project will modernize the Maternity Unit and C-section suite and align the needs of the area residents for an improved and high-quality obstetric experience.

In 2023, the population in Suffolk County had health coverage as follows:

	Suffolk County
Health Coverage %	95.4%
Employer Plans	56.5%
Medicaid	12.1%
Medicare	13.1%
Non-Group Plans	13.2%
Military or VA	0.469%

Source: Data USA

PBMC had 11,030 total discharges in the current year and is projecting 11,699 discharges in Year One and 12,270 discharges in Year Three. On the outpatient side, PBMC had 80,123 total visits in the current year and is expecting 80,525 visits in Year One and 80,698 visits in Year Three. The tables below show the applicant's projected payor mix for inpatient and outpatient services for Years One and Three.

Applicant Projected Payor Mix				
	Inpatient		Outpatient	
Payor	Year One	Year Three	Year One	Year Three
Commercial	20.2%	21.6%	27.8%	27.8%
Medicare	58.4%	56.2%	44.2%	44.2%
Medicaid	19.3%	20.1%	21.0%	21.0%
Charity Care	0.5%	0.5%	1.0%	1.0%
All Other	1.6%	1.6%	6.0%	6.0%

Source: Applicant

The table below shows the total deliveries (vaginal and C-sections) at PBMC from 2018 to 2023. The data shows an increasing trend for total deliveries performed at PBMC, an increase of 58.4% from 2018 through 2023.

	Total Deliveries at PBMC					
	2018	2019	2020	2021	2022	2023
Vaginal Deliveries	160	206	206	229	266	295
C-Sections	145	173	166	160	161	188
Total Deliveries	**305**	**379**	**372**	**389**	**427**	**483**

Source: Applicant

The applicant projects 840 maternity discharges in Year 1 and 1,140 in Year 3. According to the applicant, the maternity program will be adding a physician and a Chair of Obstetrics and Gynecology, both with a sizeable patient population. In addition, PBMC is also expanding its ambulatory offerings for women's health which will improve access to care for area residents. The table below shows the projected vaginal deliveries and C-section deliveries at the completion of this project:

PBMC Projected Deliveries		
	Year 1	Year 3
Vaginal Deliveries	429	602
C-Sections	295	414
Total Deliveries	**724**	**1,016**

Source: Applicant

Currently, PBMC has 3 LDRs and 1 OR room. At the end of the project, PBMC will have 4 LDRs and 2 dedicated ORs. According to the applicant, currently, if an emergency C-section arrives and the OR in the C-section suite is occupied, that patient will go to the hospital's main OR. This is not an ideal location for a patient to deliver their baby, and it infringes on the OR capacity for the hospital. The addition of 1 dedicated OR will allow for emergent C-sections to be treated in the new maternity/C-section suite. The flow of the unit will also be improved by placing the units differently, the ORs and LDRs on the east side, and the postpartum and nursery on the west side. Therefore, a separation between those laboring and those recovering creating a more comfortable setting for mothers and babies. With a modernized Maternity and C-section suite combined unit, patients will be able to receive high quality maternal care close to home.

Conclusion

Approval of this project will allow for an improved patient experience, leading to better recovery, private family time, and patient/baby bonding time.

Program Analysis

Program Proposal

Operator **Co-Operator**	Central Suffolk Hospital Northwell Healthcare, Inc.
Site	Peconic Bay Medical Center
Site Address	1 Heroes Way Riverhead, New York 11901 (Suffolk County)
Shift / Hours / Schedule	24 hours / 7 days a week
Current Services	No Change to Services
Staffing (1st Year / 3rd Year)	1282.0 FTEs for Year One and 1298.6 Year Three

The proposed project will combine the Maternity and C-section Suite in the vacant Level 1 floor of the South Building. There will be single-bedded rooms and one extra OR room for emergency c-sections. A new entrance will provide direct access to the unit for arriving patients, and a dedicated parking lot will be provided near the entrance to the unit. The continuum of care for obstetric patients will expand, allowing patients to receive all their obstetric care close to home. With PBMC's labor and delivery facilities up to modern standards, this will minimize the need for mothers to travel outside of their service area for inpatient maternal care.

The project will create a nursery to allow mothers to rest when needed. With the new unit, there will be an east side with the two (2) Operating Rooms, Triage and Labor, Delivery, Recovery (DLR) rooms. On the west side, there will be the post-partum beds and the nursery, along with a dedicated triage space. Currently, some moms are triaged in the ED.

Construction proposed will occur over a 2-year timeframe and at the end of the project, the combined unit will be 22,000 sf and include:

- 8 private rooms
- 4 LDR rooms
- 2 LDR and Postpartum (LDRP) rooms
- 6 Postpartum rooms
- 2 OR rooms (adding 2nd OR will allow for emergent c-sections to be performed in new maternity/c-section suite. Currently, if emergency c-section arrives while current c-section OR is occupied, that pt must go to hospital's main OR suite for their c-section)
- Newborn Nursery
- Related support spaces such as storage, medication rooms, and nurse stations

The addition of 1 dedicated OR will allow for emergent C-sections to be treated in the new maternity/C-section suite. The flow of the unit will improve by placing the units differently with the ORs and LDRs on the east side and the postpartum and nursery on the west side.
The scope of work for will include updating several systems such as the HVAC air units, hot water system, air-handling units, and exhaust systems; electrical; plumbing and fire protection systems.

No changes in services or in bed numbers are proposed. The projected vaginal deliveries and C-section deliveries for Year 1 and Year 3 at the completion of this project:

PBMC Projected Deliveries		
	Year 1	**Year 3**
Vaginal Deliveries	429	602
C-Sections	295	414
Total Deliveries	**724**	**1,016**

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

Positions	Year One	Year Three
Management & Supervision	141.9	141.9
Technicians and Specialists	267.1	267.1
Registered Nurses	326.4	342.4
Licensed Practical Nurses	8.7	8.7
Aides, Orderlies & attendants	37.6	37.6
PGY Physicians	28.0	28.0
Physicians	40.4	40.4
Nurse Practitioners	18.7	18.7
Nurse Midwife	0	0
Social Worker & Psychologist	8.3	8.3
Physical Therapists and PT Assistants	25.5	25.5
Occupational Therapists and OT Assistants	2.9	2.9
Speech Therapists and Speech Assistants	4.7	4.7
Other Therapists and Assistants	13.5	13.5
Infection Control, Environmental & Food Service	75.3	75.3
Clerical & Other Administrative	66.2	66.8
Other	216.8	216.8
TOTALS	**1282.0**	**1298.6**

Numbers and mix of staff based on volume projections as well as experience.

Dr. Julie Saysha Rodrigue Gonzalez is the medical director for the birthing unit who received a Doctor of Medicine degree from Columbia University College of Physicians and Surgeons, New York, NY in 2010; completed a Post-baccalaureate Premedical Program Certificate from Columbia University, New York, NY in 2005; completed a Bachelor of Arts in Economics Major and Psychology Minor from Wellesley College, Wellesley, Main 2000; and completed a Residency program in Obstetrics and Gynecology at Icahn School of Medicine at Mount Sinai Hospital, New York, NY in 2015.
Since 2024, Dr. Gonzalez practices as the faculty practice attending physician in the Department of Obstetrics & Gynecology at Northwell Health System in Manhasset, NY; and was the Department Chair of Obstetrics and Gynecology from 2015 to 2024 for North Shore University Hospital, Manhasset, NY

Peconic Bay Medical Center is a part of Northwell Health, Inc.'s integrated healthcare delivery network system.

Enforcements
Northwell Health, Inc.'s Closed Stip and Orders:

- The Department issued a Stipulation and Order (S&O) dated 11/21/2016, and fined Long Island Jewish Medical Center $4000 based on deficiencies found during an allegations survey completed on 07/11/2016. Deficient practices were found in Patient Rights, Nursing Services.

- The Department issued a Stipulation and Order (S&O) dated 11/21/2016, and fined Northern Westchester Hospital $10000 based on deficiencies found during an allegations survey completed on 04/25/2016. Deficient practices were found in Nursing Services, Patient Death.

- The Department issued a Stipulation and Order (S&O) dated 11/21/2016, and fined Plainview Hospital $4000 based on deficiencies found during an allegations survey completed on 06/13/2016. Deficient practices were found in Infection Control.

- The Department issued a Stipulation and Order (S&O) dated 09/11/2017, and fined Lenox Hill Hospital $10000 based on deficiencies found during an allegations survey completed on 11/01/2016. Deficient practices were found in Surgical Services.

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.

Based on the most recent surveillance information this facility 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 results of routine Article 28 surveys as well as investigations of reported incidents and complaints.

Prevention Agenda

Peconic Bay Medical Center, located in Suffolk County, is requesting approval for the relocation and modification of its Maternity Nursing Unit and C-Section Suites in their current hospital building. This renovation will include the creation of 8 designated private rooms per maternity bed, a support space for patients and visitors, and will hold 2 ORs and 4 LDRs. This project aims to modernize the renovated space, ensuring that the growing needs of the hospital's maternity services and access to high-quality obstetrical care are met for their patient population.

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

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

The proposed project will advance the Prevention Agenda priorities of Preventing Chronic Diseases, Promoting Well-Being and Preventing Mental and Substance Use Disorders, and Promoting Healthy Women, Infants and Children by allowing Peconic Bay Medical Center to expand and increase the availability of services addressing women's health and maternity care, leading to reduced rates of maternal morbidity and health disparities that shape maternal outcomes in their patient population.

As per the latest available report, Peconic Bay Medical Center spent $2,553,058 on community health improvement services in 2022, representing 0.79 % of total operating expenses.

Family Health

The existing Maternity Nursing Unit is approximately 4,000 SF and includes 8 beds in 6 patient rooms, along with a Newborn Nursery, Nurse Station, and typical support areas (Clean and Soiled Utility, Linen Supply, Staff Lounge, Staff Locker Room, Medications Room, Staff Pantry, Staff Toilet, EVS Closet, and Patient Overflow room). The Patient Rooms are not adequately sized to support an LDR/LDRP care delivery model, and the unit is lacking in support spaces for patients, staff and visitors. The C-section Suite is approximately 2,100 SF and includes 3 Operating Rooms, along with typical support areas (Nurse Station, Soiled Utility, Storage, MD Lounge, Locker Room, and EVS Closet). The Operating Rooms range in size from 200 SF to 270 SF and are undersized by current standards. In addition, the suite lacks adequate support spaces.

The new combined Maternity/C-section Suite will be located in the vacant Level 1 floor of the South Building. A new entrance will provide direct access to the unit for arriving patients, and a dedicated parking lot will be provided near the entrance to the unit. The existing floor area is 22,200 SF and it will be renovated to meet the program needs of the new Maternity Unit, with an LDR/LDRP care model. The new proposed program area of the Maternity Nursing Unit is approximately 17,650 SF and the area of the C-section Suite is approximately 4,101 SF. Combined these departments will include: 4 LDR, 2 LDRP, 6 Post-partum Rooms (singles), Newborn Nursery, 3 Triage/Assessment Rooms, 2 Operating Rooms, Isolation Nursery, Well-Baby Nursery, 6 Pre/Post-Op bays, 4 Nurse/Staff Stations, new Entrance Vestibule/Reception and Family Waiting Area, Anesthesia Work Room, MD Work Room, and related support spaces (patient bathrooms, public bathrooms, Multi-Purpose Room, Staff Break Room, Storage areas for equipment and supplies, Medication rooms, Clean and Soiled Utility Rooms, Nourishment Station, Formula Prep/Breast Milk Storage, Offices, Staff Locker/Changing Areas, Staff Toilet rooms, EVS Closets, Instrument Sterilization, Gas Storage room, Vending area, Electric and Telecomm Closets).

Shell space is included for (1) future Operating Room at approximately 449 SF. Areas designated as Existing NOT IN USE Area A and B are existing SNF Patient Rooms that will be behind locked doors until needed for a future expansion project. It is not anticipated that there will be a change in the number of building occupants after completion of this project.

Under this proposal, there is no temporary or long-term impact resulting in reduction of available beds due to the construction.

There is no impact on the level of care designation. They will remain at a level 1 designation.

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

The Total Project Cost for construction and equipment related to the Article 28 is estimated at $31,054,814 itemized as follows:

New Construction	$70,000
Renovation & Demolition	$17,400,000
Design Contingency	$1,052,000
Construction Contingency	$1,048,500
Planning Consultant fee	$503,250
Architect/Engineering Fees	$1,115,600
Construction Manager Fees	$533,500
Other Fees (Consultant, etc.)	$873,500
Subtotal	$22,956,350
Movable Equipment	$7,875,000
Financing Costs	$412,129
Total Project Cost w/o CON fees	$30,883,479
Application Fee	$2,000
Processing Fee	$169,336
Total Project Costs with fees	$31,054,814

The total project costs of $31,054,814.00 will be funded with $11,054,814 from Northwell Obligated Group's equity and $20,000,000 from fundraising. Northwell intends to finance up to 90% of this project at a future date as part of a Northwell Health Obligated Group tax-exempt bond financing through the Dormitory Authority of the State of New York with proposed terms of 30 years at a 5% interest rate. This future financing is conditioned upon the Department having the opportunity to review the final financing proposal to ensure it meets approval standards.

Reimbursement for the project is limited to $30,959,614 for the Article 28 portion.

Operating Budget

The applicant submitted their current year financial performance, and their first year and third year operating budget, in 2025 dollars, as shown below:

	Current Year		Year One		Year Three	
Inpatient (IP) Revenue:	Per Disc.	Total	Per Disc.	Total	Per Disc.	Total
Commercial MC	$35,499	$71,636,800	$33,195	$78,339,400	$31,525	$83,571,800
Medicare FFS	$14,146	$70,289,700	$14,026	$70,707,300	$13,920	$71,033,300
Medicare MC	$13,868	$24,768,000	$13,843	$24,793,500	$13,824	$24,813,400
Medicaid FFS	$13,335	$6,467,600	$11,710	$6,979,100	$10,678	$7,378,400
Medicaid MC	$9,290	$14,288,000	$9,085	$15,117,000	$8,896	$15,764,100
All Other	$11,526	$2,017,100	$11,301	$2,079,400	$11,084	$2,128,100
Total IP Revenue		$189,467,200		$198,015,700		$204,689,100
Inpatient Expenses:						
Operating Expenses	$16,340	$180,232,800	$15,820	$185,075,400	$15,269	$187,354,800
Capital Expenses	$1,172	$12,928,500	$1,249	$14,608,300	$1,190	$14,599,000
IP Operating Expenses	$17,512	$193,161,300	$17,069	$199,683,700	$16,459	$201,953,800
IP Excess of Revenues Over Expenses		($3,694,100)		($1,668,000)		$2,735,300
Outpatient (OP) Revenue:	Per Visit	Total	Per visit	Total	Per Visit	Total
Commercial MC	$2,866	$63,490,200	$2,951	$65,986,700	$2,982	$66,936,200
Medicare FFS	$697	$18,747,800	$702	$18,903,300	$704	$18,962,500
Medicare MC	$1,012	$8,829,800	$1,013	$8,839,300	$1,013	$8,842,900
Medicaid FFS	$297	$991,100	$347	$1,181,600	$366	$1,254,100
Medicaid MC	$453	$6,100,100	$474	$6,408,900	$481	$6,526,300
All Other	$239	$1,147,500	$244	$1,170,700	$246	$1,179,500
Total OP Revenue		$99,306,500		$102,490,500		$103,701,500
Outpatient (OP) Expenses:						
Operating Expenses	$1,046	$83,781,800	$1,068	$86,032,900	$1,079	$87,092,600
Capital Expenses	$75	$6,009,800	$84	$6,790,600	$84	$6,786,300
OP Expenses	$1,121	$89,791,600	$1,152	$92,823,500	$1,163	$93,878,900

OP Excess of Revenues Over Expenses	$9,514,900	$9,667,000	$9,882,600
IP and OP Revenue	$288,773,700	$300,506,200	$308,390,600
Ancillary Services	$6,310,100	$6,310,100	$6,310,100
Total Gross Patient Care Services	$295,083,800	$306,816,300	$308,149,200
Deductions from Revenue*	($6,143,100)	($6,387,300)	($6,551,500)
Net Assets Released	$1,046,500	$1,046,500	$1,046,500
Grants	$950,100	$950,100	$950,100
Cafe/Vending & Gift Shop	$745,600	$745,600	$745,600
Other	$1,160,200	$1,160,200	$1,160,200
Total Revenue	$292,843,100	$304,331,400	$312,051,600
Total Expenses	$282,952,900	$292,507,200	$295,832,700
Total Excess of Revenues Over Expenses	$9,890,200	$11,824,200	16,218,900
Utilization:			
Discharges	11,030	11,699	12,270
Cost Per Discharge	$17,512	$17,069	$16,459
Visits	80,123	80,525	80,698
Cost Per visit	$1,121	$1,152	$1,163

**Bad Debt Expense*

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

- The Northwell Health internal cost accounting system was used to generate the revenue, expense, utilization, and payer rate assumptions based upon inpatient and outpatient services applicable to the program.
- Staffing assumptions were developed with Clinical and Operational leadership using staffing models in existing programs. Revenue, expense and utilization assumptions are based upon the current Maternity experience at Peconic Bay Medical Center.
- The expense and utilization assumptions are based upon outpatient detail variable direct costs. Once the variable direct costs are calculated, overhead costs are developed using the experience of the clinical and management staff at the hospital.
- Depreciation and interest expense, based upon estimated capital costs, are added to calculate the total cost.
- Revenue and payer rate assumptions are based upon the current experience of the existing maternity volume and payer mix at Peconic Bay Medical Center.

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

Inpatient (Discharges)	Current Year		Year One		Year Three	
Commercial MC	2,018	18%	2,360	20%	2,651	22%
Medicare FFS	4,969	45%	5,041	43%	5,103	42%
Medicare MC	1,786	16%	1,791	15%	1,795	15%
Medicaid FFS	485	4%	596	5%	691	6%
Medicaid MC	1,538	14%	1,664	14%	1,772	14%
All Other	175	2%	184	2%	192	2%
Charity Care	59	1%	63	1%	66	1%
Total	11,030	100%	11,699	100%	12,270	100%
Outpatient (Visits)						
Commercial MC	22,154	28%	22,359	28%	22,448	28%
Medicare FFS	26,886	34%	26,929	33%	26,948	33%
Medicare MC	8,725	11%	8,728	11%	8,729	11%
Medicaid FFS	3,334	4%	3,401	4%	3,429	4%
Medicaid MC	13,456	17%	13,532	17%	13,565	17%
All Other	4,797	6%	4,801	6%	4,802	6%
Charity Care	771	1%	775	1%	777	1%
Total	80,123	100%	80,525	100%	80,698	100%

Capability and Feasibility

The total project costs of $31,054,814.00 will be funded with $11,054,814 from Northwell Obligated Group's equity and $20,000,000 from fundraising. Northwell intends to finance up to 90% of this project at a future date as part of a Northwell Health Obligated Group tax-exempt bond financing through the Dormitory Authority of the State of New York with proposed terms of 30 years at a 5% interest rate. This future financing is conditioned upon the Department having the opportunity to review the final financing proposal to ensure it meets approval standards. Reimbursement for the project is limited to $30,959,614 for the Article 28 portion.

The working capital requirement of $2,331,033, based on two months of the Year Three expenses, will be supported from existing operations. BFA Attachment A, 2023-2024 Northwell Health, Inc Certified Financial Statements, shows the facility has sufficient liquid resources to cover the working capital requirements.

BFA Attachment A, 2023-2024 Northwell Health, Inc. Certified Financial Statements, show average positive working capital, an average positive net asset positions and an average excess of revenues over expenses of $982,705,500 for the period.

The applicant projects a net income of $11,824,200 and $16,218,900 in Year One and Year Three, respectively. Revenues are based on the current Medicare, Medicaid and Commercial rate experience of the Hospital. The Northwell Health internal cost accounting system was used to generate the revenue, expense, utilization and payor rate assumptions based upon the inpatient and outpatient services and are based on the current Maternity experience at Peconic Bay Medical Center. The budget appears reasonable.

Conclusion

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

Attachments

BFA Attachment A	2023-2024 Northwell Health, Inc Certified Financial Statements

Public Health and Health Planning Council

Project # 251146-C
Clifton Springs Hospital and Clinic

Program: **Hospital**
Purpose: **Construction**
County: **Ontario**
Acknowledged: **March 31, 2025**

Executive Summary

Description
Clifton Springs Hospital and Clinic (CSHC), a 154-bed acute care hospital at 2 Coulter Road, Clifton Springs (Ontario County), seeks approval to construct a new extension clinic at 833 Canandaigua Road, Geneva. The clinic will be certified for Medical Services - Other Medical Specialties, Physical Therapy, and Ambulatory Surgery Multi-Specialty, inclusive of Gastroenterology, Orthopedics, Otolaryngology, Pain Management, Urology, and Vascular as well as ambulatory infusion and imaging services. The proposed clinic will be known as Clifton Springs Hospital and Clinic at RRH Geneva Destination Campus.

The building will also have separate office space occupied by private physicians affiliated with Rochester Regional Health. Masashi Ohira, M.D. will serve as the Medical Director.

OPCHSM Recommendation
Contingent Approval

Need Summary
The applicant projects 13,819 visits including 1,012 ambulatory surgical cases in Year One and 18,898 visits including 2,024 ambulatory surgical cases visits in Year Three, with Medicaid at 14.0% and Charity Care at 0.5%.

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 $15,226,596 will be met with accumulated funds from Rochester Regional Health, CSHC's active parent and co-operator.

Budget:	**Year One**	**Year Three**
Revenues	$9.711,877	$15,504,441
Expenses	8,042,322	10.102.025
Net Income/(Loss)	$1,669,555	$5,402,416

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

The Finger Lakes Health Systems Agency, Common Ground Health, recommends Approval.

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 lease agreement, acceptable to the Department. [BFA]

Approval conditional upon:

1. This project must be completed by **November 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 **April 1, 2026**, and construction must be completed by **August 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 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 entities will operate at two separate times; there will be no overlap in hours; the clinical space must be used exclusively for the approved purpose; medical records will be separately maintained for reach entity 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 18, 2025

Need Analysis

Background & Analysis

The primary service area (PSA) for this project is Ontario County. The proposed clinic is located within a Health Professional Shortage Area (HPSA) for mental health and is within a Medically Underserved Population. The population of Ontario County is projected to increase to 114,374 by 2030 per projection data from the Cornell Program on Applied Demographics (PAD), an increase of 1.9%. Demographics for Ontario County are noted below, including a comparison with New York State:

Demographics	Ontario County	New York State
Total Population – 2023 Estimate	112,288	19,872,319
White (non-Hispanic)	88.2%	53.4%
Hispanic or Latino (of any race)	5.2%	19.6%
Black or African American (non-Hispanic)	1.9%	13.6%
Asian (non-Hispanic)	1.4%	8.8%
Other (non-Hispanic)	3.3%	4.6%

Source: 2023 American Community Survey (5-year Estimates Data Profiles)

In 2023, 96.8% of the population of Ontario County had health coverage as follows:

Employer Plans	48.4%
Medicaid	15.9%
Medicare	16.4%
Non-Group Plans	15.1%
Military or VA	1.02%

Source: Data USA

The table below shows the applicant's projected payor mix for outpatient services for Years One and Three.

Applicant Projected Outpatient Payor Mix		
Payor(s)	**Year One**	**Year Three**
Commercial	29.5%	29.5%
Medicare	55.4%	55.4%
Medicaid	14.0%	14.0%
Private Pay	0.5%	0.5%
Charity Care	0.5%	0.5%
All Other	0.1%	0.1%

Source: Applicant

This project will expand services offered by CSHC in Ontario County. The clinic will offer oncology infusion and imaging (general X-ray, mammogram, DEXA, CT, MRI, and ultrasound) as a component of the RRH Lipson Cancer Institute (Lipson). In addition, ambulatory surgery services in gastroenterology, orthopedics, pain management, and general surgery will be offered at this clinic, along with a Physical Therapy program. According to the applicant, patients are forced to seek care at other health systems, sometimes needing to travel to other areas, foregoing or delaying care. This project will allow patients to receive coordinated and timely care closer to home.

The applicant projects 13,819 visits in Year One (with 1,012 being ambulatory surgery visits) and 18,898 visits (2,024 ambulatory surgery visits) in Year Three.

The table below shows the number of patient visits for relevant facilities providing ambulatory surgery services in Ontario County for 2022 through 2024.

Ambulatory Surgery Centers in Ontario County				
Facility Name	Type	Patient Visits		
		2022	2023	2024
Clifton Springs Hospital and Clinic	Hospital	6,501	7,795	7,716
Finger Lakes Surgery Center	Hospital Extension Clinic	2,067	5,189	5,640
Geneva General Hospital	Hospital	3,680	2,249	2,776
F. F. Thompson Hospital	Hospital	9,933	11,000	10,740
Total Visits		**22,181**	**26,233**	**26,872**

Source: HFIS & SPARCS

All the facilities listed above provide multi-specialty ambulatory surgery services in Ontario County.

The proposed facility will be in Geneva on the eastern side of Ontario County, bordering Seneca County. Seneca County Lifecare Medical Associates is approximately 11 miles away and a 20-minute drive from the proposed site. In addition, Soldiers & Sailors Memorial Hospital, a 25-bed acute care hospital in Penn Yann (Yates County), is about 14.5 miles away and an 18-minute drive from the proposed site. The hospital provides services including multi-specialty ambulatory surgery and other medical specialties.

The proposed hours of operation for the extension clinic will be Monday to Friday from 7:30 AM to 5:00 PM.

Conclusion

Approval of this project will provide integrated and coordinated care to multiple health care services in a single location for area residents.

Program Analysis

Project Proposal

Proposed Operator	Clifton Springs Sanitarium Co
Site Address	833 Canandaigua Road, Geneva, NY 14456 (Ontario County)
Specialties	Ambulatory Surgery - Multispecialty Medical Services- Other Medical Specialties Therapy - Physical O/P
Hours of Operation	Monday to Friday from 7:30 AM to 5 PM.
Number of Procedure Rooms	2
Staffing (1st Year / 3rd Year)	32.3 FTEs / 34.3 FTEs
Medical Director(s)	Masashi Ohira, M.D.

Masashi Ohira, M.D., will be the medical director of the clinic. Dr. Ohira has been the Regional Medical Director of Primary Care at Rochester Regional Health since 2021. From 2016 to 2021, Dr. Ohira was the Associate Program Director for the Department of Family Medicine at the University of Buffalo. From 2015 to 2021, Dr. Ohira was the Clinical Assistant Professor for the Department of Family Medicine at the University of Buffalo, and from 2014 to 2021, was the core faculty of the Department of Family Medicine at the University of Buffalo. Dr. Ohira graduated with a bachelor's degree from Hunter College in 2001 and from SUNY Upstate Medical University with a Doctorate of Medicine in 2010. Dr. Ohira completed a residency in Family Medicine at the University of Buffalo in 2013. Dr. Ohira is board-certified in Family Medicine.

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

Position	Year One	Year Three
Technician and Specialist	13.5	13.5
Registered Nurse	7.2	8.2
Aides, Orderlies & Attendants	1.2	1.2
Physicians	1.0	1.0
Physician's Assistants	1.0	1.0
Nurse Practitioners	1.0	1.0
Physical Therapists and PT Assistants	1.0	1.0
Clerical and Other Administrative	6.4	7.4
Totals	**32.3**	**34.3**

Compliance with Applicable Codes, Rules and Regulations

Based on the most recent surveillance information this facility 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 results of routine Article 28 surveys as well as investigations of reported incidents and complaints.

Closed Enforcements

- The Department issued a Stipulation and Order (S&O) dated 11/16/2018, and fined Massena Memorial Hospital $6,000 based on deficiencies found during a survey completed on 04/27/2018. Deficient practices were found in the area of Nursing Failure to Monitor.

- The Department issued a Stipulation and Order (S&O) dated 06/23/2022, and fined Gouverneur Hospital $10,000 based on deficiencies found during a survey completed on 07/14/2021. Deficient practices were found in the area of Emergency Services.

- The Department issued a Stipulation and Order (S&O) dated 09/26/2024, and fined Rochester General Hospital $10,000 based on deficiencies found during a survey completed on 08/09/2023. Deficient practices were found in the area of Patient Rights.

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

Clifton Springs Hospital and Clinic (CSHC) in Ontario County, is requesting approval for the construction and certification of a new extension clinic and associated medical services. This project aims to expand healthcare services to meet the needs of their population's growing age demographic, persons aged 65 and older.

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

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

The proposed project will advance the Prevention Agenda priorities of Preventing Chronic Diseases and Promoting Well-Being and Preventing Mental and Substance Use Disorders by allowing CSHC to utilize public health partnerships, expand access to high-quality healthcare services, and address health disparities that impact their rural population, reducing the prevalence rate of chronic diseases.

As per the latest available report, CSHC spent $522,739 on community health improvement services in 2022, representing 0.46 % 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 costs, for renovations and movable equipment, are estimated at $15,226,596 and detailed as follows:

Renovation & Construction	$6,602,946
Design Contingency	$660,295
Construction Contingency	$660,295
Fixed Equipment	$4,310,000
Architect/Engineering Fees	$457,133
Construction Manager Fees	$48,000
Movable Equipment	$1,589,525
Telecommunications	$813,125
Total Project Cost w/o CON fees	$15,141,319
Application Fee	$2,000
Processing Fee	$83,277
Total Project Cost with CON Fees	$15,226,596

Rochester Regional Health (RRH) will provide the equity to fund this project in its entirety. As shown in BFA Attachments A and B, RRH has sufficient resources to meet the equity requirement.

Operating Budget

The applicant has submitted an operating budget, in 2025 dollars, for Years One and Year Three, summarized below:

	Year One		Year Three	
Revenue:	Per Visit	Total Revenue	Per Visit	Total Revenue
Commercial MC	$762.36	3,107,399	$889.83	4,960,780
Medicare FFS	$652.69	1,551,433	$762.08	2,476,772
Medicare MC	$664.19	3,504,953	$775.42	5,595,451
Medicaid FFS	$891.19	62,383	$1,037.40	99,590
Medicaid MC	$762.57	1,426,765	$889.74	2,277,747
Private Pay	$789.21	52,088	$923.94	83,155
All Other Operating Rev	$97.94	6,856	$115.22	10,946
Total Rev.		9,711,877		15,504,441
Expenses:				
Operating	$461.71	$6,380,384	$446.28	$8,433,845
Capital	$120.26	1,661,938	$88.27	1,668,180
Total Operating Expenses	$581.98	$8,042,322	$534.56	$10,102,025
Net Income/(Loss)		$1,669,555		$5,402,416
Cost Per Visit:		$581.98		$534.56

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

	Year One		Year Three	
Payor Source	Visits	%	Visits	%
Commercial MC	4,076	29.5%	5,575	29.5%
Medicare FFS	2,377	17.2%	3,250	17.2%
Medicare MC	5,277	38.2%	7,216	38.2%
Medicaid FFS	70	0.5%	96	0.5%
Medicaid MC	1,871	13.5%	2,560	13.5%
Private Pay	66	0.5%	90	0.5%
Charity Care	70	0.5%	95	0.5%
All Other Operating Rev,	12	0.1%	16	0.1%
Total	13,819	100.0%	18,898	100.0%

The following is noted with respect to the submitted budget:

- Payor rates are based on current reimbursement rates received for the same services provided at CSHS.
- Year One visits are estimated at 13,819, including 1,012 ambulatory surgical cases. Third-year volume is projected at 18,898, including 2,024 ambulatory surgical cases.
- Incremental volume will be achieved through the recruitment of 4 additional full-time employees.
- Increased costs per procedure are projected in Year Three due to the acuity of care required for these patients. More resources will be required to treat the more severe cases.

Lease Agreement

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

Landlord:	GRHS Foundation, Inc.		
Tenant:	Clifton Springs Hospital		
Premises:	2 Coulter Rd. Clifton Springs, NY		
Term:	10 Years		
Rent:	Year	Annual	Monthly
	1	$154,500.00	$12,875.00
	2	$157,590.00	$13,132.50
	3	$160,741.80	$13,395.15
	4	$163,956.60	$13,663.05
	5	$167,235.72	$13,936.31
	6	$170,580.48	$14,215.04
	7	$173,992.08	$14,499.34
	8	$177,471.96	$14,789.33
	9	$181,021.44	$15,085.12
	10	$184,641.84	$15,386.82
Additional Rent:	Tenant shall pay Pro Rata Share of annual taxes.		

RRH, through a related non-Article 28 organization, GRHS Foundation, Inc. (GRHSF), will be the landlord and lease the extension clinic space to CSHC. The applicant submitted an affidavit indicating this lease is a non-arm's-length agreement. Additionally, the facility provided two (2) letters of rent reasonableness from NYS Licensed realtors.

Capability and Feasibility

The total project cost of $15,226,596 for this application will be met with equity from the accumulated funds of RRH. The working capital requirements are estimated at $1,683,671, based on two months of third-year expenses, and will be funded through the continued operations of RRH. The submitted budget projects a net income of $1,669,555 and $5,402,416 during Years One and Year Three of operations, respectively. The budget appears reasonable.

BFA Attachment A, 2023-2024 Rochester Regional Health and Affiliates Certified Financial Statements, indicate positive working capital, a positive net asset position, and net income of $3,042,000 and $4,602,000 in 2023 and 2024, respectively.

BFA Attachment B, Rochester Regional Health's January 1, 2025, thru March 31,2025, Internal Financial Statements, show the entity maintained positive working capital, a positive net asset position, and a net income of $8,712,000.

Conclusion

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

Health Equity

Health Equity Impact Assessment Summary

The Applicant is seeking to add multiple specialty services that include advanced imaging, oncology infusion, gastrointestinal procedures, orthopedic/spinal procedures and physical therapy in one centralized location. The expansion will improve service coordination, making it easier for patients and community residents to access a wide range of necessary care without traveling to multiple locations and far distances. The Independent Entity notes that community residents face significant barriers to accessing oncology infusion services, experience long wait times for initial physical therapy appointments and over 20% of advanced imaging and orthopedic/spinal services are located more than 15 miles away from the proposed site. By minimizing wait times and increasing the likelihood of patients adhering to treatment plans, the project is anticipated to lead to improved health outcomes. Oncology infusion services were identified as particularly beneficial across all population groups within the service area. The potential negative impacts identified include a possible disruption to existing medical care as patients transition to the new facility, potential reductions in services with competing locations and transportation challenges, particularly with Medicaid transportation being described as unreliable. The Independent Entity recommends that the Applicant develop culturally sensitive strategies to engage Black and Latino communities, focusing on nontraditional communication methods.

Conclusion

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

Attachments

HSA Attachment	Common Ground, Finger Lakes Health System Agency Review
BHFP Attachment	Map
BFA Attachment A	2023-2024 Rochester Regional Health and Affiliates Certified Financial Statements for RRH
BFA Attachment B	Rochester Regional Health's Internal Financial Statement (Jan.1, 2025 thru March 31, 2025)
OHEHR Attachment	Health Equity Impact Assessment

Public Health and Health Planning Council

Project # 251211-C
North Central Bronx Hospital

Program: **Hospital**
Purpose: **Construction**

County: **Bronx**
Acknowledged: **May 12, 2025**

Executive Summary

Description
North Central Bronx Hospital (NCB) at 3424 Kossuth Avenue & 210th Street in the Bronx requests approval to renovate and expand their Emergency Department (ED). NCB is a division of Jacobi Medical Center and a member of New York City Health & Hospitals (NYC H+H).

This project proposes a nearly wholesale renovation of the first floor ED that will provide new layouts for all related departments. The initial impetus for this project was the placement of Outposted Therapeutic Housing Units (OTxHUs) on the upper floors of the hospital The OTxHU model provides inpatient services for correctional health services individuals in the custody of the city. Due to the security and intake requirements for the OTxHUs, one of the hospital's existing ambulance bays will be dedicated for OTxHU patients. The other bay will be dedicated to the existing Comprehensive Psychiatric Emergency Program. Therefore, the hospital will need to construct 2 new ambulance bays for use by the main ED. While necessitated by the integration of the OTxHUs, this project will also provide a much-needed expansion and upgrades to the ED. This project will not result in any changes to the certified services of the hospital.

OPCHSM Recommendation
Contingent Approval

Need Summary
The applicant projects 47,837 ED visits in Year One and 50,750 ED visits in Year Three.

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

Financial Summary
The total project cost is estimated at $46,991,484, including the cost of equipment. NYC H+H will fund the entirety of this project with proceeds from New York City bonds through an appropriation of funds in the Mayoral Budget Line HP-0341, Unit of Appropriation 341, and the new Budget Code CHS6.

Budget:	Current Year	Year One	Year Three
Revenues	$ 310,944,806	$ 325,802,455	$ 345,138,484
Expenses	$ 310,565,730	$ 325,802,455	$ 345,138,484
Net Income	$ 379,076	$ 0	$ 0

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 final approval of the project from the Office of Mental Health and the supporting PAR application. [PMU]
3. Architectural Design Development Drawings: Submission of architectural and life safety drawings, acceptable to the Department, as described in the Bureau of Architecture and Engineering Review Drawing Submission Guidelines DSG-1.0. [AER]
4. Engineering Design Development Drawings: Submission of mechanical, electrical, plumbing and fire protection drawings, acceptable to the Department, as described in the Bureau of Architecture and Engineering Review Drawing Submission Guidelines DSG-1.0. [AER]

Approval conditional upon:

1. This project must be completed by **July 1, 2029**, 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 **April 1, 2026**, and construction must be completed by **April 1, 2029**, 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]

Council Action Date

September 18, 2025

Need Analysis

Project Description

North Central Bronx Hospital (NCB, the "Hospital"), at 3424 Kossuth Avenue & 210th Street, Bronx (Bronx County), New York, is submitting this application seeking New York State Department of Health approval to renovate and expand the Hospital's Emergency Department (ED). NCB is a division of Jacobi Medical Center and a member of New York City Health + Hospitals (NYC H+H). There will be no changes to the certified services of the Hospital as a result of this project.

Background & Analysis

The primary service area for this project is Zip Code 10467, where the applicant is located, and the contiguous Zip Codes 10458 and 10468. The secondary service area is Bronx County. NCB is located within a Health Professional Shortage Area (HPSA) for dental, primary care, and mental health, and is also in a Medically Underserved Area (MUA).

The population of Bronx County is projected to increase to 1,604,168 by 2030 per projection data from the Cornell Program on Applied Demographics (PAD), an increase of 13.0%. Demographics for the PSA and Bronx County are noted below, including a comparison with New York State:

Demographics	Primary Service Area (10467, 10458, 10468)	Bronx County	New York State
Total Population – 2023 Estimate	254,870	1,419,250	19,872,319
Hispanic or Latino (of any race)	65.7%	54.9%	53.4%
White (non-Hispanic)	6.7%	8.8%	19.6%
Black or African American (non-Hispanic)	21.0%	29.1%	13.6%
Asian (non-Hispanic)	4.3%	4.0%	8.8%
Other (non-Hispanic)	2.3%	3.2%	4.6%

Source: 2023 American Community Survey (5-year Estimates Data Profiles)

In 2023, 92.7% of the population of Bronx County had health coverage as follows:

Employer Plans	29.5%
Medicaid	43.4%
Medicare	7.06%
Non-Group Plans	12.3%
Military or VA	0.392%

Source: Data USA

The table below shows the public health insurance coverage for the PSA of Zip Codes 10467, 10458, and 10468. The PSA has a high reliance on public health insurance coverage, particularly Medicaid.

Public Health Insurance Coverage			
Payor(s)	**ZC 10467**	**ZC 10458**	**ZC 10468**
Medicaid alone	37.2%	45.7%	42.8%
Medicare alone	3.1%	3.2%	1.8%

Source: 2023 American Community Survey (5-year Estimates Data Profiles), Table S2704

Data from SPARCS indicated an upward trend for ED visits to NCB from 2021 to 2024, with a 23.9% increase over that timeframe. NCB projects 47,837 ED visits in Year One and 50,750 ED visits in Year Three.

North Central Bronx Hospital Emergency Department Utilization						
	2021	2022	2023	2024	Year 1*	Year 3*
Total Bays	25	25	25	25	37	37
Total Visits	35,914	41,446	44,898	44,502	47,837	50,750
Total Visits/Bay	1,437	1,658	1,796	1,780	1,293	1,372

Source: SPARCS, Applicant
**Applicant Projected Data*

The table below shows the applicant's projected payor mix for inpatient and outpatient services for Years One and Three.

Applicant Projected Payor Mix				
	Inpatient		Outpatient	
Payor	Year One	Year Three	Year One	Year Three
Commercial	7.3%	7.3%	22.0%	22.0%
Medicare	29.0%	29.0%	14.0%	14.0%
Medicaid	63.6%	63.6%	64.0%	64.0%
Private Pay	0.1%	0.1%	0%	0%

Source: Applicant

As background, this project was necessitated by the integration of Outposted Therapeutic Housing Units (OTxHUs) into the upper floors of the hospital's building and the addition of a new OTxHU Sallyport (a secure entrance). The OTxHU model helps to bridge the gap between health care services provided in the City's jails and the need for acute inpatient services for individuals in the custody of the city. Due to the security and intake requirements for the OTxHUs, one of the hospital's existing ambulance bays will be reassigned for dedicated use for the new Sallyport that will be constructed for the OTxHU. The other existing bay will be dedicated for use of the relocated CPEP. Therefore, the hospital will need to construct 2 new ambulance bays for use by the main ED. While necessitated by the integration of the OTxHUs, this project will also provide a much-needed expansion and upgrades to the ED. The proposed renovations and rearrangement of spaces in the ED will result in a more efficient and modernized space that will better meet the evolving needs of the hospital's patients and offer an improved patient experience.

Conclusion

Approval of this project will provide a modernized ED, enhanced patient experience, and efficient workflow that will meet the growing needs of the residents of Bronx County.

Program Analysis

Project Proposal

This project proposes a nearly wholesale renovation of the first floor ED that will provide new layouts for the following departments: relocated Pediatric ED; relocated and expanded Adult ED; relocated ED Radiology; relocated ED Administration; relocated ambulatory walk-in entrance; and relocated ED support and office spaces. In addition, a new two-(2)-bay ambulance entry with required support spaces will be carved out from the existing building footprint with access off Kossuth Avenue. Other areas to be renovated include the retail pharmacy, cashiers, admitting, café, and hospital police/security. This project will increase the floor plate, thereby providing a much-needed expansion for the Adult ED, primary waiting area, and a relocated food service area for the Hospital. The Hospital will also relocate the Comprehensive Psychiatric Emergency Program (CPEP) at NCB. One of the existing ambulance drop-off bays will become a dedicated ambulance bay for the CPEP.

This project was necessitated by the integration of Outposted Therapeutic Housing Units (OTxHUs) into the upper floors of the hospital and insertion of a new OTxHU Sallyport (at grade). The OTxHU model was conceived by NYC H+H's Correctional Health Services division to bridge the gap between health care services provided in the City's jails and the need for acute inpatient services for individuals in the custody of the city. Due to the security and intake requirements for OTxHUs, one (1) of the Hospital's two (2) existing ambulance bays will be reassigned for dedicated use for the new Sallyport that will be constructed for the OTxHU. The other existing ambulance bay will be dedicated for use by the relocated CPEP. This will necessitate the construction of two (2) new ambulance bays on Kossuth Avenue for use by the main ED, as noted above, as well as the overall renovation and rearrangement of the ED to accommodate the Sallyport. Construction of the OTxHUs and Sallyport are not part of the project scope of this present C.O.N. Application; however, their integration into the Hospital's operations necessitated the renovations to the ED proposed in this Application.

The following table presents the FTEs in Year One and Year Three after completion of the project:

Position	First Year	Third year
Management and Supervision	160.00	168.00
Technician and Specialist	273.24	286.90
Registered Nurses	327.30	343.67
Licensed Practical Nurses	1.00	1.05
Aides, Orderlies & Attendants	163.00	171.15
Physicians	109.52	115.00
PGY Physicians	66.02	69.32
Physician's Assistants	20.87	21.91
Nurse Practitioners	47.18	49.54
Nurse Midwife	16.00	16.80
Social Workers and Psychologist	49.00	51.45
Physical Therapists and PT Assistants	2.0	2.10
Occupational Therapists and OT Assistants	1.0	1.05
Clerical and Other Administrative	154.00	161.70
Infection Control, Environment and Food Service	136.00	142.80
Totals	**1,526.13**	**1,602.44**

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.

Closed Enforcements

- The Department issued a Stipulation and Order (S&O) dated 04/17/2017, and fined Kings County Hospital $2000 based on deficiencies found during a validation survey completed on 08/29/16. Deficient practices were found in the area of Patient Rights, Sexual Assault/Abuse.
- The Department issued a Stipulation and Order (S&O) dated 08/07/2017, and fined Kings County Hospital $2000 based on deficiencies found during an allegation survey completed on 06/23/16. Deficient practices were found in the area of Patient Rights, Restraints.
- The Department issued a Stipulation and Order (S&O) dated 08/07/2017, and fined Jacobi Medical Center $2000 based on deficiencies found during an allegation survey completed on 11/09/16. Deficient practices were found in the area of Patient Rights, Restraints.
- The Department issued a Stipulation and Order (S&O) dated 12/10/2020, and fined Kings County Hospital $4000 based on deficiencies found during an allegation survey completed on 01/24/2020. Deficient practices were found in the area of Patient Rights and QA.
- The Department issued a Stipulation and Order (S&O), and fined Bellevue Hospital Center $10000 based on deficiencies found during an allegation survey completed on 09/25/2020. Deficient practices were found in the area of Patient Death.
- The Department issued a Stipulation and Order (S&O) dated 06/17/2021, and fined Woodhall Medical Center $2000 based on deficiencies found during an allegation survey completed on 12/03/2020. Deficient practices were found in the area of Patient Elopement.
- The Department issued a Stipulation and Order (S&O) dated 06/17/2021, and fined Woodhall Medical Center $20000 based on deficiencies found during an allegation survey completed on 08/24/2020. Deficient practices were found in the area of Patient Death.
- The Department issued a Stipulation and Order (S&O) dated 07/11/2023, and fined Bellevue Hospital Center $12000 based on deficiencies found during an allegation survey completed on 07/18/2022. Deficient practices were found in the area of Medical Staff.
- The Department issued a Stipulation and Order (S&O) dated 07/11/2023, and fined Kings County Hospital Center $10000 based on deficiencies found during an allegation survey completed on 03/31/2023. Deficient practices were found in the area of Medication Reconciliation, Patient History and Physical, Medical Staff.
- The Department issued a Stipulation and Order (S&O) dated 07/15/2024, and fined Jacobi Medical Center $2000 based on deficiencies found during an allegation survey completed on 06/15/2022. Deficient practices were found in the area of Patient Rights.
- The Department issued a Stipulation and Order (S&O) dated 12/16/2024, and fined Bellevue Hospital Center $10000 based on deficiencies found during a complaint survey completed on 07/17/2024. Deficient practices were found in the area of Patient Rights.
- The Department issued a Stipulation and Order (S&O) dated 02/13/2025, and fined Kings County Hospital $2000 based on deficiencies found during a complaint survey completed on 06/10/2024. Deficient practices were found in the area of Patient Rights.

- The Department issued a Stipulation and Order (S&O) dated 01/10/2025, and fined Woodhall Medical Center $10000 based on deficiencies found during a complaint survey completed on 12/19/2023. Deficient practices were found in the area of Surgical Services.
- The Department issued a Stipulation and Order (S&O) dated 01/22/2021, and fined Elmhurst Hospital $10000 based on deficiencies found during an allegation survey completed on 02/18/2020. Deficient practices were found in the area of Patient Rights.
- The Department issued a Stipulation and Order (S&O) dated 03/05/2025, and fined Elmhurst Hospital $14000 based on deficiencies found during a complaint survey completed on 05/15/2024. Deficient practices were found in the area of QAPI, Infection Control, Surgical Services.
- The Department issued a Stipulation and Order (S&O) dated 01/28/2020, and fined Lincoln Medical and Mental Health Center $10000 based on deficiencies found during an allegation survey completed on 01/15/2020. Deficient practices were found in the area of Patient Rights.

Prevention Agenda

North Central Bronx Hospital (NCB) requests approval to renovate and expand the Hospital's Emergency Department (ED) and relocate the Comprehensive Psychiatric Emergency Program. NCB is a division of Jacobi Medical Center and a member of New York City Health + Hospitals (NYC H+H).

This project will provide a much-needed expansion and upgrades to NCB's ED which has seen a significant increase in utilization. The proposed renovations and rearrangement of spaces in the ED will provide a more efficient and modernized space plan that will enable the Hospital to better meet the evolving needs of its service area community, ensuring that patients continue to have access to high-quality healthcare and enabling the Hospital to provide an improved patient experience.

This project will advance all three (3) Priority Areas of Needs identified in NYC H+H's 2022 Community Health Needs Assessment (CHNA):

- **Improving Health Equity:** The proposed renovations and rearrangement of spaces in NCB's ED will result in a more efficient and modernized space plan that will increase service capacity and improve access to care for the Hospital's diverse service population.
- **Fighting Chronic Disease**: Persons aged 65 and older accounted for 128,000 ED visits across all H+H facilities in 2021. Older adults are more likely to have multiple chronic diseases. The expanded and more efficient ED operations resulting from this project will improve access to care and health outcomes for older adults. In addition, the relocation of the CPEP in NCB's ED will enhance behavioral health services for PSA residents.
- **Facilitating Access to Resources**: In addition to improving access to ED services overall, this project will improve access to behavioral health services through the relocated and renovated CPEP.

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 Projects Costs and Financing

The total project costs for construction, fit out and acquisition of moveable equipment is estimated at $46,732,455 and broken down as follows:

Renovation and Demolition	$ 31,930,559
Asbestos Abatement or Removal	206,000
Design Contingency	3,193,056
Construction Contingency	3,193,056
Architect/Engineering Fee	2,554,444
Movable Equipment	5,024,583
Telecommunications	630,757
Application Fee	2,000
Processing Fee	257,029
Total Project Cost of Construction	$ 46,991,484

The total project cost is estimated at $46,991,484, including the cost of equipment. NYC H+H will fund the entirety of this project through proceeds from New York City bonds, through an appropriation of funds in the Mayoral Budget Line HP-0341, Unit of Appropriation 341, and the new Budget Code CHS6. The applicant has submitted audited 2023 and 2024 financials and a letter of commitment from the CFO of NYC H+H / Jacobi / North Central Bronx Hospital, in support for funding of this project.

Operating Budget

The applicant has submitted their Current year, Year One and Year Three operating budgets, in 2025 dollars, summarized below:

	Current Year		Year One		Year Three	
Revenue: I/P	Per Pt Day	Total Rev	Per Pt Day	Total Rev	Per Pt Day	Total Rev
Commercial MC	$18,222	$10,031,691	$18,222	$10,332,642	$18,172	$10,961,900
Medicare FFS	$26,958	$28,498,740	$26,958	$29,353,702	$18,172	$31,141,343
Medicare MC	$18,187	$20,684,373	$18,187	$21,304,904	$18,172	$22,602,373
Medicaid FFS	$20,070	$29,367,065	$20,070	$30,248,077	$18,172	$32,090,185
Medicaid MC	$14,607	$48,834,600	$14,607	$50,299,638	$18,172	$53,362,886
Private	$310.27	$3,413	$310.27	$3,515	$17,490	$210,228
Total I/P Revenue		$137,419,882		$141,542,478		$150,368,915
Expense: I/P						
Operating Expense	$28,160	$212,944,900	$28,534	$222,253,206	$28,532	$235,788,426
Capital Expense	$589	$4,451,111	$746	$5,808,513	$703	$5,808,513
Total I/P Expenses	$28,749	$217,396,011	$29,280	$228,061,719	$29,235	$241,596,939
I/P Net Income/(Loss)		($79,976,129)		($86,519,241)		($91,228,024)
Revenue: O/P						
Commercial FFS						
Commercial MC	$298.11	$13,902,460	$298.11	$14,319,535	$298.11	$15,191,593
Medicare FFS	$240.40	$3,567,206	$240.40	$3,674,222	$240.40	$3,897,982
Medicare MC	$177.54	$2,634,370	$177.54	$2,713,401	$177.54	$2,878,647
Medicaid FFS	$228.45	$4,842,507	$228.45	$4,987,782	$228.45	$5,291,538
Medicaid MC	$177.97	$20,372,169	$177.97	$20,983,334	$177.97	$22,261,219
Total O/P Revenue		$45,318,712		$46,678,274		$49,520,980
Expense: O/P						
Operating Expense	$431	$91,262,100	$436	$95,251,374	$436	$101,052,183
Capital Expense	$9	$1,907,619	$11	$2,489,363	$11	$2,489,363
Total O/P Expenses	$440	$93,169,719	$447	$97,740,737	$447	$103,541,546
O/P Net Income/(Loss)		($47,851,007)		($51,062,461)		($54,020,566)
Total Revenue		$182,738,594		$188,220,751		$199,889,895
Ancillary Services		$10,687,000		$11,007,610		$11,677,973
Net Patient Care Services Revenue		$193,425,594		$199,228,362		$211,361,369
Upper Payment Limit		$44,245,594		$45,572,804		$48,348,188
Other Revenue		$0		$5,529,511		$5,360,918
Total Operating Revenue		$237,671,035		$250,330,677		$265,070,475
Non-Operating Revenue		$73,273,571		$75,471,778		$80,068,009
Total Project Revenue		$310,944,806		$325,802,455		$345,138,485
Total Project Expense		$310,565,730		$325,802,455		$345,138,485
Total Net Income/(Loss)		$379,076		$0		$0

Utilization from Payor Sources is as follows:

	Current Year		Year One		Year Three	
Inpatient:	Discharges	%	Discharges	%	Discharges	%
Commercial MC	551	7.00%	567	7.00%	602	7.00%
Medicare FFS	1,057	14.00%	1,089	14.00%	1,155	14.00%
Medicare MC	1,137	15.00%	1,171	15.00%	1,243	15.00%
Medicaid FFS	1,463	19.00%	1,507	19.00%	1,599	19.00%
Medicaid MC	3,343	44.00%	3,443	44.00%	3,653	44.00%
All Other	11	0.00%	11	0.00%	12	0.00%
Total	7,562	100.00%	7,789	100.00%	8,264	100.00%

	Current Year		Year One		Year Three	
Outpatient:	Visits	%	Visits	%	Visits	%
Commercial MC	46,635	22.00%	48,034	22.00%	50,959	22.00%
Medicare FFS	14,838	7.00%	15,283	7.00%	16,214	7.00%
Medicare MC	14,838	7.00%	15,283	7.00%	16,214	7.00%
Medicaid FFS	21,198	10.00%	21,834	10.00%	23,163	10.00%
Medicaid MC	114,467	54.00%	117,901	54.00%	125,081	54.00%
Total	211,976	100.00%	7,789	100.00%	8,264	100.00%

The following is noted with respect to the operating budget and utilization assumptions were considered for the operating budget:

- The Hospital is projecting 47,837 ED visits in the Year One and 50,750 in Year Three. As shown in the table below, ED volume at the Hospital increased 37.1% from 33,869 visits in FY 2021 to 46,444 visits in FY 2024. The Hospital saw a spike in volume in FY 2023 to 52,099 visits. This increase is driven by several factors, including the backlog of care deferred during the height of the pandemic, as well as a shift in patient behavior as confidence in seeking medical attention has gradually returned. As a result, NCBH is now experiencing a natural rebound in ED activity.

Year	Total ED Visits	% Change from previous year
FY 2021	33,869	--
FY 2022	46,403	37.0%
FY 2023	52,099	12.3%
FY 2024	46,444	-10.9%

- ED volume is projected to increase 3% per year from the current year actual volume based on several factors: ongoing population growth in NCBH's service area, an aging demographic that typically requires more frequent emergency care and new health concerns. Additionally, improvements in health care access and patient confidence in seeking medical attention are expected to further drive demand.
- Operating expenses were based on the actual expenses incurred by the hospital for services provided and increased 3% per year from the current year.
- Revenue projections were based on the actual reimbursement received by the Hospital for services provided and increased 3% per year for the first and third years.

Capability and Feasibility

The total project cost is estimated at $46,991,484, including the cost of equipment. NYC H+H will fund the entirety of this project with proceeds from New York City bonds through an appropriation of funds in the Mayoral Budget Line HP-0341, Unit of Appropriation 341 and the new Budget Code CHS6.

The working capital requirements is $17,256,924 based on two months of the third-year expenses and will be funded from the ongoing operations of NCB and NYC H+H. The applicant has submitted a Letter of Commitment for Funding from NYC Health and Hospital's Chief Financial Officer advising that the NYC H+H will cover any shortfalls related to the project.

BFA Attachment A, 2023-2024 New York City Health and Hospitals Corporation's Certified Financial Statements show a positive working capital position and negative net asset position. The entity incurred a net loss of ($92,712,000) in 2023 and a net income of $370,532,000 in 2024.

The budget presented for Year One and Year Three projects breakeven operations. The budget appears reasonable..

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

Attachments

BFA Attachment A	2023-2024 New York City Health and Hospitals Corporation Certified Financial Statements

Public Health and Health Planning Council

Project # 251281-C
SBH Health System

Program: **Hospital**
Purpose: **Construction**

County: **Bronx**
Acknowledged: **June 9, 2025**

Executive Summary

Description
St. Barnabas Hospital d/b/a SBH Health System (SBH), a 422-bed hospital at 4422 Third Avenue, Bronx, New York (Bronx County), requests approval for the renovation of the hospital's two existing psychiatric units and the creation of a third.

In the process they will certify 23 additional psychiatric beds while decertifying 12 chemical dependence - detoxification beds for a total of 433 licensed beds at the completion of this project.

Concurrent with this Certificate of Need (CON) application, SBH also submitted a Comprehensive PAR application to the New York State (NYS) Office of Mental Health (OMH) to increase the number of inpatient psychiatric beds, a limited review application (CON 251280) to undertake renovations on the 6th floor for the relocation of a down-sized inpatient chemical dependence – detoxification unit, and a Certificate Application with the NYS Office of Addiction Services and Supports (OASAS) to reduce the number of certified chemical dependency beds from 24 to 12. This reduction will have no impact on meeting community need for inpatient chemical dependency detoxification services at SBH which has been experiencing an average daily census of 10 since 2019.

OPCHSM Recommendation
Contingent Approval

Need Summary
The applicant projects 1,863 psychiatric discharges in Year One and 1,906 discharges by Year Three.

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

Financial Summary
The total project cost of $27,145,141 will be funded with $603,635 in equity and a Statewide Healthcare Facility Transformation Program III grant of $26,541,506.

Budget:	Year One	Year Three
Revenues	$48,567,962	$49,737,439
Expenses	27,489,274	27,975,679
Excess Revenues	$21,078,688	$21,761,760

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 final approval of the project from the Office of Mental Health and the supporting PAR application. [PMU]
3. Submission of architectural and life safety drawings, acceptable to the Department, as described in the Bureau of Architecture and Engineering Review Drawing Submission Guidelines DSG-1.0. [AER]
4. Submission of mechanical, electrical, plumbing and fire protection drawings, acceptable to the Department, as described in the Bureau of Architecture and Engineering Review Drawing Submission Guidelines DSG-1.0. [AER]
5. Department approval of the closure plan for the 12 chemical dependence detox beds. [HSP]

Approval conditional upon:

1. This project must be completed by **October 1, 2028**, 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 **April 1, 2026**, and construction must be completed by **July 1, 2028**, 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 entities will operate at two separate times; there will be no overlap in hours; the clinical space must be used exclusively for the approved purpose; medical records will be separately maintained for each entity and the entrance must not disrupt any other entity's clinical program space. [HSP]

Council Action Date

September 18, 2025

Need Analysis

Project Description

SBH Health System (SBH), at 4422 Third Avenue, Bronx (Bronx County), is submitting this application seeking approval to increase the number of its inpatient psychiatric beds from 49 to 72, an increase of 23 beds, through the conversion of 12 inpatient chemical dependence - detoxification beds to 12 psychiatric beds and the certification of 11 new psychiatric beds. As part of this proposal, SBH will renovate the Hospital's two (2) existing inpatient psychiatric units and renovate another floor in the Hospital to create a new inpatient psychiatric unit. At the end of the project, SBH will have three (3) 24-bed inpatient psychiatric units that meet current standards of care for inpatient psychiatric services and enhance patient and staff safety and comfort.

Background & Analysis

The service area for this project is Bronx County. The population of Bronx County is projected to increase to 1,604,168 by 2030 per projection data from the Cornell Program on Applied Demographics (PAD), an increase of 13.0%. Demographics for Bronx County are noted below, including a comparison with New York State:

Demographics	Bronx County	New York State
Total Population – 2023 Estimate	1,419,250	19,872,319
Hispanic or Latino (of any race)	54.9%	53.4%
White (non-Hispanic)	8.8%	19.6%
Black or African American (non-Hispanic)	29.1%	13.6%
Asian (non-Hispanic)	4.0%	8.8%
Other (non-Hispanic)	3.2%	4.6%

Source: 2023 American Community Survey (5-year Estimates Data Profiles)

In 2023, 92.7% of the population of Bronx County had health coverage as follows:

Employer Plans	29.5%
Medicaid	43.4%
Medicare	7.06%
Non-Group Plans	12.3%
Military or VA	0.392%

Source: Data USA

Through this project, SBH will increase its adult inpatient psychiatric bed capacity to address the need for improved accessibility to behavioral health care for the residents of Bronx County. SBH is located within a Health Professional Shortage Area (HPSA) for dental, mental health, and primary care and is also in a Medically Underserved Area (MUA), indicating a need in the community for healthcare services, including mental health. There are seven Article 28 hospitals, including SBH, with inpatient psychiatric beds in Bronx County. The table below shows the number of adult inpatient psychiatric beds in Bronx County:

Hospital	Adult Psychiatric Beds
BronxCare Hospital Center	79
NYC H+H – Jacobi Medical Center	107
NYC H+H – Lincoln Medical & Mental Health Center	60
Montefiore Medical Center – Henry & Lucy Moses Div	33
Montefiore Medical Center – Wakefield Hospital	22
NYC H+H – North Central Bronx Hospital	70
SBH Health System[1]	49
Total Adult Psychiatric Beds	**445**

Source: HFIS, NYSOMH Inpatient Bed Capacity Report
[1]Applicant

The tables below show the utilization for the inpatient psychiatric beds and the chemical dependence – detoxification beds for SBH from 2020 through YTD 2025. SBH's historical utilization showed an upward trend for psychiatric beds utilization with an increase of 33.3% in discharges from 2020 through 2024 and occupancy over 85.0% since 2022, indicating a need for additional beds. According to the applicant, occupancy rates should ideally be below 85% as occupancy exceeding 85% could create a more stressful work environment and is associated with a deterioration in the quality of care.

Chemical Dependence – Detoxification utilization remained stable, averaging about 1,500 discharges, an average daily census (ADC) of about 10, and an occupancy of approximately 50.5%. The low occupancy level of the unit indicates there is enough capacity to meet the community need even with the conversion of 12 beds to inpatient psychiatric beds.

SBH Inpatient Psychiatric Beds Utilization						
	2020	**2021**	**2022**	**2023**	**2024**	**YTD 2025***
Discharges	973	1,183	1,186	1,186	1,297	495
ADC	35.0	40.4	43.2	43.6	42.0	41.74
ALOS	13.18	12.45	13.28	13.42	11.86	12.58
Occupancy	71.5%	82.4%	88.1%	89.0%	85.8%	85.2%

Source: Applicant
**YTD 2025 is Jan – May 2025*

SBH Chemical Dependence – Detoxification Beds Utilization						
	2020	**2021**	**2022**	**2023**	**2024**	**YTD 2025***
Discharges	1,297	1,542	1,451	1,608	1,631	695
ADC	10.3	12.4	11.7	13.4	12.9	13.57
ALOS	2.90	2.94	2.93	3.05	2.89	3.12
Occupancy	42.8%	51.7%	48.6%	56.0%	53.6%	56.5%

Source: Applicant
**YTD 2025 is Jan – May 2025*

SBH projects 1,863 inpatient psychiatric discharges (21,790 patient days) in Year One and 1,906 inpatient psychiatric discharges (22,294 patient days) in Year Three. The table below shows the applicant's projected payor mix for inpatient psychiatric services for Years One and Three.

Applicant Projected Inpatient Psychiatric Payor Mix		
Payor	**Year One**	**Year Three**
Commercial	5.89%	5.89%
Medicare	20.14%	20.13%
Medicaid	71.54%	71.55%
Private Pay	0.43%	0.43%
Charity Care	2.00%	2.00%

Source: Applicant

The table below shows the bed changes at the end of this project:

Bed Type	Current	Bed Change	Beds after Completion of 251281
AIDS	22	-	22
Chemical Dependence – Detoxification	**24**	**-12**	**12**
Intensive Care	26	-	26
Maternity	16	-	16
Medical/Surgical	254	-	254
Neonatal Continuing Care	5	-	5
Neonatal Intermediate Care	10	-	10
Pediatric	16	-	16
Psychiatric	**49**	**23**	**72**
Total Number of Licensed Beds	**422**	**11**	**433**

Source: HFIS; Applicant

Conclusion

Approval of this project will provide up-to-date psychiatric units with an increased bed capacity that will ensure appropriate levels of care for the residents of Bronx County.

Program Analysis

Project Proposal

SBH Health System (SBH), at 4422 Third Avenue, Bronx, New York (Bronx County), is submitting this application seeking approval to increase the number of inpatient psychiatric beds from 49 to 72, an increase of 23 beds, through the conversion of 12 inpatient chemical dependence - detoxification beds to 12 psychiatric beds and the certification of 11 new psychiatric beds.

SBH is currently certified for a total of 422 inpatient beds, including 24 chemical dependence - detoxification beds and 49 inpatient psychiatric beds. SBH is looking to create a robust inpatient behavioral health platform by increasing the bed capacity of the inpatient adult psychiatric program by 23 beds, thereby expanding access to mental health care and ensuring appropriate levels of care in the mental health system.

The implementation of the proposed bed conversion will have no impact on meeting community need for inpatient chemical dependency detoxification services at SBH, which has been experiencing an average daily census of 10 since 2019. SBH has determined that the most effective way to meet community need for behavioral health services in the Bronx is to downsize the inpatient chemical dependency – detoxification unit and increase inpatient psychiatric bed capacity.

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

Staffing	Year One	Year Three
Management and Supervision	1.02	1.02
Registered Nurses	41.03	41.03
Licensed Practical Nurses	1.01	1.01
Aides, Orderlies, and Attendants	60.52	60.52
Physicians	12.63	12.63
PGY Physicians	22.02	22.02
Social Workers and Psychologist	9.30	9.30
Other Therapists and Assistants	3.96	3.96
Clerical & Other Administrative	5.75	5.75
Security Guards	15.60	15.60
Total	**172.84**	**172.84**

Enforcements

Closed

- The Department issued a Stipulation and Order (S&O) dated 1/11/2017, and fined St. Barnabas Hospital OPD Dialysis Center $10,000 based on deficiencies found during an allegation survey completed on 03/18/2016. Deficient practices were found in the area of Responsibilities of the Medical Director.

- The Department issued a Stipulation and Order (S&O) dated 11/13/2018, and fined St. Barnabas Hospital (SBH Health System) $2,000 based on deficiencies found during an allegation survey completed on 04/30/2018. Deficient practices were found in the area of Elopement.

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.

Based on the most recent surveillance information this facility 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 results of routine Article 28 surveys as well as investigations of reported incidents and complaints.

Prevention Agenda

St. Barnabas Health System (SBH) is implementing multiple interventions to support the priorities of the 2025-2030 New York State Prevention Agenda, including:

- Living in communities that foster and support optimal physical, mental, and social well-being (Social and Community Context)
- Equitable access to healthy, and safe neighborhoods (Neighborhood and Build Environment)
- Access to timely, affordable, and high-quality health care services (Health Care Access and quality).

The proposed project will advance the Prevention Agenda domains of Social and Community Context, Neighborhood and Build Environment, and Health Care Access and Quality by allowing SBH to enhance access to timely, affordable and high-quality inpatient mental health services while supporting optimal physical, mental, and social well-being of the residents in the communities served by the Hospital. As a result of this project, SBH will facilitate equitable access to healthy, and safe neighborhoods in the Bronx.

As per the latest available report, SBH spent $83,891 on community health improvement services in 2022, representing 0.02% 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

Total project cost, which is for renovations and the acquisition of moveable equipment, is estimated at $27,145,141, further broken down as follows:

Renovation and Demolition	$19,718,911
Design Contingency	1,971,891
Construction Contingency	1,971,891
Architect/Engineering Fees	1,670,222
Construction Manager Fees	1,110,363
Other Fees (Consultant)	102,125
Moveable Equipment	349,267
Telecommunications	100,000
CON Fee	2,000
Additional Processing Fee	148,471
Total Project Cost	$27,145,141

The applicant's financing plan appears as follows:

Equity	$603,635
Statewide Healthcare Facility Transformation Program III	$26,541,506
Total	$27,145,141

Operating Budget

The applicant has submitted an operating budget for the psychiatric beds, in 2025 dollars, for the Current Year (2024), Year One and Year Three, summarized below:

	Current (2024)		Year One		Year Three	
	Per Patient Day	Total	Per Patient Day	Total	Per Patient Day	Total
Revenues:						
Commercial FFS	$1,352.00	$59,488	$1,356.52	$85,461	$1,344.75	$87,409
Commercial MC	$1,560.57	$1,326,485	$1,560.73	$1,905,647	$1,560.52	$1,949,084
Medicare FFS	$1,266.93	$1,272,000	$1,266.37	$1,827,373	$1,267.14	$1,869,026
Medicare MC	$1,183.02	$2,425,200	$1,183.05	$3,484,077	$1,183.10	$3,563,493
Medicaid FFS	$1,404.58	$3,172,957	$1,548.34	$4,558,319	$1,544.80	$4,662,221
Medicaid MC	$2,796.61	$24,615,786	$2,891.19	$36,559,098	$12,770.15	$37,454,846
Private Pay	$1,584.78	$103,011	$1,591.26	$147,987	$1,576.67	$151,360
Charity Care		$0		$0		$0
Total Revenues		$32,974,927		$48,567,962		$49,737,439
Expenses:						
Operating	$1,195.91	$18,395,558	$1,210.76	$26,382,512	$1,205.21	$26,868,917
Capital	$0.00	$0	$50.79	$1,106,762	$49.64	$1,106,762
Total Expenses	$1,195.91	$18,395,558	$1,261.55	$27,489,274	$1,254.85	$27,975,679
Excess Revenues		$14,579,369		$21,078,688		$21,761,760
Patient Days		15,382		21,790		22,294

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

- The revenue and volume associated with the additional 24 beds was projected upon the 2024 volume and revenue at 80% occupancy for Year One and 86% occupancy for Year Three.
- Reimbursement rates are consistent with historical experience.
- The number of FTEs increased from 118.54 FTEs in the Current Year to 172.84 FTEs in the Year One and Year Three.
- Registered nurses FTEs are projected to increase from 26.23 FTEs in the Current Year to 41.03 FTEs in Year One and Year Three.

- Aides, orderlies and attendants FTEs are projected to increase from 40.52 FTEs in the Current Year to 60.52 FTEs in Year One and Year Three.
- Utilization projections are based on the historical utilization of SBH's inpatient psychiatric program, which increased 33% between 2020 and 2024 from 973 discharges in 2020 to 1,297 discharges in 2024. The occupancy of the beds has also increased and has consistently been over 85% since 2022. Additional inpatient psychiatric beds are needed to bring the occupancy level down to the optimal utilization level of psychiatric inpatient units to balance patient needs, staff well-being, and quality of care.

Utilization broken down by payor source during the Current year, Year One and Year Three are broken down as follows:

	Current Year	Year One	Year Three
Commercial FFS	0.29%	0.29%	0.29%
Commercial MC	5.53%	5.60%	5.60%
Medicare FFS	6.53%	6.62%	6.61%
Medicare MC	13.33%	13.52%	13.52%
Medicaid FFS	14.69%	13.51%	13.54%
Medicaid MC	57.22%	58.03%	58.01%
Private Pay	0.42%	0.43%	0.43%
Charity Care	2.00%	2.00%	2.00%
Total	100.00%	100.00%	100.00%

Capability and Feasibility

The total project cost of $27,145,141 will be met with $603,635 in equity from SBH Health System operations and a Statewide Healthcare Transformation Grant III of $26,541,506.

The working capital requirements of $1,515,619, which is equivalent to two months of first year incremental expenses, will be funded with equity. BFA Attachment A, 2023 Certified Financial Statements and the 2024 Internal Financial Statements of SBH Health System, indicates the availability of sufficient resources to fund the equity requirements for the total project cost and the working capital contribution.

The submitted budget indicates an excess of incremental revenues over expenses of $21,078,688 and $21,761,760 during Year One and Year Three, respectively. Revenues are based on current reimbursement methodologies for psychiatric services. The submitted budget appears reasonable.

As shown on BFA Attachment A, the entity had an average positive working capital position and an average positive net asset position in 2023 and 2024. Furthermore, the entity achieved an excess of revenues over expenses of $19,778,307 and $6,869,272 in 2023 and 2024, respectively.

Conclusion

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

Health Equity

Health Equity Impact Assessment Summary

The impacts of this project are almost entirely positive. Increased bed capacity will improve access to inpatient psychiatric care in general, including faster transfers from the Emergency Department for patients with acute behavioral health issues. This improved access will impact low-income people, people who receive public health benefits or cannot receive benefits, racial and ethnic minorities, immigrants, and LQBTQ+ people, in particular. In the Applicant's primary service area, the poverty rate is 31% and approximately 90% of current psychiatric unit patients are public health beneficiaries, as the Applicant is a safety net hospital. 45-49% of the Applicant's patients identify as Black and/or Hispanic, demographics disproportionately exposed to gun violence and resulting higher levels of psychological distress. Immigrant populations, which comprise of 36% of the population in the Bronx, will benefit from the increased access in a hospital with robust translation services and a diverse workforce that is reflective of the community. Additionally, New York City has a greater concentration of LGBTQ+ people, compared to the rest of the state. This medically underserved group is more than twice as likely to report mental distress compared to the general population. Unintended negative impacts include the potential for staffing issues, and the potential for reduced access to inpatient detoxification services.

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

BFA Attachment A	Financial Summary- 2023 Certified Financial Statements and the 2024 Internal Financial Statements of SBH Health System
OHEHR Attachment	Health Equity Impact Assessment

NEW YORK STATE OF OPPORTUNITY. Department of Health

Public Health and Health Planning Council

Project # 251287-C
Cumberland Diagnostic & Treatment Center

Program: **Diagnostic and Treatment Center** ***County:*** **Queens**
Purpose: **Construction** ***Acknowledged:*** **June 17, 2025**

Executive Summary

Description
Cumberland Diagnostic & Treatment Center (Cumberland), an existing Article 28 Federally Qualified Health Center (FQHC) operated by NYC Health and Hospitals (NYC H+H) and Gotham Health FQHC, Inc., is requesting approval to certify a new extension clinic. The proposed extension clinic will occupy leased space at 1720 Village Lane in Far Rockaway (Queens County) and be certified for Primary Care, Other Medical Specialties, Dental O/P, and Certified Mental Health O/P. The new extension clinic will be known as Rockaway Health Center of Excellence.

Cumberland operates nine (9) diagnostic and treatment centers, and numerous extension clinics and school-based clinics. This proposal is in keeping with NYC H+H/Gotham Health's strategic plan to place clinic sites in collaboration with New York City public and affordable housing agencies. The extension clinic will be co-located within an affordable housing complex that will provide over 1,700 units of affordable housing for low- to middle-income residents of the area.

David C. Ferris, M.D., Board-Certified in Internal Medicine, will serve as Medical Director. Cumberland has a pending Transfer and Affiliation Agreement with St. John's Episcopal Hospital South Shore, 0.7 miles (7 minutes) away for backup and for emergency services.

OPCHSM Recommendation
Contingent Approval

Need Summary
The applicant projects 23,304 visits in Year One and 29,723 visits in Year Three, with 46.7% Medicaid and 2% Charity Care in Year One and Year Three.

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

Financial Summary
The total project cost of $31,586,651 will be met with accumulated funds of $9,671,651 from NYC H+H and a budget appropriation of $21,915,000 from the City of New York Office of Management and Budget. NYC H+H will finance the project costs with New York City bonds through an appropriation of funds in the Mayoral Budget - Line HO-0214.

Budget:	Year One	Year Three
Revenues	$7,793,254	$9,381,662
Expenses	9,890,541	10,341,910
Net Income / (Loss)	($2,097,287)	($960,248)

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 forty-five hundredths of one percent of the total capital value of the project, exclusive of CON fees. [PMU]
2. Acceptance by the Bureau of Architecture and Engineering Review of the Applicants responses to the remaining open RFAI comments. [AER]
3. Submission of the New York City Bond and Note Resolution, acceptable to the Department. Included with the submitted bond and note resolution must be a sources and uses statement and debt amortization schedule, for both new and refinanced debt. [BFA]
4. 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 **March 1, 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 **April 1, 2026**, and construction must be completed by **December 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 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 entities will operate at two separate times; there will be no overlap in hours; the clinical space must be used exclusively for the approved purpose; medical records will be separately maintained for reach entity 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 18, 2025

Need Analysis

Project Description

Cumberland Diagnostic and Treatment Center (CDTC) is requesting approval to certify an extension clinic to be called “Rockaway Health Center of Excellence” at 1720 Village Lane, Far Rockaway, New York 11691 (Queens County). This extension clinic seeks to be certified for: Medical Services - Primary Care, Medical Services - Other Medical Specialties, CT Scanner, Dental O/P, and for Certified Mental Health Services O/P. Rockaway Health Center of Excellence will offer primary and specialty services such as: Adult Primary Care, Pediatric, OB/GYN, Dental, Vision, Behavioral Health, and Imaging (General X-Ray, CT scanner, Mammography, Bone Density and Ultrasound, etc.

Background and Analysis

The Primary Service Area for the center will be within the Queens Community District 14 – The Rockaways Public Use Microdata Area (PUMA). The center will be located within Zip Code 11691, Far Rockaway in Queens County. The location is within a Health Professional Shortage Area for Primary Care. The Cornell Program of Applied Demographics estimates a population increase of 10.09% by 2030, to 2,565,268. Demographics for the primary service area (zip code and Queens Community District) are noted below, including a comparison with the county and New York State.

Demographics	Zip Code - 11691	Queens Community District – 14	Queens County	New York State
Total Population-2023 Estimate	68,704	130,570	2,330,124	19,872,319
Hispanic or Latino (of any race)	25.7%	22.7%	27.9%	19.6%
White (non-Hispanic)	23.7%	34.0%	23.6%	53.4%
Black or African American (non-Hispanic)	40.4%	34.3%	16.5%	13.6%
Asian(non-Hispanic)	4.0%	3.9%	25.9%	8.8%
Other (non-Hispanic)	6.2%	5.1%	6.1%	4.6%

Source: American Community Survey (2023 5-year Estimates Data Profiles)

In 2023, 93.3% of the population of Queens Community District – 14 – The Rockaways PUMA, NY had health coverage as follows.

Employee plans	38.5%
Medicaid	34.4%
Medicare	10.2%
Non-group plans	9.71%
Military or VA plans	0.48%

Source: Data USA

The projected payor mix is as follows.

Applicant Projected Payor Mix		
Payor	**Year One**	**Year Three**
Commercial	16.4%	16.4%
Medicare	16.5%	16.5%
Medicaid	46.7%	46.7%
Private	18.2%	18.2%
Charity Care	2.00%	2.00%

Source: Applicant

Public Health Insurance Alone	Zip Code 11691
Medicare Coverage Alone	4.2%
Medicaid/Means-Tested Coverage Alone	34.5%

Source: 2023 American Community Survey (5-Year Estimates Data Profiles), Table S2704

The applicant projects 23,304 visits in Year One and 29,723 visits in Year Three. The applicant is proposing to provide primary health and other medical specialties, which will include, but are not limited to, infectious disease, pulmonary, endocrine, cardiology, and behavioral health. These services were selected to fit within the designated program space of the facility and to function at a level that would help alleviate the burden of need for health services in the area.

The Center will be operational 5 days per week initially, Monday through Friday, 8:00 am – 6:00 pm. Hours of operation will increase as demand warrants, increasing operational days to 6 per week, adding Saturday from 8:30 am to 6:00 pm.

The applicant is in negotiations to maintain a transfer and affiliation agreement with St John's Episcopal Hospital South Shore, 327 Beach 119th St, Far Rockaway, NY 11691, 0.7 miles and 7 minutes away. This is also the nearest hospital to the proposed facility.

Tri-Med Health Pavilion was recently approved by the Department as an Article 28 Diagnostic and Treatment Center (CON 251068), also providing Medical Services – Primary Care and Medical Services – Other Medical Specialties and is 0.3 miles/6 minutes away from the proposed facility.

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 2024 related to this application, indicating that the zip code where the facility will be situated in the service area (Queens Community District – 14, The Rockaways) has higher PQI rates than Queens County and New York State.

Hospital Admissions per 10,000 Adults			
PQI Name	Zip Code 11691	Queens County	New York State
Diabetes Short-Term Complications	18	6	7
Diabetes Long-Term Complications	25	12	13
Chronic Obstructive Pulmonary Disease or Asthma	70	20	25
Hypertension	23	10	7
Heart Failure	65	34	36
Bacterial Pneumonia	20	7	12
Uncontrolled Diabetes	15	6	5
Urinary Tract Infection	29	12	13
Prevention Quality Overall Composite	245	101	114

Source: NYSDOH, Data Hub
Rates are per 10,000 and are crude rates

Conclusion

Approval of this project will allow the center to carry out its efforts to serve the residents of Queens Community District-14 and provide health services in The Rockaways, Queens County.

Program Analysis

Project Proposal

Proposed Operator	New York City Health and Hospital Corporation / Gotham Health FQHC, Inc.
Site Address	1720 Village Lane, Far Rockaway, New York 11691 (Queens County)
Specialties	Medical Services – Primary Care, Medical Services - Other Medical Specialties, CT Scanner, Dental O/P, and Certified Mental Health Services O/P.
Hours of Operation	5 days per week initially: Monday through Friday, 8:00 am to 6:00 pm. Hours of operation will increase as demand warrants: Saturday, 8:30 am to 6:00 pm.
Staffing (1st Year / 3rd Year)	45 FTE / 45 FTE
Medical Director(s)	David C. Ferris, M.D.

This proposal keeps with NYC H+H/Gotham Health's strategic plan to place clinic sites in collaboration with New York City public and affordable housing agencies. The proposed clinic will be co-located within an affordable housing complex that includes over 1,700 units of affordable housing for low- to middle-income residents. This strategic placement ensures that the clinic will serve as a critical health care hub for residents of this housing complex and surrounding communities, making it universally accessible for those who are most in need of healthcare services.

Concurrent with this CON application, Cumberland is submitting an EZ PAR application to certify a satellite mental health outpatient treatment and rehabilitative service (MHOTRS) program to be located at the Rockaway Health Center of Excellence. MHOTRS will serve adults who are residents of southeastern Queens. Cumberland currently provides MHOTRS program services to adults at its main site in Brooklyn, NY (Kings County). MHOTRS will provide comprehensive outpatient behavioral services and use existing policy and procedures for NYC H+H/Gotham Health MHOTRS programs.

Cumberland has formed alliances with a variety of community-based organizations to provide health care services in alternate delivery sites and works with community organizations and leaders to help educate their communities on health topics. A Wellness Program is offered to provide the communities with the medical care combined with a holistic approach to health, which includes a focus on nutrition, exercise, and education to improve outcomes.

NYC H+H/Gotham Health has leased 22,819 square feet of space in an existing building and will occupy the second floor (19,270 square feet) and ground floor lobby (500 square feet) within Rockaway Village (a city-financed affordable housing development), and other ancillary spaces.

CDTC's standards of patient care emphasize accuracy and timeliness of diagnosis and referral to appropriate medical practitioners. Cumberland utilizes a universal electronic medical record (EMR) for each user across its clinic sites. All existing policies and procedures in place at the Hospital will be incorporated into the operation of the extension clinic.

After hours, NYC H+H/Gotham Health utilizes a telephone triage unit, which receives phone calls from patients made to any of NYC H+H/Gotham Health locations, then triage's calls and routes the calls to clinical staff. Patients have access to this medical advice line 24 hours a day, 7 days a week, including holidays. The response line includes 24-hour access to a Registered Nurse and provider for medical

coverage, 24-hour access for dental emergency coverage with patients directed to NYC H+H emergency rooms as needed that provide 24/7 dental coverage, and 24-hour behavioral health emergency coverage.

Staffing will remain unchanged in Year One and Year Three following completion of the project.

Position	Year One	Year Three
Management and Supervision	2.00	2.00
Technician and Specialist	4.00	4.00
Registered Nurse	4.00	4.00
Licensed Practical Nurses	1.00	1.00
Physicians	9.50	9.50
Social Workers & Psychologist	4.00	4.00
Infection Control, Environment & Food Service	4.50	4.50
Clerical and Other Administrative	4.50	4.50
Other: Dental Staff	4.00	4.00
Pharmacy	1.00	1.00
Enabling Services	6.50	6.50
Totals	**45.00**	**45.00**

David C. Ferris, M.D. will be the Medical Director of Cumberland Diagnostic & Treatment Center. Dr. Ferris is currently the Chief Medical Officer for NYC H+H/Gotham Health and is Board Certified in both internal medicine and infectious disease.

In 2005, Dr. Ferris attended Columbia University Mailman School of Public Health in New York, NY and received a Master of Science degree / Epidemiology; completed in 2004 both a Post-Doctoral Research Fellowship/Center for Infectious Diseases Epidemiological Research, at Columbia University, New York, NY and a Post-Doctoral Clinical Fellowship/Division of Infectious Diseases at Columbia University College of Physicians and Surgeons, New York Presbyterian Hospital, New York, NY; in 2003 completed a Visiting Research Fellowship /Department of Medicine at the Nelson R. Mandela School of Medicine University of KwaZulu-Natal, King Edward VIII Hospital, Durban, South Africa; in 2001 completed an Internal Medicine Residency/Department of Medicine at Columbia University College of Physicians and Surgeons, New York-Presbyterian Hospital, New York, NY; and in 1998 attended New York University School of Medicine, New York, NY and received a Doctor of Medicine degree.

Enforcements

Closed:

- The Department issued a Stipulation and Order (S&O) dated 04/17/2017, and fined Kings County Hospital $2000 based on deficiencies found during a validation survey completed on 08/29/16. Deficient practices were found in the area of Patient Rights, Sexual Assault/Abuse.
- The Department issued a Stipulation and Order (S&O) dated 08/07/2017, and fined Kings County Hospital $2000 based on deficiencies found during an allegation survey completed on 06/23/16. Deficient practices were found in the area of Patient Rights, Restraints.
- The Department issued a Stipulation and Order (S&O) dated 08/07/2017, and fined Jacobi Medical Center $2000 based on deficiencies found during an allegation survey completed on 11/09/16. Deficient practices were found in the area of Patient Rights, Restraints.
- The Department issued a Stipulation and Order (S&O) dated 12/10/2020, and fined Kings County Hospital $4000 based on deficiencies found during an allegation survey completed on 01/24/2020. Deficient practices were found in the area of Patient Rights and QA.

- The Department issued a Stipulation and Order (S&O), and fined Bellevue Hospital Center $10000 based on deficiencies found during an allegation survey completed on 09/25/2020. Deficient practices were found in the area of Patient Death.
- The Department issued a Stipulation and Order (S&O) dated 06/17/2021, and fined Woodhall Medical Center $2000 based on deficiencies found during an allegation survey completed on 12/03/2020. Deficient practices were found in the area of Patient Elopement.
- The Department issued a Stipulation and Order (S&O) dated 06/17/2021, and fined Woodhall Medical Center $20000 based on deficiencies found during an allegation survey completed on 08/24/2020. Deficient practices were found in the area of Patient Death.
- The Department issued a Stipulation and Order (S&O) dated 07/11/2023, and fined Bellevue Hospital Center $12000 based on deficiencies found during an allegation survey completed on 07/18/2022. Deficient practices were found in the area of Medical Staff.
- The Department issued a Stipulation and Order (S&O) dated 07/11/2023, and fined Kings County Hospital Center $10000 based on deficiencies found during an allegation survey completed on 03/31/2023. Deficient practices were found in the area of Medication Reconciliation, Patient History and Physical, Medical Staff.
- The Department issued a Stipulation and Order (S&O) dated 07/15/2024, and fined Jacobi Medical Center $2000 based on deficiencies found during an allegation survey completed on 06/15/2022. Deficient practices were found in the area of Patient Rights.
- The Department issued a Stipulation and Order (S&O) dated 12/16/2024, and fined Bellevue Hospital Center $10000 based on deficiencies found during a complaint survey completed on 07/17/2024. Deficient practices were found in the area of Patient Rights.
- The Department issued a Stipulation and Order (S&O) dated 02/13/2025, and fined Kings County Hospital $2000 based on deficiencies found during a complaint survey completed on 06/10/2024. Deficient practices were found in the area of Patient Rights.
- The Department issued a Stipulation and Order (S&O) dated 01/10/2025, and fined Woodhall Medical Center $10000 based on deficiencies found during a complaint survey completed on 12/19/2023. Deficient practices were found in the area of Surgical Services.
- The Department issued a Stipulation and Order (S&O) dated 01/22/2021, and fined Elmhurst Hospital $10000 based on deficiencies found during an allegation survey completed on 02/18/2020. Deficient practices were found in the area of Patient Rights.
- The Department issued a Stipulation and Order (S&O) dated 03/05/2025, and fined Elmhurst Hospital $14000 based on deficiencies found during a complaint survey completed on 05/15/2024. Deficient practices were found in the area of QAPI, Infection Control, Surgical Services.

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

This facility has no outstanding Article 28 surveillance or enforcement actions and based on the most recent surveillance information, is deemed to be currently operating in substantial compliance with all applicable State and Federal codes, rules, and regulations. This determination was made based on a

review of the files of the Department of Health, including all pertinent records and reports regarding the facility's enforcement history and the results of routine Article 28 surveys as well as investigations of reported incidents and complaints.

Conclusion

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 $31,586,651, broken down as follows.

Renovation & Demolition	$17,427,935
Design Contingency	1,742,793
Construction Contingency	1,742,793
Architect/Engineering Fees	2,500,000
Construction Manager Fees	959,978
Other Fees	177,162
Movable Equipment	6,893,242
Application Fee	1,250
Additional Processing Fee	141,498
Total Project Cost	$31,586,651

The financing for this project will be as follows.

Cash / Accumulated Funds from NYC H+H	$9,671,651
City of New York OMB Budget Appropriation	21,915,000
Total	$31,586,651

Operating Budget

The applicant has submitted an operating budget, in 2025 dollars, for years one and three, summarized below.

	Year One		Year Three	
	Per Visit	Total	Per Visit	Total
Revenues:				
Commercial FFS	$252.00	$966,660	$257.04	$1,257,681
Medicare FFS	$207.18	141,501	$215.55	187,744
Medicare MC	$235.63	749,054	$245.14	994,043
Medicaid FFS	$214.40	143,435	$223.06	190,270
Medicaid MC	$282.26	2,885,843	$293.66	3,829,326
Private Pay	$13.52	57,401	$13.52	73,238
Total Net Pat. Revenue		$4,943,894		$6,532,302
Other Oper. Revenue		2,849,360		2,849,360
Total Proj. Revenue		$7,793,254		$9,381,662
Expenses:				
Operating	$330.97	$7,713,047	$274.68	$8,164,416
Capital	93.44	2,177,494	73.26	2,177,494
Total	$424.41	$9,890,541	$347.94	$10,341,910
Net Income / (Loss)		($2,097,287)		($960,248)
Total Visits		23,304		29,733
Cost per Visit		$424.41		$347.94

The following is noted with respect to the submitted budget.

- Projected utilization and staffing for this project are based upon the historical experience of NYC H+H/Gotham Health in providing the outpatient services that will be offered at the proposed extension clinic.
- The operating expenses and revenues for this project are based on the utilization projections for the services that are part of this project, given the experience of NYC H+H/Gotham Health.

- Payor rates are based on the applicant's historical net payments across all its ambulatory care sites.
- Medicare and Medicaid rates are projected to increase by 2% annually reflecting historical trends in the Medicare Economic Index (MEI).
- Commercial rates are projected to see a minimal increase of 1% annually and self-pay rates are held constant to maintain a conservative financial outlook.

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

Payor:	Years One	Year Three
Commercial FFS	16.46%	16.46%
Medicare FFS	2.93%	2.93%
Medicare MC	13.64%	13.64%
Medicaid FFS	2.87%	2.87%
Medicaid MC	43.87%	43.87%
Private Pay	18.23%	18.23%
Charity	2.00%	2.00%
Total	100.00%	100.00%

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.

Executed Lease Agreement

The applicant has submitted an executed lease agreement for the site to be occupied, summarized below:

Date:	January 24, 2024
Premises:	1720 Village Lane, Far Rockaway, 11691
Landlord:	Mott Center, LLC
Tenant:	New York City Health and Hospital Corporation
Term:	32 years
Rent Fee:	Base rent for total leased space is $730,208 per year ($60,850.67 per month) for the first 5-year rental period. Rent will increase 10% during each subsequent 5-year rental period.
Provisions:	Tenant is responsible for real estate taxes, insurance, utilities and maintenance.

The applicant has indicated that the executed lease agreement between the lessor and the lessee is a non-arm's length arrangement. The applicant has submitted letters from two NYS licensed realtors attesting to the reasonableness of the per square footage rental. The extension clinic will have a separate entrance on each floor for its patients.

Capability and Feasibility

The total project cost of $31,586,651 will be met with accumulated funds of $9,671,651 from NYC H+H and a budget appropriation of $21,915,000 from the City of New York Office of Management and Budget. NYC H+H will finance the project costs with New York City bonds through an appropriation of funds in the Mayoral Budget Line HO-0214. BFA Attachments A through C show sufficient resources to meet the equity requirement.

Working capital requirement is estimated at $1,723,652 based on two months of third-year expenses. The working capital will be funded through equity from the existing operations of NYC H+H.

BFA Attachment, NYC H+H's Certified Financial Statements as of June 30, 2024, show the entity maintained positive working capital, a negative net equity position and a net income of $457,690,000. BFA Attachment B, NYC H+H's Internal Financial Statements for period-ended December 31, 2024, during which the hospital maintained positive working capital, a negative net equity position and generated an operating loss of ($944,984,000). BFA Attachment C, NYC H+H's Internal Financial Statement for period-ended March 31, 2025, shows positive working capital, negative net equity position and operating loss of ($799,305,000).

The operating losses are attributable to fiscal challenges faced by healthcare institutions including insufficient Medicaid and Medicare reimbursement rates to cover cost of care for low-income residents, decreasing Medicaid supplemental funding, a shift away from a fee-for-service system to a managed care system and value-based payment structure, as well as replacement and updating of infrastructure needed to meet the healthcare needs of the public. NYC H+H implemented a series of initiatives to improve its revenue cycle operations across acute care, post-acute and ambulatory care, including improving billing practices to maximize revenue, renegotiating rates with managed care organizations and insurance companies, and increased efforts to get those currently uninsured to be covered by available programs.

The submitted budget projects a net loss of ($2,097,287) and $960,248 in Years One and Year Three, respectively. The projected first-year loss is attributable to high start-up costs relative to the number of projected outpatient visits. Following the ramp-up phase, the loss is projected to decline by Year Three, and financial sustainability is projected to be reached by Year Five of operations. NYC H+H/Gotham Health provided a letter indicating willingness to cover operating losses with funds from NYC H+H/Gotham Health. 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	New York Health and Hospitals Corporation June 30, 2024, Certified Financial Statements
BFA Attachment B	New York Health and Hospitals Corporation December 31, 2024, Internal Financial Statements
BFA Attachment C	New York Health and Hospitals Corporation March 31, 2025, Internal Financial Statements

Public Health and Health Planning Council

Project # 251157-C
Hospice Buffalo, Inc.

Program: **Hospice**
Purpose: **Construction**
County: **Erie**
Acknowledged: **April 17, 2025**

Executive Summary

Description
Hospice Buffalo, Inc., a not-for-profit corporation that operates an Article 40 Hospice at 225 Como Park Boulevard, Cheektowaga, New York (Erie County), is seeking approval to decertify ten currently unused beds from the facility and perform renovations to repurpose that space into office space, conference rooms, and training space.

Hospice Buffalo, Inc. currently has 32 inpatient certified beds. Upon the approval of this project, the number of inpatient certified beds will be reduced to 22.

The newly constructed offices, conferencing, and educational space will provide several enhancements for employees and the community. The first is that the space will decompress office space elsewhere in the building, which will then be repurposed for clinical staff to be able to spread out more, and also give the after-hours staff a dedicated suite. The second enhancement is conferencing space, which is needed. The final piece of this renovation is an educational space, which will be outfitted for the clinical staff to continuously enhance their skills.

This project will have no impact on the counties served or the services being provided.

OALTC Recommendation
Contingent Approval

Need Summary
Upon approval, Hospice Buffalo Inc. will be licensed for 22 hospice beds. The applicant reports that the renovations will provide greater support for existing programs and functionality.

Program Summary
Based on the results of this review, a favorable recommendation can be made regarding the applicant's current compliance.

Financial Summary
The total project cost of $3,638,572 will be funded with accumulated funds from Hospice & Palliative Care Buffalo, Inc. A budget was not reviewed, as this project only adds non-Article 40 space in place of patient beds that are no longer in use.

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 check for the amount enumerated in the approval letter, payable to the New York State Department of Health. Public Health Law Section 4006(9)(b) states that all construction applications requiring review by the Public Health and Health Planning Council shall pay an additional fee of thirty-hundredths of one percent of the total capital value of the project, exclusive of CON fees. [PMU]

Approval conditional upon:

1. This project must be completed by **November 30, 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, 2026**, and construction must be completed by **August 31, 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 18, 2025

Need Analysis

Background and Analysis

The service area consists of Erie County, which has a population projected to decrease to 949,073 by 2030 based on Cornell Program on Applied Demographics estimates. Demographics for the primary service area are noted below, including a comparison with New York State.

Demographics	Erie County	New York State
Total Population (2023 Estimate)	950,044	19,872,319
Hispanic or Latino (of any race)	6.3%	19.6%
White (non-Hispanic)	73.0%	53.4%
Black or African American (non-Hispanic)	12.3%	13.6%
Asian(non-Hispanic)	4.5%	8.8%
Other (non-Hispanic)	3.9%	4.6%

Source: 2023 American Community Survey (5-year Estimates Data Profiles)

The table below provides population estimates of individuals 65 years old and above in Erie County and New York State.

	Erie County Age Group 65-84	Erie County Age Group 85+	New York State Age Group 65-84	New York State Age Group 85+
Estimated 2023 Population	155,519	23,157	3,019,337	441,849
Population Projection by 2030	185,437	30,046	3,723,556	618,653
Percent Change	+19.2%	+29.7%	+23.3%	+40.0%

Source: 2023 American Community Survey (5-Year Estimates) and Cornell Program on Applied Demographics

Bi-annual census information is noted in the table below, which shows a minimum census of three and a maximum census of 12, while the licensed number of beds is currently 32. The data below supports the applicant's request to decertify ten beds, which the applicant has noted as not being used.

Year	June Census	December Census
2023	13	6
2022	4	5
2021	4	5
2020	3	7
2019	12	12

Source: NYSDOH OALTC

Per the applicant, in 2024, the average daily census was 13.2, with length of stay being 8.6 days. To date, the average daily census is 9.6, with length of stay being 7.9 days.

The table below shows the closest hospice providers contiguous to Hospice Buffalo Inc.

Facility Name	Beds	Driving Distance From Other Hospice Providers
Niagara Hospice Inc	26	26.1 miles/38 mins
Homecare and Hospice	0	69.1 miles/1.5 hrs
Chautauqua Hospice and Palliative Care	5	77.2 miles/1.5+ hrs

Conclusion

Upon approval, the facility's inpatient certified beds will be reduced by 10 unused beds, leaving 22 inpatient certified hospice beds. The applicant reports that the renovations will provide greater support for existing programs and functionality.

Program Analysis

Project Description

Hospice Buffalo, Inc. currently has 32 inpatient certified beds. The proposed project seeks approval to decertify 10 inpatient certified beds that are currently unused and perform renovations of the space to be used for office, conference room, and educational space.

The newly constructed offices, conferencing, and educational space will provide several enhancements for employees and the community. The newly constructed space will decompress office space elsewhere in the building, which will then be repurposed for clinical staff to be able to spread out more, and also give the after-hours staff a dedicated suite. The construction will increase conferencing space. Currently, there is one room in the building large enough to host 30-40 individuals, and that room is chronically overbooked. The additional conference rooms will improve room scheduling and, in addition, will have a variety of additional functional uses. This renovation will also create an educational space, which will be outfitted for the clinical staff to continuously enhance their skills. The space will be set up for small groups of clinical employees to work with the education department through didactic lectures, a simulation center, skills lab, and a resource center to house materials for their learning. By continuously improving the skills of the clinical staff, the community will be better served. Long term, the applicant reports that they hope to use this space to educate and help family caretakers so that they are more comfortable understanding the end-of-life process for their loved ones.
This application will have no impact on the counties served or services being provided.

Hospice Buffalo, Inc. is accredited by the Centers for Medicare & Medicaid Services (CMS). They are the only Medicare-certified hospice program in Erie County, NY.

The applicant will continue to provide the following health care services:

- Audiology
- Baseline Services – Hospice
- Bereavement
- Clinical Laboratory Service
- Home Health Aide
- Homemaker
- Housekeeper
- Inpatient Certified
- Inpatient Services
- Medical Social Services
- Medical Supplies, Equipment, and Appliances
- Nursing
- Nutritional
- Pastoral Care
- Personal Care
- Pharmaceutical Service
- Physician Services
- Psychology
- Therapy – Occupational
- Therapy – Physical
- Therapy – Respiratory
- Therapy – Speech Language Pathology

Facility Compliance/Enforcement

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

Conclusion

The ten inpatient certified beds proposed to be decertified have been unused for many years, and the applicant reports that the renovations to this space will result in improvements to the clinical staff's offices, conference space, and educational space. Based on the results of this review and the applicant's current compliance, a favorable recommendation can be made on this renovation project.

Financial Analysis

Total Project Cost and Financing

The total project costs for renovation and demolition, and acquisition of movable equipment are $3,638,572.00, broken down as follows:

Renovation & Demolition	$1,085,646
Design Contingency	$133,895
Construction Contingency	$285,000
Architect/Engineering Fees	$173,300
Construction Manager Fees	$140,590
Other Fees Consultant	$33,061
Moveable Equipment	$ 500,000
Application Fee	$2,000
Additional Processing Fee	$10,877
Total Project Cost	$3,638,572

Capability and Feasibility

The total project cost of $3,638,572 will be funded with accumulated funds from the operations of Hospice and Palliative Care Buffalo, Inc.. BFA Attachment A, 2023-2024 Certified Financial Statements for Hospice & Palliative Care Buffalo, Inc. and Related Entities, indicates the entity has sufficient resources to fund the project costs. The statements show the entity had both positive working capital and net assets positions and an average net income of $3,758,852 for the period.

Conclusion

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

Attachments

BFA Attachment A	2023-2024 Certified Financial Statements for Hospice & Palliative Care Buffalo, Inc. and Related Entities

Public Health and Health Planning Council

Project # 242233-B
Flatlands Access Center LLC

Program:	**Diagnostic and Treatment Center**	***County:***	**Kings**
Purpose:	**Establishment and Construction**	***Acknowledged:***	**November 18, 2024**

Executive Summary

Description

Flatlands Access Center, LLC (the Center), an existing New York limited liability company, requests approval to establish and construct a single-specialty Article 28 ambulatory surgery center (ASC) converting an existing office-based surgical suite at 3839 Flatlands Avenue in Brooklyn. The ASC will specialize in vascular access surgical procedures and include two (2) procedure rooms and support infrastructure.

Moro O. Salifu, M.D., who is Board-Certified in Internal Medicine and Nephrology will be the sole member and Medical Director of the Center. The State University Hospital at Downstate will serve as a backup hospital, 2.6 miles/17 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 1,116 procedures in Year One and 1,138 procedures in Year Three, with Medicare at 30%, Medicaid at 11% 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 of $2,119,754 will be met with $189,654 in member equity, a bank loan for $1,550,000 with a 10-year term and an interest rate estimated to be 5.47%, and $380,100 in transferred equipment.

Budget:	Year One	Year Three
Revenues	$4,422,853	$4,557,175
Expenses	$3,301,526	3,417,037
Net Income / (Loss)	$1,121,327	$1,140,138

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 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 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. Submission of an executed construction loan commitment acceptable to the Department of Health. [BFA]
6. Submission of an executed working capital loan commitment, acceptable to the Department of Health. [BFA]
7. Submission of an executed building lease acceptable to the Department of Health. [BFA]
8. The submission of State Hospital Code (SHC) Drawings for review and approval, as described in BAER Drawing Submission Guidelines DSG-1.0 [AER]
9. 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 **August 15, 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 15, 2026**, and construction must be completed by **May 15, 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 annual reports to the Department as prescribed by the related contingency, each year, for the duration of the limited life approval of the facility. [RNR]
4. The staff of the facility must be separate and distinct from the staff of other entities; the signage must clearly denote the facility is separate and distinct from other entities; the clinical space must be used exclusively for the approved purpose; and the entrance must not disrupt any other entity's clinical program space. [HSP]
5. The 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]
6. 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 18, 2025

Need Analysis

Project Description

Flatlands Access Center, LLC is seeking approval to establish and construct a single-specialty freestanding ambulatory surgery center (FASC) at 3839 Flatlands Avenue, Brooklyn, NY 11234 (Kings County). An existing private, office-based surgical practice will be converted into a FASC specializing in vascular access surgery services for renal dialysis patients. The FASC will have two procedure rooms.

Background & Analysis

The service area consists of the Brooklyn borough, which is coextensive with Kings County. The population of Kings County is estimated at 2,646,306 based on 2023 American Community Survey data and is projected to increase to 2,863,996 by 2030 per projection data from the Cornell Program on Applied Demographics (PAD), an increase of 8.2%. Demographics for the service area are noted below, including a comparison with New York State:

Demographics	Kings County	New York State
Total Population – 2023 Estimate	2,646,306	19,872,319
White (non-Hispanic)	36.2%	53.4%
Hispanic or Latino (of any race)	18.9%	19.6%
Black or African American (non-Hispanic)	27.5%	13.6%
Asian (non-Hispanic)	12.0%	8.8%
Other (non-Hispanic)	5.4%	4.6%

Source: 2023 American Community Survey (5-year Estimates Data Profiles)

In Kings County, the percentage of residents aged 65 and over was 15.0% in 2023, slightly lower than the New York State percentage of 17.4%. By 2030, Cornell PAD estimates the 65 and over cohort will be 16.5% of the total population, an increase of 1.5%. The non-white population percentage was 63.8%, which is significantly higher than the New York State percentage of 46.6%. The aged 65 and over population and the minority population are two groups most in need of end-stage renal dialysis services.

In 2023, 94.1% of the population of Kings County had health coverage as follows:

Employer Plans	40.8%
Medicaid	33.8%
Medicare	8.29%
Non-Group Plans	11.0%
Military or VA	0.274%

Source: Data USA

The table below shows the number of patient visits for relevant facilities providing ambulatory surgery services in Kings County for 2022 through 2024.

Ambulatory Surgery within a 3-mile Radius of Proposed Center				
Facility Name	Type	Patient Visits		
		2022	2023	2024
Mount Sinai Brooklyn	Hospital	3,014	3,286	3,123
Brook Plaza Ambulatory Surgical Center[1]	ASC	10,463	11,816	12,264
Maimonides Midwood Community Hospital	Hospital	2,601	3,199	4,390
University Hospital of Brooklyn	Hospital	3,811	4,212	4,197
Kings County Hospital Center	Hospital	5,987	5,843	5,518
Brookdale Hospital Medical Center	Hospital	4,416	5,727	4,942
Total Visits		**30,292**	**34,083**	**34,434**

Source: HFIS & SPARCS

[1]Unable to verify if vascular access surgeries are offered.

All of the facilities listed above provide multi-specialty services. There are also four multi-specialty ambulatory surgery centers recently approved by the Department: Excelsior Ambulatory Surgery Center (CON 222036), 4.9 miles away; ASC of Brooklyn (CON 241082), 5.6 miles away; Bridge Street ASC (CON 232010), 7.2 miles away, and ASC of Williamsburg (CON 242221), 7.4 miles away; none specializing in vascular access surgery services.

The number of projected visits is 1,116 in Year One and 1,138 visits in Year Three with Medicare at 30%, Medicaid at 11% and Charity Care at 2%. These projections are based on the current private practice of the participating surgeon. The applicant states that all of the procedures moving to this center are currently being performed in private physicians' office settings. The table below shows the projected payor source utilization for Years One and Three.

	Year One		Year Three	
Payor	**Volume**	**%**	**Volume**	**%**
Commercial FFS	0	0%	0	0%
Commercial MC	635	57%	648	57%
Medicare FFS	0	0%	0	0%
Medicare MC	335	30%	342	30%
Medicaid FFS	0	0%	0	0%
Medicaid MC	123	11%	125	11%
Charity Care	23	2%	23	2%

Source: Applicant

The Center expects to contract with the following Medicaid Managed Care plans: Healthfirst; UnitedHealthcare Community Plan; MetroPlusHealth; and Fidelis Care. The Center will work collaboratively with local dialysis centers and others to provide services to the under-insured in their service area. The Center will develop a charity care and financial assistance policy with a sliding fee scale to be utilized when the Center is operational.

Conclusion

Approval of this project will bring associated office based vascular access surgery services under Article 28 regulatory standards.

Program Analysis

Project Proposal

Proposed Operator	Flatlands Access Center LLC
Site Address	3839 Flatlands Ave. Brooklyn, NY 11234 (Kings County)
Specialties	Ambulatory Surgery - Single Specialty
Hours of Operation	7:00 a.m. to 3:30 pm, Monday through Friday
Operating Rooms	0
Procedure Rooms	2
Staffing (1st Year / 3rd Year)	10.9 FTEs / 11.0 FTEs
Medical Director(s)	Moro O. Salifu, MD, MPH, MBA
Emergency, In-Patient, and Backup Support Services Agreement and Distance	Expected to be provided by: University Hospital at Downstate 2.6 miles/17 minutes

An existing office-based surgical suite for vascular access will be renovated into a qualified Article 28 Diagnostic and Treatment Center providing vascular access ambulatory surgery services to the Brooklyn, New York, Community. The 6,025 sq ft. suite will be in a 30,430 sq. ft. building. There will be 2 procedure rooms and the support infrastructure to accommodate the procedure rooms' activity and staff in accordance with the applicable code and regulations.

The proposed facility will be owned and operated by Moro O. Salifu, MD, MPH, MBA. Dr. Salifu is Board Certified in Internal Medicine, Nephrology, Transplant Nephrology, and Interventional Nephrology. The Center will credential additional quality medical staff with board certifications in surgery and nephrology.

The table below shows the FTEs in Year One and Year Three after completions of this project:

Position	Year One	Year Three
Management and Supervision	1.4	1.4
Technician and Specialist	1.1	1.1
Registered Nurses	4.2	4.4
Clerical and Other Administrative	4.2	4.2
Totals	**10.9**	**11.0**

Character and Competence

The sole member of Flatlands Access Center, LLC is:

Name	Ownership
Moro O. Salifu, MD, MPH, MBA	100%

Dr. Moro O. Salifu will be the sole owner and medical director of the Center. Dr. Salifu is the current Director at the University Physicians of Brooklyn since 2006 and is responsible for the supervision and training of interventional nephrology fellows and dialysis vascular access maintenance procedures. Dr. Salifu is also currently a Nephrologist at Downstate Medical Center since 2001, and has been the Director of Nephrology at Downstate Medical since 2008. Since 2006, Dr. Salifu has been certified by the American Society for Diagnostic and Interventional Nephrology (ASDIN) to perform all interventional procedures for maintenance of hemodialysis vascular access. He is certified by the American Board of Internal Medicine (ABIM) as an internist and certified by the ABIM subspecialty in nephrology. Dr. Salifu graduated from the Dokuz Eylul University Medical School in 1994 and from SUNY Downstate Medical Center with a Master's Degree in Public Health in 2004. Dr. Salifu received a Master's in Business Administration from George Washington University in 2008.

The following lawsuit names Dr. Salifu:

Conde, Iris vs. Flatlands Medical Associates, PLLC et al/ Kings Supreme Court/ 506290/2021/Tort-Other

Per the applicant, this case was dismissed on April 11, 2025.

Integration with Community Resources

Contingent on achieving Article 28 status, the Center will seek and apply for CMS deemed status and AAAHC Accreditation. As such, the Center and its owners are committed to quality patient care and adherence to the Laws, regulations, and standards of the New York State Department of Health, CMS, and AAAHC.

- Admissions (including a statement that no person will be denied access to service because of race, sex, age, religion, creed, sexual orientation, ability to pay, source of payment, or other personal characteristic. Furthermore, patients will not be excluded based upon ability to pay, and charity care will be provided.)
- Program for credentialing and re-credentialing
- Quality Assurance / Process Improvement (QAPI) Program
- Scope of Services (List of approved procedures)
- Schedule of charges
- Medical records
- Disaster preparedness
- Disclosure of physician ownership
- Advanced medical directives
- Patient grievance procedures
- Infection control

An administrative plan will be developed that will includes goals, objectives, an operating budget, and the process for developing policies and procedures. The Center will operate in a manner designed to fulfill the proposed goals and objectives and assure the provision of quality ambulatory services.

The Center will be a single-specialty referral site to provide dialysis vascular access maintenance services only. The patients already have primary nephrologists and primary care physicians. On the likelihood that a patient referred to the Center has no primary care physician, they will alert the referring nephrologists, who will resolve the issue.

The Center will serve Central Brooklyn dialysis patients. A high percentage of this underserved patient population identifies as African American or Hispanic with very low incomes and heavy dependence on some form of government assistance. The Center will be dedicated to serving this population with the main goal of improving their lives, preventing unnecessary emergency room visits and unnecessary hospitalizations by ensuring timely intervention to prevent dialysis vascular access malfunction. The Center will take all patients irrespective of type of insurance.

The Center will be using an electronic medical record.

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 for renovations and movable equipment is estimated at $2,119,754 broken down as follows:

Renovation & Demolition	$1,280,313
Design Contingency	128,313
Construction Contingency	128,313
Architect/Engineering Fees	175,000
Movable Equipment	380,100
Interim Interest Expense	14,131
Application Fee	2,000
Additional Processing Fee	11,584
Total Project Cost	$2,119,754

The financing for this project will be as follows:

Members' Equity	$189,654
Bank loan (5.47% interest, 10-year term)	1,550,000
Transferred Equipment from existing practice	380,100
Total	$2,119,754

Bank of America has provided a letter of interest for the bank loan. BFA Attachment A shows sufficient resources to meet the equity requirement.

Operating Budget

The applicant has submitted an operating budget, in 2025 dollars, for years one and three, summarized below:

	Year One		Year Three	
	Per Visit	Total	Per Visit	Total
Revenues:				
Commercial MC	$4,213.08	$2,675,305	$4,255.21	$2,757,375
Medicare MC	$3,874.13	1,297,832	$3,912.87	1,338,201
Medicaid MC	$3,656.23	449,716	$3,692.78	461,599
Total Revenue		$4,422,853		$4,557,175
Expenses:				
Operating	$2,527.68	$2,820,891	$2,582.62	$2,939,022
Capital	430.68	480,635	420.05	478,015
Total	$2,958.36	$3,301,526	$3,002.67	$3,417,137
Net Income / (Loss)		$1,121,327		$1,140,138
Total Procedures		1,116		1,138
Cost per Visit		$2,958.36		$3,002.67

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

Payor:	Year One	Year Three
Commercial MC	56.90%	56.94%
Medicare MC	30.02%	30.05%
Medicaid MC	11.02%	10.99%
Charity Care	2.06%	2.02%
Total	100.00%	100.00%

The following is noted with respect to the submitted budget:

- The number and mix of staff were determined by the historical experience of the proposed physician members in providing ambulatory surgical services, and experience of other similar FASCs. Staffing pattern will be based upon demand.
- Revenues and operating expenses are based on the experience of the proposed physician members in providing ambulatory surgery services.
- The Medicare rate is based on the 2024 Final Rule Rates for each CPT code.
- Commercial rates were estimated at 110% the Medicare rate, and the Medicaid rates were estimated at 95% of the Medicare rate for each CPT code.
- The direct medical personnel expense is calculated using the total number of cases times a total of 10 hours per case. The non-medical staffing is based on the administrative needs of a Center of this size.
- The payer mix was determined based on the demographics of the service area and with input from the members of the applicant and the physicians involved with this project.
- Utilization is based on the current caseload of the physicians who've committed to perform cases at the Center.

Draft Lease Agreement

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

Premises:	3839 Flatlands Avenue, Brooklyn, 11234
Landlord:	Brooks Realty Associates, LLC
Tenant:	Flatlands Access Center, LLC
Term:	10 years, with an option to renew for five (5) years.
Fixed Rent:	Base rent for total leased space is $216,921 per year ($18,076.75 per month). There is no rent escalation during the initial 10-year term. Upon execution of this lease, the tenant shall deposit with landlord $21,626.41 as security.
Provisions:	Tenant is responsible for real estate taxes, insurance, utilities, and maintenance

The applicant has submitted an affidavit stating the lease between the property owner and the lessee is an arm's length arrangement. The applicant has submitted letters from two NYS licensed realtors attesting to the reasonableness of the per square footage rental.

Capability and Feasibility

The total project cost of $2,119,754 will be met with $189,654 in member equity, a bank loan for $1,550,000 with a 10-year term and an interest rate estimated to be 5.47%, and $380,100 in transferred equipment. Bank of America has provided a letter of interest at the stated terms.

The working capital requirement is estimated at $569,506 based on two months of third-year expenses. The working capital will be funded with members' equity of $369,506, and a bank loan of $200,000 with a five-year term and an interest rate of 5.25%. Bank of America has provided a letter of interest.

BFA Attachment A, Net Worth Statement of Proposed Members of Flatlands Access Center, LLC, indicates sufficient resources overall to fund the equity requirements.

The submitted budget projects a net income of $1,121,327 and $1,140,138 during Year One and Year three of operations, respectively. The budget appears reasonable.

BFA Attachment B, Pro-Forma Balance Sheet for Flatlands Access Center, LLC, shows the operation will start with $939,260 in members' equity as of the first day of operations.

Conclusion

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

Attachments

BHFP Attachment	Map
BFA Attachment A	Net Worth Statement of Proposed Members of Flatlands Access Center, LLC
BFA Attachment B	Pro-Forma Balance Sheet for Flatlands Access Center, LLC
BFA Attachment C	Flatlands Access Center, LLC Organizational Chart and List of Members

Public Health and Health Planning Council

Project # 251234-B
Smithtown ASC

Program:	**Diagnostic and Treatment Center**	***County:***	**Suffolk**
Purpose:	**Establishment and Construction**	***Acknowledged:***	**May 20, 2025**

Executive Summary

Description

Smithtown ASC, LLC (Smithtown), a limited liability company, is requesting approval to establish and construct a multi-specialty Article 28 freestanding ambulatory surgery center (FASC) at 61 Southern Boulevard Nesconset, in Suffolk County. Smithtown will specialize in gastroenterology, pain management, general surgery, and vascular surgery.

This project will convert five (5) existing private office-based surgical practices into a multi-specialty Article 28 FASC. Upon approval, the surgical component of the private practices will close. However, each practice will continue to provide consultations, follow ups, and pre and post procedure appointments. Smithtown will have two (2) procedure rooms and one (1) operating room.

The proposed members of Smithtown ASC, LLC are as follows:

Member Name	Ownership Percentage
Dr. Richard Feldstein	47.5%
Dr. Farzad Forohar*	47.5%
Sapient Health Management, LLC	5.0%
Total	100%

Members of Sapient Health Management, LLC are as follows:

Member Name	Direct Percent of Membership
Alexander Ingram	50%
Joseph Romano	50%
Total	100%

Dr. Farzad Forohar, who is board-certified in Gastroenterology and also a member, will serve as the Medical Director. Stony Brook University Hospital is expected to serve as the backup hospital, 6.3 miles/13.0 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 3,391 visits in Year One and 4,553 visits in Year Three, with Medicaid at 6.5% and Charity Care at 2.0%.

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 $3,668,221 will be funded with a members' equity of $408,031, a $3,200,000 loan at an interest rate of 7.83% with a 5-year term, and a $60,190 landlord-tenant allowance, which will not be re-paid through rent

Budget:	Year One	Year Three
Revenues	$3,351,975	$4,527,849
Expenses	$2,948,029	$3,600,649
Net Income/(Loss)	$403,946	$927,200

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 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. Architectural Design Development Drawings: Submission of architectural and life safety drawings, acceptable to the Department, as described in the Bureau of Architecture and Engineering Review Drawing Submission Guidelines DSG-1.0. [AER]
3. Engineering Design Development Drawings: Submission of mechanical, electrical, plumbing and fire protection drawings, acceptable to the Department, as described in the Bureau of Architecture and Engineering Review Drawing Submission Guidelines DSG-1.0. [AER]
4. Submission of an executed transfer and affiliation agreement, acceptable to the Department, with a local acute care hospital. [HSP]
5. Submission by the governing body of the ambulatory surgery center of an Organizational Mission Statement which identifies, at a minimum, the populations and communities to be served by the center, including underserved populations (such as racial and ethnic minorities, women, and handicapped persons) and the centers 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]
6. Submission of a signed agreement with an outside, independent entity satisfactory to the Department to provide annual reports to DOH. Reports are due no later than April 1st for the prior year and are to be based upon the calendar year. Submission of annual reports will begin after the first full or, if greater or equal to six months after the date of certification, partial year of operation. Reports should include:
   a. Data displaying actual utilization including procedures;
   b. Data displaying the breakdown of visits by payor source;
   c. Data displaying the number of patients who needed follow-up care in a hospital within seven days after ambulatory surgery;
   d. Data displaying the number of emergency transfers to a hospital;
   e. Data displaying the percentage of charity care provided;
   f. The number of nosocomial infections recorded during the year reported;
   g. A list of all efforts made to secure charity cases; and
   h. A description of the progress of contract negotiations with Medicaid managed care plans. [RNR]
7. Submission of an executed construction loan acceptable to the Department of Health. [BFA]
8. Submission of an executed working capital loan acceptable to the Department of Health. [BFA]

Approval conditional upon:

1. This project must be completed by **January 1, 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 **April 1, 2026**, and construction must be completed by **October 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 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]
6. 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]

Council Action Date
September 18, 2025

Need Analysis

Project Description

Smithtown ASC, LLC (Smithtown, the Center) submitted this application to establish and construct an Article 28 Diagnostic and Treatment Center (D&TC) and to be certified as a multi-specialty Freestanding Ambulatory Surgical Center (FASC) specializing in gastroenterology, pain management, general surgery and vascular surgery. The Center will be at 61 Southern Boulevard, Nesconset, New York 11767 (Suffolk County).

Background & Analysis

The service area is Suffolk County. The population of Suffolk County is projected to decline to 1,488,885 by 2030 per projection data from the Cornell Program on Applied Demographics (PAD), a decrease of 2.4%. Demographics for the service area are noted below, including a comparison with New York State:

Demographics	Suffolk County	New York State
Total Population – 2023 Estimate	1,525,680	19,872,319
Hispanic or Latino (of any race)	22.2%	19.6%
White (non-Hispanic)	63.2%	53.4%
Black or African American (non-Hispanic)	6.8%	13.6%
Asian (non-Hispanic)	4.2%	8.8%
Other (non-Hispanic)	3.6%	4.6%

Source: 2023 American Community Survey (5-year Estimates Data Profiles)

According to the applicant, the aged 45 and over population is more likely to utilize the Center's service. The population cohort aged 45 to 75 years old was 38.7% of the total population in Suffolk County in 2023. By 2030, Cornell PAD estimates the 45 to 75 years and over cohort will be 36.8% of the total population, a decline of 1.9%. This cohort is important as the current colorectal screening guidelines from the Centers for Disease Control and the American Cancer Society recommend that adults aged 45 to 75 years old be screened for colorectal cancer.

In 2023, 95.4% of the population of Suffolk County had health coverage as follows:

Employer Plans	56.5%
Medicaid	12.1%
Medicare	13.1%
Non-Group Plans	13.2%
Military or VA	0.469%

Source: Data USA

The table below shows the number of patient visits for facilities providing ambulatory surgery services in Suffolk County for 2022 through 2024.

Ambulatory Surgery within a 7.5-mile Radius of Proposed Center				
Facility Name	Type	Patient Visits		
		2022	2023	2024
Stony Brook University Hospital	Hospital	29,195	32,535	32,868
John T. Mather Memorial Hospital of Port Jefferson	Hospital	9,819	9,573	9,495
St. Charles Hospital	Hospital	8,304	9,007	8,064
St. Catherine of Siena Hospital	Hospital	8,866	9,712	9,310
North Shore Surgi-Center	ASC	5,841	5,530	5,080
Advanced Surgery Center of Long Island	ASC	9,555	10,383	10,689
Port Jefferson Ambulatory Surgery Center	ASC	4,273	3,636	3,889
PrecisionCare Surgery Center	ASC	2,120	2,487	2,968
Northeast Endoscopy	ASC	486	1,459	1,205[1]
The Center for Advanced Spine and Joint Surgery	ASC	835[2]	147[2]	0[3]
Total Visits		**79,294**	**84,469**	**83,568**

Source: HFIS & SPARCS
[1]Data available for Jan – May 2024
[2]Partial SPARCS data available
[3]No SPARCS data available for 2024

All the facilities listed above provide multi-specialty services except for Northeast Endoscopy, which provides single-specialty gastroenterology service. In addition, the Department approved SurgiCore Suffolk (CON 212260) with services including pain management. SurgiCore Suffolk is approximately 3.5 miles away and an 11-minute drive from this site.

The number of projected visits is 3,391 in Year One and 4,553 visits in Year Three with Medicaid at approximately 6.5% and Charity Care at 2.0%. These projections are based on the current caseload of the physicians who will be practicing at the Center. According to the applicant, all cases will come from the existing private office-based surgery practices of the physicians, located within about 15 minutes from the proposed ASC, apart from one physician whose practice is in Syosset (Nassau County), approximately 30 minutes from the proposed ASC. There will be no cases that come from the local hospitals. The physicians will continue to be on call and see patients at the hospitals with which they are affiliated.

According to the applicant, this conversion will result in operational efficiencies and an improved patient experience. The surgical component of the current private practices will close; however, the private practices will continue to provide consultations and follow-up appointments.

The table below shows the projected payor source utilization for Years One and Three.

Payor	Year One		Year Three	
	Volume	%	Volume	%
Commercial FFS	1,323	39.0%	1,776	39.0%
Commercial MC	661	19.5%	888	19.5%
Medicare FFS	149	4.4%	200	4.4%
Medicare MC	597	17.6%	801	17.6%
Medicaid FFS	44	1.3%	59	1.3%
Medicaid MC	176	5.2%	237	5.2%
Charity Care	68	2.0%	91	2.0%
All Other (Workers' Comp & No Fault)	373	11.0%	501	11.0%

Source: Applicant

The Center expects to contract with the following Medicaid Managed Care plans: Healthfirst; Fidelis; Metroplus; and Molina. Moreover, the Center will reach out to any local Federally Qualified Health Centers (FQHC), such as Ronkonkoma Health Center, Charles Evans Center, and Long Island Select Healthcare, to bring in additional Charity Care and Medicaid patient referrals and provide services to the under-insured in their service area.

The Center will develop a financial assistance policy with a sliding fee scale to be utilized when the Center is operational. The Center will be open Monday through Friday, 7:00 AM to 5:00 PM. The Center has contacted Stony Brook University Hospital to request a transfer and affiliation agreement. Stony Brook University Hospital is approximately 6.2 miles away and a 14-minute drive from the Center.

Conclusion

Approval of this project will provide more convenient and high-quality ambulatory surgery services in an outpatient setting for the residents of Suffolk County.

Program Analysis

Project Proposal

Proposed Operator	Smithtown ASC, LLC
To Be Known As	Smithtown ASC
Site Address	61 Southern Boulevard, Nesconset, New York 1767 (Suffolk County)
Specialties	Ambulatory Surgery - Multi Specialty
Hours of Operation	Monday through Friday, 7:00 a.m. to 5:00 p.m.*
Staffing (1st Year / 3rd Year)	20.0 FTEs / 22.0 FTEs
Medical Director	Farad Forohar, M.D.
Transfer Agreement and Distance	Expected to be provided by Stony Brook University Hospital 6.3 miles away / 13.0 minutes away.
Nearest Hospital	Stony Brook University Hospital, 6.3 miles / 13 minutes away

** Weekend and/or evening procedures will be made available, if needed, to accommodate patient scheduling issues.*

Procedures will be performed under local and general anesthesia or conscious sedation and will not require an overnight stay in an acute care hospital. Many of the procedures performed will be for gastroenterology and pain management. There will be no procedures coming from local hospitals or other FASCs. The Center will occupy approximately 6,019 square feet of space on the ground floor and renovate approximately 5,088 square feet of the building.

Anesthesiology services will be provided by anesthesiologists to be approved by the Credentials Committee. Pharmaceutical services will be provided in accordance with accepted professional practice and under the direction of a qualified individual designated to be responsible for these services. Drugs will be prepared and administered according to established policies and accepted standards of practice.

The Center contacted Stony Brook University Hospital to request a transfer and affiliation agreement. Stony Brook University Hospital is approximately 6.1 miles away and a 13-minute drive from the Center.

There will be an increase of two (2) full-time FTEs from Year One (1) to Year Three (3). The following describes the FTEs for the facility:

Position	Year One	Year Three
Management and Supervision	5.0	5.0
Technician and Specialist	7.0	8.0
Registered Nurses	3.0	4.0
Licensed Practical Nurses	1.0	1.0
Aides, Orderlies & Attendants	1.0	1.0
Surgeons (will only be member physicians)	N/A - establishing	
Clerical and Other Administrative	3.0	3.0
Totals	20.0	22.0

The members of Smithtown ASC, LLC are as follows:

Name	Membership Interest
Richard Feldstein, M.D.	47.5%
Farzad Forohar, M.D.	47.5%
Sapient Health Management, LLC	5.0%
Total	100%
Sapient Health Management, LLC	
Joseph Romano: Direct membership Indirect Membership	 50.0% 2.0%
Alexander (Bill) Ingram: Direct Membership Indirect membership	 50.0% 2.0%

Dr. Farzad Forohar, who is board-certified in gastroenterology, will serve as the Medical Director. In addition to being a member of Smithtown ASC, Dr. Forohar will perform gastroenterology procedures at the proposed Center**.**

The Center will enter into an Administrative Services Agreement with Sapient Health Management, LLC to provide administrative functions for the operation of the Center.

Character and Competence

Richard Feldstein, MD graduated from St. George's University School of Medicine, in Grenada, W.I. and received a Doctor of Medicine degree in 2002; went to McGill University Montreal in Quebec, Canada and received a Master of Science degree in Experimental Medicine in 1998; and graduated from Concordia University Montreal in Quebec, Canada and received a Bachelor of Science in Biochemistry degree in 1996. Dr. Feldstein is Board Certified in Gastroenterology through 2029.

Since 2022, Dr. Feldstein practices at Lighthouse Gastroenterology in Commack, NY; practiced from 2015-2022 at Lazar PC MD in Commack, NY; practiced from 2013-2015 at Gastrocare PC in Valley Stream, NY. From 2009-2024, Dr. Feldstein was a Faculty Attending and Assistant Professor for the Department of Gastroenterology at Woodhull Medical and Mental Health Center at the New York University School of Medicine.

Dr. Feldstein disclosed and provided an explanation of a current lawsuit (death of a patient) which includes him along with several other defendants. This lawsuit is in the discovery stage of litigation.

Farzad Forohar, MD went to the University of Arkansas Fayetteville, Arkansas, and received a Bachelor of Science in Chemical Engineering in 1998; graduated from Rutgers University in Newark, NJ in 2002; and graduated from Pecs Medical University Pecs in Hungary, with a Doctor of Medicine degree in 1996. Dr. Forohar is Board Certified in Gastroenterology.

Since 1999, Dr. Forohar has held a private Gastroenterology Practice, in partnership with Stonybrook; and is affiliated with St. Catherine of Siena Medical Center (formerly St. John's Episcopal Hospital) in Smithtown, NY.

Joseph A. Romano received a bachelor's degree in business management from Ramapo College of New Jersey in 2004. Currently, Joseph Romano is the president and co-owner of Sapient Health Management, LLC; and was the Vice-President of Logistics at Frontier Healthcare Holding, LLC in New York from 2012 to 2015

Sapient Health Management is a healthcare management company, which focuses on developing outpatient Surgery Centers for over 10 years and has been an administrator at several Article 28 Surgery Centers in New York.

Alexander W. (Billy) Ingram received a bachelor's degree in BSC/BCOM from the University of Melbourne in Australia in 2006. Currently, Alexander Ingram is a Partner in Sapient Health Management, LLC; was a Managing Director at Scale Healthcare in New York from 2019 to 2023, was the Chief Executive Officer of The Motherhood Center in New York from 2014 to 2018; is a consultant and partner/officer with Armadale Health, LLC, and was a senior member of Frontier Healthcare that developed and operated several ASCs in New York State.

Integration with Community Resources

The Center plans to work closely with its patients to educate them regarding the availability of primary care services offered by local providers, including an array of outpatient primary care services offered in the community. Patients will be better able to make informed choices regarding preventive medicine, to understand personal health care options going forward, and to 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 will reach out on a regular basis to any area Federally Qualified Health Centers (FQHC), such as Ronkonkoma Health Center, Charles Evans Center, and Long Island Select Healthcare, to bring additional Charity Care and Medicaid patient referrals to the Center.

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.

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

Total project costs for construction, fit out, and acquisition of moveable equipment is estimated at $3,668,069 and broken down as follows:

Renovation and Demolition	$1,976,000
Design Contingency	$197,600
Construction Contingency	$197,600
Architect Engineering Fees	$197,600
Construction Management Fees	$98,800
Other Fees	$20,000
Movable Equipment	$859,047
Financing Costs	$16,000
Interim Interest Expense	$83,520
Application Fee	$2,000
Processing Fee	$20,054
Total Project Cost	$3,668,221

The applicant's plan for financing is as follows:

Equity (Applicant Members)	$408,031
Landlord Tenant Allowance	$60,190*
Mortgage Loan 7.83% with a 5-year term	$3,200,000
Total Project Financing	$3,668,221

**Landlord Tennant allowance will not be re-paid through rent.*

Panacea Financial has provide a letter of interest to provide both the mortgage loan and the working capital loan.

Operating Budget

The applicant has submitted their Year One and Year Three operating budget, in 2025 dollars, summarized below:

	Year One		Year Three	
Payor Source	Per Procedure	Total	Per Procedure	Total
Revenue:				
Commercial FFS	$1,194	$1,579,163	$1,199	$2,129,083
Commercial MC	$1,195	$789,582	$1,199	$1,064,542
Medicare FFS	$696	$103,678	$702	$140,465
Medicare MC	$695	$414,711	$701	$561,859
Medicaid FFS	$621	$27,329	$626	$36,949
Medicaid MC	$621	$109,316	$624	$147,797
All Other*	$880	$328,196	$893	$447,154
Total Revenue		$3,351,975		$4,527,849
Expenses:				
Operating Expense	$698	$2,366,576	$682	$3,107,081
Capital Expense	$171	$581,453	$108	$493,568
Total Expense	$869	$2,948,029	$790	$3,600,649
Net Income/(Loss)		$403,946		$927,200
Total Procedures		3,391		4,553
Cost Per Procedure		$869		$803

**All Other includes worker's compensation and No-fault cases*

Utilization by payor source is as follows:

Payor Source	Year One	Year Three
Commercial FFS	39.02%	39.01%
Commercial MC	19.49%	19.50%
Medicare FFS	4.39%	4.39%
Medicare MC	17.61%	17.59%
Medicaid FFS	1.30%	1.30%
Medicaid MC	5.19%	5.21%
All Other	11.00%	11.00%
Charity Care	2.01%	2.00%
Total	100.00%	100.00%

The basis for utilization, expense and revenue assumptions is as follows:

- The payor mix for this project was determined based on the demographics of the primary service area in conjunction with the physicians' existing payor mix in their private practices.
- The number and mix of staff, expenses and revenues were based on the experience of the applicant and its members in providing surgical services and on industry norms for freestanding ambulatory surgery centers.
- The revenues are based on the current governmental reimbursement rates for the procedures to be performed at the Center and the anticipated contractual agreements with commercial payors
- The total annual projected number of cases in Year One is 3,391 cases and 4,553 cases by Year Three. These exceed the Department's standard of between 800 to 1,200 cases per room. Many of the procedures performed will be for gastroenterology and pain management, which do not require as much time or resources as other specialties. Therefore, each operating/procedure room will be able to handle more than 800 to 1,200 cases per room. This projection is based conservatively upon the current caseload of the participating physicians that is appropriate for this setting and is indicative of the existing demand for this service. The applicant has provided letters of support for the physicians who have committed to performing procedures at the center.

Lease Rental Agreement

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

Date:	April 1, 2025
Premise:	61 Southern Boulevard, Nesconset, NY (the building) located in the Southern Boulevard Professional Park
Landlord:	Southern Boulevard Professional Park
Tenant:	Smithtown ASC, LLC
Term:	15 years and 9 months
Rent:	Year 1 $156,494 with an annual 3% increase from year 2-15
Provisions:	Triple net

The applicant has submitted an affidavit attesting to the lease being an arm's-length agreement. The applicant has also provided two Letters of Rent Reasonableness from area licensed real estate brokers attesting to the reasonableness of the rent.

Administrative Services Agreement (ASA)

Smithtown ASC, LLC will enter into an Administrative Agreement (ASA) with Sapient Health Management, LLC to provide certain administrative functions for the operation of the Center.

Date	April 22, 2025
Operator:	Smithtown ASC, LLC
Servicer:	Sapient Health Management, LLC
Term:	Commencing on the date the center receives its conditional Certificate of Need from NYSDOH (Commencement date)
Responsibilities of the servicer	Administrative services: subject to the company's approval, accounting, financial management, budgeting, business development, policies & procedures, marketing, public relations, accreditation and licensure, 3rd party agreements; procurement, insurance, legal, provide for a center coordinator and be liable for all acts performed by the administrator on behalf of the company that are not the responsibility of the company.
Compensation	$144,000 annual fee

Capability and Feasibility

The total project cost of $3,668,221 will be funded with a commercial loan of $3,200,000 at a 7.83% interest with a 5-year term, $408,031 from members' equity and $60,190 in landlord tenant allowance. The working capital requirement is estimated at $600,109, based on two (2) months of third-year expenses, and will be funded through member equity of $300,109 and a commercial loan of $300,000 at an interest rate of 7.83% with a 5-year term. BFA Attachment B, Net Worth Statements of the Proposed Member shows sufficient liquid resources available to fund the total project cost and working capital requirement.

BFA Attachment B, Pro Forma Balance Sheet of Smithtown ASC, LLC shows the entity will have $768,330 in equity as of the first day of operations.

The submitted budget indicates a net income of $403,946 and $927,200 in Year One and Year Three, respectively. 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	Net Worth Statements of the Proposed Members of Smithtown ASC
BFA Attachment B	Pro Forma Balance Sheet of Smithtown ASC, LLC

Public Health and Health Planning Council

Project # 231129-E
Serenity Health & Wellness, LLC

Program:	**LHCSA**	***County:***	**Queens**
Purpose:	**Establishment**	***Acknowledged:***	**April 21, 2023**

Executive Summary

Description
Serenity Health & Wellness, LLC, an existing Licensed Home Care Services Agency (LHCSA), is requesting approval for the transfer of 100% of its membership interests to Swift Home Care Corp.

Serenity Health & Wellness, LLC previously entered into a management contract with Swift Home Care Corp., which the Department approved on December 16, 2020.

The agency will still be known as Serenity Health & Wellness, LLC, and there are no changes being proposed to the counties served or to the services that are provided.

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 §765-1.2(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 18, 2025

Program Analysis

Background

Serenity Health & Wellness, LLC is requesting approval of the transfer of 100% of its membership interests to a new member, Swift Home Care Corp., after which Swift Home Care Corp will be the new sole owner of Serenity Health & Wellness, LLC. Serenity Health & Wellness, LLC will remain the operator of the LHCSA.

On December 16, 2020, the Department previously approved a management contract between Serenity Health & Wellness, LLC and Swift Home Care Corp.

There are no changes being proposed to the counties served or to the services that are provided.

The applicant will continue to serve the residents of the following counties:

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

The applicant will continue to provide the following healthcare services:

- Home Health Aide
- Homemaker
- Housekeeper
- Medical Supplies, Equipment, and Appliances
- Nursing
- Personal Care
- Therapy - Occupational
- Therapy - Physical
- Therapy - Speech Language Pathology

Character and Competence Review

Swift Home Care Corp. will be comprised of the following individual:

Moishe Freund (100%)

Employment

- Director, Serenity Health & Wellness, LLC (February 2020 – Present)

Affiliations

- Serenity Health & Wellness, LLC – Management Agreement (February 2020 – Present)

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

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 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. Please refer to Attachment A for the agency's Workforce Summary.

Conclusion

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.

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	Workforce Summary

NEW YORK STATE OF OPPORTUNITY. Department of Health

Public Health and Health Planning Council

Project # 232065-E
Mountainview Management LLC d/b/a Mountainview Home Care Agency

Program:	**LHCSA**	***County:***	**Dutchess**
Purpose:	**Establishment**	***Acknowledged:***	**November 7, 2023**

Executive Summary

Description
Establish Mountainview Management LLC d/b/a Mountainview Home Care Agency as the new operator of a Licensed Home Care Services Agency (LHCSA) currently operated by Mountain Home Care Agency at 355 Fishkill Avenue, Beacon, New York.

OALTC Recommendation
Approval

Need Summary
In accordance with Title 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 Title 10 NYCRR §765-1.2(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 18, 2025

Program Analysis

Program Description

Mountainview Management LLC d/b/a Mountainview Home Care Agency is requesting approval of a change in membership interest for Mountainview Home Care Agency LHCSA. There is a separate application for conforming membership changes to the Assisted Living Program, Hedgewood Assisted Living, LLC, which is served by the LHCSA.

The proposed membership of Mountainview Management LLC d/b/a Mountainview Home Care Agency is Saje Holdings, LLC (100%), which consists of the following members:

- Shimon Lefkowitz 52.5%
- Jeff Shemia 47.5%

The proposed organizational chart is provided as Attachment A.

The applicant will continue to serve the residents of the following counties:

- Columbia
- Dutchess
- Nassau
- Orange
- Putnam
- Rockland
- Sullivan
- Suffolk
- Ulster
- Westchester

The applicant will continue to provide the following healthcare services:

- Home Health Aide
- Nursing
- Personal Care

The following service will be removed from the license:

- Medical Supplies, Equipment, and Appliances

Character and Competence Review

Mountainview Management LLC d/b/a Mountainview Home Care Agency is made up of Saje Holdings LLC, which will be comprised of the following individuals:

Shimon Lefkowitz (52.5%) (Managing Member)

Employment:

- Executive Director, Palm Beach Home for Adults (1988 – 2005)

Affiliations:

- The Waterford on the Bay, (Adult Care Facility), (1988 – Present)
- Palm Gardens Center for Nursing and Rehabilitation (RHCF), (2005 – Present)
- The Heritage Center for Nursing and Rehabilitation (RHCF), (2008 – Present)
- Signature Senior Living (Adult Care Facility), (2013 – Present)

Jeffrey Shemia (47.5%) (Managing Member)

Employment:
- Co-CEO/President, Girling Health Care of New York (2012 – Present)
- Co-CEO, HCS Home Care (March 2004 – July 2012)

Affiliations:
- HCS, (LHCSA), (March 2004 to July 2012)
- A&J Home Care, (LHCSA), (August 2014 – Present)
- Girling Health Care of New York (CHHA), (August 2014 – Present)
- Extended Home Care (CHHA), (January 2022 – Present)
- A&J Staffing, Inc. (Fiscal Intermediary), (October 2016 – Present)
- A Better Life (MO), (Fiscal Intermediary), (December 2019 – Present)

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

A review of the compliance history of the above-mentioned affiliated facilities reveals the following:
- Palm Gardens Center for Nursing and Rehabilitation was fined a $1,625.00 civil penalty pursuant to findings F884 F Reporting – National Health Safety Network survey exit date was July 12, 2021.
- Palm Gardens Center for Nursing and Rehabilitation was fined a $1,310.15 civil penalty pursuant to findings F884 F Reporting – National Health Safety Network survey exit date was July 5, 2021.
- Palm Gardens Center for Nursing and Rehabilitation was fined a $982.61 civil penalty pursuant to findings F884 F Reporting – National Health Safety Network survey exit date was June 28, 2021.
- Palm Gardens Center for Nursing and Rehabilitation was fined a $650.00 civil penalty pursuant to findings F884 F Reporting – National Health Safety Network survey exit date was June 21, 2021.
- Palm Gardens Center for Nursing and Rehabilitation was fined $2,000.00 pursuant to a Stipulation and Order NH-22-007 for Resident Rights 415.3 on Survey date July 20, 2021.
- The Heritage Center for Nursing and Rehabilitation was fined a $29,900.00 civil penalty pursuant to findings F604 K Right to be Free from Physical Restraints survey exit date was November 26, 2021.
- The Heritage Center for Nursing and Rehabilitation was fined $12,000.00 pursuant to a Stipulation and Order NH-22-010 for Physical Restraints 415.4(a)(2-7) and Infection Control 415.19(a)(1)&(2) on Survey date November 26, 2021.

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

The information provided by the Division of Adult Care Facilities and Assisted Living Surveillance has indicated that the applicant has provided sufficient supervision to prevent harm to the health, safety, and welfare of residents and to prevent recurrent code violations.

The applicant submitted a notarized affidavit attesting that the Fiscal Intermediary, A Better Life (Missouri) is currently licensed and in compliance with all applicable federal and state regulations.

Need Review

In accordance with Title 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 Title 10 NYCRR §765-1.2(b)3, the applicant has submitted financial documents prepared by a Certified Public Accountant (CPA) 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. Please refer to Attachment B for the agency's Workforce Summary.

Conclusion

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.

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

Attachments

LTC Attachment A	Organizational Chart
LTC Attachment B	Workforce Summary

Public Health and Health Planning Council

Project # 232147-E
Elite HHC, LLC

Program:	**LHCSA**	***County:***	**Kings**
Purpose:	**Establishment**	***Acknowledged:***	**December 5, 2023**

Executive Summary

Description
Elite HHC, LLC, a Licensed Home Care Services Agency (LHCSA), is requesting approval to transfer 100% membership interest from the current owner to HouseWorks New York Holdings, 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 §765-1.2(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 18, 2025

Program Analysis

Project Description

Elite HHC, LLC is requesting approval to transfer 100% membership interest to HouseWorks New York Holding, LLC. If approved, the Elite HHC, LLC. will become part of the HouseWorks family of companies. The transaction will result in a change to Elite HHC, LLC's direct parent; however, there will be no change to the operator of the LHCSA. There are also no changes being proposed to the counties served or to the services provided.

An affidavit of no control has been implemented above the 2nd level great grandparent entity, whereby Personal Care (ITC) Holdings, LLC and all organizations and members above this entity will refrain from exercising control over the LHCSA by directing or causing the direction of the actions, management or policies of the agency, whether through voting securities or voting rights thereunder, electing or appointing directors, the direct and indirect determination of policies, or otherwise. Please refer to Attachment A for the post-closing organizational chart.

The current membership of Elite HHC, LLC is Gershon Strasser (100%), and the new member will be HouseWorks New York Holding, LLC (100%). Gershon Strasser will continue to serve as President of the home care agency.

The applicant will continue to serve the residents of the following counties from an office at 1967 McDonald Avenue, Brooklyn, NY 11223:

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

The applicant will continue to serve the residents of the following counties from an office at 56 Harvester Street, Batavia, NY 14020:

- Erie
- Genessee
- Monroe
- Niagara
- Orleans

The applicant will continue to serve the residents of the following counties from an office at 2826 Lemoyne Avenue, Syracuse, NY 13211:

- Cayuga
- Madison
- Oneida
- Onondaga
- Oswego

The applicant will continue to provide the following healthcare services at all of their locations:

- Audiology
- Home Health Aide
- Homemaker
- Housekeeper
- Medical Social Services
- Nursing
- Nutritional

- Personal Care
- Therapy - Occupational
- Therapy - Physical
- Therapy - Respiratory
- Therapy - Speech Language Pathology

Character and Competence Review

HouseWorks New York Holding Company, LLC will be comprised of the following individuals:

Personal Care (ITC) Intermediate Holdings, Inc. (99.5% Indirect Owner)

The members of Personal Care (ITC) Intermediate Holdings, Inc. include the following:

Brad Coppens, Director and Vice President

Employment

- Senior Partner, InTandem Capital Partners, LLC (July 2021 – Present)

Affiliations

No offices held or ownership interests in other health facilities.

Steven Cohen, Director

Employment

- Operating Partner, InTandem Capital Partners, LLC (January 2012 – Present)

Affiliations

- Del Mar Surgery Center, Clinical Laboratory Testing Site (CA), (March 2021 – Present)
- San Diego Fertility Center IVF & Andrology Lab, LLC, Clinical Laboratory Testing Site (CA), (March 2021 – Present)
- Los Angelas IVF Laboratory, LLC, Clinical Laboratory Testing Site (CA), (August 2022 – Present)
- Pacific Northwest Fertility and IVF Specialist I, PLLC, Medical Test Site Accredited (WA), (January 2022 – Present)
- Dallas IVF Surgery Center, LLC, Ambulatory Surgical Center (TX), (May 2024 – Present)

Michael Trigilio, Director and Chief Executive Officer

Employment

- CEO, HouseWorks (April 2021 – Present)
- President, Amedisys (March 2016 – March 2020)

Affiliations

No offices held or ownership interests in other health facilities.

Richard Barasch, Director

Employment

- Interim Chief Executive Officer, AdaptHealth Corporation (June 2023 – May 2024)

retired May 31, 2024

Affiliations

No offices held or ownership interests in other health facilities.

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

A review of the compliance history of Elite HHC, LLC reveals the following:

- Elite HHC, LLC was fined $12,000 civil penalty to survey findings of violations of 10 NYCRR §766.3(b) – Plan of Care, §766.3(d) – Plan of Care, §766.4(d) – Medical Orders, §766.5(b)(1) – Clinical Supervision, §766.5(d) – Clinical Supervision, and §766.6(a)(5) – Patient Care Record. The survey exit date was 6/12/2023.

The States of California, Washington, and Texas 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 and state 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 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. Please refer to Attachment B for the agency's Workforce Summary.

Conclusion

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.

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	Organizational Chart
OALTC Attachment B	Workforce Summary

Public Health and Health Planning Council

Project # 232150-E
Adept Health Care Service Inc.

Program:	**LHCSA**	***County:***	**Rensselaer**
Purpose:	**Establishment**	***Acknowledged:***	**December 5, 2023**

Executive Summary

Description
Adept Health Care Service, Inc., a Licensed Home Care Services Agency (LHCSA), requests approval for a 100% change in ownership interest from a deceased shareholder to a new shareholder.

With the exception of the request to add homemaker and housekeeping services, there are no changes being proposed to the services provided, the counties served, or the legal entity of this agency.

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 18, 2025

Program Analysis

Project Description

Adept Health Care Service, Inc. requests approval for a 100% change in ownership interest from a deceased shareholder to a new shareholder. There are no changes being proposed to the counties served. The applicant will continue to provide the same services with the addition of Homemaker and Housekeeper services.

The current ownership is as follows:

- Karen Murphy (100%)

Following the approval of this CON, the proposed ownership will be as follows:

- Michele Travis (100%)

The applicant will continue to serve the residents of the following counties:

- Albany
- Columbia
- Delaware
- Fulton
- Greene
- Montgomery
- Rensselaer
- Saratoga
- Schenectady
- Schoharie
- Warren
- Washington

The applicant will continue to provide the following healthcare services:

- Home Health Aide
- Nursing
- Personal Care
- Specialty- Nursing Home Transition Diversion (NHT)

The applicant proposes to add the following healthcare services:

- Homemaker
- Housekeeper

Character and Competence Review

Adept Health Care Service, Inc. will be comprised of the following individuals:

Michele Travis (100%)

Employment

- Administrator, Adept Health Care Service, Inc. (June 1998 – Present)

Affiliations

- No offices held or ownership interests in other health facilities or agencies.

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

Facility Compliance/Enforcement

Not applicable, as the applicant did not disclose any healthcare affiliations.

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(b)3, the applicant has submitted financial documents prepared by a Certified Public Accountant (CPA) demonstrating the 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 A for the agency's Workforce Summary.

Conclusion

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.

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	Workforce Summary

Public Health and Health Planning Council

Project # 232199-E
Kingsway Home Care Services, Inc.

Program:	**LHCSA**	***County:***	**Schenectady**
Purpose:	**Establishment**	***Acknowledged:***	**January 4, 2024**

Executive Summary

Description
Kingsway Home Care Services, Inc., an existing Licensed Home Care Services Agency (LHCSA), is requesting approval to transfer 100% ownership interest from one deceased shareholder to one new shareholder.

There are no proposed changes to the counties served or services provided.

OALTC Recommendation
Contingent Approval

Need Summary
In accordance with Title 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 Title 10 NYCRR §765-1.2(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 18, 2025

Program Analysis

Program Description

Kingsway Home Care Services, Inc. is requesting approval to transfer 100% ownership from James McPartlon to Christina McPartlon.

The 100% shareholder interest was previously owned by James McPartlon, who passed away on February 21, 2020. Pursuant to James McPartlon's Last Will and Testament, the Estate of James McPartlon will transfer 100% shareholder interest in the LHCSA to Christina McPartlon, who will become the sole shareholder.

The applicant will continue to serve the residents of the following counties:

- Albany
- Montgomery
- Rensselaer
- Saratoga
- Schenectady

The applicant will continue to provide the following healthcare service(s):

- Nursing
- Home Health Aide
- Personal Care

Character and Competence Review

Kingsway Home Care Services, Inc. will be comprised of the following individual:

Christina McPartlon (100%)

Employment:

- Vice President and Secretary of Kingsway Home Care Services, Inc.

Affiliations:

- Kingsway Arms Nursing Center, Inc., (RHCF), (June 2011 – Present)
- Kingsway Manor, LLC, (Adult Home), (July 2020 – Present)
- Schenectady Ambulance Services, Inc., (EMS Provider), (April 2020 – Present)
- Parkland Ambulance Services, Inc., (EMS Provider), (July 2015 – Present)

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

A review of the compliance history of the above-mentioned affiliated facilities reveals the following:

- Kingsway Arms Nursing Center, Inc. was fined $6,000 pursuant to a Stipulation and Order NH-21-167 for Infection Control 415.19(a)(1)(2), 415.19(c). The survey exit date was September 24, 2020.

Information provided by the Center for Residential Services has indicated that the applicant has provided sufficient supervision to prevent harm, maintain the health, safety, and welfare of residents, and prevent recurrent code violations.

Information provided by the Bureau of Emergency Management Services has indicated that there were no statements of deficiencies or enforcement actions for the ambulance services listed above.

Need Review

In accordance with Title 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 Title 10 NYCRR §765-1.2(b)3, the applicant has submitted financial documents prepared by a Certified Public Accountant (CPA) 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. Please refer to Attachment A for the agency's Workforce Summary.

Conclusion

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.

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	Workforce Summary

Public Health and Health Planning Council

Project # 241300-E
Parkview Mansion LLC d/b/a Parkview Home Care

Program: **LHCSA**
Purpose: **Establishment**
County: **Bronx**
Acknowledged: **July 26, 2024**

Executive Summary

Description
Establish Parkview Mansion LLC as the new operator of Parkview Home Care, a Licensed Home Care Services Agency (LHCSA) currently operated by Parkview HFA, Inc., at 3200 Bronx Boulevard, Bronx, New York (Bronx County).

There will be no changes to the counties served and services provided.

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 Title 10 NYCRR §765-1.2(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 18, 2025

Program Analysis

Program Description

Parkview Mansion LLC is requesting to become the new operator of Parkview Home Care,, as well as their affiliated Adult Home/Assisted Living Program (ALP), Parkview Assisted Living.

The current operator is Parkview Hfa, Inc., with Jefferey Edelman as 100% member.

The proposed membership of Parkview Mansion LLC d/b/a Parkview Home Care will be as follows:

- Mark Reisman (50%)
- Mordechy Steg (50%)

The applicant will continue to serve the residents of the following counties:

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

The applicant will continue to provide the following healthcare services:

- Audiology
- Home Health Aide
- Homemaker
- Housekeeper
- Medical Social Services
- Medical Supplies, Equipment, and Appliances
- Nursing
- Nutritional
- Personal Care
- Therapy – Occupational
- Therapy – Physical
- Therapy – Respiratory
- Therapy – Speech Language and Pathology

Character and Competence Review

Parkview Mansion LLC. d/b/a Parkview Home Care will be comprised of the following individuals:

Mark Reisman (50%)

Employment:

- CFO, Parkview Assisted Living (July 2019 – Present)

Affiliations:

- Parkview Assisted Living, (Adult Home/ALP), (July 2019 – Present)

Mordechy Steg (50%)

Employment:

- Manager, Parkview Home for Adults (July 2019 – Present)

Affiliations:

- Parkview Home for Adults, (Adult Home/ALP), (July 2019 – Present)
- Long Island Living Center, (Adult Home/ALP), (June 2022 – Present)
- Long Island Living Center (LHCSA), (June 2022 – Present)

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 Residential Surveillance has indicated that the applicant has provided sufficient supervision to prevent harm, maintain the health, safety, and welfare of residents, and prevent recurrent code violations.

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

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 Title 10 NYCRR §765-1.2(b)3, the applicant has submitted financial documents prepared by a Certified Public Accountant (CPA) 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. Please refer to Attachment A for the agency's Workforce Summary.

Conclusion

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.

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	Workforce Summary

MEMORANDUM

To: Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

From: Sarah Gold, Senior Attorney
Bureau of Program Counsel

Date: August 14, 2025

Subject: Approval of the Restated Certificate of Incorporation for Young Adult Institute, 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 attorney Delaney M.R. Knapp requesting consent to the proposed Restated Certificate of Incorporation for Young Adult Institute, Inc. dated July 15, 2025.
3) Proposed Restated Certificate of Incorporation for Young Adult Institute, Inc.
4) Officer's Certificate and Resolutions of the Board of Trustees dated December 16, 2024.
5) A photocopy of the original Certificate of Incorporation dated September 3, 1963 with corresponding approvals.
6) Photocopies of a series of amendments to the Certificate of Incorporation dated 1964, 1968, 1975, 1979, 1983 and 1994 with corresponding approvals.
7) A photocopy of a letter from the Public Health Council approving the 1994 Restated Certificate of Incorporation which added operation of a certified home health agency to the corporate purpose pursuant to Article 36 of the Public Health Law dated July 26, 1994.
8) A photocopy of the Certificate of Merger of Rockland County Association for People with Disabilities and Young Adult Institute and Workshop, Inc. dated June 18, 2019 with corresponding approvals.
9) A photocopy of the no objection letter for the merger from the Department of Health dated November 13, 2018.
10) A photocopy of the Certificate of Change amending the name from Young Adult Institute and Workshop, Inc. to Young Adult Institute, Inc. dated October 29, 2019.

NEW YORK STATE OF OPPORTUNITY. | Department of Health

MEMORANDUM

To: Public Health and Health Planning Council

From: Kathy Marks KSM
General Counsel
Division of Legal Affairs

Date: August 14, 2025

Subject: Approval of the Restated Certificate of Incorporation for Young Adult Institute, Inc.

Young Adult Institute, Inc. requests approval to restate its Certificate of Incorporation to remove the language permitting it to operate a home care agency pursuant to Article 36 of the Public Health Law, add language permitting it to operate programs for the mentally disabled pursuant to Article 31 of the Mental Hygiene Law, update the language used to describe its mission, and update its indemnification and tax-exempt clauses .

Young Adult Institute, Inc. is a non-profit corporation formed on April 15, 1964 under the name Young Adult Institute and Workshop, Inc., to provide occupational training, and educational services to disabled people. The entity amended its Certificate of Incorporation in 1964, 1968, 1975, and 1994 and subsequently merged with Rockland County Association for People with Disabilities in 2019. The entity changed its name to Young Adult Institute, Inc., as part of the merger transaction.

In 1994, the entity received approval from the Public Health Council to operate a certified home health agency under Article 36 of the Public Health Law. In 2012, the entity surrendered their operating certificate in accordance with a properly implemented closure plan.

Presently, Young Adult Institute, Inc., wishes to restate its Certificate of Incorporation to remove the Article 36 language from its purpose and to add language permitting it to operate programs for the developmentally disabled pursuant to Article 31 of the Mental Hygiene Law, along with other ministerial changes. The proposed Restated Certificate of Incorporation was authorized by a Resolution of the Board of Trustees dated December 16, 2024.

Pursuant to Not-for-Profit Law § 804(a)(i), PHHPC must consent to the requested changes prior to the filing of the Restated Certificate of Incorporation.

There is no legal objection to the proposed Restated Certificate of Incorporation, and it is in legally acceptable form.

Attachments.

BOND SCHOENECK & KING

22 Corporate Woods Boulevard, Suite 501 | Albany, NY 12211 | **bsk.com**

DELANEY M. R. KNAPP, ESQ.
dknapp@bsk.com
518-533-3258

July 15, 2025

VIA ELECTRONIC MAIL

Kayleigh Gekakis
New York State Department of Health
Empire State Plaza
Corning Tower, 24th Floor, Albany, NY 12237
518.473.3235
Kayleigh.Gekakis@health.ny.gov

Re*: *Proposed Restated Certificate of Incorporation for Young Adult Institute, Inc.

Dear Ms. Gekakis,

This office represents Young Adult Institute, Inc., a charitable New York not-for-profit corporation, in connection with its proposed Restated Certificate of Incorporation. Please accept this cover letter as a supplement to our prior submission which included the following:

i. Proposed Restated Certificate of Incorporation,

ii. Board Resolution, and

iii. Certified copy of the Certificate of Incorporation and all amendments.

By this submission we are requesting a Consent/Letter of No Objection pursuant to Section 804 of the New York Not-for-Profit Corporation Law ("NPCL") from the Public Health and Health Planning Council for the proposed Restated Certificate of Incorporation.

If you should require any additional information in connection with this request, please do not hesitate to contact us.

Thank you for your attention to and consideration of this matter.

Sincerely,

BOND, SCHOENECK & KING, PLLC

Delaney M. R. Knapp, Esq.

21989403

OFFICER'S CERTIFICATE

The undersigned, being the Secretary of the Board of Trustees of Young Adult Institute, Inc., a New York not-for-profit corporation (the "**Corporation**"), does hereby certify that attached hereto as **Exhibit A** is a true, correct, and complete copy of the Resolutions of the Board of Trustees of the Corporation, duly adopted by unanimous affirmative vote of the Trustee present at a meeting of the Board of Trustees held on December 16, 2024, during which a quorum was present and acting throughout, and that same is in full force and effect.

IN WITNESS WHEREOF, I have set my hand on behalf of the Board of Trustees of the Corporation as of the 16th day of December, 2024.

By: _____
Jeffrey Lieberman, Secretary
Board of Trustee

RESOLUTIONS
OF THE
BOARD OF TRUSTEES
OF
YOUNG ADULT INSTITUTE, INC.

The Trustees of Young Adult Institute, Inc., a New York not-for-profit corporation (the "Corporation") at a meeting of the Board of Trustees held on December 16, 2024, at which a quorum was present and acting throughout, hereby adopt the following resolutions by unanimous affirmative vote of the Trustees in attendance at the meeting, and direct the Secretary of the Corporation to file such resolutions with the minutes of the Corporation.

WHEREAS, the Board of Trustees of the Corporation (the "**Board**") has determined that it is in the best interests of the Corporation to authorize the filing of the Restated Certificate of Incorporation of the Corporation, in substantially the form attached hereto as **Exhibit A**, in order to amend the Corporation's purposes to update the language used to describe its existing charitable purposes or mission of the Corporation and to include other recommended provisions including, but not limited to, those applicable to the Corporation's federal tax exempt status and indemnification of Trustees and officers; and

WHEREAS, the Board has also determined that it is in the best interests of the Corporation to authorize the appropriate officers of the Corporation to take any further action require to file the Restated Certificate of Incorporation with the New York State Department of State, including, but not limited to, seeking consent from, and revising and editing the Restated Certificate of Incorporation as may be required by, the New York State Education Department, New York State Office for People With Developmental Disabilities, New York State Office of Mental Health, New York State Department of Health Public Health and Health Planning Council, and New York State Office of the Attorney General, and any other required government agencies, as long as such revisions and edits are consistent with the intent and purpose of these resolutions.

NOW, THEREFORE, UPON MOTION DULY MADE, SECONDED AND CARRIED, IT IS HEREBY:

RESOLVED, that the Restated Certificate of Incorporation be and hereby is adopted, authorized and approved, and the President of the Corporation be and hereby is directed to execute the Restated Certificate of Incorporation in substantially the form attached hereto as **Exhibit A**, and take any such action as may be necessary to have the Restated Certificate of Incorporation filed with the New York State Department of State, including, but not limited to, seeking consent from, and revising and editing the Restated Certificate of Incorporation as may be required by, the New York State Education Department, New York State Office for People With Developmental Disabilities, New York State Office of Mental Health, New York State Department of Health Public Health and Health Planning Council, and New York State Office of the Attorney General, and any other required government agencies, as long as such revisions and edits are consistent with the intent and purpose of these resolutions; and be it further

RESOLVED, that the proper officers of the Corporation are hereby authorized to take any further action and execute and deliver any agreements, instruments and documents, in the name of this Corporation and under this corporate seal, in order to pay all expenses and taxes as in their judgment shall be necessary, proper or advisable and to carry out the intent and accomplish the purposes of the resolutions adopted hereby.

*****

EXHIBIT A

RESTATED CERTIFICATE OF INCORPORATION

OF

YOUNG ADULT INSTITUTE, INC.

RESTATED

CERTIFICATE OF INCORPORATION

OF

YOUNG ADULT INSTITUTE, INC.

Under Section 805 of the Not-for-Profit Corporation Law

THE UNDERSIGNED, Chairperson of the Board of Trustees of Young Adult Institute, Inc. (the "Corporation"), certifies:

1. The name of the Corporation is Young Adult Institute, Inc. The Corporation was formed under the name Young Adult Institute and Workshop, Inc.

2. The Corporation's Certificate of Incorporation was filed by the Department of State on April 15, 1964, forming it as a corporation under the Membership Corporations Law. The Corporation is now subject to the New York State Not-for-Profit Corporation Law, which superseded the Membership Corporation Law upon its adoption.

3. Paragraphs 1.1, 1.2, 1.3, 1.4, 1.5, 1.6, 1.7, 1.8 and 1.9 of the Restated Certificate of Incorporation related to the Corporation's purposes are hereby renumbered, consolidated, amended and restated in their entirety and shall read as follows:

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To establish, operate and maintain outpatient clinic services including, but not limited to, medical, habilitative and rehabilitative treatment, as well as day and evening training, socialization, recreational, counseling, vocational and workshop programs, and employment services for individuals with intellectual or developmental disabilities, as defined as mental disabilities in the Mental Hygiene Law, (hereinafter referred to as "mental disabilities"), as well as for persons with other disabilities, said services to be performed at central sites, in the home and other sites and residential facilities, as appropriate, for persons of all ages: infants, children, adolescents, adults, and their respective family members;

(b) To establish, operate and maintain community residences and supportive or supervised residential facilities for individuals with mental disabilities, as well as for persons with other disabilities, providing programs of care, services, rehabilitation, homelike environment, and social and recreational activities, or any combination of such programs and activities, for such individuals. These facilities shall be operated and maintained for persons of all ages, including children, adolescents, adults, and the elderly, and shall include, but is not limited to, intermediate care facilities, respite programs, group homes, half-way houses and camping;

(c) To operate programs for the mentally disabled pursuant to Article 31 of the Mental Hygiene Law and the rules and regulations adopted pursuant

thereto, as each may be amended from time to time, which shall require as a condition precedent before engaging in the conduct of such services, an Operating Certificate from the New York State Office of Mental Health and the Corporation may not establish any such facility or program without first obtaining such Operating Certificate.

(d) To provide programs and services for people of all ages with mental disabilities, and children from birth to five years of age who are developmentally delayed in early intervention and pre-school service, these services to be performed by either the Corporation alone, or in association or collaboration with other duly authorized agencies;

(e) To develop, support, and carry on programs of community education in all of the foregoing areas; and

(f) To conduct research in the public interest in all aspects of the foregoing programs and services and to publish findings for public benefit.

(g) The Corporation shall be empowered to do any acts incidental to or in connection with the foregoing purposes for which the Corporation is formed or in advancement thereof including, having all general powers set forth in Section 202 of the Not-for-Profit Corporation Law with the power, incidental to the foregoing purposes, to solicit and receive grants, bequests or contributions for corporate purposes, but not for the pecuniary profit or financial gain of the Corporation's Trustees or officers except as provided under Article 5 of the Not-for-Profit Corporation Law.

4. Paragraph 2 of the Restated Certificate of Incorporation related to the name of the Corporation shall be renumbered and restated in its entirety and shall read as follows:

FIRST: The name of the corporation is YOUNG ADULT INSTITUTE, INC. (the "Corporation").

5. A new Paragraph 2 regarding the Corporation's status as a charitable not-for-profit corporation is hereby added and shall read as follows:

SECOND: 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 as defined in Section 201 of the Not-For-Profit Corporation Law.

6. Paragraph 3 of the Restated Certificate of Incorporation related to the location of the principal office is renumbered and amended and restated in its entirety and shall read as follows:

FIFTH: The principal office of the Corporation shall be located in the County of New York in the State of New York.

7. Paragraph 4 of the Restated Certificate of Incorporation related to the number of trustees is hereby removed in its entirety and replaced with provisions related to the Corporation's tax-exempt status and shall read as follows:

FOURTH: The following language relates to the Corporation's tax-exempt status and is not a statement of purposes or powers. Consequently, this language does not expand or alter the Corporation's purposes or powers set forth in paragraph THIRD:

(a) Notwithstanding any other provision of this Certificate of Incorporation, 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 1986 as amended from time to time (the "Code") or corresponding provisions of any future 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 Code, or the corresponding provisions of any future federal tax laws.

(b) The property owned by this organization is irrevocably dedicated to charitable purposes and no part of the net earnings nor any distribution of assets on dissolution of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, officer or any other private person, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in this Certificate of Incorporation.

(c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Code Section 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.

(d) In the event of dissolution or final liquidation of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to a non-profit organization or organizations having similar aims and objectives as the Corporation and which may be selected by the Board as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under Code Section 501(a) as an organization described in Code Section 501(c)(3), or to a federal, state, or local governmental entity for a public purpose that is consistent with the Corporation's purposes.

(e) In any taxable year in which the Corporation is a private foundation as described in Code Section 509(a), the Corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under Code Section 4942; and the Corporation shall not (i) engage in any act of self-dealing as defined in Code Section 4941(d); (ii) retain any excess business holdings as defined in Code Section 4943(c); (iii) make any investments in such manner as to subject

the Corporation to tax under Code Section 4944; or (iv) make any taxable expenditures as defined in Code Section 4945(d).

8. Paragraph 5 of the Restated Certificate of Incorporation related to the service of process address is hereby renumbered and amended and restated in its entirety and shall read as follows:

SIXTH: The Secretary of State is hereby designated as agent of the Corporation upon whom process 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 is: 220 East 42nd Street, 8th Floor, New York, New York 10017.

9. A new Paragraph SEVENTH related to indemnification of Trustees and officers is hereby added and shall read as follows:

SEVENTH: If a trustee or officer of the Corporation is made, or threatened to be made, a party to any civil or criminal action or proceeding (including, without limitation, actions or proceedings of any administrative or investigative nature) in any matter arising from or relating to the performance by such trustee or officer of his or her duties for or on behalf of the Corporation, then, to the fullest extent permitted by law, the Corporation shall:

(a) Promptly, upon written request to the Corporation by, or on behalf of, such trustee or officer, undertake the defense of any such action or proceeding on behalf and for the benefit of said trustee or officer, at the Corporation's expense, subject to the right granted hereby to such trustee or officer to select legal counsel of his or her own choosing and to participate in his or her own defense, and subject also to receipt of the undertaking specified by paragraph (c) of Section 723 of the Not-for-Profit Corporation Law of the State of New York, to repay such amount as, and to the extent, required by paragraph (a) of Section 725 of the Not-for-Profit Corporation Law of the State of New York, as such statutes may be amended from time to time; and

(b) Indemnify such trustee or officer for all sums paid by him or her in the way of judgments, fines, amounts paid in settlement, and reasonable expenses including, without limitation, attorneys' fees, actually or necessarily incurred as a result of such action or proceeding, or any appeal therein, subject to the proper application of credit for any sums advanced to the trustee or officer pursuant to clause (a) of this paragraph.

Such right of indemnification shall be a contract right that may be enforced in any manner desired by such trustee or officer. Such right of indemnification provided herein shall not be exclusive of any other right that such trustee or officer may have with regard to indemnification or advancement or similar matters. Without limiting the generality of the foregoing, such trustee or officer shall be entitled to his or her rights of indemnification as provided under any bylaw, agreement, resolution of members, resolution of Trustees, or provision of law or other commitment that is binding upon the Foundation, in addition to his or her rights under this Paragraph.

To the extent not prohibited by the Not-for-Profit Corporation Law of the State of New York, the Corporation may purchase and maintain insurance to indemnify the Corporation for any obligation that it incurs as a result of its obligation to indemnify its Trustees and officers, and/or to indemnify its Trustees and officers.

10. This Restated Certificate of Incorporation of the Corporation was authorized by unanimous affirmative vote of the members of the Board of Trustees in attendance at a meeting held on December 16, 2024, during which a quorum was present and acting throughout, and the same is in full force and effect. There are no members entitled to vote.

11. The text of the Certificate of Incorporation is hereby amended and restated as changed to read as herein set forth in full:

[REMAINDER OF PAGE INTENTIONALLY BLANK]

RESTATED

CERTIFICATE OF INCORPORATION

OF

YOUNG ADULT INSTITUTE, INC.

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, being of the age of eighteen years or over, for the purpose of forming a corporation pursuant to Section 402 of the Not-for-Profit Corporation Law of the State of New York, does hereby certify:

FIRST: The name of the corporation (hereinafter called the "Corporation") is YOUNG ADULT INSTITUTE, INC.

SECOND: 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 as defined in Section 201 of the Not-For-Profit Corporation Law.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To establish, operate and maintain outpatient clinic services including, but not limited to, medical, habilitative and rehabilitative treatment, as well as day and evening training, socialization, recreational, counseling, vocational and workshop programs, and employment services for individuals with intellectual or developmental disabilities, as defined as mental disabilities in the Mental Hygiene Law, (hereinafter referred to as "mental disabilities"), as well as for persons with other disabilities, said services to be performed at central sites, in the home and other sites and residential facilities, as appropriate, for persons of all ages: infants, children, adolescents, adults, and their respective family members;

(b) To establish, operate and maintain community residences and supportive or supervised residential facilities for individuals with mental disabilities, as well as for persons with other disabilities, providing programs of care, services, rehabilitation, homelike environment, and social and recreational activities, or any combination of such programs and activities, for such individuals. These facilities shall be operated and maintained for persons of all ages, including children, adolescents, adults, and the elderly, and shall include, but is not limited to, intermediate care facilities, respite programs, group homes, half-way houses and camping;

(c) To operate programs for the mentally disabled pursuant to Article 31 of the Mental Hygiene Law and the rules and regulations adopted pursuant

thereto, as each may be amended from time to time, which shall require as a condition precedent before engaging in the conduct of such services, an Operating Certificate from the New York State Office of Mental Health and the Corporation may not establish any such facility or program without first obtaining such Operating Certificate.

(d) To provide programs and services for people of all ages with mental disabilities, and children from birth to five years of age who are developmentally delayed in early intervention and pre-school service, these services to be performed by either the Corporation alone, or in association or collaboration with other duly authorized agencies;

(e) To develop, support, and carry on programs of community education in all of the foregoing areas; and

(f) To conduct research in the public interest in all aspects of the foregoing programs and services and to publish findings for public benefit.

(g) The Corporation shall be empowered to do any acts incidental to or in connection with the foregoing purposes for which the Corporation is formed or in advancement thereof including, having all general powers set forth in Section 202 of the Not-for-Profit Corporation Law with the power, incidental to the foregoing purposes, to solicit and receive grants, bequests or contributions for corporate purposes, but not for the pecuniary profit or financial gain of the Corporation's Trustees or officers except as provided under Article 5 of the Not-for-Profit Corporation Law.

FOURTH: The following language relates to the Corporation's tax-exempt status and is not a statement of purposes or powers. Consequently, this language does not expand or alter the Corporation's purposes or powers set forth in paragraph THIRD:

(a) Notwithstanding any other provision of this Certificate of Incorporation, 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 1986 as amended from time to time (the "Code") or corresponding provisions of any future 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 Code, or the corresponding provisions of any future federal tax laws.

(b) The property owned by this organization is irrevocably dedicated to charitable purposes and no part of the net earnings nor any distribution of assets on dissolution of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, officer or any other private person, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in this Certificate of Incorporation.

(c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Code Section 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.

(d) In the event of dissolution or final liquidation of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to a non-profit organization or organizations having similar aims and objectives as the Corporation and which may be selected by the Board as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under Code Section 501(a) as an organization described in Code Section 501(c)(3), or to a federal, state, or local governmental entity for a public purpose that is consistent with the Corporation's purposes.

(e) In any taxable year in which the Corporation is a private foundation as described in Code Section 509(a), the Corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under Code Section 4942; and the Corporation shall not (i) engage in any act of self-dealing as defined in Code Section 4941(d); (ii) retain any excess business holdings as defined in Code Section 4943(c); (iii) make any investments in such manner as to subject the Corporation to tax under Code Section 4944; or (iv) make any taxable expenditures as defined in Code Section 4945(d).

FIFTH: The principal office of the Corporation shall be located in the County of New York in the State of New York.

SIXTH: The Secretary of State is hereby designated as agent of the Corporation upon whom process 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 is: 220 East 42nd Street, 8th Floor, New York, New York 10017.

SEVENTH: If a trustee or officer of the Corporation is made, or threatened to be made, a party to any civil or criminal action or proceeding (including, without limitation, actions or proceedings of any administrative or investigative nature) in any matter arising from or relating to the performance by such trustee or officer of his or her duties for or on behalf of the Corporation, then, to the fullest extent permitted by law, the Corporation shall:

(a) Promptly, upon written request to the Corporation by, or on behalf of, such trustee or officer, undertake the defense of any such action or proceeding on behalf and for the benefit of said trustee or officer, at the Corporation's expense, subject to the right granted hereby to such trustee or officer to select legal counsel of his or her own choosing and to participate in his or her own defense, and subject also to receipt of the undertaking specified by paragraph (c) of Section 723 of the Not-for-Profit Corporation Law of the State of New York, to repay such amount as,

and to the extent, required by paragraph (a) of Section 725 of the Not-for-Profit Corporation Law of the State of New York, as such statutes may be amended from time to time; and

(b) Indemnify such trustee or officer for all sums paid by him or her in the way of judgments, fines, amounts paid in settlement, and reasonable expenses including, without limitation, attorneys' fees, actually or necessarily incurred as a result of such action or proceeding, or any appeal therein, subject to the proper application of credit for any sums advanced to the trustee or officer pursuant to clause (a) of this paragraph.

Such right of indemnification shall be a contract right that may be enforced in any manner desired by such trustee or officer. Such right of indemnification provided herein shall not be exclusive of any other right that such trustee or officer may have with regard to indemnification or advancement or similar matters. Without limiting the generality of the foregoing, such trustee or officer shall be entitled to his or her rights of indemnification as provided under any bylaw, agreement, resolution of members, resolution of Trustees, or provision of law or other commitment that is binding upon the Foundation, in addition to his or her rights under this Paragraph.

To the extent not prohibited by the Not-for-Profit Corporation Law of the State of New York, the Corporation may purchase and maintain insurance to indemnify the Corporation for any obligation that it incurs as a result of its obligation to indemnify its Trustees and officers, and/or to indemnify its Trustees and officers.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has made and signed this certificate this 16 day of December, 2024 and affirms that the statements contained therein are true.

Jeffery Mordos
Chairperson of the Board of Trustees

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

YOUNG ADULT INSTITUTE, INC.

Under Section 805 of the Not-for-Profit Corporation Law

DRAWDOWN ACCOUNT #42

Customer Reference No. 442482

Filed by: Milena Vorndran, Paralegal
Bond, Schoeneck & King, PLLC
200 Delaware Avenue, Suite 900
Buffalo, NY 14202
Ph: 716-416-7065
Fax: 716-416-7365

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for YOUNG ADULT INSTITUTE, INC., File Number 431379 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 11, 2024.

WALTER T. MOSLEY
Secretary of State

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100006747968 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

The University of the State of New York

STATE OF NEW YORK:
: SS.
COUNTY OF ALBANY :

Pursuant to the provisions of Section 11, Article 2 of the Membership Corporations Law, consent is hereby given to the filing of the annexed certificate of incorporation of " YOUNG ADULT INSTITUTE AND WORKSHOP, INC.," as a membership corporation.

This consent, however, shall in no way be construed as an approval by the Education Department, Board of Regents or Commissioner of Education of the purposes and objects of this corporation, nor shall it be construed as giving the officers or agents of this corporation the right to use the name of the University of the State of New York, Education Department, Board of Regents or Commissioner of Education in its publications and advertising matter.

IN WITNESS WHEREOF, I, James E. Allen, Jr., Commissioner of Education of the State of New York, for and on behalf of the State Education Department, do hereunto set my hand and affix the seal of the State Education Department at the City of Albany, this 23rd day of October 1963.

Commissioner of Education

STATE OF NEW YORK

DEPARTMENT OF LABOR

BOARD OF STANDARDS AND APPEALS

11 NORTH PEARL STREET

ALBANY 7, N. Y.

STATE OF NEW YORK
DEPARTMENT OF LABOR
BOARD OF STANDARDS AND APPEALS

- X

In the Matter of the Application for Approval of a Certificate of Incorporation of YOUNG ADULT INSTITUTE AND WORKSHOP, INC.

CASE NO. CI-38-63

- X

RESOLUTION OF APPROVAL

WHEREAS:

1. An application has been duly made for approval of said Certificate of Incorporation;

2. The Board has made such inquiry into the objectives of the proposed corporation as it has deemed advisable, and finds that a hearing in this case is unnecessary;

3. The Board now finds and determines that the objectives of the proposed corporation are in all respects consistent with public policy and the Labor Law;

THEREFORE, IT IS RESOLVED, that the said Certificate of Incorporation be and the same hereby is approved and that a certified copy of this resolution of approval be annexed thereto.

WITNESS the signatures of the Chairman and Members of the Board of Standards and Appeals of the State of New York and the seal of the Department of Labor at Albany, New York, on the 17th day of October, 1963.

H. MYRON LEWIS
H. Myron Lewis, Chairman

GEORGE S. RAYMOND
George S. Raymond, Member

HARRY R. MASON
Harry R. Mason, Member

2

STATE OF NEW YORK
DEPARTMENT OF LABOR

STATE OF NEW YORK
DEPARTMENT OF LABOR

STATE OF NEW YORK }
BOARD OF STANDARDS AND APPEALS } SS:

I, H. MYRON LEWIS, CHAIRMAN OF THE BOARD OF STANDARDS AND APPEALS of the New York State Department of Labor, DO HEREBY CERTIFY that I have compared the foregoing copy of decision rendered by, and resolution adopted by the Board of Standards and Appeals with the original thereof, duly filed in the office of said Department on the 17th day of October, 1963; and the same is a true and correct copy and transcript of the said decision and resolution and of the whole thereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Department of Labor this 17th day of October, 1963.

H. Myron Lewis
CHAIRMAN

DEPARTMENT OF LABOR
STATE OF NEW YORK
60 EXCHANGE PLACE AT BROADWAY

ii-38-63

Certificate of Incorporation

OF THE

YOUNG ADULT INSTITUTE AND WORKSHOP, INC.

(Pursuant to the Membership Corporations Law)

3709-64

RECEIVED
New York State
Department of Labor
SEP 3 - 1963
BOARD OF STANDARDS AND APPEALS
11 North Pearl St.
Albany, N. Y.

131379

WE, THE UNDERSIGNED, *of full age, being desirous of associating ourselves together for the purposes as hereinafter more particularly described, pursuant to and in conformity with the Membership Corporations Law of the State of New York*

FIRST.—That the particular objects for which said Corporation is formed are as follows, viz.:

1-To provide services, on a non-profit basis, through a supportive program of group activities, education, personal counseling and personal guidance and occupational training to young adults who are mentally retarded, emotionally disturbed, physically handicapped or educationally deprived, but this organization shall not be authorized to operate as a clinic of any kind.

2-To carry out the specified and related activities through the operation of the Young Adult Institute and a Workshop Training Center.

3-To carry on programs of community education in the areas of young adult handicapped and rehabilitation services.

4-To carry on research in all aspects of the program and publish findings.

5-To solicit and receive funds for the accomplishment of the above purposes.

Nothing herein contained shall authorize this corporation to undertake or carry on any of the activities specified in Section 11 of the Membership Corporation Law or Section 35 of the Social Welfare Law of New York State.

SECOND.—That the corporate name by which said Corporation hereby to be formed shall be known and distinguished is and shall be

YOUNG ADULT INSTITUTE AND WORKSHOP, INC.

4

THIRD.—That the territory in which the operations of said Corporation are to be principally conducted New York City

FOURTH.—That the principal office of said Corporation shall be located in the City *of* New York *County of* Kings *and State of New York.*

FIFTH.—That the number of Directors of said Corporation shall be five (5) but not more than nine (9).

SIXTH.—That the names and places of residence of the persons to be the Directors of said Corporation until its first annual meeting are: (Same number as stated in paragraph 5)

Names.	*Places of residence. (give Street numbers)*
EDWARD GOLDSTEIN	88-05 171st Street Jamaica 32, New York
LELA LEECH	117 Eighth Avenue Brooklyn 15, New York
PEARL MAZE MACLEECH	109 Eighth Avenue Brooklyn 15, New York
BERT MACLEECH	109 Eighth Avenue Brooklyn 15, New York
KENNETH WEISSBERG	1371 Linden Boulevard Brooklyn 12, New York

SEVENTH.—That all of the subscribers to the certificate are of full age; that at least two thirds of them are citizens of the United States; that at least one of them is a resident of the State of New York and that of the persons named as Directors, at least one is a citizen of the United States and a resident of the State of New York.

IN WITNESS WHEREOF, *we have made, subscribed, and acknowledged this Certificate and have hereunto set our hands and affixed our respective seals this* 22 *day of* ~~June~~ July, *19* 63.

EG Edward Goldstein L.S.

LL Lela Leech L.S.

PMM Pearl Maze MacLeech L.S.

BM Bert MacLeech L.S.

KW Kenneth Weissberg L.S.

STATE OF NEW YORK,
COUNTY OF KINGS } *ss.:*

On this 22 *day of* ~~June~~ July, *19* 63 *before me personally came*
EDWARD GOLDSTEIN, LELA LEECH, PEARL MAZE MACLEECH,
BERT MACLEECH, KENNETH WEISSBERG

to me known to be the persons described in and who executed the foregoing certificate of incorporation and they thereupon severally duly acknowledged to me that they executed the same.

Mario Bonefonte
Notary Public

MARIO BONEFONTE
Notary Public, State of New York
No. 24-0349700
Qualified in Kings County
Commission Expires March 30, 1965

I, HON. A. DAVID BENJAMIN *a Justice of the Supreme Court of the State of New York, of the* Second *Judicial District, do hereby approve the foregoing certificate of incorporation, and consent that the same be filed.*

Dated, Brklyn, N.Y. ~~[illegible]~~ MARCH 13, 1964 ~~19 63~~

A. David Benjamin
Justice Supreme Court,
2nd. *Judicial District.*

October 29, 1963. The undersigned has no objection to the granting of judicial approval to the Certificate of Incorporation of the Young Adult Institute and Workshop, Inc. Noted the letter from Department of Social Welfare, Certificate of Commissioner of Education, and approval of Department of Labor.

LOUIS J. LEFKOWITZ
ATTORNEY GENERAL
STATE OF NEW YORK
by William Roberts
WILLIAM ROBERTS
DEPUTY ASSISTANT ATTORNEY GENERAL

STATE OF NEW YORK, }
COUNTY OF KINGS } ss.:

EDWARD GOLDSTEIN, LELA LEECH, PEARL MAZE MACLEECH, BERT MACLEECH, KENNETH WEISSBERG

each for himself, being duly sworn

deposes and says:

That the undersigned are subscribers to the foregoing certificate of incorporation and are over 21 years of age; that at least two thirds of them are citizens of the United States; that at least one of them is a resident of the State of New York; that of the persons named in the foregoing Certificate of Incorporation as Directors, at least one is a citizen of the United States and a resident of the State of New York.

That no previous application has been made to any Justice of the Supreme Court for an order approving the foregoing Certificate of Incorporation and consenting that the same be filed.

Sworn to before me this
22 day of ~~June~~ July 1963

Edward Goldstein
Lela Leech
Pearl Maze MacLeech
Bert MacLeech
Kenneth Weissberg

Certificate of Incorporation
OF
YOUNG ADULT INSTITUTE AND WORKSHOP, INC.
131379

(Pursuant to the Membership Corporations Law)

Filed the day of
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 15 1964
TAX $
FILING FEE $

John P. Lomenzo
Secretary of State

Filed by
LEON BROWN
22 E. 40 St.
New York 16, NY

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for YOUNG ADULT INSTITUTE, INC., File Number 450785 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 11, 2024.

WALTER T. MOSLEY
Secretary of State

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100006747969 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

CERTIFICATE OF CHANGE IN NUMBER OF DIRECTORS

-of-

YOUNG ADULT INSTITUTE AND WORKSHOP, INC.

Pursuant to Section 30 of the Membership Corporation Law

WE, Bert Mac Leech and Pearl Maze Mac Leech being respectively the President and the Secretary of YOUNG ADULT INSTITUTE AND WORKSHOP, INC., hereby certify:

150785

1. The name of the Corporation is YOUNG ADULT INSTITUTE AND WORKSHOP, INC.

2. The Certificate of Incorporation was filed in the office of the Secretary of State on the 15th day of April, 1964.

3. The number of Directors previously authorized was 5, but not more than 9. The number of Directors as increased by this Certificate shall hereafter be 5, but not more than 25.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this Certificate, this 13 day of August, 1964.

Bert Mac Leech
President

Pearl Maze Mac Leech
Secretary

/

CERTIFICATE OF INCREASE IN NUMBER OF DIRECTORS

STATE OF NEW YORK)

COUNTY OF NEW YORK)

On the 13th day of August, 1964, before me personally came BERT MAC LEECH and PEARL MAZE MAC LEECH, to me known to be the persons described in and who executed the foregoing certificate, and thereupon duly acknowledged to me that they executed the same.

Arnold H. Shaw

Notary Public

ARNOLD H. SHAW
Notary Public, State of New York
No. 24-3618700
Qualified in Kings County
Commission Expires March 30, 1965

STATE OF NEW YORK)

COUNTY OF NEW YORK)

BERT MAC LEECH and PEARL MAZE MAC LEECH being duly sworn, depose and say, and each for himself and herself deposes and says, that he, BERT MAC LEECH, is the President of Young Adult Institute and Workshop, Inc., and she, PEARL MAZE MAC LEECH, is the Secretary thereof; that they have been duly authorized to execute and file the foregoing Certificate of Increase of Number of Directors by the concurring vote of a majority of the members of the Corporation present at an annual meeting held on the 13th day of August, 1964, upon notice pursuant to Section 43 of the Membership Corporation Law.

Subscribed and
Sworn to before me
this 13 day of
August, 1964.

Bert Mac Leech

BERT MAC LEECH

Pearl Maze Mac Leech

PEARL MAZE MAC LEECH

Arnold H. Shaw

Notary Public

ARNOLD H. SHAW
Notary Public, State of New York
No. 24-3618700
Qualified in Kings County
Commission Expires March 30, 1965

Amt 4/5/64 431379 a

150785

CERTIFICATE OF CHANGE IN
NUMBER OF DIRECTORS

-of-

YOUNG ADULT INSTITUTE AND
WORKSHOP, INC.

Pursuant to Section 30 of the
Membership Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED AUG 17 1964
TAX $ none
FILING FEE $ 30

John P. Lomenzo
Secretary of State
By D. Bell

GUTTER & SHAW
COUNSELLORS AT LAW
39 BROADWAY
NEW YORK 6, N.Y.

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for YOUNG ADULT INSTITUTE, INC., File Number 713227-3 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 11, 2024.

WALTER T. MOSLEY
Secretary of State

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100006747973 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

713227

CERTIFICATE OF CHANGE IN NUMBER OF DIRECTORS

-of-

YOUNG ADULT INSTITUTE AND WORKSHOP, INC.

Pursuant to Section 30 of the Membership Corporation Law

WE, Thomas-Robert Ames and Dena Tracton being respectively the President and the Secretary of YOUNG ADULT INSTITUTE AND WORKSHOP, INC., hereby certify:

1. The name of the Corporation is YOUNG ADULT INSTITUTE AND WORKSHOP, INC.

2. The Certificate of Incorporation was filed in the office of the Secretary of State on the 15th day of April, 1964.

3. The number of Directors previously authorized was 5, but not more than 9. By Certificate of Change in Number of Directors dated August 13, 1964, filed in the office of the Secretary of State on August 17, 1964, the number of Directors was increased to 5, but not more than 25. The number of Directors as increased by this Certificate shall hereafter be 5, but not more than 50.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this Certificate, this 21 day of October, 1968.

PRESIDENT

SECRETARY

STATE OF NEW YORK)
ss.:
COUNTY OF NEW YORK)

On the 21 day of October, 1968, before me personally came THOMAS-ROBERT AMES and DENA TRACTON, to me known to be the persons described in and who executed the foregoing certificate, and thereupon duly acknowledged to me that they executed the same.

NOTARY PUBLIC

STATE OF NEW YORK)
ss.:
COUNTY OF NEW YORK)

THOMAS-ROBERT AMES and DENA TRACTON being duly sworn, depose and say, and each for himself and herself deposes and says, that he, THOMAS-ROBERT AMES, is the President of Young Adult Institute and Workshop, Inc., and she, DENA TRACTON, is the Secretary thereof; that they have been duly authorized to execute and file the foregoing Certificate of Increase of Number of Directors by the concurring vote of a majority of the members of the Corporation present at an annual meeting held on the 30th day of July, 1968, upon notice pursuant to Section 43 of the Membership Corporation Law.

Subscribed and sworn to before me this 21 day of October, 1968.

THOMAS-ROBERT AMES

DENA TRACTON

NOTARY PUBLIC

ARNOLD H. SHAW
Notary Public, State of New York
No. 30-3018700
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires March 30, 1969

713227 -3

CERTIFICATE OF CHANGE
IN NUMBER OF DIRECTORS

-of-

YOUNG ADULT INSTITUTE
AND WORKSHOP, INC.

Membership Corp
M 431379
4/15/64
Kings Co

D

3

STATE OF NEW YORK
DEPT. OF STATE

OCT 24 1968

Secretary of State

24 Kings

JAFFE, SHAW & ROSENBERG
51 MADISON AVENUE
NEW YORK, N.Y. 10010

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for YOUNG ADULT INSTITUTE, INC., File Number B241391-10 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 11, 2024.

WALTER T. MOSLEY
Secretary of State

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100006747979 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

INFO 1

The University of the State of New York

RECEIVED
JUL 9 1975
Department of ...
Board of Standards & ... Schools
Albany, New York

STATE OF NEW YORK:
: SS.
COUNTY OF ALBANY :

A 266658

Consent is hereby given to the change of purposes and powers contained in the certificate of incorporation of YOUNG ADULT INSTITUTE & WORKSHOP, INC. as set forth in the annexed certificate of amendment pursuant to the provisions of Section 804 of the Not-For-Profit Corporation Law.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 2nd day of July, 1975.

Ewald B. Nyquist
Commissioner of Education

By:

Robert D. Stone
Counsel and
Deputy Commissioner
for Legal Affairs

State of New York

State Board of Social Welfare

Albany

RECEIVED
JUL 9 1975
Department of State
Board of Standards & Appeals
Albany, New York

Know all Men by These Presents:

At a meeting of the State Board of Social Welfare, held on the seventeenth *day of* June, 1975 *, due inquiry and investigation having been made,* the Board approved the proposed certificate of amendment of the certificate of incorporation of YOUNG ADULT INSTITUTE AND WORKSHOP, INC., pursuant to Section 804 of the Not-for-Profit Corporation Law and Section 757 of the Executive Law of the State of New York.

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 to be hereunto affixed, this* eighteenth *day of* June *, in the year one thousand nine hundred and* seventy-five.

Executive Director

Form DSS-824 (6/68) *(Formerly WI-103)*

2

INFO 1

RECEIVED
JUL 9 1975
Department of State
Board of Standards & Appeals
Albany, New York

CERTIFICATE OF AMENDMENT

-of-

CERTIFICATE OF INCORPORATION

-of-

YOUNG ADULT INSTITUTE & WORKSHOP, INC.

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

We, the undersigned, the President and Secretary respectively of Young Adult Institute & Workshop, Inc., hereby certify:

1. The name of the corporation is YOUNG ADULT INSTITUTE & WORKSHOP, INC.

2. The Certificate of its incorporation was filed by the Department of State on April 15, 1964 under the Membership Corporation's Law of the State of New York.

3. A Certificate of Change pursuant to Section 30 of the Membership Corporation Law was filed by the Department of State of the State of New York on August 17, 1964 and a further Certificate of Change pursuant to Section 30 of the Membership Corporation's Law was filed on October 24, 1968 wherein and whereby the number of authorized directors was changed from 5 but not more than 9 to 5 but not more than 25, and finally to 5 but not more than 50.

4. The corporation is a corporation as defined in sub-paragraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law; the type of corporation under Section 201 of the Not-for-Profit Corporation Law is Type B; and upon the filing of

3

this Certificate, the corporation shall thereafter continue to be classified as Type B.

5. The post office address within the State of New York to which the Secretary of State shall mail a copy of any notice required by law shall be c/o Arnold H. Shaw, 51 Madison Avenue, New York, N.Y. 10010.

6. The Certificate of Incorporation is amended by deleting from Article FIRST the following provision:

"Nothing herein contained shall authorize this corporation to undertake or carry on any of the activities specified in Section 11 of the Membership Corporation Law or Section 35 of the Social Welfare Law of New York State.", and by adding to Article FIRST a new sub-article to be numbered 6 to read as follows:

"6. To establish, operate and maintain community facilities as hostels for the mentally retarded providing programs, care, services, habilitation, homelike environment and social activities for the mentally retarded or any combination of such programs."

7. The above amendment to the Certificate of Incorporation was authorized by a vote of a majority of all members entitled to vote thereon at a meeting of the members held on November 21, 1974.

8. The following were endorsed on or annexed to the Certificate of Incorporation: The consent of the State Education Department; the approval of the Board of Standards and Appeals, Department of Labor; the waiver of the Attorney General

of the State of New York; and the approval of Hon. A. David Benjamin, a justice of the Supreme Court, Second Judicial District. The following will be endorsed hereon or annexed hereto prior to delivery of this Certificate of Amendment to the Department of State for filing: The consent of the State Education Department or a letter from it stating that approval by the State Education Department is not required; the approval of the Board of Standards and Appeals of the Department of Labor, or a letter from it stating that such an approval is not required; the approval of the New York State Board of Social Welfare, a waiver of the Attorney General of the State of New York, and the approval of a justice of the Supreme Court.

IN WITNESS WHEREOF, we have hereunto signed our names and affirm that the statements made herein are true under the penalties of perjury, this 31st day of January, 1975.

Oakleigh B. Thorne
OAKLEIGH B. THORNE,
President

Dena W. Tracton
DENA TRACTON,
Secretary

Notice of Application Waived
(This is not to be deemed an approval on behalf of any Department or Agency of the State of New York, nor an authorization of activities otherwise prohibited by law.)

Dated: September 25, 1975

LOUIS J. LEFKOWITZ
Attorney General

By Samuel Heavey
Assistant Attorney General

5

I, HON. CHARLES R. RUBIN, a Justice of the Supreme Court of the ~~First~~ SECOND Judicial District of the State of New York, hereby approve the annexed Certificate of Amendment of the Certificate of Incorporation of YOUNG ADULT INSTITUTE & WORKSHOP, INC.

Dated: OCT 10 19[illegible], 19__
Brooklyn, N.Y.

Charles R. Rubin
J.S.C.
Supreme Court

6

STATE OF NEW YORK
DEPARTMENT OF LABOR
INDUSTRIAL BOARD OF APPEALS

The attached is a copy of a Resolution dated 28 August 1975 in the Matter of an Application for Approval of a Certificate of Amendment of Certificate of Incorporation of

YOUNG ADULT INSTITUTE & WORKSHOP, INC.

which I have compared with the original in this office and which I do hereby certify to be a true and correct transcript of the text of the said original Resolution.

Witness my hand and the Seal of the Department of Labor, on the 28th day of August 1975.

WILLIAM E. ADAMS
GENERAL COUNSEL

7

NEW YORK STATE DEPARTMENT OF LABOR

INDUSTRIAL BOARD OF APPEALS
XXXXXXXXXXXXXXXXXXXXXXXXXXXX

BOARD OF STANDARDS AND APPEALS
South Mall Tower
Albany, N.Y. 12223

STATE OF NEW YORK
DEPARTMENT OF LABOR
INDUSTRIAL BOARD OF APPEALS

- -x

In the Matter of the Application of	:	
YOUNG ADULT INSTITUTE & WORKSHOP, INC.	:	
For Approval of a Certificate of Amendment of a Certificate of Incorporation under Section 803 of the Not-For-Profit Corporation Law	:	Case No. CI-27-75

- -x

RESOLUTION OF APPROVAL

WHEREAS:

1. An application has been duly made for approval of said Certificate of Amendment of Certificate of Incorporation; and

2. The Board has made such inquiry into the objectives and purposes of the proposed corporation as it has deemed necessary and advisable; and

3. The Board finds:

(a) that the purposes of the proposed corporation are consistent with public policy and the Labor Law,

(b) that the name is consistent therewith and not mis-leading, and

(c) that no further hearing herein is necessary;

NOW, THEREFORE, IT IS HEREBY

RESOLVED:

1. That the said Certificate of Amendment of the Certificate of Incorporation be and the same hereby is approved; and

2. That a certified copy of this Resolution be annexed thereto.

WITNESS, the signatures of the Members of the Industrial Board of Appeals and the Seal of the Department of Labor of the State of New York, at Albany, New York, on the 28th day of August 1975.

/s/ HARRY J. ~~XXXXXXXXXXXXXXXXXX~~
~~XXXXXXXXXXXXXXXXXXXXXXXXXXXX~~

/s/ B. FRANKLIN SPENCER
B. Franklin Spencer, Member

/s/ RICHARD H. BOLTON
Richard H. Bolton, Member

Dated and filed in the office of the Industrial Board of Appeals on the 28th day of August 1975

8

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for YOUNG ADULT INSTITUTE, INC., File Number A600545-9 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 11, 2024.

WALTER T. MOSLEY
Secretary of State

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100006747977 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

The University of the State of New York

Education Department

A600545

STATE OF NEW YORK)
)ss.:
COUNTY OF ALBANY)

Consent is hereby given to change of purposes of YOUNG ADULT INSTITUTE & WORKSHOP, INC. contained in the certificate of incorporation as set forth in the annexed certificate of amendment made under and pursuant to the provisions of section 803 of the Not-for-Profit Corporation Law.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation, the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 4th day of April, 1979.

Gordon M. Ambach
Commissioner of Education

By:

Robert D. Stone
Counsel and Deputy Commissioner
for Legal Affairs

CERTIFICATE OF AMENDMENT
-of-
CERTIFICATE OF INCORPORATION
-of-

YOUNG ADULT INSTITUTE AND WORKSHOP, INC.

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

We, the undersigned, the President and Secretary, respectively, of Young Adult Institute & Workshop, Inc., hereby certify:

1. The name of the corporation is YOUNG ADULT INSTITUTE AND WORKSHOP, INC.

2. The Certificate of its incorporation was filed by the Department of State on April 15, 1964 under the Membership Corporation Law 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; the type of corporation under Section 201 of the Not-For-Profit Corporation Law is Type B; and upon the filing of this Certificate, the corporation shall thereafter continue to be classified as Type B.

4. The post office address within the State of New York to which the Secretary of State shall mail a copy of any notice required by law shall be c/o Arnold H. Shaw, 51 Madison Avenue, New York, N.Y. 10010

5. The Certificate of Incorporation is amended by:
(a) deleting Article THIRD which reads as follows: "That the territory in which the operations of said Corporation are to be principally conducted (sic) New York City"; and by substituting therefor, "The territory in which the operations

of the Corporation are to be principally conducted are New York City, Nassau County, Westchester County and Rockland County"; and (b) adding to Article FIRST, a new sub-article to be numbered 7, to read as follows: "To establish, own, operate and maintain day-care centers or treatment centers, or both, for mentally retarded and developmentally disabled persons as defined by the Mental Hygiene Law".

6. The above amendments to the Certificate of Incorporation were authorized by the unanimous vote of all members entitled to vote thereon at a meeting of the members held on November 2, 1978. The number of votes thus cast was at least equal to a quorum.

7. The following were endorsed on or annexed to the Certificate of Incorporation: The consent of the State Education Department; the approval of the Board of Standards and Appeals, Department of Labor, the waiver of the Attorney General of the State of New York; and the approval of Hon. A. David Benjamin, a Justice of the Supreme Court, Second Judicial District. Prior to delivery of this Certificate of Amendment to the Department of State for filing, the consents and approvals required by law will be annexed to or endorsed upon this Certificate of Amendment.

IN WITNESS WHEREOF, we have hereunto signed our names and affirm that the statements made herein are true under the penalties of perjury, this 18th day of January, 1979.

Oakleigh B. Thorne
OAKLEIGH B. THORNE, President

Dena H. Tracton
DENA TRACTON, Secretary

3

I, FRANK J. BLANGIARDO, a

Justice of the Supreme Court of the State of New York, of the First Judicial District, do hereby approve the foregoing Certificate of Amendment to the Certificate of Incorporation of YOUNG ADULT INTITUTE & WORKSHOP, INC. and consent that the same be filed by the Secretary of State.

Dated: New York, New York
MAY 7TH, 1979

JUSTICE OF THE SUPREME COURT
FIRST JUDICIAL DISTRICT

FRANK J. BLANGIARDO

THE UNDERSIGNED HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON AND WAIVES STATUTORY NOTICE

ROBERT ABRAMS
ATTORNEY GENERAL
STATE OF NEW YORK

SHARON CUFF SLATER
Assistant Attorney General
Mar 19, 1979

STATE OF NEW YORK

OFFICE OF MENTAL RETARDATION/DEVELOPMENTAL DISABILITIES

NEW YORK, NEW YORK

KNOW ALL PERSONS BY THESE PRESENTS:

Pursuant to the provision of Section 31.22 of the Mental Hygiene Law and Subdivision (q) of Section 404 of the Not-For-Profit Corporation Law, approval is hereby given to the filing of the annexed Certificate of Amendment of The Certificate of Incorporation of

YOUNG ADULT INSTITUTE AND WORKSHOP, INC.

This approval shall not be construed as an authorization for Young Adult Institute and Workshop, Inc. to engage in any activity for which the provisions of Article 31 of The Mental Hygiene Law require an Operating Certificate issued by the Office of Mental Retardation and Developmental Disabilities unless said corporation has been issued such Operating Certificate; nor shall it be construed to eliminate the need for the said corporation to meet any and all of the requirements and conditions precedent set forth in Article 31 of such Law and the regulations promulgated thereunder for the issuance of said Operating Certificate.

IN WITNESS WHEREOF this instrument is executed by The Associate Commissioner of the Office of Mental Retardation and Developmental Disabilities this 13th day of February, 1979.

By: [signature]
Jennifer L. Lewis, Ph.D.
Associate Commissioner
New York City/Long Island
County Service Group

I, Edward S. Lentol, a Justice of the Surpeme Court of the State of New York of the Second Judicial District, do hereby approve the following Certificate of Amendment to the Certificate of Incorporation of YOUNG ADULT INSTITUTE AND WORKSHOP, INC. and consent that the same be filed by the Secretary of State.

Dated: Brooklyn, New York
July 31, 1979

Justice of the Supreme Court,
Second Judicial District

HON. EDWARD S. LENTOL

6

- x

In the Matter of the Certificate of Amendment of the Certificate of Incorporation of

YOUNG ADULT INSTITUTE AND WORKSHOP, INC.

AFFIRMATION

- x

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

ARNOLD H. SHAW, an attorney at law admitted to the Bar of the State of New York, affirms under penalty of perjury:

1. The Certificate of Incorporation to which this Affirmation is attached was submitted to Special Term, Part 2, of the Supreme Court, New York County, First Judicial District, and it was approved by Mr. Justice Frank J. Blangiardo. On submission, however, to the Department of State of the State of New York, it was returned with this notice:

> "You must obtain the approval of a Justice of the Supreme Court of the Second judicial district, not the First judicial district. Note that the office location is not being changed and remains Kings County. Even if it were being changed, the approval of a Justice of the Supreme Court of the Second judicial district would be required."

2. When I sought the approval of a Justice of the Supreme Court in the First Judicial District I was under the impression that this was the correct procedure since the Corporation had physically moved its principal office from Brooklyn to Manhattan.

WHEREFORE, I respectfully request that the Certificate of Amendment be approved by a Justice of the Supreme Court of the State of New York in the Second Judicial District.

Dated: July 31, 1979

ARNOLD H. SHAW

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for YOUNG ADULT INSTITUTE, INC., File Number B241391-10 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 11, 2024.

WALTER T. MOSLEY
Secretary of State

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100006747979 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

1 ND

The University of the State of New York

STATE OF NEW YORK:
: ss.:
COUNTY OF ALBANY :

B241391

B241391

Pursuant to the provisions of section 804 of the Not-for-Profit Corporation Law, consent is hereby given to the restatement and amendment of the text of the certificate of incorporation of YOUNG ADULT INSTITUTE AND WORKSHOP, INC. as set forth in the annexed restated and amended certificate of incorporation.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 11th day of June, 1985.

Gordon M. Ambach
Commissioner of Education

By:

Robert D. Stone
Counsel and Deputy Commissioner
for Legal Affairs

RESTATED CERTIFICATE OF INCORPORATION

of

YOUNG ADULT INSTITUTE AND WORKSHOP, INC.

Under Section 805 of the Not-for-Profit Corporation Law

RECEIVED
MAR 7 - 1985
NYC County Services Group
Office of Mental Retardation
& Developmental Disabilities

Oakleigh B. Thorne and Dena H. Tracton, being, respectively, the president and secretary of YOUNG ADULT INSTITUTE AND WORKSHOP, INC., certifiy:

1. The name of the corporation is YOUNG ADULT INSTITUTE AND WORKSHOP, INC.

2. The certificate of incorporation was filed by the Department of State on April 15, 1964.

3. The certificate of incorporation as now in full force and effect is hereby amended to effect the following amendments authorized in subdivision (b)(8) of §801 of the Not-for-Profit Corporation Law:

(a) Article FIRST is amended to read as follows:

The particular purposes and objects for which the corporation is formed are:

To establish, operate and maintain outpatient programs including, but not limited to day treatment, day and evening training programs, habilitation, socialization, recreational, counseling, vocational, workshop and client rehabilitation programs for the mentally retarded and developmentally disabled as defined by the Mental Hygiene Law, said services to be performed for persons of all ages, i. e., children, adolescents, adults and the elderly;

To establish, operate and maintain community residences

and supportive or supervised residential facilities for the mentally retarded and the developmentally disabled providing programs of care, services, habilitation, homelike environment, and social and recreational activities for the developmentally disabled or any combination of such programs. These facilities and programs shall be operated and maintained for persons of all ages, children, adolescents, adults and the elderly, and shall include intermediate care facilities, respite programs, group homes, half-way homes and camping;

To carry on programs of community education in all of the foregoing areas;

To carry on research in all aspects of the foregoing programs and services, and to publish findings; and

To solicit and receive funds for the accomplishment of the foregoing purposes.

(b) Article THIRD is amended to read as follows:

The territory in which the operations of the corporation may be conducted shall be the State of New York.

(c) Article FOURTH is amended to read as follows:

The principal office of the corporation shall be located in the City, County and State of New York.

(d) The following new paragraphs are added to the certificate of incorporation:

The Secretary of State is designated as agent of the corporation upon whom process against it may be served, and the

post office address within the State of New York to which the Secretary of State shall mail a copy of any process against it shall be c/o Arnold H. Shaw, Esq., 226 Oakwood Avenue, Cedarhurst, NY 11516.

The approval of the Commissioner of the Office of Mental Retardation and Developmental Disabilities will be affixed hereto.

THE CERTIFICATE OF INCORPORATION
IS HEREBY RESTATED TO SET FORTH
ITS ENTIRE TEXT:

1. The particular purposes and objects for which the corporation is formed are:

1.1 To establish, operate and maintain outpatient programs including, but not limited to day treatment, day and evening training programs, habilitation, socialization, recreational, counseling, vocational, workshop and client rehabilitation programs for the mentally retarded and developmentally disabled as defined by the Mental Hygiene Law, said services to be performed for persons of all ages, i. e., children, adolescents, adults and the elderly;

1.2 To establish, operate and maintain community residences and supportive or supervised residential facilities for the mentally retarded and developmentally disabled providing programs of care, services, habilitation, homelike environment, and social and recreational activities for the developmentally disabled or any combination of such programs. These facilities and programs shall be operated and maintined for persons of all ages, children, adolescents, adults and the elderly, and shall include intermediate

care facilities, respite programs, group homes, half-way homes and camping;

1.3 To carry on programs of community education in all of the foregoing areas;

1.4 To carry on research in all aspects of the foregoing programs and services, and to publish findings; and

1.5. To solicit and receive funds for the accomplishment of all of the foregoing purposes.

2. The name of the corporation shall be YOUNG ADULT INSTITUTE AND WORKSHOP, INC.

3. The territory in which the operations of the corporation may be conducted shall be the State of New York.

4. The principal office of the corporation shall be located in the City, County and State of New York.

5. The number of directors of the corporation shall be five, but not more than fifty.

6. The Secretary of State is designated as agent of the corporation upon whom process against it may be served, and the post office address within the State of New York to which the Secretary of State shall mail a copy of any process against it shall be c/o Arnold H. Shaw, Esq., 226 Oakwood Avenue, Cedarhurst, NY 11516.

7. The approval of the Commissioner of the Office of Mental Retardation and Developmental Disabilities will be affixed hereto.

~~8.~~ 4. This restated certificate of incorporation, including

the amendments above set forth was authorized by the Board of Directors of the corporation at a duly constituted meeting at which a quorum was present by the unanimous vote of the menbers of said Board who were present.

IN WITNESS WHEREOF, we have signed our names hereto, and we affirm under the penalties of perjury that the statements made herein are true, this 28 day of November, 1983.

Oakleigh B. Thorne
President - Oakleigh B. Thorne

Dena H. Tracton
Secretary - Dena H. Tracton

JUDICIAL APPROVAL

I, Edward K. Pincus, a Justice of the Supreme Court of the State of New York in the Second Judicial District, do hereby approve the foregoing Restated Certificate of Incorporation of Young Adult Institute and Workshop, Inc. including the amendments contained therein, and I consent that the same be filed by the Secretary of State.

Dated: Brooklyn, NY

MAY 10 1985, 1985

Justice of the Supreme Court
Second Judicial District

Edward K. Pincus

The undersigned has no objection to the granting of judicial approval hereon and waives statutory notice

Dated: 1/3, 1984

ROBERT ABRAMS, Attorney General of the State of New York

By: Assistant Attorney General

STATE OF NEW YORK
OFFICE OF MENTAL RETARDATION AND DEVELOPMENTAL DISABILITIES

NEW YORK CITY COUNTY SERVICE GROUP
TWO WORLD TRADE CENTER • NEW YORK • NY 10047 • (212) 488-6312

ARTHUR Y. WEBB
Commissioner

Elin M. Howe
First Deputy Commissioner

UNI

STATE OF NEW YORK

OFFICE OF MENTAL RETARDATION/DEVELOPMENTAL DISABILITIES

NEW YORK, NEW YORK

KNOW ALL PERSONS BY THESE PRESENTS:

Pursuant to the provision of Section 16.07 of the Mental Hygiene Law and Subdivision (q) of Section 404 of the Not-For-Profit Corporation Law, approval is hereby given to the filing of the annexed restated Certificate of Incorporation of

YOUNG ADULT INSTITUTE AND WORKSHOP, INC.

This approval shall not be construed as an authorization for Young Adult Institute and Workshop, Inc. to engage in any activity for which the provisions of Article 16 of the Mental Hygiene Law require an Operating Certificate issued by the Office of Mental Retardation and Developmental Disabilities unless said corporation has been issued such Operating Certificate; nor shall it be construed to eliminate the need for the said corporation to meet any and all of the requirements and conditions precedent set forth in Article 16 of such Law and the regulations promulgated thereunder for the issuance of said Operating Certificate.

IN WITNESS WHEREOF this instrument* is executed by the Deputy Commissioner of the Office of Mental Retardation and Developmental Disabilities this 17th day of June, 1985.

8

By: _____
Edward W. Jennings
Associate Commissioner
New York City County Service Group

STATE OF NEW YORK

OFFICE OF MENTAL RETARDATION/DEVELOPMENTAL DISABILITIES

NEW YORK, NEW YORK

KNOW ALL PERSONS BY THESE PRESENTS:

Pursuant to the provision of Section 16.07 of the Mental Hygiene Law and Subdivision (q) of Section 404 of the Not-For-Profit Corporation Law, approval is hereby given to the filing of the annexed restated Certificate of Incorporation of

YOUNG ADULT INSTITUTE AND WORKSHOP, INC.

This approval shall not be construed as an authorization for Young Adult Institute and Workshop, Inc. to engage in any activity for which the provisions of Article 16 of the Mental Hygiene Law require an Operating Certificate issued by the Office of Mental Retardation and Developmental Disabilities unless said corporation has been issued such Operating Certificate; nor shall it be construed to eliminate the need for the said corporation to meet any and all of the requirements and conditions precedent set forth in Article 16 of such Law and the regulations promulgated thereunder for the issuance of said Operating Certificate.

IN WITNESS WHEREOF this instrument is executed by the Deputy Commissioner of the Office of Mental Retardation and Developmental Disabilities this 2nd day of May, 1985.

By: Elizabeth Crowell-Haight

Elizabeth Crowell-Haight
Acting Associate Commissioner
New York City County Service Group

9

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 26 1985

AMT. OF CHECK $ 40
FILING FEE $ 30
TAX $
COUNTY FEE $
COPY $
CERT $
REFUND $
SPEC HANDLE $ 10

BY: 2nd Kings New type B

B241391

RESTATED CERTIFICATE OF INCORPORATION

of

YOUNG ADULT INSTITUTE AND WORKSHOP, INC.

Under §805 of the Not-for-Profit
Corporation Law

4/15/64 Kings - M431379
L - A000545-9 Type B
not. % - Arnold H. Shaw
51 Madison Ave, NY, NY 1001

ARNOLD H. SHAW
Attorney-at-Law
226 Oakwood Avenue
Cedarhurst, NY 11516

RECEIVED
JUN 25 9 AM '85

MAR 15 11 AM '85

BILLED

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for YOUNG ADULT INSTITUTE, INC., File Number 941116000045 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 11, 2024.

WALTER T. MOSLEY
Secretary of State

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100006747980 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

F94111600045

The University of the State of New York

Education Department

STATE OF NEW YORK

ss:

COUNTY OF ALBANY

Pursuant to the provisions of section 804 of the Not-for-Profit Corporation Law, consent is hereby given to the restatement and amendment of the purposes and location of the certificate of incorporation of **YOUNG ADULT INSTITUTE AND WORKSHOP, INC.**, which includes a change of corporate name to **YOUNG ADULT INSTITUTE, INC.**, as set forth in the annexed restated and amended certificate of incorporation.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 23rd day of September, 1994.

Thomas Sobol
Commissioner of Education

By

Richard I. Nabozny
Senior Attorney

F9411 0000045

RESTATED CERTIFICATE OF INCORPORATION

-of-

YOUNG ADULT INSTITUTE AND WORKSHOP, INC.

Pursuant to Section 805 of the Not-for-Profit Corporation Law

MARCELLA FAVA-WAGGONER and CHARLES LEEDS, being, respectively, the president and assistant secretary of YOUNG ADULT INSTITUTE AND WORKSHOP, INC., certify:

FIRST. The name of the corporation is YOUNG ADULT INSTITUTE AND WORKSHOP, INC.

SECOND. The certificate of incorporation was filed by the Department of State on April 15, 1964.

THIRD. The certificate of incorporation as now in full force and effect is amended to effect the following amendments:

(a) Paragraph 1.1, 1.2, 1.3 and 1.4 relating to corporate purposes;

(b) Paragraph 2 relating to the corporate title; and

(c) Paragraph 5 relating to the address to which process is to be mailed.

THE CERTIFICATE OF INCORPORATION OF YOUNG ADULT INSTITUTE, INC. (PURSUANT TO SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW) IS HEREBY RESTATED AS FOLLOWS:

"1. The corporation is a corporation as defined in Sub-Paragraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law; the corporation is a Type B corporation as

2

defined in Section 201 of the Not-for-Profit Corporation Law; and the purposes for which it is formed are as follows:

"1.1. To establish, operate and maintain outpatient clinic services including medical, habilitative and rehabilitative treatment, as well as day and evening training, socialization, recreational, counseling, vocational and workshop programs, and employment services for the mentally retarded and developmentally disabled as defined in the Mental Hygiene Law, as well as for persons with other disabilities, said services to be performed at central sites, in the home and other sites and residential facilities, as appropriate, for persons of all ages: infants, children, adolescents, adults and family members.

"1.2. To establish, operate and maintain community residences and supportive or supervised residential facilities for persons who are mentally retarded and developmentally disabled, as well as for persons with other disabilities, providing programs of care, services, habilitation, homelike environment, and social and recreational activities for the developmentally disabled, as well as for persons with other disabilities, or any combination of such programs. These facilities shall be operated and maintained for persons of all ages, children, adolescents, adults and the elderly, and shall include intermediate care facilities, respite programs, group homes, half-way homes and camping.

"1.3. To provide home health care services in conformance with the codes of the State of New York, pursuant to Article 36 of the Public Health Law. Such services shall be through the operation of a Certified Home Health Agency, and upon the approval of all required agencies of the State of New York, a Long Term Home Health Care Program, a licensed Home Health Agency, an Exempt Home Care Agency, as well as home care for disabled persons, generally, and to provide other in-home professional and paraprofessional services as appropriate to ensure that recipients of services can remain in the least restrictive environment. Such programs and services shall be operated and maintained for all persons of all ages: infants, children, adolescents, adults, elderly and family members.

"1.4. To provide programs and services for people of all ages with learning disabilities, and children from birth to five years of age who are developmentally delayed in early intervention and pre-school service, these services to be performed either by the corporation alone, or in association or collaboration with other duly authorized agencies."

"1.5. To carry on programs of community education in all of the foregoing areas;

"1.6. To carry on research in all aspects of the foregoing programs and services, and to publish findings; and

"1.7. To solicit and receive funds for the accomplishment of all of the foregoing purposes.

"1.8. Nothing herein shall authorize the corporation to operate or maintain a nursery school, elementary school or secondary school.

"2. The name of the corporation shall be YOUNG ADULT INSTITUTE, INC."

"3. The principal office of the corporation shall be located in the County and State of New York.

"4. The number of directors of the corporation shall be five, but not more than fifty.

"5. The Secretary of State is designated as agent of the corporation upon whom process against it may be served, and the post office address within the State of New York to which the Secretary of State shall mail a copy of any process against it shall be

Young Adult Institute, Inc.
Attention: Executive Director,
460 West 34 Street, New York, NY 10001-2382."

FOURTH. This restated certificate of incorporation, including the amendments above set forth, was duly authorized by the Board of Directors of the corporation at a duly constituted meeting at which a quorum was present by the unanimous vote of the members of the Board of Directors who were present. THERE ARE NO MEMBERS ENTITLED TO VOTE

IN WITNESS WHEREOF, we have signed our names hereto, and we affirm under the penalties of perjury that the statements made herein are true, this 23 day of May, 1994.

Marcella Fava Wagconer
MARCELLA FAVA-WAGCONER
President

Charles Leeds
CHARLES LEEDS
Assistant Secretary

5

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

PUBLIC HEALTH COUNCIL

July 26, 1994

Mr. Thomas A. Dern, A.C.S.W.
Assistant Executive Director
Young Adult Institute
460 West 34 Street
New York, NY 10001-2382

Re: Restated Certificate of Incorporation of Young Adult Institute and Workshop, Inc.

Dear Mr. Dern:

AFTER INQUIRY and INVESTIGATION, and in accordance with action taken at a meeting of the Public Health Council held on the 18th day of March, 1994, I hereby certify that the Public Health Council consents to the filing of the Restated Certificate of Incorporation of Young Adult Institute and Workshop, Inc., dated May 23, 1994.

Sincerely,

Karen S. Westervelt

Karen S. Westervelt
Executive Secretary

6

STATE OF NEW YORK
OFFICE OF MENTAL RETARDATION AND DEVELOPMENTAL DISABILITIES

75 MORTON STREET, NEW YORK, NY 10014-5798

THOMAS A. MAUL
Commissioner

ULUSS THOMPSON
Executive Deputy Commissioner

KNOW ALL PERSONS BY THESE PRESENTS:

Pursuant to the provisions of Section 16.07 of the Mental Hygiene Law and subdivision (q) of Section 404 of the Not-For-Profit Corporation Law, approval is hereby given to the filing of the annexed Restated Certicate of Incorporation of

Young Adult Institute and Workshop, Inc.

This approval shall not be construed as an authorization for Young Adult Institute and Workshop, Inc. to engage in any activity for which the provisions of Article 16 of the Mental Hygiene Law require an Operating Certificate issued by the Office of Mental Retardation and Developmental Disabilities unless said corporation has been issued such Operating Certificate; nor shall it be construed to eliminate the need for the said corporation to meet any and all of the requirements and conditions precedent set forth in Article 16 of such Law and the regulations promulgated thereunder for the issuance of said Operating Certificate.

In WITNESS WHEREOF this instrument is executed by the Associate Commissioner of the Office of Mental Retardation and Developmental Disabilities this 7th day of September 1994

BY: James M. Walsh (RS)

James M. Walsh
Associate Commissioner
New York City Regional Office

7

Right at home. Right in the neighborhood.

The undersigned has no objection to the granting of Judicial approval hereon and waives statutory notice.

THE UNDERSIGNED HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL
APPROVAL HEREON AND WAIVES
STATUTORY NOTICE
ATTORNEY GEN.
STATE OF NEW YORK
by Lenora Werner
Assistant Attorney General
Date: October 24, 1994

G. OLIVER KOPPELL
ATTORNEY GENERAL
STATE OF NEW YORK

by: _____

I, STANLEY PARNESS, a Justice of the Supreme Court of the State of New York for the FIRST Judicial District do hereby approve the foregoing Certificate of Restatement and Amendment of the Certificate of Incorporation of Young Adult Institute and Workshop, Inc. and consent that the same be filed.

Date: NOV 7 1994

STANLEY PARNESS

8

F94110000055

RESTATED

CERTIFICATE OF INCORPORATION

OF

YOUNG ADULT INSTITUTE

AND WORKSHOP, INC.

SHERRIN & GLASEL
ATTORNEYS AT LAW
74 NORTH PEARL STREET
ALBANY, NEW YORK 12207-2710
(518) 463-1275

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 18 1994
TAX $ _____
BY: STS
New York

9

94110000055

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for YOUNG ADULT INSTITUTE, INC., File Number 190620000267 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 11, 2024.

WALTER T. MOSLEY
Secretary of State

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100006747982 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

CSC 45
DRAW DOWN

190620000267

CERTIFICATE OF MERGER

OF

YAI/ROCKLAND COUNTY ASSOCIATION FOR PEOPLE WITH DISABILITIES

INTO

YOUNG ADULT INSTITUTE, INC.

Under Section 904 of the New York Not-for-Profit Corporation Law

---

Young Adult Institute, Inc., a New York charitable not-for-profit corporation organized under the New York Not-For-Profit Corporation Law ("NPCL"), and YAI/Rockland County Association for People with Disabilities, a New York charitable not-for-profit corporation formed under the NPCL, hereby certify the following information in connection with the merger of YAI/Rockland County Association for People with Disabilities with and into Young Adult Institute, Inc. (the "Merger"):

Section I. **Names of the Constituent Corporations.** The name of each of the constituent corporations to the Merger is:

(a) Young Adult Institute, Inc., a New York charitable not-for-profit corporation organized under the NPCL ("YAI") under the name "Young Adult Institute and Workshop, Inc."; and

(b) YAI/Rockland County Association for People with Disabilities, a New York charitable not-for-profit corporation organized under the NPCL ("RCAPD") under the name "Rockland County Association for Children with Learning Disabilities".

YAI and RCAPD are sometimes hereinafter collectively referred to as the "Constituent Corporations."

Section II. **Name of the Surviving Corporation.** YAI shall be the surviving corporation (the "Surviving Corporation") following the Merger.

Section III. **Membership of Constituent Corporations.**

(a) There are no members of YAI.

(b) The sole member of RCAPD is YAI.

(c) There are no holders of certificates evidencing capital contributions or subventions to either of the Constituent Corporations.

Section IV. **Filing Date of the Surviving Corporation's Certificate of Incorporation.** The Certificate of Incorporation of YAI was filed with the New York Department of State on April 15, 1964 which was restated in its entirety by that certain Restated Certificate of Incorporation filed with the New York Department of State on November 16, 1994.

Section V. **Filing Date of RCAPD's Certificate of Incorporation.** The Certificate of Incorporation of RCAPD was filed with the New York Department of State on June 30, 1978.

Section VI. **Approval of the Plan of Merger.** As to each of the Constituent Corporations, a plan of merger (as such term is described in Section 902 of the NPCL) was adopted in the following manner:

(a) The Merger was authorized with respect to YAI by the Board of Trustees of YAI at a duly constituted meeting thereof on May 14, 2018 approving and adopting a plan of merger in accordance with the provisions of Section 902 of the NPCL.

(b) The Merger was authorized with respect to RCAPD by (i) the Board of Trustees of RCAPD at a duly constituted meeting thereof on May 14, 2018 approving and adopting a plan of merger in accordance with the provisions of Section 902 of the NPCL and (ii) the unanimous written consent of YAI, the sole member of RCAPD, approving and adopting a plan of merger in accordance with the provisions of Sections 614 and 903 of the NPCL.

Section VII. **Amendment to the Surviving Corporation's Restated Certificate of Incorporation.** The Restated Certificate of Incorporation of the Surviving Corporation shall not be amended in connection with the Merger.

Section VIII. **Effective Date.** The effective date of the Merger shall be July 1, 2019.

IN WITNESS WHEREOF, each of the undersigned corporations have caused this Certificate of Merger to be executed by a duly authorized officer thereof as of the date set forth below.

YOUNG ADULT INSTITUTE, INC.

By: _____
Name: Jeffery A. Mordos
Title: Chairman
Dated: June 18, 2019

YAI/ROCKLAND COUNTY ASSOCIATION FOR PEOPLE WITH DISABILITIES

By: _____
Name: George Contos
Title: Chairman
Dated: June 18, 2019

(Signature Page to the Certificate of Merger between Young Adult Institute, Inc., and YAI/Rockland County Association for People with Disabilities)

NEW YORK STATE OF OPPORTUNITY. | Department of Health

ANDREW M. CUOMO
Governor

HOWARD A. ZUCKER, M.D., J.D.
Commissioner

SALLY DRESLIN, M.S., R.N.
Executive Deputy Commissioner

November 13, 2018

Mr. Leonard Lipsky, Esq.
Epstein Becker & Green, P.C.
250 Park Avenue
New York, New York 10177

Re: No Objection to Filing of the Certificate of Merger of YAI/Rockland County Association for People with Disabilities with and into Young Adult Institute, Inc.

Mr. Lipsky;

The proposed Certificate of Merger for the above-mentioned corporation has been reviewed.

Please be advised that the proposed Certificate of Merger does not require the formal approval of the Department of Health (DOH) or the Public Health and Health Planning Council (PHHPC) because YAI's CHHA license was properly surrendered to the Department of Health on March 16, 2012 in accordance with a properly implemented closure plan.

Furthermore, it is the understanding of this Department that, by filing the proposed Certificate of Merger with the Secretary of State, YAI acknowledges and agrees that it must obtain the formal approval of DOH before engaging in the following activities and before engaging in any other activity that which would require the formal approval of DOH and/or PHHPC: (1) provide hospital services or health related services, as such terms are defined in the New York Public Health Law (PHL); (2) establish, operate or maintain a hospital, a home care services agency, a hospice, a managed care organization or a health maintenance organization, as provided for by Articles 28, 36, 40 and 44 respectively, of the PHL and implementing regulations; (3) establish or operate an independent practice association, (4) establish, operate, construct, lease, or maintain an adult home, an enriched housing program, a residence for adults, or an assisted living program, as provided for by Article 7 of the New York Social Services Law (SSL); (5) establish, operate, construct, lease or maintain an assisted living residence, as provided for by Article 46-B of the PHL; or (6) solicit any funds, contributions or grants, for the support of a PHL Article 28 facility or a SSL Article 7 facility.

You may submit this letter to the New York State Secretary of State along with your filing.

If you have any questions regarding the above, you may contact me at (518) 473-3303.

Sincerely,

Mark Schweitzer, Senior Attorney
Bureau of Health Facility Planning and
Development, Division of Legal Affairs

NEW YORK STATE OF OPPORTUNITY. | Office for People With Developmental Disabilities

ANDREW M. CUOMO
Governor

KERRY A. DELANEY
Acting Commissioner

December 21, 2018

Sandra Giorno-Tocco, Assistant Attorney General
Office of the Attorney General
Westchester Regional Office
44 South Broadway, 5th Floor
White Plains, New York 10601

re: Merger of Rockland County Association for People with Disabilities with and into Young Adult Institute, Inc.

Dear Ms. Giorno-Tocco:

The New York State Office for People With Developmental Disabilities consents to Rockland County Association for People with Disabilities, Inc. ("RCAPD") merging with and into Young Adult Institute, Inc. ("YAI"). As a result of the merger, RCAPD's operations, including the programs and services that it operates for individuals with intellectual and developmental disabilities will be operated by YAI at RCAPD's various sites.

The programs and services are operated in real property owned or leased by RCAPD. For properties owned by RCAPD, YAI will assume ownership of the properties. For properties leased by RCAPD, YAI will enter into assignment and assumption agreements.

OPWDD has granted YAI's request for YAI to receive the higher of reimbursement rates following the acquisition of the properties from RCAPD which is: the fair market rent or the unreimbursed balance on the OPWDD approved Prior Property Approval. The fair market rent has been calculated through fair market rent appraisals performed by OPWDD. The appraisals are OPWDD internal documents and are used by OPWDD to calculate whether the rent requested by the agency is acceptable and within a predetermined Division of Budget threshold. The appraisals are not released to an agency. Therefore, the Agency is unable to provide your office with the rent appraisals. OPWDD will furnish copies of the appraisals to your office, upon request.

Several properties owned by RCAPD are encumbered by DASNY bonds. YAI is working with DASNY to obtain the necessary approvals to redeem the bonds. The bond debt will be redeemed from existing YAI cash reserves that OPWDD will replenish via a Prior Property Approval paid out over the next two years.

OPWDD received the proposed Certificate of Merger of RCAPD with and into YAI, the YAI Restated Certificate of Incorporation filed with the NYS Department of State on November 16, 1994, and a copy of the Certificate of Incorporation, as amended, of RCAPD.

After analysis of competing options by OPWDD, the transaction referenced above is in the best interests of the organization given the outstanding bond and other considerations, the leasing arrangement will allow the corporation is in furtherance of the express objects of the corporation, will ensure the continued provision of services and programs to individuals served by OPWDD, and will best permit the organization to continue fulfilling its charitable mission and vision.

Very truly yours,

Kevin M. Valenchis
Deputy Commissioner

cc: YAI, Inc.
RCAPD

At the Supreme Court of
The State of New York, held
in and for the County of Westchester
on the
day of June 18 2019

PRESENT:
HON. HON. MARY H. SMITH
Justice. SUPREME COURT JUSTICE

In the Matter of the Application of

YOUNG ADULT INSTITUTE, INC.

AND

YAI/ROCKLAND COUNTY ASSOCIATION
FOR PEOPLE WITH DISABILITIES,

("Petitioners")

For an Order Approving Their Plan of Merger Under Section 907-a of the Not-for-Profit Corporation Law and Authorizing the Filing of the Certificate of Merger of YAI/Rockland County Association for People with Disabilities with and into Young Adult Institute, Inc. Under Section 904 of the Not-for-Profit Corporation Law.

ORDER

Index No. 58652/19

Upon reading and filing the Verified Petition of Young Adult Institute ("YAI") and YAI/Rockland County Association for People with Disabilities ("RCAPD"), both New York not-for-profit corporations (together, "Petitioners"), and the exhibits thereto, whereby it appears to the satisfaction of the Court that Petitioners have complied with all the requirements of Section 907-a of the Not-For-Profit Corporation Law of the State of New York (the "NPCL") to effect the merger of RCAPD with and into YAI (the "Merger"), with YAI being the surviving corporation, and it appearing further that the objects and purposes of each constituent corporation will be promoted by the Merger, and that the public interest will not be adversely affected by the Merger, and the Merger being authorized by the laws of the State of New York;

And it appearing that the trustees, directors and members of the constituent corporations have approved the plan of merger between the constituent corporations and that no votes against approval or adoption of the plan of merger were cast by any trustee, director or member of the constituent corporations;

And the New York State Office of People with Developmental Disabilities ("OPWDD") has approved the requested Merger;

And the New York State Department of Health ("DOH") and the Public Health and Health Planning Council ("PHHPC") having confirmed that it is not required to approve the requested Merger;

And the Dormitory Authority of the State of New York ("DASNY") consent is not required because the RCAPD bond debt will be redeemed from existing YAI cash reserves upon the consummation of the requested Merger;

And the New York State Attorney General (the "Attorney General") having advised the Court by the endorsement of this Order that the New York State Attorney General has no objection to the requested Merger;

And the aforesaid OPWDD, the DOH, the PHHPC and the Attorney General being all those required to receive notice under Sections 907-a, 909 and 404 of the NPCL;

NOW, on application of the Petitioners, it is

ORDERED, that the Court approves the Plan of Merger and authorizes the filing of the Certificate of Merger with the New York State Department of State; and it is further

ORDERED, that the unrestricted assets of RCAPD shall be transferred by operation of law in the Merger to YAI to be used by YAI for the same charitable purposes that such assets were used by RCAPD immediately prior to the Merger; that is, for the operation of a

not-for-profit corporation for charitable, educational and scientific purposes, and to promote the general welfare of all persons with developmental disabilities; and it is further

ORDERED, that the restricted assets of RCAPD, which are not subject to a condition requiring return, transfer or conveyance as a result of the Merger, shall be transferred to YAI in connection with the Merger and YAI shall use and administer such restricted assets in compliance with the donor-designated restrictions; and it is further

ORDERED, that a signed copy of this Order and a copy of the Certificate of Merger as filed with the New York State Department of State shall be sent to the New York State Attorney General's office within 30 days of signing of the Order and the filing of the Certificate of Merger; and it is further

ORDERED, that Petitioners have leave to execute any and all necessary and proper documents and instruments that Petitioners may deem advisable to effect the Merger to the extent granted herein.

Dated: June 18 2019
White Plains, NY

ENTER

Justice of the Supreme Court
of the State of New York
~~Date:~~ HON. MARY H. SMITH
SUPREME COURT JUSTICE

THE ATTORNEY GENERAL HEREBY APPEARS HEREIN, HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF ALL PAPERS SUBMITTED HEREIN, INCLUDING ALL ORDERS, JUDGMENTS AND ENDORSEMENTS OF THE COURT. SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

Sandra Quarnoccio 5/13/19
ASSISTANT ATTORNEY GENERAL DATE

CSC 45
DRAW DOWN

267

CERTIFICATE OF MERGER

OF

YAI/ROCKLAND COUNTY ASSOCIATION FOR PEOPLE WITH DISABILITIES

INTO

YOUNG ADULT INSTITUTE, INC.

Section 904 of the Not-for-Profit Corporation Law

RECEIVED
2019 JUN 20 AM 10: 04

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUN 20 2019
TAX $ 0
BY:

Filer: Epstein Becker & Green, P.C.
250 Park Ave
Fl 14
New York, NY 10177-1101
Cust. Ref#815072Abt

DRAWDOWN

2019 JUN 20 AM 11: 53

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for YOUNG ADULT INSTITUTE, INC., File Number 191029000325 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 11, 2024.

WALTER T. MOSLEY
Secretary of State

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100006747984 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

NEW YORK STATE OF OPPORTUNITY.

Division of Corporations, State Records and Uniform Commercial Code

191029000

325

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

CERTIFICATE OF CHANGE OF

Young Adult Institute, Inc.

(Insert Name of Domestic Corporation)

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

FIRST: The name of the corporation is:
Young Adult Institute, Inc.

If the name of the corporation has been changed, the name under which it was formed is:
Young Adult Institute and Workshop, Inc.

SECOND: The certificate of incorporation was filed by the Department of State on:
April 15, 1964

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:

220 East 42nd Street, 8th Floor
New York, NY 10017

☑ 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: George Contos

The street address of the registered agent is:
220 East 42nd Street, 8th Floor; New York, NY 10017.

☐ 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.

325

X _____ (Signature)

George Contos
(Name of Signer)

CEO
(Title of Signer)

CERTIFICATE OF CHANGE
OF

Young Adult Institute, Inc.
(Insert Name of Domestic Corporation)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED OCT 29 2019
TAX $
BY:

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

Filer's Name: George Contos

Address: 220 East 42nd Street, 8th Floor

City, State and Zip Code: New York, NY 10017

341

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 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.
2. The Department of State recommends that all documents be prepared under the guidance of an attorney.
3. The certificate must be submitted with a $20 filing fee.

For Office Use Only

NEW YORK STATE OF OPPORTUNITY. | Department of Health

MEMORANDUM

TO: Michael Stelluti
Division of Health Facility Planning and Development

Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

FROM: Kayleigh Gekakis, Associate Attorney
Bureau of Program Counsel
Division of Legal Affairs

DATE: August 14, 2025

SUBJECT: Approval of the Restated Certificate of Incorporation for Arnot Ogden Medical Center

---

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 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 request letter from Andrew S. Blatt, consultant to the applicant, to the Public Health and Health Planning Council dated July 23, 2025;
3) A photocopy of the proposed Restated Certificate of Incorporation of Arnot Ogden Medical Center dated July 30, 2025 and executed by Justin P. Runke, Authorized Person;
4) A certified copy of the Certificate of Amendment of the Certificate of Incorporation of Arnot Ogden Medical Center dated June 28, 2019, with approvals;
5) A certified copy of the Certificate of Amendment of the Certificate of Incorporation of Arnot Ogden Medical Center dated October 22, 2018, with approvals;
6) A certified copy of the Certificate of Amendment of the Certificate of Incorporation of Arnot Ogden Medical Center dated June 27, 2011 with approvals;
7) A letter from the Public Health and Health Planning Council dated August 3, 2011 consenting to the filing of the Certificate of Amendment of the Certificate of Incorporation of Arnot Ogden Medical Center dated June 27, 2011;
8) A certified copy of the Certificate of Amendment to the Certificate of Incorporation of Arnot Ogden Memorial Hospital dated March 22, 1991, with approvals;
9) A letter from the Public Health Council dated May 20, 1991 approving the Certificate of Amendment to the Certificate of Incorporation of Arnot Ogden Memorial Hospital and the entity's name change to Arnot Ogden Medical Center;
10) A certified copy of the Certificate of Amendment of the Certificate of Incorporation of Arnot Ogden Memorial Hospital dated March 11, 1981, with approvals;

11) A letter from the Public Health Council dated April 28, 1981 indicating that its approval of the proposed Certificate of Amendment of the Certificate of Incorporation of Arnot Ogden Memorial Hospital dated March 11, 1981 was not required;
12) A certified copy of the Certificate of Type of Not-for-Profit Corporation of Arnot Ogden Memorial Hospital dated August 28, 1973;
13) A certified copy of the Laws of New York of 1888, chapter 121 which incorporated the Arnot Ogden Memorial Hospital;
14) A certified copy of the Resolutions Adopted by the Arnot Health, Inc. Board of Directors and Arnot Ogden Medical Center Board of Managers at a Joint Meeting Held on December 16, 2024, which authorized the filing of the Restated Certificate of Incorporation of Arnot Ogden Medical Center; and
15) A certified copy of the Resolutions of the Board of Directors of Centralus Health, Inc. dated December 16, 2024, which authorize Justin Runke to represent Centralus Health in this transaction.

Attachments

cc: J. Corvino

NEW YORK STATE OF OPPORTUNITY. | Department of Health

MEMORANDUM

To: Public Health and Health Planning Council

From: Kathy Marks KSM
General Counsel
Division of Legal Affairs

Date: August 14, 2025

Subject: Approval of the Restated Certificate of Incorporation for Arnot Ogden Medical Center

---

Arnot Ogden Medical Center requests approval to restate its Certificate of Incorporation to reserve management powers to its member, Arnot Health, Inc., among other things. This transaction will allow Centralus Health, Inc. to manage Arnot Ogden Medical Center and is necessary to effectuate Centralus Health Inc.'s establishment as the active parent of Arnot Health, Inc. which was approved in CON 241015.

Arnot Ogden Medical Center was incorporated in 1888 through legislation (L 1888, ch 121) under the name Arnot Ogden Memorial Hospital for the purposes of operating a hospital and dispensary the City of Elmira, Chemung County. In 1991, the Public Health Council approved the entity's name change from Arnot Ogden Memorial Hospital to Arnot Ogden Medical Center. In 2011, the Public Health and Health Planning Council approved an amendment to the entity's Certificate of Incorporation which delegated and reserved all management powers to its member, Arnot Health, Inc. The entity currently holds a license to operate a hospital under Article 28 of the Public Health Law (Cert No. 0701000H).

Since Centralus Health, Inc. has now been established as the active parent of Arnot Ogden Medical Center's sole member, Arnot Health, Inc., Arnot Ogden Medical Center must now restate its Certificate of Incorporation so that its reservation of management power to Arnot Health, Inc., is in alignment with Arnot Health, Inc.'s reservation of management power to Centralus Health, Inc. The proposed Restated Certificate of Incorporation was authorized by a Resolutions Adopted by the Arnot Health, Inc. Board of Directors and Arnot Ogden Medical Center Board of Manager at a joint meeting held on December 16, 2024. This transaction is part of a larger transaction which established Centralus Health, Inc., as the active parent of Arnot Health, Inc. and transfers all governance and management authority over Arnot Ogden Medical Center to Centralus Health,Inc.

Pursuant to NYS Not-For-Profit Corporation Law § 804(a)(i), PHHPC must consent to the changes prior to the filing of the Restated Certificate of Incorporation.

There is no legal objection to the proposed Restated Certificate of Incorporation and it is in legally acceptable form.

Attachments.

CENSELI LLC
65 Locust Ave, Suite 200
New Canann, CT 06840
(914) 215-1648 FAX (646) 349-5889
ablatt@censeli.com

VIA EMAIL - colleen.leonard@health.ny.gov

July 23, 2025

Colleen M. Leonard
Executive Secretary, Public Health and Health Planning Council
New York State Department of Health
Center for Health Care Facility Planning, Licensure and Finance
Corning Tower, Room 1805
Albany, New York 12237

RE: Request for Consent for the Restated Certificate of Incorporation of Arnot Ogden Medical Center and The Ira Davenport Memorial Hospital, Inc. (the "Parties")

Deal Colleen Leonard:

On behalf of the Parties, I am enclosing a copy of the proposed Restated Certificates of Incorporation for Arnot Ogden Medical Center and The Ira Davenport Memorial Hospital, Inc.

We request Public Health and Health Planning Council and/or Department of Health approval of the enclosed proposed Restated Certificate of Incorporations or a letter from the Department of Health stating that no formal approval of the Department of Health or the Public Health and Planning Council is required.

We are asking that this matter be reviewed and recommended for approval on a priority basis as these Restated Certificates of Incorporation are a critical component to completing the implementation of Centralus Health, Inc as the active parent consistent with CON 241015. That CON was previously approved to establish Centralus Health, Inc. as the active parent of Cayuga Health System, Inc. and Arnot Health, Inc., and the active parent/co-operator of four (4) hospitals, two (2) residential health care facilities, one (1) certified home health agency, and one (1) licensed home care service agency.

The reasons for the Restated Certificate of Incorporation of Arnot Ogden Medical Center are as follows:

a. to remove reference to the fact that the Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law and replace it with a reference to the fact that the Corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law;
b. to amend paragraph 1 regarding the name of the Corporation, to add a reference that the Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law;
c. to amend paragraph 2 regarding the purposes of the Corporation;
d. to delete paragraph 3 regarding the number of managers of the Corporation;
e. to omit paragraph 4 regarding appointment of managers and powers of managers;

f. to delete paragraph 5 regarding managers authority to appoint officers;
g. to amend paragraph 6 to specifically reserve certain powers of the Corporation to the Member;
h. to add a new paragraph 4 to specifically retain certain powers of the Corporation by the Board of the Corporation;
i. to add a new paragraph 5 regarding the location of the office of the Corporation;
j. to amend the address to which the Secretary of State shall forward any service of process received as agent of the Corporation by adding a new paragraph 6;
k. to add new paragraphs 7, 8 and 9 regarding IRS tax exempt language;
l. to add a new paragraph 10 to provide for the distribution of the Corporation's assets to one or more of the Corporation's affiliates upon dissolution;
m. to add a new paragraph 11 regarding IRS private foundation language;
n. to renumber paragraph 6 as a result of the amendments included herein. Specifically, existing paragraph 6 becomes paragraph 3.

The reasons for the Restated Certificate of Incorporation of The Ira Davenport Memorial Hospital, Inc are as follows:

a. to remove reference in paragraph 2 to the fact that the Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law and replace it with a reference to the fact that the Corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law;
b. to delete paragraph 3 regarding members of the Corporation;
c. to add a new paragraph 4 to specifically reserve certain powers of the Corporation to the Member;
d. to add a new paragraph 5 to specifically retain certain powers of the Corporation by the Board of the Corporation;
e. to amend paragraph 6 regarding the address to which the Secretary of State shall forward any process received as agent of the Corporation;
f. to delete paragraph 7 regarding the number of directors constituting the entire board of directors;
g. to amend paragraph 11 to provide for the distribution of the Corporation's assets to one or more of the Corporation's affiliates upon dissolution;
h. to delete paragraph 12 regarding subventions from members or nonmembers;
i. to renumber the paragraphs as a result of the amendments included herein. Specifically, existing paragraph 4 becomes paragraph 3, existing paragraph 5 becomes paragraph 6, existing paragraph 6 becomes paragraph 7.

These Restated Certificates of Incorporation are being filed subsequent to the consent of the Board of Directors of the respective corporations as part of the Centralus Health Inc. active parent arrangement (CON: 241015). Enclosed to aid you in your review are copies of previously filed Certificates of Incorporations and all subsequent amendments to the Certificates of Incorporation of the Parties.

Please contact me at 914-215-1648 or via e-mail at ablatt@censeli.com if there is any additional information that you require, or if you have any further questions.

Very truly yours,

Andrew S. Blatt

CC: Centralus Health, Inc. - Justin Runke, Esq.

Enc.

RESTATED CERTIFICATE INCORPORATION

OF

ARNOT OGDEN MEDICAL CENTER

Under Section 805 of the Not-for-Profit Corporation Law

The undersigned, being the Authorized Person of Arnot Ogden Medical Center (the "Corporation"), hereby certifies:

1. The name of the Corporation is Arnot Ogden Medical Center. The Corporation was formed under the name Arnot Ogden Memorial Hospital.

2. The law under which the Corporation was formed was a special act of the New York Legislature, Chapter 121 of the Laws of Eighteen Hundred Eighty-eight entitled "AN ACT to incorporate the Arnot Ogden Memorial Hospital", which was approved by the Governor of New York on April 10, 1888.

3. The Certificate of Incorporation of the Corporation, which is Chapter 121 of the Laws of Eighteen Hundred Eighty-eight entitled "AN ACT to incorporate the Arnot Ogden Memorial Hospital", is hereby amended in the following respects:

(a) to remove reference to the fact that the Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law and replace it with a reference to the fact that the Corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law;

(b) to amend paragraph 1 regarding the name of the Corporation, to add a reference that the Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law;

(c) to amend paragraph 2 regarding the purposes of the Corporation;

(d) to delete paragraph 3 regarding the number of managers of the Corporation;

(e) to omit paragraph 4 regarding appointment of managers and powers of managers;

(f) to delete paragraph 5 regarding managers authority to appoint officers;

(g) to amend paragraph 6 to specifically reserve certain powers of the Corporation to the Member;

(h) to add a new paragraph 4 to specifically retain certain powers of the Corporation by the Board of the Corporation;

(i) to add a new paragraph 5 regarding the location of the office of the Corporation;

(j) to amend the address to which the Secretary of State shall forward any service of process received as agent of the Corporation by adding a new paragraph 6;

(k) to add new paragraphs 7, 8 and 9 regarding IRS tax exempt language;

(l) to add a new paragraph 10 to provide for the distribution of the Corporation's assets to one or more of the Corporation's affiliates upon dissolution;

(m) to add a new paragraph 11 regarding IRS private foundation language;

(n) to renumber paragraph 6 as a result of the amendments included herein. Specifically, existing paragraph 6 becomes paragraph 3.

4. The text of the Certificate of Incorporation, as amended, is hereby restated to read as hereinafter set forth in full.

1. The name of the Corporation is Arnot Ogden Medical Center. 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.

2. The objects of said Corporation are (i) to establish and maintain in the City of Elmira, in the County of Chemung and State of New York, a hospital and dispensary at which shall be received persons requiring medical and surgical advice, aid and treatment, and where medicines may be provided and dispensed for their benefit, and where they may receive all necessary care and suitable medical and surgical treatment; (ii) to maintain and operate a School of Nursing and award to graduates thereof an associate in applied science degree; (iii) to maintain and operate a School of Radiologic Technology and award graduates thereof a certificate in radiologic technology; (iv) to operate chemical dependence, alcoholism, and/or substance abuse services, within the meaning of Articles 19 and 32 of the Mental Hygiene Law and rules and regulations adopted pursuant thereto as each may be amended from time to time, which shall require as a condition precedent before engaging in the conduct of any such services an operating certificate from the New York State Office of Addiction Services and Supports; and (v) to operate programs for the mentally disabled pursuant to Article 31 of the Mental Hygiene Law, subject to issuance of an operating certificate by the Office of Mental Health. The Corporation may not establish any such facility or program without first obtaining such operating certificate.

3. In addition to any other rights and powers of corporate membership created by the laws of the State of New York or this Certificate of Incorporation and/or the Bylaws of the Corporation, the following governance and management powers are reserved to the Member of the Corporation, to be exercised in the manner provided for by the Bylaws of the Corporation:

(a) to elect or appoint, fix the number of, and remove, with cause, the directors or managers of the Corporation;

(b) to appoint the Corporation's President and Chief Executive Officer subject to the approval of the Board of the Corporation and the President and Chief Executive Officer of the Member; provided, however, that the authority for removing the Corporation's President and Chief Executive Officer shall rest solely with the President and Chief Executive Officer of the Member following consultation with the Board of the Corporation;

(c) to amend or repeal the certificate of incorporation and bylaws or other organizational and governing documents and to adopt any new or restated certificate of incorporation or bylaws or other organizational and governing documents of the Corporation;

(d) to approve the capital and operating budgets of the Corporation with input from the Board of the Corporation;

(e) to approve any strategic plans for the Corporation with input from the Board of the Corporation;

(f) to approve the sale, acquisition, lease, transfer, or pledge of real or personal property of the Corporation with an aggregate fair market value in excess of an amount set from time to time by the Member's Board;

(g) to approve the incurrence of any indebtedness, including lease obligations, or the granting of any mortgage or guaranty by the Corporation in excess of an amount set from time to time by the Member's Board, excluding (i) vendor debt incurred in the normal course of business and (ii) debt consistent with approved budgets of the Corporation;

(h) to approve any plan of merger, consolidation, acquisition, dissolution, joint venture, or liquidation of the Corporation;

(i) to approve or consent to the filing by the Corporation of any petition, either voluntary or involuntary, to take advantage of any applicable insolvency, bankruptcy, liquidation or reorganization statute, or an assignment for the benefit of creditors;

(j) to approve of development of new clinical or treatment programs, including clinical or programmatic affiliations, or any termination of existing clinical or treatment programs by the Corporation; provided, however, that any termination of existing clinical or treatment programs of the Corporation, including the defunding of a clinical or treatment program in the Corporation's operating budget, shall also require the approval of the Board of the Corporation;

(k) to approve all applications of the Corporation to federal or state governmental agencies for establishment or operating licensure, including, but not

limited to, Certificate of Need applications to the New York State Department of Health or Certification Applications to the New York State Office of Addiction Services and Supports or the New York State Office of Mental Health, as required;

(l) to approve entry into any management services agreements by the Corporation that would require the approval of the New York State Department of Health, the New York State Office of Addiction Services and Supports or the New York State Office of Mental Health;

(m) to approve the retention of outside general legal counsel by the Corporation;

(n) to approve allocation of costs to the Corporation and the formula for such allocation;

(o) to approve settlements of litigation by the Corporation when such settlements exceed applicable insurance coverage or the amount of any applicable self-insurance fund available to the Corporation;

(p) to approve all business or marketing plans for the Corporation with input from the Board of the Corporation;

(q) to approve of any modification of existing clinical programs by the Corporation or its Affiliates;

(r) to approve any integrated services arrangements that would obligate the Corporation to participate on an ongoing basis, excluding the selection of outside general legal counsel; and

(s) to address any other policy, business, or clinical issue that may arise from time-to-time that is not under the authority of the Corporation's Board or management.

For the purposes of the foregoing, the Member shall have: (i) the power to initiate and direct action by the Corporation without a prior recommendation of any System Board; and (ii) the power to accept, reject, or modify the recommendation of any System Board and to direct action by the Corporation or to return the matter to the System Board for reconsideration, with reasons for rejection and/or suggested change. The Corporation's System Board and its officers shall not implement any action requiring the approval of the Member until the Member shall have exercised its reserved powers and communicated its determinations in writing to the Corporation's System Board.

4. Notwithstanding anything to the contrary in this Certificate of Incorporation, in addition to any other powers retained by the Board of the Corporation, the Board of the Corporation shall retain the power and authority to do any and all of the following:

(a) to review and recommend candidates for the Corporation's and its Direct Affiliates' President and Chief Executive Officer to the Member;

(b) to provide input during performance review process for the Corporation's and its Direct Affiliates' President and Chief Executive Officer; provided, however, that this retained power does not limit in any way the sole authority granted to the President and Chief Executive Officer of the Member to remove the chief campus executive of the Corporation;

(c) to credential members of the Corporation's medical staff;

(d) to oversee clinical quality and patient care service standards;

(e) to participate in the development of and provide recommendations for strategic planning priorities, annual operating budgets, and capital budgets for the Corporation and its Direct Affiliates with and to the Member;

(f) to recommend candidates for the Corporation's Board to the Governance and Nominating Committee of the Member's Board;

(g) to identify and recommend approaches to address local community health priorities to the Member's Board;

(h) to liaise with, maintain, and support the Corporation's foundation and related philanthropic initiatives;

(i) to develop and execute communications and outreach initiatives to the local communities served by the Corporation and its Direct Affiliates in accordance with communications guidelines established from time to time by the Member;

(j) to exercise all other authorities and to undertake all responsibilities for which not-for-profit hospital boards in New York are legally required to assume, including but not necessarily limited to, compliance oversight and meeting all other hospital and other related health care provider licensing requirements;

(k) to undertake any other duties or initiatives that the Member delegates to the System Board; and

(l) to exercise all authorities retained by the Corporation in furtherance of the mission and vision adopted from time to time by the Member.

5. The office of the Corporation shall be located in the County of Chemung, State of New York.

6. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of

State shall mail a copy of any such process is: Centralus Health, Inc., 101 Dates Drive, Ithaca, New York 14850, Attn: Risk Department.

7. Notwithstanding any other provision of this Certificate, the Corporation is organized and shall be operated exclusively for charitable, religious, scientific and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be conducted by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code.

8. No part of the assets, income, profits or earnings of the Corporation shall inure to the benefit of any member, trustee, director or officer of the Corporation, or any other private person, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, director or officer of the Corporation, or any other private person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

9. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986, as amended, and the corporation shall not participate in, or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

10. In the event of dissolution, all the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to one or more of the not-for-profit affiliates of the Corporation, provided that the distributee(s) shall then qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to the approval of the Attorney General of the State of New York. If none of the Corporation's not-for-profit affiliates shall so qualify at the time of dissolution, the distribution shall be made to such other organization or organizations that are organized and operated exclusively for religious, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to the approval of the Attorney General of the State of New York. For the purpose of this paragraph, an "affiliate" shall mean any not-for-profit organization that controls, is controlled by or is under common control with the Corporation, and any other not-for-profit organization that expressly and specifically includes among its purposes the benefit or support of the Corporation.

11. In any taxable year in which the Corporation is a private foundation as defined by Section 509 of the Internal Revenue Code of 1986, as amended, the Corporation shall:

(a) not engage in any act of self-dealing that is subject to tax under Section 4941 of said Code;

(b) distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of said Code;

(c) not retain any excess business holdings in such manner as to subject the Corporation to tax under Section 4943 of said Code;

(d) not make any investments in such a manner as to subject the Corporation to tax under Section 4944 of said Code; and

(e) not make any expenditures that are subject to tax under Section 4945 of said Code.

5. This Restated Certificate of Incorporation and the foregoing amendments of the Certificate of Incorporation were authorized by the affirmative vote of the Member of the Corporation.

IN WITNESS WHEREOF, the undersigned has subscribed this Restated Certificate of Incorporation this 30 day of July, 2024~~5~~

Justin P. Runke, Authorized Person

RESTATED CERTIFICATE INCORPORATION

OF

ARNOT OGDEN MEDICAL CENTER

Under Section 805 of the Not-for-Profit Corporation Law

HARRIS BEACH PLLC
99 Garnsey Road
Pittsford, NY 14534

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for ARNOT OGDEN MEDICAL CENTER, File Number 190916001083 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 April 19, 2023.

Brendan C. Hughes
Executive Deputy Secretary of State

Authentication Number: 100003342047 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

190916000083

CERTIFICATE OF AMENDMENT

- of the -

CERTIFICATE OF INCORPORATION

- of -

ARNOT OGDEN MEDICAL CENTER

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

The undersigned, for the purpose of amending the Certificate of Incorporation of Arnot Ogden Medical Center pursuant to the provisions of the Not-for-Profit Corporation Law of the State of New York, does hereby make, subscribe, and acknowledge this Certificate of Amendment as follows:

FIRST: The name of the Corporation is Arnot Ogden Medical Center. The Corporation was formed under the name Arnot Ogden Memorial Hospital.

SECOND: The law under which the Corporation was formed was a special act of the New York Legislature, Chapter 121 of the Laws of Eighteen Hundred Eighty-eight entitled "AN ACT to incorporate the Arnot Ogden Memorial Hospital", which was approved by the Governor of New York on April 10, 1888.

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

FOURTH: The Corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law and shall continue to be a charitable corporation after the filing of the amendment set forth herein.

FIFTH: The Certificate of Incorporation of the Corporation, which is Chapter 121 of the Laws of Eighteen Hundred Eighty-eight entitled "AN ACT to incorporate the Arnot Ogden Memorial Hospital", is hereby amended to enlarge the corporate purposes so that the School of Nursing which is maintained and operated by the Corporation is specifically authorized to award the degree of associate in applied science. Section 2 of Chapter 121 of the Laws of Eighteen Hundred Eighty-eight is amended to read in its entirety as follows:

Section 2. The objects of said corporation are (i) to establish and maintain in the City of Elmira, in the County of Chemung and State of New York, a hospital and dispensary at which shall be received persons requiring medical and surgical advice, aid and treatment, and where medicines may be provided and dispensed for their benefit, and where they may receive all necessary care and suitable medical and surgical treatment; (ii) to maintain and operate a School of Nursing and award to graduates thereof an associate in applied science degree; (iii) to maintain and operate a School of Radiologic Technology and award to graduates thereof a certificate in radiologic technology; and (iv) to operate chemical dependence, alcoholism, and/or substance abuse services, within the meaning of Articles 19 and 32 of the Mental Hygiene Law and rules and regulations adopted pursuant thereto as each may be amended from time to time, which shall require as a condition precedent before engaging in the conduct of any such services an operating certificate from the New York State Office of Alcoholism and Substance Abuse Services.

SIXTH: This certificate of amendment was authorized by the vote in person of a majority of the entire Board of Managers of the Corporation at a meeting of the Board duly called and held on January 22, 2018, and thereafter authorized by Arnot Health, Inc., the sole member of the Corporation, by the vote in person of a majority of the entire Board of Directors of Arnot Health, Inc. at a meeting of said Board of Directors duly called and held on January 22, 2018.

SEVENTH: Prior to the delivery of this certificate of amendment to the Department of State for filing, the approvals of the Attorney General and the Commissioner of Education, and all other approvals required by law, will be endorsed or annexed hereto.

EIGHTH: The Secretary of State is hereby designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of any process accepted on behalf of the corporation is 600 Roe Avenue, Elmira, New York 14905.

IN WITNESS WHEREOF, the undersigned has subscribed this certificate of amendment as of the 28th day of June, 2019.

John R. Alexander
Secretary

THE ATTORNEY GENERAL HEREBY APPROVES
THE FOREGOING CERTIFICATE OF AMENDMENT
FOR FILING WITH THE DEPARTMENT OF STATE.

Michael J. Murphy Jr.
ASSISTANT ATTORNEY GENERAL

9/12/19
DATE

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(General Use)

Consent is hereby given to the filing of the annexed certificate of amendment

of ARNOT OGDEN MEDICAL CENTER,
[name of entity]

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.

MaryEllen Elia
Commissioner of Education

By: Kathleen Marinelli
Kathleen Marinelli

Commissioner's authorized designee

7/3/18
Date

THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE STATE EDUCATION DEPARTMENT.

ANDREW M. CUOMO
Governor

HOWARD A. ZUCKER, M.D., J.D.
Commissioner

SALLY DRESLIN, M.S., R.N.
Executive Deputy Commissioner

September 11, 2019

Arnot Medical Center
c/o Aaron T. Alsheimer, Esq.
Sayles & Evans
One West Church Street
Elmira, NY 14901

Re: Certificate of Amendment of Certificate of Incorporation – Arnot Medical Center

Dear Mr. Alsheimer:

The above Certificate of Amendment of Certificate of Incorporation signed by John R. Alexander on June 28, 2019, does not require the formal approval of the Public Health and Health Planning Council or the Commissioner of Health under either the Public Health Law or the Not-For-Profit Corporation Law because said Certificate neither changes the corporation's name nor changes substantively a purpose the inclusion of which requires the consent of the Public Health and Health Planning Council or the Commissioner of Health.

There is no legal objection to the Certificate of Amendment of Certificate of Incorporation being filed with the New York State Department of State.

Sincerely,

Mark A. Schweitzer, Senior Attorney
Bureau of Health Facility Planning and Development,
Division of Legal Affairs

1083

CERTIFICATE OF AMENDMENT

- of the -

CERTIFICATE OF INCORPORATION

- of -

ARNOT OGDEN MEDICAL CENTER

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

Filer: Aaron T. Alsheimer, Esq.
Sayles & Evans, Attorneys at Law
One West Church Street
Elmira, New York 14901

RECEIVED
2019 SEP 16 PM 12:07

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED SEP 16 2019
TAX $
BY:

1121

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for ARNOT OGDEN MEDICAL CENTER, File Number 190419000550 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 April 19, 2023.

Brendan C. Hughes
Executive Deputy Secretary of State

Authentication Number: 100003342046 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

190419000 550

CERTIFICATE OF AMENDMENT

- of the -

CERTIFICATE OF INCORPORATION

- of -

ARNOT OGDEN MEDICAL CENTER

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

The undersigned, for the purpose of amending the Certificate of Incorporation of Arnot Ogden Medical Center pursuant to the provisions of the Not-for-Profit Corporation Law of the State of New York, does hereby make, subscribe, and acknowledge this Certificate of Amendment as follows:

FIRST: The name of the Corporation is Arnot Ogden Medical Center. The Corporation was formed under the name Arnot Ogden Memorial Hospital.

SECOND: The law under which the Corporation was formed was a special act of the New York Legislature, Chapter 121 of the Laws of Eighteen Hundred Eighty-eight entitled "AN ACT to incorporate the Arnot Ogden Memorial Hospital," which was approved by the Governor of New York on April 10, 1888.

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

FOURTH: The Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law and shall continue to be a Type B corporation after the filing of the amendment set forth herein.

FIFTH: The Certificate of Incorporation of the Corporation, which is Chapter 121 of the Laws of Eighteen Hundred Eighty-eight entitled "AN ACT to incorporate the Arnot Ogden Memorial Hospital," is hereby amended to enlarge the purposes of the Corporation to include the provision of chemical dependence, alcoholism, and substance abuse services. Section 2 of Chapter 121 of the Laws of Eighteen Hundred Eighty-eight is amended to read in its entirety as follows:

Section 2. The objects of said corporation are (i) to establish and maintain in the City of Elmira, in the County of Chemung and State of New York, a hospital and dispensary at which shall be received persons requiring medical and surgical advice, aid and treatment, and where medicines may be provided and dispensed for their benefit, and where they may receive all necessary care and suitable medical and surgical treatment; (ii) to maintain and operate Schools of Nursing and Radiological Technology; and (iii) to operate chemical dependence, alcoholism, and/or substance abuse services, within the meaning of Articles 19 and 32 of the Mental Hygiene Law and rules and regulations adopted pursuant thereto as each may be amended from time to time, which shall require as a condition precedent before engaging in the conduct of any such services an operating certificate from the New York State Office of Alcoholism and Substance Abuse Services.

SIXTH: This certificate of amendment was approved by the vote in person of a majority of the entire Board of Managers of the Corporation at a meeting of said Board of Managers duly called and held on October 22, 2018, and thereafter authorized by Arnot Health, Inc., the sole member of the Corporation, by the vote in person of a majority of the entire Board of Directors of Arnot Health, Inc. at a meeting of said Board of Directors duly called and held on October 22, 2018.

SEVENTH: Prior to the delivery of this certificate of amendment to the Department of State for filing, the approvals of the New York State Attorney General and the New York State Office of Alcoholism and Substance Abuse Services, and all other approvals required by law, will be endorsed or annexed hereto.

EIGHTH: The Secretary of State is hereby designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of any process accepted on behalf of the corporation is 600 Roe Avenue, Elmira, New York 14905.

IN WITNESS WHEREOF, the undersigned has subscribed this certificate of amendment as of the 22nd day of October, 2018.

John R. Alexander
Secretary

STATE OF NEW YORK

OFFICE OF ALCOHOLISM AND SUBSTANCE ABUSE SERVICES

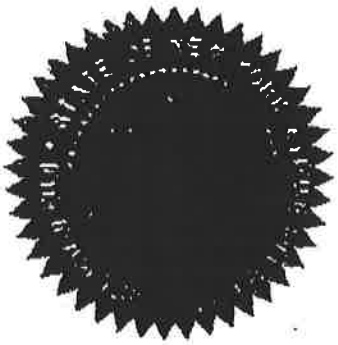
ALBANY, NEW YORK

KNOWN ALL PERSONS BY THESE PRESENTS:

Pursuant to the provisions of Article 32 of the Mental Hygiene Law, and Section 803 of the Not-For-Profit Corporation Law, approval is hereby given to the filing of the Certificate of Amendment of Certificate of Incorporation of

ARNOT OGDEN MEDICAL CENTER

This approval shall not be construed as an authorization for the Corporation to engage in any activity for which the provisions of Article 32 of the Mental Hygiene Law require an Operating Certificate to be issued by the Office of Alcoholism and Substance Abuse Services unless said Corporation has been issued such Operating Certificate; nor shall it be construed to eliminate the need for the said Corporation to meet any and all of the requirements and conditions precedent set forth in Article 32 of such law and the regulations promulgated thereunder for issuance of said Operating Certificate.



IN WITNESS WHEREOF, this instrument is Executed and the Seal of the New York State Office of Alcoholism and Substance Abuse Services is affixed this 6th day of February, 2019

ROBERT A. KENT
GENERAL COUNSEL
NYS OASAS

By: Janet L. Paloski
Director
Bureau of Certification and Systems Management

Janet Paloski

ANDREW M. CUOMO
Governor

HOWARD A. ZUCKER, M.D., J.D.
Commissioner

SALLY DRESLIN, M.S., R.N.
Executive Deputy Commissioner

March 8, 2019

Arnot Ogden Medical Center
c/o Aaron T. Alsheimer, Esq.
Sayles & Evans
One West Church Street
Elmira, New York 14901

Re: Certificate of Amendment of the Certificate of Incorporation
of the Arnot Ogden Medical Center (the Corporation)

Dear Mr. Alsheimer:

The above-referenced Certificate of Amendment, dated as of October 22, 2018, does not require the formal approval of the Public Health and Health Planning Council (PHHPC) or the Commissioner of Health under the Public Health Law since the Certificate of Amendment neither changes the name of the Corporation nor changes substantively a purpose the inclusion of which in the Certificate of Incorporation of the Corporation requires the consent of the PHHPC or the Commissioner.

There is no legal objection to the Certificate of Amendment being filed with the New York State Department of State.

If you have any questions regarding the above, you may contact me at 518 473 3303.

Sincerely,

Richard Kortright, Senior Attorney
Bureau of Health Facility Planning and
Development, Division of Legal Affairs

cc.: C. Leonard
B. DelCogliano
M. JB Ngwashi, Esq.

THE ATTORNEY GENERAL HEREBY APPROVES
THE FOREGOING CERTIFICATE OF AMENDMENT
FOR FILING WITH THE DEPARTMENT OF STATE.

Michael J. Donohue
ASSISTANT ATTORNEY GENERAL

4/15/19
DATE

590

CERTIFICATE OF AMENDMENT

- of the -

CERTIFICATE OF INCORPORATION

- of -

ARNOT OGDEN MEDICAL CENTER

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

Filed by: Aaron T. Alsheimer, Esq.
Sayles & Evans, Attorneys at Law
One West Church Street
Elmira, New York 14901

FILED
2019 APR 19 PM 2:04

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 19 2019
TAX $ 0
BY:

RECEIVED
2019 APR 19 PM 2:05

598

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for ARNOT OGDEN MEDICAL CENTER, File Number 190418000249 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 April 19, 2023.

Brendan C. Hughes
Executive Deputy Secretary of State

Authentication Number: 100003342045 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

190418000249

CERTIFICATE OF AMENDMENT

- of the -

CERTIFICATE OF INCORPORATION

- of -

ARNOT OGDEN MEDICAL CENTER

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

The undersigned, for the purpose of amending the Certificate of Incorporation of Arnot Ogden Medical Center pursuant to the provisions of the Not-for-Profit Corporation Law of the State of New York, does hereby make, subscribe, and acknowledge this Certificate of Amendment as follows:

FIRST: The name of the Corporation is Arnot Ogden Medical Center. The Corporation was formed under the name Arnot Ogden Memorial Hospital.

SECOND: The law under which the Corporation was formed was a special act of the New York Legislature, Chapter 121 of the Laws of Eighteen Hundred Eighty-eight entitled "AN ACT to incorporate the Arnot Ogden Memorial Hospital," which was approved by the Governor of New York on April 10, 1888.

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

FOURTH: The Corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law and shall continue to be a charitable corporation after the filing of the amendment set forth herein.

FIFTH: The Certificate of Incorporation of the Corporation, which is Chapter 121 of the Laws of Eighteen Hundred Eighty-eight entitled "AN ACT to incorporate the Arnot Ogden Memorial Hospital," is hereby amended to enlarge the purposes of the Corporation to include the provision of chemical dependence, alcoholism, and substance abuse services. Section 2 of Chapter 121 of the Laws of Eighteen Hundred Eighty-eight is amended to read in its entirety as follows:

190418000249

Section 2. The objects of said corporation are (i) to establish and maintain in the City of Elmira, in the County of Chemung and State of New York, a hospital and dispensary at which shall be received persons requiring medical and surgical advice, aid and treatment, and where medicines may be provided and dispensed for their benefit, and where they may receive all necessary care and suitable medical and surgical treatment; (ii) to maintain and operate Schools of Nursing and Radiological Technology; and (iii) to operate chemical dependence, alcoholism, and/or substance abuse services, within the meaning of Articles 19 and 32 of the Mental Hygiene Law and rules and regulations adopted pursuant thereto as each may be amended from time to time, which shall require as a condition precedent before engaging in the conduct of any such services an operating certificate from the New York State Office of Alcoholism and Substance Abuse Services.

SIXTH: This certificate of amendment was approved by the vote in person of a majority of the entire Board of Managers of the Corporation at a meeting of said Board of Managers duly called and held on October 22, 2018, and thereafter authorized by Arnot Health, Inc., the sole member of the Corporation, by the vote in person of a majority of the entire Board of Directors of Arnot Health, Inc. at a meeting of said Board of Directors duly called and held on October 22, 2018.

SEVENTH: Prior to the delivery of this certificate of amendment to the Department of State for filing, the approvals of the New York State Attorney General and the New York State Office of Alcoholism and Substance Abuse Services, and all other approvals required by law, will be endorsed or annexed hereto.

EIGHTH: The Secretary of State is hereby designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of any process accepted on behalf of the corporation is 600 Roe Avenue, Elmira, New York 14905.

IN WITNESS WHEREOF, the undersigned has subscribed this certificate of amendment as of the 22nd day of October, 2018.

John A. Alexander
Secretary

STATE OF NEW YORK

OFFICE OF ALCOHOLISM AND SUBSTANCE ABUSE SERVICES

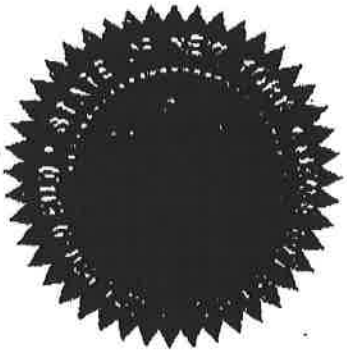
ALBANY, NEW YORK

KNOWN ALL PERSONS BY THESE PRESENTS:

Pursuant to the provisions of Article 32 of the Mental Hygiene Law, and Section 803 of the Not-For-Profit Corporation Law, approval is hereby given to the filing of the Certificate of Amendment of Certificate of Incorporation of

ARNOT OGDEN MEDICAL CENTER

This approval shall not be construed as an authorization for the Corporation to engage in any activity for which the provisions of Article 32 of the Mental Hygiene Law require an Operating Certificate to be issued by the Office of Alcoholism and Substance Abuse Services unless said Corporation has been issued such Operating Certificate; nor shall it be construed to eliminate the need for the said Corporation to meet any and all of the requirements and conditions precedent set forth in Article 32 of such law and the regulations promulgated thereunder for issuance of said Operating Certificate.



IN WITNESS WHEREOF, this instrument is Executed and the Seal of the New York State Office of Alcoholism and Substance Abuse Services is affixed this 6th day of February, 2019

ROBERT A. KENT
GENERAL COUNSEL
NYS OASAS

By: Janet L. Paloski
Director
Bureau of Certification and Systems Management

Janet L. Paloski

ANDREW M. CUOMO
Governor

HOWARD A. ZUCKER, M.D., J.D.
Commissioner

SALLY DRESLIN, M.S., R.N.
Executive Deputy Commissioner

March 8, 2019

Arnot Ogden Medical Center
c/o Aaron T. Alsheimer, Esq.
Sayles & Evans
One West Church Street
Elmira, New York 14901

Re: Certificate of Amendment of the Certificate of Incorporation
of the Arnot Ogden Medical Center (the Corporation)

Dear Mr. Alsheimer:

The above-referenced Certificate of Amendment, dated as of October 22, 2018, does not require the formal approval of the Public Health and Health Planning Council (PHHPC) or the Commissioner of Health under the Public Health Law since the Certificate of Amendment neither changes the name of the Corporation nor changes substantively a purpose the inclusion of which in the Certificate of Incorporation of the Corporation requires the consent of the PHHPC or the Commissioner.

There is no legal objection to the Certificate of Amendment being filed with the New York State Department of State.

If you have any questions regarding the above, you may contact me at 518 473 3303.

Sincerely,

Richard Kortright, Senior Attorney
Bureau of Health Facility Planning and
Development, Division of Legal Affairs

cc.: C. Leonard
B. DelCogliano
M. JB Ngwashi, Esq.

THE ATTORNEY GENERAL HEREBY APPROVES
THE FOREGOING CERTIFICATE OF AMENDMENT
FOR FILING WITH THE DEPARTMENT OF STATE.

Michael J. Donohue
ASSISTANT ATTORNEY GENERAL

4/15/19
DATE

190418000249

CERTIFICATE OF AMENDMENT

- of the -

CERTIFICATE OF INCORPORATION

- of -

ARNOT OGDEN MEDICAL CENTER

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

FILED
2019 APR 18 AM 11:38

Filer: Aaron T. Alsheimer, Esq.
Sayles & Evans, Attorneys at Law
One West Church Street
Elmira, New York 14901

RECEIVED
2019 APR 17 PM 4:07

1a

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 18 2019
TAX $ _____
BY: n

273

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for ARNOT OGDEN MEDICAL CENTER, File Number 110817000265 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 April 19, 2023.

Brendan C. Hughes
Executive Deputy Secretary of State

Authentication Number: 100003342044 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

110817000265

Certificate of Amendment
-of-
Certificate of Incorporation

-of-

ARNOT OGDEN MEDICAL CENTER

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

2011 AUG -8 PM 4:22
CHEMUNG SUPREME & COUNTY COURT CLERK'S OFFICE

The undersigned, John R. Alexander, the Secretary of the Arnot Ogden Medical Center, hereby certifies that:

1. The name of the Corporation is Arnot Ogden Medical Center. The Corporation was formed under the name Arnot Ogden Memorial Hospital.

2. The law under which the Corporation was formed was a special act of the New York Legislature, Chapter 121 of the Laws of Eighteen Hundred Eighty-eight entitled "AN ACT to incorporate the Arnot Ogden Memorial Hospital", which was approved by the Governor of New York on April 10, 1888.

3. 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.

4. The Corporation is a Type B corporation, as defined in Section 201 of the Not-for-Profit Corporation Law, and shall continue to be a Type B corporation after the filing of the amendments set forth herein.

5. The Certificate of Incorporation of the Corporation, which is Chapter 121 of the Laws of Eighteen Hundred Eighty-eight entitled "AN ACT to incorporate the Arnot Ogden Memorial Hospital", is hereby amended to provide for the reservation of certain powers to Arnot Health, Inc. Section 6 of Chapter 121 of the Laws of Eighteen Hundred Eighty-eight is amended to read in its entirety as follows:

> Section 6. In addition to all other rights and powers of membership prescribed by New York law, this Certificate of Incorporation, and/or the Bylaws of the Corporation, and as permitted pursuant to section 701 of the Not-for-Profit Corporation Law, the Corporation specifically delegates and reserves to Arnot Health, Inc. (the "Member") the following powers:
>
> (a) To approve and interpret the statement of mission and philosophy of the Corporation, and to require the Corporation to operate in conformance with its statement of mission and philosophy;

110817000265

(b) To approve the strategic plans for the Corporation;

(c) To approve the capital and operating budgets of the Corporation;

(d) To approve any contract not included within budgets approved by, or within guidelines established from time to time by, the Member;

(e) To approve any amendment of the Certificate of Incorporation of the Corporation;

(f) To approve any amendment of the bylaws of the Corporation;

(g) To approve the establishment of new entities of which the Corporation is a member, stockholder, partner, joint venturer or trustee or in which it otherwise has an equity or management interest, or the acquisition in any manner of any such participation or interest in any entity, or the establishment, by contract or otherwise, of any significant and continuing relationship with any entity;

(h) To approve borrowing or lending of funds in excess of an amount established from time to time by the Member, except for borrowing of funds necessary to finance the cost of compliance with operational or physical plant standards required by applicable law;

(i) To approve expenditures not authorized by, or included within the Corporation's budgets approved by, the Member which are in excess of an amount established from time to time by the Member, except for expenditures deemed an emergency or necessary to finance the cost of compliance with operation or physical plan standards required by applicable law;

(j) To approve the sale, lease, mortgage or pledge of any real estate or interest therein, or of all or substantially all of the assets of, or of any healthcare institution operated by, the Corporation;

(k) To approve the merger, consolidation or similar reorganization of the corporation structure, or dissolution, of the Corporation;

(l) To approve any material change in the services offered by the Corporation;

(m) To appoint and remove, with or without cause, all members of the Board of Managers of the Corporation, in accordance with the procedures set forth in the bylaws of the Corporation;

(n) After receiving a nonbinding recommendation from the Board of Managers of the Corporation, to hire and fire the President of the Corporation, in accordance with the terms of such President's employment contract;

(o) To approve Certificate of Need applications filed by or on behalf of the Corporation; and

(p) To require the Corporation to participate in any and all programs and services, as determined by the member in its discretion, provided, however, that the Member will not require the Corporation to participate in any program or service or take any action that would constitute a default or event of default under any mortgage, indenture or other material agreement or instrument to which the Corporation is a party or by which it is bound.

For these purposes, the power to approve includes the power to initiate action without a prior recommendation from another body or entity and the power to reject a recommended action and return the matter to the recommending body or entity with reasons for the rejection and/or suggested changes.

6. The foregoing amendment to the Certificate of Incorporation was authorized by the vote in person of a majority of the entire Board of Managers of the Corporation at a meeting of the Board duly called and held for that purpose on June 27, 2011. The Corporation has no members.

7. Prior to the delivery of this Certificate of Amendment to the Department of State for filing, the approvals of a Justice of the Supreme Court for the Sixth Judicial District and the Public Health and Health Planning Council, and all other approvals required by law, will be endorsed or annexed hereto.

8. The Secretary of State is hereby designated as the agent of the Corporation upon whom process against it may be served. The Post Office address within the State of New York to which the Secretary of State shall forward copies of process accepted on behalf of the Corporation is 600 Roe Avenue, Elmira, New York 14905.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Certificate has been signed by the undersigned this 27th day of June, 2011, and affirmed as true under the penalties of perjury.

John R. Alexander
821 Holley Road
Elmira, New York 14905

Secretary

PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

433 River Street, Suite 303
Troy, New York 12180

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

August 3, 2011

Mr. Wesley W. Blauvelt
Vice President, Planning and Marketing
Arnot Ogden Medical Center
600 Roe Avenue
Elmira, New York 14905

Re: Certificate of Amendment of the Certificate of Incorporation of Arnot Ogden Medical Center

Dear Mr. Blauvelt:

AFTER INQUIRY and INVESTIGATION, and in accordance with action taken at a meeting of the Public Health and Health Planning Council held on the 16th of June, 2011, I hereby certify that the Public Health and Health Planning Council consents to the filing of the Certificate of Amendment of the Certificate of Incorporation of Arnot Ogden Medical Center, dated June 27, 2011.

Sincerely,

Colleen M. Frost

Colleen M. Frost
Executive Secretary

/cf

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.

ASSISTANT ATTORNEY GENERAL

8/5/11
DATE

At a Special Term of the Supreme Court of the State of New York, held in an for the Sixth Judicial District in the County of Chemung, at the Hazlett Building in the City of Elmira on the 16 day of Aug., 2011.

COUNTY OF CHEMUNG
COUNTY CLERK'S OFFICE
2011 AUG 16 A 10: 18

STATE OF NEW YORK
SUPREME COURT, COUNTY OF CHEMUNG

----------x

In the Matter of the Application for Approval of the Certificate of Amendment of the Certificate of Incorporation of Arnot Ogden Medical Center Pursuant to § 804 of the Not-for-Profit Corporation Law

APPROVAL

Index No.: 2011-1925
RJI No.: 2011-0451-X

----------x

I, HON. JUDITH F. O'SHEA, a Justice of the Supreme Court of the State of New York, do hereby approve the foregoing Certificate of Amendment of the Certificate of Incorporation of Arnot Ogden Medical Center pursuant to New York Not-for-Profit Corporation Law § 804(a)(ii) and consent that the same be filed.

Signed at Elmira, New York, this 16 day of August, 2011.

Justice of the Supreme Court.
HON. JUDITH F. O'SHEA

110817000265

RECEIVED
2011 AUG 16 PM 4:09

Certificate of Amendment
-of-
Certificate of Incorporation

-of-

ARNOT OGDEN MEDICAL CENTER

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

Filer: Sayles & Evans
Attorneys at Law
One West Church Street
Elmira, New York 14901

FILED
2011 AUG 17 AM 10:34

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED AUG 17 2011
TAX $
BY:

287

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for ARNOT OGDEN MEDICAL CENTER, File Number 910531000398 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 April 19, 2023.

Brendan C. Hughes
Executive Deputy Secretary of State

Authentication Number: 100003342043 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

f 910531000398

Certificate of Amendment
-of-
Certificate of Incorporation

-of-

ARNOT OGDEN MEMORIAL HOSPITAL

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

The undersigned, Anthony J. Cooper, Jr., and Ralph H. Roberts, Jr., the President and Secretary of Arnot Ogden Memorial Hospital, do hereby certify that:

1. The name of the Corporation is Arnot Ogden Memorial Hospital, which is the same name under which it was formed.

2. The law under which the Corporation was formed was a special act of the New York Legislature, Chapter 121 of the laws of eighteen hundred eighty-eight entitled "An Act to incorporate the Arnot Ogden Memorial Hospital", which was approved by the Governor of New York on April 10, 1888.

3. Arnot Ogden Memorial Hospital is a corporation as defined in Subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

4. Arnot Ogden Memorial Hospital is a Type B corporation as defined in Section 201 of the Not-for-Profit Corporation Law and shall continue to be a Type B corporation.

5. The Certificate of Incorporation, which is Chapter 121 of the laws of eighteen hundred eighty-eight entitled "An Act to incorporate the Arnot Ogden Memorial Hospital", is hereby amended, as authorized by Section 801 of the Not-for-Profit Corporation Law, to change the corporate name to Arnot Ogden Medical Center. Section 1 of Chapter 121 of the

laws of eighteen hundred eighty-eight is amended to read as follows:

> "Section 1. Matthias H. Arnot, Francis Hall, William C. Wey, Charles J. Langdon, J. Monroe Shoemaker, Frederic Hall, John H. Arnot, James B. Rathbone, James L. Woods, Truman H. Squires, J. Sloat Fassett, Casper G. Decker, Alexander S. Diven, and their successors and associates, as hereinafter provided, are hereby constituted and appointed a body corporate and politic by the name of Arnot Ogden Medical Center, and by that name may and shall have succession and shall be in law capable of suing and being sued, pleading and being impleaded, defending and being defended in all courts and places whatsoever, in all manner of actions, suits, matters, complaints and causes, and may have and use a common seal and change and alter the same, and the corporation hereby formed shall have power to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust, for any of its purposes, any property, real or personal, without limitation, as to the amount or value, except such limitation, if any, as the Not-for-Profit Corporation Law shall hereafter impose, to convey such property and to invest and reinvest any principal and deal with and expend the income of the Corporation in such manner as in the judgment of the Board of Directors will best promote its objects. It shall have all the power and be subject to all restrictions which pertain generally to Type B Not-for-Profit Corporations under the provisions of the Not-for-Profit Corporation Law."

6. The Secretary of State of the State of New York is hereby designated as the 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 notice required by law is 600 Roe Avenue, Elmira, New York 14905.

7. The foregoing Amendment to the Certificate of Incorporation was authorized by the vote in person of a majority of the entire Board of Managers of the Corporation at a meeting of the Board duly called and held for that purpose on February 25, 1991. The Corporation has no members.

2

8. No approvals or consents were endorsed or annexed to the Arnot Ogden Memorial Hospital Certificate of Incorporation as defined in Section 102(a)(3) of the Not-for-Profit Corporation Law. Prior to delivery of this Certificate of Amendment to the Department of State for filing, the approvals of a Justice of the Supreme Court for the Sixth Judicial District and the Public Health Council, and all other approvals required by law, will be endorsed or annexed upon this Certificate of Amendment.

IN WITNESS WHEREOF, this Certificate has been signed by the undersigned this 22d day of MARCH, 1991, and affirmed as true under the penalties of perjury.

Anthony J. Cooper, Jr.,
President.

Ralph H. Roberts, Jr.,
Secretary.

I, William N. Ellison, hereby approve the foregoing Certificate of Amendment of Certificate of Incorporation and consent to the filing of same.

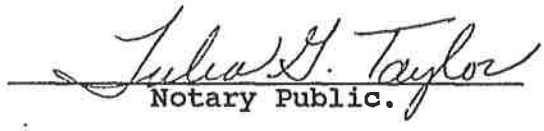
Dated, April 5th, 1991.
Elmira, New York.

William N. Ellison
Supreme Court Justice.

State of New York,)
: ss.
County of Chemung.)

John R. Alexander, being duly sworn, deposes and says that he is the attorney for Arnot Ogden Memorial Hospital and that no previous application for the approval of the Certificate of Amendment of Certificate of Incorporation of said corporation has been made to any court in any jurisdiction.

Sworn to, before me, this
22nd day of March, 1991.


Notary Public.

Julia G. Taylor No. 4741124
Notary Public, State of New York
My Commission Expires April 30, 1991

STATE OF NEW YORK
DEPARTMENT OF LAW
ALBANY 12224

ROBERT ABRAMS
ATTORNEY GENERAL

JAMES G. MCSPARRON
DEPUTY FIRST ASSISTANT
ATTORNEY GENERAL

(518) 473-3683

April 2, 1991

John R. Alexander, Esq.
Sayles, Evans, Brayton
Palmer & Tifft
One West Church Street
Elmira, NY 14901

Dear Mr. Alexander:

RE: ARNOT OGDEN MEMORIAL HOSPITAL

Due and timely service of the notice of application for the approval of the proposed certificate of amendment to the 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

6

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

PUBLIC HEALTH COUNCIL

May 20, 1991

Mr. John R. Alexander
Sayles, Evans, Brayton, Palmer & Tifft
Attorneys at Law
One West Church Street
Elmira, NY 14901

Re: Certificate of Amendment of Certificate of Incorporation of Arnot Ogden Memorial Hospital

Dear Mr. Alexander:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 17th day of May, 1991, I hereby certify that the Certificate of Amendment to the Certificate of Incorporation of Arnot Ogden Memorial Hospital hereafter to be known as Arnot Ogden Medical Center dated March 22, 1991 is approved.

Sincerely,

Karen S. Westervelt

Karen S. Westervelt
Executive Secretary

7

RESOLUTION

RESOLVED, that the Public Health Council, on this 17th day of May, 1991, approves the filing of the Certificate of Amendment to the Certificate of Incorporation of Arnot Ogden Memorial Hospital, hereafter to be known as Arnot Ogden Medical Center, dated March 22, 1991.

8

f910531000398

FILED
MAY 31 4 21 PM '91

CERTIFICATE OF AMENDMENT
-of-
CERTIFICATE OF INCORPORATION
-of-
ARNOT OGDEN MEMORIAL HOSPITAL

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

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 31 1991
TAX $
BY:

RECEIVED
JUN 03 10 00 AM '91

910531000473

9

SAYLES, EVANS, BRAYTON, PALMER & TIFFT
ELMIRA, NEW YORK

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for ARNOT OGDEN MEDICAL CENTER, File Number A787194-13 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 April 21, 2023.

Brendan C. Hughes
Executive Deputy Secretary of State

Authentication Number: 100003354644 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

The University of the State of New York

STATE OF NEW YORK:
: ss.:
COUNTY OF ALBANY :

A787169

In accordance with the provisions of section 804 of the Not-for-Profit Corporation Law, consent is hereby given to the amendment of the certificate of incorporation of

ARNOT OGDEN MEMORIAL HOSPITAL

as set forth in the annexed certificate of amendment.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 22nd day of June, 1981.

Gordon M. Ambach
~~Commissioner of Education~~

By:

Robert D. Stone
Counsel and Deputy Commissioner
for Legal Affairs

The University of the State of New York

STATE OF NEW YORK:
: ss.:
COUNTY OF ALBANY :

A787169

In accordance with the provisions of section 804 of the Not-for-Profit Corporation Law, consent is hereby given to the amendment of the certificate of incorporation of

ARNOT OGDEN MEMORIAL HOSPITAL

as set forth in the annexed certificate of amendment.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 22nd day of June, 1981.

Gordon M. Ambach
Commissioner of Education

By:

Robert D. Stone
Counsel and Deputy Commissioner
for Legal Affairs

Certificate of Amendment
of the
Certificate of Incorporation
of
Arnot Ogden Memorial Hospital
Under Section 803 of the Not-for-Profit Corporation Law.

We, the undersigned, Boyd McDowell II and John Brand, the President and Secretary of the Arnot Ogden Memorial Hospital, do hereby certify:

1. The name of the corporation is Arnot Ogden Memorial Hospital, which is the same name under which it was formed.

2. The law under which the corporation was formed was a special act of the New York Legislature, Chapter 121 of the laws of eighteen hundred eighty-eight entitled "An Act to incorporate the Arnot Ogden Memorial Hospital", which was approved by the Governor of New York on April 10, 1888, a copy of which is attached as Exhibit A.

3. Arnot Ogden Memorial Hospital is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

4. Arnot Ogden Memorial Hospital is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law and shall continue to be a Type B corporation after its corporate purposes are enlarged by paragraph 6 (b) of this Certificate of Amendment.

5. The post-office address within the state to which the Secretary of State shall mail a copy of any notice required by law is Roe Avenue, Elmira, New York 14901.

6. The certificate of incorporation, which is Chapter 121

of the laws of eighteen hundred eighty-eight entitled "An Act to incorporate the Arnot Ogden Memorial Hospital", is hereby amended as permitted by Section 801(c) of the Not-for-Profit Corporation Law, as follows:

(a) to remove the twenty thousand dollar limitation on the amount of income the property of the corporation may earn. Section one of Chapter 121 of the Laws of eighteen hundred eighty-eight is amended to read:

> "Section 1. Matthias H. Arnot, Francis Hall, William C. Mey, Charles J. Langdon, J. Monroe Shoemaker, Frederic Hall, John H. Arnot, James B. Rathbone, James L. Woods, Truman H. Squires, J. Sloat Fassett, Casper G. Decker, Alexander S. Diven, and their successors and associates, as hereinafter provided, are hereby constituted and appointed a body corporate and politic by the name of Arnot Ogden Memorial Hospital, and by that name may and shall have succession and shall be in law capable of suing and being sued, pleading and being impleaded, defending and being defended in all courts and places whatsoever, in all manner of actions, suits, matters, complaints and causes, and may have and use a common seal and change and alter the same, and the corporation hereby formed shall have power to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust, for any of its purposes, any property, real or personal, without limitation, as to amount or value, except such limitation, if any, as the Not-for-Profit Corporation Law shall hereafter impose, to convey such property and to invest and reinvest any principal and deal with and expend the income of the corporation in such manner as in the judgment of the board of directors will best promote its objects. It shall have all the power and be subject to all the restrictions which pertain generally to Type B Not-for-Profit corporations under the provisions of the Not-for-Profit Corporation Law."

(b) to enlarge the corporate purposes to provide specifically for the maintenance and operation of Schools of Nursing and Radiological

Technology. Section two of Chapter 121 of the laws of eighteen hundred eighty-eight is amended to read:

> "Section 2. The objects of said corporation are to establish and maintain in the city of Elmira, in the County of Chemung and State of New York, a hospital and a dispensary at which shall be received persons requiring medical and surgical advice, aid and treatment, and where medicines may be provided and dispensed for their benefit, and where they may receive all necessary care and suitable medical and surgical treatment, and to maintain and operate Schools of Nursing and Radiological Technology."

(c) to increase the size of such governing body from twenty persons to up to thirty persons and to delete the language on compensation for services by managers and interested managers thereby allowing such matters to be governed exclusively by the applicable provisions of the New York Not-for-Profit Corporation Law.

(1) Section three of Chapter 121 of the Laws of eighteen hundred eighty-eight is amended to read:

> "Section 3. The affairs of the Arnot Ogden Memorial Hospital shall be conducted by a Board of Managers, to consist of up to thirty persons."

(2) Section four of Chapter 121 of the Laws of eighteen hundred eighty-eight is amended to read:

> "Section 4. The persons named in the first section of this act, or such of them as accept this appointment, and such other persons as they may, in accordance with the by-laws of said corporation, appoint, shall be the managers of said corporation, shall have power to make by-laws not inconsistent with the Constitution of this State and the Not-for-Profit Corporation Law, and to alter the same, to fill vacancies which may occur in their number by non-acceptance, death, resignation or otherwise, to appoint all necessary physicians, surgeons,

assistants, nurses and other hospital employees and to fix their compensation and to discharge them whenever they shall deem it expedient to do so, to make all needful rules and regulations for the government of their proceedings and for the admission of persons to said hospital."

(d) to remove the limitation requiring the officers of the Arnot Ogden Memorial Hospital to be members of the Board of Managers, Section five of Chapter 121 to the Laws of eighteen hundred eighty-eight is amended to read:

"Section 5. A majority of all the managers shall constitute a quorum for the transaction of business, and said board may appoint a President, Vice President, Treasurer, Secretary and such other officers as the board may deem necessary in the manner, at the time and for the term to be prescribed by the by-laws."

(e) to strike out Section 6 of Chapter 121 of the Laws of eighteen hundred eighty-eight.

7. The above amendments to the Certificate of Incorporation were authorized by the vote in person of a majority of the entire Board of Managers of the corporation at a meeting of the Board duly called and held for that purpose on February 23, 1981. The corporation has no members.

8. No approvals or consents were endorsed or annexed to the Arnot Ogden Memorial Hospital Certificate of Incorporation as defined in Section 102(a)(3) of the Not-for-Profit Corporation Law. Prior to delivery of this Certificate of Amendment to the Department of State for filing, the approvals of a Justice of the Supreme Court for the sixth Judicial District, the Public Health Council, the

Commissioner of Education and all other approvals required by law will be endorsed or annexed upon this Certificate of Amendment.

IN WITNESS WHEREOF, we have made, subscribed and verified this Certificate of Amendment this 11 day of March, 1981.

Boyd McDowell II

Boyd McDowell II, President.

John Brand

John Brand, Secretary.

State of New York,)
: ss.
County of Chemung.)

Boyd McDowell II, being duly sworn, deposes and says that he is the President of Arnot Ogden Memorial Hospital and is one of the persons described in and who executed the foregoing Certificate of Amendment; that he has read the same and knows the contents thereof, and that the statements contained therein are true.

Boyd McDowell II

Sworn to before me, this
11 day of March, 1981.

John R. Alexander
Notary Public.

JOHN R. ALEXANDER
Notary Public, State of New York
Qualified in Chemung County
No. 4511068
Commission Expires March 30, 1981

State of New York,)
: ss.
County of Chemung.)

John Brand, being duly sworn, deposes and says that he is the Secretary of Arnot Ogden Memorial Hospital and is one of the persons described in and who executed the foregoing Certificate of Amendment; that he has read the same and knows the contents thereof, and that the statements contained therein are true.

John Brand

Sworn to before me, this
11 day of March, 1981.

John R. Alexander
Notary Public.

JOHN R. ALEXANDER
Notary Public, State of New York
Qualified in Chemung County
No. 4511068
Commission Expires March 30, 1981

Approval of Justice of the Supreme Court.

I, Charles B. Swartwood, a Justice of the Supreme Court of the Sixth Judicial District, do hereby approve the foregoing Certificate of Amendment and consent that the same be filed.

Dated, July 25, 1981.

Charles B. Swartwood

Justice of the Supreme Court.

gus county, for the use of the National Guard, State of New York, in said county, to be expended under the direction of the Adjutant-General, the Inspector-General and the Chief of Ordnance of this State, who are hereby appointed commissioners therefor. But no part of this appropriation, except for plans and expense of the commission shall be expended by said commissioners, until an indefeasible title, to be approved by the Attorney-General, to a suitable site for such armory, to be approved by the Adjutant-General, free from all incumbrances without expense to the State shall be vested in the people of this State; nor until, upon plans and specifications of said building submitted to the Comptroller, he shall be satisfied that the buildings, including necessary sewerage, and the necessary expenses of the commissioners and for superintendence and inspection of the work, can and will be completed within the limits of the sum herein appropriated.

Commissioners to make expenditure. Conditions. Title to site, how approved. Duty of Comptroller.

§ 2. Plans and specifications of said armory shall be prepared in detail, and shall receive the approval of said commissioners; and all work upon said armory structure, except the interior finishing and furnishing shall be done upon contract, executed by and between the contractor or contractors and said commissioners, which shall be awarded to the lowest responsible bidder, or bidders, after due publication and advertisement, based upon said plans and specifications.

Plans, how approved. Work to be done by contract.

§ 3. The contractor or contractors for such construction shall, before commencing the same, make and execute to the State a bond in such form as said commissioners shall prescribe, in the penalty of double the sum to be expended under said contract, with two sureties to be approved by the Comptroller, conditioned for the faithful performance of such work.

Contractor's bond, how approved.

§ 4. A room in said armory shall be set apart for the use of the post of the Grand Army of the Republic located at Olean.

Room for G. A. R. post.

§ 5. This act shall take effect immediately.

Chap. 121.

AN ACT to incorporate the Arnot Ogden Memorial Hospital.

Approved by the Governor April 10, 1888. Passed, three-fifths being present.

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

SECTION 1. Matthias H. Arnot, Francis Hall, William C. May, Charles J. Langdon, J. Monroe Shoemaker, Frederic Hall, John H. Arnot, James B. Rathbone, James L. Woods, Truman H. Squires, J. Sloat Fassett Casper G. Decker, Alexander S. Diven, and their successors and associates, as hereinafter provided, are hereby constituted and appointed a body corporate and politic by the name of Arnot Ogden Memorial Hospital, and by that name may and shall have succession and shall be in law capable of suing and being sued, pleading and being impleaded, defending and being defended in all courts and places whatsoever, in all manner of actions, suits, matters, complaints and causes, and may have and use a common seal and change and alter the same, and shall be capable of purchasing and taking by gift, grant, devise or bequest, in trust or in perpetuity, and of holding real and personal estate and property for the uses and purposes of the said corporation, the annual net income of which shall not exceed twenty thou-

Corporators. Corporate name and powers. Real and personal property of corporation.

Exhibit A. 9

Exemption from taxation.

sand dollars. The property of said corporation, both real and personal, shall be exempt from taxation and assessment so long as the same is used exclusively for the charitable purposes of said corporation.

Corporation to maintain hospital and dispensary.

§ 2. The objects of said corporation are to establish and maintain in the city of Elmira, in the county of Chemung and State of New York, a hospital and a dispensary at which shall be received persons requiring medical and surgical advice, aid and treatment, and where medicines may be provided and dispensed for their benefit, and where they may receive all necessary care and suitable medical and surgical treatment.

Board of managers.

§ 3. The affairs of said corporation shall be conducted by a board of managers, to consist of not exceeding twenty persons, no one of whom shall, directly or indirectly, receive any compensation for services nor be interested in any contract relating to said hospital or the supplies therefor.

Board, how constituted.

Powers of managers.

§ 4. The persons named in the first section of this act, or such of them as accept this appointment, and such other persons as they may, in accordance with the by-laws of said corporation, appoint, so that said board shall not exceed twenty in number, shall be the managers of said corporation, shall have power to make by-laws not inconsistent with the Constitution of this State and to alter the same, to fill vacancies which may occur in their number by non-acceptance, death, resignation or otherwise, to appoint all necessary physicians, surgeons, assistants, stewards, nurses and servants and to fix their compensation and to discharge them whenever they shall deem it expedient to do so, to make all needful rules and regulations for the government of their proceedings and for the admission of persons to said hospital.

Rules and regulations.

Quorum.

Officers of board.

§ 5. A majority of all the managers shall constitute a quorum for the transaction of business, and said board may appoint from their number a president, vice-president, treasurer, secretary and such other officers as said board may deem necessary in the manner, at the time and for the term to be prescribed by the by-laws.

General powers and liabilities.

§ 6. The said corporation shall possess the general powers and be subject to the general restrictions and liabilities prescribed in the third title of the eighteenth chapter of the first part of the Revised Statutes, except as otherwise provided by this act.

§ 7. This act shall take effect immediately.

STATE OF NEW YORK
DEPARTMENT OF HEALTH
ALBANY 12237

PUBLIC HEALTH COUNCIL

April 28, 1981

John R. Alexander, Esq.
Sayles, Evans, Brayton, Palmer & Tifft
Attorneys At Law
One Church Street
Elmira, New York 14901

Re: Certificate of Amendment of the Certificate of Incorporation of Arnot Ogden Memorial Hospital

Dear Mr. Alexander:

Section 804 (a) of the Not-for-Profit Corporation Law requires the prior approval of the Public Health Council for the filing with the Secretary of State of any certificate of amendment of a certificate of incorporation which (a) adds, changes or eliminates a purpose, power or provision the inclusion of which in a certificate of incorporation would require the approval of the Public Health Council or (b) changes the name of a corporation whose certificate of incorporation had been approved by the Public Health Council.

Upon review by the Public Health Council staff, it has been determined that the proposed certificate of amendment of the certificate of incorporaton of Arnot Ogden Memorial Hospital, signed and verified on March 11, 1981, will effect no such changes. Therefore, the subject certificate does not require Public Health Council approval in order to be filed with the Secretary of State.

Sincerely yours,

Stephen P. Krill
Executive Secretary

Enclosure (original signed certificate)

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
MARY C. MC LAUGHLIN, M.D.
ROBERT H. RANDLES, M.D.

HOWARD A. RUSK, M.D.
KENNETH W. WOODWARD, M.D.
Howard Kesseler, M.D.
COMMISSIONER OF HEALTH
DAVID AXELROD, M.D.
EX OFFICIO

STATE OF NEW YORK
DEPARTMENT OF LAW
ALBANY, N.Y. 12224

ROBERT ABRAMS
ATTORNEY GENERAL

JAMES G. MCSPARRON
ASSISTANT ATTORNEY GENERAL
IN CHARGE
LITIGATION BUREAU

Telephone: 474-7206

July 23, 1981

John R. Alexander, Esq.
Sayles, Evans, Brayton,
Palmer & Tifft
One West Church Street
Elmira, New York 14901

Dear Mr. Alexander:

Re: ARNOT ODGEN MEMORIAL HOSPITAL

Due and timely service of the notice of application for the approval of the proposed certificate of amendment of the 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
RICHARD S. REDLO
Assistant Attorney General

-13

A787194

Certificate of Amendment

-of-

Certificate of Incorporation

-of-

Arnot Ogden Memorial Hospital

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

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED AUG-4 1981

AMT. OF CHECK $ 30
FILING FEE $ 30
TAX $
COUNTY FEE $
COPY $
CERT $
REFUND $
SPEC HANDLE $
BY: MR

Type B
Chemung

646297 Chapt. 121 Laws of 1888

L - A97502-3

Type B

Not Add: Roe Ave Elmira NY

1st Recd Chemung Co.

K

SAYLES, EVANS, BRAYTON, PALMER & TIFFT
ELMIRA, NEW YORK 14901

J.W. Churchill

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for ARNOT OGDEN MEDICAL CENTER, File Number A97502-3 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 April 21, 2023.

Brendan C. Hughes
Executive Deputy Secretary of State

Authentication Number: 100003354643 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

A 97502

Certificate of Type of

Not-for-Profit Corporation

-of-

Arnot Ogden Memorial Hospital.

Under Section 113 of the Not-for-Profit Corporation Law.

We, the undersigned, John G. Copley, President, and John Brand, Secretary, of Arnot Ogden Memorial Hospital, for the purpose of designating the type of the corporation pursuant to Section 113 of the Not-for-Profit Corporation Law, do hereby sign this certificate and do certify as follows:

1. The name of the corporation is Arnot Ogden Memorial Hospital.

2. The corporation was formed pursuant to Chapter 121 of the Laws of 1888.

3. The post-office address to which the Secretary of State shall mail a copy of any notice required by law is Roe Avenue, Elmira, New York.

4. Under Section 201 the corporation is a Type B not-for-profit corporation.

IN WITNESS WHEREOF, we have signed this certificate this 28th day of August, 1973.

John G. Copley

John G. Copley, President.

John Brand

John Brand, Secretary.

State of New York,)
: ss.
County of Chemung.)

John G. Copley, being duly sworn, deposes and says that he is one of the persons described in and who executed the foregoing certificate, that he has read the same and knows the contents thereof, and that the statements contained therein are true.

John G. Copley

John G. Copley.

Sworn to before me this

28 day of August, 1973.

Calvin A. Brainard

Notary Public.

CALVIN A. BRAINARD
NOTARY PUBLIC STATE OF NEW YORK
No. 0388670
CHEMUNG COUNTY
COMMISSION EXPIRES MARCH 30, 19 75

State of New York,)
: ss.
County of Chemung.)

John Brand, being duly sworn, deposes and says that he is one of the persons described in and who executed the foregoing certificate, that he has read the same and knows the contents thereof, and that the statements contained therein are true.

John Brand

John Brand.

Sworn to before me this

28 day of August, 1973.

Calvin A. Brainard

Notary Public.

CALVIN A. BRAINARD
NOTARY PUBLIC STATE OF NEW YORK
No. 0388670
CHEMUNG COUNTY
COMMISSION EXPIRES MARCH 30, 19 75

2

A 97502

3

Certificate of Type of

Not-for-Profit Corporation

-of-

Arnot Ogden Memorial Hospital

Under Section 113 of the Not-for-Profit Corporation Law.

Chapter 121 - Laws 1888

Changes

M

B

STATE OF NEW YORK
DEPARTMENT OF STATE

TAX $ None

FILING FEE $ 10

FILED SEP 4 - 1973

John P. Lomenzo

Secretary of State

By

Of Charming

Type B

SAYLES, EVANS, BRAYTON, PALMER & TIFFT
ELMIRA, NEW YORK 14902

415 East Water St.

3

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for ARNOT OGDEN MEDICAL CENTER, File Number CH121-LW1888 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 April 21, 2023.

Brendan C. Hughes
Executive Deputy Secretary of State

Authentication Number: 100003354642 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ccorp.dos.ny.gov

oduced and the proof given of
rks shall be paid for recording
en cents per folio for each and
said notice, when so served and
as aforesaid, shall be conclusive
lands, streams and waters, and
of. Any notice of appropriation
of of service thereof on the owner
county clerk's office as aforesaid,
, eighteen hundred and eighty-
ent of Public Works, may be read
l shall have the same force and
der the provisions of this act as

ediately.

119.

s of the various cities and
the State.

8. Passed, three-fifths being present.

York, represented in Senate and

osition by appointment in any city
salary from such city or county,
definite term) who is an honorably
, having served as such in the union
e rebellion, shall be removed from
wn after a hearing had; but this
apply to the position of private
of any official or department, or to
tial relation to the appointing officer.
onsistent with the provisions of this

mediately.

120.

construction of a State armory
Cattaraugus county, and making

. 1888. Passed, three-fifths being present.

New York, represented in Senate and

l pay on the warrant of the Comptroller,
dollars, which sum is hereby appro-
mory in the village of Olean, Cattarau-

gus county, for the use of the National Guard, State of New York, in said county, to be expended under the direction of the Adjutant-General, the Inspector-General and the Chief of Ordnance of this State, who are hereby appointed commissioners therefor. But no part of this appropriation, except for plans and expense of the commission shall be expended by said commissioners, until an indefeasible title, to be approved by the Attorney-General, to a suitable site for such armory, to be approved by the Adjutant-General, free from all incumbrances without expense to the State shall be vested in the people of this State; nor until, upon plans and specifications of said building submitted to the Comptroller, he shall be satisfied that the buildings, including necessary sewerage, and the necessary expenses of the commissioners and for superintendence and inspection of the work, can and will be completed within the limits of the sum herein appropriated.

Commissioners to make expenditure. Conditions. Title to site, how approved. Duty of Comptroller.

§ 2. Plans and specifications of said armory shall be prepared in detail, and shall receive the approval of said commissioners; and all work upon said armory structure, except the interior finishing and furnishing shall be done upon contract, executed by and between the contractor or contractors and said commissioners, which shall be awarded to the lowest responsible bidder, or bidders, after due publication and advertisement, based upon said plans and specifications.

Plans, how approved. Work to be done by contract.

§ 3. The contractor or contractors for such construction shall, before commencing the same, make and execute to the State a bond in such form as said commissioners shall prescribe, in the penalty of double the sum to be expended under said contract, with two sureties to be approved by the Comptroller, conditioned for the faithful performance of such work.

Contractor's bond, how approved.

§ 4. A room in said armory shall be set apart for the use of the post of the Grand Army of the Republic located at Olean.

Room for G. A. R. post.

§ 5. This act shall take effect immediately.

Chap. 121.

AN ACT to incorporate the Arnot Ogden Memorial Hospital.

APPROVED by the Governor April 10, 1888. Passed, three-fifths being present.

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

SECTION 1. Matthias H. Arnot, Francis Hall, William C. Mey, Charles J. Langdon, J. Monroe Shoemaker, Frederic Hall, John H. Arnot, James B. Rathbone, James L. Woods, Truman H. Squires, J. Sloat Fassett Casper G. Decker, Alexander S. Diven, and their successors and associates, as hereinafter provided, are hereby constituted and appointed a body corporate and politic by the name of Arnot Ogden Memorial Hospital, and by that name may and shall have succession and shall be in law capable of suing and being sued, pleading and being impleaded, defending and being defended in all courts and places whatsoever, in all manner of actions, suits, matters, complaints and causes, and may have and use a common seal and change and alter the same, and shall be capable of purchasing and taking by gift, grant, devise or bequest, in trust or in perpetuity, and of holding real and personal estate and property for the uses and purposes of the said corporation, the annual net income of which shall not exceed twenty thou-

Corporators. Corporate name and powers. Real and personal property of corporation.

Exemption from taxation.

sand dollars. The property of said corporation, both real and personal, shall be exempt from taxation and assessment so long as the same is used exclusively for the charitable purposes of said corporation.

Corporation to maintain hospital and dispensary.

§ 2. The objects of said corporation are to establish and maintain in the city of Elmira, in the county of Chemung and State of New York, a hospital and a dispensary at which shall be received persons requiring medical and surgical advice, aid and treatment, and where medicines may be provided and dispensed for their benefit, and where they may receive all necessary care and suitable medical and surgical treatment.

Board of managers.

§ 3. The affairs of said corporation shall be conducted by a board of managers, to consist of not exceeding twenty persons, no one of whom shall, directly or indirectly, receive any compensation for services nor be interested in any contract relating to said hospital or the supplies therefor.

Board, how constituted.

§ 4. The persons named in the first section of this act, or such of them as accept this appointment, and such other persons as they may, in accordance with the by-laws of said corporation, appoint, so that said board shall not exceed twenty in number, shall be the managers of said corporation, shall have power to make by-laws not inconsistent with the Constitution of this State and to alter the same, to fill vacancies which may occur in their number by non-acceptance, death, resignation or otherwise, to appoint all necessary physicians, surgeons, assistants, stewards, nurses and servants and to fix their compensation and to discharge them whenever they shall deem it expedient to do so, to make all needful rules and regulations for the government of their proceedings and for the admission of persons to said hospital.

Powers of managers.

Rules and regulations.

Quorum.

Officers of board.

§ 5. A majority of all the managers shall constitute a quorum for the transaction of business, and said board may appoint from their number a president, vice-president, treasurer, secretary and such other officers as said board may deem necessary in the manner, at the time and for the term to be prescribed by the by-laws.

General powers and liabilities.

§ 6. The said corporation shall possess the general powers and be subject to the general restrictions and liabilities prescribed in the third title of the eighteenth chapter of the first part of the Revised Statutes, except as otherwise provided by this act.

§ 7. This act shall take effect immediately.

RESOLUTIONS ADOPTED BY THE
ARNOT HEALTH, INC. BOARD OF DIRECTORS
AND
ARNOT OGDEN MEDICAL CENTER BOARD OF MANAGERS
AT A JOINT MEETING HELD ON
DECEMBER 16, 2024

WHEREAS, Arnot Health, Inc. ("Arnot" or "AH") is the sole corporate member of Arnot Ogden Medical Center ("AOMC") and St. Joseph's Hospital ("SJH") with the authority to elect and replace members of the Boards of Directors of AOMC and SJH, and to approve amendments to the Bylaws and Certificates of Incorporation of AOMC and SJH; and

WHEREAS, AOMC is the sole corporate member of Ira Davenport Memorial Hospital, Inc. ("IDMH") with the authority to approve amendments to the Bylaws and Certificates of Incorporation of IDMH; and

WHEREAS, Arnot and AOMC have mirror Boards of Directors; and

WHEREAS, on August 28, 2023, Arnot approved entering into an Affiliation Agreement (the "Affiliation Agreement") by and between Arnot and Cayuga Health System, Inc. ("CHS") pursuant to which a new active parent with reserved powers would be formed to become the sole member of each of Arnot and CHS; and

WHEREAS, Arnot and CHS entered in to the Affiliation, effective September 15, 2023, and thereafter began taking all steps necessary to close the transactions contemplated by the Affiliation Agreement; and

WHEREAS, it is in the best interest of Arnot and AOMC for Arnot and CHS to close the transactions contemplated by the Affiliation Agreement effective as of January 1, 2025; and

WHEREAS, Arnot and CHS presently do not have all of the regulatory approvals necessary to close the transactions contemplated by the Affiliation Agreement in the manner in which they are described in the Affiliation Agreement; and

WHEREAS, it is in the best interests of Arnot and AOMC to amend and restate the Affiliation Agreement in substantially the form presented to this Board of Directors (the "Restated Affiliation Agreement") to provide for: (i) a closing on January 1, 2025 pursuant to which Centralus Health, Inc. ("Centralus Health") will become the sole member of Arnot and CHS without powers over Arnot and CHS that would require it to be established and licensed under Article 28 of the New York Public Health Law (the "Passive Parent Transaction"), and (ii) an obligation for Centralus Health, Arnot, and CHS to continue to pursue all regulatory approvals necessary for Centralus Health, as the sole member of Arnot and CHS, to exercise those authorities over Arnot and CHS that require it to be established and licensed under Article 28 of the New York Public Health Law (the "Active Parent Powers"); and (iii) upon receipt of all regulatory approvals necessary for Centralus Health, as the sole member of Arnot and CHS, to exercise the Active Parent Powers over Arnot and CHS to take all steps necessary to confer such

authorities upon Centralus Health in accordance with the terms of the Restated Affiliation Agreement (the "Active Parent Transaction").

NOW, THEREFORE, IT IS RESOLVED, that, Arnot and AOMC be and hereby are authorized and directed to enter into and perform all their obligations under the Restated Affiliation Agreement in substantially the form presented to the Boards of Directors with such changes as may be approved by the President and Chief Executive Officer of Arnot and AOMC or his designee (the "Authorized Officers"), their signatures thereon to be conclusive evidence of their approval thereof; and it is further

RESOLVED, that Arnot and AOMC are hereby authorized and directed to complete and close the Passive Parent Transaction as contemplated in the Restated Affiliation Agreement and to execute, deliver and file any and all documents or instruments necessary or proper to complete and close the Passive Parent Transaction; and it is further

RESOLVED, that this Board affirms and ratifies that the initial directors of Centralus Health appointed by Arnot are the following individuals, each of whom shall serve the term set forth next to his or her name and until his or her successor is duly elected and qualified:

Arie "Jan" van den Blink: Three (3) years ending December 31, 2027
Krista Niles-Updyke: Two (2) years ending December 31, 2026; and it is further

RESOLVED, that Arie "Jan" van den Blink is the designated nominee to serve as the co-chair of the board of directors of Centralus Health, to serve a term of one (1) year and until the Arnot Board of Directors has designated a successor nominee to Centralus Health; and it is further

RESOLVED, that Gary Koretzky and Paul Streeter are elected to the Board of Directors of Arnot, AOMC, and SJH, each to serve a term co-terminus with their term on the Board of Centralus Health; and it is further

RESOLVED, that the Employment Agreement of Jonathan Lawrence, President and Chief Executive Officer of Arnot and AOMC, shall be amended as of January 1, 2025, to include his duties as Executive Vice President of Centralus Health; and it is further

RESOLVED, that the Restated Bylaws of Arnot in substantially the form presented to this Board and identified in the Restated Affiliation Agreement as the "AH Passive Parent Bylaws" with such changes as may be approved by the Authorized Officers are hereby ratified, approved and adopted as the Restated Bylaws of Arnot to become effective at the time of the closing of the Passive Parent Transaction; and it is further

RESOLVED, that the Arnot and AOMC Boards acknowledge that upon the receipt of all necessary regulatory approvals, Centralus Health intends to adopt the Restated Certificate of Incorporation of Centralus Health and Restated Bylaws of Centralus Health in substantially the form presented to this Board and identified in the Restated Affiliation Agreement as the

"Restated New Parent Certificate of Incorporation" and "Restated New Parent Bylaws" with such changes as may be approved by the Authorized Officers; and it is further

RESOLVED, that the Arnot and AOMC Boards acknowledge that upon the receipt of all necessary regulatory approvals, Centralus Health has approved or will approve for filing with the New York Department of State the Restated Certificate of Incorporation of Arnot and has adopted or will adopt the Restated Bylaws of Arnot in substantially the form presented to this Board and identified in the Restated Affiliation Agreement as the "AH Active Parent Charter Documents" with such changes may be approved by the Authorized Officers; and it is further

RESOLVED, upon receipt of all necessary regulatory approvals, the IDMH Bylaws and Certificate of Incorporation will be revised and restated to appoint Arnot as the sole corporate member and active parent of IDMH; and it is further

RESOLVED, that the Authorized Officers and each of them be and hereby are directed to take any and all actions and to execute, deliver and/or file any and all documents, instruments, or agreements deemed to be necessary and proper by the Authorized Officers or any of them to accomplish the purposes of the foregoing resolutions, his, her or their signature thereon, or filing or completion thereof, to be conclusive evidence of his or her approval thereof.

CERTIFICATION

The foregoing is a true and complete copy of the Resolutions duly adopted by the Board of Directors of Arnot Health, Inc. and the Board of Managers of Arnot Ogden Medical Center on the 16th day of December, 2024, which Resolutions have not been modified, revoked or rescinded and remain in full force and effect on the date hereof.

John Alexander, Secretary

RESOLUTION
OF THE
BOARD OF DIRECTORS
OF
CENTRALUS HEALTH, INC.

WHEREAS, there has been presented to this Board of Directors an Amended and Restated Affiliation Agreement (the "Restated Affiliation Agreement") by and among Cayuga Health System, Inc. ("CHS"), Arnot Health, Inc. ("AH") and Centralus Health, Inc. ("Centralus Health"), which Restated Affiliation Agreement provides for, among other things: (i) a closing on January 1, 2025 pursuant to which Centralus Health will become the sole member of CHS and AH without powers over CHS and AH that would require it to be established and licensed under Article 28 of the New York Public Health Law (the "Passive Parent Transaction"), and (ii) an obligation for Centralus Health, CHS and AH to continue to pursue all regulatory approvals necessary for Centralus Health, as the sole member of CHS and AH, to exercise those authorities over CHS and AH that require it to be established and licensed under Article 28 of the New York Public Health Law (the "Active Parent Powers"); and (iii) upon receipt of all regulatory approvals necessary for Centralus Health, as the sole member of CHS and AH, to exercise the Active Parent Powers over CHS and Arnot to take all steps necessary to confer such authorities upon Centralus Health in accordance with the terms of the Restated Affiliation Agreement (the "Active Parent Transaction").

NOW, THEREFORE, IT IS RESOLVED, that, Centralus Health be and hereby is authorized and directed to enter into and perform all of its obligations under the Restated Affiliation Agreement in substantially the form presented to this Board of Directors with such changes as may be approved by the Co-Chairs of this Board (the "Authorized Persons"), their signatures thereon to be conclusive evidence of his their approval thereof; and it is further

RESOLVED, that Centralus Health is hereby authorized and directed to complete and close the Passive Parent Transaction as contemplated in the Restated Affiliation Agreement and to execute, deliver and file any and all documents or instruments necessary or proper to complete and close the Passive Parent Transaction; and it is further

RESOLVED, that the Restated Bylaws of CHS in substantially the form presented to this Board and identified in the Restated Affiliation Agreement as the "CHS Passive Parent Bylaws" with such changes may be approved by the Authorized Persons are hereby ratified, approved and adopted as the Restated Bylaws of CHS to become effective at the time of the closing of the Passive Parent Transaction; and it is further

RESOLVED, that the Restated Bylaws of AH in substantially the form presented to this Board and identified in the Restated Affiliation Agreement as the "Arnot Passive Parent Bylaws" with such changes may be approved by the Authorized Persons are hereby ratified, approved and adopted as the Restated Bylaws of AH to become effective at the time of the closing of the Passive Parent Transaction; and it is further

RESOLVED, that effective upon the receipt of all necessary regulatory approvals to close the Active Parent Transaction, Centralus Health hereby adopts the Restated Certificate of Incorporation of Centralus Health and Restated Bylaws of Centralus Health in substantially the form presented to this Board and identified in the Restated Affiliation Agreement as the "Restated New Parent Certificate of Incorporation" and "Restated New Parent Bylaws" with such changes may be approved by the Authorized Persons; and it is further

RESOLVED, that upon the receipt of all necessary regulatory approvals to close the Active Parent Transaction, Centralus Health hereby adopts and approves for filing with the New York Department of State the Restated Certificate of Incorporation of CHS and hereby adopts the Restated Bylaws of CHS in substantially the form presented to this Board and identified in the Restated Affiliation Agreement as the "CHS Active Parent Charter Documents" with such changes may be approved by the Authorized Persons; and it is further

RESOLVED, that upon the receipt of all necessary regulatory approvals to close the Active Parent Transaction, Centralus Health hereby adopts and approves for filing with the New York Department of State the Restated Certificate of Incorporation of AH and hereby adopts the Restated Bylaws of AH in substantially the form presented to this Board and identified in the Restated Affiliation Agreement as the "Arnot Active Parent Charter Documents" with such changes may be approved by the Authorized Persons; and it is further

RESOLVED, that upon the receipt of all necessary regulatory approvals to close the Active Parent Transaction, Centralus Health hereby adopts and approves for filing with the New York Department of State the Restated Certificate of Incorporation of Arnot Ogden Medical Center ("AOMC") and hereby adopts the Restated Bylaws of AOMC in substantially the form presented to this Board and identified in the Restated Affiliation Agreement as the "AOMC Active Parent Charter Documents" with such changes may be approved by the Authorized Persons; and it is further

RESOLVED, that upon the receipt of all necessary regulatory approvals to close the Active Parent Transaction, Centralus Health hereby adopts and approves for filing with the New York Department of State the Restated Certificate of Incorporation of The Ira Davenport Memorial Hospital, Inc. ("IDMH") and hereby adopts the Restated Bylaws of IDMH in substantially the form presented to this Board and identified in the Restated Affiliation Agreement as the "IDMH Active Parent Charter Documents" with such changes may be approved by the Authorized Persons; and it is further

RESOLVED, that Centralus Health ratifies and approves the certificate of need application ("CON") previously filed in order for the Active Parent Transaction to be approved by the New York State Department of Health to allow Centralus Health to become the active parent of CHS and AH; and it is further

RESOLVED; that Justin Runke be and hereby is authorized and directed to represent Centralus Health throughout the CON process as contemplated by the Active Parent Transaction; and it is further

RESOLVED, that Centralus Health is hereby authorized and directed to prepare and file any and all applications, reports, forms, documents or instruments with any governmental or regulatory authority required to be filed to seek approval for or to provide notice of the Passive Parent Transaction, the Active Parent Transaction, or any changes to the Certificate of Incorporation of Centralus Health, CHS, AH, AOMC and IDMH including without limitation with the New York State Office of Addiction Services and Supports, New York State Office of Mental Health, the New York State Attorney General, and the Federal Trade Commission (the "Notices and Approvals"); and it is further

RESOLVED, that Justin Runke be and hereby is authorized and directed to represent Centralus Health in connection with all of the Notices and Approvals as contemplated by the Restated Affiliation Agreement; and it is further

RESOLVED, that the Authorized Persons and each of them be and hereby are directed to take any and all actions and to execute, deliver and/or file any and all documents, instruments, or agreements deemed to be necessary and proper by the Authorized Persons or any of them to accomplish the purposes of the foregoing resolutions, his, her or their signature thereon, or filing or completion thereof, to be conclusive evidence of his or her approval thereof.

CERTIFICATION

The foregoing is a true and complete copy of the Resolutions duly adopted by the Board of Directors of Centralus Health, Inc. by written consent as of the 16th day of December, 2024, which Resolutions have not been modified, revoked or rescinded and remain in full force and effect on the date hereof.

December 16, 2024

Krista L. Niles-Updyke

Krista Niles-Updyke, Secretary

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 14, 2025

Subject: Proposed Dissolution of Flushing Manor Geriatric 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 letter from Legal Counsel requesting approval for the dissolution of Flushing Manor Geriatric Center, Inc. ('FMGC") dated November 26, 2024;
3) A proposed verified petition seeking the Department of Health's approval of the dissolution of FMGC dated November 21, 2024;
4) A photocopy of the Certificate of Incorporation for FMGC dated November 19, 1991, and filed on April 26, 1996, and Consent to File Letter of the Public Health Council for FMGC dated April 17, 1996;
5) Photocopies of Certificates of Change for FMGC;
6) An executed, proposed Plan of Dissolution of FMGC dated November 8, 2024, and signed by the Board of Directors and Stockholders;
7) A copy of the unanimous written consent of the Board of Directors and Stockholders of FMGC dated November 8, 2024, approving and authorizing the dissolution;
8) A proposed Certificate of Dissolution of FMGC;
9) A copy of the Shareholders Agreement for FMGC; and
10) A copy of the Operating Certificate authorizing Kennedy Pavilion RH LLC to operate a skilled nursing facility at 36-17 Parsons Boulevard, Flushing, New York.

Attachments

NEW YORK STATE OF OPPORTUNITY. | Department of Health

MEMORANDUM

To: Public Health and Health Planning Council (PHHPC)

From: Kathy Marks KSM
General Counsel

Date: August 14, 2025

Subject: Proposed Dissolution of Flushing Manor Geriatric Center, Inc.

Flushing Manor Geriatric Center, Inc. ("FMGC") requests Public Health and Health Planning Council ("PHHPC") approval of its proposed dissolution in accordance with 10 NYCRR Part 650.

FMGC, a for-profit corporation, was formed on April 25,1996 for the purpose of operating a residential health care facility located at 36-17 Parsons Boulevard in Flushing, New York. FMGC received approval from the Public Health Council of the filing of its Certificate of Incorporation on April 17, 1996. FMGC sold substantially all of its assets and ceased all business operations in 2015. The Kennedy Pavilion RH LLC (Cert # 7003417N) now operates a skilled nursing facility at that location.

The directors and shareholders of FMHC have unanimously voted to dissolve the corporation and now seek the PHHPC's approval of their proposed Certificate of Dissolution and Plan of Dissolution.

There is no legal objection to the proposed Certificate of Dissolution and the Plan of Dissolution and they are in legally acceptable form.

Attachments

WINDELS MARX | Windels Marx Lane & Mittendorf, LLP

windelsmarx.com

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

November 26, 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 Geriatric Center, Inc.

To Whom It May Concern:

Please find the enclosed Unanimous Written Consent of the stockholders and directors of Flushing Manor Geriatric Center, Inc. ("FMGC"), which contains the **Verified Petition and all supporting documents** of FMGC for the dissolution of FMGC.

We appreciate your kind attention to this matter. 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 GERIATRIC 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 GERIATRIC 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 GERIATRIC CENTER, INC.** whose principal place of business was located at, 36-17 Parsons Boulevard, Flushing, New York 11354, and currently maintains an address c/o RGNC&S CPAs 97 Froehlich Farm Blvd., Woodbury, NY 11797, was organized pursuant to New York's Business Corporation Law on April 25, 1996. A copy of the Certificate of Incorporation is attached as Exhibit A.
2. The names, addresses and titles of the Corporation's Directors and Stockholders are as follows:

NAME	TITLE	ADDRESS
The Estate of Dr. Esther Benenson	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 second paragraph thereof and are as follows:

   A. To own and operate a residential health care facility known as Flushing Manor Geriatric Center, Inc. at 36-17 Parsons Boulevard, Flushing, New York 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 real or personal property, including, without limitation, machines, apparatus, equipment, instruments, systems, and devices incidental or necessary for the operation of this facility and services incidental thereto.

   B. To such extent as a corporation organized under the Business Corporation Law of this State may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or exercise under the Business Corporation Law of this State or under any act amendatory thereof, supplemental thereto, or substituted therefor.

   C. The foregoing clauses will be construed as and shall be powers as well as purposes, and the matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of this corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. The corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted by the Business Corporation Law of this state to corporations organized thereunder, and all the powers conferred by all acts heretofore or hereafter amendatory of or supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights, or privileges granted or conferred by that statute now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry on or do.

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. As of November 8, 2024, the members of the Board of 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 Bylaws of the Corporation.

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 Certificate of Dissolution of FLUSHING MANOR GERIATRIC 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 21 day of November, 2024, by

Amy L. Benenson

Amy Benenson

Verification and Certification

STATE OF NEW YORK)
:SS.:
COUNTY OF NEW YORK)

Amy Benenson being duly sworn, deposes and says:

She is member of the Board of Directors and a Stockholder of FLUSHING MANOR GERIATRIC 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

21 day of November, 2024

Notary Public WULFF IVETTE
NOTARY PUBLIC, STATE OF NEW YORK
NO.: 01WU4973060
QUALIFIED IN STATE OF NEW YORK
COMMISSION EXPIRES 12/23/2026

EXHIBIT A

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for FLUSHING MANOR GERIATRIC CENTER, INC., File Number 960425000434 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 September 12, 2024.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100006574707 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

CERTIFICATE OF INCORPORATION

OF

FLUSHING MANOR GERIATRIC CENTER, INC.

Under Section 402 of the Business Corporation Law

UNI-37

P96042500043 4

The undersigned, being a natural person of legal age, and acting as incorporator in order to form a corporation under and pursuant to the Business Corporation Law, hereby certifies that:

FIRST: The name of the corporation is Flushing Manor Geriatric Center, Inc.

SECOND: The corporation is formed for the following purpose or purposes:

A. To own and operate a residential health care facility known as Flushing Manor Geriatric Center, Inc. at 36-17 Parsons Boulevard, Flushing, New York 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 real or personal property, including, without limitation, machines, apparatus, equipment, instruments, systems, and devices incidental or necessary for the operation of this facility and services incidental thereto.

B. To such extent as a corporation organized under the Business Corporation Law of this State may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or exercise under the Business Corporation Law of this State or under any act amendatory thereof, supplemental thereto, or substituted there for.

The foregoing clauses will be construed as and shall be powers as well as purposes, and the matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of this corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. The corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted by the Business Corporation Law of this State to corporations organized thereunder, and all the powers conferred by all acts heretofore or hereafter amendatory of or supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights, or privileges granted or conferred by that statute now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry on or do.

THIRD: The principal office of the corporation is to be located at 36-17 Parsons Boulevard in the County of Queens, State of New York.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Two Hundred (200) shares of common stock, no par value.

FIFTH: All stock certificates of the corporation shall bear on the face thereof the following:

(a) no person shall own ten (10%) percent or more of the stock of the corporation unless he or she has been approved for such ownership by the Public Health Council; and

(b) a statement that any transfer, assignment or other disposition of ten (10%) percent or more of the stock or of ten (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 ten (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

2

(c) a statement that no stock or voting rights thereunder of the corporation may be owned or controlled by another corporation.

SIXTH: 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 are endorsed on or annexed to this Certificate of Incorporation.

SEVENTH: No person may own ten (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.

EIGHTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

c/o Kronish, Lieb, Weiner & Hellman
1345 Avenue of the Americas
New York, New York 10105
Attn: Jerome T. Levy, Esq.

NINTH: The duration of the corporation is to be perpetual.

TENTH: Members of the Board of Directors or any committee designated by the Board may participate in a meeting by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in such a meeting in such manner shall constitute presence in person at such meeting.

ELEVENTH: Any action required or permitted to be taken by the Board of Directors of the corporation or of any committee thereof may be taken without a meeting if all members of the Board of Directors or of any committee thereof consent in writing to the adoption of a resolution authorizing the action so taken.

TWELFTH: The corporation may, to the fullest extent permitted by Section 721 through 726 of the Business Corporation Law of New York, indemnify any and all directors and officers whom it shall have power to indemnify under the said sections from and against any and all of the expenses, liabilities, or other matters referred to in or covered by such section, and the indemnification provided for herein shall not be deemed exclusive of other rights to which the persons so indemnified may be entitled under any By-Law, agreement, vote of shareholders, or disinterested directors or otherwise, both as to action in his

official capacity and as to action in another capacity by holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefits of the heirs, executors and administrators of such a person.

THIRTEENTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any part thereof, to any said holder. Without limiting the generality of the foregoing stated denial of any and all preemptive rights, no holder of shares of any class of the corporation shall have any preemptive rights in respect of the matters, proceedings, or transactions specified in subparagraphs (1) to (6), inclusive, of paragraph (e) of Section 622 of the Business Corporation Law.

FOURTEENTH: A director or officer of the corporation shall not, in the absence of fraud, be disqualified by his office from dealing with or contracting with the corporation as vendor, purchaser or otherwise.

In absence of fraud, no transaction, contract or act of the corporation, the Board of Directors, the Executive Committee of the Board of Directors, or any other duly constituted committee, shall be void, voidable or affected by reason of the fact that any director or officer of the corporation, or any firm of which any director or officer of the corporation is a member, or any corporation of which any director or officer of the corporation is an officer, director or shareholder, is in any way interested in the transaction, contract or act, if either:

a) the fact of such common directorship, officership, or financial or other interest is disclosed or known to the Board of Directors or the Executive Committee, and the Board of Directors or the Executive Committee approves the transaction, contract or act by a vote sufficient for such transaction, contract or act for such purposes without the

vote of such interested director, if any; provided that any such director may be counted in determining the presence of a quorum at any such meeting of the Board of Directors or the Executive Committee; or

b) the fact of such common directorship, officership or financial or other interest is disclosed or known to the shareholders entitled to vote on the transaction, contract or act, whether or not the Board of Directors or the Executive Committee has approved the transaction, contract or act.

Any such transaction, contract or act which is ratified by a majority in interest of a quorum of the shareholders of the corporation having voting power at any annual or special meeting called for such purpose, shall, if such common ownership or financial or other interest is disclosed in the notice of the meeting, be valid and as binding as though approved or ratified by every shareholder of the corporation, except as otherwise provided by the laws of the State of New York.

FIFTEENTH: Except as may otherwise be specifically provided in this certificate of incorporation, no provision of this certificate of incorporation is intended by the corporation to be construed as limiting, prohibiting, denying, or abrogating any of the general or specific powers or rights conferred under the Business Corporation Law upon the corporation, upon its shareholders, bondholders, and security holders, and upon its directors, officers, and other corporate personnel.

Subscribed and affirmed by me as true under the penalties of perjury on Nov. 19, 1991.

Jerome T. Levy, Incorporator
1345 Avenue of the Americas
45th Floor
New York, New York 10105

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

PUBLIC HEALTH COUNCIL

UNI-37

April 17, 1996

Mr. Jerome Levy
Kronish, Lieb, Weiner & Hellman LLP
1114 Avenue of the Americas
New York, N.Y. 10036-7798

Re: Certificate of Incorporation of Flushing Manor Geriatric 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 17th day of May, 1991, I hereby certify that the Public Health Council consents to the filing of the Certificate of Incorporation of Flushing Manor Geriatric Center, Inc., dated April 12, 1996.

Sincerely,

Karen S. Westervelt
Executive Secretary

6

f 960425000434

CERTIFICATE OF INCORPORATION

OF

FLUSHING MANOR GERIATRIC CENTER, INC.

Under Section 402 of the Business Corporation
Law of the State of New York

RECEIVED
APR 25 '96 10 37 AM

UNI-37

FILED

RECEIVED
APR 24 '96 10 13 AM

Kronish, Lieb, Weiner & Hellman LLP
1114 Avenue of the Americas
New York, New York 10036-7798

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 25 1996
TAX $ 10

960425000460

7

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for FLUSHING MANOR GERIATRIC CENTER, INC., File Number 121205000865 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 September 12, 2024.

WALTER T. MOSLEY
Secretary of State

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100006574708 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

121205000865

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 Geriatric 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 Geriatric 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:

April 25, 1996

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

36-17 Parsons Blvd, Flushing, N.Y. 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:

121205000865

121205000 865

☐ 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 Geriatric Center, Inc.
(Insert Name of Domestic Corporation)

Under Section 805-A of the Business Corporation Law

Filer's Name Flushing Manor Geriatric Center, Inc.

Address 36-17 Parsons Blvd.

City, State and Zip Code Flushing, N.Y. 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

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 05 2012
TAX $ _____
BY: MPS
Queens

DOS-1556-f-l (Rev. 06/12)

121205000 866

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for FLUSHING MANOR GERIATRIC CENTER, INC., File Number 150224000577 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 September 12, 2024.

WALTER T. MOSLEY
Secretary of State

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100006574709 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

150224000577

CT-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

CERTIFICATE OF CHANGE
OF

FLUSHING MANOR GERIATRIC 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 GERIATRIC 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:

April 25, 1996

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 Geriatric 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:

150224000577

577

☐ 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: M.

FILED
2015 FEB 24 PM 12:16
C77-07

CERTIFICATE OF CHANGE
OF

FLUSHING MANOR GERIATRIC 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

RECEIVED
2015 FEB 24 PM 12:05

604

Cert Rec 9146796CAS

Docusign Envelope ID: F1A3F333-7773-4159-83E6-86DEDDD9F8E4

PLAN OF DISSOLUTION

OF

FLUSHING MANOR GERIATRIC CENTER, INC.

Dated as of November 8, 2024

The undersigned, all of the directors and stockholders (each a "Director and Stockholder" and collectively the "Directors and Stockholders ") of FLUSHING MANOR GERIATRIC 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 as of the date hereof.

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:

Signed by:
Amy Benenson
E682B131766B4D6...
Name: Amy Benenson

DocuSigned by:
Blanche Benenson
C51E5C97990E495...
Name: Blanche Benenson

Name: Michael J. Benenson

DocuSigned by:
Sharon Benenson
77BA3268AA75431...
Name: Sharon Benenson

Docusign Envelope ID: F3C24C87-937F-4FC8-8782-1FE95BC98D26

PLAN OF DISSOLUTION

OF

FLUSHING MANOR GERIATRIC CENTER, INC.

Dated as of November 8, 2024

The undersigned, all of the directors and stockholders (each a "Director and Stockholder" and collectively the "Directors and Stockholders ") of FLUSHING MANOR GERIATRIC 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 as of the date hereof.

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:

_____
Name: Amy Benenson

_____
Name: Blanche Benenson

DocuSigned by:
MICHAEL BENENSON
5DCC2B0662D940F...
Name: Michael J. Benenson

_____
Name: Sharon Benenson

STOCKHOLDERS:

Signed by:
Amy Benenson
E882B131786B4D6...
Name: Amy Benenson as an Executor of the Estate of Dr. Esther Benenson

Signed by:
Amy Benenson
E882B131786B4D6...
Name: Amy Benenson

DocuSigned by:
Blanche Benenson
C51E5C97990E495...
Name: Blanche Benenson

Name: Michael J. Benenson

DocuSigned by:
Sharon Benenson
77BA3268AA75431...
Name: Sharon Benenson

Docusign Envelope ID: F3C24C87-937F-4FC8-8782-1FE95BC98D26

STOCKHOLDERS:

_____
Name: Amy Benenson as an Executor of the Estate of Dr. Esther Benenson

_____
Name: Amy Benenson

_____
Name: Blanche Benenson

DocuSigned by:
MICHAEL BENENSON
5DCC2B0662D940E...
Name: Michael J. Benenson

_____
Name: Sharon Benenson

EXHIBIT C

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
AND STOCKHOLDERS OF FLUSHING MANOR GERIATRIC CENTER, INC.

The undersigned, being all of the members of the Board of Directors and all of the Stockholders of Flushing Manor Geriatric 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:

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; and

WHEREAS, the Stockholders have determined that it is now in the best interests of the Corporation 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 be dissolved and its affairs wound up in accordance with the Laws of the State of New York, including Article 28 of the Public Health Law and Article 10 of New York's Business Corporations Law; and

RESOLVED, that Amy Benenson, an officer and director of the Corporation and a Stockholder, is hereby designated as the authorized signatory of the Corporation (the "**Authorized Signatory**") and is hereby authorized and directed to take any and all actions she shall deem necessary or appropriate to wind up the affairs of the Corporation and to do or cause to be done all acts as she may deem necessary or proper in order to carry out the dissolution of the Corporation, including, but not limited to, causing to be prepared and filed: the final tax returns of the Corporation; a Petition to the New York State Department of Health in the form attached hereto as **Exhibit "A"**; any beneficial owners' information report to the United States Treasury Department, Bureau of Financial Crimes Enforcement Network ("**FinCEN**") pursuant to the Corporate Transparency Act (the "**CTA**") that the Corporation may hereafter be obligated to submit; and a Certificate of Dissolution in the form attached hereto as **Exhibit "B"**; and

RESOLVED, that the Authorized Signatory is hereby authorized and directed to take any and all actions, including the execution and delivery of any instruments, agreements or documents, necessary or desirable to effectuate the foregoing; and

RESOLVED, that each of the members of the Board of Directors of the Corporation and each of the Stockholders shall within thirty (30) days from the date of this consent provide to the Authorized Signatory any and all information and documentation necessary for the Corporation to complete a beneficial owners information report under the CTA on behalf of the Corporation; and

RESOLVED, that that any and all actions taken by any director, officer, stockholder, agent or affiliate of the Corporation (including, without limitation, the Authorized Signatory) in furtherance of the preceding resolutions and any and all acts of the Corporation taken through the date of this consent are hereby ratified and confirmed; and

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.

Each of the undersigned agrees to indemnify and hold harmless the Corporation, the other members of the Board of Directors and the other Stockholders from any and all liabilities, penalties, fines and expenses (including reasonable attorneys' fees) incurred in connection with the Corporation's obligation to report under the CTA attributable to the undersigned's failure to provide to the Authorized Signatory the information and documentation related to the undersigned necessary to satisfy such obligation.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of November 8, 2024.

BOARD OF DIRECTORS:

Signed by:
Amy Benenson
E882B131786B4D6...

Name: Amy Benenson

DocuSigned by:
Blanche Benenson
C51E5C97990E495...

Name: Blanche Benenson

Name: Michael J. Benenson

DocuSigned by:
Sharon Benenson
77BA3268AA75431...

Name: Sharon Benenson

STOCKHOLDERS:

Signed by:
Amy Benenson
E882B131786B4D6...

By:

Name: Amy Benenson as an Executor of the Estate of Dr. Esther Benenson

Each of the undersigned agrees to indemnify and hold harmless the Corporation, the other members of the Board of Directors and the other Stockholders from any and all liabilities, penalties, fines and expenses (including reasonable attorneys' fees) incurred in connection with the Corporation's obligation to report under the CTA attributable to the undersigned's failure to provide to the Authorized Signatory the information and documentation related to the undersigned necessary to satisfy such obligation.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of November 8, 2024.

BOARD OF DIRECTORS:

_____

Name: Amy Benenson

_____

Name: Blanche Benenson

DocuSigned by:
MICHAEL BENENSON
5DCC2B0662D940E...

Name: Michael J. Benenson

_____

Name: Sharon Benenson

STOCKHOLDERS:

By: _____

Name: Amy Benenson as an
Executor of the Estate of
Dr. Esther Benenson

Signed by:
Amy Benenson
E682B131786B4D6...

Name: Amy Benenson

DocuSigned by:
Blanche Benenson
C51E5C97690E495...

Name: Blanche Benenson

Name: Michael J. Benenson

DocuSigned by:
Sharon Benenson
77BA3268AA75431...

Name: Sharon Benenson

Name: Amy Benenson

Name: Blanche Benenson

DocuSigned by:
MICHAEL BENENSON
5DCC2B0662D940E...

Name: Michael J. Benenson

Name: Sharon Benenson

NEW YORK STATE OF OPPORTUNITY. | **Division of Corporations, State Records and Uniform Commercial Code**

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

CERTIFICATE OF DISSOLUTION OF

Flushing Manor Geriatric Center, Inc.

(Insert Name of Corporation)

Under Section 1003 of the Business Corporation Law

FIRST: The name of the corporation is:
Flushing Manor Geriatric 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 with the Department of State on:
April 25, 1996

THIRD: The name and address of each officer and director of the corporation is:

Amy Benenson, 1185 Park Avenue, Apt. 12C, New York, NY 10128
Blanche Benenson, 4 Hill Top Road, Larchmont, NY 10538
Michael J. Benenson, 350 S. Ocean Blvd., Boca Raton, FL 33432
Sharon Benenson Sydney, 31504 Foxfield Drive, Westlake Village, CA 91361

FOURTH: *(Check the statement that applies)*

☐ The dissolution was authorized at a meeting of shareholders by two-thirds of the votes of all outstanding shares entitled to vote.

☐ The dissolution was authorized at a meeting of shareholders by a majority of the votes of all outstanding shares entitled to vote.

☒ The dissolution was authorized by the unanimous written consent of the holders of all outstanding shares entitled to vote without a meeting.

FIFTH: The corporation elects to dissolve.

X _____
(Signature)

Amy Benenson
(Print or Type Name of Signer)

Authorized Person
(Print or Type Title of Signer)

CERTIFICATE OF DISSOLUTION
OF

Flushing Manor Geriatric Center, Inc.
(Insert Name of Corporation)

Under Section 1003 of the Business Corporation Law

Filer's Name and Mailing Address:

Benjamin Fink, Esq.
Name:

Windels Marx Lane & Mittendorf, LLP
Company, if Applicable:

156 West 56th Street
Mailing Address:

New York, NY 10019
City, State and Zip Code:

NOTES:

1. The name of the corporation and its date of incorporation must be exactly as they appear on the records of the Department of State. This information should be verified on the Department of State's web site at www.dos.ny.gov.
2. This certificate must be signed by an officer, director or duly authorized person.
3. Attach the consent of the NYS Department of Taxation and Finance.
4. Attach the consent of the New York City Department of Finance, if required.
5. The fee for filing this certificate is **$60**, made payable to the Department of State.

For DOS Use Only

SHAREHOLDERS AGREEMENT

FLUSHING MANOR GERIATRIC CENTER, INC.

SHAREHOLDERS AGREEMENT

FLUSHING MANOR GERIATRIC CENTER, INC.

FIRST: RESTRICTION ON TRANSFER OF SHARES 2

SECOND: VOLUNTARY TRANSFERS OF SHARES 3
(a) Offer by Transferor: 3
(b) Option to Purchase 3
(c) Exercise of Election to Purchase and Closing 4
(d) Purchase Price: 5
(e) Manner of Payment 5
(f) Release from Restriction 6
(g) Involuntary Transfers 7
(h) Corporate Authorization and Irrevocable Proxy 8

THIRD: TRANSFER UPON DEATH 9
(a) Purchase: 10
(b) Closing: 11
(c) Downpayment 12
(d) Balance of Purchase Price 12
(e) Unrestricted Transfer of Shares of Deceased Shareholder 13

FOURTH: PURCHASE PRICE 13
(a) Agreed Value 14
(b) Failure to Amend Agreed Value 14
(c) Appraisal 14

FIFTH: INSURANCE 16
(a) Acquisition 16
(b) Premiums 16
(c) Beneficiaries 16
(d) Additional Policies 16
(e) Right to Acquire Policies 17

SIXTH: ISSUANCE OR SALE OF ADDITIONAL SHARES 17

SEVENTH: CONDITIONS AFTER PURCHASE 18
(a) Corporate Restrictions After Purchase 18
(b) Security for Unpaid Purchase Price 19
(c) Open Account Balance Due Shareholder 21
(d) Amount Due to Corporation 21
(e) Consent to Election to Continue as Small Business Corporation 22
(f) Consent to be Bound by Agreement 23

EIGHTH: TERMINATION 24
(a) Termination 24
(b) Termination as to One or More Shareholders 24

NINTH: MISCELLANEOUS PROVISIONS 24
(a) Notice 24
(b) Endorsement on Share Certificates 25
(c) Modifications 26
(d) Persons Bound 26
(e) Performance of Necessary Acts 26
(f) Severability 26
(g) Attorney's Fees 26
(h) Governing Law 27
(i) Separate Counterparts 27
(j) Terminology 27
(k) Entire Understanding 27
(l) Availability 27
(m) Time Periods 27
(n) Duties of Insurer 28
(o) Specific Performance 28

SCHEDULE "A"

**RECORD OF SHAREHOLDERS OF THE SHARES
OF FLUSHING MANOR GERIATRIC CENTER, INC.
AS OF THE EFFECTIVE DATE OF THIS AGREEMENT** 30

SCHEDULE "B"

**STATEMENT OF AGREED VALUE MADE BY THE SHAREHOLDERS
OF FLUSHING MANOR GERIATRIC CENTER, INC.** 31

SCHEDULE "C"

**INSURANCE ISSUED IN ACCORDANCE WITH
AND MADE SUBJECT TO SHAREHOLDERS
AGREEMENT AMONG THE SHAREHOLDERS OF
FLUSHING MANOR GERIATRIC CENTER, INC.** 35

SHAREHOLDERS AGREEMENT
AND
IRREVOCABLE PROXY

AGREEMENT made the 1st day of December, 1998, by and among DR. ESTHER BENENSON, residing at 1185 Park Avenue, New York, NY 10128; AMY BENENSON, residing at 1185 Park Avenue, New York, NY 10128; MICHAEL BENENSON, residing at 102 Ladder Hill Road North, Weston, CT 06883; SHARON BENENSON SYDNEY, residing at 24902 Bella Vista, Callabasas, CA 91302; BLANCHE BENENSON, residing at 43 Eton Road, Larchmont, NY 10538 (said individuals being hereinafter individually referred to as a "Shareholder" and collectively referred to as the "Shareholders"); and FLUSHING MANOR GERIATRIC CENTER, INC., a New York corporation with offices at 36-17 Parsons Boulevard, Flushing, NY 11354 (hereinafter referred to as the "Corporation").

WHEREAS, the Corporation has issued two hundred (200) shares of common stock (the "Shares"), all of which are owned by the Shareholders in the proportions shown on Schedule "A" annexed hereto; and

WHEREAS, the Shareholders desire to effectively control the ultimate management of the Corporation for their mutual interests and to protect against the divisive results of outsiders acquiring shares who may not prove compatible with the

remaining Shareholders; and

WHEREAS, the Corporation and the Shareholders desire to enter into this Agreement believing that it is in the Corporation's best interests and fair to each of the Shareholders; and

WHEREAS, it is their mutual purpose (a) to restrict the transfer of the Shares; (b) to provide for the purchase and sale of the Shares held by a Shareholder; and (c) to determine the terms of payment to carry out such purchase and sale;

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth below, the Corporation, for itself and its successors, and the Shareholders, each for himself or herself and his or her successors, agree as follows:

FIRST: RESTRICTION ON TRANSFER OF SHARES

(a) No Shareholder may, directly or indirectly, sell, donate, pledge, hypothecate, encumber or otherwise transfer all or any part of the Shares now or hereafter owned without complying with the provisions of this Agreement. No pledgee, judgment creditor, assignee for the benefit of creditors, receiver, trustee in bankruptcy or other holder of Shares, without regard to the manner of acquisition of the Shares or the nature of the interest therein, may sell, donate, pledge, hypothecate, encumber or

otherwise transfer any Shares without complying with this Agreement as if such holder or person asserting the interest in the Shares were named as a Shareholder herein.

(b) No sale, donation, pledge, hypothecation, encumbrance or other transfer of Shares shall be recognized or deemed effective unless the transferee executes and agrees in writing to be bound by this Agreement.

(c) Any sale, donation, pledge, hypothecation, encumbrance or other transfer which is not in compliance with this Agreement shall be null and void, and shall not be recognized by the Corporation or the Shareholders.

(d) Any transfer, assignment, or other disposition of Ten (10%) percent or more of the stock or 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 Ten (10%) percent of the stock or voting rights of the Corporation by any person shall be subject to approval by the Public Health Council.

SECOND: VOLUNTARY TRANSFERS OF SHARES

(a) Offer by Transferor: If a Shareholder desires to sell, donate, pledge, hypothecate, encumber or otherwise transfer any Shares, such Shareholder (the "Transferor") must first offer all of the Shares owned by the Transferor, at the price and on the terms hereinafter set forth, simultaneously to the Corporation and the other Shareholders by notice in accordance with section (a) of Article NINTH hereof.

(b) Option to Purchase: Within thirty (30) days after the date of giving notice of

such offer to the Corporation (the "Offer Date"), the Corporation may, at its option, elect to purchase all, but not less than all, of the Shares owned by the Transferor. If such offer is not accepted by the Corporation within the aforesaid thirty (30) days, the other Shareholders may, within forty (40) days after the Offer Date or within fifteen (15) days after the offer is rejected by the Corporation, whichever is the first to occur, purchase all the Shares owned by the Transferor. Each Shareholder (other than the Transferor) may purchase that portion of the Shares offered as the number of Shares owned by the individual purchasing Shareholder on the Offer Date bears to the total number of Shares owned by all of the Shareholders (excluding those owned by the Transferor). If a Shareholder does not elect to purchase his full portion of Shares before the expiration of the initial forty (40) day option period, the other Shareholders (other than the Transferor) may purchase all of the Shares not purchased by giving notice of such intention to the Transferor and to all other parties hereto on or before the date which is fifteen (15) days after the expiration of the initial forty (40) day option. In any event, the purchasing Shareholders may purchase the rejected Shares in the proportion that the Shares owned by each purchasing Shareholder bears to the number of Shares owned by all the purchasing Shareholders.

(c) Exercise of Election to Purchase and Closing: To exercise its election to purchase, the Corporation must give notice to the Transferor and to the other Shareholders. To exercise their respective election to purchase, the other Shareholders must give notice to the Transferor, the Corporation and the remaining

Shareholders. Closing shall take place at the office of the Corporation at a date and time to be agreed upon by the parties, which date must be within sixty-five (65) days from the Offer Date. Unless all the Transferor's Shares are purchased by the Corporation or the other Shareholders within said time period, the Transferor's offer to sell shall be deemed rejected in full by both the Corporation and the other Shareholders.

(d) Purchase Price: The purchase price for the Transferor's Shares shall be determined pursuant to Article FOURTH.

(e) Manner of Payment: The purchase price is to be paid as follows:

(i) Ten (10 %) percent by cash or certified check at closing; and

(ii) The balance by execution and delivery of purchaser's non-negotiable promissory note made payable to Transferor (the "Note").

The Note shall provide for one hundred and twenty (120) self-amortizing monthly installments, including interest at the annual rate of six (6%) percent or the minimum interest rate required by the relevant section of the Internal Revenue Code to prevent the imputation of interest, whichever is greater. Each payment shall be allocated first to interest due on the unpaid principal and the balance to reduction of principal. The monthly installments shall be in equal amounts except that the last installment may be higher or lower in accordance with the amortization schedule used to calculate the monthly payments. The first monthly installment shall be payable the first day of the second month after the closing with each successive installment payable

on the first day of each month thereafter. The maker shall have the privilege of prepaying any or all of the principal balance, at any time, with interest only to date of prepayment, but the monthly installments shall remain the same, the number of payments being reduced accordingly. The Note shall provide that a default in the payment of any installment which continues for ten (10) days after notice of default to all purchasers, shall cause the full unpaid principal of all Notes of all purchasers to become due and payable forthwith. The Note shall further provide for payment by the maker of attorney's fees and costs of suit should any legal action for collection be commenced and judgment awarded to the holder. The maker shall waive presentment, demand for payment, notice of dishonor, and notice of protest.

(f) Release from Restriction: If the offer is not accepted with respect to all of the Shares owned by the Transferor by either the Corporation or the other Shareholders within the time period set forth in sections (b) and (c) above, the Transferor shall have, for a period of one hundred fifty (150) days from the Offer Date, the right to sell his Shares to any other person, firm or entity qualified under the laws of the State of New York to own an interest in the Corporation making a bona fide offer for such Shares, but shall not sell them without giving the Corporation and the other Shareholders the right, for a period of twenty (20) days after notice to the Corporation and the other Shareholders (which notice must be given within the aforesaid 150 days), to purchase the Shares at the price and terms contained in the bona fide offer, if said price or terms differ from those offered to and not accepted by the Corporation. For

purposes of this Agreement, a "bona fide offer" means an arm's-length written offer signed by the offeror, who must be financially capable of carrying out the terms of the offer, who must not be a competitor of the Corporation, and who, if required by the laws of the State of New York, must be approved by the Public Health Council. The Corporation and the Shareholders agree to cooperate in obtaining the approval of the Public Health Council in order to give effect to the intent of the provisions hereof. The notice shall be accompanied by a copy of the bona fide offer. If the Transferor waives the right to sell to a third party or cannot dispose of his Shares within the one hundred fifty (150) days, then the Shares once again become subject to the terms of this Article SECOND as if no offer were ever made; except if notice of a bona fide offer is given after 130 days but within the aforesaid 150 day period, said 150 day period shall be increased by the number of days during which such bona fide offer is being considered by the Corporation and the Shareholders, not to exceed twenty (20) days. Notwithstanding anything contained in this Paragraph to the contrary, the 150 day period shall also be increased by the number of days during which an application for approval of the transfer is pending before the New York State Department of Health, provided such application (i) is made during the 150 day period as otherwise extended and (ii) is diligently pursued by the Transferor and the offeror.

(g) Involuntary Transfers: If (i) voluntary proceedings by or involuntary proceedings against any Shareholder are commenced under any provisions of any federal or state act relating to bankruptcy or insolvency (and in the case of involuntary

proceeding, not dismissed within sixty (60) days), or (ii) any Shares of any Shareholder are attached or garnished, or (iii) any judgment is obtained in any legal or equitable proceeding against any Shareholder and the sale of any of his Shares is contemplated under legal process as a result of such judgment, or (iv) any execution process is issued against any Shareholder or against any of his Shares, or (v) any other form of legal proceeding or process is commenced by which any Shares may have to be sold either voluntarily or involuntarily, then the Shareholder involved must notify all other parties hereto that an event contemplated by this section has occurred, specifying the nature of the event. The occurrence of any of the foregoing events shall be deemed an offer to sell all of the Shares owned by the affected Shareholder under section (a) above. The Offer Date shall be the date notice is given as required above. If the affected Shareholder fails to give notice then the Offer Date shall be the date that the other Shareholders learn of the triggering event.

(h) Corporate Authorization and Irrevocable Proxy: If any corporate action to be taken to effectuate a purchase of Shares under this Article SECOND requires a vote of Shareholders, the Transferor shall vote his Shares with the majority of the votes cast by the remaining Shareholders with respect to such vote. If the Transferor is not present at any meeting called for the purpose of taking any corporate action required under this Article SECOND then this Agreement shall constitute an Irrevocable Proxy empowering the non-selling Shareholders to vote the Shares of the Transferor as said non-selling Shareholders shall determine by majority of their voting shares. If any

corporate action requires a vote of directors and the Transferor is a director, then to the extent permitted by statute and the Corporation's certificate of incorporation and by-laws, the Transferor shall vote with the majority of the Corporation's other directors.

THIRD: TRANSFER UPON DEATH. Upon the death of a Shareholder during the term of this Agreement (the "Deceased Shareholder") notwithstanding anything herein to the contrary (i) if the Deceased Shareholder at the time of his or her death had a Will which within nine (9) months after his or her death is admitted to probate in a court of competent jurisdiction and such Will by its terms bequeaths or otherwise devises the Deceased Shareholder's Shares (by specific bequest or by a residuary bequest) to one or more beneficiaries (individually, a "Beneficiary") then, if the Beneficiary is a permitted transferee, subject to acceptance of such bequest by such Beneficiary thereof and, if so accepted, subject further to the approval of the Public Health Council, if required, such Deceased Shareholder's Shares shall be transferred in accordance with the provisions of the Will and the Beneficiaries shall become Shareholders of the Corporation and shall participate in the business of the Corporation to the same extent as did the Deceased Shareholder from whom their interest derived; or (ii) if it is determined by a court of competent jurisdiction that the Deceased Shareholder was intestate at the time of his or her death then the heirs of the Deceased Shareholder, as determined under the laws of intestate succession in effect in the state having jurisdiction over the Deceased Shareholder's estate at the time of his or her death (individually an "Intestate

Beneficiary"), may elect to succeed, in the aggregate, to the Deceased Shareholder's Shares and, if the Beneficiary is a permitted transferee, subject to the approval of the Public Health Council, upon making such election [provided such election is made in writing within two hundred and seventy (270) days after the Deceased Shareholder's death] the Deceased Shareholder's Shares shall be transferred to such Intestate Beneficiaries and such Intestate Beneficiaries shall become Shareholders of the Corporation and shall participate in the business of the Corporation to the extent as did the Deceased Shareholder from whom their interest derived.

(a) Purchase:

(1) Upon the death of a Shareholder, if any of said Deceased Shareholder's Shares are not to be inherited by the issue of Dr. Esther Benenson (such Shares are hereinafter referred to as the "Non-Conforming Shares"), the Corporation shall purchase from the estate of the Deceased Shareholder all of the Non-Conforming Shares and the estate of the Deceased Shareholder shall sell such Shares to the Corporation pursuant to the terms of this Agreement.

(2) Shares to be transferred at the death of a Shareholder [whether by a will admitted to probate within six (6) months after the date of death of the Deceased Shareholder or by the laws of intestacy if the distributee shall give notice of his or her election to succeed to such Shares] to a person who is an issue of Dr. Esther Benenson may be so transferred without restriction subject to the provisions of Article SEVENTH, paragraph (f); PROVIDED HOWEVER, if such transfer shall require the

approval of the Public Health Council, no such transfer shall be made unless and until the Corporation receives written notice of such approval in the manner provided by the laws of the State of New York. The Corporation and the Shareholders agree to cooperate in obtaining the approval of the Public Health Council in order to give effect to the intent of the provisions hereof.

(3) If it shall be determined that it is not legally permissible for the Corporation to purchase all of the Non-Conforming Shares of the Deceased Shareholder then the remaining Shareholders shall take all such corporate and other action as they may reasonably take in order to maximize the number of Non-Conforming Shares that the Corporation may purchase. The remaining Shareholders shall purchase all of the Non-Conforming Shares that the Corporation does not purchase and, unless the remaining Shareholders agree among themselves or between any two of them upon a different allocation, each shall purchase the portion of the remaining Non-Conforming Shares which is determined by a fraction, the numerator of which shall be the number of Shares held by the individual remaining Shareholder and the denominator of which shall be the number of Shares held by all remaining Shareholders. (The Corporation and/or the purchasing Shareholders are hereinafter referred to as the "Purchasers").

(4) The purchase price shall be determined in accordance with Article FOURTH of this Agreement.

(b) Closing: The closing of purchase and sale shall take place at the office of

the Corporation at a date designated by the Corporation in a notice given to the personal representative, which date shall not be more than ninety (90) days following the date of qualification of the personal representative. If said notice is not given within seventy-five (75) days after qualification, then the personal representative may set the date of closing for any date not more than one-hundred eighty (180) days from the date of the personal representative's qualification. The Corporation shall be entitled to a reasonable adjournment in the event there is a delay in securing any insurance proceeds payable as a result of the death of the Deceased Shareholder provided the Corporation shall not be the cause of the delay. Neither closing nor sale shall be deemed to be contingent upon the insurance proceeds being received.

(c) Downpayment: The downpayment shall be equal to ten (10%) percent of the purchase price.

(d) Balance of Purchase Price: The balance of the purchase price, if any, remaining after credit for the downpayment, shall be payable in one hundred and twenty (120) self-amortizing monthly installments of principal and interest evidenced by non-negotiable promissory note(s) executed and delivered by Purchaser(s). The first such installment shall be payable on the first day of the second month after the closing and the remaining installments on the first day of each month thereafter. The notes shall be payable to such address as the personal representative shall direct in writing from time to time. The annual interest rate shall be six (6%) percent. The monthly installments shall be in equal amounts except that the last installment may be

higher or lower in accordance with the amortization schedule used. The note(s) shall contain the same provisions regarding guarantees, prepayment, default etc. as described in section (e) of Article SECOND.

(e) Unrestricted Transfer of Shares of Deceased Shareholder: If the Non-Conforming Shares of a Deceased Shareholder are not purchased as required by this Article THIRD and the personal representative has attempted to close, the personal representative, in addition to any other remedies available at law or in equity (including specific performance), whether arising from breach of this Agreement or otherwise, shall be free to sell, convey, transfer or assign the Non-Conforming Shares owned by the Deceased Shareholder or any interest therein, without any restrictions imposed by this Agreement, except for the restrictions imposed by law or requiring the approval of the Public Health Council to the extent required and in the manner provided by the laws of the State of New York, and the secretary of the Corporation shall, upon request, remove the legend referencing this Agreement from the certificates representing such Shares. Such transfer or assignment shall not be considered an election of remedies.

FOURTH: PURCHASE PRICE

The purchase price for the Shares owned by the selling or Deceased Shareholder in any of the events described in Articles SECOND or THIRD above shall be fixed as of the Offer Date, if under Article SECOND, or as of the date of death of the Deceased Shareholder, if under Article THIRD, and shall be determined as follows:

(a) Agreed Value: Upon the execution of this Agreement the parties shall agree on a value of the Corporation which value shall be set forth in Schedule "B". The dollar value set forth in Schedule "B" shall be amended annually, which amendment shall be signed by the parties hereto, dated, and annexed to this Agreement in the same manner as the original Schedule "B". If the parties fail to amend Schedule "B" annually the value shall be the value as recited in the most recent Schedule "B".

(b) Failure to Amend Agreed Value: The foregoing section (a) notwithstanding, if on the Offer Date or the date of death, whichever the case may be, the parties hereto have not amended Schedule "B" for a period longer than eighteen (18) months from the date of the last agreed value set forth in Schedule "B" and cannot agree upon the purchase price for the Shares being transferred, then the value of the Shares shall not be determined by reference to Schedule "B", but shall be determined by as set forth in section (c) below.

(c) Appraisal: An appraisal shall be conducted by two appraisers, one of whom shall be appointed by the selling Shareholder or his personal representative and one of whom shall be appointed by the purchasing Shareholder(s), or, if the Corporation is the sole purchaser, by the Corporation. If there is more than one Purchaser, selection shall be made by vote of a majority of their respective Shares. Both appointments shall be made within thirty (30) days after acceptance of the offer, if under Article SECOND, or within thirty (30) days after qualification of the personal representative of the Deceased Shareholder, if under Article THIRD. Such appraisers

shall be experienced in making appraisals of corporations and notices of the appointments shall be delivered promptly to all parties. The two appraisers so appointed shall attempt to mutually agree as to a fair market value of the Corporation. If they are unable to do so within thirty (30) days after their appointment, each shall immediately submit a written appraisal of the fair market value of the Corporation to all parties to this Agreement. If the two appraisals are within ten (10%) percent of the numerical average (mean) of both appraisals, then such fair market value for purposes of this Article FOURTH shall be conclusively determined by taking the numerical average of the two appraisals. If the two appraisals are not within ten (10%) percent of the numerical average of the two appraisals, then the appraisers shall, within ten (10) days after said thirty (30) day period, mutually select and appoint a third appraiser, similarly qualified, and give written notice thereof to all parties to this Agreement. Within thirty (30) days after the appointment of the third appraiser, the third appraiser shall submit his written appraisal of the fair market value to each of the parties to this Agreement. The value of the Corporation for purposes hereof shall then be conclusively determined by taking the numerical average of the two fair market appraisal figures which are closest together. The value of the Corporation, whether determined by mutual agreement of the two appointed appraisers, by taking the numerical average of the two appointed appraisers, or as determined from the written appraisals of three appraisers, shall be treated as the agreed value for purposes hereof and shall be final and binding upon the parties hereto. The cost of obtaining all such

appraisals shall be paid by the Corporation.

FIFTH: INSURANCE

(a) Acquisition: The Corporation (the "Owner") has acquired or may acquire a life insurance policy (or policies) on the life of the Shareholder(s). The life insurance company, the policy number, the name of the insured and the face amount of each policy shall be listed in Schedule "C" annexed hereto.

(b) Premiums: The Owner is obligated to pay the premiums on the policies owned as the premiums fall due and to give proof of payment to the insured, if requested to do so, within ten (10) days after the due date of each premium and, upon failure to pay such premium, the insured has the right to make such payment and be reimbursed therefor by the Owner. Each insurer is authorized to give to the insured any information with respect to the policy or policies on his life.

(c) Beneficiaries: The Owner must be named as the beneficiary under the policies listed on Schedule "C". The policies must be delivered to the Owner, who shall have and retain possession of the policies and dispose of them and the proceeds thereof only as provided in this Agreement.

(d) Additional Policies: The Owner may purchase additional policies of insurance on the life of any other Shareholder. Additional policies must be listed on Schedule "C" together with any substitution or withdrawal of life insurance policies

subject to this Agreement, if any. Each Shareholder shall cooperate fully with the Owner and the insurer in obtaining any additional life insurance policies on the life of the Shareholder. Sections (a), (b) and (c) above apply to the purchase of any additional life insurance policies. No policy of life insurance may be withdrawn from the policies in Schedule "C" without the written consent of the insured. The Owner may not reduce the net proceeds of any such policy of insurance by borrowing or otherwise without additional insurance coverage being put into force to make up for such reduction.

(e) Right to Acquire Policies: Within thirty (30) days after any lifetime transfer of Shares hereunder, each insured under a policy of life insurance listed on Schedule "C" which, because of such transfer of Shares, is no longer necessary for purposes of this Agreement, may purchase such policy from the Owner thereof for the then interpolated terminal reserve, and such Owner shall sell such policy to the insured at that price. If such right is not exercised within the aforesaid thirty (30) day period then the unpurchased policy or policies may be retained by the Owner. Whether or not such policies of life insurance are purchased by the insured, they shall no longer be subject to this Agreement and the parties shall amend Schedule "C" accordingly.

SIXTH: ISSUANCE OR SALE OF ADDITIONAL SHARES

(a) All shares issued by the Corporation after the date hereof, whether by way of original issue or sale of treasury shares, must be first offered to the Shareholders pro

rata, based on the percentage of issued and outstanding Shares owned.

(b) Any such sale or issuance shall be subject to all of the provisions of this Agreement, and shall be deemed to be included within the term "Shares" as used herein. Any issuance of shares by the Corporation after the date hereof, whether original issue or sale of treasury shares, must be made upon the condition that any proposed new shareholder agree in writing to be bound by this Agreement, as it may be amended, that an executed copy of such written agreement be provided to the Corporation and to each of the Shareholders prior to issuance of the Shares, and that the proposed new shareholder be approved to the extent required and in the manner provided by the laws of the State of New York.

SEVENTH: CONDITIONS AFTER PURCHASE

(a) Corporate Restrictions After Purchase: So long as any part of the purchase price remains unpaid, the Transferor or the personal representative, as the case may be (hereafter the "Seller"), shall have the right, upon written request, to examine the books of the Corporation and receive copies of all accounting reports and tax returns prepared for or on behalf of the Corporation. If the Corporation breaches any of its obligations under this section and such breach is not cured within ten (10) days after written notice thereof is given to both the Corporation and the Shareholders, the Seller, in addition to any other remedies available, may elect to declare the entire unpaid purchase price due and payable.

(b) Security for Unpaid Purchase Price:

(1) If any Shares are purchased under this Agreement and the full purchase price is not paid at the time of closing, each and every purchaser shall, following the delivery of the certificates for the purchased Shares, endorse each new certificate "in blank" and deliver them to the attorney for the Seller (the "Escrowee") as security for the payment of the unpaid purchase price. The certificates shall be so held until the entire purchase price is paid by all purchasers. While such Shares are so held as security, and provided no purchaser is in default, each purchaser shall be entitled to all the rights of a Shareholder, including all voting rights and dividends with respect thereto. It is acknowledged that the Escrowee shall be acting as a representative of the Seller and that, subject to the provisions of this section (b), items deposited with the Escrowee shall be deemed to be held by the Seller.

(2) If there is a default in payment under any note given under this Agreement by any purchaser and the default is not cured within ten (10) days after written notice (the "Default Notice") is given by the Seller to all of the purchasers (or if the purchaser is the Corporation, then to the Corporation and all guarantors), then the Seller shall deliver a verified statement (the "Default Statement") to the Escrowee stating that: (i) the note is in default; (ii) that the Default Notice was given as required above more than ten (10) days before the delivery of the Default Statement; and (iii) as of the date of the Default Statement the note remains in default.

(3) If there is more than one purchaser or if the purchaser is the

Corporation, then in the event of a default in payment of any installment, any one of the other purchasers shall be permitted to cure the default by making payment to Seller of all amounts past due within ten (10) days after receipt of the Default Notice and upon such payment being timely made the note shall no longer be deemed in default and, as far as the Seller is concerned, the note shall be deemed current. The Shareholder or Shareholders making payment to the Seller on behalf of the defaulting Shareholder shall have a claim for total and complete reimbursement in regard to said payment as against the defaulting Shareholder (or the Corporation, if applicable). If the party making payment shall have to obtain counsel in order to effectuate collection from the defaulting purchaser, then the defaulting Purchaser shall be required to pay all expenses of collection, including reasonable attorney's fees.

(4) Delivery by the Escrowee to the Seller of the certificates representing the purchased Shares and all other documents held in escrow following Escrowee's receipt of the Default Statement shall be a full release and discharge of the Escrowee and no party to this Agreement may make claim against the Escrowee for so acting. If conflicting claims are made wherein the Escrowee is involved, whether litigation ensues or not, the Escrowee shall be reimbursed for the time expended and costs expended and such reimbursement shall be borne equally by the parties to the dispute, other then the Escrowee. Upon the purchased Shares being delivered to the Seller, the Seller may retain title to the purchased Shares, while retaining all sums paid on account of the purchase price as liquidated damages (which all parties agree to be fair and

reasonable) or of selling the purchased Shares at public or private sale and applying the proceeds first to the cost of the sale, including legal fees, advertising costs and auctioneer's fees, second to interest due on the outstanding balance of the purchase price, and third to reduce the principal balance due on the notes. The Seller may purchase the purchased Shares at the sale. The Seller shall make this election within twenty (20) days after delivery of the purchased Shares to the Seller by the Escrowee. If the Seller elects to sell the purchased Shares such sale must be made as promptly as is reasonable under the circumstances. During the option period, the Seller shall have all the rights of a Shareholder.

(c) Open Account Balance Due Shareholder: If a Shareholder (or his personal representative) sells his Shares under this Agreement, the Corporation shall repay to the Shareholder or the Shareholder's personal representative, within twelve (12) months of the sale, the balance it owes the Shareholder on open account with interest at seven (7 %) percent per annum from the date of the sale. For purposes hereof, the term "open account" shall mean any debt which is not evidenced by any note, bond or other written instrument.

(d) Amount Due to Corporation:

(1) If a Shareholder (or his personal representative) sells all or any portion of his Shares under this Agreement to other than the Corporation, and at the time of said sale the Shareholder is indebted to the Corporation on an open account basis, then such amount shall be paid to the Corporation in twelve (12) equal monthly

installments, commencing on the first day of the second month following the date of closing and continuing on the first day of each of the next eleven (11) months. Said payments shall bear no interest; however, in the event of default in payment of any one of said payments, all the payments then outstanding shall become due and payable immediately and interest shall accrue from the date of default at the maximum legal rate in effect on such date.

(2) If the Corporation shall be the purchaser hereunder then any amount owed to the Corporation on open account by the selling Shareholder, or by the estate of a Deceased Shareholder, shall be deemed to be moneys paid at time of closing in addition to the downpayment required hereunder and the note representing the balance of the purchase price shall be reduced accordingly.

(e) Consent to Election to Continue as Small Business Corporation:

(1) If at the time any Shares are transferred, the Corporation is operating under an election to be treated and taxed as an "S Corporation" under the applicable provisions of the Internal Revenue Code, then the new shareholder shall not take any action which would cause the termination of the S Corporation status without the written approval of all the other Shareholders. The new shareholder shall not become a Shareholder without consenting to this provision since it is the intent of this Agreement that the "tax-option" status of the Corporation not be terminated by any new shareholder without the consent of the other Shareholders.

(2) If the Corporation is qualified as a tax-option corporation under the

laws of the State of New York at the time that any Shares are transferred, then the new shareholder shall be prohibited from taking any action which could result in the termination of this election.

(3) If any affirmative action shall be required of a new shareholder to continue the tax-option (S Corporation) status, either under the Internal Revenue Code or the laws of the State of New York, the new shareholder shall take such action simultaneously with the acquisition of the Shares being transferred or as soon thereafter as law will permit should the law not permit it to be done simultaneously.

(f) Consent to be Bound by Agreement:

(1) Any beneficiary receiving shares from a Deceased Shareholder who is an issue of Dr. Esther Benenson (hereinafter referred to as a "Conforming Beneficiary"), as a condition to receiving said Shares, at the closing and prior to the issuance of said Shares, must sign this Agreement and, by so doing, agree to be bound by all its terms.

(2) If a Conforming Beneficiary shall fail or refuse to sign this Agreement, as provided in subparagraph (f)(1) of this Article SEVENTH, then the Shares otherwise distributable to said Conforming Beneficiary shall be treated as Non-Conforming Shares within the meaning, and subject to the provisions, of Article THIRD of this Agreement.

EIGHTH: TERMINATION

(a) Termination: This Agreement shall terminate upon the occurrence of any of the following events:

(1) adjudication of the Corporation as bankrupt or insolvent;

(2) appointment of a receiver or trustee for all or substantially all of the assets of the Corporation;

(3) the making by the Corporation of an assignment for the benefit of creditors or the admission in writing by the Corporation of its inability to pay its debts generally as they become due;

(4) the dissolution of the Corporation; or

(5) any Shareholder becoming the sole Shareholder of the Corporation.

None of the events referred to above shall affect any obligations theretofore incurred by the Corporation or any Shareholder under this Agreement.

(b) Termination as to One or More Shareholders: If a Shareholder no longer has title to any Shares of the Corporation, regardless of the reason for that Shareholder no longer owning Shares, then all of the rights and obligations of that Shareholder under this Agreement shall cease, except those rights and/or obligations which are implicitly intended to survive termination of his ownership of the Shares of the Corporation, including rights and obligations arising out of termination of ownership.

NINTH: MISCELLANEOUS PROVISIONS

(a) Notice: Any notice required or permitted hereunder must be in writing. If

mailed such notice must be sent certified or registered mail, return receipt requested, and shall be deemed given three (3) business days after it is deposited in any official depository for United States mail within the State of New York, postage paid and properly addressed. Notice may also be sent by Federal Express or other established overnight delivery service, in which event such notice shall be deemed given one (1) business day after it is picked up by or delivered to such overnight delivery service, properly addressed, paid for by sender. Notice may be personally delivered to a party or to an office maintained by the party if the office is open at the time of delivery and the notice is left with a receptionist, secretary or other suitable staff person. Notice personally delivered shall be deemed given on the day delivered. All notices shall be sent or delivered to the intended party at the addresses set forth on page "1" hereof, unless a different address is specified by notice given in accordance with this provision. For purposes of this Agreement the terms "given" and "received", when used in connection with notice, shall have the same meaning.

(b) Endorsement on Share Certificates: Each certificate representing Shares now or hereafter held by the Shareholders shall bear legends in substantially the following form:

> "The transfer, encumbrance, pledge or other disposition of the shares represented by the within certificate is restricted under the terms of a certain Agreement dated as of the 1st day of December, 1998, a copy of which is on file at the office of the Corporation."
>
> "Any transfer, assignment, or other disposition of Ten (10%) percent or more of the stock or 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 Ten (10%) percent of the stock or voting rights of the corporation by any person shall be subject to approval by the Public Health Council. A corporation is prohibited by law from owning or controlling any of the stock or voting rights thereunder of this corporation."

(c) Modifications: No change or modification of this Agreement shall be valid unless it is set forth in writing and signed by all of the parties to this Agreement.

(d) Persons Bound: This Agreement shall be binding on all the parties hereto and their executors, administrators, personal representatives, heirs, successors and permitted assigns. No party may assign any rights arising hereunder without written permission of all other parties hereto and any attempted assignment in violation hereof shall be null and void.

(e) Performance of Necessary Acts: Each party hereto agrees to perform any further acts and to execute and deliver any additional documents which are reasonably necessary to carry out the provisions of this Agreement.

(f) Severability: Should any one or more of the provisions hereof be determined to be illegal or unenforceable, all other provisions hereof shall be given effect separately therefrom and shall not be affected thereby.

(g) Attorney's Fees: In any action at law or in equity to enforce any of the provisions or rights under this Agreement, the unsuccessful party to such litigation, as determined by the court in a final judgment or decree, shall pay the successful party or

parties all costs, expenses and reasonable attorney's fees incurred therein by such party or parties (including without limitation such costs, expenses and fees of any appeals), and if such successful party shall recover judgment in any such action or proceeding, such costs, expenses and attorney's fees shall be included in and made part of such judgment.

(h) Governing Law: The laws of the State of New York shall govern the validity of this Agreement, the construction of its terms and the interpretation of the rights and duties of the parties.

(i) Separate Counterparts: This Agreement and any amendment or schedule hereto may be executed in separate counterparts which shall collectively and separately be considered one and the same instrument.

(j) Terminology: Wherever appropriate, the singular shall include the plural and vice versa, and the male gender shall include the female and neuter.

(k) Entire Understanding: This Agreement embodies the entire understanding and agreement of the parties in relation to the subject matter hereof, and no terms, conditions, representations or warranties, express or implied, not herein set forth, shall bind any party hereto.

(l) Availability: At all times during the term of this Agreement, a copy of this Agreement shall be kept at the principal office of the Corporation and shall be available for inspection by the Shareholders during normal business hours.

(m) Time Periods: All time periods provided for herein shall be construed to

expire at midnight of the last day in the period provided unless such day is a religious or national holiday in which case the period shall expire at midnight of the next succeeding day which is neither a religious or national holiday.

(n) Duties of Insurer: In connection with any life insurance policy or policies issued hereunder, the obligation of the insurer shall be discharged in accordance with the provisions of the insurance policy and without regard to the provisions of this Agreement.

(o) Specific Performance: Due to the fact that the Shares cannot be readily purchased or sold in the open market, and for other reasons, the parties hereto recognize and acknowledge that a breach of this Agreement will result in irreparable damage to the other parties which will not be measurable or compensable in money damages. If any dispute arises concerning disposition of any Shares hereunder, the parties hereto agree that the other parties hereto shall be entitled, without showing any actual damage, to an injunction restraining such disposition pending determination of such controversy, and that no bond or other security may be required in connection therewith. If any dispute arises concerning the rights or obligations of any party hereto to purchase or sell any of the Shares, such right or obligation shall be enforceable by a decree of specific performance. Such remedies shall, however not be exclusive and shall be in addition to any other remedy which the parties may have.

IN WITNESS WHEREOF, the Corporation has caused this Agreement to be signed by its duly authorized officer and the Shareholders have each signed this Agreement effective as of the day and year first set forth above.

FLUSHING MANOR GERIATRIC CENTER, INC.

By: _____
Dr. Esther Benenson, President

Attest:

_____
Secretary

_____
Dr. Esther Benenson

_____
Amy Benenson

Corporate Seal

_____
Michael Benenson

_____
Sharon Benenson Sydney

_____
Blanche Benenson

SCHEDULE "A"

RECORD OF SHAREHOLDERS OF THE SHARES OF FLUSHING MANOR GERIATRIC CENTER, INC. AS OF THE EFFECTIVE DATE OF THIS AGREEMENT

SHAREHOLDER	SHARES HELD	PERCENT	INITIALS
Dr. Esther Benenson	61.6	30.8%	
Amy Benenson	34.6	17.3%	
Michael Benenson	34.6	17.3%	
Sharon Benenson Sydney	34.6	17.3%	
Blanche Benenson	34.6	17.3%	

SCHEDULE "B"

STATEMENT OF AGREED VALUE MADE BY THE SHAREHOLDERS OF FLUSHING MANOR GERIATRIC CENTER, INC.

The Shareholders of the above named Corporation have agreed that the value below is the fair, reasonable and agreed price of all of the issued and outstanding Shares of the Corporation as of the date indicated next to the value and that the purchase price of the Shares of any Shareholder shall be the agreed value divided by the number of Shares issued and outstanding multiplied by the number of Shares held by the Shareholder whose Shares are being conveyed.

The value of all of the issued and outstanding Shares of this Corporation as of signature date of this Agreement is as follows:

DATE	VALUE	SIGNATURE
		_____
		_____
		_____
		_____
		_____

The revised agreed value of all of the issued and outstanding Shares of this Corporation as of the date set forth below is as follows:

DATE	VALUE	SIGNATURE
		_____
		_____
		_____
		_____
		_____

The revised agreed value of all of the issued and outstanding Shares of this Corporation as of the date set forth below is as follows:

DATE	VALUE	SIGNATURE
		_____
		_____
		_____
		_____
		_____

The revised agreed value of all of the issued and outstanding Shares of this Corporation as of the date set forth below is as follows:

DATE	VALUE	SIGNATURE
		_____
		_____
		_____
		_____
		_____

The revised agreed value of all of the issued and outstanding Shares of this Corporation as of the date set forth below is as follows:

DATE	VALUE	SIGNATURE
		_____
		_____
		_____
		_____
		_____

The revised agreed value of all of the issued and outstanding Shares of this Corporation as of the date set forth below is as follows:

DATE	VALUE	SIGNATURE
		_____
		_____
		_____
		_____
		_____

SCHEDULE "C"

INSURANCE ISSUED IN ACCORDANCE WITH AND MADE SUBJECT TO SHAREHOLDERS AGREEMENT AMONG THE SHAREHOLDERS OF FLUSHING MANOR GERIATRIC CENTER, INC.

DATE	OWNER	INSURED	COMPANY	POLICY NO.	FACE AMOUNT

STATE OF NEW YORK)

COUNTY OF ~~QUEENS~~ NY ss.:

On the 19 day of AUG, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared ESTHER BENENSON, personally known to me or proved to me on the basis of satisfactory evidence to be the President of Flushing Manor Geriatric Center, Inc., the corporation described in the foregoing document and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, she executed the instrument by order of the Board of Directors of such corporation.

Notary Public

PETER J. LYNFIELD
Notary Public, State of New York
No. 02LY4778975
Qualified in New York County
Commission Expires February 28, 2003

STATE OF NEW YORK)

COUNTY OF ~~QUEENS~~ NY) ss.:

On the 9 day of AUG, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared ESTHER BENENSON, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument .

Notary Public

PETER J. LYNFIELD
Notary Public, State of New York
No. 02LY4778975
Qualified in New York County
Commission Expires February 28, 2003

STATE OF NEW YORK)

COUNTY OF NY) ss:

On the 9 day of AUG, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared AMY BENENSON, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument .

Notary Public

PETER J. LYNFIELD
Notary Public, State of New York
No. 02LY4778975
Qualified in New York County
Commission Expires February 28, 2003

STATE OF NEW YORK)

ss.:

COUNTY OF QUEENS)

On the 19 day of Aug, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared MICHAEL BENENSON, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument .

Notary Public

PETER J. LYNFIELD
Notary Public, State of New York
No. 02LY4778975
Qualified in New York County
Commission Expires February 28, 2003

STATE OF CALIFORNIA)

ss.:

COUNTY OF M)

On the 19 day of Aug, 2001, before me, the undersigned, personally appeared SHARON BENENSON SYDNEY, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument, and that such individual made such appearance before the undersigned in the _____. (Insert the city or other political subdivision and the state or country or other place the acknowledgment was taken.)

Notary Public

PETER J. LYNFIELD
Notary Public, State of New York
No. 02LY4778975
Qualified in New York County
Commission Expires February 28, 2003

STATE OF NEW YORK)

ss.:

COUNTY OF M)

On the 19 day of Aug, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared BLANCHE BENENSON, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument .

Notary Public

a:\Benenson-5\FlushingGerS-Hagmt.fnl0301

PETER J. LYNFIELD
Notary Public, State of New York
No. 02LY4778975
Qualified in New York County
Commission Expires February 28, 2003

Facility Id. 7298
Certificate No. 7003417N

Certified Beds - Total	**302**
RHCF	282
Ventilator Dependent	20

State of New York
Department of Health
Office of Aging and Long Term Care

OPERATING CERTIFICATE

Effective Date: 05/19/2017
Expiration Date: NONE

Residential Health Care Facility - SNF

The Pavilion at Queens for Rehabilitation & Nursing
36-17 Parsons Boulevard
Flushing, New York 11354

Operator: Kennedy Pavilion RH LLC
Operator Class: Proprietary LLC

Has been granted this Operating Certificate pursuant to Article 28 of the Public Health Law for the service(s) specified.

Baseline | Therapy - Occupational O/P | Therapy - Physical O/P | Therapy - Speech Language Pathology O/P | Ventilator Dependent

20241231

Deputy Director, Office of Aging and Long Term Care

This certificate must be conspicuously displayed on the premises.

Commissioner

NEW YORK STATE OF OPPORTUNITY. | Department of Health

MEMORANDUM

TO: Michael Stelluti
Division of Health Facility Planning and Development

Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

FROM: Kayleigh Gekakis, Associate Attorney
Bureau of Program Counsel
Division of Legal Affairs

DATE: August 14, 2025

SUBJECT: Approval of the Restated Certificate of Incorporation for Ira Davenport 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 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 request letter from Andrew S. Blatt, consultant to the applicant, to the Public Health and Health Planning Council dated July 23, 2025;
3) A photocopy of the proposed Restated Certificate of Incorporation of The Ira Davenport Memorial Hospital, Inc., dated July 30, 2025 and executed by Justin P. Runke, Authorized Person;
4) A certified copy of the Certificate of Consolidation of The Davenport Home for Female Orphan Children and Lakeview Memorial Hospital, Bath, New York, Inc., filed November 3, 1958, with approvals;
5) A certified copy of the Certificate of Change of Location of Principal Office of The Ira Davenport Memorial Hospital, Inc., filed November 14, 1962;
6) A certified copy of the Certificate of Type of Not-For-Profit Corporation of The Ira Davenport Memorial Hospital, Inc., filed August 3, 1973;

7) A certified copy of the Certificate of Amendment of the Certificate of Incorporation of The Ira Davenport Memorial Hospital, Inc., dated April 30, 1979, with approvals;
8) A letter from the Public Health Council dated November 19, 1979, approving the Certificate of Amendment of the Certificate of Incorporation of The Ira Davenport Memorial Hospital, Inc., dated April 30, 1979;
9) A certified copy of the Restated Certificate of Incorporation of The Ira Davenport Memorial Hospital, Inc., dated August 15, 1997, with approvals;
10) A letter from the Public Health Council dated November 4, 1997, consenting to the filing of the Restated Certificate of Incorporation of The Ira Davenport Memorial Hospital, Inc., dated August 15, 1997;
11) A certified copy of the Restated Certificate of Incorporation of The Ira Davenport Memorial Hospital, Inc., dated August 28, 2009;
12) A certified copy of the Resolutions Adopted by the Ira Davenport Memorial Hospital, Inc. Board of Directors on November 27, 2024;
13) A certified copy of the Resolutions of the Board of Directors of Centralus Health, Inc. dated December 16, 2024, which authorize Justin Runke to represent Centralus Health in this transaction.

Attachments

cc: J. Corvino

NEW YORK STATE OF OPPORTUNITY. | Department of Health

MEMORANDUM

To: Public Health and Health Planning Council

From: Kathy Marks KSM
General Counsel
Division of Legal Affairs

Date: August 14, 2025

Subject: Approval of the Restated Certificate of Incorporation for The Ira Davenport Memorial Hospital, Inc.

The Ira Davenport Memorial Hospital, Inc., requests approval to restate its Certificate of Incorporation to reserve management powers to its member, Arnot Ogden Medical Center, among other things. Arnot Ogden Medical Center's sole member is Arnot Health, Inc., and Arnot Health, Inc.'s sole member is Centralus Health, Inc. This transaction will allow Centralus Health, Inc. to manage The Ira Davenport Memorial Hospital, Inc. and is necessary to effectuate Centralus Health Inc.'s establishment as the active parent of Arnot Health, Inc. which was approved in CON 241015.

The Ira Davenport Memorial Hospital, Inc., was created through a merger in 1958 which consolidated The Davenport Home for Female Orphan Children and Lakeview Memorial Hospital, Bath, New York, Inc. for the purpose of operating a general hospital in Bath, Steuben County. In 1997, the Public Health Council approved an amendment to the entity's Certificate of Incorporation which expanded its purpose to include the of nursing home and residential health care facilities. The entity currently holds a license to operate a hospital under Article 28 of the Public Health Law (Cert No. 5022000H) and is a Rural Emergency Hospital. The entity also holds a license to operate a Residential Health Care Facility- SNF under Article 28 of the Public Health Law (Cert No. 5022301N).

Since Centralus Health, Inc. has now been established as the active grandparent of The Ira Davenport Memorial Hospital, Inc.'s sole member, Arnot Ogden Medical Center, The Ira Davenport Memorial Hospital, Inc. must now restate its Certificate of Incorporation so that its reservation of management power to Arnot Ogden Medical Center, and Arnot Ogden Medical Center's corresponding reservation of management power to its sole member Arnot Health, Inc., is in alignment with Arnot Health, Inc.'s reservation of management power to Centralus Health, Inc. The proposed Restated Certificate of Incorporation was authorized by a Resolution of the Ira Davenport Memorial Hospital, Inc. Board Directors on November 27, 2024. This transaction effectively transfers all governance and management authority over The Ira Davenport Memorial Hospital, Inc. to Centralus Health, Inc.

Pursuant to NYS Not-For-Profit Corporation Law § 804(a)(i), PHHPC must consent to the changes prior to the filing of the Restated Certificate of Incorporation.

There is no legal objection to the proposed Restated Certificate of Incorporation and it is in legally acceptable form.

Attachments.

[Type here]

CENSELI LLC
65 Locust Ave, Suite 200
New Canann, CT 06840
(914) 215-1648 FAX (646) 349-5889
ablatt@censeli.com

VIA EMAIL - colleen.leonard@health.ny.gov

July 23, 2025

Colleen M. Leonard
Executive Secretary, Public Health and Health Planning Council
New York State Department of Health
Center for Health Care Facility Planning, Licensure and Finance
Corning Tower, Room 1805
Albany, New York 12237

RE: Request for Consent for the Restated Certificate of Incorporation of Arnot Ogden Medical Center and The Ira Davenport Memorial Hospital, Inc. (the "Parties")

Deal Colleen Leonard:

On behalf of the Parties, I am enclosing a copy of the proposed Restated Certificates of Incorporation for Arnot Ogden Medical Center and The Ira Davenport Memorial Hospital, Inc.

We request Public Health and Health Planning Council and/or Department of Health approval of the enclosed proposed Restated Certificate of Incorporations or a letter from the Department of Health stating that no formal approval of the Department of Health or the Public Health and Planning Council is required.

We are asking that this matter be reviewed and recommended for approval on a priority basis as these Restated Certificates of Incorporation are a critical component to completing the implementation of Centralus Health, Inc as the active parent consistent with CON 241015. That CON was previously approved to establish Centralus Health, Inc. as the active parent of Cayuga Health System, Inc. and Arnot Health, Inc., and the active parent/co-operator of four (4) hospitals, two (2) residential health care facilities, one (1) certified home health agency, and one (1) licensed home care service agency.

The reasons for the Restated Certificate of Incorporation of Arnot Ogden Medical Center are as follows:

a. to remove reference to the fact that the Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law and replace it with a reference to the fact that the Corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law;
b. to amend paragraph 1 regarding the name of the Corporation, to add a reference that the Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law;
c. to amend paragraph 2 regarding the purposes of the Corporation;
d. to delete paragraph 3 regarding the number of managers of the Corporation;
e. to omit paragraph 4 regarding appointment of managers and powers of managers;

f. to delete paragraph 5 regarding managers authority to appoint officers;
g. to amend paragraph 6 to specifically reserve certain powers of the Corporation to the Member;
h. to add a new paragraph 4 to specifically retain certain powers of the Corporation by the Board of the Corporation;
i. to add a new paragraph 5 regarding the location of the office of the Corporation;
j. to amend the address to which the Secretary of State shall forward any service of process received as agent of the Corporation by adding a new paragraph 6;
k. to add new paragraphs 7, 8 and 9 regarding IRS tax exempt language;
l. to add a new paragraph 10 to provide for the distribution of the Corporation's assets to one or more of the Corporation's affiliates upon dissolution;
m. to add a new paragraph 11 regarding IRS private foundation language;
n. to renumber paragraph 6 as a result of the amendments included herein. Specifically, existing paragraph 6 becomes paragraph 3.

The reasons for the Restated Certificate of Incorporation of The Ira Davenport Memorial Hospital, Inc are as follows:

a. to remove reference in paragraph 2 to the fact that the Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law and replace it with a reference to the fact that the Corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law;
b. to delete paragraph 3 regarding members of the Corporation;
c. to add a new paragraph 4 to specifically reserve certain powers of the Corporation to the Member;
d. to add a new paragraph 5 to specifically retain certain powers of the Corporation by the Board of the Corporation;
e. to amend paragraph 6 regarding the address to which the Secretary of State shall forward any process received as agent of the Corporation;
f. to delete paragraph 7 regarding the number of directors constituting the entire board of directors;
g. to amend paragraph 11 to provide for the distribution of the Corporation's assets to one or more of the Corporation's affiliates upon dissolution;
h. to delete paragraph 12 regarding subventions from members or nonmembers;
i. to renumber the paragraphs as a result of the amendments included herein. Specifically, existing paragraph 4 becomes paragraph 3, existing paragraph 5 becomes paragraph 6, existing paragraph 6 becomes paragraph 7.

These Restated Certificates of Incorporation are being filed subsequent to the consent of the Board of Directors of the respective corporations as part of the Centralus Health Inc. active parent arrangement (CON: 241015). Enclosed to aid you in your review are copies of previously filed Certificates of Incorporations and all subsequent amendments to the Certificates of Incorporation of the Parties.

Please contact me at 914-215-1648 or via e-mail at ablatt@censeli.com if there is any additional information that you require, or if you have any further questions.

Very truly yours,

Andrew S. Blatt

CC: Centralus Health, Inc. - Justin Runke, Esq.

Enc.

RESTATED CERTIFICATE INCORPORATION

OF

THE IRA DAVENPORT MEMORIAL HOSPITAL, INC.

Under Section 805 of the Not-for-Profit Corporation Law

The undersigned, being the Authorized Person of The Ira Davenport Memorial Hospital, Inc. (the "Corporation"), hereby certifies:

1. The name of the Corporation is The Ira Davenport Memorial Hospital, Inc.

2. The Corporation's Certificate of Incorporation was filed by the Department of State on November 3, 1958 pursuant to the Membership Corporation Law.

3. The Corporation's Certificate of Incorporation is hereby amended in the following respects:

(a) to remove reference in paragraph 2 to the fact that the Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law and replace it with a reference to the fact that the Corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law;

(b) to delete paragraph 3 regarding members of the Corporation;

(c) to add a new paragraph 4 to specifically reserve certain powers of the Corporation to the Member;

(d) to add a new paragraph 5 to specifically retain certain powers of the Corporation by the Board of the Corporation;

(e) to amend paragraph 6 regarding the address to which the Secretary of State shall forward any process received as agent of the Corporation;

(f) to delete paragraph 7 regarding the number of directors constituting the entire board of directors;

(g) to amend paragraph 11 to provide for the distribution of the Corporation's assets to one or more of the Corporation's affiliates upon dissolution;

(h) to delete paragraph 12 regarding subventions from members or nonmembers;

(i) to renumber the paragraphs as a result of the amendments included herein. Specifically, existing paragraph 4 becomes paragraph 3, existing paragraph 5 becomes paragraph 6, existing paragraph 6 becomes paragraph 7.

4. The text of the Certificate of Incorporation, as amended, is hereby restated to read as hereinafter set forth in full.

1. The name of the Corporation is The Ira Davenport Memorial Hospital, Inc.

2. 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.

3. The purposes for which the Corporation is formed are:

(a) To plan, develop, establish, organize, construct, erect, build, acquire, alter, reconstruct, rehabilitate, own, maintain, operate and manage all types of in-patient and out-patient hospitals, hospital facilities, clinics, treatment and/or diagnostic centers and programs for the delivery of acute medical, surgical and preventive health care services provided that the Corporation shall have first obtained all approvals or consents required by law.

(b) To plan, develop, establish, organize, construct, erect, build, acquire, alter, reconstruct, rehabilitate, own, maintain, operate and manage nursing homes and all types of long term in-patient and out-patient and residential health care facilities and programs for elderly, sick, invalid, infirm, disabled and convalescent persons provided that the Corporation shall have first obtained all approvals or consents required by law.

(c) To participate, so far as the standards may warrant, in any activity designed and carried on to promote the general health and welfare of the community in which the Corporation is located.

(d) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, officers or others, except as permitted under Article 5 of the Not-for-Profit Corporation Law.

4. In addition to any other rights and powers of corporate membership created by the laws of the State of New York or this Certificate of Incorporation and/or the Bylaws of the Corporation, the following governance and management powers are reserved to the Member of the Corporation, to be exercised in the manner provided for by the Bylaws of the Corporation:

(a) to elect or appoint, fix the number of, and remove, with cause, the directors or managers of the Corporation;

(b) to appoint the Corporation's President and Chief Executive Officer subject to the approval of the Board of the Corporation and the President and Chief Executive Officer of the Member; provided, however, that the authority for removing the Corporation's President and Chief Executive Officer shall rest solely

with the President and Chief Executive Officer of the Member following consultation with the Board of the Corporation;

(c) to amend or repeal the certificate of incorporation and bylaws or other organizational and governing documents and to adopt any new or restated certificate of incorporation or bylaws or other organizational and governing documents of the Corporation;

(d) to approve the capital and operating budgets of the Corporation with input from the Board of the Corporation;

(e) to approve any strategic plans for the Corporation with input from the Board of the Corporation;

(f) to approve the sale, acquisition, lease, transfer, or pledge of real or personal property of the Corporation with an aggregate fair market value in excess of an amount set from time to time by the Member's Board;

(g) to approve the incurrence of any indebtedness, including lease obligations, or the granting of any mortgage or guaranty by the Corporation in excess of an amount set from time to time by the Member's Board, excluding (i) vendor debt incurred in the normal course of business and (ii) debt consistent with approved budgets of the Corporation;

(h) to approve any plan of merger, consolidation, acquisition, dissolution, joint venture, or liquidation of the Corporation;

(i) to approve or consent to the filing by the Corporation of any petition, either voluntary or involuntary, to take advantage of any applicable insolvency, bankruptcy, liquidation or reorganization statute, or an assignment for the benefit of creditors;

(j) to approve of development of new clinical or treatment programs, including clinical or programmatic affiliations, or any termination of existing clinical or treatment programs by the Corporation; provided, however, that any termination of existing clinical or treatment programs of the Corporation, including the defunding of a clinical or treatment program in the Corporation's operating budget, shall also require the approval of the Board of the Corporation;

(k) to approve all applications of the Corporation to federal or state governmental agencies for establishment or operating licensure, including, but not limited to, Certificate of Need applications to the New York State Department of Health or Certification Applications to the New York State Office of Addiction Services and Supports or the New York State Office of Mental Health, as required;

(l) to approve entry into any management services agreements by the Corporation that would require the approval of the New York State Department of

Health, the New York State Office of Addiction Services and Supports or the New York State Office of Mental Health;

(m) to approve the retention of outside general legal counsel by the Corporation;

(n) to approve allocation of costs to the Corporation and the formula for such allocation;

(o) to approve settlements of litigation by the Corporation when such settlements exceed applicable insurance coverage or the amount of any applicable self-insurance fund available to the Corporation;

(p) to approve all business or marketing plans for the Corporation with input from the Board of the Corporation;

(q) to approve of any modification of existing clinical programs by the Corporation or its Affiliates;

(r) to approve any integrated services arrangements that would obligate the Corporation to participate on an ongoing basis, excluding the selection of outside general legal counsel for the Corporation; and

(s) to address any other policy, business, or clinical issue that may arise from time-to-time that is not under the authority of the Corporation's Board or management.

For the purposes of the foregoing, the Member shall have: (i) the power to initiate and direct action by the Corporation without a prior recommendation of any System Board; and (ii) the power to accept, reject, or modify the recommendation of any System Board and to direct action by the Corporation or to return the matter to the System Board for reconsideration, with reasons for rejection and/or suggested change. The Corporation's System Board and its officers shall not implement any action requiring the approval of the Member until the Member shall have exercised its reserved powers and communicated its determinations in writing to the Corporation's System Board.

5. Notwithstanding anything to the contrary in this Certificate of Incorporation, in addition to any other powers retained by the Board of the Corporation, the Board of the Corporation shall retain the power and authority to do any and all of the following:

(a) to review and recommend candidates for the Corporation's and its Direct Affiliates' President and Chief Executive Officer to the Member;

(b) to provide input during performance review process for the Corporation's and its Direct Affiliates' President and Chief Executive Officer; provided, however, that this retained power does not limit in any way the sole

authority granted to the President and Chief Executive Officer of the Member to remove the chief campus executive of the Corporation;

(c) to credential members of the Corporation's medical staff;

(d) to oversee clinical quality and patient care service standards;

(e) to participate in the development of and provide recommendations for strategic planning priorities, annual operating budgets, and capital budgets for the Corporation and its Direct Affiliates with and to the Member;

(f) to recommend candidates for the Corporation's Board to the Governance and Nominating Committee of the Member's Board;

(g) to identify and recommend approaches to address local community health priorities to the Member's Board;

(h) to liaise with, maintain, and support the Corporation's foundation and related philanthropic initiatives;

(i) to develop and execute communications and outreach initiatives to the local communities served by the Corporation and its Direct Affiliates in accordance with communications guidelines established from time to time by the Member;

(j) to exercise all other authorities and to undertake all responsibilities for which not-for-profit hospital boards in New York are legally required to assume, including but not necessarily limited to, compliance oversight and meeting all other hospital and other related health care provider licensing requirements;

(k) to undertake any other duties or initiatives that the Member delegates to the System Board; and

(l) to exercise all authorities retained by the Corporation in furtherance of the mission and vision adopted from time to time by the Member.

6. The office of the Corporation shall be located in the County of Steuben, State of New York.

7. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any such process is: Centralus Health, Inc., 101 Dates Drive, Ithaca, New York 14850, Attn: Risk Department.

8. No officer, member or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit from its operations except reasonable compensation for services rendered in effecting one or more of its purposes, or as a proper beneficiary of its strictly charitable purposes.

9. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

10. In every taxable year in which the Corporation is a private foundation as defined by Section 509 of the Internal Revenue Code of 1986, as amended:

(a) The Corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code.

(b) The Corporation shall not engage in any act of self-dealing which is subject to tax under Section 4941 of the Code.

(c) The Corporation shall not retain any excess business holdings which are subject to tax under Section 4943 of the Code.

(d) The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditures which are subject to tax under Section 4945 of the Code.

11. In the event of dissolution, all the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to one or more of the not-for-profit affiliates of the Corporation, provided that the distributee(s) shall then qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to the approval of the Attorney General of the State of New York. If none of the Corporation's not-for-profit affiliates shall so qualify at the time of dissolution, the distribution shall be made to such other organization or organizations that are organized and operated exclusively for religious, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to the approval of the Attorney General of the State of New York. For the purpose of this paragraph, an "affiliate" shall mean any not-for-profit organization that controls, is controlled by or is under common control with the Corporation, and any other not-for-profit organization that expressly and specifically includes among its purposes the benefit or support of the Corporation.

5. This Restated Certificate of Incorporation and the foregoing amendments of the Certificate of Incorporation were authorized by the affirmative vote of the Member of the Corporation.

IN WITNESS WHEREOF, the undersigned has subscribed this Restated Certificate of Incorporation this 30th day of July, 2024/5

Justin P. Runke, Authorized Person

RESTATED CERTIFICATE INCORPORATION

OF

THE IRA DAVENPORT MEMORIAL HOSPITAL, INC.

Under Section 805 of the Not-for-Profit Corporation Law

HARRIS BEACH PLLC
99 Garnsey Road
Pittsford, NY 14534

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for THE IRA DAVENPORT MEMORIAL HOSPITAL, INC., File Number 129577 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 April 21, 2023.

Brendan C. Hughes
Executive Deputy Secretary of State

Authentication Number: 100003354782 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

10-10-55-500 (SB-710)

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 Social Welfare, held on the fifteenth *day of* July, 1958, *due inquiry and investigation having been made,* the Board approved the Certificate of Consolidation of THE DAVENPORT HOME FOR FEMALE ORPHAN CHILDREN and LAKEVIEW MEMORIAL HOSPITAL, BATH, NEW YORK, INC. into THE IRA DAVENPORT MEMORIAL HOSPITAL, INC., pursuant to Section 50 of the Membership Corporations Law of the State of New York.

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* eighteenth *day of* July, *in the year one thousand nine hundred and* fifty-eight.

Secretary.

129577-1

CERTIFICATE OF CONSOLIDATION

of

THE DAVENPORT HOME FOR FEMALE ORPHAN CHILDREN

and

LAKEVIEW MEMORIAL HOSPITAL, BATH, NEW YORK, INC.

into

THE IRA DAVENPORT MEMORIAL HOSPITAL, INC.

Pursuant to Section 50 of the
Membership Corporations Law

129577

We, the undersigned, Ewen Cameron Mac Veagh and Florence E. Stanton, being respectively the President and Secretary of The Davenport Home for Female Orphan Children, and Joseph F. Meade, Jr., and Harry C. Howell, being respectively the President and Secretary of Lakeview Memorial Hospital, Bath, New York, Inc., do hereby certify:

1. The corporations to be included in the consolidation, which were incorporated for kindred purposes, are:

The Davenport Home for Female Orphan Children (created under the name of The Davenport Institution for Female Orphan Children by Chapter 132 of the Laws of New York 1863, as amended by Chapter 432 of the Laws of New York 1895)

Lakeview Memorial Hospital, Bath, New York, Inc. (created under the name of The Bath Memorial Hospital by Chapter 604 of the Laws of New York 1933; name changed by certificate filed in the office of the Secretary of State September 27, 1956)

129577-2

2. The name of the consolidated corporation is The Ira Davenport Memorial Hospital, Inc.

3. The territory in which the operations of the consolidated corporation are principally to be conducted is the Town of Bath, Steuben County, New York, and territory adjacent thereto.

4. The office of the consolidated corporation is to be located in the Village of Bath, Steuben County, New York.

5. The number of directors of the consolidated corporation shall be not less than ten (10) nor more than thirty (30).

6. The consolidated corporation is to be a new corporation. The names and residences of the persons who are to be its directors until the first annual meeting are:

Name	Residence
Murray Barnes	Avoca, New York
Robert E. Cole	Hammondsport, New York
Dorothy Dickson (Mrs.)	Bonny Hill, Bath, N.Y.
James A. Fagan	Bath, New York
Elmo Fay	Bath, New York
Eldon Gardner	R. D., Savona, New York
Virgil H. Gledhill	Bath, New York
Arthur J. Hamilton	Bath, New York
Knight Hamilton	Bath, New York
Harry C. Howell	Hammondsport, New York
George Lawrence	Hammondsport, New York
Norma Lenker (Mrs.)	Prattsburg, New York
Ewen Cameron Mac Veagh	860 Park Avenue New York 21, New York
Jay Madsen	Bath, New York
Carolyn Mariner (Mrs.)	Savona, New York

1295-77-3

Name	Residence
Joseph F. Meade, Jr.	Hammondsport, New York
Francis O'Rourke	Hammondsport, New York
Betty P. Page (Mrs.)	Hammondsport, New York
Sherman S. Rogers	Hillsdale, New York
P. G. Schumacher	Cohocton, New York
Chandos Shuart	Pulteney, New York
Ernest P. Smith, M.D.	Bath, New York
Florence E. Stanton	Bath, New York
Florence W. Underhill (Mrs.)	1 Crestwood Road Corning, New York
Col. Dudley Warner	Bath, New York
Cameron Waterman III	266 Touraine Road Grosse Pointe Farms 36 Michigan

7. The terms and conditions of the consolidation, and the mode of carrying the same into effect, are:

(a) The name of the consolidated corporation, the territory in which it is to operate, the location of its office, the number of its directors until the first annual meeting and their names and residences are as heretofore set forth.

(b) The purposes of the consolidated corporation shall be:

(i) to construct, establish, equip, maintain and operate a general hospital in the Village of Bath, Steuben County, or in territory adjacent thereto, including a department for children and an out-patient department;

(ii) to acquire by bequest, devise, gift, purchase, lease or otherwise, any property, real or personal, without limitation as to amount or value except such as may be imposed by law, and to hold and apply the same for any of its corporate purposes;

(iii) to convey or dispose of any of its property, real or personal, in such manner, at such times and on such terms and conditions

-4-

1295 77-4

as in the judgment of the directors shall seem expedient, subject to any required leave of court.

(c) The by-laws of Lakeview Memorial Hospital, Bath, New York, Inc., as in effect on the date of filing of this certificate of consolidation, shall be the by-laws of the consolidated corporation until altered, amended or repealed as therein provided.

(d) Upon filing of this certificate of consolidation as required by the Membership Corporations Law,

(i) the separate existence of The Davenport Home for Female Orphan Children and of Lakeview Memorial Hospital, Bath, New York, Inc., shall cease, the consolidation shall be effective, and the consolidated corporation shall possess all the powers of said constituent corporations, except that its purposes shall be those herein above set forth in sub paragraphs (i), (ii), (iii) of paragraph (b) of this Article with the same force and effect as though such purposes had been adopted by the filing of a certificate of amendment of the purposes of the consolidated corporation pursuant to section 30 of the Membership Corporations Law immediately following the consolidation, and shall have the power and be subject to the duties and obligations of a membership corporation formed under the Membership Corporations Law for like purposes;

(ii) all the rights, privileges and interests of each of said constituent corporations, except their purposes which are superseded by the new purposes of the consolidated corporation hereinabove set forth, all the property, real, personal or mixed, and all the debts due on whatever account to either of them, and other things in action belonging to either of them, shall be deemed to be transferred to and vested in the consolidated corporation without further act or deed, and all claims, demands, property and every other interest, whether vested or contingent, shall be as effectually the property of the consolidated corporation as they were of said constituent corporations, and the title to all real estate, taken by deed or otherwise under the laws of New York, vested in either of said constituent corporations shall not be deemed to revert or be in any way impaired by reason of the consolidation but shall be vested in the consolidated corporation.

1295 77-5

(iii) the consolidated corporation shall be deemed to have assumed and shall be liable for all the liabilities and obligations of said constituent corporations in the same manner as if the consolidated corporation had itself incurred such liabilities or obligations.

8. If at any time any further assignments or assurances in law are necessary or desirable to vest in the consolidated corporation, according to the terms hereof, the title to any property or rights of either of the constituent corporations, each of such corporations shall execute and make all such further assignments and assurances and do all things necessary or proper to vest title to such property or rights in the consolidated corporation and otherwise to carry out the purposes hereof.

9. No officer, member or employee of the consolidated corporation shall receive or be lawfully entitled to receive any pecuniary profit from its operations except reasonable compensation for services rendered in effecting one or more of its purposes, or as a proper beneficiary of its strictly

129577-6

charitable purposes.

IN WITNESS WHEREOF, we have made and subscribed this certificate dated the 14th day of June, 1958.

Evan Cameron McVeigh	President of The Davenport Home for Female Orphan Children
Florence E. Stanton	Secretary of The Davenport Home for Female Orphan Children
Joseph F. Meade Jr	President of Lakeview Memorial Hospital, Bath, New York, Inc.
Harry C. Howell	Secretary of Lakeview Memorial Hospital, Bath, New York, Inc.

1285777

STATE OF NEW YORK)
: ss.:
COUNTY OF STEUBEN)

On this 14th day of June, 1958, before me personally came EWEN CAMERON MAC VEAGH and FLORENCE E. STANTON, to me known and known to me to be the persons described in and who executed the foregoing Certificate, and they severally duly acknowledged to me that they executed the same.

Virgil N Gledhill
Notary Public - Steuben County
Comm Exp 3/30/60 #5-7654000

STATE OF NEW YORK)
: ss.:
COUNTY OF STEUBEN)

On this 19th day of June, 1958, before me personally came JOSEPH F. MEADE, JR. and HARRY C. HOWELL, to me known and known to me to be the persons described in and who executed the foregoing certificate, and they severally duly acknowledged to me that they executed the same.

Virgil N Gledhill

VIRGIL H. GLEDHILL
Notary Public, State of N. Y.
Steuben County No. 51-4510000
My Commission Expires March 30, 1960

129577-8

-7-

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

EWEN CAMERON MAC VEAGH, being duly sworn, deposes and says that he, Ewen Cameron Mac Veagh, is the President of The Davenport Home for Female Orphan Children; that he has been duly authorized to execute and file the foregoing Certificate of Consolidation by the votes, cast in person or by proxy, of two-thirds of the members of said corporation entitled to vote on such consolidation, at a meeting of such members held on the 14th day of June, 1958, upon notice as prescribed by Section 43 of the Membership Corporations Law.

Subscribed and sworn to before me this 20th day of June, 1958 } Ewen Cameron MacVeagh

Rose F. Eckert

ROSE F. ECKERT
Notary Public, State of New York
No. 24-0142700 Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1960

149577-9

STATE OF NEW YORK)
: ss.
COUNTY OF STEUBEN)

FLORENCE E. STANTON, being duly sworn, deposes and says, that she is the Secretary of The Davenport Home for Female Orphan Children; that she has been duly authorized to execute and file the foregoing Certificate of Consolidation by the votes, cast in person or by proxy, of two-thirds of the members of said corporation entitled to vote on such consolidation, at a meeting of such members held on the 14th day of June, 1958, upon notice as prescribed by Section 43 of the Membership Corporations Law.

Florence E. Stanton

Sworn to before me this 14th
day of June, 1958.

Virgil N. Rudnick

Notary Public

VIRGIL N. ULENDRILL
Notary Public, State of N. Y.
Steuben County No. 51-4540599
Commission Expires March 30, 1960

129577-10

STATE OF NEW YORK)
: ss.
COUNTY OF STEUBEN)

JOSEPH F. MEADE, JR. and HARRY C. HOWELL, each being duly sworn, depose and say, and each individually deposes and says, that he, JOSEPH F. MEADE, JR., is the President, and he, HARRY C. HOWELL, is the Secretary of Lakeview Memorial Hospital, Bath, New York, Inc.; that they have been duly authorized to execute and file the foregoing Certificate of Consolidation by the votes, cast in person or by proxy, of two-thirds of the members of said corporation entitled to vote on such consolidation, at a meeting of such members held on the 19th day of June, 1958, upon notice as prescribed by Section 43 of the Membership Corporations Law.

Joseph F. Meade Jr.
Notary Public
My Commission expires

Harry C. Howell

Sworn to before me
this 19th day of June, 1958
Virgil H. Gledhill

VIRGIL H. GLEDHILL
Notary Public, State of N. Y.
Steuben County No. 51-6640658
My Commission Expires March 30, 1960

129577-11

At a Special Term of the Supreme Court held in and for the County of Monroe at the Court House in the City of Rochester, New York, on the 26th day of June, 1958.

PRESENT: HON. CARROLL M. ROBERTS
Justice Presiding

STATE OF NEW YORK
SUPREME COURT COUNTY OF STEUBEN

JUN 26 2 27 PM 1958
STEUBEN COUNTY CLERK'S OFFICE

In the Matter of the Application

of

THE DAVENPORT HOME FOR FEMALE ORPHAN CHILDREN

and

LAKEVIEW MEMORIAL HOSPITAL, BATH, NEW YORK, INC.

for an Order Approving their Agreement for Consolidation and Authorizing the Filing of a Certificate of Consolidation to Form

THE IRA DAVENPORT MEMORIAL HOSPITAL, INC.,

pursuant to Article 7 of the Membership Corporations Law

Upon reading the petition of The Davenport Home for Female Orphan Children and Lakeview Memorial Hospital, Bath, New York, Inc., dated June 14, 1958, and executed by the petitioner The Davenport Home for Female Orphan Children and verified on June 14, 1958, and executed by the petitioner Lakeview Memorial Hospital, Bath, New York, Inc. and verified on June 19, 1958, and the exhibits attached thereto, including the Agreement for Consolidation dated June 14, 1958, the proposed Certificate of Consolidation, executed and acknowledged on June 14 and 19, 1958, and the financial statements relating to each of the constituent corporations, and it appearing that no votes against adoption of the resolution approving the Agreement for Consolidation were cast at the meeting at which such resolution was adopted by each of the petitioning corporations, and it appearing that all of the property of the constituent corporations shall be transferred to

129577-12

and vested in the consolidated corporation upon the filing of the proposed Certificate of Consolidation, and the Court having given due consideration hereto, and it appearing to the satisfaction of the Court that the provisions of Section 52 of the Membership Corporations Law have been complied with, that the constituent corporations have been incorporated for kindred purposes, and that the interests of the constituent corporations and the public interest will not be adversely affected by the consolidation of the constituent corporations, it is

UPON MOTION of the petitioners

ORDERED that a hearing and notice be, and they hereby are, dispensed with, in accordance with the provisions of Section 52 of the Membership Corporations Law, and it is further

ORDERED that the Agreement for Consolidation dated June 14, 1958, and executed June 14 and 19, 1958, for the consolidation of The Davenport Home for Female Orphan Children and Lakeview Memorial Hospital, Bath, New York, Inc. into The Ira Davenport Memorial Hospital, Inc., in the form annexed to the petition be, and it hereby is, approved, and it is further

ORDERED that the said corporations be, and they hereby are, authorized to file with the Secretary of State the Certificate of Consolidation executed and acknowledged by them on June 14 and 19, 1958, in the form annexed to the petition.

ENTER in Steuben County

Carroll M. Roberts
J. S. C.

Order signed June 26, 1958.

H. J. Bates
Clerk

JUN 26 2 29 PM 1958
STEUBEN COUNTY CLERK'S OFFICE

129577-13

State of New York
COUNTY OF STEUBEN } ss.

I, Herman J. Bates, Clerk of the County of Steuben, and also Clerk of the County and Supreme Courts therein, both being Courts of Record, having a common seal, do hereby certify that I have compared the foregoing copy of Order

with the original ..... of the same now remaining in my office and that it is a correct transcript therefrom and of the whole of said original.

In Testimony Whereof, I have hereunto set my hand and affixed the seal of said County and Courts, at Bath, N. Y., this 26th day of June A. D., 19 58

H. J. Bates, Clerk

By ..... Deputy Clerk.

129577-14K

STATE OF NEW YORK
SUPREME COURT
COUNTY OF STEUBEN

In the Matter of the Application

of

THE DAVENPORT HOME FOR FEMALE ORPHAN CHILDREN

and

LAKEVIEW MEMORIAL HOSPITAL, BATH, NEW YORK, INC.

for an Order Approving their Agreement for Consolidation and Authorizing the Filing of a Certificate of Consolidation to Form

THE IRA DAVENPORT MEMORIAL HOSPITAL, INC.,

pursuant to Article 7 of the Membership Corporations Law

ORDER FOR CONSOLIDATION

Nixon, Hargrave, Devans & Dey
Attorneys for Petitioner
Lakeview Memorial Hospital,
Bath, New York, Inc.
31 Exchange Street
Rochester 14, New York

Robert E. Cole
Attorney for Petitioner
The Davenport Home for Female
Orphan Children
7 East Steuben Street
Bath, New York

1-27-61

Steuben Co.

CERTIFICATE OF CONSOLIDATION

OF

THE DAVENPORT HOME FOR FEMALE ORPHAN CHILDREN

and

LAKEVIEW MEMORIAL HOSPITAL, BATH, NEW YORK, INC.

into

THE IRA DAVENPORT MEMORIAL HOSPITAL, INC.

Pursuant to Section 50 of the
Membership Corporations Law

assd by Chap 432 Laws of 1892

assd 9/27/56 (orig) The Bath Memorial Hospital Chap 604 Laws 1933

OK 11-3-58

129577

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 3 - 1958
TAX $ none
FILING FEE $ 25 -
Carmine G. Delgio
Secretary of State
By J. Tracy

NIXON, HARGRAVE, DEVANS & DEY
31 EXCHANGE STREET
ROCHESTER 14, N. Y.

129577-16

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for THE IRA DAVENPORT MEMORIAL HOSPITAL, INC., File Number 351797 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 April 21, 2023.

Brendan C. Hughes
Executive Deputy Secretary of State

Authentication Number: 100003354784 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

CERTIFICATE OF CHANGE OF LOCATION OF PRINCIPAL OFFICE

OF

THE IRA DAVENPORT MEMORIAL HOSPITAL, INC.,

Pursuant to Section 30 of the Membership Corporations Law.

WE, THE UNDERSIGNED, respectively the President and the Secretary of THE IRA DAVENPORT MEMORIAL HOSPITAL, INC., do make, acknowledge and file this certificate as follows:

1. The name of the corporation is THE IRA DAVENPORT MEMORIAL HOSPITAL, INC.

2. The original certificate of consolidation was filed in the office of the Secretary of State of the State of New York on the 3rd day of November, 1958.

3. The principal office of the corporation as previously fixed is the Village of Bath, Steuben County, New York.

4. The principal office of the corporation is hereby removed to and hereafter shall be in the Town of Urbana, Steuben County, New York

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate in duplicate this 2nd day of Nov., 1962.

Geo F. Meade Jr.
President.

Harry C Sawell
Secretary.

STATE OF NEW YORK
:SS
COUNTY OF STEUBEN

On this 2nd day of Nov., 1962, before me, the

WIGHTMAN & WIGHTMAN
ATTORNEYS AT LAW
BATH, NEW YORK

subscriber, personally appeared JOSEPH F. MEADE, JR., and HARRY C. HOWELL, President and Secretary, respectively, of the Ira Davenport Memorial Hospital, Inc., to me personally known and known to me to be the same person described in and who executed the within Instrument, and each acknowledged to me that he executed the same.

Notary Public.

NOTARY PUBLIC, State of N.Y., Steuben County
No. 51-4255325
My Commission Expires March 30, 19 63

STATE OF NEW YORK
:SS
COUNTY OF STEUBEN

JOSEPH F. MEADE, JR. and HARRY C. HOWELL, being severally duly sworn, each for himself, deposes and says: that Joseph F. Meade, Jr. is the President of the Ira Davenport Memorial Hospital, Inc., and that Harry C. Howell is the Secretary thereof; that they were authorized to execute and file the foregoing certificate of amendment changing the principal location of the office of the Ira Davenport Memorial Hospital, Inc., pursuant to Section 30 of the Membership Corporations Law, by the concurring vote of a majority of the members of the corporation present at an annual meeting held on the 28th day of February, 1962, upon notice pursuant to section 43 of the Membership Corporations Law, and that they subscribed such certificate by virtue of such authority.

Jos. F. Meade Jr.

Harry C. Howell

ROBERT H. WIGHTMAN
NOTARY PUBLIC, State of N.Y., Steuben County
No. 51-4255325
My Commission Expires March 30, 19 63

Sworn to before me, this 2nd day of Nov., 1962.

WIGHTMAN & WIGHTMAN
ATTORNEYS AT LAW
BATH, NEW YORK

member 11/3/58 129577
Bath, Steuben Co

351797

CERTIFICATE OF CHANGE OF LOCATION OF PRINCIPAL OFFICE

OF

THE IRA DAVENPORT MEMORIAL HOSPITAL, INC.

Pursuant to Section 30 of the Membership Corporations Law

Dated: November 2, 1962

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 14 1962
TAX $ None
FILING FEE $ 30

Cornelius W. Wilson
Secretary of State
By O Bell

WIGHTMAN & WIGHTMAN
ATTORNEYS AT LAW
BATH, NEW YORK

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for THE IRA DAVENPORT MEMORIAL HOSPITAL, INC., File Number A96255-2 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 April 21, 2023.

Brendan C. Hughes
Executive Deputy Secretary of State

Authentication Number: 100003354785 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

State of New York

Department of State

DIVISION OF CORPORATIONS AND STATE RECORDS
162 Washington Avenue, Albany 12225

CERTIFICATE OF TYPE OF NOT-FOR-PROFIT CORPORATION
OF

A 96255

THE IRA DAVENPORT MEMORIAL HOSPITAL, INC.
Exact Name of Corporation

Under Section 113 of the Not-for-Profit Corporation Law

The name of the corporation is The Ira Davenport Memorial Hospital, Inc.

The original name was The Ira Davenport Memorial Hospital, Inc.

The certificate of incorporation was filed by the Department of State on November 3, 1958
Date of Incorporation

The corporation was formed pursuant to Membership Corporation Law, Section 50
Cite Incorporation Statute

The post office address to which the Secretary of State shall mail a copy of any notice required by law is P. O. Box 350
Bath, New York 14810

That under Section 201, it is a Type B Not-for-Profit Corporation as defined in this chapter.
(Insert A, B, C or D)

IN WITNESS WHEREOF, this certificate has been subscribed this 24th day of August, 1973 at the County of Steuben by the undersigned who affirm(s) that the statements made herein are true under the penalties of perjury.

THE IRA DAVENPORT MEMORIAL HOSPITAL, INC.

To be signed pursuant to Section 104(d) of the N-PCL

By: Jos. F. Meade Jr.
Joseph F. Meade, President

Robert M. Wightman
Print or Type Names
Robert M. Wightman, Assistant Secretary

NOTE: The fee for filing the foregoing certificate is $10 payable to the Department of State by certified check or money order.
Every corporation required to file under Paragraph (a) of Section 113 of the N-PCL will be considered a Type B corporation until it has filed a certificate of type.

CO-109

A 96255 — 2

CERTIFICATE OF TYPE
OF
NOT-FOR-PROFIT CORPORATION
OF

Ira Davenport Memorial Hospital, Inc.
Exact Name of Corporation

Formed by Consol.
129577 11/3/58
Ex of Chrisbana
S Tuben 6
Not add none
58/27

Under Section 113
of the
NOT-FOR-PROFIT CORPORATION LAW

4

STATE OF NEW YORK
DEPARTMENT OF STATE
TAX $ None
FILING FEE 10
FILED AUG 30 1973
John P. Lomenzo
Secretary of State
By
S T Stewart
Type B

Ira Davenport Memorial Hospital, Inc.
Box 350, Route 54
Bath, New York 14810
Name and address of filer

2

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for THE IRA DAVENPORT MEMORIAL HOSPITAL, INC., File Number A627391-7 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 April 21, 2023.

Brendan C. Hughes
Executive Deputy Secretary of State

Authentication Number: 100003354787 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

THE IRA DAVENPORT MEMORIAL HOSPITAL, INC.

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

A627391

We, the undersigned, being the President and the Secretary respectively of the IRA Davenport Memorial Hospital, Inc. for the purpose of amending the Certificate of Incorporation under Section 803 of the Not-for-Profit Corporation Law of the State of New York, do hereby certify:

FIRST: The name of the Corporation is the IRA DAVENPORT MEMORIAL HOSPITAL, INC.

SECOND: The Certificate of Incorporation was filed by the Department of State on November 3rd, 1958 pursuant to Section 50 of the Membership Corporation Law. The constituent corporations to the incorporation were The Davenport Home for Female Orphan Children (created under the name of The Davenport Institution for Female Orphan Children by Chapter 132 of the Laws of New York 1863, as amended by Chapter 432 of the Laws of New York 1895) and Lakeview Memorial Hospital, Bath, New York, Inc. (created under the name of the Bath Memorial Hospital by Chapter 604 of the Laws of New York 1933; name changed by Certificate filed by the Secretary of State on September 27, 1956).

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 and after the amendment to its Certificate effected herein, the Corporation shall be a Type B corporation.

FOURTH: The post-office address within the state to which the Secretary of State shall mail a copy of any notice required by law is:

The IRA Davenport Memorial Hospital, Inc.
Box 350
Route 54
Bath, New York 14810

FIFTH: A new paragraph "10" is added to the Certificate of Incorporation respecting the transfer of corporate assets upon dissolution of the Corporation, the text of which is as follows:

"10. In the event of dissolution, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be distributed to such organization or organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or, to another organization 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."

SIXTH: The amendment of the Certificate of Incorporation was authorized by a majority of all of the members of said corporation at a meeting duly called and held on the 25th day of April, 1979.

SEVENTH: The following approval was annexed to the Certificate of Incorporation of the IRA Davenport Memorial Hospital, Inc.:

The approval of a Justice of the Supreme Court for the Judicial District in which the office of the corporation is located.

Such approval and consent, as well as all approvals or consents required by law, will be endorsed upon this Certificate prior to its delivery to the Secretary of State for filing.

IN WITNESS WHEREOF, the undersigned have executed this certificate this 20th day of April, 1979 and affirm under the penalties of perjury that its contents are true and complete.

Frank E. Tinklows
President

Secretary

STATE OF NEW YORK)
) SS.:
COUNTY OF ~~MONROE~~ Steuben)

On this 30th day of April, 1979, before me, the subscriber, personally appeared Frank E. Nicklaus & Robert M. Wightman to me known and known to me to be the same person described in and who executed the foregoing instrument, and they duly acknowledged to me that they executed the same.

Rebecca J. Bauter
Notary Public
REBECCA J. BAUTER, Notary Public
No. 4G 5291
State of New York, Co. of Steuben
Commission expires Mar. 30, 1981

STATE OF NEW YORK)
) SS.:
COUNTY OF MONROE)

On this ___ day of _____, 1979, before me, the subscriber, personally appeared _____, to me known and known to me to be the same person described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

_____
Notary Public

I, MARSHALL E. LIVINGSTON ~~JUSTICE, SUPREME COURT~~, a Justice of the Supreme Court of the Seventh Judicial District hereby approve the foregoing Certificate of Amendment of the Certificate of Incorporation and consent that the same be filed.

Dated, May 29, 1979.

Marshall E. Livingston
Justice of the Supreme Court

STATE OF NEW YORK
DEPARTMENT OF LAW
ALBANY, N.Y. 12224
(518) 474-7206

ROBERT ABRAMS
ATTORNEY GENERAL

May 11, 1979

Richard B. Sullivan, Esq.
Nixon, Hargrave, Devans & Doyle, Esqs.
Lincoln First Tower
Rochester, New York 14603

Dear Mr. Sullivan:

Re: The Ira Davenport Memorial Hospital, Inc.

Due and timely service of the notice of application for the approval of the proposed certificate of amendment of the certificate of incorporation of the above 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 John E. Lynch

JOHN E. LYNCH
Assistant Attorney General

STATE OF NEW YORK
DEPARTMENT OF HEALTH
ALBANY 12237

PUBLIC HEALTH COUNCIL

November 19, 1979

KNOW ALL MEN BY THESE PRESENTS:

In accordance with action taken after inquiry and investigation at a meeting of the Public Health Council held on the 16th day of November, 1979, I hereby certify that the Certificate of Amendment of the Certificate of Incorporation of The Ira Davenport Memorial Hospital, Inc. is APPROVED.

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

Marianne K. Adams
MARIANNE K. ADAMS
Secretary

Sent to: Richard B. Sullivan, Esq.
Nixon, Hargrave, Devans and Doyle
Lincoln First Tower
P.O. Box 1051
Rochester, New York 14603

cc: Ira Davenport Memorial Hospital, Inc.
P.O. Box 350
Route 54
Bath, New York 14810

COUNCIL

NORMAN S. MOORE, 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
MARY C. MC LAUGHLIN, M.D.
ROBERT H. RANDLES, M.D.

HOWARD A. RUSK, M.D.

KENNETH W. WOODWARD, M.D.
COMMISSIONER OF HEALTH
DAVID AXELROD, M.D.
EX OFFICIO

6

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

THE IRA DAVENPORT MEMORIAL HOSPITAL, INC.

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

A627391

11/3/58

Steuben

129577

NFP Type B

Not Add - PO Box 350 Bath NY 14810

L-096255-2

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 13 1979
AMT OF CHECK $ 30
FILING FEE $ 30
TAX $
COPY $
CERT $
REFUND $
BY: Steuben

355061

NIXON, HARGRAVE, DEVANS & DOYLE
Lincoln First Tower
P.O. Box 1051
Rochester, New York 14603
716-546-8000

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for THE IRA DAVENPORT MEMORIAL HOSPITAL, INC., File Number 980805000174 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 April 20, 2023.

Brendan C. Hughes
Executive Deputy Secretary of State

Authentication Number: 100003351406 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

AIDF-24 AIDF-24

RESTATED CERTIFICATE OF INCORPORATION
OF
THE IRA DAVENPORT MEMORIAL HOSPITAL, INC.

F980805000174

Under Section 805 of the Not-for-Profit Corporation Law

We, the undersigned, being the President and the Secretary respectively of the IRA DAVENPORT MEMORIAL HOSPITAL, INC. for the purpose of restating and amending the Certificate of Incorporation under Section 805 of the Not-for-Profit Corporation Law of the State of New York, do hereby certify and adopt the following restated Certificate of Incorporation for such Corporation:

FIRST: The name of the Corporation is the IRA DAVENPORT MEMORIAL HOSPITAL, INC.

SECOND: The Certificate of Incorporation was filed by the Department of State on November 3rd, 1958 pursuant to Section 50 of the Membership Corporation Law. The constituent corporations to the incorporation were The Davenport Home for Female Orphan Children (created under the name of The Davenport Institution for Female Orphan Children by Chapter 132 of the Laws of New York 1863, as amended by Chapter 432 of the Laws of New York 1895) and Lakeview Memorial Hospital, Bath, New York, Inc. (created under the name of the Bath Memorial Hospital by Chapter 604 of the Laws of New York 1933; name changed by Certificate filed by the Secretary of State on September 27, 1956).

THIRD: The Certificate of Incorporation of the Corporation is amended (or changed) to effect the following amendments (or changes) authorized by the Not-for-Profit Corporation Law:

1. A new paragraph 3 is added to the Certificate of Incorporation to provide that the Corporation shall have no members.

2. The purpose of the Corporation shall be changed to read as follows:

(a) To plan, develop, establish, organize, construct, erect, build, acquire, alter, reconstruct, rehabilitate, own, maintain, operate and manage all types of in-patient and out-patient hospitals, hospital facilities, clinics, treatment and/or diagnostic centers and programs for the delivery of acute medical, surgical and preventive health care services provided that the Corporation shall have first obtained all approvals or consents required by law.

(b) To plan, develop, establish, organize, construct, erect, build, acquire, alter, reconstruct, rehabilitate, own, maintain, operate and manage nursing homes and all types of long term in-patient, out-patient and residential health care facilities and programs for elderly, sick, invalid, infirm, disabled and convalescent persons provided that the Corporation shall have first obtained all approvals or consents required by law.

(c) To participate, so far as the standards may warrant, in any activity designed and carried on to promote the general health and welfare of the community in which the Corporation is located.

(d) To do any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof, but not for the pecuniary profit or financial gain of any of its members, directors, officers or others, except as permitted under Article 5 of the Not-For-Profit Corporation Law.

3. Change paragraph 7 of the Certificate of Incorporation to provide that the number of directors of the Corporation shall be not less than three (3) nor more than twelve (12).

FOURTH: This Restatement of the Certificate of Incorporation and the amendments effected hereby were authorized by a majority vote of all of the members of the Corporation at a meeting duly called and held on the 26th day of February, 1997.

FIFTH: All approvals or consents required by law will be endorsed upon this Certificate prior to its delivery to the Secretary of State for filing.

SIXTH: The Certificate of Incorporation is restated in its entirety as follows:

CERTIFICATE OF INCORPORATION
OF
THE IRA DAVENPORT MEMORIAL HOSPITAL, INC.

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned hereby certify:

1. The name of the Corporation is THE IRA DAVENPORT MEMORIAL HOSPITAL, INC.

2. 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.

3. The Corporation shall have no members.

4. The purposes for which the Corporation is formed are:

(a) To plan, develop, establish, organize, construct, erect, build, acquire, alter, reconstruct, rehabilitate, own, maintain, operate and manage all types of in-patient and out-patient hospitals, hospital facilities, clinics, treatment and/or diagnostic centers and programs for the delivery of acute medical, surgical and preventive health care services provided that the Corporation shall have first obtained all approvals or consents required by law.

(b) To plan, develop, establish, organize, construct, erect, build, acquire, alter, reconstruct, rehabilitate, own, maintain, operate and manage nursing homes and all types of long term in-patient, out-patient and residential health care facilities and programs for elderly, sick, invalid, infirm, disabled and convalescent persons provided that the Corporation shall have first obtained all approvals or consents required by law.

(c) To participate, so far as the standards may warrant, in any activity designed and carried on to promote the general health and welfare of the community in which the Corporation is located.

(d) To do any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof, but not for the pecuniary profit or financial gain of any of its members, directors, officers or others, except as permitted under Article 5 of the Not-For-Profit Corporation Law.

5. The office of the Corporation is to be located in the Town of Urbana, County of Steuben, State of New York.

6. The Secretary of State of the State of New York is hereby designated the 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 as agent of the Corporation is: 7571 State Route 54, Bath, New York 14810.

7. The number of directors of the Corporation shall be not less than three (3) nor more than twelve (12).

8. No officer, member or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit from its operations except reasonable compensation for services rendered in effecting one or more of its purposes, or as a proper beneficiary of its strictly charitable purposes.

9. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation , or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

10. In every taxable year in which the corporation is a private foundation as defined in Section 509 of the Internal Revenue Code of 1945:

(a) The Corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under section 4942 of the code.

(b) The Corporation shall not engage in any act or self-dealing which is subject to tax under section 4941 of the code.

(c) The Corporation shall not retain any excess business holdings which are subject to tax under section 4943 of the code.

(d) The Corporation shall not make any investments in such manner as to subject the Corporation to tax under section 4944 of the code.

(e) The Corporation shall not make any taxable expenditures which are subject to tax under section 4945 of the code.

11. In the event of dissolution, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be distributed to such organization or organizations as shall qualify under section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, or, to another organization 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.

IN WITNESS WHEREOF, the undersigned have executed this certificate this 15th day of August, 1997, and affirm under the penalties of perjury that its contents are true and complete.

Barbara Scudder

Barbara Scudder, President
Bath, New York

Dennis O'Connor, M.D., Secretary
Bath, New York

h:\0150\002\restat2.cert

STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

DENNIS C. VACCO
Attorney General

MICHAEL L. HANUSZCZAK
Assistant Attorney General in Charge

July 22, 1998

Tracy Mitrano, Esq.
True, Walsh & Miller, LLP
The Commons
101 N. Tioga Street, 7th Floor
Ithaca, NY 14850

Re: Ira Davenport Memorial Hospital, Inc.

Dear Ms. Mitrano:

I have had an opportunity to review the Ira Davenport Memorial Hospital incorporated amendment to the Certificate of Incorporation. Please be advised that the Attorney General's Office has no objections to the filing of the Certificate of Amendment with the Secretary of State. The Attorney General's Office waives any statutory notice to this proceeding and does not intend to appear herein.

Thank you very much.

Sincerely,

C. SCOTT BOWEN
Assistant Attorney General

thw/CSB

5

Central New York Regional Offices • Binghamton Office
44 Hawley Street, 17th Floor, Binghamton, N.Y. 13901-4433 • Phone (607) 721-8771 • Fax (607) 721-8789 • Not For Service Of Papers
http://www.oag.state.ny.us

SUPREME COURT
COUNTY OF TOMPKINS : STATE OF NEW YORK

In the Matter of an Application
for the Approval of the Restated
Certificate of Incorporation of

IRA DAVENPORT MEMORIAL HOSPITAL, INC.

Pursuant to the Not-For-Profit
Corporation Law

APPROVAL OF JUSTICE
OF SUPREME COURT,
SEVENTH JUDICIAL DISTRICT

RJI No. 00048

The undersigned, a Justice of the Supreme Court of the State of New York, Seventh Judicial District, does hereby approve the foregoing Restated Certificate of Incorporation of Ira Davenport Memorial Hospital, Inc. and consents the same be filed.

Dated: FEB 24, 1998

JUSTICE, SUPREME COURT
SEVENTH JUDICIAL DISTRICT

TRUE, WALSH & MILLER
101 North Tioga Street
Ithaca, New York 14850
(607) 273-4200

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

PUBLIC HEALTH COUNCIL

November 4, 1997

Elena Salerno Flash, Esq.
True, Walsh & Miller, LLP
Attorneys at Law
The Commons
101 North Tioga Street - 7th Floor
Ithaca, New York 14850

Re: Restated Certificate of Incorporation of The Ira Davenport Memorial Hospital, Inc.

Dear Ms. Salerno Flash:

AFTER INQUIRY and INVESTIGATION, and in accordance with action taken at a meeting of the Public Health Council held on the 24th day of October, 1997, I hereby certify that the Public Health Council consents to the filing of the Restated Certificate of The Ira Davenport Memorial Hospital, Inc., dated August 15, 1997.

Sincerely,

Karen S. Westervelt
Executive Secretary

7

NOV 10 1997

RESOLUTION

RESOLVED, that the Public Health Council, on this 24th day of October, 1997, approves the filing of the Restated Certificate of Incorporation of The Ira Davenport Memorial Hospital, Inc. dated August 15, 1997.

F98080500174

AIDF-24

CERTIFICATE OF

AMENDMENT

OF

THE IRA DAVENPORT MEMORIAL HOSPITAL, INC.

1cc

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED AUG 05 1998
TAX $
BY:

AIDF-24

BILLED

Filed by:

Khristine E. Peacock
Accelerated Information & Document Filing, Inc.
90 State Street, Suite 836
Albany, New York 12207

9 980805000178

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for THE IRA DAVENPORT MEMORIAL HOSPITAL, INC., File Number 090921000625 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 April 20, 2023.

Brendan C. Hughes
Executive Deputy Secretary of State

Authentication Number: 100003351408 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

RESTATED CERTIFICATE OF INCORPORATION
OF
THE IRA DAVENPORT MEMORIAL HOSPITAL, INC.

Under Section 805 of the Not-for-Profit Corporation Law

We, the undersigned, being the President and the Secretary respectively of the IRA DAVENPORT MEMORIAL HOSPITAL, INC. for the purpose of restating and amending the Certificate of Incorporation under Section 805 of the Not-for-Profit Corporation Law of the State of New York, do hereby certify and adopt the following restated Certificate of Incorporation for such Corporation:

FIRST: The name of the Corporation is the IRA DAVENPORT MEMORIAL HOSPITAL, INC.

SECOND: The Certificate of Incorporation was filed by the Department of State on November 3rd, 1958 pursuant to Section 50 of the Membership Corporation Law.

THIRD: The Certificate of Incorporation of the Corporation was amended by the filing of a Restated Certificate of Incorporation of the Corporation by the Department of State on August 5, 1998 pursuant to Section 805 of the Not-For-Profit Corporation Law.

FOURTH: The Certificate of Incorporation of the Corporation is further amended to effect the following amendments authorized by the Not-for-Profit Corporation Law:

1. Paragraph 3 is changed to read as follows:

   Any person who is proposed for membership by a member in good standing, or the directors of the Corporation by resolution duly adopted at a meeting thereof, and is interested in the purposes and principles of the Corporation and willing to uphold its policies may become a member by resolution of the members duly adopted at a meeting of the Corporation, or, if the Corporation has no members, upon a resolution of the directors of the Corporation duly adopted at a meeting thereof, provided, however, that such person shall have made an application in writing to the members and the directors of the Corporation containing assurances that such person will uphold and abide by the purposes of the Corporation.

2. A new paragraph 12 is added to the Certificate of Incorporation to read as follows:

The Corporation is hereby authorized, by resolution of the directors of the Corporation, to accept subventions from members or nonmembers on terms and conditions not inconsistent with the Not-for-Profit Corporation Law, and to issue certificates therefor. Such subventions shall consist of money or other property, tangible or intangible, actually received by the organization or expended for its benefit, or for its formation or reorganization, and shall be evidenced by the issuance of subvention certificates in accordance with the provisions of section 505 of the Not-for-Profit Corporation Law. Subvention certificates shall be nontransferable unless such resolution of the directors of the Corporation provides that they shall be transferable, either at will or subject to specified restrictions.

3. Paragraph 7 of the Certificate of Incorporation is changed to provide that the number of directors of the Corporation shall be not less than three (3) nor more than twenty-five (25).

FIFTH: This Restatement of the Certificate of Incorporation and the amendments effected hereby were authorized by a majority vote of the members of the board of directors of the Corporation at a meeting duly called and held on the 18th day of December, 200~~9~~8

SIXTH: All approvals or consents required by law will be endorsed upon this Certificate prior to its delivery to the Secretary of State for filing.

SEVENTH: The Certificate of Incorporation is restated in its entirety as follows:

CERTIFICATE OF INCORPORATION

OF

THE IRA DAVENPORT MEMORIAL HOSPITAL, INC.

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned hereby certify:

1. The name of the Corporation is THE IRA DAVENPORT MEMORIAL HOSPITAL, INC.

2. The Corporation is a corporation as defined in subparagraphs (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.

3. Any person who is proposed for membership by a member in good standing, or the directors of the Corporation by resolution duly adopted at a meeting thereof, and is interested in the purposes and principles of the Corporation and willing to uphold its policies may become a member by resolution of the members duly adopted at a meeting of the Corporation, or, if the Corporation has no members, upon a resolution of the directors of the Corporation duly adopted at a meeting thereof, provided, however, that such person shall have made an application in writing to the members and the directors of the Corporation containing assurances that such person will uphold and abide by the purposes of the Corporation.

4. The purposes for which the Corporation is formed are:

   (a) To plan, develop, establish, organize, construct, erect, build, acquire, alter, reconstruct, rehabilitate, own, maintain, operate and manage all types of in-patient and out-patient hospitals, hospital facilities, clinics, treatment and/or diagnostic centers and programs for the delivery of acute medical, surgical and preventive health care services provided that the Corporation shall have first obtained all approvals or consents required by law.

   (b) To plan, develop, establish, organize, construct, erect, build, acquire, alter, reconstruct, rehabilitate, own, maintain, operate and manage nursing homes and all types of long term in-patient, out-patient and residential health care facilities and programs for elderly, sick, invalid, infirm, disabled and convalescent persons provided that the Corporation shall have first obtained all approvals or consents required by law.

   (c) To participate, so far as the standards may warrant, in any activity designed and carried on to promote the general health and welfare of the community in which the Corporation is located.

   (d) To do any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof, but not for the pecuniary profit or financial gain of any of its members, directors, officers or others, except as permitted under Article 5 of the Not-for-Profit Corporation Law.

5. The office of the Corporation is to be located in the town of Urbana, County of Steuben, State of New York.

6. The Secretary of State of the State of New York is hereby designated the 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 as agent of the Corporation is: 7571 State Route 54, Bath, New York 14810.

7. The number of directors of the Corporation shall be not less than three (3) nor more than twenty-five (25).

8. No officer, member or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit from its operations except reasonable compensation for services rendered in effecting one or more of its purposes, or as a proper beneficiary of its strictly charitable purposes.

9. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

10. In every taxable year in which the Corporation is a private foundation as defined in Section 509 of the Internal Revenue Code of 1945.

    (a) The Corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code.

    (b) The Corporation shall not engage in any act or self-dealing which is subject to tax under Section 4941 of the Code.

    (c) The Corporation shall not retain any excess business holdings which are subject to tax under Section 4943 of the Code.

    (d) The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code.

    (e) The Corporation shall not make any taxable expenditures which are subject to tax under Section 4945 of the Code.

11. In the event of dissolution, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be distributed to such organization or organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or, to another organization 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.

12. The Corporation is hereby authorized, by resolution of the directors of the Corporation, to accept subventions from members or nonmembers on terms and conditions not inconsistent with the Not-for-Profit Corporation Law, and to issue certificates therefor. Such subventions shall consist of money or other property, tangible or intangible, actually received by the organization or expended for its benefit, or for its formation or reorganization, and shall be evidenced by the issuance of subvention certificates in accordance with the provisions of section 505 of the Not-for-Profit Corporation Law. Subvention certificates shall be nontransferable unless such resolution of the directors of the Corporation provides that they shall be transferable, either at will or subject to specified restrictions.

IN WITNESS WHEREOF, the undersigned have executed this certificate this 28th day of August, 2009, and affirm under the penalties of perjury that its contents are true and complete.

Patrick J. Rogers, President
Bath, New York

Mark F. Cleveland, Secretary
Bath, New York

0909210006 25

RESTATED CERTIFICATE OF INCORPORATION

OF

THE IRA DAVENPORT MEMORIAL HOSPITAL, INC.

Under Section 805 of the Not-for-Profit Corporation Law

1cc

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED SEP 21 2009
TAX $ 0
BY: Pax
Steuben

LCS
DRAWDOWN - #AL

Mary Ellen O'Dell Schantz, Paralegal
Harter Secrest & Emery LLP
1600 Bausch & Lomb Place
Rochester, New York 14604-2711

2009 SEP 21 PM 12:12

Customer Ref.# 27916

694

RESOLUTIONS ADOPTED BY THE
IRA DAVENPORT MEMORIAL HOSPITAL, INC.
BOARD OF DIRECTORS

WHEREAS, Arnot Ogden Medical Center ("AOMC") is the sole corporate member of Ira Davenport Memorial Hospital, Inc. ("IDMH") with certain reserved authorities regarding IDMH operations as set forth in the IDMH Bylaws; and

WHEREAS, AOMC and IDMH are affiliates of Arnot Health, Inc. ("Arnot"), which has entered into an Affiliation Agreement with Cayuga Health System, Inc. ("CHS") pursuant to which a new active parent with reserved powers, Centralus Health, Inc. ("Centralus") will become the sole member of each of Arnot and CHS; and

WHEREAS, pursuant to the Affiliation Agreement there are proposed changes to the governance structure of Arnot, AOMC and IDMH, which include with respect to IDMH that Arnot, rather than AOMC, will become the sole corporate member of IDMH with certain reserved authorities which now are currently reserved to AOMC; and

WHEREAS, it is in the best interest of IDMH, AOMC and Arnot for Arnot and CHS to close the transactions contemplated by the Affiliation Agreement effective as of January 1, 2025, with (the "Closing Date"); and

WHEREAS, subsequent to the Closing Date, Centralus, Arnot, and CHS will continue to pursue all regulatory approvals necessary under Article 28 of the New York Public Health Law, including authority to establish Arnot as the active parent of IDMH with certain reserved authorities to be enumerated in the IDMH Bylaws; and

WHEREAS, amendments to the IDMH Bylaws require approval from AOMC and the IDMH Boards of Directors.

NOW, THEREFORE, IT IS RESOLVED, that the Board of Directors of IDMH does hereby authorize and direct that upon final approval of the NYS Public Health and Health Planning Council, Jonathan Lawrence, President and CEO of IDMH, or his designee (the "Authorized Officers"), are hereby authorized and directed to make any necessary revisions to the IDMH Bylaws to replace AOMC with Arnot as the sole corporate member with reserved authorities over IDMH; and be it further

RESOLVED, that the Authorized Officers are hereby authorized and directed to take any and all actions and to execute, deliver and/or file any and all documents, instruments, or agreements deemed to be necessary and proper to accomplish the purposes of the foregoing resolutions.

CERTIFICATION

The foregoing is a true and complete copy of the Resolutions duly adopted by the Board of Directors of Ira Davenport Memorial Hospital, Inc. on the 27th day of November, 2024, which Resolutions have not been modified, revoked or rescinded and remain in full force and effect on the date hereof.

12/11/24, Chairperson

RESOLUTION
OF THE
BOARD OF DIRECTORS
OF
CENTRALUS HEALTH, INC.

WHEREAS, there has been presented to this Board of Directors an Amended and Restated Affiliation Agreement (the "Restated Affiliation Agreement") by and among Cayuga Health System, Inc. ("CHS"), Arnot Health, Inc. ("AH") and Centralus Health, Inc. ("Centralus Health"), which Restated Affiliation Agreement provides for, among other things: (i) a closing on January 1, 2025 pursuant to which Centralus Health will become the sole member of CHS and AH without powers over CHS and AH that would require it to be established and licensed under Article 28 of the New York Public Health Law (the "Passive Parent Transaction"), and (ii) an obligation for Centralus Health, CHS and AH to continue to pursue all regulatory approvals necessary for Centralus Health, as the sole member of CHS and AH, to exercise those authorities over CHS and AH that require it to be established and licensed under Article 28 of the New York Public Health Law (the "Active Parent Powers"); and (iii) upon receipt of all regulatory approvals necessary for Centralus Health, as the sole member of CHS and AH, to exercise the Active Parent Powers over CHS and Arnot to take all steps necessary to confer such authorities upon Centralus Health in accordance with the terms of the Restated Affiliation Agreement (the "Active Parent Transaction").

NOW, THEREFORE, IT IS RESOLVED, that, Centralus Health be and hereby is authorized and directed to enter into and perform all of its obligations under the Restated Affiliation Agreement in substantially the form presented to this Board of Directors with such changes as may be approved by the Co-Chairs of this Board (the "Authorized Persons"), their signatures thereon to be conclusive evidence of his their approval thereof; and it is further

RESOLVED, that Centralus Health is hereby authorized and directed to complete and close the Passive Parent Transaction as contemplated in the Restated Affiliation Agreement and to execute, deliver and file any and all documents or instruments necessary or proper to complete and close the Passive Parent Transaction; and it is further

RESOLVED, that the Restated Bylaws of CHS in substantially the form presented to this Board and identified in the Restated Affiliation Agreement as the "CHS Passive Parent Bylaws" with such changes may be approved by the Authorized Persons are hereby ratified, approved and adopted as the Restated Bylaws of CHS to become effective at the time of the closing of the Passive Parent Transaction; and it is further

RESOLVED, that the Restated Bylaws of AH in substantially the form presented to this Board and identified in the Restated Affiliation Agreement as the "Arnot Passive Parent Bylaws" with such changes may be approved by the Authorized Persons are hereby ratified, approved and adopted as the Restated Bylaws of AH to become effective at the time of the closing of the Passive Parent Transaction; and it is further

RESOLVED, that effective upon the receipt of all necessary regulatory approvals to close the Active Parent Transaction, Centralus Health hereby adopts the Restated Certificate of Incorporation of Centralus Health and Restated Bylaws of Centralus Health in substantially the form presented to this Board and identified in the Restated Affiliation Agreement as the "Restated New Parent Certificate of Incorporation" and "Restated New Parent Bylaws" with such changes may be approved by the Authorized Persons; and it is further

RESOLVED, that upon the receipt of all necessary regulatory approvals to close the Active Parent Transaction, Centralus Health hereby adopts and approves for filing with the New York Department of State the Restated Certificate of Incorporation of CHS and hereby adopts the Restated Bylaws of CHS in substantially the form presented to this Board and identified in the Restated Affiliation Agreement as the "CHS Active Parent Charter Documents" with such changes may be approved by the Authorized Persons; and it is further

RESOLVED, that upon the receipt of all necessary regulatory approvals to close the Active Parent Transaction, Centralus Health hereby adopts and approves for filing with the New York Department of State the Restated Certificate of Incorporation of AH and hereby adopts the Restated Bylaws of AH in substantially the form presented to this Board and identified in the Restated Affiliation Agreement as the "Arnot Active Parent Charter Documents" with such changes may be approved by the Authorized Persons; and it is further

RESOLVED, that upon the receipt of all necessary regulatory approvals to close the Active Parent Transaction, Centralus Health hereby adopts and approves for filing with the New York Department of State the Restated Certificate of Incorporation of Arnot Ogden Medical Center ("AOMC") and hereby adopts the Restated Bylaws of AOMC in substantially the form presented to this Board and identified in the Restated Affiliation Agreement as the "AOMC Active Parent Charter Documents" with such changes may be approved by the Authorized Persons; and it is further

RESOLVED, that upon the receipt of all necessary regulatory approvals to close the Active Parent Transaction, Centralus Health hereby adopts and approves for filing with the New York Department of State the Restated Certificate of Incorporation of The Ira Davenport Memorial Hospital, Inc. ("IDMH") and hereby adopts the Restated Bylaws of IDMH in substantially the form presented to this Board and identified in the Restated Affiliation Agreement as the "IDMH Active Parent Charter Documents" with such changes may be approved by the Authorized Persons; and it is further

RESOLVED, that Centralus Health ratifies and approves the certificate of need application ("CON") previously filed in order for the Active Parent Transaction to be approved by the New York State Department of Health to allow Centralus Health to become the active parent of CHS and AH; and it is further

RESOLVED; that Justin Runke be and hereby is authorized and directed to represent Centralus Health throughout the CON process as contemplated by the Active Parent Transaction; and it is further

RESOLVED, that Centralus Health is hereby authorized and directed to prepare and file any and all applications, reports, forms, documents or instruments with any governmental or regulatory authority required to be filed to seek approval for or to provide notice of the Passive Parent Transaction, the Active Parent Transaction, or any changes to the Certificate of Incorporation of Centralus Health, CHS, AH, AOMC and IDMH including without limitation with the New York State Office of Addiction Services and Supports, New York State Office of Mental Health, the New York State Attorney General, and the Federal Trade Commission (the "Notices and Approvals"); and it is further

RESOLVED, that Justin Runke be and hereby is authorized and directed to represent Centralus Health in connection with all of the Notices and Approvals as contemplated by the Restated Affiliation Agreement; and it is further

RESOLVED, that the Authorized Persons and each of them be and hereby are directed to take any and all actions and to execute, deliver and/or file any and all documents, instruments, or agreements deemed to be necessary and proper by the Authorized Persons or any of them to accomplish the purposes of the foregoing resolutions, his, her or their signature thereon, or filing or completion thereof, to be conclusive evidence of his or her approval thereof.

CERTIFICATION

The foregoing is a true and complete copy of the Resolutions duly adopted by the Board of Directors of Centralus Health, Inc. by written consent as of the 16th day of December, 2024, which Resolutions have not been modified, revoked or rescinded and remain in full force and effect on the date hereof.

December 16, 2024

Krista L. Niles-Updyke

Krista Niles-Updyke, Secretary

MEMORANDUM

To: Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

From: Sarah Gold, Senior Attorney
Bureau of Program Counsel

Date: August 14, 2025

Subject: Approval of the Amended Certificate of Incorporation for Nazareth Home of the Franciscan Sisters of the Immaculate Conception

---

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 Diane M. Damiano requesting approval of the proposed Amended Certificate of Incorporation for Nazareth Home of the Franciscan Sisters of the Immaculate Conception dated February 3, 2025.
3) Proposed Amended Certificate of Incorporation for Nazareth Home of the Franciscan Sisters of the Immaculate Conception dated January 10, 2025.
4) A photocopy of the Restated Certificate of Incorporation dated March 31, 2005.
5) A photocopy of the approval of the Restated Certificate of Incorporation by Public Health Council dated October 6, 2005.
6) A photocopy of the approval of the Restated Certificate of Incorporation by Hon. Diane Y. Devlin, J.S.C. entered April 4, 2006.
7) A certified copy of a Resolution dated December 12, 2024 with exhibits.

NEW YORK STATE OF OPPORTUNITY. | Department of Health

MEMORANDUM

To: Public Health and Health Planning Council

From: Kathy Marks KSM
General Counsel
Division of Legal Affairs

Date: August 14, 2025

Subject: Approval of the Amended Certificate of Incorporation for Nazareth Home of the Franciscan Sisters of the Immaculate Conception

Nazareth Home of the Franciscan Sisters of the Immaculate Conception requests approval to amend their Certificate of Incorporation to change their listed purposes, update the status of the entity, and change their mailing address for purposes of service.

Nazareth Home of the Franciscan Sisters of the Immaculate Conception is a non-profit corporation formed on September 26, 1950, to operate and maintain a nursing, convalescent and rehabilitative facility for treatment of the sick. The entity operated a nursing home until 2007 and held an Article 28 license until 1991. Nazareth Home of the Franciscan Sisters of the Immaculate Conception now seeks to remove the Article 28 language and references to the operation of a healthcare facility from its statement of corporate purpose.

Pursuant to NYS Not-For-Profit Corporation Law § 804(a)(i), consent of the Pubic Health and Health Planning Council is required for Nazareth Home of the Franciscan Sisters of the Immaculate Conception to eliminate the Article 28 language from their corporate purpose.

Attached is a letter from Diane M. Damiano for the applicant, a resolution of the Board of Directors authorizing the transaction, and the Proposed Amended Certificate of Incorporation. Additionally attached is a prior version of the Certificate of Incorporation reflecting the 2005 revisions and the certification by the Public Health Council and approval of a Supreme Court Justice of the same.

There is no legal objection to the proposed Amended Certificate of Incorporation, and it is in legally acceptable form.

Attachments.

United Corporate Services, Inc.
Ten Bank Street, Suite 560
White Plains, NY 10606
www.unitedcorporate.com

Toll Free (800)899-8648
Voice (914)949-9188
Fax (914)949-9618

February 03, 2025

Colleen Frost Leonard, Executive Secretary
NYS Public Health Counsel
NYS Dept. of Health
Empire State Plaza, Corning Tower, Room 1805
Albany, NY 12237

RE: NAZARETH HOME OF THE FRANCISCAN SISTERS OF THE IMMACULATE CONCEPTION

Dear Colleen,

Enclosed is the Certificate of Amendment for the proposed Not-For-Profit Corporation on behalf of the above captioned entity. In addition, could you also inform us if there will be any requirements from your department. A copy of the last restated certificate is also attached.

We hereby respectfully request a Letter of Approval from your department or a Letter of Rejection for the above corporation.

If acceptable, please issue your letter to the attention of the undersigned at your earliest convenience.

We appreciate your time and consideration. If you have any questions, or if you need additional information, please do not hesitate to contact me directly.

Thank you in advance for your cooperation in this matter.

Sincerely,

Diane M. Damiano

Senior Client Service Representative/Corporate Trainer

Project# **NAZAR31607**

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

NAZARETH HOME OF THE FRANCISCAN SISTERS OF THE IMMACULATE CONCEPTION

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

1. The name of the corporation is Nazareth Home of the Franciscan Sisters of the Immaculate Conception (the "Corporation").

2. The certificate of incorporation of the Corporation (the "Certificate of Incorporation") was filed by the Department of State on September 26, 1950.

3. The Corporation was formed pursuant to Section 402 of the Not-for-Profit Corporation Law (the "N-PCL").

4. The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the N-PCL and is a charitable corporation under section 201 of the N-PCL.

5. The Certificate of Incorporation as now in full force and effect is hereby amended as follows:

    a. To omit subparagraph (a) of paragraph 2 regarding the Corporation's purposes.

    b. To amend subparagraph (c) of paragraph 2 regarding the Corporation's purposes so that each instance of "health care facility" is replaced with

"corporation," and the subparagraph reads in its entirety as: "Acquire any property, real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary for the construction, financing, refinancing or operation of the corporation; and to secure the same by mortgage, pledge, or other lien, in furtherance of any or all of the objects of its business in connection with the corporation."

c. To renumber subparagraphs (b) and (c) of paragraph 2 regarding the Corporation's purposes as subparagraphs (a) and (b), respectively.

d. To add a new subparagraph (c) of paragraph 2 regarding the Corporation's purposes which reads in its entirety as: "Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any of the activities described and defined in subparagraphs (a) - (r) and (u) - (v) of Section 404 of the Not-for-Profit Corporation Law."

e. To amend paragraph 3 regarding the corporation's status under the N-PCL so that "Type B" is replaced with "charitable," and the paragraph reads in its entirety as: "The corporation is a corporation pursuant to subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and the corporation shall be a charitable corporation under Section 201 of the Not-for-Profit Corporation Law."

f. To amend paragraph 6 regarding the corporation's designation of the Secretary of State of the State of New York as the agent for service of

process and the post office address for the for purpose of service of process so that it reads in its entirety as: "The corporation designates the Secretary of State of the State of New York as its agent upon whom process against it may be served. The post office address to which the Secretary of State's Office shall mail a copy of any process served upon them is: c/o President, Catholic Health System, Inc., 144 Genesee Street, Buffalo, NY 14203."

g. To amend Paragraph 8 regarding dissolution to revise language defining and identifying the sole member's members and the religious sponsors so that it reads in its entirety as: "In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to the System, a member of the System, one or more of the not-for-profit affiliates of the System, and/or the religious sponsor(s) of the corporation, provided that such distributee(s) shall then qualify under Section 501(c)(3) and Section 509(a)(1), (2) or (3) of the Code, pursuant to a plan of distribution approved by the System, ratified by Franciscan Sisters of St. Joseph of Hamburg, New York, Inc. and The Diocese of Buffalo, N.Y. or their successors (collectively, the "System's Members"), and ratified by Franciscan Sisters of St. Joseph of Hamburg, New York, Inc. and The Diocese of Buffalo, N.Y. or their successors (collectively, the "Sponsoring Authority") as required by this Certificate, and subject to an order of a Justice of the Supreme Court of

the State of New York and subject to the right of the Attorney General of the State of New York to assert objections, if any, in the proceeding to obtain such order, including, but not limited to, objections on the ground that such a proposed distribution is not consistent with the governing law regarding the dissolution of not-for-profit corporations. If none of the distributees shall so qualify at the time of dissolution, then distribution shall be made to such other organization or organizations that are organized and operated exclusively for Catholic religious, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) and Section 509(a)(1), (2) or (3) of the Code, pursuant to a plan of distribution approved by the System and ratified by the System's Members and Sponsoring Authority as required by this Certificate, and subject to an order of a Justice of the Supreme Court of the State of New York and subject to the right of the Attorney General of the State of New York to assert objections, if any, in the proceeding to obtain such order, including, but not limited to, objections on the ground that such a proposed distribution is not consistent with the governing law regarding the dissolution of not-for-profit corporations. For the purpose of this paragraph, an "affiliate" shall mean any not-for-profit organization which controls, is controlled by, or is under common control with the corporation, and any other not-for-profit organization which expressly

and specifically includes among its purposes the benefit or support of the corporation or any of its corporate affiliates."

h. To omit subparagraph (o) of paragraph 9 regarding the reserved powers of the sole member.

i. To omit the following paragraph from paragraph 9 regarding the reserved powers of the sole member "With respect to the corporation's authority to operate a health care facility, the following powers are delegated exclusively to the System: approve strategic plans; approve capital budgets; approve operating budgets; approve debt; combine and centralize administrative and support functions; approve the submission of Certificate of Need applications; and such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate such facilities or provide such services, the activation or rescission by the corporation of the delegation of such decision-making authority to occur by resolution of the board of directors of the corporation setting forth the matters in respect of which the delegation of such decision-making authority is being activated or rescinded; provided, however, that a certified copy of any such resolution shall have been provided to the Department of Health prior to review of any such activation or rescission, and further provided that any amendment to this Certificate of Incorporation to rescind or limit the delegation of

such decision-making authority shall require the prior approval of the Public Health Council."

j. To omit the following language from the last paragraph of paragraph 9 regarding the reserved powers of the sole member: "; provided, however, that no such authority shall be accepted or exercised except pursuant to delegation pursuant to Section 701 of the Not-for-Profit Corporation Law and until all approvals required by law, including the prior approval of the Department of Health for such obligated group financings, shall have first been obtained".

k. To omit the following language from subparagraph (g) of paragraph 10 regarding the reserved powers of the sole member's members: "; provided that such right shall not permit the System's Members to exercise any governance authority held by the corporation under the applicable regulations unless the System's Members have received establishment approval from the Public Health Council of the State of New York".

l. To omit the following language from subparagraph (g) of paragraph 11 regarding the reserved powers of the religious sponsors of the Corporation: "; provided that such right shall not permit the Sponsoring Authority to exercise any governance authority held by the corporation under the applicable regulations unless the Sponsoring Authority has

received establishment approval from the Public Health Council of the State of New York".

6. 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 them is: c/o President, Catholic Health System, Inc., 144 Genesee Street, Buffalo, NY 14203.

7. The foregoing amendments to the Certificate of Incorporation were authorized by the written consent of the sole member of the Corporation.

IN WITNESS WHEREOF, This certificate has been signed this 10th day of January, 2025 by the undersigned.

Name: Leonardo Sette-Camara
Title: Secretary

Doc #12301386.4

Signature Page to the Certificate of Amendment of the Certificate of Incorporation of Nazareth Home of the Franciscan Sisters of the Immaculate Conception.

f060407000 465

DRAWDOWN
ACCT. # 01

RESTATED CERTIFICATE OF INCORPORATION OF NAZARETH HOME OF THE FRANCISCAN SISTERS OF THE IMMACULATE CONCEPTION

Under Section 805 of the Not-For-Profit Corporation Law

The undersigned, the Secretary of Nazareth Home of the Franciscan Sisters of the Immaculate Conception, does hereby certify:

1. The name of the corporation is Nazareth Home of the Franciscan Sisters of the Immaculate Conception.

2. Its Certificate of Incorporation was filed by the Department of State on September 26, 1950.

3. The Certificate of Incorporation as now in full force and effect is hereby amended to effect the following changes authorized in Section 801 of the Not-for-Profit Corporation Law:

(a) To amend paragraph (1) (regarding name) to delete the word "proposed";

(b) To amend paragraph (2) (regarding purposes) to modify the purposes;

(c) To delete paragraph (3) (regarding territory) and add new paragraph (3) (regarding the definition of the corporation under Section 102(a)(5) and the designation of type under Section 201 of the Not-for-Profit Corporation Law);

(d) To amend paragraph (4) (regarding office) to delete references to the city;

(e) To delete paragraph (5) (regarding number of directors) and add a new paragraph (5) (regarding member);

(f) To delete paragraph (6) (regarding member) and to add a new paragraph (6) (regarding service of process);

(g) To delete paragraph (7) (regarding Bylaws) and to add a new paragraph (7) (regarding regulation of conduct and affairs of the corporation);

(h) To delete paragraph (8) (regarding powers) and add a new paragraph (8) (regarding dissolution);

(i) To delete paragraph (9) (regarding powers) and to add a new paragraph (9) (regarding reserved powers);

(j) To omit paragraph (10) (regarding initial directors) and add a new paragraph (10) (regarding reserved powers); and

(k) To omit paragraph (11) (regarding subscribers) and add a new paragraph (11) (regarding reserved powers).

4. The Certificate of Incorporation, as heretofore amended, is hereby restated to read in its entirety as follows:

(1) The name of the corporation shall be Nazareth Home of the Franciscan Sisters of the Immaculate Conception.

(2) The purposes for which it is to be formed are as follows: The corporation is organized, and at all times shall be operated exclusively for charitable,

religious, scientific, or educational purposes. Consistent with the foregoing, the specific purposes of the corporation are as follows:

(a) Establish, organize, construct, acquire, equip, maintain, manage and operate a nursing, convalescent and rehabilitative facility for the care and treatment of the sick, invalid, infirm, disabled or convalescent persons in addition to lodging and board or health-related service and providing nursing care and health-related service to persons who are not occupants of the health care facility, and generally to serve such other purposes and provide all services and programs incidental to the operation of such a facility as defined in Article 28 of the New York Public Health Law.

(b) Establish, maintain, manage and operate various programs, functions and activities relating to health care, community awareness and staff enhancement, all in furtherance of the promotion of the physical and spiritual welfare of those individuals who utilize the resources of the corporation and of the community for which it is a part.

(c) Acquire any property, real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary for the construction, financing, refinancing or operation of the health care facility; and to secure the same by mortgage, pledge, or other lien, in furtherance of any or all of the objects of its business in connection with the health care facility.

The corporation shall support and enhance the efficiency of the health-related ministries of the corporation's member and corporations controlled by or connected with the corporation's member, by owning, leasing, managing and maintaining real estate, equipment and other property, and providing services to them.

The accomplishment of the purposes of the corporation must be promoted and conducted in a manner consistent with the Ethical and Religious Directives for Catholic Health Care Services adopted by the National Conference of Catholic Bishops, as amended from time to time and as implemented by the Bishop of Buffalo.

(3) The corporation is a corporation pursuant to subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and the corporation shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

(4) Its office is to be located in the County of Erie and State of New York.

(5) The sole member of the corporation shall be Catholic Health System, Inc. (the "System").

(6) The corporation designates the Secretary of State of the State of New York as its agent upon whom process against it may be served. The post office address to which the Secretary of State's Office shall mail a copy of any process served upon him is:

c/o President
Catholic Health System, Inc.
Corporate Office, Suite 300
Seton Professional Building
2121 Main Street
Buffalo, New York 14214

(7) The following provisions shall govern the regulation of and conduct of the affairs of the corporation:

To have and exercise any and all powers, rights and privileges which a corporation organized under the Not-for-Profit Corporation Law of the State of New York may now or hereafter have or exercise by law; provided, however, that:

(a) No part of the net earnings of the corporation shall inure to the benefit of any 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 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; except the corporation may make payments, distributions or donations for charitable, religious, educational and scientific purposes to organizations that are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and contributions to which are deductible under Section 170(c)(2) of the Code, including to the System or to any other such organization which is a subsidiary or member of the corporation or of the

System or is controlled by, under common control or connected with, the corporation or of the System solely for the tax exempt purposes of such affiliated corporation.

(b) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office; nor shall it engage in any transaction defined as "prohibited" under Section 503 of the Code.

(c) Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and by an organization, contributions to which are deductible under such Code.

(d) Upon the dissolution or liquidation of the corporation or the winding up of its affairs, whether voluntary, involuntary or by operation of law, none of the income, property or assets of the corporation shall ever be distributed to, or divided among, any officer, director, trustee, creator, organizer of or contributor to the corporation, nor ever be used for or inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Code.

(e) Notwithstanding any other provision of this certificate, if at any time or times the corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times:

(i) The corporation shall distribute all of its income for each taxable year and, if necessary, so much of its principal at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code;

(ii) The corporation shall not engage in any act of self-dealing , as defined in Section 4941(d) of the Code;

(iii) The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code;

(iv) The corporation shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; and

(v) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(f) Any references herein to any provision of the Code shall be deemed to mean such provision as now or hereafter existing, amended, or superseded, as the case may be.

(8) In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to the System, a member of the System, one or more of the not-for-profit affiliates of the

System, and/or the religious sponsor of the corporation, provided that such distributee(s) shall then qualify under Section 501(c)(3) and Section 509(a)(1), (2) or (3) of the Code, pursuant to a plan of distribution approved by the System, ratified by Ascension Health, Catholic Health East and The Diocese of Buffalo, N.Y. or their successors (collectively, the "System's Members"), and ratified by The Diocese of Buffalo, N.Y. (the "Sponsoring Authority") as required by this Certificate, and subject to an order of a Justice of the Supreme Court of the State of New York and subject to the right of the Attorney General of the State of New York to assert objections, if any, in the proceeding to obtain such order, including, but not limited to, objections on the ground that such a proposed distribution is not consistent with the governing law regarding the dissolution of not-for-profit corporations. If none of the distributees shall so qualify at the time of dissolution, then distribution shall be made to such other organization or organizations that are organized and operated exclusively for Catholic religious, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) and Section 509(a)(1), (2) or (3) of the Code, pursuant to a plan of distribution approved by the System and ratified by the System's Members and Sponsoring Authority as required by this Certificate, and subject to an order of a Justice of the Supreme Court of the State of New York and subject to the right of the Attorney General of the State of New York to assert objections, if any, in the proceeding to obtain such order, including, but not limited to, objections on the ground that such a proposed distribution is not consistent with the governing law regarding the

dissolution of not-for-profit corporations. For the purpose of this paragraph, an "affiliate" shall mean any not-for-profit organization which controls, is controlled by, or is under common control with the corporation, and any other not-for-profit organization which expressly and specifically includes among its purposes the benefit or support of the corporation or any of its corporate affiliates.

(9) In addition to all other rights and powers of membership prescribed by New York law, this Certificate of Incorporation, and/or the Bylaws of the corporation, the corporation hereby reserves to the System the following powers:

(a) To approve and interpret the statement of philosophy and mission established by the corporation and to require that the corporation operates in conformance with the corporation's philosophy and mission;

(b) To approve and amend the Certificate of Incorporation and Bylaws of the corporation;

(c) To approve any plan of merger, consolidation, or reorganization of the corporation;

(d) To approve any plan of dissolution of the corporation and the distribution of the assets of the corporation upon dissolution;

(e) To approve the establishment, merger, consolidation, reorganization, or dissolution of any organizational relationship of the corporation, including subsidiary corporations, partnerships, joint ventures, and like relationships;

(f) To appoint and remove, with or without cause, the directors of the corporation;

(g) To appoint and remove, with or without cause, the chief executive officer of the corporation;

(h) To appoint and remove, with or without cause, the Chairperson of the Board of Directors of the corporation;

(i) To approve any debt of the corporation in excess of an amount to be fixed from time to time by the System;

(j) To approve the capital and operating budgets of the corporation;

(k) To approve the strategic plan of the corporation;

(l) 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 System;

(m) To ratify settlements of litigation when such settlements exceed applicable insurance coverage or the amount of any applicable self-insurance fund;

(n) To combine and centralize administrative and support functions; and

(o) To approve the submission of Certificate of Need applications.

With respect to the corporation's authority to operate a health care facility, the following powers are delegated exclusively to the System: approve strategic plans; approve capital budgets; approve operating budgets; approve debt; combine and centralize administrative and support functions; approve the submission of Certificate of Need applications; and such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate such facilities or provide such services, the activation or rescission by the corporation of the delegation of such decision-making authority to occur by resolution of the board of directors of the corporation setting forth the matters in respect of which the delegation of such decision-making authority is being activated or rescinded; provided, however, that a certified copy of any such resolution shall have been provided to the Department of Health prior to review of any such activation or rescission, and further provided that any amendment to this Certificate of Incorporation to rescind or limit the delegation of such decision-making authority shall require the prior approval of the Public Health Council.

For these purposes, the power to approve includes the power to initiate action without a prior recommendation from another body or entity and the power to reject a recommended action and return the matter to the recommending body or entity with reasons for the rejection and/or suggested changes. The power to ratify means that action approved by another body or entity shall be accepted or rejected without implementing an alternative.

The corporation shall have the power to enter into a master trust indenture or similar instrument as a member of a group wherein each member is jointly and severally liable for the debts and obligations of the group and each member thereof pursuant to the terms of such indenture or instrument, for the purpose of securing capital and other financing on favorable terms, and to exercise and comply with all terms and conditions of such indenture or other instrument. In order to effectuate such power and purpose, the corporation may delegate to the System, pursuant to Section 701 of the Not-for-Profit Corporation Law, authority on behalf of the corporation to accept, utilize, transfer and share in the assets, revenue and income of the corporation and to maintain a single, consolidated set of books and financial records as necessary to carry out the obligations of the corporation pursuant to such master trust indenture or similar instruments; provided, however, that no such authority shall be accepted or exercised except pursuant to delegation pursuant to Section 701 of the Not-for-Profit Corporation Law and until all approvals required by law, including the prior approval of the Department of Health for such obligated group financings, shall have first been obtained.

(10) The corporation hereby reserves to the System's Members the following powers:

(a) To ratify the statement of philosophy and mission established by the corporation and to require that the corporation operates in conformance with the corporation's philosophy and mission;

(b) To ratify the Certificate of Incorporation and Bylaws of the corporation and any amendments relating to key provisions identified by a policy determined by the System's Members;

(c) To ratify any plan of merger, consolidation, or reorganization of the corporation, if the amount involved exceeds a threshold to be established from time to time by the System's Members;

(d) To ratify any plan of dissolution of the corporation and the distribution of the assets of the corporation upon dissolution, if the amount involved exceeds a threshold to be established from time to time by the System's Members;

(e) To ratify the establishment, merger, consolidation, reorganization, or dissolution of any organizational relationship of the corporation, including subsidiary corporations, partnerships, joint ventures, and like relationships, if the amount involved exceeds a threshold to be established from time to time by the System's Members;

(f) To ratify any debt of the corporation if the amount involved exceeds a threshold to be established from time to time by the System's Members, except for any debt necessary to finance the cost of compliance with operational or physical plant standards required by applicable law; and

(g) To ratify the sale, acquisition, lease, transfer, mortgage, pledge or other alienation of real or personal property of the corporation if

the amount involved exceeds a threshold established from time to time by the System's Members; provided that such right shall not permit the System's Members to exercise any governance authority held by the corporation under the applicable regulations unless the System's Members have received establishment approval from the Public Health Council of the State of New York.

The foregoing reserved powers shall be exercised by unanimous action of the System's Members, except that the concurring action of any two of the System's Members shall suffice to provide the ratification described in paragraphs (d) and (g) above. For these purposes, the power to ratify means that action approved by another body or entity shall be accepted or rejected without implementing an alternative.

(11) The corporation hereby reserves to the Sponsoring Authority, which is the religious sponsor of the corporation, the following powers:

(a) To approve and interpret the statement of philosophy and mission established by the corporation and to require that the corporation operates in conformance with the corporation's philosophy and mission;

(b) To approve any provisions of the corporation's Certificate of Incorporation and Bylaws which designate the purposes of the corporation, the religious sponsor(s) of the corporation and/or provide for reserved powers and any amendments thereto;

(c) To ratify any plan of merger, consolidation, or reorganization of the corporation, if the transaction involves an alienation in excess of an amount established from time to time by the Sponsoring Authority;

(d) To ratify any plan of dissolution of the corporation and the distribution of the assets of the corporation upon dissolution, if the transaction involves an alienation in excess of an amount established from time to time by the Sponsoring Authority;

(e) To ratify the establishment, merger, consolidation, reorganization, or dissolution of any organizational relationship of the corporation, including subsidiary corporations, partnerships, joint ventures and like relationships, if the transaction involves an alienation in excess of an amount established from time to time by the Sponsoring Authority;

(f) To ratify any debt of the corporation, if the transaction involves an alienation in excess of an amount established from time to time by the Sponsoring Authority, except for any debt necessary to finance the cost of compliance with operational or physical plant standards required by applicable law; and

(g) To ratify the sale, acquisition, lease, transfer, mortgage, pledge or other alienation of real or personal property of the corporation if the transaction involves an alienation in excess of an amount established from time to time by the Sponsoring Authority; provided that such right shall not permit the Sponsoring Authority to exercise any governance authority held by the corporation under the applicable regulations unless the Sponsoring Authority has received establishment approval from the Public Health Council of the State of New York.

For these purposes, the power to approve includes the power to initiate action without a prior recommendation from another body or entity and the power to

reject a recommended action and return the matter to the recommending body or entity with reasons for the rejection and/or suggested changes. The power to ratify means that action approved by another body or entity shall be accepted or rejected without implementing an alternative.

5. The amendments and restatement of the Certificate of Incorporation were authorized by written consent of the sole member of the corporation.

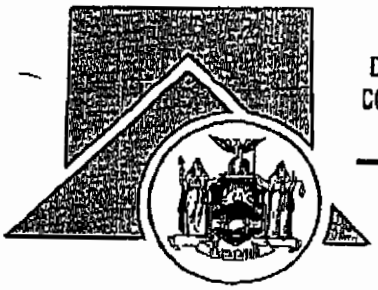
IN WITNESS WHEREOF, the undersigned has made and signed this certificate this 31st day of March, 2005.

Joseph D. McDonald, Secretary

BFLO Doc. # 1447193.2

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.

ASSISTANT ATTORNEY GENERAL 3-29-06 DATE



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

PUBLIC HEALTH COUNCIL

October 6, 2005

Mr. Keith Kinnally, Principal
Kinnally Associates, Inc.
22 East 8th Street, Apt. 2B
New York, New York 10003

Re: Restated Certificate of Incorporation of Nazareth Home of the Franciscan Sisters of the Immaculate Conception

Dear Mr. Kinnally:

AFTER INQUIRY and INVESTIGATION, and in accordance with action taken at a meeting of the Public Health Council held on the 30th day of September, 2005, I hereby certify that the Public Health Council consents to the filing of the Restated Certificate of Incorporation of Nazareth Home of the Franciscan Sisters of the Immaculate Conception, dated March 31, 2005.

Sincerely,

Donna Peterson

Donna W. Peterson
Executive Secretary

/md

I, Diane Y. Devlin, a Justice of the Supreme Court of the State of New York, in and for the Eighth Judicial District, in which the office of Nazareth Home of the Franciscan Sisters of the Immaculate Conception is located, do hereby approve the foregoing Restated Certificate of Incorporation of such Corporation and consent that it be filed.

GRANTED

APR 04 2006

GREGORY JOSEPH
COURT CLERK

Justice of the Supreme Court
of the State of New York
HON. DIANE Y. DEVLIN, J.S.C.

Dated: April 4, 2006
Buffalo, New York

BFLO Doc. # 1561684.1

CERTIFICATION

OF THE

MEMBER RESOLUTIONS REGARDING

NAZARETH HOME
OF THE FRANCISCAN SISTERS OF THE IMMACULATE CONCEPTION

The undersigned Secretary of Catholic Health System, Inc., a New York not-for-profit corporation (the "Corporation"), which Corporation is the sole corporate member of Nazareth Home of the Franciscan Sisters of the Immaculate Conception, a New York not-for-profit corporation ("Nazareth Home"), hereby certifies that attached hereto as Exhibit A is a true, complete and correct copy of the resolutions duly adopted by the Board of Directors of the Corporation, on behalf of the Corporation as the sole corporate member of Nazareth Home, in accordance with law, at a meeting duly called and held the 12th day of December, 2024, which resolutions are in full force and effect and have not been modified or amended.

IN WITNESS WHEREOF, the undersigned has executed this Certification this 14th day of February, 2025.

Leonardo Sette-Camara, Secretary

Doc #12441734.1

Exhibit A
Resolutions

(Follow this Page)

PROPOSED RESOLUTIONS FOR
THE
BOARD OF DIRECTORS OF
CATHOLIC HEALTH SYSTEM, INC.
REGARDING NAZARETH HOME

WHEREAS, Catholic Health System, Inc. ("Catholic Health") is the sole corporate member of Nazareth Home of the Franciscan Sisters of the Immaculate Conception ("Nazareth Home"); and

WHEREAS, as Nazareth Home no longer operates as a skilled nursing facility or provides a health-related service as such term is defined under Article 28 of the New York Public Health Law and intends to provide professional employer organization services to support Catholic Health and its subsidiaries and affiliates, Nazareth Home wishes to amend its certificate of incorporation and bylaws to omit references to the provision of health-related services or operation of a healthcare facility and to bring such documents current with the New York Not-for-Profit Corporation Law; and

WHEREAS, pursuant to subparagraph (b) of paragraph 9 of the restated certificate of incorporation of Nazareth Home filed on April 7, 2006 (the "Certificate of Incorporation") and Section 1(b) of Article II of the amended and restated bylaws of Nazareth Home dated as of April 10, 2006, as amended (the "Bylaws"), Catholic Health has the reserved power to, among other matters, approve and amend the Certificate of Incorporation and Bylaws of Nazareth Home; and

WHEREAS, the Board of Directors of Catholic Health (the "Board") has reviewed the proposed certificate of amendment to the certificate of incorporation (the "Certificate of Amendment") and amended and restated bylaws ("Amended and Restated Bylaws") of Nazareth Home, attached hereto as **Exhibits A and B**, respectively; and

WHEREAS, the Board believes it to be in the best interest of Catholic Health, on behalf of Catholic Health in its capacity as the sole corporate member of Nazareth Home, to approve the matters set forth herein in connection with the Certificate of Amendment and Amended and Restated Bylaws, and desires to recommend to Catholic Health's corporate members and religious sponsors (the "Corporate Members and Religious Sponsors") as applicable, to ratify and approve the Certificate of Amendment and Amended and Restated Bylaws.

NOW, THEREFORE, BE IT

RESOLVED, that, the Board hereby approves, on behalf of Catholic Health in its capacity as the sole corporate member of Nazareth Home, the Certificate of Amendment, and hereby authorizes that the Certificate of Amendment be executed by an officer of Nazareth Home and submitted for filing with the New York State Department of State (the "NYSDOS") upon the approval and/or ratification, as necessary, of the Corporate Members and Religious Sponsors, to be effective upon filing with the NYSDOS; and be it further

RESOLVED, that, the Board hereby approves, on behalf of Catholic Health in its capacity as the sole corporate member of Nazareth Home, the Amended and Restated Bylaws, to be effective upon the approval and/or ratification, as necessary, of the Corporate Members and Religious Sponsors; and be it further

RESOLVED, that any officer of Nazareth Home or Catholic Health, as appropriate, be, and each of them hereby is, authorized and directed to execute any and all documents necessary to effectuate the foregoing resolutions and take any and all actions necessary to effectuate the foregoing resolutions, including, but not limited to, upon approval of the Corporate Members and Religious Sponsors, executing and delivering the Certificate of Amendment to any necessary governmental or regulatory agencies for consent and upon receipt of all necessary consents, deliver and file the Certificate of Amendment with the NYSDOS; and be it further

RESOLVED, that any officer of Nazareth Home or Catholic Health, as appropriate, be, and each of them hereby is, authorized and directed to deliver the Amended and Restated Bylaws and the Certificate of Amendment to any other contractual parties as may be necessary or advisable; and it is further

RESOLVED, that the Amended and Restated Bylaws, the Certificate of Amendment or any other documents deemed to be necessary or appropriate in connection with the matters set forth in the foregoing resolutions shall be in such form and content as any officer of Nazareth Home or Catholic Health, as appropriate, executing or authorizing same shall approve, his or her approval to be conclusively evidenced by his or her execution thereof; and it is further

RESOLVED, that should any governmental or regulatory agency require modifications of the Certificate of Amendment or Amended and Restated Bylaws, or should any non-substantive or other modifications to the Certificate of Amendment or Amended and Restated Bylaws be required or deemed advisable, any officer of Nazareth Home or Catholic Health, as appropriate, be, and each of them acting alone is, hereby authorized to approve or reject such modifications in their sole discretion, and shall report such action to the Board and Corporate Members and Religious Sponsors; and be it further

RESOLVED, that any officer of Nazareth Home or Catholic Health, as appropriate, be, and each of them hereby is, authorized to take all such further action, as any such officer may deem necessary, proper, convenient, or desirable in order to carry out each of the foregoing resolutions and fully effectuate the purposes and intents thereof, including, without limitation, delivering these resolutions to the Corporate Members and Religious Sponsors for approval and ratification, as applicable, and that all actions taken by any officer of Nazareth Home or Catholic Health to date, in connection with the foregoing resolutions are hereby in all respects confirmed, ratified, and approved.

These resolutions shall be continuously available for inspection by the general public during normal business hours at the offices of Nazareth Home located at the Catholic Health Administrative Regional Training Center, 144 Genesee Street, Buffalo, New York 14203.

These resolutions shall take effect immediately.

Dated: December 12, 2024

Doc #12321668.2

Exhibit A

Certificate of Amendment of the Certificate of Incorporation of Nazareth Home

(Follows this Page)

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

NAZARETH HOME OF THE FRANCISCAN SISTERS OF THE IMMACULATE CONCEPTION

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

1. The name of the corporation is Nazareth Home of the Franciscan Sisters of the Immaculate Conception (the "Corporation").

2. The certificate of incorporation of the Corporation (the "Certificate of Incorporation") was filed by the Department of State on September 26, 1950.

3. The Corporation was formed pursuant to Section 402 of the Not-for-Profit Corporation Law (the "N-PCL").

4. The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the N-PCL and is a charitable corporation under section 201 of the N-PCL.

5. The Certificate of Incorporation as now in full force and effect is hereby amended as follows:

    a. To omit subparagraph (a) of paragraph 2 regarding the Corporation's purposes.

    b. To amend subparagraph (c) of paragraph 2 regarding the Corporation's purposes so that each instance of "health care facility" is replaced with

"corporation," and the subparagraph reads in its entirety as: "Acquire any property, real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary for the construction, financing, refinancing or operation of the corporation; and to secure the same by mortgage, pledge, or other lien, in furtherance of any or all of the objects of its business in connection with the corporation."

c. To renumber subparagraphs (b) and (c) of paragraph 2 regarding the Corporation's purposes as subparagraphs (a) and (b), respectively.

d. To add a new subparagraph (c) of paragraph 2 regarding the Corporation's purposes which reads in its entirety as: "Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any of the activities described and defined in subparagraphs (a) - (r) and (u) - (v) of Section 404 of the Not-for-Profit Corporation Law."

e. To amend paragraph 3 regarding the corporation's status under the N-PCL so that "Type B" is replaced with "charitable," and the paragraph reads in its entirety as: "The corporation is a corporation pursuant to subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and the corporation shall be a charitable corporation under Section 201 of the Not-for-Profit Corporation Law."

f. To amend paragraph 6 regarding the corporation's designation of the Secretary of State of the State of New York as the agent for service of

process and the post office address for the for purpose of service of process so that it reads in its entirety as: "The corporation designates the Secretary of State of the State of New York as its agent upon whom process against it may be served. The post office address to which the Secretary of State's Office shall mail a copy of any process served upon them is: c/o President, Catholic Health System, Inc., 144 Genesee Street, Buffalo, NY 14203."

g. To amend Paragraph 8 regarding dissolution to revise language defining and identifying the sole member's members and the religious sponsors so that it reads in its entirety as: "In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to the System, a member of the System, one or more of the not-for-profit affiliates of the System, and/or the religious sponsor(s) of the corporation, provided that such distributee(s) shall then qualify under Section 501(c)(3) and Section 509(a)(1), (2) or (3) of the Code, pursuant to a plan of distribution approved by the System, ratified by Franciscan Sisters of St. Joseph of Hamburg, New York, Inc. and The Diocese of Buffalo, N.Y. or their successors (collectively, the "System's Members"), and ratified by Franciscan Sisters of St. Joseph of Hamburg, New York, Inc. and The Diocese of Buffalo, N.Y. or their successors (collectively, the "Sponsoring Authority") as required by this Certificate, and subject to an order of a Justice of the Supreme Court of

the State of New York and subject to the right of the Attorney General of the State of New York to assert objections, if any, in the proceeding to obtain such order, including, but not limited to, objections on the ground that such a proposed distribution is not consistent with the governing law regarding the dissolution of not-for-profit corporations. If none of the distributees shall so qualify at the time of dissolution, then distribution shall be made to such other organization or organizations that are organized and operated exclusively for Catholic religious, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) and Section 509(a)(1), (2) or (3) of the Code, pursuant to a plan of distribution approved by the System and ratified by the System's Members and Sponsoring Authority as required by this Certificate, and subject to an order of a Justice of the Supreme Court of the State of New York and subject to the right of the Attorney General of the State of New York to assert objections, if any, in the proceeding to obtain such order, including, but not limited to, objections on the ground that such a proposed distribution is not consistent with the governing law regarding the dissolution of not-for-profit corporations. For the purpose of this paragraph, an "affiliate" shall mean any not-for-profit organization which controls, is controlled by, or is under common control with the corporation, and any other not-for-profit organization which expressly

and specifically includes among its purposes the benefit or support of the corporation or any of its corporate affiliates."

h. To omit subparagraph (o) of paragraph 9 regarding the reserved powers of the sole member.

i. To omit the following paragraph from paragraph 9 regarding the reserved powers of the sole member "With respect to the corporation's authority to operate a health care facility, the following powers are delegated exclusively to the System: approve strategic plans; approve capital budgets; approve operating budgets; approve debt; combine and centralize administrative and support functions; approve the submission of Certificate of Need applications; and such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate such facilities or provide such services, the activation or rescission by the corporation of the delegation of such decision-making authority to occur by resolution of the board of directors of the corporation setting forth the matters in respect of which the delegation of such decision-making authority is being activated or rescinded; provided, however, that a certified copy of any such resolution shall have been provided to the Department of Health prior to review of any such activation or rescission, and further provided that any amendment to this Certificate of Incorporation to rescind or limit the delegation of

such decision-making authority shall require the prior approval of the Public Health Council."

j. To omit the following language from the last paragraph of paragraph 9 regarding the reserved powers of the sole member: "; provided, however, that no such authority shall be accepted or exercised except pursuant to delegation pursuant to Section 701 of the Not-for-Profit Corporation Law and until all approvals required by law, including the prior approval of the Department of Health for such obligated group financings, shall have first been obtained".

k. To omit the following language from subparagraph (g) of paragraph 10 regarding the reserved powers of the sole member's members: "; provided that such right shall not permit the System's Members to exercise any governance authority held by the corporation under the applicable regulations unless the System's Members have received establishment approval from the Public Health Council of the State of New York".

l. To omit the following language from subparagraph (g) of paragraph 11 regarding the reserved powers of the religious sponsors of the Corporation: "; provided that such right shall not permit the Sponsoring Authority to exercise any governance authority held by the corporation under the applicable regulations unless the Sponsoring Authority has

received establishment approval from the Public Health Council of the State of New York".

6. 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 them is: c/o President, Catholic Health System, Inc., 144 Genesee Street, Buffalo, NY 14203.

7. The foregoing amendments to the Certificate of Incorporation were authorized by the written consent of the sole member of the Corporation.

IN WITNESS WHEREOF, This certificate has been signed this ___ day of January, 2025 by the undersigned.

_____

Name: Leonardo Sette-Camara
Title: Secretary

Doc #12301386.4

Signature Page to the Certificate of Amendment of the Certificate of Incorporation of Nazareth Home of the Franciscan Sisters of the Immaculate Conception.

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

NAZARETH HOME OF THE FRANCISCAN SISTERS OF THE IMMACULATE CONCEPTION

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

Phillips Lytle LLP
One Canalside
125 Main Street
Buffalo, New York 14203

Exhibit B

Amended and Restated Bylaws of Nazareth Home

(Follows this Page)

AMENDED AND RESTATED BYLAWS

OF

NAZARETH HOME OF THE FRANCISCAN SISTERS OF
THE IMMACULATE CONCEPTION

Effective as of December 12, 2024

AMENDED AND RESTATED BYLAWS
OF
NAZARETH HOME OF THE FRANCISCAN SISTERS OF
THE IMMACULATE CONCEPTION

TABLE OF CONTENTS

Page

ARTICLE I - MEMBERSHIP 1
Section 1. Name and Type. 1
Section 2. Composition of Membership. 1
Section 3. Withdrawal. 1
Section 4. Compensation. 1
Section 5. Annual Meeting of Corporation. 1
Section 6. Purposes. 2
Section 7. Annual Report. 2
Section 8. Action by the Sole Member. 2
Section 9. Electronic Communication. 3

ARTICLE II - RESERVED POWERS 3
Section 1. Of the System. 3
Section 2. Of the System's Members. 5
Section 3. Of the Sponsoring Authorities. 7

ARTICLE III - BOARD OF DIRECTORS 8
Section 1. Duties. 8
Section 2. Composition of Board. 9
Section 3. Appointment and Term of Directors. 9
Section 4. Regular Meetings of the Board. 10
Section 5. Special Meetings of the Board. 10
Section 6. Notice of Meetings; Waiver of Notice. 11
Section 7. Quorum of Directors 12
Section 8. Action by the Board; Action Without a Meeting. 12
Section 9. Meeting by Conference Telephone or Electronic Video Screen Communication. 13
Section 10. Vacancies and Newly Created Directorships. 13
Section 11. Removal of Directors 13
Section 12. Resignation 14
Section 13. Attendance at Meetings. 14
Section 14. Compensation. 14
Section 15. Audit Oversight. 15

ARTICLE IV - OFFICERS 15
Section 1. Designation, Election and Removal of Officers. 15
Section 2. Chairperson. 17
Section 3. Vice-Chairperson 17
Section 4. Treasurer. 17

Section 5. Secretary. 18
Section 6. President....18
Section 7. Other Administrative Officers....19
Section 8. Compensation....19

ARTICLE V - COMMITTEES 20
Section 1. General....20
Section 2. Composition and Appointment. 21
Section 3. Vacancies. 21
Section 4. Removal. 22
Section 5. Committees of the Board. 22
Section 6. Committees of the Corporation. 23

ARTICLE VI - AUXILIARIES....23

ARTICLE VII - INDEMNIFICATION AND INSURANCE 23

ARTICLE VIII - GENERAL PROVISIONS....24
Section 1. Fiscal Year. 24
Section 2. Electronic Signatures. 24

ARTICLE IX - CORPORATE SEAL....25

ARTICLE X - RULES, REGULATIONS, POLICIES AND AMENDMENTS 25
Section 1. Rules, Regulations and Policies. 25
Section 2. Bylaw Amendments. 26

AMENDED AND RESTATED BYLAWS
OF
NAZARETH HOME OF THE FRANCISCAN SISTERS OF
THE IMMACULATE CONCEPTION

ARTICLE I - MEMBERSHIP

Section 1. Name and Type.

Nazareth Home of the Franciscan Sisters of the Immaculate Conception (hereinafter called the "Corporation") is a charitable corporation within the meaning of the New York Not-for-Profit Corporation Law (as amended from time to time, the "NPCL").

Section 2. Composition of Membership.

The sole member of the Corporation shall be Catholic Health System, Inc. (the "System" or the "Member").

Section 3. Withdrawal.

The System may withdraw from membership in the Corporation at any time by notice in writing to the chairperson of the board of directors of the Corporation (the "Board") or the secretary. The consent of the Corporation to a withdrawal shall not be necessary.

Section 4. Compensation.

The System shall not receive compensation for serving in its capacity as Member of the Corporation, but it may be reimbursed for any reasonable expenses incurred on behalf of the Corporation.

Section 5. Annual Meeting of Corporation.

The System shall hold an annual meeting of the Corporation on or before June 30 of each year at the principal office of the Corporation or at such other location and at a convenient date and time as designated by the System and stated in the notice of meeting. At the annual meeting,

the System shall appoint directors, receive the annual report, and transact such other business as may properly come before the meeting.

Section 6. Purposes.

The purposes of the Corporation shall be those set forth in the Certificate of Incorporation of the Corporation, as amended from time to time. The Corporation shall perpetuate and strengthen the Catholic health ministry in Western New York and shall in all respects adhere to and be governed by the Ethical and Religious Directives for Catholic Health Care Services adopted by the National Conference of Catholic Bishops, as amended from time to time and as implemented by the Bishop of Buffalo, if applicable.

Section 7. Annual Report.

At the annual meeting of the Member of the Corporation, the Chairperson and the Treasurer of the Corporation on behalf of the Board shall present an annual report prepared in accordance with the provisions of NPCL. The annual report shall be filed with the minutes of the annual meeting.

Section 8. Action by the Sole Member.

Any action required or permitted to be taken by the System in its capacity as the Member under applicable law or the Certificate of Incorporation or these bylaws of the Corporation (the "Bylaws") shall be taken by the System through written consent to such action. The written consent of the System shall be given and evidenced by a resolution of its Board of Directors or Executive Committee, signed by an officer of the System, following action by the System's Board of Directors or Executive Committee in accordance with the System's Certificate of Incorporation, Bylaws, policies and procedures.

Section 9. Electronic Communication.

The Board may, in its sole discretion, determine that the meetings of the Member be held solely by means of electronic communication. If the Board, in its sole discretion, determines that the annual meeting of the Member or any special meeting of the Member be held solely by means of electronic communication, the platform or service of such meeting shall be the place of the meeting. If the meeting is to be held at a physical location, the Board may, in its sole discretion, authorize those not physically present, in person or by proxy, at such meeting to participate in the proceedings of such meeting and/or vote or grant proxies with respect to matters submitted to the Member at such meeting by means of electronic communication. Participation by such means shall constitute presence in person at a meeting.

ARTICLE II - RESERVED POWERS

Section 1. Of the System.

The following powers have been reserved to the System in the Corporation's Certificate of Incorporation:

(a) To approve and interpret the statement of philosophy and mission established by the Corporation and to require that the Corporation operates in conformance with the Corporation's philosophy and mission;

(b) To approve and amend the Certificate of Incorporation and Bylaws of the Corporation;

(c) To approve any plan of merger, consolidation, or reorganization of the Corporation;

(d) To approve any plan of dissolution of the Corporation and the distribution of the assets of the Corporation upon dissolution;

(e) To approve the establishment, merger, consolidation, reorganization, or dissolution of any organizational relationship of the Corporation, including subsidiary corporations, partnerships, joint ventures, and like relationships;

(f) To appoint and remove, with or without cause, the directors of the Corporation;

(g) To appoint and remove, with or without cause, the chief executive officer of the Corporation;

(h) To appoint and remove, with or without cause, the Chairperson of the Board of Directors of the Corporation;

(i) To approve any debt of the Corporation in excess of an amount to be fixed from time to time by the System;

(j) To approve the capital and operating budgets of the Corporation;

(k) To approve the strategic plan of the Corporation;

(l) 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 System;

(m) To ratify settlements of litigation when such settlements exceed applicable insurance coverage or the amount of any applicable self-insurance fund; and

(n) To combine and centralize administrative and support functions.

For these purposes, the power to approve includes the power to initiate action without a prior recommendation from another body or entity and the power to reject a recommended action and return the matter to the recommending body or entity with reasons for the rejection and/or suggested changes. The power to ratify means that action approved by another body or entity shall be accepted or rejected without implementing an alternative.

The Corporation shall have the power to enter into a master trust indenture or similar instrument as a member of a group wherein each member is jointly and severally liable for the debts and obligations of the group and each member thereof pursuant to the terms of such indenture or instrument, for the purpose of securing capital and other financing on favorable terms, and to exercise and comply with all terms and conditions of such indenture or other instrument. In order to effectuate such power and purpose, the Corporation may delegate to the System, pursuant to Section 701 of the Not-for-Profit Corporation Law, authority on behalf of the Corporation to accept, utilize, transfer and share in the assets, revenue and income of the Corporation and to maintain a single, consolidated set of books and financial records as necessary to carry out the obligations of the Corporation pursuant to such master trust indenture or similar instruments; provided, however, that no such authority shall be accepted or exercised except pursuant to delegation pursuant to Section 701 of the Not-for-Profit Corporation Law and until all approvals required by law shall have first been obtained.

Section 2. Of the System's Members.

The following powers have been reserved to Franciscan Sisters of St. Joseph of Hamburg, New York, Inc. and The Diocese of Buffalo, N.Y., which are the members of the System, or their successors (collectively, the "System's Members"), in the Corporation's Certificate of Incorporation:

(a) To ratify the statement of philosophy and mission established by the Corporation and to require that the Corporation operates in conformance with the Corporation's philosophy and mission;

(b) To ratify the Certificate of Incorporation and Bylaws of the Corporation and any amendments relating to key provisions identified by a policy determined by the System's Members;

(c) To ratify any plan of merger, consolidation, or reorganization of the Corporation, if the amount involved exceeds a threshold to be established from time to time by the System's Members;

(d) To ratify any plan of dissolution of the Corporation and the distribution of the assets of the Corporation upon dissolution, if the amount involved exceeds a threshold to be established from time to time by the System's Members;

(e) To ratify the establishment, merger, consolidation, reorganization, or dissolution of any organizational relationship of the Corporation, including subsidiary corporations, partnerships, joint ventures, and like relationships, if the amount involved exceeds a threshold to be established from time to time by the System's Members;

(f) To ratify any debt of the Corporation if the amount involved exceeds a threshold to be established from time to time by the System's Members, except for any debt necessary to finance the cost of compliance with operational or physical plant standards required by applicable law; and

(g) To ratify the sale, acquisition, lease, transfer, mortgage, pledge or other alienation of real or personal property of the Corporation if the amount involved exceeds a threshold established from time to time by the System's Members; provided that such right shall not permit the System's Members to exercise any governance authority held by the Corporation under the applicable law or regulations.

The foregoing reserved powers shall be exercised by unanimous action of the System's Members, except that the concurring action of any two of the System's Members shall suffice to provide the ratification described in paragraphs (d) and (g) above. For these purposes, the power to ratify means that action approved by another body or entity shall be accepted or rejected without implementing an alternative.

Section 3. Of the Sponsoring Authorities.

The following powers have been reserved to Franciscan Sisters of St. Joseph of Hamburg, New York, Inc. and The Diocese of Buffalo, N.Y., or their successors (collectively, the "Sponsoring Authorities"), which are the religious sponsors of the Corporation, in the Corporation's Certificate of Incorporation:

(a) To approve and interpret the statement of philosophy and mission established by the Corporation and to require that the Corporation operates in conformance with the Corporation's philosophy and mission;

(b) To approve any provisions of the Corporation's Certificate of Incorporation and Bylaws which designate the purposes of the Corporation, the religious sponsor(s) of the Corporation and/or provide for reserved powers and any amendments thereto;

(c) To ratify any plan of merger, consolidation, or reorganization of the Corporation, if the transaction involves an alienation in excess of an amount established from time to time by the Sponsoring Authorities;

(d) To ratify any plan of dissolution of the Corporation and the distribution of the assets of the Corporation upon dissolution, if the transaction involves an alienation in excess of an amount established from time to time by the Sponsoring Authorities;

(e) To ratify the establishment, merger, consolidation, reorganization, or dissolution of any organizational relationship of the Corporation, including subsidiary corporations, partnerships, joint ventures and like relationships, if the transaction involves an alienation in excess of an amount established from time to time by the Sponsoring Authorities;

(f) To ratify any debt of the Corporation, if the transaction involves an alienation in excess of an amount established from time to time by the Sponsoring Authorities, except for any debt necessary to finance the cost of compliance with operational or physical plant standards required by applicable law; and

(g) To ratify the sale, acquisition, lease, transfer, mortgage, pledge, or other alienation of real or personal property of the Corporation if the transaction involves an alienation in excess of an amount established from time to time by the Sponsoring Authorities; provided that such right shall not permit the Sponsoring Authorities to exercise any governance authority held by the Corporation under the applicable law and regulations.

For these purposes, the power to approve includes the power to initiate action without a prior recommendation from another body or entity and the power to reject a recommended action and return the matter to the recommending body or entity with reasons for the rejection and/or suggested changes. The power to ratify means that action approved by another body or entity shall be accepted or rejected without implementing an alternative.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Duties.

(a) Except as expressly reserved to the System, the System's Members, or the Sponsoring Authorities in the Certificate of Incorporation or in Article III of these Bylaws, as amended from time to time, all the affairs, property, business and policies of the Corporation shall

be under the charge, control and direction of the Board. Each person serving as a member of the Board is herein referred to as "director."

Section 2. Composition of Board.

(a) The number of the directors of the Corporation shall be comprised of a total of not less than three (3) nor more than thirty-five (35) voting directors and shall be fixed by the System from time to time. The Board shall consist of the following:

(1) The chief executive officer of the System shall serve, ex officio, as a voting director of the Corporation.

(2) Up to two officers of the System or the System's designees as appointed by the board of directors of the System shall serve, ex officio, as a voting director of the Corporation.

(3) The President of the Corporation shall serve, ex officio, as a nonvoting director of the Corporation.

(4) At least one (1) member or representative of each of the Sponsoring Authorities shall serve, each as a voting director of the Corporation.

(5) The remaining number of voting directors shall be appointed by the System.

(b) For purposes of any quorum or voting requirements, to the extent any voting director holds more than one position from which his or her directorship derives, such director will be counted as one.

Section 3. Appointment and Term of Directors.

(a) The voting directors of the Corporation described in Section 2(a)(1) of this Article III shall be appointed by the System.

(b) Appointed directors shall be divided into three (3) approximately equal classes and shall be appointed on a rotating basis by the System at the annual meeting of the Corporation. All

directors elected by the System at the annual meeting of the Corporation shall succeed the incumbent directors whose terms of office expire that year and shall serve for a term of three (3) years and until their successors are duly elected and qualified, except that a director may be appointed to a term of less than three (3) years if necessary for the purpose of maintaining approximately equal class sizes.

(c) Except as provided below, no appointed director who has served on the Board for two (2) consecutive three (3) year terms shall be eligible for re-election until one (1) year after the end of his or her third term. The directors appointed in accordance with Section 2(a)(4) of this Article III shall not be subject to any term limitations and shall serve until their successors are appointed. Appointment for a term of less than three (3) years, or to fill a vacancy for less than three (3) years, shall not be counted as service for a three-year term for this purpose.

(d) The ex-officio directors of the Corporation shall serve on the Board as long as they hold the respective positions from which their directorships derive.

Section 4. Regular Meetings of the Board.

The Board shall hold regular meetings at the principal office of the Corporation or at such other locations as the Board shall determine. Notice of each regular meeting shall be mailed, sent by facsimile, by electronic mail or personally delivered to each director at least seven (7) days before the meeting and shall set forth the time and place thereof.

Section 5. Special Meetings of the Board.

Special meetings may be called at any time by the Chairperson, the President or the Secretary, and shall be called by the Chairperson or the Secretary within fourteen (14) days after receipt of a written request from the System or from any three (3) directors. Notice of special meetings shall be given in person, by telephone, by facsimile, by electronic mail or by mail to each

director at least one (1) day before the date of such special meeting. The notice shall state the business for which the special meeting has been called. Special meetings shall be held at the principal office of the Corporation or such other locations as designated in the notice.

Section 6. Notice of Meetings; Waiver of Notice.

(a) If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the director at his or her address as it appears in the record of directors or to such other address as the director may specify to the Secretary of the Corporation in writing from time to time. If sent by facsimile, notice is given when the sender transmits it to the director's facsimile number as it appears in the record of directors or to such other facsimile number as the director may specify to the Secretary of the Corporation. If sent electronically, notice is given when the sender transmits it to the director's electronic address as it appears in the record of directors or to such other address as the director may specify to the Secretary of the Corporation. If personally by telephone, notice is given when the sender speaks with the director directly or leaves the director a message in a voice mail box or with another person at the telephone number as it appears in the record of directors or such other telephone number as the director may specify to the Secretary of the Corporation.

(b) Notice of any meeting of the Board or any committee thereof need not be given to any director who submits a waiver of notice either before or after the meeting. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The attendance of

any director at a meeting of the Board or any committee thereof without protesting prior thereto or at its commencement the lack of notice to him or her shall constitute a waiver of notice.

Section 7. Quorum of Directors.

(a) Except where otherwise provided by law or these Bylaws, the presence in person of a majority of the entire number of voting directors shall be necessary to constitute a quorum for the transaction of business at all meetings of the Board.

(b) Voting directors who are present at a meeting but not present at the time of a vote due to a conflict of interest or related party transaction shall be determined to be present at the time of the vote for purposes of this Section.

(c) A majority of the voting directors present, whether or not a quorum is present, may adjourn any meeting to another time and place until a quorum is available. Notice of adjournment need not be given to directors who were absent at the time of the adjournment.

Section 8. Action by the Board; Action Without a Meeting.

(a) Each voting director shall be entitled to one vote on each matter properly submitted to 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 voting directors present at the time of the vote at a duly convened meeting at which a quorum is 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 voting directors or the committee members consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail

and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and the consents thereto shall be filed with the minutes of the proceedings of the Board or the committee.

Section 9. Meeting by Conference Telephone or Electronic Video Screen Communication.

Any one or more directors or members of any committee who is not physically present at a meeting of the Board or committee may participate by means of a conference telephone, video conference, or similar communications equipment, as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board or committee including, without limitation, the ability to propose, object to and vote upon a specific action to be taken by the Board or committee. Participation by such means shall constitute presence in person at such a meeting.

Section 10. Vacancies and Newly Created Directorships.

(a) Vacancies on the Board for any reason among the appointed directors shall be filled by the System. An appointed director who fills a vacancy shall hold office until the next annual meeting of the Corporation and until his or her successor is duly elected and qualified. A vacancy in an ex-officio directorship shall automatically and immediately be filled by the successor in the office from which the directorship is derived.

(b) Newly created directorships shall be filled in the manner prescribed for those directorships by the System at the time they are created.

Section 11. Removal of Directors.

Any appointed director may be removed from office at any time, with or without cause, by the System.

Section 12. Resignation.

(a) An appointed director may resign at any time by giving written or electronic notice to the Chairperson or the Secretary of the Corporation. Such notice of the resignation shall promptly be given by such officer of the Corporation to the System. The resignation shall take effect upon delivery thereof to such officer of this Corporation and the acceptance of the resignation shall not be necessary to make it effective.

(b) Ex-officio directors may resign their directorship in the Corporation only by resigning or otherwise withdrawing from the office from which the directorship in the Corporation is derived.

Section 13. Attendance at Meetings.

Attendance at each meeting of the Board shall be recorded by the Secretary in the minutes thereof. The absence of a director from a meeting may be excused for good cause. Any director may be removed from office for cause if he or she misses three (3) or more consecutive meetings or one-half (1/2) of the meetings convened within any twelve (12) month period without sufficient reason for such absences.

Section 14. Compensation.

No director of the Corporation shall receive, directly or indirectly, any salary or compensation from the Corporation in his or her role as director, but directors may be reimbursed for reasonable expenses incurred in the performance of Corporation duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor; provided, that no such director who may benefit from such compensation may be present at or otherwise participate in any Board or committee deliberation or vote concerning such director's compensation. Notwithstanding the foregoing,

nothing in this Section shall prohibit the Board or an authorized committee thereof from requesting that a director who may benefit from such compensation present information as background or answer questions at a Board or committee meeting prior to the commencement of deliberations or voting relating thereto. Nothing in this Section shall be construed to prohibit a director from deliberating or voting concerning compensation for service on the Board that is to be made available or provided to all directors of the Corporation on the same or substantially similar terms.

Section 15. Audit Oversight.

The Audit Committee of the System (as sole Member of the Corporation) will perform the audit oversight functions for the Corporation as required or otherwise allowed under the NPCL and the bylaws of the System.

ARTICLE IV - OFFICERS

Section 1. Designation, Election and Removal of Officers.

(a) The officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Treasurer, a Secretary and a President. From time to time, there may be additional officers of the Corporation (other than administrative officers) as the Board may deem desirable who will be elected by a vote of a majority of the entire Board with such powers and duties as are properly delegated or assigned to them by the Board.

(b) Pursuant to the reserved powers described in Section 1(h) of Article II above, the Chairperson of the Corporation shall be appointed by the System.

(c) The President shall be appointed by the System in accordance with Section 6 of this Article IV.

(d) The Vice Chairperson, Treasurer and Secretary shall be elected or appointed by the vote of a majority of the entire Board. Except for the offices of Chairperson or President and Secretary, any two (2) or more offices may be held by the same person.

(e) Except when an officer dies, is removed, resigns, becomes disabled or a new position is created, officers shall succeed the incumbent officers whose terms of office expire that year and hold office for a period of one (1) year and until their successors shall have been duly elected or appointed and qualified.

(f) An officer who serves ex officio may resign only by resigning or otherwise withdrawing from the position from which the office in this Corporation is derived. An elected or appointed officer may resign at any time by giving written or electronic notice to the Chairperson or the Secretary of the Corporation. Such resignation shall be effective upon delivery to such officer or on such other date specified in the notice, and acceptance of the resignation shall not be necessary to make it effective.

(g) The Chairperson or the President may be removed from office at any time, with or without cause, by the System. Any other officer may be removed from office at any time, with or without cause, by vote of a majority of the entire Board.

(h) A vacancy occurring in the office of Chairperson or the President for any reason shall be filled by the System. A vacancy occurring among the other offices of the Corporation for any reason shall be filled by the Board after nomination by Board, except that vacancies among administrative officers shall be filled by the President, subject to ratification by a vote of a majority of the entire Board. An officer elected or appointed by the Board to fill any vacancy shall serve until the next annual meeting.

Section 2. Chairperson.

The Chairperson shall preside at all meetings of the Board and the Executive Committee of the Board and shall undertake such other duties as may be prescribed in these Bylaws or provided by the Board. He or she shall be, ex-officio, a voting member of all Committees. No employee of the Corporation shall serve as Chairperson of the Board or hold any other title with similar responsibilities, unless the Board approves such employee serving as Chairperson of the Board by a two-thirds vote of the entire Board and contemporaneously documents in writing the basis for the Board approval; provided, however, that no such employee shall be considered an independent director as such term is defined in the NPCL.

Section 3. Vice-Chairperson.

The Vice-Chairperson shall perform the duties of the Chairperson during the absence or disability of the Chairperson and shall act in that office in the event it becomes vacant until the vacancy is filled pursuant to Section 1(h) of this Article IV. The Vice-Chairperson shall have such other duties as the Board or the Chairperson may assign to him or her. No employee of the Corporation shall serve as Vice-Chairperson or hold any other title with similar responsibilities.

Section 4. Treasurer.

The Treasurer shall have oversight responsibility for: (a) maintaining custody of all funds belonging to the Corporation and managing and controlling the same under the supervision of the Board; (b) maintaining the Corporation's accounting system in such a manner as to give a true and accurate accounting of the financial transactions and condition of the Corporation; (c) seeing that all officers and employees who handle or have access to the funds or accounting records of the Corporation be bonded in such sum and in such form as the Board may require, at the expense of the Corporation; (d) rendering to the Chairperson and the Board at its regular meetings or whenever

they require it, or to the System upon its request, reports of the financial transactions and condition of the Corporation. The Treasurer shall also give a complete financial report at the annual meetings of the Corporation; and (e) performing such other acts as are incidental to the office, are prescribed in these Bylaws, or are directed by the Board or the Chairperson.

Section 5. Secretary.

The Secretary shall be responsible for (a) keeping the roll of Member and the Board; (b) sending appropriate notices and preparing agendas for all meetings of the Member and the Board; (c) attending to all correspondence of the Board; (d) maintaining custody of all records and reports of the Corporation; (e) keeping and reporting of complete and accurate minutes, including, findings, conclusions and recommendations, of all meetings the Member and the Board, all unanimous written and electronic consents executed by the System or the directors, and documentation of all actions by the System, the System's Members and/or the Sponsoring Authorities when exercising reserved powers under the Corporation's Certificate of Incorporation or these Bylaws; (f) affixing the seal of the Corporation to all documents when authorized in accordance with these Bylaws; and (g) performing such other duties as are incidental to the office, are assigned to the Secretary by the Board or the Chairperson, or are prescribed in these Bylaws.

Section 6. President.

Pursuant to the reserved powers described in Section l(g) of Article II above, the System shall select and appoint, upon the nomination by the chief executive officer of the System and the recommendation of the Board, a qualified President who shall be the chief executive officer of the Corporation. The President shall be given the necessary authority and responsibility to oversee and manage the Corporation's operations, subject only to such policies as may be adopted and such orders as may be issued by the Board or by any of its committees to which it has delegated power

for such action, or by the System, the System's Members and/or the Sponsoring Authorities in the exercise of their reserved powers.

Section 7. Other Administrative Officers.

From time to time, subject to the prior approval of the chief executive officer of the System, the President may appoint and remove other administrative officers as the President deems necessary or appropriate for the proper administration of the Corporation.

Section 8. Compensation.

Except for the President and any other administrative officers, no officer shall receive, directly or indirectly, any salary or compensation, from the Corporation in his or her role as officer, but officers shall be reimbursed for reasonable expenses incurred in the performance of Corporation duties. The compensation of the President and any other administrative officers shall be fixed by the Board or an authorized committee of the Board, provided, that no such officer who may benefit from such compensation may be present at or otherwise participate in any Board or committee deliberation or vote concerning such officer's compensation. Notwithstanding the foregoing, nothing in this Section shall prohibit the Board or an authorized committee thereof from requesting that an officer who may benefit from such compensation present information as background or answer questions at a Board or committee meeting prior to the commencement of deliberations or voting relating thereto. The compensation of other employees shall be fixed by the President or other officers or employees, subject to any limitations prescribed by the Board or a committee thereof and the NPCL and other applicable law.

ARTICLE V - COMMITTEES

Section 1. General.

(a) The Board may create committees of the Board. The Board shall appoint the members of such committee of the Board, except that in the case of any executive committee or similar committee however denominated, the appointment shall be made by a majority of the entire Board, provided that in the case of a Board of thirty (30) members or more, the appointment shall be made by at least three-quarters of the directors present at the time of the vote, if a quorum is present at that time. Each such committee shall have the authority of the Board to the extent provided in a Board resolution or in the Certificate of Incorporation or these Bylaws. Any committee action taken shall not conflict with these Bylaws or the policies of or restrictions imposed by the Board or by the System, the System's Members, or the Sponsoring Authorities in the exercise of their reserved powers or applicable law.

(b) The Board may designate one or more directors as alternate members of a committee, who may replace any absent member or members at any meeting of such committee.

(c) Committees other than committees of the Board shall be committees of the Corporation. Such committees of the Corporation may include members who are not on the Board, but no such committee or any other committee of the Corporation shall have the authority to bind the Board. Members of such committees of the Corporation, who may be non-directors, shall be elected or appointed in the manner set forth in these Bylaws.

(d) Committees shall have limited powers and any action taken shall not conflict with these Bylaws or the policies of or restrictions imposed by the Board or by the System, the System's Members or the Sponsoring Authorities in the exercise of their reserved powers or applicable law. No committee, whether a committee of the Board or a committee of the Corporation, shall have

authority over the following matters: (1) the submission to the System of any action requiring approval by the System under the Certificate of Incorporation, these Bylaws or the NPCL in its capacity as the member of the Corporation; (2) the filling of vacancies in the Board or in any committee; (3) the fixing of compensation of the directors for serving on the Board or on any committee; (4) the amendment or repeal of these Bylaws or the adoption of new bylaws; (5) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; (6) the election or removal of officers and directors; (7) the approval of a merger or plan of dissolution; (8) the adoption of a resolution recommending to the System (as sole Member of the Corporation) action on the sale, lease, exchange or other disposition of all or substantially all the assets of a Corporation; and (9) the approval of amendments to the Certificate of Incorporation.

(e) The committees shall keep regular minutes of their proceedings and make the same available to the Board upon request.

Section 2. Composition and Appointment.

Each committee of the Board and committee of the Corporation shall have at least three (3) directors. Except as otherwise provided in these Bylaws, the chairpersons and members of such committees, other than those serving ex-officio, shall be appointed by the Chairperson, subject to approval by a majority of the entire Board. The Chairperson of the Board shall be, ex-officio, a voting member of all committees.

Section 3. Vacancies.

Vacancies on a committee of the Board or a committee of the Corporation for any reason shall be filled by the Chairperson of the Board, subject to approval by a majority of the entire Board. A member of such a committee who fills a vacancy shall serve until the next regular

appointment occurs and until a successor is duly appointed and qualified. A vacancy in an ex-officio committee membership shall automatically be filled by the successor in the office from which the committee membership is derived.

Section 4. Removal.

Any member of a committee of the Board or a committee of the Corporation may be removed from committee membership at any time, with or without cause, by the Board. An ex-officio committee member who ceases for any reason to hold the office from which his or her committee membership is derived shall automatically cease to be a committee member.

Section 5. Committees of the Board.

The Corporation may have at least one (1) committee of the Board as follows:

(a) Executive Committee.

(1) The Executive Committee shall consist of the Chairperson as a voting director, the President as a non-voting director, and at least two (2) additional voting directors elected by the Board at the annual meeting of the Board.

(2) The Executive Committee shall have the power to transact all regular business of the Corporation between meetings of the Board, except that the Executive Committee shall not have authority over the matters set forth in this Article V, Section 1(d). It shall coordinate the activities and general policies of the Corporation, shall make recommendations to the Board with respect to managing and conducting the affairs of the Corporation, shall review all operations, transactions and business of the Corporation with respect to potential conflicts to assure the best interests of the System and all its affiliates will be served or shall recommend changes, and shall meet and act as otherwise instructed by the Board.

Section 6. Committees of the Corporation.

Committees of the Corporation consisting of three (3) or more directors may be appointed from time to time by the Chairperson, subject to the approval of the Board, for such special tasks or ongoing responsibilities as circumstances warrant. Committees of the Corporation may include non-directors. Such a committee shall limit its activities to the accomplishment of the task or responsibilities for which it is appointed and shall have no power to bind the Board. If appointed to complete a specific task, such committee shall stand discharged upon completion of such specific task.

ARTICLE VI - AUXILIARIES

The Board may authorize the formation of auxiliary organizations of the Corporation and empower them to adopt Bylaws which shall become effective when approved by the Board. Auxiliaries may elect their own officers in keeping with approved Bylaws and will be financially accountable to the Corporation.

ARTICLE VII - INDEMNIFICATION AND INSURANCE

(a) To the extent permitted by law, the Corporation shall indemnify each person made or threatened to be made a party to any action or proceeding, whether civil or criminal ("Proceeding"), by reason of the fact that such person is or was a director, officer, committee member or volunteer of the Corporation, or, while a director, officer, committee member or volunteer, serves or served, at the request of the Corporation, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, penalties, amounts paid in settlement, and reasonable expenses, including attorneys' fees, incurred in connection with such threatened or pending Proceeding, or any appeal therein, provided

that no such indemnification shall be made if a judgment or other final adjudication adverse to such person 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, and provided, further, that no such indemnification shall be required with respect to any settlement or other nonadjudicated disposition of any threatened or pending Proceeding unless the Corporation has given its prior consent to such settlement or other disposition.

(b) The Corporation is further authorized, in its discretion, to indemnify its employees and other personnel to the fullest extent permitted by law.

(c) The Corporation may purchase directors' and officers' liability insurance if authorized and approved by the Board.

ARTICLE VIII - GENERAL PROVISIONS

Section 1. Fiscal Year.

The fiscal year of the Corporation shall begin on the first of January and end on the last day of December in each year.

Section 2. Electronic Signatures.

Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

ARTICLE IX - CORPORATE SEAL

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation, 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 or otherwise.

ARTICLE X - RULES, REGULATIONS, POLICIES AND AMENDMENTS

Section 1. Rules, Regulations and Policies.

The Board shall from time to time promulgate and adopt rules, regulations and policies to supplement, define and clarify these Bylaws and the desires and wishes of the Board such as matters relating to conflicts of interest, qualification of directors and others; provided, however, that all such rules, regulations and policies shall be consistent with the Bylaws as adopted and amended from time to time as provided herein. The Board shall advise the President of the adoption of such rules, regulations and policies in writing immediately after their adoption. The President shall in like manner advise all necessary parties of the adoption thereof, and it shall be the duty of the President to see that all such rules, regulations and policies are put into effect without delay.

The Board shall adopt, and oversee the implementation of, and compliance with, the Corporation's conflict of interest policy and whistleblower policy, as required by the NPCL. Directors who are employees may not participate in any Board or committee deliberations or voting relating to administration of the whistleblower policy.

Section 2. Bylaw Amendments.

These Bylaws may be amended, repealed or adopted only by action of the System, subject to required ratification by the System's Members and/or the Sponsoring Authorities.

Date: Buffalo, New York
December 12, 2024

_____
Secretary

Doc #12301091.5