

STATE OF NEW YORK
PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

AGENDA

December 4, 2025

*Immediately following the Committee on Codes, Regulations and Legislation Meeting
(Codes scheduled to begin at 9:30 a.m.)*

90 Church Street, 4th Floor, Conference Rooms 4 A/B, NYC, 10007

I. INTRODUCTION OF OBSERVERS

Jeffrey Kraut, Chair

II. APPROVAL OF MINUTES

September 18, 2025 PHHPC Meeting Minutes

III. REPORT OF DEPARTMENT OF HEALTH ACTIVITIES

A. Report of the Office of Health Equity and Human Rights

Tina Kim, MSPH, Deputy Commissioner, Office of Health Equity and Human Rights

B. Report of the Office of Aging and Long Term Care

Valerie Deetz, Deputy Director, Office of Aging & Long-Term Care

C. Report of the Department of Health

James V. McDonald, M.D., M.P.H., Commissioner of Health

IV. PUBLIC HEALTH SERVICES

Report on the Activities of the Public Health Committee

Jo Ivey Boufford, M.D., Chair of Public Health Committee

V. HEALTH POLICY

A. Report on the Activities of the Health Planning Committee

John Rugge, M.D., Chair of Health Planning Committee

B. Report on the Activities of the Nursing Home Certificate of Need Ad Hoc Committee

Scott LaRue, Co-Chair, Nursing Home Certificate of Need Ad Hoc Committee

Thomas Holt, Co-Chair, Nursing Home Certificate of Need Ad Hoc Committee

VI. REGULATION

Report of the Committee on Codes, Regulations and Legislation

Thomas Holt, Chair of the Committee on Codes, Regulations and Legislation

For Information

24-05 Amendment of Subpart 7-2 of Title 10 NYCRR (Children's Camps)

VII. PROJECT REVIEW RECOMMENDATIONS AND ESTABLISHMENT ACTIONS

Report of the Committee on Establishment and Project Review

Peter Robinson, Chair of Establishment and Project Review Committee

A. APPLICATIONS FOR CONSTRUCTION OF HEALTH CARE FACILITIES

CATEGORY 1: Applications Recommended for Approval – No Issues or Recusals,
Abstentions/Interests

CON Applications

Acute Care Services – Construction

	<u>Number</u>	<u>Applicant/Facility</u>	<u>E.P.R.C. Recommendation</u>
1.	251219 C	Memorial Hospital for Cancer and Allied Diseases (New York County)	Contingent Approval
2.	252033 C	Guthrie Cortland Medical Center (Tompkins County)	Contingent Approval

Ambulatory Surgery Centers – Construction

	<u>Number</u>	<u>Applicant/Facility</u>	<u>E.P.R.C. Recommendation</u>
1.	252042 C	Queens Surgical Center (Kings County)	Contingent Approval

CATEGORY 2: Applications Recommended for Approval with the Following:

- ❖ PHHPC Member Recusals
- ❖ Without Dissent by HSA
- ❖ Without Dissent by Establishment and Project Review Committee

CON Applications

Acute Care Services – Construction

	<u>Number</u>	<u>Applicant/Facility</u>	<u>E.P.R.C. Recommendation</u>
1.	251235 C	NYU Langone Hospital - Suffolk (Suffolk County) Dr. Kalkut – Recusal	Contingent Approval

Ambulatory Surgery Center – Construction

	<u>Number</u>	<u>Applicant/Facility</u>	<u>E.P.R.C. Recommendation</u>
1.	252076 C	Liberty Endoscopy Center (New York County) Dr. Lim – Interest	Contingent Approval

CATEGORY 3: Applications Recommended for Approval with the Following:

- ❖ No PHHPC Member Recusals
- ❖ Establishment and Project Review Committee Dissent, or
- ❖ Contrary Recommendations by HSA

NO APPLICATIONS

CATEGORY 4: Applications Recommended for Approval with the Following:

- ❖ PHHPC Member Recusals
- ❖ Establishment and Project Review Committee Dissent, or
- ❖ Contrary Recommendation by HSA

NO APPLICATIONS

CATEGORY 5: Applications Recommended for Disapproval by OHSM or
Establishment and Project Review Committee - with or without
Recusals

NO APPLICATIONS

CATEGORY 6: Applications for Individual Consideration/Discussion

NO APPLICATIONS

B. APPLICATIONS FOR ESTABLISHMENT AND CONSTRUCTION OF HEALTH CARE FACILITIES

CATEGORY 1: Applications Recommended for Approval – No Issues or Recusals, Abstentions/Interests

CON Applications

Ambulatory Surgery Centers - Establish/Construct

	<u>Number</u>	<u>Applicant/Facility</u>	<u>E.P.R.C. Recommendation</u>
1.	251223 E	Advanced Surgery Center, LLC d/b/a EMU Health - Rockland County (Rockland County)	Contingent Approval
2.	252019 B	Hamptons Endoscopy (Suffolk County)	Contingent Approval

Diagnostic and Treatment Center - Establish/Construct

	<u>Number</u>	<u>Applicant/Facility</u>	<u>E.P.R.C. Recommendation</u>
1.	252038 B	Springbrook Wellness Clinic (Otsego County)	Contingent Approval

Dialysis Services - Establish/Construct

	<u>Number</u>	<u>Applicant/Facility</u>	<u>E.P.R.C. Recommendation</u>
1.	242213 E	Ulster Dialysis, LLC (Ulster County)	Approval

Residential Healthcare Facilities – Establishment

	<u>Number</u>	<u>Applicant/Facility</u>	<u>E.P.R.C. Recommendation</u>
1.	231002 E	JCH Operations, LLC d/b/a Sands Point Center for Rehab & Nursing (Nassau County)	Contingent Approval
2.	241018 E	Kirkhaven SNF OPCO LLC d/b/a Kirkhaven Nursing & Rehab (Monroe County)	Contingent Approval
3.	252050 E	Maplewood Senior Care, Inc. d/b/a The Maplewood Nursing Home (Monroe County)	Contingent Approval

Home Care Service Agency Licensures

Changes of Ownership

	<u>Number</u>	<u>Applicant/Facility</u>	<u>E.P.R.C. Recommendation</u>
1.	231227 E	Nolimits NYC, Corp (Please see exhibit for list of Geographical Service Area)	Approval
2.	231279 E	Exclusive Home Care Services, Inc. (Please see exhibit for list of Geographical Service Area)	Approval
3.	232007 E	Crocus Home Care LLC (Please see exhibit for list of Geographical Service Area)	Approval
4.	232067 E	Affirmed Home Care (Please see exhibit for list of Geographical Service Area)	Approval
5.	232107 E	Agincare Homecare Services, Inc. d/b/a CNT Home Care (Please see exhibit for list of Geographical Service Area)	Approval
6.	232114 E	Expert Home Care, Inc. (Please see exhibit for list of Geographical Service Area)	Approval
7.	232161 E	Constant Care 247, LLC (Please see exhibit for list of Geographical Service Area)	Approval
8.	232174 E	Silver Lining Homecare Agency, Inc. (Please see exhibit for list of Geographical Service Area)	Approval
9.	232210 E	B-Well Home Care Agency, Inc (Please see exhibit for list of Geographical Service Area)	Approval
10.	241001 E	Efficient Health Careers Inc. d/b/a Unicare Home Care (Please see exhibit for list of Geographical Service Area)	Approval

11.	242154 E	Bayshore Home Healthcare, Inc. (Please see exhibit for list of Geographical Service Area)	Approval
12.	242238 E	Accent Health Care Services, Inc. (Please see exhibit for list of Geographical Service Area)	Approval
13.	251172 E	Meadow Hills Assisted Living, LLC (Please see exhibit for list of Geographical Service Area)	Approval

Certificates

Certificate of Amendment of the Certificate of Incorporation

Applicant

Mercy Hospital of Buffalo

E.P.R.C. Recommendation

Approval

Certificate of Assumed Name

Applicant

Fresenius Kidney Care – Home Dialysis of the Bronx

Approval

Fresenius Kidney Care – Woodstock Bronx
Dialysis Center

Approval

Fresenius Kidney Care – Norwood Dialysis Center

Approval

Fresenius Kidney Care – Park Slope Dialysis Center

Approval

Amended Certificate of Assumed Name

Applicant

Fresenius Kidney Care – Hutchinson Metro Center
Dialysis

E.P.R.C. Recommendation

Approval

Fresenius Kidney Care – Morris Park Dialysis Center

Approval

Fresenius Kidney Care – St. Albans Dialysis Center

Approval

Fresenius Kidney Care – Greenwich Village Dialysis
Center

Approval

Fresenius Kidney Care – East Harlem Dialysis Center

Approval

Fresenius Kidney Care – South Slope Dialysis Center

Approval

Fresenius Kidney Care – Crown Heights Dialysis Center	Approval
Fresenius Kidney Care – Bensonhurst Dialysis Center	Approval
Fresenius Kidney Care – Maspeth Dialysis Center	Approval
Fresenius Kidney Care – Jackson Heights Dialysis Center	Approval
Fresenius Kidney Care – Home Dialysis of Queens	Approval
Fresenius Kidney Care – Jamaica Queens Dialysis Center	Approval
Fresenius Kidney Care – Centereach Dialysis Center	Approval
Fresenius Kidney Care – Port Jefferson Station Dialysis Center	Approval
Fresenius Kidney Care – Bay Shore Dialysis Center	Approval
Fresenius Kidney Care – Park Hill Dialysis Center	Approval
Fresenius Kidney Care – New Rochelle Dialysis Center	Approval
Fresenius Kidney Care – Bayside Dialysis Center	Approval

Certificate of Merger

<u>Applicant</u>	<u>E.P.R.C. Recommendation</u>
Clifton Springs Hospital & Clinic Foundation, Inc. and Rochester Regional Health Foundation into Rochester Regional Health Foundation	Approval
United Memorial Medical Center Foundation, Inc. and Rochester Regional Health Foundation into Rochester Regional Health Foundation	Approval
Newark-Wayne Community Hospital Foundation, Inc. and Rochester Regional Health Foundation into Rochester Regional Health Foundation	Approval

CATEGORY 2: Applications Recommended for Approval with the Following:

- ❖ PHHPC Member Recusals
- ❖ Without Dissent by HSA
- ❖ Without Dissent by Establishment and Project Review Committee

CON Applications

Ambulatory Surgery Centers – Establish/Construct

	<u>Number</u>	<u>Applicant/Facility</u>	<u>E.P.R.C. Recommendation</u>
1.	251185 B	Hempstead Multispecialty ASC, LLC (Nassau County) Mr. Kraut – Interest Mr. LaRue – Abstained Dr. Lim – Abstained	Contingent Approval
2.	252056 E	New York Surgery Center Queens, LLC (Queens County) Dr. Lim – Interest	Contingent Approval

Residential Healthcare Facility – Establish/Construct

	<u>Number</u>	<u>Applicant/Facility</u>	<u>E.P.R.C. Recommendation</u>
1.	251167 E	Eger Health Care and Rehabilitation Center d/b/a ArchCare at Eger Healthcare and Rehabilitation Center (Richmond County) Mr. Larue – Recusal	Approval

CATEGORY 3: Applications Recommended for Approval with the Following:

- ❖ No PHHPC Member Recusals
- ❖ Establishment and Project Review Committee Dissent, or
- ❖ Contrary Recommendations by HSA

NO APPLICATIONS

CATEGORY 4: Applications Recommended for Approval with the Following:

- ❖ PHHPC Member Recusals
- ❖ Establishment and Project Review Committee Dissent, or
- ❖ Contrary Recommendation by HSA

NO APPLICATIONS

CATEGORY 5: Applications Recommended for Disapproval by OHSM or Establishment and Project Review Committee - with or without Recusals

NO APPLICATIONS

CATEGORY 6: Applications for Individual Consideration/Discussion

NO APPLICATIONS

State of New York
Public Health and Health Planning Council

Minutes
September 18, 2025

The meeting of the Public Health and Health Planning Council was held on Thursday, September 18, 2025, at 90 Church Street, 4th Floor CR 4 A/B, New York, New York.
Mr. Jeffrey Kraut, Chair presided.

COUNCIL MEMBERS PRESENT

Dr. Howard Berliner	Ms. Ann Monroe
Dr. Jo Ivey Boufford	Mr. Stanford J. Perry
Dr. Lawrence Eisenstein	Mr. Peter Robinson
Ms. Lindsay Farrell	Dr. Denise Soffel
Dr. Marcus Friedrich	Ms. Nilda Soto
Mr. Thomas Holt	Mr. Hugh Thomas
Dr. Gary Kalkut	Dr. Anderson Torres
Mr. Jeffrey Kraut	Dr. Kevin Watkins
Mr. Harvey Lawrence	Dr. Patsy Yang
Dr. Sabina Lim	Commissioner McDonald –Ex-Officio

DEPARTMENT OF HEALTH STAFF PRESENT

Ms. Olutomisin Akanbi – Zoom	Ms. Celeste Johnson – NYC
Ms. Lisa Adami – Zoom	Mr. Jonathan Karmel – Albany
Mr. AJ Akpanikat – Zoom	Mr. Andrew Lebwohl – NYC
Ms. Lynn Baniak – Albany	Ms. Colleen Leonard – NYC
Mr. Jacob Bintz – Albany	Mr. George Macko – Albany
Mr. Josh Breden – Zoom	Ms. Karen Madden – Zoom
Mr. Jason Corvino – Zoom	Ms. Rachel Malloy – Zoom
Ms. Michelle Davis – Zoom	Ms. Kathy Marks – NYC
Ms. Val Deetz – NYC	Ms. Marthe Ngwashi – NYC
Ms. Beth DeLeon-Stevens – Zoom	Ms. Carol Rodat - Zoom
Mr. Vince DiCocco – Albany	Ms. Julie Ruttan – Zoom
Mr. Kenneth Evans – Albany	Mr. William Sacks – Albany
Dr. Douglas Fish – NYC	Ms. Rachel Smith – Albany
Mr. Kyle Garab – Zoom	Mr. Michael Stelluti – NYC
Ms. Shelly Glock – Albany	Mr. Christopher Squillacioti
Ms. Sarah Gold – Albany	Mr. Mark Waldenmaier – Zoom
Mr. Michael Heeran – NYC	Ms. Elizabeth Whalen – Zoom
Mr. Mark Hennessey - NYC	Ms. Patricia Wrobel – Albany
Dr. Eugene Heslin – NYC	

INTRODUCTION

Mr. Kraut called the meeting to order and welcomed Council members, Dr. McDonald, meeting participants and observers.

APPROVAL OF THE MINUTES OF JUNE 18, 2025

Mr. Kraut asked for a motion to adopt the June 18, 2025 Minutes of the Public Health and Health Planning Council meeting. Dr. Berliner motioned for approval which was seconded by Mr. Thomas. The motion to adopt the minutes passed. Please refer to page 3 of the attached transcript.

REPORT OF DEPARTMENT OF HEALTH ACTIVITIES

Report of the Department of Health

Mr. Kraut introduced Dr. McDonald, inviting him to provide an update on the Department's current activities.

Dr. McDonald began his remarks by noting that the Advisory Committee on Immunization Practices (ACIP) was meeting that day and the following day. He explained that members of his staff were closely monitoring the meeting in real time and providing him with updates. He assured the committee that the Department was fully prepared for any developments and emphasized that, regardless of the outcome, it would respond promptly to protect New Yorkers' access to vaccines.

Dr. McDonald next discussed the Northeast Collaborative, a voluntary coalition of states including Connecticut, Maine, Massachusetts, New Jersey, New York, Pennsylvania, Rhode Island, and New York City. He explained that this partnership focuses on improving coordination among states on public-health concerns such as vaccines, emergency preparedness, data management, infectious-disease response, and laboratory sciences. He expressed optimism about the collaborative, stating that public-health professionals across states continue to communicate respectfully and work effectively together despite broader political discord.

Dr. McDonald then turned to Governor Hochul's Executive Order issued on September 5th, 2025 which authorizes pharmacists to prescribe and administer COVID-19 vaccines. He explained that this action was necessary due to the revocation of federal emergency-use authorization and limited FDA approvals, which had caused confusion among pharmacies and the public. The Executive Order allows pharmacists to act directly, ensuring vaccine access for millions of New Yorkers.

Dr. McDonald clarified that while a governor cannot create new law, an executive order can temporarily suspend an existing one. The current order is valid for thirty days and may be renewed as necessary. He also described his office's issuance of standing orders for the Moderna, Pfizer, and Novavax vaccines, limited to FDA-approved uses, since state law prohibits non-patient-specific standing orders for off-label prescriptions.

Dr. McDonald noted that the Executive Order restored vaccine access for approximately 7 million New Yorkers and praised the Governor's proactive approach. He reaffirmed the Department's alignment with federal and professional recommendations prioritizing vaccination for people aged 65 and older, those with chronic health conditions, and pregnant individuals. He also mentioned that provider advisories distributed by the Department included extensive scholarly references to ensure accuracy and support evidence-based clinical decisions.

Dr. McDonald further explained that the Department's vaccination recommendations for children aged six months to twenty-three months and for pregnant individuals align with the American Academy of Pediatrics (AAP) and the American College of Obstetricians and Gynecologists (ACOG). He emphasized that maternal vaccination offers critical protection to infants who are too young to receive vaccines themselves.

Dr. McDonald provided an overview of the Affordable Care Act Section 1332 waiver, approved in April 2024. This waiver expanded access to affordable health insurance for individuals earning between 200 and 250 percent of the federal poverty level, allowing them to obtain premium-free coverage. He highlighted that this policy helped many working New Yorkers who would otherwise face high insurance costs on the exchange.

Dr. McDonald explained that following changes introduced by House Resolution 1, the State must transition back to the Basic Health Plan, 1331 waiver. A thirty-day public comment period began on September 10, after which the Centers for Medicare and Medicaid Services (CMS) will have nine months to issue a determination. He voiced concern that HR 1 eliminated \$7.5 billion in federal funding, which could result in 450,000 working individuals losing coverage, despite preserving health insurance for 1.3 million others. He warned that the measure could cost New York's health-care system more than \$10 billion annually, with ripple effects on hospitals, health-care jobs, and local economies.

Dr. McDonald continued by discussing the forthcoming Medicaid work requirements included in HR 1. He explained that CMS guidance is expected by June 2026, with implementation scheduled for January 1, 2027. The new rules introduce work obligations for certain Medicaid recipients, although exemptions will apply to parents of young or disabled children, foster youth under 26, individuals with significant medical or mental health conditions, participants in substance-use-disorder programs, disabled veterans, American Indian or Alaska Native individuals, and those recently released from incarceration. Dr. McDonald stated that while the Department does not view these requirements as particularly effective based on other states' experiences, the Medicaid team is actively preparing to comply with federal mandates.

Dr. McDonald next highlighted the Rural Health Transformation Program, a \$50 billion national initiative to be distributed over five years starting in Fiscal Year 2026. He explained that New York plans to apply for both baseline and competitive funding portions, noting that the Department has already begun meeting with hospital leaders, rural health organizations, and other stakeholders to prepare a strong application. He reminded the committee that New York, though often seen as urban, has extensive rural areas and a substantial rural population.

Dr. McDonald also discussed Governor Hochul's recent announcement of nearly \$300 million in Health Care Facility Transformation Grants (Phase IV). These funds support more than fifty projects statewide, aimed at expanding inpatient, primary-care, behavioral-health, and long-term-care services. He credited his team for managing a rigorous and equitable review process, ensuring that funding reached diverse regions and needs across the state.

Dr. McDonald expressed appreciation for the committee's support of the 2025–2030 Prevention Agenda, describing it as a coordinated state and local blueprint for improving public health, addressing social determinants of health, and reducing disparities. He recognized Dr. Boufford for her leadership in developing the plan, which incorporated input from hundreds of community organizations, local health departments, and nonprofits.

Dr. McDonald also discussed the Master Plan for Aging. He acknowledged the work of Ms. Deetz, Dr. Heslin, and Mr. Olsen from the State Office for Aging, noting that the plan represents a collaborative effort to help New Yorkers age safely and independently in their communities with 3.2 million residents over age 65, he described the plan as one “built by New Yorkers, for New Yorkers.”

Dr. McDonald announced the Department's forthcoming launch of the Living Donor Support Program, developed under the Living Donor Support Act after more than two years of planning. He explained that this initiative will reimburse eligible living organ donors up to \$14,000 for expenses related to donation when both donor and recipient are New York residents. With approximately 8,000 New Yorkers living with organ failure, including 7,000 awaiting kidney transplants and over 500 awaiting livers, he described the program as a major milestone in supporting organ donation statewide. The regulations have been approved by the Transplant Council and other necessary authorities.

Dr. McDonald also addressed the Department's standing order for the Respiratory Syncytial Virus (RSV) vaccine, which applies to adults 75 and older, those aged 50–74 with underlying conditions, and pregnant individuals between 32 and 36 weeks gestation. He noted the vaccine's effectiveness in reducing infant hospitalizations and shared that pediatric hospitals across the state have observed fewer RSV cases since its introduction.

Dr. McDonald reflected on his own experiences as a pediatrician, recalling the difficulty of treating children with RSV before vaccines were available. He cited similar success stories with vaccines for rotavirus and Haemophilus influenzae type B, emphasizing his gratitude to scientists, researchers, and regulators whose work continues to save lives. He also expressed concern about the growing need to defend vaccination despite its clear public-health benefits.

Dr. McDonald concluded his presentation by acknowledging that recent federal policy shifts have made public health work more challenging but also more critical than ever. He praised the Department's staff for their professionalism, perseverance, and commitment to serving New Yorkers in the face of adversity.

Dr. McDonald concluded his report and invited questions from the Council. Please see pages 3 through 11 of the transcript to view the complete report and members questions.

Mr. Kraut thanked the Commissioner for his report and turned to Dr. Fish to provide the Report on the Activities of the Office of Primary Care and Health Systems Management.

Report on the Activities of the Office of Primary Care and Health Systems Management

Dr. Fish began his report by extending a special welcome to Mr. Mark Hennessy, who was recently appointed as the Deputy Director for the Office of Primary Care Health Systems Management.

Dr. Fish noted that Mr. Hennessy has nearly a decade of experience managing statewide and regional healthcare regulatory systems for the Department of Health.

Dr. Fish stated that he would address two key topics from the written report at the public meeting: charity care and Certificate of Need (CON) streamlining efforts. He explained that questions regarding hospital charity care were raised during the Establishment Project Review Committee meeting on August 21st, 2025, prompting the Department to provide an update. He described that in New York, charity care refers to free or discounted medical services provided to individuals and families unable to afford medical costs, often determined by income and insurance status. Dr. Fish emphasized that both NYS Public Health Law and the Internal Revenue Service (IRS) regulate and require charity care programs, though with different focuses.

Dr. Fish noted that NYS Public Health Law requires hospitals to establish detailed financial assistance programs with eligibility levels tied to the federal poverty level and specific limits on patient charges. He added that under IRS Section 501R, nonprofit hospitals must meet operational and community benefit standards to maintain tax-exempt status.

Dr. Fish further explained that hospitals report charity care by completing Schedule H (Form 990), which outlines the reimbursed costs of free or discounted care provided to individuals who meet financial assistance criteria. This data is used to demonstrate community benefit activities and must comply with IRS rules. Oversight of nonprofit hospital charity care, he said, also falls under the New York State Attorney General's Charities Bureau, which ensures that hospitals adhere to state laws and properly manage charitable funds.

Dr. Fish further described how, within the New York State Institutional Cost Report, eligible charity care includes the full charge for patients without third-party coverage and no financial responsibility, as well as reduced charges for patients who qualify for partial or total write-offs under hospital financial aid policies. He clarified that this represents a predetermined discount under hospital policy rather than a write-off of uncollected debt.

Dr. Fish added that some Certificate of Need (CON) applications show variations in inpatient and outpatient charity care projections, largely due to uninsured inpatients qualifying for emergency Medicaid. He explained that hospitals submitting full-review CON applications also report community benefit spending in the Community Health Improvement Services category, which supports Prevention Agenda goals. He concluded by noting that the Fiscal Year 2026 Budget includes a new provision requiring general hospitals to report the community benefits they provide annually to the state.

Dr. Fish then spoke on the topic of Certificate of Need streamlining. He stated that the Department of Health adopted amendments to the Certificate of Need Regulation under Section 7.10 of Title 10 of the New York Codes, Rules, and Regulations to modernize and streamline the review process for healthcare construction projects.

Dr. Fish reported that the updated regulations took effect on August 6th, 2025, applying to all applications submitted on or after that date. He noted that the Council approved these amendments on June 18, 2025, and they became effective following the Department's formal publication of the notice of adoption in the State Register. He explained that the changes increase cost thresholds for healthcare construction projects to account for rising construction costs, which allows more projects to undergo less intensive review. The updates also reduce review requirements for routine services, equipment, and projects, and expand opportunities for written notice filings and self-certifications for certain non-clinical or architectural and engineering projects.

Dr. Fish concluded his remarks by stating that the Department prepared a guidance document to assist with implementing the new regulations, which is available on the Department's Certificate of Need website.

Dr. Fish concluded his report and invited questions from the Council. Please see pages 12 through 16 of the transcript to view the complete report and members questions.

PUBLIC HEALTH SERVICES

Report on the Activities of the Public Health Committee

Mr. Kraut thanked Dr. Fish for his report and introduced Dr. Boufford to provide and update on the activities of the Public Health Committee.

Dr. Boufford began by stating the current cycle of the Prevention Agenda, covering 2025 to 2030, was approved in September, 2024.

Dr. Boufford explained that since the approval of the Prevention Agenda, the Public Health Committee has held several meetings, the most recent one in June. She acknowledged the work of Dr. Whalen and her team for establishing the infrastructure for implementation. Dr. Boufford stated that the Commissioner confirmed the Prevention Agenda was released in July, with guidance distributed to local health departments and hospitals. Dr. Boufford reassured members that the Council is staying on top of its responsibilities.

Dr. Boufford went on to describe the work of the Public Health Committee in shaping the Prevention Agenda and identifying related activities. She said that, along with Dr. Whalen's office and Dr. Fish, discussions have taken place about creating an interagency mechanism to advise and engage other state agencies in implementing the agenda. She added that the committee is also examining the community benefit language, focusing specifically on the community health improvement category. Dr. Boufford explained that this category, as defined by the IRS, aligns closely with the Prevention Agenda's requirements and does not include areas such as Medicaid gaps, research, or graduate medical education.

Dr. Boufford stated that the Public Health Committee typically selects an additional topic to focus on each year or two. For the current period, the chosen focus is the public health workforce. The committee has been receiving regular reports from departmental staff on workforce issues and continues to monitor progress. She also noted that because the Council had previously been active in addressing maternal mortality, the committee still receives one or two reports per year on efforts to prevent maternal mortality.

Dr. Boufford next discussed the Ad Hoc Committee, which was originally created as a public advisory body for New York State's application for accreditation by the National Public Health Accreditation Board. She pointed out that New York was one of the first large states to receive accreditation and that many county health departments are also accredited. The Ad Hoc Committee has been renewed with each new Prevention Agenda cycle and continues to serve as an open forum for collaboration.

Dr. Boufford explained that members of the Ad Hoc Committee include state-level nonprofit organizations, professional associations, advocacy groups, and government agencies. She stated that approximately thirty to forty organizations have registered their involvement. The committee's purpose is twofold: to assist in developing the Prevention Agenda and later to act as a partnership network for its implementation. She said that members use their statewide and regional structures to engage local partners and ensure community participation in planning and reporting.

Dr. Boufford next summarized the September 16th Ad Hoc Committee meeting. She said the meeting was well attended by the Public Health Committee, several Council members, and representatives from agencies including the Office of Mental Health (OMH), the Office of Addiction Services and Supports (OASAS), the Office for People with Disabilities, and the Department of Agriculture and Markets.

Dr. Boufford reported that the meeting included a detailed briefing by Dr. Whalen and her team. Topics covered included the overall design of the Prevention Agenda, the data framework, the implementation strategy, and the mechanisms for monitoring progress. Attendees were also introduced to updates such as a new website and dashboard revisions. Dr. Boufford said the discussion covered how committee members could share resources and information about the agenda with their networks.

Dr. Boufford explained that several questions were raised during the meeting. One topic concerned collaboration between hospitals and local health departments, which continues to be voluntary, with approximately 45% alignment in past cycles. She noted that consolidation among hospital systems and changes in local jurisdictions have made coordination more complicated. Another concern was the misalignment of reporting schedules between hospitals and local health departments. Dr. Boufford stated that hospitals must meet their statutory reporting deadlines, while local health departments will review hospital plans afterward to better align their efforts.

Dr. Boufford further mentioned that a Request for Applications had been issued to hire a consultant to help build equity capacity within local health departments, and that the award announcement was expected soon. She said that representatives from the Office of Mental Health and the Office of Addiction Services and Supports discussed aligning their prevention strategies with the statewide agenda.

Dr. Boufford noted that the meeting also included discussion of language use, interagency collaboration, and the inclusion of aging and health equity issues. She highlighted that Dr. Whalen had presented the Prevention Agenda to the Department's Interagency Health Equity Group and would be meeting with them again soon to explore cross-agency collaboration opportunities.

Dr. Boufford concluded by saying that the committee will follow up with Ad Hoc members to clarify how they can participate in implementation, access department resources, and provide education to their constituents. She noted that additional updates will be shared at the next PHHPC meeting.

Dr. Boufford concluded her report and invited questions from the Council. Please see pages 16 through 21 of the transcript to view the complete report and members questions.

Mr. Kraut thanked Dr. Boufford for her report. He then introduced Ms. Monroe to provide a report on the activities of the Health Planning Committee.

HEALTH POLICY

Report on the Activities of the Health Planning Committee

Ms. Monroe began by noting that one topic of great interest to both the administration and the Department, and one gaining attention in the broader community, involved the potential shift of certain procedures from hospitals to ambulatory surgery centers (ASCs), including diagnostic and interventional percutaneous coronary interventions (PCIs). She noted that there were compelling arguments both for and against this shift.

Ms. Monroe stated that the committee met to identify key questions surrounding this issue, which would guide the upcoming public comment session. She outlined the questions posed to commenters: 1.) Should certain procedures be allowed to move from hospitals to ambulatory surgery centers? 2.) If so, should those ASCs be limited to those affiliated with hospitals, or should independent, free-standing ASCs also be eligible? 3.) Should the ASCs involved be restricted to not-for-profit entities, or could for-profit centers also participate? 4.) What would be the impact on communities if services were shifted away from hospitals? 5.) How would such a shift affect the financial stability of hospitals, particularly safety-net institutions that rely on these relatively lucrative services? 6.) Should the Council consider recommending a demonstration project to carefully evaluate the impact of moving such services to non-hospital settings?

Ms. Monroe emphasized the importance of these questions to the Council's decision-making process. She noted that the committee was eager to hear public testimony, which would include perspectives from hospitals, ambulatory surgery centers, and community organizations which brings a long-standing community perspective to these discussions.

Ms. Monroe then outlined the committee's timeline and advised that recommendations will require regulatory changes, implementation would require a formal process: drafting regulations through the Department, review by the Codes Committee, and an additional round of public comment. She stressed that these processes take time and that no immediate action should be expected.

Ms. Monroe concluded by expressing optimism that this issue would serve as a meaningful test case for the committee, allowing members to take on a complex topic of significant importance to many stakeholders in the healthcare system.

Ms. Monroe concluded her report and invited questions from the Council. Please see pages 21 through 23 of the transcript to view the complete report and members questions.

Mr. Kraut thanked Ms. Monroe for her update. He then introduced Mr. Holt to provide an update on the Nursing Home Certificate of Need Ad Hoc Committee.

Report on the Activities of the Nursing Home Certificate of Need Ad Hoc Committee

Mr. Holt advised the PHHPC has formed an Ad Hoc Committee to review and develop recommendations for the nursing home Certificate of Need application process. This committee was established in response to concerns that were raised during the April 10th, 2025, meeting where three nursing home transactions failed to gain approval. He stated the ad committee's primary charge is to create uniform policies that can be applied consistently across all nursing home reviews, particularly focusing on the qualifications of proposed operators, the financial feasibility of those transactions and the oversight of services and related third party agreements and the appropriate use of conditional approvals to ensure quality and sustainability.

Mr. Holt stated to accomplish this work, the committee will be co-chaired by himself and Mr. La Rue. The committee has agreed to hold a total of four public meetings over the next 120 days, and at the conclusion of each meeting, the co-chairs will present their findings and recommendations to the full PHHPC. Mr. Holt noted that written input from the public is encouraged and can be submitted to PHHPC Unit.

Mr. Holt mentioned the first meeting of the Ad Hoc Committee will convene immediately following the Full Council meeting. During this session, the committee will begin its focus review of key areas, including establishing a clear standard of adequate and relevant experience for new operators, assessing the short and long-term financial viability of projects, and evaluating the impact of consulting and related party transactions on operational responsibility.

Mr. Holt concluded by emphasizing the committee's work is crucial for developing a more transparent and consistent CON process for nursing home establishment and ownership transfers.

Mr. Kraut thanked Mr. Holt and then asked him to provide a report on the Committee on Codes, Regulations and Legislation.

REGULATION

Mr. Holt provided the Report of the Committee on Codes, Regulations and Legislation.

Report of the Committee on Codes, Regulations and Legislation

For Adoption

24-22 Amendment of Section 405.4 of Title 10 NYCRR (12-Week Rule for Foreign Medical School Graduates and Limited Permit Allowances)

22-06 Amendment of Section 23.5 of Title 10 NYCRR (Expedited Partner Therapy for Sexually Transmitted Infections)

For Information

25-09 Addition of Appendix 5-E to Subpart 5-1 of Title 10 NYCRR (Cybersecurity Requirements for Public Water Systems)

Mr. Holt motioned to adopt Amendment of Section 405.4 of Title 10 NYCRR (12-Week Rule for Foreign Medical School Graduates and Limited Permit Allowances). Dr. Watkins seconded the motion. The motion to adopt carried. Please see pages 24 through 26 of the transcript for members comments and questions.

Mr. Holt motioned to adopt Amendment of Section 23.5 of Title 10 NYCRR (Expedited Partner Therapy for Sexually Transmitted Infections). Dr. Berliner seconded the motion. The motion to adopt passed. Please see pages 26 and 27 of the transcript.

Mr. Holt stated Addition of Appendix 5-E to Subpart 5-1 of Title 10 NYCRR (Cybersecurity Requirements for Public Water Systems) was presented for information. Please see page 27 of the transcript.

Mr. Holt concluded his report. Mr. Kraut thanked Mr. Holt and next introduced Mr. Robinson to give the report on the Committee on Establishment and Project Review.

PROJECT REVIEW RECOMMENDATIONS AND ESTABLISHMENT ACTIONS

Report of the Committee on Establishment and Project Review

Peter Robinson, Chair of Establishment and Project Review Committee

A. APPLICATIONS FOR CONSTRUCTION OF HEALTH CARE FACILITIES

CATEGORY 1: Applications Recommended for Approval – No Issues or Recusals, Abstentions/Interests

CON Applications

Acute Care Services – Construction

	<u>Number</u>	<u>Applicant/Facility</u>	<u>E.P.R.C. Recommendation</u>
1.	251211 C	North Central Bronx Hospital (Bronx County)	Contingent Approval
2.	251281 C	SBH Health System (Bronx County)	Contingent Approval

Mr. Robinson called 251211 and 251281. Mr. Robinson motioned for approval. Dr. Berliner seconded the motion. Dr. Yang noted an interest in the two applications. The motion passed. Please see pages 27 and 28 of the transcript.

CATEGORY 2: Applications Recommended for Approval with the Following:

- ❖ PHHPC Member Recusals
- ❖ Without Dissent by HSA
- ❖ Without Dissent by Establishment and Project Review Committee

CON Applications

Acute Care Services – Construction

	<u>Number</u>	<u>Applicant/Facility</u>	<u>E.P.R.C. Recommendation</u>
1.	231342 C	Mount Sinai Hospital (New York County) Dr. Lim – Recusal	Contingent Approval
2.	251133 C	Peconic Bay Medical Center (Suffolk County) Mr. Kraut – Recusal	Contingent Approval
3.	251146 C	Clifton Springs Hospital and Clinic (Ontario County) Mr. Robinson - Interest	Contingent Approval

Mr. Robinson called application 231342. Mr. Robinson noted for the record that Dr. Lim has a conflict and has exited the meeting room. Mr. Robinson motioned for approval, Dr. Berliner seconded the motion. The motion passes with Dr. Lim's noted recusal. Dr. Lim returned to the meeting room. Please see page 28 of the transcript.

Mr. Robinson called application 251133. Mr. Robinson noted for the record that Mr. Kraut has a conflict and has excused the meeting room. Mr. Robinson motioned for approval, Dr. Berliner seconded the motion. The motion passes with Mr. Kraut's noted recusal. Mr. Kraut returned to the meeting room. Please see pages 28 and 29 of the transcript.

Mr. Robinson called application 251146. Mr. Robinson noted for the record that he has an interest but will participate in the vote. Mr. Robinson motioned for approval, Dr. Berliner seconded the motion.. Please see page 29 of the transcript.

Diagnostic and Treatment Center – Construction

	<u>Number</u>	<u>Applicant/Facility</u>	<u>E.P.R.C. Recommendation</u>
1.	251287 C	Cumberland Diagnostic & Treatment Center (Queens County) Dr. Kalkut – Recusal	Contingent Approval

Mr. Robinson called application 251287. Mr. Robinson noted for the record that Dr. Kalkut has a conflict and has excused the meeting room. Mr. Robinson motioned for approval, Mr. Thomas seconded the motion. The motion passes with Dr. Kalkut's noted recusal. Dr. Kalkut returned to the meeting room. Please see pages 29 and 30 of the transcript.

CATEGORY 3: Applications Recommended for Approval with the Following:

- ❖ No PHHPC Member Recusals
- ❖ Establishment and Project Review Committee Dissent, or
- ❖ Contrary Recommendations by HSA

NO APPLICATIONS

CATEGORY 4: Applications Recommended for Approval with the Following:

- ❖ PHHPC Member Recusals
- ❖ Establishment and Project Review Committee Dissent, or
- ❖ Contrary Recommendation by HSA

NO APPLICATIONS

CATEGORY 5: Applications Recommended for Disapproval by OHSM or Establishment and Project Review Committee - with or without Recusals

NO APPLICATIONS

CATEGORY 6: Applications for Individual Consideration/Discussion

CON Applications

Hospice Services – Construction

	<u>Number</u>	<u>Applicant/Facility</u>	<u>E.P.R.C. Recommendation</u>
1.	251157 C	Hospice Buffalo Inc (Erie County)	No Recommendation

Mr. Robinson called application 251157 and noted that this application comes forward without an EPRC recommendation. Mr. Robinson motioned for approval. Dr. Berliner seconded the motion. Mr. Kraut advised that the application was brought forward without a recommendation since the applicant was unable to attend the EPRC meeting due to an unavoidable conflict and he invited the applicant to respond to members questions. Members asked questions of the applicant. Mr. Kraut then called the question, the motion passed. Please see pages 29 through 34 of the transcript.

B. APPLICATIONS FOR ESTABLISHMENT AND CONSTRUCTION OF HEALTH CARE FACILITIES

CATEGORY 1: Applications Recommended for Approval – No Issues or Recusals, Abstentions/Interests

CON Applications

Ambulatory Surgery Centers - Establish/Construct

	<u>Number</u>	<u>Applicant/Facility</u>	<u>E.P.R.C. Recommendation</u>
1.	242233 B	Flatlands Access Center LLC (Kings County)	Contingent Approval
2.	251234 B	Smithtown ASC (Suffolk County)	Contingent Approval

Mr. Robinson called applications 242233 and 251234. Mr. Robinson motioned for approval. Dr. Berliner seconded the motion. The motion passed. Please see pages 34 and 35 of the transcript.

Home Care Service Agency Licensures

Changes of Ownership

	<u>Number</u>	<u>Applicant/Facility</u>	<u>E.P.R.C. Recommendation</u>
1.	231129 E	Serenity Health & Wellness, LLC (Please see exhibit for list of Geographical Service Area)	Approval

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

Mr. Robinson called applications 231129, 232065, 232147, 232150, 232199 and 241300. Mr. Robinson motioned for approval. Dr. Berliner seconded the motion. The motion passed. Please see pages 35 and 36 of the transcript.

Certificates

Certificate of Amendment of the Certificate of Incorporation

Applicant

Nazareth Home of the Franciscan Sisters of the Immaculate Conception

E.P.R.C. Recommendation

Approval

Restated Certificate of Incorporation

Applicant

Arnot Ogden Medical Center
The Ira Davenport Memorial Hospital, Inc.

E.P.R.C. Recommendation

Approval

Approval

Young Adult Institute, Inc.

Approval

Certificate of Dissolution

Applicant

Flushing Manor Geriatric Center, Inc.

E.P.R.C. Recommendation

Approval

Mr. Robinson introduced Nazareth Home of the Franciscan Sisters of the Immaculate Conception, Arnot Ogden Medical Center, The Ira Davenport Memorial Hospital, Inc., Young Adult Institute, Inc. and Flushing Manor Geriatric Center, Inc. Mr. Robinson motioned for approval, Dr. Berliner seconded the motion. The motion passed. Please see pages 36 and 37 of the transcript.

CATEGORY 2: Applications Recommended for Approval with the Following:

- ❖ PHHPC Member Recusals
- ❖ Without Dissent by HSA
- ❖ Without Dissent by Establishment and Project Review Committee

NO APPLICATIONS

CATEGORY 3: Applications Recommended for Approval with the Following:

- ❖ No PHHPC Member Recusals
- ❖ Establishment and Project Review Committee Dissent, or
- ❖ Contrary Recommendations by HSA

NO APPLICATIONS

CATEGORY 4: Applications Recommended for Approval with the Following:

- ❖ PHHPC Member Recusals
- ❖ Establishment and Project Review Committee Dissent, or
- ❖ Contrary Recommendation by HSA

NO APPLICATIONS

CATEGORY 5: Applications Recommended for Disapproval by OHSM or Establishment and Project Review Committee - with or without Recusals

NO APPLICATIONS

CATEGORY 6: Applications for Individual Consideration/Discussion

NO APPLICATIONS

ADJOURNMENT

Mr. Kraut announced the upcoming PHHPC meetings and adjourned the Full Council meeting.

NEW YORK STATE DEPARTMENT OF HEALTH
PUBLIC HEALTH AND HEALTH PLANNING COUNCIL
FULL COUNCIL MEETING
September 18, 2025, 9:30 AM
90 CHURCH STREET, 4TH FLOOR, CONFERENCE ROOMS 4A AND 4B, NYC
TRANSCRIPT

Mr. Kraut We're a little early, but we are able to start the meeting right after the Codes committee, so I suspect I will do so. We've asked the Commissioner, I think he was planning to come down at 10:00am, so let's start at least the meeting and if the Commissioner comes in, we'll stop what we're doing and move to him immediately. I'm Jeff Kraut. I have the privilege to call to order the September 18th, 2025, meeting of the Public Health and Health Planning Council. I want to welcome members, eventually Commissioner McDonald, participant and observers. You know, this has been a busy and productive week for the council. I just want to thank the council members. I know some of you have been here for, we had a meeting yesterday, we have a meeting today, meeting in the afternoon, another meeting tomorrow. We had the Public Health Committee yesterday, Codes, Health Planning is going to be on Friday and the Ad Hoc Nursing is going to be today. I just want to thank everybody for making the effort to do it. You know, I think we have some forward momentum here. I just want to keep it up. I know it's a burden at times. It's important that we're doing it. I can't tell you how delighted I am that we are working on some of these issues. Another issue that you're going to be experienced today is the department has implemented a new process to access Wi-Fi. It's not quite working, but you should see Colleen or Mike for connectivity or ping my phone and I can grant it to you. The systems that the state's using is no longer NYS Guest. It's an ion suffix, which is not working properly now. We have two hotspots here. If they just raise your hand, they'll come over and connect you to the hotspot. Mike, I think you should just go around the table and just make sure everybody gets connected to it. For members of the public, it's not going to help you, but there's written instructions out on the reference table how to join the guest Wi-Fi now. Good luck. Our audience viewing the public meeting via the webcast is a form that we need you to fill out, which records your attendance at that meeting. We're required to do this in compliance with Executive Law 166. We've also posted this form on the Department of Health's website, which is www.NYHealth.Gov under Certificate Of Need. When you are finished and you could do the forms, please mail those completed forms to Colleen.Leonard@Health.NY.Gov. Thank you very much for helping us fulfill our responsibilities. I would like to remind council members, staff and the audience that this meeting is subject to the Open Meeting Law and is going to be broadcast over the Internet. Obviously, as you know, we have some ground rules to make this work. Keep the mic on mute when not speaking. Don't rustle papers. We're doing synchronized captioning. We can't have people talk over each other. The first time you speak, just briefly identify your name and whether you're a council member or staff. This is going to be helpful to us. Under the Establishment and Project Review today, we're going to look at the department's Certificate Of Needs. I'll come back to that in a minute. We encourage individuals to subscribe to Listserv that we regularly send out notices through the council's information and agenda and meeting dates and policy matters. We are really trying to encourage public awareness and participation. Even from veterans who have gone here, they seem to forget to check or check our website periodically. We publish our calendar a good year ahead. There really should be no reason that people are not reminded that we're having a committee meeting or a public meeting, that they are constantly should be checking our website to do that and by joining the Listserv we can push out some information to you as well. Today we're going to hear from Dr. McDonald, who will provide a report on the

departments of activities. Unfortunately, although you'll see the agenda that was sent out due to a heavy meeting schedule, Ms. Kim is unable to join us today and what will provide a report on the activities of the Office of Health Equity and Human Rights at the next full council meeting.

Dr. Kalkut Disappointing that she is not going to be able to speak, and if it was going to be a short time period, I don't think that's really enough time for the committee and the council to ask questions about the health equity assessments. I would think ask her to have a longer period of time or try to make a longer period time at the next cycle. I would also consider having Ad Hoc group on health equity for us to delve in a little deeper and use that time to understand the process, particularly interested in the learning tour that happened last Summer and what we can hear.

Mr. Kraut Just for everybody, the last meeting you had requested that Ms. Kim was supposed to join us to talk about the recommendations in changing HEIA that came out of that listening tour that she reported on the previous time she was at here. I will discuss that with Ms. Kim. I will talk to the department whether we should set up a separate meeting just for that or include it as part of our agenda. I understand. I know I've been promising this presentation for two cycles or more, so I'm sorry. You know, I think we'll figure it out. Thank you. Dr. Fish is going to report on the activities of the Office of Primary Care and Health Systems Management. Dr. Boufford will be reporting on the Activities of the Public Health Committee that met yesterday. Ms. Monroe will provide us an update on the Activities of the Health Planning Committee and discuss the upcoming meeting tomorrow. Mr. Holt, who will be in the room, and Mr. La Rue, who had a family emergency will be joining us through Zoom, will provide an update on the activities the Nursing Home Certificate of Need Ad Hoc Committee that is meeting following this meeting. As you just heard, Mr. Holt will present the results of the actions of the Code Committee, which just concluded. Under the category of Project Review and Establishment Actions, Mr. Robinson is going to be reporting on a number of applications that were reviewed at an earlier meeting of the Establishment and Project Review Committee. I just want to remind everybody that we have organized the agenda as by topics and in order to facilitate our review and our voting on them. We've batched certificate of need applications, particularly those that had no conflict, resolution or the committee was unanimous in a particular category. Just take a look at how we batch those applications. If there's any application that you want removed from a batch or want to discuss that or move it to a different category, we'd be happy to do it. Just let us know before we call the applications. Please tell that to Colleen or Mike as well. Before I ask, before I go through some motions to do the minutes, I just want to acknowledge Dr. Mario Ortiz, who is the Dean of the Decker School of Nursing at the State University in Binghamton. He has just been appointed the editor of the Nursing Science Quarterly. Those of you who know about this journal, it's really a journal that's really a thought leader in nursing theory, practice, quantitative and qualitative analysis, and I just want to congratulate you. That's quite an honor to be given that responsibility. He promises me he will not interfere with his activities with PHHPC, but who knows. Or maybe you guys will come up with some ideas that you can submit. It's a peer-reviewed journal. I look at it periodically. I know my nursing staff send it to me. It's well read in our organ. Congratulations, Dr. Ortiz. We're very proud of you.

All (Clapping)

Mr. Kraut You know, honestly it just speaks to the type of expertise and the diversity of the expertise that we have at this table. You know, that's why you're here and we're going to call on it to use it. Just a little housekeeping detail. We're going to have the Ad Hoc

Committee to follow this meeting. I don't know if it's going to be a long day. It's going to be a longer day than we're used to. The department is going to provide lunch for those of you who are staying. Could you just raise your hand if you're staying for the Ad Hoc Committee

Mr. Kraut If there's any dietary concerns other than pizza, please tell Colleen. I think that's the easiest thing to bring up here to do. Those will do that as well. Now that the important part of the council meeting is over, could I have a motion to adopt the June 18, 2025, PHHPC minutes?

Mr. Kraut I have a motion.

Mr. Kraut I have second. Mr. Thomas.

Mr. Kraut All those in favor?

All Aye.

Mr. Kraut It is now my pleasure to hear from Dr. McDonald, who's going to update us about the department's activities.

Dr. McDonald Thank you, Jeff.

Dr. McDonald Good morning, everybody. Great to be with you today. Just a couple of starting points. Just so people know, the Advisory Committee and Immunization Practices is meeting today and tomorrow. Be assured that I have plenty of my staff actually watching the meeting. I'm being updated in real time. Please be assured too that we're well aware of what could happen today. We've planned for this. We'll just see where this goes and go from there. I just think it's important to understand that no matter what happens, we will respond to it and protect New Yorkers' ability to get vaccines. I do want to also just talk a little bit about something else going on that I'm kind of encouraged about, which is the Northeast Collaborative. You might have read a little about this, but there's a press release coming out, I think in about four minutes that we'll talk about this. I'll just tell you now. There's this voluntary coalition of states, Connecticut, Maine, Massachusetts, New Jersey, New York, Pennsylvania, Rhode Island, New York City. Some others are coming on board, just really working on common public health concerns, you know, and it is vaccine related, but it's more than just vaccines. We're talking about how do we coordinate more? How do we protect evidence-based public health? We have work groups that look on just a public health emergency preparedness. How do deal with data? What other infectious diseases can we do? What other things we do with laboratory sciences? You know, I think this is something to actually be a little bit encouraged about. As much as you see a lot of discord in this country right now, public health people do talk to each other respectfully. We get along well. We really do enjoy working with each other. I think this is something that we should maybe have a little bit of optimism about. I've enjoyed these last few months working with these folks. I've really been thrilled that many of our team members have been part of this and really leading the way in this. It just seems to me like as much as the public health conversation federally is getting a little bit different, perhaps even unusual...there does seem to be a great deal of coherence in many of the states right now. I think that's something to be thankful for. I want to talk a little bit about COVID vaccine and September 5th, Governor Hochul issued an Executive Order and why was that important? One of the things you saw is just because of the revoking of the emergency use authorization because of limited FDA approval, many people are just used to their COVID vaccine in a pharmacy like CVS or Walgreens or any drug store for that matter. What

people are finding is there was so much chaos and confusion that people really just didn't know what to do. The pharmacies didn't what to. So, Governor Hochul, one of the big parts about the Executive Order was allowing a pharmacist to actually prescribe and administer a COVID vaccine. Keep in mind when the Governor issues an Executive Order, the Governor can't create something new. What a Governor can do is suspend an existing law. That's what happened. It's a thirty-day executive order. I expect to be renewed as needed. You know, I did my usual standing order. Thank you for my team for helping me get those standing orders done for not just the Moderna vaccine, the Pfizer vaccine, the Novavax vaccine. We sent those up. I think one of the key points to remember is my standing order is only good for what's considered FDA-approved indications. In other words, when you prescribe a drug off-label, which doctors do every single day. It is very common. When you do something off label, New York State law doesn't allow me to do what's called a non-patients specific standing order. This is really part of why the Executive Order was necessary. It's been well received. I'm very thankful the Governor did that. I think this is another example of how the Governor is stepping forward and really helping protect New Yorkers. And just to give you a ballpark number, over 7 million New Yorker's were disenfranchised from a COVID vaccine. This mitigates that. Part of I think that's important when you look at who's really at risk... Totally agree with the federal government, people 65 and older are at risk, no doubt about it. Totally agree that people with underlying health conditions are at risk. We sent out a provider advisory to people who take care of people who are pregnant. Pregnancy is an independent risk factor in and of itself. There's an enormous amount of data that just shows that. When we sent our provider advisory out, you included forty-seven scholarly references I'll see you in the next one. It was much longer than the usual provider advisory, because what we're doing is making sure the health care providers in your exam rooms understand what is the case, what is data, and why do we do what we do? We're doing what public health people do all the time. We do our research, put our facts together, put it in a way that people expect. We did the same thing for children. We sent out a provider advisory and fifty-four scholarly references attached to it, included all the data, but came up with our recommendations. Everyone six months through twenty-three months should get immunization, just so people know, yes, the group that ends up in the hospital, the highest rate is people 65 and older, but the third highest group is people in that six month, the twenty-three-month group, and keep in mind the majority of those children don't have an underlying health condition. Our recommendations aligned with the American Academy of Pediatrics, and just to put a little bit of context in the room, the American Academy of Pediatrics has been giving recommendations for children's vaccines since roughly 1930, a good thirty years before the Advisory Committee of Immunization Practices was even informed. You know, when we did our recommendations for people who are pregnant, we did look closely at what the American College of Obstetricians and Gynecologists put together. You know but again, we had done our own research, but we came to the same conclusions that COVID vaccines were recommended for people are pregnant. Just recognizing pregnancy is an independent risk factor. One of the things about getting a COVID vaccine when you're pregnant is there really another way to pass on protection to your little one who's in the first six months of life because there's no vaccine for them. Again, just want to make sure we're on top of these things. Shift the conversation a little bit from infectious disease to our 1332 waiver. And by the way, I don't know how many people follow the difference between a 1331 to 1332. I just think the whole thing is just a little confusing. Maybe I can just refer to this as the Affordable Care Act or Obamacare. I tend to call it the Affordable Care Act, because that's what the law is called. What we did last year on April 1 of 2024, we got approval for what's called a 1332 waiver. We got that approval so what we could do is expand coverage for people who earn between the federal poverty level between 200 and 250 percent of federal poverty levels. What that meant is those individuals could get really

nice health insurance at no premium. That was a really good thing. Why that's important is these are people who otherwise would have had to pay for health insurance through the exchange. I think just keep in mind that's expensive. You know, even a simple plan is well over \$9,000. If you think about how much money people make in that area, that's just a lot for people to absorb. We had a revert back to what's called the Basic Health Plan, which is now. It's also been known as the 1331. With the Basic Health Plan, we opened a thirty-day comment period starting September 10th. Once that comment period is done, we then wait for Center for Medicare and Medicaid services to give us their determination on this. They have a nine months to do that. This starts that ten-month process. You know, if something happens on the federal level where people literally do the right thing and reverse these changes, then we still have a chance to go back. You know, the federal government so far, as much as our conversations with them have been progressing, we have to wait and see what they're going to do. You know just to put context around this, when that House Resolution 1 bill passed that took away \$7.5 billion from us, which is a lot. It's not something we can just simply absorb. Just to give you a different number on this as well is 450,000 people who work for a living are losing health insurance. This concerns me deeply. We are preserving health insurance for 1.3 million, which I think is great, but I think there's real consequences to what the federal government has done. We expect to see over \$10 billion in annual losses to New York's healthcare system at large. There's a ripple effect to this, right? Like hospital systems are going to face increases in uncompensated costs. There'll be healthcare job impacts as well. There's harm to local economies. It's really clear the impact of HR1 is not insignificant. There's also some changes that are occurring to Medicaid. I just want to highlight that a little bit. There's guidance that will come out from the Center for Medicaid and Medicare Services June of 2026. We have to be ready to implement by January 1 of 2027, although there's kind of a provision for an extension of three months if you're making a good faith effort. The thing that just really is clear, I want to just go through what happened here. There's this now work requirement that will be going into place. It's been done in other states, not shown to be incredibly successful. There are some exemptions to the work requirement. I don't expect people to read the 870-page law that was called HR1. You might wonder why I read it. It wasn't because I had all the free time in the world. It was just that part of the way I learn is at some point I just need to see all this stuff for myself and see if it is what it says it is. It is in there. It's somewhere between 629 and 633, where you see what the exceptions are. There are exceptions. Some of the exceptions to the requirement being a parent or guardian of a child who is disabled or under the age of 13, foster youth or former foster youth under the ages of 26, medical fragility, such as blindness, disabling mental disorder, physical and intellectual disability, substance use disorder, or complex medical conditions. Another one is participating in substance use disorder program. Another is someone who meets the SNAP work requirements. Another requirement, an exemption, is if you're American Indian or Alaskan native. Another exemption is if you're a disabled veteran. Another exemption if you are an incarcerated people or those who have been released within ninety days. There are exemptions here, but it's really quite a significant change. Our team is working on what we can work on at this point. There's only so much we can do getting ready for this, but we're spending a lot of time on our Medicaid team to be ready for this. Keeping on the theme of what went on with House Resolution 1, I want to just touch base on the Rural Health Transformation Program. Very thankful to my team that's working on this. The Rural Health Transformation Program is something we're applying for. Just nationally, it's a \$50 billion program. It's allocated to states over five years with \$10 billion of funding available each fiscal year, beginning in the fiscal year 2026 and ending in the fiscal year 2030. Half the funding is distributed equally if you're in approved state. The other half is allocated by the Center for Medicare and Medicaid Services based on a variety of factors, including your rural population and the proportion of status of rural health

facilities in the state. The application submissions are going to close in early November. The notice of opportunity to apply, the notice of funding opportunity was announced Monday. Our team has already been meeting with stakeholders ahead of time to get some input on this. We've met with hospital leaders, the associations, rural health people, the federally profiled houses. We're trying to really get ahead of this as best we can. We anticipate applying for both ends of it, the part that you get just because you're a state that is rural, but also the competitive portion as well. Unless you think New York is not a rural state, I just think this little factoid might be interesting to somebody in this room today. New York has a little under 20 million people, but to your surprise, perhaps, we have over 25 million trees. I assure you, I travel New York all the time. I do enjoy coming to Manhattan. I really enjoy coming downtown. Really, most of New York that I travel through is just green and a lot of ruralness. Internet reception is what it is. We are a rural state, for those who are curious. If you haven't been to the rural part of New York, I do invite you to get out there. Not just some great sceneries, but some of the best soft ice cream you will find. There's that. The Hospital Transformation Grant. Last month, Governor Hochul announced nearly \$300 million in awards made throughout the statewide health care facility transformation program. This was version four. The funding support more than fifty different projects very much across the state aimed at expanding access to inpatient, primary care, behavioral health, and long-term care services. This is a nice project. There's a lot of great projects. I'm really excited to see that we're able to finally get this done. There was a lot. In case you're curious, why do these take so long, we get a lot of applications. Very complex. It's a rigorous review process. We're trying to distribute things as equitably as possible. There's a lot of work that goes into getting these approved. I'm very thankful to my team for all the work we did so we can make these awards. That was great. Another thing I want to just make sure I thank you for is our prevention agenda. You were very helpful with our prevention agenda. I want to make sure you know, I appreciate your gratitude in that regard. In July, with the Department of Health launched it's 2025 to 2030 prevention agenda. You have to thank Dr. Boufford in particular, who's right here next to me. This was an enormous amount of work, a lot of stakeholder activity, hundreds of community-based organizations, all local health departments, health care associations, non-profits. It was just great to see this. When you think about our state health improvement plan, it's a blueprint of coordinate state and local action to improve the health of everyone's standards. This is one of those things where it's really a nice menu of evidence-based public health interventions that we know are effective. how do we eliminate health disparities? How do we recognize that health is shaped by many factors, including our social determinants of health? It really allows for a proactive focus on actions that address the root cause of injury and illness. Really, it dovetails very nicely with something else we released in June called the Master Plan for Aging, which again is just, I can't thank the team enough for just meeting the deadline of the Executive Order. Val Deitz and her team just did an amazing job with Dr. Heslin and Greg Olson from the State Office for Aging and the Department of State just really getting this done. Hundreds of meetings, hundreds of organizations helping with us. We really were more than just a convener, but did a lot to really find out how do we make New York a very age-friendly state? How do we get so New Yorkers can age in place in New York? This was a plan very much built by New Yorkers for New Yorkers. You know, just for context, 3.2 million New Yorkers are over 65. I'm not in the group yet, but well on my way. This has just been a wonderful project. There's a lot of fabulous ideas here. We'll see where all this goes here. I think that's just great. Another thing that we're really happy to announce, going to be announcing in the next week or so just to let you know now is the Living Donor Support Program. You know this has been a really significant project for the department. It's been over two years in the making because, quite frankly, some things are complicated and need over two year to put together. The Living Donor Support Act needed us to start from

scratch with building a program that allows someone who wants to donate an organ to somebody a way to get compensated for that. There's an estimated over 8,000 New Yorkers who are living with organ failure. Some 7,000 are waiting for a kidney and more than 500 are waiting a liver. This new program, operated by our department. The fund can pay up to \$14,000 for certain expenses related to the living donation process when both the living donor and the ultimate recipient of the donor are recipients of New York. Those regulations have been approved by the Transplant Council. There are other approving entities beside you, but they have been improved. Getting those regulations created from scratch was really a very significant effort for the department because really just hadn't been done before. Excited to see that's going on. I just want to remind people we did do a standing order since I saw you last Respiratory Syncytial Virus. It really just reminding people that part of why we do these standing orders is to reduce barriers to people. Our hope is that people can avail themselves to everything they need in healthcare. The nice thing about the RSV standing order, it's really everyone 75 and older is supposed to get it. It's a one and done vaccine. If you're 50 to 74 and you have an underlying medical condition, it's recommended. Folks who are pregnant in that 32-to-36-week period that can help. You get that vaccine to protect your newborn. One of the things that's interesting I've enjoyed traveling. I was at the Children's Hospital last week. It was fun talking to him. He was just talking that RSV vaccine we do for babies has really been a change and how we're just not seeing so many kids with RSV in a children's hospital. I can tell you as an old pediatrician, I didn't enjoy seeing kids with RSV, because there's precious little I could do other than oxygen, ivy fluids and just watch them suffer. I think this really speaks to, we are living in a wonderful time. You know, I'm an old pediatrician who remembers when rotavirus was a problem before we had a rotavirus vaccine, and now we just don't see that so much anymore. I remember we used to see Haemophilus Influenza Type B Meningitis. You see where I'm going with this, don't you? I don't take for granted the talents and gifts of the scientists and researchers who create these wonderful vaccines that we have. I do not take that for granted. I'm very thankful for the work. I don't take for granted the hard work that goes into distributing vaccines and even to the regulators who approve them. It's odd to me that we're spending so much time defending things that just quite frankly make everyone's lives better. I think just to underscore and maybe point out the obvious, we live in unusual times right now. I've seen this in the department quite a bit. The federal government isn't making our job harder. It was already hard. They are making it more important than ever. Very pleased to have a very robust, solid, strong health department that, quite frankly, does not get discouraged no matter what gets thrown at it. Many of them are here today. Just can't thank them enough for the hard work they do. With that, let me see if folks have questions.

Mr. Kraut Thank you, Commissioner.

Mr. Kraut Questions for the Commissioner?

Mr. Kraut Ms. Soto.

Ms. Soto Good morning. Nilda Soto, council member. Thank you for your remarks. My question is, with the Executive Order for COVID, what has been the response of insurance companies? Are they going to cover the individuals that now come under the Executive Order?

Dr. McDonald Yeah, so when you think about the insurance companies, keep in mind, they want to cover the vaccines because they know there's benefit, right? The Department of Financial Services issued a circular telling the insurance company they were expected

to cover it. Keep in mind where we were in the underwriting cycle, the insurers were expecting to cover anyways. It is going to be covered by Medicaid. We expect people to be able to get this COVID vaccine traditionally the way they should through the third-party payers. I can't speak to every single insurance company out there. If someone has a question, they should talk to their insurance company. Our expectation is every insurance company should be covering it like they traditionally do. I am not hearing about challenges. Quite frankly, this is something that we're doing as much as we can do to make sure that the insurers to cover this.

Dr. Kalkut Thank you, Dr. McDonald, for the comments, thoughtful comments. I had a question about the ACIP committee and several votes today. Do we anticipate that that would affect school immunization schedules or mandates in our state?

Dr. McDonald It's sad that you had to ask that question, isn't it? Right, you know? You know, the short answer is I have people watching it today for a reason. I don't think it will affect any requirement in school because that's governed by state law. I don't want to underscore the epic weirdness we're living in right now. I can't predict everything they might do. I think just to be kind of blunt about the advisory committee, it took seventeen objective experts that were well respected and replaced them with twelve people who, quite frankly, there's legitimate questions about their qualifications. When you look at what's on the agenda today, there's a reason for people to pause. Having said that, we have to wait and see what comes out today. The state health law is the state health law. Never confused about where the Governor is, quite frankly, on protecting the health and safety of New Yorkers. And just so you know, my team has been table topping a lot of different contingencies, and we'll just see where this all ends up here. I'm optimistic New York will come out okay with all this.

Mr. Kraut Dr. Soffel.

Dr. Soffel Good morning, Commissioner. It's always a pleasure to see you. I have two questions. And the first is, now that mandatory reporting on COVID is no longer required, what is New York doing to understand the spread of COVID and where there are problems and where we should be alarmed? My second question is, can you say something about measles?

Dr. McDonald Regarding COVID, we do track deaths, and we track hospitalizations. We do not track cases that well. We track wastewater, which isn't super helpful when it comes to COVID, quite frankly, because it's too late a signal. When you look at what our strategy with COVID right now is really it's focused on the public messaging about the importance of immunization or also our interventions to actually make immunization available and to make sure the provider committee knows exactly what to do. A lot of what we're doing is focusing on giving people the tools they need to succeed. The treatment is still available. That hasn't been threatened, quite frankly. It's nice to know that if you need treatment for COVID that's still available. I think when you think about COVID in general, and I think there's just something in the back of your mind. Yes, we are seeing less hospitalizations over time, but I want to put some context in the room. COVID is more of a health impact than flu. Just to give you a little bit of a number, I know it's a little early for numbers. In 2024, we're a little over 21,000 hospitalizations related to flu. We're a big state. If you look at COVID, there's over 51,000 hospitals related to the flu. For every one person admitted to the hospital related to a flu, yet over two people admitted related to COVID. When you look the vaccine numbers, they're much less. Now keep in mind, I don't have good data when it comes to adult vaccines like I do for kid vaccines. Because if a kid gets a vaccine

in New York, anyone under 18 that gets reported to me. If an adult gets a vaccine over 18, it only gets reported to me if the adult chose to share the data. Our estimates are when you look at COVID vaccination for New York last year, maybe 12%. Part of why I don't put context around that is the COVID vaccine uptakes are way less than the flu vaccine uptakes. I think there's a reason for that. I think it's because the public quite frankly is exquisitely confused about what is what when it comes to this. And of course, natural immunity is helpful, but there's a reason why you still get the COVID vaccine to boost your immune system. Just to put another number around this, we think about deaths last year in 2024 related to COVID. There was 2,775 deaths related to COVID, not anywhere near what you saw in 2020 or 2021. Just to context around that number, if we heard about seven different 747s crashing in New York State, we would be, oh my gosh, what is going on? 2,775 people is about what you'd put in seven jumbo jets. I still think this is a big number. Kind of my message to folks who are listening is COVID is still a significant threat to New Yorkers. The best protection out there is to get your COVID vaccine. I'm getting mine at the end of this month. The way I'm going to do it is going to get it with the flu shot at the same time. Just because of me and who I am, it'll be a media event just because I want to encourage the public to do it. I don't get to go to my brother's drug store anymore and do it like I used to when I was younger. I'm going to do that just to make sure people understand I'm doing it in a purposeful way.

Dr. McDonald Now, you asked if I could say something about measles, and I can. Measles is really spreading right now in Texas, Ontario, Canada, and parts of Mexico. You're seeing isolated pockets along the United States. There was a case here in the city or two, there's been four recent ones. You know, what I'm seeing in New York though, right now, when you look at New York State right now, I think we're probably not going to see widespread measles in New York. Why I'm saying that is our vaccination numbers are pretty good. If you want to make sure we don't have widespread outbreaks in New York, we really need to get the vaccine numbers to be even better. People are supposed to get two different measles, mumps and rubella vaccines. By the way, just in case you're curious, if you're born before 1957, you're considered immune from measles because it was that common. In 1989, we started having two doses. So just to help you with the math, if you're between 36 and 68, you might not have had two doses if you want to check with your doctor. There you go, don't get titers if you aren't sure, just get the extra dose. It really is a fine thing to do. I think when you look at the national conversation about measles, it would have benefited from a coherent federal message, which right now has been absent from all this. Earlier this year, I issued a travel advisory for people in New York when they went to Ontario, Canada, because as much as people worried about Texas, the outbreak in Canada was literally over the bridge. That's still an area that we're concerned about. There is a lot going on with measles. I think it's important to understand that it is a serious disease and people do it up in the hospital with that. For people who are telling you that it's a minor childhood illness, they're either selling you something or misinformed.

Mr. Kraut You know, your point is New York State is, we're in the 80's in most of the counties except for Rockland.

Dr. McDonald By the time you get to school age, we get a lot better. You know, if you look at that under 2 crowd, 81 percent, I'm not loving it. If you get the school age we get to 97 percent. There's pockets of the state I'm more worried about. Some of those counties. We have our team working with those counties. The way you build bridges with people is you establish relationship, build trust, and you help people understand what the concerns and answer questions are. Vaccine hesitancy really is very one-on-one relationship building

right now. There's only so much mass media is going to do in that regard. We're doing a lot with individual groups of people just to help bring people along. I think we're making some progress there.

Dr. Berliner Commissioner, thank you for your remarks. This is a weird question, even for me. Is there a reason why the rule about COVID and drug stores didn't go through the Rules Committee here for us to pass an emergency rule? Because it was an emergency.

Dr. McDonald A couple things, one is you couldn't change a law no matter what you did because the thing we had to address. I'm thrilled you asked this, because what we had address was a pharmacist can't give a drug off label. That was the issue. No matter what we did with you, and we looked at every different option, like I know it's interesting like all of a sudden an Executive Order appears. You'd be amazed on how much work goes into doing that. Late night weekend work, the kind of stuff that you're like, oh my gosh, I can't believe we got this done finally. What we needed to do was actually get a law suspended. That's why it's an Executive Order. That's hard to do. State Ed was a good partner with this. They helped us with this. I think this really gets to the point where people got it. One of the things CVS and Walgreens were telling us was like, we don't know what to do. It wasn't just us. There was all these states. This was something they really were saying. This really helped them quite a bit. We would love to do this. Like I remember when I was here last time, you know, Jeff Kraut said, call us if you need us. We're ready for an emergency meeting. I know that. I appreciate that. I'm very thankful for that. We might need you. It depends on what weirdness happens today and tomorrow. We will see. I know you guys are ready, willing and able. Appreciate it.

Mr. Kraut I made it clear that if something comes out of the federal government that requires a change in regulation that's under our purview, we will meet in between the cycles to address that.

Mr. Kraut Any other questions for the committee?

Ms. Farrell I'm not up to speed on the federal vaccine for children's program. I'm assuming it's all going to be tied up with everything that's happening in Washington. Will the state be doing anything for low-income children through the local health departments, for example?

Dr. McDonald I want to unpack that just a little bit. If a vaccine comes off vaccine for children, which is something that would be a problem, right? How does anybody get that vaccine? It puts the onus on the state to find the money to come up with that vaccine. I didn't bring my checkbook today. We've had those conversations. We know what those numbers look like. They're a lot. I'm not going to commit to spending money today because that's not what we do. We've done our homework to know that if things happen, not just today, tomorrow or in the future, what does that mean? I think it just gets to a larger issue, right? Like in other words, everyone benefits when everyone's immunized, right? Just to make sure that's really clear for folks is like, you know, Florida did something a little bit odd. It was in the news. I'm not really going to get into it, but like if you're going to Florida now, when if they do remove vaccines for everybody like... You start putting everyone at risk. I think one of the things about vaccines is they're a victim of their own success. When you think about how awful polio was, that people who are much older than I are just banging their head against the wall. How could you even entertain this conversation? It was so miserable and so awful and so tragic. Because I practice in so many rural areas, I've seen all these vaccine preventable diseases because I'm it. When you're the pediatrician in a rural area they come to you in your office... Right in your office.

You're doing your spinal tap there, blood culture and taking care of things right. In other words, you're it. Same thing everywhere I've been, right? I think the problem that we're seeing is people are choosing a real just a dangerous path. I think Florida chose a dangerous path really to step backwards in public health.

Mr. Kraut Ms. Monroe.

Ms. Monroe Thank you.

Ms. Monroe I read just briefly that the three Western states have come together to pass some legislation in each of their states to address this. You mentioned early on that you're a member of a group of Eastern states. Is there a conversation about some collective action that you all might take that would get us to kind of blanket the East Coast with a policy that makes sense?

Dr. McDonald The answer to that is yes. Just to really put a little bow on that, the Western Care Alliance is California, Oregon, Washington, and Hawaii. They haven't really done legislation. What they did is they restarted their own immunization committees. Their governors have all gotten together and have done that. What I talked a little bit about this morning is the Northeastern states have been getting together for several months. We're not just talking about vaccines. We're talking about a host of different issues. Part of why we're doing that is there's a lot more that we can do and as important as vaccines are, a lot more we should be talking about like for disaster preparedness. Part of this is just recognizing the federal government that was once our strong partner just isn't there anymore. There aren't as many people as possible in there anymore. The expertise is left. There's just not as much that we can count on from our federal partners. What we really need to do is collaborate amongst ourselves. Just to give an example, we have Wadsworth, one of the best public health labs on the planet that's ever known. We do a lot to support seventeen different states. Quite frankly, there's things that we do at Wadsworth that other people can't do, and we do it. Money, it changes hands, but we actually do the testing for people because we can do things other states can't. That's a good example of how you do rational things. I do talk to California often. I talk to Illinois from time to time too. If you're noticing a little bit of a trend, the states that are talking to each other are the states that generally identify of a certain direction. We are open to talking to every state. I do meet with all the state health officials throughout the entire country every Tuesday afternoon. I'm going down in October to meet everybody again in D.C. for a couple days. People have different political persuasions. The state health officials generally want to do the same thing. They just aren't always allowed to because their leadership doesn't allow them to actually do the things I can do. I enjoy a great deal of freedom. My Governor's very supportive of everything I do. It's just a delight to work for Governor Hochul. She really is a thrill.

Mr. Kraut Commissioner, I thank you for spending time with us and appreciate that very informative report.

Dr. McDonald Thanks, everybody. I hope you have a good rest of your meeting this morning. Thank you.

Mr. Kraut Thank you.

Mr. Kraut I am now going to turn and ask Dr. Fish to give us a report on the activities of the Office of Primary Care and Health Systems Management.

Dr. Fish Good morning. Thank you, Mr. Kraut. Doug Fish, Deputy Commissioner for the Office of Health Care Delivery. Welcome everyone this morning to today's meeting and please let me welcome Mark Hennessy, who was just appointed as our new Deputy Director for the Office of Primary Care Health Systems Management. Mr. Hennessy's worked nearly a decade managing a statewide and regional healthcare regulatory system for the department and has been overseeing regulatory activities, standards development, investigations of patient safety complaints. Prior to his leadership role as the Director for the Center for Healthcare Provider Services and Oversight that's within the Office of Primary Care and Health Systems Management, Mark was Deputy Medicaid Inspector General, and before that worked in a leadership role in the New York State Assembly for eleven years. I'll continue in my current role as Deputy Commissioner for the Office for Healthcare Delivery, which includes the Office of Primary Care Health Systems Management, the Office of Aging and Long-Term Care, our Office of Health Facilities Management, which has our state-run Veterans Homes and Helen Hayes Rehabilitation Hospital and then our Office of Medical Provider Management. I'm just grateful to Mark for accepting his new role.

Dr. Fish I'd like to speak from the written report on two things here at the public meeting. The first is on charity care. I'll speak to the certificate of need streamlining efforts and where that stands. Regarding charity care at the recent Establishment Project Review Committee meeting on August 21, questions were raised about hospital charity care, and the department was asked to provide an update. In New York, charity care refers to free or discounted medical services provided to individuals and families who cannot afford to pay their medical bills, often based on income and lack of insurance. New York's Public Health Law and the Internal Revenue Service both mandate and regulate hospital charity care, but with different focuses. New York State Public Health Law requires hospitals to establish detailed financial assistance programs, including specific eligibility levels tied to the federal poverty level and maximum patient charges, while the Internal Revenue Service ensures that nonprofit hospitals meet specific operational and community benefit requirements under Section 501R to maintain their tax-exempt status. To report hospital charity care, a hospital organization must complete and attach Schedule H, Form 990, Hospitals, to its annual Internal Revenue Service, Form 990. On Schedule H, charity care is referred to as financial assistance, and organizations report the reimbursed costs of free or discounted services provided to individuals who meet the hospital's financial assistance criteria. This information is then used to demonstrate the hospital community's benefit activities and is subject to Internal Revenue service instructions and requirements. The New York Attorney General's Charities Bureau handles charity care oversight for non-profit hospitals. The Bureau supervises the administration of charity care and ensures hospitals follow state laws and it monitors the use of charitable funds. On the New York State Institutional Cost Report, eligible charity care includes the full charge for patients who have no third-party payer coverage and are determined to have no patient or guarantor responsibility based on the hospital financial aid law policy. It also includes reduced charges for patients whose income or assets after applying the of financial aid law result in a partial or total write-off of their medical bills. It's not a write-off of uncollected debt, but rather a predetermined discount offered through the hospital's financial aid policy. Some certificate of need applications may reflect a difference between percentage of inpatient and outpatient charity care projections, largely due to uninsured patients' eligibility for emergency Medicaid on the inpatient side. For hospitals submitting full review certificate of needs applications, hospitals do report the amount of community benefit spending. In the community health improvement services category that supports local prevention agenda goals. This information is depicted in the staff report for the Public Health and Health

Planning Council's consideration. In the fiscal year 2026 budget, pleased to report that New York State then enacted a provision regarding a general hospitals to report their community benefit they provide to the state on an annual basis. Lastly, regarding certificate of need streamlining, the New York State Department of Health adopted amendments to its Certificate Of Need Regulation as part of 7.10 of Title 10 of the New York Codes, Rules, and Regulations to update, modernize, and streamline the certificate of needs review process for health facility construction projects. The updated regulations took effect August 6th, 2025, and apply to all applications filed on or after the effective date. The state's Public Health and Health Planning Council approved those regulations at its June 18th, 2025, meeting, but these did not become effective until the Department of Health's formal publication of its notice of adoption in the state register. In general, the changes increased the cost thresholds for health care facility construction projects to reflect increases in construction costs, thus subjecting many projects to less intensive levels of review. They also reduce the level of review required for many services, equipment, and projects now considered routine in today's healthcare environment, and they expand the ability to file both written notices for certain non-clinical projects and architectural and engineering self-certifications. The department has prepared a guidance document to assist in this implementation of the new regulations, and that's available on our Certificate of Need website. With that, I'll conclude my remarks and happy to take any questions.

Mr. Kraut Are there questions of Dr. Fish?

Mr. Kraut Mr. Lawrence.

Mr. Lawrence Harvey Lawrence, member of the council. You are collecting the information about the data about the charity care. Do you also do an analysis across the state to see how, what hospitals are contributing in terms of charity and whether it is equal balance across the state?

Dr. Fish Thank you for the question. Right now, what the statute requires is us to collect the information that currently is reported. It is publicly available on the federal website on the Form 990s that the hospitals submit. It's extremely time consuming. The first step here will be for the state to collect those forms. That's what's required and will be putting into implementation. And then, you know, subsequent to that in terms of looking statewide across, I mean, ultimately I think the goal is to have a better understanding of charity care and what that looks like at a regional and statewide level. The first step was to collect and require the collection of this information so that we could begin to get a handle on it. It is certainly categories that we look at and there are published national reports of states in terms of their reporting on charity care, and in particular the community benefits spending allotment. We do look at those as well.

Mr. Lawrence Do you have a plan in place that at some point you will be generating a report a year, six months?

Dr. Fish So at this point, the requirement is to collect the information at a statewide level. That's phase one, and then we'll take it from there in terms of follow-up reports.

Mr. Lawrence I don't know what's the appropriate time frame for a follow-up in terms of the...

Mr. Kraut Yeah, I think once the data is available, it will be available to us as well when it's collated.

Mr. Kraut How long will it take? I would also say there are numerous organizations that collect and publish this data and do comparative analyzes. The difference is, just like quality ratings, everybody uses a different methodology. Those that follow the IRS tax methodology, which it's very prescriptive, you get audited, make sure you're doing it right. Some organizations will discount certain categories, say, that's not really community benefit that you're subsidizing Medicaid or behavioral health or that. There isn't an organization that I am not aware of. That doesn't collect, particularly on charity care, people's ability to pay, discounting the bills or writing them off. There is a lot of that information from other parties other than the state that does this. I guess you're basically saying when the database is ready, it'll come. Now, everybody is filing at the end of this year the community service plan, or do they have to file...or the implementation plan? All of that data is going to be available in some way. If you're looking for comparative analyzes, if we don't have the Department of Health, maybe there's a third party from the IRS and stuff. The Institute is one of them. Again, there are ones that they have a methodology that ignores the methodology that the federal government and the state holds us to. There's all of these different ones. No, I would say the difference of opinion because their perspective is their perspective, and I can't say it's wrong. It's just not what others might think.

Mr. Lawrence When we are looking at an application, charity care is always a reference point. I think in our last committee meeting, it was the question about charity care. It is very hard to be fair to applicants if there is no real standard upon which we are look at charity care.

Mr. Kraut I mean, Dr. Boufford will maybe touch upon that about in a second when we get into that. We do get information. You're trying to make comparisons between providers, but we're looking at the provider in relation to the community and to the service type they're giving. We don't have, I think, standard data if you're an ophthalmology surgery center and what was a reasonable expectation for charity care or Medicaid access relative to a multi-specialty or to a hospital based. You're right. There isn't good data here. We've used, I think, somewhat subjective criteria. It has served us well because what we've seen is a commitment increasing. Nobody comes in here saying I'm not taking care of it. What we don't know is after we approve them, we get a report, I think, once a year, am I correct, of the actual reported Medicare and charity care of every center, for example. We got that in February in our annual report. I think we got it in our report. We do get that data every year. The department is using data to follow up on that.

Mr. Lawrence It might be helpful, then, if the data is collected and there's some analysis, then we can then be able to have some comparative analyzes across regions and across different sectors.

Mr. Kraut Dr. Eisenstein.

Dr. Eisenstein Larry Eisenstein, council member. Thank you, Dr. Fish and Mr. Lawrence. I can comment on this as I'm ultimately responsible for community benefit in my system as I've come to learn good data is really important, but bad data or data without context can be really dangerous. I think this is a circumstance where there's no doubt we should be doing community benefit. There's no doubts it's a requirement regardless of what you feel about it, but absolutely we should be doing community benefit. I think all hospitals and Article 28's do a certain amount of it. Standardizing the evaluation is really complicated. It

sounds simple. It's not. We certainly aren't going to go into this today, but as I'm sure as the department knows, what qualifies and what doesn't qualify doesn't always line up, doesn't always make sense, and what's evaluated by one group looking at it. I've seen all the different reports is different than what's evaluated as another. I'm reiterating what you said, Jeff. Community benefit is not always looked at apples to apples. And if we're going to be fair, it needs to be. If we are going to hold people accountable, it definitely needs to be. I think it's great that we're collecting the data, but the proof is going to be in the analysis, getting that right so that we could say not just a number that doesn't have any context or, well, this hospital does more than that hospital. They may serve very different populations. They may offer very different services. There's got to be a context put to the numbers behind community benefit. I think this is a very large project that we need to get right going forward. It's important, but I urge everybody, don't just jump to a conclusion based on a report that might not be accurate context. That's my opinion

Mr. Kraut I mean, you're going to see the next round of these increase support for funding research, which is a community benefit, because of cutbacks in the federal dollar. You're going to have changes. Some people will argue, well that's not what we're talking about when we talk about community benefit and the prevention agenda.

Mr. Kraut Yes, Dr. Berliner.

Mr. Kraut Howard, just a little closer so the rest of the room can hear.

Dr. Berliner Mic wasn't on.

Dr. Berliner Dr. Fish, I wanted to ask you about the status of the Bad Debt and Charity Care Fund. How much do you know, ballpark, how much we collect? I ask this in part because one of the reasons we approve D&TCs, and ASCs is because they contribute to that fund. Just like to know how much that we're actually getting from it and how that helps that overall charity care and bad debt problem.

Dr. Fish I can take that back. I don't have that figure off the top of my head, but I got the question related to bad debt charity care. Thank you.

Mr. Kraut This is a good tee-up for Dr. Boufford's conversation.

Mr. Kraut Any other questions for Dr. Fish?

Mr. Kraut Yes, Dr. Soffel and then Mr. Lawrence.

Dr. Soffel Good morning. I have two questions about charity care. The first is, when the charity care regs were first changed in New York State, there was a lot of concern about hospitals' compliance with the new rules in terms of posting their charity care policies and advising patients about how to obtain reduced rates at hospitals. I'm interested in what the department does currently in terms of monitoring hospital compliance with the charity-care requirements. My second question is, I read periodically about hospitals that are more aggressive in pursuing collections on patients. I was just wondering whether the state looks at all at hospital collection policies against patients and those that appear to be more aggressive in their stance on patient collections.

Dr. Fish To the second question, we do take in those complaints, and we are actually working to establish a person whose kind of sole role would be doing that and looking at

that across the state more broadly. The monitoring of the charity care is something that the department does do to an extent. Again, this new person will be doing this from the more broad-level, widespread, comprehensive view and understanding of the charity care and how it's applied across the state. We do get complaints that come into the department, and they right now come into Mark's center, his previous center, and his team works to address those to the extent that we can with the expertise that we have. It is an ongoing work in progress. I don't know if there's anything that anyone else wants to say from the Department in regard to that, but if so, I'll just open it up.

Dr. Soffel Just to be clear, so it's the monitoring that goes on is in response to complaints and not sort of a routine looking at different hospitals and assessing their policies in terms of compliance.

Dr. Fish Mostly its complaint driven, I would say at this point, yes.

Mr. Lawrence I guess, Dr. Fish, I appreciate that it's pretty difficult to come up with a standard. I think at least if we were able to get a report that outlines what we don't know and what the issues are, and that might, you know, I know it would help me to understand when we're looking at charity care and someone comes in and they're at tenth of a percent. They're projecting that to understand what that means relative to someone else who's coming in and we're beating up on them and they're at 2%.

Dr. Fish Thank you for the suggestion.

Mr. Kraut Any other questions, maybe on a different topic, because I know Dr. Boufford is going to try to address that?

Mr. Kraut Before I introduce and ask Dr. Boufford to speak, I just want to make a, I want to reiterate something. Dr. Ortiz, I saw your name on the table, but I didn't realize you were here when I said this, so I'm going to say it again. Because I have to increase my field of vision, I, Dr. Ortiz, and some of you were not in the room yet when I said this, but who's Dean at the Decker School of Nursing in Binghamton has just been appointed the editor-in-chief of the Nursing Science Quarterly, which is a big honor. It's an impactful publication that focuses on nursing theory, practice, qualitative, and quantitative analysis. I just wanted to congratulate you. I wanted to acknowledge it. Basically, give this as another example of the expertise that's in this room and the diversity of that expertise as we address some of the issues. Congratulations on that honor.

All (Clapping)

Mr. Kraut I am assuming it's not going to affect your participation here, but you can multitask. It's still an honor to be acknowledged and it just talks about your professional competency and excellence. We're glad that you're sharing it with us. Thank you.

Mr. Kraut Dr. Boufford, we'd like to give a report on the Public Health Committee and the Ad Hoc Committee to lead the state health improvement plan.

Dr. Boufford Thank you.

Dr. Boufford I want to give a little bit of background, if I may, just for some new members of the council and others. We need to be reminding ourselves, because we have a lot of very diverse portfolio in this council. First of all, the PHHPC has statutory responsibility for

overseeing the prevention agenda. That's why we talk about it. It's not a sort of because it's interesting and side activity. It's that we have that responsibility. I think that's important to clarify. The Public Health Committee does that really on behalf of the PHHPC. The PHHPC approved the current cycle, 2025 to 2030, in September of last year. Between then and there were several meetings of the Public Health committee, the most recent one in June, Liza Whalen and her team, thank you so much Liza, you've done a terrific job, has been sort of setting up the infrastructure for implementation. The Commissioner noted that the prevention agenda was in fact released in July, and the guidance went out to local health departments, to hospitals, et cetera. It's underway, but it's been a little slower evolving than we originally had thought, the cycle originally thought. We're on top of it in terms of representing your authority. I wanted to talk a little bit about the Public Health Committee for a minute and then talk about the Ad Hoc Committee meeting which was yesterday. We had a really good meeting. The Public Health Committee has been meeting frequently over the last two years in terms of shaping what is now the 2025 to 2030 prevention agenda, and recommended to you, as I mentioned, the approval of the PHHPC, which occurred in the Fall of last year. The Public Health Committee itself is sort of tracks the prevention agenda and has identified two related activities. With Dr. Whalen's office and Dr. Fish, we've had some conversations about this as well, on an interagency vehicle for advising and engaging with other agencies in state government around implementation. The second issue is the community benefit, looking at the community benefits language. When we think about community benefit we're not talking about the entire schedule age. We're talking about one category, which is the community health improvement category. If you read the IRS definition of community health improvement category, it is almost the same as what the prevention agenda is asking hospitals to do in the context of our implementation process. In this conversation for prevention agenda, we are not talking about disproportionate share, we are not talking about Medicaid gaps, we are not talking about GME, we're not talking about research. We're talking about this one category which is very clearly defined by IRS linked to the prevention agenda and the hospital's investment in community. In the other two issues that the Public Health Committee always identifies one issue they want to work on for each year or two. Public health workforce is the one that's been picked. We've been getting regular reports on public health work force from the staff in the department. Because the council had been very active a number of years ago, I'm really looking at the issues of maternal mortality and prevention of maternal mortality. We get a report once or twice a year at our meetings on that. That's what the Public Health Committee is working on.

Dr. Boufford The Ad Hoc Committee was created initially as a, if you will, a public advisory committee for New York State's application to be accredited by the National Accrediting Body. In New York State is, but I think it's one of the first large states to get accredited back in the day, and a number of county health departments are accredited. That vehicle has continued since that time. It's sort of renewed with each new cycle of the prevention agenda. We invite those that have been on it to continue. It's kind of open engagement. The members of the Ad Hoc Committee are state level, non-profit organizations, professional associations, advocacy groups and sister agencies within government. I think we have between thirty and forty that have officially indicated interest and registered their involvement in that group. The idea of it is twofold. One is during the development of the prevention agenda, which did occur, there were several meetings of that group over the last couple of years. They advise we use that vehicle as for public discussion of some of the issues that are present, the design, the implementation strategy, et cetera. And then once the prevention agenda is approved, which it now is, that group becomes, if you will, a partnership network for implementation of the prevention agendas. The idea is, because they are state-level entities, they have constituencies. Some of them

have infrastructures at state and county level, at county and regional level. We ask them to engage their members and their constituents in education about the prevention agenda and especially getting them involved at local level around the table when the local health departments and hopefully hospital partners are developing their responses to the requirements of reporting on the self-service plans and the community health plan. That's what that structure is about. The core of the Ad Hoc Committee is, of course, the Public Health Committee. They do double duty. We had a, I want to just pause for a moment to say we're, to again thank Dr. Whalen, who's been with us for a little over a year now, who's taken this on as a point person for the prevention agenda of the department, who's has been incredibly helpful and collaborative. We were pleased to be introduced to a number of staff who were supporting the work of the prevention agendas yesterday. Two I want raise, one is Mark, who's taking over as the new director of the, what is the local health services office, and other colleagues that are assigned from different divisions of the department working with him. We were happy to introduce to the Public Health Committee had met her already, but the Ad Hoc committee had not, Dr. Michelle Williams, who's been recently appointed as the Deputy Commissioner for Public Health. I might give her an opportunity to say a word or two here to introduce ourselves to the council.

Dr. Williams Good morning to everyone. Thank you so much, Dr. Boufford, for the introduction. I know I've met a number of you and some of you I haven't, and I look forward to meeting you. I can tell you I am enjoying my position as the new Deputy Commissioner for the Office of Public Health at the State Health Department. This is my second time with the Health Department, so I'm actually glad to be I got good training earlier in my career from the New York State Department of Health, and I hope to use my experience at the federal level as well as executive positions at the state and local level, including serving as Health Commissioner for the U.S. Virgin Islands to continue to improve the health of New Yorkers. Thank you very much, and I look forward to working with you.

Dr. Boufford Thank you very much.

Dr. Boufford As I mentioned yesterday, we had the first meeting of the Ad Hoc Committee for the Prevention Agenda in this new cycle. It was very well attended. Thank you, very much, by the Public Health Committee. They're always stalwart, so I wasn't surprised. We had a number of members of the council who attended as well, which is great. And also, were introduced, as I mentioned, a number the staff. We had representatives from several agencies, most prominently Office of Mental Health, OASAS, Office of Disability Services, and AG and Markets, who have been regulars. One of our regulars from the Department of State wasn't there, so I'm going to track him down after this Paul Beyer, who is well-known to everyone, who's been incredibly helpful. Yesterday's meeting was largely a very rich briefing by Liza Whalen and her team. We heard about the overall design of the prevention agenda, the data, the implementation strategy, and also the mechanisms for monitoring progress and evaluation, the sort of setting up of a new website, revising the dashboard, et cetera. Everybody got to learn about those. The Public Health Committee had heard much of it already, but the Ad Hoc Committee had not. Talking about the resources available to their members for disseminating information about the prevention agenda. It was a really rich discussion, although a lot of it for good reason was presenting to the group and getting questions answered. There were a few questions asked, which will be on the table for the Public Health Committee. We're looking for another meeting of that committee at the end of October, beginning in November, and the Ad Hoc Committee again in December, so that we're all geared up to. Hit the ground running in the new year, as the local health departments and the hospitals are. A couple of the questions that came up. The degree of collaboration historically between the goal is for hospitals and local health departments to

work together in sharing the community health assessment and community health needs assessment and their plans over the last, I would say, decade or more of several cycles of the prevention agenda. It continues to be voluntary. We've had about 45% alignment of that. Again, I think one of the things we're looking at is the degree to which we may need to be a little more directive, I guess. There's been a reluctance to do that. It's even more complicated than it used to be, because now the consolidation of a number of hospital systems and smaller hospitals relating to a local health department or some local health departments not having a hospital any longer in their patch. That was a really important issue that we're going to talk about. The second issue was that we had spent a lot of energy in the last cycles to align the timetables required of hospitals for submitting their reports that Jeff alluded to, as well as the local health department. Because of some of the delay, really, and getting some of it had to do with the agenda. We're a little off cycle. The hospitals legally have to get their reports in. We were advised by Dr. Whalen that the plan is for the local health departments to meet the schedule they have and then to look at the plans of the hospitals in their geographic area and talk about how they're going to align. We're trying to let everybody do the thing they have to do but connect the dots sometime after the new year. See if we can get back on cycle for the sort of year three or four of this particular phase. We were also advised that there was an RFA out to hire a consultant to work on equity, capacity building on equity for local health departments, and that will be awarded shortly. We'll hear about that more. Our colleagues from OMH and OASIS were mentioned the notion, and I like to think some of it had to. They've been very active in the shaping of this, but that some of had to do with their deep involvement in previous iterations of the prevention agenda. Each of them has a prevention strategy and a lead person at a senior level in the leadership moving prevention in OASAS and OMH. Those folks were with us yesterday and again talking about aligning their strategies with the strategies that emerge that have now been outlined for the prevention agenda. Issues of language use. It was a really good discussion there. I think to the degree that some of the areas are interested. Obviously, the aging issue is fundamental. It's built into the prevention agenda. There was a discussion also of the inter-agency group that is currently is going to be used, the members being the group that's been convened to work on health equity within the department and across the department. I know Dr. Whalen's made one presentation to them now that the prevention agenda has been issued. She's going to be meeting with them again in the next weeks and seeing how effective, if they can address the interagency angles of the prevention in addition to their other responsibilities, then there may be other agencies in state government that need to be involved. What we'll be doing between now and the Public Health Committee meeting is sort of following up specifically with information for the Ad Hoc members about how they, that was last question, was one of them saying, how can we get involved and help? We talked about it in general terms, and we'll make some suggestions and see how that goes. Also aligning, making really clear to them how they can access the resources of the department for technical assistance, to give talks to their constituents, all of this has gone on in the past. We're finding ourselves that a lot of the staff that are leading the prevention agenda now, nobody was around for the last cycle, so we're sort of putting together a lot of the institutional memory and history, but since it's a new cycle and newly designed, there's no huge problem except we don't want to reinvent the wheel if we've already invented it. We want to be able to use it when we can. Anyway, I'll stop there, and we'll have more to report to you at the next meeting of the PHHPC.

Mr. Kraut Are there questions for Dr. Boufford about anything or that followed through from the previous conversation?

Mr. Kraut You know, the local departments of health, I'm assuming statewide, they're under-resourced to do a lot of the things we need to do. I'm going to go out on a limb here and say you don't have enough money. Dr. Eisenstein wrote, or Eisenstein led the Department of Health for Nassau County, Dr. Yang was involved in New York City. Dr. Watkins, I just assumed everybody knew Dr. Watkin's Commissioner there. It always struck me, yesterday I saw a presentation of the capacity of the state health information network that is being formed under the New York Health Collaborative and the Rios. They are now creating a massive data lake of all these different feeds from individual cases that you can really visualize public health issues, I think, in a more granular way than we've ever been able to do. You may have a single source of data, and I would just suggest that at some point in the future. It's not only for identifying health needs, but for the kind of things Mr. Lawrence was talking about, his response to it, where people are focusing. It just gives us, I think another tool that may produce a thing once that database gets matured and is accessible. I know that's a project that the Department of Health is focused on and is leading a lot of the data in the department. It has enormous, I think, implications for some of the things that you've discussed. It's exciting.

Mr. Kraut Go ahead.

Dr. Boufford Yeah, no, I think historically when the investment has been a significant investment made in data and IT consolidation integration over the years, public health data has not been included. Population level public health has been largely coming from hospitals. I'm glad you mentioned it. Hopefully, it is now going to be part of this database. If not, we can meet with the folks that are doing it to make sure it is.

Mr. Kraut Because in the 1115 waiver, the hero, you know, we're doing all these social determinants screenings that are chock full of information that also help, and that's going into this data lake. You're right, because I've spent a lifetime using data, but reverse engineering it from community perspective, not hospital perspective. I think we have more powerful tools if they can be harnessed that would just be good data drives good policy, and good policy should drive good funding decisions.

Dr. Boufford I just want to, because you opened the door, I'm just going to clarify, and this is really important to both Ann and Jeff, and I'm glad you mentioned it. The use of social determinants is, again, subject to definition. I think in the clinical arena, social determinacy is largely about the social supports for an individual patient with the diagnosis. I think that has been, unfortunately, to some of us the waiver focus has been, and Lord knows there's plenty to do on those individual populations that meet certain categories. I think from a public health point of view, the social determinants focuses on the conditions in communities in which people live that affect their health status. The bridge is... You know, the asthmatic comes into the clinic or to the emergency and gets treated, but goes right back to the housing, you know, the sort of---

Mr. Kraut Mold.

Dr. Boufford Exactly, exactly, and I think that's the data set. You're correct. They can be looked at together, especially if one, as one normally does have zip code data or other in New York City neighborhood-level data to begin to look at place-based analyzes of where this clinical work aligns with where the conditions in communities are aligned. I hope to get there. I think it's a very exciting possibility.

Mr. Kraut I just think with the data, with the advent of generative AI and new AI agents, the ability to access that data is. I guess we say this every five years. It's such an exciting time to be in healthcare. I don't mean that in a sarcastic way. It is exciting about what's on the horizon.

Dr. Boufford One example of AI, which is real as opposed to, you know. There's a lot that are real. There's project going on now in New York City with Cornell NYU and the New York City Health Department and the public hospital system looking at having analyzed the social determinants of individual patient groups of hypertensive, looking at preventing hypertension heart disease and stroke early on in the City of New York, getting access to the health and hospitals data after a year of appropriate legal concerns. And then analysis of, because New York City, the data from other agencies in terms of housing stock and greens. All of that is publicly available. You don't have to get permissions and go through a process. They are using AI now, having brought that together, look at the goal is to see which risk factors are most determinative of cardiovascular disease, clinical ones or the ones in community. The social determinants are showing to be much more strongly aligned with patients being at risk for cardiovascular disease, stroke, hypertension, and stroke than the clinical ones. What AI has allowed people to do is look at enormous databases that were never available and also get involved in predictive analytics to say, if we know these are conditions in communities, how can we look physically in these places and then crosswalk it with patients that are at risk and get everybody working together on it. This is really exciting stuff. I want to give credit to the Novartis Foundation in New York City for funding this basic information and also bringing together a lot of donors, a lot of foundations, and others are very involved.

Mr. Kraut I'm just concerned because I could nerd out on this.

Dr. Boufford It's really happening.

Mr. Kraut Look, just knowing the housing that has mold and giving an alert if a patient shows up that lives at that address would be beneficial. I'll spend the whole day doing this. It's my favorite thing. Thank you, Dr. Boufford, for that discussion.

Mr. Kraut I'll turn it over to Ms. Monroe, who's going to give us an update on the health plan.

Ms. Monroe Well, it's hard to follow that level of excitement and joy. John Ruge's not able to be here today. He's in Iceland. Too bad for him. As Vice Chair of the committee, I want to give you a little report on where we are. We've kind of refocused and restarted with a lot of new members because the council had a lot of new members. When we first started, we have so many experts on that committee in the larger world of health planning that the initial thought was we can tackle why isn't primary care more used or what happens. It became clear that that was just not a place to start. After conversations with the department and with the leadership of the council, we decided that we would focus, John and I decided we would try and focus our work on PHHPC planning. In other words, things that PHHPC needs to decide that needs planning and research by a committee of the council. A topic that was extremely interesting to the administration and the department and bubbling up in the community was whether or not we should be shifting or allowing to shift from hospitals only to ambulatory surgery centers, diagnostic and interventional PCIs. There's a lot of arguments for it. There are a lot of arguments against it. Our committee met and really identified some key questions that we had. Tomorrow our meeting is public comment. In asking for that public comment, we listed a few very specific questions that

we wanted these commenters to address. Let me just tell you what they are because I think they're critical to a decision around this. Give me one second. One is, should it be allowed to move at all from hospitals to ambulatory surgery centers? If so, should those ASCs be only those affiliated with hospitals, or should they be ones that are self-standing, free-standing? Another question was, should it be only not-for-profit ASCs or for-profit ASCs? What is the impact on the community if you move things out of a hospital? What is impact on financials if you moved it out of the hospitals? There's no question that it's a relatively lucrative service that hospitals provide? What happens if you move it out of there to hospitals, particularly safety net hospitals? And then also, should we recommend to the council that perhaps there be a demonstration project where we can track carefully the impact of this kind of shift from hospitals to non-hospital settings? We ask those specific questions of the people who are going to testify tomorrow. Look at my committee, I think I covered them pretty well. We're very excited to hear what their opinions are about this. No surprise, we have hospitals speaking who have a certain perspective. We have ASCs speaking who have a certain perspective. We also invited community groups. Medicaid Matters, the group that...I don't mean it's her personal group, but Lois Utley's group that she represents that has had a long-time community perspective. We're hoping to hear from those folks tomorrow. Just briefly, our plan before we come to the council is our September meeting is public comment. Our October meeting is an informal educational session to fill in what we didn't hear from the community or from public comment and hear from the department the data that we have. November, we will meet to really begin to finalize our recommendation to the council and our December meeting will be before the December council meeting, so that we can present the collective recommendations to the council about how to move forward. Just a caution to everybody who's excited about this is that it still will have anything we recommend, if it involves regulation, we'll have to go through the department to write the regulation to the codes committee, back for public comment before it's implemented. None of this is quick action that we're working on. We think it'll be a good test for the committee to take an issue and really work with it. It seems to be an issue that's of great importance to a lot of actors in the system. Does anybody have any questions or added comments? Anything I missed from the committee or?

Mr. Kraut I have a generic comment, and it's to compliment you, Dr. Rugge, the committee members, and the department. One of the things that struck me about the process is it's so well thought out. It has a roadmap. You've identified the questions you want to answer. You created a timetable for a deliverable. In my mind, that and to some degree with the Ad Hoc Committee who did a similar, these kind of templates is a great template for dealing with issues.

Ms. Monroe Well, now the pressure's on not to delay it.

Mr. Kraut Delaying is inevitable at some times because we don't control anything, but I just want to compliment you on how organized and thoughtful the process was, because I think it is a very good template to deal with difficult issues. We've always struggled at doing things that are substantively important to the work of the council, so congratulations.

Ms. Monroe Well, I just also want to say that Dr. Heslin and Abigail have been extremely helpful to us in this. We're working hand in hand.

Mr. Kraut Even if you're not on the committee, if you want to see it or participate, first of all, you can watch it online, you can be here, it's going to be tomorrow at 10:00am.

Ms. Monroe We have scheduled 10:00am to 1:00pm.

Mr. Kraut 10:00am to 1:00pm.

Ms. Monroe We don't know how many people are going to be there to testify. We have gotten a few letters, but whether the people are coming in person, we don't know. We'll play by ear tomorrow.

Mr. Kraut Please feel free to join even if you're not a member of the committee.

Dr. Kalkut Could you talk a little bit more about the for-profit, not-for-profit discussion for this? No, no, just what was the thinking.

Ms. Monroe If you want to move in that direction, if they're affiliated with a hospital, they probably won't be for a process. If you're an independent ASC, you may very well want to take this on, and we want to hear kind of a perspective of both on that. I would just say I don't think we have expectations of what we'll hear, but we'll know more after the meeting

Ms. Monroe Does that answer that?

Dr. Kalkut I realize it's early, but that's a big deal.

Mr. Kraut I'll now turn it over to Mr. Holt to give us an update.

Mr. Holt Thank you, Mr. Kraut.

Mr. Holt The PHHPC has formed an Ad Hoc Committee to review and develop recommendations for the nursing home Certificate Of Need application process. This committee was established in response to concerns that were raised during the April 10th, 2025, meeting where three nursing home transactions failed to gain approval. The committee's primary charge is to create uniform policies that can be applied consistently across all nursing home reviews, particularly focusing on the qualifications of proposed operators, the financial feasibility of those transactions and the oversight of services and related third party agreements and the appropriate use of conditional approvals to ensure quality and sustainability. To accomplish this work, this committee will be chaired by my co-chaired by myself and Mr. La Rue. I believe Mr. La Rue will be joining us via Zoom for our actual meeting probably this afternoon. It will be a small focus group comprised of members of the PHHPC, the department and the Department of Health. The committee has agreed to hold a total of four public meetings over the next 120 days, and at the conclusion of each meeting, the co-chairs will present their findings and recommendations to the full PHHPC. Written input from the public is encouraged and can be submitted to Colleen Leonard at the PHHPC. The first meeting of the Ad Hoc Committee is scheduled for this afternoon in New York City and will convene immediately following the full meeting. During this session, the committee will begin its focus review of key areas, including establishing a clear standard of adequate and relevant experience for new operators, assessing the short and long-term financial viability of projects, and evaluating the impact of consulting and related party transactions on operational responsibility. The committee's work is crucial for developing a more transparent and consistent CON process for nursing home establishment and ownership transfers.

Mr. Kraut Thank you.

Mr. Kraut Again, here's another example, very structured, very clear charge, what the deliverables are, series of four meetings. It's a good template, I think, much like the Planning Committee.

Mr. Kraut Any questions for Mr. Holt?

Mr. Perry I notice that there was no mention of owner requirements, simply operator requirements. Will owners be considered as a part of the work that this committee is undertaking?

Mr. Holt Yeah, I think the terms are somewhat interchangeable. Yes, by all means.

Mr. Kraut Any other questions?

Mr. Kraut Again, it's going to be following a lunch break after this meeting. Today it's going to be held. If you'd like to attend and listen in, please do so. You can also do so by Zoom.

Mr. Kraut I am now going to turn over to Mr. Holt to give a report on the Codes Regulation and Legislation Committee. Thank you for looking over my shoulder.

Mr. Holt Thank you, Mr. Kraut.

Mr. Holt Good morning. At the September 18th, 2025, meeting of the Committee on Codes, Regulations, and Legislation, the committee reviewed and voted to recommend for adoption the following regulations for approval to the full council first being the twelve-week rule for foreign medical graduate students and limited permit allowances. Dr. Heslin and Mr. Karmel of the department presented the twelve-week rule for foreign medical school graduates and limited permanent allowances proposed regulation to the Committee of Codes for Adoption. They're available to the council should there be any additional questions. I move to accept this regulation for adoption.

Mr. Kraut May I have a second?

Mr. Kraut Dr. Watkins.

Mr. Kraut Any questions from the council?

Mr. Kraut Yes. Dr. Berliner.

Dr. Berliner Can you just explain what that means in late terms?

Mr. Kraut Do you want the department to do it

Dr. Heslin Dr. Heslin, First Deputy Commissioner, Chief Medical Officer for the department. That's about the first time I've ever heard that. In layman's terms, there's a rule in New York State that says that people who go to foreign medical schools that receive training more than twelve weeks outside the country that foreign medical school is in cannot practice in New York State. There's a rule in New York State that exists, been on the books for many years that says that people who go to medical schools outside of the United States and receive training outside of the country that that medical school is in.

Mr. Kraut Training, not education.

Dr. Heslin Training for more than twelve weeks, they cannot practice in New York State unless that medical school is accredited by the State Education Department. There are seventeen schools that are outside this country that are accredited by the state education department. What we have done here is we are changing the way the regulation is written to allow people that are in that category that do not go to those seventeen medical schools that do receive training and education in residency that is accredited by a United States accredited training program to be able to then practice in New York State. This is essentially taking a category of people that would be ineligible to practice in New York State and allowing them to become eligible to practice New York State.

Dr. Berliner Can you give an example of one of those schools?

Dr. Heslin There are schools in other countries that are currently accredited. For example, Singapore, one of the Singapore schools. There's some schools in Israel. There are seventeen around the country, around the world.

Mr. Kraut These are accredited by ACGME.

Dr. Heslin No, these aren't accredited by the State Education Department.

Mr. Kraut Because they're all internationally accredited by ACGME.

Dr. Berliner If someone went to Oxford for medical school and then spent twelve weeks in, I don't know, some, they would not be allowed to practice in New York.

Dr. Heslin This is state education.

Dr. Boufford I'm really kind of going where Howard's going. My impression was that people that were international medical graduates had to be accepted in an accredited residency program in the United States and be trained in order to practice in the U.S. I'm confused with the medical education part versus the residency training part.

Dr. Heslin You're correct. However, if you're in this twelve-week section of the rule, you can't practice in New York. That's where the problem was. We have now eliminated that, and people who are going to accredited residency training programs in New York State will now be allowed to practice in New York State.

Dr. Boufford Thank you. That's really helpful.

Dr. Berliner Can I just say, Jeff, I mean, in this very room, many years ago---

Mr. Kraut I know what you're going to say.

Dr. Berliner The late Tom from Columbia chaired a committee on graduate medical education. At that time, the concerns were largely in New York about accepting or licensing graduates of mostly the Caribbean schools. Tom raised the question, just, well, so what if someone went to Oxford? The reaction of the committee was basically as if. That's why I raised the issue of Oxford, just so I have a surprise.

Dr. Heslin Oxford could always apply to State Education Department and get that accreditation, which had been previously the path. The new path now is that upon

approval of this committee, essentially people who are trained in the United States for residency will be eligible to practice in the state.

Mr. Kraut For the public health hospitals, this is a very important issue.

Dr. Heslin Extremely important.

Dr. Berliner Roughly how many people are we talking about on a yearly basis?

Dr. Heslin We don't actually know because we haven't had this rule in place before. It's a subset of a subset people. It's only for people that are outside of their medical school in another country for more than twelve weeks. A routine Oxford person could come to New York State, but if you're thirteen weeks somewhere else, like it went to Africa, Nigeria, pick a country for thirteen weeks, you wouldn't be eligible. It's a subset of a subset that we're trying to close the loop for.

Mr. Kraut I have a motion.

Mr. Kraut I have second.

Mr. Kraut Are there any other questions?

Mr. Kraut Hearing none, I'll call the vote.

Mr. Kraut All those in favor?

All Aye.

Mr. Kraut Opposed?

Mr. Kraut The motion carries.

Mr. Holt Next for adoption, we had the expedited partner therapy for sexually transmitted infections. The department presented the expedite partner therapy for sexually transmitted infections, proposed regulations to the committee on codes for adoption and they're available to the council should there be any questions of the members. I move to accept this regulation for adoption.

Mr. Kraut I have a motion.

Mr. Kraut I have second Dr. Berliner.

Mr. Kraut Are there any questions of the council on this?

Mr. Kraut Hearing none, I'll call for a vote.

Mr. Kraut All those in favor?

All Aye.

Mr. Kraut Opposed?

Mr. Kraut The motion carries.

Mr. Holt Lastly, we had for information proposed regulation that was presented to the committee for information only and will be presented to committee and the full Public Health and Health Planning Council for adoption at a later date and that was the cyber security requirements for public water systems. This completes the agenda of the PHHPC Codes, Regulations and Legislation Committee.

Mr. Kraut Thank you very much, Mr. Holt.

Mr. Kraut I'm now going to turn to Mr. Robinson to give a report of the Establishment and Project Review Committee.

Mr. Robinson Thank you, Mr. Kraut.

Mr. Robinson As you mentioned, I'm going to be batching these applications. For any of you that wish to have an application taken out and discussed and moved on separately, please signal that. We can do that at any time. But if you know it now, please, it would be helpful.

Mr. Robinson This first batch is for acute care services, Application 251211C, North Central Bronx Hospital in Bronx County, expand and renovate the emergency department. In the process, the Comprehensive Psychiatric Emergency Program, or CPEP will be relocated with its own dedicated ambulance bay. The department and the committee recommend approval with conditions and contingencies.

Mr. Robinson Application 251281C, SBH Health System in Bronx County increased the number of its inpatient psychiatric beds from 49 to 72, obviously an increase of twenty-three beds, through the conversion of twelve inpatient chemical dependents, detoxification beds, and the certification of eleven new psychiatric beds. SBH will renovate the hospital's two existing inpatient-psychiatric units and create a new inpatient psychiatric unit on another floor. The department and the committee recommend approval with conditions. I move that batch.

Mr. Kraut I do have a second, Dr. Berliner.

Mr. Kraut Is there any questions on any one of those applications?

Dr. Yang I just need to belatedly declare interest on both.

Mr. Kraut Dr. Yang is declaring an interest on both, but she can still vote.

Mr. Kraut Is there are any other questions?

Mr. Kraut Hearing none, I'll call for a vote.

Mr. Kraut All those in favor?

All Aye.

Mr. Kraut Opposed?

Mr. Kraut Motion carries.

Mr. Robinson These are individual. Dr. Lim, this is your conflict and recusal. Application 231342C, Mount Sinai Hospital in New York County, convert forty-eight physical medicine and rehabilitation beds to eighteen intensive care and thirty medical surgical beds. Decertify forty medical physical medicine and rehabilitation bed and perform renovations to create a cancer hospital on the Mount Sinia Hospital campus. I will note we had a very extensive conversation with the new leadership team at Mount Sinai. I was actually impressed with their new commitment to effectively engaging the community in any future projects that they do. I think that was a concern that the community broadly has and certainly the council did as well. I just want to acknowledge that comment and with that noting the department and the committee's approval. With conditions and contingencies, I move the application.

Mr. Kraut I have a motion.

Mr. Kraut May I have second?

Mr. Kraut Dr. Berliner.

Mr. Kraut Dr Lim is out of the room.

Mr. Kraut Are there any questions on this application?

Mr. Kraut Hearing none, I'll call for a vote.

Mr. Kraut All those in favor?

All Aye.

Mr. Kraut Opposed?

Mr. Kraut The motion carries.

Mr. Robinson Noting Mr. Kraut's departure because he has a conflict and is recusing himself from this application. Number 251133C, Peconic Bay Medical Center in Suffolk County. Perform renovations to move the maternity unit and C-section suite to an expanded combined first floor space. Department and committee recommend approval with conditions and contingencies. I so move.

Dr. Boufford I have a motion.

Dr. Boufford Do I have a second?

Dr. Boufford Dr. Watkins.

Dr. Boufford Any discussion?

Dr. Boufford All in favor?

All Aye.

Dr. Boufford Any opposed?

Dr. Boufford Please have Mr. Kraut return. Mr. Kraut can come back in.

Mr. Robinson Application 251146C, Clifton Springs Hospital and Clinic in Ontario County. I have declared an interest but will participate and vote. This is to construct a new extension clinic at 833 Canandaigua Road in Geneva to be certified for multi-specialty ambulatory surgery, physical therapy, and other medical specialties. Department and committee recommend approval with conditions and contingencies. I so move.

Mr. Kraut I have a motion.

Mr. Kraut I have second, Dr. Berliner.

Mr. Kraut Any questions on this application?

Mr. Kraut All those in favor?

All Aye.

Mr. Kraut Opposed?

Mr. Kraut The motion carries.

Mr. Robinson Another application with a conflict and recusal, this time by Dr. Kalkut, who's leaving the room. Application 251287C, Cumberland Diagnostic and Treatment Center in Queens County. Construct a new extension clinic at 1720 Village Lane in Far Rockaway, providing primary care dental, mental health, and other medical specialties. As an FQHC safety net, the department and the committee recommend approval with conditions and contingencies. I so move.

Mr. Kraut I have a motion.

Mr. Kraut I have second, Mr. Thomas.

Mr. Kraut Any questions on this application?

Mr. Kraut All those in favor?

All Aye.

Mr. Kraut Opposed?

Mr. Kraut Motion carries.

Mr. Robinson This next application I'm going to take separately, because it comes forward from the committee without a EPRC recommendation. This is application 251157C, Hospice Buffalo, Inc in Erie County. This is for the renovation of existing vacant space into offices, conference rooms, and educational space, while simultaneously decertifying the ten beds in that area. Patient care areas will not be impacted. The department has recommended approval with conditions and a contingency. The committee

is advancing this forward to the full council with no EPRC recommendation. I make a motion for the application.

Mr. Kraut I have a motion.

Mr. Kraut May I have second?

Mr. Kraut Dr. Berliner.

Mr. Kraut The reason that was brought forward without a recommendation is the committee had questions for the applicant who was unable to be at the EPRC meeting, and we felt that we didn't want to hold it over a cycle. What we asked the applicant to do is to respond to the questions in writing, which we all, I believe have received. Everybody got a letter from the hospice, just clarifying the question we had about the use of the space and the use the beds and why they were decreasing the number of beds, and that was due to kind of economics of that. Departing from our usual process, I did ask the applicant to come here in case there were additional questions that were not able to be answered. I just want to make you aware of that. If anybody has any questions on this application that the department can't answer, we do have the applicant in the room. The applicant is here, yes. Do you have questions? I hope it's just one of you, because there's only one seat. If you just sit there, yeah, sit there. If you could just introduce yourself, and then I'll ask Ms. Monroe to just pose the question she has.

Ms. Sisti Good morning. My name is Cary Sisti. I'm the Chief Clinical Operations Officer at Hospice & Palliative Care Buffalo.

Mr. Kraut The person next to you is?

Ms. Chirico Hi. I'm Jean Chirico. I'm the President of the Hospice and Palliative Care Association, sitting here at the request of Cary.

Mr. Kraut Thank you.

Mr. Kraut Ms. Monroe.

Ms. Monroe This is an unusual process, so if I ask questions that should have been asked last time.

Mr. Kraut No, no, you're free to ask any questions. There's no restrictions.

Ms. Monroe First of all, I want to say I'm from Buffalo, so I'm very familiar with the organization. I have nothing but good things to say about it. These questions are not related to the quality of care you provide or your impact in the community. When we got the report from the department, the detail was all focused on the office space, that this closing of beds was going to take place. There'll be a conference room. There will be a training room. It was all very nice. I looked at it and said, you have a total today of thirty-two inpatient beds. You want to close ten. That's a third of all of the hospice inpatient bed in Erie County. That concerned me. We heard last, at the last meeting and in the letter that you wrote, there was a reference to help me, GLP beds, is that it? I forget what those are called.

Ms. Sisti The GIP beds, which stands for general inpatient care, which is the acute care.

Ms. Monroe Right, which is what makes inpatient hospice difficult. The rest of the letter and the letter from, and then also the letter from the association talked about all of the competitors that you're seeing, kind of hospice-lite that are not really providing the full compilation of care, but you're feeling that competition. One other, just fact before I go to my question, in the letter that you provided, you said that your average daily census of people served, excluding inpatient care was 411. You're seeing 400 people a day outside of your inpatient here. Is that correct?

Ms. Sisti That's correct. In order to be able to come into the hospice inpatient unit, you have to be enrolled in the hospice program. With the inpatient being short-term acute care for patients already in the hospice program, those patients will come and go from the unit out of that total active hospice census we have. We've on average had between 400 and 450 patients enrolled in hospice Buffalo per day. To Jean's point around the competition in the community, so the big question is, obviously we all know that hospice utilization is the lowest in New York State, and that's a huge problem. It's a long-standing problem. Biggest issue that we see, so for us in Hospice Buffalo, we have full capacity to take on more patients. There are 100% patients in our community, in our county that are eligible for hospice and need hospice services. It's not because of a lack of ability to serve. It's really that referral that's not coming to hospice. And so, to Jean's point around the competition in Erie County, we've seen a huge proliferation of serious illness or chronic complex care programs pop up in Erie County, who often will say to us as a hospice provider, staff up, we're going to have tons of referrals for you. Unfortunately, we never see those referrals come. In fact, as we've seen those programs pop up in our community, we actually see less referrals. If they do get to us, the length of stay is incredibly short. That's the competition piece that Jean was speaking to.

Ms. Monroe Help me with that. All of the activities that you put in your letter are to increase referrals. What's your occupancy on the remaining... What would it be?

Ms. Sisti Twenty-two beds. It's sadly low. So, following COVID, we and many others across the state never saw the inpatient unit census rebound.

Ms. Monroe It was higher before COVID?

Ms. Sisti It was much higher. There was a time, I've been with our organization for over twenty-eight years, and there was a time in our twenty-two-bed unit where we had an average daily census of 2023 and 2024. It was that active. As we've seen things change in the community, a lot of that, some of it started with COVID. Post-COVID, I think the biggest impact we've seen is all of these other, some unregulated programs that are caring really for the same patients that are eligible for hospice and don't get to hospice because the programs are caring for them and really not referring.

Ms. Monroe What you're saying is that we're not getting referrals. We're not full of the twenty-two beds that we have. We could have a better use for the space that the ten beds occupy. Yet, you're doing all this outreach to increase referrals. That's where I get troubled. Don't you think you're going to need these beds if you're successful at all of the outreach you're doing?

Ms. Sisti We certainly hope so that would be the best outcome all the way around. Again, we're fully willing. The need has not changed for these beds. Our willingness to provide this care in these beds has also not changed. One of the biggest drivers in the decision

right now to change the use of the space and decertify these beds, we haven't done it up until now because of all of the work that we're doing. The main driver now is the auditing environment. There's significant auditing happening in the space, not just in our state, but across the country, really, where they're scrutinizing this general inpatient level of care, the acute level of the care. With conviction, I'm also a clinical person, I can tell you that the patients we're serving and caring for that we've had denied in auditing absolutely meet the criteria. These are patients that are seizing, patients that are hemorrhaging. Auditors are denying those patients. The denial goes through multiple levels of review. We appeal everything on principle, because these patients deserve that care. There's also huge dollars that are recouped that make it very challenging to operate. You have to fight these at every level that often takes years to get them all the way to the administrative law judge level, which we take it. It costs a lot of money.

Ms. Monroe You made that case very compellingly. Do you think the future of hospice is in the community as opposed to inpatient beds?

Ms. Sisti I do. There should be much, especially with what's happening in the hospitals and in long term care. We're kind of in crisis everywhere as I know this council knows very well. What we're seeing is that patients that need the care in the community who aren't getting it or aren't being referred are ending up in the emergency rooms or ending up at the hospital. It's very hard to get people into long term care so it's kind of the perfect storm. Yes, we should see more patients in hospice at home and then we should in turn also see greater utilization of the general inpatient level of care.

Ms. Monroe I see that Dr. Eisenstein has a question.

Mr. Kraut Ann, ask the questions that you want to share.

Ms. Monroe Using this space for something else does not affect your long-range financial plan of building your population in the community in more competition with these other lookalikes that your association referred to?

Ms. Sisti No, financially, so this space is coming, our proposal for what we want to do, the space is coming in large part due to a very generous donation to cover the cost of the proposed construction from a patient that had been in our care.

Ms. Monroe You're getting foundation or foundation funding to go to the offices?

Ms. Sisti Yes, and within that space we're also looking to create sort of an innovative simulation center. When we look at how we can also impact the community through the use of this space, we'll be able to actually use the space to provide caregiver training, not only for patients that are in the community or people that are considering coming into hospice, but for the patients that we do serve in our inpatient unit, we can actually use the simulation center to train caregivers in a much less intimidating way than trying to work with their loved one.

Ms. Monroe I think there are clearly people on the panel who know more about the specifics of operating hospice than I do. I'm just very concerned about a third of the beds available in a county disappearing overnight. While I appreciate you need a conference room, et cetera, it seemed like an insufficient trade-off to lose those beds, but I appreciate your comments.

Mr. Kraut Dr. Eisenstein.

Dr. Eisenstein You had it right.

Mr. Kraut Eisenstein.

Dr. Eisenstein I was one of the people that asked questions which you addressed at the committee meeting. My comments really are not, and thank you, you let her address the questions that I had. You mentioned that New York State is dead last in the United States in usage of hospice. This is really inexcusable for a state that's supposedly so educated and forward thinking. We spend so much money on end-of-life care that could be done more humanely, more effectively, and it's better for people. This is not on you. I mean, you can't walk the streets of Buffalo looking for hospice patients to come to your center. This has to be something addressed upstream in the provider community, through palliative care, through education of providers. For New York to be dead last to where we're closing facilities that is the proper standard of care is insane. One of our roles as members of this Planning Council is to make recommendations, and I think for me there's nothing that I can think of that makes more sense to be addressed by the department or government than the lack of use of hospice care in New York State. Now, I have a personal, both of my parents died in hospices. One of them, my Father, moved into my house. My wife's a critical care nurse. We had home hospice until we weren't able to manage it anymore and then needed inpatient hospice. There is a market for both, and it should be done as smoothly and in coordination as it was. The fact to me that, having had both of parents go through it. That we're dead last in the country in this. Is astounding to me. We really need to take on end-of-life care, and even if you don't see the humane side of it, the fiscal side of it is massive. I just think that's something that I would recommend for the committee or the department to look at going forward. I plan to vote in favor of this. I believe whatever the committee's recommendation is after they've done the work, I should be supporting and certainly don't think this is bad. I agree with Ann that if we get this better, hopefully we'll get you to capacity and in a few years I would love to see you back asking to expand.

Ms. Sisti May I add something to your point because I think it will actually add to it. There's two, and I think you may have been wanting to mention this Jean, there are two big pieces of legislative work that was done at the state level that specifically speak to this. One is the passing of the advanced care planning campaign in New York State and that is geared towards a statewide campaign similar to the quit smoking campaign to really bring awareness to the state and everyone in the state, caregivers, patients, providers what palliative care is, what hospice is, who's eligible, and how you access those resources in your communities. We're incredibly grateful that the Department of Health created the Office of Hospice and Palliative Care Access and Quality. It's a great team. They're also focusing heavily across the state in terms of bringing that awareness and clarifying services and program in order to help individuals, especially those that are chronically underserved in hospice.

Mr. Thomas Hugh Thomas, a member of the council. Very quickly, I agree with Dr. Eisenstein and of course Ann, have lived through home hospice, not in New York. I guess my question for you would be, and it was exceptional and really, really appropriate. My question for is, are there long-standing legal or cultural barriers in New York that causes the state to be last. You know, I understand the inpatient home hospice migration, but how do we accelerate that? I lived through a home hospices experience, as did others, but not in New York, and that's my question. Is there something uniquely legal or cultural? You

may not be able to answer it today, but I think, just following on the conversation, as these conversations evolve for this council, I think it'd be helpful to know that.

Ms. Sisti I do think that there are cultural issues within, and I can say that as a health care provider, like I think historically, people have been uncomfortable with the conversations. Honestly, even on top of that, I think people are very stretched in the work they're doing. It's very hard in the office setting and in a lot of the clinics and really every sector of health care to spend the time being able to have those intensive, advanced care planning conversations, goals of care conversations. Our program and many programs across the state are trying to combat all of those things. We've created embedded models where our staff are in the offices, an extension of their staff, to take the time to have those conversations and help make those linkages to programs. There's a number of things that we're doing, but I do think it has to be coupled with that statewide approach to that awareness and education and how to access those services.

Mr. Kraut We're just talking. I'm not going to do it. I'm going to get in trouble. Thank you very much. You know that if you've made a mistake and you need the beds, come on back. You'll get them.

Mr. Kraut All those in favor?

All Aye.

Mr. Kraut Opposed?

Mr. Kraut The motion carries.

Mr. Kraut Thank you very much.

Mr. Kraut I want to make this point before you go on with the next application. What we did should in no way be as a precedent. When applicants have an application before the Establishment Project Review Committee, we expect the applicant to be in that room when the committee is there to answer the committee's questions. The only reason we did this, partly because there was some unavoidable conflict, there was a question that wasn't answered, and we gave them permission not to hold them up because of the importance of hospice moving forward. I just want to make it clear for the public that this is not a precedent. This is the second time we've done this in ten years. I just don't want people to think that I don't show up, they'll just let me come to the full council. I will not.

Mr. Kraut Mr. Robinson.

Mr. Robinson Thank you, Mr. Kraut.

Mr. Robinson We'll continue with batching now. 242233B, Flatlands Access Center, LLC in King's County. Establish and construct the single specialty ambulatory surgery center for vascular access surgical procedures at 3839 Flatlands Avenue in Brooklyn. Department and committee recommend approval with conditions and contingencies with an expiration of the operating certificate five years from the date of issuance.

Mr. Robinson Application 251234B, Smithtown ASC in Suffolk County. Establish and construct a multi-specialty ambulatory surgery center at 61 Southern Boulevard in Wisconsin. Five existing private office-based surgical practices will be converted to an

FASC specializing in gastroenterology, pain management, general surgery, in vascular surgery. The department and the committee in this case as well recommend approval with conditions and contingencies with an expiration of the operating certificate five years from the date of issuance. I'm going to move that batch.

Mr. Kraut I have those two applications. May I have a motion?

Mr. Kraut May I have a second?

Mr. Kraut Dr. Berliner, thank you.

Mr. Kraut Are there any questions on these applications?

Mr. Kraut All those in favor?

All Aye.

Mr. Kraut Opposed?

Mr. Kraut Motion carries.

Mr. Robinson Thank you.

Mr. Robinson This is a batch of home health agency licensures mainly focused around changes of ownership. 231129E, Serenity Health and Wellness LLC, transferring 100% membership interest from one withdrawing member to one new member corporation. The department and the committee recommend approval with a condition.

Mr. Robinson 232-065-E Mountain View Management LLC doing business as Mountain View Home Care Agency. This establishes Mountain View Management LLC as the new operator of a licensed home care services agency currently operated by Mountain Home Care Agency at 355 Fishkill Avenue and Beacon. Department and committee recommend approval with a condition.

Mr. Robinson Application 232147E, Elite HHCLLC, transferring 100% membership interest to a new member LLC, department, and committee recommend approval with a condition.

Mr. Robinson Application 232150E, Adept Healthcare Services, Inc. Transferring 100% ownership interest from a deceased shareholder to a new shareholder. The department and the committee recommend approval with a condition.

Mr. Robinson Application 232199E, Kingsway Home Care Services, Inc. Transferring 10% ownership interests from one deceased shareholder to one new share holder. Department and committee recommend approval with a condition.

Mr. Robinson Application 241300E Parkview Mansion LLC doing business as Parkview Home Care establishes Parkview mansion LLC as the new operator of a licensed home care services agency currently operated by Parkview HFA Inc. Located at 3200 Bronx Boulevard in the Bronx. Department and committee recommend approval of the condition. I move the batch.

Mr. Kraut I have a motion.

Mr. Kraut I have second, Dr. Berliner.

Mr. Kraut Any questions on any one of these home care ownership changes?

Mr. Kraut Hearing none, I'll call for a vote.

Mr. Kraut All those in favor?

All Aye.

Mr. Kraut Opposed?

Mr. Kraut Motion carries.

Mr. Robinson There's a batch of certificates, a certificate of amendment of the certificate of incorporation for the Nazareth Home for the Franciscan Sisters of the Immaculate Conception. The Nazareth Home for the Franciscan Sisters of the Immaculate. This is like word salad. Of the Immaculate Conception requests approval to amend their certificate of corporation to change their listed purposes, update the status of the entity and change their mailing address for purposes of service. The department and the committee recommend approval. A restated app certificate for incorporation for Arnot Ogden Medical Center. This transaction will allow Centralis Health Inc to manage Arnot Ogden Medical Center and is necessary to effectuate Centralis Health Inc.'s establishment. As the active parent of Arnot Health, Inc., which was approved in CON 241015. The department recommends and the committee recommend approval. The Ira Davenport Memorial Hospital, Inc, and this is the Ira Davenport Memorial Hospital Inc requesting approval to restate its certificate of incorporation to preserve management powers to its member, Arnot Ogden Medical Center, among other things. Arnot Ogden medical center's sole member is Arnot Health Inc. Arnot Health Inc's sole member is Centralis Health Inc. This transaction will allow Centralis Health Inc to manage the Ira Davenport Memorial Hospital Inc and is necessary to effectuate Centralis Health Inc's establishment as the active parent of Arnot Health Inc., which was approved in CON 241015. The department and the committee recommend approval. Young Adult Institute, Inc, the Young Adult institute, Inc, requests approval to restate certificate of incorporation. 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 operating 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. The department and the committee recommend approval. Finally, certificate of dissolution for Flushing Manor Geriatric Center Inc. Flushing Manor Geriatric Center Inc request Public Health and Health Planning Council approval of their proposed dissolution in accordance with 10 NYCRR Part 650. The department and the committee recommend approval on this one. I move the batch.

Mr. Kraut I have a motion.

Mr. Kraut I have second by Dr. Berliner.

Mr. Kraut Any question on any of these certificate actions?

Mr. Kraut Hearing none, I'll call the vote.

Mr. Kraut All those in favor?

All Aye.

Mr. Kraut Opposed?

Mr. Kraut Motion carries.

Mr. Robinson That concludes the committee's report.

Mr. Kraut Thank you very much.

Dr. Boufford I just, I wanted to flag one thing. When I was looking at the Sinai application, which is fine, as it's already passed, but it struck me, we haven't talked about physical medicine and rehabilitation beds as such in a long time. I think as the population ages and other things are happening, it strikes me from just notional information. They've always been contentious, not well reimbursed, et cetera, et cetera. I wonder if we could just get some mini report from the staff about that next time, just in terms of adequacy of the number of beds.

Mr. Kraut It came up during the conversation because there's decreased utilization of those beds that permit the, because there is that application, there's another one making its way to us again to decrease PM&R beds and repurpose them because of the economics of it and the insurance companies.

Dr. Boufford I guess the question, I mean, if hospitals are getting out of that business, is the default position to freestanding entities, or we just don't know more about that. I think it would be really helpful, because some folks may be too ill, or they're not getting the attention they need.

Mr. Kraut A lot of them were going into home health. You do the hip, or the knee and you go right to the house. I know with stroke or neurologically. PMR utilization.

Mr. Kraut Thank all of you for being here. Thank you for participating yesterday, for participating today, and for participating tomorrow. The next regularly scheduled committee day is going to be held on November 13th in New York City, and the full council meeting is going to convene on December 4th in New York City.

Mr. Kraut May I have a motion to adjourn the Public Health and Health Planning Committee?

Mr. Kraut I have motion, Dr. Yang.

Mr. Kraut A second, Ms. Monroe.

Mr. Kraut I'm assuming we are adjourned.

Mr. Kraut Thank you so much.

Summary of Express Terms

The following are the substantive proposed amendments to Subpart 7-2 (Children's Camps) of the New York State Sanitary Code. In addition, existing gender specific pronouns in the regulation will be replaced with gender neutral pronouns.

New subdivision (d) is added to Section 7-2.1, to read as follows:

(d) The regulatory authority or designated representative is to be permitted access to the facility for inspection or investigation at all times when the children's camp is in operation. Refusal of admittance, after proper identification, is cause for immediate closure and permit suspension, or permit revocation as provided in section 7-2.4(g) of this Subpart.

New subdivisions (o), (p) and (q) are added to section 7-2.2, to read as follows:

(o) *Camp staff* or *staff* shall mean an employee or volunteer working at the camp, except as otherwise defined for purposes of Children's Camps for Children with Developmental Disabilities pursuant to section 7-2.25(b) of this Subpart.

(p) *Automated external defibrillator* (AED) shall mean a medical device that complies with section 3000-f of the Public Health Law.

(q) *Acceptable training in the use of an automated external defibrillator* (AED) shall mean successful completion of an AED training course by a nationally-recognized organization accepted by the State Department of Health for the purpose of training people in the use of an AED. AED certificates shall be valid as specified by the provider but shall not exceed 24 months from the date of course completion.

Section 7-2.3 is amended and renumbered, to read as follows:

7-2.3 Applicability and Exclusions.

(a) The requirements of this Subpart shall apply to all children's overnight camps, summer day camps, and traveling summer day camps as defined in section 7-2.2 of this Subpart, except that the following types of operations and programs are excluded:

(1) any camp occupied by or maintained for occupancy by fewer than 10 children;

* * *

(5) unscheduled or drop-in programs, such as in neighborhood-center settings, providing recreational activity without requiring program enrollment for participants, and where children are free to come and go at will;

(6) day programs providing single-purpose activity, such as training and competition in a single sport (e.g., little league baseball or Pop Warner football), or a single organized tournament competition which may include multiple individual events (e.g. Special Olympics);

(7) venues, including those with overnight lodging facilities subject to Subpart 7-1 of this Title, that provide for athletic tournament play, competition, or any associated training, and where children are registered as part of independently formed teams accompanied by coaches or other adults associated with the team who have responsibility for the well-being, safety, and behavior of the participating children;

* * *

Subdivision (g) of section 7-2.4 is amended to add denial of access to camp facilities to the permit-issuing official or their representative to the list of reasons that a permit may be denied, revoked, or suspended.

Subdivisions (h) and (i) of section 7-2.4 are renumbered to subdivisions (i) and (j), and a new subdivision (h) is added to section 7-2.4, to read as follows:

7-2.4 (h) The permit-issuing official may deny a permit for any operation where a prior operator/operation has outstanding enforcement actions or unpaid fines, or for which the permit was revoked, unless the applicant provides adequate documentation demonstrating that the

operation was acquired through an arm's length transaction. For purposes of this paragraph, "arm's length transaction" means a sale of real property, or lease of any part thereof, or a sale of a business, in good faith and for valuable consideration, that reflects the fair market value of such real property or lease or business on the open market, between two informed and willing parties, where neither is under any compulsion to participate in the transaction, unaffected by any unusual conditions indicating a reasonable possibility that the sale or lease was made for the purpose of allowing the prior operator to avoid the effect of enforcement actions, unpaid fines, or permit revocation.

The following sales or leases shall be presumed not to be arm's length transactions:

- (i) a sale or lease between relatives; or
- (ii) a sale or lease between related companies or partners in a business; or
- (iii) a sale or lease affected by other facts or circumstances that would indicate that the sale or lease is entered into for the primary purpose of allowing the original operator to avoid the effect of enforcement actions, unpaid fines, or permit revocation for the operation.

Subdivisions (g) and (l) of section 7-2.5 are amended to read as follows:

(g) Qualified lifeguard - Qualified lifeguards shall actively supervise participants in the camp's aquatic activities, as detailed in the camp's approved safety plan. While on duty at the waterfront, qualified lifeguards shall not be engaged in duties or activities which distract them from the direct supervision of the waterfront. A qualified lifeguard shall:

- (1) be at least 17 years of age, except:
 - (i) for a maximum of 50 percent of the required total number of lifeguards on duty at beaches requiring supervision level IIb, who may be at least 16 years of age; and
 - (ii) for a maximum of 50 percent of the required total number of lifeguards on duty at swimming pools requiring supervision level IIa, who may be at least 15 years of age, provided their duties

comply with Federal or State laws or regulations governing fair labor standards and employment of minors; and

* * *

(l) Records identifying staff qualifications shall be maintained in the camp for inspection by the permit-issuing official or their designated representative. The camp operator shall ascertain whether an employee or volunteer is listed on the New York State Division of Criminal Justice Services (DCJS) Sex Offender Registry and United States Department of Justice (USDOJ) National Sex Offender Public Website prior to the first day such employee or volunteer commences work at camp and annually thereafter prior to their arrival at camp. A written record of the employee and volunteer names that were submitted to the DCJS and USDOJ for checking against the State Sex Offender Registry and National Sex Offender Public Website. The search results from both the State registry and national public website shall be kept on file at the site and made available to the permit-issuing official upon request.

* * *

(n) Paragraph (4) of subdivision (n) of section 7-2.5 is amended to add location and use of AED(s) to the medical requirements component of the camp safety plan.

New subdivisions (e) and (f) are added to section 7-2.8 to read as follows:

(e) The camp owner/operator shall cooperate fully with the investigation of any injury or illness, or any incident which might evidence a lack of compliance with law or regulation by the permit-issuing official and their designated representatives, and shall provide all necessary information and access to conduct such investigation.

(f) Each camp shall provide at least one AED, as defined in section 7-2.2(p) of this Subpart, onsite or describe reasonable access to an AED acceptable to the permit issuing official.

(1) Each camp shall have one or more staff possessing an acceptable training in the use of an AED as defined in subdivision 7-2.2(q) of this Subpart. Records of the training shall be available for review during inspections.

(2) Each camp shall include an implementation plan in its approved safety plan which includes:

(i) a description of the location and/or availability of and access to the AED;

(ii) an equipment checklist which includes records of automated external defibrillator maintenance and testing specified by the manufacturer's standards; and

(iii) protocols for AED use during cardiac emergencies.

Section 7-2.20 is amended to read as follows:

7-2.20 Pesticides and hazardous materials.

(a) All pesticides must be applied by a New York State licensed commercial applicator in accordance with Public Health Law § 1396 and Title 6 NYCRR 325.

(b) The application of pesticides is prohibited on any playground, turf or athletic or playing field at any camp. This prohibition shall not apply to the application of exempt pesticides; an emergency application of a pesticide provided such application has been approved by the permit issuing official; or to camps located on publicly-owned or publicly-leased property in a city with a population of more than one million.

(1) for purposes of this subdivision, exempt pesticides shall mean:

(i) the application of anti-microbial pesticides as defined in 7 USC sections 136(mm) and 136q(h)(2);

(ii) the use of an aerosol product with a directed spray, in containers of 18 fluid ounces or less, when used to protect individuals from an imminent threat from stinging and biting insects, including venomous spiders, bees, wasps and hornets;

(iii) the use of non-volatile insect or rodent bait in a tamper resistant container;

- (iv) the application of a pesticide classified by the United States Environmental Protection Agency as an exempt material under 40 CFR section 152.25;
 - (v) the use of boric acid and disodium octaborate tetrahydrate; or
 - (vi) the use of horticultural soap and oils that do not contain synthetic pesticides or synergists.
- (c) In addition to the prohibitions specified Public Health Law section 1396 and subdivision (b) of this section, during the operation of a children's camp, the application of non-exempt pesticides to any playground, turf or athletic or playing field is prohibited at least 30 days prior to the operation of a children's camp on such property.
- (d) All pesticides and toxic chemicals shall be adequately stored in their original containers where they cannot cause air, surface water or groundwater contamination, in accordance with manufacturer's specifications, and not be potentially hazardous to the occupants of the camp.

Paragraph (3) of subdivision 7-2.25(b) is amended to read as follows:

(3) Medical Requirements. The camp health director shall be a physician, nurse practitioner, physician's assistant, registered nurse or licensed practical nurse and shall be on-site for the entire period the camp is in operation.

A new section 7-2.26 is added to read as follows:

7-2.26 – Incorporation by reference.

(a) The provisions of the Code of Federal Regulations which have been incorporated by reference in Subpart 7-2 have been filed with the Office of the Secretary of State of the State of New York, the publication so filed being the booklet entitled: Code of Federal Regulations, Title 40, Part 152, revised as of November 8, 2022, published by the Office of the Federal Register, National Archives and Records Administration. The regulations incorporated by reference may be examined at the Records Access Office, New York State Department of Health, ESP Corning

Tower, Albany, New York, 12237 or can be directly obtained from the Superintendent of Documents, US Government Printing Office, Washington, D.C. 20402.

(b) The provisions of the United State Code which have been incorporated by reference in Subpart 7-2 have been filed with the Office of the Secretary of State of the State of New York, the publication so filed being entitled: United States Code, Title 7, Section 136 as revised Aug. 3, 1996, and Section 136q as revised June 18, 2008, published by the Office of the Law Revision Counsel of the U.S. House of Representatives. The statutes incorporated by reference may be examined at the Records Access Office, New York State Department of Health, ESP Corning Tower, Albany, New York, 12237 or can be directly obtained from the Superintendent of Documents, US Government Printing Office, Washington, D.C. 20402.

Pursuant to the authority vested in the Public Health and Health Planning Council and the Commissioner of Health by Public Health Law sections 225 and 1394, Subpart 7-2 of Title 10 (Health) of the Official Compilation of Codes, Rules and Regulations of the State of New York, is amended, to be effective upon publication of a Notice of Adoption in the New York State Register, as follows:

Section 7-2.1 is amended to read as follows:

(a) Enforcement. The enforcement procedures delineated in sections 12, 12-a, 16, 206, 225, 308, 309, 348, 373, 1308, 1393, and 1395 of the Public Health Law shall be followed where the permit-issuing official or [his]their representative determines that closing of a children's camp is necessary to protect the public health or safety of the occupants of the camp. Where a public health hazard is found on the property, the building or portion of the property constituting the hazard shall be placarded against occupancy until the hazard is corrected. The closure provisions of Part 14 of this Title shall be utilized for public health hazards occurring in food service facilities. When a placard is used to protect the occupants from a public health hazard, it shall be conspicuously posted at each entrance or walkway leading to the portion of the property that constitutes the hazard. The placard shall state the authority for its placement and indicate that concealment, mutilation, alteration or removal of it by any person without permission of the permit-issuing official shall constitute a violation of this Subpart and the Public Health Law. The permit-issuing official or [his]their representative shall inspect the premises within three working days of posting the placard to assure compliance with terms of the order, and shall inspect the premises within two working days of notification that the hazard has been eliminated to remove them after verifying the correction.

(b) Public health hazards.

* * *

(2) Any of the following violations are public health hazards which require the permit-issuing official or [his]their designated representative to order immediate correction or to immediately institute action as provided in the law and in this Subpart:

(i) supervision of children is not in accordance with the supervisory or personnel qualification standards prescribed in sections 7-2.5, 7-2.11 and 7-2.25 of this Subpart resulting in a child not being protected from any unreasonable risk to [his or her]their health or safety;

* * *

(xi) camp swimming pool or bathing beach not under the direct supervision of the camp aquatics director or [his]their assistant;

* * *

(xxvii) failure to implement the approved camp safety plan resulting in a child not being protected from any unreasonable risk to [his or her]their safety; or

* * *

(d) The regulatory authority or designated representative is to be permitted access to the facility for inspection or investigation at all times when the children's camp is in operation. Refusal of admittance, after proper identification, is cause for immediate closure and either permit suspension or permit revocation as provided in section 7-2.4(g) of this Subpart.

New subdivisions (o), (p) and (q) are added to Section 7-2.2 to read as follows:

(o) *Camp staff or staff* shall mean an employee or volunteer working at the camp, except as otherwise defined for purposes of Children's Camps for Children with Developmental Disabilities pursuant to section 7-2.25(b) of this Subpart.

(p) *Automated external defibrillator (AED)* shall mean a medical device that complies with section 3000-f of the Public Health Law.

(q) Acceptable training in the use of an automated external defibrillator (AED) shall mean successful completion of an AED training course by a nationally recognized organization accepted by the State Department of Health for the purpose of training people in the use of an AED. AED certificates shall be valid as specified by the provider but shall not exceed 24 months from the date of course completion.

Section 7-2.3 is amended to read as follows:

7-2.3 [Application]Applicability and Exclusions.

(a) The requirements of this Subpart shall apply to [a camp occupied or maintained for occupancy by 10 or more children except] all children's overnight camps, summer day camps, and traveling summer day camps as defined in section 7-2.2 of this Subpart, except that the following types of operations and programs are excluded:

(1) any camp occupied by or maintained for occupancy by fewer than 10 children;

[(1)](2) any place occupied by children under 18 years of age for overnight occupancy of 72 consecutive hours or less;

[(2)](3) day camps operating less than all or part of five days in any two-week period;

[(3)](4) child care facilities licensed or registered by the New York State [Department of Family Assistance,] Office of Children and Family Services;

[(4)](5) [activities at] unscheduled or drop-in programs, such as in neighborhood-center settings[; single-purpose activity such as athletic events, which are held for the sole purpose of tournament play or competition, and associated training practice, "Special Olympics," little league baseball, Pop Warner football; and recreational activity without a specified time period of attendance required], providing recreational activity without requiring program enrollment for participants, and where children are free to come and go at will;

(6) day programs providing single-purpose activity, such as training and competition in a single sport (e.g., little league baseball or Pop Warner football), or a single organized tournament competition which may include multiple individual events (e.g. Special Olympics);

(7) venues, including those with overnight lodging facilities subject to Subpart 7-1 of this Title, that provide for athletic tournament play, competition, or any associated training, and where children are registered as part of independently formed teams accompanied by coaches or other adults associated with the team who have responsibility for the well-being, safety, and behavior of the participating children;

[(5)](8) college level educational programs provided by schools that are accredited by the Regents of the University of the State of New York;

[(6)](9) school districts, Boards of Cooperative Educational Services (BOCES) or nonpublic schools providing instruction to satisfy, enrich, accelerate or improve skills in accordance with New York State education requirements;

[(7)](10) day programs conducted for the purpose of classroom educational instruction, including but not limited to traditional academic subjects, religious instruction, and computer training, that have one or more nonpassive recreational activities with significant risk of injury when such activities are conducted as part of a one hour or less recess period constituting no more than one fifth of the program's daily operation, and which occur on a playground, in a gymnasium, or similar setting; and

[(8)](11) any operation or use of a tract of land or property determined by the State Commissioner of Health as not being within the intent of or regulated by this Subpart.

Section 7-2.4 is amended to read as follows:

* * *

(b) The permit-issuing official is the State Health Commissioner or [his]their designee and those persons defined as officers in subdivision (4) of section 1392 of the Public Health Law.

* * *

(d) The permit-issuing official shall issue a permit if the children's camp conforms or will conform at the time of operation to the requirements of this [S]subpart and will not present a danger to the health and safety of the camp occupants. An applicant's past history of compliance or non-compliance will be a consideration in evaluating each of the previously mentioned criteria. The person to whom the permit is issued shall comply with this Subpart and with all conditions stated in the permit and shall allow the permit-issuing official or [his]their representative to enter the premises to ascertain compliance. The permit-issuing official may, at [his]their discretion, deem either of the following an inspection of the facility to ascertain that the camp conforms or will conform with the requirements of this Subpart at the time of operation:

(1) the permit-issuing official or [his]their representative has inspected the facility and determined that it conforms or will conform with the requirements of this Subpart; or

* * *

(g) A permit may be denied, revoked or suspended by the permit-issuing official or the State Commissioner of Health if the children's camp is maintained, operated or occupied in violation of the Public Health Law or this [Chapter]Title. Before denial, suspension or revocation of a permit, or after receipt of a notice of violation, the permittee shall have the right to appeal to the permit-issuing official, except that when the Commissioner of Health determines that a public health hazard exists or access is denied to the permit-issuing official or their representative, a permit may be temporarily suspended pending a hearing. A permit will also be revoked upon

request of the operator or upon abandonment of the camp. Following the revocation, an application shall be filed for a new permit before resumption of operation.

(h) The permit-issuing official may deny a permit for any operation where a prior operator/operation has open enforcement actions or unpaid fines, or for which the permit was revoked, unless the applicant provides adequate documentation demonstrating that the operation was acquired through an arm's length transaction. For purposes of this paragraph, "arm's length transaction" means a sale of real property, or lease of any part thereof, or a sale of a business, in good faith and for valuable consideration, that reflects the fair market value of such real property or lease, or business, in the open market, between two informed and willing parties, where neither is under any compulsion to participate in the transaction, unaffected by any unusual conditions indicating a reasonable possibility that the sale or lease was made for the purpose of allowing the prior operator to avoid the effect of enforcement actions, unpaid fines, or permit revocation.

The following sales or leases shall be presumed not to be arm's length transactions:

- (i) a sale or lease between relatives; or
- (ii) a sale or lease between entities having common ownership or partners of the business; or
- (iii) a sale or lease affected by other facts or circumstances that would indicate that the sale or lease is entered into for the primary purpose of allowing the original operator to avoid the effect of enforcement actions, unpaid fines, or permit revocation for the operation.

[(h)](i) A permit shall expire one year from the date of issuance, at the close of a camp's normal operating season, upon a change of the operator, a date stipulated by the permit-issuing official, or upon revocation. No permit shall expire during the camping period except by revocation.

[(i)](j) A separate permit shall not be required for a bathing beach, swimming pool or food service operated as part of a children's camp for which a permit is required under this Subpart.

Subdivisions (g), (l), (n) and (o) of section 7-2.5 are amended to read as follows:

(g) Qualified lifeguard - Qualified lifeguards shall actively supervise participants in the camp's aquatic activities, as detailed in the camp's approved safety plan. While on duty at the waterfront, qualified lifeguards shall not be engaged in duties or activities which distract them from the direct supervision of the waterfront. A qualified lifeguard shall:

(1) be at least 17 years of age, except:

(i) for a maximum of 50 percent of the required total number of lifeguards on duty at beaches requiring supervision level IIb, who may be at least 16 years of age; [and]

(ii) for a maximum of 50 percent of the required total number of lifeguards on duty at swimming pools requiring supervision level IIa, who may be at least 15 years of age, provided their duties comply with Federal or State laws or regulations governing fair labor standards and employment of minors; and

[(ii)](iii) lifeguards required for wilderness swimming who must be at least 18 years of age;
and].

(2) meet lifeguarding, first aid and CPR certification requirements as detailed in Part 6 of this Title:

Bathing Facility Type	Minimum Lifeguard Supervision Level
Ocean Surf	Supervision Level I
Pool Only	Supervision Level IIa
Pool and/or Beach	Supervision Level IIb

* * *

(l) Records identifying staff qualifications shall be maintained in the camp for inspection by the permit-issuing official or [his]their designated representative. The camp operator shall ascertain whether an employee or volunteer is listed on the New York State Division of Criminal Justice

Services (DCJS) Sex Offender Registry and United States Department of Justice (USDOJ)
National Sex Offender Public Website prior to the first day such employee or volunteer
commences work at camp and annually thereafter prior to their arrival at camp. A written record
of the employee and volunteer names that were submitted to the DCJS and USDOJ for checking
against the State Sex Offender Registry and [DCJS's] National Sex Offender Public Website.
The search results from both the State registry and national public website shall be kept on file at
the site and made available to the permit-issuing official upon request.

* * *

(n) Camp safety plan. The camp operator must develop, review annually and update, as required,
a camp safety plan, which shall be submitted for review and approval to the permit-issuing
official as described in paragraph 7-2.4(c)(1) of this Subpart. A camp safety plan shall be
considered satisfactory for approval when it is found to include all the information required in
this section and accurately reflects the children's camp's compliance with this Subpart. The
camp's approved safety plan shall be implemented by the camp operator and kept on file at the
children's camp. The camp safety plan shall consist of, at a minimum, a table of contents and the
following components:

* * *

(4) Medical requirements: review of camper confidential medical histories to address restrictions
and special needs; initial health screening of campers; daily health surveillance of campers;
procedures for providing basic first aid, handling medical emergencies, including outbreaks and
procedures for response to allegations of child abuse; identification of and provisions for
medical, nursing and emergency medical services; identity, qualifications and outline of duties of
health director and health personnel certified in first aid and CPR; description of health center;
storage and administration of medicines; location and use of first aid, AED(s), and CPR supplies;

maintenance of a medical log; description of universal precautions for bloodborne pathogens; reporting of illness and injuries, including camper abuse/ allegations to the permit-issuing official within 24 hours; and provisions to supervise sanitation at the children's camp;

* * *

(o) The camp operator shall provide adequate supervision. Adequate supervision shall mean:

(1) supervision such that a camper is protected from any unreasonable risk to [his or her]their health or safety, including physical or sexual abuse or any public health hazard; and

* * *

New subdivisions (e) and (f) are added to section 7-2.8 to read as follows:

(e) The camp operator shall cooperate fully with the investigation of any injury or illness, or any incident which might evidence a lack of compliance with law or regulation, by the permit-issuing official and their designated representatives, and shall provide all information and access needed to conduct such investigation.

(f) Each camp shall provide at least one AED, as defined in section 7-2.2(p) of this Subpart, onsite or describe reasonable access to an AED acceptable to the permit issuing official.

(1) Each camp shall have one or more staff possessing an acceptable training in the use of an AED as defined in subdivision 7-2.2(q) of this Subpart. Records of the training shall be available for review during inspections.

(2) Each camp shall include an implementation plan in its approved safety plan which includes:

(i) a description of the location and/or availability of and access to the AED;

(ii) an equipment checklist which includes records of automated external defibrillator maintenance and testing specified by the manufacturer's standards; and

(iii) protocols for AED use during cardiac emergencies.

Section 7-2.20 is amended to read as follows:

7-2.20 Pesticides and [H]azardous materials. [Agricultural, commercial or household pesticides and toxic chemicals shall be stored and/or used to cause no air, surface water or ground water pollution or be hazardous to the occupants of the camp. They shall be stored in their original containers in areas designated for such use.]

(a) All pesticides must be applied by a New York State licensed commercial applicator in accordance with Public Health Law § 1396 and Title 6 NYCRR Part 325.

(b) The application of pesticides is prohibited on any playground, turf or athletic or playing field at any camp. This prohibition shall not apply to the application of exempt pesticides; an emergency application of a pesticide provided such application has been approved by the permit issuing official; or to camps located on publicly-owned or publicly-leased property in a city with a population of more than one million.

(1) for purposes of this subdivision, exempt pesticides shall mean:

(i) the application of anti-microbial pesticides as defined in 7 USC sections 136(mm) and 136q(h)(2);

(ii) the use of an aerosol product with a directed spray, in containers of 18 fluid ounces or less, when used to protect individuals from an imminent threat from stinging and biting insects, including venomous spiders, bees, wasps and hornets;

(iii) the use of non-volatile insect or rodent bait in a tamper resistant container;

(iv) the application of a pesticide classified by the United States Environmental Protection Agency as an exempt material under 40 CFR sections 152.25;

(v) the use of boric acid and disodium octaborate tetrahydrate; or

(vi) the use of horticultural soap and oils that do not contain synthetic pesticides or synergists.

(c) In addition to the prohibitions specified in Public Health Law section 1396 and subdivision

(b) of this section, during the operation of a children's camp the application of non-exempt

pesticides to any playground, turf or athletic or playing field is prohibited at least 30-days prior to the operation of a children's camp.

(d) All pesticides and toxic chemicals shall be adequately stored in their original containers where they cannot cause air, surface water or groundwater contamination, used in accordance with manufacturer's specifications, and not be potentially hazardous to the occupants of the camp.

Subdivision (b) of section 7-2.25 is amended to read as follows:

(b) Children's Camps for Children with Developmental Disabilities. In addition to the requirements listed in subdivision (a), the following requirements shall apply to all Children's Camps for Children with Developmental Disabilities, as defined as defined in section 7-2.2 of this Subpart:

* * *

(3) Medical Requirements. The camp health director shall be a physician, nurse practitioner, physician's assistant, registered nurse or licensed practical nurse and shall be on-site for the entire period the camp is in operation.

* * *

(6) Camp Staff Screening, Training, and Code of Conduct.

* * *

(iii) The camp operator shall ensure that all camp staff are provided with a copy of the code of conduct established by the Justice Center pursuant to section 554 of Executive Law. Such code of conduct shall be provided at the time of initial employment, and at least annually thereafter during the term of employment. Receipt of the code of conduct shall be acknowledged and the recipient shall further acknowledge that [he or she has]they have read and understand[s] such code of conduct.

* * *

(8) Incident Management.

* * *

(ii) Unless delegated by the Justice Center to the Department, an allegation of abuse or neglect as defined in section 7-2.25(b)(1)(iv)(a) of this Subpart, shall be investigated by the Justice Center.

With regard to an alleged significant incident, as defined in section 7-2.25(b)(1)(iv)(b) of this Subpart, the permit-issuing official shall initiate a prompt investigation of the allegation, unless the Justice Center agrees that it will undertake such investigation. An investigation conducted by the permit-issuing official shall commence no later than five business days after notification of such an incident. Additional time for completion of the investigation may be allowed, subject to the approval of the department, upon a showing of good cause for such extension. At a minimum, the investigation of any reportable incident shall comply with the following:

(a) Investigations shall include a review of medical records and reports, witness interviews and statements, expert assessments, and the collection of physical evidence, observations and information from care providers and any other information that is relevant to the incident. Interviews should be conducted by qualified, objective individuals in a private area which does not allow those not participating in the interview to overhear. Interviews must be conducted of each party or witness individually, not in the presence of other parties or witnesses or under circumstances in which other parties or witnesses may perceive any aspect of the interview. The person alleging the incident, or who is the subject of the incident, must be offered the opportunity to give [his/her]their version of the event. At least one of the persons conducting the interview must have an understanding of, and be able to accommodate, the unique needs or capabilities of the person being interviewed. The procedures required by this clause may be altered if, and only to the extent necessary to, comply with an applicable collective bargaining agreement.

A new section 7-2.26 is added to read as follows:

7-2.26 – Incorporation by reference.

(a) The provisions of the Code of Federal Regulations which have been incorporated by reference in Subpart 7-2 have been filed with the Office of the Secretary of State of the State of New York, the publication so filed being the booklet entitled: Code of Federal Regulations, Title 40, Part 152, revised as of November 8, 2022, published by the Office of the Federal Register, National Archives and Records Administration. The regulations incorporated by reference may be examined at the Records Access Office, New York State Department of Health, ESP Corning Tower, Albany, New York, 12237 or can be directly obtained from the Superintendent of Documents, US Government Printing Office, Washington, D.C. 20402.

(b) The provisions of the United State Codes which have been incorporated by reference in Subpart 7-2 have been filed with the Office of the Secretary of State of the State of New York, the publication so filed being entitled: United States Code, Title 7, Section 136 as revised Aug. 3, 1996, and Section 136q as revised June 18, 2008, published by the Office of the Law Revision Counsel of the U.S. House of Representatives. The statutes incorporated by reference may be examined at the Records Access Office, New York State Department of Health, ESP Corning Tower, Albany, New York, 12237 or can be directly obtained from the Superintendent of Documents, US Government Printing Office, Washington, D.C. 20402.

REGULATORY IMPACT STATEMENT

Statutory Authority:

The Public Health and Health Planning Council (PHHPC) is authorized by Section 225 of the Public Health Law (PHL) to establish, and from time to time amend, the State Sanitary Code with respect to any matters affecting the security of life or health or the preservation and improvement of public health in the State of New York, including designation and control of communicable diseases. PHL § 1394 authorizes the PHHPC to establish regulations for children's overnight, summer day and traveling summer day camps concerning such matters as may be appropriate for the protection and security of the life, health, and safety of the occupants of such camps.

Legislative Objectives:

The legislative objectives of PHL §§ 225 and 1394 are to protect the health and safety of children who attend children's overnight, summer day and traveling summer day camps.

Needs and Benefits:

The proposed amendments enhance the health and safety of children attending children's camps and are consistent with New York State's declared policy and recent legislation amending Public Health Law.

In accordance with amendments made to PHL § 225(5-d), amendments are being made to Subpart 7-2 of Title 10 to allow 15 year-old lifeguards at traditional camp swimming pools to be included in the 50 percent of the total number of required lifeguards who may be younger than 17 years old. This lowers the minimum age from at least 16 years old to 15 years old, provided the duties comply with the United States Department of Labor child labor regulations. Currently

the regulations contain restrictions on the use of 15-year-old lifeguards, mandating that 15-year-old lifeguards may not be employed as lifeguards at the top of elevated water slides and must be prohibited from entering or working in any chemical storage areas, including any areas where the filtration and chlorinating systems are housed. Although allowed by PHL § 225, an amendment to Subpart 7-2 is not being made to allow 15-year-old lifeguards at bathing beaches because federal fair labor regulations prohibit youth under 16 years old from being employed as lifeguards at “natural environment facilities” such as rivers, streams, lakes, ponds, quarries, reservoirs, wharfs, piers, or ocean-side beaches.

The amendments pertaining to pesticides are made in response to changes to PHL § 1396, which prohibits, with some exceptions, the application of pesticides to any playground, turf or athletic or playing field at children's camps other than those on publicly owned or publicly-leased property in a city of more than one million. The amendments identify pesticides that are exempt from the prohibition, and provide that an emergency application of a pesticide may be approved by the permit issuing official to, e.g., prevent the spread of a novel bacterium carried by ticks or mosquitos. In addition to the PHL § 1396 prohibition of specified pesticides during the camp's operation, the proposed amendments prohibit pesticide applications thirty days prior to a camp's operation to ensure children are protected from residual pesticide exposure upon arrival to camp. The regulation now specifies that pesticides must be applied by a New York State licensed commercial applicator and proper storage requirements.

In response to amendments to PHL §§ 1392 and 1394, a requirement is added to Subpart 7-2 for camp operators to ascertain whether an employee or volunteer is listed on the United States Department of Justice (USDOJ) National Sex Offender Public Website prior to the day such employee or volunteer commences work at camp and annually thereafter. Camp operators must maintain written records of the employee and volunteer names that were submitted to the

USDOJ National Sex Offender Public Website and the search results must be kept on file at the camp and made available to the permit-issuing official (PIO) upon request.

In response to the addition of PHL § 3000-F, a requirement is added to Subpart 7-2 for all regulated children's camps to provide an automated external defibrillator (AED) or describe a reasonable means of ready access to an AED, and have one or more staff possessing an acceptable training in the use of an AED. Additionally, camps must have an implementation plan which identifies the location and/or availability of the AED and includes an equipment checklist and protocols for the use of the AED during cardiac emergencies.

Further amendments add necessary administrative requirements for program oversight and implementation. These include adding the authority for PIOs to deny, suspend, or revoke a permit for non-compliance, outstanding enforcement actions or unpaid fines, or for interference with the PIO's performance of its duties, including refusal of admittance to campgrounds and buildings. The PIO will be empowered to deny a permit for any operation where a prior operator/operation has outstanding enforcement actions or unpaid fines, or for which the permit was revoked, unless the applicant provides adequate documentation demonstrating that the operation was acquired through an arm's length transaction. The amendments will require camp operators to cooperate fully with the PIO's investigation of any reportable injury or illness, or any incident that might reveal a lack of compliance with law or regulation, and to provide all necessary information and access to conduct the investigation. Existing code language with gender-specific pronouns is being replaced with gender neutral pronouns.

The applicability section is being amended to better clarify the applicability of the regulations and the types of operations which are and are not exempt from regulation. The proposed amendments separate out types of programs and operations that are currently grouped together, and provide relevant details describing these programs and operations.

Nurse practitioners are added to the list of medical personnel allowed to be the camp health director at a Children's Camp for Children with Developmental Disabilities. This addition corrects an unintended omission in the regulation.

Costs for the Implementation of and Continuing Compliance with these Regulations to the Regulated Entity:

There are no anticipated costs to incorporate these statutory requirements into the regulation. The only costs associated with the proposed regulation were imposed when relevant Public Health Law provisions were amended. The requirement for ascertaining whether an employee or volunteer is listed on the USDOJ National Sex Offender Public Website is a Public Health Law mandate. There will be minimal costs to the operators of children's camps to ascertain whether an employee or volunteer is listed on the USDOJ National Sex Offender Public Website. There is no cost to check the USDOJ National Sex Offender Public Website; however, there will likely be additional staff time associated with conducting checks. The exact cost for staffing is unknown but will likely be based on the number of staff and volunteers. There are no costs associated with the amendments pertaining to lifeguard age, or to pesticides as this is already required under public health law.

The requirement for providing an AED is a Public Health Law mandate. For camps that provide an AED because an AED isn't otherwise readily accessible, there will be a cost of between \$1200 to \$3000 to purchase one. There will be additional expenses related to maintenance and service of the AED including periodic replacement of the battery and defibrillation pads. The cost and time frame for maintenance and service will vary by unit. Some AEDs have the option of using rechargeable batteries. Alternatively, AEDs can be leased for approximately \$100 to \$350 per month. Although the law only requires one AED per facility, some camps may choose to provide more than one AED to facilitate a timely response.

Training and certification in the use of the AED are incorporated in most cardiopulmonary resuscitation (CPR) certification programs and are not expected to add any additional expenses to camps because all camps are already required to have CPR certified staff. Additionally, camps with swimming activities have lifeguards with CPR/AED training. Some camps may choose to provide additional training to staff to ensure someone is always available in an emergency. CPR/AED training courses range from \$70 to \$125.

In addition to the cost for purchasing an AED, camp operators that provide their own AED must develop an implementation plan, which includes protocols for the use of the AED during cardiac emergencies. Public Health Law §3000-F requires camps to have a NYS licensed physician or NYS based hospital knowledgeable and experienced in emergency cardiac care to serve as an Emergency Health Care Provider (EHCP) and establish the protocols for AED use during cardiac emergencies. Costs for an EHCP will vary and cannot be accurately estimated. Camps operated by municipalities that have physicians serving as health officers and camps with physicians serving as camp health directors may have no additional expenses associated with obtaining the service of an EHCP.

Cost to State and Local Government:

The only costs associated with the proposed regulation were imposed when the aforementioned Public Health Law provisions were amended. There are no anticipated costs to incorporate these statutory requirements into the regulation. The Department of Health (Department) will use existing resources to work with camp operators and local health departments to ensure that they are aware of the regulations and have the information needed to comply.

There will be a minimal cost increase for State and local health department staffing to review emergency pesticide applications, but this activity is already mandated in Public Health

Law and expected to be limited based on the number of emergency applications received for schools and day care programs which have similar requirements.

Local Government Mandates:

There are no new local mandates. Local health departments already regulate children's camps and will implement the changes through existing inspection programs.

Paperwork:

A camp operator must maintain written records of the employee and volunteer names that were submitted to the USDOJ National Sex Offender Public Website and the search results. Camps that obtain an AED to satisfy PHL § 3000-F requirements will have additional paperwork to establish an implementation plan including an equipment checklist and protocols for AED use during cardiac emergencies. Camps are already required to maintain CPR/AED training records.

Duplication:

This proposed regulation does not duplicate or conflict with any State or federal rules.

Alternative Approaches:

The amendments are largely mandated by Public Health Law. An alternative considered was to prohibit the application of non-exempt pesticides prior to camp operation based on the manufacturer's recommendations regarding re-entry/use of an area where the product is applied instead of prohibiting all pesticides for 30 days prior to a camp's operation. The Department decided to prohibit application of the specified pesticides for 30 days based on the best management plans developed by Cornell and other State cooperative extensions. These

management plans are more protective and would result in a significant reduction in pesticide residue and minimize potential exposures to children.

Federal Requirements:

There are no minimum standards established by the federal government for the same or similar subject areas.

Compliance Schedule:

This regulatory amendment will go into effect upon publication of a Notice of Adoption in the New York State Register.

Contact Person:

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REGULATORY FLEXIBILITY ANALYSIS FOR SMALL BUSINESS AND LOCAL GOVERNMENTS

Effect of Rule

There are approximately 2,000 children's day and 500 overnight camps operating in New York State. Most camps are small businesses or are operated by municipalities. All camps will be affected by the rule although most of the requirements being added to the regulation are based on recent amendments to the Public Health Law.

There are 37 local health departments that regulate camps in their jurisdiction. There are no new local mandates. Local health departments already regulate children's camps and will implement the changes through existing inspection programs.

Compliance Requirements:

Camp operators must ascertain whether an employee or volunteer is listed on the United States Department of Justice (USDOJ) National Sex Offender Public Website prior to the day they commence work at camp and annually thereafter prior to their arrival at camp. Camp operators must also maintain written records of the employee and volunteer names that were submitted to the USDOJ National Sex Offender Public Website and the search results must be kept on file at the camp and made available to the permit-issuing official (PIO) upon request.

All regulated children's camps must provide an automated external defibrillator (AED) or describe reasonable access to an AED and must have one or more staff possessing an acceptable training in the use of an AED. Additionally, camps must have an implementation plan, which identifies the location and/or availability of the AED and includes an equipment checklist and protocols for the use of the AED during cardiac emergencies.

Other than those on publicly-owned or publicly-leased property in a city of more than one million, camps will be prohibited from applying certain pesticides during operation and for thirty

days prior to operation. Local health departments are required to review emergency pesticide applications by camps and issue waivers when determined to be acceptable. Although always required by the Department of Environmental Conservation in Part 325 of 6 NYCRR, the regulation now specifies that pesticides must be applied by a New York State licensed commercial applicator and proper storage requirements.

Amendments are being made to Subpart 7-2 to add necessary administrative requirements for program oversight and implementation. These include adding the authority for PIOs to deny, suspend, or revoke a permit for non-compliance, outstanding enforcement actions or unpaid fines, or for interference with the PIO's performance of its duties, including refusal of admittance. The PIO will be empowered to deny a permit for any operation where a prior operator/operation has outstanding enforcement actions or unpaid fines, or for which the permit was revoked, unless the applicant provides adequate documentation demonstrating that the operation was acquired through an arm's length transaction.

Camp operators are now required by regulation to cooperate fully with the investigation of any reportable injury or illness, or any incident that might reveal a lack of compliance with law or regulation, and to provide all necessary information and access to conduct the investigation. Existing code language with gender specific pronouns is being replaced with gender neutral pronouns. Nurse practitioners are added to the list of medical personnel allowed to be the camp health director at a Children's Camp for Children with Developmental Disabilities.

Professional Services:

There are no additional professional services required as a result of this regulation. Nurse practitioners are added to the list of medical personnel allowed to be the camp health director at a

Children's Camp for Children with Developmental Disabilities but does not impose a new professional service requirement.

Compliance Costs:

There are no anticipated costs to incorporate these statutory requirements into the regulation. The only costs associated with the proposed regulation were imposed when relevant Public Health Law provisions were amended. The requirement for ascertaining whether an employee or volunteer is listed on the USDOJ National Sex Offender Public Website is a Public Health Law mandate. There will be minimal costs to the operators of children's camps to ascertain whether an employee or volunteer is listed on the USDOJ National Sex Offender Public Website. There is no cost to check the USDOJ National Sex Offender Public Website; however, there will likely be additional staff time associated with conducting checks. The exact cost for staffing is unknown but will likely be based on the number of staff and volunteers. There are no costs associated with the amendments pertaining to lifeguard age, or to pesticides as this is already required under public health law.

The requirement for providing an AED is a Public Health Law mandate. For camps that provide an AED because an AED isn't otherwise readily accessible, there will be a cost of between \$1200 to \$3000 to purchase one. There will be additional expenses related to maintenance and service of the AED including periodic replacement of the battery and defibrillation pads. The cost and time frame for maintenance and service will vary by unit. Some AEDs have the option of using rechargeable batteries. Alternatively, AEDs can be leased for approximately \$100 to \$350 per month. Although the law only requires one AED per facility, some camps may choose to provide more than one AED to facilitate a timely response.

Training and certification in the use of the AED are incorporated in most cardiopulmonary resuscitation (CPR) certification programs and are not expected to add any

additional expenses to camps because all camps are already required to have CPR certified staff. Additionally, camps with swimming activities have lifeguards with CPR/AED training. Some camps may choose to provide additional training to staff to ensure someone is always available in an emergency. CPR/AED training courses range from \$70 to \$125.

In addition to the cost for purchasing an AED, camp operators that provide their own AED must develop an implementation plan, which includes protocols for the use of the AED during cardiac emergencies. Public Health Law § 3000-f requires camps to have a NYS licensed physician or NYS based hospital knowledgeable and experienced in emergency cardiac care to serve as an Emergency Health Care Provider (EHCP) and establish the protocols for AED use during cardiac emergencies. Costs for an EHCP will vary and cannot be accurately estimated. Camps operated by municipalities that have physicians serving as health officers and camps with physicians serving as camp health directors may have no additional expenses associated with obtaining the service of an EHCP.

There will be a minimal cost increase for State and local health department staffing to review emergency pesticide applications, but this activity is already mandated in Public Health Law and expected to be limited based on the number of emergency applications received for schools and day care programs which have similar requirements.

Economic and Technological Feasibility:

This proposal is economically and technically feasible, as it does not require any special technology and does not impose an unreasonable financial burden on local health departments or children's camps.

Minimizing Adverse Impact:

The Department of Health will develop guidance for camp operators to ensure that they are aware of the requirements and have the information necessary to comply. Guidance has already been developed to assist with complying with the new pesticide law and for ascertaining if an employee or volunteer is listed on the USDOJ National Sex Offender Public Website.

Small Business and Local Government Participation:

On May 16, 2022 and May 17, 2022, the Department requested comments on draft amendments from local health departments and interested parties, respectively. Comments were also requested from local health departments and interested parties on February 5, 2024, after additions and amendments were made to the 2022 proposal. Amendments pertaining to Public Health Law have been discussed at the State Camp Safety Advisory Council meetings which are open to the public. Children’s camps, local health departments, and the public are also invited to comment during the Codes and Regulations Committee meeting of the Public Health and Health Planning Council and as part of the formal public comment process.

Cure Period:

Chapter 524 of the Laws of 2011 requires agencies to include a “cure period” or other opportunity for ameliorative action to prevent the imposition of penalties on a party subject to enforcement when developing a regulation or explain in the Regulatory Flexibility Analysis why one is not included. As this proposed regulation does not create a new penalty or sanction, no cure period is necessary.

RURAL AREA FLEXIBILITY ANALYSIS

Types and Estimated Numbers of Rural Areas:

This rule applies uniformly throughout the State, including rural areas. Rural areas are defined as counties with a population less than 200,000 and counties with a population of 200,000 or greater that have towns with population densities of 150 persons or fewer per square mile. The following 44 counties have a population of less than 200,000 based upon the United States Census estimated county populations for 2020 (<https://www.census.gov/quickfacts/>).

Allegany County	Greene County	Schoharie County
Broome County	Hamilton County	Schuyler County
Cattaraugus County	Herkimer County	Seneca County
Cayuga County	Jefferson County	St. Lawrence County
Chautauqua County	Lewis County	Steuben County
Chemung County	Livingston County	Sullivan County
Chenango County	Madison County	Tioga County
Clinton County	Montgomery County	Tompkins County
Columbia County	Ontario County	Ulster County
Cortland County	Orleans County	Warren County
Delaware County	Oswego County	Washington County
Essex County	Otsego County	Wayne County
Franklin County	Putnam County	Wyoming County
Fulton County	Rensselaer County	Yates County
Genesee County	Schenectady County	

The following counties have a population of 200,000 or greater and towns with population densities of 150 persons or fewer per square mile. Data is based upon the United States Census estimated county populations for 2020.

Albany County	Niagara County	Orange County
Dutchess County	Oneida County	Saratoga County
Erie County	Onondaga County	Suffolk County
Monroe County		

There are approximately 2,000 children's day and 500 overnight camps operating in New York State. There are an estimated 411 day camps and 360 overnight camps operating in the 44 counties that have population less than 200,000. There are an additional 475 day camps and 90

overnight camps in the nine counties identified to have townships with a population density of 150 persons or less per square mile.

Reporting, Recordkeeping and Other Compliance Requirements; and Professional Services

Compliance Requirements:

Camp operators must ascertain whether an employee or volunteer is listed on the United States Department of Justice (USDOJ) National Sex Offender Public Website prior to the day they commence work at camp and annually thereafter prior to their arrival at camp. Camp operators must also maintain written records of the employee and volunteer names that were submitted to the USDOJ National Sex Offender Public Website and the search results must be kept on file at the camp and made available to the permit-issuing official (PIO) upon request.

All regulated children's camps must provide an automated external defibrillator (AED) or describe reasonable access to an AED and must have one or more staff possessing an acceptable training in the use of an AED. Additionally, camps must have an implementation plan, which identifies the location and/or availability of the AED and includes an equipment checklist and protocols for the use of the AED during cardiac emergencies. Camps that obtain an AED to satisfy Public Health Law requirements will have additional paperwork to establish an implementation plan including an equipment checklist and protocols for AED use during cardiac emergencies. Camps are already required to maintain CPR/AED training records.

Other than those on publicly-owned or publicly-leased property in a city of more than one million, camps will be prohibited from applying certain pesticides during camp operation and for thirty days prior to operation. Although always required by the Department of Environmental Conservation in 6 NYCRR 325, the regulation now specifies that pesticides must be applied by a New York State licensed commercial applicator and proper storage requirements.

Amendments are being made to Subpart 7-2 to add necessary administrative requirements for program oversight and implementation. These include adding the authority for PIOs to deny, suspend, or revoke a permit for non-compliance, outstanding enforcement actions or unpaid fines, or for interference with the PIO's performance of its duties, including refusal of admittance. The PIO will be empowered to deny a permit for any operation where a prior operator/operation has outstanding enforcement actions or unpaid fines, or for which the permit was revoked, unless the applicant provides adequate documentation demonstrating that the operation was acquired through an arm's length transaction.

Camp operators are now required by regulation to cooperate fully with the investigation of any reportable injury or illness, or any incident that might reveal a lack of compliance with law or regulation, and to provide all necessary information and access to conduct the investigation. Existing code language with gender-specific pronouns is being replaced with gender neutral pronouns.

There are no additional professional services required as a result of this regulation. Nurse practitioners are added to the list of medical personnel allowed to be the camp health director at a Children's Camp for Children with Developmental Disabilities but does not impose a new professional service requirement.

Compliance Costs:

There are no anticipated costs to incorporate these statutory requirements into the regulation. The only costs associated with the proposed regulation were imposed when relevant Public Health Law provisions were amended. There will be minimal costs to the operators of children's camps to ascertain whether an employee or volunteer is listed on the USDOJ National Sex Offender Public Website. The requirement for ascertaining whether an employee or volunteer is listed on the USDOJ National Sex Offender Public Website is a Public Health Law

mandate. There is no cost to check the USDOJ National Sex Offender Public Website; however, there will likely be additional staff time associated with conducting checks. The exact cost for staffing is unknown but will likely be based on the number of staff and volunteers. There are no costs associated with the amendments pertaining to lifeguard age, or to pesticides as this is already required under public health law.

The requirement for providing an AED is a Public Health Law mandate. For camps that provide an AED because an AED isn't otherwise readily accessible, there will be a cost of between \$1200 to \$3000 to purchase one. There will be additional expenses related to maintenance and service of the AED including periodic replacement of the battery and defibrillation pads. The cost and time frame for maintenance and service will vary by unit. Some AEDs have the option of using rechargeable batteries. Alternatively, AEDs can be leased for approximately \$100 to \$350 per month. Although the law only requires one AED per facility, some camps may choose to provide more than one AED to facilitate a timely response.

Training and certification in the use of the AED are incorporated in most cardiopulmonary resuscitation (CPR) certification programs and are not expected to add any additional expenses to camps because all camps are already required to have CPR certified staff. Additionally, camps with swimming activities have lifeguards with CPR/AED training. Some camps may choose to provide additional training to staff to ensure someone is always available in an emergency. CPR/AED training courses range from \$70 to \$125.

In addition to the cost for purchasing an AED, camp operators that provide their own AED must develop an implementation plan, which includes protocols for the use of the AED during cardiac emergencies. Although not part of Subpart 7-2 SSC, PHL §3000-F requires camps to have a NYS licensed physician or NYS based hospital knowledgeable and experienced in emergency cardiac care to serve as an Emergency Health Care Provider (EHCP) and establish the protocols for AED use during cardiac emergencies. Costs for an EHCP will vary and cannot

be accurately estimated. Camps operated by municipalities that have physicians serving as health officers and camps with physicians serving as camp health directors may have no additional expenses associated with obtaining the service of an EHCP.

There will be a minimal cost increase for State and local health department staffing to review emergency pesticide applications, but this activity is already mandated in Public Health Law and expected to be limited based on the number of emergency applications received for schools and day care programs which have similar requirements.

Minimizing Adverse Impact:

The Department of Health (Department) will develop guidance for camp operators to ensure that they are aware of the requirements and have the information necessary to comply. Guidance has already been developed to assist with complying with the new pesticide law and for ascertaining if an employee or volunteer is listed on the USDOJ National Sex Offender Public Website.

Rural Area Participation:

On May 16, 2022 and May 17, 2022, the Department requested comments on draft amendments pertaining to the application of pesticides from local health departments and interested parties, respectively. Comments were also requested from local health departments and interested parties on February 5, 2024, after additions and amendments were made to the 2022 proposal. Amendments pertaining to changes in the Public Health Law have been discussed at the State Camp Safety Advisory Council meetings which are open to the public. Children's camps, local health departments and the public are also invited to comment during the Codes and Regulations Committee meeting of the Public Health and Health Planning Council and as part of the formal public comment process.

**STATEMENT IN LIEU OF
JOB IMPACT STATEMENT**

No Job Impact Statement is required pursuant to section 201-a(2)(a) of the State Administrative Procedure Act (SAPA). It is apparent, from the nature of the proposed amendment, that it will have no impact on the number of jobs and employment opportunities.



Project # 251219-C
Memorial Hospital for Cancer and Allied Diseases

Program: Hospital
Purpose: Construction

County: New York
Acknowledged: May 19, 2025

Executive Summary

Description

Memorial Hospital for Cancer and Allied Diseases (MHCAD), an existing 514-bed, not-for-profit Article 28 hospital at 1275 York Avenue in Manhattan (New York County), requests approval to construct a new 27-floor building at 1233 York Avenue, on the west side of York Avenue between 66th and 67th Streets. The new building will be known as the Kenneth C. Griffin Pavilion at Memorial Sloan Kettering Cancer Center.

The Griffin Pavilion will feature 208 single-occupancy patient rooms. The expansion is intended to accommodate 196 additional inpatient beds (156 medical/surgical and 40 Intensive Care ICU) and expand surgical and procedural services. There will be 12 Operating Rooms (OR) with 54 pre/post-operative recovery rooms; a Radiology suite including 2 MRIs, 2 CTs, a Fluoroscopy, an Ultrasound and 9 pre/post-patient care rooms; an Interventional Radiology suite with 2 angiogram CTs, and support spaces such as a specialized sterile compounding pharmacy, clinical laboratory services, and a central sterile processing department.

The new Pavilion will be connected to the current Memorial Hospital building through an existing tunnel and a new two-story bridge that will serve as the primary artery for passage of patients and staff accessing medical services between the two buildings. Core services currently offered will be integrated with the new Pavilion. Additionally, the opening of beds at the Griffin Pavilion will allow for the future modernization of patient floors within Memorial Hospital.

OPCHSM Recommendation

Contingent Approval

Need Summary

The applicant projects 31,355 inpatient discharges in Year One and 31,652 discharges in Year Three, with Medicaid at 13.31% and Charity Care at 0.04% 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 \$2,298,809,528 will be met with equity of \$1,098,809,528, gifts/fundraising of \$200,000,000, and bond financing of \$1,000,000,000 with a maturity of 30 years, bearing an interest rate of 5% for the debt.

Incremental

<u>Budget:</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$283,876,000	\$317,519,000
Expenses	<u>428,757,000</u>	<u>445,617,000</u>
Gain/(Loss)	(\$144,881,000)	(\$127,798,000)

Enterprise

<u>Budget: (\$000s)</u>	<u>Current Year</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$6,973,711	\$7,257,587	\$7,291,230
Expenses	<u>\$6,633,886</u>	<u>\$7,062,643</u>	<u>\$7,079,203</u>
Gain/(Loss)	\$339,825	\$194,944	\$212,027

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. 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 a bond resolution, acceptable to the Department. Included with the submitted bond resolution must be a sources and uses statement and debt amortization schedule, for both new and refinanced debt. [BFA]
5. Submission of documentation of fundraising to be used as a source of financing acceptable to the Department of Health. [BFA]

Approval conditional upon:

1. This project must be completed by **July 15, 2031**, 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 **June 15, 2026**, and construction must be completed by **April 15, 2031**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [PMU]
3. The submission of Final Construction Documents, as described in BAER Drawing Submission Guidelines DSG-05, is required prior to the applicant's start of construction. [AER]
4. The submission and eventual DOH approval of future CON projects will be required for all undeveloped future Article 28 "Shell Space" areas included in this application. [CCC]
5. TPC of \$2,298,809,527 is approved - reimbursable TPC, however, shall be limited to \$2,229,787,692. [CCC]

Council Action Date

December 4, 2025

Need Analysis

Project Description

Memorial Hospital for Cancer and Allied Diseases (MSK), an existing 514-bed not-for-profit Article 28 hospital, at 1275 York Avenue, New York, NY 10065 (New York County), is requesting approval to build a new 27-floor building, the Kenneth C. Griffin Pavilion (Griffin Pavilion), and expand surgical and procedural services. This project will include the following:

- 156 net new medical/surgical (M/S) beds
- 40 net new intensive care (ICU) beds
- 12 Operating Rooms (OR) with 54 pre-/post-operative recovery rooms
- Radiology suite including 2 MRIs, 2 CTs, 1 Fluoroscopy, 1 Ultrasound, and 9 pre-/post-patient care rooms
- Interventional Radiology suite with 2 angiogram CTs
- Support spaces such as a specialized sterile compounding pharmacy, clinical laboratory services, and a central sterile processing department

Background & Analysis

The primary service area for this project is New York County; however, the hospital draws most of its patients from the surrounding New York City area, which includes downstate New York, New Jersey, and Connecticut. The hospital also sees patients from around the country and internationally. The population of New York County is expected 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 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 of 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 plans	0.284%

Source: Data USA

Through this project, MSK will expand its inpatient bed capacity and surgical and procedural services to serve the needs of area residents and accommodate future growth. According to the applicant, the expansion will allow MSK to:

- care for an aging population where cancer is more likely to occur;
- operate at an industry standard occupancy rate of (85% M/S, 92% ICU) instead of the current occupancy rate of about 98%;
- manage the phased closures of units for modernization, which is not practical to do with the current capacity for immunocompromised patients with no additional rooms to shift patients and;
- better meet patient preferences for single, private rooms while maintaining double occupancy during high census periods.

MSK had 25,648 discharges in the current year and projected 31,355 discharges in Year One and 31,652 discharges 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	42.26%	42.17%	49.28%	49.28%
Medicare	43.47%	43.48%	42.90%	42.90%
Medicaid	13.25%	13.31%	7.01%	7.01%
Private Pay	0.96%	0.96%	0.75%	0.75%
Charity Care	0.03%	0.04%	0.03%	0.03%
All Other	0.03%	0.04%	0.03%	0.03%

Source: Applicant

Part of MSK's long-term strategy is to increase care to underserved communities within the New York metro area. They report an increase in Medicaid patients and Medicaid Managed Care inpatient days from 2021-2024. MSK notes that Medicaid covers primarily a younger population (under 65), and the age range of cancer patients is between the ages of 65-84, therefore, Medicaid remains a smaller percentage of their payor mix compared to hospitals with a general patient population.

MSK also has a financial assistance program, with assistance provided to patients who do not have health insurance, as well as patients who cannot afford to pay the part of their bill not covered by insurance. For patients from New York City, including the 5 boroughs, who are uninsured and are unable to pay for their treatment, MSK will work with these patients and apply on their behalf for Medicaid or the Affordable Care Act (ACA) insurance. To date in 2025, 70 patients received coverage through this process. For patients outside of New York City, MSK will provide them with guidance on how to apply for Medicaid or ACA insurance. Most uninsured patients are successful in obtaining this insurance coverage. The applicant also remarked that most patients who receive financial assistance are underinsured and receive financial support that minimizes their copays, deductibles, and other out-of-pocket amounts.

The tables below show the utilization for the M/S and ICU beds for MSK from 2022 through YTD 2025. MSK's M/S utilization showed an increase of 7.8% in discharges and 5.8% in ADC from 2022 to 2024. This resulted in a higher M/S occupancy rate, with occupancy increasing from 93.8% to 99.6% in 2024. The M/S occupancy rates at MSK exceeded the target occupancy rate for acute care and M/S units, which is generally around 85%. According to the applicant, this is operationally challenging with the existing high number of semi-private beds and difficulties in grouping patients around sex, diagnosis, age, and patient needs. MSK ICU utilization also showed an increasing occupancy rate, with occupancy growing from 86.3% in 2022 to 92.1% in 2024.

Memorial Hospital for Cancer and Allied Diseases Medical/Surgical Beds Utilization				
	2022	2023	2024	YTD 2025¹
Discharges	22,141	23,375	23,871	9,681
Patient Days	156,190	162,917	165,709	64,202
ADC	427.9	446.3	452.8	425.2
ALOS	7.1	7.0	6.9	8.3
Occupancy	93.8%	97.9%	99.6%	93.2%

Source: Applicant

¹YTD 2025 is Jan – May 2025

Memorial Hospital for Cancer and Allied Diseases ICU Beds Utilization				
	2022	2023	2024	YTD 2025¹
Discharges	304	352	279	156
Patient Days	6,297	6,405	6,722	2,720
ADC	17.3	17.5	18.4	18
ALOS	6.5	6.1	5.8	5.0
Occupancy	86.3%	87.7%	92.1%	90.1%

Source: Applicant

¹YTD 2025 is Jan – May 2025

According to the New York State Cancer Registry, the combined cancer incidence rates for 2018-2022 for New York County was 427.0 per 100,000 people, or an average annual number of cancer cases of approximately 7,044. For New York City (defined as Bronx, Kings, New York, and Richmond counties), this incidence rate was 418.5 per 100,000, or an average annual number of cases of about 36,153.

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

Bed Type	Current	Bed Change	Beds After Completion of 251219
Intensive Care	20	40	60
Medical/Surgical	456	156	612
Pediatric	33	-	33
Pediatric ICU	5	-	5
Total Number of Licensed Beds	514	196	710

Source: HFIS; Applicant

Conclusion

Approval of this project will ensure greater access to state-of-the-art cancer care for New York County residents and all New Yorkers.

Program Analysis

Project Proposal

Memorial Hospital for Cancer and Allied Diseases, also referenced as “MSK” and “Memorial Hospital”, an existing 514-bed not-for-profit Article 28 hospital at 1275 York Avenue (with 16 adult medical/surgical inpatient beds located at 530 E. 74th Street) proposes to build a new 27-floor building (Kenneth C. Griffin Pavilion at Memorial Sloan Kettering Cancer Center (a.k.a. Griffin Pavilion at MSK, Griffin Pavilion)) at 1233 York Avenue, on the west side of York Avenue between 66th and 67th streets.

Memorial Hospital is currently at 1275 York Avenue and opened in 1973 - over 50 years ago. The existing building's aging infrastructure and capacity limitations are not able to keep up with increasing clinical demand, the pace of advancing technology, and the overall future of cancer care. The Griffin Pavilion will be a state-of-the-art facility expansion that is intended to accommodate additional inpatient beds and expand surgical and procedural services. All new inpatient beds will be single rooms. The new Pavilion will be connected to the current Memorial Hospital building through an existing tunnel and a new two-story bridge that will serve as the primary artery for the passage of patients and staff accessing medical services between the two buildings. Core services currently offered will be integrated with the new Pavilion, unifying operations system-wide. Additionally, the opening of beds at the Griffin Pavilion will allow for the future modernization of patient floors within Memorial Hospital. The expansion will ensure greater access to state-of-the-art cancer care for all New Yorkers. Memorial Hospital is requesting a net increase of 196 beds (40 Intensive Care beds and 156 Medical/Surgical beds) in addition to their current bed count, which includes 20 Intensive Care beds, 456 Medical Surgical beds, 33 Pediatric Beds, and 5 Pediatric ICU beds, bringing the total bed count to 710.

The Griffin Pavilion will feature:

- 208 single-occupancy patient rooms (168 medical surgical beds/40 intensive care beds) to enable more patients to be cared for in a private, safe, and comfortable environment. This is particularly important for MSK's large immunocompromised patient base
- extensive surgical and interventional platforms housing 12 operating rooms supported by 54 pre-/post-operative recovery rooms
- 2 interventional radiology suites (with 2 angiogram CTs), and a perioperative team support floor, including a dedicated kitchen and cafeteria for on-shift dining and perioperative staff lockers, toilets, showers, and on-call rooms
- diagnostic imaging program including 2 MRIs, 2 CTs, 1 Fluoroscopy, and 1 Ultrasound and 9 pre-/post-patient care rooms
- specialized sterile compounding pharmacy and a central sterile processing department.
- clinical laboratory services, including a stat lab and pathology frozen section services.
- a robust vertical transportation core, including eight (8) public elevators, eight (8) staff/service elevators, and four (4) dedicated patient transport elevators
- a new loading dock, adding to the materials management strategy across the buildings of the main campus
- a new bulk oxygen facility built into the base of the new building that will serve the clinical needs of the building
- a covered drive aisle underneath the building, allowing for convenient patient drop-off with the assistance of guest services
- a dedicated, protected patient transfer bay that will accommodate patient arrivals and departures via ambulance or ambulette
- existing and new patient and visitor parking connected to Memorial Hospital via underground tunnel
- direct internal connections of the Griffin Pavilion to Memorial Hospital across 67th Street via an underground tunnel and a two-story bridge, facilitating connectivity for integrated hospital support services. To accommodate the new bridge connection, 5,700 GSF in Memorial Hospital floors 7 & 8 will be renovated to provide direct access to the Memorial Hospital elevators and separate the new horizontal connections from the existing bed units

- In addition, the Griffin Pavilion includes reserved Article 28 clinical space to accommodate future clinical growth/needs.

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

Position	Year One	Year Three
Management and Supervision	311.3	311.3
Technician and Specialist	1633.2	1633.2
Registered Nurses	3643.2	3643.2
Aides, Orderlies & Attendants	92.7	92.7
Physicians	1030.2	1030.2
PGY Physicians	341.4	341.4
Physicians' Assistants	233.8	233.8
Nurse Practitioners	714.7	717.7
Social Workers and Psychologist	48.2	48.2
Physical Therapists and PT Assistants	71.9	71.9
Speech Therapists and Speech Assistants	6.3	6.3
Occupational Therapists and OT Assistants	30.9	30.9
Other Therapists and Assistants	104.3	104.3
Clerical and Other Administrative	2245.4	2246.4
Infection Control, Environment and Food Service	1511.8	1511.8
Other: All other management support	1261.0	1263.0
Other: Reimbursable Personnel	3884.7	3884.7
Other: Non-Reimbursable Personne	2040.8	2040.8
Totals	19205.8	19211.8

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

The Memorial Hospital for Cancer and Allied Diseases (MSK), located in New York County, requests approval for the development of its new building (Griffin Pavilion) to provide cancer care services. The project aims to expand their current infrastructure to meet the increasing needs of their patient population.

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

- Preventing Chronic Diseases

The proposed project does not explicitly advance the Prevention Agenda priority that was identified in the most recent Community Service Plan. However, it does support Prevention Agenda efforts in the reduction and prevention of chronic disease by increasing patient access to cancer screenings and tobacco cessation programs.

As per the latest available report, MSK spent \$15,273,613 on community health improvement services in 2022, representing 0.22% 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 of \$2,298,809,528 represents \$2,229,787,693 in Article 28 costs and \$69,021,835 in non-Article 28 costs and is broken down as follows:

	<u>Article 28</u>	<u>Non-Article 28</u>	<u>Total</u>
New Construction	\$1,179,167,181	\$68,644,291	\$1,247,811,472
Renovation and Demolition	\$69,335,804	\$0	\$69,335,804
Site Development	\$17,397,216	\$0	\$17,397,216
Temporary Utilities	\$8,908,071	\$0	\$8,908,071
Design Contingency	\$138,292,830	\$0	\$138,292,830
Construction Contingency	\$69,115,090	\$0	\$69,115,090
Planning Consultant Fees	\$43,500,434	\$0	\$43,500,434
Architect/Engineering Fees	\$142,566,288	\$0	\$142,566,288
Construction Manager Fees	\$48,040,903	\$0	\$48,040,903
Other Fees (Consultant, etc.)	\$178,030,573	\$0	\$178,030,753
Moveable Equipment	\$181,438,254	\$0	\$181,438,254
Telecommunications	\$55,046,310	\$0	\$55,046,310
Financing Costs	\$8,000,000	\$0	\$8,000,000
Interim Interest Expense	\$78,750,000	\$0	\$78,750,000
CON Fee	\$2,000	\$0	\$2,000
Additional Processing Fee	<u>\$12,196,739</u>	<u>\$377,544</u>	<u>\$12,574,283</u>
Total Project Cost	\$2,229,787,693	\$69,021,835	\$2,298,809,528

The Bureau of Construction Cost Control has determined that this project includes shell space costs of \$69,021,835 for non-Article 28 space. As a result, the total approved project cost for reimbursement purposes shall be limited to \$2,229,787,693.

The financing for this project appears as follows:

Cash/Accumulated Funds	\$1,098,809,528
Gift/Fundraising	\$200,000,000
Tax-Exempt fixed-rate bonds (5% interest, 30-year term)	<u>\$1,000,000,000</u>
Total	\$2,298,809,528

Operating Budget

The applicant has submitted an operating budget, in 2025 dollars, for the first and third years of operation, and the current year 2024, is summarized below:

	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
	<u>Per Pat.</u>	<u>Total</u>	<u>Per Pat.</u>	<u>Total</u>	<u>Per Pat.</u>	<u>Total</u>
	<u>Day</u>	<u>(\$000s)</u>	<u>Day</u>	<u>(\$000s)</u>	<u>Day</u>	<u>(\$000s)</u>
<u>Inpatient Revenue (IP):</u>						
Commercial FFS	\$9,994	\$63,214	\$9,994	\$68,821	\$9,994	\$69,081
Commercial MC	\$9,958	693,207	\$9,958	786,249	\$9,959	790,698
Medicare FFS	\$4,370	252,067	\$4,682	302,244	\$4,704	305,410
Medicare MC	\$4,353	91,714	\$4,353	103,306	\$4,353	104,716
Medicaid FFS	\$3,607	13,937	\$3,607	15,960	\$3,607	16,180
Medicaid MC	\$3,666	71,336	\$3,666	82,468	\$3,666	83,469
Private Pay	\$6,577	10,641	\$6,577	12,772	\$6,577	12,917
All Other	\$3,636	240	\$3,632	247	\$3,638	251
Less: Bad Debt		<u>(23,944)</u>		<u>(27,772)</u>		<u>(27,885)</u>
Total IP Revenue		\$1,172,412		\$1,344,295		\$1,354,837
<u>Outpatient Revenue (OP):</u>						
Commercial FFS	\$3,469	\$40,608	\$3,491	\$41,046	\$3,492	\$41,077
Commercial MC	\$3,199	2,579,074	\$3,208	2,598,231	\$3,209	2,599,550
Medicare FFS	\$2,056	1,133,666	\$2,086	1,155,537	\$2,087	1,156,686
Medicare MC	\$2,311	370,905	\$2,326	375,048	\$2,328	375,365
Medicaid FFS	\$1,400	18,170	\$1,399	18,244	\$1,399	18,252
Medicaid MC	\$1,526	157,724	\$1,527	158,534	\$1,528	158,671
Private Pay	\$945	11,743	\$974	12,148	\$974	12,159
All Other	\$1,540	739	\$1,540	741	\$1,539	742
Less: Bad Debt		<u>(46,690)</u>		<u>(47,040)</u>		<u>(47,071)</u>
Total OP Revenue		\$4,265,939		\$4,312,489		\$4,315,431
<u>IP Expenses:</u>						
Operating	\$7,315	\$1,314,953	\$7,717	\$1,567,519	\$7,691	\$1,574,072
Capital	<u>\$302</u>	<u>54,388</u>	<u>\$757</u>	<u>153,795</u>	<u>\$783</u>	<u>160,158</u>
Total IP Expenses	\$7,617	\$1,369,341	\$8,474	\$1,721,314	\$8,474	\$1,734,230
<u>OP Expenses:</u>						
Operating	\$3,012	\$4,998,448	\$3,030	\$5,052,165	\$3,031	\$5,054,332
Capital	<u>\$160</u>	<u>266,097</u>	<u>\$173</u>	<u>289,164</u>	<u>\$174</u>	<u>290,641</u>
Total OP Expenses	\$3,172	\$5,264,545	\$3,203	\$5,341,329	\$3,205	\$5,344,973
Net Patient Service Revenue		\$5,438,351		\$5,656,784		\$5,670,268
Other Operating Revenue*		1,525,754		1,591,197		1,611,356
Non-Operating Revenue		<u>9,606</u>		<u>9,606</u>		<u>9,606</u>
Total Projected Revenue		\$6,973,711		\$7,257,587		\$7,291,230
Total Expenses		\$6,633,886		\$7,062,643		\$7,079,203
Net Gain/(Loss)		\$339,825		\$194,944		\$212,027
<u>Utilization:</u>						
Patient Days (IP)		179,768		203,128		204,656
Visits (OP)		1,659,623		1,667,248		1,667,741

*Other Operating Revenue is comprised of \$555,817 in specialty & retail pharmacy, \$841,049 in medical practice revenue, \$52,566 in billings to affiliates, and \$76,322 in other revenue.

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

- Revenue, expenses, and utilization in the Current Year are based on the MHCAD 2024 Institutional Cost Report. The variance between the Current Year revenue and the 2024 Audited Financial Statements is due to reclassification of cash receipts assessment, intercompany adjustments, and rounding. The variance between the Current Year expenses and the 2024 Audited Financial Statements is attributable to reclassification of cash receipts assessment.
- The revenue projections for Year One and Year Three were prepared using current reimbursement methodology.
- Inpatient revenue in Years One and Year Three is based on incremental revenues generated from additional patient days from the expanded inpatient bed capacity. Revenue calculations are based on the application of the average per-diem amount by payor applied to incremental patient days by payor. The average per diem by payor used in the projections is based on 2024, with an adjustment to increase Medicare Fee-for-Service revenue to reflect the pass-through payment that the Hospital receives for inpatient capital costs.
- The outpatient revenue calculations were based on the application of the average collection rate by payor to the average charges per case or procedure. Additional outpatient revenue is based on the incremental ambulatory surgical cases, outpatient interventional radiology cases, and expanded outpatient diagnostic radiology procedures
- Inpatient and outpatient payor mix accounts for the aging of the population and the shift toward Medicaid enrollment.
- Self-pay revenues are based on foreign patients who travel to MHCAD for treatment of their cancer and pay out of pocket for their services.
- Supplies, purchase services, and other expenses are based on the costs associated with the incremental activity and the additional costs related to the Griffin Pavilion, which include incremental utility and insurance costs, new service contracts, and additional support that will be needed from the affiliated corporations.

Utilization, broken down by payor source during the Current Year and the First and Third years, are as follows:

	<u>Current Year</u>	<u>Year One</u>	<u>Year Three</u>
<u>IP – Patient Days</u>			
Commercial FFS	3.52%	3.39%	3.38%
Commercial MC	38.72%	38.87%	38.80%
Medicare FFS	32.09%	31.78%	31.73%
Medicare MC	11.72%	11.68%	11.75%
Medicaid FFS	2.15%	2.18%	2.19%
Medicaid MC	10.82%	11.08%	11.13%
Private Pay	0.90%	0.96%	0.96%
Charity Care	0.04%	0.03%	0.04%
All Other	<u>0.04%</u>	<u>0.03%</u>	<u>0.04%</u>
Total	100.00%	100.00%	100.00%

<u>OP – Visits</u>			
Commercial FFS	0.71%	0.71%	0.71%
Commercial MC	48.58%	48.58%	48.58%
Medicare FFS	33.22%	33.22%	33.22%
Medicare MC	9.67%	9.67%	9.67%
Medicaid FFS	0.78%	0.78%	0.78%
Medicaid MC	6.23%	6.23%	6.23%
Private Pay	0.75%	0.75%	0.75%
Charity Care	0.03%	0.03%	0.03%
All Other	<u>0.03%</u>	<u>0.03%</u>	<u>0.03%</u>
Total	100.00%	100.00%	100.00%

- Charity Care in the Current Year is based on free care provided to the underinsured patient population. Charity Care projections in Years One and Year Three are based on current economic conditions, insured covered lives, and Medicaid eligibility requirements.
- The applicant indicated they are committed to serving underinsured populations and all persons in need without regard to the patient's ability to pay or the source of payment. The facility maintains a financial assistance policy and provides financial support that minimizes copays, deductibles, and other out-of-pocket expenses. MSKCC does not have a sliding fee scale and instead performs a financial evaluation to determine the maximum amount a patient can pay for care.

Capability and Feasibility

The total project cost of \$2,298,809,528 will be met with equity of \$1,098,809,528, gifts/fundraising of \$200,000,000, and bond financing of \$1,000,000,000 with a maturity of 30 years, bearing an interest rate of 5% for the debt. The bonds will be issued in three tranches in 2027, 2029, and 2031. J.P. Morgan provided a letter of interest for underwriting the bond financing. The applicant further notes that in the event the bond market cannot be accessed, or the terms vary significantly from the assumptions made, and in the event MHCAD is unable to meet its fundraising goals, MHCAD would fund any remaining costs of the project using its unrestricted cash, cash equivalents, and investments. BFA Attachments A and B show that MHCAD has sufficient funds to fund the equity and working capital requirements for this project.

Working capital requirements are estimated at \$71,219,500, equivalent to two months of first-year incremental expenses, as this is an ongoing operation, and will be satisfied with equity from existing operations. BFA Attachments, the 2024 Certified Financial Statement of MHCAD, and BFA Attachment B, the 2025 Internal Financial Statements of the MHCAD, which indicate the availability of sufficient funds for the equity contribution.

The submitted budget projects incremental loss of (\$144,881,000) and (\$127,798,000) in Years One and Three. Losses include \$122,473,000 and \$130,314,000 in interest, depreciation and amortization expenses in Years One and Year Three, respectively; without which the operations generate a loss of (\$22,408,000) and a gain of (\$2,516,000) in Years One and Year Three, respectively.

BFA Attachment A shows that the facility maintained both a positive working capital and net asset position and generated a net income of \$202,192,000 for the period shown.

BFA Attachment B presents the internal financial statements of MHCAD for the period ended June 30, 2025, which shows that the facility has maintained both a positive working capital and net asset position and generated a deficiency of net income of \$113,153,000 for the period. The loss is attributable to increases in medical and surgical supply costs, pharmaceutical expenses, and includes approximately \$141,000,000 in one-time costs related to an electronic health record system (EHR) roll-out. Without the EHR related costs, the excess of revenue over expenses for the period would have amounted to approximately \$27,847,000.

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 approval to construct a new hospital facility adjacent to its existing location with a total net increase of 161 beds, all of which are expected to be single room configurations. The project will increase access to cancer services, incorporate advanced robotic technology, and include modernized digital infrastructure to support innovative treatment approaches, which the current facility is unable to accommodate. With these enhancements, the project aims to expand critical healthcare needs, improve inpatient capacity, help address growing rates of cancer among the population and elevate the overall standard of care. Single-patient rooms will support infection prevention, augment patient comfort and enable the delivery of culturally sensitive and personalized care. The Independent Entity identified unintended negative impacts which include challenges in building trust and awareness within historically marginalized groups and transportation barriers for patients residing outside of New York County and others who identify as medically underserved. These barriers stem from parking limitations, traffic congestion, long commute times, navigating sidewalks and costs associated with parking and tolls. The Independent Entity recommends that the Applicant expand on community engagement, explore transportation offerings, enhance language access and incorporate diverse perspectives in the design and layout of the facility.

Conclusion

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

Attachments

BFA Attachment A	2024 Certified Financial Statements of Memorial Sloan Kettering Cancer Center
BFA Attachment B	June 2025 Internal Financial Statements of Memorial Sloan Kettering Cancer Center
OHEAHR Attachment	Health Equity Impact Assessment



Project # 252033-C
Guthrie Cortland Medical Center

Program: Hospital
Purpose: Construction

County: Tompkins
Acknowledged: July 23, 2025

Executive Summary

Description

Guthrie Cortland Medical Center (GCMC), a not-for-profit, Article 28, 162-bed acute care hospital at 134 Homer Avenue, Cortland, New York (Cortland County), requests approval to certify an Article 28 hospital extension clinic in leased space at 720 Willow Avenue, 3rd Floor, Ithaca, NY (Tompkins County). The proposed site currently operates as a private physician practice that is affiliated with the GCMC. The extension clinic will be certified for ambulatory surgery single specialty – gastroenterology, and be known as Guthrie Ithaca City Harbor Endoscopy Center (GICHEC).

GCMC has submitted a companion application (Administrative Review CON 252028) to certify another extension clinic within the same building. Given different programmatic scopes, the two extension clinics will operate in separate and distinct spaces.

OPCHSM Recommendation
Contingent Approval

Need Summary

The applicant projects 4,947 visits in Year One and 5,542 in Year Three, with Medicaid at 10.3% and Charity Care at 1.4%.

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 costs of \$539,345 will be met with accumulated funds from Guthrie Cortland Medical Center.

<u>Budget:</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$3,124,059	\$3,602,418
Expenses:	<u>2,434,227</u>	<u>2,655,687</u>
Gain/(Loss)	\$689,832	\$946,731

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. 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 **November 15, 2026**, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [PMU]
2. Construction must start on or before **June 15, 2026**, and construction must be completed by **August 15, 2026**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [PMU]
3. The submission of Final Construction Documents, as described in BAER Drawing Submission Guidelines DSG-05, is required prior to the applicant's start of construction. [AER]
4. The staff of the facility must be separate and distinct from the staff of other entities; the signage must clearly denote the facility is separate and distinct from other entities; the clinical space must be used exclusively for the approved purpose; and the entrance must not disrupt any other entity's clinical program space. [HSP]
5. The applicant must ensure registration for and training of facility staff on the Department's Health Commerce System (HCS). The HCS is the secure web-based means by which facilities must communicate with the Department and receive vital information. Upon receipt of the Operating Certificate, the Administrator/director that has day-to-day oversight of the facility's operations shall submit the HCS Access Form at the following link to begin the process to enroll for HCS access for the first time or update enrollment information as necessary:
https://www.health.ny.gov/facilities/hospital/docs/hcs_access_form_new_clinics.pdf. Questions may be directed to the Division of Hospitals and Diagnostic & Treatment Centers at 518-402-1004 or email: hospinfo@health.ny.gov. [HSP]

Council Action Date

December 4, 2025

Need Analysis

Project Description

Guthrie Cortland Medical Center (GCMC, the "Hospital") is seeking to certify an existing physician's practice as a hospital extension clinic at 720 Willow Avenue, 3rd Floor, Ithaca, New York 14850 (Tompkins County). The clinic will perform gastroenterology ambulatory surgery.

Background and Analysis

The service area consists of Tompkins County, which has a population projected to increase to 109,051 by 2030 based on Cornell Program on Applied Demographics (PAD) estimates. Demographics for the primary service area are noted below, including a comparison with New York State.

Demographics	Tompkins County	New York State
Total Population-2023 Estimate	102,879	19,872,319
Hispanic or Latino (of any race)	6.5%	19.6%
White (non-Hispanic)	75.0%	53.4%
Black or African American (non-Hispanic)	3.3%	13.6%
Asian (non-Hispanic)	9.5%	8.8%
Other (non-Hispanic)	5.7%	4.6%

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

Of note, the population cohort aged 45 to 75 years old was 30% of the total population in 2023. This cohort is more likely to utilize the Center's services in line with the current colorectal screening guidelines from the Centers for Disease Control and the American Cancer Society recommendation that adults aged 45 to 75 years old be screened for colorectal cancer. By 2030, the Cornell Program on Applied Demographics estimates this cohort will be 25% of the total population.

In 2023, 95.8% of the population of Tompkins County had health coverage as follows:

Employer Plans	53.6%
Medicaid	13.7%
Medicare	12.2%
Non-Group Plans	15.7%
Military or VA	0.61%

Source: Data USA

As an extension clinic of GCMC, the site will continue to serve Tompkins County residents, particularly GCMC patients in Tompkins County in need of gastroenterology services. Of note, Tompkins County has one hospital, Cayuga Medical Center at Ithaca (CMCI), which is 3.7 miles/10 minutes away from the proposed extension clinic site, while GCMC's main site is located 22.5 miles/35 minutes from the proposed extension clinic site. The applicant discloses CMCI is the operator of all seven (7) existing hospital extension clinics in Tompkins County. CMCI's main site and its extension clinic are the only Article 28 sites currently in Tompkins County that provide gastroenterology services.

Ambulatory Surgery within a 30-Mile Radius of Proposed Center

Facility Name	Type	Patient Visits		
		2022	2023	2024
Cayuga Medical Center at Ithaca	Hospital	5,993	6,329	7,192
Cayuga Endoscopy Center	Hosp Ext Clinic	2,516	2,605	3,266
Guthrie Cortland Medical Center (Cortland County)	Hospital	5,486	6,249	7,034
Schuyler Hospital (Schuyler County)	Hospital (Critical Access)	610	713	788
Total Visits		14,605	15,896	18,280

Source: HFIS and SPARCS

The number of projected visits is 4,947 in Year One and 5,542 in Year Three, with Charity Care at 1.4% and Medicaid at 10.3% by the third year. The table below shows the applicant's projected payor source utilization for Years One and Three.

Payor	Year One		Year Three	
	Volume	%	Volume	%
Comm Ins FFS	2184	44.1%	2,447	44.2%
Comm Ins MC	226	4.6%	253	4.6%
Medicare FFS	1069	21.6%	1,197	21.6%
Medicare MC	817	16.5%	915	16.5%
Medicaid FFS	16	0.3%	18	0.3%
Medicaid MC	494	10.0%	553	10.0%
Private Pay	72	1.5%	81	1.5%
Charity Care	69	1.4%	78	1.4%

Guthrie Cortland Medical Center will be the backup hospital for the proposed extension clinic.

The hours of operation will be Monday through Friday, 7:30 AM to 5:00 PM. The applicant commits to providing charity care for persons without the ability to pay, and to utilize a sliding fee scale for persons who are unable to pay the full charge for services or are uninsured. The extension clinic will operate according to current hospital policy and procedures for providing service to the underinsured.

Conclusion

Approval of this project brings additional gastroenterology ambulatory surgical procedures into the Article 28 regulatory environment in Tompkins County.

Program Analysis

Project Proposal

Proposed Operator	Guthrie Cortland Medical Center
To Be Known As	Guthrie Ithaca City Harbor Endoscopy Center
Site Address	720 Willow Avenue, 3rd Floor, Ithaca, New York 14850 (Tompkins County)
Specialties	Ambulatory Surgery - Single Specialty - Gastroenterology
Hours of Operation	Monday through Friday, 7:30 a.m. to 5:00 p.m.
Staffing (1st Year / 3rd Year)	13 / 14 FTEs
Medical Director	Thomas McDonald, M.D.
Emergency, In-Patient and Backup Support Services Agreement and Distance	Guthrie Cortland Medical Center (GCMC), 134 Homer Ave, Cortland, NY 13045 22.9 miles / 35 minutes away
Closest Hospital	Cayuga Medical Center at Ithaca 101 Dates Drive, Ithaca, NY 14850 3.7 miles / 11 minutes away

The Ambulatory Care Suite will be located on the 3rd floor of the existing free-standing medical office building and will occupy approximately 5,976 square feet. Guthrie Ithaca City Harbor Endoscopy Center will have three (3) endoscopy procedure rooms, eight (8) pre-/post private rooms for patient intake and discharge, and two (2) patient dressing rooms. There are no operating rooms nor existing building systems upgrades being proposed in this application

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

Position	Year One	Year Three
Management and Supervision	1.00	1.00
Technician and Specialist	4.00	4.00
Registered Nurses	6.00	7.00
Aids, Orderlies & Attendants	1.00	1.00
Clerical and Other Administrative	1.00	1.00
Totals	13.00	14.00

Some of the physicians expected to perform procedures at the extension clinic are employed by the Guthrie Medical Group, an entity that is related to Guthrie Cortland Medical Center. All physicians who provide services at the Ambulatory Surgery Center (ASC) will have privileges at Guthrie Cortland Medical Center.

Guthrie Ithaca City Harbor Endoscopy Center will be open Monday through Friday, 7:30 a.m. to 5:00 p.m. An expanded operating schedule will be maintained to accommodate the needs of patients and physicians. Weekend and/or evening procedures will be made available, if needed, to accommodate patients' scheduling issues. There are provider(s) on-call for any emergency questions. If there is an emergency, the patient will be directed to the closest Emergency Room.

Guthrie Cortland Medical Center will be the backup hospital for Guthrie Ithaca City Harbor Endoscopy Center extension clinic, which will ensure system continuity for patients.

It is anticipated that the clinic's onboarding staff will be sourced from experienced personnel at Guthrie Cortland Medical Center and other established recruiting channels. GCMC will leverage existing referral sources for the physician practice.

Thomas J. McDonald, M.D., will serve as the extension clinic's Medical Director.

Integration with Community Resources

The extension clinic will implement an outreach program that will be directed to members of the local community, particularly those who are underserved. GCMC will leverage existing referral sources for the physician practice. In addition, physicians performing procedures at the ASC extension clinic will attend community events that seek to inform the public of the charity care and financial assistance programs that are available for people without insurance. Finally, as part of its patient education process, the ASC extension clinic will provide education regarding other local resources, such as primary medical care and social services organizations.

Prevention Agenda

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

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

The proposed project will advance the Prevention Agenda priority of Preventing Chronic Diseases by allowing GCMC to expand access to gastroenterology services for patients in Tompkins County. These services will improve cancer prevention through earlier detection of and treatment for gastrointestinal cancer.

As per the latest report available, GCMC spent \$0 on community health improvement services in 2022, representing 0% 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 costs for renovations and the acquisition of movable equipment are estimated at \$539,345, broken down as follows:

Renovation & Demolition	\$16,500
Construction Contingency	6,600
Movable Equipment	511,306
CON Application Fee	2,000
CON Processing Fee	<u>2,939</u>
Total Project Cost	\$539,345

The applicant's financing plan appears as follows:

Cash Equity \$539,345

BFA Attachment A, Guthrie Cortland Medical Center's March 31, 2025, Internal Financial Statement, shows sufficient resources to meet the equity needs.

Operating Budget

The applicant has submitted their first- and third years' operating budgets in 2026 dollars, as summarized below:

	<u>Year One</u>		<u>Year Three</u>	
	<u>Per Proc.</u>	<u>Total</u>	<u>Per Proc.</u>	<u>Total</u>
<u>Revenues</u>				
Medicaid Fee-For-Service	\$201.25	\$3,220	\$208.50	\$3,753
Medicaid Managed Care	\$201.50	99,541	\$209.81	116,024
Medicare Fee-For-Service	\$881.44	942,255	\$917.53	1,098,279
Medicare Managed Care	\$881.49	720,180	\$917.41	839,432
Commercial Fee-For-Service	\$597.77	1,305,538	\$621.87	1,521,717
Commercial Managed Care	\$598.32	135,220	\$622.97	157,611
Private Pay	\$567.79	40,881	\$588.28	47,651
Bad Debt		<u>-122,776</u>		<u>-182,049</u>
Total Revenues		\$3,124,059		\$3,602,418
<u>Expenses:</u>				
Operating	\$437.17	\$2,162,695	\$428.99	\$2,377,467
Capital*	<u>\$54.89</u>	<u>271,532</u>	<u>\$50.20</u>	<u>278,220</u>
Total Expenses	\$492.06	\$2,434,227	\$479.19	\$2,655,687
Net Income or (Loss)		<u>\$689,832</u>		<u>\$946,731</u>
Utilization (Procedures)		4,947		5,542

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

<u>Payor</u>	<u>Year One</u>		<u>Year Three</u>	
	<u>Procedures</u>	<u>%</u>	<u>Procedures</u>	<u>%</u>
Medicaid FFS	16	0.32%	18	0.32%
Medicaid MC	494	9.99%	553	9.98%
Medicare FFS	1,069	21.61%	1,197	21.60%
Medicare MC	817	16.52%	915	16.51%
Commercial FFS	2,184	44.15%	2,447	44.15%
Commercial MC	226	4.57%	253	4.57%
Private Pay	72	1.45%	81	1.46%
Charity	<u>69</u>	<u>1.39%</u>	<u>78</u>	<u>1.41%</u>
Total	4,947	100%	5,542	100%

The following is noted concerning the submitted budget:

- Revenue is based on the actual reimbursement received by the Hospital for the services to be provided at the proposed extension clinic
- Volume projections and payer mix are based on the actual FY2025 visits at the existing physician practice, as well as the experience of the Hospital at its existing sites.
- The number and composition of staff were determined by the applicant's experience in providing the proposed ambulatory services at its existing sites, along with volume projections and the design of the endoscopy suite.
- Expense assumptions are based on actual expenses of the existing physician practice at the site, along with the experience of the Hospital in providing the proposed services at its existing sites.

Intercompany Lease Agreement

The applicant has submitted an executed lease agreement; the terms are summarized below:

Date:	Effective March 18, 2026
Premises:	5,976 square feet allocated to the Ambulatory Surgery Extension Clinic at 720 Willow Avenue, 3rd floor, Ithaca, NY 14850
Landlord:	The Guthrie Clinic
Lessee:	Guthrie Cortland Medical Center
Term:	5 years, automatically renew for subsequent 5-year periods
Rent:	\$165,562 allocated to the Ambulatory Surgery Extension Clinic annually, \$27.71 per square foot, a 2% annual increase
Provisions:	Utilities

The applicant has provided an affidavit stating that the lease constitutes a non-arm's-length arrangement. Letters from two NYS licensed realtors attested the rental rate as fair market value.

Parking Lot Lease Agreement

The applicant has submitted an executed lease agreement; the terms are summarized below:

Date:	January 1, 2022
Premises:	Parking Lot at 702 Willow Avenue, Ithaca (Tax map 16-2-1.1)
Landlord:	City Harbor, LLC.
Lessee:	Guthrie Medical Group. P.C.
Term:	Ends December 31, 2041, Four (4) 5-year renewal term
Rent:	\$4,887 per year is allocated to the Ambulatory Surgery Extension Clinic annually
Provisions:	Insurance, Utilities, and Maintenance

The applicant has provided an affidavit stating that the lease is an arm-length arrangement.

Assignment and Assumption of Parking Lot Lease Agreement

The applicant submitted an executed assignment of the lease agreement; terms are summarized below:

Date:	Effective March 18, 2026
Premises:	Parking Lot at 702 Willow Avenue, Ithaca (Tax map 16-2-1.1) (17 parking spaces)
Assignor:	Guthrie Medical Group, P.C.
Assignee:	Guthrie Cortland Medical Center
Assignment:	Assignee accepts the assignment, transfer, and conveyance of all the Assignor's rights, title, and interest in and to the Lease as of the Effective Date and assumes and agrees to perform and fulfill all of the terms, covenants, conditions, and obligations of Assignor under or with respect to the Lease arising or accruing on or after the Effective Date.

Capability and Feasibility

The total project costs of \$539,345 will be met with accumulated funds from Guthrie Cortland Medical Center.

The working capital requirement is estimated at \$442,615, based on two months of third-year expenses, to be funded through ongoing operations from the Hospital. The submitted budget projects a net income of \$689,832 and \$946,731 in Year One and Year Three, respectively. The budget appears reasonable.

BFA Attachment A, Guthrie Cortland Medical Center's March 31, 2025, Internal Financial Statements, show a positive working capital position, positive net asset position, and net income \$589,000. BFA Attachment B, The Guthrie Clinic and Affiliates (Co-Operator of the Hospital) 2023-2024 Certified Consolidated Financial Statements, show positive working capital, positive net assets, and a net loss of (\$20,382,000). The loss was offset by non-operating revenue of \$61,361,000.

Conclusion

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

Attachments

BHFP Attachment	Map
BFA Attachment A	Guthrie Cortland Medical Center's March 31, 2025, Internal Consolidated Financial Statements
BFA Attachment B	The Guthrie Clinic and Affiliates 2023-2024 Certified Consolidated Financial Statements



Project # 252042-C
Queens Surgical Center

Program: Diagnostic and Treatment Center
Purpose: Construction

County: Kings
Acknowledged: July 30, 2025

Executive Summary

Description

Queens Surgical Center, LLC, an Article 28 multi-specialty freestanding ambulatory surgery center (FASC), at 36-36 Main Street, Flushing, New York (Queens County), is seeking approval to certify and construct a multi-specialty ambulatory surgery center extension clinic at 1807 66th Street, Brooklyn (Kings County). The extension clinic will be known as Kings Surgical Center.

The extension clinic will consist of seven (7) operating rooms, one (1) procedure room, and provide pediatric, dental, ophthalmologic, and urologic surgical services.

None of the projected procedures are currently being performed in hospitals. The overwhelming majority of patients expected at the extension clinic are either currently being treated by participating surgeons in their private practice, office-based practices, or are underserved members of the community who need surgical care and who will be referred to Kings Surgical Center by community-based providers. This project is specifically intended to address a long-standing gap in access in this underserved area of Kings County.

Shelby Kevin Samuel, MD will serve as the Medical Director. The extension clinic will enter into a transfer affiliation agreement with New York Presbyterian Brooklyn Hospital, which is five (5) miles/23 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 7,403 procedures in Year One and 7,551 in Year Three, with Medicaid at 24.0% and Charity Care at 2.0% by the third year.

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 \$4,527,389 will be met with a bank loan of \$4,074,650, at an interest rate of 7.56% for a 7-year term and a \$452,739 equity contribution from the personal resources of Brian Pun, a current member.

Budget:	<u>Year One</u>	<u>Year Three</u>
Revenues	\$20,173,657	\$20,988,183
Expenses	<u>12,303,442</u>	<u>13,169,381</u>
Net Income	\$7,870,215	\$7,818,782

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 a bank loan commitment that is acceptable to the Department of Health. [BFA]
5. Submission by the governing body of the ambulatory surgery center of an Organizational Mission Statement which identifies, at a minimum, the populations and communities to be served by the center, including underserved populations (such as racial and ethnic minorities, women, and handicapped persons) and the 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 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 **December 15, 2026**, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [PMU]
2. Construction must start on or before **June 15, 2026**, and construction must be completed by **September 15, 2026**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [PMU]
3. The submission of Final Construction Documents, as described in BAER Drawing Submission Guidelines DSG-05, is required prior to the applicant's start of construction. [AER]
4. The submission of annual reports to the Department as prescribed by the related contingency, each year, for the duration of the limited life approval of the facility. [RNR]
5. The staff of the facility must be separate and distinct from the staff of other entities; the signage must clearly denote the facility is separate and distinct from other entities; the clinical space must be used exclusively for the approved purpose; and the entrance must not disrupt any other entity's clinical program space. [HSP]
6. The applicant must ensure registration for and training of facility staff on the Department's Health Commerce System (HCS). The HCS is the secure web-based means by which facilities must communicate with the Department and receive vital information. Upon receipt of the Operating Certificate, the Administrator/director that has day-to-day oversight of the facility's operations shall submit the HCS Access Form at the following link to begin the process to enroll for HCS access for the first time or update enrollment information as necessary:
https://www.health.ny.gov/facilities/hospital/docs/hcs_access_form_new_clinics.pdf.
Questions may be directed to the Division of Hospitals and Diagnostic & Treatment Centers at 518-402-1004 or email: hospinfo@health.ny.gov. [HSP]

Council Action Date
December 4, 2025

Need Analysis

Project Description

Queens Surgical Center, LLC (the Center), an Article 28 multi-specialty freestanding ambulatory surgery center (FASC) at 36-36 Main Street, Flushing, NY (Queens County), seeks approval to certify and construct a multi-specialty FASC extension clinic at 1807 66th Street, Brooklyn, New York (Kings County). The extension clinic will be known as the “Kings Surgical Center” and will be in a federally designated Health Professional Shortage Area (HPSA) and Medically Underserved Area (MUA).

The extension clinic will be certified for Ambulatory Surgery - Multi Specialty and specialize in ophthalmology, pediatric, dental, and urology. Lithotripsy services will not be offered at this new extension clinic at this time.

Background and Analysis

The primary service area is Kings County, which has a population projected to increase to 2,863,996 by 2030 based on Cornell Program of Applied Demographic estimates. Demographics for the primary 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
Hispanic or Latino (of any race)	18.9%	19.6%
White (non-Hispanic)	36.2%	53.4%
Black or African American (non-Hispanic)	27.5%	13.6%
Asian (non-Hispanic)	12.0%	8.8%
Other (non-Hispanic)	5.5%	4.6%

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

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

Ambulatory Surgery within a 2-Mile Radius of Proposed Center

Facility Name	Type	Patient Visits		
		2022	2023	2024
Brooklyn Eye Surgery Center	ASC	7,097	7,152	7,176
Brooklyn Surgery Center	ASC	9,088	Unavailable	11,188
Island Ambulatory Surgery Center	ASC	9,736	10,917	11,342
Maimonides Medical Center	Hospital	17,600	17,749	17,866
NYU Langone Brooklyn Ambulatory Surgery and Endoscopy Center	Hospital Ext Clinic	7,453	7,739	8,052
Performance Surgical Center	ASC	326	31	Unavailable
Total Visits		51,300	43,588	44,436

Source: HFIS and SPARCS

The facilities listed above provide multi- or single-specialty ambulatory surgical services that include at least one of the specialties proposed by the applicant. CON 222036 Excelsior Ambulatory Surgery Center was approved by the Department to construct a multi-specialty ASC to provide Ophthalmology and Gastroenterology surgery services (Awaiting Start of Construction), which is 1.5 miles/8 minutes from Kings Surgical Center.

The Center will occupy renovated space in an existing, non-Article 28 building. Per the applicant, the majority of patients to be served are currently patients of the participating surgeons' private, office-based practices, or are underserved members of the community who need surgical care and will be referred to Kings Surgical Center by community-based providers. No procedures will come from local hospitals. It is anticipated that the Center's staff will come from Queens Surgical Center, job-listing sites, local advertising, trade journals, area colleges, and training programs, as well as the participating physicians' existing office-based surgical practices.

The applicant disclosed that Kings Surgical Center has entered into a Transfer and Affiliation Agreement for backup and emergency services with New York Presbyterian Brooklyn Methodist Hospital, located in Kings County. Queens Surgical Center has an existing Transfer and Affiliation Agreement with New York-Presbyterian Queens Hospital.

The number of projected procedures is 7,403 in Year One and 7,551 in Year Three, with Medicaid at 24.0% and Charity Care at 2.0%. These projections are based on caseloads that participating surgeons have committed to bringing to the Center.

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

Payor	Year One		Year Three	
	Volume	%	Volume	%
Commercial FFS	0	0.00%	0	0.00%
Commercial MC	1,629	22.00%	1,661	22.00%
Medicare FFS	0	0.00%	0	0.00%
Medicare MC	3,701	49.99%	3,776	50.01%
Medicaid FFS	0	0.00%	0	0.00%
Medicaid MC	1,777	24.00%	1,812	24.00%
Private Pay	148	2.00%	151	2.00%
Charity Care	148	2.00%	151	2.00%

The Center expects that the extension clinic will have the same contracts with Medicaid Managed Care Plans as the main site, including Molina (Affinity); BCBS; Fidelis; Healthcare Partners; Healthfirst; HIP; Medicaid; Metroplus; United Healthcare; Village Care; and WellCare Health Plan. The Center also expects that the extension clinic will reach out to the following Federally Qualified Health Centers (FQHCs) in Kings County to seek to develop referral relationships: HealthCare Choices NY; Rambam Family Health Center; and Family Health Centers at NYU Langone.

The hours of operation will be Monday through Friday from 7:00 a.m. to 5:00 p.m. As the extension clinic matures, it is expected that an expanded operating schedule will be maintained to accommodate the needs of both patients and physicians. Weekend and/or evening procedures will be made available, if needed, to accommodate patient scheduling issues.

Conclusion

Approval of this project will provide more convenient access to surgical services within the regulatory environment of Article 28 health care facilities, promoting safe health care delivery for the residents of Kings County.

Program Analysis

Project Proposal

Proposed Operator	Queens Surgical Center, LLC
To Be Known As	Kings Surgical Center
Site Address	1807 66th Street, Brooklyn, New York 11204 (Kings County)
Specialties	Ambulatory Surgery - Multi Specialty (pediatric dental, ophthalmologic & urologic surgical services)
Hours of Operation	Monday through Friday, 7:00 a.m. to 5:00 p.m.
Staffing (1st Year / 3rd Year)	32 / 36 FTEs
Medical Director	Shelby Kevin Samuel, M.D.
Emergency, In-Patient and Backup Support Services Agreement and Distance	Brooklyn Methodist Hospital 506 6th Street Brooklyn, NY 11215 5 miles / 23 minutes

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

Position	Year One	Year Three
Management and Supervision	3.0	3.0
Technician and Specialist	8.0	10.0
Registered Nurses	10.0	12.0
Infection control, Environment & Food Service	3.0	3.0
Clerical and Other Administrative	8.0	8.0
Other - Materials	-	-
Totals	32.0	36.0

The Center projects an increase of 4 FTEs from Year One to Year Three. Additionally, Queens Surgical Center, LLC submitted thirteen (13) commitment letters from orthopedic and pain management physicians committed to providing a projected 2,668 procedures in Year One and 3,068 procedures in Year Three at Kings Surgical Center.

The 13 surgeons are: Suzanna Airiani, M.D.; Ali Attaie, D.D.S.; Liel Grinbaum, D.M.D.; Mark Hornfeld, M.D.; Wilson Ko, M.D.; Willy Ky, M.D.; Kevin Lai, M.D.; Robert Rothstein, M.D.; Gerald Shepps, M.D.; Yufei Tu, M.D.; Sze H. Wong, M.D.; George Young, M.D.; and Pavel Zeylikman, D.M.D.

It is anticipated that the Center's on-boarding staff will be sourced from experienced personnel at Queens Surgical Center who wish to transfer to the extension clinic &/or to supplement their existing schedules, as well as from the Center's other established recruiting channels.

Integration with Community Resources

The extension clinic will reach out to the following Federally Qualified Health Centers (FQHCs) in Kings County to develop further referral relationships: HealthCare Choices NY; Rambam Family Health Center, and Family Health Centers at NYU Langone.

Kings Surgical Center will benefit community residents by expanding the services it currently provides in Queens County to Kings County. Most patients expected at the extension clinic are either currently being treated by the participating surgeons in their private, office-based practices, or are underserved members of the community who need surgical care and who will be referred to Kings Surgical Center by community-based providers. This project is specifically intended to address a longstanding gap in access in this underserved area of Kings County.

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.

Affiliated Partner

Queens Surgical Center, located at 36-36 Main Street, Flushing, NY 11354

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

Conclusion

Based on the 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 new construction and the acquisition of moveable equipment, is estimated at \$4,527,389, further broken down as follows:

New Construction	\$2,571,138
Design Contingency	257,114
Construction Contingency	132,301
Architect/Engineering Fees	115,824
Other Fees (Consultant)	20,000
Moveable Equipment	1,340,083
Interim Interest Expense	64,176
CON Fee	2,000
Additional Processing Fee	<u>24,753</u>
Total Project Cost	\$4,527,389

The applicant's financing plan appears as follows:

Equity (Brian Pun-Member)	\$452,739
Bank Loan*	<u>4,074,650</u>
Total	\$4,527,389

** Fixed interest rate at UST-7yrs +355 basis points (currently 7.56%) for a 7-year term with 3 months of interest only payments during construction period followed by 81 months of amortization Operating Budget*

The applicant has submitted an incremental operating budget for the extension site only, in 2025 dollars, for the first and third years, summarized below:

	<u>Year One</u>		<u>Year Three</u>	
	<u>Per Procedure</u>	<u>Total</u>	<u>Per Procedure</u>	<u>Total</u>
<u>Revenues:</u>				
Commercial Managed Care	\$3,942	\$6,422,300	\$4,022	\$6,680,094
Medicare Managed Care	\$1,838	\$6,801,217	\$1,875	\$7,078,527
Medicaid Managed Care	\$3,730	\$6,627,339	\$3,804	\$6,893,700
Private Pay	\$4,018	\$594,677	\$4,099	\$618,928
Bad Debt		<u>(271,876)</u>		<u>(283,066)</u>
Total Revenues		\$20,173,657		\$20,988,183
<u>Expenses:</u>				
Operating	\$1,487	\$11,005,146	\$1,582	\$11,943,713
Capital	<u>\$175</u>	<u>\$1,298,296</u>	<u>\$162</u>	<u>\$1,225,668</u>
Total Expenses	\$1,662	\$12,303,442	\$1,744	\$13,169,381
Net Income		\$7,870,215		\$7,818,802
Utilization (Procedures):		7,403		7,551

The following is noted with respect to the operating budget:

- Utilization assumptions are based on the physician referral letters.
- Expense assumptions are based on the historical experience of the main facility.
- Revenue assumptions are based on the Medicare ASC fee schedule and the facility's existing contracts and recent collections.
- The Kings County extension clinic projected revenue per procedure is based on contract based blended rates derived from the committed CPT mix, the current Medicare ASC fee schedule and the Center's executed commercial and Medicaid contracts.
- The Kings County extension clinic is projected to have a higher volume of pediatric dental surgical services compared to the Queens County main site, which has a higher volume of ophthalmology surgical services. The reimbursement rates for these different surgical services differ considerably.

Utilization broken down by payor source for Year One and Year Three are summarized as follows:

	<u>Year One</u>	<u>Year Three</u>
Commercial Managed Care	22.00%	22.00%
Medicare Managed Care	50.00%	50.00%
Medicaid Managed Care	24.00%	24.00%
Private Pay	2.00%	2.00%
Charity Care	<u>2.00%</u>	<u>2.00%</u>
Total	100.00%	100.00%

Lease Rental Agreement

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

Date	April 8, 2025
Premises	9,985 square feet located at 1807 66 th Street, Brooklyn, New York
Lessor	6518 Ave Management, LLC
Lessee	Queens Surgical Center, LLC
Term	10 years
Rental	Year One - Year Five: \$750,000 annually (\$75.12 per sq. ft.)
	Year Six - Year Ten: \$825,000 annually (\$82.62 per sq. ft.)
Provisions	The lessee shall be responsible for real estate taxes, utilities and maintenance.

The applicant has indicated through an affidavit that the lease arrangement will be a non-arm's length lease arrangement. The applicant has submitted two (2) real estate letters attesting to the reasonableness of the per square foot rental.

Capability and Feasibility

The total project cost of \$4,527,389 will be met with \$452,739 in equity from the personal resources of Brian Pun, a current member, and a bank loan of \$4,074,650 at an interest rate Fixed at UST-7yrs +355 basis points (currently 7.56%) for a 7-year term with 3 months of interest only payments during the construction period followed by 81 months of amortization.

Working capital requirements are estimated at \$2,050,574, which is equivalent to two months of Year One expenses. A current member, Brian Pun, will contribute from his personal resources to meet the working capital requirement. The applicant provided documentation that Brian Pun has sufficient funds for the equity contributions.

The submitted budget projects a net income of \$7,870,215 and \$7,818,802 during Year One and Year Three, respectively. The submitted budget appears reasonable. The Kings County extension clinic is projected to have a higher volume of ophthalmology surgical services. The reimbursement rates for these different surgical services differ considerably. As a result, the extension clinic will be a more profitable site compared with the applicant's main site.

BFA Attachment A, 2024 Certified Financial Statements of Queens Surgical Center, LLC, show the facility had a negative working capital position, positive net asset position, and a net loss of (\$1,817,796) in 2024. The negative working capital position was the result of historical losses attributed to one-time expenses and services that were not profitable, including gastroenterology, general, orthopedic, and podiatry surgical services. As part of their operational improvement plan, the Queens Surgical Center discontinued those services. They adjusted for one-time costs and focused on pediatric, dental, and ophthalmology surgical services.

BFA Attachment B, June 30, 2025, Internal Financial Statements of Queens Surgical Center, LLC, show the entity had a positive working capital position, positive net asset position, and a net income of \$1,565,006.

Conclusion

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

Attachments

BHFP Attachment	Map
BFA Attachment A	Financial Summary - 2024 Certified Financial Statements of Queens Surgical Center, LLC
BFA Attachment B	Financial Summary - June 30, 2025, Internal Financial Statements of Queens Surgical Center, LLC



Project # 251235-C
NYU Langone Hospital - Suffolk

Program: Hospital
Purpose: Construction

County: Suffolk
Acknowledged: May 20, 2025

Executive Summary

Description

NYU Langone Hospitals (NYULH), a 501(c)(3) New York not-for-profit quaternary care teaching hospital, requests approval to construct a new bed tower with 144 private patient medical/surgical and intensive care rooms at NYU Langone Hospital - Suffolk (formerly Long Island Community Hospital "LICH"), at 101 Hospital Road, Patchogue, NY 11772 (NYULH—Suffolk).

The 144-bed tower will include (5) five above ground floors and (1) one basement level. The 144 single-bed private patient rooms will be spread over (4) four floors, with 36 inpatient beds on each floor. The overall bed count will remain at 306 beds.

In March 2022, NYULH became the active parent of LICH in Patchogue, New York. In March 2025, LICH fully merged with and into NYU Langone Hospitals

OPCHSM Recommendation
Contingent Approval

Need Summary

The applicant projects 18,701 discharges in Year One and 19,807 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 \$646,031,245 will be funded with equity from operation of NYU Langone Hospitals Obligated Group.

	<u>Current Year</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$370,941,365	\$661,775,062	695,530,571
Expenses	<u>387,772,064</u>	<u>592,648,218</u>	<u>626,747,369</u>
Net Income / (Loss)	(\$16,830,699)	\$69,126,844	\$68,783,202

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 the Full EAF and a signed resolution from the lead agency. If a positive declaration is given by the lead agency, submission of the Environmental Impact Statement is also required. [SEQ]
3. The submission of Design Development and State Hospital Code (SHC) Drawings, as described in BAER Drawing Submission Guidelines DSG-1.0 Required Schematic Design (SD) and Design Development (DD) Drawings, and 2.18 LSC Chapter 18 Healthcare Facilities Public Use, for review and approval. [DASNY]

Approval conditional upon:

1. This project must be completed by **September 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 **June 15, 2026**, and construction must be completed by **June 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

December 4, 2025

Need Analysis

Project Description

NYU Langone Hospital – Suffolk (NYULHS) formerly known as Long Island Community Hospital (LICH), a 306-bed, voluntary not-for-profit corporation, Article 28 acute care hospital, at 101 Hospital Road in Patchogue, New York (Suffolk County), requests approval to construct a new inpatient tower with 144 private beds (120 Medical/Surgical and 24 ICU/Coronary Care) without an increase to the current total beds. The current aging structure has only semi-private rooms.

Background & Analysis

The relevant service area is Suffolk County. 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)

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 applicant's projected payor mix for inpatient services for Years One and Three. The current fiscal year used is 2024, and Year One is expected to be 2029.

Applicant Projected Payor Mix			
Payor	Current	Year One	Year Three
	Inpatient		
Commercial	13.80%	14.12%	14.12%
Medicare	61.56%	61.08%	61.10%
Medicaid	21.06%	21.03%	21.01%
Private Pay	1.52%	1.55%	1.55%
Other (Includes Charity Care, No Fault, Workers' Comp, Hospice payers)	2.06%	2.22%	2.22%

Source: Applicant

NYULH-Suffolk had 9,892 discharges in the current year and is projecting 18,701 inpatient discharges in Year One and 19,087 in Year Three. The applicant has stated that they currently perform 137 charity care cases and expect this number to increase to 279 in Year One and 284 in Year Three. These numbers are included in the "Other" category in the table above.

The table below provides historical and projected occupancy by bed type. There is capacity for additional medical/surgical occupancy, and the applicant projects an increase to 80% occupancy by Year 3.

Bed Type	Bed Count	2023 Occ.	2024 Occ.	2025 Occ. (Jan-May)	Year 1	Year 3
Coronary Care	7	68%	70%	85%	85%	85%
Intensive Care	17	66%	61%	75%	80%	80%
Medical / Surgical	252	39%	45%	53%	75%	80%
Pediatric	10	0%	0%	0%	0%	0%
Psychiatric	20	13%	64%	85%	85%	85%

Source: Applicant

The table below provides historical and projected inpatient discharges and corresponding Average Length of Stay (ALOS):

Year	Inpatient Discharges	Average Length of Stay (ALOS)
2022	7,643	5.5 days
2023	8,291	5.3 days
2024 (Current)	9,892	4.7 days
Year 1*	18,701	4.7 days
Year 3*	19,087	4.7 days

*Projected data

Source: Applicant

The applicant reports a significant number of Suffolk County patients traveling to NYU facilities on Long Island to receive care. This outmigration suggests a need for expanded access in Suffolk County. They estimated a total of 11,233 discharges to Long Island Community Hospital (74%) and NYU Langone Hospital-Long Island (26%) in 2023.

According to the applicant, the closest hospital from the Patchogue area is a 15-minute drive for patients. Many patients in the area have historically traveled farther for care in services such as Cardiovascular Disease, Cardiovascular Surgery, Infectious Disease, Nephrology, Pulmonology, Neurology, and Psychiatry. Through this project, NYU Langone is trying to recapture some of this patient population and reduce travel for local patients. Below are the facilities that these patients have typically traveled to.

Facility Name	Health System	Distance/Drive Time from Patchogue, NY
South Shore University Hospital	Northwell Health	16 mi/20-35 min
Stony Brook University Hospital	Stony Brook Medicine	16 mi/22-40 min
Mather Hospital	Northwell Health	16 mi/26-50 min
Good Samaritan University Hospital	Catholic Health Services of Long Island	20mi/22-35 min
St. Catherine of Siena Hospital	Catholic Health Services of Long Island	21 mi/30-50 min

Source: Applicant

The time period to completion, the affiliation with NYU Langone, and the redesign and increase of the inpatient space are all expected to assist in the increase of the projected inpatient visits.

NYU Langone summarizes the following to support this project:

- Uptick in Suffolk County residents relying upon NYULH-Suffolk since becoming affiliated with the former Long Island Community Hospital in 2022.
- Expansion of the Suffolk campus will expand its continuum of care to Long Island residents, close to their homes. Patients prefer to stay within Suffolk County to receive their care.
- Use of surgical robots in the OR has increased patient access to minimally invasive procedures, leading to an increase in inpatient surgeries, yielding an increase in bed utilization.

Conclusion

Approval of this project will allow for improved patient experience and care, leading to better recovery, improved patient throughput, and infection control.

Program Analysis

Project Proposal

The proposed building will house 144 new adult patient beds. Support programs, such as a central kitchen and pharmacy, will be relocated from the existing facility to the new building and will continue to support existing programs in addition to the new inpatient tower. The clinical pharmacy on the ground floor will fall under Article 28 provisions and will be separated from the other occupancies.

Secondary occupancies to the Healthcare occupancies include Assembly, Business, Industrial Special Purpose, and Storage. These secondary occupancies will be mainly on the ground floor and separated from adjacent Healthcare occupancies. Non-Article 28 spaces are comprised of the building lobby, cafeteria, and central kitchen on the ground floor.

The following shows the FTES in Year One and Year Three following completion of the project:

Position	Year One	Year Three
Management and Supervision	158.5	158.5
Technician and Specialist	140.9	142.1
Registered Nurses	464.6	467.1
Licensed Practical Nurses	10.8	10.8
Aides, Orderlies & Attendants	208.0	208.4
PGY Physicians	30.0	30.0
Physicians' Assistants	13.9	13.9
Nurse Practitioners	7.8	7.8
Social Workers and Psychologist	10.3	10.3
Physical Therapists and PT Assistants	10.5	10.5
Speech Therapists and Speech Assistants	3.0	3.0
Occupational Therapists and OT Assistants	2.1	2.1
Other Therapists and Assistants	19.3	19.3
Clerical and Other Administrative	181.6	181.6
Infection Control, Environment and Food Service	281.4	281.4
Other: Health Professionals	175.0	175.0
Other: Dieticians	9.1	9.1
Totals	1726.8	1730.9

Compliance with Applicable Codes, Rules, and Regulations

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

Prevention Agenda

NYU Langone Hospital – Suffolk (NYULH – Suffolk), located in Suffolk County, requests approval for the construction of a new bed tower facility. The project aims to reduce health disparities by increasing access to services for patients closer to their place of residence.

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

- Preventing Chronic Diseases
- Promote Well-Being and Prevent Mental and Substance Use Disorders
- Promoting a Healthy and Safe Environment

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 a Healthy and Safe Environment by allowing NYULH – Suffolk to provide comprehensive care and services, addressing chronic disease management, opioid usage, violence prevention that support vulnerable populations residing in Suffolk County.

As per the latest available report, NYULH – Suffolk spent \$476,185 on community health improvement services in 2022, representing 0.15% 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 for the construction of the new bed tower is estimated at \$646,031,245, broken down as follows:

New Construction	\$408,744,000
Renovation and Demolition	672,000
Site Development	23,100,000
Design Contingency	44,520,000
Construction Contingency	22,260,000
Planning Consultant Fees	20,566
Architect/Engineering Fees	26,670,000
Construction Manager Fees	13,356,000
Moveable Equipment	74,802,953
Telecommunications	28,350,000
CON Fee	2,000
Additional Processing Fee	<u>3,533,725</u>
Total Project Cost	\$646,031,245

The project will be financed with equity from NYU Langone Hospitals Obligated Group. BFA Attachments A and B indicate sufficient liquid resources to meet the equity requirement.

Operating Budget

The applicant has provided the Current Year (2024) results, and the First- and Third-year operating budget, in 2025 dollars. The budget is summarized below:

	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
Revenues (I/P):	<u>Per Disch</u>	<u>Total</u>	<u>Per Disch</u>	<u>Total</u>	<u>Per Disch</u>	<u>Total</u>
Commercial FFS	\$11,939	\$119,394	\$13,929	\$264,660	\$14,703	\$279,358
Commercial MC	\$39,493	53,512,837	\$45,134	118,297,157	\$46,760	125,082,038
Medicare FFS	\$17,251	67,590,740	\$19,380	142,771,159	\$20,069	150,958,036
Medicare MC	\$15,790	34,295,818	\$17,857	72,428,672	\$18,489	76,565,057
Medicaid FFS	\$25,279	11,476,598	\$28,454	24,015,445	\$29,486	25,357,633
Medicaid MC	\$22,327	36,370,636	\$25,636	79,165,348	\$26,553	83,642,944
Private Pay	\$59,810	8,971,462	\$67,199	19,487,805	\$69,541	20,584,173
All Other	\$9,864	<u>2,012,327</u>	\$12,579	<u>5,220,216</u>	\$13,020	<u>5,520,388</u>
Subtotal IP Revenue		\$214,349,812		\$461,650,462		\$487,989,627
Expenses (I/P):						
Operating	\$21,519	\$212,866,151	\$19,074	\$356,691,785	\$20,650	\$380,557,360
Capital	<u>\$1,806</u>	<u>17,869,474</u>	<u>\$2,740</u>	<u>50,887,291</u>	<u>\$2,695</u>	<u>50,933,052</u>
Subtotal I/P Expenses	\$23,325	\$230,735,625	\$21,814	\$407,579,076	\$23,345	\$431,490,412
Net Income/(Loss)		(\$16,385,813)		\$54,071,386		\$56,499,215

Revenues (O/P):	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>
Commercial FFS	\$1,022	\$283,197	\$1,147	\$364,588	\$1,187	\$377,609
Commercial MC	\$4,653	87,652,170	5,211	112,843,279	\$5,397	116,873,398
Medicare FFS	\$912	23,647,315	\$1,022	30,443,521	\$1,058	31,530,789
Medicare MC	\$979	13,978,998	\$1,096	17,996,543	\$1,135	18,639,276
Medicaid FFS	\$422	1,443,751	\$473	1,858,683	\$490	1,925,064
Medicaid MC	\$777	15,803,638	\$870	20,345,582	\$901	21,072,210
Private Pay	\$95	482,832	\$107	621,597	\$110	643,797
All Other	\$1,094	<u>2,592,511</u>	\$1,226	<u>3,337,595</u>	\$1,269	<u>3,456,795</u>
Subtotal O/P Revenue		\$145,884,412		\$187,811,388		\$194,518,938

Expenses (O/P)

Operating	\$1,600	\$144,874,649	\$1,661	\$172,839,647	\$1,759	\$182,996,317
Capital	<u>134</u>	<u>12,161,790</u>	<u>\$118</u>	<u>12,229,495</u>	<u>\$118</u>	<u>12,260,640</u>
Subtotal O/P Expense	\$1,734	\$157,036,439	\$1,779	\$185,069,142	\$1,877	\$195,256,957
Net Income/(Loss)		(\$11,152,027)		\$2,742,246		(\$738,019)

NPSR		(\$27,537,840)		\$56,813,632		\$55,761,196
Other Oper. Revenue*		\$10,707,141		\$12,313,212		\$13,052,006
Net Income/(Loss)		(\$16,830,699)		\$69,126,844		\$68,813,202

I/P Discharges:	9,892	18,700	19,087
O/P Visits:	90,532	104,063	104,063

*Other Operating Revenue is comprised of: Covid-19 disaster recovery funds from FEMA (\$4.5M), Investment Income (\$1.1M), Grants (\$1.0M), and Other (\$4.0M), as well as several philanthropic contributions (\$132,000).

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

- Staffing was determined based on current staffing models, then adjusted for the additional beds and inpatient volume. The increased staffing is primarily driven by patient care service staff, such as RNs, Aides, and other ancillary staff, related to increased throughput.
- Revenue and payor rate growth increases are based on historical trends for all payers, including Medicare and Medicaid. Year One and Year Three rates are adjusted for the types of cases currently and expected to be seen, which reflect an increase in acuity levels.
- The decrease in Net Income from Year One to Year Three is due to the anticipated expense growth slightly outpacing the revenue growth. These growth assumptions are based on historical trends observed in the cost of labor and medical supplies.
- Expense growth is consistent with historical patterns as well as the additional expenses associated with increased throughput.
- The increase in inpatient utilization was consistent for all payors from the Current Year to Year One. The payor mix was assumed to be consistent with the actual 2024 payor mix.
- The increase in outpatient utilization was consistent for all payors from the Current Year to Year One. The payor mix was assumed to be consistent with the actual 2024 payor mix. From the Current Year to Year One, an 8% growth was assumed for a standard increase in emergency room treatment and release volume that is historically seen each year.
- Projected volumes of NYULH-Suffolk were developed using internal and publicly available data, focusing on the current patient population in and around the Patchogue area.

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

Inpatient	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
<u>Payor:</u>	<u>Disch.</u>	<u>%</u>	<u>Disch.</u>	<u>%</u>	<u>Disch.</u>	<u>%</u>
Commercial FFS	10	0.10%	19	0.10%	19	0.10%
Commercial MC	1,355	13.70%	2,621	14.02%	2,675	14.02%
Medicare FFS	3,918	39.60%	7,367	39.39%	7,522	39.41%
Medicare MC	2,172	21.96%	4,056	21.69%	4,141	21.70%
Medicaid FFS	454	4.59%	844	4.51%	860	4.51%
Medicaid MC	1,629	16.47%	3,088	16.51%	3,150	16.50%
Private Pay	150	1.52%	291	1.56%	296	1.55%
All Other	<u>204</u>	<u>2.06%</u>	<u>415</u>	<u>2.22%</u>	<u>424</u>	<u>2.21%</u>
Total by Payor	9,892	100.00%	18,701	100.00%	19,807	100.00%

Outpatient	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
<u>Payor:</u>	<u>Visits</u>	<u>%</u>	<u>Visits</u>	<u>%</u>	<u>Visits</u>	<u>%</u>
Commercial FFS	277	0.30%	318	0.30%	318	0.30%
Commercial MC	18,839	20.81%	21,655	20.81%	21,655	20.81%
Medicare FFS	25,922	28.63%	29,796	28.63%	29,796	28.63%
Medicare MC	14,283	15.78%	16,418	15.78%	16,418	15.78%
Medicaid FFS	3,420	3.78%	3,931	3.78%	3,931	3.78%
Medicaid MC	20,346	22.47%	23,387	22.47%	23,387	22.47%
Private Pay	5,076	5.61%	5,835	5.61%	5,835	5.61%
All Other	<u>2,369</u>	<u>2.62%</u>	<u>2,723</u>	<u>2.62%</u>	<u>2,723</u>	<u>2.62%</u>
Total by Payor	90,532	100.00%	104,063	100.00%	104,063	100.00%

Capability and Feasibility

The total project cost of \$646,031,245 will be funded with equity from NYU Langone Hospitals Obligated Group. The working capital requirements of \$34,146,026, which is equivalent to two months of first-year incremental expenses, will be funded with equity. BFA Attachment A, 2023-2024 Certified Financial Statement of NYU Langone Health, shows Long Island Community Hospital Obligated Group reflected as a stand-alone entity and indicates the entity maintained a negative working capital, a positive net equity position, and an operating loss of (\$16,831,000) for the period. The operating loss was primarily driven by additional expenses related to pre-full asset merger integration activities.

BFA Attachment A, 2023-2024 Consolidated Certified Financial Statements of NYU Langone Health, shows that NYU Langone Hospitals Obligated Group has achieved a positive working capital position, positive net asset position, \$8,714,966,000 for the period shown.

BFA Attachment B, September 1, 2024- April 30, 2025, Internal Financial Statements of NYU Langone Hospitals, reflects the consolidated financial statements, including NYU Langone Hospital - Suffolk post-merger and shows that the facility has achieved both a positive working capital and net asset position, while generating net income of \$114,395,200.

The submitted budget indicates a net income of \$69,126,844 in Year One and \$68,783,202 Year Three. Revenues are based on historical trends. The submitted budget appears reasonable.

Conclusion

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

Attachments

BFA Attachment A	NYU Langone Health 2023-2024 Consolidated Certified Financial Statement
BFA Attachment B	September 1, 2024- April 30,2025 Internal Financial Statements of NYU Langone Hospitals
BFA Attachment C	Organizational Chart



Project # 252076-C
Liberty Endoscopy Center

Program: Diagnostic and Treatment Center
Purpose: Construction

County: New York
Acknowledged: August 19, 2025

Executive Summary

Description

Liberty Endoscopy Center, LLC ("The Center"), an existing single-specialty Freestanding Ambulatory Surgery Center (FASC) specializing in gastroenterology, is seeking approval to convert from a single-specialty to a dual single-specialty FASC by adding vascular surgery.

The applicant currently leases space on the fourth floor at 156 William Street, New York (New York County). The site has four (4) procedure rooms, a pre-operating area with four (4) pre-op bays, eight (8) recovery bays, along with the requisite support areas.

Martin Wolff, M.D., an existing member, will continue to serve as the Center's Medical Director. The Center has a Transfer and Affiliation Agreement with Mount Sinai Hospital for the provision of backup and emergency services, 8.4 miles/22 minutes' driving time away.

OPCHSM Recommendation
Contingent Approval

Need Summary

The applicant projects 14,162 procedures in Year One and 14,588 in Year Three, with Medicaid at 7.0% and Charity Care at 2.0%.

Program Summary

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

Financial Summary

Total project costs of \$37,193 will be met with members' equity.

Budget:	<u>Current Year</u> <u>(2024)</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$20,230,787	\$ 21,500,035	\$22,138,324
Expenses:	<u>\$8,987,737</u>	<u>\$10,422,663</u>	<u>\$10,527,730</u>
Gain/(Loss)	\$11,243,050	\$11,077,372	\$11,470,143

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]

Approval conditional upon:

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

Council Action Date

December 4, 2025

Need Analysis

Project Description

Liberty Endoscopy Center, LLC, an existing Article 28 freestanding ambulatory surgery center (FASC), requests approval to certify a second surgical specialty for vascular surgery (minimally invasive vein treatments). The Center is currently certified as a single specialty - gastroenterology FASC at 156 William Street, New York, 10038, in New York County. Upon approval, the Center plans to operate as a dual, single-specialty FASC specializing in gastroenterology and vascular surgery.

Background and Analysis

The service area consists of New York County, which has a population projected to increase to 1,727,631 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	New York County	New York State
Total Population	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

Ambulatory Surgery within a 2-Mile Radius of Proposed Center

Facility Name	Type	Patient Visits		
		2022	2023	2024
NYU Langone ASC	Hosp Ext Clinic	1,026	3,127	4,458
Soho Ambulatory Surgery Center (ASC opened in 2025)	ASC	Unavailable	Unavailable	Unavailable
Northwell Greenwich Village Hospital	Hospital	2,954	4,320	5,487
Mount Sinai-Union Square	Hosp Ext Clinic	6,480	6,780	7,494
New York-Presbyterian Lower Manhattan Hospital	Hospital	4,675	4,431	4,336
Total Visits		15,135	18,658	21,775

Source: HFIS and SPARCS

All the facilities listed above provide single specialty gastroenterology or multi-specialty ambulatory surgical services.

CON 252080 (Manhattan Endoscopy Center, LLC), a licensed single-specialty FASC specializing in gastroenterology, is under review to add a second surgical specialty for vascular surgery and is 5.3 miles/22 minutes away from Liberty Endoscopy Center.

The Center was established under CON 151019 and received permanent life on October 1, 2021. The Center submitted SPARCS data on August 26, 2025, through July 2025. According to the 2023 AHCF Cost Reports, the Center reported 12,439 visits, with Charity Care at 0.4% and Medicaid at 7.4%.

The Center has four (4) procedure rooms, which the applicant expects no further construction and will be adequate for vascular procedures. The FASC will bring on a new vascular surgeon, currently performing these services in a private, office-based surgical practice located in the same building as the Center, who has committed to perform approximately 1,200 procedures in the first year of project implementation. Existing support staff, such as nurses and technicians, will be trained to support the surgeon during the procedures.

Per the HEIA assessment included with the application, stakeholders most affected by this application are individuals who suffer from varicose veins and related conditions such as ulcers, chronic venous disease/insufficiency, and deep vein thrombosis. Individuals most affected by these conditions are women and older adults, with earlier intervention potentially reducing the likelihood of complications that disproportionately affect these populations.

The number of projected procedures is 14,162 in Year One and 14,588 in Year Three, with Medicaid at 7.0% and Charity Care at 2.0%. The table below shows the applicant's current payor mix and projected payor source utilization for Years One and Three.

Payor	Current		Year One		Year Three	
	Volume	%	Volume	%	Volume	%
Commercial FFS	11,578	90.7%	12,115	85.5%	12,475	85.5%
Commercial MC	0	0.0%	0	0.0%	0	0.0%
Medicare FFS	255	2.0%	284	2.0%	292	2.0%
Medicare MC	390	3.1%	434	3.1%	447	3.1%
Medicaid FFS	467	3.7%	992	7.0%	1,022	7.0%
Medicaid MC	0	0.0%	0	0.0%	0	0.0%
Private Pay	47	0.4%	52	0.4%	54	0.4%
Charity Care	23	0.2%	284	2.0%	297	2.0%
Other (Govt)	1	0.0%	1	0.0%	1	0.0%

The applicant will continue to provide charity care and currently has partnerships with several Federally Qualified Health Centers (FQHCs), and contracts with five (5) Medicaid Managed Care Plans. Patients will be admitted to the Center by members of the Center's medical staff. Liberty Endoscopy Center, LLC has a Transfer and Affiliation Agreement with Mount Sinai Hospital. The Center will continue to be open five (5) days per week (Monday through Friday from 7:00 am to 6:00 pm).

Conclusion

Approval of this project will bring vascular procedures and minimally invasive vein treatments into the regulatory environment of an Article 28 FASC, providing health care delivery to the residents of New York County.

Program Analysis

Project Proposal

Proposed Operator	Liberty Endoscopy Center, LLC
Site Address	156 William Street New York, NY 10038 County: New York
Surgical Specialties	Ambulatory Surgery- Single Specialty-Gastroenterology Ambulatory Surgery- Single Specialty
Procedure Rooms	4
Hours of Operation	Monday through Friday from 7:00 am to 6:00 pm
Staffing (1st Year / 3rd Year)	56 FTEs / 56 FTEs
Medical Director(s)	Martin Wolff, M.D.
Emergency, In-Patient and Backup Support Services Agreement and Distance	Mount Sinai Hospital 8.4 miles/ 22 minutes' drive time

Liberty Endoscopy Center, LLC (the Center) is an Article 28 diagnostic and treatment center that is certified as a single-specialty freestanding ambulatory surgical center (FASC) specializing in gastroenterology procedures. This project will result in the Center operating as a dual single-specialty FASC, specializing in gastroenterology and vascular surgery. There is no construction required to implement this service addition project. The Center has four (4) existing procedure rooms, all of which will be adequate and equipped for vascular procedures.

Sareh Rajaei, M.D., a vascular surgeon, has committed to utilize the Center to perform approximately 1,200 procedures in the first year of project implementation. Dr. Rajaei has indicated her interest in performing vascular procedures at the Center, specifically those commonly used to treat varicose veins such as endovenous radiofrequency ablation of the vein, as well as injections of a non-compounded foam sclerosant into both a single incompetent extremity truncal vein and multiple incompetent truncal veins within the same leg. Dr. Rajaei is currently performing these procedures in her private, office-based surgical practice, which is on the third floor within the same building as the Center. Additionally, Dr. Rajaei will seek clinical privileges at Mount Sinai Hospital. Procedures will be performed under local anesthesia or conscious sedation and will not require an overnight stay in an acute care hospital.

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

Staffing	Year One	Year Three
Management and Supervision	1.0	1.0
Technician and Specialist	14.2	14.2
Registered Nurses	17.8	17.8
Physicians	4.3	4.3
Clerical and Other Administrative	18.7	18.7
Total	56.0	56.0

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 costs for the acquisition of moveable equipment are estimated at \$37,193, broken down as follows:

Movable Equipment	\$35,000
CON Application Fee	\$2,000
CON Processing Fee	\$193
Total Project Cost	\$37,193

Operating Budget

The applicant has submitted the current year (2024) and the first- and third-year operating budgets, in 2025 dollars, as summarized below:

	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
Revenues	Per Procedure	Total Revenue	Per Procedure	Total Revenue	Per Procedure	Total Revenue
Commercial FFS	\$1,676.90	\$19,415,109	\$1,676.95	\$20,316,954	\$1,676.95	\$20,919,755
Medicare FFS	\$609.18	\$155,340	\$608.12	\$172,407	\$608.12	\$177,580
Medicare MC	\$676.12	\$263,688	\$675.50	\$292,898	\$675.50	\$301,685
Medicaid FFS	\$583.99	\$272,725	\$583.99	\$579,322	\$583.99	\$596,701
Private Pay	\$2,633.98	\$123,797	\$2,646.88	\$138,312	\$2,646.88	\$142,461
Charity Care		\$0		\$0		\$0
Other	\$128	\$128	\$142	\$142	\$142	\$142
Other Income		\$720				
Total Revenue		\$20,231,507		\$21,500,035		\$22,138,324
Expenses:						
Operating	\$625.08	\$7,976,692	\$658.75	\$9,329,939	\$643.80	\$9,391,760
Capital	<u>\$79.23</u>	<u>\$1,011,045</u>	<u>\$77.15</u>	<u>\$1,092,724</u>	<u>\$77.94</u>	<u>\$1,136,970</u>
Total Expenses	\$704.31	\$8,987,737	\$735.90	\$10,422,663	\$721.74	\$10,527,730
Net Income or (Loss)		<u>\$11,243,770</u>		<u>\$11,077,372</u>		<u>\$11,470,143</u>
Utilization (procedures)		12,761		14,162		14,588

The following is noted with the budget:

- Data by CPT code detailing case mix and volume was provided to support payment rates and revenue projections. It is estimated that 91.53% of the procedures (12,962 procedures for Year One and 13,351 procedures in Year Three) will be Gastroenterology, 8.47% of the procedures (1,200 procedures for Year One and 1,237 procedures for Year Three) will be Vascular Surgery.
- Sareh Rajaei, M.D., a vascular surgeon, has committed to utilize the Center to perform approximately 1,200 procedures in the first year of project implementation. Dr. Rajaei is currently performing these procedures in her private, office-based surgical practice, which is located on the third floor within the same building as the Center. Additionally, Dr. Rajaei will seek clinical privileges at Mount Sinai Hospital.
- Expense and revenue assumptions are based upon the experience of the participating providers and members who operate other similar FASCs. The breakeven point is approximately 50.39% of the projected volume or 7,136 procedures in Year One and 49.20% of the project volume or 7,177 procedures in Year Three.
- Utilization projections are based on the experience of the participating providers along with their estimate of cases that can be transferred from their private office-based practices. The applicant is committed to developing a formal outreach program directed to members of the local community, including local physicians and other existing healthcare providers.

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

	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
	<u>Procedure</u>	<u>%</u>	<u>Procedure</u>	<u>%</u>	<u>Procedure</u>	<u>%</u>
Medicaid FFS	467	3.66%	992	7.00%	1,022	7.00%
Medicare FFS	255	2.00%	284	2.00%	292	2.00%
Medicare MC	390	3.06%	434	3.1%	447	3.10%
Commercial FFS	11,578	90.73%	12,115	85.50%	12,475	85.50%
Private Pay	47	.36%	52	.4%	54	.4%
Charity	23	.18%	284	2.00%	297	2.00%
Other	<u>1</u>	<u>.01%</u>	<u>1</u>	<u>.00%</u>	<u>1</u>	<u>.00%</u>
Total	12,761	100.00%	14,162	100.0%	14,588	100.0%

Capability and Feasibility

Total project cost of \$37,193 will be funded with equity from operations. BFA Attachment A, 2023-2024 Certified Financial Statement for Liberty Endoscopy Center, LLC, and BFA Attachment B, the 1/1/2025-6/30/25 Internal Financial Statements for Liberty Endoscopy Center, LLC show that the facility has sufficient funds to fund the project.

The submitted budget projects a net income of \$11,077,372 and \$11,470,143 during the first and third years, respectively. Revenues are based on current reimbursement methodologies for ambulatory surgery services. The submitted budget appears reasonable.

BFA Attachment A, 2023-2024 Certified Financial Statements for Liberty Endoscopy Center, LLC shows that the facility had an average positive working capital position, an average positive net asset position, and generated an average net income of \$10,567,969 for the period.

BFA Attachment B, 1/1/2025-6/30/25 Internal Financial Statements for Liberty Endoscopy Center, LLC, shows that the facility had a positive working capital position, a positive net asset position, and a net income of \$5,407,961.

Conclusion

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

Health Equity

Health Equity Impact Assessment Summary

This project proposes to convert an ambulatory surgery center located in lower Manhattan from a single-specialty to a dual-specialty center, specializing in gastroenterology and vascular surgery. The addition of another service will increase the availability of appointments and will be implemented quickly since no major construction is required. The facility is fully ADA compliant and is easily accessible via public transportation.

Older adults will benefit from this project as the risk of vascular diseases increases with age. Varicose veins are more prevalent in women, and pregnancy may increase the risk of developing varicose veins and chronic venous insufficiency, making this project beneficial to women. The Applicant will continue to offer charitable care, maintain Medicaid contracts, and receive referrals from Federally Qualified Health Centers, which will benefit low-income individuals, people eligible to receive public health benefits, and who people who have inadequate or no third-party health coverage.

Because the project will increase the total number of services offered, there may also be an increase in the amount of indigent care offered. Residents of the service area may avoid potentially high cost overnight hospital stays due to the expansion of outpatient services at the center.

Conclusion

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

Attachments

BHFP Attachment	Map
BFA Attachment A	2023-2024 Certified Financial Statements for Liberty Endoscopy Center, LLC
BFA Attachment B	1/1/2025-6/30/2025 Internal Financial Statements for Liberty Endoscopy Center, LLC
OHEHR Attachment	Health Equity Impact Assessment



Project # 251223-E

Advanced Surgery Center, LLC d/b/a EMU Health - Rockland
County

Program: Diagnostic and Treatment Center
Purpose: Establishment

County: Rockland
Acknowledged: May 20, 2025

Executive Summary

Description

Advanced Surgery Center, LLC (the Center), an existing Article 28 Multi-Specialty Freestanding Ambulatory Surgical Center (FASC) at 150 South Pearl Street, Pearl River, NY (Rockland County) is seeking approval to transfer 100% ownership interest in the Center.

On January 2, 2025, the current sole shareholder/owner, Dr. Michael Fiorillo, entered into a membership interest purchase agreement to sell 100% ownership in the Center to EMU Holdings, LLC. There will be no changes in services and Dr. Fiorillo will continue to operate at the Center with a reduced workload, leading to his eventual phasing out of operations. The Center will be known as EMU Health - Rockland County.

Ownership before and after the requested change is as follows:

Current Operator

Advanced Surgery Center, LLC

Member:

Michael Fiorillo, M.D. 100%

Proposed Operator

Advanced Surgery Center, LLC

Member:

EMU Holdings, LLC* 100%

* Daniel Lowy is the sole member of EMU Holdings, LLC

Dr. Avichai Dukshtein will serve as the Medical Director of the Center. The Center has an existing transfer and affiliation agreement with Good Samaritan Hospital of Suffern to provide backup and emergency services, 11 miles/18 minutes from the Center.

OPCHSM Recommendation

Contingent approval with an expiration of the operating certificate three years from the date of its issuance.

Need Summary

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

Program Summary

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

Financial Summary

There are no project costs associated with this application. The total purchase price of \$3,150,000 will be funded with member equity.

Budget:	<u>Current Year</u>	<u>Year One</u>	<u>Year Three</u>
Revenues:	\$846,395	\$1,956,178	\$3,307,614
Expenses:	<u>\$941,943</u>	<u>\$1,814,466</u>	<u>\$2,625,747</u>
Gain/(Loss):	(\$95,548)	\$141,712	\$681,867

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

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

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

1. Submission of a signed agreement with an outside, independent entity satisfactory to the Department to provide annual reports to DOH. Reports are due no later than April 1st for the prior year and are to be based upon the calendar year. 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]
2. Submission of an executed Transfer & Affiliation Agreement, acceptable to the Department, with a local acute care hospital. [HSP]

Approval conditional upon:

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

December 4, 2025

Program Analysis

Project Proposal

Advanced Surgery Center, LLC (Advanced or the Center), an existing Article 28 multi-specialty freestanding ambulatory surgical center (FASC) at 150 South Pearl Street, Pearl River, New York 10965 in Rockland County, is seeking approval for a 100% membership change of the Center

Advanced Surgery Center has been in operation as a multi-specialty FASC since June 2018. Advanced Surgery Center, LLC's sole member, Michael Fiorillo, M.D., entered into a Membership Interest Purchase Agreement (MIPA) to sell 100% of his interest in Advanced Surgery Center, LLC to EMU Holdings, LLC (EMU). Upon approval of this application and effectuation of the transaction, EMU Holdings, LLC will become the sole member of Advanced Surgery Center, LLC. EMU's sole member is Daniel Lowy.

Six (6) physicians, two (2) of which include Dr. Fiorillo and Dr. Ingargiola, have committed to perform cases at the Center. Projected patients who will be treated at the Center reside in Rockland County and are already existing patients of Dr. Fiorillo or Dr. Ingargiola at Advance Surgery Center, or are existing patients of the other four (4) participating physicians who currently provide surgical services to their patients at EMU Health in Glendale (Queens County). Doctors providing services at EMU Health-Rockland County will bring an orthopedic surgeon, an interventional radiology surgeon, and two (2) pediatric dental surgeons to this FASC.

More than half of these patients are Medicaid recipients, with close to 90% of the patients needing dental surgery, most of whom are pediatric dental patients, and will account for approximately two-thirds of the cases at the Center.

None of the projected cases are currently being performed in hospitals.

No construction or changes to the Center's services are proposed in this project.

The Center has an existing Transfer and Affiliation (T&A) agreement with Good Samaritan Hospital of Suffern, NY to provide backup and emergency services to the Center, 11 miles/18 minutes away.

The Center's hours of operation will be Monday - Friday from 8 am to 4 pm.

Staffing will increase by 2.5 FTEs from 6.5 in Year 1 to 9.0 FTE in Year 3.

Dr. Avichai Duxshtein, a licensed Anesthesiologist, will become the Medical Director once this project is approved. Laura Castiello is the current administrator of the Center.

Character and Competence

Daniel J. Lowy has been the sole member of EMU Holdings, LLC since 2016 and is the proposed sole member of Advanced Surgery Center.

In 2013, Daniel Lowy completed a Master of Business Administration degree with a major in Finance and Entrepreneurial Management from The Wharton School, University of Pennsylvania located in Philadelphia; and in 2003 he completed both a Master's in Commerce degree focusing on Funds and Management and also received his Bachelor of Economics degree, majoring in Accounting and Economics from the University of New South Wales located in Sydney, Australia.

Mr. Lowy is the founder, principal holder, and chief executive officer (CEO) of EMU Health, a Diagnostic and Treatment Center (D&TC) since 2016; and since 2011, Mr. Lowy is the principal holder, CEO, and the Chief Financial Officer (CFO) of another D&TC known as New York Surgery Center Queens.

Since 2009, Mr. Lowy has been the principal holder of DJL Ventures, known as a small business focusing on capital, real estate, and global equities.

Daniel Lowy is affiliated with --

EMU Health, located at 83-40 Woodhaven Boulevard Glendale, NY 11385.

Queens Surgery Center, located at 36-36 Main Street, Flushing, New York 11354.

New York Surgery Center Queens, located at 46-04 31st Avenue Long Island City, NY 11103

Avichai Dokshtein is a board-certified Anesthesiologist who received a Doctor of Medicine degree from Poznan University of Medical Sciences in Poznan, Poland in 2011 and a Bachelor of Science-Biology degree from Long Island University in Brooklyn, NY, in 2006.

Dr. Dokshtein is currently the Medical Director and the Director of Anesthesiology at EMU Surgery Center since April 2018; was the Medical Director and Director of Regional Anesthesia at Maimonides Medical Center from 2017 to 2018; and was the Director of Regional and Orthopedic Anesthesia at New York Presbyterian Hospital from 2015 to 2017.

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

Conclusion

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

Financial Analysis

Operating Budget

The applicant has provided the current year (2024) results and the first- and third-year operating budget, in 2025 dollars, after the change in ownership. The budget is summarized below:

	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
	<u>Per Proc.</u>	<u>Total</u>	<u>Per Proc.</u>	<u>Total</u>	<u>Per Proc.</u>	<u>Total</u>
<u>Revenues:</u>						
Medicare FFS	\$1,151.76	\$28,794	\$1,059.92	\$169,586	\$1,059.92	\$286,177
Medicare MC	\$774.18	\$2,323				
Medicaid FFS			\$1,471.09	\$508,997	\$1,471.09	\$860,588
Medicaid MC	\$463	\$463	\$1,469.04	\$508,286	\$1,469.04	\$859,386
Commercial FFS	\$1,651.37	\$165,137	\$1,218.90	\$162,114	\$1,218.90	\$274,253
Private Pay	\$2,062.47	\$649,678	\$2,282.69	\$607,195	\$2,282.69	\$1,027,210
Total Revenue		\$846,395		\$1,956,178		\$3,307,614
<u>Expenses:</u>						
Operating	\$1,535.71	\$723,318	\$1,137.84	\$1,514,466	\$1,025.67	\$2,307,747
Capital	<u>\$464.17</u>	<u>\$218,625</u>	<u>\$225.39</u>	<u>\$300,000</u>	<u>\$141.33</u>	<u>\$318,000</u>
Total Expenses	\$1,999.88	\$941,943	\$1,363.23	\$1,814,466	\$1,167.00	\$2,625,747
Operating Income/(Loss)		(\$95,548)		\$141,712		\$681,867
Procedures Cost/Procedure		471		1,331		2,250
		\$1,999.88		\$1,363.23		\$1,167.00

The following is noted with respect to the submitted budget:

- Revenues and expenses are based on data from the 2024 Cost Report, the experience of the applicant, and the proposed new operator's projection in providing the services with the addition of four (4) physicians, one (1) orthopedic surgeon, one (1) interventional radiology surgeon, and two (2) pediatric dental surgeons.
- Utilization projections in Year One and Year Three are based on the experience of the current operator and the additional cases performed at the Center.
- The applicant's original two (2) physicians expect to keep their existing volume of procedures, revenues, and expenses, with increases in Years One and Year Three volume of procedures, revenues, and expenses based on the proposed four additional doctors' volume letters.

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

	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
	<u>Procedures</u>	<u>%</u>	<u>Procedures</u>	<u>%</u>	<u>Procedures</u>	<u>%</u>
Commercial FFS	100	21.23%	133	10.00%	225	10.00%
Medicare FFS	25	5.31%	160	12.02%	270	12.00%
Medicare MC	3	.64%	-	0%	-	0%
Medicaid FFS	0	0%	346	26.00%	585	26.00%
Medicaid MC	1	.21%	346	26.00%	585	26.00%
Private Pay	315	66.88%	266	19.98%	450	20.00%
Charity Care	<u>27</u>	<u>5.73%</u>	<u>80</u>	<u>6.00%</u>	<u>135</u>	<u>6.00%</u>
Total	471	100.00%	1,331	100.00%	2,250	100.00%

Membership Interest Purchase Agreement

The applicant has submitted an executed Membership Interest Purchase Agreement, effectuated on January 2, 2025, and summarized as follows:

Date:	January 2, 2025
Seller:	Dr. Michael Fiorillo
Buyer:	EMU Holdings, LLC
Purchase:	100% transfer of ownership
Purchase Price:	\$3,150,000
Seller's Deliverables	At the closing, seller shall assign and convey the ownership to buyer by the execution and delivery of stock powers in a form agreed to by the parties along with any certificates evidencing the shares, which may be necessary to effectively convey all of seller's rights, title and interest in the shares to buyer (equally among them) and deliver to the buyer; resign as an officer and director of Advanced; deliver to buyer all other documents reasonably required by buyer to consummate the transactions contemplated hereunder and deliver a closing certificate to buyer certifying that seller has met all of its obligations.
Buyer's Deliverables	At the closing, the buyer shall deliver an amount equal to the purchase price via wire transfer of immediately available funds to an account designated in written wiring instructions delivered by seller, deliver to seller all other documents reasonably required by seller to consummate the transactions contemplated hereunder and deliver a closing certificate to seller certifying that buyer has met all its obligations.

Lease Agreement

The applicant provided an executed Lease Agreement for the existing site, the terms are summarized below:

Date	April 24, 2025
Premises:	4,389 sqft on the first floor and 3,031 sqft of the basement of 150 South Pearl Street, Pearl River, NY
Landlord:	150 South Pearl Street LLC
Lessee:	EMU Health Services LLC
Term:	15 years with two ten (10) year renewals
Rent:	\$375,000 for year 1 with a 3% annual increase from year 2 forward
Provisions:	Triple Net

Sublease Agreement

The applicant provided an executed sublease agreement for the existing site, the terms are summarized below:

Date:	April 24, 2025
Premise	4,389 sqft on the first floor and 3,031 sqft of the basement of 150 S. Pearl St, Pearl River, NY
Sublandlord	EMU Health Services LLC
Subtenant	Advanced Surgery Center, LLC
Term	15 years with two (10) year renewals
Rent	\$375,000 for year One with a 3% annual increase from year 2 forward
Provisions	Triple Net

The applicant has submitted an affidavit stating that the lease arrangement is an arm's length agreement, and the sublease agreement is a non-arm's length agreement. The applicant has submitted two letters from real estate brokers attesting to the reasonableness of the per square foot rental.

Administrative Services Agreement

The applicant has submitted an executed Administrative Services Agreement, effectuated on, and summarized below:

Date:	April 24, 2025
Operator	Advanced Surgery Center, LLC
Servicer	EMU Health Services, LLC
Term	30 years with (1) 10-year extension
Responsibilities of the Servicer	General administrative services, accounting and financial services, banking and finance, enterprise software administration, coding, billing and collection services, managed care negotiations, physician credentialing, compliance, risk management and malpractice insurance, additional insurance, benefits acquisition, negotiation and management, human resources, bulk purchasing and negotiations, information technology and project management
Compensation	\$150,000 for year 1 (based on actual costs incurred by EHS in providing administrative services plus 15% of the costs), which can be amended once per year based off the current costs incurred.

The agreement provides that the facility operator will retain ultimate control in all the final decisions associated with the Facility. The applicant submitted an executed attestation stating that the applicant understands and acknowledges that there are powers that must not be delegated, the applicant will not willfully engage in any illegal delegation, and understands that the Department will hold the facility operator liable.

Capability and Feasibility

There is no project cost associated with this application. The total purchase price is \$3,150,000, which will be funded with member equity. The working capital requirement is \$302,411, based on two months of the first year's expenses, and will be funded through proposed member equity. BFA Attachment A shows the net worth statement of the proposed member, indicating sufficient liquid resources to cover both the purchase price and the working capital requirement.

BFA Attachment B presents the 2024 Certified Financial Statements and the 1/1/2025-9/30/2025 Internal Financial Statements of Advanced Surgery Center, LLC. The 2024 certified financials show that the facility has generated a negative working capital position and a positive net asset position and generated an operating loss of \$95,548 for the period. The 1/1/2025- 2025 internal financials show that the facility has generated a negative working capital position and a positive net asset position and generated a net loss of \$386 for the period 1/1/2025-9/30/2024. The losses for both 2024 and 2025 are attributed to the local market conditions and the economy, due to the fact that the current case load is mainly for elective plastic surgery procedures, which are not covered by insurance and paid for out of pocket. The new operator will be adding additional services that are eligible for insurance compensation, and additional doctors to perform these procedures, which will increase the overall revenue projections for the facility, as shown in Years One and Year Three of the new operations.

Conclusion

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

Attachments

BFA Attachment A	Proposed Member Net Worth Statement for Advanced Surgery Center, LLC
BFA Attachment B	2024 Certified and 1/1/2025- 9/30/2025 Internal Financial Statements of Advanced Surgery Center, LLC
BFA Attachment C	Organizational Chart

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 2801-a of the Public Health Law, on this 4th day of December 2025, having considered any advice offered by the Regional Health Systems Agency, the staff of the New York State Department of Health, and the Establishment and Project Review Committee of this Council and after due deliberation, hereby proposes to approve the following application to transfer 100% membership interest from the sole withdrawing member to a new member LLC, and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that any approval of this application is not to be construed as in any manner releasing or relieving any transferor (of any interest in the facility that is the subject of the application) of responsibility and liability for any Medicaid (Medicaid Assistance Program -- Title XIX of the Social Security Act) or other State fund overpayments made to the facility covering the period during which any such transferor was an operator of the facility, regardless of whether the applicant or any other entity or individual is also responsible and liable for such overpayments, and the State of New York shall continue to hold any such transferor responsible and liable for any such overpayments, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

251223 E

FACILITY/APPLICANT:

Advanced Surgery Center, LLC d/b/a
EMU Health - Rockland County

APPROVAL CONTINGENT UPON:

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

1. Submission of a signed agreement with an outside, independent entity satisfactory to the Department to provide annual reports to DOH. Reports are due no later than April 1st for the prior year and are to be based upon the calendar year. 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]
2. Submission of an executed Transfer & Affiliation Agreement, acceptable to the Department, with a local acute care hospital. [HSP]

APPROVAL CONDITIONAL UPON:

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

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a complete response to each individual contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the Contingencies Tab in NYSE-CON.



Project # 252019-B
Hamptons Endoscopy

Program: Diagnostic and Treatment Center **County:** Suffolk
Purpose: Establishment and Construction **Acknowledged:** July 22, 2025

Executive Summary

Description

Hamptons Endoscopy LLC (Hampton), an existing New York limited liability company, requests approval to establish and construct an Article 28 freestanding ambulatory surgery center (FASC) specializing in gastroenterology, at 68-100 Old Riverhead Road, West Hampton, New York (Suffolk County).

Hampton Endoscopy LLC will convert an existing private office-based surgical practice to Article 28 and include three (3) procedure rooms. The surgical component of the private practice will close; however, the practice will continue to provide consultations, follow-up, and pre-and post-procedure appointments.

The proposed members of Hamptons Endoscopy, LLC are detailed below:

Hamptons Endoscopy, LLC	
Members	Ownership %
Dr. Rahul Bajaj (Class A)	18.00%
Dr. Joel Chandy (Class A)	18.00%
Dr. Rachana Oak (Class B)	4.00%
Dr. Ajish Pillai (Class A)	18.00%
Dr. Kevin Sano (Class A)	18.00%
Dr. Ravi Singh (Class A)	18.00%
Sapient Health Management, LLC** (Class A)	6.00%
**Owners of Sapient Health Management, LLC are Joseph Romano 50% and Alexander (Bill) Ingram 50%.	

The six (6) physician members, who have committed to perform procedures at this proposed FASC, currently perform procedures at their private practice location. Dr. Ajish Pillai

will serve as Medical Director. The applicant has a Transfer and Affiliation Agreement for back-up and emergency services with Northwell Health/Peconic Bay Medical Center, 8.1 miles/15 mins 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 3,185 procedures in Year One and 3,681 in Year Three, with Medicaid at 25% and Charity Care at 2% by the third year.

Program Summary

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

Financial Summary

Total project costs of \$3,310,887 will be funded with \$605,907 of members' equity, \$204,980 in Landlord Tenant improvement allowance, and a \$2,500,000 bank construction loan, self-amortizing for a 5-year term at a 7.00% interest rate.

Budget:	Year One	Year Three
Revenues:	\$2,715,712	\$3,139,912
Expenses:	<u>\$2,378,421</u>	<u>\$2,532,990</u>
Net Income	\$337,291	\$606,922

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 loan commitment for the building's construction, acceptable to the Department of Health. [BFA]
5. Submission of an executed loan commitment for equipment, acceptable to the Department of Health. [BFA]
6. Submission of an executed working capital loan, acceptable to the Department of Health. [BFA]
7. Submission of an executed building lease agreement, acceptable to the Department of Health. [BFA]
8. 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]
9. 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]
10. The lease provided is a proposal, not an executed lease. As such, a fully executed, dated lease with the rider as proposed must be provided. [CSL]

Approval conditional upon:

1. This project must be completed by **March 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 **June 15, 2026**, and construction must be completed by **December 15, 2026**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [PMU]
3. The submission of Final Construction Documents, as described in BAER Drawing Submission Guidelines DSG-05, is required prior to the applicant's start of construction. [AER]
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
December 4, 2025

Need Analysis

Project Description

Hamptons Endoscopy, LLC is seeking approval to establish a single-specialty freestanding ambulatory (FASC) surgery center at 68-100 Old Riverhead Road, West Hampton, 11978 in Suffolk County. The center will specialize in gastroenterology. The facility plans to have three (3) procedure rooms.

Background and Analysis

The service area consists of Suffolk County, which has a population projected to decrease to 1,488,885 by 2030 based on the Cornell Program on Applied Demographics (CPAD) estimates. Demographics for the primary service area are noted below, including a comparison with New York State.

Demographics	Suffolk County	New York State
Total Population	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)

Of note, the population cohort aged 45 to 75 years old was 39% of the total population in 2023. This cohort is more likely to utilize the Center's services in line with the current colorectal screening guidelines from the Centers for Disease Control and the American Cancer Society recommendation that adults aged 45 to 75 years old be screened for colorectal cancer. By 2030, the CPAD estimates this cohort will be 37% of the total population, a decrease of 2%.

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

Ambulatory Surgery within a 15-Mile Radius of Proposed Center

Facility Name	Type	Patient Visits		
		2022	2023	2024
Peconic Bay Medical Center	Hospital	6,218	7,665	7,865
Stony Brook Southampton Hospital	Hospital	4,656	3,965	4,262
Total Visits		10,874	11,630	12,127

Source: HFIS and SPARCS

The facilities listed above provide multi-specialty ambulatory gastroenterology surgical services in a hospital setting. East End Surgery Center, LLC (CON 242161) was recently approved to establish a single specialty – gastroenterology ASC in Suffolk County and is 12.6 miles/15 minutes away from this proposed site.

Per the applicant, this project will convert one (1) existing private office-based surgical practice in Suffolk County, consisting of six (6) physicians, into a single-specialty FASC. All of the projected patients who will be treated at the Center are existing patients of the participating physicians' private practice and reside in Suffolk County. Upon approval of this application, the surgical component of the private practice will close; however, the practice will continue to provide consultations, follow-up, and pre- and post-procedure appointments. Each proposed physician member of Hamptons Endoscopy is affiliated with Great South Bay Endoscopy Center, an existing single-specialty FASC specializing in Gastroenterology, located in Suffolk County, 22 miles from the proposed ASC. According to the applicant, none of the procedures proposed in this application will come from Great South Bay Endoscopy Center or from any hospital.

After the Center is established, the participating physicians will continue to be on call and see patients at the hospitals they are currently affiliated with, as well as perform inpatient and ambulatory procedures that are more appropriately performed in a general hospital setting.

The number of projected procedures is 3,185 in Year One and 3,681 in Year Three, with Medicaid at 25% and Charity Care at 2%. These projections are based on the current practices of participating surgeons. The table below shows the applicant's projected payor source utilization for Years One and Three.

Payor	Year One		Year Three	
	Volume	%	Volume	%
Commercial FFS	934	29.3%	1,080	29.3%
Commercial MC	467	14.7%	540	14.7%
Medicare FFS	134	4.2%	155	4.2%
Medicare MC	535	16.8%	618	16.8%
Medicaid FFS	159	5.0%	184	5.0%
Medicaid MC	637	20.0%	736	20.0%
Charity Care	64	2.0%	74	2.0%
Other (Union plans)	255	8.0%	294	8.0%

The Center expects to contract with the following Medicaid Managed Care Plans: Healthfirst, Fidelis, MetroPlus, and Molina. The center will also reach out on a regular basis to any area Federally Qualified Health Centers (FQHC) such as Sun River Health and Long Island Select Healthcare, to bring additional Charity Care and Medicaid patient referrals to the center. The center will develop a financial assistance policy with a sliding fee scale to be utilized when the center is operational.

Conclusion

Approval of this project will bring existing procedures that are being performed by the applicants' office-based private practices into the regulatory environment of Article 28 health care facilities.

Program Analysis

Program Proposal

Proposed Operator	Hamptons Endoscopy, LLC
To Be Known As	Hamptons Endoscopy
Site Address	68-100 Old Riverhead Road, West Hampton, NY 11978 (Suffolk County)
Specialties	Ambulatory Surgery - Single Specialty
Hours of Operation	Monday through Friday, 7:00 a.m. to 5:00 p.m.
Staffing (1st Year / 3rd Year)	12.0 FTEs / 12.5 FTEs
Medical Director	Ajish Pillai, M.D.
Transfer Agreement and Distance	Peconic Bay Medical Center 1 Heroes Way Riverhead, NY 11901 (Suffolk County) 8.1 Miles away / 15 Minutes away
Nearest Hospital	Peconic Bay Medical Center 8.1 Miles away / 15 Minutes

The Center will seek accreditation from either the Joint Commission on Accreditation of Healthcare Organizations (JCAHO), the Accreditation Association for Ambulatory Health Care (AAAHC) or the American Association for the Accreditation of Ambulatory Surgery Facilities, Inc. (AAAASF) within two (2) years of operations.

Renovations proposed will include 4,499 square feet of space on the first floor of an existing single-story mixed-use building and 1,350 square feet of space on the basement level, for a total of 5,849 square feet of functional space. Hamptons Endoscopy will include three (3) endoscopy procedure rooms, eight (8) pre- & postoperative patient care beds, and supporting spaces. Renovations will take approximately six (6) months to complete.

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 will be open Monday through Friday, 7:00 am to 5:00 pm. As the Center matures, an expanded operating schedule is expected to be maintained to accommodate the needs of both patients and physicians. Weekend and/or evening procedures will be made available, if needed, to accommodate patient scheduling issues.

Hamptons Endoscopy, LLC has a Transfer and Affiliation Agreement with Northwell Health/Peconic Bay Medical Center. Peconic Bay Medical Center is located at 1 Heroes Way, Riverhead, NY 11901.

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

Position	Year One	Year Three
Management and Supervision	3	3
Technician and Specialist	4	4
Registered Nurses	3	3.5
Surgeons (will only be member physicians)	N/A - establishing	
Clerical and Other Administrative	2	2
Totals	12	12.5

Physicians will come from the Hamptons physician members' existing office-based surgical practice.

The members of Hamptons Endoscopy, LLC are as follows:

Name	Membership Interest
Rahul Bajaj, M.D.	18.0 %
Joel Chandy, M.D.	18.0 %
Ajish Pillai, M.D.	18.0 %
Kevin Sano, M.D.	18.0 %
Ravi Singh, M.D.	18.0 %
Rachana Oak, D.O.	4.0 %
TOTAL	94.0 %
Sapient Health Management, LLC:	
Joseph Romano	
Direct membership	50.0%
Indirect Membership	3.00%
Alexander (Bill) Ingram	
Direct membership	50.0%
Indirect Membership	3.00%
Total	100 % Direct / 6% Indirect

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

Dr. Ajish Pillai, M.D. is a board-certified gastroenterologist who, in addition to being a member of Hamptons Endoscopy, will serve as the Center's Medical Director as well as perform gastroenterology procedures at the Center.

Character and Competency

Ajish Pillai, M.D. completed Postgraduate Training as Chief Fellow of Gastroenterology and Hepatology at Hahnemann University Hospital in Philadelphia, Pennsylvania in 2016; graduated with a Medical Degree (Allopathic Medicine) in 2010 from Saba University School of Medicine in Devens, Massachusetts; and received a Bachelor of Science degree in 2006 from the State University of New York at Stony Brook in Stony Brook, New York. Dr. Pillai was licensed by the American Board of Internal Medicine in 2013; became ABIM certified in Gastroenterology in 2016; and received a New York Medical license in 2018.

Since 2018, Dr. Pillai has been a clinical Physician Partner at Brookhaven Gastroenterology and Associates, P.C.; and was a Faculty Gastroenterologist from 2016 to 2018.

Dr. Pillai disclosed a 12.25% membership interest with Great South Bay Endoscopy Center, LLC.

Rahul Bajaj, M.D. completed a Doctor of Medicine degree at SUNY HSCB Downstate College of Medicine in Brooklyn, New York, in 2001; received a Master of Arts/Medical Informatics at Columbia University in New York in 2001; and received a Bachelor of Arts degree from Cornell University in Ithaca, New York, in 1996. Dr. Bajaj has been a board-certified gastroenterologist since 2008, was licensed as an ABIM Diplomate in Internal Medicine since 2004, and received a medical license from New York State in 2008.

Dr. Bajaj completed a Post Graduate Fellowship in Gastroenterology at Emory University in Atlanta, Georgia in 2008, and completed a Residency in Internal Medicine at Emory University in 2004. Since 2008, Dr. Bajaj has been an Attending Clinical Physician at Brookhaven Gastroenterology and Associates, P.C. in Patchogue, New York, and was the Subspecialty Coordinator/Gastroenterology for the Internal Medicine Residency Program at LICH from 2016 to 2024.

Dr. Bajaj disclosed a 12.25% membership interest with Great South Bay Endoscopy Center, LLC.

Joel Myladoor Chandy, M.D. completed a Doctor of Osteopathic Medicine degree at New York Institute of Technology College of Osteopathic Medicine in Glen Head, New York in 2015, and received a Bachelor of Science degree from the New York Institute of Technology in Old Westbury, New York, in 2012. Dr. Chandy was licensed in 2022 as a Physician in Gastroenterology.

Since 2021, Dr. Chandy has been an ABIM Board Certified Gastroenterologist at Brookhaven Gastroenterology and Associates, P.C.; was a Gastroenterologist Fellow at Hackensack Meridian Health-Palisades Medical Center from 2018 to 2021; was a Co-Chief Medicine Resident at the Hackensack Meridian Health-Palisades Medical Center from 2015 to 2018.

Dr. Chandy disclosed a 12.25% membership interest with Great South Bay Endoscopy Center, LLC.

There is one (1) undisclosed active lawsuit, Lubitz V. Chandy, for medical malpractice-torts filed October 2024.

Kevin Sano, M.D. completed a Fellowship at Stony Brook University Hospital in Stony Brook, New York in 2003; completed a Residency at Monmouth Medical Center Hospital in Long Branch, New Jersey in 2000; completed an Internship at Monmouth Medical Center in 1997; received a Medical Degree from Ross University School of Medicine in New York in 1997; and received a Bachelor of Science / Kinesiology from the University of Colorado at Boulder in Boulder, Colorado in 1992. Dr. Sano has worked at Brookhaven Gastroenterology and Associates, P.C. since 2003, and in 2000, he became licensed in ABIM-Medicine and ABIM-Gastroenterology by New York State.

Dr. Sano disclosed a 12.25% membership interest with Great South Bay Endoscopy Center, LLC.

There is one (1) undisclosed active lawsuit Alston V. Sano for Medical Malpractice-Torts filed April 2025.

Ravi P. Singh, M.D. completed a Medical Education at Mahatma Gandhi Memorial Medical College in Indore, India in 1991; completed post graduate courses at Mahatma Gandhi Memorial Medical College in 1993 and in 1997, Dr. Singh received a Medical License from New York State.

Dr. Singh has worked and is a Managing Partner at Brookhaven Gastroenterology and Associates, P.C., and as a Medical Director and as an Attending Gastroenterologist at Great South Bay Endoscopy Center.

Dr. Singh disclosed a 12.25% membership interest with Great South Bay Endoscopy Center, LLC.

There are two (2) undisclosed active lawsuits, Alston V. Sano for Medical Malpractice-Torts filed April 2025, and Saurin Patel and Pooja Vyas V. Singh for Medical Malpractice-Torts filed February 2025.

Rachana Oak, D.O. completed a Doctor of Osteopathic Medicine degree at New York College of Osteopathic Medicine in Old Westbury, New York, in 2014, and received a Bachelor of Arts in English degree from Drexel University in Philadelphia, Pennsylvania, in 2009. Dr. Oak received a medical license from New York State in 2019.

Dr. Oak is currently an Attending Physician Gastroenterologist at Brookhaven Gastroenterology Associates, P.C. since 2021; was the Chief Fellow in Gastroenterology at Coney Island Hospital from 2018 to 2021; completed a Transplant Hepatology Fellowship at Rutgers University Hospital from 2017 to 2018, and completed an Internal Medicine Residency at NYU Langone Hospital-Brooklyn from 2014 to 2017.

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 by 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 other area Federally Qualified Health Centers (FQHC), like Sun River Health 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 Costs and Financing

Total project costs for construction, fit out, and the acquisition of movable equipment are estimated at \$3,310,887, and broken down as follows:

Renovation & Development	\$1,777,745
Design Contingency	177,774
Construction Contingency	177,774
Architect/Engineering Fees	177,774
Construction Manager Fees	88,888
Other Fees	20,000
Movable Equipment	800,000
Financing Costs	12,500
Interim Interest Expense	58,333
CON Application Fee	2,000
Additional CON Processing Fee	<u>18,099</u>
Total Project Cost	\$3,310,887

The applicant's plan for financing is as follows:

Equity (Applicant Member)	\$605,907
Landlord Tenant Improvement Allowance	\$204,980
Construction Loan (5-year term, 7.00% interest, 5-year amortization)	\$1,800,000
Equipment Loan (5-year term, 7.00% interest)	<u>\$800,000</u>
Total	\$3,310,887

BFA Attachment A, Proposed Members' Net Worth Statements, indicates sufficient liquid resources to fund the equity requirement for project costs and the working capital portion. Panacea Financial has submitted a letter of interest for the respective financings of Construction and Equipment loans at the stated terms. The landlord tenant allowance will not be repaid through the lease.

Operating Budget

The applicant has submitted their first-and third-year operating budget, in 2025 dollars, summarized below.

	<u>Year One</u>		<u>Year Three</u>	
Revenues:	<u>Per Procedures</u>	<u>Revenues</u>	<u>Per Procedures</u>	<u>Revenues</u>
Commercial FFS	\$1,199.58	\$1,120,406	\$1,199.46	\$1,295,416
Commercial MC	\$1,199.58	\$560,203	\$1,199.46	\$647,708
Medicare FFS	\$628.51	\$84,221	\$628.24	\$97,377
Medicare MC	\$629.69	\$336,886	\$630.27	\$389,508
Medicaid FFS	\$570.53	\$90,715	\$570.03	\$104,885
Medicaid MC	\$569.64	\$362,859	\$570.02	\$419,538
Other	\$629.11	<u>\$160,422</u>	\$630.88	<u>\$185,480</u>
Total Revenues		\$2,715,712		\$3,139,912
Expenses:				
Operating Expense	\$594.66	\$1,893,984	\$547.16	\$2,014,114
Capital Expense	<u>\$152.10</u>	<u>\$484,437</u>	<u>\$140.96</u>	<u>\$518,876</u>
Total Expense:	\$746.76	\$2,378,421	\$688.13	\$2,532,990
Net Income:		<u>\$337,291</u>		<u>\$606,922</u>
Total Procedures		3,185		3,681

The following assumptions were considered for the operating budget:

- Medicare revenues are based on the Medicare fee schedule. Commercial revenues are based on the physicians' past commercial payor rate experience for the types of gastroenterology cases they would perform at the center. Medicaid revenues are based on the recent APG rates listed on the Department of Health website.
- Expense and utilization assumptions reflect the physicians' experience in operating through private practice.
- Data by CPT code detailing case mix and volume was provided to support payment rates and revenue projections. It is estimated that 45.21% will be Esophagogastroduodenoscopy services, 44.99% will be Colonoscopy services, and 9.8% of the procedures will be other services. The budget appears reasonable given the payment and expense rates for these types of procedures performed at the FASC.
- Volume is based on the historical experience of the six Proposed physicians' members of Hamptons Endoscopy, LLC, the proposed physician members have submitted letters in support of utilization projections.

Utilization by payor sources is anticipated as follows:

	<u>Year One</u>		<u>Year Three</u>	
	<u>Procedures</u>	<u>Percentage</u>	<u>Procedures</u>	<u>Percentages</u>
Commercial FFS	934	29.30%	1,080	29.30%
Commercial MC	467	14.70%	540	14.70%
Medicare FFS	134	4.20%	155	4.20%
Medicare MC	535	16.80%	618	16.80%
Medicaid FFS	159	5.00%	184	5.00%
Medicaid MC	637	20.00%	736	20.00%
All Other	255	8.00%	294	8.00%
Charity Care	<u>64</u>	<u>2.00%</u>	<u>74</u>	<u>2.00%</u>
Total	3,185	100.00%	3,681	100.00%

Lease Rental Agreement

The applicant has submitted a draft lease for the proposed site, the terms are summarized below:

Date:	TBD
Premises:	4,499 sq ft on the first floor of the building plus approximately 1,350 sq ft of basement space located at 68-100 Old Riverhead Road West Hampton, NY. Total Sq ft 5,849.
Landlord:	Hildreth Real Estate Advisors (Old Riverhead Road Partners LLC and XLS Westhampton LLC)
Tenant:	Hamptons Endoscopy LLC
Term:	15 Years with One (1) Five (5) year renewal option.
Rent:	\$245,658 for year 1 (\$20,471.50 per month) increased 3% annually for years 2-15. Year one has a landlord rent credit of \$88,000, making total rent for year one \$157,658
Provisions:	Triple Net Lease

This an arm's length agreement since there is no relationship between the landlord and tenant. The applicant submitted letters from two (2) New York State licensed realtors attesting to rent being of fair market value.

Administrative Services Agreement

The applicant has submitted an executed Administrative Service Agreement, the terms are summarized below:

Date:	June 26, 2025
Facility:	Hamptons Endoscopy, LLC
Consultant:	Sapient Health Management, LLC
Terms:	2 years with automatic 1-year renewals
Services Provided:	Securing/monitoring permits/licenses, certifications to operate, Advising/assisting in purchase of supplies/capital equipment; developing/providing/advising regarding production/updating of Center policies/procedure manuals, seeking advice of legal counsel at Company's cost/expense regarding the creation of operational documents; reviewing the services menu to confirm service to be provided in practice/revising list accordingly; Providing billing services/other financial management services, Assist/supervise but not providing billing/collection services; Assist with development of fee schedules/payor contracts, ; Assist in formation/implementation/ongoing monitoring of utilization management/quality assurance procedures/protocols, and software management systems; assist in human resources administration. Provide supervisory administrative services; on-site oversight/presence not less than an average of three (3) days per week; Assist in developing capital budget reflecting appropriate levels of expenditures. developing operating budget establishing/maintaining accounting procedures/controls and report generation, maintain accounting/payroll systems; credentialing/education/training of clinical staff; Meet with the Company's governing board/ownership to review performance; Perform other consulting/administrative duties reasonably requested by Company on mutually acceptable terms and subject to New York State law.
Payment:	\$180,000 annually (\$15,000 monthly)

While Sapient Health Management, LLC will be providing all the above services, Hamptons Endoscopy, LLC retains ultimate control in all final decisions associated with the services. The applicant submitted an executed attestation stating that the applicant understands and acknowledges that there are powers that must not be delegated, the applicant will not willfully engage in any illegal delegation, and understands that the Department will hold the applicant accountable. It is also noted that the proposed ASA is not an arm's length agreement as there is a relationship between the facility operator and the contractor.

ASC Development Agreement

The applicant has submitted an executed ASC Development Agreement, the terms are summarized below:

Date:	January 1, 2025
Owner:	Hamptons Endo, LLC
Developer:	Sapient Health Management, LLC
Services Provided:	Consulting services with respect to the development activities relating to the surgery center.
Term:	Effective for 2 years or until FASC becomes operational
Payment:	\$5,500 a month

Capability and Feasibility

The total project cost of \$3,310,887 will be funded with \$605,907 of members' equity; a \$1,700,000 bank construction loan, self-amortizing for a 5-year term at a 7% interest rate; an \$800,000 bank loan for equipment, self-amortizing for a 5-year term at a 7% interest rate, and \$204,980 in Landlord-tenant improvement allowance. Panacea Financing has provided a letter of interest for the two loans.

The net worth summary of the proposed members of Hamptons indicates that the applicants have sufficient funds to cover the equity requirement.

Working capital requirements are estimated at \$422,164, based on two months of third-year expenses. The applicant will fund the working capital needs with a loan of \$211,082 at 7.00% interest for a 5-year term and the remaining \$211,082 will come from members' equity. Panacea Financing has provided a letter of Interest for the working capital funding. The net worth summary of the proposed members of Hamptons indicates the availability of sufficient funds for the equity requirement. BFA Attachment B, Pro Forma Balance Sheet as of the first day of operations, indicates a positive member equity position of \$1,226,949

The applicant projects net income of \$337,291 and \$606,922 in Year One and Year Three, respectively. Revenues are based on the current Medicare fee schedule, the Medicaid APG rates, and the Commercial rates experience of the physicians in their private medical practice. 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 Statement of the Proposed Member of Hamptons Endoscopy, LLC
BFA Attachment B	Pro Forma Balance Sheet Hamptons Endoscopy, LLC
BFA Attachment C	Organizational Chart

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 2801-a of the Public Health Law, on this 4th day of December 2025, having considered any advice offered by the Regional Health Systems Agency, the staff of the New York State Department of Health, and the Establishment and Project Review Committee of this Council and after due deliberation, hereby proposes to approve the following application to establish and construct a Single-Specialty Ambulatory Surgery Center for Gastroenterology, at 68-100 Old Riverhead Road, West Hampton, and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that any approval of this application is not to be construed as in any manner releasing or relieving any transferor (of any interest in the facility that is the subject of the application) of responsibility and liability for any Medicaid (Medicaid Assistance Program -- Title XIX of the Social Security Act) or other State fund overpayments made to the facility covering the period during which any such transferor was an operator of the facility, regardless of whether the applicant or any other entity or individual is also responsible and liable for such overpayments, and the State of New York shall continue to hold any such transferor responsible and liable for any such overpayments, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

252019 B

FACILITY/APPLICANT:

Hamptons Endoscopy

APPROVAL CONTINGENT UPON:

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 loan commitment for the building's construction, acceptable to the Department of Health. [BFA]
5. Submission of an executed loan commitment for equipment, acceptable to the Department of Health. [BFA]
6. Submission of an executed working capital loan, acceptable to the Department of Health. [BFA]
7. Submission of an executed building lease agreement, acceptable to the Department of Health. [BFA]
8. 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]
9. 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]

10. The lease provided is a proposal, not an executed lease. As such, a fully executed, dated lease with the rider as proposed must be provided. [CSL]

APPROVAL CONDITIONAL UPON:

1. This project must be completed by **March 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 **June 15, 2026**, and construction must be completed by **December 15, 2026**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [PMU]
3. The submission of Final Construction Documents, as described in BAER Drawing Submission Guidelines DSG-05, is required prior to the applicant's start of construction. [AER]
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]

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a complete response to each individual contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the Contingencies Tab in NYSE-CON.



Project # 252038-B

Springbrook Wellness Clinic

Program: Diagnostic and Treatment Center **County:** Otsego
Purpose: Establish and Construct **Acknowledged:** August 1, 2025

Executive Summary

Description

Springbrook Wellness, Inc., a not-for-profit organization, is seeking approval to establish and construct an Article 28 diagnostic and treatment center (D&TC) on an existing campus at 5588 State Highway 7, Oneonta, New York (Otsego County).

The proposed primary care clinic will have four (4) exam rooms and serve rural and medically underserved communities, with a focus on intellectual and developmental disabilities (IDD) populations to provide access, coordination, and continuity of care. The D&TC will provide primary care, chronic disease management, wellness visits, immunizations, patient/caregiver education, and referrals for behavioral health and specialty care services.

Jacob P. VanHouten, M.D., will serve as the Medical Director. The applicant is negotiating a transfer and affiliation agreement with Bassett Medical Center's A.O. Fox Memorial Hospital, 2.6 miles/5 5-mile drive from the applicant.

OPCHSM Recommendation
Contingent Approval

Need Summary

The number of projected visits is 5,000 in Year One and 6,500 visits in Year Three.

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 \$1,629,603 will be funded with equity from the Springbrook Foundation, Inc.

Budget:	<u>Year One</u>	<u>Year Three</u>
Revenues	\$738,970	\$1,074,717
Expenses	<u>764,971</u>	<u>870,550</u>
Excess (rev./exp)	(\$26,001)	\$204,167

Health Equity Impact Assessment

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

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

Approval contingent upon:

1. Submission of a check for the amount enumerated in the approval letter, payable to the New York State Department of Health. Public Health Law Section 2802.7 states that all construction applications requiring review by the Public Health and Health Planning Council shall pay an additional fee of fifty-five hundredths of one percent of the total capital value of the project, exclusive of CON fees. [PMU]
2. Submission of an executed transfer and affiliation agreement, acceptable to the Department, with a local acute care hospital. [HSP]

Approval conditional upon:

1. This project must be completed by **April 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 **June 1, 2026**, and construction must be completed by **January 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 staff of the facility must be separate and distinct from the staff of other entities; the signage must clearly denote that the facility is separate and distinct from other entities; the clinical space must be used exclusively for the approved purpose; and the entrance must not disrupt any other entity's clinical program space. [HSP]
4. The 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

December 4, 2025

Need Analysis

Project Description

Springbrook Wellness, Inc. is seeking approval to establish and construct an Article 28-licensed Diagnostic and Treatment Center (D&TC) in Otsego County, New York. The clinic will be located at 5588 State Highway 7, Oneonta, New York 13820, and provide Medical Services - Primary Care. The center will serve rural communities with a focus on individuals with intellectual and developmental disabilities (IDD).

Background & Analysis

The facility will be located in Otsego County and will provide services to residents in the rural areas of Otsego, Delaware, and Chenango Counties. The facility will be located in a Health Professional Shortage Area for Dental Health, Mental Health, and Primary Care. Demographics for the primary service area are noted below, including a comparison with New York State. As noted in the table below, the county populations within the applicant's service area are expected to see a slight decline by 2030.

Demographics	Otsego	Delaware	Chenango	New York State
Total Population – 2023 Estimate	59,738	44,551	46,685	19,872,319
2030 Projected Population (PAD)	59,008	42,076	44,197	20,604,030
Percent Change of Projected Population (Census vs. PAD)	-1.22%	-5.56%	-5.33%	3.68%
Hispanic or Latino (of any race)	4.30%	4.70%	2.40%	19.60%
White (non-Hispanic)	88.70%	89.70%	92.90%	53.40%
Black or African American (non-Hispanic)	2.20%	1.50%	0.50%	13.60%
Asian (non-Hispanic)	1.50%	0.80%	0.50%	8.80%
Other (non-Hispanic)	3.30%	3.30%	3.70%	4.60%

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

Otsego, Delaware, and Chenango Counties had health coverage as follows:

	Otsego County	Delaware County	Chenango County
Health Coverage	95.40%	95.40%	96.60%
Employer plans	46.00%	37.80%	41.80%
Medicaid	18.50%	25.40%	25.20%
Medicare	15.80%	20.90%	15.40%
Non-group plans	14.20%	10.60%	12.80%
Military or VA plans	0.97%	0.73%	1.41%

Source: Data USA

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

Applicant Projected Payor Mix		
Payor	Year One	Year Three
	Outpatient	
Commercial	15.00%	30.00%
Medicare	20.00%	30.00%
Medicaid	65.00%	40.00%

Source: Applicant

The number of projected visits is 5,000 in Year One and 6,500 visits in Year Three. The applicant explains that the growth will be based on expanding community demand. The center will be staffed in a phased manner to ensure efficient and sustainable delivery of services, avoiding overstaffing, while building toward full provider capacity.

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 adult PQI rates for 2024 related to this application.

Hospital Admissions Per 100,000 Adults				
PQI Name	Otsego County	Delaware County	Chenango County	New York State
Diabetes Short-Term Complications	4	4	6	7
Diabetes Long-Term Complications	9	19	15	12
Chronic Obstructive Pulmonary Disease (COPD) or Asthma (ages 40+ years)	11	32	18	25
Hypertension	2	6	3	7
Heart Failure	29	53	49	39
Community-Acquired Pneumonia	12	30	28	12
Urinary Tract Infection	9	21	14	13
Uncontrolled Diabetes	1	2	3	5
Asthma (ages 18-39 years)	0	0	2	4
Lower-Extremity Amputation	2	9	4	4
Prevention Quality Overall Composite	74	161	133	114

Source: NYSDOH, Data Hub

Rates are per 10,000 and are rounded crude rates

The facility will be open 8 am to 4 pm Monday through Friday, and the applicant is willing to extend the hours if needed. The applicant plans to negotiate a transfer and affiliation agreement with Bassett Medical Center's A.O. Fox Memorial Hospital, which is 2.2 miles from the applicant.

While the clinic will be open to the community, its design, staffing, and specialized training are intended to meet the needs of the IDD population. According to the applicant, the region includes a significant population of individuals with IDD who have a higher risk of chronic conditions and face barriers to care. The new facility will focus on this population by providing tailored services to the community. They will provide primary care, including preventative services, chronic disease management, behavioral health integration, immunizations, and care coordination.

Springbrook anticipates patients coming to the center from the following sources: Springbrook's program participants, Office for People with Developmental Disabilities (OPWDD) Care Coordination Organizations, school districts, county DSS, and local behavioral health/IDD agencies.

Currently, there are multiple primary care providers in the Otsego area, including Bassett Healthcare; however, according to the applicant, these facilities do not specialize in IDD accommodations (extended visits, sensory-friendly settings, care coordination, trained staff). The applicant has received concerns that there is frequent turnover, refusals, or a lack of IDD experience in nearby practices. The decline in primary care providers has created long waitlists, wait times, and gaps in care. Many of these patients are currently reporting to the Emergency Department, which puts additional strain on Bassett Hospital.

Transportation in the area can be difficult due to its rural nature, and patients will be coming from surrounding areas. The central location of these rural areas is Oneonta, where the center will be located. The facility will be located 0.5 miles off the exit of Highway I-88, increasing accessibility from the east and west regions. In addition, there is Medicaid Non-Emergency Transportation (NEMT), which is no cost for Medicaid members and is already widely utilized by individuals with intellectual and developmental disabilities (IDD). Patients will also have the option of family transportation and partner agency shuttles, which can be used by non-Medicaid patients.

Conclusion

Approval of this project will provide improved access to primary care for individuals with developmental disabilities in Otsego and surrounding rural areas. The applicant anticipates a reduction in emergency room usage, increased preventative services, and improved health outcomes.

Program Analysis

Project Proposal

Proposed Operator	Springbrook Wellness, Inc.
Site Address	5588 State Highway 7, Oneonta, NY 13820 (Otsego County)
Specialties	Medical Services- Primary Care
Hours of Operation	Monday through Friday from 8:00 AM to 4:00 PM
Staffing (1 st Year / 3 rd Year)	4.5 FTEs / 4.5 FTEs
Medical Director(s)	Jacob P. VanHouten, MD
Emergency, In-Patient, and Backup Support Services Agreement and Distance	Expected to be provided by: A.O. Fox Memorial Hospital, 2.6 miles/5-minute drive time

The extension clinic will be at 5588 State Highway 7, Oneonta, NY 13820, Otsego County. This location was selected based on its integration with existing services provided by Springbrook, including residential, educational, and community-based support and programs for individuals with IDD. Locating the clinic on the campus ensures continuity of care for current Springbrook residents while improving access for the broader IDD rural population across Otsego, Delaware, and Chenango Counties.

The proposed operator of Springbrook Wellness Clinic is Springbrook Wellness, Inc., a newly formed not-for-profit entity created to operate licensed healthcare services within the Springbrook system. Springbrook Partners, Inc. will serve as the sole member (parent organization) of Springbrook Wellness Inc.

The proposed clinic will offer:

- Comprehensive and preventative primary care
- Chronic disease and medication management
- Wellness visits and immunizations
- Patient and caregiver education
- Referrals and care coordination for behavioral health and specialty services

All services will be delivered through a disability-competent, trauma-informed, and person-centered approach, with accommodations for complex sensory, cognitive, behavioral, and emotional needs.

The clinic will occupy renovated space on Springbrook's community campus. Three existing multipurpose rooms will be converted into a four-exam room clinic with appropriate clinical and administrative support areas.

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

Position	Year One	Year Three
Management and Supervision	0.5	0.5
Registered Nurses	1.0	1.0
Licensed Practical Nurses	1.0	1.0
Nurse Practitioners	2.0	2.0
Totals	4.5	4.5

Springbrook Wellness, Inc. Membership Structure:

Member	Position
Cailin Purcell	Trustee/Director
Reginald Knight	Trustee/Director
Patricia O'Brien	Trustee/Director
Wade Harman	Trustee/Director

Membership structure for Springbrook Partners, Inc., the sole member (parent organization) of Springbrook Wellness Inc.

Member	Position
Alberto Cardelle	Director
William Mirabito	Treasurer
Gerald Pondolfino	Vice Chair/Secretary
John Anderson	Director
Patricia Kennedy	Director

Character and Competence

Jacob P. VanHouten, MD, will be the medical director. Dr. VanHouten has worked as the Associate Chief Medical Information Officer, Population Health Physician Advisor, and Primary Care Physician at Bassett Healthcare Network since 2024. Prior to this, Dr. VanHouten was a Primary Care Physician at ArchWell Health from 2023-2024. Dr. VanHouten graduated from Vanderbilt University School of Medicine with a Doctor of Medicine in 2018 and completed a residency in internal medicine at Griffin Hospital in 2020 and an Advanced Professional Master of Public Health Program at Yale School of Public Health in 2021, followed by a Preventive Medicine Residency at Griffin Hospital in 2022.

Cailin Purcell has been the Vice President of Operations at Bassett Medical Center since 2022. Prior to this, Cailin was the Chief of Staff, Vice President of Bassett Healthcare Network Communications and Marketing from 2020 to 2022. Cailin held various other roles at Bassett Medical Center, such as Senior Director of the Department of Surgery, Women's Health, Anesthesia, and Perioperative Services from 2018 to 2020, Senior Director of the Department of Surgery and Women's Health in 2018, and Senior Director, Department of Medicine and Network Hospitalist Program from 2014 to 2018. Cailin graduated from SUNY Buffalo with a bachelor's degree in 1992 and from Lesley College in 1994 with a master's degree. Cailin graduated from SUNY Albany in 2013 with a Master of Business Administration.

Reginald Knight, M.D., worked as the Senior Vice President of Bassett Healthcare Network from 2020 until retiring in 2024. Prior to this, Dr. Knight worked as the Vice President of Medical Affairs for AO Fox Memorial Hospital from 2016 to 2020, and as the Director of Bassett Spine Care Institute from 2009 to 2016. Dr. Knight graduated from SUNY Upstate with a medical degree in 1980. Dr. Knight completed a General Surgery Internship at New York Medical College in 1981 and an Orthopedic Surgery Residency in 1985, followed by a Fellowship in Spinal Surgery at the University of Rochester School of Medicine in 1986. Dr. Knight is Board Certified in Orthopedic Surgery.

Patricia O'Brien has served on the Springbrook Board of Directors from 2018 to present and on the Springbrook Foundations Board of Directors from 2022 to present. Patricia graduated from SUNY College at Buffalo in 1973 with a bachelor's degree in special education and from the College of New Rochelle in 1978 with a master's degree in special education.

Wade Harman has worked as a Chief Financial Officer for Springbrook, NY, Inc. and Affiliates since 2013 and has been on the board of directors at AO Fox Memorial Hospital since 2022. Prior to these roles, Wade was the Assistant Director of Finance at The Arc Otsego from 1996 to 2013. Wade graduated from Siena College with a bachelor's degree in 1995.

Alberto Cardelle currently serves as the President of the State University of New York at Oneonta, having been in this role since 2021, and is also a Member of the Board of Directors at AO Fox Hospital. Prior to this, Alberto was the Provost and Vice President for Academic Affairs at Fitchburg State University from 2016 to 2021 and was the Dean for the College of Health Sciences at East Stroudsburg University from 2013 to 2016. Alberto graduated from Tulane University with a bachelor's degree in 1986, from Boston University with a Master of Public Health in 1989, and from the University of Miami with a Doctor of Philosophy in 1999.

William Mirabito served as President and CEO of Mirabito Holdings, Inc., in this role from 1985 to 2025. William graduated from LeMoyne College with a bachelor's degree in 1982.

Gerald Pondolfino has been employed in his own private practice from 1989 to the present day. Dr. Pondolfino graduated from Villanova University with a bachelor's degree in 1985 and from Georgetown University School of Dentistry with a Doctor of Dental Surgery in 1989.

John Anderson retired in 2023. Prior to retirement, John worked as the Special Advisor to the Chancellor of the SUNY System Administration from 2022 to 2023, and as the Officer in Charge at Alfred State College from 2021 to 2022. Prior to this, John was the Coordinator of the New Presidents Academy for the American Association of State Colleges and Universities from 2020 to 2021, a faculty member of the New Presidents Academy from 2014 to 2021, and an Associate Consultant from 2018 to 2021. From 2013 to 2018, John served as the President of Millersville University. John graduated from Cornell University with a Doctor of Philosophy in 1997.

Patricia Kennedy has been the Chief Executive Officer of Springbrook, a \$45 million not-for-profit organization with 1,100 employees, offering a range of services, education, clinic, rehabilitative, and support services for individuals and their families since 1995. Patricia graduated from SUNY at Oswego with a bachelor's degree in 1973 and from Syracuse University with a master's degree in 1982 and a Certificate of Advanced Study in 1984.

Compliance with Applicable Codes, Rules, and Regulations

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

The total project cost, which is for new construction and movable equipment, is estimated at \$1,629,603 in 2025 dollars, further broken down as follows:

Renovation & Demolition	\$1,190,393
Design Contingency	\$107,922
Construction Contingency	\$59,357
Architect/Engineering Fees	\$89,500
Construction Manager Fees	\$53,504
Movable Equipment	\$83,280
Telecommunications	\$34,744
Total Basic Cost of Construction	\$1,618,700
Application fees:	\$2,000
Processing Fee:	<u>\$8,903</u>
Total Project Cost with fees	\$1,629,603

The total project cost for this application is \$1,629,603, which will be covered with equity from the Springbrook Foundation, Inc.

Operating Budget

The applicant has submitted an operating budget for the first and third years, which is summarized below:

	<u>Year One</u>		<u>Year Three</u>	
<u>Outpatient Revenues:</u>	<u>Per Visit</u>	<u>Revenue</u>	<u>Per Visit</u>	<u>Revenue</u>
Commercial FFS	\$207.00	\$93,150	\$207.00	\$201,825
Commercial MC	\$207.00	62,100	\$207.00	201,825
Medicare FFS	\$177.47	62,115	\$177.47	121,035
Medicare MC	\$177.47	115,355	\$177.47	225,032
Medicaid FFS	\$125.00	142,125	\$125.00	113,750
Medicaid MC	\$125.00	<u>264,125</u>	\$125.00	<u>211,250</u>
Total Revenues		\$738,970		\$1,074,717
Expenses:				
Operating	\$133.82	\$669,115	\$119.05	\$773,821
Capital	<u>\$19.17</u>	<u>95,856</u>	<u>\$14.88</u>	<u>96,729</u>
Total Expenses	\$152.99	\$764,971	\$133.93	\$870,550
Excess of Revenues:		<u>(\$26,001)</u>		<u>\$204,167</u>
Utilization: Visits		5,000		6,500
Cost per Visit		\$152.99		\$133.93

The following is noted with respect to the submitted budget:

- Projected revenues are based on current experience, as the facility must drive the patients off campus to providers. This program would streamline care, making it easier for patients on the campus and access healthcare.
- NYS Medicaid and Medicare APG rates were used to determine projections using Survey Data 2024 from Southern Tier Connect Data.
- Commercial rates are contracted approximately 17% higher than Medicare reimbursements.
- Operating expenses have been determined using the lease expense, and 4.5 FTEs who will be providing care at the facility.
- Utilization projections were based on 2024 D&TC visits, which were over 3,000 visits excluding ER visits. Treatment on-site, as opposed to off-campus, would benefit the IDD patient with less travel time.

Utilization by payor, for the first and third year, is summarized below:

Outpatient:	<u>Visits</u>	<u>%</u>	<u>Visits</u>	<u>%</u>
Commercial FFS	450	9.00%	975	15.00%
Commercial MC	300	6.00%	975	15.00%
Medicare FFS	350	7.00%	682	10.49%
Medicare MC	650	13.00%	1,268	19.51%
Medicaid FFS	1,137	22.74%	910	14.00%
Medicaid MC	<u>2,113</u>	<u>42.26%</u>	<u>1,690</u>	<u>26.00%</u>
Total	5,000	100.00%	6,500	100.00%

Lease Agreement

The applicant has submitted an executed lease agreement summarized below.

Date:	December 6, 2024, which will commence upon PHHPC approval.
Landlord:	Springbrook NY Inc. 105 Campus Drive, Oneonta
Premises:	Oneonta Campus – 5588 State Highway 7 (Existing Building on Campus)
Term:	Initial term is (1) year with 4 one-year auto-renewal options.
Tenant:	Springbrook Wellness Inc.
Rent:	Year One: \$2,093.00 per month Year Two: \$2,017.00 per month Year Three: \$1,937.00 per month Year Four: \$1,853.00 per month Year Five: \$1,765.00 per month Rent decreases due to being located in an existing building owned by the parent organization, a related party. Principal and interest rates are declining as the facility is being paid down. The parent organization is passing the benefit through a decreased lease agreement.
Provisions:	Tenant shall be responsible for utilities, taxes, cleaning, and regular maintenance of the demised premises.

The applicant provided two (2) letters of rent reasonableness from licensed NYS Realtors. Additionally, an executed affidavit has been submitted stating the lease is a non-arm's length agreement as the lessor and lessee have a pre-existing relationship. A landlord-tenant affidavit has been submitted stating there is a relationship between the parties.

Capability and Feasibility

Total project cost of \$1,629,603 will be funded with a gift from the Springbrook Foundation. The working capital requirement is \$145,092, based on two months of the Year Three expenses, will be funded with a gift from the Springbrook Foundation. A letter from the foundation was sent to the Department stating it would cover up to \$2,500,000 for any needed capital or losses that may be experienced during the start-up phase.

BFA Attachment A, 2023 - 2024 Springbrook Foundation Inc. Certified Financial Statements, shows a positive working capital position, a positive net asset position and an excess of revenues over expenses of \$604,226.

The operating budget shows that the facility projects an excess of revenues over expenses of (\$26,001) in Year One and \$204,167 in Year Three. The budget appears reasonable.

BFA Attachment B, Pro Forma Balance Sheet, indicates a net equity position of \$2,500,000 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	Springbrook Foundation, Inc.- Certified Financial Statements for the Year Ending 6/30/023 - 6/30/2024
BFA Attachment B	Pro Forma Balance Sheet - Springbrook Wellness Inc.
BFA Attachment C	Proposed Organizational Chart – Springbrook Wellness, Inc.

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 2801-a of the Public Health Law, on this 4th day of December 2025, having considered any advice offered by the Regional Health Systems Agency, the staff of the New York State Department of Health, and the Establishment and Project Review Committee of this Council and after due deliberation, hereby proposes to approve the following application to establish and construct a new Diagnostic and Treatment Center at 5588 State Highway 7, Oneonta. The proposed primary care clinic will serve rural and medically underserved communities, with a specialized focus on individuals with intellectual and developmental disabilities (IDD)-a population facing persistent disparities in access, coordination, and continuity of care., and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that any approval of this application is not to be construed as in any manner releasing or relieving any transferor (of any interest in the facility that is the subject of the application) of responsibility and liability for any Medicaid (Medicaid Assistance Program -- Title XIX of the Social Security Act) or other State fund overpayments made to the facility covering the period during which any such transferor was an operator of the facility, regardless of whether the applicant or any other entity or individual is also responsible and liable for such overpayments, and the State of New York shall continue to hold any such transferor responsible and liable for any such overpayments, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

252038 B

FACILITY/APPLICANT:

Springbrook Wellness Clinic

APPROVAL CONTINGENT UPON:

1. Submission of a check for the amount enumerated in the approval letter, payable to the New York State Department of Health. Public Health Law Section 2802.7 states that all construction applications requiring review by the Public Health and Health Planning Council shall pay an additional fee of fifty-five hundredths of one percent of the total capital value of the project, exclusive of CON fees. [PMU]
2. Submission of an executed transfer and affiliation agreement, acceptable to the Department, with a local acute care hospital. [HSP]

APPROVAL CONDITIONAL UPON:

1. This project must be completed by **April 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 **June 1, 2026**, and construction must be completed by **January 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 staff of the facility must be separate and distinct from the staff of other entities; the signage must clearly denote that the facility is separate and distinct from other entities; the clinical space must be used exclusively for the approved purpose; and the entrance must not disrupt any other entity's clinical program space. [HSP]
4. The 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]

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a complete response to each individual contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the Contingencies Tab in NYSE-CON.



Project # 242213 E
Ulster Dialysis LLC

Program: Diagnostic and Treatment Center
Purpose: Establishment

County: Ulster
Acknowledged: December 13, 2024

Executive Summary

Description

Ulster Dialysis, LLC, a 13-station Outpatient Dialysis Clinic at 900 Miron Lane, Kingston, NY (Ulster County) is seeking approval to transfer 75.5% ownership interest from one (1) withdrawing member and two (2) remaining members to one (1) new member LLC.

There will be no change in the licensed station capacity or licensed/certified services at this location. The operating entity will continue to be Ulster Dialysis, LLC, d/b/a U.S. Renal Care Ulster Dialysis.

The current and proposed membership is detailed below:

Current Membership	
Member	Ownership
Shawn Dhupar, MD	33.33%
Beth Stefanchik, DO	33.33%
Geoffrey Lee, MD	33.33%
TOTAL	100.00%

Proposed Membership	
Member	Ownership
USRC Kingston Holdco, LLC	75.50%
Hudson Valley Rock, LLC	24.50%
(Beth Stefanchik, DO) (50%)	
(Geoffrey Lee, MD) (50%)	
TOTAL	100.00%

OPCHSM Recommendation

Approval

Need Summary

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

Program Summary

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

Financial Summary

There is no project cost associated with this application. The purchase price for the membership interest is \$233,200 and will be funded with equity by Ulster Dialysis Partners, LLC.

Budget:	Year One	Year Three
Revenues:	\$4,087,548	\$4,580,523
Expenses:	3,870,626	3,995,225
Gain (loss)	\$216,922	\$585,298

Health Equity Impact Assessment

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

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

Approval conditional upon:

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

Council Action Date

December 4, 2025

Program Analysis

Project Proposal

Ulster Dialysis, LLC is requesting approval of a Change in Membership of the current operating entity. Ulster Dialysis operates a 13-station outpatient dialysis clinic, including certified Home Hemodialysis & Peritoneal dialysis training and support services, at 900 Miron Lane in Kingston, NY (Ulster County). No change in the licensed station capacity or licensed/certified services at this location is being requested. Dr. Beth Stefanchik will remain the Medical Director. The operating entity will continue to be Ulster Dialysis, LLC, d/b/a U.S. Renal Care Ulster Dialysis.

The Ulster Dialysis Membership, as approved in the original CON application #181419-B, included: Shawn Dhupar, MD 25%, Paul Feldman, MD 25%, Beth Stefanchik, DO 25% and Geoffrey Lee, MD 25%. The Ulster Dialysis Membership, per the subsequently filed NYSDOH Transfer of Ownership Interest Notice (#242126), to withdraw Paul Feldman, MD, included: Shawn Dhupar, MD, 33.33%, Beth Stefanchik, DO, 33.33% and Geoffrey Lee, MD, 33.33%.

The proposed Ulster Dialysis Membership after this requested Change in Membership includes:

USRC Kingston Holdco, LLC	75.5% (A wholly owned subsidiary of U.S. Renal Care, Inc.)
Hudson Valley Rock, LLC	24.5% (Beth Stefanchik, DO 50%, Geoffrey Lee, MD 50%).

Original Ulster Dialysis members Beth Stefanchik, DO, and Geoffrey Lee, MD, will remain members after this requested Change in Membership.

Original Membership Structure:

Member	Ownership
Shawn Dhupar, MD	33.33%
Beth Stefanchik, DO	33.33%
Geoffrey Lee, MD	33.33%
TOTAL	100%

Proposed membership structure:

Member	Ownership
Ulster Dialysis Partners	100%
USRC Kingston Holdco, LLC	75.5%
(Mark Caputo- Officer)	
(Thomas Wienberg- Officer)	
(James Hilger- Officer)	
(Mary Dittrich- Officer)	
(Christopher Skowron-Officer)	
(Steve Nottingham- Officer)	
Hudson Valley Rock, LLC	24.5%
(Beth Stefanchik, DO)	(50%)
(Geoffrey Lee, MD)	(50%)
TOTAL	100%

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

Position	Year One	Year Three
Management and Supervision	1.9	1.9
Technician and Specialist	4.0	4.5
Registered Nurses	3.5	4.0
Licensed Practical Nurses	1.0	1.0
Social Workers and Psychologist	0.6	0.6
Clerical and Other Administrative	0.5	0.5
Dietician	0.6	0.6
Biomedical	0.8	0.8
Total	12.9	13.9

Character and Competence:

Mark Caputo has been the CEO and President of U.S. Renal Care (USRC) since 2020, owning and operating over 300 dialysis clinics across various states. Prior to this, Mark Caputo was the Managing Partner for Joint Ventures of Fresenius Medical Care from May 2012 to June 2018. They were the CEO of Liberty Dialysis from 2001-2012. They were a chairman of Sounds Inpatient Physicians from 2014 until the sale of the business in 2018. Mark Caputo has ownership in several NYS dialysis businesses, including Vestal Healthcare, LLC, and Fishkill Dialysis, with former ownership in LSL Newburgh, LLC, from 2010 to 2015, and Nassau Dialysis from 1997 to 2018. Mark Caputo graduated from Princeton University with a bachelor's degree in 1990 and from Harvard University with an MBA in 1995.

They have disclosed the following: Applicant from time to time is involved in civil litigation with other private parties related to ongoing business. Applicant has not been subject to any civil action by a governmental entity.

Mary O'Kief Dittrich, MD, FASN, has been the Chief Medical Officer for USRC since 2019. They are also the President of Liberty Administrative Services, functioning in this role since 2018. Mary Dittrich also works as a consultant for Remedy Partners since 2018, a Chief Medical Officer for Glacier Administrative Services since 2018, and a Chief Medical Officer for Liberty Health Partners since 2014. They have also been employed at Boise Kidney and Hypertension Institute since 2005. From 2008-2018, they functioned as the Senior Medical Director for Remedy Partners, and from 2008-2018, they were the Medical Director for Liberty Dialysis Anchorage, Denali. Mary O'Kief Dittrich received a bachelor's degree in nursing from Creighton University in 1991 and a medical degree from the University of Colorado Health Science Center in 1997. They completed their nephrology fellowship and internal medicine residency at the University of Washington, Seattle. They are board-certified in Internal Medicine and Nephrology.

James Hilger has been the Executive Vice President and Chief Financial Officer of USRC since 2022. Prior to this, they held various roles at DaVita Inc., including Interim Chief Financial Officer, Vice President, Vice President and Controller, and, most recently, Chief Accounting Officer from 2010 to 2020. James Hilger graduated from Gonzaga University with a bachelor's in business administration in 1984 and from Pacific Lutheran University with a master's in business administration in 1988.

James Hilger disclosed the following: Da Vitas, Inc.'s subsidiary, DaVita Healthcare Partners, Inc. agreed to pay \$350 million to resolve claims that it violated the False Claims Act by paying kickbacks to induce the referral of patients to its dialysis clinics. The allegations occurred between March 1, 2005, to February 1, 2014, in which DaVita identified physicians or physician groups and offered them lucrative opportunities

to partner with DaVita by acquiring and/or selling an interest in dialysis clinics to which their patients would be referred. Through a series of secondary agreements with the physicians, agreeing not to compete with the DaVita clinic, and non-disparagement agreements to prevent the physicians from referring to other dialysis providers. The lawsuit was United States ex rel. David Barbetta v. DaVita, Inc. et al., No 09-cv-02175-WJM-KMT (D. Col.) The claims settled by this agreement are allegations only; there has been no determination of liability.

The government alleged DaVita used a three-part joint venture business model to induce patient referrals. DaVita also agreed to a Civil Forfeiture in the amount of \$39 million based upon conduct related to two specific joint venture transactions entered into in Denver, Colorado.

DaVita also entered into a Corporate Integrity Agreement with the Office of Counsel to the Inspector General of the Department of Health and Human Services, which requires it to unwind some of its business arrangements and restructure others, and includes the appointment of an Independent Monitor to prospective review of DaVita's arrangements with nephrologists and other health care providers for compliance with the Anti-kickback Statute.

Steven E. Nottingham has been the Senior Vice President, Strategic Partnerships at USRC since September 2020. Prior to this, they were the President of the East Division of USRC from September - December 2019. From April 2014 to September 2019, Steven Nottingham was the General Manager of the East Division at Fresenius Kidney Care. They graduated from California State Polytechnic University, Pomona, with a Bachelor of Science in finance.

Christopher Skowron has been the Senior Vice President/Tax of USRC since 2014, overseeing all corporate and partnership income and indirect tax-related matters. They graduated from DePaul University with a bachelor's degree in 2003.

Thomas L. Weinberg has been the Executive Vice President, General Counsel, and Secretary for U.S. Renal Care for the past 18 years. U.S. Renal Care (USRC) owns and operates over 300 dialysis clinics across various states. Thomas Weinberg has served as the company's representation and protection in legal matters and heads the law and risk management functions of the company, as well as serving as the corporate secretary. Thomas Weinberg graduated from the University of Washington with a bachelor's degree in 1987 and from the University of Washington with a Juris Doctorate in 1990. They received an Advanced Management Certificate from Harvard University in 2004.

Geoffrey Lee, MD, has worked for a private practice in Nephrology and Hypertension since 2017, called Advanced Kidney Care. The practice includes clinical Nephrology and Hypertension, dialysis, post-kidney transplantation care, and cardiovascular disease care. Prior to this, they were employed at Grand Street Medical Associates, a private nephrology practice from 2003-2017. Geoffrey Lee is board-certified in Nephrology and Hypertension as well as Internal Medicine. They are an attending physician at Kingston General and Benedictine Hospitals, as well as Northern Dutchess Hospital. Geoffrey Lee received a bachelor's degree from Washington University in 1993 and a Doctor of Medicine in 1997 from Allegheny/Hahnemann University School of Medicine. They completed a rotating internship in Genitourinary Cancer, Breast Cancer, and Allogeneic BMT services at Memorial Sloan-Kettering Cancer Hospital in 1997 and an Internal Residency Program at North Shore University Hospital/NYU School of Medicine in 2000. They completed a Kidney-Pancreas transplant rotation at New York Hospital/Cornell School of Medicine in 2002 and a fellowship in Nephrology and Hypertension at North Shore University Hospital/NYU School of Medicine in 2003.

Beth Stefanchik, DO, will be the medical director of Ulster Dialysis. They are currently a Nephrology Physician at Advanced Kidney Care of Hudson Valley. They have been in this role since 2017. Prior to this, they were a Nephrology Physician at Northern Medical Group from 2015-2017, and a Nephrology Physician at Grand Street Medical Associates from 2011-2014. Beth Stefanchik graduated from Fordham University with a bachelor's degree in 2001 and from the NY College of Osteopathic Medicine with a doctorate in 2006. They completed their residency in internal medicine at St. Vincent's Catholic Medical

Center in 2009 and a fellowship in nephrology at St. Vincent's Catholic Medical Center and Westchester Medical Center in 2010 and 2011. They are board-certified in nephrology and internal medicine.

Below are cases against DaVita and Fresenius, affiliated facilities of members James Hilger (DaVita) and Mark Caputo, and Steven E. Nottingham (Fresenius):

- 1) *United States ex rel. Gallian v. DaVita Rx, LLC*, No. 3:16-cv-0943-B (N.D. Tex.).
- 2) *United States ex rel. Ko god v. DaVita, Inc., et al.* No. 17-cv-02611-PAB,
- 3) *United States ex rel. John Pepe v Fresenius Vascular Care, Inc.* Case 1:14-CV-03505-EK-ST
- 4) *PEACE OFFICERS' ANNUITY AND BENEFIT FUND OF GEORGIA v. DAVITA INC., KENT J. THIRY, and JAMES K. HILGER* (USDC Colorado 1:17-cv-00304). This case involved alleged violations of federal security laws by making materially false, misleading statements or omissions. The parties settled the case.
- 5) *In re consolidated DAVITA INC. STOCKHOLDER DERIVATIVE LITIGATION* USDC Delaware 17-52-MPT, alleges that defendants DaVita, Inc. ("DaVita" or "the company") and certain current and/or former members of DaVita's Board of Directors (the "Board") (collectively, "defendants") breached their fiduciary duties, unjustly enriched themselves, committed corporate waste, and violated Section 14(a) of the Securities Exchange Act of 1934 from at least 2015 through September 29, 2017 (the "Relevant Period"), which was comprised of 3 cases:
 - o USDC Delaware 1:17-cv-00152: *Blackburn v. Thiry et al.*
 - o USDC Delaware 1:17-CV-00653: *Gabilondo v. Thiry et al.* [This one was consolidated with BLACKBURN]
 - o USDC Delaware 1:17-CV-00709: *City of Warren Police and Fire Retirement System vs. Diaz et al.* [This one was consolidated with BLACKBURN]

Ulster Dialysis has an existing transfer and affiliation agreement with Vassar Brothers Medical Center/ Nuvance Health, 21 miles away, a 34-minute drive.

USRC disclosures:

On or about August 22, 2019, USRC self-disclosed to the OIG for allegedly violating the Civil Monetary Penalties Law. The self-disclosure related to USRC's discovery that it has employed an individual who was excluded from participation in Federal health care programs. In addition to ensuring that the person was no longer an employee of USRC, after disclosure, USRC paid \$13,171.62 for the alleged violation.

Enforcements for NYS Facilities:

The Department issued a Stipulation and Order, signed 04/07/2017, and fined USRC Cheektowaga \$2000. Deficient practice in the area of construction prior to DOH approval.

The Department issued a Stipulation and Order, signed 05/09/2023, and fined USRC Tonawanda \$2000. Deficient practice in the area of Nursing Services.

Out of State Facility Enforcements:

During a 12/4/23 complaint survey, LDS, LLC was issued an Immediate Jeopardy, which was lifted on 12/07/2023 and was placed on a termination track by CMS. A revisit survey was conducted on 04/12/24, which found a successful plan of correction, and the facility was placed back in compliance.

The Commission reviewed documents and evidence related to re-licensure of US Renal Care North Dallas PD Dialysis, and proposed action based upon the allegation that the Licensee failed to produce documentation of an approved fire safety survey from the previous 13-24 months, the Commission proposed to assess an administrative penalty of \$650 for violation of 25 TAC §117.13(b)(1)(B), which the licensee paid on 03/13/2024.

The Commission reviewed documents and evidence related to re-licensure of DDC Partners, LLC, and proposed action based upon the allegation that the Licensee failed to produce documentation of an approved fire safety survey from the previous 13-24 months, the Commission proposed to assess an administrative penalty of \$1,000 for violation of 25 TAC §117.13(b)(1)(B), which the licensee paid on 03/13/2024.

The Commission reviewed documents and evidence related to re-licensure of Premier Dialysis-Garland and proposed action based upon the allegation that the Licensee failed to produce documentation of an approved fire safety survey from the previous 13-24 months, the Commission proposed to assess an administrative penalty of \$650 for violation of 25 TAC §117.13(b)(1)(B), which the licensee paid on 02/07/2024.

The Commission reviewed documents and evidence related to re-licensure of Satellite Healthcare of Austin LLC, and proposed action based upon the allegation that the Licensee failed to produce documentation of an approved fire safety survey from the previous 13-24 months, the Commission proposed to assess an administrative penalty of \$1,000 for violation of 25 TAC §117.13(b)(1)(B), which the licensee paid on 10/26/2024.

The Commission reviewed documents and evidence related to re-licensure of Space City Dialysis Pasadena - DSI, LLC, and proposed action based upon the allegation that the Licensee failed to produce documentation of an approved fire safety survey for the year 2021, the Commission proposed to assess an administrative penalty of \$650 for violation of 25 TAC §117.13(b)(1)(B), which the licensee paid on 01/04/2023.

The Commission reviewed documents and evidence related to re-licensure of USRC West University, LLC, and proposed action based upon the allegation that the Licensee failed to produce documentation of an approved fire safety survey from the previous 13-24 months, the Commission proposed to assess an administrative penalty of \$650 for violation of 25 TAC §117.13(b)(1)(B), which the licensee paid on 09/12/2023.

Per the Arizona State Department of Health, US Renal Care Flagstaff Dialysis was found deficient in the area of infection control and fined \$1500 on 2/13/2024.

Per the Arizona State Department of Health, US Renal Care Northeast Phoenix Dialysis was found deficient in the area of dialysis services and fined \$1000 on 04/13/2023.

Per the California State Department of Health, Satellite Dialysis of Merced was found in immediate jeopardy in the area of Medical Director Responsibilities related to medication administration. The IJ was removed onsite after the facility implemented interventions to correct on 06/30/22. Satellite Dialysis of Merced was also found deficient in the area of wearing gloves/hand hygiene on the survey dated 07/21/2022, deficient in the area of responsibility of the medical director, and the medical director's responsibility: ensuring all adhere to policies and procedures on the survey dated 12/31/22.

The following are the star ratings for NYS facilities owned by U.S. Renal Care:

Facility Name	Address	Star Rating
DSI Dutchess Dialysis, Inc.	2585 South Road, Poughkeepsie, NY 126017000	***
DSI Newburgh, LLC	39 North Plank Rd, Ste 5, Newburgh, NY 12550-2124	****
MVNY Partners I, LLC	1676 Sunset Ave., Utica, NY 13502-5416	n/a
MVNY Partners II, LLC	1650 Champlin Avenue, Utica, NY 13502-4830	n/a
MVNY Partners III, LLC	2150 Bleecker Street, Utica, NY 13501-1738	n/a
MVNY Partners IV, LLC	91 Perimeter Road, Rome, NY 13441-4018	n/a
MVNY Partners V, LLC	201 East State Street, Herkimer, NY 13350 -2300	n/a
MVNY Partners VI, LLC	10 Eaton Street, Suite 102, Hamilton, NY 13346-1142	n/a
MVNY Partners VII, LLC	131 Main Street, Suite 101, Oneida, NY 13421 -1641	n/a
USRC Cheektowaga, Inc	2875 Union Rd, Ste 13-C/D, Cheektowaga, NY 14225	***
USRC Hamburg, LLC	3860 McKinley Parkway, Ste 120, Blasdell, NY 14219-2983	*****
USRC Tonawanda, Inc	3161 Eggert Rd, Tonawanda, NY 14150	****
USRC West Cheektowaga, LLC	2880 Sheridan Dr, Tonawanda, NY 14150-9419	**
USRC West Cheektowaga, LLC	2861 Harlem Road, Cheektowaga, NY 142259998	***
USRC Williamsville Inc	7964 Transit Rd, Ste 8-A, Williamsville, NY 14221-6042	***

Facilities with a Star rating listed as n/a did not have enough quality measure data to calculate a star rating.

DHDTC Attachment A presents the star ratings for out-of-state facilities owned by U.S. Renal Care.

Quality of patient care: Star Ratings were reviewed for all USRC-owned facilities. The findings indicate that the out-of-state-owned facilities have an average Star Rating of 2.8. New York State-owned facilities have an average Star Rating of 3.4. Seven (7) of the 15 NY-owned facilities did not have enough quality measure data to calculate a star rating.

Conclusion

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

Financial Analysis

Operating Budget

The applicant has submitted first and third-year operating budgets, in 2025 dollars, summarized below.

	<u>Current Year</u> <u>2024</u>		<u>Year One</u>		<u>Year Three</u>	
	<u>Per</u> <u>Treatment</u>	<u>Total</u> <u>Dollars</u>	<u>Per</u> <u>Treatment</u>	<u>Total</u> <u>Dollars</u>	<u>Per</u> <u>Treatment</u>	<u>Total</u> <u>Dollars</u>
Revenues:						
Commercial MC	\$975.98	\$1,759,685	\$932.33	\$1,477,747	\$939.87	\$1,645,716
Medicare FFS	\$261.38	\$1,295,907	\$293.66	\$1,620,112	\$297.10	\$1,804,268
Medicare MC	\$312.32	\$639,010	\$330.89	\$951,649	\$334.36	\$1,081,649
Medicaid MC	\$274.45	\$119,112	\$300.98	\$110,159	\$304.74	\$131,649
Private Pay	\$25.71	\$720	\$307.21	\$4,301	\$311.07	\$4,666
Other	\$387.14	\$61,555	\$322.57	\$49,999	\$326.75	\$54,241
Bad Debt Exp.		<u>(\$144,988)</u>	-	<u>(\$126,419)</u>	-	<u>(\$141,666)</u>
Total Revenues		\$3,731,001		\$4,087,548		\$4,580,523
Expenses:						
Operating	\$306.94	\$2,893,876	\$280.89	\$2,953,037	\$285.16	\$3,328,382
Capital	<u>\$129.72</u>	<u>\$1,222,973</u>	<u>\$87.28</u>	<u>\$917,589</u>	<u>\$57.13</u>	<u>\$666,843</u>
Total Expenses	\$436.66	\$4,116,849	\$368.18	\$3,870,626	\$342.29	\$3,995,225
Cost Per Treatment:		\$436.66		\$368.18		\$342.29
Excess of Revenues:		(\$385,848)		\$216,922		\$585,298

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

- Medicaid and Medicare revenues are based on current reimbursement methodologies, while the commercial rates are based on USRC's established contracts within the proposed center's service area.
- Expenses are based on current market rates and USRC's contracted rates. Expenses include consideration for the average clinical utilization of medications and medical supplies, utilities, equipment, and professional fees.
- Expenses are expected to decrease as the cash infusion will pay down a working capital loan.
- Utilization remains largely unchanged throughout the budget and is based upon the service area experience and industry trends.
- The facility's Year One and Year Three projected dialysis treatments are 10,513 and 11,672, respectively.
- The change in membership includes a \$2 million infusion to pay down working capital, which will reduce interest on an outstanding working capital loan.

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

	<u>Current Year</u> <u>2024</u>		<u>Year One</u>		<u>Year Three</u>	
Commercial MC	1,803	19.12%	1,585	15.08%	1,751	15.00%
Medicare FFS	4,958	52.59%	5,517	52.48%	6,073	52.03%
Medicare MC	2,046	21.70%	2,876	27.36%	3,235	27.72%
Medicaid MC	434	4.60%	366	3.48%	432	3.70%
Private Pay	28	30.00%	14	0.13%	15	0.13%
All Other	<u>159</u>	<u>1.69%</u>	<u>155</u>	<u>1.47%</u>	<u>166</u>	<u>1.42%</u>
Total	9,428	100.00%	10,513	100.00%	11,672	100.00%

Membership Interest Purchase Agreement

The applicant has submitted an executed membership interest purchase agreement, summarized below:

Date	10/15/2024
Purchaser	Ulster Dialysis Partners, LLC
Seller	Ulster Dialysis, LLC
Purchase Price	\$233,200 – Equity from Ulster Dialysis Partners, LLC. Please see BFA Attachment (E), the balance sheet for Ulster Dialysis Partners LLC.
Payment of Purchase Price	Equity from Ulster Dialysis Partners, LLC
Provisions	Three (3) days after approval will be the closing.

Lease Notice of Assignment

The original lease has not changed, and this is to notify the landlord of the membership change, and the lease has a clause allowing for membership change, which the amendment has been submitted to the original.

Date:	September 23, 2024
Premises:	900 Miron Lane in Kingston, NY (Ulster County)
Landlord:	Dena Marie II LLC
Tenant:	Ulster Dialysis, LLC
Term:	Initial Term is 12 Years with an extension of 13 to 27 years.

The existing lease was executed, and formal notification to the landlord has been completed. The landlord has also executed the lease amendment. The applicant provided two (2) letters from New York licensed two independent realtors indicating rent reasonableness as of July. There is no relationship with the landlord or the tenant, as an affidavit was sent in for the existing lease, which does not change.

Administrative Services Agreement

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

Date:	August 10, 2024
Consultant:	U.S. Renal Care, Inc.
Licensed Operator:	Ulster Dialysis, LLC
Services Provided:	Personal Training; Supplies and Prescription Drugs Supplies/Costs; Billing and Collections, Bookkeeping and Accounting; Insurances Coverage; Policy & Procedure Development; Equipment Costs and Approvals;
*Term:	10-Year
Fee:	\$350,000 per year to be divided and paid in monthly installments.
Authority:	Administrator does not under this Agreement act in any other capacity except as an independent contractor of the Licensed Operator and does not, under this Agreement, act as principal in the operation of the Clinic.

The licensed operator will retain all ongoing rights and responsibilities set forth in this agreement. The parties acknowledge and agree that the consulting and administrative services are not a delegation of the licensed operator's responsibilities, and decisions will be made by the operator.

Capability and Feasibility

The purchase price for Ulster Dialysis LLC is \$233,200 and will be funded with equity by Ulster Dialysis Partners, LLC. BFA Attachment D shows Ulster Dialysis Partner, LLC has sufficient funding available to pay for the membership price. The submitted budget projects a net income of \$216,922 and \$585,298 in Year One and Year Three, respectively.

The working capital requirement is estimated at \$645,104, based on two months of first-year expenses. A review of BFA Attachment E indicates that the facility has sufficient funds to cover the requirement with equity reserves.

BFA Attachment A, U.S. Renal Care, Inc. 2023-2024 Audited Consolidated Balance Sheet and Income Statement, shows the facility maintained an average positive working capital position and total equity position. The facility had net operating losses of (\$784,623,000) and (\$27,208,000), in 2023 and 2024, respectively. Losses for the period were due to inflation of labor costs, rising interest rates, and high patient mortality from the COVID-19 Pandemic. Steps taken in 2023 and 2024 include debt refinancing, strategic acquisitions and investments, and re-examining the organization's operating performance.

BFA Attachment B, Internal Balance Sheet and Income Statement for U.S. Renal Care Inc., dated January 1, 2025, through August 31, 2025, shows USRC maintained a positive working capital position and a negative equity position of \$45,580,560. The facility incurred a net loss of (\$48,794,459).

BFA Attachment C, 2023-2024 Unaudited Financial Statements for Ulster Dialysis, LLC. The facility maintained an average positive working capital position and average negative equity position of \$3,923,857. The facility incurred a net loss of (\$385,850) and (\$358,612), in 2023 and 2024 respectively. The reasons for the loss were due to negative impacts from the COVID-19 pandemic when the facility opened, and it did not foresee how this was going to impact patient census. The change in membership includes an immediate paydown in debt expense, and increases in home visits are now increasing and projected to increase the revenue stream. Ulster Renal Care, Inc. will also benefit the company's operation with the expertise in training, supplies, and outreach it has as a national company.

BFA Attachment D, Financial Statements for Ulster Dialysis, LLC from January 1, 2025, to August 31, 2025, show the facility maintained a positive working capital position, a negative net equity position, and incurred a net loss of (\$322,121). Upon PHHPC approval, Ulster Dialysis Partners, LLC will inject cash into the facility and expects to see an increase in demand for home visits as a result. The infusion of money will ultimately flow down to the existing center, Ulster Dialysis, LLC d/b/a U.S. Renal Care Ulster Dialysis.

Attachment E, Balance Sheet of Ulster Dialysis Partners LLC, shows positive working capital and positive equity positions. There is no operating statement as the facility needs PHHPC approval to start operations. The balance sheet shows that funding is already available. Also, the total liquid assets of \$2,297,192 represent equity of its existing members, USRC and Hudson Valley Rock, LLC.

Conclusion

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

Attachments

BFA Attachment A	U.S Renal Care – Full Year Audited 2023-2024 Financial Statements
BFA Attachment B	U.S Renal Care Jan. 1, 2025 – August 31, 2025, Financial Statement
BFA Attachment C	Ulster Dialysis, LLC – Full Years 2023-2024 Financial Statements
BFA Attachment D	Ulster Dialysis, LLC – Jan 1, 2025 – August 31, 2025, Financial Statements
BFA Attachment E	Ulster Dialysis Partners, LLC (Balance Sheet)
BFA Attachment F	Ulster Dialysis, LLC – Pre and Post Organization Chart
DHDTC Attachment A	Out of State Facilities Owned By U.S. Renal Care

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 2801-a of the Public Health Law, on this 4th day of December 2025, having considered any advice offered by the Regional Health Systems Agency, the staff of the New York State Department of Health, and the Establishment and Project Review Committee of this Council and after due deliberation, hereby proposes to approve the following application to transfer 75.5% from one withdrawing member and two remaining members to one new member LLC., and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that any approval of this application is not to be construed as in any manner releasing or relieving any transferor (of any interest in the facility that is the subject of the application) of responsibility and liability for any Medicaid (Medicaid Assistance Program -- Title XIX of the Social Security Act) or other State fund overpayments made to the facility covering the period during which any such transferor was an operator of the facility, regardless of whether the applicant or any other entity or individual is also responsible and liable for such overpayments, and the State of New York shall continue to hold any such transferor responsible and liable for any such overpayments, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

242213 E

FACILITY/APPLICANT:

Ulster Dialysis, LLC

APPROVAL CONTINGENT UPON:

N/A

APPROVAL CONDITIONAL UPON:

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

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a complete response to each individual contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the Contingencies Tab in NYSE-CON.



Project # 231002-E

JCH Operations, LLC d/b/a

Sands Point Center for Health and Rehabilitation

Program: Residential Health Care Facility

County: Nassau

Purpose: Establishment

Acknowledged: January 26, 2023

Executive Summary

Description

JCH Operations, LLC d/b/a Sands Point Center for Rehab & Nursing (SPCRN), a New York limited liability company, requests approval to be established as the new operator of Sands Point Center for Health and Rehabilitation, a 180-bed, proprietary, Article 28 residential health care facility (RHCF) at 1440 Port Washington Boulevard, Port Washington (Nassau County).

On November 30, 2022, AGMA, Inc. d/b/a Sands Point Center for Health and Rehabilitation, the current operator, entered into an Asset Purchase Agreement (APA) with JCH Operations, LLC to sell and acquire the RHCF operating interests for \$500,000.

On November 15, 2022, AGMA Realty, LLC, entered into a Real Estate Purchase Agreement (REPA) with S&N Acquisitions, LLC, for the sale and purchase of the real property for \$52,500,000. S&N Acquisitions, LLC will enter into a non-arm's-length lease with JCH Operations, LLC.

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

Current Operator

AGMA, Inc

Members:

Marvin Ostreicher	50%
Agnes Zitter	50%

Proposed Operator

JCH Operations, LLC

Members:

Allen Stein*	85%
Israel Nachfolger*	15%

**Managing Members*

In addition to this proposed transaction, the applicant members are currently also seeking approval to acquire the operating interest in Rego Park Nursing Home, a 200-bed RHCF in Queens County (CON 251270).

OALTC Recommendation

Contingent Approval

Need Summary

There will be no changes to beds or services as a result of this application. As of September 30, 2025, the facility reported 100% occupancy of its staffed beds, compared to 94.5% in Nassau County.

Program Summary

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

Financial Summary

There are no project costs associated with this application. JCH Operations, LLC will acquire the RHCF operations for \$500,000, funded with members' equity. The proposed budget is as follows:

<u>Budget</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$37,853,100	\$39,077,300
Expenses	<u>34,786,333</u>	<u>35,111,558</u>
Net Income	\$3,066,767	\$3,965,742

Health Equity Impact Assessment

This project does not meet the requirements for a Health Equity Impact Assessment under Public Health Law §2802-B, as it was received by the Department on January 5, 2023.

Recommendations

Long Term Care Ombudsman Program

The LTCOP recommends Approval. (See LTCOP Attachment A)

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 commitment signed by the applicant which indicates that, within two years from the date of the council approval, the percentage of all admissions who are Medicaid and Medicare/Medicaid eligible at the time of admission will be at least 75 percent of the planning area average of all Medicaid and Medicare/Medicaid admissions, subject to possible adjustment based on factors such as the number of Medicaid patient days, the facility's case mix, the length of time before private paying patients became Medicaid eligible, and the financial impact on the facility due to an increase in Medicaid admissions. [RNR].
2. Submission of a plan to continue to enhance access to Medicaid residents. At a minimum, the plan should include, but not necessarily be limited to, ways in which the facility will: a. Reach out to hospital discharge planners to make them aware of the facility's Medicaid Access Program; b. Communicate with local hospital discharge planners on a regular basis regarding bed availability at the nursing facility, and c. Identify community resources that serve the low-income and frail elderly population who may eventually use the nursing facility and inform them about the facility's Medicaid Access policy. [RNR].
3. Submission of an executed Consulting Services Agreement acceptable to the Department of Health. [BFA]
4. Submission of an executed working capital loan commitment acceptable to the Department of Health. [BFA]

Approval conditional upon:

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

Council Action Date

December 4, 2025

Need Analysis

Background and Analysis

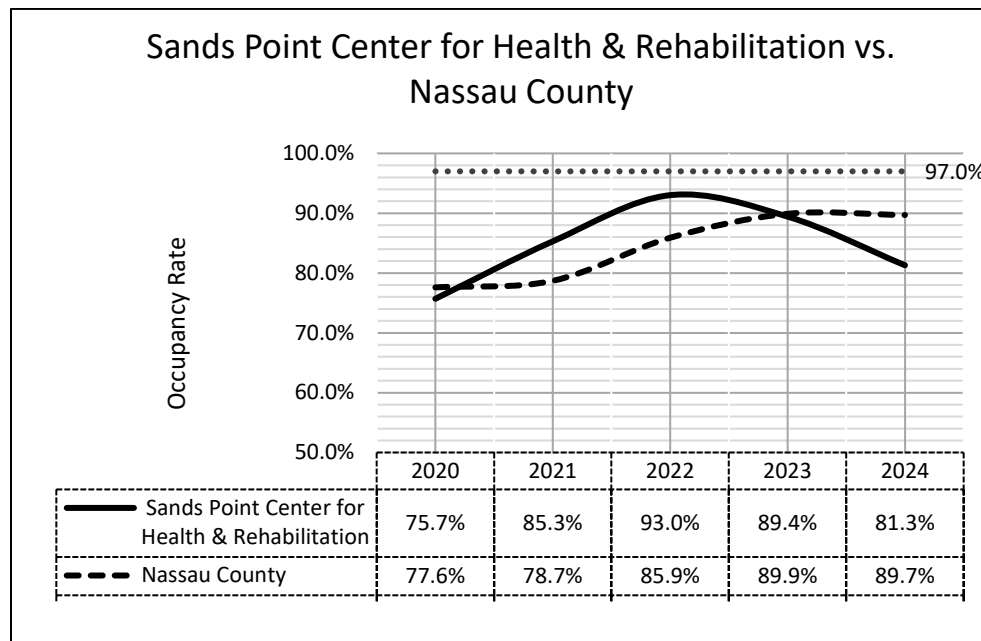
The primary service area is Nassau County, which has a population projected to increase to 1,432,859 by 2030 based on Cornell Program of Applied Demographic estimates. Demographics for the primary service area are noted below, including a comparison with New York State.

Demographics	Nassau County	New York State
Total Population (2023 Estimate)	1,388,138	19,872,319
Hispanic or Latino (of any race)	18.5%	19.6%
White (non-Hispanic)	55.4%	53.4%
Black or African American (non-Hispanic)	10.9%	13.6%
Asian(non-Hispanic)	11.5%	8.8%
Other (non-Hispanic)	3.7%	4.6%

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

	Nassau County Age Group 65-84	Nassau County Age Group 85+	New York State Age Group 65-84	New York State Age Group 85+
Estimated 2023 Population	217,001	36,287	3,019,337	441,849
Population Projection by 2030	284,932	48,736	3,723,556	618,653
Percent Change	+31.3%	+34.3	+23.3%	+40.0%

Source: 2023 American Community Survey (5-year Estimates Data Profiles), 2030 based on Cornell Program of Applied Demographic County projection estimates.



Source: Occupancy through 2024 is from the RHCf cost reports

Based on weekly census data, the facility reported that 78.3% of its 180 licensed beds were staffed and 78.3% occupied on September 30, 2025, resulting in a 100% occupancy rate of staffed beds. Nassau County had 97.0% of its 7,373 licensed beds staffed and 91.6% occupied, resulting in a 94.5% occupancy rate of staffed beds.

The applicant describes efforts to meet a high level of occupancy, including meetings with:

- community leaders to determine community needs from a communal perspective,
- local hospitals to ensure a cooperative effort in identifying short-term and long-term nursing facility programs to determine what hospitals feel the community needs, and

- local physicians to determine what the medical community feels is lacking in the area.
- The new operator plans to implement programs that are responsive to the needs in the area to service the community.

The table below shows the CMS Rating and the utilization of the six closest RHCs to Sands Point Center.

Facility Name	CMS Overall Rating	Number of Beds	Distance from other RHCs	Occupancy		
	As of 9/2025			2022	2023	2024
Sands Point Center	4	180	0 miles/0 mins	93.0%	89.4%	81.3%
Sunharbor Manor	2	266	5.0 miles/14 mins	83.5%	88.7%	94.6%
The Grand Rehabilitation & Nursing at Great Neck	2	214	5.8 miles/17 mins	78.7%	84.6%	96.2%
Highfield Gardens	4	200	6.2 miles/18 mins	94.6%	98.0%	98.9%
Northwell Health Stern	5	256	6.3 miles/20 mins	86.6%	89.1%	91.9%
Glen Cove	4	154	10.7 miles/27 mins	83.0%	84.7%	90.0%
Glengariff Health Care	3	262	11.2 miles/28 mins	88.4%	88.0%	93.8%

Source: CMS and RHC cost reports.

The following table provides the Case Mix Index (CMI) for the facility and surrounding RHCs, which reflects the relative resources predicted to provide care to a resident. The higher the case mix weight, the greater the resource requirement for the residents.

Case Mix Index	2021		2022		2023	
	All Payor Mix	Medicaid Only	All Payor Mix	Medicaid Only	All Payor Mix	Medicaid Only
Sands Point Center	1.296	1.168	1.2714	1.1885	1.3021	1.2852
Sunharbor Manor	1.42	1.267	1.3528	1.1711	1.5884	1.547
Grand Rehab & Nursing at Great Neck	1.271	1.173	1.2773	1.1425	1.3941	1.3415
Highfield Gardens	1.872	1.904	1.8812	1.9319	1.8333	1.9366
Northwell Health Stern	1.426	1.0897	1.3732	1.1013	1.4285	1.1376
Glen Cove	1.407	0.977	1.4677	0.9686	1.5194	1.078
Glengariff Health Care	1.395	1.234	1.4514	1.3369	1.4313	1.3406

Medicaid Access

To ensure that the Residential Health Care Facility needs of the Medicaid population are met, 10 NYCRR §670.3 requires applicants to accept and admit a reasonable percentage of Medicaid residents in their service area. The benchmark is 75% of the annual percentage of residential health care facility admissions that are Medicaid-eligible individuals in their planning area. This benchmark may be increased or decreased based on the following factors:

- The number of individuals within the planning area currently awaiting placement in a residential health care facility, and the proportion of total individuals awaiting such placement that are Medicaid patients and/or alternate level of care patients in general hospitals.
- the proportion of the facility's total patient days that are Medicaid patient days and the length of time that the facility's patients who are admitted as private paying patients remain such before becoming Medicaid eligible;
- the proportion of the facility's admissions who are Medicare patients or patients whose services are paid for under provisions of the federal Veterans' Benefit Law;
- the facility's patient case-mix based on the intensity of care required by the facility's patients or the extent to which the facility provides services to patients with unique or specialized needs;
- the financial impact on the facility due to an increase in Medicaid patient admissions.

An applicant will be required to make appropriate adjustments in its admission policies and practices to meet the resultant percentage. The facility's Medicaid admissions rate was below the threshold of 75% of the Nassau County rate for the year 2022.

Medicaid Access	2022	2023	2024
Nassau County Total	20.2%	22.4%	22.5%
<i>Nassau Threshold Value</i>	<i>15.2%</i>	<i>16.8%</i>	<i>16.9%</i>
Sands Point Center	9.1%	18.5%	38.2%

Conclusion

There will be no changes to beds or services due to this application. As of September 30, 2025, the facility reported 100% occupancy of its staffed beds, and Nassau County had 94.5% occupancy of staffed beds.

Program Analysis

Program Description

	Existing	Proposed
Facility Name	Sands Point Center for Health and Rehabilitation	Sands Point Center for Rehab & Nursing
Address	1440 Port Washington Blvd Port Washington, NY 11050	Same
RHCF Capacity	180 beds	Same
ADHCP Capacity	N/A	N/A
Type of Operator	Business Corporation	Limited Liability Company
Class of Operator	Proprietary	Proprietary
Operator	AGMA Inc. <u>Membership:</u> Marvin Ostreicher 50% Agnes Zitter 50%	JCH Operations, LLC <u>Membership:</u> Allen Stein* 85% Israel Nachfolger* 15% <i>*Managing Members</i>

AGMA Inc., the current operator of Sands Point Center for Health and Rehabilitation, currently has an administrative service agreement with the proposed operator, JCH Operations, LLC. Upon approval of this Certificate of Need application, JCH Operations, LLC d/b/a Sands Point Center for Rehab & Nursing has indicated there will be an administrative services agreement with Blue Sapphire Consulting Company, LLC, managed by Allen Stein. Blue Sapphire Consulting Company, LLC will consult and assist the established operator with the following as noted in the consulting and services agreement: plant and maintenance, billing, collection, accounting, financial services, payroll, accounts payable, clinical policies and procedure review and implementation, service contracts and purchasing, quality and utilization controls, patient/resident evaluation, social services and admissions, dietary consulting, and IT services.

Character and Competence

Allen Stein lists concurrent employment as the Co-CEO of Rego Park Nursing Home, a skilled nursing facility; Operator of skilled nursing facilities under Sprain Brook Manor Rehab LLC and L&A Operations LLC; and Owner of Blue Sapphire Consulting LLC, a health care consulting company. Allen attended school at Yeshiva Belz in Israel and discloses the following health facility interests:

New York Nursing Homes

Adira at Riverside Rehab & Nursing (43%)	09/2015 to present
Sprain Brook Manor Rehab (27.59%)	09/2012 to present
Swan Lake Nursing & Rehabilitation (9.9%)	04/2024 to present
Rego Park Nursing Home	Pending

Out-of-State Nursing Homes

Ark Healthcare & Rehab at St. Camillus (CT) (50%)	10/2020 to present
Ark Healthcare & Rehab at Governors House (CT) (50%)	10/2022 to present
Ark Healthcare & Rehab at Branford Hills (CT) (50%)	06/2022 to present
Affinity Healthcare (MA) (24%)	04/2024 to present

Licensed Home Care Services Agency

Riverside Select Services LLC (NY) (100%)	Pending

Israel Nachfolger lists concurrent employment as the Co-CEO of Rego Park Nursing Home; CEO and managing member of Pinnacle Health & Rehab at South Portland, Pinnacle Health and Rehab at Sanford, Pinnacle Health and Rehab at North Berwick, and Pinnacle Health & Rehab at Canton; CFO and COO of Adira at Riverside Rehabilitation, Sprain Brook Manor Rehab, LLC, and Swan Lake Nursing & Rehabilitation, LLC; and the Director and CEO of Pinnacle Group of Hudson Valley Ltd. a healthcare management firm. Israel holds a Bachelor of Science degree from Excelsior College and is a Registered Nurse in New York and Maine, Licensed EMT in New York, and Paramedic in Maine. Israel Nachfolger discloses the following health facility interests:

New York Nursing Homes

Rego Park Nursing Home

Pending

Out-of-State Nursing Homes

Pinnacle Health & Rehab at Sanford (ME) (100%)

02/2020 to present

Pinnacle Health & Rehab at North Berwick (ME) (100%)

02/2020 to present

Pinnacle Health & Rehab at South Portland (ME) (100%)

07/2020 to present

Pinnacle Health & Rehab at Canton (ME) (100%)

01/2016 to present

Affinity Healthcare (MA) (24%)

04/2024 to present

Pinnacle Health and Rehab at Yarmouth (ME)

Pending

Quality Review

The proposed owners have been evaluated, in part, on the distribution of CMS Star ratings for their portfolios. For all proposed owners, the distribution of CMS Star ratings for their facilities meets the standard described in state regulations.

CMS Star Rating Criteria					
		Duration of Ownership*			
		< 48 Months		48 months or more	
Proposed Owner	Total Nursing Homes	Number of Nursing Homes	Percent of Nursing Homes With a Below Average Rating	Number of Nursing Homes	Percent of Nursing Homes With a Below Average Rating
Allen Stein	7	4	50%	3	33.3%
Israel Nachfolger	5	1	100%	4	0%

*Duration of Ownership as of 12/4/2025

Data date: 09/2025

New York. The proposed applicant's portfolio currently includes three New York facilities. Two New York facilities, Sprain Brook Manor Rehab and Swan Lake Nursing & Rehabilitation, have a CMS overall quality rating of above average or higher. The remaining New York facility, Adira at Riverside Rehab & Nursing, has a CMS overall quality rating of below average. When asked to explain what measures were being put into place to improve the low overall CMS ratings, the applicant stated the following:

Adira at Riverside Rehab & Nursing- *Historically, this facility has been four or five stars until very recently, when a few survey items brought the overall star rating down. The quality measures remain five stars as testament to superior clinical practices, and Adira at Riverside is ensuring that the health inspection domain will increase upon the next inspection, which should result in Adira at Riverside regaining its former status as a four or five-star facility.*

Connecticut. The proposed applicant's portfolio currently includes three Connecticut facilities. Two Connecticut facilities, Ark Healthcare & Rehab at St. Camillus and Ark Healthcare & Rehab at Branford Hills, have a CMS overall quality rating of average. The remaining Connecticut facility, Ark Healthcare & Rehab at Governors House, has a CMS overall quality rating of below average. When asked to explain what measures were being put into place to improve the low overall CMS ratings, the applicant indicated the following:

Ark Healthcare & Rehab at Governors House- Though the facility has a strong performance with a current census of 67 out of 70 beds and is highly respected in the region, its performance is not represented well or accurately with its overall 2-star CMS rating. Part of the challenge was its most recent annual survey, where 17 Department of Health surveyors (including several inexperienced and newly hired surveyors) were assigned to what is a small 70-bed building, which was quite the challenge for anyone to be up against. The steps to improve operations have been enhancing its leadership team with the recent hiring of a new administrator, director of nursing, medical director, infection control, and wound nurse, as well as revamping in-service programs for all staff. Additionally, Ark Healthcare has contracted with new therapy and psychiatry services as further steps in enhancing the PM&R programs. The facility is also working very closely with both Zimmet and Celtic consulting to improve its outcomes and expects to see improvements in the upcoming July refresh.

Maine. The proposed applicant's portfolio currently includes four Maine facilities. All four of the Maine facilities have a CMS overall quality rating of above average or higher.

Massachusetts. The proposed applicant's portfolio currently includes one Massachusetts facility. Affinity Healthcare has a CMS overall quality rating of much below average. When asked to explain what measures were being put into place to improve the low overall CMS ratings, the applicant indicated the following:

Affinity Healthcare- This facility is a very recent addition with less than a year of ownership. The current CMS published ratings reflect the poor surveys of the prior operator, Next Step Healthcare, who did not provide proper oversight to this unique TBI facility. As new management, Affinity Healthcare has contracted with specialized local providers who have revamped the entire facility program and have overhauled the entire staffing structure of the facility without utilizing agency staff as of this writing. Improvements continue to be made, and they expect higher ratings to go into effect once management history is reflected on the CMS site.

Facility	Ownership Since	Overall	Health Inspection	Quality Measure	Staffing
New York					
Sands Point Center for Rehab & Nursing	Subject Facility	****	***	*****	**
Adira at Riverside Rehab & Nursing	Current	**	*	*****	***
	09/2015	***	***	***	***
Sprain Brook Manor Rehab	Current	*****	*****	***	***
	09/2012	**	*	*****	**
Swan Lake Nursing & Rehabilitation	Current	*****	*****	*****	**
	04/2024	***	***	*****	*
Connecticut					
Ark Healthcare & Rehab at St. Camillus	Current	***	***	***	***
	10/2020	**	*	***	****
Ark Healthcare & Rehab at Governors House	Current	**	**	***	****
	10/2022	***	***	****	****
Ark Healthcare & Rehab at Branford Hills	Current	***	***	***	**
	06/2022	*****	****	*****	***

Facility	Ownership Since	Overall	Health Inspection	Quality Measure	Staffing
Maine					
Pinnacle Health & Rehab at North Berwick	Current	****	****	**	***
	02/2020	*****	*****	****	****
Pinnacle Health & Rehab at South Portland	Current	****	****	*****	* ₂₅
	07/2020	*****	*****	***	***
Pinnacle Health & Rehab at Canton	Current	***	***	****	****
	01/2016	*****	***	*****	****
Pinnacle Health & Rehab at Sanford	Current	****	****	**	****
	02/2020	*****	****	*****	****
Massachusetts					
Affinity Healthcare	Current	**	**	***	****
	04/2024	*	*	****	***

Data date: 09/2025

25- The accuracy of the staffing data for this measure could not be validated by CMS.

Enforcement History

New York

A review of the operations of Adira at Riverside Rehab & Nursing under 10 NYCRR §600.2 requirements for approval reveal the following:

- The facility was assessed a federal CMP of \$66,859.00 on 08/30/2024 under F-tag 686 for failure to provide appropriate pressure ulcer care and prevent new ulcers from developing. The facility was also assessed a state CMP of \$2,000.00 pursuant to Stipulation and Order NH-25-012.
- The facility was fined \$2,000.00 pursuant to Stipulation and Order NH-21-228 for surveillance findings on August 18, 2021. Deficiencies were found under 10 NYCRR 415.19(a) Infection Control. The facility failed to ensure staff followed proper hand hygiene and glove technique to prevent cross-contamination and the spread of infection.

A review of the operations of Sprain Brook Manor Rehab under 10 NYCRR §600.2 requirements for approval reveals no enforcements.

A review of the operations of Swan Lake Nursing & Rehabilitation under 10 NYCRR §600.2 requirements for approval reveals no enforcements.

Connecticut

A review of the operations of Ark Healthcare & Rehab at St. Camillus under 10 NYCRR §600.2 requirements for approval reveals the following:

- The facility was cited on 10/18/2024 and assessed a federal CMP of \$8,017.75 under F-tag 689 for failure to ensure that a nursing home area is free from accident hazards and provides adequate supervision to prevent accidents. The facility was also assessed a state CMP of \$10,000.00.

A review of the operations of Ark Healthcare & Rehab at Governors House under 10 NYCRR §600.2 requirements for approval reveals the following:

- The facility was assessed a federal CMP of \$16,039.00 on 3/13/2024 under F-tag 686 for failure to provide appropriate pressure ulcer care and prevent new ulcers from developing.

A review of the operations of Ark Healthcare & Rehab at Branford Hills under 10 NYCRR §600.2 requirements for approval reveals the following:

- The facility was assessed a federal CMP of \$8,021.00 on 7/24/2024 under F-tag 689 for failure to ensure that a nursing home area is free from accident hazards and provides adequate supervision to prevent accidents.
- The facility was assessed a state CMP of \$10,000.00 on 10/2/2024 under F-tag 689 for failure to ensure that a nursing home area is free from accident hazards and provides adequate supervision to prevent accidents.

Maine

A review of the operations of Pinnacle Health & Rehab at North Berwick under 10 NYCRR 600.2 requirements for approval reveals no enforcements.

A review of the operations of Pinnacle Health & Rehab at South Portland under 10 NYCRR 600.2 requirements for approval reveals no enforcements.

A review of the operations of Pinnacle Health & Rehab at Canton under 10 NYCRR 600.2 requirements for approval reveals the following:

- A federal CMP in the amount of \$41,650.00 was assessed for surveillance findings on 09/22/2020. The facility was cited for harm under F-tag 600 for failure to protect each resident from all types of abuse, such as physical, mental, and sexual abuse, physical punishment, and neglect by anybody.

A review of the operations of Pinnacle Health & Rehab at Sanford under 10 NYCRR 600.2 requirements for approval reveals no enforcements.

Massachusetts

A review of the operations of Affinity Healthcare under 10 NYCRR §600.2 requirements for approval reveals the following:

- The facility was assessed a federal CMP of \$16,451.50 on 10/22/2024 under F-tag 689 for failure to ensure that a nursing home area is free from accident hazards and provides adequate supervision to prevent accidents.

Conclusion

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

Financial Analysis

Operating Budget

The applicant has provided the current year (2024) results and the first and third-year operating budgets after the change in ownership in 2026 dollars, summarized as follows:

	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
<u>Revenues</u>	<u>Per Diem</u>	<u>Total</u>	<u>Per Diem</u>	<u>Total</u>	<u>Per Diem</u>	<u>Total</u>
Medicaid FFS	\$319	\$8,974,428	\$320	\$7,569,400	\$320	\$7,569,400
Medicaid MC	\$288	1,136,669	\$270	1,108,400	\$281	1,153,200
Medicare FFS	\$1,099	17,213,894	\$1,120	23,181,600	\$1,165	24,118,200
Medicare MC	\$470	1,013,592	\$450	1,125,000	\$468	1,170,500
Commercial MC	\$624	461,989	\$569	1,290,900	\$592	1,343,000
Private	\$568	1,574,765	\$591	3,492,100	\$614	3,633,300
Other Operating*		<u>85,632</u>		<u>85,700</u>		<u>89,700</u>
Total		\$30,460,969		\$37,853,100		\$39,077,300
 <u>Expenses</u>						
Operating	\$497	\$26,546,515	\$457	\$27,019,922	\$458	\$27,053,722
Capital	<u>\$138</u>	<u>7,354,233</u>	<u>\$131</u>	<u>7,766,411</u>	<u>\$136</u>	<u>8,057,836</u>
Total Expenses	\$635	\$33,900,748	\$588	\$34,786,333	\$594	\$35,111,558
Net Income (Loss)		<u>(\$3,439,779)</u>		<u>\$3,066,767</u>		<u>\$3,965,742</u>
Patient Days		53,400		59,130		59,130
Utilization %		81.28%		90.00%		90.00%

* Other operating Income: Healthcare Worker Bonus \$79,368, Purchase Discounts & Medical Fees \$1,888, and interest income \$4,376.

The following is noted concerning the submitted RHCF operating budget:

- The Current Year reflects the facility's 2024 revenues and expenses.
- Medicaid rates are forecasted based on the reimbursement methodology under statewide pricing and do not include forecasted increases in the Medicaid-only case mix index (CMI). The patient-day case mix was predicted based on the proposed operators' experience at their other facilities.
- Medicare rates were forecasted based on the full federal rate for the Medicare Patient-Driven Payment Model in effect for 2025 and increased by 2% annually. Private rates were forecasted based on 2024 average billed rates and increased by 2% annually.
- Expenses and staffing assumptions were based on the current expenses adjusted for patient days, case mix changes, an increase in property expense, and inflation.
 - o Under the four-year demonstration project, direct care staffing costs were met.
 - o Under the four-year demonstration project, direct resident care costs were met.
 - o The staffing ratio is estimated between 3.11 hours to 3.77 hours of care per resident day. According to 10 NYCRR §415.13, the requirement is 3.5 hours of care per resident per day.
- The facility's projected utilization for Years One and Three is 90.00%. It is noted that utilization for 2022-2024 averaged 87.94%. According to Sand Point's internal financial statement dated May 31, 2025, the average occupancy for the five months was 76.66%.
 - o The applicant expects to increase and maintain a high level of Medicare days similar to their affiliated entities.

Utilization by payor for the first and third year after the change in ownership is summarized below:

<u>Payor</u>	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
Medicaid FFS	28,126	52.66%	23,651	40.00%	23,651	40.00%
Medicaid MC	3,945	7.39%	4,100	6.93%	4,100	6.93%
Medicare FFS	15,660	29.33%	20,696	35.00%	20,696	35.00%
Medicare MC	2,155	4.04%	2,500	4.23%	2,500	4.23%
Commercial MC	740	1.39%	2,270	3.84%	2,270	3.84%
Private Pay	<u>2,774</u>	<u>5.19%</u>	<u>5,913</u>	<u>10.00%</u>	<u>5,913</u>	<u>10.00%</u>
Total	53,400	100%	59,130	100%	59,130	100%

- In 2024, Sands Point's Medicaid Admissions of 38.2% were above Nassau County's 75% threshold of 16.9%.
- The breakeven utilization is projected at 82.90% in the first year.

Asset Purchase Agreement (APA)

The applicant has submitted an executed APA to acquire the RHCF's operating interests, which will become effective upon approval by PHHPC. The terms are summarized below:

Date:	November 30, 2022
Seller:	AGMA, Inc.
Buyer:	JCH Operations, LLC
Asset Acquired:	Rights, title, and interest in business assets after the closing of the Asset Purchase Agreement (APA) date. Cash, accounts receivable, inventory, tangible and intangible property, assigned and assumed contracts, assignable licenses and permits, warranties, intellectual property rights, and grants applied after the Real Estate Purchase Agreement (REPA).
Excluded Assets:	Seller's rights, title, and interest before the REPA closing date.
Assumption of Liabilities:	Liabilities and obligations arising after the REPA closing date.
Purchase Price:	\$500,000.
Payment:	\$500,000 at closing from members' equity.

The JCH Operations, LLC members' net worth summary reveals sufficient resources to meet the equity requirements as shown in BFA Attachment A.

The applicant has submitted an original affidavit, which is acceptable to the Department, in which the applicant agrees, notwithstanding any agreement, arrangement, or understanding between the applicant and the transferor to the contrary, to be liable and responsible for any Medicaid overpayments made to the facility and surcharges, assessments or fees due from the transferor under Article 28 of the Public Health Law concerning the period before the applicant acquiring its interest, without releasing the transferor of its liability and responsibility. As of July 22, 2025, the facility had no outstanding Medicaid liabilities.

Assignment and Assumption of Membership Interest in JCH Operations LLC (JCH)

The terms of an executed 20% assignment of membership in JCH by Shaya Bernath to Allen Stein (10%) and Israel Nachfolger (10%) are summarized below:

Dated:	December 23, 2024
Assignor:	Shaya Bernath 20% in JCH
Assignees:	Allen Stein 10% and Israel Nachfolger 10%
Action:	Assignor agrees to assign, transfer, and convey to the Assignees all rights, titles, and interests of Assignor in and to 20% of the Membership Interest of JCH.
Effective:	December 23, 2024
Consideration:	One dollar and valuable consideration

The terms of an executed 35% assignment of membership in JCH by Israel Nachfolger to Allen Stein (35%) are summarized below:

Dated:	December 23, 2024
Assignor:	Israel Nachfolger 35% in JCH
Assignees:	Allen Stein 35%
Action:	Assignor agrees to assign, transfer, and convey to the Assignee all rights, titles, and interests of Assignor in and to 35% of the Membership Interest of JCH.
Effective:	December 23, 2024
Consideration:	One dollar and valuable consideration

Real Estate Purchase Agreement

The applicant has submitted an executed REPA to sell the RHCF's realty. The terms are summarized below:

Date:	November 15, 2022
Seller:	AGMA Realty, LLC.
Purchaser:	S&N Acquisitions, LLC.
Asset Transferred:	Real Property and Other Property (furniture, fixtures, equipment, machinery, and medical supplies) located at 1440 Port Washington Boulevard, Port Washington, NY 11050
Purchase Price:	\$52,500,000
Payment of Purchase Price:	\$ 1,500,000 \$ 51,000,000 Balance due at Closing

The purchase price of the real property is proposed to be satisfied as follows:

Equity - S&N Acquisitions, LLC	\$7,550,000
Equity - S&N Acquisitions, LLC members	5,696,038
Loan - 3 years, 3-year U.S. Treasury plus 3% or 6.82% with a floor of 7%. Repayment interest-only during the first 12 months, and principal and interest payments for the remaining 24 months are based on a 25-year amortization. A 24-month extension is available at the bank's discretion	<u>39,253,962</u>
Total	\$52,500,000

Metropolitan Commercial Bank provided the three-year loan that closed on May 1, 2023. The realty members' ownership interests are shown in BFA Attachment E.

Israel Nachfolger and Allen Stein have each provided affidavits stating their willingness to fund the real property balloon payment with equity should terms acceptable to the Department of Health be unavailable during refinancing. At this time, they lack the resources, as shown in BFA Attachment A.

Lease Agreement - Proposed Operator

JCH Operations, LLC (applicant) has submitted an executed lease agreement with S&N Acquisitions, LLC, the terms of which are summarized below:

Date:	May 1, 2023
Premises:	180-bed RHCF located at 1440 Port Washington Boulevard, Port Washington, NY 11050
Landlord:	S&N Acquisitions, LLC
Lessee:	JCH Operations, LLC
Term:	Ten-year term and renewal of two (2) added periods of 5 years.
Rent:	\$7,000,000 Year 1, (Mortgage Debt Service is \$3,329,266 per year + \$662,550 for Taxes, \$49,200 for Insurance, and reserves). Annual 3% rent increases
Note:	The lessee may defer (due to a lack of cash flow) the portion of the lease payment that exceeds 110% of the mortgage payment without any premium or interest.
Provisions:	Triple Net

The applicant has submitted an affidavit attesting that the lease between the landlord and the proposed operating entity is a non-arm's-length agreement (there is common ownership). The applicant has submitted letters from two New York-licensed real estate brokers attesting that the lease cost per square foot is at fair market value.

Per the lease (Article 4.1c), if the Lessee is unable to fund the full monthly Base Rent payment, the Lessee shall be permitted to defer that portion of the then monthly fee, which is more than 110% of the Lessor's monthly debt service payment payable to its then lender. Lessee shall be obligated to pay all or any portion of the Deferred Monthly Base Rent, without any premium or interest, at any time when Lessee has net monthly cash proceeds available in excess of the Minimum Monthly Base Rent. If the Lessee fails to pay such Deferred Monthly Base Rent promptly, the Lessee shall be deemed in default.

Consulting Services Agreement

The applicant has provided a draft Consulting Services Agreement, with terms summarized below:

Contractor:	Blue Sapphire Consulting Company, LLC
Facility:	JCH Operations, LLC d/b/a Sands Point Center for Rehab & Nursing
Consulting and Advisory Services:	Consulting & advisory services related to plant and maintenance contracts, purchases, billing and collection policies, charge structure, accounting, financial services, payroll, accounts payable, and cost reports. Assist in clinical guidelines, procedure review, and implementation. Advise on service contracts, purchasing, quality and utilization controls, patient evaluation, dietary, and information technology services.
Term:	Three-year term with automatic one-year renewals.
Fee:	\$50,000 per month.

Allen Stein is the sole member of Blue Sapphire Consulting Company, LLC (the consultant), a member of S&N Acquisitions, LLC (the landlord), and JCH Operations (the proposed operator).

JCH Operations, LLC has submitted an executed attestation stating that the applicant understands and acknowledges that powers must not be delegated, the applicant will not willfully engage in any illegal delegation, and understands that the Department will hold the applicant accountable.

Pursuant to the purchase agreement, Blue Sapphire Consulting Company, LLC shall provide consulting services to AGMA (the current operator) in connection with the administration and operation of the Business during the Interim Period, while the proposed new operator seeks approval to become the licensed operator of the facility.

Capability and Feasibility

JCH Operations, LLC will acquire the RHCF operations for \$500,000, funded with equity. The purchase of the real property closed on May 1, 2023, for \$52,500,000. S&N Acquisitions LLC provided equity of \$13,246,038 (\$5,696,038 from members' loans) and a 3-year loan from Metropolitan Commercial Bank for \$39,253,962, with interest at 3-year U.S. Treasury plus 3% or 6.82%, with a floor of 7%. Repayment terms are interest-only for the first 12 months; principal and interest payments for the remaining 24 months are based on a 25-year amortization schedule. A 24-month extension is available at the bank's discretion. S&N Acquisitions LLC is working towards a HUD loan. The applicant has entered into a three-year \$1,750,000 line of credit based on eligible accounts receivable at prime plus 1% or 9.50% (interest-only, payable monthly). As of December 31, 2023, and 2024, there was an outstanding balance of \$1,500,000. There are no project costs associated with this application.

The working capital requirement is estimated at \$5,797,700 based on two months of first-year expenses. Funding will come from \$2,997,700 in members' equity and a five-year loan for \$2,800,000 at an 8% interest rate. HHC Capital Advisory Group has provided a letter of interest at the stated terms. A review of BFA Attachment A reveals that the member's net worth summary shows sufficient liquid resources. The total remaining equity requirements for this project (CON 231002) and Rego Park Nursing Home (CON 251270) are \$10,382,100. A review of BFA Attachment A, proposed members' net worth summaries, reveals sufficient equity overall to fund the working capital. Proposed member Allen Stein submitted an

affidavit stating his willingness to contribute working capital disproportionate to his membership interest. Members do not have sufficient liquid resources to fund a balloon payment, should acceptable refinancing to the Department not be available.

The submitted budget projects a first-year profit of \$3,066,767 and a third-year profit of \$3,965,742. Revenues are expected to increase by \$7,392,131. Overall expenses are expected to increase by \$885,585, primarily due to a \$412,178 increase in capital expenses (mainly rent) and a \$473,407 increase in operating expenses (resulting from an increase in salaries and wages, employee benefits, and other direct expenses, offset by a reduction in professional fees). Employee benefits are projected to stay at 33.97%. BFA Attachment B presents JCH Operations, LLC's pro forma balance sheet, which shows the entity will start with \$3,667,800 in members' equity. The budget appears reasonable.

BFA Attachment C, Financial Summary of Sands Point Center for Health and Rehabilitation for 2022 through 2024, shows the RHCF had an average negative net asset position of (\$3,507,807), an average negative working capital position of (\$2,155,959) (with a negative balance of \$5,250,560 in 2024), and an average loss of (\$2,014,887). The 2024 Certified Financial Statements show negative working capital, negative net assets, and a net loss of (\$3,320,156).

BFA Attachment D, Proposed Members' Ownership Interest in the Affiliated RHCFs and their Financial Summaries, shows that the facilities have maintained positive net income and net assets, with negative average working capital.

Conclusion

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

Attachments

LTCOP Attachment	Long-Term Care Ombudsman Program Recommendation
BHFP Attachment	Map
BFA Attachment A	Net Worth of Proposed Members of JCH Operations, LLC and Real Property Members of S&N Acquisitions, LLC
BFA Attachment B	Pro Forma Balance Sheet, JCH Operations, LLC
BFA Attachment C	Financial Summary 2022 - 2024 and 2024, Certified Financial Statements of AGMA, Inc. d/b/a Sands Point Center for Health and Rehabilitation
BFA Attachment D	Proposed Members' Ownership Interest in the Affiliated RHCFs and Financial Summary
BFA Attachment E	BFA Attachment E

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 2801-a of the Public Health Law, on this 4th day of December 2025, having considered any advice offered by the Regional Health Systems Agency, the staff of the New York State Department of Health, and the Establishment and Project Review Committee of this Council and after due deliberation, hereby proposes to approve the following application to establish JCH Operations, LLC as the new operator of Sands Point Center for Rehab & Nursing, a 180-bed Residential Health Care Facility currently operated by AGMA, Inc. at 1440 Port Washington Boulevard, Port Washington, and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that any approval of this application is not to be construed as in any manner releasing or relieving any transferor (of any interest in the facility that is the subject of the application) of responsibility and liability for any Medicaid (Medicaid Assistance Program -- Title XIX of the Social Security Act) or other State fund overpayments made to the facility covering the period during which any such transferor was an operator of the facility, regardless of whether the applicant or any other entity or individual is also responsible and liable for such overpayments, and the State of New York shall continue to hold any such transferor responsible and liable for any such overpayments, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

231002 E

FACILITY/APPLICANT:

JCH Operations, LLC d/b/a Sands Point Center
for Rehab & Nursing

APPROVAL CONTINGENT UPON:

1. Submission of a commitment signed by the applicant which indicates that, within two years from the date of the council approval, the percentage of all admissions who are Medicaid and Medicare/Medicaid eligible at the time of admission will be at least 75 percent of the planning area average of all Medicaid and Medicare/Medicaid admissions, subject to possible adjustment based on factors such as the number of Medicaid patient days, the facility's case mix, the length of time before private paying patients became Medicaid eligible, and the financial impact on the facility due to an increase in Medicaid admissions. [RNR].
2. Submission of a plan to continue to enhance access to Medicaid residents. At a minimum, the plan should include, but not necessarily be limited to, ways in which the facility will: a. Reach out to hospital discharge planners to make them aware of the facility's Medicaid Access Program; b. Communicate with local hospital discharge planners on a regular basis regarding bed availability at the nursing facility, and c. Identify community resources that serve the low-income and frail elderly population who may eventually use the nursing facility and inform them about the facility's Medicaid Access policy. [RNR].
3. Submission of an executed Consulting Services Agreement acceptable to the Department of Health. [BFA]
4. Submission of an executed working capital loan commitment acceptable to the Department of Health. [BFA]

APPROVAL CONDITIONAL UPON:

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

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a complete response to each individual contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the Contingencies Tab in NYSE-CON.



Project # 241018-E

Kirkhaven SNF OPCO LLC d/b/a Kirkhaven Nursing & Rehab

Program: Residential Health Care Facility
Purpose: Establishment

County: Monroe
Acknowledged: February 9, 2024

Executive Summary

Description

Kirkhaven SNF Opco, LLC, d/b/a Kirkhaven Nursing & Rehab (Kirkhaven), requests approval to be established as the operator of Kirkhaven, an existing 147-bed voluntary not-for-profit residential health care facility (RHCF) at 254 Alexander Street, Rochester, NY (Monroe County).

On May 1, 2023, Genesee Valley Presbyterian Nursing Center entered into an Operations Transfer Agreement with Kirkhaven SNF Opco, LLC d/b/a Kirkhaven Nursing & Rehab for the sale and acquisition of the operations and certain other assets of the RHCF. This transaction will be effectuated upon approval by the Public Health and Health Planning Council. The current real property owner is KH Propco, LLC, which acquired the real property from Genesee Valley Presbyterian Nursing Center through a prior separate transaction in February 2025.

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

Current Operator

Genesee Valley Presbyterian Nursing Center
(Not for Profit Corporation)

Proposed Operator

Kirkhaven SNF Opco, LLC d/b/a Kirkhaven Nursing & Rehab

<u>Members</u>	<u>Ownership %</u>
Bernadette Roesch*	10%
Pesach Brown	45%
Fayga Chapler	45%
Total	100%

**Managing member*

In addition to this proposed transaction, the applicant members are also seeking approval to acquire the operating interest in Our Lady of Peace Nursing Care Residence, a 250-bed RHCF in Niagara County (CON 232239).

OALTC Recommendation
Contingent Approval

Need Summary

There will be no changes to beds or services as a result of this application. As of September 30, 2025, the facility reported 96.5% occupancy of its staffed beds, and Monroe County had 94.5% occupancy of staffed beds.

Program Summary

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

Financial Summary

There are no project costs associated with this application. The purchase price of \$500,000 will be met with the proposed members' equity. The proposed budget is as follows:

<u>Budget</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$16,120,200	\$16,314,900
Expenses	<u>\$15,359,100</u>	<u>\$15,437,821</u>
Net Income	\$761,100	\$877,079

Health Equity Impact Assessment

This project does not meet the requirements for a Health Equity Impact Assessment under New York State Public Health Law § 2802-B.

Recommendations

Long Term Care Ombudsman Program

The LTCOP recommends Approval. (See LTCOP Attachment A)

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 commitment signed by the applicant which indicates that, within two years from the date of the council approval, the percentage of all admissions who are Medicaid and Medicare/Medicaid eligible at the time of admission will be at least 75 percent of the planning area average of all Medicaid and Medicare/Medicaid admissions, subject to possible adjustment based on factors such as the number of Medicaid patient days, the facility's case mix, the length of time before private paying patients became Medicaid eligible, and the financial impact on the facility due to an increase in Medicaid admissions. [RNR]

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

December 4, 2025

Need Analysis

Background and Analysis

The service area consists of Monroe County, which has a population projected to increase to 758,536 by 2030 based on Cornell Program of Applied Demographic estimates. Demographics for the primary service area are noted below, including a comparison with New York State.

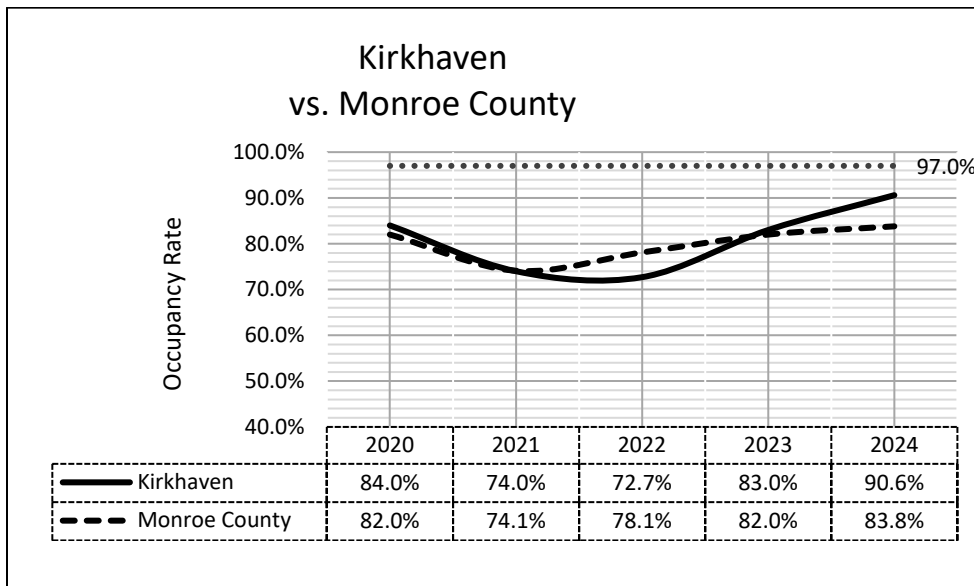
Demographics	Monroe County	New York State
Total Population (2023 Estimate)	754,068	19,872,319
Hispanic or Latino (of any race)	9.8%	19.6%
White (non-Hispanic)	68.4%	53.4%
Black or African American (non-Hispanic)	13.8%	13.6%
Asian (non-Hispanic)	3.7%	8.8%
Other (non-Hispanic)	4.4%	4.6%

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

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

	Monroe County Age Group 65-84	Monroe County Age Group 85+	New York State Age Group 65-84	New York State Age Group 85+
Estimated 2023 Population	119,382	18,370	3,019,337	441,849
Population Projection by 2030	146,929	25,240	3,723,556	618,653
Percent Change	+23.1%	+37.4%	+23.3%	+40.0%

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



Source: Occupancy through 2024 is from the RCHF cost reports.

Based on weekly census data, the facility reported 96.6% of its 147 licensed beds staffed and 93.2% occupied as of September 30, 2025, for a 96.5% occupancy of staffed beds. Monroe County had 95.8% of the county's 4,741 licensed beds staffed and 90.4% occupied for a 94.5% occupancy of staffed beds.

The table below shows the CMS Rating and the utilization of the closest RHCs to Kirkhaven.

Facility Name	CMS Overall Rating	Number of Beds	Distance from other RHCs	Occupancy		
	As of 9/2025			2022	2023	2024
Kirkhaven	3	147	0 miles	72.7%	83.0%	90.6%
Lilac Manor Rehab & Nursing Ctr (formerly Wesley Gardens)	1	200	0.8 miles/3 min	59.6%	58.8%	59.0%
Protestant Episcopal	3	182	2.3 miles/8 min	75.5%	78.6%	79.2%
St Johns Health Care	2	455	2.3 miles/7 min	61.4%	64.2%	65.4%
The Brightonian	5	54	2.6 miles/8 min	90.3%	87.8%	93.9%
Unity Living	3	110	2.6 miles/9 min	99.1%	99.2%	99.3%
Blossom Health Care Center (formerly Rochester Community)	1	80	3.1miles/8 min	93.1%	94.0%	94.7%

Source: CMS and RHC cost report

The following table provides the Case Mix Index (CMI) for the facility and the surrounding RHCs, which reflects the relative resources predicted to provide care to a resident. The higher the case mix index weight, the greater the resource requirements for the residents.

Case Mix Index	2021		2022		2023	
	All Payor Mix	Medicaid Only	All Payor Mix	Medicaid Only	All Payor Mix	Medicaid Only
Kirkhaven	1.1062	1.0668	1.0791	1.0203	1.1323	1.0902
Wesley Gardens	0.989	0.8154	1.2085	1.1553	1.1893	1.1542
Protestant Episcopal	1.0819	0.9882	1.0915	0.8995	1.123	1.0545
St Johns Health Care	1.0941	0.9231	1.034	0.889	1.1108	0.8947
The Brightonian	1.1582	1.076	1.3261	1.3153	1.332	1.3664
Unity Living	1.0833	1.0278	1.1463	1.1257	1.2096	1.201
Blossom Health Care Center (formerly Rochester Community)	1.0299	0.9535	1.1896	1.093	1.1545	1.1078

Medicaid Access

To ensure that the Residential Health Care Facility needs of the Medicaid population are met, 10 NYCRR §670.3 requires applicants to accept and admit a reasonable percentage of Medicaid residents in their service area. The benchmark is 75% of the annual percentage of residential healthcare facility admissions that are Medicaid-eligible individuals in their planning area. This benchmark may be increased or decreased based on the following factors:

- the number of individuals within the planning area currently awaiting placement to a residential health care facility, and the proportion of total individuals awaiting such placement that are Medicaid patients and/or alternate level of care patients in general hospitals;
- the proportion of the facility's total patient days that are Medicaid patient days and the length of time that the facility's patients who are admitted as private paying patients remain such before becoming Medicaid eligible;
- the proportion of the facility's admissions who are Medicare patients or patients whose services are paid for under provisions of the federal Veterans' Benefit Law;
- the facility's patient case mix based on the intensity of care required by the facility's patients or the extent to which the facility provides services to patients with unique or specialized needs;
- the financial impact on the facility due to an increase in Medicaid patient admissions.

An applicant will be required to make appropriate adjustments in its admission policies and practices to meet the resultant percentage. Based on the applicant's data, the facility's Medicaid admissions rate was above the threshold of 75% of the Monroe County rate for the years 2022, 2023, and 2024.

Medicaid Access	2022	2023	2024
Monroe County Total	20.0%	17.1%	15.2%
<i>Monroe Threshold Value</i>	<i>15.0%</i>	<i>12.8%</i>	<i>11.4%</i>
Kirkhaven	74.4%	30.2%	12.4%

Conclusion

There will be no changes to beds or services as a result of this project. As of September 30, 2025, the facility reported 96.5% occupancy of its staffed beds, and Monroe County had 94.5% occupancy of staffed beds.

Program Analysis

Program Description

	Existing	Proposed
Facility Name	Kirkhaven	Kirkhaven Nursing & Rehab
Address	254 Alexander Street Rochester, NY 14607	Same
RHCF Capacity	147 beds	Same
ADHCP Capacity	N/A	N/A
Type of Operator	Not-for-Profit Corporation	Limited Liability Company
Class of Operator	Voluntary	Proprietary
Operator	Genesee Valley Presbyterian Nursing Center	Kirkhaven SNF OPCO LLC <u>Membership:</u> Bernadette Roesch* 10% Pesach Brown 45% Fayga Chapler 45% <i>*Managing Member</i>

Character and Competence

Bernadette Roesch lists current employment as the VP of Operations at Crest Manor Living and Rehabilitation Center in Fairport, NY, East Side Nursing and Rehab in Warsaw, NY, and Kirkhaven in Rochester, NY. Previously, Bernadette was the Administrator of Record at Kirkhaven, East Side Nursing and Rehab, Crest Manor Living and Rehabilitation Center, Absolut Care of Orchard Park, Absolut Care of Westfield, and Absolut Care of Allegany. Prior to Bernadette's employment as Administrator of Record at the aforementioned facilities, Bernadette was the Assistant Administrator at Absolut Care LLC, Regional Social Work Consultant at Absolut Care LLC, Assistant Administrator at Absolut Care of Orchard Park, and Director of Social Work at Absolut Care of Orchard Park. Bernadette holds a master's degree in social work from the University of Buffalo and a nursing home administrator certificate from D'Youville University. Bernadette Roesch is licensed as a Nursing Home Administrator in New York State with more than eight years of experience and discloses the following pending health care facility ownership interest:

New York Nursing Home

Our Lady of Peace Nursing Care Residence (10%)

Pending

Pesach (Chesky/Ken) Brown lists employment as CEO of Fresh Scents Inc. in Ramsey, NJ. Fresh Scents sells/leases commercial scent systems to the healthcare industry. Previously, Pesach was the Sales Director of Tristate Surgical Supplies/MBS in Brooklyn, New York. Tristate provides medical supplies to nursing homes. Pesach received a bachelor's degree in Talmudic law from Ner Israel College and discloses the following pending health care facility ownership interest:

New York Nursing Home

Our Lady of Peace Nursing Care Residence (45%)

Pending

Fayga Chapler is currently a Homemaker. Previously, Fayga was an Account Manager with RushKing Promotions. Fayga received a high school diploma from Yeshiva of Brooklyn. Fayga Chapler discloses the following pending health care facility ownership interest:

New York Nursing Home

Our Lady of Peace Nursing Care Residence (45%)

Pending

Quality Review

The proposed owners have been evaluated, in part, on the distribution of CMS Star ratings for their portfolios. For the proposed owners, the distribution of CMS star ratings for their facilities meets the standard described in state regulations.

CMS Star Rating Criteria					
		Duration of Ownership*			
		< 48 Months		48 months or more	
Proposed Owner	Total Nursing Homes	Number of Nursing Homes	Percent of Nursing Homes With a Below Average Rating	Number of Nursing Homes	Percent of Nursing Homes With a Below Average Rating
Bernadette Roesch	0	0	N/A	0	N/A
Pesach Brown	0	0	N/A	0	N/A
Fayga Chapler	0	0	N/A	0	N/A

* Duration of Ownership as of 12/4/2025

Data date: 09/2025

Review of Employment History

The proposed owners have disclosed that they have no ownership interest in healthcare facilities. A review was conducted to ensure that the applicants have adequate relevant experience to conduct the affairs of the company.

Bernadette Roesch has more than eight years of experience as a Licensed Nursing Home Administrator (LNHA) with employment as follows:

- Supervisory Administrator of Record at Crest Manor Living and Rehabilitation Center from March 2024 to September 2024;
- LNHA at Kirkhaven from September 2023 to July 2024;
- LNHA at East Side Nursing Home from August 2022 to September 2023 and from February 2019 to October 2021;
- LNHA at Crest Manor Living and Rehabilitation Center from January 2022 to July 2022;
- LNHA at Absolut Center for Nursing & Rehab Orchard Park from June 2017 to December 2018;
- LNHA at Absolut Center for Nursing and Rehabilitation at Westfield from December 2016 to June 2017; and
- LNHA at Absolut Center for Nursing & Rehab Allegany from March 2015 to December 2016.

Currently, Bernadette Roesch is the VP of Operations at the following facilities:

- Crest Manor Living and Rehabilitation Center since August 2022;
- East Side Nursing Home since August 2022; and
- Kirkhaven since July 2024.

East Side Nursing Home and Kirkhaven have a CMS overall quality rating of 3 stars (average). However, Crest Manor Living and Rehabilitation Center has a much below average CMS overall quality rating. To improve the quality at Crest Manor Living and Rehabilitation Center, the applicant provided the following:

Crest Manor – CMS 1-Star Rating, 17 Deficiencies (Including 2 G-Level Tags)

Crest Manor: 17 deficiencies, including two G-level citations for quality of care related to documentation failures and inadequate feeding supervision. Immediate steps were taken to stabilize the facility and restore clinical integrity.

Corrective actions included:

- Leadership changes initiated, including the replacement of the current Administrator and onboarding of a new Director of Nursing.
- Appointment of a House Manager to directly oversee aide performance and care routines.
- Deployment of regional QA and Educator staff to provide in-service education on documentation, nutrition monitoring, and clinical protocols.
- Standardization of weekly risk meetings
- Strengthening of audit tools, staff coaching, and interdisciplinary collaboration.

The plan includes mock survey cycles, staff competency validation, and structured leadership rounding. Our goal is to bring this facility into compliance and set it on a clear path toward quality improvement and CMS rating advancement.

Facility	VP of Operations Since*	Overall	Health Inspection	Quality Measure	Staffing
New York					
Kirkhaven	Subject Facility	***	**	*****	**
Kirkhaven	Current	***	**	*****	**
	07/2024	**	***	**	*
Crest Manor Living and Rehabilitation Center	Current	*	*	*****	*
	08/2022	**	***	*****	*
East Side Nursing Home	Current	*****	*****	***	**
	08/2022	***	*****	*****	*

Data date: 09/2025

*Please Note: Bernadette Roesch serves as the VP of Operations, not the operator, of these facilities and is not subject to the CMS Star Ratings Portfolio Assessment under 10 NYCRR 600.2(b)(5)(iv).

Facility	Administrator Since*	Overall	Health Inspection	Quality Measure	Staffing
New York					
End-Dated as Administrator					
Crest Manor Living and Rehabilitation Center†	09/2024	*	*	***	*
	03/2024	*	**	***	*
Kirkhaven	07/2024	**	***	**	*
	09/2023	***	***	*****	**
East Side Nursing Home	09/2023	**	*****	*	*
	08/2022	***	*****	*****	*
	07/2022	**	***	*****	*

Facility	Administrator Since*	Overall	Health Inspection	Quality Measure	Staffing
Crest Manor Living and Rehabilitation Center	01/2022	***	***	****	***
East Side Nursing Home	10/2021	*****	****	*****	**
	02/2019	****	***	****	****
Absolut Center for Nursing and Rehabilitation at Orchard Park	12/2018	*	*	*	****
	06/2017	*	*	**	**
Absolut Center for Nursing and Rehabilitation at Westfield	06/2017	*	*	**	*
	12/2016	*	*	*	***
Absolut Center for Nursing and Rehabilitation at Allegany	12/2016	*	*	***	**
	03/2015	***	****	**	*

**Please Note: The above represents the time periods Bernadette Roesch served as the LNHA, not the operator, of these Facilities, and is not subject to the CMS Star Ratings Portfolio Assessment under 10 NYCRR 600.2(b)(5)(iv).*

†Bernadette Roesch was the Supervisory Administrator of Record, supervising Andrew Joksimovic, the unlicensed provisional Administrator of Record for Crest Manor Living and Rehabilitation Center.

Enforcement History

New York

A review of the operations of Kirkhaven under 10 NYCRR §600.2 requirements for approval reveals no enforcements.

A review of the operations of East Side Nursing Home under 10 NYCRR §600.2 requirements for approval reveals the following:

- The facility was assessed federal CMPs of \$2,659 on 01/08/2024, \$2,098 on 01/02/2024, and \$4,233 on 12/11/2023 for failure to report COVID data under F884.
- The facility was assessed a federal CMP of \$650 on 07/05/2021 for failure to report COVID data under F884.
- The facility was fined \$2,000 pursuant to Stipulation and Order NH-21-146 for surveillance findings on 12/31/2020. Deficiencies were found under 10 NYCRR 415.19(a)(1) and 400.2 Infection Control. The facility failed to establish and maintain an infection control program under which it investigates, controls, and takes action to prevent infections in the facility; and failed to implement appropriate universal precaution procedures for individual residents. Also, the facility failed to require all staff to be checked for COVID-19 symptoms, including a temperature check at the start of each shift and every 12 hours while on duty, pursuant to the directives of the Department of Health.

A review of the operations of Crest Manor Living and Rehabilitation Center under 10 NYCRR §600.2 requirements for approval reveals the following:

- The facility was fined \$32,000 pursuant to Stipulation and Order NH-25-023 for surveillance findings on 10/15/2024. Deficiencies were found under 10 NYCRR 415.12(1)(c) and (1)(a) – Quality of Care and 10 NYCRR 415.12(h)(1) – Quality of Care – Nutrition (2 citations). The facility was also assessed a federal CMP of \$41,360 on 10/15/2024 for failure to provide appropriate treatment and care according to orders, residents' preferences, and goals under F684 at a G level, and for failure to provide enough food/fluids to maintain a resident's health under F692 at a G level.
- The facility was fined \$2,000 pursuant to Stipulation and Order NH-23-097 for surveillance findings on 04/18/2023. Deficiencies were found under 10 NYCRR 415.19 Infection Control. The facility failed to ensure staff adhered to its infection prevention and control policies, as outlined in the Statement of Deficiencies. Specifically, there were three observed instances of a failure to use appropriate hand hygiene, unsanitary storage of medication, unsanitary care of an indwelling urine catheter drainage bag, and failure to clean/disinfect resident care equipment after use.
- The facility was fined \$2,000 pursuant to Stipulation and Order NH-24-022 for surveillance findings on 12/22/2022. Deficiencies were found under 415.19(a) Infection Control. The facility failed to screen a resident for prior COVID-19 immunization before administration of the COVID-19 booster immunization.

A review of the operations of Absolut Center for Nursing & Rehab Orchard Park under 10 NYCRR §600.2 requirements for approval reveals no enforcements.

A review of the operations of Absolut Center for Nursing & Rehab Westfield under 10 NYCRR §600.2 requirements for approval reveals no enforcements.

A review of the operations of Absolut Center for Nursing and Rehabilitation at Allegany under 10 NYCRR §600.2 requirements for approval reveals no enforcements.

Conclusion

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

Financial Analysis

Operating Budget

The applicant provided the current year results and the first- and third-year operating budget, in 2025 dollars, after the change in ownership, summarized below:

	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
<u>Revenues</u>	<u>Per Diem</u>	<u>Total</u>	<u>Per Diem</u>	<u>Total</u>	<u>Per Diem</u>	<u>Total</u>
Medicaid FFS	\$240.98	\$5,680,271	\$213.23	\$5,760,315	\$213.23	\$5,760,315
Medicaid MC	\$238.98	\$2,391,262	\$213.26	\$2,563,385	\$213.26	\$2,563,385
Medicare FFS	\$559.52	\$2,578,813	\$630.55	\$2,750,480	\$646.75	\$2,821,120
Medicare MC	\$381.15	\$2,411,561	\$630.00	\$1,514,520	\$645.00	\$1,550,580
Comm FFS	\$456.78	\$861,023	\$525.25	\$1,913,500	\$538.43	\$1,961,500
Private Pay	\$420.88	\$938,985	\$525.44	\$1,367,200	\$538.55	\$1,401,300
Medicare Pt B		\$433,087		\$249,600		\$255,500
All Other		\$313,251		\$1,200		\$1,200
Non-Operating Revenue*		\$2,182,618				
Total Revenue		\$17,790,871		\$16,120,200		\$16,314,900
<u>Expenses</u>						
Operating	\$297.23	\$14,454,443	\$265.34	\$13,809,600	\$266.74	\$13,882,521
Capital	\$35.20	\$1,711,710	\$29.77	\$1,549,500	\$29.88	\$1,555,300
Total Expenses	\$332.43	\$16,166,153	\$295.11	\$15,359,100	\$296.62	\$15,437,821
Excess of Revenues over Expenses		\$1,624,718		\$761,100		\$877,079
Patient Days		48,630		52,045		52,045
Occupancy %		90.63 %		97.00%		97.00%

*Non-operating revenue is comprised of \$4,353,510 in gains on the sale of property, plus interest and dividend income of \$128,089, plus \$1,417,038 in pension plan termination gain, minus \$1,916,942 grant to foundation, and minus \$1,799,077 Beneficial Interest in foundation for a total non-operating revenue of \$2,182,618.

The following is noted with respect to the operating budget:

- Medicaid rates are projected based on the reimbursement methodology under the statewide pricing model.
- The Medicare rates are projected based on the full federal rates for the Medicare prospective payment system in effect for Fiscal Year 2023 and are increased by 2.5% per annum for inflation to reflect 2025 dollars.
- Private rates and other insurance rates are projected based on similar facilities in the same geographical area and are to increase 2.5% per annum for inflation to reflect 2025 dollars.

Utilization by payor source for the current, first, and third year is as follows:

	<u>Current Year</u>		<u>First and Third Years</u>	
<u>Payor</u>	<u>Patient Days</u>	<u>Percentage</u>	<u>Patient Days</u>	<u>Percentage</u>
Commercial FFS	1,885	3.88%	3,643	7.00%
Medicaid FFS	23,572	48.47%	27,014	51.91%
Medicaid MC	10,006	20.58%	12,020	23.10%
Medicare FFS	4,609	9.48%	4,362	8.38%
Medicare MC	6,327	13.01%	2,404	4.62%
Private	<u>2,231</u>	<u>4.59%</u>	<u>2,602</u>	<u>5.00%</u>
Total	48,630	100.00%	52,045	100.00%

- The breakeven utilization is projected at 92.35% or 49,549 patient days for Year One and 93.25% or 50,035 patient days for Year Three.
- The facility's Medicaid admissions of 74.4% in 2022, 30.2% in 2023, and 12.4% in 2024 exceed the County's 75% threshold rate of 15.0% in 2022, 12.8% in 2023, and 11.4% in 2024

Operations Transfer Agreement (OTA)

The applicant submitted an executed OTA for the operating interests of the RHCF. The agreement will become effectuated upon PHHPC approval of this CON. The terms are summarized below:

Date:	May 1, 2023
Transferor	Genesee Valley Presbyterian Nursing Center
Transferee:	Kirkhaven SNF Opco LLC
Transferred Assets:	Supplies, all intangible property of old operator associated with the facility, including without limitations the right to use "Kirkhaven", to the extent transferable seller's rights, title, and interest in and to the licenses, permits, warranties, and certificates of occupancy, if any, issued by any federal, state, municipal local governmental authority relating to the use, maintenance, occupancy or operation of the facility running to, or in favor of, old operator, to the extent legally assignable (including all modifications thereto or renewals thereof) (collectively, the "Permits"), all of the goodwill symbolized and associated with the facility, any bed rights and other assets located at or used in connection with the facility, all petty cash held by the old operator with respect to the facility and patient trust funds and property.
Purchase Price:	\$500,000
Payment of Purchase Price:	Amount to be paid at closing

The applicant submitted an original affidavit, which is acceptable to the Department, in which the applicant agrees, notwithstanding any agreement, arrangement or understanding between the applicant and the transferor to the contrary, to be liable and responsible for any Medicaid overpayments made to the facility and/or surcharges, assessments or fees due from the transferor pursuant to Article 28 of the Public Health Law with respect to the period of time prior to the applicant acquiring its interest, without releasing the transferor of its liability and responsibility. As of September 25, 2025, the facility had outstanding Medicaid overpayment liabilities of \$34,269.99.

Lease Agreement

The applicant submitted an executed lease agreement; the terms are summarized below:

Date:	May 1, 2024
Premises:	147-bed Skilled Nursing Facility located at
Landlord:	KH Propco, LLC
Tenant:	Kirkhaven SNF Opco, LLC
Terms:	20-years with two (5) Year extensions.
Rental:	\$1,260,000 annually for year one with an annual 2% increase from year 2 going forward
Provisions	Triple Net

The lease arrangement is a non-arm's length agreement and the applicant submitted an affidavit attesting to a relationship between the landlord and the operating entity.

Capability and Feasibility

There is no project cost associated with this application. The purchase price for the assets is \$500,000 per the operations transfer agreement and will be covered by members' equity. As shown on BFA Attachment A, one of the members does not have sufficient liquid assets to cover their portion of the purchase price and the working capital equity requirement. Two members, Bernadette Roesch and Pesach Brown, have provided disproportionate share affidavits agreeing to cover the shortfalls. Based on this, they have sufficient liquid assets to cover the purchase and the working capital requirements.

The working capital requirement is estimated at \$2,559,850, based on two months of the first year's expenses, and will be funded from members' equity. BFA Attachment C is the pro-forma balance sheet as of the first day of operation, which indicates a positive members' equity of \$5,108,000. \$3,000,000 of this is goodwill and is an intangible asset and cannot be included in the overall members' equity; therefore, the allowable members' equity is \$2,108,000.

The submitted budget indicates an excess of revenues over expenses of \$761,100 and \$877,079 during the first and third years. Revenues are based on current reimbursement methodologies. The submitted budget appears reasonable.

BFA Attachment D is the 2022-2024 Certified Financial Summary and the 1/1/2025-6/30/2025 Internal Financial Summary of Kirkhaven SNF OPCO, LLC D/B/A Kirkhaven Nursing & Rehab. The 2022 -2024 Certified Financial Summary shows the facility maintained an average positive working capital position, an average positive net asset position, and generated an average net loss of (\$168,890). For the period 1/1/2025-6/30/2025, the facility generated both positive working capital and net asset positions and generated a net income of \$1,653,227. The 2022-2023 net loss was due to the loss of employee retention credit revenue, loss of PPP revenue, loss of HHS grant, and extra staffing costs.

Conclusion

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

Attachments

LTCOP Attachment	Long-Term Care Ombudsman Program Recommendation
BHFP Attachment	Map
BFA Attachment A	Personal Net Worth Statement of Proposed Members of Kirkhaven SNF Opco, LLC
BFA Attachment B	Kirkhaven SNF Opco, LLC, d/b/a Kirkhaven Nursing & Rehab Organization Chart (Post Closing)
BFA Attachment C	Pro Forma Balance Sheet - Kirkhaven SNF Opco, LLC
BFA Attachment D	2022-2024 Certified Financial Summary and the 1/1/2025-6/30/2025 Internal Financial Summary of Kirkhaven SNF OPCO, LLC D/B/A Kirkhaven Nursing & Rehab

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 2801-a of the Public Health Law, on this 4th day of December 2025, having considered any advice offered by the Regional Health Systems Agency, the staff of the New York State Department of Health, and the Establishment and Project Review Committee of this Council and after due deliberation, hereby proposes to approve the following application to establish Kirkhaven SNF OPCO LLC as the new operator of Kirkhaven, a 147-bed Residential Health Care Facility currently operated by Genesee Valley Presbyterian Nursing Center at 254 Alexander Street, Rochester, and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that any approval of this application is not to be construed as in any manner releasing or relieving any transferor (of any interest in the facility that is the subject of the application) of responsibility and liability for any Medicaid (Medicaid Assistance Program -- Title XIX of the Social Security Act) or other State fund overpayments made to the facility covering the period during which any such transferor was an operator of the facility, regardless of whether the applicant or any other entity or individual is also responsible and liable for such overpayments, and the State of New York shall continue to hold any such transferor responsible and liable for any such overpayments, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

241018 E

FACILITY/APPLICANT:

Kirkhaven SNF OPCO LLC d/b/a Kirkhaven
Nursing & Rehab

APPROVAL CONTINGENT UPON:

1. Submission of a commitment signed by the applicant which indicates that, within two years from the date of the council approval, the percentage of all admissions who are Medicaid and Medicare/Medicaid eligible at the time of admission will be at least 75 percent of the planning area average of all Medicaid and Medicare/Medicaid admissions, subject to possible adjustment based on factors such as the number of Medicaid patient days, the facility's case mix, the length of time before private paying patients became Medicaid eligible, and the financial impact on the facility due to an increase in Medicaid admissions. [RNR]

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]

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a complete response to each individual contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the Contingencies Tab in NYSE-CON.



Project # 252050-E
Maplewood Senior Care, Inc.
d/b/a The Maplewood Nursing Home

Program: Residential Health Care Facility
Purpose: Establishment

County: Monroe
Acknowledged: August 6, 2025

Executive Summary

Description

Maplewood Senior Care, Inc. d/b/a The Maplewood Nursing Home, a New York not-for-profit corporation, requests approval to be established as the new operator of Maplewood Nursing Home, Inc., a 72-bed (plus two respite beds) for-profit, Article 28 residential health care facility (RHCF) at 100 Daniel Drive, Webster, New York (Monroe County). Upon approval, the facility will be named The Maplewood Nursing Home.

On June 6, 2025, Maplewood Nursing Home, Inc., entered into an Asset Purchase Agreement (APA) with FSL, Inc. d/b/a Friendly Senior Living for the sale and acquisition of the RHCF operating interests. Concurrently, Ten Cate, LLC entered into a Real Estate Purchase and Sale Agreement (REPSA) with FSL, Inc. d/b/a Friendly Senior Living for the sale and acquisition of the real property. The APA and REPSA will close simultaneously upon approval from the Public Health and Health Planning Council (PHHPC).

On July 18, 2025, FSL, Inc. d/b/a Friendly Senior Living, assigned its rights under the APA and REPSA to Maplewood Senior Care, Inc. There is a service affiliation between FSL, Inc. and Maplewood Senior Care, Inc., and both entities are led by Glen Cooper.

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

Current Operator

Maplewood Nursing Home, Inc.

Member

Gregory Chambery	100%

Proposed Operator

Maplewood Senior Care Inc.
(Not-For-Profit Corporation)

OALTC Recommendation
Contingent Approval

Need Summary

There will be no changes to beds or services as a result of this application. As of September 30, 2025, the facility reported a 100% occupancy rate of its staffed beds, while Monroe County had a 94.5% occupancy rate of staffed beds.

Program Summary

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

Financial Summary

There are no project costs associated with this proposal. The purchase price for the operations and real property is \$22,500,000, financed with \$1,497,459 in equity from FSL, Inc., and a \$21,002,541 thirty-year tax-exempt bond at a fixed interest rate of 6.50%.

<u>Budget</u>	<u>Year One</u>	<u>Year Three</u>
Revenues:	\$15,359,722	\$16,623,321
Expenses:	<u>15,915,646</u>	<u>16,578,623</u>
Net Income (Loss):	(\$555,924)	\$44,698

Health Equity Impact Assessment

This project does not meet the requirements for a Health Equity Impact Assessment under Public Health Law §2802-B.

Recommendations

Long Term Care Ombudsman Program

The LTCOP recommends Approval. (See LTCOP Attachment A)

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 bond resolution acceptable to the Department. Included with the submitted bond resolution must be a sources and uses statement and debt amortization schedule, for both new and refinanced debt. [BFA]
2. Submission of a commitment signed by the applicant which indicates that, within two years from the date of the council approval, the percentage of all admissions who are Medicaid and Medicare/Medicaid eligible at the time of admission will be at least 75 percent of the planning area average of all Medicaid and Medicare/Medicaid admissions, subject to possible adjustment based on factors such as the number of Medicaid patient days, the facility's case mix, the length of time before private paying patients became Medicaid eligible, and the financial impact on the facility due to an increase in Medicaid admissions. [RNR]
3. Submission of a plan to continue to enhance access to Medicaid residents. At a minimum, the plan should include, but not necessarily be limited to, ways in which the facility will: a. Reach out to hospital discharge planners to make them aware of the facility's Medicaid Access Program; b. Communicate with local hospital discharge planners on a regular basis regarding bed availability at the nursing facility; and c. Identify community resources that serve the low-income and frail elderly population who may eventually use the nursing facility, and inform them about the facility's Medicaid Access policy. [RNR]

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

December 4, 2025

Need Analysis

Background and Analysis

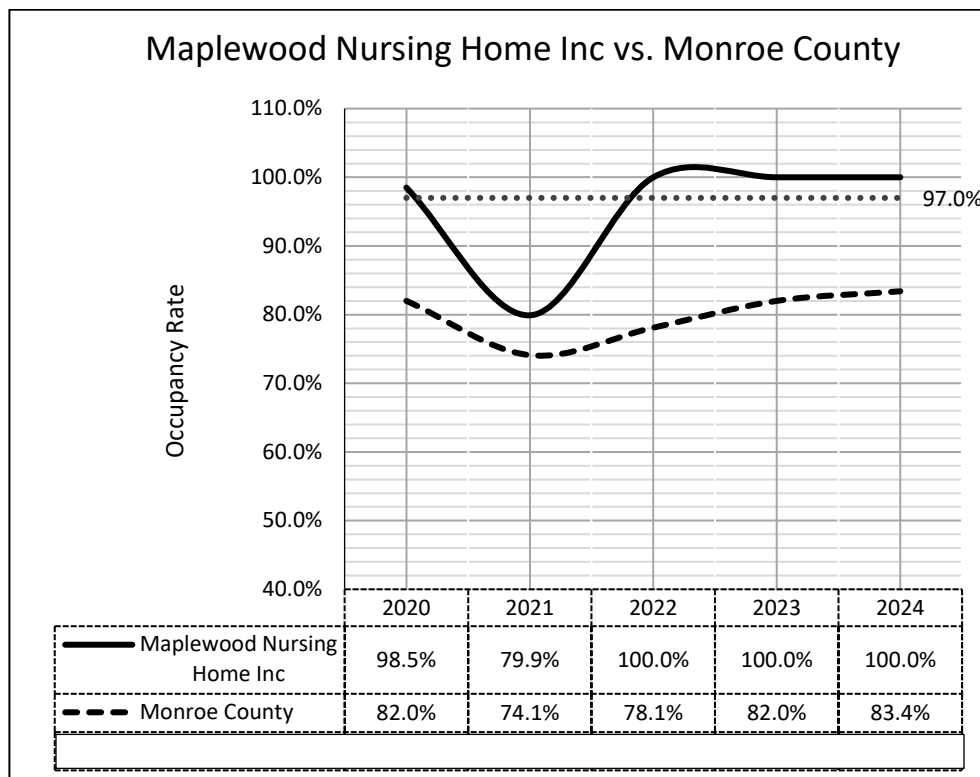
The service area is Monroe County, which has a population projected to increase to 758,536 by 2030, according to data from the Cornell Program on Applied Demographics. Demographics for the primary service area are provided below, along with a comparison to New York State.

Demographics	Monroe County	New York State
Total Population (2023 estimate)	754,068	19,872,319
Hispanic or Latino (of any race)	9.8%	19.6%
White (non-Hispanic)	68.4%	53.4%
Black or African American (non-Hispanic)	13.8%	13.6%
Asian(non-Hispanic)	3.7%	8.8%
Other (non-Hispanic)	4.3%	4.6%

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

	Monroe County Age Group 65-84	Monroe County Age Group 85+	New York State Age Group 65-84	New York State Age Group 85+
Estimated 2023 Population	119,382	18,370	3,019,337	441,849
Population Projection by 2030	146,929	25,240	3,723,556	618,653
Percent Change	+23.1%	+37.4	+23.3%	+40.0%

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



Source: Occupancy through 2024 is from the RHCF cost reports

Based on weekly census data, the facility reported that 100% of its 72 licensed beds were staffed and 100% occupied on September 30, 2025, resulting in a 100% occupancy rate of staffed beds. Monroe

County had 95.8% of its 4,741 licensed beds staffed and 90.4% occupied, resulting in a 94.5% occupancy rate of staffed beds.

The table below shows the CMS Rating and the utilization of the six closest RHCs to Maplewood Nursing Home in Niagara County.

Facility Name	CMS Overall Rating	Beds	Distance from other RHCs	Occupancy		
	As of 9/2025		Miles/Time	2022	2023	2024
Maplewood Nursing Home Inc	5	72	0 miles/0 mins	100.0%	100.0%	100.0%
St Ann's Community	4	72	2.1 miles/6 mins	97.8%	97.9%	97.2%
Penfield Place	5	48	7.9 miles/15 mins	88.1%	88.7%	93.9%
Aaron Manor Rehabilitation and Nursing Center	3	140	8.1 miles/17 mins	87.4%	90.9%	92.2%
Fairport Rehabilitation and Nursing Center	1	142	8.8 miles/16 mins	64.2%	58.8%	56.5%
The Pearl Nursing Center of Rochester	1	120	9.1 miles/ 13 mins	83.5%	84.8%	87.4%
The Friendly Home	3	200	11.0 miles/21 mins	82.1%	86.1%	83.5%

*Source: CMS and RHC cost reports

The following table provides the Case Mix Index (CMI) for the facility and surrounding RHCs, which reflects the relative resources predicted to provide care to a resident. The higher the case mix weight, the greater the resource requirement for the residents.

Case Mix Index	2021		2022		2023	
	All Payor	Medicaid Only	All Payor	Medicaid Only	All Payor	Medicaid Only
Maplewood Nursing Home Inc	0.9581	0.9877	0.9883	1.0183	0.9589	1.0247
St Ann's Community	0.9812	1.0695	1.0764	1.1983	0.9749	1.0853
Penfield Place	1.2656	1.0988	1.2564	1.2551	1.3231	1.324
Aaron Manor Rehabilitation and Nursing Center	1.2134	1.057	1.2816	1.1435	1.31	1.2245
Fairport Rehabilitation and Nursing Center	1.0648	0.8582	1.1572	1.0576	1.1066	1.1101
The Pearl Nursing Center of Rochester	1.1413	1.0799	1.1413	1.0799	1.1927	1.1693
The Friendly Home	1.0565	0.9645	1.1395	0.9985	1.0467	0.9324

Medicaid Access

To ensure that the Residential Health Care Facility needs of the Medicaid population are met, 10 NYCRR §670.3 requires applicants to accept and admit a reasonable percentage of Medicaid residents in their service area. The benchmark is 75% of the annual percentage of residential health care facility admissions that are Medicaid-eligible individuals in their planning area. This benchmark may be increased or decreased based on the following factors:

- the number of individuals within the planning area currently awaiting placement to a residential health care facility and the proportion of total individuals awaiting such placement that are Medicaid patients and/or alternate level of care patients in general hospitals.
- the proportion of the facility's total patient days that are Medicaid patient days and the length of time that the facility's patients who are admitted as private paying patients remain such before becoming Medicaid eligible;
- the proportion of the facility's admissions who are Medicare patients or patients whose services are paid for under provisions of the federal Veterans' Benefit Law;

- the facility's patient case-mix based on the intensity of care required by the facility's patients or the extent to which the facility provides services to patients with unique or specialized needs;
- The financial impact on the facility due to an increase in Medicaid patient admissions.

An applicant will be required to make appropriate adjustments in its admission policies and practices to meet the resultant percentage. The facility's Medicaid admissions rate was below the threshold of 75% of the Monroe County rate for the years 2022 through 2024,

Medicaid Access	2022	2023	2024
Monroe County Total	20.0%	17.1%	15.2%
<i>Monroe County Threshold Value</i>	<i>15.0%</i>	<i>12.8%</i>	<i>11.4%</i>
Maplewood NH Inc	3.2%	0.0%	0.0%

According to the applicant, Maplewood Senior Care, Inc. is a New York not-for-profit organization, formed by individuals with a long-standing history of supporting Rochester's aging population. These individuals currently serve as the board officers for The Friendly Home, a nursing home also in the Rochester community that has been serving Rochester's underserved and aging populations since its founding in 1849.

According to the applicant, for 2025, the facility's current operator has maintained a 20% Medicaid admission rate. The applicant's affiliate, The Friendly Home, has maintained a 33% Medicaid admission rate for 2025. The applicant intends to meet and exceed that threshold within the allotted two-year time frame. They aim to have a Medicaid admission rate of 30% by utilizing the current operator's existing system and the support provided by The Friendly Home team.

Conclusion

There will be no changes to beds or services due to this application. As of September 30, 2025, the facility reported a 100% occupancy rate of its staffed beds, while Monroe County had a 94.5% occupancy rate of staffed beds.

Program Analysis

Program Description

	Existing	Proposed
Facility Name	Maplewood Nursing Home Inc.	The Maplewood Nursing Home
Address	100 Daniel Drive Webster, NY 14580	Same
RHCF Capacity	72 beds	Same
ADHCP Capacity	N/A	N/A
Type of Operator	Business Corporation	Not-for-Profit Corporation
Class of Operator	Proprietary	Voluntary
Operator	Maplewood Nursing Home Inc. Membership: Greg Chambrey 100%	Maplewood Senior Care, Inc. Board Members: John Magee Julie Marsiglio LaRon Rowe Lois Irwin

Upon approval of this Certificate of Need application, Maplewood Senior Care, Inc. d/b/a The Maplewood Nursing Home has indicated that there will be a consulting and administrative services agreement with Greg Chambrey, the current operator of the facility. Greg Chambrey will provide administrative services to the facility for a period of two years following the approval of this application. During the first year, Greg Chambrey will continue as the administrator of record at the facility, after which Senior Care, Inc. plans to employ a new administrator of record. Also under the agreement, Greg Chambrey will provide advisory and transition services focused on managing the business and operations of Maplewood Nursing Home, rendering advice and counsel to the company regarding matters within the service provider's expertise, completing special projects, attending functions or meetings, and cooperating in litigation, dispute, or other business matters.

Character and Competence

John Magee lists current employment as the Chief Financial Officer at NextCorps, Inc. in Rochester, NY. Previously, John was the Chief Financial Officer at R.W Dake Construction in Rochester, NY, and Chief Financial Officer and Vice President at Livonia, Avon, and Lakeville Railroad Companies in Lakeville, NY. Lastly, John was also previously a Partner at B2B CFO in Pittsford, NY. John received a bachelor's degree in accounting from St. John's Fisher College and is a Certified Public Accountant in New York State. John Magee discloses current board positions as follows:

New York Nursing Homes

The Friendly Home, Treasurer & Immediate Past Chairperson

6/2013 to present

Julie Marsiglio lists current employment as the Senior Director of Individual Giving & Strategic Fundraising Initiatives at United Way of Greater Rochester and the Finger Lakes, NY. Previously, Julie was the Director of Major Gifts & Regional Development at Hillside Family of Agencies in Rochester, NY. Julie received a bachelor's degree in political science from Wittenberg University. Julie Marsiglio discloses the following current board position:

New York Nursing Home

The Friendly Home, Secretary

6/2016 to present

LaRon Rowe lists current employment as the Senior Director of the IT Business Office of the Information Systems Division at the University of Rochester Medical Center and an Adjunct Professor for Roberts Wesleyan College. Previously, LaRon was The Senior Director of Integrated Clinical Systems of the Information Systems Division and the Director of Information Management in Accountable Health Partners at the University of Rochester Medical Center. LaRon received an associate's degree in computer information systems from SUNY College of Technology at Alfred University and a bachelor's degree from SUNY Buffalo. LaRon received a master's degree in management from Nazareth College of Rochester and received a Doctor of Healthcare Administration from Virginia University Lynchburg. LaRon Rowe discloses the following current board position:

New York Nursing Home:

The Friendly Home, Chairperson

6/2015 to present

Lois Irwin lists current employment as the President of UltraMobile Imaging. Lois received a bachelor's degree and an MBA in Finance from Cornell University. Lois Irwin discloses current board positions as follows:

New York Nursing Homes

The Friendly Home, Chairperson-Elect

6/2013 to present

Portable X-Ray

Ultramobile Imaging, Inc.

2011 to present

Quality Review

The proposed board members have been evaluated, in part, on the distribution of CMS Star ratings for their portfolio. For the proposed board members, the distribution of CMS star ratings for their facilities meets the standard described in state regulations.

CMS Star Rating Criteria					
		Duration of Ownership*			
		< 48 Months		48 months or more	
Proposed Owner	Total Nursing Homes	Number of Nursing Homes	Percent of Nursing Homes With a Below Average Rating	Number of Nursing Homes	Percent of Nursing Homes With a Below Average Rating
John F. Magee	1	0	N/A	1	0%
Julie Marsiglio	1	0	N/A	1	0%
LaRon Rowe	1	0	N/A	1	0%
Lois Irwin	1	0	N/A	1	0%

*Duration of Ownership as of 12/04/2025

Data date: 09/2025

New York. The proposed board member's portfolio includes board affiliation in one New York facility. The Friendly Home has a CMS overall quality rating of average.

Facility	Ownership Since	Overall	Health Inspection	Quality Measure	Staffing
New York					
Maplewood Nursing Home	Subject Facility	*****	*****	**	*****
The Friendly Home	Current	***	***	****	***
	06/2013	****	****	****	****

Data date: 09/2025

Enforcement History

New York

A review of the operations of The Friendly Home under 10 NYCRR §600.2 requirements for approval reveals no enforcements.

Conclusion

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

Financial Analysis

Operating Budget

The applicant has provided the current year, 2024, and the first- and third-year operating budgets after the change in ownership in 2026 dollars, summarized as follows:

	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
<u>Revenues</u>	<u>Per Diem</u>	<u>Total</u>	<u>Per Diem</u>	<u>Total</u>	<u>Per Diem</u>	<u>Total</u>
Medicaid FFS	\$279.13	\$1,518,485	\$288.77	\$2,269,693	\$309.33	\$2,456,408
Medicare FFS	\$1,219.63	281,734	\$1,262.70	524,021	\$1,352.63	566,754
Medicare MC	\$583.66	291,244	\$604.44	540,974	\$647.49	585,980
Commercial FFS	\$703.32	23,913	0.00	0	0.00	0
Private Pay	\$681.41	13,872,220	\$704.83	12,003,340	\$755.04	12,991,164
Other*		<u>21,062</u>		<u>21,694</u>		<u>23,015</u>
Total		\$16,008,658		\$15,359,722		\$16,623,321
<u>Expenses</u>						
Operating	\$500.19	\$13,286,119	\$520.04	\$13,625,091	\$540.71	\$14,313,069
Capital	<u>\$91.98</u>	<u>2,443,149</u>	<u>\$87.43</u>	<u>2,290,555</u>	<u>\$85.59</u>	<u>2,265,554</u>
Total Expenses	\$592.17	\$15,729,268	\$607.47	\$15,915,646,	\$626.30	\$16,578,623
Net Income (Loss):		<u>\$ 279,390</u>		<u>(\$555,924)</u>		<u>\$44,698</u>
Patient Days:		26,562		26,200		26,471
Utilization		98.34%		97.00%		98.00%

*Other: Vending \$12,476, Barber & Beauty \$1,577, Guest Meals \$5,693, and Miscellaneous \$1,316.

The following is noted concerning the operating budget:

- The Current Year reflects the facility's 2024 revenues and expenses.
- Reimbursement rates are based on Maplewood's current rates, increased based on historical annual increases.
- Operating expenses are increasing by \$338,972, while capital expenses decrease by \$152,594, resulting in a net increase of \$186,378. Operating expenses, including salaries, wages, and fringe benefits, will increase by \$462,452, while professional fees will rise by \$633,562, offset by reductions in purchase services and expenses. The decrease in capital expenses includes an increase in interest expense of \$1,365,165 and depreciation of \$458,589, offset by a reduction in rent of \$1,976,348.
 - o The projected percentage of direct care staffing costs to projected facility revenues is 40% in Years One and Three, meeting the 40% requirement in Public Health Law 2828.
 - o The percentage of direct resident care costs to projected facility revenue is 70% in Year One and Year Three, meeting the 70% requirement in Public Health Law 2828.
 - o The facility's projected profit percentage is forecasted to be a 3.6% loss in Year One and a 0.3% profit in Year Three, less than the 5% maximum outlined in Public Health Law §2828.
 - o Staffing ratio is 5.28, exceeding the required 3.5 hours of care per resident per day under 10 NYCRR §415.13.
- The projected utilization for the facility is 97% in Year One and 98% in Year Three. It was noted that the 72-Bed RHC and 2-Bed Respite facility had an average annual occupancy of 98.1% between 2022 through 2024. As of September 23, 2025, the RHC occupancy was at 100%. The applicant plans to increase Medicaid:
 - o Based on Maplewood's current percentage of Medicaid residents and the anticipated resident turnover, the applicant estimated it may take up to two years to reach a 30% Medicaid mix.
 - First Year: Focus on the internal admissions process to ensure a smooth and efficient system for Medicaid applicants, their family members, and representatives.
 - Second Year: Focus on leveraging operational improvements.

Utilization by payor source is projected as follows:

<u>Payor</u>	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
	<u>Days</u>	<u>%</u>	<u>Days</u>	<u>%</u>	<u>Days</u>	<u>%</u>
Medicaid FFS	5,440	20.48%	7,860	30.00%	7,941	30.00%
Medicare FFS	231	0.87%	415	1.58%	419	1.58%
Medicare MC	499	1.88%	895	3.42%	905	3.42%
Commercial FFS	34	0.13%	0	0.00%	0	0.00%
Private Pay	<u>20,358</u>	<u>76.64%</u>	<u>17,030</u>	<u>65.00%</u>	<u>17,206</u>	<u>65.00%</u>
Total	26,562	100%	26,200	100%	26,471	100%

- The facility's Medicaid admissions of 0% in 2023 and 0% in 2024 were below Monroe County's 75% threshold rate of 12.8% for 2023 and 11.4% for 2024.
- Breakeven occupancy for Year Three is projected at 97.75%.

Asset Purchase Agreement

The applicant has submitted an executed APA to acquire the RHCF's operating interests, which will become effective upon approval by PHHPC. The terms are summarized below:

Date:	June 6, 2025
Seller:	Maplewood Nursing Home, Inc.
Purchaser:	FSL, Inc. d/b/a Friendly Senior Living
Asset Acquired:	Rights, title, and interest free and clear of all Liens used in or relating to the Business. Including: leased real property (subject to a separate real estate purchase and sale agreement), furniture, equipment, inventories, assumed contracts, operational permits, resident assets, books and records, residents' medical records, trade name "Maplewood Nursing Home", phone and fax numbers, and goodwill.
Excluded Assets:	Cash, accounts receivable, minute books, benefit plans, claims, deposits, prepaid charges, and records that must be kept or do not pertain to operations.
Assumed Liabilities:	Liabilities, by their nature, are required to transfer with the Operating Rights.
Purchase Price:	\$5,000,000 (The total purchase price for the operations and real property is \$22,500,000, with \$4,000,000 allocated to Goodwill, \$1,000,000 allocated to equipment, and \$17,500,000 allocated to the real property.)

The applicant has submitted an original affidavit, which is acceptable to the Department, in which the applicant agrees, notwithstanding any agreement, arrangement or understanding between the applicant and the transferor to the contrary, to be liable and responsible for any Medicaid overpayments made to the facility and/or surcharges, assessments or fees due from the transferor pursuant to Article 28 of the Public Health Law with respect to the period of time prior to the applicant acquiring its interest, without releasing the transferor of its liability and responsibility. As of September 29, 2025, the facility had no outstanding Medicaid liabilities.

Real Estate Purchase and Sale Agreement (REPSA)

The applicant has submitted an executed REPSA for the sale of the RHCF's realty. The terms are summarized below:

Date:	June 6, 2025
Seller:	Ten Cate, LLC
Purchaser:	FSL, Inc. d/b/a Friendly Senior Living
Asset Transferred:	Real Property located at 100 Daniel Drive, Webster, NY 14580
Purchase Price:	\$17,500,000

Payment of the Purchase Price

The purchase price for the Operations and Real Property is proposed to be satisfied as follows:

Operations (Goodwill and Equipment)	\$5,000,000
Real Property	17,500,000
Total Purchase *	\$22,500,000
Payments	
\$100,000 at execution of LOI	
\$1,000,000 effective date (June 6, 2025)	
\$18,900,000 at closing	
\$2,500,000 held in escrow by purchaser (for 2 years)	\$22,500,000

- Section 3.1 (b) Initial adjustment: during the twelve (12) months preceding the closing date, the business has not continued to achieve Adjusted Earnings Before Interest, Taxes, Depreciation, Amortization, Rent, and Management Fees (Adjusted EBITDARM) of \$2,635,000. The purchaser, in its sole discretion, may either adjust the purchase price or terminate the agreement.
- Section 3.3 (a) Deferred adjustment: the remaining \$2,500,000 of the purchase price shall be paid out after two (2) years of operations have concluded following the closing, provided the business has achieved Adjusted EBITDARM of at least \$3,180,000 in the second year of operations following closing.
- Section 3.4 The determination of both the Initial Adjusted EBITDARM and the Deferred Adjusted EBITDARM shall be made by the Purchaser's auditors for the applicable determination period.

Funding

The purchase price of the operations, equipment, and real property is proposed to be satisfied as follows:

Equity -Rochester Friendly Senior Services d/b/a Friendly Senior Living (FSL)	\$1,497,459
Bond, a 30-year, tax-exempt bond at a fixed interest rate of 6.50%.	<u>21,002,541</u>
Total	\$22,500,000

Rochester Friendly Senior Services d/b/a Friendly Senior Living (FSL), 2024 Certified Financial Statements indicate sufficient resources to cover the equity funding as shown in BFA Attachment A. Ziegler Capital Markets Group has provided a letter of interest.

Assignment and Assumption Agreement

The terms of an executed assignment and assumption agreement from FSL, Inc. d/b/a Friendly Senior Living to Maplewood Senior Care, Inc., as summarized below:

Dated:	July 18, 2025
Assignor:	FSL, Inc. d/b/a Friendly Senior Living
Assignee:	Maplewood Senior Care, Inc.
Action:	Assignor assigns, transfers, and conveys to Assignee all its rights, benefits, interests, duties, obligations, and liabilities under the following Agreements: ➤ Asset Purchase Agreement dated June 6, 2025 ➤ Real Estate Purchase and Sale Agreement dated as of June 6, 2025.

Service Agreement

FSL, Inc. d/b/a Friendly Senior Living entered into an executed Services Agreement with Gregory Chambery; terms are summarized below:

Date:	June 6, 2025
Facility Operator:	FSL, Inc. d/b/a Friendly Senior Living or any Affiliate
Service Provider:	Gregory Chambery
Term:	Two years after the closing date.
Services:	Provide certain consulting and advisory services, including transition services. The Services shall include serving as the Administrator of Record for the Nursing Home ("AOR"), rendering advice and counsel to the Company regarding matters within the Service Provider's expertise, completing special projects as requested by the Company, attending functions or meetings as requested by the Company, and cooperating in any litigation, dispute, or other business matters. Notwithstanding the foregoing, it is understood that the Parties shall make every effort to appoint a new AOR before the end of the first year of the Service Period.
Compensation:	\$240,000 for the 1 st year and \$120,000 for the 2 nd year

The applicant has submitted an executed attestation stating that the applicant understands and acknowledges that there are powers that must not be delegated, the applicant will not willfully engage in any illegal delegation, and understands that the Department will hold the applicant accountable.

Capability and Feasibility

The purchase price for the operations and real property is \$22,500,000, financed with \$1,497,459 in equity from FSL, Inc., and a \$21,002,541 thirty-year tax-exempt bond at a fixed interest rate of 6.50%. Ziegler Capital Markets Group has provided a letter to underwrite the bond financing. The treasurer of Rochester Friendly Senior Services d/b/a Friendly Senior Living (FSL), the supporting organization, has submitted a letter committing to support the projected loss. BFA Attachment A, Rochester Friendly Senior Services d/b/a Friendly Senior Living's 2024 Certified Financial Statements, shows positive working capital, \$56,690,590 in net assets (mainly from investments), and an operating surplus of \$2,976,848. BFA Attachment B, Friendly Senior Living's July 31, 2025, Internal Financial Statements, continues to show profitable operations of \$2,183,928 with net assets at \$58,874,520. There are no project costs associated with this proposal.

The working capital requirement is estimated at \$3,208,532, based on two months of first-year expenses of \$2,652,608 plus the first-year loss of \$555,924 funded from FSL, Inc.'s equity. As noted above, FSL has the capability and willingness to support this project.

The budget projects a (\$555,924) loss in Year One, of which \$458,589 is depreciation, a non-cash expense. The profit in Year Three is expected to be \$44,698. Total revenues in Year One are forecast to decline by \$648,936 due to a reduction of 362 patient days and shifts in the payor mix. Private pay decreases by 16% (3,328 patient days), while Medicaid and Medicare increase by 2,420 and 580 days, respectively. As previously noted, overall expenses are projected to rise by \$186,378 in Year One. Operating expenses go up by \$338,972, offset by a capital expense reduction of \$152,594.

BFA Attachment C, Maplewood Nursing Home, Inc.'s Pro Forma Balance Sheet, indicates that the entity will begin with \$7,000,847 in equity as of the first day of operations. Equity includes \$4,000,000 in goodwill, which is neither a liquid resource nor recognized for Medicaid reimbursement purposes. If goodwill were eliminated from the equation, the total net assets would be \$3,000,847. The budget appears reasonable.

BFA Attachment D, Maplewood Nursing Home, Inc.'s 2022-2024 Financial Summary, shows negative working capital, positive net assets, and positive net income.

Conclusion

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

Attachments

LTCOP Attachment	Long-Term Care Ombudsman Program Recommendation
BHFP Attachment	Map
BFA Attachment A	Rochester Friendly Senior Services d/b/a Friendly Senior Living (FSL), 2024 Certified Financial Statements
BFA Attachment B	Rochester Friendly Senior Services d/b/a Friendly Senior Living (FSL), July 31, 2025, Internal Financial Statements
BFA Attachment C	Pro Forma Balance Sheet – Maplewood Senior Care, Inc. d/b/a The Maplewood Nursing Home.
BFA Attachment D	Financial Summary Maplewood Nursing Home, Inc. 2022-2024
BFA Attachment E	Organizational Chart - Rochester Friendly Senior Services d/b/a Friendly Senior Living (FSL),

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 2801-a of the Public Health Law, on this 4th day of December 2025, having considered any advice offered by the Regional Health Systems Agency, the staff of the New York State Department of Health, and the Establishment and Project Review Committee of this Council and after due deliberation, hereby proposes to approve the following application to establish Maplewood Senior Care, Inc. as the operator of Maplewood Nursing Home Inc, a 72-bed Residential Health Care Facility, currently operated by Maplewood Nursing Home Inc, and change the name of the facility to The Maplewood Nursing Home, and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that any approval of this application is not to be construed as in any manner releasing or relieving any transferor (of any interest in the facility that is the subject of the application) of responsibility and liability for any Medicaid (Medicaid Assistance Program -- Title XIX of the Social Security Act) or other State fund overpayments made to the facility covering the period during which any such transferor was an operator of the facility, regardless of whether the applicant or any other entity or individual is also responsible and liable for such overpayments, and the State of New York shall continue to hold any such transferor responsible and liable for any such overpayments, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

252050 E

FACILITY/APPLICANT:

Maplewood Senior Care, Inc. d/b/a The
Maplewood Nursing Home

APPROVAL CONTINGENT UPON:

1. Submission of a bond resolution acceptable to the Department. Included with the submitted bond resolution must be a sources and uses statement and debt amortization schedule, for both new and refinanced debt. [BFA]
2. Submission of a commitment signed by the applicant which indicates that, within two years from the date of the council approval, the percentage of all admissions who are Medicaid and Medicare/Medicaid eligible at the time of admission will be at least 75 percent of the planning area average of all Medicaid and Medicare/Medicaid admissions, subject to possible adjustment based on factors such as the number of Medicaid patient days, the facility's case mix, the length of time before private paying patients became Medicaid eligible, and the financial impact on the facility due to an increase in Medicaid admissions. [RNR]
3. Submission of a plan to continue to enhance access to Medicaid residents. At a minimum, the plan should include, but not necessarily be limited to, ways in which the facility will: a. Reach out to hospital discharge planners to make them aware of the facility's Medicaid Access Program; b. Communicate with local hospital discharge planners on a regular basis regarding bed availability at the nursing facility; and c. Identify community resources that serve the low-income and frail elderly population who may eventually use the nursing facility, and inform them about the facility's Medicaid Access policy. [RNR]

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]

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a complete response to each individual contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the Contingencies Tab in NYSE-CON.



**Department
of Health**

**Public Health and Health
Planning Council**

Project # 231227-E
NoLimits NYC, Corp.

Program: LHCSA
Purpose: Establishment

County: Queens
Acknowledged: June 13, 2023

Executive Summary

Description

NoLimits NYC, Corp., an existing Licensed Home Care Services Agency (LHCSA) at 2753 Coney Island Avenue, Brooklyn, NY 11235, requests to transfer 100% ownership interest to a new shareholder.

After the transfer, the office will be located at 74-09 37th Avenue, Jackson Heights, NY, 11372. There are no proposed changes to the counties served or services provided.

OALTC Recommendation
Approval

Need Summary

In accordance with 10 NYCRR §765-1.16(c)(2), this application is exempt from the public need review as the agency is serving over 25 patients, as attested to by the applicant.

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

December 4, 2025

Program Analysis

Program Description

NoLimits NYC, Corp. is requesting approval for a 100% change in ownership interest to a new shareholder.

The applicant has been providing services under a management agreement since 2021.

The applicant will continue to serve the residents of the following counties from an office at 74-09 37th Avenue, Jackson Heights, NY 11372:

- Bronx
- Kings
- Nassau
- New York
- Queens
- Richmond

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

- 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

NoLimits NYC Corp. will be comprised of the following individual:

Syed M. Haque (100%) (Sole Shareholder/Owner)

Employment

- Administrator and Manager, NoLimits NYC Corp. (September 2021 to Present)

Affiliations

- NoLimits NYC Corp., Management Agreement (September 2021 – Present)

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

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

Need Review

In accordance with 10 NYCRR §765-1.16(c)(2), this application is exempt from the public need review as the agency is serving over 25 patients, as attested to by the applicant

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. 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

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 3605 of the Public Health Law, on this 4th day of December, 2025 having considered any advice offered by the staff of the New York State Department of Health and the Establishment and Project Review Committee of the Council, and after due deliberation, hereby approves the following application for licensure, and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

FACILITY:

231227 E

Nolimits NYC, Corp

APPROVAL CONTINGENT UPON:

N/A

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]

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a **complete** response to each **individual** contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the *Contingencies Tab in NYSE-CON*.



Department of Health

Public Health and Health Planning Council

Project # 231279-E Exclusive Home Care Services, Inc.

Program: LHCSA
Purpose: Establishment

County: Kings
Acknowledged: July 3, 2023

Executive Summary

Description

Exclusive Home Care Services, Inc., a Licensed Home Care Services Agency (LHCSA) at 1311 Kings Highway, 2nd Floor, Brooklyn, NY, 11229, requests approval of a 90.1% change in ownership interest from one withdrawing shareholder to one existing shareholder. The transfer is pursuant to a stock purchase agreement between Erick Gavriyelov (seller) and Tatyana Pastina (buyer).

There are no proposed changes to the counties served or 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 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

December 4, 2025

Program Analysis

Program Description

Exclusive Home Care Services, Inc. requests approval of a 90.1% change in ownership interest from one withdrawing shareholder to one existing shareholder, pursuant to a stock purchase agreement between Erick Gavriyelov (seller) and Tatyana Pastina (buyer).

The current membership of Exclusive Home Care Services, Inc. is as follows:

- Erick Gavriyelov (90.1%)
- Tatyana Pastina (9.9%)

The proposed membership of Exclusive Home Care Services, Inc. will be as follows:

- Tatyana Pastina (100%)

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

- Bronx
- Kings
- Nassau
- New York
- Queens
- Richmond

The applicant will continue to provide the following healthcare services:

- 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

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

Tatyana Pastina (Director & Sole Shareholder)

Employment:

- Director of Patient Services, Exclusive Home Care Services, Inc. (January 2022 - Present)
- President/Nurse Instructor, IP Training, Inc. (January 2017 – Present)
- President, Unlimited Medical Supply (August 2024 – Present)

Affiliations:

- Exclusive Home Care Services, Inc., LHCSA (January 2022 - Present)

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

The information provided by the Center of Home and Community Based Services indicates 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

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 3605 of the Public Health Law, on this 4th day of December, 2025 having considered any advice offered by the staff of the New York State Department of Health and the Establishment and Project Review Committee of the Council, and after due deliberation, hereby approves the following application for licensure, and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

FACILITY:

231279 E

Exclusive Home Care Services, Inc.

APPROVAL CONTINGENT UPON:

N/A

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]

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a **complete** response to each **individual** contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the *Contingencies Tab in NYSE-CON*.



**Department
of Health**

**Public Health and Health
Planning Council**

**Project # 232007-E
Crocus Home Care LLC**

Program: LHCSA

Purpose: Establishment

County:

Kings

Acknowledged: August 1, 2023

Executive Summary

Description

Crocus Home Care, LLC, an existing Licensed Home Care Services Agency (LHCSA) at 8778 Bay Parkway, 2nd Floor, Brooklyn, NY 11214, requests approval for a 46.86% membership interest transfer from one current member to two existing members.

There are no proposed changes to the counties served or 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 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

December 4, 2025

Program Analysis

Program Description

Crocus Home Care, LLC requests approval for a 46.86% membership interest transfer from one current member to two existing members. There will be no changes to the services provided or the service area as part of this application.

The current membership of Crocus Home Care, LLC is as follows:

- Emina Ruvinov (80.2%)
- Nataliya Dveyrina (9.9%)
- Yelena Cales (9.9%)

The proposed membership of Crocus Home Care, LLC will be as follows:

- Emina Ruvinov (33.4%)
- Nataliya Dveyrina (33.3%)
- Yelena Cales (33.3%)

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 home care services:

- Audiology
- Home Health Aide
- Medical Social Services
- Nursing
- Personal Care
- Therapy – Occupational
- Therapy – Physical
- Therapy – Respiratory
- Therapy – Speech Language Pathology

Character and Competence Review

Crocus Home Care, LLC will be comprised of the following individuals:

Emin Ruvinov (33.4%) (Managing Member - Already PHHPC approved)

Nataliya Dveyrina (33.3%) (Managing Member)

Employment

- Office Manager, Crocus Home Care, LLC (September 2018 – Present)

Affiliations

- Crocus Home Care, LLC (November 2021 – Present)

Yelena Cales (33.3%) (Managing Member)

Employment

- Director of Patient Services, Crocus Home Care, LLC (September 2018 – Present)

Affiliations

- Crocus Home Care, LLC (November 2021 – 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 indicates 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. 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

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 3605 of the Public Health Law, on this 4th day of December, 2025 having considered any advice offered by the staff of the New York State Department of Health and the Establishment and Project Review Committee of the Council, and after due deliberation, hereby approves the following application for licensure, and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

FACILITY:

232007 E

Crocus Home Care LLC

APPROVAL CONTINGENT UPON:

N/A

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]

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a **complete** response to each **individual** contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the *Contingencies Tab in NYSE-CON*.



**Department
of Health**

**Public Health and Health
Planning Council**

**Project # 232067-E
Affirmed Home Care, Inc**

Program: LHCSA
Purpose: Establishment

County: New York
Acknowledged: September 21, 2023

Executive Summary

Description

Establish Affirmed Home Care, Inc. as the new operator of a Licensed Home Care Services Agency (LHCSA) currently operated by DMV Home Care, Inc., at 70 West 36th Street, 6th Floor, Suite C, New York, NY 10018.

There are no proposed changes to the counties served or 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 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

December 4, 2025

Program Analysis

Program Description

The current membership of DMV Home Care, Inc. is as follows:

- David Modnyy 60.4%
- Robert Green 9.9%
- Richard Antonoff 9.9%
- Caryl Petersohn 9.9%
- Barbara Katz 9.9%

The proposed membership of Affirmed Home Care, Inc. will be as follows:

- Robert Green 20%
- Richard Antonoff 20%
- Caryl Petersohn 30%
- Barbara Katz 30%

Affirmed Home Care, Inc. will continue to serve the patients of the following counties from the office located at 70 West 36th Street, 6th Floor, Suite C, New York, NY 10018:

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

Affirmed Home Care, Inc. will continue to serve the patients of the following counties from the office located at 200 Garden City Plaza, Suite 225, Garden City, NY 11530:

- Nassau
- Suffolk

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

Affirmed Home Care, Inc. will be comprised of the following individuals:

Robert Green (20%) (President)

Employment:

- CEO, Affirmed Home Care, Inc. (June 2019 – Present)

Affiliations:

- DMV Homecare, Inc., LHCSA (June 2019 – Present)
- Affirmed Home Care, Inc. (NJ), LHCSA, (August 2020 – Present)
- Affirmed Home Care, Inc. (CT), Homemaker – Companion, (November 2022 – Present)

Richard Antonoff (20%) (Chief Executive Officer)

Employment:

- CEO, Affirmed Home Care, Inc. (June 2019 – Present)

Affiliations:

- DMV Homecare, Inc., LHCSA (June 2019 – Present)
- Affirmed Home Care, Inc. (NJ), LHCSA, (August 2020 – Present)
- Affirmed Home Care, Inc. (CT), Homemaker – Companion, (November 2022 – Present)

Caryl Petersohn (30%) (Vice President & Treasurer)

Employment:

- Founder, Affirmed Home Care, Inc. (June 2019 – Present)

Affiliations:

- DMV Homecare, Inc., LHCSA (June 2019 – Present)
- Affirmed Home Care, Inc. (NJ), LHCSA, (August 2020 – Present)
- Affirmed Home Care, Inc. (CT), Homemaker – Companion, (November 2022 – Present)

Barbara Katz (30%) (Vice President & Secretary)

Employment:

- Founder, Affirmed Home Care, Inc. (June 2019 – Present)

Affiliations:

- DMV Homecare, Inc., LHCSA (June 2019 – Present)
- Affirmed Home Care, Inc. (NJ), LHCSA, (August 2020 – Present)
- Affirmed Home Care, Inc. (CT), Homemaker – Companion, (November 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 of Home and Community-Based Services indicates that the applicant has provided sufficient supervision to prevent harm, maintain the health, safety, and welfare of residents, and prevent recurrent code violations.

The State of Connecticut Department of Public Health has submitted a Schedule 2D, Compliance Report Form for Affirmed Home Care, located in Fairfield, CT, and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The State of New Jersey 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 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

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 3605 of the Public Health Law, on this 4th day of December, 2025 having considered any advice offered by the staff of the New York State Department of Health and the Establishment and Project Review Committee of the Council, and after due deliberation, hereby approves the following application for licensure, and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

FACILITY:

232067 E

Affirmed Home Care

APPROVAL CONTINGENT UPON:

N/A

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]

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a **complete** response to each **individual** contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the *Contingencies Tab in NYSE-CON*.



**Department
of Health**

**Public Health and Health
Planning Council**

Project # 232107-E

Agincare Homecare Services, Inc. d/b/a CNT Home Care

Program: LHCSA
Purpose: Establishment

County: Queens
Acknowledged: November 7, 2023

Executive Summary

Description

Agincare Homecare Services, Inc. d/b/a CNT Home Care, an existing Licensed Home Care Services Agency (LHCSA) currently operating at 175-67 Hillside Avenue, 1st Floor, Jamaica, New York, 11432, is requesting to transfer 90.1% ownership interest from a withdrawing shareholder to one remaining shareholder.

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

**OALTC Recommendation
Approval**

Need Summary

In accordance with 10 NYCRR §765-1.16(c)(2), this application is exempt from the public need review as the agency is serving over 25 patients, as attested to by the applicant.

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

December 4, 2025

Program Analysis

Program Description

Agincare Homecare Services, Inc. d/b/a CNT Home Care requests to transfer 90.1% ownership interest from a withdrawing shareholder to one remaining shareholder.

In August 2020, JUJ, LLC, of which Uzma Hossain is a majority member, was approved to be the manager of the LHCSA.

The current ownership is as follows:

- Lan Chen (90.1%)
- Uzma A. Hossain (9.9%)

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

- Uzma A. Hossain (100%)

The applicant will continue to serve the residents of the following counties from an office located at 175-67 Hillside Avenue, 1st Floor, Jamaica, NY. 11432:

- Bronx
- Kings
- Nassau
- New York
- Queens
- Richmond

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

- Home Health Aide
- Medical Social Services
- Nursing
- Nutritional
- Personal Care
- Therapy – Occupational
- Therapy – Physical
- Therapy – Speech Language Pathology

Character and Competence Review

Agincare Homecare Services, Inc. d/b/a CNT Home Care will be comprised of the following individual:

Uzma A. Hossain – Sole Shareholder-Owner (100%)

Employment

- President, JUJ, LLC (2018 – present)

Affiliations

- Agincare Homecare Services, Inc. d/b/a CNT Home Care (2017-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 indicates 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 the public need review as the agency is serving over 25 patients, as attested to by the applicant.

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. 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

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 3605 of the Public Health Law, on this 4th day of December, 2025 having considered any advice offered by the staff of the New York State Department of Health and the Establishment and Project Review Committee of the Council, and after due deliberation, hereby approves the following application for licensure, and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

FACILITY:

232107 E

Agincare Homecare Services, Inc.
d/b/a CNT Home Care

APPROVAL CONTINGENT UPON:

N/A

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]

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a **complete** response to each **individual** contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the *Contingencies Tab in NYSE-CON*.



Department of Health

Public Health and Health Planning Council

Project # 232114-E
Expert Home Care, Inc.

Program: LHCSA
Purpose: Establishment

County: Kings
Acknowledged: November 7, 2023

Executive Summary

Description

Expert Home Care, Inc., an existing Licensed Home Care Services Agency (LHCSA) currently operating at 2711 Coney Island Avenue, 2nd Floor, Brooklyn, NY 11235, requests approval for the transfer of 100% ownership from two withdrawing shareholders to two new shareholders.

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

OALTC Recommendation
Approval

Need Summary

In accordance with 10 NYCRR §765-1.16(c)(2), this application is exempt from the public need review as the agency is serving over 25 patients, as attested to by the applicant.

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

December 4, 2025

Program Analysis

Program Description

Expert Home Care, Inc. requests approval for the transfer of 100% ownership from two withdrawing shareholders to two new shareholders.

There will be no changes to the services provided or the service area as part of this application.

The incoming shareholders have been providing services under a management agreement since January 2018.

The current ownership of Expert Home Care, Inc is as follows:

- Habib Muhammed(50%)
- Susan Smith (f/k/a Shahnoza Yuldasheva)(50%)

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

- Elaine Horn(90%)
- Paul Horn(10%)

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

- Kings
- New York
- Queens
- Richmond

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

- Nursing
- Home Health Aide
- Personal Care
- Homemaker

Character and Competence Review

Expert Home Care, Inc. will be comprised of the following members:

Elaine Horn (90%) (Board Member)

Employment

- Chief Operating Officer and Director, Expert Home Care, Inc. (September 2018 - Present)

Affiliations

- Management Agreement - Expert Home Care, Inc. (January 2018 – Present)

Paul Horn (10%) (Board Member)

Employment

- Board Chair, Expert Home Care, Inc. (September 2018 - Present)

Affiliations

- Management Agreement - Expert Home Care, Inc. (January 2018 – 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 indicates 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 the public need review as the agency is serving over 25 patients, as attested to by the applicant.

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. 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

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 3605 of the Public Health Law, on this 4th day of December, 2025 having considered any advice offered by the staff of the New York State Department of Health and the Establishment and Project Review Committee of the Council, and after due deliberation, hereby approves the following application for licensure, and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

FACILITY:

232114 E

Expert Home Care, Inc.

APPROVAL CONTINGENT UPON:

N/A

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]

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a **complete** response to each **individual** contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the *Contingencies Tab in NYSE-CON*.



**Department
of Health**

**Public Health and Health
Planning Council**

**Project # 232161-E
Constant Care 247, LLC**

Program: LHCSA

Purpose: Establishment

County:

Onondaga

Acknowledged: December 5, 2023

Executive Summary

Description

Establish Constant Care 247, LLC as the new operator of a Licensed Home Care Services Agency (LHCSA) currently operated by Integrity Home Care Services, Inc. at 5015 Campuswood Drive, Suite 105, East Syracuse, NY. 13057.

There are no proposed changes to the counties served or 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 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

December 4, 2025

Program Analysis

Program Description

Constant Care 247 LLC requests approval to become the new operator of Integrity Home Care Services, Inc., an existing LHCSA located at 5015 Campuswood Drive, Suite 105, East Syracuse, NY. 13057.

The applicant has been providing services under a management agreement since June 2023.

The current operator is a not-for-profit corporation governed by its board of trustees. The sole member of the new proposed operator is Gwen E. Crossett.

The applicant proposes serving the residents of the following counties:

- Cayuga
- Cortland
- Madison
- Oneida
- Onondaga
- Oswego

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

- Nursing
- Home Health Aide
- Personal Care

Character and Competence Review

Constant Care 247, LLC will be comprised of the following individual:

Gwen E. Crossett, R.N. (100%) (Sole Member)

Employment:

- CEO/Founder, Constant Care 247, LLC, (March 2017 - Present)

Affiliations:

- Management Agreement - Integrity Home Care Services, Inc. (June 2023 – 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 indicates that the applicant has provided sufficient supervision to prevent harm, maintain residents' health, safety, and welfare, 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

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 3605 of the Public Health Law, on this 4th day of December, 2025 having considered any advice offered by the staff of the New York State Department of Health and the Establishment and Project Review Committee of the Council, and after due deliberation, hereby approves the following application for licensure, and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

FACILITY:

232161 E

Constant Care 247, LLC

APPROVAL CONTINGENT UPON:

N/A

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]

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a **complete** response to each **individual** contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the *Contingencies Tab in NYSE-CON*.



**Department
of Health**

**Public Health and Health
Planning Council**

Project # 232174-E

Silver Lining Homecare Agency, Inc.

Program: LHCSA

County:

Kings

Purpose: Establishment

Acknowledged:

December 6, 2023

Executive Summary

Description

Silver Lining Homecare Agency, Inc., an existing Licensed Home Care Services Agency (LHCSA) currently operating at 1115 Avenue U, Brooklyn, NY 11223, requests approval of a 50% change in ownership interest from one current shareholder to one new shareholder.

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

OALTC Recommendation

Approval

Need Summary

In accordance with 10 NYCRR Section 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

December 4, 2025

Program Analysis

Program Description

Silver Lining Homecare Agency, Inc. requests approval of a 50% change in ownership interest from one current shareholder to one new shareholder.

There will be no changes to the services provided or the service area as part of this application.

The incoming shareholder has been providing services under a management agreement since December 2020.

The current membership of Silver Lining Homecare Agency, Inc. is as follows:

- Jacob Joffe (100%)

The proposed membership of Silver Lining Homecare Agency, Inc. will be as follows:

- Jacob Joffe (50%)
- Joseph Kahan (50%)

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

- Bronx
- Kings
- Nassau
- New York
- Queens
- Richmond

The applicant will continue to provide the following healthcare services:

- 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

Silver Lining Homecare Agency, Inc. will be comprised of the following individuals:

Jacob Joffe, (50%) (Administrator - Already PHHPC approved)

Joseph Kahan, (50%) (Chief Executive Officer)

Employment

- Chief Executive Officer, Silver Lining Homecare Agency, Inc. (October 2020 – Present)

Affiliations

- Management Agreement - Silver Lining Homecare Agency, Inc. (LHSCA), (December 2020 – Present)

A search of the individuals above reveals no matches on 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 indicates that the applicant has provided sufficient supervision to prevent harm, maintain residents' health, safety, and welfare, and prevent recurrent code violations.

Need Review

In accordance with 10 NYCRR Section 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. Refer to Attachment A for the 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 standards for approval as set forth in Public Health Law §3605.

Attachments

OALTC Attachment A	Workforce Summary

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 3605 of the Public Health Law, on this 4th day of December, 2025 having considered any advice offered by the staff of the New York State Department of Health and the Establishment and Project Review Committee of the Council, and after due deliberation, hereby approves the following application for licensure, and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

FACILITY:

232174 E

Silver Lining Homecare Agency, Inc.

APPROVAL CONTINGENT UPON:

N/A

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]

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a **complete** response to each **individual** contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the *Contingencies Tab in NYSE-CON*.



Department of Health

Public Health and Health Planning Council

Project # 232210-E

B-Well Home Care Agency, Inc

Program: LHCSA
Purpose: Establishment

County: Kings
Acknowledged: January 4, 2024

Executive Summary

Description

B-Well Home Care Agency, Inc., an existing Licensed Home Care Services Agency (LHCSA) currently at 2104 Avenue X, Brooklyn, NY 11235, requests approval to transfer 90.1 % ownership from one withdrawing shareholder to the remaining shareholder. The transfer is pursuant to a stock purchase agreement between Dinara Litmanovich (seller) and Greta Narovlyanskaya (buyer).

There are no proposed changes to the counties served or 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 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

December 4, 2025

Program Analysis

Program Description

B-Well Home Care Agency, Inc. requests approval to transfer ownership from one withdrawing shareholder to the remaining shareholder. The transfer is pursuant to a stock purchase agreement between Dinara Litmanovich (seller) and Gretta Narovlyanskaya (buyer).

The current membership of B-Well Home Care Agency, Inc. is as follows:

- Dinara Litmanovich (90.1%)
- Gretta Narovlyanskaya (9.9%)

The proposed membership of B-Well Home Care Agency, Inc. will be as follows:

- Gretta Narovlyanskaya (100%)

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

- Bronx
- Kings
- Nassau
- New York
- Queens
- Richmond

The applicant will continue to provide the following healthcare services:

- Home Health Aide
- Medical Social Services
- Nursing
- Nutritional
- Personal Care
- Therapy – Occupational
- Therapy – Physical

Character and Competence Review

B-Well Home Care Agency, Inc. will be comprised of the following individuals:

Gretta Narovlyanskaya (100%) (Sole Shareholder)

Employment:

- Administrator, B-Well Home Care Agency, Inc. (June 2022 – Present)
- Administrator, Arvut Home Care (March 2017 – Present)
- Program Director, New Start Day Care Center (July 2012 – Present)

Affiliations:

- B-Well Home Care Agency, Inc. (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 of Home and Community-Based Services indicates 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

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 3605 of the Public Health Law, on this 4th day of December, 2025 having considered any advice offered by the staff of the New York State Department of Health and the Establishment and Project Review Committee of the Council, and after due deliberation, hereby approves the following application for licensure, and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

FACILITY:

232210 E

B-Well Home Care Agency, Inc

APPROVAL CONTINGENT UPON:

N/A

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]

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a **complete** response to each **individual** contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the *Contingencies Tab in NYSE-CON*.



**Department
of Health**

**Public Health and Health
Planning Council**

Project # 241001-E

Efficient Health Careers Inc. d/b/a Unicare Home Care

Program: LHCSA
Purpose: Establishment

County: Kings
Acknowledged: January 23, 2024

Executive Summary

Description

Efficient Health Careers Inc. d/b/a Unicare Home Care, an existing Licensed Home Care Services Agency (LHCSA), currently operating at 132 32nd Street, Suite 405, Brooklyn, NY 11232, requests approval to transfer 80.2% ownership from one deceased shareholder to two existing shareholders.

There are no proposed changes to the counties served or 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 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

December 4, 2025

Program Analysis

Program Description

Efficient Health Careers Inc. d/b/a Unicare Home Care requests approval to transfer 80.2% ownership from one deceased shareholder to two existing shareholders. The agency will not change the services provided or counties served as part of the CON application.

The current membership of Efficient Health Careers Inc. d/b/a Unicare Home Care is as follows:

- Vedyawati Persuad (deceased) (80.2%)
- Abraham Pal (9.9%)
- Kalmen Pal (9.9%)

The proposed membership of Efficient Health Careers Inc. d/b/a Unicare Home will be as follows:

- Abraham Pal (50%)
- Kalmen Pal (50%)

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

- Bronx
- Kings
- Nassau
- New York
- Queens
- Richmond

The applicant will continue to provide the following healthcare services:

- Nursing
- Home Health Aide
- Personal Care
- Housekeeper
- Homemaker

Character and Competence Review

Efficient Health Careers Inc. d/b/a Unicare Home Care will be comprised of the following individuals:

Abraham Pal (50%) (CEO & Principal Shareholder)

Employment:

- Operating Manager, Efficient Health Careers Inc. d/b/a Unicare Home Care (July 2018 – Present)
- Operating Manager, Unicare CDC (July 2018 – Present)
- Owner, Rexira Medical (Supplies) LLC (November 2001 – Present)

Affiliations:

- Efficient Health Careers Inc. d/b/a Unicare Home Care (April 2019 – Present)

Kalmen Pal (50%) (President & Principal Shareholder)

Employment:

- Operating Manager, Efficient Health Careers Inc. d/b/a Unicare Home Care (July 2018 – Present)
- Operating Manager, Unicare CDC (July 2018 – Present)

Affiliations:

- Efficient Health Careers Inc. d/b/a Unicare Home Care (April 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

The information provided by the Center of Home and Community Based Services indicates 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

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 3605 of the Public Health Law, on this 4th day of December, 2025 having considered any advice offered by the staff of the New York State Department of Health and the Establishment and Project Review Committee of the Council, and after due deliberation, hereby approves the following application for licensure, and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

FACILITY:

241001 E

Efficient Health Careers Inc. d/b/a Unicare Home Care

APPROVAL CONTINGENT UPON:

N/A

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]

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a **complete** response to each **individual** contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the *Contingencies Tab in NYSE-CON*.



Department of Health

Public Health and Health Planning Council

Project # 242154-E
Bayshore Home Healthcare, Inc.

Program: LHCSA
Purpose: Establishment

County: Queens
Acknowledged: November 8, 2024

Executive Summary

Description

Bayshore Home Health, Inc., an existing Licensed Home Care Services Agency (LHCSA) currently operating a main office at 55 Main Street, Bayshore, NY 11706, requests to transfer 100% ownership from a current shareholder to a new shareholder, KB Homecare Solutions, Inc., and establish KB Homecare Solutions, Inc. as the parent for the LHCSA.

There are no proposed changes to the counties served or 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 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

December 4, 2025

Program Analysis

Program Description

Bayshore Home Health, Inc., requests to transfer 100% ownership to KB Homecare Solutions, Inc. and establish KB Homecare Solutions, Inc. as the parent for the LHCSA.

Upon approval of this application, Dr. Patricia Harley, currently the 100% shareholder of Bayshore Home Health, Inc., will transfer her ownership shares to KB Homecare Solutions, Inc. Both Bayshore Home Health, Inc. and KB Homecare Solutions, Inc. will be 100% owned by Elia Kohn.

The applicant will continue to serve the residents of the following counties from an office at 55 East Main Street, Bayshore, NY. 11706:

- Nassau
- Queens
- Suffolk

The applicant will continue to serve the residents of the following counties from an office at 11-11 44th Drive, 2nd Floor, Long Island City, NY 11101:

- Bronx
- Kings
- New York
- Queens
- Richmond

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

- Nursing
- Home Health Aide
- Personal Care

Character and Competence Review

Bayshore Home Health, Inc. and KB Homecare Solutions, Inc. will be comprised of the following individual:

Elia Kohn (100%) (President)

Employment

- Erk Management, LLC (March 2016 – Present)
- BDB Viventium (March 1994 – March 2023)

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

Not applicable, as there are no affiliated licensed healthcare agencies.

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.

Conclusion

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

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 3605 of the Public Health Law, on this 4th day of December, 2025 having considered any advice offered by the staff of the New York State Department of Health and the Establishment and Project Review Committee of the Council, and after due deliberation, hereby approves the following application for licensure, and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

FACILITY:

242154 E

Bayshore Home Healthcare, Inc.

APPROVAL CONTINGENT UPON:

N/A

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]

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a **complete** response to each **individual** contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the *Contingencies Tab in NYSE-CON*.



Department of Health

Public Health and Health Planning Council

Project # 242238-E
Accent Health Care Services, Inc.

Program: LHCSA
Purpose: Establishment

County: Rensselaer
Acknowledged: November 12, 2024

Executive Summary

Description

Accent Health Care Services, Inc., an existing Licensed Home Care Services Agency (LHCSA), currently operating at 820 5th Avenue, Troy, NY 12182, seeks approval to transfer 100% ownership from a current shareholder to a new corporate shareholder, Homemakers Upstate Group, Inc.

There are no proposed changes to the counties served or 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 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

December 4, 2025

Program Analysis

Program Description

Accent Health Care Services, Inc. requests approval to transfer 100% ownership from a current shareholder to a new corporate shareholder, Homemakers Upstate Group, Inc.

Upon approval of this application, Phyllis Raymond, currently the 100% shareholder of Accent Health Care Services, Inc., will transfer her ownership shares to Homemakers Upstate Group, Inc., which would then become the sole shareholder of Accent Health Care Services, Inc.

The LHCSA will continue to be known as Accent Health Care Services, Inc., and there will be no changes to the license.

The current membership of Accent Health Care Services, Inc. is as follows:

- Phyllis Raymond (100% Shareholder)

The proposed membership of Accent Health Care Services, Inc. will be as follows:

- Homemakers Upstate Group, Inc. (100% Corporate Shareholder)

The proposed membership of Homemakers Upstate Group, Inc. will be as follows:

- Carmen Flitt (100% Shareholder)

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

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

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

- Home Health Aide
- Nursing
- Personal Care

Character and Competence Review

Homemakers Upstate Group, Inc., the sole corporate shareholder of Accent Health Care Services, Inc., will be comprised of the following individual:

Carmen P. Flitt (100%) (President, CEO/CFO)

Employment:

- CEO, Homemakers Upstate Group, Inc. (August 1995 – Present)

Affiliations:

- Homemakers of Western New York, Inc. d/b/a CareGivers, (LHCSA), (January 2017 – Present)
- Homemakers of Genesee, Inc. d/b/a CareGivers, (LHCSA), (January 2017 – Present)
- Homemakers of Central New York, Inc. d/b/a CareGivers, (LHCSA), (January 2017 – Present)
- Homemakers of Mohawk Valley, Inc. d/b/a CareGivers, (LHCSA), (January 2017 – Present)
- Homemakers of Broome County, Inc. d/b/a CareGivers, (LHCSA), (January 2017 – Present)
- Homemakers of Western Penna, Inc. d/b/a CareGivers Health Services (PA), (HHCA), (January 2017 – 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 indicates that the applicant has provided sufficient supervision to prevent harm, maintain the health, safety, and welfare of residents, and prevent recurrent code violations.

The Pennsylvania State Health Department has submitted a Schedule 2D, Compliance Report Form for Homemakers of Western PA d/b/a CareGivers Health Services located in Erie, PA, and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

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

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 3605 of the Public Health Law, on this 4th day of December, 2025 having considered any advice offered by the staff of the New York State Department of Health and the Establishment and Project Review Committee of the Council, and after due deliberation, hereby approves the following application for licensure, and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

FACILITY:

242238 E

Accent Health Care Services, Inc.

APPROVAL CONTINGENT UPON:

N/A

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]

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a **complete** response to each **individual** contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the *Contingencies Tab in NYSE-CON*.



Department of Health

Public Health and Health Planning Council

Project # 251172-E

Meadow Hills Assisted Living, LLC

Program: LHCSA
Purpose: Establishment

County: Queens
Acknowledged: April 22, 2025

Executive Summary

Description

Establish Meadow Hills Assisted Living, LLC as the new operator of the existing Licensed Home Care Services Agency (LHCSA) currently operated by Midway AL, LLC d/b/a Castle Senior Living at Forest Hills, at 108-25 Horace Harding Expressway, Corona, New York (Queens County), which serves the residents of the Adult Home/Assisted Living Program (ALP).

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

December 4, 2025

Program Analysis

Project Description

Meadow Hills Assisted Living LLC is seeking to become the new operator of Castle Senior Living at Forest Hills. Except for the addition of audiological services, there will be no changes to the services provided or the service area as part of this application.

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

- Bronx
- Kings
- Nassau
- New York
- Queens
- Richmond

The applicant will continue to provide the following healthcare services:

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

The applicant would like to add the following healthcare service:

- Audiology

Character and Competence Review

Meadow Hills Assisted Living, LLC will be comprised of the following individual:

Avi Lustig (100%) (Sole Member and Manager)

Employment:

- Operator and Administrator, Mariners Residence, Inc. (December 2013 – Present)
- Administrator, Lakeside Manor Home for Adults and ALP (2003 – Present)

Affiliations:

- Silver Lake Support Services, Inc., (OASAS Outpatient Clinic), (2001 – Present)
- Mariners Residence, Inc., (Adult Care Facility), (2013 – Present)
- Mariners Home Care, Inc. d/b/a Mariners Home Care (LHCSA), (September 2019 – Present)
- Cirrus Manor Residential Center (Adult Care facility), (August 2024 - Present)
- Cirrus Manor Home Care (LHCSA), (August 2024 - Present)
- Elliot Pearl House, (Adult Care Facility), (August 2022 - February 2023)

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

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

- Mariners Residence, Inc. was fined \$50 pursuant to a Stipulation and Order ACF-22-029 for violations of Article 7 of the Social Services Law and Title 18 NYCRR Part 460-d (7) on survey date February 17, 2022.
- The Elliot Pearl House was fined \$1,500 pursuant to a Stipulation and Order ACF-23-004 for violations of Article 7 of the Social Services Law and Title 18 NYCRR 460-d (7) on survey date November 10, 2022.

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

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 3605 of the Public Health Law, on this 4th day of December, 2025 having considered any advice offered by the staff of the New York State Department of Health and the Establishment and Project Review Committee of the Council, and after due deliberation, hereby approves the following application for licensure, and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

FACILITY:

251172 E

Meadow Hills Assisted Living, LLC

APPROVAL CONTINGENT UPON:

N/A

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]

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a **complete** response to each **individual** contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the *Contingencies Tab in NYSE-CON*.

MEMORANDUM

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

From: Sarah Gold, Senior Attorney
Bureau of Program Counsel

Date: November 6, 2025

Subject: Approval of the Amended Certificate of Incorporation for Mercy Hospital of Buffalo

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 Sharon Prise Azurin requesting consent to the proposed Amended Certificate of Incorporation for Mercy Hospital of Buffalo dated July 30, 2025.
- 3) Proposed Certificate of Amendment to the Certificate of Incorporation of Mercy Hospital of Buffalo.
- 4) A certified copy of the Resolutions Regarding Certificate of Amendment of Certificate of Incorporation of Mercy Hospital Buffalo dated July 24, 2025.
- 5) A certified copy of the Restated Certificate of Incorporation dated June 9, 2010, with approvals.

MEMORANDUM

To: Public Health and Health Planning Council

From: Kathy Marks
General Counsel
Division of Legal Affairs

Date: November 6, 2025

Subject: Approval of the Certificate of Amendment of the Certificate of Incorporation of Mercy Hospital of Buffalo

Mercy Hospital of Buffalo requests approval to amend its Certificate of Incorporation to allow the corporation to include among its purposes, the operation of chemical dependence, alcoholism, and/ or substance abuse services program.

Mercy Hospital of Buffalo is a non-profit corporation formed on February 1, 1957, to create and maintain a hospital. Mercy Hospital of Buffalo, through its active parent Catholic Health, is requesting a transfer of 40 chemical dependency-rehabilitation beds from its affiliate, Sisters of Charity Hospital, through CON 252041. The Office of Addiction Services and Supports has recommended approval of this transfer of beds. Mercy Hospital of Buffalo now seeks to add the necessary language to their statement of corporate purpose which will allow them to provide chemical dependence, alcoholism and/or substance abuse services pursuant to Articles 1 and 32 of the Mental Hygiene Law. .

Pursuant to NYS Not-for-Profit Law § 804(a)(i), consent of the Public Health and Health Planning Council is required for Mercy Hospital of Buffalo to amend its statement of corporate purpose.

There is no legal objection to the proposed Certificate of Amendment of the Certificate of Incorporation of Mercy Hospital of Buffalo, and it is in legally acceptable form.

Attachments.



Phillips Lytle LLP

Via E-Mail (susan.edwards@health.ny.gov)

July 30, 2025

New York State Department of Health
Center for Health Care Facility Planning, Licensure and Finance
Corning Tower, Room 1805
Albany, New York 12237
Attn: Susan Edwards

Re: Mercy Hospital of Buffalo

Dear Ms. Edwards:

At the request of Catholic Health System, Inc., enclosed for consent by the New York State Department of Health is the Certificate of Amendment of the Certificate of Incorporation of Mercy Hospital of Buffalo, a New York not-for-profit corporation.

The Certificate of Amendment is needed to allow the corporation to include among its purposes, the operation of chemical dependence, alcoholism, and/or substance abuse services.

Also enclosed for reference are copies of the existing Restated Certificate of Incorporation and Certificate of Change, which are the applicable documents on file with the New York Department of State.

Should you require any additional information, please do not hesitate to contact me.

Very truly yours,

Phillips Lytle LLP

By

Sharon Prise Azurin

SPA:dmb2

cc: Jacob Bintz (via e-mail jacob.bintz@health.ny.gov)

Leonardo Sette-Camara, General Counsel (via e-mail)

Enclosures

Doc #12842657.1

ATTORNEYS AT LAW

SHARON PRISE AZURIN, PARTNER DIRECT 716 847 7088 SAZURIN@PHILLIPSLYTLLE.COM

ONE CANALSIDE 125 MAIN STREET BUFFALO, NEW YORK 14203-2887 PHONE 716 847 8400 FAX 716 852 6100

NEW YORK: ALBANY, BUFFALO, CHAUTAUQUA, GARDEN CITY, NEW YORK, ROCHESTER | CHICAGO, IL | WASHINGTON, DC | CANADA: WATERLOO REGION | PHILLIPSLYTLLE.COM

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
MERCY HOSPITAL OF BUFFALO**

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

The undersigned, the Secretary of Mercy Hospital of Buffalo, does hereby
certify:

1. The name of the corporation is Mercy Hospital of Buffalo.

2. The certificate of incorporation (the "Certificate of Incorporation")
was filed by the Department of State on February 1, 1957.

3. The corporation was formed under the Not-For-Profit Corporation
Law.

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

5. The Certificate of Incorporation as now in full force and effect is
hereby amended as follows:

a. Paragraph (2) (regarding the purposes of the corporation) is hereby
amended to add a new subparagraph (d) therein as follows:

(d) To operate chemical dependence, alcoholism, and/or
substance abuse services, within the meaning of Articles 1 and 32 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 any such services an Operating Certificate from the New York State Office of Alcoholism and Substance Abuse Services.

b. Paragraph (2) (regarding the purposes of the corporation) is hereby amended to add a new subparagraph (e) as follows:

(e) The corporation's purposes do not include any of those listed in paragraphs (a) through (n), (p) through (r), and (v) of Section 404 of the Not-For-Profit Corporation Law.

c. To amend Paragraph (6) (regarding type) so that "Type B" is replaced with "charitable".

6. The Secretary of State is designated as agent of the corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any such process against the corporation served upon him or her is c/o President, Catholic Health System, Inc., 144 Genesee Street, 6th Floor-West, Buffalo, New York 14203.

7. The foregoing amendments to the Certificate of Incorporation were authorized by resolution and required vote of the members of the corporation.

IN WITNESS WHEREOF, the undersigned has made and signed this

Certificate this 24 day of July, 2025.



Name: Leonardo Sette-Camara
Title: Secretary

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
MERCY HOSPITAL OF BUFFALO

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

Phillips Lytle LLP
One Canalside
125 Main Street
Buffalo, New York 14203

**CERTIFICATION
OF
RESOLUTIONS REGARDING

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
MERCY HOSPITAL OF BUFFALO**

The undersigned, the Assistant Secretary of Catholic Health System, Inc. a New York not-for-profit corporation (the "Corporation") and sole corporate member of Mercy Hospital of Buffalo, a New York not-for-profit corporation, hereby certifies that attached hereto are true, complete and correct copies of the resolutions duly adopted by the board of directors of the Corporation and by the Corporation's members and religious sponsors, at meetings duly called and held the 24th day of July, 2025, which are in full force and have not been modified or amended.

IN WITNESS WHEREOF, the undersigned has executed this Certification this 6th day of August, 2025.



Leonardo Sette-Camara, Assistant Secretary

**PROPOSED RESOLUTIONS
FOR THE
CORPORATE MEMBERS AND RELIGIOUS SPONSORS
OF
CATHOLIC HEALTH SYSTEM, INC.**

REGARDING MERCY HOSPITAL OF BUFFALO

WHEREAS, Mercy Hospital of Buffalo ("Mercy Hospital") desires to amend its certificate of incorporation to include among its corporate purposes operating chemical dependence, alcoholism, and/or substance abuse services as evidenced by a certificate of amendment of certificate of incorporation (the "Certificate of Amendment"); and

WHEREAS, Catholic Health System, Inc. ("Catholic Health") is the sole member of Mercy Hospital and the Franciscan Sisters of St. Joseph of Hamburg, New York, Inc., the Congregation of the Mission of St. Vincent de Paul in Germantown, Inc. and The Diocese of Buffalo, N.Y. are all of the corporate members and religious sponsors of Catholic Health (collectively, the "Corporate Members and Religious Sponsors"); and

WHEREAS, subject to the approval and/or ratification, as necessary or appropriate, of the Corporate Members and Religious Sponsors, the Board of Directors of Catholic Health approved the Certificate of Amendment and the related matters in connection therewith at a meeting held on July 24, 2025 (attached); and

WHEREAS, the Corporate Members and Religious Sponsors believe it to be in the best interests of Catholic Health and Mercy Hospital to approve and ratify the Certificate of Amendment.

NOW, THEREFORE, BE IT

RESOLVED, that the Corporate Members and Religious Sponsors, after discussion, approve and ratify, as applicable, the proposed Certificate of Amendment, all as contemplated in the attached resolutions of the Board of Directors of Catholic Health.

These resolutions shall take effect immediately.

Dated: July 24, 2025

**Resolutions of Board of Directors of
Catholic Health System, Inc.**

(Follows this Page)

**PROPOSED RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF
CATHOLIC HEALTH SYSTEM, INC.**

BE IT RESOLVED, that, the Board of Directors of Catholic Health System, Inc. ("Catholic Health") hereby approves, on behalf of Catholic Health in Catholic Health's capacity as the sole corporate member of Mercy Hospital of Buffalo ("Mercy Hospital"), the Certificate of Amendment of Certificate of Incorporation of Mercy Hospital as set forth on Exhibit A hereto, to be effective upon the approval and/or ratification, as necessary, of the Catholic Health corporate members and religious sponsors (the "Corporate Members and Religious Sponsors"); and be it further

RESOLVED, that any officer of Catholic Health or Mercy Hospital, respectively and as appropriate, be, and each of them hereby is, authorized and directed to deliver the Certificate of Amendment of Certificate of Incorporation to any governmental or regulatory agencies or other contractual parties as may be necessary or advisable; and it is further

RESOLVED, that the Certificate of Amendment of Certificate of Incorporation 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 the proper officers of Catholic Health or Mercy Hospital, respectively and 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 modifications to the Certificate of Amendment of Certificate of Incorporation be required or deemed advisable, the proper officers of Catholic Health or Mercy Hospital, respectively and 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 of Directors of Catholic Health and to the Corporate Members and Religious Sponsors; and it is further

RESOLVED, that each officer of Catholic Health or Mercy Hospital, as applicable and appropriate, is hereby designated as a proper officer for the purposes of these resolutions.

Dated: July 24, 2025

EXHIBIT A

Certificate of Amendment of Certificate of Incorporation
of
Mercy Hospital of Buffalo

(follows this page)

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
MERCY HOSPITAL OF BUFFALO**

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

The undersigned, the Secretary of Mercy Hospital of Buffalo, does hereby
certify:

1. The name of the corporation is Mercy Hospital of Buffalo.
2. The certificate of incorporation (the "Certificate of Incorporation")
was filed by the Department of State on February 1, 1957.
3. The corporation was formed under the Not-For-Profit Corporation
Law.
4. The corporation is a corporation as defined in subparagraph (5) of
paragraph (a) of Section 102 of the Not-For-Profit Corporation Law.
5. The Certificate of Incorporation as now in full force and effect is
hereby amended as follows:
 - a. Paragraph (2) (regarding the purposes of the corporation) is hereby
amended to add a new subparagraph (d) therein as follows:
 - (d) To operate chemical dependence, alcoholism, and/or
substance abuse services, within the meaning of Articles 1 and 32 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 any such services an Operating Certificate from the New York State Office of Alcoholism and Substance Abuse Services.

b. Paragraph (2) (regarding the purposes of the corporation) is hereby amended to add a new subparagraph (e) as follows:

(e) The corporation's purposes do not include any of those listed in paragraphs (a) through (n), (p) through (r), and (v) of Section 404 of the Not-For-Profit Corporation Law.

c. To amend Paragraph (6) (regarding type) so that "Type B" is replaced with "charitable".

6. The Secretary of State is designated as agent of the corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any such process against the corporation served upon him or her is c/o President, Catholic Health System, Inc., 144 Genesee Street, 6th Floor-West, Buffalo, New York 14203.

7. The foregoing amendments to the Certificate of Incorporation were authorized by resolution and required vote of the members of the corporation.

IN WITNESS WHEREOF, the undersigned has made and signed this
Certificate this ____ day of _____, 2025.

Name: Leonardo Sette-Camara
Title: Secretary

STATE OF NEW YORK

DEPARTMENT OF STATE

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



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on April 20, 2011.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

110420000

088

**RESTATED CERTIFICATE OF INCORPORATION
OF
MERCY HOSPITAL OF BUFFALO**

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

The undersigned, the Secretary of Mercy Hospital of Buffalo, does hereby
certify:

1. The name of the corporation is Mercy Hospital of Buffalo.
2. Its Certificate of Incorporation was filed by the Department of State
on February 1, 1957.

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 delete paragraph (9) (regarding dissolution) in its entirety
and to amend and restate the dissolution provisions as paragraph (9);

(b) To amend paragraph (11) (regarding reserved powers) to
modify the reserved powers of the System's Members; and

(c) To amend paragraph (12) (regarding reserved powers) to
modify the reserved powers of the Sponsoring Authorities.

4. The Certificate of Incorporation, as heretofore amended, is hereby
restated to read in its entirety as follows:

(1) The name of the corporation is Mercy Hospital of Buffalo.

(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, equip, manage and maintain a hospital, including, without limitation, a dispensary, in-patient and out-patient departments for the care and treatment of persons who are sick, infirm or otherwise disabled and for the prevention of disease, and generally to serve such other purposes and provide all services and programs incidental to the operation of a hospital 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 as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

(4) The office of the corporation is to be located in the County of Erie County, State of New York.

(5) The sole member of the corporation shall be Catholic Health System, Inc. (the "System").

(6) The corporation shall be a Type B corporation under Section 201 of the Not-For-Profit Corporation Law.

(7) The corporation designates the Secretary of State of New York as its agent upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process served upon him is:

c/o President
Catholic Health System, Inc.
Corporate Office, Suite 300
Seton Professional Building
2121 Main Street
Buffalo, New York 14214

(8) The following provisions shall govern the regulation 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

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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.

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(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.

(9) 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 sponsors 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 the members of the System ("System's Members"), and ratified by the religious sponsors of the System ("Sponsoring Authorities") 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 Authorities 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

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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.

(10) 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 hospital, 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.

(11) 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. 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.

(12) The corporation hereby reserves to the Sponsoring Authorities 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 Sponsoring Authorities 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

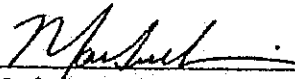
(g) To ratify the sale, acquisition, lease, transfer, mortgage, pledge or other alienation of real or personal property of the corporation if the transaction involves an alienation in excess of an amount established from time to time by the Sponsoring Authorities; provided that such right shall not permit the Sponsoring Authorities to exercise any governance authority held by the corporation under the applicable regulations unless the Sponsoring Authorities has 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 Sponsoring Authorities. 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.

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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 9th day of June, 2010.



Mark A. Sullivan, Secretary



STATE OF NEW YORK
DEPARTMENT OF HEALTH

Corning Tower The Governor Nelson A. Rockefeller Empire State Plaza Albany, New York 12237

January 6, 2011

Robert Michael Greene
Phillips Lytle LLP
3400 HSBC Center
Buffalo, New York 14203-2887

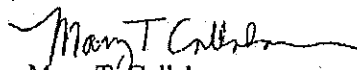
Re: Mercy Hospital of Buffalo
Restated Certificate of Incorporation

Dear Mr. Greene:

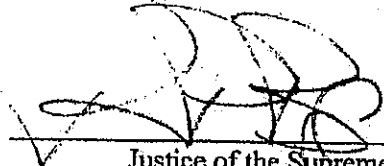
I have reviewed the proposed Restated Certificate of Incorporation of the Mercy Hospital of Buffalo dated June 9, 2010 you submitted with a request for either Public Health and Health Planning Council approval or a letter indicating such approval is not required.

Please be advised that the proposed Restated Certificate of Incorporation does not require the approval of the Department of Health or the Public Health and Health Planning Council since pursuant to Section 804(a)(i) of the Not-For-Profit Corporation Law, the certificate neither adds, changes or eliminates a purpose, power or provision the inclusion of which requires the Public Health and Health Planning Council's approval, nor does it change the name of the corporation.

Sincerely,


Mary T. Callahan
Associate Attorney

I, Russell P. Buscaglia, J.S.C. Justice of the Supreme Court of the State of New York,
in and for the Eighth Judicial District, in which the office of Mercy Hospital of Buffalo, is
located, do hereby approve the foregoing Restated Certificate of Incorporation of such
corporation and consent that it be filed.



Russell P. Buscaglia, J.S.C.
Justice of the Supreme Court
of the State of New York

Dated: April 18, 2011

Buffalo, New York


COURT CLERK

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

4-12-11
DATE

UNI-37

110420000

088

RESTATED CERTIFICATE OF INCORPORATION

OF

MERCY HOSPITAL OF BUFFALO

Under Section 805 of the Not-for-Profit Corporation
Law of the State of New York

2011 APR 20 AM 9:21

RECEIVED

122

Phillips Lytle LLP
3400 HSBC Center
Buffalo, NY 14203

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

APR 20 2011

TAX \$

BY

Customer Reference # CATHO31661&

RECEIVED

2011 APR 19 PM 4:16

DRAWDOWN

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RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, on this 4th of December 2025, approves the filing of the Certificate of Amendment of the Certificate of Incorporation of Mercy Hospital of Buffalo, dated July 24, 2025.

MEMORANDUM

TO: Public Health and Health Planning Council

FROM: Kayleigh Gekakis, Associate Attorney

SUBJECT: New York Dialysis Services, Inc.- Approval of Assumed Name Fresenius Kidney Care

DATE: November 6, 2025

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 counsel to the applicant, Philip Murphy, Esq., dated September 25, 2024, requesting the transaction;
3. Certified Copy of the Resolution of the Board of Managers dated September 12, 2024, authorizing the transaction;
4. Proposed Certificates of Assumed Name or Amended Certificates of Assumed Name for the 22 requested assumed names;
5. Certified Copy of the Certificate of Incorporation of New York Dialysis Services, Inc., all amendments and consents thereto;
6. Operating Certificate for New York Dialysis Services, Inc.

Attachments.



MEMORANDUM

TO: Public Health and Health Planning Council

FROM: Kathy Marks, General Counsel

SUBJECT: New York Dialysis Services, Inc.- Approval of Assumed Name Fresenius Kidney Care

DATE: November 6, 2025

New York Dialysis Services, Inc., requests Public Health and Health Planning Council approval to file twenty-two (22) proposed Certificates of Assumed Name (and Amended Certificates of Assumed Name) permitting them to operate their Article 28 extension clinics under variations of the name Fresenius Kidney Care.

New York Dialysis Services, Inc. is a business corporation formed in 1994 under the name Empire State Dialysis Services, Inc., which became authorized in 2000 to operate end stage renal dialysis facilities under Article 28 of the Public Health Law. In 2010, the Public Health Council approved the merger of Everest Dialysis Services, Inc., New York Dialysis Management, Inc., FMS New York, Inc., and New York Dialysis Services, Inc., into New York Dialysis Services, Inc.. The applicant currently operates one diagnostic and treatment center and 46 extension clinics and seeks these name changes "to more accurately describe the clinics geographically, in order to make it easier for patients and the public to identify the clinics and for branding purposes."

PHHPC approval is now requested for this adoption of or change of assumed names pursuant to 10 NYCRR § 600.11 (a)(4). New York Dialysis Services, Inc. seeks approval to operate under the following names:

Fresenius Kidney Care-Home Dialysis of the Bronx	Fresenius Kidney Care-South Slope Dialysis Center	Fresenius Kidney Care-Centereach Dialysis Center
Fresenius Kidney Care-Hutchinson Metro Center Dialysis	Fresenius Kidney Care-Crown Heights Dialysis Center	Fresenius Kidney Care-Port Jefferson Station Dialysis Center
Fresenius Kidney Care-Morris Park Dialysis Center	Fresenius Kidney Care-Bensonhurst Dialysis Center	Fresenius Kidney Care-Bay Shore Dialysis Center
Fresenius Kidney Care-St. Albans Dialysis Center	Fresenius Kidney Care-Maspeth Dialysis Center	Fresenius Kidney Care-Park Hill Dialysis Center
Fresenius Kidney Care-Greenwich Village Dialysis Center	Fresenius Kidney Care-Jackson Heights Dialysis Center	Fresenius Kidney Care-New Rochelle Dialysis Center
Fresenius Kidney Care-East Harlem Dialysis Center	Fresenius Kidney Care-Home Dialysis of Queens	Fresenius Kidney Care-Bayside Dialysis Center



MEMORANDUM

Fresenius Kidney Care-Park Slope Dialysis Center	Fresenius Kidney Care-Jamaica Queens Dialysis Center	Fresenius Kidney Care-Woodstock Bronx Dialysis Center
		Fresenius Kidney Care-Norwood Dialysis Center

There is no legal objection to the proposed Certificates of Assumed Name.

Attachments.



121 STATE STREET
ALBANY, NEW YORK 12207-1693
TEL: 518-436-0751
FAX: 518-436-4751
E-MAIL: RECEPTION@HINMANSTRAUB.COM

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

September 25, 2024

Colleen Leonard
Executive Secretary
Public Health and Health Planning Council
Empire State Plaza, Corning Tower, Room 1805
Albany, New York 12237

Via FedEx

Re: New York Dialysis Services, Inc.

Dear Ms. Leonard:

New York Dialysis Services, Inc. is hereby submitting a revised request to file Amended Certificates of Assumed Name and new Certificates of Assumed Name. The initial request for approval was submitted on February 29, 2024. The certificates that have been revised/added are marked with an * below.

The additional addresses attachment for each certificate have also been revised to reflect the addition of "Ste. 190" to the address of Fresenius Kidney Care – Hutchinson Metro Center Dialysis and to reflect the new Fresenius Kidney Care – Webster Avenue Dialysis clinic recently approved to operate at 3160 Webster Avenue, Bronx, New York 10467. The additional addresses were further revised to delete the two clinics located at 435 East Henrietta Road, Hope Building, Rochester, New York 14620 and 3018 Military Road, Niagara Falls, New York 14304 which are closed.

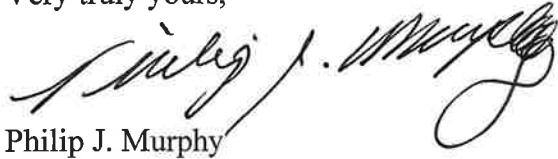
New York Dialysis Services, Inc. hereby requests approval to file the enclosed eighteen (18) Amended Certificates of Assumed Name and three (3) Certificates of Assumed Name for use of the following names:

<u>Facility ID</u>	<u>Name of Facility</u>	<u>Address of Facility</u>
9969 *	Fresenius Kidney Care – Home Dialysis of the Bronx	1776 Eastchester Road, Ste. 240, Bronx, NY 10461
7736 *	Fresenius Kidney Care – Hutchinson Metro Center Dialysis	1776 Eastchester Road, Ste. 190, Bronx, NY 10461
4492	Fresenius Kidney Care – Morris Park Dialysis Center	1325 Morris Park Avenue, Bronx, NY 10461

7799 *	Fresenius Kidney Care – St. Albans Dialysis Center	172-70 Baisley Blvd. Jamaica, NY 11434
3414	Fresenius Kidney Care – Greenwich Village Dialysis Center	510-526 Avenue of the Americas New York, NY 10011
3226	Fresenius Kidney Care – East Harlem Dialysis Center	105 East 106 th Street New York, NY 10029
9988	Fresenius Kidney Care – Park Slope Dialysis Center	595 Degraw Street Brooklyn, NY 11217
4851	Fresenius Kidney Care – South Slope Dialysis Center	358-362 4 th Avenue Brooklyn, NY 11215
3895	Fresenius Kidney Care – Crown Heights Dialysis Center	1402 Atlantic Avenue Brooklyn, NY 11236
15190	Fresenius Kidney Care – Bensonhurst Dialysis Center	420 Avenue P Brooklyn, NY 11223
10270	Fresenius Kidney Care – Maspeth Dialysis Center	60-40 Fresh Pond Road Maspeth, NY 11378
1662	Fresenius Kidney Care – Jackson Heights Dialysis Center	34-35 70 th Street Jackson Heights, NY 11372
9957	Fresenius Kidney Care – Home Dialysis of Queens	176-35 Union Turnpike Fresh Meadows, NY 11366
3577	Fresenius Kidney Care – Jamaica Queens Dialysis Center	175-37 Liberty Avenue Jamaica, NY 11433
9780	Fresenius Kidney Care – Centereach Dialysis Center	1500 Middle County Road Centereach, NY 11720
4790	Fresenius Kidney Care – Port Jefferson Station Dialysis Center	5225 Nesconset Highway Building #9 Port Jefferson Station, NY 11776
9770	Fresenius Kidney Care – Bay Shore Dialysis Center	929 Sunrise Highway Bay Shore, NY 11706
4247	Fresenius Kidney Care – Park Hill Dialysis Center	44 Vark Street Yonkers, NY 10701
6149	Fresenius Kidney Care – New Rochelle Dialysis Center	16 Guion Place New Rochelle, NY 10801
3098	Fresenius Kidney Care – Bayside Dialysis Center	201-10 Northern Blvd. Bayside, NY 11361
13980 *	Fresenius Kidney Care – Woodstock Bronx Dialysis Center	794 St. Anns Avenue Bronx, NY 10467
15636 *	Fresenius Kidney Care – Norwood Dialysis Center	3160 Webster Avenue Bronx, NY 10467

Attached is a certified resolution of New York Dialysis Services, Inc. approving the proposed new assumed names and the associated filings with the New York State Department of State. Please contact me if you require any additional information regarding this request.

Very truly yours,

A handwritten signature in black ink, appearing to read "Philip J. Murphy", written in a cursive style.

Philip J. Murphy

PJM:sd

Enclosures

cc: Wendy Promutico



Certified Board Resolution

RESOLVED, that the Board of Managers of New York Dialysis Services Inc. on September 12, 2024 hereby authorizes the filing of the Amended Certificates of Assumed Name and new Certificates of Assumed Name for use of the following names:

<u>Facility ID</u>	<u>Name of Facility</u>	<u>Address of Facility</u>
9969	Fresenius Kidney Care – Home Dialysis of the Bronx	1776 Eastchester Road, Ste. 240, Bronx, NY 10461
7736	Fresenius Kidney Care – Hutchinson Metro Center Dialysis	1776 Eastchester Road, Ste. 190, Bronx, NY 10461
4492	Fresenius Kidney Care – Morris Park Dialysis Center	1325 Morris Park Avenue, Bronx, NY 10461
7799	Fresenius Kidney Care – St. Albans Dialysis Center	172-70 Baisley Blvd. Jamaica, NY 11434
3414	Fresenius Kidney Care – Greenwich Village Dialysis Center	510-526 Avenue of the Americas New York, NY 10011
3226	Fresenius Kidney Care – East Harlem Dialysis Center	105 East 106 th Street New York, NY 10029
9988	Fresenius Kidney Care – Park Slope Dialysis Center	595 Degraw Street Brooklyn, NY 11217
4851	Fresenius Kidney Care – South Slope Dialysis Center	358-362 4 th Avenue Brooklyn, NY 11215
3895	Fresenius Kidney Care – Crown Heights Dialysis Center	1402 Atlantic Avenue Brooklyn, NY 11236
15190	Fresenius Kidney Care – Bensonhurst Dialysis Center	420 Avenue P Brooklyn, NY 11223
10270	Fresenius Kidney Care – Maspeth Dialysis Center	60-40 Fresh Pond Road Maspeth, NY 11378
1662	Fresenius Kidney Care – Jackson Heights Dialysis Center	34-35 70 th Street Jackson Heights, NY 11372



FRESENIUS KIDNEY CARE

9957	Fresenius Kidney Care – Home Dialysis of Queens	176-35 Union Turnpike Fresh Meadows, NY 11366
3577	Fresenius Kidney Care – Jamaica Queens Dialysis Center	175-37 Liberty Avenue Jamaica, NY 11433
Project #222048	Fresenius Kidney Care – Centereach Dialysis Center	1500 Middle County Road Centereach, NY 11720
4790	Fresenius Kidney Care – Port Jefferson Station Dialysis Center	5225 Nesconset Highway Building #9 Port Jefferson Station, NY 11776
9770	Fresenius Kidney Care – Bay Shore Dialysis Center	929 Sunrise Highway Bay Shore, NY 11706
4247	Fresenius Kidney Care – Park Hill Dialysis Center	44 Vark Street Yonkers, NY 10701
6149	Fresenius Kidney Care – New Rochelle Dialysis Center	16 Guion Place New Rochelle, NY 10801
3098	Fresenius Kidney Care – Bayside Dialysis Center	201-10 Northern Blvd. Bayside, NY 11361
13980	Fresenius Kidney Care – Woodstock Bronx Dialysis Center	794 St. Anns Avenue Bronx, NY 10467
15636	Fresenius Kidney Care – Norwood Dialysis Center	3160 Webster Avenue Bronx, NY 10467

Bryan Mello

I, _____, hereby certify that I am the VP and Asst. Treasurer of New York Dialysis Services, Inc. and that the above resolution was duly adopted by the board of managers on September 12, 2024 and this such resolution is in full force and effect.

Bryan Mello

VP and Asst. Treasurer

Name

Title

Dated: 9/12, 2024

4854-8010-4367, v. 3



**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 Avenue
Albany, NY 12231
www.dos.ny.gov

Certificate of Assumed Name

(Pursuant to General Business Law §130)

1. REAL NAME OF ENTITY:

New York Dialysis Services, Inc.

1a. FICTITIOUS NAME, IF ANY, OF FOREIGN ENTITY (Not Assumed Name):

2. THE ENTITY WAS FORMED OR AUTHORIZED UNDER THE FOLLOWING NEW YORK LAW (Check one):

☒ Business Corporation Law	☐ Limited Liability Company Law	☐ Religious Corporations Law
☐ Education Law	☐ Not-for-Profit Corporation Law	☐ Revised Limited Partnership Act
☐ Other (specify law): _____		

3. ASSUMED NAME OF ENTITY:

Fresenius Kidney Care - Home Dialysis of the Bronx

4. PRINCIPAL PLACE OF BUSINESS IN NEW YORK STATE (MUST INCLUDE NUMBER AND STREET). IF NONE, CHECK THIS BOX ☐ AND PROVIDE OUT-OF- STATE ADDRESS:

510-526 Avenue of the Americas, New York, New York 10011

5. COUNTY(IES) IN WHICH ENTITY DOES OR INTENDS TO DO BUSINESS:

☐ ALL COUNTIES (or check applicable county(ies) below)

☒ Albany	☐ Cattaraugus	☐ Chenango	☐ Delaware	☐ Franklin	☐ Hamilton	☐ Lewis	☒ Montgomery
☐ Allegany	☐ Cayuga	☐ Clinton	☐ Dutchess	☐ Fulton	☐ Herkimer	☐ Livingston	☒ Nassau
☒ Bronx	☐ Chautauqua	☐ Columbia	☒ Erie	☒ Genesee	☐ Jefferson	☐ Madison	☒ New York
☐ Broome	☐ Chemung	☐ Cortland	☐ Essex	☐ Greene	☒ Kings	☒ Monroe	☒ Niagara
☐ Oneida	☐ Orleans	☒ Queens	☐ St. Lawrence	☐ Schuyler	☐ Sullivan	☐ Warren	☐ Wyoming
☐ Onondaga	☐ Oswego	☐ Rensselaer	☒ Saratoga	☐ Seneca	☐ Tioga	☐ Washington	☐ Yates
☒ Ontario	☐ Otsego	☐ Richmond	☒ Schenectady	☒ Steuben	☐ Tompkins	☐ Wayne	
☒ Orange	☐ Putnam	☐ Rockland	☐ Schoharie	☒ Suffolk	☐ Ulster	☒ Westchester	

6. ADDRESS OF EACH LOCATION, INCLUDING NUMBER AND STREET, IF ANY, OF EACH PLACE WHERE THE ENTITY CARRIES ON, CONDUCTS OR TRANSACTS BUSINESS IN NEW YORK STATE. (Use page 2 if needed. The address(es) must be a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph 5.) If none, check this box ☐: No New York State Business Location.

See attached list of locations.

Print or Type Name of Signer: David Cardello

Signature:

Capacity of Signer (Check one): ☒ Authorized Person ☐ Officer of the Corporation ☐ General Partner of the Limited Partnership
☐ Member of the Limited Liability Company ☐ Manager of the Limited Liability Company

Additional Addresses for Article “SEVENTH”

510-526 Avenue of the Americas New York, New York 10011	1350 Deer Park Avenue North Babylon, New York 11703	30 Century Hill Drive Latham, New York 12110	794 St. Anns Avenue Bronx, New York 10467
120 Victor Heights Parkway Victor, New York 14564	33 Walt Whitman Road Huntington Station, New York 11743	1150 Crosspointe Professional Park Webster, New York 14580	2 Clara Barton Drive Albany, New York 12208
1810 Riverfront Center Amsterdam, New York 12010	201-10 Northern Blvd. Bayside, New York 11361	1208 Scottsville Road Rochester, New York 14624	650 McClellan Street Schenectady, New York 12304
5225 Nesconset Highway, Bldg #9 Port Jefferson Station, New York 11776	105 East 106 th Street New York, New York 10029	2400 South Clinton Ave. Rochester, New York 14618	1776 Eastchester Rd., Suite 240 Bronx, New York 10461
1776 Eastchester Road, Suite 190 Bronx, New York 10461	1570-1576 Long Pond Road Greece, New York 14626	1508 Sheridan Drive Kenmore, New York 14217	6687 Pittsford Palmyra Road Fairport, New York 14450
220 Crystal Run Road Middletown, New York 10940	1325 Morris Park Avenue Bronx, New York 10461	358-362 4 th Avenue Brooklyn, New York 11215	1402 Atlantic Avenue Brooklyn, New York 11236
2345 Nott Street Niskayuna, New York 12309	34-35 70 th Street Jackson Heights, New York 11372	60-40 Fresh Pond Road Maspeth, New York 11378	16 Guion Place New Rochelle, New York 10801
175-37 Liberty Avenue Jamaica, New York 11433	44 Vark Street Yonkers, New York 10701	172-70 Baisley Blvd. Jamaica, New York 11434	1785 Route 9 Clifton Park, New York 12065
176-35 Union Turnpike Fresh Meadows, New York 11366	100 Meridian Centre Rochester, New York 14618	4185 Veterans Memorial Drive Batavia, New York 14020	929 Sunrise Highway Bay Shore, New York 11706
6300 Jericho Turnpike Commack, New York 11725	1 Bethesda Drive North Hornell, New York 14843	420 Avenue P Brooklyn, New York 11223	185 South Tenth Street Lindenhurst, New York 11757
220-03 Hillside Avenue Queen Village, New York 11362	373 Church Street Saratoga Springs, New York 12866	3909 Forest Parkway North Tonawanda, New York 14120	615 Peninsula Boulevard Hempstead, New York 11550
250 Pettit Avenue North Bellmore, New York 11710	595 Degraw Street Brooklyn, New York 11217	1500 Middle County Road Centereach, New York 11720	3160 Webster Avenue Bronx, New York 10467

Certificate of Assumed Name

6. ADDRESS OF EACH LOCATION, INCLUDING NUMBER AND STREET, IF ANY, OF EACH PLACE WHERE THE ENTITY CARRIES ON OR CONDUCTS OR TRANSACTS BUSINESS IN NEW YORK STATE: (Continued)

Filer's Name and Mailing Address:

Philip J. Murphy, Esq.

Name:

Hinman Straub P.C.

Company, if Applicable:

121 State Street

Mailing Address:

Albany, New York 12207

City, State and Zip Code:

NOTE: You are not required to use this form. This certificate should be prepared under the guidance of an attorney.

FEE: Limited Liability Companies and Limited Partnerships - \$25.

Corporations - \$25 plus the fee for each county indicated in paragraph 5. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100 additional. The fee for each county outside New York City is \$25. Checks over \$500 must be certified.

(For office use only)



**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

**AMENDED CERTIFICATE OF
ASSUMED NAME OF**

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

1. The current real name of the entity is: New York Dialysis Services, Inc.
2. *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is: _____
3. If the current real name of the entity is different from the real name listed on the last preceding filing with respect to this assumed name, the previous real name of the entity listed was: _____
4. The assumed name listed on the last preceding filing with respect to this assumed name was: FMS-Eastchester
- 5a. The date the original Certificate of Assumed Name was filed: April 23, 2010
- 5b. The DOS Assumed Name ID is: 207424
6. If applicable, the date the last Amended Certificate of Assumed Name was filed is: _____

7. The following change(s) are being made:

- ☐ Entity real name
- ☒ Assumed name
- ☒ Location of principal place of business
- ☒ County(ies) in which the entity does or intends to do business
- ☒ Location(s) where the entity carries on or conducts or transacts business in New York State

8. The text of the Certificate of Assumed Name is amended to read in its entirety as follows:

FIRST: The real name of the entity is:

New York Dialysis Services, Inc.

SECOND: *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is:

THIRD: The entity was formed or authorized to do business/conduct activities in New York State under the following law: *(Check one)*

☒ Business Corporation Law	☐ Not-for-Profit Corporation Law
☐ Education Law	☐ Revised Limited Partnership Act
☐ Insurance Law	☐ Other (specify law): _____
☐ Limited Liability Company Law	

FOURTH: The assumed name of the entity is:

Fresenius Kidney Care - Hutchinson Metro Center Dialysis

FIFTH: The location including number and street, if any, of the entity's principal place of business in New York State. If none, provide the out-of-state address of the entity's principal place of business:

510-526 Avenue of the Americas, New York, New York 10011

SIXTH: The county(ies) in which the entity does business or intends to do business: *(Check the applicable box(es).)*

☐ ALL COUNTIES

☒ Albany	☐ Clinton	☒ Genesee	☒ Monroe	☐ Orleans	☒ Saratoga	☐ Tompkins
☐ Allegany	☐ Columbia	☐ Greene	☒ Montgomery	☐ Oswego	☒ Schenectady	☐ Ulster
☒ Bronx	☐ Cortland	☐ Hamilton	☒ Nassau	☐ Otsego	☐ Schoharie	☐ Warren
☐ Broome	☐ Delaware	☐ Herkimer	☒ New York	☐ Putnam	☐ Schuyler	☐ Washington
☐ Cattaraugus	☐ Dutchess	☐ Jefferson	☒ Niagara	☒ Queens	☐ Seneca	☐ Wayne
☐ Cayuga	☒ Erie	☒ Kings	☐ Oneida	☐ Rensselaer	☒ Steuben	☒ Westchester
☐ Chautauqua	☐ Essex	☐ Lewis	☐ Onondaga	☐ Richmond	☒ Suffolk	☐ Wyoming
☐ Chemung	☐ Franklin	☐ Livingston	☒ Ontario	☐ Rockland	☐ Sullivan	☐ Yates
☐ Chenango	☐ Fulton	☐ Madison	☒ Orange	☐ St. Lawrence	☐ Tioga	

SEVENTH: The location including number and street, if any, of each place where the entity carries on, conducts or transacts business in New York State: *(The address(es) must include a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph SIXTH.)* If none, check this box ☐

See attached list of locations.

Print or Type David Cardello
Name of Signer: _____

Signature: _____



Capacity of Signer (Check one):

☒

Authorized Person

☐

Officer of the Corporation

☐

General Partner of the Limited Partnership

☐

Member of the Limited Liability Company

☐

Manager of the Limited Liability Company

Additional Addresses for Article “SEVENTH”

510-526 Avenue of the Americas New York, New York 10011	1350 Deer Park Avenue North Babylon, New York 11703	30 Century Hill Drive Latham, New York 12110	794 St. Anns Avenue Bronx, New York 10467
120 Victor Heights Parkway Victor, New York 14564	33 Walt Whitman Road Huntington Station, New York 11743	1150 Crosspointe Professional Park Webster, New York 14580	2 Clara Barton Drive Albany, New York 12208
1810 Riverfront Center Amsterdam, New York 12010	201-10 Northern Blvd. Bayside, New York 11361	1208 Scottsville Road Rochester, New York 14624	650 McClellan Street Schenectady, New York 12304
5225 Nesconset Highway, Bldg #9 Port Jefferson Station, New York 11776	105 East 106 th Street New York, New York 10029	2400 South Clinton Ave. Rochester, New York 14618	1776 Eastchester Rd., Suite 240 Bronx, New York 10461
1776 Eastchester Road, Suite 190 Bronx, New York 10461	1570-1576 Long Pond Road Greece, New York 14626	1508 Sheridan Drive Kenmore, New York 14217	6687 Pittsford Palmyra Road Fairport, New York 14450
220 Crystal Run Road Middletown, New York 10940	1325 Morris Park Avenue Bronx, New York 10461	358-362 4 th Avenue Brooklyn, New York 11215	1402 Atlantic Avenue Brooklyn, New York 11236
2345 Nott Street Niskayuna, New York 12309	34-35 70 th Street Jackson Heights, New York 11372	60-40 Fresh Pond Road Maspeth, New York 11378	16 Guion Place New Rochelle, New York 10801
175-37 Liberty Avenue Jamaica, New York 11433	44 Vark Street Yonkers, New York 10701	172-70 Baisley Blvd. Jamaica, New York 11434	1785 Route 9 Clifton Park, New York 12065
176-35 Union Turnpike Fresh Meadows, New York 11366	100 Meridian Centre Rochester, New York 14618	4185 Veterans Memorial Drive Batavia, New York 14020	929 Sunrise Highway Bay Shore, New York 11706
6300 Jericho Turnpike Commack, New York 11725	1 Bethesda Drive North Hornell, New York 14843	420 Avenue P Brooklyn, New York 11223	185 South Tenth Street Lindenhurst, New York 11757
220-03 Hillside Avenue Queen Village, New York 11362	373 Church Street Saratoga Springs, New York 12866	3909 Forest Parkway North Tonawanda, New York 14120	615 Peninsula Boulevard Hempstead, New York 11550
250 Pettit Avenue North Bellmore, New York 11710	595 Degraw Street Brooklyn, New York 11217	1500 Middle County Road Centereach, New York 11720	3160 Webster Avenue Bronx, New York 10467

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

Filer's Name and Mailing Address:

Philip J. Murphy

Name

Hinman Straub P.C.

Company, if Applicable

121 State Street

Mailing Address:

Albany, NY 12207

City, State and Zip Code

NOTES:

1. This form was prepared by the New York State Department of State. You are not required to use this form. You may draft a form or obtain a form from a legal form company. If this form is not suitable for your needs, you may draft your own form.
2. **Instructions for signing:**
If a corporation, by an officer; if a limited partnership, by a general partner or; if a limited liability company, by a member or manager. An authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company may also sign the certificate.
3. The Department of State recommends that this certificate be prepared under the guidance of an attorney.
4. **Filing Fee:**
 - a. Limited Liability Companies \$25.
 - b. Limited Partnerships - \$25.
 - c. Corporations - \$25 plus the additional fee for each county. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100. The additional fee for each county outside New York City is \$25.
5. Make checks payable to the "Department of State".
6. All checks over \$500 must be certified.

For Office Use Only



**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

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

1. The current real name of the entity is: New York Dialysis Services, Inc.

2. *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is: _____

3. If the current real name of the entity is different from the real name listed on the last preceding filing with respect to this assumed name, the previous real name of the entity listed was: _____

4. The assumed name listed on the last preceding filing with respect to this assumed name was: FMS-Morris Park

5a. The date the original Certificate of Assumed Name was filed: April 27, 2010

5b. The DOS Assumed Name ID is: 207435

6. If applicable, the date the last Amended Certificate of Assumed Name was filed is: _____

7. The following change(s) are being made:

- ☐ Entity real name
- ☒ Assumed name
- ☒ Location of principal place of business
- ☒ County(ies) in which the entity does or intends to do business
- ☒ Location(s) where the entity carries on or conducts or transacts business in New York State

8. The text of the Certificate of Assumed Name is amended to read in its entirety as follows:

FIRST: The real name of the entity is:

New York Dialysis Services, Inc.

SECOND: *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is:

THIRD: The entity was formed or authorized to do business/conduct activities in New York State under the following law: *(Check one)*

☒ Business Corporation Law	☐ Not-for-Profit Corporation Law
☐ Education Law	☐ Revised Limited Partnership Act
☐ Insurance Law	☐ Other (specify law): _____
☐ Limited Liability Company Law	

FOURTH: The assumed name of the entity is:

Fresenius Kidney Care - Morris Park Dialysis Center

FIFTH: The location including number and street, if any, of the entity's principal place of business in New York State. If none, provide the out-of-state address of the entity's principal place of business:

510-526 Avenue of the Americas, New York, New York 10011

SIXTH: The county(ies) in which the entity does business or intends to do business: *(Check the applicable box(es))*

☐ ALL COUNTIES

☒ Albany	☐ Clinton	☒ Genesee	☒ Monroe	☐ Orleans	☒ Saratoga	☐ Tompkins
☐ Allegany	☐ Columbia	☐ Greene	☒ Montgomery	☐ Oswego	☒ Schenectady	☐ Ulster
☒ Bronx	☐ Cortland	☐ Hamilton	☒ Nassau	☐ Otsego	☐ Schoharie	☐ Warren
☐ Broome	☐ Delaware	☐ Herkimer	☒ New York	☐ Putnam	☐ Schuyler	☐ Washington
☐ Cattaraugus	☐ Dutchess	☐ Jefferson	☒ Niagara	☒ Queens	☐ Seneca	☐ Wayne
☐ Cayuga	☒ Erie	☒ Kings	☐ Oneida	☐ Rensselaer	☒ Steuben	☒ Westchester
☐ Chautauqua	☐ Essex	☐ Lewis	☐ Onondaga	☐ Richmond	☒ Suffolk	☐ Wyoming
☐ Chemung	☐ Franklin	☐ Livingston	☒ Ontario	☐ Rockland	☐ Sullivan	☐ Yates
☐ Chenango	☐ Fulton	☐ Madison	☒ Orange	☐ St. Lawrence	☐ Tioga	

SEVENTH: The location including number and street, if any, of each place where the entity carries on, conducts or transacts business in New York State: *(The address(es) must include a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph SIXTH.)* If none, check this box ☐

See attached list of locations.

Print or Type David Cardello
Name of Signer: _____

Signature: _____

Capacity of Signer (Check one):

☒

Authorized Person

☐

Officer of the Corporation

☐

General Partner of the Limited Partnership

☐

Member of the Limited Liability Company

☐

Manager of the Limited Liability Company

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

Filer's Name and Mailing Address:

Philip J. Murphy

Name:

Hinman Straub P.C.

Company, if Applicable:

121 State Street

Mailing Address:

Albany, NY 12207

City, State and Zip Code:

NOTES:

1. This form was prepared by the New York State Department of State. You are not required to use this form. You may draft a form or obtain a form from a legal form company. If this form is not suitable for your needs, you may draft your own form.
2. **Instructions for signing:**
If a corporation, by an officer; if a limited partnership, by a general partner or; if a limited liability company, by a member or manager. An authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company may also sign the certificate.
3. The Department of State recommends that this certificate be prepared under the guidance of an attorney.
4. **Filing Fee:**
 - a. Limited Liability Companies \$25.
 - b. Limited Partnerships - \$25.
 - c. Corporations - \$25 plus the additional fee for each county. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100. The additional fee for each county outside New York City is \$25.
5. Make checks are payable to the "Department of State".
6. All checks over \$500 must be certified.

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**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

AMENDED CERTIFICATE OF ASSUMED NAME OF

NEW YORK DIALYSIS SERVICES, INC.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

1. The current real name of the entity is: NEW YORK DIALYSIS SERVICES, INC.
2. *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is: _____
3. If the current real name of the entity is different from the real name listed on the last preceding filing with respect to this assumed name, the previous real name of the entity listed was: _____
4. The assumed name listed on the last preceding filing with respect to this assumed name was: FMS-St. Alban's Dialysis Center
- 5a. The date the original Certificate of Assumed Name was filed: April 27, 2010
- 5b. The DOS Assumed Name ID is: 207427
6. If applicable, the date the last Amended Certificate of Assumed Name was filed is: _____
7. The following change(s) are being made:
 - ☐ Entity real name
 - ☒ Assumed name
 - ☒ Location of principal place of business
 - ☒ County(ies) in which the entity does or intends to do business
 - ☒ Location(s) where the entity carries on or conducts or transacts business in New York State

8. The text of the Certificate of Assumed Name is amended to read in its entirety as follows:

FIRST: The real name of the entity is:

NEW YORK DIALYSIS SERVICES, INC.

SECOND: *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is:

THIRD: The entity was formed or authorized to do business/conduct activities in New York State under the following law: *(Check one)*

☒ Business Corporation Law	☐ Not-for-Profit Corporation Law
☐ Education Law	☐ Revised Limited Partnership Act
☐ Insurance Law	☐ Other (specify law): _____
☐ Limited Liability Company Law	

FOURTH: The assumed name of the entity is:

Fresenius Kidney Care - St. Albans Dialysis Center

FIFTH: The location including number and street, if any, of the entity's principal place of business in New York State. If none, provide the out-of-state address of the entity's principal place of business:

510-526 Avenue of the Americas, New York, NY 10011

SIXTH: The county(ies) in which the entity does business or intends to do business: *(Check the applicable box(es))*

☐ ALL COUNTIES

☒ Albany	☐ Clinton	☒ Genesee	☒ Monroe	☐ Orleans	☒ Saratoga	☐ Tompkins
☐ Allegany	☐ Columbia	☐ Greene	☒ Montgomery	☐ Oswego	☒ Schenectady	☐ Ulster
☒ Bronx	☐ Cortland	☐ Hamilton	☒ Nassau	☐ Otsego	☐ Schoharie	☐ Warren
☐ Broome	☐ Delaware	☐ Herkimer	☒ New York	☐ Putnam	☐ Schuyler	☐ Washington
☐ Cattaraugus	☐ Dutchess	☐ Jefferson	☒ Niagara	☒ Queens	☐ Seneca	☐ Wayne
☐ Cayuga	☒ Erie	☒ Kings	☐ Oneida	☐ Rensselaer	☒ Steuben	☒ Westchester
☐ Chautauqua	☐ Essex	☐ Lewis	☐ Onondaga	☐ Richmond	☐ Suffolk	☐ Wyoming
☐ Chemung	☐ Franklin	☐ Livingston	☒ Ontario	☐ Rockland	☒ Sullivan	☐ Yates
☐ Chenango	☐ Fulton	☐ Madison	☒ Orange	☐ St. Lawrence	☐ Tioga	

SEVENTH: The location including number and street, if any, of each place where the entity carries on, conducts or transacts business in New York State: *(The address(es) must include a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph SIXTH.)* If none, check this box ☐

See attached list of locations.

Print or Type .David R. Cardello
Name of Signer:

Signature:



Capacity of Signer (Check one): ☒ Authorized Person ☐ Officer of the Corporation ☐ General Partner of the Limited Partnership
☐ Member of the Limited Liability Company ☐ Manager of the Limited Liability Company

Additional Addresses for Article “SEVENTH”

510-526 Avenue of the Americas New York, New York 10011	1350 Deer Park Avenue North Babylon, New York 11703	30 Century Hill Drive Latham, New York 12110	794 St. Anns Avenue Bronx, New York 10467
120 Victor Heights Parkway Victor, New York 14564	33 Walt Whitman Road Huntington Station, New York 11743	1150 Crosspointe Professional Park Webster, New York 14580	2 Clara Barton Drive Albany, New York 12208
1810 Riverfront Center Amsterdam, New York 12010	201-10 Northern Blvd. Bayside, New York 11361	1208 Scottsville Road Rochester, New York 14624	650 McClellan Street Schenectady, New York 12304
5225 Nesconset Highway, Bldg #9 Port Jefferson Station, New York 11776	105 East 106 th Street New York, New York 10029	2400 South Clinton Ave. Rochester, New York 14618	1776 Eastchester Rd., Suite 240 Bronx, New York 10461
1776 Eastchester Road, Suite 190 Bronx, New York 10461	1570-1576 Long Pond Road Greece, New York 14626	1508 Sheridan Drive Kenmore, New York 14217	6687 Pittsford Palmyra Road Fairport, New York 14450
220 Crystal Run Road Middletown, New York 10940	1325 Morris Park Avenue Bronx, New York 10461	358-362 4 th Avenue Brooklyn, New York 11215	1402 Atlantic Avenue Brooklyn, New York 11236
2345 Nott Street Niskayuna, New York 12309	34-35 70 th Street Jackson Heights, New York 11372	60-40 Fresh Pond Road Maspeth, New York 11378	16 Guion Place New Rochelle, New York 10801
175-37 Liberty Avenue Jamaica, New York 11433	44 Vark Street Yonkers, New York 10701	172-70 Baisley Blvd. Jamaica, New York 11434	1785 Route 9 Clifton Park, New York 12065
176-35 Union Turnpike Fresh Meadows, New York 11366	100 Meridian Centre Rochester, New York 14618	4185 Veterans Memorial Drive Batavia, New York 14020	929 Sunrise Highway Bay Shore, New York 11706
6300 Jericho Turnpike Commack, New York 11725	1 Bethesda Drive North Hornell, New York 14843	420 Avenue P Brooklyn, New York 11223	185 South Tenth Street Lindenhurst, New York 11757
220-03 Hillside Avenue Queen Village, New York 11362	373 Church Street Saratoga Springs, New York 12866	3909 Forest Parkway North Tonawanda, New York 14120	615 Peninsula Boulevard Hempstead, New York 11550
250 Pettit Avenue North Bellmore, New York 11710	595 Degraw Street Brooklyn, New York 11217	1500 Middle County Road Centereach, New York 11720	3160 Webster Avenue Bronx, New York 10467

AMENDED CERTIFICATE OF ASSUMED NAME OF

NEW YORK DIALYSIS SERVICES, INC.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

Filer's Name and Mailing Address:

Philip J. Murphy, Esq.

Name:

Hinman Straub P.C.

Company, if Applicable:

121 State Street

Mailing Address:

Albany, New York 12207

City, State and Zip Code

NOTES:

1. This form was prepared by the New York State Department of State. You are not required to use this form. You may draft a form or obtain a form from a legal form company. If this form is not suitable for your needs, you may draft your own form.
2. **Instructions for signing:**
If a corporation, by an officer; if a limited partnership, by a general partner or; if a limited liability company, by a member or manager. An authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company may also sign the certificate.
3. The Department of State recommends that this certificate be prepared under the guidance of an attorney.
4. **Filing Fee:**
 - a. Limited Liability Companies \$25.
 - b. Limited Partnerships - \$25.
 - c. Corporations - \$25 plus the additional fee for each county. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100. The additional fee for each county outside New York City is \$25.
5. Make checks are payable to the "Department of State".
6. All checks over \$500 must be certified.

For Office Use Only



**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

AMENDED CERTIFICATE OF ASSUMED NAME OF

NEW YORK DIALYSIS SERVICES, INC.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

1. The current real name of the entity is: New York Dialysis Services, Inc.
2. *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is: _____
3. If the current real name of the entity is different from the real name listed on the last preceding filing with respect to this assumed name, the previous real name of the entity listed was:

4. The assumed name listed on the last preceding filing with respect to this assumed name was: FMS-Southern Manhattan Dialysis Center
- 5a. The date the original Certificate of Assumed Name was filed: February 3, 2004
- 5b. The DOS Assumed Name ID is: 207412
6. If applicable, the date the last Amended Certificate of Assumed Name was filed is:
April 23, 2010
7. The following change(s) are being made:
 - ☐ Entity real name
 - ☒ Assumed name
 - ☒ Location of principal place of business
 - ☒ County(ies) in which the entity does or intends to do business
 - ☒ Location(s) where the entity carries on or conducts or transacts business in New York State

8. The text of the Certificate of Assumed Name is amended to read in its entirety as follows:

FIRST: The real name of the entity is:

New York Dialysis Services, Inc.

SECOND: *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is:

THIRD: The entity was formed or authorized to do business/conduct activities in New York State under the following law: *(Check one)*

☒ Business Corporation Law	☐ Not-for-Profit Corporation Law
☐ Education Law	☐ Revised Limited Partnership Act
☐ Insurance Law	☐ Other (specify law): _____
☐ Limited Liability Company Law	

FOURTH: The assumed name of the entity is:

Fresenius Kidney Care - Greenwich Village Dialysis Center

FIFTH: The location including number and street, if any, of the entity's principal place of business in New York State. If none, provide the out-of-state address of the entity's principal place of business:

510-526 Avenue of the Americas, New York, New York 10011

SIXTH: The county(ies) in which the entity does business or intends to do business: *(Check the applicable box(es).)*

☐ ALL COUNTIES

☒ Albany	☐ Clinton	☒ Genesee	☒ Monroe	☐ Orleans	☒ Saratoga	☐ Tompkins
☐ Allegany	☐ Columbia	☐ Greene	☒ Montgomery	☐ Oswego	☒ Schenectady	☐ Ulster
☒ Bronx	☐ Cortland	☐ Hamilton	☒ Nassau	☐ Otsego	☐ Schoharie	☐ Warren
☐ Broome	☐ Delaware	☐ Herkimer	☒ New York	☐ Putnam	☐ Schuyler	☐ Washington
☐ Cattaraugus	☐ Dutchess	☐ Jefferson	☒ Niagara	☒ Queens	☐ Seneca	☐ Wayne
☐ Cayuga	☒ Erie	☒ Kings	☐ Oneida	☐ Rensselaer	☒ Steuben	☒ Westchester
☐ Chautauqua	☐ Essex	☐ Lewis	☐ Onondaga	☐ Richmond	☒ Suffolk	☐ Wyoming
☐ Chemung	☐ Franklin	☐ Livingston	☒ Ontario	☐ Rockland	☐ Sullivan	☐ Yates
☐ Chenango	☐ Fulton	☐ Madison	☒ Orange	☐ St. Lawrence	☐ Tioga	

SEVENTH: The location including number and street, if any, of each place where the entity carries on, conducts or transacts business in New York State: *(The address(es) must include a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph SIXTH.)* If none, check this box ☐

See attached list of locations.

Print or Type David R. Cardello
Name of Signer: _____

Signature: _____



Capacity of Signer (Check one):

☒

Authorized Person

☐

Officer of the Corporation

☐

General Partner of the Limited Partnership

☐

Member of the Limited Liability Company

☐

Manager of the Limited Liability Company

Additional Addresses for Article “SEVENTH”

510-526 Avenue of the Americas New York, New York 10011	1350 Deer Park Avenue North Babylon, New York 11703	30 Century Hill Drive Latham, New York 12110	794 St. Anns Avenue Bronx, New York 10467
120 Victor Heights Parkway Victor, New York 14564	33 Walt Whitman Road Huntington Station, New York 11743	1150 Crosspointe Professional Park Webster, New York 14580	2 Clara Barton Drive Albany, New York 12208
1810 Riverfront Center Amsterdam, New York 12010	201-10 Northern Blvd. Bayside, New York 11361	1208 Scottsville Road Rochester, New York 14624	650 McClellan Street Schenectady, New York 12304
5225 Nesconset Highway, Bldg #9 Port Jefferson Station, New York 11776	105 East 106 th Street New York, New York 10029	2400 South Clinton Ave. Rochester, New York 14618	1776 Eastchester Rd., Suite 240 Bronx, New York 10461
1776 Eastchester Road, Suite 190 Bronx, New York 10461	1570-1576 Long Pond Road Greece, New York 14626	1508 Sheridan Drive Kenmore, New York 14217	6687 Pittsford Palmyra Road Fairport, New York 14450
220 Crystal Run Road Middletown, New York 10940	1325 Morris Park Avenue Bronx, New York 10461	358-362 4 th Avenue Brooklyn, New York 11215	1402 Atlantic Avenue Brooklyn, New York 11236
2345 Nott Street Niskayuna, New York 12309	34-35 70 th Street Jackson Heights, New York 11372	60-40 Fresh Pond Road Maspeth, New York 11378	16 Guion Place New Rochelle, New York 10801
175-37 Liberty Avenue Jamaica, New York 11433	44 Vark Street Yonkers, New York 10701	172-70 Baisley Blvd. Jamaica, New York 11434	1785 Route 9 Clifton Park, New York 12065
176-35 Union Turnpike Fresh Meadows, New York 11366	100 Meridian Centre Rochester, New York 14618	4185 Veterans Memorial Drive Batavia, New York 14020	929 Sunrise Highway Bay Shore, New York 11706
6300 Jericho Turnpike Commack, New York 11725	1 Bethesda Drive North Hornell, New York 14843	420 Avenue P Brooklyn, New York 11223	185 South Tenth Street Lindenhurst, New York 11757
220-03 Hillside Avenue Queen Village, New York 11362	373 Church Street Saratoga Springs, New York 12866	3909 Forest Parkway North Tonawanda, New York 14120	615 Peninsula Boulevard Hempstead, New York 11550
250 Pettit Avenue North Bellmore, New York 11710	595 Degraw Street Brooklyn, New York 11217	1500 Middle County Road Centereach, New York 11720	3160 Webster Avenue Bronx, New York 10467

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

Filer's Name and Mailing Address:

Philip J. Murphy

Name:

Hinman Straub P.C.

Company, if Applicable:

121 State Street

Mailing Address:

Albany, NY 12207

City, State and Zip Code:

NOTES:

1. This form was prepared by the New York State Department of State. You are not required to use this form. You may draft a form or obtain a form from a legal form company. If this form is not suitable for your needs, you may draft your own form.
2. **Instructions for signing:**
If a corporation, by an officer; if a limited partnership, by a general partner or; if a limited liability company, by a member or manager. An authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company may also sign the certificate.
3. The Department of State recommends that this certificate be prepared under the guidance of an attorney.
4. **Filing Fee:**
 - a. Limited Liability Companies \$25.
 - b. Limited Partnerships - \$25.
 - c. Corporations - \$25 plus the additional fee for each county. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100. The additional fee for each county outside New York City is \$25.
5. Make checks payable to the "Department of State".
6. All checks over \$500 must be certified.

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**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

**AMENDED CERTIFICATE OF
ASSUMED NAME OF**

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

1. The current real name of the entity is: New York Dialysis Services, Inc.

2. *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is: _____

3. If the current real name of the entity is different from the real name listed on the last preceding filing with respect to this assumed name, the previous real name of the entity listed was: _____

4. The assumed name listed on the last preceding filing with respect to this assumed name was: FMS-City Dialysis Center

5a. The date the original Certificate of Assumed Name was filed: February 3, 2004

5b. The DOS Assumed Name ID is: 207416

6. If applicable, the date the last Amended Certificate of Assumed Name was filed is: April 23, 2010

7. The following change(s) are being made:

- ☐ Entity real name
- ☒ Assumed name
- ☒ Location of principal place of business
- ☒ County(ies) in which the entity does or intends to do business
- ☒ Location(s) where the entity carries on or conducts or transacts business in New York State

8. The text of the Certificate of Assumed Name is amended to read in its entirety as follows:

FIRST: The real name of the entity is:

New York Dialysis Services, Inc.

SECOND: *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is:

THIRD: The entity was formed or authorized to do business/conduct activities in New York State under the following law: *(Check one)*

☒ Business Corporation Law	☐ Not-for-Profit Corporation Law
☐ Education Law	☐ Revised Limited Partnership Act
☐ Insurance Law	☐ Other (specify law): _____
☐ Limited Liability Company Law	

FOURTH: The assumed name of the entity is:

Fresenius Kidney Care - East Harlem Dialysis Center

FIFTH: The location including number and street, if any, of the entity's principal place of business in New York State. If none, provide the out-of-state address of the entity's principal place of business:

510-526 Avenue of the Americas, New York, New York 10011

SIXTH: The county(ies) in which the entity does business or intends to do business: *(Check the applicable box(es))*

☐ ALL COUNTIES

☒ Albany	☐ Clinton	☒ Genesee	☒ Monroe	☐ Orleans	☒ Saratoga	☐ Tompkins
☐ Allegany	☐ Columbia	☐ Greene	☒ Montgomery	☐ Oswego	☒ Schenectady	☐ Ulster
☒ Bronx	☐ Cortland	☐ Hamilton	☒ Nassau	☐ Otsego	☐ Schoharie	☐ Warren
☐ Broome	☐ Delaware	☐ Herkimer	☒ New York	☐ Putnam	☐ Schuyler	☐ Washington
☐ Cattaraugus	☐ Dutchess	☐ Jefferson	☒ Niagara	☒ Queens	☐ Seneca	☐ Wayne
☐ Cayuga	☒ Erie	☒ Kings	☐ Oneida	☐ Rensselaer	☒ Steuben	☒ Westchester
☐ Chautauqua	☐ Essex	☐ Lewis	☐ Onondaga	☐ Richmond	☒ Suffolk	☐ Wyoming
☐ Chemung	☐ Franklin	☐ Livingston	☒ Ontario	☐ Rockland	☐ Sullivan	☐ Yates
☐ Chenango	☐ Fulton	☐ Madison	☒ Orange	☐ St. Lawrence	☐ Tioga	

SEVENTH: The location including number and street, if any, of each place where the entity carries on, conducts or transacts business in New York State: *(The address(es) must include a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph SIXTH.)* If none, check this box ☐

See attached list of locations.

Print or Type David Cardello
Name of Signer: _____

Signature: _____



Capacity of Signer (Check one): ☒ Authorized Person ☐ Officer of the Corporation ☐ General Partner of the Limited Partnership
☐ Member of the Limited Liability Company ☐ Manager of the Limited Liability Company

Additional Addresses for Article "SEVENTH"

510-526 Avenue of the Americas New York, New York 10011	1350 Deer Park Avenue North Babylon, New York 11703	30 Century Hill Drive Latham, New York 12110	794 St. Anns Avenue Bronx, New York 10467
120 Victor Heights Parkway Victor, New York 14564	33 Walt Whitman Road Huntington Station, New York 11743	1150 Crosspointe Professional Park Webster, New York 14580	2 Clara Barton Drive Albany, New York 12208
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1776 Eastchester Road, Suite 190 Bronx, New York 10461	1570-1576 Long Pond Road Greece, New York 14626	1508 Sheridan Drive Kenmore, New York 14217	6687 Pittsford Palmyra Road Fairport, New York 14450
220 Crystal Run Road Middletown, New York 10940	1325 Morris Park Avenue Bronx, New York 10461	358-362 4 th Avenue Brooklyn, New York 11215	1402 Atlantic Avenue Brooklyn, New York 11236
2345 Nott Street Niskayuna, New York 12309	34-35 70 th Street Jackson Heights, New York 11372	60-40 Fresh Pond Road Maspeth, New York 11378	16 Guion Place New Rochelle, New York 10801
175-37 Liberty Avenue Jamaica, New York 11433	44 Vark Street Yonkers, New York 10701	172-70 Baisley Blvd. Jamaica, New York 11434	1785 Route 9 Clifton Park, New York 12065
176-35 Union Turnpike Fresh Meadows, New York 11366	100 Meridian Centre Rochester, New York 14618	4185 Veterans Memorial Drive Batavia, New York 14020	929 Sunrise Highway Bay Shore, New York 11706
6300 Jericho Turnpike Commack, New York 11725	1 Bethesda Drive North Hornell, New York 14843	420 Avenue P Brooklyn, New York 11223	185 South Tenth Street Lindenhurst, New York 11757
220-03 Hillside Avenue Queen Village, New York 11362	373 Church Street Saratoga Springs, New York 12866	3909 Forest Parkway North Tonawanda, New York 14120	615 Peninsula Boulevard Hempstead, New York 11550
250 Pettit Avenue North Bellmore, New York 11710	595 Degraw Street Brooklyn, New York 11217	1500 Middle County Road Centereach, New York 11720	3160 Webster Avenue Bronx, New York 10467

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

Filer's Name and Mailing Address:

Philip J. Murphy

Name:

Hinman Straub P.C.

Company, if Applicable:

121 State Street

Mailing Address:

Albany, NY 12207

City, State and Zip Code:

NOTES:

1. This form was prepared by the New York State Department of State. You are not required to use this form. You may draft a form or obtain a form from a legal form company. If this form is not suitable for your needs, you may draft your own form.
2. **Instructions for signing:**
If a corporation, by an officer; if a limited partnership, by a general partner or; if a limited liability company, by a member or manager. An authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company may also sign the certificate.
3. The Department of State recommends that this certificate be prepared under the guidance of an attorney.
4. **Filing Fee:**
 - a. Limited Liability Companies \$25.
 - b. Limited Partnerships - \$25.
 - c. Corporations - \$25 plus the additional fee for each county. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100. The additional fee for each county outside New York City is \$25.
5. Make checks are payable to the "Department of State".
6. All checks over \$500 must be certified.

For Office Use Only



**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 Avenue
Albany, NY 12231
www.dos.ny.gov

Certificate of Assumed Name

(Pursuant to General Business Law §130)

1. REAL NAME OF ENTITY:

New York Dialysis Services, Inc.

1a. FICTITIOUS NAME, IF ANY, OF FOREIGN ENTITY (Not Assumed Name):

2. THE ENTITY WAS FORMED OR AUTHORIZED UNDER THE FOLLOWING NEW YORK LAW (Check one):

- ☒ Business Corporation Law ☐ Limited Liability Company Law ☐ Religious Corporations Law
☐ Education Law ☐ Not-for-Profit Corporation Law ☐ Revised Limited Partnership Act
☐ Other (specify law): _____

3. ASSUMED NAME OF ENTITY:

Fresenius Kidney Care - Park Slope Dialysis Center

4. PRINCIPAL PLACE OF BUSINESS IN NEW YORK STATE (MUST INCLUDE NUMBER AND STREET). IF NONE, CHECK THIS BOX ☐ AND PROVIDE OUT-OF- STATE ADDRESS:

510-526 Avenue of the Americas, New York, New York 10011

5. COUNTY(IES) IN WHICH ENTITY DOES OR INTENDS TO DO BUSINESS:

☐ ALL COUNTIES (or check applicable county(ies) below)

☒ Albany	☐ Cattaraugus	☐ Chenango	☐ Delaware	☐ Franklin	☐ Hamilton	☐ Lewis	☒ Montgomery
☐ Allegany	☐ Cayuga	☐ Clinton	☐ Dutchess	☐ Fulton	☐ Herkimer	☐ Livingston	☒ Nassau
☒ Bronx	☐ Chautauqua	☐ Columbia	☒ Erie	☒ Genesee	☐ Jefferson	☐ Madison	☒ New York
☐ Broome	☐ Chemung	☐ Cortland	☐ Essex	☐ Greene	☒ Kings	☒ Monroe	☒ Niagara
☐ Oneida	☐ Orleans	☒ Queens	☐ St. Lawrence	☐ Schuyler	☐ Sullivan	☐ Warren	☐ Wyoming
☐ Onondaga	☐ Oswego	☐ Rensselaer	☒ Saratoga	☐ Seneca	☐ Tioga	☐ Washington	☐ Yates
☒ Ontario	☐ Otsego	☐ Richmond	☒ Schenectady	☒ Steuben	☐ Tompkins	☐ Wayne	
☒ Orange	☐ Putnam	☐ Rockland	☐ Schoharie	☒ Suffolk	☐ Ulster	☒ Westchester	

6. ADDRESS OF EACH LOCATION, INCLUDING NUMBER AND STREET, IF ANY, OF EACH PLACE WHERE THE ENTITY CARRIES ON, CONDUCTS OR TRANSACTS BUSINESS IN NEW YORK STATE. (Use page 2 if needed. The address(es) must be a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph 5.) If none, check this box ☐: No New York State Business Location.

See attached list of locations.

Print or Type Name of Signer: David Cardello

Signature:

Capacity of Signer (Check one): ☒ Authorized Person ☐ Officer of the Corporation ☐ General Partner of the Limited Partnership
☐ Member of the Limited Liability Company ☐ Manager of the Limited Liability Company

Additional Addresses for Article "SEVENTH"

510-526 Avenue of the Americas New York, New York 10011	1350 Deer Park Avenue North Babylon, New York 11703	30 Century Hill Drive Latham, New York 12110	794 St. Anns Avenue Bronx, New York 10467
120 Victor Heights Parkway Victor, New York 14564	33 Walt Whitman Road Huntington Station, New York 11743	1150 Crosspointe Professional Park Webster, New York 14580	2 Clara Barton Drive Albany, New York 12208
1810 Riverfront Center Amsterdam, New York 12010	201-10 Northern Blvd. Bayside, New York 11361	1208 Scottsville Road Rochester, New York 14624	650 McClellan Street Schenectady, New York 12304
5225 Nesconset Highway, Bldg #9 Port Jefferson Station, New York 11776	105 East 106 th Street New York, New York 10029	2400 South Clinton Ave. Rochester, New York 14618	1776 Eastchester Rd., Suite 240 Bronx, New York 10461
1776 Eastchester Road, Suite 190 Bronx, New York 10461	1570-1576 Long Pond Road Greece, New York 14626	1508 Sheridan Drive Kenmore, New York 14217	6687 Pittsford Palmyra Road Fairport, New York 14450
220 Crystal Run Road Middletown, New York 10940	1325 Morris Park Avenue Bronx, New York 10461	358-362 4 th Avenue Brooklyn, New York 11215	1402 Atlantic Avenue Brooklyn, New York 11236
2345 Nott Street Niskayuna, New York 12309	34-35 70 th Street Jackson Heights, New York 11372	60-40 Fresh Pond Road Maspeth, New York 11378	16 Guion Place New Rochelle, New York 10801
175-37 Liberty Avenue Jamaica, New York 11433	44 Vark Street Yonkers, New York 10701	172-70 Baisley Blvd. Jamaica, New York 11434	1785 Route 9 Clifton Park, New York 12065
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6300 Jericho Turnpike Commack, New York 11725	1 Bethesda Drive North Hornell, New York 14843	420 Avenue P Brooklyn, New York 11223	185 South Tenth Street Lindenhurst, New York 11757
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250 Pettit Avenue North Bellmore, New York 11710	595 Degraw Street Brooklyn, New York 11217	1500 Middle County Road Centereach, New York 11720	3160 Webster Avenue Bronx, New York 10467

Certificate of Assumed Name

6. ADDRESS OF EACH LOCATION, INCLUDING NUMBER AND STREET, IF ANY, OF EACH PLACE WHERE THE ENTITY CARRIES ON OR CONDUCTS OR TRANSACTS BUSINESS IN NEW YORK STATE: (Continued)

Filer's Name and Mailing Address:

Philip J. Murphy, Esq.

Name:

Hinman Straub P.C.

Company, if Applicable:

121 State Street

Mailing Address:

Albany, New York 12207

City, State and Zip Code:

NOTE: You are not required to use this form. This certificate should be prepared under the guidance of an attorney.

FEE: Limited Liability Companies and Limited Partnerships - \$25.

Corporations - \$25 plus the fee for each county indicated in paragraph 5. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100 additional. The fee for each county outside New York City is \$25. Checks over \$500 must be certified.

(For office use only)



**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

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

1. The current real name of the entity is: New York Dialysis Services, Inc.
2. *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is: _____
3. If the current real name of the entity is different from the real name listed on the last preceding filing with respect to this assumed name, the previous real name of the entity listed was:

4. The assumed name listed on the last preceding filing with respect to this assumed name was: FMS-Nephro Care West
- 5a. The date the original Certificate of Assumed Name was filed: April 27, 2010
- 5b. The DOS Assumed Name ID is: 207434
6. If applicable, the date the last Amended Certificate of Assumed Name was filed is:

7. The following change(s) are being made:
 - ☐ Entity real name
 - ☒ Assumed name
 - ☒ Location of principal place of business
 - ☒ County(ies) in which the entity does or intends to do business
 - ☒ Location(s) where the entity carries on or conducts or transacts business in New York State

8. The text of the Certificate of Assumed Name is amended to read in its entirety as follows:

FIRST: The real name of the entity is:

New York Dialysis Services, Inc.

SECOND: *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is:

THIRD: The entity was formed or authorized to do business/conduct activities in New York State under the following law: *(Check one)*

☒ Business Corporation Law	☐ Not-for-Profit Corporation Law
☐ Education Law	☐ Revised Limited Partnership Act
☐ Insurance Law	☐ Other (specify law): _____
☐ Limited Liability Company Law	

FOURTH: The assumed name of the entity is:

Fresenius Kidney Care - South Slope Dialysis Center

FIFTH: The location including number and street, if any, of the entity's principal place of business in New York State. If none, provide the out-of-state address of the entity's principal place of business:

510-526 Avenue of the Americas, New York, New York 10011

SIXTH: The county(ies) in which the entity does business or intends to do business: *(Check the applicable box(es))*

☐ ALL COUNTIES

☒ Albany	☐ Clinton	☒ Genesee	☒ Monroe	☐ Orleans	☒ Saratoga	☐ Tompkins
☐ Allegany	☐ Columbia	☐ Greene	☒ Montgomery	☐ Oswego	☒ Schenectady	☐ Ulster
☒ Bronx	☐ Cortland	☐ Hamilton	☒ Nassau	☐ Otsego	☐ Schoharie	☐ Warren
☐ Broome	☐ Delaware	☐ Herkimer	☒ New York	☐ Putnam	☐ Schuyler	☐ Washington
☐ Cattaraugus	☐ Dutchess	☐ Jefferson	☒ Niagara	☒ Queens	☐ Seneca	☐ Wayne
☐ Cayuga	☒ Erie	☒ Kings	☐ Oneida	☐ Rensselaer	☒ Steuben	☒ Westchester
☐ Chautauqua	☐ Essex	☐ Lewis	☐ Onondaga	☐ Richmond	☒ Suffolk	☐ Wyoming
☐ Chemung	☐ Franklin	☐ Livingston	☒ Ontario	☐ Rockland	☐ Sullivan	☐ Yates
☐ Chenango	☐ Fulton	☐ Madison	☒ Orange	☐ St. Lawrence	☐ Tioga	

SEVENTH: The location including number and street, if any, of each place where the entity carries on, conducts or transacts business in New York State: *(The address(es) must include a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph SIXTH.)* If none, check this box ☐

See attached list of locations.

Print or Type David Cardello
Name of Signer: _____

Signature: _____



Capacity of Signer (Check one):

☒

Authorized Person

☐

Officer of the Corporation

☐

General Partner of the Limited Partnership

☐

Member of the Limited Liability Company

☐

Manager of the Limited Liability Company

Additional Addresses for Article "SEVENTH"

510-526 Avenue of the Americas New York, New York 10011	1350 Deer Park Avenue North Babylon, New York 11703	30 Century Hill Drive Latham, New York 12110	794 St. Anns Avenue Bronx, New York 10467
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1776 Eastchester Road, Suite 190 Bronx, New York 10461	1570-1576 Long Pond Road Greece, New York 14626	1508 Sheridan Drive Kenmore, New York 14217	6687 Pittsford Palmyra Road Fairport, New York 14450
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2345 Nott Street Niskayuna, New York 12309	34-35 70 th Street Jackson Heights, New York 11372	60-40 Fresh Pond Road Maspeth, New York 11378	16 Guion Place New Rochelle, New York 10801
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250 Pettit Avenue North Bellmore, New York 11710	595 Degraw Street Brooklyn, New York 11217	1500 Middle County Road Centereach, New York 11720	3160 Webster Avenue Bronx, New York 10467

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

Filer's Name and Mailing Address:

Philip J. Murphy

Name

Hinman Straub P.C.

Company, if Applicable:

121 State Street

Mailing Address:

Albany, NY 12207

City, State and Zip Code

NOTES:

1. This form was prepared by the New York State Department of State. You are not required to use this form. You may draft a form or obtain a form from a legal form company. If this form is not suitable for your needs, you may draft your own form.
2. **Instructions for signing:**
If a corporation, by an officer; if a limited partnership, by a general partner or; if a limited liability company, by a member or manager. An authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company may also sign the certificate.
3. The Department of State recommends that this certificate be prepared under the guidance of an attorney.
4. **Filing Fee:**
 - a. Limited Liability Companies \$25.
 - b. Limited Partnerships - \$25.
 - c. Corporations - \$25 plus the additional fee for each county. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100. The additional fee for each county outside New York City is \$25.
5. Make checks are payable to the "Department of State".
6. All checks over \$500 must be certified.

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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

AMENDED CERTIFICATE OF ASSUMED NAME OF

NEW YORK DIALYSIS SERVICES, INC.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

1. The current real name of the entity is: New York Dialysis Services, Inc.
2. *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is: _____
3. If the current real name of the entity is different from the real name listed on the last preceding filing with respect to this assumed name, the previous real name of the entity listed was: _____
4. The assumed name listed on the last preceding filing with respect to this assumed name was: FMS-Nephro Care
- 5a. The date the original Certificate of Assumed Name was filed: February 3, 2004
- 5b. The DOS Assumed Name ID is: 207414
6. If applicable, the date the last Amended Certificate of Assumed Name was filed is: April 23, 2010
7. The following change(s) are being made:
 - ☐ Entity real name
 - ☒ Assumed name
 - ☒ Location of principal place of business
 - ☒ County(ies) in which the entity does or intends to do business
 - ☒ Location(s) where the entity carries on or conducts or transacts business in New York State

8. The text of the Certificate of Assumed Name is amended to read in its entirety as follows:

FIRST: The real name of the entity is:

New York Dialysis Services, Inc.

SECOND: *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is:

THIRD: The entity was formed or authorized to do business/conduct activities in New York State under the following law: *(Check one)*

☒ Business Corporation Law	☐ Not-for-Profit Corporation Law
☐ Education Law	☐ Revised Limited Partnership Act
☐ Insurance Law	☐ Other (specify law): _____
☐ Limited Liability Company Law	

FOURTH: The assumed name of the entity is:

Fresenius Kidney Care - Crown Heights Dialysis Center

FIFTH: The location including number and street, if any, of the entity's principal place of business in New York State. If none, provide the out-of-state address of the entity's principal place of business:

510-526 Avenue of the Americas, New York, New York 10011

SIXTH: The county(ies) in which the entity does business or intends to do business: *(Check the applicable box(es).)*

☐ ALL COUNTIES

☒ Albany	☐ Clinton	☒ Genesee	☒ Monroe	☐ Orleans	☒ Saratoga	☐ Tompkins
☐ Allegany	☐ Columbia	☐ Greene	☒ Montgomery	☐ Oswego	☒ Schenectady	☐ Ulster
☒ Bronx	☐ Cortland	☐ Hamilton	☒ Nassau	☐ Otsego	☐ Schoharie	☐ Warren
☐ Broome	☐ Delaware	☐ Herkimer	☒ New York	☐ Putnam	☐ Schuyler	☐ Washington
☐ Cattaraugus	☐ Dutchess	☐ Jefferson	☒ Niagara	☒ Queens	☐ Seneca	☐ Wayne
☐ Cayuga	☒ Erie	☒ Kings	☐ Oneida	☐ Rensselaer	☒ Steuben	☒ Westchester
☐ Chautauqua	☐ Essex	☐ Lewis	☐ Onondaga	☐ Richmond	☒ Suffolk	☐ Wyoming
☐ Chemung	☐ Franklin	☐ Livingston	☒ Ontario	☐ Rockland	☐ Sullivan	☐ Yates
☐ Chenango	☐ Fulton	☐ Madison	☒ Orange	☐ St. Lawrence	☐ Tioga	

SEVENTH: The location including number and street, if any, of each place where the entity carries on, conducts or transacts business in New York State: *(The address(es) must include a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph SIXTH.)* If none, check this box ☐

See attached list of locations.

Print or Type David R. Cardello

Name of Signer:

Signature:



Capacity of Signer (Check one):

☒

Authorized Person

☐

Officer of the Corporation

☐

General Partner of the Limited Partnership

☐

Member of the Limited Liability Company

☐

Manager of the Limited Liability Company

Additional Addresses for Article "SEVENTH"

510-526 Avenue of the Americas New York, New York 10011	1350 Deer Park Avenue North Babylon, New York 11703	30 Century Hill Drive Latham, New York 12110	794 St. Anns Avenue Bronx, New York 10467
120 Victor Heights Parkway Victor, New York 14564	33 Walt Whitman Road Huntington Station, New York 11743	1150 Crosspointe Professional Park Webster, New York 14580	2 Clara Barton Drive Albany, New York 12208
1810 Riverfront Center Amsterdam, New York 12010	201-10 Northern Blvd. Bayside, New York 11361	1208 Scottsville Road Rochester, New York 14624	650 McClellan Street Schenectady, New York 12304
5225 Nesconset Highway, Bldg #9 Port Jefferson Station, New York 11776	105 East 106 th Street New York, New York 10029	2400 South Clinton Ave. Rochester, New York 14618	1776 Eastchester Rd., Suite 240 Bronx, New York 10461
1776 Eastchester Road, Suite 190 Bronx, New York 10461	1570-1576 Long Pond Road Greece, New York 14626	1508 Sheridan Drive Kenmore, New York 14217	6687 Pittsford Palmyra Road Fairport, New York 14450
220 Crystal Run Road Middletown, New York 10940	1325 Morris Park Avenue Bronx, New York 10461	358-362 4 th Avenue Brooklyn, New York 11215	1402 Atlantic Avenue Brooklyn, New York 11236
2345 Nott Street Niskayuna, New York 12309	34-35 70 th Street Jackson Heights, New York 11372	60-40 Fresh Pond Road Maspeth, New York 11378	16 Guion Place New Rochelle, New York 10801
175-37 Liberty Avenue Jamaica, New York 11433	44 Vark Street Yonkers, New York 10701	172-70 Baisley Blvd. Jamaica, New York 11434	1785 Route 9 Clifton Park, New York 12065
176-35 Union Turnpike Fresh Meadows, New York 11366	100 Meridian Centre Rochester, New York 14618	4185 Veterans Memorial Drive Batavia, New York 14020	929 Sunrise Highway Bay Shore, New York 11706
6300 Jericho Turnpike Commack, New York 11725	1 Bethesda Drive North Hornell, New York 14843	420 Avenue P Brooklyn, New York 11223	185 South Tenth Street Lindenhurst, New York 11757
220-03 Hillside Avenue Queen Village, New York 11362	373 Church Street Saratoga Springs, New York 12866	3909 Forest Parkway North Tonawanda, New York 14120	615 Peninsula Boulevard Hempstead, New York 11550
250 Pettit Avenue North Bellmore, New York 11710	595 Degraw Street Brooklyn, New York 11217	1500 Middle County Road Centereach, New York 11720	3160 Webster Avenue Bronx, New York 10467

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

Filer's Name and Mailing Address:

Philip J. Murphy

Name:

Hinman Straub P.C.

Company, if Applicable:

121 State Street

Mailing Address:

Albany, NY 12207

City, State and Zip Code

NOTES:

1. This form was prepared by the New York State Department of State. You are not required to use this form. You may draft a form or obtain a form from a legal form company. If this form is not suitable for your needs, you may draft your own form.
2. **Instructions for signing:**
If a corporation, by an officer; if a limited partnership, by a general partner or; if a limited liability company, by a member or manager. An authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company may also sign the certificate.
3. The Department of State recommends that this certificate be prepared under the guidance of an attorney.
4. **Filing Fee:**
 - a. Limited Liability Companies \$25.
 - b. Limited Partnerships - \$25.
 - c. Corporations - \$25 plus the additional fee for each county. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100. The additional fee for each county outside New York City is \$25.
5. Make checks payable to the "Department of State".
6. All checks over \$500 must be certified.

For Office Use Only



**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

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

1. The current real name of the entity is: New York Dialysis Services, Inc.
2. *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is: _____
3. If the current real name of the entity is different from the real name listed on the last preceding filing with respect to this assumed name, the previous real name of the entity listed was:

4. The assumed name listed on the last preceding filing with respect to this assumed name was: Fresenius Kidney Care - King County South
- 5a. The date the original Certificate of Assumed Name was filed: June 4, 2021
- 5b. The DOS Assumed Name ID is: 207447
6. If applicable, the date the last Amended Certificate of Assumed Name was filed is:

7. The following change(s) are being made:
 - ☐ Entity real name
 - ☒ Assumed name
 - ☐ Location of principal place of business
 - ☒ County(ies) in which the entity does or intends to do business
 - ☒ Location(s) where the entity carries on or conducts or transacts business in New York State

8. The text of the Certificate of Assumed Name is amended to read in its entirety as follows:

FIRST: The real name of the entity is:

New York Dialysis Services, Inc.

SECOND: *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is:

THIRD: The entity was formed or authorized to do business/conduct activities in New York State under the following law: *(Check one)*

☒ Business Corporation Law	☐ Not-for-Profit Corporation Law
☐ Education Law	☐ Revised Limited Partnership Act
☐ Insurance Law	☐ Other (specify law): _____
☐ Limited Liability Company Law	

FOURTH: The assumed name of the entity is:

Fresenius Kidney Care - Bensonhurst Dialysis Center

FIFTH: The location including number and street, if any, of the entity's principal place of business in New York State. If none, provide the out-of-state address of the entity's principal place of business:

510-526 Avenue of the Americas, New York, New York 10011

SIXTH: The county(ies) in which the entity does business or intends to do business: *(Check the applicable box(es))*

☐ ALL COUNTIES

☒ Albany	☐ Clinton	☒ Genesee	☒ Monroe	☐ Orleans	☒ Saratoga	☐ Tompkins
☐ Allegany	☐ Columbia	☐ Greene	☒ Montgomery	☐ Oswego	☒ Schenectady	☐ Ulster
☒ Bronx	☐ Cortland	☐ Hamilton	☒ Nassau	☐ Otsego	☐ Schoharie	☐ Warren
☐ Broome	☐ Delaware	☐ Herkimer	☒ New York	☐ Putnam	☐ Schuyler	☐ Washington
☐ Cattaraugus	☐ Dutchess	☐ Jefferson	☒ Niagara	☒ Queens	☐ Seneca	☐ Wayne
☐ Cayuga	☒ Erie	☒ Kings	☐ Oneida	☐ Rensselaer	☒ Steuben	☒ Westchester
☐ Chautauqua	☐ Essex	☐ Lewis	☐ Onondaga	☐ Richmond	☒ Suffolk	☐ Wyoming
☐ Chemung	☐ Franklin	☐ Livingston	☒ Ontario	☐ Rockland	☐ Sullivan	☐ Yates
☐ Chenango	☐ Fulton	☐ Madison	☒ Orange	☐ St. Lawrence	☐ Tioga	

SEVENTH: The location including number and street, if any, of each place where the entity carries on, conducts or transacts business in New York State: *(The address(es) must include a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph SIXTH.)* If none, check this box ☐

See attached list of locations.

Print or Type David Cardello
Name of Signer: _____

Signature: _____



Capacity of Signer (Check one): ☒ Authorized Person ☐ Officer of the Corporation ☐ General Partner of the Limited Partnership
☐ Member of the Limited Liability Company ☐ Manager of the Limited Liability Company

Additional Addresses for Article “SEVENTH”

510-526 Avenue of the Americas New York, New York 10011	1350 Deer Park Avenue North Babylon, New York 11703	30 Century Hill Drive Latham, New York 12110	794 St. Anns Avenue Bronx, New York 10467
120 Victor Heights Parkway Victor, New York 14564	33 Walt Whitman Road Huntington Station, New York 11743	1150 Crosspointe Professional Park Webster, New York 14580	2 Clara Barton Drive Albany, New York 12208
1810 Riverfront Center Amsterdam, New York 12010	201-10 Northern Blvd. Bayside, New York 11361	1208 Scottsville Road Rochester, New York 14624	650 McClellan Street Schenectady, New York 12304
5225 Nesconset Highway, Bldg #9 Port Jefferson Station, New York 11776	105 East 106 th Street New York, New York 10029	2400 South Clinton Ave. Rochester, New York 14618	1776 Eastchester Rd., Suite 240 Bronx, New York 10461
1776 Eastchester Road, Suite 190 Bronx, New York 10461	1570-1576 Long Pond Road Greece, New York 14626	1508 Sheridan Drive Kenmore, New York 14217	6687 Pittsford Palmyra Road Fairport, New York 14450
220 Crystal Run Road Middletown, New York 10940	1325 Morris Park Avenue Bronx, New York 10461	358-362 4 th Avenue Brooklyn, New York 11215	1402 Atlantic Avenue Brooklyn, New York 11236
2345 Nott Street Niskayuna, New York 12309	34-35 70 th Street Jackson Heights, New York 11372	60-40 Fresh Pond Road Maspeth, New York 11378	16 Guion Place New Rochelle, New York 10801
175-37 Liberty Avenue Jamaica, New York 11433	44 Vark Street Yonkers, New York 10701	172-70 Baisley Blvd. Jamaica, New York 11434	1785 Route 9 Clifton Park, New York 12065
176-35 Union Turnpike Fresh Meadows, New York 11366	100 Meridian Centre Rochester, New York 14618	4185 Veterans Memorial Drive Batavia, New York 14020	929 Sunrise Highway Bay Shore, New York 11706
6300 Jericho Turnpike Commack, New York 11725	1 Bethesda Drive North Hornell, New York 14843	420 Avenue P Brooklyn, New York 11223	185 South Tenth Street Lindenhurst, New York 11757
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250 Pettit Avenue North Bellmore, New York 11710	595 Degraw Street Brooklyn, New York 11217	1500 Middle County Road Centereach, New York 11720	3160 Webster Avenue Bronx, New York 10467

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

Filer's Name and Mailing Address:

Philip J. Murphy

Name

Hinman Straub P.C.

Company, if Applicable

121 State Street

Mailing Address

Albany, NY 12207

City, State and Zip Code

NOTES:

1. This form was prepared by the New York State Department of State. You are not required to use this form. You may draft a form or obtain a form from a legal form company. If this form is not suitable for your needs, you may draft your own form.
2. **Instructions for signing:**
If a corporation, by an officer; if a limited partnership, by a general partner or; if a limited liability company, by a member or manager. An authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company may also sign the certificate.
3. The Department of State recommends that this certificate be prepared under the guidance of an attorney.
4. **Filing Fee:**
 - a. Limited Liability Companies \$25.
 - b. Limited Partnerships - \$25.
 - c. Corporations - \$25 plus the additional fee for each county. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100. The additional fee for each county outside New York City is \$25.
5. Make checks payable to the "Department of State".
6. All checks over \$500 must be certified.

For Office Use Only



**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

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

1. The current real name of the entity is: New York Dialysis Services, Inc.
2. *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is: _____
3. If the current real name of the entity is different from the real name listed on the last preceding filing with respect to this assumed name, the previous real name of the entity listed was: _____
4. The assumed name listed on the last preceding filing with respect to this assumed name was: FMS-Queens Kidney Care
- 5a. The date the original Certificate of Assumed Name was filed: June 24, 2019
- 5b. The DOS Assumed Name ID is: 207444
6. If applicable, the date the last Amended Certificate of Assumed Name was filed is: _____
7. The following change(s) are being made:
 - ☐ Entity real name
 - ☒ Assumed name
 - ☐ Location of principal place of business
 - ☒ County(ies) in which the entity does or intends to do business
 - ☒ Location(s) where the entity carries on or conducts or transacts business in New York State

8. The text of the Certificate of Assumed Name is amended to read in its entirety as follows:

FIRST: The real name of the entity is:

New York Dialysis Services, Inc.

SECOND: *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is:

THIRD: The entity was formed or authorized to do business/conduct activities in New York State under the following law: *(Check one)*

☒ Business Corporation Law	☐ Not-for-Profit Corporation Law
☐ Education Law	☐ Revised Limited Partnership Act
☐ Insurance Law	☐ Other (specify law): _____
☐ Limited Liability Company Law	

FOURTH: The assumed name of the entity is:

Fresenius Kidney Care - Maspeth Dialysis Center

FIFTH: The location including number and street, if any, of the entity's principal place of business in New York State. If none, provide the out-of-state address of the entity's principal place of business:

510-526 Avenue of the Americas, New York, New York 10011

SIXTH: The county(ies) in which the entity does business or intends to do business: *(Check the applicable box(es))*

☐ ALL COUNTIES

☒ Albany	☐ Clinton	☒ Genesee	☒ Monroe	☐ Orleans	☒ Saratoga	☐ Tompkins
☐ Allegany	☐ Columbia	☐ Greene	☒ Montgomery	☐ Oswego	☒ Schenectady	☐ Ulster
☒ Bronx	☐ Cortland	☐ Hamilton	☒ Nassau	☐ Otsego	☐ Schoharie	☐ Warren
☐ Broome	☐ Delaware	☐ Herkimer	☒ New York	☐ Putnam	☐ Schuyler	☐ Washington
☐ Cattaraugus	☐ Dutchess	☐ Jefferson	☒ Niagara	☒ Queens	☐ Seneca	☐ Wayne
☐ Cayuga	☒ Erie	☒ Kings	☐ Oneida	☐ Rensselaer	☒ Steuben	☒ Westchester
☐ Chautauqua	☐ Essex	☐ Lewis	☐ Onondaga	☐ Richmond	☒ Suffolk	☐ Wyoming
☐ Chemung	☐ Franklin	☐ Livingston	☒ Ontario	☐ Rockland	☐ Sullivan	☐ Yates
☐ Chenango	☐ Fulton	☐ Madison	☒ Orange	☐ St. Lawrence	☐ Tioga	

SEVENTH: The location including number and street, if any, of each place where the entity carries on, conducts or transacts business in New York State: *(The address(es) must include a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph SIXTH.)* If none, check this box ☐

See attached list of locations.

Print or Type David Cardello
Name of Signer: _____

Signature: _____



Capacity of Signer (Check one):

- ☒ Authorized Person ☐ Officer of the Corporation ☐ General Partner of the Limited Partnership
☐ Member of the Limited Liability Company ☐ Manager of the Limited Liability Company

Additional Addresses for Article "SEVENTH"

510-526 Avenue of the Americas New York, New York 10011	1350 Deer Park Avenue North Babylon, New York 11703	30 Century Hill Drive Latham, New York 12110	794 St. Anns Avenue Bronx, New York 10467
120 Victor Heights Parkway Victor, New York 14564	33 Walt Whitman Road Huntington Station, New York 11743	1150 Crosspointe Professional Park Webster, New York 14580	2 Clara Barton Drive Albany, New York 12208
1810 Riverfront Center Amsterdam, New York 12010	201-10 Northern Blvd. Bayside, New York 11361	1208 Scottsville Road Rochester, New York 14624	650 McClellan Street Schenectady, New York 12304
5225 Nesconset Highway, Bldg #9 Port Jefferson Station, New York 11776	105 East 106 th Street New York, New York 10029	2400 South Clinton Ave. Rochester, New York 14618	1776 Eastchester Rd., Suite 240 Bronx, New York 10461
1776 Eastchester Road, Suite 190 Bronx, New York 10461	1570-1576 Long Pond Road Greece, New York 14626	1508 Sheridan Drive Kenmore, New York 14217	6687 Pittsford Palmyra Road Fairport, New York 14450
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175-37 Liberty Avenue Jamaica, New York 11433	44 Vark Street Yonkers, New York 10701	172-70 Baisley Blvd. Jamaica, New York 11434	1785 Route 9 Clifton Park, New York 12065
176-35 Union Turnpike Fresh Meadows, New York 11366	100 Meridian Centre Rochester, New York 14618	4185 Veterans Memorial Drive Batavia, New York 14020	929 Sunrise Highway Bay Shore, New York 11706
6300 Jericho Turnpike Commack, New York 11725	1 Bethesda Drive North Hornell, New York 14843	420 Avenue P Brooklyn, New York 11223	185 South Tenth Street Lindenhurst, New York 11757
220-03 Hillside Avenue Queen Village, New York 11362	373 Church Street Saratoga Springs, New York 12866	3909 Forest Parkway North Tonawanda, New York 14120	615 Peninsula Boulevard Hempstead, New York 11550
250 Pettit Avenue North Bellmore, New York 11710	595 Degraw Street Brooklyn, New York 11217	1500 Middle County Road Centereach, New York 11720	3160 Webster Avenue Bronx, New York 10467

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

Filer's Name and Mailing Address:

Philip J. Murphy

Name:

Hinman Straub P.C.

Company, if Applicable:

121 State Street

Mailing Address:

Albany, NY 12207

City, State and Zip Code:

NOTES:

1. This form was prepared by the New York State Department of State. You are not required to use this form. You may draft a form or obtain a form from a legal form company. If this form is not suitable for your needs, you may draft your own form.
2. **Instructions for signing:**
If a corporation, by an officer; if a limited partnership, by a general partner or; if a limited liability company, by a member or manager. An authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company may also sign the certificate.
3. The Department of State recommends that this certificate be prepared under the guidance of an attorney.
4. **Filing Fee:**
 - a. Limited Liability Companies \$25.
 - b. Limited Partnerships - \$25.
 - c. Corporations - \$25 plus the additional fee for each county. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100. The additional fee for each county outside New York City is \$25.
5. Make checks are payable to the "Department of State".
6. All checks over \$500 must be certified.

For Office Use Only



**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

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

1. The current real name of the entity is: New York Dialysis Services, Inc.
2. *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is: _____
3. If the current real name of the entity is different from the real name listed on the last preceding filing with respect to this assumed name, the previous real name of the entity listed was:

4. The assumed name listed on the last preceding filing with respect to this assumed name was: FMS-Queens Artificial Kidney Center
- 5a. The date the original Certificate of Assumed Name was filed: April 27, 2010
- 5b. The DOS Assumed Name ID is: 207437
6. If applicable, the date the last Amended Certificate of Assumed Name was filed is:

7. The following change(s) are being made:
 - ☐ Entity real name
 - ☒ Assumed name
 - ☒ Location of principal place of business
 - ☒ County(ies) in which the entity does or intends to do business
 - ☒ Location(s) where the entity carries on or conducts or transacts business in New York State

8. The text of the Certificate of Assumed Name is amended to read in its entirety as follows:

FIRST: The real name of the entity is:

New York Dialysis Services, Inc.

SECOND: *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is:

THIRD: The entity was formed or authorized to do business/conduct activities in New York State under the following law: *(Check one)*

☒ Business Corporation Law	☐ Not-for-Profit Corporation Law
☐ Education Law	☐ Revised Limited Partnership Act
☐ Insurance Law	☐ Other (specify law): _____
☐ Limited Liability Company Law	

FOURTH: The assumed name of the entity is:

Fresenius Kidney Care - Jackson Heights Dialysis Center

FIFTH: The location including number and street, if any, of the entity's principal place of business in New York State. If none, provide the out-of-state address of the entity's principal place of business:

510-526 Avenue of the Americas, New York, New York 10011

SIXTH: The county(ies) in which the entity does business or intends to do business: *(Check the applicable box(es))*

☐ ALL COUNTIES

☒ Albany	☐ Clinton	☒ Genesee	☒ Monroe	☐ Orleans	☒ Saratoga	☐ Tompkins
☐ Allegany	☐ Columbia	☐ Greene	☒ Montgomery	☐ Oswego	☒ Schenectady	☐ Ulster
☒ Bronx	☐ Cortland	☐ Hamilton	☒ Nassau	☐ Otsego	☐ Schoharie	☐ Warren
☐ Broome	☐ Delaware	☐ Herkimer	☒ New York	☐ Putnam	☐ Schuyler	☐ Washington
☐ Cattaraugus	☐ Dutchess	☐ Jefferson	☒ Niagara	☒ Queens	☐ Seneca	☐ Wayne
☐ Cayuga	☒ Erie	☒ Kings	☐ Oneida	☐ Rensselaer	☒ Steuben	☒ Westchester
☐ Chautauqua	☐ Essex	☐ Lewis	☐ Onondaga	☐ Richmond	☒ Suffolk	☐ Wyoming
☐ Chemung	☐ Franklin	☐ Livingston	☒ Ontario	☐ Rockland	☐ Sullivan	☐ Yates
☐ Chenango	☐ Fulton	☐ Madison	☒ Orange	☐ St. Lawrence	☐ Tioga	

SEVENTH: The location including number and street, if any, of each place where the entity carries on, conducts or transacts business in New York State: *(The address(es) must include a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph SIXTH.)* If none, check this box ☐

See attached list of locations.

Print or Type David Cardello
Name of Signer: _____

Signature: _____

David R. Cardello

Capacity of Signer (Check one): ☒ Authorized Person ☐ Officer of the Corporation ☐ General Partner of the Limited Partnership
☐ Member of the Limited Liability Company ☐ Manager of the Limited Liability Company

Additional Addresses for Article "SEVENTH"

510-526 Avenue of the Americas New York, New York 10011	1350 Deer Park Avenue North Babylon, New York 11703	30 Century Hill Drive Latham, New York 12110	794 St. Anns Avenue Bronx, New York 10467
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1810 Riverfront Center Amsterdam, New York 12010	201-10 Northern Blvd. Bayside, New York 11361	1208 Scottsville Road Rochester, New York 14624	650 McClellan Street Schenectady, New York 12304
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1776 Eastchester Road, Suite 190 Bronx, New York 10461	1570-1576 Long Pond Road Greece, New York 14626	1508 Sheridan Drive Kenmore, New York 14217	6687 Pittsford Palmyra Road Fairport, New York 14450
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175-37 Liberty Avenue Jamaica, New York 11433	44 Vark Street Yonkers, New York 10701	172-70 Baisley Blvd. Jamaica, New York 11434	1785 Route 9 Clifton Park, New York 12065
176-35 Union Turnpike Fresh Meadows, New York 11366	100 Meridian Centre Rochester, New York 14618	4185 Veterans Memorial Drive Batavia, New York 14020	929 Sunrise Highway Bay Shore, New York 11706
6300 Jericho Turnpike Commack, New York 11725	1 Bethesda Drive North Hornell, New York 14843	420 Avenue P Brooklyn, New York 11223	185 South Tenth Street Lindenhurst, New York 11757
220-03 Hillside Avenue Queen Village, New York 11362	373 Church Street Saratoga Springs, New York 12866	3909 Forest Parkway North Tonawanda, New York 14120	615 Peninsula Boulevard Hempstead, New York 11550
250 Pettit Avenue North Bellmore, New York 11710	595 Degraw Street Brooklyn, New York 11217	1500 Middle County Road Centereach, New York 11720	3160 Webster Avenue Bronx, New York 10467

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

Filer's Name and Mailing Address:

Philip J. Murphy

Name:

Hinman Straub P.C.

Company, if Applicable:

121 State Street

Mailing Address:

Albany, NY 12207

City, State and Zip Code

NOTES:

1. This form was prepared by the New York State Department of State. You are not required to use this form. You may draft a form or obtain a form from a legal form company. If this form is not suitable for your needs, you may draft your own form.
2. **Instructions for signing:**
If a corporation, by an officer; if a limited partnership, by a general partner or; if a limited liability company, by a member or manager. An authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company may also sign the certificate.
3. The Department of State recommends that this certificate be prepared under the guidance of an attorney.
4. **Filing Fee:**
 - a. Limited Liability Companies \$25.
 - b. Limited Partnerships - \$25.
 - c. Corporations - \$25 plus the additional fee for each county. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100. The additional fee for each county outside New York City is \$25.
5. Make checks are payable to the "Department of State".
6. All checks over \$500 must be certified.

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**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

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

1. The current real name of the entity is: New York Dialysis Services, Inc.
2. *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is: _____
3. If the current real name of the entity is different from the real name listed on the last preceding filing with respect to this assumed name, the previous real name of the entity listed was:

4. The assumed name listed on the last preceding filing with respect to this assumed name was: Freedom Center of Queens
- 5a. The date the original Certificate of Assumed Name was filed: July 3, 2018
- 5b. The DOS Assumed Name ID is: 207443
6. If applicable, the date the last Amended Certificate of Assumed Name was filed is:

7. The following change(s) are being made:
 - ☐ Entity real name
 - ☒ Assumed name
 - ☐ Location of principal place of business
 - ☒ County(ies) in which the entity does or intends to do business
 - ☒ Location(s) where the entity carries on or conducts or transacts business in New York State

8. The text of the Certificate of Assumed Name is amended to read in its entirety as follows:

FIRST: The real name of the entity is:

New York Dialysis Services, Inc.

SECOND: *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is:

THIRD: The entity was formed or authorized to do business/conduct activities in New York State under the following law: *(Check one)*

☒ Business Corporation Law	☐ Not-for-Profit Corporation Law
☐ Education Law	☐ Revised Limited Partnership Act
☐ Insurance Law	☐ Other (specify law): _____
☐ Limited Liability Company Law	

FOURTH: The assumed name of the entity is:

Fresenius Kidney Care - Home Dialysis of Queens

FIFTH: The location including number and street, if any, of the entity's principal place of business in New York State. If none, provide the out-of-state address of the entity's principal place of business:

510-526 Avenue of the Americas, New York, New York 10011

SIXTH: The county(ies) in which the entity does business or intends to do business: *(Check the applicable box(es))*

☐ ALL COUNTIES

☒ Albany	☐ Clinton	☒ Genesee	☒ Monroe	☐ Orleans	☒ Saratoga	☐ Tompkins
☐ Allegany	☐ Columbia	☐ Greene	☒ Montgomery	☐ Oswego	☒ Schenectady	☐ Ulster
☒ Bronx	☐ Cortland	☐ Hamilton	☒ Nassau	☐ Otsego	☐ Schoharie	☐ Warren
☐ Broome	☐ Delaware	☐ Herkimer	☒ New York	☐ Putnam	☐ Schuyler	☐ Washington
☐ Cattaraugus	☐ Dutchess	☐ Jefferson	☒ Niagara	☒ Queens	☐ Seneca	☐ Wayne
☐ Cayuga	☒ Erie	☒ Kings	☐ Oneida	☐ Rensselaer	☒ Steuben	☒ Westchester
☐ Chautauqua	☐ Essex	☐ Lewis	☐ Onondaga	☐ Richmond	☒ Suffolk	☐ Wyoming
☐ Chemung	☐ Franklin	☐ Livingston	☒ Ontario	☐ Rockland	☐ Sullivan	☐ Yates
☐ Chenango	☐ Fulton	☐ Madison	☒ Orange	☐ St. Lawrence	☐ Tioga	

SEVENTH: The location including number and street, if any, of each place where the entity carries on, conducts or transacts business in New York State: *(The address(es) must include a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph SIXTH.)* If none, check this box ☐

See attached list of locations.

Print or Type David Cardello
Name of Signer: _____

Signature: _____

Capacity of Signer (Check one):

☒

Authorized Person

☐

Officer of the Corporation

☐

General Partner of the Limited Partnership

☐

Member of the Limited Liability Company

☐

Manager of the Limited Liability Company

Additional Addresses for Article "SEVENTH"

510-526 Avenue of the Americas New York, New York 10011	1350 Deer Park Avenue North Babylon, New York 11703	30 Century Hill Drive Latham, New York 12110	794 St. Anns Avenue Bronx, New York 10467
120 Victor Heights Parkway Victor, New York 14564	33 Walt Whitman Road Huntington Station, New York 11743	1150 Crosspointe Professional Park Webster, New York 14580	2 Clara Barton Drive Albany, New York 12208
1810 Riverfront Center Amsterdam, New York 12010	201-10 Northern Blvd. Bayside, New York 11361	1208 Scottsville Road Rochester, New York 14624	650 McClellan Street Schenectady, New York 12304
5225 Nesconset Highway, Bldg #9 Port Jefferson Station, New York 11776	105 East 106 th Street New York, New York 10029	2400 South Clinton Ave. Rochester, New York 14618	1776 Eastchester Rd., Suite 240 Bronx, New York 10461
1776 Eastchester Road, Suite 190 Bronx, New York 10461	1570-1576 Long Pond Road Greece, New York 14626	1508 Sheridan Drive Kenmore, New York 14217	6687 Pittsford Palmyra Road Fairport, New York 14450
220 Crystal Run Road Middletown, New York 10940	1325 Morris Park Avenue Bronx, New York 10461	358-362 4 th Avenue Brooklyn, New York 11215	1402 Atlantic Avenue Brooklyn, New York 11236
2345 Nott Street Niskayuna, New York 12309	34-35 70 th Street Jackson Heights, New York 11372	60-40 Fresh Pond Road Maspeth, New York 11378	16 Guion Place New Rochelle, New York 10801
175-37 Liberty Avenue Jamaica, New York 11433	44 Vark Street Yonkers, New York 10701	172-70 Baisley Blvd. Jamaica, New York 11434	1785 Route 9 Clifton Park, New York 12065
176-35 Union Turnpike Fresh Meadows, New York 11366	100 Meridian Centre Rochester, New York 14618	4185 Veterans Memorial Drive Batavia, New York 14020	929 Sunrise Highway Bay Shore, New York 11706
6300 Jericho Turnpike Commack, New York 11725	1 Bethesda Drive North Hornell, New York 14843	420 Avenue P Brooklyn, New York 11223	185 South Tenth Street Lindenhurst, New York 11757
220-03 Hillside Avenue Queen Village, New York 11362	373 Church Street Saratoga Springs, New York 12866	3909 Forest Parkway North Tonawanda, New York 14120	615 Peninsula Boulevard Hempstead, New York 11550
250 Pettit Avenue North Bellmore, New York 11710	595 Degraw Street Brooklyn, New York 11217	1500 Middle County Road Centereach, New York 11720	3160 Webster Avenue Bronx, New York 10467

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

Filer's Name and Mailing Address:

Philip J. Murphy

Name

Hinman Straub P.C.

Company, if Applicable:

121 State Street

Mailing Address:

Albany, NY 12207

City, State and Zip Code

NOTES:

1. This form was prepared by the New York State Department of State. You are not required to use this form. You may draft a form or obtain a form from a legal form company. If this form is not suitable for your needs, you may draft your own form.
2. **Instructions for signing:**
If a corporation, by an officer; if a limited partnership, by a general partner or; if a limited liability company, by a member or manager. An authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company may also sign the certificate.
3. The Department of State recommends that this certificate be prepared under the guidance of an attorney.
4. **Filing Fee:**
 - a. Limited Liability Companies \$25.
 - b. Limited Partnerships - \$25.
 - c. Corporations - \$25 plus the additional fee for each county. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100. The additional fee for each county outside New York City is \$25.
5. Make checks payable to the "Department of State".
6. All checks over \$500 must be certified.

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**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

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

1. The current real name of the entity is: New York Dialysis Services, Inc.
2. *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is: _____
3. If the current real name of the entity is different from the real name listed on the last preceding filing with respect to this assumed name, the previous real name of the entity listed was:

4. The assumed name listed on the last preceding filing with respect to this assumed name was: FMS-South Queens Dialysis Center
- 5a. The date the original Certificate of Assumed Name was filed: July 8, 2022
- 5b. The DOS Assumed Name ID is: 6532737
6. If applicable, the date the last Amended Certificate of Assumed Name was filed is:

7. The following change(s) are being made:
 - ☐ Entity real name
 - ☒ Assumed name
 - ☒ Location of principal place of business
 - ☒ County(ies) in which the entity does or intends to do business
 - ☒ Location(s) where the entity carries on or conducts or transacts business in New York State

8. The text of the Certificate of Assumed Name is amended to read in its entirety as follows:

FIRST: The real name of the entity is:

New York Dialysis Services, Inc.

SECOND: *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is:

THIRD: The entity was formed or authorized to do business/conduct activities in New York State under the following law: *(Check one)*

☒ Business Corporation Law	☐ Not-for-Profit Corporation Law
☐ Education Law	☐ Revised Limited Partnership Act
☐ Insurance Law	☐ Other (specify law): _____
☐ Limited Liability Company Law	

FOURTH: The assumed name of the entity is:

Fresenius Kidney Care - Jamaica Queens Dialysis Center

FIFTH: The location including number and street, if any, of the entity's principal place of business in New York State. If none, provide the out-of-state address of the entity's principal place of business:

510-526 Avenue of the Americas, New York, New York 10011

SIXTH: The county(ies) in which the entity does business or intends to do business: *(Check the applicable box(es))*

☐ ALL COUNTIES

☒ Albany	☐ Clinton	☒ Genesee	☒ Monroe	☐ Orleans	☒ Saratoga	☐ Tompkins
☐ Allegany	☐ Columbia	☐ Greene	☒ Montgomery	☐ Oswego	☒ Schenectady	☐ Ulster
☒ Bronx	☐ Cortland	☐ Hamilton	☒ Nassau	☐ Otsego	☐ Schoharie	☐ Warren
☐ Broome	☐ Delaware	☐ Herkimer	☒ New York	☐ Putnam	☐ Schuylar	☐ Washington
☐ Cattaraugus	☐ Dutchess	☐ Jefferson	☒ Niagara	☒ Queens	☐ Seneca	☐ Wayne
☐ Cayuga	☒ Erie	☒ Kings	☐ Oneida	☐ Rensselaer	☒ Steuben	☒ Westchester
☐ Chautauqua	☐ Essex	☐ Lewis	☐ Onondaga	☐ Richmond	☒ Suffolk	☐ Wyoming
☐ Chemung	☐ Franklin	☐ Livingston	☒ Ontario	☐ Rockland	☐ Sullivan	☐ Yates
☐ Chenango	☐ Fulton	☐ Madison	☒ Orange	☐ St. Lawrence	☐ Tioga	

SEVENTH: The location including number and street, if any, of each place where the entity carries on, conducts or transacts business in New York State: *(The address(es) must include a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph SIXTH.)* If none, check this box ☐

See attached list of locations.

Print or Type David Cardello
Name of Signer: _____

Signature: _____



Capacity of Signer (Check one): ☒ Authorized Person ☐ Officer of the Corporation ☐ General Partner of the Limited Partnership
☐ Member of the Limited Liability Company ☐ Manager of the Limited Liability Company

Additional Addresses for Article “SEVENTH”

510-526 Avenue of the Americas New York, New York 10011	1350 Deer Park Avenue North Babylon, New York 11703	30 Century Hill Drive Latham, New York 12110	794 St. Anns Avenue Bronx, New York 10467
120 Victor Heights Parkway Victor, New York 14564	33 Walt Whitman Road Huntington Station, New York 11743	1150 Crosspointe Professional Park Webster, New York 14580	2 Clara Barton Drive Albany, New York 12208
1810 Riverfront Center Amsterdam, New York 12010	201-10 Northern Blvd. Bayside, New York 11361	1208 Scottsville Road Rochester, New York 14624	650 McClellan Street Schenectady, New York 12304
5225 Nesconset Highway, Bldg #9 Port Jefferson Station, New York 11776	105 East 106 th Street New York, New York 10029	2400 South Clinton Ave. Rochester, New York 14618	1776 Eastchester Rd., Suite 240 Bronx, New York 10461
1776 Eastchester Road, Suite 190 Bronx, New York 10461	1570-1576 Long Pond Road Greece, New York 14626	1508 Sheridan Drive Kenmore, New York 14217	6687 Pittsford Palmyra Road Fairport, New York 14450
220 Crystal Run Road Middletown, New York 10940	1325 Morris Park Avenue Bronx, New York 10461	358-362 4 th Avenue Brooklyn, New York 11215	1402 Atlantic Avenue Brooklyn, New York 11236
2345 Nott Street Niskayuna, New York 12309	34-35 70 th Street Jackson Heights, New York 11372	60-40 Fresh Pond Road Maspeth, New York 11378	16 Guion Place New Rochelle, New York 10801
175-37 Liberty Avenue Jamaica, New York 11433	44 Vark Street Yonkers, New York 10701	172-70 Baisley Blvd. Jamaica, New York 11434	1785 Route 9 Clifton Park, New York 12065
176-35 Union Turnpike Fresh Meadows, New York 11366	100 Meridian Centre Rochester, New York 14618	4185 Veterans Memorial Drive Batavia, New York 14020	929 Sunrise Highway Bay Shore, New York 11706
6300 Jericho Turnpike Commack, New York 11725	1 Bethesda Drive North Hornell, New York 14843	420 Avenue P Brooklyn, New York 11223	185 South Tenth Street Lindenhurst, New York 11757
220-03 Hillside Avenue Queen Village, New York 11362	373 Church Street Saratoga Springs, New York 12866	3909 Forest Parkway North Tonawanda, New York 14120	615 Peninsula Boulevard Hempstead, New York 11550
250 Pettit Avenue North Bellmore, New York 11710	595 Degraw Street Brooklyn, New York 11217	1500 Middle County Road Centereach, New York 11720	3160 Webster Avenue Bronx, New York 10467

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

Filer's Name and Mailing Address:

Philip J. Murphy

Name:

Hinman Straub P.C.

Company, if Applicable:

121 State Street

Mailing Address:

Albany, NY 12207

City, State and Zip Code:

NOTES:

1. This form was prepared by the New York State Department of State. You are not required to use this form. You may draft a form or obtain a form from a legal form company. If this form is not suitable for your needs, you may draft your own form.
2. **Instructions for signing:**
If a corporation, by an officer; if a limited partnership, by a general partner or; if a limited liability company, by a member or manager. An authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company may also sign the certificate.
3. The Department of State recommends that this certificate be prepared under the guidance of an attorney.
4. **Filing Fee:**
 - a. Limited Liability Companies \$25.
 - b. Limited Partnerships - \$25.
 - c. Corporations - \$25 plus the additional fee for each county. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100. The additional fee for each county outside New York City is \$25.
5. Make checks are payable to the "Department of State".
6. All checks over \$500 must be certified.

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**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

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

1. The current real name of the entity is: New York Dialysis Services, Inc.
2. *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is: _____
3. If the current real name of the entity is different from the real name listed on the last preceding filing with respect to this assumed name, the previous real name of the entity listed was:

4. The assumed name listed on the last preceding filing with respect to this assumed name was: Coram Dialysis
- 5a. The date the original Certificate of Assumed Name was filed: March 16, 2023
- 5b. The DOS Assumed Name ID is: 6767867
6. If applicable, the date the last Amended Certificate of Assumed Name was filed is:

7. The following change(s) are being made:
 - ☐ Entity real name
 - ☒ Assumed name
 - ☐ Location of principal place of business
 - ☐ County(ies) in which the entity does or intends to do business
 - ☒ Location(s) where the entity carries on or conducts or transacts business in New York State

8. The text of the Certificate of Assumed Name is amended to read in its entirety as follows:

FIRST: The real name of the entity is:

New York Dialysis Services, Inc.

SECOND: *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is:

THIRD: The entity was formed or authorized to do business/conduct activities in New York State under the following law: *(Check one)*

☒ Business Corporation Law	☐ Not-for-Profit Corporation Law
☐ Education Law	☐ Revised Limited Partnership Act
☐ Insurance Law	☐ Other (specify law): _____
☐ Limited Liability Company Law	

FOURTH: The assumed name of the entity is:

Fresenius Kidney Care - Centereach Dialysis Center

FIFTH: The location including number and street, if any, of the entity's principal place of business in New York State. If none, provide the out-of-state address of the entity's principal place of business:

510-526 Avenue of the Americas, New York, New York 10011

SIXTH: The county(ies) in which the entity does business or intends to do business: *(Check the applicable box(es).)*

☐ ALL COUNTIES

☒ Albany	☐ Clinton	☒ Genesee	☒ Monroe	☐ Orleans	☒ Saratoga	☐ Tompkins
☐ Allegany	☐ Columbia	☐ Greene	☒ Montgomery	☐ Oswego	☒ Schenectady	☐ Ulster
☒ Bronx	☐ Cortland	☐ Hamilton	☒ Nassau	☐ Otsego	☐ Schoharie	☐ Warren
☐ Broome	☐ Delaware	☐ Herkimer	☒ New York	☐ Putnam	☐ Schuyler	☐ Washington
☐ Cattaraugus	☐ Dutchess	☐ Jefferson	☒ Niagara	☒ Queens	☐ Seneca	☐ Wayne
☐ Cayuga	☒ Erie	☒ Kings	☐ Oneida	☐ Rensselaer	☒ Steuben	☒ Westchester
☐ Chautauqua	☐ Essex	☐ Lewis	☐ Onondaga	☐ Richmond	☒ Suffolk	☐ Wyoming
☐ Chemung	☐ Franklin	☐ Livingston	☒ Ontario	☐ Rockland	☐ Sullivan	☐ Yates
☐ Chenango	☐ Fulton	☐ Madison	☒ Orange	☐ St. Lawrence	☐ Tioga	

SEVENTH: The location including number and street, if any, of each place where the entity carries on, conducts or transacts business in New York State: *(The address(es) must include a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph SIXTH.)* If none, check this box ☐

See attached list of locations.

Print or Type David Cardello
Name of Signer: _____

Signature: _____



Capacity of Signer (Check one): ☒ Authorized Person ☐ Officer of the Corporation ☐ General Partner of the Limited Partnership
☐ Member of the Limited Liability Company ☐ Manager of the Limited Liability Company

Additional Addresses for Article “SEVENTH”

510-526 Avenue of the Americas New York, New York 10011	1350 Deer Park Avenue North Babylon, New York 11703	30 Century Hill Drive Latham, New York 12110	794 St. Anns Avenue Bronx, New York 10467
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1810 Riverfront Center Amsterdam, New York 12010	201-10 Northern Blvd. Bayside, New York 11361	1208 Scottsville Road Rochester, New York 14624	650 McClellan Street Schenectady, New York 12304
5225 Nesconset Highway, Bldg #9 Port Jefferson Station, New York 11776	105 East 106 th Street New York, New York 10029	2400 South Clinton Ave. Rochester, New York 14618	1776 Eastchester Rd., Suite 240 Bronx, New York 10461
1776 Eastchester Road, Suite 190 Bronx, New York 10461	1570-1576 Long Pond Road Greece, New York 14626	1508 Sheridan Drive Kenmore, New York 14217	6687 Pittsford Palmyra Road Fairport, New York 14450
220 Crystal Run Road Middletown, New York 10940	1325 Morris Park Avenue Bronx, New York 10461	358-362 4 th Avenue Brooklyn, New York 11215	1402 Atlantic Avenue Brooklyn, New York 11236
2345 Nott Street Niskayuna, New York 12309	34-35 70 th Street Jackson Heights, New York 11372	60-40 Fresh Pond Road Maspeth, New York 11378	16 Guion Place New Rochelle, New York 10801
175-37 Liberty Avenue Jamaica, New York 11433	44 Vark Street Yonkers, New York 10701	172-70 Baisley Blvd. Jamaica, New York 11434	1785 Route 9 Clifton Park, New York 12065
176-35 Union Turnpike Fresh Meadows, New York 11366	100 Meridian Centre Rochester, New York 14618	4185 Veterans Memorial Drive Batavia, New York 14020	929 Sunrise Highway Bay Shore, New York 11706
6300 Jericho Turnpike Commack, New York 11725	1 Bethesda Drive North Hornell, New York 14843	420 Avenue P Brooklyn, New York 11223	185 South Tenth Street Lindenhurst, New York 11757
220-03 Hillside Avenue Queen Village, New York 11362	373 Church Street Saratoga Springs, New York 12866	3909 Forest Parkway North Tonawanda, New York 14120	615 Peninsula Boulevard Hempstead, New York 11550
250 Pettit Avenue North Bellmore, New York 11710	595 Degraw Street Brooklyn, New York 11217	1500 Middle County Road Centereach, New York 11720	3160 Webster Avenue Bronx, New York 10467

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

Filer's Name and Mailing Address:

Philip J. Murphy

Name:

Hinman Straub P.C.

Company, if Applicable:

121 State Street

Mailing Address:

Albany, NY 12207

City, State and Zip Code:

NOTES:

1. This form was prepared by the New York State Department of State. You are not required to use this form. You may draft a form or obtain a form from a legal form company. If this form is not suitable for your needs, you may draft your own form.
2. **Instructions for signing:**
If a corporation, by an officer; if a limited partnership, by a general partner or; if a limited liability company, by a member or manager. An authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company may also sign the certificate.
3. The Department of State recommends that this certificate be prepared under the guidance of an attorney.
4. **Filing Fee:**
 - a. Limited Liability Companies \$25.
 - b. Limited Partnerships - \$25.
 - c. Corporations - \$25 plus the additional fee for each county. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100. The additional fee for each county outside New York City is \$25.
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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

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

1. The current real name of the entity is: New York Dialysis Services, Inc.

2. *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is: _____

3. If the current real name of the entity is different from the real name listed on the last preceding filing with respect to this assumed name, the previous real name of the entity listed was: _____

4. The assumed name listed on the last preceding filing with respect to this assumed name was: FMS-Central Suffolk Artificial Kidney Center

5a. The date the original Certificate of Assumed Name was filed: April 23, 2010

5b. The DOS Assumed Name ID is: 207420

6. If applicable, the date the last Amended Certificate of Assumed Name was filed is: _____

7. The following change(s) are being made:

- ☐ Entity real name
- ☒ Assumed name
- ☒ Location of principal place of business
- ☒ County(ies) in which the entity does or intends to do business
- ☒ Location(s) where the entity carries on or conducts or transacts business in New York State

8. The text of the Certificate of Assumed Name is amended to read in its entirety as follows:

FIRST: The real name of the entity is:

New York Dialysis Services, Inc.

SECOND: *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is:

THIRD: The entity was formed or authorized to do business/conduct activities in New York State under the following law: *(Check one)*

☒ Business Corporation Law	☐ Not-for-Profit Corporation Law
☐ Education Law	☐ Revised Limited Partnership Act
☐ Insurance Law	☐ Other (specify law): _____
☐ Limited Liability Company Law	

FOURTH: The assumed name of the entity is:

Fresenius Kidney Care - Port Jefferson Station Dialysis Center

FIFTH: The location including number and street, if any, of the entity's principal place of business in New York State. If none, provide the out-of-state address of the entity's principal place of business:

510-526 Avenue of the Americas, New York, New York 10011

SIXTH: The county(ies) in which the entity does business or intends to do business: *(Check the applicable box(es).)*

☐ ALL COUNTIES

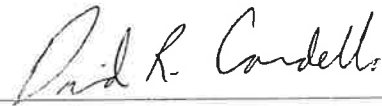
☒ Albany	☐ Clinton	☒ Genesee	☒ Monroe	☐ Orleans	☒ Saratoga	☐ Tompkins
☐ Allegany	☐ Columbia	☐ Greene	☒ Montgomery	☐ Oswego	☒ Schenectady	☐ Ulster
☒ Bronx	☐ Cortland	☐ Hamilton	☒ Nassau	☐ Otsego	☐ Schoharie	☐ Warren
☐ Broome	☐ Delaware	☐ Herkimer	☒ New York	☐ Putnam	☐ Schuylar	☐ Washington
☐ Cattaraugus	☐ Dutchess	☐ Jefferson	☒ Niagara	☒ Queens	☐ Seneca	☐ Wayne
☐ Cayuga	☒ Erie	☒ Kings	☐ Oneida	☐ Rensselaer	☒ Steuben	☒ Westchester
☐ Chautauqua	☐ Essex	☐ Lewis	☐ Onondaga	☐ Richmond	☒ Suffolk	☐ Wyoming
☐ Chemung	☐ Franklin	☐ Livingston	☒ Ontario	☐ Rockland	☐ Sullivan	☐ Yates
☐ Chenango	☐ Fulton	☐ Madison	☒ Orange	☐ St. Lawrence	☐ Tioga	

SEVENTH: The location including number and street, if any, of each place where the entity carries on, conducts or transacts business in New York State: *(The address(es) must include a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph SIXTH.)* If none, check this box ☐

See attached list of locations.

Print or Type David Cardello
Name of Signer:

Signature:



Capacity of Signer (Check one): ☒ Authorized Person ☐ Officer of the Corporation ☐ General Partner of the Limited Partnership
☐ Member of the Limited Liability Company ☐ Manager of the Limited Liability Company

Additional Addresses for Article “SEVENTH”

510-526 Avenue of the Americas New York, New York 10011	1350 Deer Park Avenue North Babylon, New York 11703	30 Century Hill Drive Latham, New York 12110	794 St. Anns Avenue Bronx, New York 10467
120 Victor Heights Parkway Victor, New York 14564	33 Walt Whitman Road Huntington Station, New York 11743	1150 Crosspointe Professional Park Webster, New York 14580	2 Clara Barton Drive Albany, New York 12208
1810 Riverfront Center Amsterdam, New York 12010	201-10 Northern Blvd. Bayside, New York 11361	1208 Scottsville Road Rochester, New York 14624	650 McClellan Street Schenectady, New York 12304
5225 Nesconset Highway, Bldg #9 Port Jefferson Station, New York 11776	105 East 106 th Street New York, New York 10029	2400 South Clinton Ave. Rochester, New York 14618	1776 Eastchester Rd., Suite 240 Bronx, New York 10461
1776 Eastchester Road, Suite 190 Bronx, New York 10461	1570-1576 Long Pond Road Greece, New York 14626	1508 Sheridan Drive Kenmore, New York 14217	6687 Pittsford Palmyra Road Fairport, New York 14450
220 Crystal Run Road Middletown, New York 10940	1325 Morris Park Avenue Bronx, New York 10461	358-362 4 th Avenue Brooklyn, New York 11215	1402 Atlantic Avenue Brooklyn, New York 11236
2345 Nott Street Niskayuna, New York 12309	34-35 70 th Street Jackson Heights, New York 11372	60-40 Fresh Pond Road Maspeth, New York 11378	16 Guion Place New Rochelle, New York 10801
175-37 Liberty Avenue Jamaica, New York 11433	44 Vark Street Yonkers, New York 10701	172-70 Baisley Blvd. Jamaica, New York 11434	1785 Route 9 Clifton Park, New York 12065
176-35 Union Turnpike Fresh Meadows, New York 11366	100 Meridian Centre Rochester, New York 14618	4185 Veterans Memorial Drive Batavia, New York 14020	929 Sunrise Highway Bay Shore, New York 11706
6300 Jericho Turnpike Commack, New York 11725	1 Bethesda Drive North Hornell, New York 14843	420 Avenue P Brooklyn, New York 11223	185 South Tenth Street Lindenhurst, New York 11757
220-03 Hillside Avenue Queen Village, New York 11362	373 Church Street Saratoga Springs, New York 12866	3909 Forest Parkway North Tonawanda, New York 14120	615 Peninsula Boulevard Hempstead, New York 11550
250 Pettit Avenue North Bellmore, New York 11710	595 Degraw Street Brooklyn, New York 11217	1500 Middle County Road Centereach, New York 11720	3160 Webster Avenue Bronx, New York 10467

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

Filer's Name and Mailing Address:

Philip J. Murphy

Name:

Hinman Straub P.C.

Company, if Applicable:

121 State Street

Mailing Address:

Albany, NY 12207

City, State and Zip Code:

NOTES:

1. This form was prepared by the New York State Department of State. You are not required to use this form. You may draft a form or obtain a form from a legal form company. If this form is not suitable for your needs, you may draft your own form.
2. **Instructions for signing:**
If a corporation, by an officer; if a limited partnership, by a general partner or; if a limited liability company, by a member or manager. An authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company may also sign the certificate.
3. The Department of State recommends that this certificate be prepared under the guidance of an attorney.
4. **Filing Fee:**
 - a. Limited Liability Companies \$25.
 - b. Limited Partnerships - \$25.
 - c. Corporations - \$25 plus the additional fee for each county. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100. The additional fee for each county outside New York City is \$25.
5. Make checks payable to the "Department of State".
6. All checks over \$500 must be certified.

For Office Use Only



**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

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.
(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

1. The current real name of the entity is: New York Dialysis Services, Inc.
2. *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is: _____
3. If the current real name of the entity is different from the real name listed on the last preceding filing with respect to this assumed name, the previous real name of the entity listed was:

4. The assumed name listed on the last preceding filing with respect to this assumed name was: Fresenius Kidney Care - Bay Shore
- 5a. The date the original Certificate of Assumed Name was filed: October 1, 2019
- 5b. The DOS Assumed Name ID is: 207445
6. If applicable, the date the last Amended Certificate of Assumed Name was filed is:

7. The following change(s) are being made:
 - ☐ Entity real name
 - ☒ Assumed name
 - ☐ Location of principal place of business
 - ☒ County(ies) in which the entity does or intends to do business
 - ☒ Location(s) where the entity carries on or conducts or transacts business in New York State

8. The text of the Certificate of Assumed Name is amended to read in its entirety as follows:

FIRST: The real name of the entity is:

New York Dialysis Services, Inc.

SECOND: *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is:

THIRD: The entity was formed or authorized to do business/conduct activities in New York State under the following law: *(Check one)*

☒ Business Corporation Law	☐ Not-for-Profit Corporation Law
☐ Education Law	☐ Revised Limited Partnership Act
☐ Insurance Law	☐ Other (specify law): _____
☐ Limited Liability Company Law	

FOURTH: The assumed name of the entity is:

Fresenius Kidney Care - Bay Shore Dialysis Center

FIFTH: The location including number and street, if any, of the entity's principal place of business in New York State. If none, provide the out-of-state address of the entity's principal place of business:

510-526 Avenue of the Americas, New York, New York 10011

SIXTH: The county(ies) in which the entity does business or intends to do business: *(Check the applicable box(es).)*

☐ ALL COUNTIES

☒ Albany	☐ Clinton	☒ Genesee	☒ Monroe	☐ Orleans	☒ Saratoga	☐ Tompkins
☐ Allegany	☐ Columbia	☐ Greene	☒ Montgomery	☐ Oswego	☒ Schenectady	☐ Ulster
☒ Bronx	☐ Cortland	☐ Hamilton	☒ Nassau	☐ Otsego	☐ Schoharie	☐ Warren
☐ Broome	☐ Delaware	☐ Herkimer	☒ New York	☐ Putnam	☐ Schuyler	☐ Washington
☐ Cattaraugus	☐ Dutchess	☐ Jefferson	☒ Niagara	☒ Queens	☐ Seneca	☐ Wayne
☐ Cayuga	☒ Erie	☒ Kings	☐ Oneida	☐ Rensselaer	☒ Steuben	☒ Westchester
☐ Chautauqua	☐ Essex	☐ Lewis	☐ Onondaga	☐ Richmond	☒ Suffolk	☐ Wyoming
☐ Chemung	☐ Franklin	☐ Livingston	☒ Ontario	☐ Rockland	☐ Sullivan	☐ Yates
☐ Chenango	☐ Fulton	☐ Madison	☒ Orange	☐ St. Lawrence	☐ Tioga	

SEVENTH: The location including number and street, if any, of each place where the entity carries on, conducts or transacts business in New York State: *(The address(es) must include a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph SIXTH.)* If none, check this box ☐

See attached list of locations.

Print or Type David Cardello
Name of Signer: _____

Signature: _____

Capacity of Signer (Check one): ☒ Authorized Person ☐ Officer of the Corporation ☐ General Partner of the Limited Partnership
☐ Member of the Limited Liability Company ☐ Manager of the Limited Liability Company

Additional Addresses for Article “SEVENTH”

510-526 Avenue of the Americas New York, New York 10011	1350 Deer Park Avenue North Babylon, New York 11703	30 Century Hill Drive Latham, New York 12110	794 St. Anns Avenue Bronx, New York 10467
120 Victor Heights Parkway Victor, New York 14564	33 Walt Whitman Road Huntington Station, New York 11743	1150 Crosspointe Professional Park Webster, New York 14580	2 Clara Barton Drive Albany, New York 12208
1810 Riverfront Center Amsterdam, New York 12010	201-10 Northern Blvd. Bayside, New York 11361	1208 Scottsville Road Rochester, New York 14624	650 McClellan Street Schenectady, New York 12304
5225 Nesconset Highway, Bldg #9 Port Jefferson Station, New York 11776	105 East 106 th Street New York, New York 10029	2400 South Clinton Ave. Rochester, New York 14618	1776 Eastchester Rd., Suite 240 Bronx, New York 10461
1776 Eastchester Road, Suite 190 Bronx, New York 10461	1570-1576 Long Pond Road Greece, New York 14626	1508 Sheridan Drive Kenmore, New York 14217	6687 Pittsford Palmyra Road Fairport, New York 14450
220 Crystal Run Road Middletown, New York 10940	1325 Morris Park Avenue Bronx, New York 10461	358-362 4 th Avenue Brooklyn, New York 11215	1402 Atlantic Avenue Brooklyn, New York 11236
2345 Nott Street Niskayuna, New York 12309	34-35 70 th Street Jackson Heights, New York 11372	60-40 Fresh Pond Road Maspeth, New York 11378	16 Guion Place New Rochelle, New York 10801
175-37 Liberty Avenue Jamaica, New York 11433	44 Vark Street Yonkers, New York 10701	172-70 Baisley Blvd. Jamaica, New York 11434	1785 Route 9 Clifton Park, New York 12065
176-35 Union Turnpike Fresh Meadows, New York 11366	100 Meridian Centre Rochester, New York 14618	4185 Veterans Memorial Drive Batavia, New York 14020	929 Sunrise Highway Bay Shore, New York 11706
6300 Jericho Turnpike Commack, New York 11725	1 Bethesda Drive North Hornell, New York 14843	420 Avenue P Brooklyn, New York 11223	185 South Tenth Street Lindenhurst, New York 11757
220-03 Hillside Avenue Queen Village, New York 11362	373 Church Street Saratoga Springs, New York 12866	3909 Forest Parkway North Tonawanda, New York 14120	615 Peninsula Boulevard Hempstead, New York 11550
250 Pettit Avenue North Bellmore, New York 11710	595 Degraw Street Brooklyn, New York 11217	1500 Middle County Road Centereach, New York 11720	3160 Webster Avenue Bronx, New York 10467

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

Filer's Name and Mailing Address:

Philip J. Murphy

Name

Hinman Straub P.C.

Company, if Applicable:

121 State Street

Mailing Address:

Albany, NY 12207

City, State and Zip Code:

NOTES:

1. This form was prepared by the New York State Department of State. You are not required to use this form. You may draft a form or obtain a form from a legal form company. If this form is not suitable for your needs, you may draft your own form.
2. **Instructions for signing:**
If a corporation, by an officer; if a limited partnership, by a general partner or; if a limited liability company, by a member or manager. An authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company may also sign the certificate.
3. The Department of State recommends that this certificate be prepared under the guidance of an attorney.
4. **Filing Fee:**
 - a. Limited Liability Companies \$25.
 - b. Limited Partnerships - \$25.
 - c. Corporations - \$25 plus the additional fee for each county. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100. The additional fee for each county outside New York City is \$25.
5. Make checks are payable to the "Department of State".
6. All checks over \$500 must be certified.

For Office Use Only



**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

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

1. The current real name of the entity is: New York Dialysis Services, Inc.
2. *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is: _____
3. If the current real name of the entity is different from the real name listed on the last preceding filing with respect to this assumed name, the previous real name of the entity listed was:

4. The assumed name listed on the last preceding filing with respect to this assumed name was: FMS-Southern Westchester Dialysis Center
- 5a. The date the original Certificate of Assumed Name was filed: February 3, 2004
- 5b. The DOS Assumed Name ID is: 207415
6. If applicable, the date the last Amended Certificate of Assumed Name was filed is:
April 29, 2010
7. The following change(s) are being made:
 - ☐ Entity real name
 - ☒ Assumed name
 - ☒ Location of principal place of business
 - ☒ County(ies) in which the entity does or intends to do business
 - ☒ Location(s) where the entity carries on or conducts or transacts business in New York State

8. The text of the Certificate of Assumed Name is amended to read in its entirety as follows:

FIRST: The real name of the entity is:

New York Dialysis Services, Inc.

SECOND: *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is:

THIRD: The entity was formed or authorized to do business/conduct activities in New York State under the following law: *(Check one)*

☒ Business Corporation Law	☐ Not-for-Profit Corporation Law
☐ Education Law	☐ Revised Limited Partnership Act
☐ Insurance Law	☐ Other (specify law): _____
☐ Limited Liability Company Law	

FOURTH: The assumed name of the entity is:

Fresenius Kidney Care - Park Hill Dialysis Center

FIFTH: The location including number and street, if any, of the entity's principal place of business in New York State. If none, provide the out-of-state address of the entity's principal place of business:

510-526 Avenue of the Americas, New York, New York 10011

SIXTH: The county(ies) in which the entity does business or intends to do business: *(Check the applicable box(es).)*

☐ ALL COUNTIES

☒ Albany	☐ Clinton	☒ Genesee	☒ Monroe	☐ Orleans	☒ Saratoga	☐ Tompkins
☐ Allegany	☐ Columbia	☐ Greene	☒ Montgomery	☐ Oswego	☒ Schenectady	☐ Ulster
☒ Bronx	☐ Cortland	☐ Hamilton	☒ Nassau	☐ Otsego	☐ Schoharie	☐ Warren
☐ Broome	☐ Delaware	☐ Herkimer	☒ New York	☐ Putnam	☐ Schuyler	☐ Washington
☐ Cattaraugus	☐ Dutchess	☐ Jefferson	☒ Niagara	☒ Queens	☐ Seneca	☐ Wayne
☐ Cayuga	☒ Erie	☒ Kings	☐ Oneida	☐ Rensselaer	☒ Steuben	☒ Westchester
☐ Chautauqua	☐ Essex	☐ Lewis	☐ Onondaga	☐ Richmond	☒ Suffolk	☐ Wyoming
☐ Chemung	☐ Franklin	☐ Livingston	☒ Ontario	☐ Rockland	☐ Sullivan	☐ Yates
☐ Chenango	☐ Fulton	☐ Madison	☒ Orange	☐ St. Lawrence	☐ Tioga	

SEVENTH: The location including number and street, if any, of each place where the entity carries on, conducts or transacts business in New York State: *(The address(es) must include a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph SIXTH.)* If none, check this box ☐

See attached list of locations.

Print or Type David Cardello
Name of Signer: _____

Signature: _____



Capacity of Signer (Check one): ☒ Authorized Person ☐ Officer of the Corporation ☐ General Partner of the Limited Partnership
☐ Member of the Limited Liability Company ☐ Manager of the Limited Liability Company

Additional Addresses for Article “SEVENTH”

510-526 Avenue of the Americas New York, New York 10011	1350 Deer Park Avenue North Babylon, New York 11703	30 Century Hill Drive Latham, New York 12110	794 St. Anns Avenue Bronx, New York 10467
120 Victor Heights Parkway Victor, New York 14564	33 Walt Whitman Road Huntington Station, New York 11743	1150 Crosspointe Professional Park Webster, New York 14580	2 Clara Barton Drive Albany, New York 12208
1810 Riverfront Center Amsterdam, New York 12010	201-10 Northern Blvd. Bayside, New York 11361	1208 Scottsville Road Rochester, New York 14624	650 McClellan Street Schenectady, New York 12304
5225 Nesconset Highway, Bldg #9 Port Jefferson Station, New York 11776	105 East 106 th Street New York, New York 10029	2400 South Clinton Ave. Rochester, New York 14618	1776 Eastchester Rd., Suite 240 Bronx, New York 10461
1776 Eastchester Road, Suite 190 Bronx, New York 10461	1570-1576 Long Pond Road Greece, New York 14626	1508 Sheridan Drive Kenmore, New York 14217	6687 Pittsford Palmyra Road Fairport, New York 14450
220 Crystal Run Road Middletown, New York 10940	1325 Morris Park Avenue Bronx, New York 10461	358-362 4 th Avenue Brooklyn, New York 11215	1402 Atlantic Avenue Brooklyn, New York 11236
2345 Nott Street Niskayuna, New York 12309	34-35 70 th Street Jackson Heights, New York 11372	60-40 Fresh Pond Road Maspeth, New York 11378	16 Guion Place New Rochelle, New York 10801
175-37 Liberty Avenue Jamaica, New York 11433	44 Vark Street Yonkers, New York 10701	172-70 Baisley Blvd. Jamaica, New York 11434	1785 Route 9 Clifton Park, New York 12065
176-35 Union Turnpike Fresh Meadows, New York 11366	100 Meridian Centre Rochester, New York 14618	4185 Veterans Memorial Drive Batavia, New York 14020	929 Sunrise Highway Bay Shore, New York 11706
6300 Jericho Turnpike Commack, New York 11725	1 Bethesda Drive North Hornell, New York 14843	420 Avenue P Brooklyn, New York 11223	185 South Tenth Street Lindenhurst, New York 11757
220-03 Hillside Avenue Queen Village, New York 11362	373 Church Street Saratoga Springs, New York 12866	3909 Forest Parkway North Tonawanda, New York 14120	615 Peninsula Boulevard Hempstead, New York 11550
250 Pettit Avenue North Bellmore, New York 11710	595 Degraw Street Brooklyn, New York 11217	1500 Middle County Road Centereach, New York 11720	3160 Webster Avenue Bronx, New York 10467

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

Filer's Name and Mailing Address:

Philip J. Murphy

Name

Hinman Straub P.C.

Company, if Applicable:

121 State Street

Mailing Address:

Albany, NY 12207

City, State and Zip Code

NOTES:

1. This form was prepared by the New York State Department of State. You are not required to use this form. You may draft a form or obtain a form from a legal form company. If this form is not suitable for your needs, you may draft your own form.
2. **Instructions for signing:**
If a corporation, by an officer; if a limited partnership, by a general partner or; if a limited liability company, by a member or manager. An authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company may also sign the certificate.
3. The Department of State recommends that this certificate be prepared under the guidance of an attorney.
4. **Filing Fee:**
 - a. Limited Liability Companies \$25.
 - b. Limited Partnerships - \$25.
 - c. Corporations - \$25 plus the additional fee for each county. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100. The additional fee for each county outside New York City is \$25.
5. Make checks are payable to the "Department of State".
6. All checks over \$500 must be certified.

For Office Use Only



**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

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

1. The current real name of the entity is: New York Dialysis Services, Inc.
2. *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is: _____
3. If the current real name of the entity is different from the real name listed on the last preceding filing with respect to this assumed name, the previous real name of the entity listed was: _____
4. The assumed name listed on the last preceding filing with respect to this assumed name was: FMS-Soundshore Dialysis Center
- 5a. The date the original Certificate of Assumed Name was filed: April 23, 2010
- 5b. The DOS Assumed Name ID is: 207421
6. If applicable, the date the last Amended Certificate of Assumed Name was filed is: _____
7. The following change(s) are being made:
 - ☐ Entity real name
 - ☒ Assumed name
 - ☒ Location of principal place of business
 - ☒ County(ies) in which the entity does or intends to do business
 - ☒ Location(s) where the entity carries on or conducts or transacts business in New York State

8. The text of the Certificate of Assumed Name is amended to read in its entirety as follows:

FIRST: The real name of the entity is:

New York Dialysis Services, Inc.

SECOND: *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is:

THIRD: The entity was formed or authorized to do business/conduct activities in New York State under the following law: *(Check one)*

☒ Business Corporation Law	☐ Not-for-Profit Corporation Law
☐ Education Law	☐ Revised Limited Partnership Act
☐ Insurance Law	☐ Other (specify law): _____
☐ Limited Liability Company Law	

FOURTH: The assumed name of the entity is:

Fresenius Kidney Care - New Rochelle Dialysis Center

FIFTH: The location including number and street, if any, of the entity's principal place of business in New York State. If none, provide the out-of-state address of the entity's principal place of business:

510-526 Avenue of the Americas, New York, New York 10011

SIXTH: The county(ies) in which the entity does business or intends to do business: *(Check the applicable box(es).)*

☐ ALL COUNTIES

☒ Albany	☐ Clinton	☒ Genesee	☒ Monroe	☐ Orleans	☒ Saratoga	☐ Tompkins
☐ Allegany	☐ Columbia	☐ Greene	☒ Montgomery	☐ Oswego	☒ Schenectady	☐ Ulster
☒ Bronx	☐ Cortland	☐ Hamilton	☒ Nassau	☐ Otsego	☐ Schoharie	☐ Warren
☐ Broome	☐ Delaware	☐ Herkimer	☒ New York	☐ Putnam	☐ Schuyler	☐ Washington
☐ Cattaraugus	☐ Dutchess	☐ Jefferson	☒ Niagara	☒ Queens	☐ Seneca	☐ Wayne
☐ Cayuga	☒ Erie	☒ Kings	☐ Oneida	☐ Rensselaer	☒ Steuben	☒ Westchester
☐ Chautauqua	☐ Essex	☐ Lewis	☐ Onondaga	☐ Richmond	☒ Suffolk	☐ Wyoming
☐ Chemung	☐ Franklin	☐ Livingston	☒ Ontario	☐ Rockland	☐ Sullivan	☐ Yates
☐ Chenango	☐ Fulton	☐ Madison	☒ Orange	☐ St. Lawrence	☐ Tioga	

SEVENTH: The location including number and street, if any, of each place where the entity carries on, conducts or transacts business in New York State: *(The address(es) must include a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph SIXTH.)* If none, check this box ☐

See attached list of locations.

Print or Type David R. Cardello
Name of Signer: _____

Signature: _____

Capacity of Signer (Check one): ☒ Authorized Person ☐ Officer of the Corporation ☐ General Partner of the Limited Partnership
☐ Member of the Limited Liability Company ☐ Manager of the Limited Liability Company

Additional Addresses for Article “SEVENTH”

510-526 Avenue of the Americas New York, New York 10011	1350 Deer Park Avenue North Babylon, New York 11703	30 Century Hill Drive Latham, New York 12110	794 St. Anns Avenue Bronx, New York 10467
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1776 Eastchester Road, Suite 190 Bronx, New York 10461	1570-1576 Long Pond Road Greece, New York 14626	1508 Sheridan Drive Kenmore, New York 14217	6687 Pittsford Palmyra Road Fairport, New York 14450
220 Crystal Run Road Middletown, New York 10940	1325 Morris Park Avenue Bronx, New York 10461	358-362 4 th Avenue Brooklyn, New York 11215	1402 Atlantic Avenue Brooklyn, New York 11236
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175-37 Liberty Avenue Jamaica, New York 11433	44 Vark Street Yonkers, New York 10701	172-70 Baisley Blvd. Jamaica, New York 11434	1785 Route 9 Clifton Park, New York 12065
176-35 Union Turnpike Fresh Meadows, New York 11366	100 Meridian Centre Rochester, New York 14618	4185 Veterans Memorial Drive Batavia, New York 14020	929 Sunrise Highway Bay Shore, New York 11706
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220-03 Hillside Avenue Queen Village, New York 11362	373 Church Street Saratoga Springs, New York 12866	3909 Forest Parkway North Tonawanda, New York 14120	615 Peninsula Boulevard Hempstead, New York 11550
250 Pettit Avenue North Bellmore, New York 11710	595 Degraw Street Brooklyn, New York 11217	1500 Middle County Road Centereach, New York 11720	3160 Webster Avenue Bronx, New York 10467

AMENDED CERTIFICATE OF ASSUMED NAME OF

New York Dialysis Services, Inc.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

Filer's Name and Mailing Address:

Philip J. Murphy

Name:

Hinman Straub P.C.

Company, if Applicable:

121 State Street

Mailing Address:

Albany, NY 12207

City, State and Zip Code:

NOTES:

1. This form was prepared by the New York State Department of State. You are not required to use this form. You may draft a form or obtain a form from a legal form company. If this form is not suitable for your needs, you may draft your own form.
2. **Instructions for signing:**
If a corporation, by an officer; if a limited partnership, by a general partner or; if a limited liability company, by a member or manager. An authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company may also sign the certificate.
3. The Department of State recommends that this certificate be prepared under the guidance of an attorney.
4. **Filing Fee:**
 - a. Limited Liability Companies \$25.
 - b. Limited Partnerships - \$25.
 - c. Corporations - \$25 plus the additional fee for each county. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100. The additional fee for each county outside New York City is \$25.
5. Make checks are payable to the "Department of State".
6. All checks over \$500 must be certified.

For Office Use Only



**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

**AMENDED CERTIFICATE OF
ASSUMED NAME OF**

NEW YORK DIALYSIS SERVICES, INC.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

1. The current real name of the entity is: NEW YORK DIALYSIS SERVICES, INC.
2. *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is: _____
3. If the current real name of the entity is different from the real name listed on the last preceding filing with respect to this assumed name, the previous real name of the entity listed was: _____
4. The assumed name listed on the last preceding filing with respect to this assumed name was: FMS-Bayside Dialysis Center
- 5a. The date the original Certificate of Assumed Name was filed: February 3, 2004
- 5b. The DOS Assumed Name ID is: 207417
6. If applicable, the date the last Amended Certificate of Assumed Name was filed is: April 23, 2010
7. The following change(s) are being made:
 - ☐ Entity real name
 - ☒ Assumed name
 - ☒ Location of principal place of business
 - ☒ County(ies) in which the entity does or intends to do business
 - ☒ Location(s) where the entity carries on or conducts or transacts business in New York State

8. The text of the Certificate of Assumed Name is amended to read in its entirety as follows:

FIRST: The real name of the entity is:

NEW YORK DIALYSIS SERVICES, INC.

SECOND: *(Foreign entities only)* If applicable, the fictitious name the entity has agreed to use in New York State is:

THIRD: The entity was formed or authorized to do business/conduct activities in New York State under the following law: *(Check one)*

☒ Business Corporation Law	☐ Not-for-Profit Corporation Law
☐ Education Law	☐ Revised Limited Partnership Act
☐ Insurance Law	☐ Other (specify law): _____
☐ Limited Liability Company Law	

FOURTH: The assumed name of the entity is:

Fresenius Kidney Care - Bayside Dialysis Center

FIFTH: The location including number and street, if any, of the entity's principal place of business in New York State. If none, provide the out-of-state address of the entity's principal place of business:

510-526 Avenue of the Americas, New York, NY 10011

SIXTH: The county(ies) in which the entity does business or intends to do business: *(Check the applicable box(es).)*

☐ ALL COUNTIES

☒ Albany	☐ Clinton	☒ Genesee	☒ Monroe	☐ Orleans	☒ Saratoga	☐ Tompkins
☐ Allegany	☐ Columbia	☐ Greene	☒ Montgomery	☐ Oswego	☒ Schenectady	☐ Ulster
☒ Bronx	☐ Cortland	☐ Hamilton	☒ Nassau	☐ Otsego	☐ Schoharie	☐ Warren
☐ Broome	☐ Delaware	☐ Herkimer	☒ New York	☐ Putnam	☐ Schuyler	☐ Washington
☐ Cattaraugus	☐ Dutchess	☐ Jefferson	☒ Niagara	☒ Queens	☐ Seneca	☐ Wayne
☐ Cayuga	☒ Erie	☒ Kings	☐ Oneida	☐ Rensselaer	☒ Steuben	☒ Westchester
☐ Chautauqua	☐ Essex	☐ Lewis	☐ Onondaga	☐ Richmond	☐ Suffolk	☐ Wyoming
☐ Chemung	☐ Franklin	☐ Livingston	☒ Ontario	☐ Rockland	☒ Sullivan	☐ Yates
☐ Chenango	☐ Fulton	☐ Madison	☒ Orange	☐ St. Lawrence	☐ Tioga	

SEVENTH: The location including number and street, if any, of each place where the entity carries on, conducts or transacts business in New York State: *(The address(es) must include a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph SIXTH.)* If none, check this box ☐

See attached list of locations.

Print or Type David R. Cardello
Name of Signer: _____

Signature: _____

Capacity of Signer (Check one): ☒ Authorized Person ☐ Officer of the Corporation ☐ General Partner of the Limited Partnership
☐ Member of the Limited Liability Company ☐ Manager of the Limited Liability Company

Additional Addresses for Article “SEVENTH”

510-526 Avenue of the Americas New York, New York 10011	1350 Deer Park Avenue North Babylon, New York 11703	30 Century Hill Drive Latham, New York 12110	794 St. Anns Avenue Bronx, New York 10467
120 Victor Heights Parkway Victor, New York 14564	33 Walt Whitman Road Huntington Station, New York 11743	1150 Crosspointe Professional Park Webster, New York 14580	2 Clara Barton Drive Albany, New York 12208
1810 Riverfront Center Amsterdam, New York 12010	201-10 Northern Blvd. Bayside, New York 11361	1208 Scottsville Road Rochester, New York 14624	650 McClellan Street Schenectady, New York 12304
5225 Nesconset Highway, Bldg #9 Port Jefferson Station, New York 11776	105 East 106 th Street New York, New York 10029	2400 South Clinton Ave. Rochester, New York 14618	1776 Eastchester Rd., Suite 240 Bronx, New York 10461
1776 Eastchester Road, Suite 190 Bronx, New York 10461	1570-1576 Long Pond Road Greece, New York 14626	1508 Sheridan Drive Kenmore, New York 14217	6687 Pittsford Palmyra Road Fairport, New York 14450
220 Crystal Run Road Middletown, New York 10940	1325 Morris Park Avenue Bronx, New York 10461	358-362 4 th Avenue Brooklyn, New York 11215	1402 Atlantic Avenue Brooklyn, New York 11236
2345 Nott Street Niskayuna, New York 12309	34-35 70 th Street Jackson Heights, New York 11372	60-40 Fresh Pond Road Maspeth, New York 11378	16 Guion Place New Rochelle, New York 10801
175-37 Liberty Avenue Jamaica, New York 11433	44 Vark Street Yonkers, New York 10701	172-70 Baisley Blvd. Jamaica, New York 11434	1785 Route 9 Clifton Park, New York 12065
176-35 Union Turnpike Fresh Meadows, New York 11366	100 Meridian Centre Rochester, New York 14618	4185 Veterans Memorial Drive Batavia, New York 14020	929 Sunrise Highway Bay Shore, New York 11706
6300 Jericho Turnpike Commack, New York 11725	1 Bethesda Drive North Hornell, New York 14843	420 Avenue P Brooklyn, New York 11223	185 South Tenth Street Lindenhurst, New York 11757
220-03 Hillside Avenue Queen Village, New York 11362	373 Church Street Saratoga Springs, New York 12866	3909 Forest Parkway North Tonawanda, New York 14120	615 Peninsula Boulevard Hempstead, New York 11550
250 Pettit Avenue North Bellmore, New York 11710	595 Degraw Street Brooklyn, New York 11217	1500 Middle County Road Centereach, New York 11720	3160 Webster Avenue Bronx, New York 10467

AMENDED CERTIFICATE OF ASSUMED NAME OF

NEW YORK DIALYSIS SERVICES, INC.

(Insert Current Real Name of Entity)

Under Section 130 of the General Business Law

Filer's Name and Mailing Address:

Philip J. Murphy, Esq.

Name:

Hinman Straub P.C.

Company, if Applicable:

121 State Street

Mailing Address:

Albany, New York 12207

City, State and Zip Code:

NOTES:

1. This form was prepared by the New York State Department of State. You are not required to use this form. You may draft a form or obtain a form from a legal form company. If this form is not suitable for your needs, you may draft your own form.
2. **Instructions for signing:**
If a corporation, by an officer; if a limited partnership, by a general partner or; if a limited liability company, by a member or manager. An authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company may also sign the certificate.
3. The Department of State recommends that this certificate be prepared under the guidance of an attorney.
4. **Filing Fee:**
 - a. Limited Liability Companies \$25.
 - b. Limited Partnerships - \$25.
 - c. Corporations - \$25 plus the additional fee for each county. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100. The additional fee for each county outside New York City is \$25.
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**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 Avenue
Albany, NY 12231
www.dos.ny.gov

Certificate of Assumed Name

(Pursuant to General Business Law §130)

1. REAL NAME OF ENTITY:

New York Dialysis Services, Inc.

1a. FICTITIOUS NAME, IF ANY, OF FOREIGN ENTITY (Not Assumed Name):

2. THE ENTITY WAS FORMED OR AUTHORIZED UNDER THE FOLLOWING NEW YORK LAW (Check one)

☒ Business Corporation Law	☐ Limited Liability Company Law	☐ Religious Corporations Law
☐ Education Law	☐ Not-for-Profit Corporation Law	☐ Revised Limited Partnership Act
☐ Other (specify law): _____		

3. ASSUMED NAME OF ENTITY:

Fresenius Kidney Care - Woodstock Bronx Dialysis Center

4. PRINCIPAL PLACE OF BUSINESS IN NEW YORK STATE (MUST INCLUDE NUMBER AND STREET). IF NONE, CHECK THIS BOX ☐ AND PROVIDE OUT-OF- STATE ADDRESS:

510-526 Avenue of the Americas, New York, New York 10011

5. COUNTY(IES) IN WHICH ENTITY DOES OR INTENDS TO DO BUSINESS:

☐ ALL COUNTIES (or check applicable county(ies) below)

☒ Albany	☐ Cattaraugus	☐ Chenango	☐ Delaware	☐ Franklin	☐ Hamilton	☐ Lewis	☒ Montgomery
☐ Allegany	☐ Cayuga	☐ Clinton	☐ Dutchess	☐ Fulton	☐ Herkimer	☐ Livingston	☒ Nassau
☒ Bronx	☐ Chautauqua	☐ Columbia	☒ Erie	☒ Genesee	☐ Jefferson	☐ Madison	☒ New York
☐ Broome	☐ Chemung	☐ Cortland	☐ Essex	☐ Greene	☒ Kings	☒ Monroe	☒ Niagara
☐ Oneida	☐ Orleans	☒ Queens	☐ St. Lawrence	☐ Schuyler	☐ Sullivan	☐ Warren	☐ Wyoming
☐ Onondaga	☐ Oswego	☐ Rensselaer	☒ Saratoga	☐ Seneca	☐ Tioga	☐ Washington	☐ Yates
☒ Ontario	☐ Otsego	☐ Richmond	☒ Schenectady	☒ Steuben	☐ Tompkins	☐ Wayne	
☒ Orange	☐ Putnam	☐ Rockland	☐ Schoharie	☒ Suffolk	☐ Ulster	☒ Westchester	

6. ADDRESS OF EACH LOCATION, INCLUDING NUMBER AND STREET, IF ANY, OF EACH PLACE WHERE THE ENTITY CARRIES ON, CONDUCTS OR TRANSACTS BUSINESS IN NEW YORK STATE. (Use page 2 if needed. The address(es) must be a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph 5.) If none, check this box ☐: No New York State Business Location.

See attached list of locations.

Print or Type David R. Cardello
Name of Signer: _____

Signature: _____

Capacity of Signer (Check one): ☒ Authorized Person ☐ Officer of the Corporation ☐ General Partner of the Limited Partnership
☐ Member of the Limited Liability Company ☐ Manager of the Limited Liability Company

Additional Addresses for Article "SEVENTH"

510-526 Avenue of the Americas New York, New York 10011	1350 Deer Park Avenue North Babylon, New York 11703	30 Century Hill Drive Latham, New York 12110	794 St. Anns Avenue Bronx, New York 10467
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1776 Eastchester Road, Suite 190 Bronx, New York 10461	1570-1576 Long Pond Road Greece, New York 14626	1508 Sheridan Drive Kenmore, New York 14217	6687 Pittsford Palmyra Road Fairport, New York 14450
220 Crystal Run Road Middletown, New York 10940	1325 Morris Park Avenue Bronx, New York 10461	358-362 4 th Avenue Brooklyn, New York 11215	1402 Atlantic Avenue Brooklyn, New York 11236
2345 Nott Street Niskayuna, New York 12309	34-35 70 th Street Jackson Heights, New York 11372	60-40 Fresh Pond Road Maspeth, New York 11378	16 Guion Place New Rochelle, New York 10801
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6300 Jericho Turnpike Commack, New York 11725	1 Bethesda Drive North Homell, New York 14843	420 Avenue P Brooklyn, New York 11223	185 South Tenth Street Lindenhurst, New York 11757
220-03 Hillside Avenue Queen Village, New York 11362	373 Church Street Saratoga Springs, New York 12866	3909 Forest Parkway North Tonawanda, New York 14120	615 Peninsula Boulevard Hempstead, New York 11550
250 Pettit Avenue North Bellmore, New York 11710	595 Degraw Street Brooklyn, New York 11217	1500 Middle County Road Centereach, New York 11720	3160 Webster Avenue Bronx, New York 10467

Certificate of Assumed Name

6. ADDRESS OF EACH LOCATION, INCLUDING NUMBER AND STREET, IF ANY, OF EACH PLACE WHERE THE ENTITY CARRIES ON OR CONDUCTS OR TRANSACTS BUSINESS IN NEW YORK STATE: (Continued)

Filer's Name and Mailing Address:

Philip J. Murphy, Esq.

Name:

Hinman Straub P.C.

Company, if Applicable:

121 State Street

Mailing Address:

Albany, NY 12306

City, State and Zip Code:

NOTE: You are not required to use this form. This certificate should be prepared under the guidance of an attorney.

FEE: Limited Liability Companies and Limited Partnerships - \$25.

Corporations - \$25 plus the fee for each county indicated in paragraph 5. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100 additional. The fee for each county outside New York City is \$25. Checks over \$500 must be certified.

(For office use only)



**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 Avenue
Albany, NY 12231
www.dos.ny.gov

Certificate of Assumed Name

(Pursuant to General Business Law §130)

1. REAL NAME OF ENTITY:

New York Dialysis Services, Inc.

1a. FICTITIOUS NAME, IF ANY, OF FOREIGN ENTITY (Not Assumed Name):

2. THE ENTITY WAS FORMED OR AUTHORIZED UNDER THE FOLLOWING NEW YORK LAW (Check one):

☒ Business Corporation Law	☐ Limited Liability Company Law	☐ Religious Corporations Law
☐ Education Law	☐ Not-for-Profit Corporation Law	☐ Revised Limited Partnership Act
☐ Other (specify law): _____		

3. ASSUMED NAME OF ENTITY:

Fresenius Kidney Care - Norwood Dialysis Center

4. PRINCIPAL PLACE OF BUSINESS IN NEW YORK STATE (MUST INCLUDE NUMBER AND STREET). IF NONE, CHECK THIS BOX ☐ AND PROVIDE OUT-OF- STATE ADDRESS:

510-526 Avenue of the Americas, New York 10011

5. COUNTY(IES) IN WHICH ENTITY DOES OR INTENDS TO DO BUSINESS:

☐ ALL COUNTIES (or check applicable county(ies) below)

☒ Albany	☐ Cattaraugus	☐ Chenango	☐ Delaware	☐ Franklin	☐ Hamilton	☐ Lewis	☒ Montgomery
☐ Allegany	☐ Cayuga	☐ Clinton	☐ Dutchess	☐ Fulton	☐ Herkimer	☐ Livingston	☒ Nassau
☒ Bronx	☐ Chautauqua	☐ Columbia	☒ Erie	☒ Genesee	☐ Jefferson	☐ Madison	☒ New York
☐ Broome	☐ Chemung	☐ Cortland	☐ Essex	☐ Greene	☒ Kings	☒ Monroe	☒ Niagara
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☐ Onondaga	☐ Oswego	☐ Rensselaer	☒ Saratoga	☐ Seneca	☐ Tioga	☐ Washington	☐ Yates
☒ Ontario	☐ Otsego	☐ Richmond	☒ Schenectady	☒ Steuben	☐ Tompkins	☐ Wayne	
☒ Orange	☐ Putnam	☐ Rockland	☐ Schoharie	☒ Suffolk	☐ Ulster	☒ Westchester	

6. ADDRESS OF EACH LOCATION, INCLUDING NUMBER AND STREET, IF ANY, OF EACH PLACE WHERE THE ENTITY CARRIES ON, CONDUCTS OR TRANSACTS BUSINESS IN NEW YORK STATE. (Use page 2 if needed. The address(es) must be a number and street, city, state and zip code. The address(es) must be within the county(ies) indicated in paragraph 5.) If none, check this box ☐: No New York State Business Location.

See attached list of locations.

Print or Type David Cardello
Name of Signer: _____

Signature: _____

Capacity of Signer (Check one): ☐ Authorized Person ☐ Officer of the Corporation ☐ General Partner of the Limited Partnership
☐ Member of the Limited Liability Company ☐ Manager of the Limited Liability Company

Additional Addresses for Article “SEVENTH”

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250 Pettit Avenue North Bellmore, New York 11710	595 Degraw Street Brooklyn, New York 11217	1500 Middle County Road Centereach, New York 11720	3160 Webster Avenue Bronx, New York 10467

Certificate of Assumed Name

6. ADDRESS OF EACH LOCATION, INCLUDING NUMBER AND STREET, IF ANY, OF EACH PLACE WHERE THE ENTITY CARRIES ON OR CONDUCTS OR TRANSACTS BUSINESS IN NEW YORK STATE: (Continued)

Filer's Name and Mailing Address:

Philip J. Murphy, Esq.

Name:

Hinman Straub P.C.

Company, if Applicable:

121 State Street

Mailing Address:

Albany, New York 12207

City, State and Zip Code:

NOTE: You are not required to use this form. This certificate should be prepared under the guidance of an attorney.

FEE: Limited Liability Companies and Limited Partnerships - \$25.

Corporations - \$25 plus the fee for each county indicated in paragraph 5. The additional fee for each county within New York City (Bronx, Kings, New York, Queens and Richmond) is \$100 additional. The fee for each county outside New York City is \$25. Checks over \$500 must be certified.

(For office use only)

CT-07

CERTIFICATE OF INCORPORATION

1940708000094

OF

CT-07

EMPIRE STATE DIALYSIS SERVICES, INC.

Under Section 402 of the
New York Business Corporation Law

The undersigned, being a natural person of at least 18 years of age and acting as the incorporator of the corporation hereby being formed under the New York Business Corporation Law ("BCL") hereby certifies as follows:

FIRST: The name of the corporation is Empire State Dialysis Services, Inc. (the "Corporation").

SECOND: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law, provided that the corporation will not engage in any act or activity requiring consent of any state official, department, board, agency or other body without such consent or approval first being obtained. The corporation will not engage in any act or activity for which a corporation might be formed under Title VIII of the Education Law.

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

FOURTH: The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of common stock, without par value.

FIFTH: The name and mailing address of the incorporator is as follows:

NAME
David Kembel

MAILING ADDRESS
Empire State Dialysis Services, Inc.
1114 Avenue of the Americas
48th Floor
New York, NY 10036

SIXTH: The corporation is to have perpetual existence.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, and may amend or repeal them by a 2/3 majority of all of the directors, upon 45 days prior written notice to all stockholders, the by-laws of the

corporation.

EIGHTH: Elections of directors need not be by written ballot. The election of directors shall require a 2/3 majority vote of the stockholders.

NINTH: A 2/3 majority of all of the directors shall constitute a quorum of the directors. When a quorum is present, a 2/3 majority of the directors present shall decide any matter to be voted on by the directors.

TENTH: Meetings of stockholders may be held within or without the State of New York, as the by-laws may provide. A 2/3 majority in interest of all stock issued, outstanding, and entitled to vote on any matter shall constitute a quorum with respect to that matter. When a quorum is present, a 2/3 majority of stock present or represented and voting on the matter, shall decide any matter to be voted on by the stockholders.

ELEVENTH: The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of New York at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

TWELFTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of competent jurisdiction within the State of New York may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of New York law or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of New York law order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

THIRTEENTH: The corporation shall, to the fullest extent permitted by New York Business

Corporation law, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers which it shall have power to indemnify from and against any and all of the expenses, liabilities or other matters referred to in or covered by said law, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in their official capacities and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure the benefit of the heirs, executors and administrators of such a person.

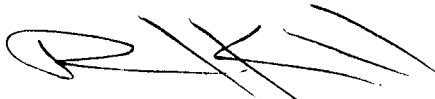
FOURTEENTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by New York Business Corporation law, as the same may be amended and supplemented.

FIFTEENTH: Shareholders at the time of subsequent stock issuings do not have preemptive rights.

SIXTEENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

SEVENTEENTH: The Secretary of State of New York is hereby designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him as agent of the Corporation is CT Corporation, 1633 Broadway, New York, New York 10019.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Incorporation and affirms the truth of the statements therein set forth under penalty of perjury this 21st day of June, 1994.



David Kembel
1114 AVENUE OF THE AMERICAS
48th FLOOR
NEW YORK, NY 10036

CT-07

1940708000094

CERTIFICATE OF INCORPORATION

OF

EMPIRE STATE DIALYSIS SERVICES, INC.

UNDER SECTION 402 OF THE NEW YORK BUSINESS CORPORATION LAW

FILED
JUL 8 9 46 AM '94

NH-50

RECEIVED
JUL 7 12 13 PM '94

David Kembel, Division Counsel
National Medical Care, Inc.
Reservoir Place, 1601 Trapelo Road
Waltham, MA 02154

BILLED

4

100

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 08 1994

TAX \$ 50

BY: [Signature]

9407080000101

CT-07

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION

192072300009

OF

Empire State Dialysis Services, Inc.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

WE, THE UNDERSIGNED, Geoffrey W. Swett and William F. Grieco, being respectively the President and Secretary of Empire State Dialysis Services, Inc. hereby certify:

1. The name of the corporation is Empire State Dialysis Services, Inc.
2. The certificate of incorporation of said corporation was filed by the Department of State on the Eighth day of July, 1994.
3. (a) The certificate of incorporation is amended to change the name of the Corporation.

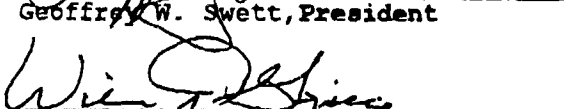
(b) To effect the foregoing, Article 1 relating to the name of the Corporation is amended to read as follows:

The name of the corporation is New York Dialysis Services, Inc. (the "Corporation").

4. The amendment was authorized in the following manner:

Unanimous Written Consent of the Board of Directors
Unanimous Written consent of the Shareholders.

IN WITNESS WHEREOF, we have signed this certificate on the Twenty-First day of July, 1997 and we affirm the statements contained therein as true under penalties of perjury.


Geoffrey W. Swett, President

William F. Grieco, Secretary

CT-07

1970 723 000 019

CERTIFICATE OF AMENDMENT

OF

EMPIRE STATE DIALYSIS SERVICES, INC.

UNDER SECTION 805 OF THE
BUSINESS CORPORATION LAW

JUL 23 7 41 AM '97
REC'D

JUL 22 3
REC'D

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Fresenius Medical Care - North America
Two Ledgemont Center
95 Hayden Avenue
Lexington, MA 02173

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 23 1997
TAXS
BY: Jay net

BILLED

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**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
NEW YORK DIALYSIS SERVICES, INC.**

Under Section 805 of the Business Corporation Law

The undersigned, being the President and Secretary of New York Dialysis Services, Inc., (the "Corporation") does hereby certify and set forth:

1. The name of the Corporation is New York Dialysis Services, Inc.
2. The Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of New York on July 8, 1994.
3. The amendments to the Certificate of Incorporation effected by this Certificate of Amendment are as follows: (a) to modify the purpose of the Corporation to own and operate one or more outpatient hemodialysis center(s); (b) to modify the principal office of the Corporation; and (c) to establish certain stock ownership and transfer restrictions.
4. To accomplish the aforescribed amendments to the Certificate of Incorporation, Article Second of the Certificate of Incorporation is hereby stricken in its entirety, and the following new Article Second is substituted in lieu thereof.

"SECOND: (A) The purposes for which the Corporation is formed are to own and operate one or more end stage renal dialysis facilities established under Article 28 of the New York Public Health Law, specifically including Central Suffolk Artificial Kidney Center, located at 5225 Nesconset Highway, Unit 72, Building #9, Port Jefferson Station, Suffolk County; Capital District Dialysis Center located at 650 McClellan Street, Schenectady, Schenectady County; Albany Dialysis Center, located at 64 Albany-Shaker Road, Albany, Albany County, with an extension located at 2000 River Front Center,

Amsterdam, Montgomery County; Albany Regional Kidney Center located at 43 New Scotland Avenue, Albany, Albany County, and Sound Shore Dialysis Center, located at 16 Guion Place, New Rochelle, Westchester County; provided, however, that the Corporation shall not engage in such act or activity without first obtaining the consent or approval of the New York State Department of Health.

(B) In furtherance of its corporate purposes as set forth above, the Corporation shall have all the powers enumerated in Section 202 of the BCL, subject to all limitations provided therein or any other statute of the State of New York."

5. To further accomplish the aforescribed amendments to the Certificate of Incorporation, Article Third of the Certificate of Incorporation is hereby stricken in its entirety, and the following new Article Second is substituted in lieu thereof.

"THIRD: The principal office of the Corporation shall be located at Capital District Dialysis Center located at 650 McClellan Street, Schenectady, in the County of Schenectady."

6. To further accomplish the aforescribed amendments to the Certificate of Incorporation, the following new Articles are inserted in the Certificate of Incorporation:

"EIGHTEENTH: No person may own ten percent (10%) or more of the common stock of the Corporation who has not been approved for such ownership by the New York Public Health Council."

"NINETEENTH: All stock certificates of the Corporation shall bear on the face thereof the following legend:

(A) No person shall own ten percent (10%) or more of the stock of the Corporation, unless he or she has been approved for such ownership by the New York Public Health Council;

(B) Any transfer, assignment or other disposition of ten percent (10%) or more of the stock of the Corporation or of ten percent (10%) or more of the voting rights thereunder of the Corporation or the transfer, assignment or other

disposition of the stock or voting rights thereunder of the Corporation which results in the ownership or control of more than ten percent (10%) of the stock or voting rights thereunder of the Corporation by any person shall be subject to approval by the New York Public Health Council;

(C) No stock or voting rights thereunder of the Corporation may be owned or controlled by another corporation; and

(D) These shares and their transfer or disposition are subject to the provisions, options, and restrictions stated in, and such shares are transferable only upon compliance with, a Stock Restriction and Option Agreement, dated as of April 1, 1999, as amended as of July 15, 1999, among the Corporation, its sole shareholder and National Medical Care, Inc., a copy of which is on file at the office of the Corporation and the provisions thereof are incorporated herein by reference."

7. The undersigned certifies that the foregoing amendments were authorized by the sole shareholder and sole director of the Corporation.

IN WITNESS WHEREOF, this certificate has been subscribed this 10th day of

February, 2000, by the undersigned, who affirms that the statements made herein are true and correct under penalties of perjury.

New York Dialysis Services, Inc.



Nathan Levin, M.D.
Its President and Secretary

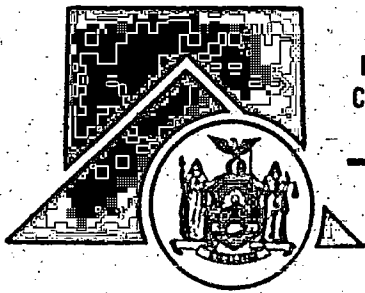
ACKNOWLEDGMENT

STATE OF NEW YORK }
COUNTY OF NEW YORK }

On this 10th day of February, 2000, before me personally came Nathan Levin, M.D., to me known and known to me to be the person described in and who executed the foregoing Certificate of Amendment of Certificate of Incorporation, and he duly acknowledged to me that he executed said Certificate as his free act and deed in his capacity as President and Secretary of the Corporation referenced therein.

Lee A. Barkan
(Notary Public)

LEE A. BARKAN
Notary Public, State of New York
No. 31-4962197
Qualified in New York County
Commission Expires Feb. 12, 98
3/17/00



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

PUBLIC HEALTH COUNCIL

April 7, 2000

Mr. Carl Groves
Administrator
Capital District Dialysis Center
650 McClellan Street
Schenectady, New York 12304

Re: Certificate of Amendment of the Certificate of Incorporation of New York Dialysis Services, Inc.

Dear Mr. Groves:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 22nd day of October, 1999, I hereby certify that the Public Health Council consents to the filing of the Certificate of Amendment of the Certificate of Incorporation of New York Dialysis Services, Inc., dated February 10, 2000.

Sincerely,

Donna Peterson

Karen S. Westervelt
Executive Secretary

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CERTIFICATE OF AMENDMENT

OF

NEW YORK DIALYSIS SERVICES, INC.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

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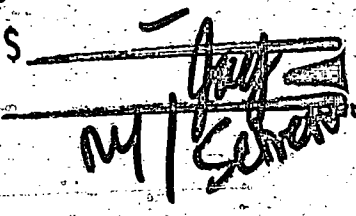
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**STATE OF NEW YORK
DEPARTMENT OF STATE**

FILED APR 07 2000

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BY: 

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**BARBARA BRUNS-SQUIRES
WHITEMAN OSTERMAN & HANNA
ONE COMMERCE PLAZA
ALBANY, NY 12260**

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**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
NEW YORK DIALYSIS SERVICES, INC.**

CSC 45

Under Section 805 of the Business Corporation Law

The undersigned, being the President and Secretary of New York Dialysis Services, Inc., (the "Corporation") does hereby certify and set forth:

1. The name of the Corporation is New York Dialysis Services, Inc.
2. The Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of New York on July 8, 1994, under the name Empire State Dialysis Services, Inc.
3. The amendments to the Certificate of Incorporation effected by this Certificate of Amendment are as follows: (a) to modify the purpose of the Corporation to own and operate one or more outpatient hemodialysis center(s); (b) to modify the principal office of the Corporation; and (c) to establish certain stock ownership and transfer restrictions.
4. To accomplish the aforescribed amendments to the Certificate of Incorporation, Article Second of the Certificate of Incorporation is hereby stricken in its entirety, and the following new Article Second is substituted in lieu thereof.

"SECOND: (A) The purposes for which the Corporation is formed are to own and operate one or more end stage renal dialysis facilities established under Article 28 of the New York Public Health Law, specifically including Central Suffolk Artificial Kidney Center, located at 5225 Nesconset Highway, Unit 72, Building #9, Port Jefferson Station, Suffolk County; Capital District Dialysis Center located at 650 McClellan Street, Schenectady, Schenectady County; Albany Dialysis Center, located at 64 Albany-Shaker Road, Albany, Albany County, with an extension located at 2000 River Front Center,

Amsterdam, Montgomery County; Albany Regional Kidney Center located at 43 New Scotland Avenue, Albany, Albany County, and Sound Shore Dialysis Center, located at 16 Guion Place, New Rochelle, Westchester County; provided, however, that the Corporation shall not engage in such act or activity without first obtaining the consent or approval of the New York State Department of Health.

(B) In furtherance of its corporate purposes as set forth above, the Corporation shall have all the powers enumerated in Section 202 of the BCL, subject to all limitations provided therein or any other statute of the State of New York."

5. To further accomplish the aforescribed amendments to the Certificate of Incorporation, Article Third of the Certificate of Incorporation is hereby stricken in its entirety, and the following new Article Second is substituted in lieu thereof.

"THIRD: The principal office of the Corporation shall be located at Capital District Dialysis Center located at 650 McClellan Street, Schenectady, in the County of Schenectady."

6. To further accomplish the aforescribed amendments to the Certificate of Incorporation, the following new Articles are inserted in the Certificate of Incorporation:

"EIGHTEENTH: No person may own ten percent (10%) or more of the common stock of the Corporation who has not been approved for such ownership by the New York Public Health Council."

"NINETEENTH: All stock certificates of the Corporation shall bear on the face thereof the following legend:

(A) No person shall own ten percent (10%) or more of the stock of the Corporation, unless he or she has been approved for such ownership by the New York Public Health Council;

(B) Any transfer, assignment or other disposition of ten percent (10%) or more of the stock of the Corporation or of ten percent (10%) or more of the voting rights thereunder of the Corporation or the transfer, assignment or other

disposition of the stock or voting rights thereunder of the Corporation which results in the ownership or control of more than ten percent (10%) of the stock or voting rights thereunder of the Corporation by any person shall be subject to approval by the New York Public Health Council;

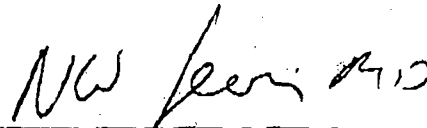
(C) No stock or voting rights thereunder of the Corporation may be owned or controlled by another corporation; and

(D) These shares and their transfer or disposition are subject to the provisions, options, and restrictions stated in, and such shares are transferable only upon compliance with, a Stock Restriction and Option Agreement, dated as of April 1, 1999, as amended as of July 15, 1999, among the Corporation, its sole shareholder and National Medical Care, Inc., a copy of which is on file at the office of the Corporation and the provisions thereof are incorporated herein by reference."

7. The undersigned certifies that the foregoing amendments were authorized by the sole shareholder and sole director of the Corporation.

IN WITNESS WHEREOF, this certificate has been subscribed this 10th day of February, 2000, by the undersigned, who affirms that the statements made herein are true and correct under penalties of perjury.

New York Dialysis Services, Inc.



Nathan Levin, M.D.
Its President and Secretary

ACKNOWLEDGMENT

STATE OF NEW YORK }
 }
COUNTY OF NEW YORK }

On this 10th day of February, 2000, before me personally came Nathan Levin, M.D., to me known and known to me to be the person described in and who executed the foregoing Certificate of Amendment of Certificate of Incorporation, and he duly acknowledged to me that he executed said Certificate as his free act and deed in his capacity as President and Secretary of the Corporation referenced therein.


(Notary Public)

LEE A. DARKAN
Notary Public, State of New York
No. 31-4062197
Qualified in New York County
Commission Expires Feb. 19, 2001
2/17/00



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

PUBLIC HEALTH COUNCIL

May 9, 2000

Dr. Nathan Levin
Sole Shareholder
Renal Research Institute
207 East 94th Street - 3rd Floor
New York, New York 10128

Re: Certificate of Amendment of the Certificate of Incorporation of New York Dialysis
Services, Inc.

Dear Dr. Levin:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 22nd day of October, 1999, I hereby certify that the Public Health Council consents to the filing of the Certificate of Amendment of the Certificate of Incorporation of New York Dialysis Services, Inc., dated February 10, 2000.

Sincerely,

Donna Peterson

Karen S. Westervelt
Executive Secretary

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CERTIFICATE OF AMENDMENT

OF

NEW YORK DIALYSIS SERVICES, INC.

Under Section 805 of the Business Corporation Law

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 30 2000
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FILED BY
PROSKAUER ROSE LLP
1585 Broadway
New York, NY 10036-8299
Cust. Ref#710731MPJ

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**CERTIFICATE OF AMENDMENT
OF
THE CERTIFICATE OF INCORPORATION
OF
NEW YORK DIALYSIS SERVICES, INC.**

CSC 45

Under Section 805 of the Business Corporation Law

The undersigned, being the President and Secretary of New York Dialysis Services, Inc. (the "Corporation") do hereby certify that:

FIRST: The name of the Corporation is New York Dialysis Services, Inc.

SECOND: The Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of New York on July 8, 1994, under the name Empire State Dialysis Services, Inc.

THIRD: The amendment to the Certificate of Incorporation effected by this Certificate of Amendment modifies the purpose of the Corporation so as to include an additional end stage renal dialysis facility to be operated by the Corporation.

FOURTH: To accomplish the foregoing amendment to the Certificate of Incorporation, Article Second of the Certificate of Incorporation, setting forth the purposes for which the Corporation is formed, is hereby stricken in its entirety, and the following new Article Second is substituted in lieu thereof.

"SECOND: (A) The purposes for which the Corporation is formed are to own and operate one or more end stage renal dialysis facilities established under Article 28 of the New York Public Health Law, specifically including Central Suffolk Artificial Kidney Center, located at 5225 Nesconset Highway, Unit 72, Building #9, Port Jefferson Station, Suffolk County; Capital District Dialysis Center, located at 650 McClellan Street, Schenectady, Schenectady County; Albany Dialysis Center, located at 64 Albany-Shaker Road, Albany, Albany County, with an extension located at 2000 River Front Center, Amsterdam, Montgomery County; Albany Regional Kidney Center, located at 43 New Scotland Avenue, Albany, Albany County; Sound Shore Dialysis Center, located at 16 Guion Place, New Rochelle, Westchester County; Dutchess Dialysis Center, located at 180 Hudson Plaza, 432 South Road, Poughkeepsie, Dutchess County; Strong Health Dialysis—Strong Memorial Hospital 8:3400 Unit, located on the eighth floor of Strong Memorial Hospital, Rochester, Monroe County; Strong Health Dialysis—Strong Memorial Hospital Peritoneal Dialysis Unit, located on the sixth floor of Strong Memorial Hospital, Rochester, Monroe County; Strong Health Dialysis—

Strong Memorial Hospital Ambulatory Center Dialysis Unit, located on the first floor of the ambulatory center on the campus of Strong Memorial Hospital, Rochester, Monroe County; Strong Health Dialysis—Clinton Crossings Unit, located at 2400 South Clinton Avenue, Building B, Rochester, Monroe County; Strong Health Dialysis—Self Care Unit, located at 1000 South Avenue, Rochester, Monroe County; Strong Health Dialysis—Highlands Living Center Unit, located at 500 Hahnemann Trail, Pittsford, Monroe County; Strong Health Dialysis—Finger Lakes Dialysis Unit, located at 6385 Victor-Manchester Road, Victor, Wayne County; provided, however, that the Corporation shall not engage in such act or activity without first obtaining the consent or approval of the New York State Department of Health.

(B) In furtherance of its corporate purposes as set forth above, the Corporation shall have all the powers enumerated in Section 202 of the BCL, subject to all limitations provided therein or any other statute of the State of New York."

FIFTH: The foregoing amendment was authorized by the sole shareholder and sole director of the Corporation.



IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Date: March 22, 2002



Nathan Levin, M.D., President



Linda L. Donald, Secretary

ACKNOWLEDGMENT

STATE OF NEW YORK }
 } ss:
COUNTY OF NEW YORK }

On this 22nd day of March, 2002, before me personally came Nathan Levin, M.D., to me known and known to me to be the person described in and who executed the foregoing Certificate of Amendment of Certificate of Incorporation, and he duly acknowledged to me that he executed said Certificate as his free act and deed in his capacity as President of the Corporation referenced therein.


(Notary Public)

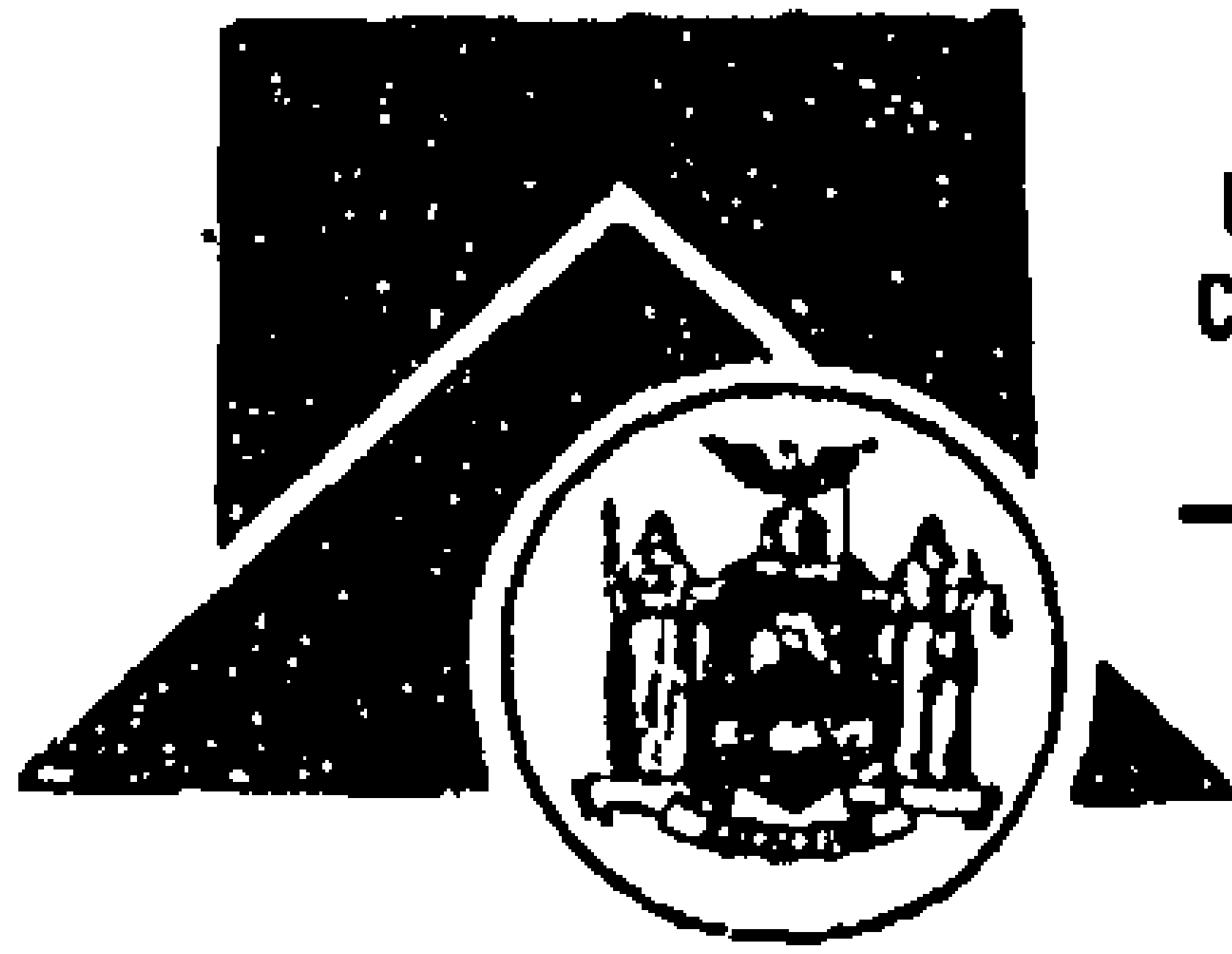
LEE A. BARKAN
Notary Public, State of New York
No. 02BA4962197
Qualified in New York County
Commission Expires March 17, 2006

STATE OF NEW YORK }
 } ss:
COUNTY OF NEW YORK }

On this 22nd day of March, 2002, before me personally came Linda L. Donald, to me known and known to me to be the person described in and who executed the foregoing Certificate of Amendment of Certificate of Incorporation, and she duly acknowledged to me that she executed said Certificate as her free act and deed in her capacity as Secretary of the Corporation referenced therein.


(Notary Public)

LEE A. BARKAN
Notary Public, State of New York
No. 02BA4962197
Qualified in New York County
Commission Expires March 17, 2006



STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING TOWER BUILDING
ALBANY, NY 12237

PUBLIC HEALTH COUNCIL

May 30, 2002

Dr. Nathan Levin
President
New York Dialysis Services
207 East 94th Street - 3rd Floor
New York, New York 10128

Re. Certificate of Amendment of the Certificate of Incorporation of New York Dialysis Services, Inc.

Dear Dr. Levin:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 15th day of March, 2002, I hereby certify that the Public Health Council consents to the filing of the Certificate of Amendment of the Certificate of Incorporation of New York Dialysis Services, Inc., dated March 22, 2002.

Sincerely,

Donna Peterson
Karen S. Westervelt *for*
Executive Secretary

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**CERTIFICATE OF AMENDMENT
OF
THE CERTIFICATE OF INCORPORATION
OF
NEW YORK DIALYSIS SERVICES, INC.**

FILED

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(UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW)

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 19 2002

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BY:

SCHENECTADY

PROSKAUER ROSE LLP

1505 BROADWAY

NEW YORK, NEW YORK 10036

Ref# 629874KZB

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**CERTIFICATE OF AMENDMENT
OF
THE CERTIFICATE OF INCORPORATION
OF
NEW YORK DIALYSIS SERVICES, INC.**

Under Section 805 of the Business Corporation Law

The undersigned, being the President and Secretary of New York Dialysis Services, Inc. (the "Corporation") do hereby certify that:

FIRST: The name of the Corporation is New York Dialysis Services, Inc.

SECOND: The Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of New York on July 8, 1994, under the name Empire State Dialysis Services, Inc.

THIRD: The amendment to the Certificate of Incorporation effected by this Certificate of Amendment modifies the purpose of the Corporation so as to include additional end stage renal dialysis facilities to be operated by the Corporation.

FOURTH: To accomplish the foregoing amendment to the Certificate of Incorporation, Article Second of the Certificate of Incorporation, setting forth the purposes for which the Corporation is formed, is hereby stricken in its entirety, and the following new Article Second is substituted in lieu thereof:

"SECOND: (A) The purposes for which the Corporation is formed are to own and operate one or more end stage renal dialysis facilities established under Article 28 of the New York Public Health Law, specifically including Central Suffolk Artificial Kidney Center, located at 5225 Nesconset Highway, Unit 72, Building #9, Port Jefferson Station, Suffolk County; Capital District Dialysis Center, located at 650 McClellan Street, Schenectady, Schenectady County; Albany Dialysis Center, located at 64 Albany-Shaker Road, Albany, Albany County, with an extension located at 2000 River Front Center, Amsterdam, Montgomery County; Albany Regional Kidney Center, located at 43 New Scotland Avenue, Albany, Albany County; Sound Shore Dialysis Center, located at 16 Guion Place, New Rochelle, Westchester County; Dutchess Dialysis Center, located at 180 Hudson Plaza, 432 South Road, Poughkeepsie, Dutchess County; Strong Health Dialysis—Strong Memorial Hospital 8:3400 Unit, located on the eighth floor of Strong Memorial Hospital, Rochester, Monroe County; Strong Health Dialysis—Strong Memorial Hospital Peritoneal Dialysis Unit, located on the sixth floor of Strong Memorial Hospital, Rochester, Monroe County; Strong Health Dialysis—

Strong Memorial Hospital Ambulatory Center Dialysis Unit, located on the first floor of the ambulatory center on the campus of Strong Memorial Hospital, Rochester, Monroe County; Strong Health Dialysis—Clinton Crossings Unit, located at 2400 South Clinton Avenue, Building B, Rochester, Monroe County; Strong Health Dialysis—Self Care Unit, located at 1000 South Avenue, Rochester, Monroe County; Strong Health Dialysis—Highlands Living Center Unit, located at 500 Hahnemann Trail, Pittsford, Monroe County; Strong Health Dialysis—Finger Lakes Dialysis Unit, located at 6385 Victor-Manchester Road, Victor, Wayne County; Southern Westchester Dialysis Center, located at 44 Vark Street, Yonkers, Westchester County; Middletown Dialysis Center, located at 220 Crystal Run Road, Middletown, Orange County; Bayside Dialysis Center, located at 201-10 Northern Boulevard, Bayside, Queens County; Southern Manhattan Dialysis Center, located at 510-526 Avenue of the Americas, New York, New York County; Harlem Dialysis Center, located at 2615-2621 Fredrick Douglas Boulevard, New York County, with extensions located at 116 East 125th Street, New York County and 1010 Underhill Avenue, Bronx County, City Dialysis Center, located at 105 East 106th Street, New York County; Nephro-Care, located at 555 Prospect Place, Kings County, to be relocated to 1402 Atlantic Avenue, Kings County, with an extension located at 358-362 4th Avenue, Kings County; Atlantic Hemodialysis Center, located at 339 Hicks Street, Kings County, with extensions located at 59-61 Atlantic Avenue and 380 Henry Street, Kings County; and Brooklyn Kidney Center, located at 184 Sterling Place, Kings County; provided, however, that the Corporation shall not engage in such act or activity without first obtaining the consent or approval of the New York State Department of Health.

(B) In furtherance of its corporate purposes as set forth above, the Corporation shall have all the powers enumerated in Section 202 of the BCL, subject to all limitations provided therein or any other statute of the State of New York."

FIFTH: The foregoing amendment was authorized by written consent of the sole director followed by written consent of the sole shareholder of the Corporation.

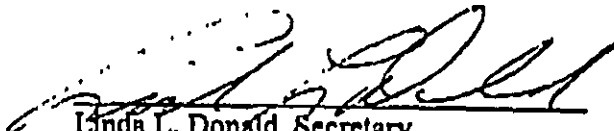


IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Date: September 12, 2002



Nathan Levin, M.D., President

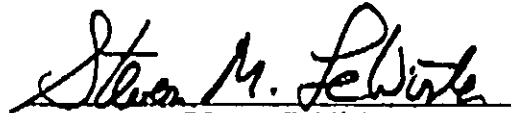


Linda L. Donald, Secretary

ACKNOWLEDGMENT

STATE OF NEW YORK }
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 } ss:
COUNTY OF NEW YORK }

On this 12 day of SEPTEMBER, 2002, before me personally came Nathan Levin, M.D., to me known and known to me to be the person described in and who executed the foregoing Certificate of Amendment of Certificate of Incorporation, and he duly acknowledged to me that he executed said Certificate as his free act and deed in his capacity as President of the Corporation referenced therein.


(Notary Public)

STATE OF NEW YORK }
 }
 } ss:
COUNTY OF NEW YORK }

On this 12 day of SEPTEMBER, 2002, before me personally came Linda L. Donald, to me known and known to me to be the person described in and who executed the foregoing Certificate of Amendment of Certificate of Incorporation, and she duly acknowledged to me that she executed said Certificate as her free act and deed in her capacity as Secretary of the Corporation referenced therein.


(Notary Public)

STEVEN M. LE WINTER
Notary Public State of New York
No. 41-4703537
Qualified in Suffolk County
Commission Expires October 31, 2005



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

PUBLIC HEALTH COUNCIL

April 8, 2003

Nathan W. Levine, M.D.
President
Renal Research Institute
207 East 94th Street, 3rd Floor
New York, New York 10128

Re: Certificate of Amendment of the Certificate of Incorporation of New York Dialysis
Services, Inc.

Dear Dr. Levine:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 19th day of July, 2002, I hereby certify that the Public Health Council consents to the filing of the Certificate of Amendment of the Certificate of Incorporation of New York Dialysis Services, Inc., dated September 12, 2002.

Sincerely,

Karen S. Westervelt
Executive Secretary

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 30 2003

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CERTIFICATE OF AMENDMENT

OF

NEW YORK DIALYSIS SERVICES, INC.

Under Section 805 of the Business Corporation Law

FILED BY:

PROSKAUER ROSE LLP
1585 Broadway
Room 2361

New York, NY 10036-8299

Cust. Ref#072132MPJ

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CERTIFICATE OF MERGER**OF****EVEREST DIALYSIS SERVICES, INC.,**
(a New York corporation)**NEW YORK DIALYSIS MANAGEMENT, INC.,**
(a New York corporation)**FMS NEW YORK, INC.**
(a Delaware corporation)**AND****NEW YORK DIALYSIS SERVICES, INC.**
(a New York corporation)**Under Section 904 of the New York Business Corporation Law**

In accordance with Section 904 of the New York Business Corporation Law, the undersigned, being the authorized officers of Everest Dialysis Services, Inc., a New York corporation; New York Management, Inc., a New York corporation; FMS New York, Inc., a Delaware corporation; and New York Dialysis Services, Inc., a New York corporation, do hereby certify as follows:

1. The board of directors of each of Everest Dialysis Services, Inc., a New York corporation; New York Dialysis Management, Inc., a New York corporation; FMS New York, Inc., a Delaware corporation; and New York Dialysis Services, Inc., a New York corporation (individually, a "Constituent Corporation" and collectively, the "Constituent Corporations"), have duly adopted an agreement and plan of merger (the "Agreement and Plan of Merger") setting forth the terms and conditions of the merger.

2. The name of the Constituent Corporation which is to be the surviving corporation is New York Dialysis Services, Inc., a New York corporation, incorporated therein on July 8, 1994, under the name Empire State Dialysis Services, Inc. (the "Surviving Constituent Corporation").

3. The names of the domestic Constituent Corporations which are being merged into New York Dialysis Services, Inc., a New York corporation, are Everest Dialysis Services, Inc., a New York corporation, incorporated therein on July 8, 1998, and New York Dialysis Management, Inc., a New York corporation, incorporated therein on March 15, 1990.

4. The name of the foreign Constituent Corporation, which is being merged into the Surviving Constituent Corporation, and which is hereinafter sometimes referred to as the "Foreign Constituent Corporation", is FMS New York, Inc., a Delaware corporation, incorporated therein on February 7, 1969, under the name N. M. C. Brookline, Inc. An Application for Authority in the State of New York of the Foreign Constituent Corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York on June 21, 1971.

5. The certificate of incorporation of the Surviving Constituent Corporation as in effect immediately prior to the effective date of the merger shall continue in full force and effect as the certificate of incorporation of the Surviving Constituent Corporation until amended and changed pursuant to the Business Corporation Law.

6. As to each Constituent Corporation, the Agreement and Plan of Merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger, as follows:

EVEREST DIALYSIS SERVICES, INC.
(a New York Corporation)

Designation of each outstanding class and series of shares	Number of outstanding shares of stock	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
Common	100	Common	Common

NEW YORK DIALYSIS MANAGEMENT, INC.
(a New York Corporation)

Designation of each outstanding class and series of shares	Number of outstanding shares of stock	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
Common	4928	Common	Common

FMS NEW YORK, INC.
(a Delaware Corporation)

Designation of each outstanding class and series of shares	Number of outstanding shares of stock	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
Common	200	Common	Common

NEW YORK DIALYSIS SERVICES, INC.
(a New York Corporation)

Designation of each outstanding class and series of shares	Number of outstanding shares of stock	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
Common	1000	Common	Common

7. The Foreign Constituent Corporation has complied with the applicable provisions of the laws of the State of Delaware under which it is incorporated, and this merger is permitted by such laws. The manner in which the merger was authorized in respect to the Foreign Constituent Corporation was by written consent of the sole shareholder of the corporation.

8. The manner in which the merger was authorized in respect to the other merging Constituent Corporations and the Surviving Constituent Corporation was by written consent of the sole shareholder of the respective corporation.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger, effective on the 31 day of July, 2008.

EVEREST DIALYSIS SERVICES, INC.
(a New York corporation)

By: Paul Butler
Name: Paul Butler
Title: President & CEO

NEW YORK DIALYSIS MANAGEMENT, INC.
(a New York corporation)

By: _____
Name: _____
Title: _____

FMS NEW YORK, INC.
(a Delaware corporation)

By: _____
Name: _____
Title: _____

NEW YORK DIALYSIS SERVICES, INC.
(a New York corporation)

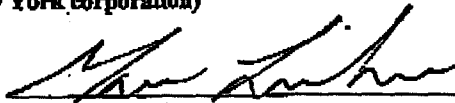
By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger, effective on the 31 day of July, 2008.

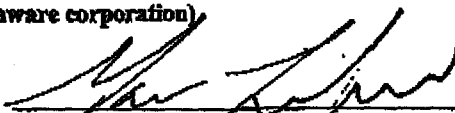
EVEREST DIALYSIS SERVICES, INC.
(a New York corporation)

By: _____
Name: _____
Title: _____

NEW YORK DIALYSIS MANAGEMENT, INC.
(a New York corporation)

By: 
Name: Marc Lieberman
Title: Asst. Treasurer

FMS NEW YORK, INC.
(a Delaware corporation)

By: 
Name: Marc Lieberman
Title: Asst. Treasurer

NEW YORK DIALYSIS SERVICES, INC.
(a New York corporation)

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger, effective on the 31 day of July, 2008.

EVEREST DIALYSIS SERVICES, INC.
(a New York corporation)

By: _____
Name: _____
Title: _____

NEW YORK DIALYSIS MANAGEMENT, INC.
(a New York corporation)

By: _____
Name: _____
Title: _____

FMS NEW YORK, INC.
(a Delaware corporation)

By: _____
Name: _____
Title: _____

NEW YORK DIALYSIS SERVICES, INC.
(a New York corporation)

By: _____
Name: NEW ELIAVIN
Title: President

CERTIFICATE OF MERGER

100401000 869

OF

EVEREST DIALYSIS SERVICES, INC.,
(a New York corporation)

NEW YORK DIALYSIS MANAGEMENT, INC.,
(a New York corporation)

FMS NEW YORK, INC.
(a Delaware corporation)

AND

NEW YORK DIALYSIS SERVICES, INC.
(a New York corporation)

Under Section 904 of the New York Business Corporation Law

DRAWDOWN ACCOUNT #D1

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 01 2010

TAX \$

BY:

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Filed by:

Heidi M. Nicholson, Paralegal
Whitman Osterman & Hanna LLP
One Commerce Plaza
Albany, New York 12260

100401000 941

2010 APR -1 PM 3:43

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100402000659

RESTATED CERTIFICATE OF INCORPORATION
OF
NEW YORK DIALYSIS SERVICES, INC.

Under Section 807 of the Business Corporation Law

The undersigned, being the President of New York Dialysis Services, Inc., pursuant to Section 807 of the Business Corporation Law of the State of New York, does hereby restate, certify and set forth:

1. The name of the corporation is New York Dialysis Services, Inc. (the "Corporation"). The name under which the Corporation was formed is Empire State Dialysis Services, Inc.
2. The Certificate of Incorporation of the Corporation was filed by the Department of State on the 8th of July, 1994.
3. The Certificate of Incorporation is amended or changed to effect one of more of the amendments or changes authorized by the Business Corporation Law.
4. The Certificate of Incorporation is hereby amended or changed to effect the following amendments as authorized by the Business Corporation Law:
 - a. To amend Article "SECOND" thereof, relating to the purposes for which the Corporation was formed and to amend the list of end stage renal dialysis facilities to include those facilities set forth in the Corporation's certificate of need application, as approved by the Public Health Council of the New York Department of Health, a copy of which approval is attached hereto, and to read as set forth under the same numbered Article of the Certificate of Incorporation as hereinafter restated;
 - b. To amend Article "THIRD" thereof, relating to the location of the office of the Corporation to read as set forth under the same numbered Article of the Certificate of Incorporation as hereinafter restated;
 - c. To amend Article "NINETEENTH," Paragraph (D) thereof, relating to restrictions on disposition and transferability of shares of the Corporation's stock to read as set forth under the same numbered Article and Paragraph of the Certificate of Incorporation as hereinafter restated.
5. The Certificate of Incorporation of the Corporation is hereby restated as further amended or changed herein to read as set forth in full as follows:

100402000659

FIRST: The name of the corporation is New York Dialysis Services, Inc. (the "Corporation").

SECOND: (A) The purposes for which the Corporation is formed are to own and operate one or more end stage renal dialysis facilities established under Article 28 of the New York Public Health Law, specifically including Central Suffolk Artificial Kidney Center, located at 5225 Nesconset Highway, Units 71-80, Building #9, Port Jefferson Station, Suffolk County; Capital District Dialysis Center, located at 650 McClellan Street, Schenectady, Schenectady County; Albany Dialysis Center, located at 64 Albany-Shaker Road, Albany, Albany County, with an extension located at 1810 Riverfront Center, Amsterdam, Montgomery County; Albany Regional Kidney Center, located at 2 Clara Barton Drive, Albany, Albany County; Sound Shore Dialysis Center, located at 16 Guion Place, New Rochelle, Westchester County; Dutchess Dialysis Center, located at 2585 South Road, Poughkeepsie, Dutchess County; Strong Health Dialysis-Strong Memorial Hemo Program and Strong Health Dialysis-Strong Memorial Hospital PD Program, located in Suite 1 and Suite 2, respectively, of 2613 West Henrietta Road, Rochester, Monroe County; Strong Health Dialysis-Clinton Crossings Unit, located at 2400 South Clinton Avenue, Building B, Rochester, Monroe County; Strong Health Dialysis-Highlands Living Center Unit, located at 500 Hahnemann Trail, Pittsford, Monroe County; Strong Health Dialysis-Finger Lakes Unit, located at 6385 Victor-Manchester Road, Victor, Wayne County; Southern Westchester Dialysis Center, located at 44 Vark Street, Yonkers, Westchester County; Middletown Dialysis Center, located at 220 Crystal Run Road, Middletown, Orange County; Bayside Dialysis Center, located at 201-10 Northern Boulevard, Bayside, Queens County; Southern Manhattan Dialysis Center, located at 510-526 Avenue of the Americas, New York, New York County; Harlem Dialysis Center, located at 2615-2621 Frederick Douglass Boulevard, New York County; City Dialysis Center, located at 105 East 106th Street, New York County; Nephro-Care, located at 1402 Atlantic Avenue, Kings County, with an extension located at 358-362 4th Avenue, Kings County; Atlantic Hemodialysis Center, located at 339 Hicks Street, Kings County, with extensions located at 59-61 Atlantic Avenue and 380 Henry Street, Kings County; Brooklyn Kidney Center, located at 184 Sterling Place, Kings County; WNY Artificial Kidney Center Kenmore Unit, located at 1508 Sheridan Drive, Kenmore, Erie County; WNY Artificial Kidney Center Buffalo Unit, located at 237 Linwood Avenue, Buffalo, Erie County; Montefiore Dialysis Center III, located at 1325 Morris Park Avenue, Bronx, Bronx County; Montefiore Dialysis Center IV, located at 1695 Eastchester Road, Bronx, Bronx County; Queens Dialysis Center, located at 34-35 70th Street, Jackson Heights, Queens County; South Queens Dialysis Center, located at 175-37 Liberty Avenue, Jamaica, Queens County; and St. Albans Dialysis Center, located at 172-70 Baisley Boulevard, Jamaica, Queens County; Monroe Community Dialysis located at 435 E. Henrietta Road, Rochester, Monroe County; provided, however, that the Corporation shall not engage in such act or activity without first obtaining the consent or approval of the New York State Department of Health.

(B) In furtherance of its corporate purposes as set forth above, the Corporation shall have all the powers enumerated in Section 202 of the BCL, subject to all limitations provided therein or any other statute of the State of New York.

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

FOURTH: The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of common stock, without par value.

FIFTH: The name and mailing address of the incorporator is as follows:

NAME

David Kembel

MAILING ADDRESS

Empire State Dialysis Services, Inc.
114 Avenue of the Americas
48th Floor
New York, NY 10036

SIXTH: The corporation is to have perpetual existence.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, and may amend or repeal them by a 2/3 majority of all of the directors, upon 45 days prior written notice to all stockholders, the by-laws of the corporation.

EIGHTH: Elections of directors need not be by written ballot. The election of directors shall require a 2/3 majority vote of the stockholders.

NINTH: A 2/3 majority of all of the directors shall constitute a quorum of the directors. When a quorum is present, a 2/3 majority of the directors present shall decide any matter to be voted on by the directors.

TENTH: Meetings of stockholders may be held within or without the State of New York, as the by-laws may provide. A 2/3 majority in interest of all stock issued, outstanding, and entitled to vote on any matter shall constitute a quorum with respect to that matter. When a quorum is present, a 2/3 majority of stock present or represented and voting on the matter, shall decide any matter to be voted on by the stockholders.

ELEVENTH: The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of New York at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

TWELFTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of competent jurisdiction within the State of New York may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of New York law or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of New York law order a meeting of the creditors or class of creditors, and/or of the stockholders or class of

stockholders of this Corporation, as the case may be, to be summoned in such a manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

THIRTEENTH: The corporation shall, to the fullest extent permitted by New York Business Corporation law, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers which it shall have power to indemnify from and against any and all of the expenses, liabilities or other matters referred to in or covered by said law, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in their official capacities and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure the benefit of the heirs, executors and administrators of such a person.

FOURTEENTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by New York Business Corporation law, as the same may be amended and supplemented.

FIFTEENTH: Shareholders at the time of subsequent stock issuings do not have preemptive rights.

SIXTEENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

SEVENTEENTH: The Secretary of State of New York is hereby designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him as agent of the Corporation is CT Corporation System, 111 Eighth Avenue, New York, New York 10011.

EIGHTEENTH: No person may own ten percent (10%) or more of the common stock of the Corporation who has not been approved for such ownership by the New York Public Health Council.

NINETEENTH: All stock certificates of the Corporation shall bear on the face thereof the following legend:

(A) No person shall own ten percent (10%) or more of the stock of the Corporation, unless he or she has been approved for such ownership by the New York Public Health Council;

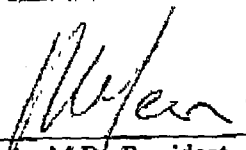
(B) Any transfer, assignment or other disposition of ten percent (10%) or more of the stock of the Corporation or of ten percent (10%) or more of the voting rights thereunder of the Corporation or the transfer, assignment or other disposition of the stock or voting rights thereunder of the Corporation which results in the ownership or control of more than ten percent (10%) of the stock or voting rights thereunder of the Corporation by any person shall be subject to approval by the New York Public Health Council;

(C) No stock or voting rights thereunder of the Corporation may be owned or controlled by another corporation; and

(D) These shares and their transfer or disposition are subject to the provisions, options, and restrictions stated in, and such shares are transferable only upon compliance with, a certain Stock Purchase Agreement, dated as of June 30, 2009, by and among the Corporation, its sole shareholder and Fresenius Medical Care Holdings, Inc., a copy of which is on file at the office of the Corporation and the provisions thereof are incorporated herein by reference.

6. This Restated Certificate of Incorporation was authorized by written consent of the sole Director of the Board of Directors, followed by the written consent of the sole shareholder of the Corporation's stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation as of the 1st day of April, 2010, and affirms the statements contained herein as true under penalties of perjury.



Nathan Levin, M.D., President



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

PUBLIC HEALTH COUNCIL

March 10, 2010

Mr. Joel L. Hodes
Whiteman Osterman and Hanna, LLP
One Commerce Plaza
Albany, New York 12260

Re: Application No. 082046 New York Dialysis (New York County)

Dear Mr. Hodes:

I HEREBY CERTIFY THAT AFTER INQUIRY and investigation, the application of New York Dialysis Services, Inc. is APPROVED, the contingencies having now been fulfilled satisfactorily. The Public Health Council had considered this application and imposed the contingencies at its meeting of May 8, 2009. You are expected to comply with the conditions listed on the enclosed letter from James W. Clyne, Jr.

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

To complete the requirements for certification approval, please contact the Metropolitan Area/Regional Office of the New York State Office of Health Systems Management, 90 Church Street, New York, New York 10007 or (212) 417-5990, within 30 days of receipt of this letter.

Sincerely,

Colleen M. Frost
Executive Secretary

Enclosure
/fr

100402000 659

RESTATED CERTIFICATE OF INCORPORATION
OF

NEW YORK DIALYSIS SERVICES, INC.

Under Section 807 of the New York Business Corporation Law

DRAWDOWN ACCOUNT #D1

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 02 2010

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Filed by:

Heidi M. Nicholson, Paralegal
Whiteman Osterman & Hanna LLP
One Commerce Plaza
Albany, New York 12260

2010 APR -2 PM 2:21

FILED

2010 APR -2 PM 1:04

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

New York Dialysis Services, Inc.

(Insert Name of Domestic Corporation)

Under Section 805 of the Business Corporation Law

FIRST: The name of the corporation is:
New York Dialysis Services, Inc.

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

The corporation was formed under the name Empire State Dialysis Services, Inc.

SECOND: The date of filing of the certificate of incorporation with the Department of State is:

July 8, 1994.

THIRD: The amendment effected by this certificate of amendment is as follows:

(Set forth each amendment in a separate paragraph providing the subject matter and full text of each amended paragraph. For example, an amendment changing the name of the corporation would read as follows: Paragraph *First* of the Certificate of Incorporation relating to *the corporation name* is hereby amended to read as follows: *First: The name of the corporation is ... (new name) ...*)

Paragraph SECOND of the certificate of incorporation relating to
the purposes for which the corporation was formed

is hereby amended to read in its entirety as follows:

"SECOND: (A) The purposes for which the corporation is formed are to own and operate one or more end stage renal dialysis facilities established under Article 28 of the New York Public Health Law, specifically including Central Suffolk Artificial Kidney Center, located at 5225 Nesconset Highway, Units 71-80, Building #9, Port Jefferson Station, Suffolk County; Capital District Dialysis Center, located at 650 McClellan Street, Schenectady, Schenectady County; Albany Dialysis Center, located at 64 Albany-Shaker Road, Albany, Albany County, with an extension located at 1810 Riverfront Center, Amsterdam, Montgomery County; Albany Regional Kidney Center, located at 2 Clara Barton Drive, Albany, Albany County; Sound Shore Dialysis Center, located at 16 Guion Place, New Rochelle, Westchester County;

Dutchess Dialysis Center, located at 2585 South Road, Poughkeepsie, Dutchess County; Strong Health Dialysis-Strong Memorial Remo Program and Strong Health Dialysis-Strong Memorial Hospital PD Program, located in Suite 1 and Suite 2, respectively, of 2613 West Henrietta Road, Rochester, Monroe County; Strong Health Dialysis-Clinton Crossings Unit, located at 2400 South Clinton Avenue, Building B, Rochester, Monroe County; Strong Health Dialysis - Highlands Living Center Unit, located at 500 Hahnemann Trail, Pittsford, Monroe County; Strong Health Dialysis-Finger Lakes Unit, located at 6385 Victor-Manchester Road, Victor, Wayne County; Southern Westchester Dialysis Center, located at 44 Yark Street, Yonkers, Westchester County; Middletown Dialysis Center, located at 220 Crystal Run Road, Middletown, Orange County; Bayside Dialysis Center, located at 201-10 Northern Boulevard, Bayside, Queens County; Southern Manhattan Dialysis Center, located at 510-526 Avenue of the Americas, New York, New York County; Harlem Dialysis, Center, located at 2615-2621 Frederick Douglass Boulevard, New York County; City Dialysis Center, located at 105 East 106th Street, New York County; Nephro-Care, located at 1402 Atlantic Avenue, Kings County, with an extension located at 358-362 4th Avenue, Kings County; Atlantic Hemodialysis Center, located at 339 Hicks Street, Kings County, with extensions located at 59-61 Atlantic Avenue and 380 Henry Street, Kings County; Brooklyn Kidney Center, located at 184 Sterling Place, Kings County; WNY Artificial Kidney Center Kenmore Unit, located at 1508 Sheridan Drive, Kenmore, Erie County; WNY Artificial Kidney Center Buffalo Unit, located at 237 Linwood Avenue, Buffalo, Erie County; Montefiore Dialysis Center III, located at 1325 Morris Park Avenue, Bronx, Bronx County; Montefiore Dialysis Center IV, located at 1695 Eastchester Road, Bronx, Bronx County; Queens Dialysis Center, located at 34-35 70th Street, Jackson Heights, Queens County; South Queens Dialysis Center, located at 175-37 Liberty Avenue, Jamaica, Queens County; St. Albans Dialysis Center, located at 172-70 Baisley Boulevard, Jamaica, Queens County; Monroe Community Dialysis located at 435 E. Henrietta Road, Rochester, Monroe County; provided, however, that the Corporation shall not engage in such act or activity without first obtaining the consent or approval of the New York State Department of Health.

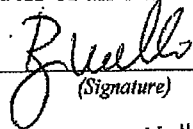
The corporation is formed for the purpose of holding ownership interest in HPLD Partners, LLC the operator of a diagnostic and treatment center established exclusively to provide end stage renal dialysis services licensed pursuant to Article 28 of the Public Health Law, to be known as Liberty Dialysis - Hyde Park located at 386 Violet Avenue, Hyde Park, Dutchess County.

The corporation is formed for the purpose of holding ownership interest in SJLS, LLC, the operator of a diagnostic and treatment center established exclusively to provide end stage renal dialysis services licensed pursuant to Article 28 of the Public Health Law at the following locations: St. Joseph's Dialysis - Seneca, located at 8302 Provo Drive, Liverpool, Onondaga County; St. Joseph's Dialysis - Northeast, located at 4105 Medical Center Drive, Fayetteville, Onondaga County; St. Joseph's Dialysis - Cortland, located at 3993 West Road, Cortland, Cortland County; St. Joseph's Dialysis - Regional, located at 973 James Street, Syracuse, Onondaga County; and St. Joseph's Dialysis - Camillus, located at 5101 W. Genesee Street, Camillus, Onondaga County.

(B) In furtherance of its corporate purposes as set forth above, the corporation shall have all the powers enumerated in Section 202 of the BCL, subject to all limitations provided therein or any other statute of the State of New York."

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

- ☐ The vote of the board of directors followed by a vote of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders.
- ☒ The vote of the board of directors followed by the unanimous written consent of the holders of all outstanding shares.


(Signature)

Bryan Mello
Assistant Treasurer

Bryan Mello
(Name of Signer)

Assistant Treasurer
(Title of Signer)

896

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
New York Dialysis Services, Inc.

(Insert Name of Domestic Corporation)

Under Section 805 of the Business Corporation Law

Filer's Name Phillip J. Murphy, Esq.

Address Hinman Straub P.C.

121 State Street

City, State and Zip Code Albany, New York 12207

NOTE: This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$60 filing fee.

For Office Use Only

FILED
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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED FEB 27 2017

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[Signature]

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New York State Department of State
Division of Corporations, State Records and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.state.ny.us

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

New York Dialysis Services, Inc.

(Insert Name of Domestic Corporation)

Under Section 805 of the Business Corporation Law

FIRST: The name of the corporation is:

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SECOND: The date of filing of the certificate of incorporation with the Department of State is:

July 8, 1994.

THIRD: The amendment effected by this certificate of amendment is as follows:

(Set forth each amendment in a separate paragraph providing the subject matter and full text of each amended paragraph. For example, an amendment changing the name of the corporation would read as follows: Paragraph First of the Certificate of Incorporation relating to the corporation name is hereby amended to read as follows: First: The name of the corporation is ... (new name) ...)

Paragraph SECOND of the certificate of incorporation relating to
the purposes for which the corporation was formed

is hereby amended to read in its entirety as follows:

"SECOND: (A) The purposes for which the corporation is formed are to own and operate one or more end stage renal dialysis facilities established under Article 28 of the New York Public Health Law, specifically including Central Suffolk Artificial Kidney Center, located at 5225 Nesconset Highway, Units 71-80, Building #9, Port Jefferson Station, Suffolk County; Capital District Dialysis Center, located at 650 McClellan Street, Schenectady, Schenectady County; Albany Dialysis Center, located at 64 Albany-Shaker Road, Albany, Albany County, with an extension located at 1810 Riverfront Center, Amsterdam, Montgomery County; Albany Regional Kidney Center, located at 2 Clara Barton Drive, Albany, Albany County; Sound Shore Dialysis Center, located at 16 Gulon Place, New Rochelle, Westchester County;

Dutchess Dialysis Center, located at 2585 South Road, Poughkeepsie, Dutchess County; Strong Health Dialysis-Strong Memorial Remo Program and Strong Health Dialysis-Strong Memorial Hospital PD Program, located in Suite 1 and Suite 2, respectively, of 2613 West Henrietta Road, Rochester, Monroe County; Strong Health Dialysis-Clinton Crossings Unit, located at 2400 South Clinton Avenue, Building B, Rochester, Monroe County; Strong Health Dialysis - Highlands Living Center Unit, located at 500 Hahnemann Trail, Pittsford, Monroe County; Strong Health Dialysis-Finger Lakes Unit, located at 6385 Victor-Manchester Road, Victor, Wayne County; Southern Westchester Dialysis Center, located at 44 Vark Street, Yonkers, Westchester County; Middletown Dialysis Center, located at 220 Crystal Run Road, Middletown, Orange County; Bayside Dialysis Center, located at 201-10 Northern Boulevard, Bayside, Queens County; Southern Manhattan Dialysis Center, located at 510-526 Avenue of the Americas, New York, New York County; Harlem Dialysis Center, located at 2615-2621 Frederick Douglass Boulevard, New York County; City Dialysis Center, located at 105 East 106th Street, New York County; Nephro-Care, located at 1402 Atlantic Avenue, Kings County, with an extension located at 358-362 4th Avenue, Kings County; Atlantic Hemodialysis Center, located at 339 Hicks Street, Kings County, with extensions located at 59-61 Atlantic Avenue and 380 Henry Street, Kings County; Brooklyn Kidney Center, located at 184 Sterling Place, Kings County; WNY Artificial Kidney Center Kenmore Unit, located at 1508 Sheridan Drive, Kenmore, Erie County; WNY Artificial Kidney Center Buffalo Unit, located at 237 Linwood Avenue, Buffalo, Erie County; Montefiore Dialysis Center III, located at 1325 Morris Park Avenue, Bronx, Bronx County; Montefiore Dialysis Center IV, located at 1695 Eastchester Road, Bronx, Bronx County; Queens Dialysis Center, located at 34-35 70th Street, Jackson Heights, Queens County; South Queens Dialysis Center, located at 175-37 Liberty Avenue, Jamaica, Queens County; St. Albans Dialysis Center, located at 172-70 Baisley Boulevard, Jamaica, Queens County; Monroe Community Dialysis located at 435 E. Henrietta Road, Rochester, Monroe County; provided, however, that the Corporation shall not engage in such act or activity without first obtaining the consent or approval of the New York State Department of Health.

The corporation is formed for the purpose of holding ownership interest in HPLD Partners, LLC the operator of a diagnostic and treatment center established exclusively to provide end stage renal dialysis services licensed pursuant to Article 28 of the Public Health Law, to be known as Liberty Dialysis - Hyde Park located at 386 Violet Avenue, Hyde Park, Dutchess County.

The corporation is formed for the purpose of holding ownership interest in SJLS, LLC, the operator of a diagnostic and treatment center established exclusively to provide end stage renal dialysis services licensed pursuant to Article 28 of the Public Health Law at the following locations: St. Joseph's Dialysis - Seneca, located at 8302 Provo Drive, Liverpool, Onondaga County; St. Joseph's Dialysis - Northeast, located at 4105 Medical Center Drive, Fayetteville, Onondaga County; St. Joseph's Dialysis - Cortland, located at 3993 West Road, Cortland, Cortland County; St. Joseph's Dialysis - Regional, located at 973 James Street, Syracuse, Onondaga County; and St. Joseph's Dialysis - Camillus, located at 5101 W. Genesee Street, Camillus, Onondaga County.

The corporation is formed for the purpose of holding ownership interest in Freedom Center of Westmere, LLC, the operator of a diagnostic and treatment center established exclusively to provide end stage renal dialysis services licensed pursuant to Article 28 of the Public Health Law, to be known as Freedom Center of Westmere located at 178 Washington Avenue Extension, Albany, Albany County.

(B) In furtherance of its corporate purposes as set forth above, the corporation shall have all the powers enumerated in Section 202 of the BCL, subject to all limitations provided therein or any other statute of the State of New York."

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

- ☐ The vote of the board of directors followed by a vote of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders.
- ☒ The vote of the board of directors followed by the unanimous written consent of the holders of all outstanding shares.



(Signature)

Ryan Valle

(Name of Signer)

Vice President

(Title of Signer)



PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

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

(518) 402-0964
PHHPC@health.ny.gov

April 13, 2018

Shamique M. Spivey
Senior CON Specialist
Fresenius Kidney Care
1325 Morris Park Avenue
Bronx, New York 10461

Re: Certificate of Amendment of the Certificate of Incorporation of New York Dialysis Services, Inc.

Dear Ms. Spivey:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health and Health Planning Council held on the 7th day of December 2017, 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 New York Dialysis Services, Inc., dated as attached.

Please email a copy of the Notice of Filing to the Operating Certificate Unit, at HFISmb@health.ny.gov

Sincerely,

A handwritten signature in cursive script that reads "Colleen M. Leonard".

Colleen M. Leonard
Executive Secretary

/cl

576

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
New York Dialysis Services, Inc.

(Insert Name of Domestic Corporation)

Under Section 805 of the Business Corporation Law

Filer's Name Philip J. Murphy, Esq.

Address Hinman Straub P.C.

City, State and Zip Code Albany, New York 12207

NOTE: This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$60 filing fee.

For Office Use Only

14
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 20 2018

TAX \$

BY: M



CERTIFICATE OF CHANGE OF

NEW YORK DIALYSIS SERVICES, INC.

Under Section 805-A of the Business Corporation Law *(for use by agent)*

FIRST: The name of the corporation is: NEW YORK DIALYSIS SERVICES, INC.. Said corporation is hereinafter referred to as the "Domestic Corporation".

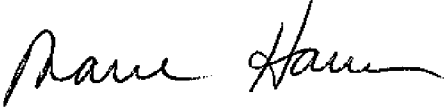
If the name of the Domestic Corporation has been changed, the name under which the corporation was formed is: EMPIRE STATE DIALYSIS SERVICES, INC..

SECOND: The date on which the certificate of incorporation was filed by the Department of State is: 08 JUL 1994.

THIRD: The only change effected hereby is the post office address to which the Secretary of State shall mail a copy of any process against the Domestic Corporation served upon the Secretary of State is changed to:
C T CORPORATION SYSTEM, 28 Liberty St., New York, NY 10005.

FOURTH: The undersigned person, partnership, or corporation (hereinafter referred to as the "Agent") is the agent of the Domestic Corporation to whose address the Secretary of State is required to mail copies of process against the Domestic Corporation served upon the Secretary of State. The post office address previously designated by the Domestic Corporation for that purpose was the address of the undersigned Agent, and the address specified in paragraph Third above is the new address of the undersigned Agent. The undersigned Agent mailed a notice of the proposed change of address to the Domestic Corporation not less than thirty days prior to the date of delivery of this Certificate to the Department of State. The Domestic Corporation has not objected to the change of address effected hereby. The undersigned Agent is authorized by Business Corporation Law section 805-A(b) to sign and deliver this Certificate.

C T CORPORATION SYSTEM (Agent)

By: 

Marie Hauer – Authorized Person.

Filer: C T CORPORATION SYSTEM
28 Liberty St.
New York, NY
10005.

FILE NUMBER: SR-21861 / DOS ID: 1834872 / Date Filed: 28 JAN 2019

200821000004

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

New York Dialysis Services, Inc.

(Insert Name of Domestic Corporation)

Under Section 805 of the Business Corporation Law

FIRST: The name of the corporation is:

New York Dialysis Services, Inc.

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

The corporation was formed under the name Empire State Dialysis Services, Inc.

SECOND: The date of filing of the certificate of incorporation with the Department of State is:

July 8, 1994.

THIRD: The amendment effected by this certificate of amendment is as follows:

(Set forth each amendment in a separate paragraph providing the subject matter and full text of each amended paragraph. For example, an amendment changing the name of the corporation would read as follows: Paragraph *First* of the Certificate of Incorporation relating to *the corporation name* is hereby amended to read as follows: *First: The name of the corporation is ... (new name) ...*)

Paragraph SECOND of the certificate of incorporation relating to
the purposes for which the corporation was formed

is hereby amended to read in its entirety as follows:

“SECOND: (A) The purposes for which the corporation is formed are to own and operate one or more end stage renal dialysis facilities established under Article 28 of the New York Public Health Law, specifically including Central Suffolk Artificial Kidney Center, located at 5225 Nesconset Highway, Units 71-80, Building #9, Port Jefferson Station, Suffolk County; Capital District Dialysis Center, located at 650 McClellan Street, Schenectady, Schenectady County; Albany Dialysis Center, located at 64 Albany-Shaker Road, Albany, Albany County, with an extension located at 1810 Riverfront Center, Amsterdam, Montgomery County; Albany Regional Kidney Center, located at 2 Clara Barton Drive, Albany, Albany County; Sound Shore Dialysis Center, located at 16 Guion Place, New Rochelle, Westchester County;

Dutchess Dialysis Center, located at 2585 South Road, Poughkeepsie, Dutchess County; Strong Health Dialysis-Strong Memorial Remo Program and Strong Health Dialysis-Strong Memorial Hospital PD Program, located in Suite 1 and Suite 2, respectively, of 2613 West Henrietta Road, Rochester, Monroe County; Strong Health Dialysis-Clinton Crossings Unit, located at 2400 South Clinton Avenue, Building B, Rochester, Monroe County; Strong Health Dialysis - Highlands Living Center Unit, located at 500 Hahneemann Trail, Pittsford, Monroe County; Strong Health Dialysis-Finger Lakes Unit, located at 6385 Victor-Manchester Road, Victor, Wayne County; Southern Westchester Dialysis Center, located at 44 Vark Street, Yonkers, Westchester County; Middletown Dialysis Center, located at 220 Crystal Run Road, Middletown, Orange County; Bayside Dialysis Center, located at 201-10 Northern Boulevard, Bayside, Queens County; Southern Manhattan Dialysis Center, located at 510-526 Avenue of the Americas, New York, New York County; Harlem Dialysis, Center, located at 2615-2621 Frederick Douglass Boulevard, New York County; City Dialysis Center, located at 105 East 106th Street, New York County; Nephro-Care, located at 1402 Atlantic Avenue, Kings County, with an extension located at 358-362 4th Avenue, Kings County; Atlantic Hemodialysis Center, located at 339 Hicks Street, Kings County, with extensions located at 59-61 Atlantic Avenue and 380 Henry Street, Kings County; Brooklyn Kidney Center, located at 184 Sterling Place, Kings County; WNY Artificial Kidney Center Kenmore Unit, located at 1508 Sheridan Drive, Kenmore, Erie County; WNY Artificial Kidney Center Buffalo Unit, located at 237 Linwood Avenue, Buffalo, Erie County; Montefiore Dialysis Center III, located at 1325 Morris Park Avenue, Bronx, Bronx County; Montefiore Dialysis Center IV, located at 1695 Eastchester Road, Bronx, Bronx County; Queens Dialysis Center, located at 34-35 70th Street, Jackson Heights, Queens County; South Queens Dialysis Center, located at 175-37 Liberty Avenue, Jamaica, Queens County; St. Albans Dialysis Center, located at 172-70 Baisley Boulevard, Jamaica, Queens County; Monroe Community Dialysis located at 435 E. Henrietta Road, Rochester, Monroe County; provided, however, that the Corporation shall not engage in such act or activity without first obtaining the consent or approval of the New York State Department of Health.

The corporation is formed for the purpose of holding ownership interest in HPLD Partners, LLC the operator of a diagnostic and treatment center established exclusively to provide end stage renal dialysis services licensed pursuant to Article 28 of the Public Health Law, to be known as Liberty Dialysis -- Hyde Park located at 386 Violet Avenue, Hyde Park, Dutchess County.

The corporation is formed for the purpose of holding ownership interest in SJLS, LLC, the operator of a diagnostic and treatment center established exclusively to provide end stage renal dialysis services licensed pursuant to Article 28 of the Public Health Law at the following locations: St. Joseph's Dialysis -- Seneca, located at 8302 Provo Drive, Liverpool, Onondaga County; St. Joseph's Dialysis -- Northeast, located at 4105 Medical Center Drive, Fayetteville, Onondaga County; St. Joseph's Dialysis -- Cortland, located at 3993 West Road, Cortland, Cortland County; St. Joseph's Dialysis -- Regional, located at 973 James Street, Syracuse, Onondaga County; and St. Joseph's Dialysis -- Camillus, located at 5101 W. Genesee Street, Camillus, Onondaga County.

The corporation is formed for the purpose of holding ownership interest in Freedom Center of Westmere, LLC, the operator of a diagnostic and treatment center established exclusively to provide end stage renal dialysis services licensed pursuant to Article 28 of the Public Health Law, to be known as Freedom Center of Westmere located at 178 Washington Avenue Extension, Albany, Albany County.

The corporation is formed for the purpose of holding ownership interest in Freedom Center of Troy, LLC, the operator of a diagnostic and treatment center established exclusively to provide end stage renal dialysis services licensed pursuant to Article 28 of the Public Health Law, to be known as Fresenius Kidney Care - Troy located at 16 North Greenbush Road, Troy, Rensselaer County.

The corporation is formed for the purpose of holding ownership interest in Freedom Center of Rockland County, LLC, the operator of two (2) diagnostic and treatment centers established exclusively to provide end stage renal dialysis services licensed pursuant to Article 28 of the Public Health Law at the following locations: Fresenius Kidney Care Valley Cottage at 131 Route 303, Valley Cottage, Rockland County and Fresenius Kidney Care Montebello located at 30 Route 59, Suffern, Rockland County.

(B) In furtherance of its corporate purposes as set forth above, the corporation shall have all the powers enumerated in Section 202 of the BCL, subject to all limitations provided therein or any other statute of the State of New York."

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

- ☐ The vote of the board of directors followed by a vote of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders.
- ☒ The vote of the board of directors followed by the unanimous written consent of the holders of all outstanding shares.



(Signature)

Bryan Mello

(Name of Signer)

Assistant Treasurer

(Title of Signer)

PHHPC

PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

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

(518) 402-0964
PHHPC@health.ny.gov

August 11, 2020

Philip Murphy
Legal Counsel
Hinman & Straub, P.C.
121 State Street
Albany, NY 12207

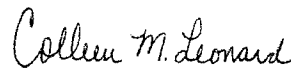
Re: Certificate of Amendment of the Certificate of Incorporation of New York
Dialysis Services, Inc.

Dear Mr. Murphy:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health and Health Planning Council held on the 10th day of October 2019, 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 New York Dialysis Services, Inc. dated as attached.

Please email a copy of the Notice of Filing to the Operating Certificate Unit, at HFISmb@health.ny.gov

Sincerely,



Colleen M. Leonard
Executive Secretary

/cl

VB Box 12

Drawdown VB

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
New York Dialysis Services, Inc.

FILED

20 AUG 21 AM 6:28

(Insert Name of Domestic Corporation)

Under Section 805 of the Business Corporation Law

Filer's Name Philip J. Murphy, Esq.

Address Hinman Straub P.C. 121 state street

City, State and Zip Code Albany, New York 12207

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED AUG 21 2020

TAX \$
BY: [Signature]

NOTE: This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$60 filing fee.

For Office Use Only

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20 AUG 20 09:10 AM

RECEIVED

2020 AUG 19 PM 12:07

2020 AUG 20 11:12 AM

RECEIVED

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Facility Id. 3414
Certificate No. 7002176R

State of New York
Department of Health
Office of Primary Care and Health Systems Management

OPERATING CERTIFICATE

Diagnostic and Treatment Center

FMS-Southern Manhattan Dialysis Center

510-526 Avenue of the Americas

New York, New York 10011

Operator: New York Dialysis Services Inc

Operator Class: Proprietary Business Corporation

Effective Date: 04/02/2024

Expiration Date: NONE

Has been granted this Operating Certificate pursuant to Article 28 of the Public Health Law for the service(s) specified:

Home Hemodialysis Training and Support Home Peritoneal Dialysis Training and Support Renal Dialysis - Chronic O/P (26)

Other Authorized Locations

Diagnostic and Treatment Center Extension Clinic

Deer Park Dialysis
Facility ID 15304
1350 Deer Park Avenue
North Babylon, New York 11703

FMS - Huntington Dialysis Center
Facility ID 9951
33 Walt Whitman Road
Huntington, New York 11743

FMS-Bayside Dialysis Center
Facility ID 3098
201-10 Northern Blvd
Bayside, New York 11361

FMS-City Dialysis Center
Facility ID 3226
105 East 106th Street
New York, New York 10029

FMS-Greece Dialysis Center
Facility ID 9808
1570-1576 Long Pond Road
Greece, New York 14626

FKC - Latham Dialysis Center
Facility ID 10224
30 Century Hill Drive
Latham, New York 12110

FMS Southern Manhattan Dialysis Center - Monroe
County
Facility ID 9572
1150 Crosspointe Professional Park
Webster, New York 14580

FMS-Brighton
Facility ID 6443
1208 Scottsville Road
Rochester, New York 14624

FMS-Clinton Crossing
Facility ID 3342
2400 South Clinton Avenue
Rochester, New York 14618

FMS-Kenmore Artificial Kidney Center
Facility ID 5523
1508 Sheridan Drive
Kenmore, New York 14217

FKC - St. Ann's Dialysis
Facility ID 13980
794 St. Ann's Avenue
Bronx, New York 10467

FMS-Albany Regional Kidney Center
Facility ID 7112
2 Clara Barton Drive
Albany, New York 12208

FMS-Capital District Dialysis Center
Facility ID 3214
650 McClellan Street
Schenectady, New York 12304

FMS-Eastchester
Facility ID 7736
1776 Eastchester Road
Bronx, New York 10461

FMS-Living Center
Facility ID 5777
6687 Pittsford Palmyra Road
Fairport, New York 14450

FMS - Eastview Dialysis Center
Facility ID 7636
120 Victor Heights Parkway
Victor, New York 14564

FMS-Amsterdam Dialysis Center
Facility ID 7618
1810 Riverfront Center
Amsterdam, New York 12010

FMS-Central Suffolk Artificial Kidney Center
Facility ID 4790
5225 Nesconset Highway, Bldg #9
Port Jefferson Station, New York 11776

FMS-Eastchester
Facility ID 9969
1776 Eastchester Road, Suite 240
Bronx, New York 10461

FMS-Middletown Dialysis Center
Facility ID 4091
220 Crystal Run Road
Middletown, New York 10940



20240425

Acting Deputy Commissioner, Office of
Primary Care and Health Systems

This certificate must be conspicuously displayed on the premises.



Commissioner

Facility Id. 3414
Certificate No. 7002176R

State of New York
Department of Health
Office of Primary Care and Health Systems Management

OPERATING CERTIFICATE

Diagnostic and Treatment Center

FMS-Southern Manhattan Dialysis Center

510-526 Avenue of the Americas

New York, New York 10011

Operator: New York Dialysis Services Inc

Operator Class: Proprietary Business Corporation

Effective Date: 04/02/2024

Expiration Date: NONE

Has been granted this Operating Certificate pursuant to Article 28 of the Public Health Law for the service(s) specified:

Other Authorized Locations

FMS-Morris Park
Facility ID 4492
1325 Morris Park Avenue
Bronx, New York 10461

FMS-Queens Artifical Kidney Center
Facility ID 1662
34-35 70th Street
Jackson Heights, New York 11372

FMS-Southern Westchester Dialysis Center
Facility ID 4247
44 Vark Street
Yonkers, New York 10701

Freedom Center of Rochester
Facility ID 9791
100 Meridian Centre
Rochester, New York 14618

Fresenius Kidney Care - Commack
Facility ID 13951
6300 Jericho Turnpike
Commack, New York 11725

Fresenius Kidney Care - Queens Village
Facility ID 15240
220-03 Hillside Avenue
Queens Village, New York 11362

FMS-Nephro Care West
Facility ID 4851
358-362 4th Avenue
Brooklyn, New York 11215

FMS-Queens Kidney Care
Facility ID 10270
60-40 Fresh Pond Road
Maspeth, New York 11378

FMS-St. Alban's Dialysis Center
Facility ID 7799
172-70 Baisley Blvd
Jamaica, New York 11434

Fresenius Kidney Care - Batavia
Facility ID 10287
4185 Veterans Memorial Drive
Batavia, New York 14020

Fresenius Kidney Care - Hornell
Facility ID 10046
1 Bethesda Drive
North Hornell, New York 14843

Fresenius Kidney Care - Saratoga Springs
Facility ID 9774
373 Church Street
Saratoga Springs, New York 12866

FMS-Nephro-Care
Facility ID 3895
1402 Atlantic Avenue
Brooklyn, New York 11236

FMS-Soundshore Dialysis Center
Facility ID 6149
16 Guion Place
New Rochelle, New York 10801

Freedom Center of Clifton Park
Facility ID 15217
1785 Route 9
Clifton Park, New York 12065

Fresenius Kidney Care - Bay Shore
Facility ID 9770
929 Sunrise Highway
Bay Shore, New York 11706

Fresenius Kidney Care - Kings County South
Facility ID 15190
420 Avenue P
Brooklyn, New York 11223

Fresenius Kidney Care - Wheatfield
Facility ID 9237
3909 Forest Parkway
North Tonawanda, New York 14120

FMS-Niskayuna Dialysis Center
Facility ID 9603
2345 Nott Street East
Niskayuna, New York 12309

FMS-South Queens Dialysis Center
Facility ID 3577
175-37 Liberty Avenue
Jamaica, New York 11433

Freedom Center of Queens
Facility ID 9957
176-35 Union Turnpike
Fresh Meadows, New York 11366

Fresenius Kidney Care - Centereach Dialysis Center.
Facility ID 9780
1500 Middle Country Road
Centereach, New York 11720

Fresenius Kidney Care - Lindenhurst
Facility ID 10049
185 South Tenth Street
Lindenhurst, New York 11757

Fresenius Kidney Care Hempstead
Facility ID 3137
615 Peninsula Boulevard
Hempstead, New York 11550



20240425

Acting Deputy Commissioner, Office of
Primary Care and Health Systems

This certificate must be conspicuously displayed on the premises.



Commissioner

Facility Id. 3414
Certificate No. 7002176R

State of New York
Department of Health
Office of Primary Care and Health Systems Management

OPERATING CERTIFICATE

Diagnostic and Treatment Center

FMS-Southern Manhattan Dialysis Center

510-526 Avenue of the Americas

New York, New York 10011

Operator: New York Dialysis Services Inc

Operator Class: Proprietary Business Corporation

Effective Date: 04/02/2024

Expiration Date: NONE

Has been granted this Operating Certificate pursuant to Article 28 of the Public Health Law for the service(s) specified:

Other Authorized Locations

Fresenius Kidney Care North Bellmore
Facility ID 5701
250 Pettit Avenue
North Bellmore, New York 11710

Fresenius Kidney Care - Degraw Street
Facility ID 9988
595 Degraw Street
Brooklyn, New York 11217



Acting Deputy Commissioner, Office of
Primary Care and Health Systems



Commissioner

This certificate must be conspicuously displayed on the premises.

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, on this 4th day of December 2025, approves the filing of the following Certificate of Assumed Names as attached:

Fresenius Kidney Care – Home Dialysis of the Bronx

Fresenius Kidney Care – Woodstock Bronx
Dialysis Center

Fresenius Kidney Care – Norwood Dialysis Center

Fresenius Kidney Care – Park Slope Dialysis Center

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, on this 4th day of December 2025, approves the filing of the following Amended Certificate of Assumed Names as attached:

Fresenius Kidney Care – Hutchinson Metro Center Dialysis

Fresenius Kidney Care – Morris Park Dialysis Center

Fresenius Kidney Care – St. Albans Dialysis Center

Fresenius Kidney Care – Greenwich Village Dialysis Center

Fresenius Kidney Care – East Harlem Dialysis Center

Fresenius Kidney Care – South Slope Dialysis Center

Fresenius Kidney Care – Crown Heights Dialysis Center

Fresenius Kidney Care – Bensonhurst Dialysis Center

Fresenius Kidney Care – Maspeth Dialysis Center

Fresenius Kidney Care – Jackson Heights Dialysis Center

Fresenius Kidney Care – Home Dialysis of Queens

Fresenius Kidney Care – Jamaica Queens Dialysis Center

Fresenius Kidney Care – Centereach Dialysis Center

Fresenius Kidney Care – Port Jefferson Station Dialysis Center

Fresenius Kidney Care – Bay Shore Dialysis Center

Fresenius Kidney Care – Park Hill Dialysis Center

Fresenius Kidney Care – New Rochelle Dialysis Center

Fresenius Kidney Care – Bayside Dialysis Center

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: November 6, 2025

SUBJECT: Approval of the Proposed Mergers of Clifton Springs Hospital & Clinic Foundation, Inc., United Memorial Medical Center Foundation, Inc., and Newark-Wayne Community Hospital Foundation, Inc. into The Rochester Regional Health Foundation

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 Eric J., Bach, Esq. of Harris Beach Murtha Cullina PLLC, counsel for the applicant, to the Public Health and Health Planning Council dated April 8, 2025;
- 3) A photocopy of the executed proposed Certificate of Merger of Clifton Springs Hospital & Clinic Foundation, Inc. and Rochester Regional Health Foundation into Rochester Regional Health Foundation dated March 12, 2025.
- 4) A photocopy of the executed proposed Certificate of Merger of United Memorial Medical Center Foundation, Inc. and Rochester Regional Health Foundation into Rochester Regional Health Foundation dated March 12, 2025.
- 5) A photocopy of the executed proposed Certificate of Merger of Newark-Wayne Community Hospital Foundation, Inc. and Rochester Regional Health Foundation into Rochester Regional Health Foundation dated March 12, 2025.
- 6) A certified copy of the Resolution of the Board of Directors of Rochester Regional Health Foundation dated October 16, 2024 authorizing the three mergers and attachments thereto which include:
 - a. Plan of Merger – Clifton Springs Hospital & Clinic Foundation
 - b. Plan of Merger- United Memorial Medical Center Foundation

- c. Plan of Merger- Newark-Wayne Community Hospital Foundation
 - d. Certificate of Merger – Clifton Springs Hospital & Clinic Foundation
 - e. Certificate of Merger- United Memorial Medical Center Foundation
 - f. Certificate of Merger- Newark-Wayne Community Hospital Foundation
 - g. Verified Petition to New York State Attorney General – Clifton Springs Hospital & Clinic Foundation
 - h. Verified Petition to New York State Attorney General - United Memorial Medical Center Foundation
 - i. Verified Petition to New York State Attorney General - Newark-Wayne Community Hospital Foundation;
- 7) A certified copy of the Resolutions of Rochester Regional Health as the Sole Member of Rochester Regional Health Foundation dated December 18, 2024 authorizing the transaction;
 - 8) A certified copy of the Restated Certificate of Incorporation of Rochester General Hospital Foundation, Inc., executed June 26, 2014, with approvals;
 - 9) A certified copy of the Certificate of Merger of Unity Health System Foundation and Rochester General Hospital Foundation, Inc., into Rochester General Hospital Foundation, Inc., executed November 16, 2016, with approvals;
 - 10) A certified copy of the Resolutions of the Clifton Springs Hospital & Clinic as the Sole Member of Clifton Springs Hospital & Clinic Foundation, Inc. dated November 25, 2024, authorizing the transaction;
 - 11) A certified copy of the Resolutions of the Board of Directors of Clifton Springs Hospital & Clinic Foundation Inc. dated November 25, 2024;
 - 12) Merger Agreement between Rochester Regional Health Foundation and Clifton Springs Hospital & Clinic Foundation, Inc. dated March 12, 2025;
 - 13) A certified copy of the Resolutions of the Board of Directors of Newark Wayne Community Hospital Foundation dated October 7, 2024;
 - 14) A certified copy of the Resolutions of Newark-Wayne Community Hospital as the Sole Member of Newark Wayne Community Hospital Foundation dated November 25, 2024.
 - 15) Merger Agreement between Rochester Regional Health Foundation and Newark Wayne Community Hospital Foundation dated March 12, 2025;
 - 16) A certified copy of the Resolutions of the Board of Directors of United Memorial Medical Center Foundation Inc. dated October 2, 2024;
 - 17) A certified copy of the Resolutions of United Memorial Medical Center as the Sole Member of United Memorial Medical Center Foundation Inc. dated October 23, 2024;
 - 18) Merger Agreement between Rochester Regional Health Foundation and United Memorial Medical Center Foundation Inc. dated March 12, 2025;
 - 19) List of Rochester Regional Health Foundation's Fundraising Practices.

Attachments

cc: J. Corvino



MEMORANDUM

To: Public Health and Health Planning Council

From: Kathy Marks
General Counsel
Division of Legal Affairs

Date: November 6, 2025

Subject: Approval of the Proposed Mergers of Clifton Springs Hospital & Clinic Foundation, Inc., United Memorial Medical Center Foundation, Inc., and Newark-Wayne Community Hospital Foundation, Inc. into The Rochester Regional Health Foundation

Rochester Regional Health Foundation ("RRH Foundation"), Clifton Springs Hospital & Clinic Foundation, Inc. ("CSHCF"), United Memorial Medical Center Foundation, Inc. ("UMMCF"), and Newark-Wayne Community Hospital Foundation, Inc. ("NWCHF") request Public Health and Health Planning Council approval of their proposed Certificates of Merger in accordance with the requirements of section 909 of the Not-For-Profit Corporation Law.

RRH Foundation is a not-for-profit corporation formed in 1978 under the name Rochester General Hospital Foundation, Inc. Its corporate purpose, as amended in 2017, is to solicit and invest funds to benefit Rochester Regional Health and its affiliates.

CSHCF is a not-for-profit corporation formed in 1998 under the name Clifton Springs Hospital & Clinic Foundation, Inc, for the purpose of soliciting contributions for the benefit of The Clifton Springs Sanitarium Company, doing business as the Clifton Springs Hospital & Clinic.

UMMCF is a not-for-profit corporation formed in 1984 for the purpose of soliciting contributions for the benefit of United Memorial Medical Center and its affiliated entities and successors.

NWCHF is a not-for-profit corporation formed in 1988 under the name Newark-Wayne Community Hospital Foundation, Inc., for the purpose of soliciting contributions for the benefit of the Newark-Wayne Community Hospital, Inc.

As Rochester Regional Health has become the active parent and co-operator of Clifton Springs Hospital & Clinic, United Memorial Medical Center, and Newark-Wayne Community Hospital, the Board of Directors of RRH Foundation now seek to merge CSHCF, UMMCF and NWCHF into RRH Foundation, with RRH Foundation being the surviving entity. No changes will be made to RRH Foundation's Certificate of Incorporation as a result of these mergers. RRH Foundation's fundraising practices will include individual giving, major gifts, planned giving, corporate partnerships, grant writing and application submission, special events, community campaigns and digital fundraising.

There is no legal objection to: (1) the proposed Certificate of Merger of CSHCF and RRH Foundation into RRH Foundation; (2) the proposed Certificate of Merger of UMMCF and RRH Foundation into RRH Foundation; or (3) the proposed Certificate of Merger of NWCHF and RRH Foundation into RRH Foundation; and they are in legally acceptable form.

Attachments.

HARRIS BEACH MURTHA
ATTORNEYS AT LAW

April 8, 2025

99 GARNSEY ROAD
PITTSFORD, NEW YORK 14534
585.419.8800

Ms. Colleen M. Leonard, Executive Secretary
Public Health and Health Planning Council
NEW YORK STATE DEPARTMENT OF HEALTH
Corning Tower, Room 1805
Empire State Plaza
Albany, New York 12237

ERIC J. BACH
MEMBER
DIRECT: (585).419.8615
FAX: 585.419.8801
EBACH@HARRISBEACHMURTHA.COM

RE: ROCHESTER REGIONAL HEALTH FOUNDATION
(Monroe County)
CLIFTON SPRINGS HOSPITAL & CLINIC FOUNDATION, INC.
(Ontario County)
UNITED MEMORIAL MEDICAL CENTER FOUNDATION, INC.
(Genesee County)
NEWARK-WAYNE COMMUNITY HOSPITAL FOUNDATION, INC.
(Wayne County)

PROPOSED MERGERS OF CHARITABLE FOUNDATIONS
REQUEST FOR NO OBJECTION LETTER

Dear Ms. Leonard:

We represent Rochester Regional Health Foundation ("RRH Foundation"), Clifton Springs Hospital & Clinic Foundation, Inc. ("CSHCF"), United Memorial Medical Center Foundation, Inc. ("UMMCF"), and Newark-Wayne Community Hospital Foundation, Inc. ("NWCHF"), which are proposing three (3) corporate mergers. Under the Plans of Merger, CSHCF, NWCHF and UMMCF will be merged with and into RRH Foundation, with RRH Foundation being the Surviving Corporation. When the mergers become effective, the separate existence of CSHCF, UMMCF, and NWCHF shall cease and be merged into RRH Foundation, which as the surviving corporation, shall possess all the assets, rights, privileges, immunities, powers and purposes of each of the constituent corporations and shall assume and be liable for all of their debts, liabilities, obligations and penalties. At the time the merger becomes effective, the Certificate of Incorporation of RRH Foundation, as the surviving corporation, shall not be amended and the Bylaws of RRH Foundation will remain in effect.

A similar merger took place in 2017, when Unity Health System Foundation merged with and into Rochester General Hospital Foundation, Inc., precursor to RRH Foundation. The Department of Health issued a "no legal objection" letter noting the "proposed merger, slated to be effective January 1, 2017, 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, since the Certificate of Merger does not add, change or delete a purpose from the Certificate of Incorporation of Rochester General Hospital Foundation, Inc., the surviving corporation, that required the consent of the Public Health and Health Planning Council or the

April 8, 2025

Page 2

Commissioner of Health". A copy of the Department's letter, dated October 26, 2016, appears as **Exhibit A**.

Background

Rochester Regional Health ("RRH" or the "System") is the health care system created under CON Project No. 141018-E. RRH became the active parent and co-operator of the licensed health care affiliates of both Rochester General Health System ("RGHS") and Unity Health System ("UHS") on July 1, 2014.¹ The System subsequently become the active parent and co-operator of Clifton Springs Hospital & Clinic ("CSHC") under CON Project No. 142009-E and the active parent and co-operator of United Memorial Medical Center ("UMMC") under CON Project No. 142041-E.² The aforementioned merger of the UHS Foundation and the RGH Foundation took place in 2017. RRH is the sole member of CSHC, Newark-Wayne Community Hospital ("NWCH") and UMMC and each of those Hospitals is the sole member of their respective Foundations.

Please find attached relevant legal documents for:

- Rochester Regional Health and Rochester Regional Health Foundation;
- Clifton Springs Hospital & Clinic and Clifton Springs Hospital & Clinic Foundation, Inc.;
- United Memorial Medical Center and United Memorial Medical Center Foundation, Inc.;
- and
- Newark-Wayne Community Hospital and Newark-Wayne Community Hospital Foundation, Inc.

Please feel free to contact me if you have any questions. Thank you.

Sincerely,

Harris Beach Murtha Cullina PLLC

By: 

Eric J. Bach, Esq., Member

Enclosures

cc: Dr. Richard Davis, President and CEO, RRH
Frank M. Cicero, Cicero Consulting Associates

¹ Newark-Wayne Community Hospital was an affiliate of RGHS at the time of the establishment of RRH in 2014.

² Pursuant to CON Project No. 202061, PHHPC issued approval to establish RRH as the sole corporate member and active parent of St. Lawrence Health System (SLHS). SLHS is the sole corporate member, active parent and co-operator of Canton-Potsdam Hospital (CPH), Gouverneur Hospital (GH), and Massena Hospital (MH) (collectively, the "Hospitals"); and RRH as the co-active parent and co-operator of the Hospitals. The SLHS transaction had an effective date of January 1, 2021. The Canton-Hospital Foundation, Inc. is not part of this merger transaction.

**CERTIFICATE OF MERGER
OF
CLIFTON SPRINGS HOSPITAL & CLINIC FOUNDATION, INC.
AND
ROCHESTER REGIONAL HEALTH FOUNDATION
INTO
ROCHESTER REGIONAL HEALTH FOUNDATION**

Under Section 904 of the Not-for-Profit Corporation Law

The undersigned, being the Chair of the Board of Rochester Regional Health Foundation and the Chair of the Board of Clifton Springs Hospital & Clinic Foundation, Inc., respectively, do hereby certify:

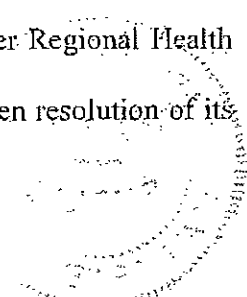
1. The names of the constituent corporations are Rochester Regional Health Foundation and Clifton Springs Hospital & Clinic Foundation, Inc. The surviving corporation shall be Rochester Regional Health Foundation.

2. The sole member of Rochester Regional Health Foundation is Rochester Regional Health. The sole member of Clifton Springs Hospital & Clinic Foundation, Inc. is The Clifton Springs Sanitarium Company d/b/a Clifton Springs Hospital & Clinic. Neither of the constituent corporations has any holders of certificates evidencing capital contributions or subventions.

3. The Certificate of Incorporation of the surviving corporation shall not be amended.

4. The Certificate of Incorporation of Rochester Regional Health Foundation was filed by the Department of State on August 10, 1978. The Certificate of Incorporation of Clifton Springs Hospital & Clinic Foundation, Inc. was filed by the Department of State on August 18, 1978.

5. The proposed merger was authorized with respect to Rochester Regional Health Foundation by the affirmative vote of its Board of Directors and by the written resolution of its



sole member. The proposed merger was authorized with respect to Clifton Springs Hospital & Clinic Foundation, Inc. by the affirmative vote of its Board of Directors and by the written resolution of its sole member.

IN WITNESS WHEREOF, the undersigned have subscribed this Certificate of Merger this 12 day of March, 2025.

April Beadling

APRIL BEADLING
Notary Public - State of New York
No. 01BE6360740
Qualified in Monroe County
My Commission Expires 06/26/2025

Rochester Regional Health Foundation

By: *Elizabeth Patton*
Name: Elizabeth Patton, Ph.D.
Title: Chair of the Board.

Clifton Springs Hospital & Clinic Foundation, Inc.

By: *Elizabeth Patton*
Name: Elizabeth Patton, Ph.D.
Title: Chair of the Board.



**CERTIFICATE OF MERGER
OF
UNITED MEMORIAL MEDICAL CENTER FOUNDATION, INC.
AND
ROCHESTER REGIONAL HEALTH FOUNDATION
INTO
ROCHESTER REGIONAL HEALTH FOUNDATION**

Under Section 904 of the Not-for-Profit Corporation Law

The undersigned, being the Chair of the Board of Rochester Regional Health Foundation and the Chair of the Board of United Memorial Medical Center Foundation, Inc., respectively, do hereby certify:

1. The names of the constituent corporations are Rochester Regional Health Foundation and United Memorial Medical Center Foundation, Inc. The surviving corporation shall be Rochester Regional Health Foundation.

2. The sole member of Rochester Regional Health Foundation is Rochester Regional Health. The sole member of United Memorial Medical Center Foundation, Inc. is United Memorial Medical Center. Neither of the constituent corporations has any holders of certificates evidencing capital contributions or subventions.

3. The Certificate of Incorporation of the surviving corporation shall not be amended.

4. The Certificate of Incorporation of Rochester Regional Health Foundation was filed by the Department of State on August 10, 1978. The Certificate of Incorporation of United Memorial Medical Center Foundation, Inc. was filed by the Department of State on October 16, 1984.

5. The proposed merger was authorized with respect to Rochester Regional Health Foundation by the affirmative vote of its Board of Directors and by the written resolution of its

sole member. The proposed merger was authorized with respect to United Memorial Medical Center Foundation, Inc. by the affirmative vote of its Board of Directors and by the written resolution of its sole member:

IN WITNESS WHEREOF, the undersigned have subscribed this Certificate of Merger this 12 day of March, 2025.

April Beadling

APRIL BEADLING
Notary Public - State of New York
No: 01BE6360740
Qualified in Monroe County
My Commission Expires 06/26/2025

Rochester Regional Health Foundation

By: *Elizabeth Patton*
Name: Elizabeth Patton, Ph.D.
Title: Chair of the Board

United Memorial Medical Center Foundation, Inc.

By: *Elizabeth Patton*
Name: Elizabeth Patton, Ph.D.
Title: Chair of the Board

**CERTIFICATE OF MERGER
OF
NEWARK-WAYNE COMMUNITY HOSPITAL FOUNDATION, INC.
AND
ROCHESTER REGIONAL HEALTH FOUNDATION
INTO
ROCHESTER REGIONAL HEALTH FOUNDATION**

Under Section 904 of the Not-for-Profit Corporation Law

The undersigned, being the Chair of the Board of Rochester Regional Health Foundation and the Chair of the Board of Newark-Wayne Community Hospital Foundation, Inc., respectively, do hereby certify:

1. The names of the constituent corporations are Rochester Regional Health Foundation and Newark-Wayne Community Hospital Foundation, Inc. The surviving corporation shall be Rochester Regional Health Foundation.

2. The sole member of Rochester Regional Health Foundation is Rochester Regional Health. The sole member of Newark-Wayne Community Hospital Foundation, Inc. is Newark-Wayne Community Hospital. Neither of the constituent corporations has any holders of certificates evidencing capital contributions or subventions.

3. The Certificate of Incorporation of the surviving corporation shall not be amended.

4. The Certificate of Incorporation of Rochester Regional Health Foundation was filed by the Department of State on August 10, 1978. The Certificate of Incorporation of Newark-Wayne Community Hospital Foundation, Inc. was filed by the Department of State on August 16, 1988.

5. The proposed merger was authorized with respect to Rochester Regional Health Foundation by the affirmative vote of its Board of Directors and by the written resolution of its

sole member. The proposed merger was authorized with respect to Newark-Wayne Community Hospital Foundation, Inc. by the affirmative vote of its Board of Directors and by the written resolution of its sole member.

IN WITNESS WHEREOF, the undersigned have subscribed this Certificate of Merger this 12 day of March, 2025.

Rochester Regional Health Foundation.

April Beadling

APRIL BEADLING
Notary Public - State of New York
No. 01BE6360740
Qualified in Monroe County
My Commission Expires 06/26/2025

By: *Elizabeth Patton*
Name: Elizabeth Patton, Ph.D.
Title: Chair of the Board

Newark-Wayne Community Hospital Foundation,
Inc.

By: *Elizabeth Patton*
Name: Elizabeth Patton, Ph.D.
Title: Chair of the Board

**RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF
ROCHESTER REGIONAL HEALTH FOUNDATION**

October 16, 2024

WHEREAS, the Board of Directors of Rochester Regional Health Foundation (the “RRHF”) has determined that it is in the best interest of RRHF to undertake corporate mergers with the following entities: Clifton Springs Hospital & Clinic Foundation Inc. (“CSHCF”), United Memorial Medical Center Foundation Inc. (“UMMCF”), and Newark Wayne Community Hospital Foundation (“NWCHF”);

NOW, THEREFORE, it is hereby by the Board of Directors of RRHF:

RESOLVED, that the mergers of RRHF with CSHCF, UMMCF, and NWCHF, respectively, are authorized and approved; and it is further

RESOLVED, that the Plan of Merger with CSHCF attached to these Resolutions as Attachment No. 1 is adopted; and it is further

RESOLVED, that the Plan of Merger with UMMCF attached to these Resolutions as Attachment No. 2 is adopted; and it is further

RESOLVED, that the Plan of Merger with NWCHF attached to these Resolutions as Attachment No. 3 is adopted; and it is further

RESOLVED, that the Certificate of Merger with CSHCF attached to these Resolutions as Attachment No. 4 is approved; and it is further

RESOLVED, that the Certificate of Merger with UMMCF attached to these Resolutions as Attachment No. 5 is approved; and it is further

RESOLVED, that the Certificate of Merger with NWCHF attached to these Resolutions as Attachment No. 6 is approved; and it is further

RESOLVED, that the Verified Petition to the New York State Attorney General with CSHCF attached to these Resolutions as Attachment No. 7 (which will seek approval of the Plan of Merger and authorization to file the Certificate of Merger with the New York Department of State) is approved; and it is further

RESOLVED, that the Verified Petition to the New York State Attorney General with UMMCF attached to these Resolutions as Attachment No. 8 (which will seek approval of the Plan of Merger and authorization to file the Certificate of Merger with the New York Department of State) is approved; and it is further

RESOLVED, that the Verified Petition to the New York State Attorney General with NWCHF attached to these Resolutions as Attachment No. 9 (which will seek approval of the Plan of Merger and authorization to file the Certificate of Merger with the New York Department of State) is approved; and it is further

RESOLVED, that the proposed mergers, a copy of these Resolutions, the Plans of Merger attached hereto as Attachments No. 1, 2 and 3, the Certificates of Merger attached hereto as Attachments No. 4, 5 and 6, and the Verified Petitions to the New York State Attorney General attached hereto as Attachments No. 7, 8 and 9 shall be submitted to the next meeting of the Board of Directors of Rochester Regional Health (the "Sole Member") so that it may approve them in its capacity as the Sole Member of RRHF, in accordance with the powers reserved to said Member in RRHF's Certificate of Incorporation and Bylaws; and it is further

RESOLVED, that the directors, officers, employees and agents of RRHF are authorized and empowered to execute the documents attached to these Resolutions as Attachments 1-9, and to take such other actions in the name of and on behalf of RRHF as they or any one of them may deem necessary, desirable, advisable or appropriate to effectuate, carry out or further the merger contemplated by the foregoing Resolutions; and it is further

RESOLVED, that any and all actions heretofore taken by the directors, officers, employees and agents of RRHF and their designees in furtherance of the merger contemplated by the foregoing Resolutions are hereby acknowledged, ratified, affirmed, approved and adopted as actions in the name of and on behalf of RRHF.

SECRETARY'S CERTIFICATE

The undersigned, being the Secretary of Rochester Regional Health Foundation, does hereby certify that the foregoing is a true copy of the Resolutions adopted by the Board of Directors of said Foundation at a meeting duly held on October 16 2024, and further certifies that said Resolutions have not been amended or repealed as of the date hereof.

Dated: Oct 24, 2024


Elizabeth Patton, Secretary

List of Attachments

Attachment No. 1	-	Plan of Merger - CSHCF
Attachment No. 2	-	Plan of Merger - UMMCF
Attachment No. 3	-	Plan of Merger - NWCHF
Attachment No. 4	-	Certificate of Merger - CSHCF
Attachment No. 5	-	Certificate of Merger - UMMCF
Attachment No. 6	-	Certificate of Merger - NWCHF
Attachment No. 7	-	Verified Petition to NYS Attorney General – CSHCF
Attachment No. 8	-	Verified Petition to NYS Attorney General – UMMCF
Attachment No. 9	-	Verified Petition to NYS Attorney General – NWCHF

**PLAN OF MERGER
OF
CLIFTON SPRINGS HOSPITAL & CLINIC FOUNDATION, INC.
AND
ROCHESTER REGIONAL HEALTH FOUNDATION
INTO
ROCHESTER REGIONAL HEALTH FOUNDATION**

1. The names of the constituent corporations participating in the merger are Rochester Regional Health Foundation and Clifton Springs Hospital Clinic Foundation, Inc. The surviving corporation shall be Rochester Regional Health Foundation.

2. The sole member of Rochester Regional Health Foundation is Rochester Regional Health. The sole member of Clifton Springs Hospital Clinic Foundation, Inc. is The Clifton Springs Sanitarium Company d/b/a Clifton Springs Hospital & Clinic. Neither of the constituent corporations has any holders of certificates evidencing capital contributions or subventions.

3. The merger shall be effective immediately upon the filing of a Certificate of Merger with the New York Department of State. When the merger becomes effective, the separate existence of Clifton Springs Hospital Clinic Foundation, Inc. shall cease and be merged into Rochester Regional Health Foundation, which, as the surviving corporation, shall possess all the assets, rights, privileges, immunities, powers and purposes of each of the constituent corporations and shall assume and be liable for all of their debts, liabilities, obligations and penalties.

4. At the time the merger becomes effective, the Certificate of Incorporation of Rochester Regional Health Foundation, as the surviving corporation, shall not be amended.

5. After the merger becomes effective, the Bylaws of Rochester Regional Health Foundation will remain in effect, Rochester Regional Health will remain the sole member

of Rochester Regional Health Foundation, and the Board of Directors and corporate officers of Rochester Regional Health Foundation will be those set forth on Exhibit A.

6. As surviving corporation, Rochester Regional Health Foundation shall pay all expenses of carrying this Plan of Merger into effect and of accomplishing the merger, provided that if the merger is abandoned in accordance with paragraph 7 below, Clifton Springs Hospital Clinic Foundation, Inc. shall reimburse Rochester Regional Health Foundation for one-half (1/2) of all such expenses.

7. At any time prior to the effective date of the merger, either constituent corporation may abandon this Plan of Merger if abandonment is authorized by its Board of Directors. The filing of the Certificate of Merger with the New York Department of State shall conclusively establish that this Plan has not been abandoned.

IN WITNESS WHEREOF, the undersigned have subscribed this Plan of Merger this ____ day of _____, 2025.

Rochester Regional Health Foundation

By: _____
Name: Leon T. Sawyko, Esq.
Title: Chair of the Board

Clifton Springs Hospital Clinic Foundation,
Inc.

By: _____
Name: Robert Woodhouse
Title: Chair of the Board

EXHIBIT A

ROCHESTER REGIONAL HEALTH FOUNDATION BOARD OF DIRECTORS

2024-25

Revised Slate for Merged Board: DRAFT

OFFICERS

Chair	Elizabeth Patton, Ph.D.
Vice Chair	Tracy Ford
Secretary	Bob Woodhouse
Treasurer	C.J. Britt
Medical Liaison	Tim Malins, M.D.

Corporate Officers:

President & CEO	Richard "Chip" Davis, PhD*
Foundation President	Kelly Gagan

BOARD OF DIRECTORS

Class of 2025

Cindy Christy, MD
Joyce Haag
Lois Irwin
Christine Lachnicht
Nicholas J. Loffredo, DO
Chris Mullen
Tom Riley
Judith Watt
Kathy Schumacher
Jim Vazzana
Bob Woodhouse**

Class of 2026

C.J. Britt**
Cheryl DeMeyers
Tracy Ford**
Rahul Kohli
Rick Machemer
Jessica Patnode, RN
Elizabeth Patton, PhD**
Leon Sawyko, Esq.**
Bill Young
Lew Zulick, MD

Class of 2027

David Germano
Jake Hale
Danielle Howard
Tad Mack
Tim Malins, MD**
Rashondra Martin, Esq.
Jan Plumb
Hank Stuart **
Lauren Whiting
Shelby VanderBrook

**Ex Officio*

***Member of Executive Committee*

**PLAN OF MERGER
OF
UNITED MEMORIAL MEDICAL CENTER FOUNDATION, INC.
AND
ROCHESTER REGIONAL HEALTH FOUNDATION
INTO
ROCHESTER REGIONAL HEALTH FOUNDATION**

1. The names of the constituent corporations participating in the merger are Rochester Regional Health Foundation and United Memorial Medical Center Foundation, Inc. The surviving corporation shall be Rochester Regional Health Foundation.

2. The sole member of Rochester Regional Health Foundation is Rochester Regional Health. The sole member of United Memorial Medical Center Foundation, Inc. is United Memorial Medical Center. Neither of the constituent corporations has any holders of certificates evidencing capital contributions or subventions.

3. The merger shall be effective immediately upon the filing of a Certificate of Merger with the New York Department of State. When the merger becomes effective, the separate existence of United Memorial Medical Center Foundation, Inc. shall cease and be merged into Rochester Regional Health Foundation, which, as the surviving corporation, shall possess all the assets, rights, privileges, immunities, powers and purposes of each of the constituent corporations and shall assume and be liable for all of their debts, liabilities, obligations and penalties.

4. At the time the merger becomes effective, the Certificate of Incorporation of Rochester Regional Health Foundation, as the surviving corporation, shall not be amended.

5. After the merger becomes effective, the Bylaws of Rochester Regional Health Foundation will remain in effect, Rochester Regional Health will remain the sole member

of Rochester Regional Health Foundation, and the Board of Directors and corporate officers of Rochester Regional Health Foundation will be those set forth on Exhibit A.

6. As surviving corporation, Rochester Regional Health Foundation shall pay all expenses of carrying this Plan of Merger into effect and of accomplishing the merger, provided that if the merger is abandoned in accordance with paragraph 7 below, United Memorial Medical Center Foundation, Inc. shall reimburse Rochester Regional Health Foundation for one-half (1/2) of all such expenses.

7. At any time prior to the effective date of the merger, either constituent corporation may abandon this Plan of Merger if abandonment is authorized by its Board of Directors. The filing of the Certificate of Merger with the New York Department of State shall conclusively establish that this Plan has not been abandoned.

IN WITNESS WHEREOF, the undersigned have subscribed this Plan of Merger this ____ day of _____, 2025.

Rochester Regional Health Foundation

By: _____
Name: Leon T. Sawyko, Esq.
Title: Chair of the Board

United Memorial Medical Center
Foundation, Inc.

By: _____
Name: Tracy Ford
Title: President

EXHIBIT A

ROCHESTER REGIONAL HEALTH FOUNDATION BOARD OF DIRECTORS

2024-25

Revised Slate for Merged Board: DRAFT

OFFICERS

Chair	Elizabeth Patton, Ph.D.
Vice Chair	Tracy Ford
Secretary	Bob Woodhouse
Treasurer	C.J. Britt
Medical Liaison	Tim Malins, M.D.

Corporate Officers:

President & CEO	Richard "Chip" Davis, PhD*
Foundation President	Kelly Gagan

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Hank Stuart **
Lauren Whiting
Shelby VanderBrook

**Ex Officio*

***Member of Executive Committee*

**PLAN OF MERGER
OF
NEWARK-WAYNE COMMUNITY HOSPITAL FOUNDATION, INC.
AND
ROCHESTER REGIONAL HEALTH FOUNDATION
INTO
ROCHESTER REGIONAL HEALTH FOUNDATION**

1. The names of the constituent corporations participating in the merger are Rochester Regional Health Foundation and Newark-Wayne Community Hospital Foundation, Inc. The surviving corporation shall be Rochester Regional Health Foundation.

2. The sole member of Rochester Regional Health Foundation is Rochester Regional Health. The sole member of Newark-Wayne Community Hospital Foundation, Inc. is Newark-Wayne Community Hospital. Neither of the constituent corporations has any holders of certificates evidencing capital contributions or subventions.

3. The merger shall be effective immediately upon the filing of a Certificate of Merger with the New York Department of State. When the merger becomes effective, the separate existence of Newark-Wayne Community Hospital Foundation, Inc. shall cease and be merged into Rochester Regional Health Foundation, which, as the surviving corporation, shall possess all the assets, rights, privileges, immunities, powers and purposes of each of the constituent corporations and shall assume and be liable for all of their debts, liabilities, obligations and penalties.

4. At the time the merger becomes effective, the Certificate of Incorporation of Rochester Regional Health Foundation, as the surviving corporation, shall not be amended.

5. After the merger becomes effective, the Bylaws of Rochester Regional Health Foundation will remain in effect, Rochester Regional Health will remain the sole member

of Rochester Regional Health Foundation, and the Board of Directors and corporate officers of Rochester Regional Health Foundation will be those set forth on Exhibit A.

6. As surviving corporation, Rochester Regional Health Foundation shall pay all expenses of carrying this Plan of Merger into effect and of accomplishing the merger, provided that if the merger is abandoned in accordance with paragraph 7 below, Newark-Wayne Community Hospital Foundation, Inc. shall reimburse Rochester Regional Health Foundation for one-half (1/2) of all such expenses.

7. At any time prior to the effective date of the merger, either constituent corporation may abandon this Plan of Merger if abandonment is authorized by its Board of Directors. The filing of the Certificate of Merger with the New York Department of State shall conclusively establish that this Plan has not been abandoned.

IN WITNESS WHEREOF, the undersigned have subscribed this Plan of Merger this ____ day of _____, 2025.

Rochester Regional Health Foundation

By: _____
Name: Leon T. Sawyko, Esq.
Title: Chair of the Board

Newark-Wayne Community Hospital
Foundation, Inc.

By: _____
Name: Hank Stuart
Title: Chair of the Board

EXHIBIT A

**ROCHESTER REGIONAL HEALTH FOUNDATION
BOARD OF DIRECTORS**

2024-25

Revised Slate for Merged Board: DRAFT

OFFICERS

Chair	Elizabeth Patton, Ph.D.
Vice Chair	Tracy Ford
Secretary	Bob Woodhouse
Treasurer	C.J. Britt
Medical Liaison	Tim Malins, M.D.

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President & CEO	Richard "Chip" Davis, PhD*
Foundation President	Kelly Gagan

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**Ex Officio*

***Member of Executive Committee*

**CERTIFICATE OF MERGER
OF
CLIFTON SPRINGS HOSPITAL & CLINIC FOUNDATION, INC.
AND
ROCHESTER REGIONAL HEALTH FOUNDATION
INTO
ROCHESTER REGIONAL HEALTH FOUNDATION**

Under Section 904 of the Not-for-Profit Corporation Law

The undersigned, being the Chair of the Board of Rochester Regional Health Foundation and the Chair of the Board of Clifton Springs Hospital Clinic Foundation, Inc., respectively, do hereby certify:

1. The names of the constituent corporations are Rochester Regional Health Foundation and Clifton Springs Hospital Clinic Foundation, Inc. The surviving corporation shall be Rochester Regional Health Foundation.

2. The sole member of Rochester Regional Health Foundation is Rochester Regional Health. The sole member of Clifton Springs Hospital Clinic Foundation, Inc. is The Clifton Springs Sanitarium Company d/b/a Clifton Springs Hospital & Clinic. Neither of the constituent corporations has any holders of certificates evidencing capital contributions or subventions.

3. The Certificate of Incorporation of the surviving corporation shall not be amended.

4. The Certificate of Incorporation of Rochester Regional Health Foundation was filed by the Department of State on August 10, 1978. The Certificate of Incorporation of Clifton Springs Hospital Clinic Foundation, Inc. was filed by the Department of State on August 18, 1998.

5. The proposed merger was authorized with respect to Rochester Regional Health Foundation by the affirmative vote of its Board of Directors and by the written resolution of its

sole member. The proposed merger was authorized with respect to Clifton Springs Hospital Clinic Foundation, Inc. by the affirmative vote of its Board of Directors and by the written resolution of its sole member.

IN WITNESS WHEREOF, the undersigned have subscribed this Certificate of Merger
this ____ day of _____, 2025.

Rochester Regional Health Foundation

By: _____
Name: Leon T. Sawyko, Esq.
Title: Chair of the Board

Clifton Springs Hospital Clinic Foundation, Inc.

By: _____
Name: Robert Woodhouse
Title: Chair of the Board

**CERTIFICATE OF MERGER
OF
CLIFTON SPRINGS HOSPITAL & CLINIC FOUNDATION, INC.
AND
ROCHESTER REGIONAL HEALTH FOUNDATION
INTO
ROCHESTER REGIONAL HEALTH FOUNDATION**

Under Section 904 of the Not-for-Profit Corporation Law

HARRIS BEACH MURTHA CULLINA PLLC
99 Garnsey Road
Pittsford, New York 14534

**CERTIFICATE OF MERGER
OF
UNITED MEMORIAL MEDICAL CENTER FOUNDATION, INC.
AND
ROCHESTER REGIONAL HEALTH FOUNDATION
INTO
ROCHESTER REGIONAL HEALTH FOUNDATION**

Under Section 904 of the Not-for-Profit Corporation Law

The undersigned, being the Chair of the Board of Rochester Regional Health Foundation and the President of United Memorial Medical Center Foundation, Inc., respectively, do hereby certify:

1. The names of the constituent corporations are Rochester Regional Health Foundation and United Memorial Medical Center Foundation, Inc. The surviving corporation shall be Rochester Regional Health Foundation.

2. The sole member of Rochester Regional Health Foundation is Rochester Regional Health. The sole member of United Memorial Medical Center Foundation, Inc. is United Memorial Medical Center. Neither of the constituent corporations has any holders of certificates evidencing capital contributions or subventions.

3. The Certificate of Incorporation of the surviving corporation shall not be amended.

4. The Certificate of Incorporation of Rochester Regional Health Foundation was filed by the Department of State on August 10, 1978. The Certificate of Incorporation of United Memorial Medical Center Foundation, Inc. was filed by the Department of State on October 16, 1984.

5. The proposed merger was authorized with respect to Rochester Regional Health Foundation by the affirmative vote of its Board of Directors and by the written resolution of its

sole member. The proposed merger was authorized with respect to United Memorial Medical Center Foundation, Inc. by the affirmative vote of its Board of Directors and by the written resolution of its sole member.

IN WITNESS WHEREOF, the undersigned have subscribed this Certificate of Merger this ____ day of _____, 2025.

Rochester Regional Health Foundation

By: _____
Name: Leon T. Sawyko, Esq.
Title: Chair of the Board

United Memorial Medical Center Foundation, Inc.

By: _____
Name: Tracy Ford
Title: President

**CERTIFICATE OF MERGER
OF
UNITED MEMORIAL MEDICAL CENTER FOUNDATION, INC.
AND
ROCHESTER REGIONAL HEALTH FOUNDATION
INTO
ROCHESTER REGIONAL HEALTH FOUNDATION**

Under Section 904 of the Not-for-Profit Corporation Law

HARRIS BEACH MURTHA CULLINA PLLC
99 Garnsey Road
Pittsford, New York 14534

**CERTIFICATE OF MERGER
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INTO
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Under Section 904 of the Not-for-Profit Corporation Law

The undersigned, being the Chair of the Board of Rochester Regional Health Foundation and the Chair of the Board of Newark-Wayne Community Hospital Foundation, Inc., respectively, do hereby certify:

1. The names of the constituent corporations are Rochester Regional Health Foundation and Newark-Wayne Community Hospital Foundation, Inc. The surviving corporation shall be Rochester Regional Health Foundation.

2. The sole member of Rochester Regional Health Foundation is Rochester Regional Health. The sole member of Newark-Wayne Community Hospital Foundation, Inc. is Newark-Wayne Community Hospital. Neither of the constituent corporations has any holders of certificates evidencing capital contributions or subventions.

3. The Certificate of Incorporation of the surviving corporation shall not be amended.

4. The Certificate of Incorporation of Rochester Regional Health Foundation was filed by the Department of State on August 10, 1978. The Certificate of Incorporation of Newark-Wayne Community Hospital Foundation, Inc. was filed by the Department of State on August 16, 1988.

5. The proposed merger was authorized with respect to Rochester Regional Health Foundation by the affirmative vote of its Board of Directors and by the written resolution of its

sole member. The proposed merger was authorized with respect to Newark-Wayne Community Hospital Foundation, Inc. by the affirmative vote of its Board of Directors and by the written resolution of its sole member.

IN WITNESS WHEREOF, the undersigned have subscribed this Certificate of Merger this ____ day of _____, 2025.

Rochester Regional Health Foundation

By: _____
Name: Leon T. Sawyko, Esq.
Title: Chair of the Board

Newark-Wayne Community Hospital Foundation,
Inc.

By: _____
Name: Hank Stuart
Title: Chair of the Board

**CERTIFICATE OF MERGER
OF
NEWARK-WAYNE COMMUNITY HOSPITAL FOUNDATION, INC.
AND
ROCHESTER REGIONAL HEALTH FOUNDATION
INTO
ROCHESTER REGIONAL HEALTH FOUNDATION**

Under Section 904 of the Not-for-Profit Corporation Law

**HARRIS BEACH MURTHA CULLINA PLLC
99 Garnsey Road
Pittsford, New York 14534**

ATTORNEY GENERAL OF THE STATE OF NEW YORK
COUNTY OF MONROE

-----X
In the Matter of the Application of

Rochester Regional Health Foundation and
Clifton Springs Hospital & Clinic Foundation, Inc.

VERIFIED PETITION

For Approval of Their Plan of Merger Under Section 907-b
of the Not-for-Profit Corporation Law and Authorizing the
Filing of a Certificate of Merger under Section 904 of the
Not-for-Profit Corporation Law

OAG no. _____

-----X
TO: OFFICE OF THE ATTORNEY GENERAL
144 Exchange Boulevard
Rochester, New York 14614

Petitioners, ROCHESTER REGIONAL HEALTH FOUNDATION ("RRH Foundation") and CLIFTON SPRINGS HOSPITAL & CLINIC FOUNDATION, INC. ("Clifton Springs") by Leon T. Sawyko, Esq., Chair of the Board of RRH Foundation and Robert Woodhouse, Chair of the Board of Clifton Springs, for their Verified Petition herein respectfully allege:

1. RRH Foundation, whose principal office is located in the County of Monroe, was incorporated pursuant to the Not-for-Profit Corporation Law of the State of New York ("Not-for-Profit Corporation Law") on August 10, 1978, under the name "Rochester General Hospital Foundation, Inc.". A copy of RRH Foundation's Certificate of Incorporation and all amendments are attached as **Exhibit A** hereto.

2. The names, addresses, and titles of each of the RRH Foundation's officers and directors are as follows:

Name	Address	Title
Leon T. Sawyko, Esq.	100 Kings Highway South Rochester, NY 14617	Chair of the Board
Carl Luger, Jr.	100 Kings Highway South Rochester, NY 14617	Treasurer/Secretary
Elizabeth Patton, Ph.D.	100 Kings Highway South Rochester, NY 14617	Treasurer/Secretary
Richard Davis, Ph.D.	100 Kings Highway South Rochester, NY 14617	President & CEO
Tim Malins, M.D.	100 Kings Highway South Rochester, NY 14617	Medical Liaison
Kelly Gagan	100 Kings Highway South Rochester, NY 14617	Foundation President
Louise Epstein	100 Kings Highway South Rochester, NY 14617	Director
David Germano	100 Kings Highway South Rochester, NY 14617	Director

Joyce Haag	100 Kings Highway South Rochester, NY 14617	Director
Lois Irwin	100 Kings Highway South Rochester, NY 14617	Director
Rahul Kohli	100 Kings Highway South Rochester, NY 14617	Director
Richard Machemer, Ph.D.	100 Kings Highway South Rochester, NY 14617	Director
Thomas Riley	100 Kings Highway South Rochester, NY 14617	Director
Katherine Schumacher	100 Kings Highway South Rochester, NY 14617	Director
Hank Stuart	100 Kings Highway South Rochester, NY 14617	Director
Don Twietmeyer, Esq., CPA	100 Kings Highway South Rochester, NY 14617	Director
James Vazzana	100 Kings Highway South Rochester, NY 14617	Director
Patricia Wehle	100 Kings Highway South Rochester, NY 14617	Director
Rashondra Martin, Esq.	100 Kings Highway South Rochester, NY 14617	Director
Tad Mack	100 Kings Highway South Rochester, NY 14617	Director
Danielle Howard	100 Kings Highway South Rochester, NY 14617	Director
Cynthia Christy, M.D.	100 Kings Highway South Rochester, NY 14617	Director
Elizabeth Patton, Ph.D.	100 Kings Highway South Rochester, NY 14617	Director

3. The purposes for which RRH Foundation was organized, as set forth in paragraph 4 of its Certificate of Incorporation, as amended by that certain Certificate of Merger filed on January 31, 2017 with the New York State Department of State, are as follows:

“The purpose for which the Corporation is formed is as follows: To benefit Rochester Regional Health and its not-for-profit, tax-exempt affiliates. To this end, the Corporation shall:

- (a) solicit, accept, hold, invest, reinvest and administer gifts, grants, bequests, contributions, devises, benefits of trusts, endowments and property of any kind, without limitation as to amount or value, for the foregoing purposes;
- (b) use, disburse or pay the income and/or principal thereof exclusively for the foregoing purposes; and
- (c) 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, director, officers or any other private person.”

4. Clifton Springs, whose principal office is located in the County of Ontario, was incorporated pursuant to the Not-for-Profit Corporation Law of the State of New York ("Not-for-Profit Corporation Law") on August 18, 1998, under the name "Clifton Springs Hospital & Clinic Foundation, Inc.". A copy of Clifton Springs's Certificate of Incorporation and all amendments are attached as **Exhibit B** hereto.

5. The names, addresses, and titles of each of the Clifton Springs's officers and directors are as follows:

Name	Address	Title
Robert Woodhouse	2 Coulter Road Clifton Springs, NY 14432	Chair of the Board
Kevin Christiano	2 Coulter Road Clifton Springs, NY 14432	Vice Chair
Lewis Zulick, MD	2 Coulter Road Clifton Springs, NY 14432	Treasurer
William Young	2 Coulter Road Clifton Springs, NY 14432	Secretary
Richard Davis, Ph.D.	2 Coulter Road Clifton Springs, NY 14432	CEO
Dan Ireland	2 Coulter Road Clifton Springs, NY 14432	President, CSH&C
Slave Jankuloski	2 Coulter Road Clifton Springs, NY 14432	Director
Shelby VanderBrook	2 Coulter Road Clifton Springs, NY 14432	Director

6. The purposes for which Clifton Springs was organized, as set forth in paragraph 2 of its Certificate of Incorporation, are as follows:

"The purpose or purposes for which the Corporation is formed are:

- (a) To solicit, receive, maintain and distribute funds and property for the benefit of The Clifton Springs Sanitarium Company d/b/a Clifton Springs Hospital & Clinic (the "Hospital") in furtherance of its corporate purposes, for the benefit of poor or indigent patients of the Hospital, or for the benefit of any other corporation that qualifies as a charitable organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and provide medical services, in furtherance of its corporate purposes.
- (b) To do lawfully all things necessary, suitable and proper to the attainment of any of these purposes, the accomplishment of any of these objects, or the furtherance of any of the powers hereinabove set forth, and to have, enjoy and exercise any and all rights, powers, privileges and exemptions which are now or which may hereafter be conferred upon not-for-profit corporations organized under the laws of the State of New York, as they now exist or may be amended and supplemented.

The foregoing clauses shall be construed both as objects and powers, in furtherance of, and not in limitation, of the general powers conferred by the laws of the State of New York, and it is expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any way the general powers of the Corporation.

Except for those activities for which the Corporation has obtained the required consent, nothing contained herein shall authorize the Corporation, directly or indirectly, to engage in, or include among its purposes, any of the activities mentioned in Section 404 of the Not-for-Profit Corporation Law or solicit contributions for any such purpose.

Nothing herein shall authorize the Corporation to engage in the practice of the profession of medicine or any other profession required to be licensed by Title VIII of the Education Law. Nothing herein shall authorize the Corporation to provide professional training in the profession of medicine or any other profession required to be licensed by Title VIII of the Education Law.

Nothing in this Certificate of Incorporation shall authorize the Corporation within the State of New York, to (1) provide hospital services or health related services, as such terms are defined in the New York State Public Health Law (the "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 and 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 State Social Services Law ("SSL"); or (5) establish, operate, construct, lease or maintain an assisted living residence, as provided for by Article 46-B of the PHL. Additionally, nothing in this Certificate of Incorporation shall authorize the Corporation within the State of New York, to (a) hold itself out as providing or (b) provide any health care professional services that require licensure or registration pursuant to either Title VIII of the New York State Education Law, or the PHL, including, but not limited to, medicine, nursing, psychology, social work, occupational therapy, speech therapy, physical therapy, or radiation technology."

7. RRH Foundation and Clifton Springs plan to merge in accordance with the Plan of Merger attached hereto as Exhibit C.

8. RRH Foundation has determined that it was in the best interests of RRH Foundation to merge Clifton Springs into RRH Foundation. RRH Foundation will be the surviving not-for-profit corporation, with all of Clifton Springs's assets, liabilities, and obligations being assumed by RRH Foundation. As shown in paragraphs 3 and 6 above, Clifton Springs was formed to, among other purposes, solicit, accept, hold, invest, reinvest and administer gifts, grants, bequests, contributions, devises, benefits of trusts, endowments and property of any kind without limitation as to amount or value for Clifton Springs Community Hospital, Inc., which is similar to one of RRH Foundation's main purposes with respect to Rochester Regional Health. RRH Foundation has the requisite assets, structure, and resources to ensure the continued success of Clifton Springs's operations.

9. The Board of Directors of RRH Foundation and Clifton Springs, each by written resolution, have adopted the Plan of Merger and authorized the filing of the Certificate of Merger with respect to the merger of Clifton Springs into RRH Foundation in accordance with Section 909 of the Not-For-Profit Corporation Law. A copy of the written resolutions for the Board of Directors for RRH Foundation and Clifton Springs are attached hereto as **Exhibit D**.

10. Following the approval of the Plan of Merger and filing of the Certificate of Merger by both RRH Foundation and Clifton Springs's Board of Directors, Rochester Regional Health, the sole member of RRH Foundation and Clifton Springs Medical Center, the sole member of Clifton Springs, approved, by written resolution, the Plan of Merger and authorized the filing of the Certificate of Merger. A copy of the written resolutions of Rochester Regional Health and Clifton Springs Medical Center approving the Plan of Merger and authorizing the filing of the Certificate of Merger are attached hereto as **Exhibit E**.

11. Clifton Springs has no real property.

12. Clifton Springs's liabilities and sources of annual income, including its receivables, are detailed in the financial statements and IRS Form 990 attached hereto as **Exhibit F**.

13. RRH Foundation's liabilities and sources of annual income are detailed in the financial statements and IRS Form 990 attached hereto as **Exhibit G**.

14. [No votes against the adoption of the resolutions approving the Plan of Merger and filing of the Certificate of Merger was cast by an officer of Clifton Springs or by a director of either RRH Foundation or Clifton Springs. No objections to this merger have been raised by RRH Foundation, Clifton Springs, Rochester Regional Health, or Clifton Springs Medical Center.]

15. This merger is authorized by the Not-For-Profit Corporation Law, including Article 9, and by any other applicable laws of New York State.

16. Neither RRH Foundation nor Clifton Springs has restricted funds that will be required to be returned, transferred, or conveyed to any third party by reason of this merger.

17. A copy of RRH Foundation's and Clifton Springs's IRS tax exempt letters have been attached hereto as **Exhibit H**.

18. Immediately following the merger, RRH Foundation's board of directors and executive management shall be as follows:

Name	Address	Title
Elizabeth Patton, Ph.D.	100 Kings Highway South Rochester, NY 14617	Chair
Tracy Ford	100 Kings Highway South Rochester, NY 14617	Vice Chair
C.J. Britt	100 Kings Highway South Rochester, NY 14617	Treasurer
Robert Woodhouse	100 Kings Highway South	Secretary

	Rochester, NY 14617	
Tim Malins, M.D.	100 Kings Highway South Rochester, NY 14617	Medical Liaison
Richard Davis, Ph.D.	100 Kings Highway South Rochester, NY 14617	President & CEO
Kelly Gagan	100 Kings Highway South Rochester, NY 14617	Foundation President
Cindy Christy, M.D.	100 Kings Highway South Rochester, NY 14617	Director
Joyce Haag	100 Kings Highway South Rochester, NY 14617	Director
Lois Irwin	100 Kings Highway South Rochester, NY 14617	Director
Christine Lachnicht	100 Kings Highway South Rochester, NY 14617	Director
Nicholas J. Loffredo, D.O.	100 Kings Highway South Rochester, NY 14617	Director
Chris Mullen	100 Kings Highway South Rochester, NY 14617	Director
Tom Riley	100 Kings Highway South Rochester, NY 14617	Director
Judith Watt	100 Kings Highway South Rochester, NY 14617	Director
Kathy Schumacher	100 Kings Highway South Rochester, NY 14617	Director
Jim Vazzana	100 Kings Highway South Rochester, NY 14617	Director
Cheryl DeMeyers	100 Kings Highway South Rochester, NY 14617	Director
Rahul Kohli	100 Kings Highway South Rochester, NY 14617	Director
Rick Machemer	100 Kings Highway South Rochester, NY 14617	Director
Jessica Patnode, R.N.	100 Kings Highway South Rochester, NY 14617	Director
Leon Sawyko, Esq.	100 Kings Highway South Rochester, NY 14617	Director
Bill Young	100 Kings Highway South Rochester, NY 14617	Director
Lew Zulick, M.D.	100 Kings Highway South Rochester, NY 14617	Director
David Germano	100 Kings Highway South Rochester, NY 14617	Director
Jake Hale	100 Kings Highway South Rochester, NY 14617	Director
Danielle Howard	100 Kings Highway South Rochester, NY 14617	Director
Tad Mack	100 Kings Highway South Rochester, NY 14617	Director
David Germano	100 Kings Highway South	Director

	Rochester, NY 14617	
Rashondra Martin, Esq.	100 Kings Highway South Rochester, NY 14617	Director
Jan Plumb	100 Kings Highway South Rochester, NY 14617	Director
Hank Stuart	100 Kings Highway South Rochester, NY 14617	Director
Lauren Whiting	100 Kings Highway South Rochester, NY 14617	Director
Shelby VanderBrook	100 Kings Highway South Rochester, NY 14617	Director

19. The Merger Agreement entered into by RRH Foundation and Clifton Springs is attached hereto as **Exhibit I**.

20. With this Petition, the original Certificate of Merger is being submitted for Attorney General approval pursuant to Not-For-Profit Corporation Law Section 907-b, attached hereto as **Exhibit J**.

WHEREFORE, Petitioners request that the Attorney General, pursuant to Section 907-b of the Not-for-Profit Corporation Law, approve the Plan of Merger attached as **Exhibit C** and authorize the filing of a Certificate of Merger, a copy of which is attached as **Exhibit J**, and for such other and further relief as may be appropriate.

[Remainder of page left intentionally blank. Signature page to follow]

Dated: Rochester, New York
_____, 2025

By: _____
Eric J. Bach, Esq.
Harris Beach Murtha Cullina PLLC
Attorneys for Petitioner
99 Garnsey Road
Pittsford, New York 14534
ebach@HarrisBeachmurtha.com
(585) 419-8615

[Remainder of page left intentionally blank. Verification page to follow.]

VERIFICATION

STATE OF NEW YORK)
 SS.:
COUNTY OF MONROE)

Leon T. Sawyko, Esq., being duly sworn, deposes and says:

I am the Chair of the Board of Rochester Regional Health Foundation, the corporation named in the above petition and makes this verification at the direction of its Board of Directors. I have read the foregoing Petition and know the contents thereof to be true of my own knowledge, except those matters that are stated on information and belief and, as to those matters; I believe them to be true.

Leon T. Sawyko, Esq. Chair of the Board

Sworn to before me this
____ day of _____, 2025.

Notary Public

STATE OF NEW YORK)
 SS.:
COUNTY OF MONROE)

Robert Woodhouse, being duly sworn, deposes and says:

I am the Chair of the Board of Clifton Springs Hospital & Clinic Foundation, Inc., the corporation named in the above petition and makes this verification at the direction of its Board of Directors. I have read the foregoing Petition and know the contents thereof to be true of my own knowledge, except those matters that are stated on information and belief and, as to those matters; I believe them to be true.

Robert Woodhouse, Chair of the Board

Sworn to before me this
____ day of _____, 2025.

Notary Public

ATTORNEY GENERAL OF THE STATE OF NEW YORK
COUNTY OF MONROE

-----X
In the Matter of the Application of

Rochester Regional Health Foundation and
United Memorial Medical Center Foundation, Inc.

VERIFIED PETITION

For Approval of Their Plan of Merger Under Section 907-b
of the Not-for-Profit Corporation Law and Authorizing the
Filing of a Certificate of Merger under Section 904 of the
Not-for-Profit Corporation Law

OAG no. _____

-----X
TO: OFFICE OF THE ATTORNEY GENERAL
144 Exchange Boulevard
Rochester, New York 14614

Petitioners, ROCHESTER REGIONAL HEALTH FOUNDATION ("RRH Foundation") and UNITED MEMORIAL MEDICAL CENTER FOUNDATION, INC. ("United Memorial") by Leon T. Sawyko, Esq., Chair of the Board of RRH Foundation and Tracy Ford, President of United Memorial, for their Verified Petition herein respectfully allege:

1. RRH Foundation, whose principal office is located in the County of Monroe, was incorporated pursuant to the Not-for-Profit Corporation Law of the State of New York ("Not-for-Profit Corporation Law") on August 10, 1978, under the name "Rochester General Hospital Foundation, Inc.". A copy of RRH Foundation's Certificate of Incorporation and all amendments are attached as **Exhibit A** hereto.

2. The names, addresses, and titles of each of the RRH Foundation's officers and directors are as follows:

Name	Address	Title
Leon T. Sawyko, Esq.	100 Kings Highway South Rochester, NY 14617	Chair of the Board
Carl Luger, Jr.	100 Kings Highway South Rochester, NY 14617	Treasurer/Secretary
Elizabeth Patton, Ph.D.	100 Kings Highway South Rochester, NY 14617	Treasurer/Secretary
Richard Davis, Ph.D.	100 Kings Highway South Rochester, NY 14617	President & CEO
Tim Malins, M.D.	100 Kings Highway South Rochester, NY 14617	Medical Liaison
Kelly Gagan	100 Kings Highway South Rochester, NY 14617	Foundation President
Louise Epstein	100 Kings Highway South Rochester, NY 14617	Director
David Germano	100 Kings Highway South Rochester, NY 14617	Director

Joyce Haag	100 Kings Highway South Rochester, NY 14617	Director
Lois Irwin	100 Kings Highway South Rochester, NY 14617	Director
Rahul Kohli	100 Kings Highway South Rochester, NY 14617	Director
Richard Machemer, Ph.D.	100 Kings Highway South Rochester, NY 14617	Director
Thomas Riley	100 Kings Highway South Rochester, NY 14617	Director
Katherine Schumacher	100 Kings Highway South Rochester, NY 14617	Director
Hank Stuart	100 Kings Highway South Rochester, NY 14617	Director
Don Twietmeyer, Esq., CPA	100 Kings Highway South Rochester, NY 14617	Director
James Vazzana	100 Kings Highway South Rochester, NY 14617	Director
Patricia Wehle	100 Kings Highway South Rochester, NY 14617	Director
Rashondra Martin, Esq.	100 Kings Highway South Rochester, NY 14617	Director
Tad Mack	100 Kings Highway South Rochester, NY 14617	Director
Danielle Howard	100 Kings Highway South Rochester, NY 14617	Director
Cynthia Christy, M.D.	100 Kings Highway South Rochester, NY 14617	Director
Elizabeth Patton, Ph.D.	100 Kings Highway South Rochester, NY 14617	Director

3. The purposes for which RRH Foundation was organized, as set forth in paragraph 4 of its Certificate of Incorporation, as amended by that certain Certificate of Meger filed on January 31, 2017 with the New York State Department of State, are as follows:

“The purpose for which the Corporation is formed is as follows: To benefit Rochester Regional Health and its not-for-profit, tax-exempt affiliates. To this end, the Corporation shall:

- (a) solicit, accept, hold, invest, reinvest and administer gifts, grants, bequests, contributions, devises, benefits of trusts, endowments and property of any kind, without limitation as to amount or value, for the foregoing purposes;
- (b) use, disburse or pay the income and/or principal thereof exclusively for the foregoing purposes; and
- (c) 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, director, officers or any other private person.”

4. United Memorial, whose principal office is located in the County of Genesee, was incorporated pursuant to the Not-for-Profit Corporation Law of the State of New York ("Not-for-Profit Corporation Law") on October 16, 1984, under the name "Genesee Memorial Hospital Foundation, Inc.". A copy of United Memorial's Certificate of Incorporation and all amendments are attached as **Exhibit B** hereto.

5. The names, addresses, and titles of each of the United Memorial's officers and directors are as follows:

Name	Address	Title
Tracy Ford	127 North Street Batavia, NY 14020	President
Michael McKenzie	127 North Street Batavia, NY 14020	Vice President
Lee Mulcahy	127 North Street Batavia, NY 14020	Treasurer
Christopher Mullen	127 North Street Batavia, NY 14020	Secretary
Richard Davis PHD	127 North Street Batavia, NY 14020	President & CEO
Dan Ireland	127 North Street Batavia, NY 14020	President, UMMC
Erik Fix	127 North Street Batavia, NY 14020	Director
Ashley Mlyniec	127 North Street Batavia, NY 14020	Director
Theresa DeMars	127 North Street Batavia, NY 14020	Director
Jacob Hale	127 North Street Batavia, NY 14020	Director
Lauren Whiting	127 North Street Batavia, NY 14020	Director
Anne Bezon	127 North Street Batavia, NY 14020	Director
Steve Tanner	127 North Street Batavia, NY 14020	Director
Nicholas Loffredo, DO	127 North Street Batavia, NY 14020	Director

6. The purposes for which United Memorial was organized, as set forth in paragraph 3 of its Certificate of Incorporation, 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 purpose of the Corporation shall be to (A) promote and support (i) community health in the Hospital service area; and (ii) its sole member, United Memorial Medical Center ("Hospital"), and its affiliated entities and their successors, so long as the Hospital and its affiliated entities and their successors

are entities described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"); (B) solicit, receive, hold, maintain, manage, invest, reinvest and distribute funds and property for the benefit of the Hospital or for the benefit of any other corporation that qualifies as a charitable organization under 501(c)(3) of the Code and provides medical services in furtherance of its corporate purposes; and (C) do any other act or thing necessary or incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, if any, directors, officers, except as permitted under Article 5 of the Not-for-Profit Corporation Law. Nothing contained herein shall authorize the corporation to engage in any activity for which consent or approval is required under Section 404 of the Not-for-Profit Corporation Law, without such consent or approval first having been obtained."

7. RRH Foundation and United Memorial plan to merge in accordance with the Plan of Merger attached hereto as **Exhibit C**.

8. RRH Foundation has determined that it was in the best interests of RRH Foundation to merge United Memorial into RRH Foundation. RRH Foundation will be the surviving not-for-profit corporation, with all of United Memorial's assets, liabilities, and obligations being assumed by RRH Foundation. As shown in paragraphs 3 and 6 above, United Memorial was formed to, among other purposes, solicit, receive, hold, maintain, manage, invest, reinvest and distribute funds and property for the benefit of any other corporation that qualifies as a charitable organization under 501(c)(3) of the Code and provides medical services in furtherance of its corporate purposes, which is one of RRH Foundation's main purpose. RRH Foundation has the requisite assets, structure, and resources to ensure the continued success of United Memorial's operations.

9. The Board of Directors of RRH Foundation and United Memorial, each by written resolution, have adopted the Plan of Merger and authorized the filing of the Certificate of Merger with respect to the merger of United Memorial into RRH Foundation in accordance with Section 909 of the Not-For-Profit Corporation Law. A copy of the written resolutions for the Board of Directors for RRH Foundation and United Memorial are attached hereto as **Exhibit D**.

10. Following the approval of the Plan of Merger and filing of the Certificate of Merger by both RRH Foundation and United Memorial's Board of Directors, Rochester Regional Health, the sole member of RRH Foundation and United Memorial Medical Center, the sole member of United Memorial, approved, by written resolution, the Plan of Merger and authorized the filing of the Certificate of Merger. A copy of the written resolutions of Rochester Regional Health and United Memorial Medical Center approving the Plan of Merger and authorizing the filing of the Certificate of Merger are attached hereto as **Exhibit E**.

11. United Memorial has no real property.

12. United Memorial's liabilities and sources of annual income, including its receivables, are detailed in the financial statements and IRS Form 990 attached hereto as **Exhibit F**.

13. RRH Foundation's liabilities and sources of annual income are detailed in the financial statements and IRS Form 990 attached hereto as **Exhibit G**.

14. [No votes against the adoption of the resolutions approving the Plan of Merger and filing of the Certificate of Merger was cast by an officer of United Memorial or by a director of either RRH Foundation or United Memorial. No objections to this merger have been raised by RRH Foundation, United Memorial, Rochester Regional Health, or United Memorial Medical Center.]

15. This merger is authorized by the Not-For-Profit Corporation Law, including Article 9, and by any other applicable laws of New York State.

16. Neither RRH Foundation nor United Memorial has restricted funds that will be required to be returned, transferred, or conveyed to any third party by reason of this merger.

17. A copy of RRH Foundation's and United Memorial's IRS tax exempt letters have been attached hereto as **Exhibit H**.

18. Immediately following the merger, RRH Foundation's board of directors and executive management shall be as follows:

Name	Address	Title
Elizabeth Patton, Ph.D.	100 Kings Highway South Rochester, NY 14617	Chair
Tracy Ford	100 Kings Highway South Rochester, NY 14617	Vice Chair
C.J. Britt	100 Kings Highway South Rochester, NY 14617	Treasurer
Robert Woodhouse	100 Kings Highway South Rochester, NY 14617	Secretary
Tim Malins, M.D.	100 Kings Highway South Rochester, NY 14617	Medical Liaison
Richard Davis, Ph.D.	100 Kings Highway South Rochester, NY 14617	President & CEO
Kelly Gagan	100 Kings Highway South Rochester, NY 14617	Foundation President
Cindy Christy, M.D.	100 Kings Highway South Rochester, NY 14617	Director
Joyce Haag	100 Kings Highway South Rochester, NY 14617	Director
Lois Irwin	100 Kings Highway South Rochester, NY 14617	Director
Christine Lachnicht	100 Kings Highway South Rochester, NY 14617	Director
Nicholas J. Loffredo, D.O.	100 Kings Highway South Rochester, NY 14617	Director
Chris Mullen	100 Kings Highway South Rochester, NY 14617	Director

Tom Riley	100 Kings Highway South Rochester, NY 14617	Director
Judith Watt	100 Kings Highway South Rochester, NY 14617	Director
Kathy Schumacher	100 Kings Highway South Rochester, NY 14617	Director
Jim Vazzana	100 Kings Highway South Rochester, NY 14617	Director
Cheryl DeMeyers	100 Kings Highway South Rochester, NY 14617	Director
Rahul Kohli	100 Kings Highway South Rochester, NY 14617	Director
Rick Machemer	100 Kings Highway South Rochester, NY 14617	Director
Jessica Patnode, R.N.	100 Kings Highway South Rochester, NY 14617	Director
Leon Sawyko, Esq.	100 Kings Highway South Rochester, NY 14617	Director
Bill Young	100 Kings Highway South Rochester, NY 14617	Director
Lew Zulick, M.D.	100 Kings Highway South Rochester, NY 14617	Director
David Germano	100 Kings Highway South Rochester, NY 14617	Director
Jake Hale	100 Kings Highway South Rochester, NY 14617	Director
Danielle Howard	100 Kings Highway South Rochester, NY 14617	Director
Tad Mack	100 Kings Highway South Rochester, NY 14617	Director
David Germano	100 Kings Highway South Rochester, NY 14617	Director
Rashondra Martin, Esq.	100 Kings Highway South Rochester, NY 14617	Director
Jan Plumb	100 Kings Highway South Rochester, NY 14617	Director
Hank Stuart	100 Kings Highway South Rochester, NY 14617	Director
Lauren Whiting	100 Kings Highway South Rochester, NY 14617	Director
Shelby VanderBrook	100 Kings Highway South Rochester, NY 14617	Director

19. The Merger Agreement entered into by RRH Foundation and United Memorial is attached hereto as **Exhibit I**.

20. With this Petition, the original Certificate of Merger is being submitted for Attorney General approval pursuant to Not-For-Profit Corporation Law Section 907-b, attached hereto as **Exhibit J**.

WHEREFORE, Petitioners request that the Attorney General, pursuant to Section 907-b of the Not-for-Profit Corporation Law, approve the Plan of Merger attached as **Exhibit C** and authorize the filing of a Certificate of Merger, a copy of which is attached as **Exhibit J**, and for such other and further relief as may be appropriate.

[Remainder of page left intentionally blank. Signature page to follow]

Dated: Rochester, New York
_____, 2025

By:

Eric J. Bach, Esq.
Harris Beach Murtha Cullina PLLC
Attorneys for Petitioner
99 Garnsey Road
Pittsford, New York 14534
ebach@HarrisBeachmurtha.com
(585) 419-8615

[Remainder of page left intentionally blank. Verification page to follow.]

VERIFICATION

STATE OF NEW YORK)
 SS.:
COUNTY OF MONROE)

Leon T. Sawyko, Esq., being duly sworn, deposes and says:

I am the Chair of the Board of Rochester Regional Health Foundation, the corporation named in the above petition and makes this verification at the direction of its Board of Directors. I have read the foregoing Petition and know the contents thereof to be true of my own knowledge, except those matters that are stated on information and belief and, as to those matters; I believe them to be true.

Leon T. Sawyko, Esq, Chair of the Board

Sworn to before me this
____ day of _____, 2025.

Notary Public

STATE OF NEW YORK)
 SS.:
COUNTY OF MONROE)

Tracy Ford, being duly sworn, deposes and says:

I am the President of United Memorial Medical Center Foundation, Inc., the corporation named in the above petition and makes this verification at the direction of its Board of Directors. I have read the foregoing Petition and know the contents thereof to be true of my own knowledge, except those matters that are stated on information and belief and, as to those matters; I believe them to be true.

Tracy Ford, President

Sworn to before me this
____ day of _____, 2025.

Notary Public

ATTORNEY GENERAL OF THE STATE OF NEW YORK
COUNTY OF MONROE

-----X
In the Matter of the Application of

Rochester Regional Health Foundation and
Newark-Wayne Community Hospital Foundation, Inc.

VERIFIED PETITION

For Approval of Their Plan of Merger Under Section 907-b
of the Not-for-Profit Corporation Law and Authorizing the
Filing of a Certificate of Merger under Section 904 of the
Not-for-Profit Corporation Law

OAG no. _____

-----X
TO: OFFICE OF THE ATTORNEY GENERAL
144 Exchange Boulevard
Rochester, New York 14614

Petitioners, ROCHESTER REGIONAL HEALTH FOUNDATION ("RRH Foundation")
and NEWARK-WAYNE COMMUNITY HOSPITAL FOUNDATION, INC. ("Newark-Wayne")
by Leon T. Sawyko, Esq., Chair of the Board of RRH Foundation and Hank Stuart, Chair of the
Board of Newark-Wayne, for their Verified Petition herein respectfully allege:

1. RRH Foundation, whose principal office is located in the County of Monroe, was
incorporated pursuant to the Not-for-Profit Corporation Law of the State of New York ("Not-for-
Profit Corporation Law") on August 10, 1978, under the name "Rochester General Hospital
Foundation, Inc.". A copy of RRH Foundation's Certificate of Incorporation and all amendments
are attached as **Exhibit A** hereto.

2. The names, addresses, and titles of each of the RRH Foundation's officers and
directors are as follows:

Name	Address	Title
Leon T. Sawyko, Esq.	100 Kings Highway South Rochester, NY 14617	Chair of the Board
Carl Luger, Jr.	100 Kings Highway South Rochester, NY 14617	Treasurer/Secretary
Elizabeth Patton, Ph.D.	100 Kings Highway South Rochester, NY 14617	Treasurer/Secretary
Richard Davis, Ph.D.	100 Kings Highway South Rochester, NY 14617	President & CEO
Tim Malins, M.D.	100 Kings Highway South Rochester, NY 14617	Medical Liaison
Kelly Gagan	100 Kings Highway South Rochester, NY 14617	Foundation President
Louise Epstein	100 Kings Highway South Rochester, NY 14617	Director
David Germano	100 Kings Highway South Rochester, NY 14617	Director

Joyce Haag	100 Kings Highway South Rochester, NY 14617	Director
Lois Irwin	100 Kings Highway South Rochester, NY 14617	Director
Rahul Kohli	100 Kings Highway South Rochester, NY 14617	Director
Richard Machemer, Ph.D.	100 Kings Highway South Rochester, NY 14617	Director
Thomas Riley	100 Kings Highway South Rochester, NY 14617	Director
Katherine Schumacher	100 Kings Highway South Rochester, NY 14617	Director
Hank Stuart	100 Kings Highway South Rochester, NY 14617	Director
Don Twietmeyer, Esq., CPA	100 Kings Highway South Rochester, NY 14617	Director
James Vazzana	100 Kings Highway South Rochester, NY 14617	Director
Patricia Wehle	100 Kings Highway South Rochester, NY 14617	Director
Rashondra Martin, Esq.	100 Kings Highway South Rochester, NY 14617	Director
Tad Mack	100 Kings Highway South Rochester, NY 14617	Director
Danielle Howard	100 Kings Highway South Rochester, NY 14617	Director
Cynthia Christy, M.D.	100 Kings Highway South Rochester, NY 14617	Director
Elizabeth Patton, Ph.D.	100 Kings Highway South Rochester, NY 14617	Director

3. The purposes for which RRH Foundation was organized, as set forth in paragraph 4 of its Certificate of Incorporation, as amended by that certain Certificate of Merger filed on January 31, 2017 with the New York State Department of State, are as follows:

“The purpose for which the Corporation is formed is as follows: To benefit Rochester Regional Health and its not-for-profit, tax-exempt affiliates. To this end, the Corporation shall:

- (a) solicit, accept, hold, invest, reinvest and administer gifts, grants, bequests, contributions, devises, benefits of trusts, endowments and property of any kind, without limitation as to amount or value, for the foregoing purposes;
- (b) use, disburse or pay the income and/or principal thereof exclusively for the foregoing purposes; and
- (c) 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, director, officers or any other private person.”

4. Newark-Wayne, whose principal office is located in the County of Wayne, was incorporated pursuant to the Not-for-Profit Corporation Law of the State of New York ("Not-for-Profit Corporation Law") on August 16, 1988, under the name "Newark-Wayne Community Hospital Foundation, Inc.". A copy of Newark-Wayne's Certificate of Incorporation and all amendments are attached as **Exhibit B** hereto.

5. The names, addresses, and titles of each of the Newark-Wayne's officers and directors are as follows:

Name	Address	Title
Hank Stuart	1200 Driving Park Avenue Newark, NY 14513	Chair of the Board
Cherly DeMeyers	1200 Driving Park Avenue Newark, NY 14513	Vice Chair
CJ Britt	1200 Driving Park Avenue Newark, NY 14513	Treasurer
Christine Lachnicht	1200 Driving Park Avenue Newark, NY 14513	Secretary
Richard Davis, Ph.D.	1200 Driving Park Avenue Newark, NY 14513	CEO
Dan Ireland, BSN, MBA	1200 Driving Park Avenue Newark, NY 14513	President, NWCH
Douglas Doebler	1200 Driving Park Avenue Newark, NY 14513	Director
Jan Plumb	1200 Driving Park Avenue Newark, NY 14513	Director
Susan VanAcker	1200 Driving Park Avenue Newark, NY 14513	Director
Judith Watt	1200 Driving Park Avenue Newark, NY 14513	Director

6. The purposes for which Newark-Wayne was organized, as set forth in paragraph 3 of its Certificate of Incorporation, are as follows:

"The Corporation is organized and shall be operated exclusively to provide funds to or for the benefit of Newark-Wayne Community Hospital, Inc., a New York not-for-profit corporation. To this end, the corporation shall:

- (a) Solicit, accept, hold, invest, reinvest and administer gifts, grants, bequests, contributions, devises, benefits of trusts, endowments and property of any kind without limitation as to amount or value;
- (b) Use, disburse or pay the income or principal thereof exclusively for the foregoing purposes;
- (c) 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 of any private person."

7. RRH Foundation and Newark-Wayne plan to merge in accordance with the Plan of Merger attached hereto as **Exhibit C**.

8. RRH Foundation has determined that it was in the best interests of RRH Foundation to merge Newark-Wayne into RRH Foundation. RRH Foundation will be the surviving not-for-profit corporation, with all of Newark-Wayne's assets, liabilities, and obligations being assumed by RRH Foundation. As shown in paragraphs 3 and 6 above, Newark-Wayne was formed to, among other purposes, solicit, accept, hold, invest, reinvest and administer gifts, grants, bequests, contributions, devises, benefits of trusts, endowments and property of any kind without limitation as to amount or value for Newark-Wayne Community Hospital, Inc., which is similar to one of RRH Foundation's main purposes with respect to Rochester Regional Health. RRH Foundation has the requisite assets, structure, and resources to ensure the continued success of Newark-Wayne's operations.

9. The Board of Directors of RRH Foundation and Newark-Wayne, each by written resolution, have adopted the Plan of Merger and authorized the filing of the Certificate of Merger with respect to the merger of Newark-Wayne into RRH Foundation in accordance with Section 909 of the Not-For-Profit Corporation Law. A copy of the written resolutions for the Board of Directors for RRH Foundation and Newark-Wayne are attached hereto as **Exhibit D**.

10. Following the approval of the Plan of Merger and filing of the Certificate of Merger by both RRH Foundation and Newark-Wayne's Board of Directors, Rochester Regional Health, the sole member of RRH Foundation and Newark-Wayne Medical Center, the sole member of Newark-Wayne, approved, by written resolution, the Plan of Merger and authorized the filing of the Certificate of Merger. A copy of the written resolutions of Rochester Regional Health and Newark-Wayne Medical Center approving the Plan of Merger and authorizing the filing of the Certificate of Merger are attached hereto as **Exhibit E**.

11. Newark-Wayne has no real property.

12. Newark-Wayne's liabilities and sources of annual income, including its receivables, are detailed in the financial statements and IRS Form 990 attached hereto as **Exhibit F**.

13. RRH Foundation's liabilities and sources of annual income are detailed in the financial statements and IRS Form 990 attached hereto as **Exhibit G**.

14. [No votes against the adoption of the resolutions approving the Plan of Merger and filing of the Certificate of Merger was cast by an officer of Newark-Wayne or by a director of either RRH Foundation or Newark-Wayne. No objections to this merger have been raised by RRH Foundation, Newark-Wayne, Rochester Regional Health, or Newark-Wayne Medical Center.]

15. This merger is authorized by the Not-For-Profit Corporation Law, including Article 9, and by any other applicable laws of New York State.

16. Neither RRH Foundation nor Newark-Wayne has restricted funds that will be required to be returned, transferred, or conveyed to any third party by reason of this merger.

17. A copy of RRH Foundation's and Newark-Wayne's IRS tax exempt letters have been attached hereto as **Exhibit H**.

18. Immediately following the merger, RRH Foundation's board of directors and executive management shall be as follows:

Name	Address	Title
Elizabeth Patton, Ph.D.	100 Kings Highway South Rochester, NY 14617	Chair
Tracy Ford	100 Kings Highway South Rochester, NY 14617	Vice Chair
C.J. Britt	100 Kings Highway South Rochester, NY 14617	Treasurer
Robert Woodhouse	100 Kings Highway South Rochester, NY 14617	Secretary
Tim Malins, M.D.	100 Kings Highway South Rochester, NY 14617	Medical Liaison
Richard Davis, Ph.D.	100 Kings Highway South Rochester, NY 14617	President & CEO
Kelly Gagan	100 Kings Highway South Rochester, NY 14617	Foundation President
Cindy Christy, M.D.	100 Kings Highway South Rochester, NY 14617	Director
Joyce Haag	100 Kings Highway South Rochester, NY 14617	Director
Lois Irwin	100 Kings Highway South Rochester, NY 14617	Director
Christine Lachnicht	100 Kings Highway South Rochester, NY 14617	Director
Nicholas J. Loffredo, D.O.	100 Kings Highway South Rochester, NY 14617	Director
Chris Mullen	100 Kings Highway South Rochester, NY 14617	Director
Tom Riley	100 Kings Highway South Rochester, NY 14617	Director
Judith Watt	100 Kings Highway South Rochester, NY 14617	Director
Kathy Schumacher	100 Kings Highway South Rochester, NY 14617	Director
Jim Vazzana	100 Kings Highway South Rochester, NY 14617	Director
Cheryl DeMeyers	100 Kings Highway South Rochester, NY 14617	Director
Rahul Kohli	100 Kings Highway South Rochester, NY 14617	Director
Rick Machemer	100 Kings Highway South	Director

	Rochester, NY 14617	
Jessica Patnode, R.N.	100 Kings Highway South Rochester, NY 14617	Director
Leon Sawyko, Esq.	100 Kings Highway South Rochester, NY 14617	Director
Bill Young	100 Kings Highway South Rochester, NY 14617	Director
Lew Zulick, M.D.	100 Kings Highway South Rochester, NY 14617	Director
David Germano	100 Kings Highway South Rochester, NY 14617	Director
Jake Hale	100 Kings Highway South Rochester, NY 14617	Director
Danielle Howard	100 Kings Highway South Rochester, NY 14617	Director
Tad Mack	100 Kings Highway South Rochester, NY 14617	Director
David Germano	100 Kings Highway South Rochester, NY 14617	Director
Rashondra Martin, Esq.	100 Kings Highway South Rochester, NY 14617	Director
Jan Plumb	100 Kings Highway South Rochester, NY 14617	Director
Hank Stuart	100 Kings Highway South Rochester, NY 14617	Director
Lauren Whiting	100 Kings Highway South Rochester, NY 14617	Director
Shelby VanderBrook	100 Kings Highway South Rochester, NY 14617	Director

19. The Merger Agreement entered into by RRH Foundation and Newark-Wayne is attached hereto as **Exhibit I**.

20. With this Petition, the original Certificate of Merger is being submitted for Attorney General approval pursuant to Not-For-Profit Corporation Law Section 907-b, attached hereto as **Exhibit J**.

WHEREFORE, Petitioners request that the Attorney General, pursuant to Section 907-b of the Not-for-Profit Corporation Law, approve the Plan of Merger attached as **Exhibit C** and authorize the filing of a Certificate of Merger, a copy of which is attached as **Exhibit J**, and for such other and further relief as may be appropriate.

[Remainder of page left intentionally blank. Signature page to follow]

Dated: Rochester, New York
_____, 2025

By: _____
Eric J. Bach, Esq.
Harris Beach Murtha Cullina PLLC
Attorneys for Petitioner
99 Garnsey Road
Pittsford, New York 14534
ebach@HarrisBeachmurtha.com
(585) 419-8615

[Remainder of page left intentionally blank. Verification page to follow.]

VERIFICATION

STATE OF NEW YORK)
COUNTY OF MONROE) SS.:

Leon T. Sawyko, Esq., being duly sworn, deposes and says:

I am the Chair of the Board of Rochester Regional Health Foundation, the corporation named in the above petition and makes this verification at the direction of its Board of Directors. I have read the foregoing Petition and know the contents thereof to be true of my own knowledge, except those matters that are stated on information and belief and, as to those matters; I believe them to be true.

Leon T. Sawyko, Esq., Chair of the Board

Sworn to before me this
____ day of _____, 2025.

Notary Public

STATE OF NEW YORK)
COUNTY OF MONROE) SS.:

Hank Stuart, being duly sworn, deposes and says:

I am the Chair of the Board of Newark-Wayne Community Hospital Foundation, Inc., the corporation named in the above petition and makes this verification at the direction of its Board of Directors. I have read the foregoing Petition and know the contents thereof to be true of my own knowledge, except those matters that are stated on information and belief and, as to those matters; I believe them to be true.

Hank Stuart, Chair of the Board

Sworn to before me this
____ day of _____, 2025.

Notary Public

**RESOLUTIONS
OF
ROCHESTER REGIONAL HEALTH
AS THE SOLE MEMBER
OF
ROCHESTER REGIONAL HEALTH FOUNDATION**

December 18, 2024

WHEREAS, the Board of Directors of Rochester Regional Health (the “Sole Member”), acting in its capacity as the sole member of Rochester Regional Health Foundation (the “Foundation”) and in accordance with the powers reserved to it in the Foundation’s Certificate of Incorporation and Bylaws, has determined that it is in the best interest of the Foundation to undertake corporate mergers with the following entities: Clifton Springs Hospital & Clinic Foundation Inc. (“CSHCF”), United Memorial Medical Center Foundation Inc. (“UMMCF”), and Newark Wayne Community Hospital Foundation (“NWCHF”).

NOW, THEREFORE, it is hereby by the Sole Member of the Foundation:

RESOLVED, that the mergers of the Foundation with CSHCF, UMMCF, NWCHF are authorized and approved; and it is further

RESOLVED, that the mergers of RRHF with CSHCF, UMMCF, and NWCHF, respectively, are authorized and approved; and it is further

RESOLVED, that the Plan of Merger with CSHCF attached to these Resolutions as Attachment No. 1 is adopted; and it is further

RESOLVED, that the Plan of Merger with UMMCF attached to these Resolutions as Attachment No. 2 is adopted; and it is further

RESOLVED, that the Plan of Merger with NWCHF attached to these Resolutions as Attachment No. 3 is adopted; and it is further

RESOLVED, that the Certificate of Merger with CSHCF attached to these Resolutions as Attachment No. 4 is approved; and it is further

RESOLVED, that the Certificate of Merger with UMMCF attached to these Resolutions as Attachment No. 5 is approved; and it is further

RESOLVED, that the Certificate of Merger with NWCHF attached to these Resolutions as Attachment No. 6 is approved; and it is further

RESOLVED, that the Verified Petition to the New York State Attorney General with CSHCF attached to these Resolutions as Attachment No. 7 (which will seek approval of the Plan of Merger and authorization to file the Certificate of Merger with the New York Department of State) is approved; and it is further

RESOLVED, that the Verified Petition to the New York State Attorney General with UMMCF attached to these Resolutions as Attachment No. 8 (which will seek approval of the Plan of Merger and authorization to file the Certificate of Merger with the New York Department of State) is approved; and it is further

RESOLVED, that the Verified Petition to the New York State Attorney General with NWCHF attached to these Resolutions as Attachment No. 9 (which will seek approval of the Plan of Merger and authorization to file the Certificate of Merger with the New York Department of State) is approved; and it is further

RESOLVED, that the directors, officers, employees and agents of the Foundation are authorized and empowered to execute the documents attached to these Resolutions as Attachments 1-9, and to take such other actions in the name of and on behalf of the Foundation as they or any one of them may deem necessary, desirable, advisable or appropriate to effectuate, carry out or further the merger contemplated by the foregoing Resolutions; and it is further

RESOLVED, that any and all actions heretofore taken by the directors, officers, employees and agents of the Foundation and their designees in furtherance of the merger contemplated by the foregoing Resolutions are hereby acknowledged, ratified, affirmed, approved and adopted as actions in the name of and on behalf of the Foundation.

SECRETARY'S CERTIFICATE

The undersigned, being the Secretary of Rochester Regional Health, does hereby certify that the foregoing is a true copy of the Resolutions adopted by vote of at least a two-thirds majority of the entire Board of Directors of said corporation at a meeting duly held on December 18, 2024, and further certifies that said Resolutions have not been amended or repealed as of the date hereof.

Dated: December 18, 2024

DocuSigned by:

28C7F500E80D458

Justin Smith, Secretary

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for ROCHESTER REGIONAL HEALTH FOUNDATION, File Number 140701000383 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 June 14, 2024.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State



Final
6/26/14

**RESTATED CERTIFICATE OF INCORPORATION
OF
ROCHESTER GENERAL HOSPITAL FOUNDATION, INC.**

Pursuant to Section 805 of the Not-for-Profit Corporation Law

The undersigned, being the Assistant Secretary of Rochester General Hospital Foundation, Inc. (the "Corporation"), hereby certifies:

1. The name of the Corporation is "Rochester General Hospital Foundation, Inc."
2. The Corporation's Certificate of Incorporation was filed with the Department of State on August 10, 1978, pursuant to Section 402 of the Not-for-Profit Corporation Law.
3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law, and is and shall hereafter remain a charitable corporation under Section 201 of said law.
4. The Corporation's Certificate of Incorporation, as previously amended from time to time, is hereby further amended to effect the following amendments:
 - a. To amend paragraph 3 (regarding the Corporation's type) to modify the Corporation's type from a Type B corporation to a charitable corporation.
 - b. To amend paragraph 4 (regarding the purpose of the Corporation) to modify the introductory phrase with respect to the purpose for which the Corporation was formed.
 - c. To amend paragraph 5 (regarding the Corporation's powers) to modify the introductory clause regarding the Corporation's powers.

d. To amend paragraph 7 (regarding certain tax matters) and restate such tax matters provisions in their entirety.

e. To amend paragraph 8 (regarding the inurement and distribution of the Corporation's assets, income, profits or net earnings) and restate such inurement and distribution provisions in their entirety.

f. To amend paragraph 9 (regarding influencing legislation and campaigning) and restate such legislation and campaigning provisions in their entirety.

g. To amend paragraph 10 (regarding the dissolution of the Corporation) and restate the dissolution provisions in their entirety.

h. To amend paragraph 11 (regarding certain tax matters) and restate such tax matters provisions in their entirety.

i. To omit the existing paragraph 13 (which states the operational territory of the Corporation).

j. To renumber paragraph 14 (regarding the Corporation's service of process address) as paragraph 13 and to amend the address to which the Secretary of State, as designated agent, shall mail copies of any process served thereon and restate such service of process provisions in their entirety.

k. To renumber paragraph 15 (regarding the number of directors constituting the entire Board of Directors and the names and residences of the first directors) as paragraph 14 and to amend and restate the number of directors provision in its entirety and to omit the names and residences of the first directors.

l. To omit paragraph 16 (regarding the age of the subscriber) in its entirety.

m. To renumber paragraph 17 (regarding statutory restrictions on the Corporation's purposes) as paragraph 15 and restate such restriction provisions in their entirety.

n. To omit paragraph 18 (regarding approvals and consents).

o. To add a new paragraph 16 (regarding the member of the Corporation).

p. To renumber paragraph 18 (regarding powers reserved to the member of the Corporation) as paragraph 17 and to amend and restate such reserved powers provisions in their entirety.

5. The text of the Certificate of Incorporation is hereby restated, as amended or changed, to read in its entirety as follows:

1. The name of the Corporation is Rochester General Hospital Foundation, Inc.

2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law.

3. The Corporation is a charitable corporation, under Section 201 of the Not-for-Profit Corporation Law of the State of New York.

4. The purpose for which the Corporation is formed is as follows: to benefit The Rochester General Hospital and its not-for-profit, tax-exempt affiliates. To this end, the Corporation shall:

(a) solicit, accept, hold, invest, reinvest and administer gifts, grants, bequests, contributions, devises, benefits of trusts, endowments and property of any kind, without limitation as to amount or value, for the foregoing purposes;

(b) use, disburse or pay the income and/or principal thereof exclusively for the foregoing purposes; and

(c) 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 the its members, directors, officers or any other private person.

5. Subject to paragraph 17 and in furtherance of its corporate purposes, the Corporation shall have the power to solicit and receive grants and contributions from private and public sources together with all general powers enumerated in Section 202 of the Not-For-Profit Corporation Law.

6. Nothing herein contained shall authorize the corporation to operate a hospital or to provide hospital services or health related services as defined in Article 28 of the Public Health Law.

7. The following language relates to the Corporation's tax exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the Corporation's purposes or powers set forth in paragraphs 4 and 5 above. The Corporation is organized exclusively for charitable, scientific, religious and educational purposes, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not conduct or carry on any activities not permitted to be conducted or carried on by a corporation exempt from taxation under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 of the Code.

8. No part of the assets, income, profits or net earnings of the Corporation shall inure to the benefit of any non-charitable member, trustee, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and

no non-charitable member, trustee, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

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 Code), 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 of 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 such distributee(s) shall then qualify under Section 501(c)(3) of the Code, pursuant to a plan of distribution adopted by the board of directors of the Corporation and approved by the Member as required by this Certificate of Incorporation, and subject to any approvals, consents or proceedings required under applicable governing law regarding the dissolution of not-for-profit corporations.

If none of the not-for-profit affiliates of the Corporation 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 charitable, scientific, religious and educational purposes as shall at the time qualify under Section 501(c)(3) of the Code, pursuant to a plan of distribution adopted by the board of directors of the Corporation and approved by the Member as required by this Certificate of Incorporation, and subject to any approvals, consents or proceedings required under applicable governing law regarding the dissolution of not-for-profit corporations.

For purposes of this paragraph 10, an "affiliate" shall mean any not-for-profit corporation which controls, is controlled by, or is under common control with the Corporation.

11. In any taxable year in which the Corporation is a private foundation as defined by Section 509 of the Code, the Corporation shall:

(a) Not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;

(b) Not distribute its income for each taxable year at such time and in such manner as to subject the Corporation to tax under Section 4942 of the Code;

(c) Not retain any excess business holdings, as defined in Section 4943(c) of the Code;

(d) Not make any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code; and

(e) Not make any taxable expenditures as defined in Section 4945(d) of the Code.

12. The office of the Corporation is to be located in the City of Rochester, County of Monroe, State of New York.

13. 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 Rochester General Hospital Foundation, Inc. c/o RU System, Inc. 89 Genesee Street, Rochester, New York 14611, Attn: General Counsel.

14. The number of directors constituting the entire Board of Directors of the Corporation shall not be less than three (3). Subject to such limitation, the number shall

be fixed by the Member pursuant to paragraph 18 hereof and the Bylaws of the Corporation.

15. Nothing herein shall authorize this Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-For-Profit Corporation Law Section 404(b) – (n) and (p) – (v).

16. The sole member of the Corporation is RU System, Inc. (the “Member”).

17. In addition to all other rights and powers of membership prescribed by New York law, this Certificate of Incorporation and/or the Corporate Bylaws of the Corporation, the following governance and management powers shall be reserved to the Member:

(a) To approve and interpret the statement of mission and philosophy adopted by the Corporation and to require that the Corporation operate in conformance with the Corporation’s mission and philosophy;

(b) To fix the number of the directors of the Corporation;

(c) To appoint and remove, with or without cause, the directors of the Corporation;

(d) To appoint and remove, with or without cause, the chief executive officer of the Corporation;

(e) To approve any amendment of the Certificate of Incorporation and Bylaws of the Corporation;

(f) To approve any debt of the Corporation other than in the ordinary course of business in excess of an amount to be fixed from time to time by the

Member, alone and in the aggregate for the preceding twelve-month period, including any debt necessary to finance the cost of compliance with operational or physical plant standards required by applicable law;

(g) To approve the sale, lease, exchange or disposition of all, or substantially all, the assets of the Corporation, and to approve any sale, acquisition, lease, transfer, mortgage, pledge or other alienation of an interest in any real or personal property of the Corporation in excess of an amount to be fixed from time to time by the Member, alone or in the aggregate for the preceding twelve-month period, or otherwise outside of the ordinary course of business;

(h) To approve the capital and operating budgets of the Corporation;

(i) To approve any plan of merger, consolidation, reorganization, dissolution or liquidation of the Corporation, including the addition of any entities as new members of the Corporation and the Corporation's participation in, or development or dissolution of, any subsidiary organizations, including corporations, partnerships or joint ventures of the Corporation and other entities;

(j) To approve the strategic plan of the Corporation;

(k) To approve settlements of litigation when such settlements exceed applicable insurance coverage or the amount of any applicable self-insurance fund.

(l) To approve contracts that are "management" contracts requiring Department of Health approval, as defined in 10 NYCRR Section 405.3(f); and

(m) To approve Certificates of Need that are to be filed with the Department of Health and which entail (i) overall expenditures (including, but not

limited to, debt) in excess of an amount to be set from time to time by the Member's board of directors and/or (ii) the addition or deletion of a service or program to be provided by the Corporation.

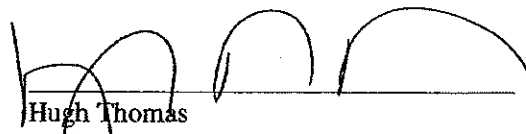
For purposes of this paragraph 17, the word "approve" shall mean the power to: (i) initiate action without a prior recommendation from the board of directors of the Corporation; (ii) accept, reject or modify a recommendation of the board of directors of the Corporation and direct action by the Corporation upon such determination; or (iii) return a recommended action to the Corporation's board of directors, setting forth the reasons for rejection and/or suggested changes.

6. The amendments and restatement of the Certificate of Incorporation were authorized by the unanimous written consent of the sole member of the Corporation.

IN WITNESS WHEREOF, the undersigned has subscribed this Restated Certificate of Incorporation this 26th day of June, 2014.

APPROVED

NYS. OAG


Hugh Thomas
Assistant Secretary



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF REGIONAL OFFICES
ROCHESTER REGIONAL OFFICE

July 1, 2014

Marguerite A. Massett, Esq.
Hancock Estabrook LLP
1500 AXA Tower 1
100 Madison Street
Syracuse, New York 13202

Re: Rochester General Hospital Foundation, Inc.
Restated Certificate of Incorporation

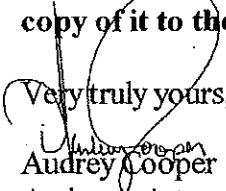
Dear Ms. Massett:

Thank you for providing this office with a copy of the restated certificate of incorporation executed on June 26, 2014 and supporting papers, pursuant to Article 8 of the Not-For-Profit Corporation Law.

This office has reviewed your submission and the Attorney General has no objection to the filing of the restated certificate of incorporation with the Secretary of State.

When you receive a filing receipt from the Department of State, **please send a copy of it to the undersigned** so I may close the Attorney General's file.

Very truly yours,


Audrey Cooper

Assistant Attorney General

Audrey.Cooper@ag.ny.gov

Direct Line (585) 327-3219



PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

Empire State Plaza, Corning Tower, Room 1805
Albany, New York 12180

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

June 27, 2014

Patricia Smyth
Cicero Consulting Associates
701 Westchester Avenue
White Plains, New York 10604

Re: Restated Certificate of Incorporation of Rochester General Hospital Foundation, Inc.

Dear Ms. Smyth:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health and Health Planning Council held on the 10th day of April, 2014, I hereby certify that the Public Health and Health Planning Council consents to the filing of the Restated Certificate of Incorporation of Rochester General Hospital Foundation, Inc., dated June 26, 2014.

Sincerely,

A handwritten signature in cursive script that reads "Colleen M. Leonard".

Colleen M. Leonard
Executive Secretary

/cl

140701000303

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RESTATED CERTIFICATE OF INCORPORATION
OF
ROCHESTER GENERAL HOSPITAL FOUNDATION, INC.

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

FILED

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[Handwritten signature]

Ice
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 01 2014
TAX S. *[Signature]*
BY: *[Signature]*

RECEIVED
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DRAWDOWN

Hancock Estabrook, LLP
1500 AXA Tower I, 100 Madison Street
Syracuse, New York 13202
Cust. Ref. #: 113164-01

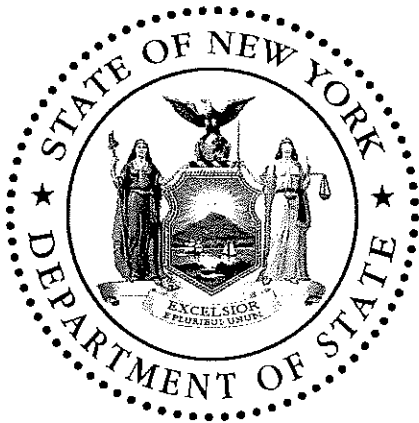
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**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for ROCHESTER REGIONAL HEALTH FOUNDATION, File Number 170131000249 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 June 14, 2024.

WALTER T. MOSLEY
Secretary of State



Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

**CERTIFICATE OF MERGER
OF
UNITY HEALTH SYSTEM FOUNDATION
AND
ROCHESTER GENERAL HOSPITAL FOUNDATION, INC.
INTO
ROCHESTER GENERAL HOSPITAL FOUNDATION, INC.**

Under Section 904 of the Not-for-Profit Corporation Law

The undersigned, being the Chair of Unity Health System Foundation and the Chair of Rochester General Hospital Foundation, Inc., respectively, do hereby certify:

1. The names of the constituent corporations participating in the merger are Unity Health System Foundation and Rochester General Hospital Foundation, Inc. Unity Health System Foundation was formed under the name Park Ridge Foundation, Inc. The surviving corporation shall be Rochester General Hospital Foundation, Inc.

2. The sole member of each of the constituent corporations is Rochester Regional Health. Neither of the constituent corporations has any holders of certificates evidencing capital contributions or subventions.

3. At the time the merger becomes effective, the Certificate of Incorporation of Rochester General Hospital Foundation, Inc., as the surviving corporation, shall be amended as follows:

a. Paragraph 1 of the Certificate of Incorporation shall be amended to read in full as follows:

1. The name of the Corporation is Rochester Regional Health Foundation.

b. Paragraph 4 of the Certificate of Incorporation shall be amended to read in full as follows:

4. The purpose for which the Corporation is formed is as follows: To benefit Rochester Regional Health and its not-for-profit, tax-exempt affiliates. To this end, the Corporation shall:

(a) solicit, accept, hold, invest, reinvest and administer gifts, grants, bequests, contributions; devise, benefits of trusts, endowments and property of any kind, without limitation as to amount or value, for the foregoing purposes;

(b) use, disburse or pay the income and/or principal thereof exclusively for the foregoing purposes; and

(c) 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 directors and officers, any member that is not a tax-exempt organization, or any other private person.

c. Paragraph 13 of the Certificate of Incorporation shall be amended to read in full as follows:

13. The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process against the Corporation may be served, and the post office address to which the Secretary of State shall mail a copy of any process served upon him/her is Rochester Regional Health, Attention: General Counsel, 100 Kings Highway South, Rochester, New York 14617.

d. Paragraph 16 of the Certificate of Incorporation shall be amended to read in full as follows:

16. The sole member of the Corporation is Rochester Regional Health (the "Member").

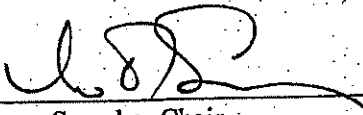
4. The effective date of the merger shall be January 31, 2017.

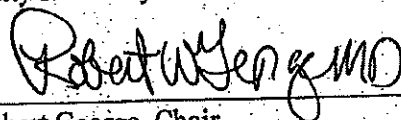
5. The Certificate of Incorporation of Unity Health System Foundation was filed by the Department of State on August 18, 1976 pursuant to the Not-for-Profit Corporation Law. The Certificate of Incorporation of Rochester General Hospital Foundation, Inc. was filed by the Department of State on August 10, 1978 pursuant to the Not-for-Profit Corporation Law.

6. The proposed merger was authorized with respect to Unity Health System Foundation by the affirmative vote of its Board of Directors and by the written consent of its sole member. The proposed merger was authorized with respect to Rochester General Hospital Foundation, Inc. by the affirmative vote of its Board of Directors and by the written consent of its sole member.

7. The Plan of Merger adopted by each of the constituent corporations has not been abandoned.

IN WITNESS WHEREOF, the undersigned have subscribed this Certificate of Merger this 16 day of November 2016.


Leon Sawyko, Chair
Unity Health System Foundation


Robert George, Chair
Rochester General Hospital Foundation, Inc.



Department of Health

ANDREW M. CUOMO
Governor

HOWARD A. ZUCKER, M.D.,
J.D.
Commissioner

SALLY DRESLIN, M.S., R.N.
Executive Deputy Commissioner

October 28, 2016

Robert C. Scutt, Esq.
Harris Beach, PLLC
99 Garnsey Road
Pittsford, New York 14534

Re: Plan of Merger and Certificate of Merger for the proposed merger of Unity Health System Foundation with and into Rochester General Hospital Foundation, Inc.

Mr. Scutt:

The above referenced proposed merger, slated to be effective on January 1, 2017, 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, since the Certificate of Merger does not add, change or delete a purpose from the Certificate of Incorporation of Rochester General Hospital Foundation, Inc., the surviving corporation, that requires the consent of the Public Health and Health Planning Council or the Commissioner of Health.

There is no legal objection to the certificate being filed with the New York State Department of State.

Sincerely,



Eric J. Mantey
Senior Attorney
Division of Legal Affairs, Bureau of Health Facility
Planning and Development

cc: Colleen Leonard
Mark Furnish

**ATTORNEY GENERAL OF THE STATE OF NEW YORK
ROCHESTER REGIONAL OFFICE**

In the Matter of the Application of

] **UNITY HEALTH SYSTEM
FOUNDATION**

**ATTORNEY GENERAL
APPROVAL**

And

OAG-ROC-2017-3

**ROCHESTER GENERAL HOSPITAL
FOUNDATION, INC.**

For Approval of Their Plan of Merger
Under Section 907-b of the Not-For-Profit Corporation Law
And Authorizing the Filing of a Certificate of Merger Under
Section 904/906 of the Not-For-Profit Corporation Law

1. By petition verified on November 16, 2016, **UNITY HEALTH SYSTEM FOUNDATION** and **ROCHESTER GENERAL HOSPITAL FOUNDATION, INC.** applied to the Attorney General pursuant to Article 9 of the Not-For-Profit Corporation Law for approval of an application to merge.

2. The name of the surviving corporation is **ROCHESTER GENERAL HOSPITAL FOUNDATION, INC.**

3. Based on a review of the petition and the exhibits thereto and the verifications of Leon Sawyko, Chair of **UNITY HEALTH SYSTEM FOUNDATION** and Robert George, Chair of **ROCHESTER GENERAL HOSPITAL FOUNDATION, INC.**, and the written acquiescence of the New York State Department of Health dated October 26, 2016, the Attorney General has determined that the petitioners have complied with the provisions of Article 9 of the Not-For-Profit Corporation Law applicable to the merger of not-for-profit corporations, and neither the petitioners nor any third party having raised with the Attorney General any objections to the proposed merger, and it appearing to the satisfaction of the Attorney General that the interests of the constituent corporations and the public interest will not be adversely affected by

the merger, the Plan of Merger is approved and the Certificate of Merger is authorized to be filed with the Department of State.

A copy of the Certificate of Merger shall be sent to the Attorney General's Office within ten (10) days of filing.

Dated: January 24, 2017

**ERIC T. SCHNEIDERMAN,
ATTORNEY GENERAL OF
THE STATE OF NEW YORK**

By: Audrey Cooper

Audrey Cooper,

Assistant Attorney General

New York State Department of Law

Rochester Regional Office

144 Exchange Boulevard, Suite 200

Rochester, New York 14614

(585) 327-3219

249

2017 JAN 31 PM 12:13

FILED

**CERTIFICATE OF MERGER
OF
UNITY HEALTH SYSTEM FOUNDATION
AND
ROCHESTER GENERAL HOSPITAL FOUNDATION, INC.
INTO
ROCHESTER GENERAL HOSPITAL FOUNDATION, INC.**

Under Section 904 of the Not-for-Profit Corporation Law

64
STATE OF NEW YORK
DEPARTMENT OF STATE

JAN 31 2017

TAX \$

BY

**LCS
DRAWDOWN - #AL**

Filed By: Christopher A. DiPasquale
Harris Beach PLLC
99 Garnsey Road
Pittsford, New York 14534

Customer Ref.# 69565

RECEIVED

2017 JAN 31 AM 9:08

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**RESOLUTIONS
OF
CLIFTON SPRINGS HOSPITAL & CLINIC
AS THE
SOLE MEMBER
OF
CLIFTON SPRINGS HOSPITAL & CLINIC FOUNDATION INC.**

November 25, 2024

WHEREAS, the Board of Directors of Clifton Springs Hospital & Clinic (the "Sole Member"), acting in its capacity as the sole member of Clifton Springs Hospital & Clinic Foundation Inc. (the "Foundation") and in accordance with the powers reserved to it in the Foundation's Certificate of Incorporation and Bylaws, has determined that it is in the best interest of the Foundation to undertake a corporate merger with Rochester Regional Health Foundation ("RRHF");

NOW, THEREFORE, it is hereby by the Sole Member of the Foundation:

RESOLVED, that the merger of the Foundation with RRHF is authorized and approved; and it is further

RESOLVED, that the Plan of Merger attached to these Resolutions as Attachment No. 1 is approved; and it is further

RESOLVED, that the Certificate of Merger attached to these Resolutions as Attachment No. 2 is approved; and it is further

RESOLVED, that the Verified Petition to the New York State Attorney General attached to these Resolutions as Attachment No. 3 (which will seek approval of the Plan of Merger and authorization to file the Certificate of Merger with the New York Department of State) is approved; and it is further

RESOLVED, that the directors, officers, employees and agents of the Foundation are authorized and empowered to execute the documents attached to these Resolutions as Attachments 1, 2, and 3, and to take such other actions in the name of and on behalf of the Foundation as they or any one of them may deem necessary, desirable, advisable or appropriate to effectuate, carry out or further the merger contemplated by the foregoing Resolutions; and it is further

RESOLVED, that any and all actions heretofore taken by the directors, officers, employees and agents of the Foundation and their designees in furtherance of the merger contemplated by the foregoing Resolutions are hereby acknowledged, ratified, affirmed, approved and adopted as actions in the name of and on behalf of the Foundation.

SECRETARY'S CERTIFICATE

The undersigned, being the Secretary of Clifton Springs Hospital & Clinic, does hereby certify that the foregoing is a true copy of the Resolutions adopted by vote of at least a two-thirds majority of the entire Board of Directors of said corporation at a meeting duly held on November 25, 2024, and further certifies that said Resolutions have not been amended or repealed as of the date hereof.

Dated: 12-30, 2024

Kaye Gansz
Kaye Stone-Gansz, Secretary

**RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF
CLIFTON SPRINGS HOSPITAL & CLINIC FOUNDATION INC.**

September 25, 2024

WHEREAS, the Board of Directors of Clifton Springs Hospital & Clinic Foundation Inc. (the "Foundation") has determined that it is in the best interest of the Foundation to undertake a corporate merger with Rochester Regional Health Foundation ("RRHF");

NOW, THEREFORE, it is hereby by the Board of Directors of the Foundation:

RESOLVED, that the merger of the Foundation with RRHF is authorized and approved; and it is further

RESOLVED, that the Plan of Merger attached to these Resolutions as Attachment No. 1 is adopted; and it is further

RESOLVED, that the Certificate of Merger attached to these Resolutions as Attachment No. 2 is approved; and it is further

RESOLVED, that the Verified Petition to the New York State Attorney General attached to these Resolutions as Attachment No. 3 (which will seek approval of the Plan of Merger and authorization to file the Certificate of Merger with the New York Department of State) is approved; and it is further

RESOLVED, that the proposed merger, a copy of these Resolutions, the Plan of Merger attached hereto as Attachment No. 1, the Certificate of Merger attached hereto as Attachment No. 2, and the Verified Petition to the New York State Attorney General attached hereto as Attachment No. 3 shall be submitted to the next meeting of the Board of Directors of Clifton Springs Hospital & Clinic (the "Sole Member") so that it may approve them in its capacity as the Sole Member of the Foundation, in accordance with the powers reserved to said Member in the Foundation's Certificate of Incorporation and Bylaws; and it is further

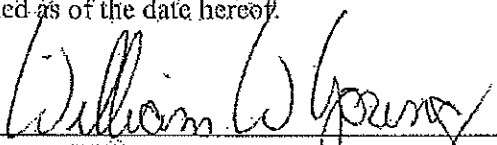
RESOLVED, that the directors, officers, employees and agents of the Foundation are authorized and empowered to execute the documents attached to these Resolutions as Attachments 1, 2, and 3, and to take such other actions in the name of and on behalf of the Foundation as they or any one of them may deem necessary, desirable, advisable or appropriate to effectuate, carry out or further the merger contemplated by the foregoing Resolutions; and it is further

RESOLVED, that any and all actions heretofore taken by the directors, officers, employees and agents of the Foundation and their designees in furtherance of the merger contemplated by the foregoing Resolutions are hereby acknowledged, ratified, affirmed, approved and adopted as actions in the name of and on behalf of the Foundation.

SECRETARY'S CERTIFICATE

The undersigned, being the Secretary of Clifton Springs Hospital & Clinic Foundation Inc., does hereby certify that the foregoing is a true copy of the Resolutions adopted by the Board of Directors of said Foundation at a meeting duly held on September 25, 2024, and further certifies that said Resolutions have not been amended or repealed as of the date hereof.

Dated: September 25, 2024



William Young, Secretary

MERGER AGREEMENT

THIS MERGER AGREEMENT (this "Agreement"), dated as of March 12, 2025, 2025 is by and between ROCHESTER REGIONAL HEALTH FOUNDATION, a New York not-for-profit corporation with its principal place of business located at 100 Kings Highway South, Rochester, NY 14617 (the "RRH Foundation"), and CLIFTON SPRINGS HOSPITAL & CLINIC FOUNDATION, INC., a New York not-for-profit corporation with its principal place of business located at 2 Coulter Road, Clifton Springs, NY 14432 ("Merged Entity").

WHEREAS, the Board of Directors of the RRH Foundation and the Merged Entity believe it is in the best interest of each constituent entity that the RRH Foundation and the Merged Entity combine into a single entity through the statutory merger of the Merged Entity with and into the RRH Foundation (the "Merger") and, in furtherance thereof, have approved the Merger.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants and agreements contained herein, as well as for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

1. The Merger. On the "Closing Date" as defined in Section 2 below, and subject to the terms and conditions of this Agreement and the applicable provisions of the New York Not-for-Profit Corporation Law, the Merged Entity shall be merged with and into the RRH Foundation, the separate existence of the Merged Entity shall cease, and the RRH Foundation shall continue as the surviving corporation.

2. Closing; Effective Time. The parties hereto shall cause the Merger to be consummated by filing a Certificate of Merger with the Department of State of the State of New York in accordance with the relevant provisions of New York law. The closing of the Merger (the "Closing") will take place concurrently with the filing of the Certificate of Merger with the New York Department of State (the "Closing Date").

3. Effect of the Merger. On the Closing Date, the effect of the Merger shall be as provided in the applicable provisions of New York law. Without limiting the generality of the foregoing, and subject thereto, on the Closing Date, all of the property, rights, privileges, powers and franchises of the Merged Entity shall vest in the RRH Foundation, and all debts, liabilities and duties of the Merged Entity shall become the debts, liabilities and duties of the RRH Foundation.

4. Certificate of Incorporation; Bylaws. On the Closing Date, the Certificate of Incorporation of the RRH Foundation, as in effect immediately prior to the Closing Date, shall be the Certificate of Incorporation of the RRH Foundation until thereafter amended as provided by law, the Certificate of Incorporation and/or the Bylaws. On the Closing Date, the Bylaws of the RRH Foundation, as in effect immediately prior to the Closing Date, shall be the Bylaws of the RRH Foundation until thereafter amended as provided by law, the Certificate of Incorporation and/or the Bylaws.

5. Directors and Officers. The directors and officers set forth on Schedule A shall be the directors and officers, respectively, of the RRH Foundation immediately after the Closing Date, each to hold office in accordance with the provisions of the RRH Foundation's Certificate of Incorporation and Bylaws.

6. Further Assurances. If, at any time after the Closing Date, any further action is necessary or desirable to carry out the purposes of this Agreement and to vest the RRH Foundation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of the Merged Entity, the members, officers and directors of RRH Foundation and the Merged Entity are fully authorized in the name of their respective entities or otherwise to take, and will take, all such lawful and necessary action.

7. Notices. All notices or other documents under this Agreement shall be in writing and delivered personally or mailed by certified mail, postage prepaid, addressed to the parties at their respective addresses as set forth at the outset of this Agreement.

8. Waiver. A waiver by either party of a breach of any provision of this Agreement shall not operate as, nor be construed as, a waiver of any subsequent breach thereof, and shall not be effective unless in writing.

9. Entire Agreement. This Agreement represents the entire agreement between the parties hereto with respect to the transactions contemplated hereby and may be modified only by subsequent written documents between the parties hereto.

10. Assignment; Binding Effect. This Agreement and the parties' respective rights, duties and obligations hereunder may not be assigned without the prior written consent of all parties hereto. Any attempted assignment in violation of this Section 10 shall be null and void and of no effect whatsoever. The provisions of this Agreement shall be binding upon and inure to the benefit of each party and their respective legal representatives, successors and assigns.

11. Governing Law. This Agreement shall be governed by, construed, interpreted and enforced in accordance with the laws of the State of New York.

12. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original and all of which, when taken together, shall constitute one and the same instrument.

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SCHEDULE A

**ROCHESTER REGIONAL HEALTH FOUNDATION
BOARD OF DIRECTORS
2025**

OFFICERS

Chair	Elizabeth Patton, PhD
Vice Chair	Tracy Ford
Secretary	Bob Woodhouse
Treasurer	C.J. Britt
Medical Liaison	Tim Malins, MD

Corporate Officers:

President & CEO	Richard "Chip" Davis, PhD*
Foundation President	Kelly Gagan

BOARD OF DIRECTORS

Class of 2025

David Germano
Jake Hale
Danielle Howard
Tim Malins, MD**
Rashondra Martin, Esq.
Chris Muller
Jan Plumb
Hank Stuart
Shelby VanderBrook
Lauren Whiting

Class of 2026

C.J. Britt**
Cheryl DeMeyers
Tracy Ford**
Rahul Kohli
Slavé Jankuloski
Rick Machemer, PhD
Jessica Patnode, RN
Elizabeth Patton, PhD**
Leon Sawyko, Esq.
Patricia Wehle
Bill Young
Lew Zulick, MD

Class of 2027

Cindy Christy, MD
Joyce Haag, Esq.
Lois Irwin
Christine Lachnicht
Nicholas J. Loffredo, DO
Tom Riley**
Judith Watt
Kathy Schumacher
Jim Vazzana, Esq.
Susan VanAcker
Bob Woodhouse**

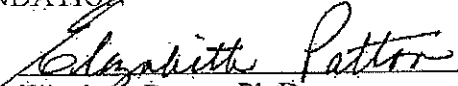
**Ex Officio*

***Member of Executive Committee (Officers and Chairs of Board Committees)*

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized representatives as of the date first set forth above.

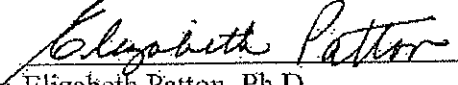
ROCHESTER REGIONAL HEALTH
FOUNDATION

By:


Name: Elizabeth Patton, Ph.D.
Title: Chair of the Board

CLIFTON SPRINGS HOSPITAL & CLINIC
FOUNDATION, INC.

By:


Name: Elizabeth Patton, Ph.D.
Title: Chair of the Board

**RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF
NEWARK WAYNE COMMUNITY HOSPITAL FOUNDATION**

October 7, 2024

WHEREAS, the Board of Directors of Newark Wayne Community Hospital Foundation (the “Foundation”) has determined that it is in the best interest of the Foundation to undertake a corporate merger with Rochester Regional Health Foundation (“RRHF”);

NOW, THEREFORE, it is hereby by the Board of Directors of the Foundation:

RESOLVED, that the merger of the Foundation with RRHF is authorized and approved; and it is further

RESOLVED, that the Plan of Merger attached to these Resolutions as Attachment No. 1 is adopted; and it is further

RESOLVED, that the Certificate of Merger attached to these Resolutions as Attachment No. 2 is approved; and it is further

RESOLVED, that the Verified Petition to the New York State Attorney General attached to these Resolutions as Attachment No. 3 (which will seek approval of the Plan of Merger and authorization to file the Certificate of Merger with the New York Department of State) is approved; and it is further

RESOLVED, that the proposed merger, a copy of these Resolutions, the Plan of Merger attached hereto as Attachment No. 1, the Certificate of Merger attached hereto as Attachment No. 2, and the Verified Petition to the New York State Attorney General attached hereto as Attachment No. 3 shall be submitted to the next meeting of the Board of Directors of Newark Wayne Community Hospital (the “Sole Member”) so that it may approve them in its capacity as the Sole Member of the Foundation, in accordance with the powers reserved to said Member in the Foundation’s Certificate of Incorporation and Bylaws; and it is further

RESOLVED, that the directors, officers, employees and agents of the Foundation are authorized and empowered to execute the documents attached to these Resolutions as Attachments 1, 2, and 3, and to take such other actions in the name of and on behalf of the Foundation as they or any one of them may deem necessary, desirable, advisable or appropriate to effectuate, carry out or further the merger contemplated by the foregoing Resolutions; and it is further

RESOLVED, that any and all actions heretofore taken by the directors, officers, employees and agents of the Foundation and their designees in furtherance of the merger contemplated by the foregoing Resolutions are hereby acknowledged, ratified, affirmed, approved and adopted as actions in the name of and on behalf of the Foundation.

SECRETARY'S CERTIFICATE

The undersigned, being the Secretary of Newark Wayne Community Hospital Foundation, does hereby certify that the foregoing is a true copy of the Resolutions adopted by the Board of Directors of said Foundation at a meeting duly held on October 7 2024, and further certifies that said Resolutions have not been amended or repealed as of the date hereof.

Dated: October 7, 2024

Christine Lachnicht
Christine Lachnicht, Secretary

**RESOLUTIONS
OF
NEWARK WAYNE COMMUNITY HOSPITAL
AS THE SOLE MEMBER
OF
NEWARK WAYNE COMMUNITY HOSPITAL FOUNDATION**

November 25, 2024

WHEREAS, the Board of Directors of Newark Wayne Community Hospital (the "Sole Member"), acting in its capacity as the sole member of Newark Wayne Community Hospital Foundation (the "Foundation") and in accordance with the powers reserved to it in the Foundation's Certificate of Incorporation and Bylaws, has determined that it is in the best interest of the Foundation to undertake a corporate merger with Rochester Regional Health Foundation ("RRHF");

NOW, THEREFORE, it is hereby by the Sole Member of the Foundation;

RESOLVED, that the merger of the Foundation with RRHF is authorized and approved; and it is further

RESOLVED, that the Plan of Merger attached to these Resolutions as Attachment No. 1 is approved; and it is further

RESOLVED, that the Certificate of Merger attached to these Resolutions as Attachment No. 2 is approved; and it is further

RESOLVED, that the Verified Petition to the New York State Attorney General attached to these Resolutions as Attachment No. 3 (which will seek approval of the Plan of Merger and authorization to file the Certificate of Merger with the New York Department of State) is approved; and it is further

RESOLVED, that the directors, officers, employees and agents of the Foundation are authorized and empowered to execute the documents attached to these Resolutions as Attachments 1, 2, and 3, and to take such other actions in the name of and on behalf of the Foundation as they or any one of them may deem necessary, desirable, advisable or appropriate to effectuate, carry out or further the merger contemplated by the foregoing Resolutions; and it is further

RESOLVED, that any and all actions heretofore taken by the directors, officers, employees and agents of the Foundation and their designees in furtherance of the merger contemplated by the foregoing Resolutions are hereby acknowledged, ratified, affirmed, approved and adopted as actions in the name of and on behalf of the Foundation.

SECRETARY'S CERTIFICATE

The undersigned, being the Secretary of Newark Wayne Community Hospital, does hereby certify that the foregoing is a true copy of the Resolutions adopted by vote of at least a two-thirds majority of the entire Board of Directors of said corporation at a meeting duly held on November 25, 2024, and further certifies that said Resolutions have not been amended or repealed as of the date hereof.

Dated: 12-30, 2024

Kaye Stone-Gansz
Kaye Stone-Gansz, Secretary

MERGER AGREEMENT

THIS MERGER AGREEMENT (this "Agreement"), dated as of March 12, 2025 2025 is by and between ROCHESTER REGIONAL HEALTH FOUNDATION, a New York not-for-profit corporation with its principal place of business located at 100 Kings Highway South, Rochester, NY 14617 (the "RRH Foundation"), and NEWARK-WAYNE COMMUNITY HOSPITAL FOUNDATION, INC., a New York not-for-profit corporation with its principal place of business located at 1200 Driving Park Avenue, Newark, NY 14513 ("Merged Entity").

WHEREAS, the Board of Directors of the RRH Foundation and the Merged Entity believe it is in the best interest of each constituent entity that the RRH Foundation and the Merged Entity combine into a single entity through the statutory merger of the Merged Entity with and into the RRH Foundation (the "Merger") and, in furtherance thereof, have approved the Merger.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants and agreements contained herein, as well as for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

1. The Merger. On the "Closing Date" as defined in Section 2 below, and subject to the terms and conditions of this Agreement and the applicable provisions of the New York Not-for-Profit Corporation Law, the Merged Entity shall be merged with and into the RRH Foundation, the separate existence of the Merged Entity shall cease, and the RRH Foundation shall continue as the surviving corporation.

2. Closing; Effective Time. The parties hereto shall cause the Merger to be consummated by filing a Certificate of Merger with the Department of State of the State of New York in accordance with the relevant provisions of New York law. The closing of the Merger (the "Closing") will take place concurrently with the filing of the Certificate of Merger with the New York Department of State (the "Closing Date").

3. Effect of the Merger. On the Closing Date, the effect of the Merger shall be as provided in the applicable provisions of New York law. Without limiting the generality of the foregoing, and subject thereto, on the Closing Date, all of the property, rights, privileges, powers and franchises of the Merged Entity shall vest in the RRH Foundation, and all debts, liabilities and duties of the Merged Entity shall become the debts, liabilities and duties of the RRH Foundation.

4. Certificate of Incorporation; Bylaws. On the Closing Date, the Certificate of Incorporation of the RRH Foundation, as in effect immediately prior to the Closing Date, shall be the Certificate of Incorporation of the RRH Foundation until thereafter amended as provided by law, the Certificate of Incorporation and/or the Bylaws. On the Closing Date, the Bylaws of the RRH Foundation, as in effect immediately prior to the Closing Date, shall be the Bylaws of the RRH Foundation until thereafter amended as provided by law, the Certificate of Incorporation and/or the Bylaws.

5. Directors and Officers. The directors and officers set forth on Schedule A shall be the directors and officers, respectively, of the RRH Foundation immediately after the Closing Date, each to hold office in accordance with the provisions of the RRH Foundation's Certificate of Incorporation and Bylaws.

6. Further Assurances. If, at any time after the Closing Date, any further action is necessary or desirable to carry out the purposes of this Agreement and to vest the RRH Foundation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of the Merged Entity, the members, officers and directors of RRH Foundation and the Merged Entity are fully authorized in the name of their respective entities or otherwise to take, and will take, all such lawful and necessary action.

7. Notices. All notices or other documents under this Agreement shall be in writing and delivered personally or mailed by certified mail, postage prepaid, addressed to the parties at their respective addresses as set forth at the outset of this Agreement.

8. Waiver. A waiver by either party of a breach of any provision of this Agreement shall not operate as, nor be construed as, a waiver of any subsequent breach thereof, and shall not be effective unless in writing.

9. Entire Agreement. This Agreement represents the entire agreement between the parties hereto with respect to the transactions contemplated hereby and may be modified only by subsequent written documents between the parties hereto.

10. Assignment; Binding Effect. This Agreement and the parties' respective rights, duties and obligations hereunder may not be assigned without the prior written consent of all parties hereto. Any attempted assignment in violation of this Section 10 shall be null and void and of no effect whatsoever. The provisions of this Agreement shall be binding upon and inure to the benefit of each party and their respective legal representatives, successors and assigns.

11. Governing Law. This Agreement shall be governed by, construed, interpreted and enforced in accordance with the laws of the State of New York.

12. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original and all of which, when taken together, shall constitute one and the same instrument.

[Remainder of Page Intentionally Left Blank]

SCHEDULE A

ROCHESTER REGIONAL HEALTH FOUNDATION BOARD OF DIRECTORS 2025

OFFICERS

Chair	Elizabeth Patton, PhD
Vice Chair	Tracy Ford
Secretary	Bob Woodhouse
Treasurer	C.J. Britt
Medical Liaison	Tim Malins, MD

Corporate Officers:

President & CEO	Richard "Chip" Davis, PhD*
Foundation President	Kelly Gagan

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Bob Woodhouse**

**Ex Officio*

***Member of Executive Committee (Officers and Chairs of Board Committees)*

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized representatives as of the date first set forth above.

ROCHESTER REGIONAL HEALTH
FOUNDATION

By: Elizabeth Patton
Name: Elizabeth Patton, Ph.D.
Title: Chair of the Board

NEWARK-WAYNE COMMUNITY HOSPITAL
FOUNDATION, INC.

By: Elizabeth Patton
Name: Elizabeth Patton, Ph.D.
Title: Chair of the Board

MERGER AGREEMENT

THIS MERGER AGREEMENT (this "Agreement"), dated as of March 12, 2025 2025 is by and between ROCHESTER REGIONAL HEALTH FOUNDATION, a New York not-for-profit corporation with its principal place of business located at 100 Kings Highway South, Rochester, NY 14617 (the "RRH Foundation"), and NEWARK-WAYNE COMMUNITY HOSPITAL FOUNDATION, INC., a New York not-for-profit corporation with its principal place of business located at 1200 Driving Park Avenue, Newark, NY 14513 ("Merged Entity").

WHEREAS, the Board of Directors of the RRH Foundation and the Merged Entity believe it is in the best interest of each constituent entity that the RRH Foundation and the Merged Entity combine into a single entity through the statutory merger of the Merged Entity with and into the RRH Foundation (the "Merger") and, in furtherance thereof, have approved the Merger.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants and agreements contained herein, as well as for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

1. The Merger. On the "Closing Date" as defined in Section 2 below, and subject to the terms and conditions of this Agreement and the applicable provisions of the New York Not-for-Profit Corporation Law, the Merged Entity shall be merged with and into the RRH Foundation, the separate existence of the Merged Entity shall cease, and the RRH Foundation shall continue as the surviving corporation.

2. Closing; Effective Time. The parties hereto shall cause the Merger to be consummated by filing a Certificate of Merger with the Department of State of the State of New York in accordance with the relevant provisions of New York law. The closing of the Merger (the "Closing") will take place concurrently with the filing of the Certificate of Merger with the New York Department of State (the "Closing Date").

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5. Directors and Officers. The directors and officers set forth on Schedule A shall be the directors and officers, respectively, of the RRH Foundation immediately after the Closing Date, each to hold office in accordance with the provisions of the RRH Foundation's Certificate of Incorporation and Bylaws.

6. Further Assurances. If, at any time after the Closing Date, any further action is necessary or desirable to carry out the purposes of this Agreement and to vest the RRH Foundation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of the Merged Entity, the members, officers and directors of RRH Foundation and the Merged Entity are fully authorized in the name of their respective entities or otherwise to take, and will take, all such lawful and necessary action.

7. Notices. All notices or other documents under this Agreement shall be in writing and delivered personally or mailed by certified mail, postage prepaid, addressed to the parties at their respective addresses as set forth at the outset of this Agreement.

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10. Assignment; Binding Effect. This Agreement and the parties' respective rights, duties and obligations hereunder may not be assigned without the prior written consent of all parties hereto. Any attempted assignment in violation of this Section 10 shall be null and void and of no effect whatsoever. The provisions of this Agreement shall be binding upon and inure to the benefit of each party and their respective legal representatives, successors and assigns.

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2025**

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***Member of Executive Committee (Officers and Chairs of Board Committees)*

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized representatives as of the date first set forth above.

ROCHESTER REGIONAL HEALTH
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By: Elizabeth Patton
Name: Elizabeth Patton, Ph.D.
Title: Chair of the Board

NEWARK-WAYNE COMMUNITY HOSPITAL
FOUNDATION, INC.

By: Elizabeth Patton
Name: Elizabeth Patton, Ph.D.
Title: Chair of the Board

**RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF
UNITED MEMORIAL MEDICAL CENTER FOUNDATION INC.**

October 2, 2024

WHEREAS, the Board of Directors of United Memorial Medical Center Foundation Inc. (the "Foundation") has determined that it is in the best interest of the Foundation to undertake a corporate merger with Rochester Regional Health Foundation ("RRHF");

NOW, THEREFORE, it is hereby by the Board of Directors of the Foundation;

RESOLVED, that the merger of the Foundation with RRHF is authorized and approved; and it is further

RESOLVED, that the Plan of Merger attached to these Resolutions as Attachment No. 1 is adopted; and it is further

RESOLVED, that the Certificate of Merger attached to these Resolutions as Attachment No. 2 is approved; and it is further

RESOLVED, that the Verified Petition to the New York State Attorney General attached to these Resolutions as Attachment No. 3 (which will seek approval of the Plan of Merger and authorization to file the Certificate of Merger with the New York Department of State) is approved; and it is further

RESOLVED, that the proposed merger, a copy of these Resolutions, the Plan of Merger attached hereto as Attachment No. 1, the Certificate of Merger attached hereto as Attachment No. 2, and the Verified Petition to the New York State Attorney General attached hereto as Attachment No. 3 shall be submitted to the next meeting of the Board of Directors of United Memorial Medical Center (the "Sole Member") so that it may approve them in its capacity as the Sole Member of the Foundation, in accordance with the powers reserved to said Member in the Foundation's Certificate of Incorporation and Bylaws; and it is further

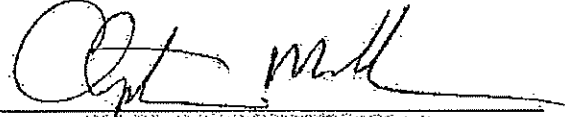
RESOLVED, that the directors, officers, employees and agents of the Foundation are authorized and empowered to execute the documents attached to these Resolutions as Attachments 1, 2, and 3, and to take such other actions in the name of and on behalf of the Foundation as they or any one of them may deem necessary, desirable, advisable or appropriate to effectuate, carry out or further the merger contemplated by the foregoing Resolutions; and it is further

RESOLVED, that any and all actions heretofore taken by the directors, officers, employees and agents of the Foundation and their designees in furtherance of the merger contemplated by the foregoing Resolutions are hereby acknowledged, ratified, affirmed, approved and adopted as actions in the name of and on behalf of the Foundation.

SECRETARY'S CERTIFICATE

The undersigned, being the Secretary of United Memorial Medical Center Foundation Inc., does hereby certify that the foregoing is a true copy of the Resolutions adopted by the Board of Directors of said Foundation at a meeting duly held on October 2, 2024, and further certifies that said Resolutions have not been amended or repealed as of the date hereof.

Dated: 10 / 2, 2024


Christopher Mullen, Secretary

**RESOLUTIONS
OF
UNITED MEMORIAL MEDICAL CENTER
AS THE SOLE MEMBER
OF
UNITED MEMORIAL MEDICAL CENTER FOUNDATION INC.**

October 23, 2024

WHEREAS, the Board of Directors of United Memorial Medical Center (the “Sole Member”), acting in its capacity as the sole member of United Memorial Medical Center Foundation Inc. (the “Foundation”) and in accordance with the powers reserved to it in the Foundation’s Certificate of Incorporation and Bylaws, has determined that it is in the best interest of the Foundation to undertake a corporate merger with Rochester Regional Health Foundation (“RRHF”);

NOW, THEREFORE, it is hereby by the Sole Member of the Foundation:

RESOLVED, that the merger of the Foundation with RRHF is authorized and approved; and it is further

RESOLVED, that the Plan of Merger attached to these Resolutions as Attachment No. 1 is approved; and it is further

RESOLVED, that the Certificate of Merger attached to these Resolutions as Attachment No. 2 is approved; and it is further

RESOLVED, that the Verified Petition to the New York State Attorney General attached to these Resolutions as Attachment No. 3 (which will seek approval of the Plan of Merger and authorization to file the Certificate of Merger with the New York Department of State) is approved; and it is further

RESOLVED, that the directors, officers, employees and agents of the Foundation are authorized and empowered to execute the documents attached to these Resolutions as Attachments 1, 2, and 3, and to take such other actions in the name of and on behalf of the Foundation as they or any one of them may deem necessary, desirable, advisable or appropriate to effectuate, carry out or further the merger contemplated by the foregoing Resolutions; and it is further

RESOLVED, that any and all actions heretofore taken by the directors, officers, employees and agents of the Foundation and their designees in furtherance of the merger contemplated by the foregoing Resolutions are hereby acknowledged, ratified, affirmed, approved and adopted as actions in the name of and on behalf of the Foundation.

SECRETARY'S CERTIFICATE

The undersigned, being the Secretary of United Memorial Medical Center, does hereby certify that the foregoing is a true copy of the Resolutions adopted by vote of at least a two-thirds majority of the entire Board of Directors of said corporation at a meeting duly held on October 23, 2024, and further certifies that said Resolutions have not been amended or repealed as of the date hereof.

Dated: October 24, 2024

Susie Ott

Susie Ott, Secretary

MERGER AGREEMENT

THIS MERGER AGREEMENT (this "Agreement"), dated as of March 12, 2025, 2025 is by and between ROCHESTER REGIONAL HEALTH FOUNDATION, a New York not-for-profit corporation with its principal place of business located at 100 Kings Highway South, Rochester, NY 14617 (the "RRH Foundation"), and UNITED MEMORIAL MEDICAL CENTER FOUNDATION, INC., a New York not-for-profit corporation with its principal place of business located at 127 North Street, Batavia, NY 14020 ("Merged Entity").

WHEREAS, the Board of Directors of the RRH Foundation and the Merged Entity believe it is in the best interest of each constituent entity that the RRH Foundation and the Merged Entity combine into a single entity through the statutory merger of the Merged Entity with and into the RRH Foundation (the "Merger") and, in furtherance thereof, have approved the Merger.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants and agreements contained herein, as well as for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

1. The Merger. On the "Closing Date" as defined in Section 2 below, and subject to the terms and conditions of this Agreement and the applicable provisions of the New York Not-for-Profit Corporation Law, the Merged Entity shall be merged with and into the RRH Foundation, the separate existence of the Merged Entity shall cease, and the RRH Foundation shall continue as the surviving corporation.

2. Closing; Effective Time. The parties hereto shall cause the Merger to be consummated by filing a Certificate of Merger with the Department of State of the State of New York in accordance with the relevant provisions of New York law. The closing of the Merger (the "Closing") will take place concurrently with the filing of the Certificate of Merger with the New York Department of State (the "Closing Date").

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5. Directors and Officers. The directors and officers set forth on Schedule A shall be the directors and officers, respectively, of the RRH Foundation immediately after the Closing Date, each to hold office in accordance with the provisions of the RRH Foundation's Certificate of Incorporation and Bylaws.

6. Further Assurances. If, at any time after the Closing Date, any further action is necessary or desirable to carry out the purposes of this Agreement and to vest the RRH Foundation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of the Merged Entity, the members, officers and directors of RRH Foundation and the Merged Entity are fully authorized in the name of their respective entities or otherwise to take, and will take, all such lawful and necessary action.

7. Notices. All notices or other documents under this Agreement shall be in writing and delivered personally or mailed by certified mail, postage prepaid, addressed to the parties at their respective addresses as set forth at the outset of this Agreement.

8. Waiver. A waiver by either party of a breach of any provision of this Agreement shall not operate as, nor be construed as, a waiver of any subsequent breach thereof, and shall not be effective unless in writing.

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized representatives as of the date first set forth above.

ROCHESTER REGIONAL HEALTH
FOUNDATION

By: Elizabeth Patton
Name: Elizabeth Patton, Ph.D.
Title: Chair of the Board

UNITED MEMORIAL MEDICAL CENTER
FOUNDATION, INC.

By: Elizabeth Patton
Name: Elizabeth Patton, Ph.D.
Title: Chair of the Board

SCHEDULE A

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***Member of Executive Committee (Officers and Chairs of Board Committees)*

RRH Foundation Fundraising Practices

The RRH Foundation utilizes a variety of strategic fundraising practices to secure resources that support patient care, facility improvements, and community health initiatives. These practices include:

1. **Individual Giving:** Cultivating relationships with individual donors through personalized outreach, donor recognition programs, and annual giving campaigns to encourage sustained financial support.
2. **Major Gifts:** Engaging high-net-worth individuals and philanthropic leaders to secure significant one-time or multi-year contributions that often fund capital projects, endowments, or specialized programs.
3. **Planned Giving:** Encouraging donors to include the foundation in their estate plans, wills, or trusts, ensuring long-term support through bequests, charitable remainder trusts, and other legacy gifts.
4. **Corporate Partnerships:** Building partnerships with businesses and grant-making organizations to obtain sponsorships, grants, and in-kind donations that align with the mutual goals of improving community health.
5. **Grant Writing and Application Submission:** Developing and submitting detailed grant proposals to government agencies, private foundations, and other funding bodies. This involves identifying funding opportunities, crafting compelling narratives, and managing deadlines to secure project-specific or operational funding.
6. **Special Events:** Organizing fundraising events such as galas and golf tournaments to raise funds, increase awareness, and engage supporters.
7. **Community Campaigns:** Leveraging broad community outreach initiatives, such as giving days or peer-to-peer fundraising, to mobilize local support and foster a culture of philanthropy.
8. **Digital Fundraising:** Utilizing online platforms, social media campaigns, and email marketing to reach a wider audience, facilitate convenient giving, and promote specific fundraising drives.

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council on this 4th, day of December, 2025, approves the filing of the Certificate of Merger of Clifton Springs Hospital & Clinic Foundation, Inc. and Rochester Regional Health Foundation into Rochester Regional Health Foundation, dated March 12, 2025.

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council on this 4th, day of December, 2025, approves the filing of the Certificate of Merger of United Memorial Medical Center Foundation, Inc. and Rochester Regional Health Foundation into Rochester Regional Health Foundation, dated March 12, 2025.

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council on this 4th, day of December, 2025, approves the filing of the Certificate of Merger of Newark-Wayne Community Hospital Foundation, Inc. and Rochester Regional Health Foundation into Rochester Regional Health Foundation, dated March 12, 2025.



Project # 251185-B

Hempstead Multispecialty ASC, LLC

Program: Diagnostic and Treatment Center
Purpose: Establishment and Construction

County: Nassau
Acknowledged: May 1, 2025

Executive Summary

Description

Hempstead Multispecialty ASC, LLC (the Center), a New York limited liability company, requests approval to establish and construct a multi-specialty, Article 28 freestanding ambulatory surgery center (FASC) in lease space at 274-278 Fulton Avenue, Hempstead, New York (Nassau County).

The Center will specialize in providing orthopedic, spine, pain management, and ophthalmology surgical procedures and consist of three (3) operating rooms, one (1) procedure room, and related support spaces. The applicant will lease the space from Hempstead Realty Affiliates, LLC, through a non-arm's-length lease arrangement.

Ownership of the operations is as follows:

Proposed Operators		
Hempstead Multispecialty ASC, LLC		
SurgiCore Hempstead, LLC.		50%
Anthony De Gradi	25%	12.50%
Wayne Hatami	25%	12.50%
Feliks Kogan	25%	12.50%
Leonid Tylman	25%	12.50%
Total	100%	
RT Fulton Avenue Associates, LLC		50%
Humberto Romero	50%	25%
David Tubens, D.C.	50%	25%
Total	100%	

Mark Kramer, M.D., who is board-certified in Orthopedic Surgery, will serve as the Center's Medical Director. The applicant is negotiating a Transfer and Affiliation Agreement for backup and emergency services with Long Island

Jewish Medical Center/Northwell Health, 4.9 miles (10 minutes of travel time) from the Center.

OPCHSM Recommendation

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

Need Summary

The applicant projects 4,326 procedures in Year One and 4,543 in Year Three, with Medicaid at 11.9% and Charity Care at 2.0% by the third year.

Program Summary

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

Financial Summary

Total project costs of \$4,094,603 will be met with members' equity of \$409,460 and a \$3,685,143 loan at 8.45% interest and a 3-year term from ECRC Group M-4, LLC.

Budget:	<u>Year One</u>	<u>Year Three</u>
Revenues	\$ 5,438,353	\$5,710,271
Expenses:	<u>5,316,224</u>	<u>5,256,371</u>
Gain	\$122,129	\$453,900

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

1. Submission of a check for the amount enumerated in the approval letter, payable to the New York State Department of Health. Public Health Law Section 2802.7 states that all construction applications requiring review by the Public Health and Health Planning Council shall pay an additional fee of fifty-five hundredths of one percent of the total capital value of the project, exclusive of CON fees. [PMU]
2. Submission by the governing body of the ambulatory surgery center of an Organizational Mission Statement which identifies, at a minimum, the populations, and communities to be served by the center, including underserved populations (such as racial and ethnic minorities, women, and handicapped persons) and the center's commitment to meet the health care needs of the community, including the provision of services to those in need regardless of ability to pay. The statement shall also include a commitment to the development of policies and procedures to assure that charity care is available to those who cannot afford to pay. [RNR]
3. Submission of a signed agreement with an outside, independent entity satisfactory to the Department to provide annual reports to DOH. Reports are due no later than April 1st for the prior year and are to be based upon the calendar year. Submission of annual reports will begin after the first full or, if greater or equal to six months after the date of certification, partial year of operation. Reports should include:
 - a. Data displaying actual utilization including procedures;
 - b. Data displaying the breakdown of visits by payor source;
 - c. Data displaying the number of patients who needed follow-up care in a hospital within seven days after ambulatory surgery;
 - d. Data displaying the number of emergency transfers to a hospital;
 - e. Data displaying the percentage of charity care provided;
 - f. The number of nosocomial infections recorded during the year reported;
 - g. A list of all efforts made to secure charity cases; and
 - h. A description of the progress of contract negotiations with Medicaid managed care plans. [RNR]
4. Submission of an executed construction loan agreement acceptable to the Department of Health. [BFA]
5. Submission of an executed working capital loan agreement acceptable to the Department of Health. [BFA]
6. Submission of an executed lease agreement acceptable to the Department of Health. [BFA]
7. 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]
8. 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 **April 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 **May 1, 2026**, and construction must be completed by **January 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 staff of the facility must be separate and distinct from the staff of other entities; the signage must clearly denote that the facility is separate and distinct from other entities; the clinical space must be used exclusively for the approved purpose; and the entrance must not disrupt any other entity's clinical program space. [HSP]
4. The applicant must ensure registration for and training of facility staff on the Department's Health Commerce System (HCS). The HCS is the secure web-based means by which facilities must communicate with the Department and receive vital information. Upon receipt of the Operating Certificate, the Administrator/director that has day-to-day oversight of the facility's operations shall submit the HCS Access Form at the following link to begin the process to enroll for HCS access for the first time or update enrollment information as necessary:
https://www.health.ny.gov/facilities/hospitals/docs/hcs_access_forms_new_clinics.pdf. Questions may be directed to the Division of Hospitals and Diagnostic & Treatment Centers at 518-402-1004 or email: hospinfo@health.ny.gov [HSP]
5. 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]
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
December 4, 2025

Need Analysis

Project Description

Hempstead Multispecialty ASC, LLC is seeking approval to establish a multi-specialty, freestanding ambulatory surgery center (FASC) at 274-278 Fulton Avenue, Hempstead, 11550 in Nassau County. The Center will specialize in Orthopedic, Spine, Pain Management, and Ophthalmology surgical procedures. The facility plans to have three (3) operating rooms and one (1) procedure room.

Background and Analysis

The primary service area is Nassau County, which has a population projected to increase to 1,432,859 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	Nassau County	New York State
Total Population	1,388,138	19,872,319
Hispanic or Latino (of any race)	18.5%	19.6%
White (non-Hispanic)	55.4%	53.4%
Black or African American (non-Hispanic)	10.9%	13.6%
Asian(non-Hispanic)	11.5%	8.8%
Other (non-Hispanic)	3.7%	4.6%

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

In 2023, 96.1% of the population of Nassau County had health coverage as follows:

Employer Plans	58.0%
Medicaid	11.4%
Medicare	13.3%
Non-Group Plans	13.2%
Military or VA	0.213%

Source: Data USA

Ambulatory Surgery within a 3.5-Mile Radius of Proposed Center

Facility Name	Type	Patient Visits		
		2022	2023	2024
Mercy Hospital	Hospital	9,491	10,433	10,885
NYU Langone Hospital- Long Island	Hospital	20,033	22,069	22,865
HSS Long Island Outpatient Center	Hospital Ext Clinic	1,549	1,911	1,948
Garden City Surgi Center	ASC	7,127	7,238	7,411
Total Visits		38,200	41,651	43,109

Source: HFIS and SPARCS

All of the facilities listed above provide multi-specialty or single-specialty services that include at least one of the specialties proposed by the applicant. There are also two applications for providing one or more of the same specialty services in the CON process. These are CON 242008 Surgery Center of Long Island to construct a multi-specialty ASC to provide pain management and orthopedic surgery services (Under Review), and CON 231328 HSS Long Island ASC, LLC to establish and construct a single-specialty ambulatory surgery center for orthopedic surgery (Under Construction). According to the applicant, although one of the proposed FASCs will be located down the street from Hempstead Multispecialty ASC, it will have no impact on this project, which is meant to bring existing cases that are currently being performed in FASCs in other counties.

Per the applicant, the patients to be served by this proposed FASC are currently receiving surgical services in different locations throughout New York, Kings, and Queens Counties, and New Jersey. The majority of patients are existing cases currently being performed by the participating physicians in other surgery centers outside of Nassau County who plan to perform these procedures at Hempstead

Multispecialty ASC (except for one physician who currently performs some of his cases at Island Eye Surgicenter, located in Nassau County). All of the surgical patients, who reside in Nassau County, will originate from each individual physician's non-surgical private practice, all of which have multiple satellite offices, including Nassau County. This project will provide more convenient access to surgical care closer to home. No procedures will come from local hospitals.

It is anticipated that the Center's staff will come from the participating physicians' existing office-based surgical practices; however, employees will also be recruited in a variety of ways, including job-listing sites, area colleges, and training programs for new graduates or experienced alumni.

The applicant has proposed a transfer and affiliation agreement with Long Island Jewish Medical Center, D/B/A Long Island Jewish Valley Stream. The Center will occupy renovated space in an existing non-Article 28 building.

The number of projected procedures is 4,326 in Year One and 4,543 in Year Three, with Medicaid at 11.9% and Charity Care at 2%. These projections are based on caseloads that participating surgeons have committed to bringing to the Center.

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

Payor	Year One		Year Three	
	Volume	%	Volume	%
Commercial FFS	315	7.3%	331	7.3%
Commercial MC	158	3.7%	166	3.7%
Medicare FFS	129	3.0%	135	3.0%
Medicare MC	172	4.0%	181	4.0%
Medicaid FFS	155	3.6%	163	3.6%
Medicaid MC	361	8.3%	379	8.3%
Charity Care	86	2.0%	90	2.0%
Other (Workers Comp, No Fault)	2,950	68.2%	3,098	68.2%

The center initially plans to obtain contracts with the following Medicaid Managed Care Plans: Healthfirst, Fidelis, and Molina. The center will work collaboratively with Harmony Healthcare and Sun River Health to provide services to the underinsured in their service area.

The hours of operation will be Monday through Friday from 7:30 a.m. to 3:30 p.m. As the Center matures, it is expected that an expanded operating schedule will be maintained to accommodate the needs of both patients and physicians. Weekend and/or evening procedures will be made available, if needed, to accommodate patient scheduling issues.

The applicant states that a Diagnostic and Treatment Center will also be built in this same building and will be submitted by a separate CON application. These providers will complement each other to create a convenient location for patients to receive medical services.

Conclusion

Approval of this project will provide more convenient access to surgical services within the regulatory environment of Article 28 health care facilities, ensuring safe health care delivery closer to home for the residents of Nassau County.

Program Analysis

Project Proposal

Proposed Operator	Hempstead Multispecialty ASC, LLC
Site Address	274-278 Fulton Avenue, Hempstead, NY 11550
Surgical Specialties	Ambulatory Surgery - Multi Specialty (Orthopedic, Spine, Pain Management, and Ophthalmology surgery)
Procedure Rooms	1
Operating Rooms	3
Hours of Operation	Monday through Friday from 7:30 a.m. to 3:30 p.m. As the Center matures, it is expected that an expanded operating schedule will be maintained to accommodate the needs of both patients and physicians. Weekend and/or evening procedures will be made available, if needed, to accommodate patient scheduling issues.
Staffing (1st Year / 3rd Year)	14.8 FTEs / 14.8 FTEs
Medical Director(s)	Mark Kramer, M.D.
Emergency, In-Patient, and Backup Support Services Agreement and Distance	Expected to be provided by: Long Island Jewish Medical Center/Northwell Health 4.9 Miles / 10 minutes

The goal of this project is to provide outstanding surgical care by bringing existing cases that are currently being performed in other surgery centers outside of Nassau County (one (1) physician currently performs some of his cases at an existing FASC in Westbury (Nassau County), New York), some of which are Surgicore-affiliated centers, into a new, state-of-the-art Article 28 FASC, thus providing a measure of compliance with the latest standards of safe health care delivery. Six (6) non-member surgeons have committed to perform procedures at the Center, approximately 12% of which are expected to be for Medicaid recipients and 2% for Charity Care recipients. All of the projected patients who will be treated at the Center reside in Nassau County and are existing patients of each participating physician's non-surgical private practice, located within 30 minutes of the proposed FASC. These patients are currently receiving surgical services in different locations throughout New York, Kings, and Queens Counties, and New Jersey. Therefore, this project will provide more convenient access to surgical care, closer to home. None of the projected cases are currently being performed in hospitals.

The Center expects to perform 4,326 cases in Year 1 and 4,543 cases by Year 3.

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

Staffing	Year One	Year Three
Management and Supervision	2	2
Technician and Specialist	3	3
Registered Nurses	3.5	3.5
Aides, Orderlies & Attendants	2.5	2.5
Clerical and Other Administrative	3.8	3.8
Total	14.8	14.8

Proposed Ownership

Member Name	Proposed Interest
SurgiCore Hempstead, LLC	50%
Anthony De Gradi (12.5%)	
Wayne Hatami (12.5%)	
Feliks Kogan (12.5%)	
Leonid Tylman (12.5%)	
RT Fulton Avenue Associates, LLC	50%
Humberto Romero (25%)	
David Tubens, DC (25%)	
TOTAL	100%

This project is a partnership between SurgiCore Hempstead, LLC (50.0% direct membership in the Center) and RT Fulton Avenue Associates, LLC (50.0% direct membership in the Center). SurgiCore Hempstead, LLC's members are: Anthony De Gradi (25% membership interest; 12.5% indirect membership in the Center); Wayne Hatami (25% membership interest; 12.5% indirect membership in the Center); Feliks Kogan (25% membership interest; 12.5% indirect membership in the Center); and Leonid Tylman (25% membership interest; 12.5% indirect membership in the Center). RT Fulton Avenue Associates, LLC's members are: Humberto Romero (50.0% membership interest; 25.0% indirect membership in the Center); and David Tubens, D.C. (50.0% membership interest; 25.0% indirect membership in the Center).

Character and Competence

Mark Kramer, M.D., will be the Medical Director of the facility. Dr. Kramer has worked in private practice as an Orthopaedic Surgeon for Cohen & Kramer since 1981. Dr. Kramer graduated from Vanderbilt Medical School with a Doctor of Medicine in 1976 and completed a Surgical Internship at Montefiore Hospital of Albert Einstein Medical School in 1977 and a Surgical Residency in 1978. Dr. Kramer completed an Orthopaedic Residency in 1981 at Montefiore Hospital of Albert Einstein Medical School. Dr. Kramer is board-certified in Orthopaedic Surgery.

The following active legal cases name Mark Kramer:

	Court	Year Filed	Index #	Case Status	Plaintiff	Defendant	Case Type
1	New York Supreme Court	2023	<u>151454/2023</u>	Active	American Transit Insurance Company,	Mollah, Abul et al	Comm-Insurance
2	New York Supreme Court	2023	<u>160093/2022</u>	Active	HEREFORD INSURANCE COMPANY	HERNANDEZ, DANIEL DE LA ROSA et al	Tort-Other
3	Queens Supreme Court	2023	<u>701986/2023</u>	Active	AMERICAN TRANSIT INSURANCE COMPANY	GRIGORIAN DO, ALEXANDRE et al	Comm-Insurance
4	Queens Supreme Court	2023	<u>704839/2023</u>	Active	AMERICAN TRANSIT INSURANCE COMPANY	AMERICAN MEDICAL INITIATIVES, P.C. et al	Comm-Insurance
5	Nassau Supreme Court	2024	<u>613796/2023</u>	Active	LM GENERAL INSURANCE COMPANY	TABRON, TEJA et al	OM-Other
6	Queens Supreme Court	2024	<u>707727/2024</u>	Active	AMERICAN TRANSIT INSURANCE COMPANY	ADVANCED ORTHOPAEDICS PLLC et al	Comm-Insurance

7	Queens Supreme Court	2024	<u>719976/2023</u>	Active	AMERICAN TRANSIT INSURANCE COMPANY	AUTO RX et al	Comm-Insurance
8	Queens Supreme Court	2024	<u>720144/2023</u>	Active	AMERICAN TRANSIT INSURANCE COMPANY	ALLEN ROTHPEARL IMAGING M.D., P.C. et al	Comm-Insurance
9	Kings Supreme Court	2025	<u>506515/2024</u>	Active	AMERICAN TRANSIT INSURANCE COMPANY	ALEXANDRE GRIGORIAN DO et al	Comm-Insurance
10	Kings Supreme Court	2025	<u>512868/2024</u>	Active	AMERICAN TRANSIT INSURANCE COMPANY	ADVANCED RECOVERY SOLUTION INC et al	Comm-Insurance

Anthony De Gradi has been a Managing Partner/Co-Owner of New Horizon Surgical Center, LLC since 2008, as well as a Managing Partner of Surgicore Management Inc. since 2018 and Surgicore Management NY LLC since 2019. De Gradi holds ownership in several NY Ambulatory Surgery Centers as well as facilities located in New Jersey and Florida.

Wayne Hatami has been a managing partner for Surgicore Management Inc. since May 2018 and for Surgicore Management NY LLC since 2019. Prior to this, Wayne Hatami was the Owner and Physical Therapist of NY Spine Physical Therapy from 1999-2017. Wayne Hatami holds ownership in several NY Ambulatory Surgery Centers as well as facilities located in New Jersey and Florida. Wayne Hatami graduated from West Virginia University with a bachelor's degree in 1993 and from Hage School Van Amsterdam with a Physical Therapy degree in 1999.

Feliks Kogan has been the owner of Aleste Corp., a Marketing and Business Consulting company, since January of 2013, and as a Partner and Co-owner of Manalapan Surgery Center since 2012. Feliks Kogan has also been a Managing Partner for Surgicore Management, Inc. since 2018 and Surgicore Management NY LLC since 2019. Feliks Kogan has ownership in multiple Ambulatory Surgery Centers, six located in New York, five in New Jersey, and three in Florida, as well as ownership in a New Jersey Hospital, Bayonne Medical Center.

Humberto Romero is a healthcare administrative professional who has worked at Romero Marketing, Inc. since 2018. Prior to this, Romero worked at Yellowstone Medical Management from 2007 to 2023. Romero was the Administrative Supervisor of Uptown Surgical Center from February 2022 to August 2022.

David Tubens currently is the Medical Administrator for Surgicore, a position held since 2023. Prior to this, Tubens was a Medical Administrator at Sunrise Med Plus from 2013-2023 and was Owner-Director of Island Regional Chiropractic from 1998 to 2019. Tubens graduated from Nassau Community College with an associate's degree in 1987 and from St. John's University with a bachelor's degree in 1991. David Tubens graduated from Life Chiropractic with a Doctor of Chiropractic in 1996.

The following legal case names David Tubens:

	Court	Year Filed	Index #	Case Status	Plaintiff	Defendant	Case Type
1	Suffolk Supreme Court	2025	626581/2024	Active	TJM CPAS, PLLC	AQR Development Funding LLC d/b/a Planet Nugg et al	Comm-Contract

Leonid Tylman retired in January of 2024. Prior to retirement, Leonid Tylman was the Chief Executive Officer of Lenco Diagnostic Laboratories, Inc. from January 2003 to January 2024. Tylman holds ownership in several NY Ambulatory Surgery Centers as well as facilities located in New Jersey.

Disclosures

Anthony De Gradi, Wayne Hatami, Feliks Kogan, and Leonid Tylman disclosed the following statement:

As with other organizations operating numerous healthcare facilities in New York and New Jersey, several Surgicore-affiliated centers have been the subject of arbitration proceedings and lawsuits filed by automobile and commercial insurance payors, consistent with their well-known business practices and strategy to avoid paying claims for reimbursement (or in an effort to negotiate substantially lower payments). Nevertheless, Surgicore and its affiliated centers have an excellent record in winning the arbitrations, and the cases have been found not to have any merit. Additionally, as is not uncommon for other healthcare providers, and has become a part of doing business for a healthcare organization, there have been a small number of negligence cases filed against one or more affiliated facilities, all of which cases are within the coverage of premises or malpractice insurance policies. Lastly, a distressed center in Bergen County, New Jersey, which Surgicore acquired ownership in more recently, was indebted to vendors, service providers, and other third parties prior to Surgicore's involvement, and became subject to a number of breach of contract/collections suits filed by those third parties seeking repayment. However, as part of its acquisition, Surgicore negotiated settlements with claimants and otherwise helped the Center resolve claims, and most, if not all, of such cases have since been withdrawn or dismissed by stipulation.

The following malpractice cases were found naming facilities owned by the applicants:

All City Family Healthcare Center, Inc:

Jones, Jerome vs. Ackerman M.D., Paul et al (All City Family Healthcare Center, Inc.)/ Bronx Supreme Court/ 817213/2022E/ Tort-Medical, Dental, or Podiatric Malpractice

Per the applicant, this is an ongoing medical malpractice case in which all allegations are directed at the treating physician. The facility is allegedly implicated under a theory of vicarious liability, which they firmly deny.

McDONALD, KIMBERLY vs. MALLETT M.D., ERROLL C. et al (ALL CITY FAMILY HEALTHCARE CENTER, INC.)/ Bronx Supreme Court/ 802807/2023E/ Tort-Medical, Dental, or Podiatric Malpractice

Per the applicant, this is an ongoing medical malpractice case in which all allegations are directed at the treating physician. The facility is allegedly implicated under a theory of vicarious liability, which they firmly deny.

MITCHELL, KEVIN vs. ACKERMAN, MD, PAUL et al (ALL CITY FAMILY HEALTHCARE CENTER, INC.)/ Kings Supreme Court/ 531496/2023/ Tort-Medical, Dental, or Podiatric Malpractice

Per the applicant, this is an ongoing medical malpractice case in which all allegations are directed at the treating physician. The facility is allegedly implicated under a theory of vicarious liability, which they firmly deny.

In addition, 129 Active legal cases were found involving All City Family Healthcare Center. The Division of Legal Affairs has reviewed the disclosed lawsuits and has determined these cases do not preclude approval under Public Health Law §2801-a(3). A majority of the lawsuits were brought by no-fault insurance carriers against patients who were seen at clinics managed by members of the proposed operator, but do not allege specific misconduct by those members.:

Empire State ASC

The following three legal cases name Empire State ASC:

	Court	Year Filed	Index #	Case Status	Plaintiff	Defendant	Case Type
1	Kings Supreme Court	2024	523391/2024	Active	American Transit Insurance Company	Alsaad Medical, P.C. et al	Comm-Insurance
2	Nassau Supreme Court	2024	610278/2024	Active	PROGRESSIVE ADVANCED INSURANCE COMPANY	RESTITUYO SANCHEZ, JEAN C. et al	Tort-Motor Vehicle
3	Bronx Supreme Court	2024	820190/2023E	Active	American Transit Insurance Company	Parache, Sogelly et al	Comm-Insurance

North Queens Surgical Center:

Marlene Cole as Administrator of the Estate of Jason Lamar Johnson, deceased, vs. Berenholtz MD, Roy et al (North Queens Surgical Center)/ Queens Supreme Court/ 718773/2022/ Tort-Medical, Dental, or Podiatric Malpractice

Per the applicant, this is an ongoing medical malpractice case in which all allegations are directed at the treating physician. The facility is allegedly implicated under a theory of vicarious liability, which they firmly deny.

The following three additional legal cases name North Queens Surgical Center:

	Court	Year Filed	Index #	Case Status	Plaintiff	Defendant	Case Type
1	Kings Supreme Court	2023	536711 /2022	Active	American Transit Insurance Company,	NYEEQASC, LLC D/B/A NORTH QUEENS SURGICAL CENTER, A/A/O JEONG OH,	OM-Other
2	Kings Supreme Court	2023	536724 /2022	Active	American Transit Insurance Company,	NYEEQASC, LLC D/B/A NORTH QUEENS SURGICAL CENTER, A/A/O HERNAN SANTANDER,	OM-Other
3	Kings Supreme Court	2023	537432 /2022	Active	American Transit Insurance Company,	NYEEQASC, LLC D/B/A North Queens Surgical Center, A/A/O Yesiris Martinez	OM-Other

Surgicore 5th Avenue LLC:

Pina, Emmanuel vs. Alleyne M.D., Kenneth R. et al (Surgicore 5th Avenue LLC)/ Bronx Supreme Court/ 800462/2022E/ Tort-Medical, Dental, or Podiatric Malpractice

Per the applicant, Surgicore 5th Avenue has been erroneously named as a defendant in this matter, as it is a holding company with no substantive involvement or liability in the underlying claims, and counsel is working to have Surgicore 5th Avenue removed from the case.

In addition, there were 49 legal cases naming Surgicore. The Division of Legal Affairs has reviewed the disclosed lawsuits and has determined these cases do not preclude approval under Public Health Law §2801-a(3). A majority of the lawsuits were brought by no-fault insurance carriers against patients who were seen at clinics managed by members of the proposed operator, but do not allege specific misconduct by those members.

Rockland and Bergen:

The following eight legal cases name Rockland and Bergen:

	Court	Year Filed	Index #	Case Status	Plaintiff	Defendant	Case Type
1	New York Supreme Court	2023	157124 /2022	Active	PV HOLDING CORP., INCLUDING ALL OF ITS SUBSIDIARIES AND AFFILIATES, INCLUDING BUT NOT LIMITED TO AVIS BUDGET, LLC, AVIS CAR RENTAL, LLC, BUDGET CAR RENTAL, LLC, BUDGET TRUCK RENTAL, LLC, PAYLESS CAR RENTAL, INC., and ZIPCAR, INC.	ABDUL-MASSIH FAMILY HEALTH NURSE PRACTITIONER , P.C. a/k/a ABDUL-MASSIH FAMILY HEALTH NP, P.C. et al	Tort-Other
2	Westchester Supreme Court	2024	57945/ 2023	Active	American Transit Insurance Company	Maye, Tisha et al	Comm-Insurance
3	Nassau Supreme Court	2024	608944 /2023	Active	PROGRESSIVE ADVANCED INSURANCE COMPANY	CRUZ, CHESTER et al	Tort-Motor Vehicle
4	Nassau Supreme Court	2024	619488 /2023	Active	PROGRESSIVE MAX INSURANCE COMPANY	TOBON, CESAR A et al	Tort-Motor Vehicle
5	Kings Supreme Court	2025	510065 /2024	Active	American Transit Insurance Company	City Health Partners et al	Comm-Insurance
6	Kings Supreme Court	2025	514377 /2024	Active	American Transit Insurance Company	AB New York Medical, PLLC et al	Comm-Insurance
7	Nassau Supreme Court	2025	618133 /2024	Active-Post Judgment	LM GENERAL INSURANCE COMPANY	ABDUNAZARO V, RAVSHAN et al	OM-Other
8	Orange Supreme Court	2025	EF0109 40-2024	Active	GITSIT Solutions, LLC, not in its individual capacity but solely in its capacity as Separate Trustee of GITSIT Mortgage Loan Trust BBPLC1	UNKNOWN HEIRS OF THE ESTATE OF MARYANN J. WALSH A/K/A MARYANN JEAN WALSH A/K/A MARYANN WALSH et al	RP-Mortgage Foreclosure-Residential

Bayonne Medical Center:

The following three legal cases name Bayonne Medical Center:

	Court	Year Filed	Index #	Case Status	Plaintiff	Law Firm	Defendant	Case Type
1	Queens Supreme Court	2023	701830 /2023	Active	AMERICAN TRANSIT INSURANCE COMPANY	LAW OFFICE OF DANIEL J. TUCKER	ADVANCED MEDICAL CONCEPTS P.C. et al	Comm-Insurance
2	Queens Supreme Court	2023	718745 /2022	Active	AMERICAN TRANSIT INSURANCE COMPANY	LAW OFFICE OF DANIEL J. TUCKER	AKAI ACUPUNCTUR E P.C. et al	Comm-Insurance
3	Kings Supreme Court	2024	530456 /2023	Active	American Transit Insurance Company	SCAHILL LAW GROUP, P.C.	Lewis, Oswaldo et al	Comm-Insurance

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

Enforcements:

- The Department issued a Stipulation and Order (S&O) dated 02/16/2018 and fined Fifth Avenue Surgical Center \$2000 based on deficiencies found during a validation survey completed on 08/15/2017. Deficient practices were found in the area of Environment (Fire, Medical Gases).

Integration with Community Resources

The applicant is committed to serving all persons in need without regard to race, sex, age, religion, creed, sexual orientation, source of payment, ability to pay, or other personal characteristics or qualifications. The applicant has not lost sight of the fact that it must provide its fair share of Charity Care and care to underserved populations and is proposing to do so in this Application. As evidence of this commitment, the operating budget included in Schedule 13 and its attachments projects that 2% of the cases the Center will perform will be for Charity Care recipients and approximately 12% of the cases the Center will perform will be for Medicaid recipients. The Center will develop and expand its Medicaid payer base and expects that Medicaid referrals will increase accordingly. The Center expects to contract with the following Medicaid Managed Care plans: Healthfirst, Fidelis, and Molina. The Center will reach out on a regular basis to area Federally Qualified Health Centers (FQHCs, including Harmony Healthcare and Sun River Health) in an effort to bring additional Charity Care and Medicaid patient referrals to the Center.

The proposed Center, through its architectural design, will also address the needs of disabled persons, including persons with visual impairments (signs and forms in large print), hearing impairments (TTY and sign-language interpreter service, if available in the local area), and other physical impairments (handicapped accessible entrances and toilets). Finally, the proposed Center will enhance access through its location, which is easily reached by major roads and public transportation.

The Center will promote the accessibility of its services for all persons in need of these services, with particular emphasis on improving access for traditionally underserved populations, including ethnic minorities and persons of low-income status. The Center will operate at times that promote accessibility, provide culturally sensitive services, including services that assist individuals to overcome physical and language barriers, and encourage patients to freely offer opinions regarding how accessibility and service can be improved.

The Center will ensure its patients have access to primary care through referral relationships with local primary care providers and community health centers. The Center's clinical and administrative staff will proactively assist patients in coordinating follow-up care with primary care providers and will provide information and referrals to ensure continuity of care across all levels of the healthcare system.

To fulfill the data-reporting requirements outlined in 10 NYCRR Section 755.10, The Center will have a high-quality management information system on-site and has allocated funds for a data processing/accounting budget. The data will include all items required by the New York State Department of Health for each patient's visit to the Center and will be submitted within 30 days of the end of each calendar quarter in a format prescribed by the Department. The Center will also be using Surgical Information Systems, an Electronic Medical Record platform, to ensure accurate, secure, and efficient documentation and information sharing within the facility. The Center plans to participate in a Regional Health Information Organization and/or a Health Information Exchange to facilitate the secure exchange of patient health information with other healthcare providers.

The Center will seek accreditation from either the Joint Commission on Accreditation of Healthcare Organizations (JCAHO), the Accreditation Association for Ambulatory Health Care (AAAHC), or the American Association for the Accreditation of Ambulatory Surgery Facilities, Inc. (AAAASF) within two (2) years of becoming operational.

Compliance with Applicable Codes, Rules, and Regulations

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 \$4,094,603, broken down as follows.

Renovation & Demolition	\$2,785,224
Design Contingency	278,522
Construction Contingency	278,522
Architect/Engineering Fees	236,745
Construction Manager Fees	69,631
Other Fees	20,000
Movable Equipment	204,265
Financing Costs	66,793
Interim Interest Costs	130,515
Application Fees	2,000
Additional Processing Fees	<u>22,386</u>
Total Project Cost	\$4,094,603

The financing plan of the applicant and its landlord is as follows:

Equity - Applicant members	\$409,460
Loan (interest at 8.45%, 3-year terms)	<u>3,685,143</u>
Total	\$4,094,603

BFA Attachment A presents the members' net worth summaries for Hempstead Multispecialty ASC, LLC members, which show sufficient resources to meet the equity requirements. ECRC Group M-4, LLC has provided a letter of interest dated July 23, 2025, for the \$3,685,143 loan at the above-stated terms.

Operating Budget

The applicant has submitted the first and third year projected operating budgets in 2025 dollars as summarized below:

	<u>Year One</u>		<u>Year Three</u>	
	<u>Per Proc.</u>	<u>Total</u>	<u>Per Proc.</u>	<u>Total</u>
ASC Revenues:				
Medicaid - FFS	\$647.97	\$100,436	\$646.98	\$105,458
Medicaid - MC	\$649.17	234,351	\$649.26	246,069
Medicare - FFS	\$794.69	102,515	\$797.34	107,641
Medicare - MC	\$794.69	136,687	\$792.93	143,521
Commercial - FFS	\$1,466.83	462,051	\$1,465.72	485,154
Commercial - MC	\$1,462.19	231,026	\$1,461.31	242,577
All Other -Worker				
Comp & No-Fault	\$1,414.00	<u>4,171,287</u>	\$1,413.77	<u>4,379,851</u>
Total Revenues:		\$5,438,353		\$5,710,271
Expenses:				
Operating	\$991.20	\$4,287,922	\$975.19	\$4,430,287
Capital	<u>\$237.70</u>	<u>1,028,302</u>	<u>\$181.84</u>	<u>826,084</u>
Total Expenses:	\$1,228.90	\$5,316,224	\$1,157.03	\$5,256,371
Net Income (Loss)		<u>\$122,129</u>		<u>\$453,900</u>
Procedures		4,326		4,543

The following is noted concerning the submitted ASC budget:

- Medicare rates were calculated using the 2025 Medicare facility allowed rate for the Nassau County region for each of the main CPT codes and applying a weighted average. A small discount was included for potential denials and non-payment of patient responsibility. The Medicaid rates were assumed to be the same or slightly less than Medicare, based on the surgical specialty and historical treatment of the APG rates, as well as the Applicant's experience.
- Commercial and Workers Comp (Including No Fault) rates were derived from other Surgicore New York facilities, using a weighted average of reimbursement based on CPT codes. While Workers' Comp and Commercial rates differ, the applicant assumed that the blended average of each type of claim would be similar, again based on experience.
- Staffing was based on the applicant and its members' experience in providing ambulatory surgical services, along with the experience of similar New York State FASCs.
- The expense assumptions are based on the applicant and its members' experience in providing surgical services and on industry norms for FASC.
- Utilization assumptions are supported by volume letters from the non-member physicians. Approximately two-thirds of the cases performed at the Center will be handled by Pain Management and Orthopedic Spine physicians, with the majority being workers' compensation and no-fault cases.
- Payer mix was based on the primary service area (Nassau County) demographics and the physicians' experience in their private practices.
- All projected patients who will be treated at the Center reside in Nassau County and are existing patients of each participating physician's non-surgical private practice within 30 minutes of the proposed FASC. These patients currently receive surgical services in various locations throughout New York, Kings, and Queens Counties, as well as New Jersey (except for one (1) physician who currently performs some of his cases at an existing FASC in Westbury, Nassau County). None of the projected cases is presently being performed in hospitals.

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

Payor:	<u>Year One</u>		<u>Year Three</u>	
	<u>Procedure</u>	<u>%</u>	<u>Procedure</u>	<u>%</u>
Medicaid - FFS	155	3.58%	163	3.59%
Medicaid – MC	361	8.34%	379	8.34%
Medicare - FFS	129	2.98%	135	2.97%
Medicare - MC	172	3.98%	181	3.98%
Commercial - FFS	315	7.28%	331	7.29%
Commercial – MC	158	3.65%	166	3.65%
Other (Workers Comp/ No-Fault)	2,950	68.19%	3,098	68.19%
Charity Care	<u>86</u>	<u>2.00%</u>	<u>90</u>	<u>1.99%</u>
Total	4,326	100%	4,543	100%

Lease Rental Agreement

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

Premises:	9,563 sq. ft. located at 274-278 Fulton Avenue, Hempstead, NY 11550
Landlord:	Hempstead Realty Affiliates, LLC
Lessee:	Hempstead Multispecialty ASC, LLC
Term:	10 Years
Rental:	\$258,201 (\$27 per sq. Ft.) with an annual escalation of 3%
Provisions:	The tenant is responsible for taxes, insurance, utilities, and maintenance.

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

Capability and Feasibility

Total project costs of \$4,094,603 will be met through members' equity of \$409,460, with the remaining \$3,685,143 balance being financed over three years at 8.45% from ECRC Group M-4, LLC.

The working capital requirement, estimated at \$876,062 based on two months of third year expenses, will be funded with \$438,031 in members' equity and a three-year loan for \$438,031 at an interest rate of 8.45%. ECRC Group M-4, LLC has provided a letter of interest dated July 23, 2025, for the \$483,031 working capital loan at the above-stated terms. A review of BFA Attachment A indicates that sufficient resources are available to meet the equity requirements. BFA Attachment B presents the Center's Pro Forma Balance Sheet, which shows operations will start with \$847,488 in equity. 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	Hempstead Multispecialty ASC, LLC, Members' Net Worth Summary
BFA Attachment B	Hempstead Multispecialty ASC, LLC, Pro Forma Balance Sheet

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 2801-a of the Public Health Law, on this 4th day of December 2025, having considered any advice offered by the Regional Health Systems Agency, the staff of the New York State Department of Health, and the Establishment and Project Review Committee of this Council and after due deliberation, hereby proposes to approve the following application to Establish and construct a multi-specialty ambulatory surgery center at 274-278 Fulton Avenue, Hempstead specializing in Orthopedic, Spine, Pain Management, and Ophthalmology surgery, and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that any approval of this application is not to be construed as in any manner releasing or relieving any transferor (of any interest in the facility that is the subject of the application) of responsibility and liability for any Medicaid (Medicaid Assistance Program -- Title XIX of the Social Security Act) or other State fund overpayments made to the facility covering the period during which any such transferor was an operator of the facility, regardless of whether the applicant or any other entity or individual is also responsible and liable for such overpayments, and the State of New York shall continue to hold any such transferor responsible and liable for any such overpayments, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

251185 B

FACILITY/APPLICANT:

Hempstead Multispecialty ASC, LLC

APPROVAL CONTINGENT UPON:

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

1. Submission of a check for the amount enumerated in the approval letter, payable to the New York State Department of Health. Public Health Law Section 2802.7 states that all construction applications requiring review by the Public Health and Health Planning Council shall pay an additional fee of fifty-five hundredths of one percent of the total capital value of the project, exclusive of CON fees. [PMU]
2. Submission by the governing body of the ambulatory surgery center of an Organizational Mission Statement which identifies, at a minimum, the populations, and communities to be served by the center, including underserved populations (such as racial and ethnic minorities, women, and handicapped persons) and the center's commitment to meet the health care needs of the community, including the provision of services to those in need regardless of ability to pay. The statement shall also include a commitment to the development of policies and procedures to assure that charity care is available to those who cannot afford to pay. [RNR]
3. Submission of a signed agreement with an outside, independent entity satisfactory to the Department to provide annual reports to DOH. Reports are due no later than April 1st for the prior year and are to be based upon the calendar year. Submission of annual reports will begin after the first full or, if greater or equal to six months after the date of certification, partial year of operation. Reports should include:
 - a. Data displaying actual utilization including procedures;
 - b. Data displaying the breakdown of visits by payor source;
 - c. Data displaying the number of patients who needed follow-up care in a hospital within seven days after ambulatory surgery;
 - d. Data displaying the number of emergency transfers to a hospital;
 - e. Data displaying the percentage of charity care provided;
 - f. The number of nosocomial infections recorded during the year reported;
 - g. A list of all efforts made to secure charity cases; and
 - h. A description of the progress of contract negotiations with Medicaid managed care plans.[RNR]
4. Submission of an executed construction loan agreement acceptable to the Department of Health. [BFA]
5. Submission of an executed working capital loan agreement acceptable to the Department of Health. [BFA]
6. Submission of an executed lease agreement acceptable to the Department of Health. [BFA]
7. 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]
8. 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 **April 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 **May 1, 2026**, and construction must be completed by **January 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 staff of the facility must be separate and distinct from the staff of other entities; the signage must clearly denote that the facility is separate and distinct from other entities; the clinical space must be used exclusively for the approved purpose; and the entrance must not disrupt any other entity's clinical program space. [HSP]
4. The applicant must ensure registration for and training of facility staff on the Department's Health Commerce System (HCS). The HCS is the secure web-based means by which facilities must communicate with the Department and receive vital information. Upon receipt of the Operating Certificate, the Administrator/director that has day-to-day oversight of the facility's operations shall submit the HCS Access Form at the following link to begin the process to enroll for HCS access for the first time or update enrollment information as necessary:
https://www.health.ny.gov/facilities/hospitals/docs/hcs_access_forms_new_clinics.pdf.
Questions may be directed to the Division of Hospitals and Diagnostic & Treatment Centers at 518-402-1004 or email: hospinfo@health.ny.gov [HSP]
5. 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]
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]

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a complete response to each individual contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the Contingencies Tab in NYSE-CON.



Department of Health

Public Health and Health Planning Council

Project # 252056-E

New York Surgery Center Queens, LLC

Program: Diagnostic and Treatment Center
Purpose: Establishment

County: Queens
Acknowledged: August 7, 2025

Executive Summary

Description

New York Surgery Center Queens, LLC (the Center) an existing New York proprietary limited liability company, that operates an Article 28 multi-specialty freestanding ambulatory surgery center, at 4604 31st Avenue, Long Island City (Queens County), requests approval to transfer 52.5665% ownership interest from five (5) withdrawing members and 32.44% interest from two (2) remaining members to four (4) new members.

Membership of the operations before and after the requested change is as follows:

New York Surgery Center Queens, LLC		
Members	Current	Proposed
Daniel J. Lowy	.0095%	-
DJLV1 LLC	23.709%	-
David Kleinman	23.723%	10.00%
Michelle Kleinman	23.723%	-
Dror Rosenfeld, M.D.	23.723%	23.723%
Matthew Wert, M.D.	2.564%	-
Sanford Wert, M.D.	2.564%	-
Adam Efrem	-	14.16%
Abigail Efrem	-	14.16%
AS 87013011 LLC	-	28.34%
Kira Opepenheim	-	28.34%
Total	100%	100%

Matthew Alan Wert, M.D., will serve as the Medical Director. The Center has negotiated a Transfer and Affiliation Agreement for emergency and backup services with Mount Sinai Queens, located 1 mile/9 minutes away.

OPCHSM Recommendation

Contingent approval with an expiration of the operating certificate three years from the date of its issuance.

Need Summary

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

Program Summary

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

Financial Summary

There is no project cost associated with this application, and there will be no changes to services. The four (4) new members will pay \$21,250,000 to the withdrawing and current members for an 85.00% membership interest in New York Surgery Center Queens, LLC.

<u>Budget:</u>	<u>Current Year</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$17,153,565	\$18,719,612	\$24,756,687
Expenses	<u>\$13,429,402</u>	<u>\$14,871,160</u>	<u>\$19,086,160</u>
Net Income	\$3,724,163	\$3,848,452	\$5,670,527

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

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

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

1. Submission of an executed bank loan for permanent financing for Kira Oppenheim, acceptable to the Department of Health. [BFA]
2. Submission of an executed bank loan for permanent financing for Abigail Efrem, acceptable to the Department of Health. [BFA]
3. Submission of an executed bank loan for permanent financing for Adam Efrem, acceptable to the Department of Health. [BFA]
4. Submission of an executed bank loan for permanent financing for Alexander Sinelnikov, acceptable to the Department of Health. [BFA]
5. 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. Reports should include:
 - a. Data displaying actual utilization including procedures;
 - b. Data displaying the breakdown of visits by payor source;
 - c. Data displaying the number of patients who needed follow-up care in a hospital within seven days after ambulatory surgery;
 - d. Data displaying the number of emergency transfers to a hospital;
 - e. Data displaying the percentage of charity care provided;
 - f. The number of nosocomial infections recorded during the year reported;
 - g. A list of all efforts made to secure charity cases; and
 - h. A description of the progress of contract negotiations with Medicaid managed care plans. [RNR]

Approval conditional upon:

1. This project must be completed by one year from the date of the recommendation letter, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [PMU]
2. The submission of annual reports to the Department as prescribed by the related contingency, each year, for the duration of the limited life approval of the facility. [RNR]

Council Action Date

December 4, 2025

Program Analysis

Project Proposal

Proposed Operator	New York Surgery Center Queens, LLC
Doing Business As	New York Surgery Center Queens, LLC
Site Address	46-04 31st Avenue, Long Island City, NY 11103
Hours of Operation	Monday through Friday, 7 am-5 pm
Staffing (1st Year / 3rd Year)	30.9 FTEs / 39.9 FTEs
Medical Director(s)	Matthew Alan Wert, M.D.
Emergency, In-Patient, and Backup Support Services Agreement and Distance	Mount Sinai Queens 1.0 Mile / 9 minutes' drive time

New York Surgery Center Queens, LLC (the Center), an existing Freestanding Ambulatory Surgery Center (FASC), is requesting approval to modify its current membership. Daniel J Lowy (.0095%), DJLVI LLC (23.709%), Michelle Kleinman (23.723%), Matthew Wert, M.D. (2.564%), and Sanford Wert, M.D. (2.564%) will be withdrawing from the Center. David Kleinman is decreasing his membership interest from 23.723% to 10% and Dror Rosenfeld, M.D., is decreasing his membership from 23.723% to 5.0%.

Kira Oppenheim (28.34%), Adam Efrem (14.16%), Abigail Efrem (14.16%), and AS 87013011 LLC are new members. Alex Sinelnikov (28.34%) is the sole member of AS 87013011, LLC.

Proposed Ownership of New York Surgery Center Queens, LLC

Member Name	Proposed Interest
Abigail Efrem	14.16%
Adam Efrem	14.16%
David Kleinman	10.00%
Kira Oppenheim	28.34%
Dror Rosenfeld, M.D.	5.00%
AS 87013011 LLC*	28.34%
TOTAL	100%

**Alex Sinelnikov is the sole member of AS 87013011 LLC*

Character and Competence

Matthew Alan Wert, M.D., will be the medical director. Dr. Wert has been the Director of Sports Medicine and Attending Orthopedic Surgeon at New York Methodist Hospital since 2013. Dr. Wert graduated from the State University of New York Upstate Medical University with a Doctor of Medicine in 2002 and completed an internship at Nassau University Medical Center in 2007. Dr. Wert completed an Orthopedic Residency at New York Presbyterian Hospital in 2012 and a Sports Medicine Fellowship at Mississippi Sports Medicine and Orthopedic Center in 2013.

Abigail Efrem currently works as an Investment Associate for Paine Schwartz Partners, having been in this role since 2024. Prior to this, Abigail worked as an Investment Banking Analyst with UBS/Credit Suisse from 2022 to 2024. Abigail graduated from the University of Michigan, Ann Arbor, with a Bachelor of Business Administration in 2022.

Adam Efrem currently works for Olem Group as a financial services consultant, having been in this role since 2025, previously working for TD Securities as an Equity Research Associate from 2023 to 2025. From 2018 to 2023, Adam worked as an Equity Research Associate with E Squared Capital Management and was a Summer Analyst for Sackman Enterprises in the Summer of 2015. Adam graduated from the University of Michigan, Ann Arbor, with a bachelor's degree in 2018.

Kira Oppenheim has been the Director of Nursing for Sunrise Adult Day Health Care Center since 1998. Kira has also been employed at MJHS as a Nurse Practitioner since 2000, as well as being self-employed at Psychiatric Medical PC since 2021. Kira graduated from Hunter College with an Advanced Nurse Practitioner Degree in 2002 and from the University of Medicine and Dentistry of New Jersey with a Doctor of Nursing Practice in 2011. In 2019, Kira graduated from Hunter College with a Psychiatric Mental Health Nurse Practitioner degree.

The following cases were found naming Kira Oppenheim's private practice, KO NP IN PSYCHIATRY, PC:

HEREFORD INSURANCE COMPANY vs. TAYLOR, EBONY et al / New York Supreme Court/151842/2023/ Comm-Insurance

LIBERTY MUTUAL INSURANCE COMPANY et al vs. MANICKCHAND, AKASH et al/New York Supreme Court/ 650930/2022/ Tort-Motor Vehicle

STATE FARM FIRE AND CASUALTY COMPANY vs. ALLEN ROTHPEARL IMAGING M.D., P.C. et al/ New York Supreme Court/ 155898/2024/ Comm-Insurance

LM INSURANCE CORPORATION vs. MICKENS, ALAN ET AL/ Nassau Supreme Court/607545/2024/ OM-Other

AMERICAN TRANSIT INSURANCE COMPANY vs. DAVY M.D., ANDREW et al/ Queens Supreme Court/ 702365/2024/ Comm-Insurance

HEREFORD INSURANCE COMPANY vs. PERES, CARLOS et al/ New York Supreme Court/ 157268/2024/ Tort-Other

STATE FARM MUTUAL AUTOMOBILE INSURANCE COMPANY vs. SMALLS, ABDUL RASHID et al/ New York Supreme Court/158596/2024/ Comm-Insurance

AMERICAN FAMILY CONNECT INSURANCE COMPANY vs. LOUIS, JAMES et al/ Nassau Supreme Court/ 620923/2023/ OM-Other

LM GENERAL INSURANCE COMPANY vs. AVILES, LINA M. et al/ New York Supreme Court/ 655754/2024/ Comm-Insurance

Per the applicant, these are declaratory judgment (DJ) cases, as patients are seen under no-fault insurance after car accidents. The Insurance company does not allege that the providers did anything wrong, nor are they asking for any money already paid to be paid back. All the DJ cases are answered, and the majority are settled by a lawyer.

Alex Sinelnikov has worked as a Managing Operator of Directline USA II, a wholesale distributor for academic materials, since 2010. Alex is also the Owner and Developer of Red Realty Management, a real estate development and management company since 2018, and is the Chief Financial Officer and Owner of Digitizing Inc., a tech services company since 2020. Alex graduated from Fort Hamilton High School in 2007.

Compliance with Applicable Codes, Rules, and Regulations

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.

Change of ownership form signed on September 9th, 2025.

Conclusion

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

Financial Analysis

Operating Budget

The applicant has provided the Current Year (2024) results, and the First- and Third-year operating budget, in 2025 dollars. The budget is summarized below:

	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
	Per Proc.	Total	Per Proc.	Total	Per Proc.	Total
Revenues:						
Commercial MC	\$183.82	\$224,080	\$183.86	\$244,538	\$183.86	\$323,402
Medicare FFS	\$76.27	7,551	\$76.30	8,240	\$76.75	10,898
Medicaid MC	\$247.45	29,447	\$247.20	32,136	\$247.09	42,499
Private Pay	\$465.91	134,181	\$466.34	146,432	\$465.52	193,656
All Other ¹	\$9,299.84	16,758,306	\$9,297.54	18,288,266	\$9,298.82	24,186,232
Total Revenue		<u>\$17,153,565</u>		<u>\$18,719,612</u>		<u>\$24,756,687</u>
Expenses:						
Operating	\$3,567.12	\$12,581,215	\$3,638.53	\$14,004,712	\$3,579.15	\$18,217,857
Capital	<u>240.48</u>	<u>848,187</u>	<u>225.11</u>	<u>866,448</u>	<u>170.59</u>	<u>868,303</u>
Total Expenses	<u>\$3,807.60</u>	<u>\$13,429,402</u>	<u>\$3,863.64</u>	<u>\$14,871,160</u>	<u>\$3,749.74</u>	<u>\$19,086,160</u>
Net Income/(Loss)		\$3,724,163		\$3,848,452		\$5,670,527
Procedures		3,527		3,849		5,090
Cost/Procedure		\$3,807.60		\$3,863.64		\$3,749.74

¹ All Other includes Workers' Compensation and No-Fault.

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

	<u>Visits</u>	<u>Current Year</u>	<u>Visits</u>	<u>Year One</u>	<u>Visits</u>	<u>Year Three</u>
Commercial MC	1,219	34.56%	1,330	34.55%	1,759	34.56%
Medicare FFS	99	2.81%	108	2.81%	142	2.79%
Medicaid MC	119	3.37%	130	3.38%	172	3.38%
Private Pay	288	8.17%	314	8.16%	416	8.17%
All Other	1,802	51.09%	1,967	51.10%	2,601	51.10%
Total	3,527	100.00%	3,849	100.00%	5,090	100.00%

The following is noted with respect to the submitted budget:

- The Current Year reflects the Center's 2024 Audited Financial Statements.
- FTEs increase from 27.4 in the Current Year to 30.9 and 39.9, in Year One and Year Three, respectively. The increase is attributable to increased procedure volume over time.
- Utilization is expected to increase just under 15% annually from the Current Year to Year Three.
- In 2024, Medicaid constituted 3.4% of patient visit volume. Payor mix is expected to remain relatively consistent over the 3-year period.
- Years One and Year Three project an increase in expenses and revenues, based on the Center's historical experience as an operating Article 28.

Lease Agreement

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

Date:	December 30, 2013
Premises:	46-04 31st Avenue, Long Island City, New York, 11103
Landlord:	New York School of Urban Ministry Inc.
Tenant:	New York Surgery Center Queens, LLC
Term:	14 years with two (2) 5-year renewal options
Rent:	Base rent for total leased space is \$384,671.13 per year (\$32,055.93 per month), with an annual increase of 3.5%.
Provisions:	Triple net

Second Lease Amendment and Additional Space Agreement

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

Date:	December 27, 2024
Premises:	46-04 31st Avenue, Long Island City, New York, 11103
Landlord:	New York School of Urban Ministry Inc.
Tenant:	New York Surgery Center Queens, LLC
Term:	The term of the lease is extended for twenty-two (22) years.
Rent:	\$579,698 (\$48,308.17 per month), with an annual increase of 3.5%.

The applicant has submitted an affidavit stating that 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.

New York Surgery Center Queens, LLC Membership Interest Purchase Agreements
The applicant has submitted an executed New York Surgery Center Queens, LLC Membership Interest Purchase Agreement (MIPA) as summarized below:

Date:	July 2, 2025
Buyers:	AS 87013011 LLC, Adam Efrem, Abigail Efrem, and Kira Oppenheim
Sellers:	Matthew Wert, M.D., Sanford Wert, M.D., Daniel J. Lowy, DJLV1 LLC, Dror Rosenfeld, M.D., David Kleinman, and Michelle Kleinman
Purchase:	Buyers shall purchase from Sellers, eighty-five percent (85.00%) membership interest in the company.
Purchase Price:	Total purchase price is \$21,250,000. The purchase price for the membership interest is to be satisfied as follows: Adam Efrem (14.16%) – \$1,840,000 in Equity and \$1,700,000 bank loan with a 5-year term at 8.00% interest Abigail Efrem (14.16%) – \$1,240,000 in Equity and \$2,300,000 bank loan with a 5-year term at 8.00% interest AS 87013011 LLC (28.34%) – \$3,085,000 in Equity and \$4,000,000 bank loan with a 5-year term at 8.00% interest Kira Oppenheim (28.34%) – \$3,085,000 in Equity and \$4,000,000 bank loan with a 5-year term at 8.00% interest
Funded:	\$21,250,000 to be funded by the proposed four (4) members of New York Surgery Center Queens, LLC, and will pay the withdrawing and current members: DJLVI LLC (\$5,927,250), Daniel J. Lowy (\$2,375), David Kleinman (\$3,428,812), Michelle Kleinman (\$5,928,813), Dror Rosenfeld, M.D. (\$4,680,750), Matthew Wert, M.D. (\$641,000) and Sanford Wert, M.D. (\$641,000).

BFA Attachment A, Net Worth of Proposed Members, indicates sufficient resources to meet the equity requirements.

Capability and Feasibility

There are no project costs associated with this application, and there will be no changes to services. The four (4) new members will pay DJLVI LLC (\$5,927,250), Daniel J. Lowy (\$2,375), David Kleinman (\$3,428,812), Michelle Kleinman (\$5,928,813), Dror Rosenfeld, M.D. (\$4,680,750), Matthew Wert, M.D. (\$641,000) and Sanford Wert, M.D. (\$641,000) to redeem their 85.00% membership interest in of New York Surgery Center Queens, LLC. Adam Efrem and Abigail Efrem will each pay \$3,540,000 for 14.16% membership in New York Surgery Center Queens, LLC. AS 87013011 LLC and Kira Oppenheim will each pay \$7,085,000 for 28.34% membership in New York Surgery Center Queens, LLC. Meridian Capital Group has provided letters of interest for the membership interest at the stated terms.

The working capital requirement is estimated at \$2,478,527, based on two months of first-year expenses, and will be funded with equity from existing operations. The submitted budget projects a first and third-year net income of \$3,848,452 and \$5,670,527, respectively. The budget appears reasonable.

BFA Attachment C, 2024 Certified Financial Statements of New York Surgery Center Queens, LLC, shows that the facility achieved a positive working capital position, net asset position, and net income of \$3,724,163 for the period.

BFA Attachment D, January 1, 2025 - June 30, 2025, Internal Financial Statements of New York Surgery Center Queens, shows that the facility had a positive working capital position, positive net asset position, and a net income of \$640,151.

BFA Attachments A and C, show sufficient resources to meet the equity requirements.

Conclusion

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

Attachments

BFA Attachment A	New York Surgery Center Queens, LLC – Net Worth of Proposed Members
BFA Attachment B	New York Surgery Center Queens, LLC – Pre-Closing and Post-Closing Membership Interest Ownership Current Members
BFA Attachment C	New York Surgery Center Queens, LLC – 2024 Certified Financial Statement
BFA Attachment D	New York Surgery Center Queens, LLC – June 30, 2025, Internal Financial Statements

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 2801-a of the Public Health Law, on this 4th day of December 2025, having considered any advice offered by the Regional Health Systems Agency, the staff of the New York State Department of Health, and the Establishment and Project Review Committee of this Council and after due deliberation, hereby proposes to approve the following application to transfer 52.5665% ownership interest from four (4) withdrawing members and one (1) withdrawing member LLC, and 32.44% interest from two (2) remaining members to the three (3) new members and one (1) new member LLC, and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that any approval of this application is not to be construed as in any manner releasing or relieving any transferor (of any interest in the facility that is the subject of the application) of responsibility and liability for any Medicaid (Medicaid Assistance Program -- Title XIX of the Social Security Act) or other State fund overpayments made to the facility covering the period during which any such transferor was an operator of the facility, regardless of whether the applicant or any other entity or individual is also responsible and liable for such overpayments, and the State of New York shall continue to hold any such transferor responsible and liable for any such overpayments, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

252056 E

FACILITY/APPLICANT:

New York Surgery Center Queens, LLC

APPROVAL CONTINGENT UPON:

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

1. Submission of an executed bank loan for permanent financing for Kira Oppenheim, acceptable to the Department of Health. [BFA]
2. Submission of an executed bank loan for permanent financing for Abigail Efrem, acceptable to the Department of Health. [BFA]
3. Submission of an executed bank loan for permanent financing for Adam Efrem, acceptable to the Department of Health. [BFA]
4. Submission of an executed bank loan for permanent financing for Alexander Sinelnikov, acceptable to the Department of Health. [BFA]
5. 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. Reports should include:
 - a. Data displaying actual utilization including procedures;
 - b. Data displaying the breakdown of visits by payor source;
 - c. Data displaying the number of patients who needed follow-up care in a hospital within seven days after ambulatory surgery;
 - d. Data displaying the number of emergency transfers to a hospital;
 - e. Data displaying the percentage of charity care provided;
 - f. The number of nosocomial infections recorded during the year reported;
 - g. A list of all efforts made to secure charity cases; and
 - h. A description of the progress of contract negotiations with Medicaid managed care plans. [RNR]

APPROVAL CONDITIONAL UPON:

1. This project must be completed by one year from the date of the recommendation letter, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [PMU]
2. The submission of annual reports to the Department as prescribed by the related contingency, each year, for the duration of the limited life approval of the facility. [RNR]

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a complete response to each individual contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the Contingencies Tab in NYSE-CON.



Project # 251167-E

Eger Health Care and Rehabilitation Center d/b/a
ArchCare at Eger Healthcare and Rehabilitation Center

Program: Residential Health Care Facility

County: Richmond

Purpose: Establishment

Acknowledged: April 16, 2025

Executive Summary

Description

Eger Health Care and Rehabilitation Center, an existing 378-bed voluntary, not-for-profit, Article 28 residential health care facility (RHCF), at 140 Meisner Avenue, Staten Island (Richmond County), is seeking approval to establish Catholic Health Care System (CHCS) d/b/a ArchCare as the active parent/co-operator of the RHCF.

Upon approval of this application by the Public Health and Health Planning Council (PHHPC), Eger Health Care and Rehabilitation Center will use the assumed name ArchCare at Eger Healthcare and Rehabilitation Center to reflect ArchCare's involvement.

CHCS, a not-for-profit corporation at 205 Lexington Avenue, 3rd Floor, New York (New York County), is a health care delivery system comprised of a long-term acute care hospital, nursing homes, and other entities, including ArchCare Community Services (ACS). ACS is a subsidiary of CHCS that primarily focuses on serving the frail and elderly.

The current sole corporate member and passive parent of Eger Health Care and Rehabilitation Center, Inc. is Catholic Health Care System (CHCS) d/b/a ArchCare. There is no acquisition expense or purchase agreement involved in the transition of CHCS d/b/a ArchCare to the sole corporate member, active parent, and co-operator of Eger Health Care and Rehabilitation Center.

As an active parent and co-operator, CHCS will have the following rights, powers, and authorities with respect to Eger Healthcare and Rehabilitation Center.

- Approval of operating and capital budgets.
- Appointing board members.
- Authority to hire and fire the administration or key management employees.
- Adopt and enforce policies about the operation of the facility.
- Authority over the disposition of assets.
- Maintenance and control of the books and records
- Approval of settlements of administrative proceedings or litigations.

Providence Health Services (PHS), a non-for-profit corporation, is the passive parent of CHCS d/b/a ArchCare. PHS will remain the passive parent of CHCS after approval of this transaction. .

There will be no changes to beds or services as a result of this application.

OALTC Recommendation
Approval

Need Summary

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

Program Summary

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

<u>Budget</u>	<u>Current Year</u>	<u>Year One</u>	<u>Year Three</u>
Revenue	\$56,004,452	\$58,787,730	\$61,099,644
Expense	<u>\$58,748,256</u>	<u>\$60,741,845</u>	<u>\$60,994,462</u>
Excess	(\$2,743,804)	(\$1,954,115)	\$105,182
Rev over Exp.			

Financial Summary

There is no project cost or purchase price associated with this application. The proposed budget is as follows:

Health Equity Impact Assessment

This project does not meet the requirements for a Health Equity Impact Assessment under Public Health Law §2802-B.

Recommendations

Long Term Care Ombudsman Program

The LTCOP recommends Approval. (See LTCOP Attachment A)

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

December 4, 2025

Program Analysis

Program Description

	Existing	Proposed
Facility Name	Eger Health Care and Rehabilitation Center	ArchCare at Eger Healthcare and Rehabilitation Center
Address	140 Meisner Avenue Staten Island, NY 10306	Same
RHCF Capacity	378 beds	Same
ADHCP Capacity	N/A	N/A
Type of Operator	Not-for-Profit Corporation	Same
Class of Operator	Voluntary	Same
Operator	Eger Health Care and Rehabilitation Center	Eger Health Care and Rehabilitation Center Active Parent/Co-operator Catholic Health System (CHCS) d/b/a Archcare <u>Board Members:</u> Thomas E. Alberto Stephen J. Bujno John P. Cahill Tara A. Cortes Thomas J. Fahey Eric P. Feldmann Telma R. Flores John F. Gleason Karen A. Gray Clarion E. Johnson Leslie B. Kasegrande Rory Kelleher Joseph P. LaMorte Scott P. LaRue Thomas M. O'Brien Cynthia A. Roberti Kathryn K. Rooney Joseph Saporito Francis J. Serbaroli Gerald T. Sweeney Patricia Tooker William Whiston

Character and Competence

Thomas E. Alberto retired in 2013. Previously, Thomas was the Firm Director/Audit, Quality Assurance at Deloitte & Touche, LLP, a CPA firm in New York, NY. Thomas received a master's degree in educational psychology from City College of NY and an MBA from St. John's University. Prior to retirement, Thomas was licensed as a CPA in NYS. Thomas Alberto discloses current board positions as follows:

New York Nursing Homes

Carmel Richmond Healthcare and Rehabilitation Center	01/2013 to present
Ferncliff Nursing Home Co Inc	01/2013 to present
Mary Manning Walsh Home	01/2013 to present
St. Vincent Depaul Residence	01/2013 to present
Terence Cardinal Cooke Health Care Center	01/2013 to present
ArchCare at Providence Rest	03/2013 to present
Kateri Residence	01/2013 to 08/2013
St. Teresa's Nursing Home	01/2013 to 02/2013

New York Hospitals

Calvary Hospital	01/2013 to present

Home Care Agencies

Empire State Home Care, Inc.	01/1990 to present
Dominican Sisters Family Health Services, Inc.	08/2016 to present
Visiting Nurses Regional Health Care System	01/1990 to 05/2014
Visiting Nurses Associations of Brooklyn	01/1990 to 05/2014

CHHA

Ulster Home Health Services, Inc.	01/2019 to 04/2020

LHCSA

Family Home Health Care	08/2016 to present

Health Maintenance Organizations (HMO)

ArchCare Senior Life	01/2013 to present
ArchCare Advantage	01/2013 to present
ArchCare Community Life	01/2013 to present

Stephen J. Bujno has been retired since 2016. Previously, Stephen was Managing Director, Institutional Client Group – Risk Management at Citibank, a Financial Services company in New York, NY. Stephen received an MBA from The Wharton School of the University of Pennsylvania. Stephen Bujno discloses current board positions as follows:

New York Nursing Homes

Carmel Richmond Healthcare and Rehabilitation Center	09/2021 to present
Ferncliff Nursing Home Co Inc	09/2021 to present
Mary Manning Walsh Home	09/2021 to present
ArchCare at Providence Rest	03/2023 to present
St. Vincent Depaul Residence	09/2021 to present

Terence Cardinal Cooke Health Care Center	09/2021 to present

New York Hospitals

Calvary Hospital	09/2021 to present

Home Care Agencies

Dominican Sisters Family Health Services, Inc.	09/2021 to present

LHCSA

Family Home Health Care

09/2021 to present

John P. Cahill lists current employment as Chancellor with the Archdiocese of New York in New York, NY. Previously, John was employed as Senior Counsel with Norton Rose Fulbright, LLP, a law firm in New York, NY. John received a Juris Doctor degree and a Master of Laws degree from Pace University School of Law and is registered as an attorney in New York State. John Cahill discloses current board positions as follows:

New York Nursing Homes

Carmel Richmon Healthcare and Rehabilitation Center	10/2019 to present
Ferncliff Nursing Home Co Inc	10/2019 to present
Mary Manning Walsh Home	10/2019 to present
ArchCare at Providence Rest	03/2023 to present
St. Vincent Depaul Residence	10/2019 to present
Terence Cardinal Cooke Health Care Center	10/2019 to present

New York Hospital

Calvary Hospital	10/2019 to present

Home Care Agencies

Dominican Sisters Family Health Services	10/2019 to present

CHHA

Ulster Home Health Services, Inc.	10/2019 to 04/2020

LHCSA

Family Home Health Services, Inc.	10/2019 to present

Health Maintenance Organization (HMO)

ArchCafre Senior Life	10/2019 to present
ArchCare Advantage	10/2019 to present
ArchCare Community Life	10/2019 to present

Tara A. Cortes lists current employment as Executive Director and Professor with The Hartford Institute for Geriatric Nursing – NYU College of Nursing in New York, NY. Tara received an MBA, as well as, a PhD in nursing science and research from New York University, and is a NYS licensed Registered Nurse. Tara Cortes discloses current board positions as follows:

New York Nursing Homes

Carmel Richmond Healthcare and Rehabilitation Center	01/2013 to present
Ferncliff Nursing Home Co Inc	01/2013 to present
Mary Manning Walsh Home	01/2013 to present
ArchCare at Providence Rest	03/2023 to present
St. Vincent Depaul Residence	01/2013 to present
Terence Cardinal Cooke Health Care Center	01/2013 to present
Isabella Geriatric Center	01/2011 to 02/2022
Kateri Residence	01/2013 to 08/2013
St. Teresa's Home	01/2013 to 02/2013

New York Hospital

Calvary Hospital	01/2013 to present

Home Care Agencies

Dominican Sisters Family Health Services, Inc.	08/2016 to present
Empire State Home Care Services, Inc	09/2009 to 01/2018
Visiting Nurses Regional Home Health Systems	09/2009 to 05/2014

Visiting Nurses Association of Brooklyn	09/2009 to 05/2014

CHHA

Ulster Home Health Service, Inc.	01/2019 to 04/2020

LHCSA

Family Home Health Services, Inc.	08/2016 to present

Health Maintenance Organization (HMO)

ArchCare Senior Life	01/2013 to present
ArchCare Community Life	01/2013 to present
ArchCare Advantage	01/2013 to present

Thomas J. Fahey, Jr. has been retired since 2/2011. Previously, Thomas was Senior Vice President of Memorial Sloan Kettering Cancer Center in New York, NY. Thomas received an MD degree from Cornell University Medical College and is a NYS licensed physician. Thomas discloses being Chairman of the Board and Trustee of Calvary Hospital. Thomas Fahey discloses current board positions as follows:

New York Nursing Homes

Carmel Richmond Healthcare and Rehabilitation Center	06/2008 to present
Ferncliff Nursing Home Co Inc	06/2008 to present
Mary Manning Walsh Home	06/2008 to present
ArchCare at Providence Rest	03/2023 to present
St. Vincent Depaul Residence	06/2008 to present

Terence Cardinal Cooke Health Care Center	06/2008 to present
Kateri Residence	06/2008 to 08/2013
St. Teresa's Home	06/2008 to 02/2013

New York Hospital

Calvary Hospital	07/2009 to present

Home Care Agencies

Dominican Sisters Family Health Services, Inc.	08/2016 to present
Empire State Home Care Services, Inc	05/2014 to 01/2018

CHHA

Ulster Home Health Service, Inc.	01/2019 to 04/2020

LHCSA

Family Home Health Services, Inc.	08/2016 to present

Health Maintenance Organization (HMO)

ArchCare Senior Life	07/2009 to present
ArchCare Community Life	01/2012 to present
ArchCare Advantage	07/2009 to present

Eric P. Feldmann has been retired since 4/2013. Previously, Eric was Executive Director and CEO of the Sisters of Charity Housing Development Corp., an affordable housing entity in Staten Island, NY. Eric received a bachelor's degree in administration and management science from Carnegie Institute of Technology and is a NYS licensed real estate broker. Eric Feldmann discloses current board positions as follows:

New York Nursing Homes

Carmel Richmond Healthcare and Rehabilitation Center	01/2005 to present
Ferncliff Nursing Home Co Inc	07/2009 to present
Mary Manning Walsh Home	07/2009 to present
ArchCare at Providence Rest	03/2023 to present

St. Vincent Depaul Residence	07/2009 to present

Terence Cardinal Cooke Health Care Center	07/2009 to present
Kateri Residence	07/2009 to 08/2013
St. Teresa's Home	07/2009 to 02/2013

<u>New York Hospital</u> Calvary Hospital	07/2009 to present

<u>Home Care Agencies</u> Dominican Sisters Family Health Services, Inc.	08/2016 to present
Empire State Home Care Services, Inc	05/2014 to 01/2018
ArchCare at Home	05/2014 to 01/2018

<u>CHHA</u> Ulster Home Health Service, Inc.	01/2019 to 04/2020

<u>LHCSA</u> Family Home Health Services, Inc.	08/2016 to present

<u>Health Maintenance Organization (HMO)</u> ArchCare Senior Life	07/2019 to present
ArchCare Community Life	01/2012 to present
ArchCare Advantage	07/2009 to present

Telma Flores (Sr. Seline M. Flores) lists current employment as Consultant for Pastoral Care Services and Development with Providence Rest Nursing Home in Bronx, NY. Previously, Telma was CEO and Administrator at Providence Rest Nursing Home. Telma received an MPA degree in Health Care Administration from Pace University and was a NYS licensed nursing home administrator until December 2021. Telma Flores discloses current board positions as follows:

<u>New York Nursing Homes</u> Carmel Richmond Healthcare and Rehabilitation Center	09/2021 to present
Ferncliff Nursing Home Co Inc	09/2021 to present
Mary Manning Walsh Home	09/2021 to present
ArchCare at Providence Rest	09/2021 to present
St. Vincent Depaul Residence	09/2021 to present

Terence Cardinal Cooke Health Care Center	09/2021 to present
St. Teresa's Home	09/2021 to 02/2013

<u>New York Hospital</u> Calvary Hospital	09/2021 to present
Richmond University Medical Center	01/2015 to 09/2020

<u>Home Care Agencies</u> Dominican Sisters Family Health Services, Inc.	09/2021 to present

<u>LHCSA</u> Family Home Health Services, Inc.	09/2021 to present

<u>Health Maintenance Organization (HMO)</u> ArchCare Senior Life	01/2013 to present
ArchCare Community Life	01/2013 to present
ArchCare Advantage	01/2013 to present

John (Jack) Gleason lists current employment as Counsel with Epstein, Becker, Green, LLC, a law firm in New York, NY. Jack received a JD degree from St. John's University and is a NYS-registered attorney. Jack Gleason discloses current board positions as follows:

New York Nursing Homes

Carmel Richmond Healthcare and Rehabilitation Center	09/2021 to present
Ferncliff Nursing Home Co Inc	09/2021 to present
Mary Manning Walsh Home	09/2021 to present
ArchCare at Providence Rest	01/1999 to present
St. Vincent Depaul Residence	09/2021 to present

Terence Cardinal Cooke Health Care Center	09/2021 to present

New York Hospital

Calvary Hospital	01/2000 to present

Home Care Agencies

Dominican Sisters Family Health Services, Inc.	09/2021 to present

LHCSA

Family Home Health Services, Inc.	09/2021 to present

Health Maintenance Organization (HMO)

ArchCare Senior Life	09/2021 to 08/2024
ArchCare Community Life	09/2021 to 08/2024
ArchCare Advantage	09/2021 to 08/2024

Karen A. Gray lists current employment as Chief Administrative Officer and Chief Diversity officer with A+E Networks, a media entity in New York, NY. Previously, Karen was Human Resources Director with Christie's Inc., an auction house in New York, NY. Karen received a JD degree from Harvard Law School and is a non-practicing NYS registered attorney. Karen Gray discloses current board positions as follows:

New York Nursing Homes

Carmel Richmond Healthcare and Rehabilitation Center	06/2017 to present
Ferncliff Nursing Home Co Inc	06/2017 to present
Mary Manning Walsh Home	06/2017 to present
ArchCare at Providence Rest	03/2023 to present
St. Vincent Depaul Residence	06/2017 to present

Terence Cardinal Cooke Health Care Center	06/2017 to present

New York Hospital

Calvary Hospital	06/2017 to present

Home Care Agencies

Dominican Sisters Family Health Services, Inc.	08/2016 to present
Empire State Home Care Services, Inc	09/2009 to 01/2018
Visiting Nurses Regional Home Health Systems	09/2009 to 05/2014
Visiting Nurses Association of Brooklyn	09/2009 to 05/2014

CHHA

Ulster Home Health Service, Inc.	01/2019 to 04/2020

LHCSA

Family Home Health Services, Inc.	08/2016 to present

Health Maintenance Organization (HMO)

ArchCare Senior Life	08/2016 to present
ArchCare Community Life	08/2016 to present
ArchCare Advantage	08/2016 to present

Clarion E. Johnson has been retired since 3/2013. Previously, Clarion was Medical Director, Medicine & Occupational Health for Exxon Mobile Corporation in Fairfax, VA. Clarion received an MD degree from Yale University School of Medicine and is an MD-licensed physician. Prior to retirement, Clarion was a licensed physician in VA, TX, and NYS. Clarion Johnson discloses current board positions as follows:

<u>New York Nursing Homes</u>	
Carmel Richmond Healthcare and Rehabilitation Center	06/2016 to present
Ferncliff Nursing Home Co Inc	06/2016 to present
Mary Manning Walsh Home	06/2016 to present
ArchCare at Providence Rest	03/2023 to present
St. Vincent Depaul Residence	06/2016 to present
Terence Cardinal Cooke Health Care Center	06/2016 to present

<u>New York Hospital</u>	
Calvary Hospital	06/2016 to present

<u>Home Care Agencies</u>	
Dominican Sisters Family Health Services, Inc.	06/2016 to present
Empire State Home Care Services, Inc	06/2016 to 01/2018

<u>CHHA</u>	
Ulster Home Health Service, Inc.	01/2019 to 04/2020

<u>LHCSA</u>	
Family Home Health Services, Inc.	08/2016 to present

<u>Health Maintenance Organization (HMO)</u>	
ArchCare Senior Life	06/2016 to present
ArchCare Community Life	01/2016 to present
ArchCare Advantage	06/2016 to present

Leslie B. Kasegrande lists current employment as a Partner working in estate planning and administration with Scamardella, Gervasi & Kasegrande P.C, a law firm in Staten Island, NY. Previously, Leslie was an Associate in the predecessor firm of Russo, Scamardella & D'Amato P.C. Leslie received a JD degree from New York Law School and is a NYS registered attorney. Leslie Kasegrande discloses current board positions as follows:

<u>New York Nursing Homes</u>	
Carmel Richmond Healthcare and Rehabilitation Center	09/2023 to present
Ferncliff Nursing Home Co Inc	09/2023 to present
Mary Manning Walsh Home	09/2023 to present
ArchCare at Providence Rest	09/2023 to present
St. Vincent Depaul Residence	09/2023 to present
Terence Cardinal Cooke Health Care Center	09/2023 to present

Rory Kelleher has been retired since 12/2024. Previously, Rory was Counsel for Sidley Austin, LLP, a law firm in New York, NY. Rory received a JD degree from Columbia School of Law and is a NYS registered attorney. Rory Kelleher discloses current board positions as follows:

<u>New York Nursing Homes</u>	
Carmel Richmond Healthcare and Rehabilitation Center	01/2008 to 01/2012
Carmel Richmond Healthcare and Rehabilitation Center	01/2013 to present
Ferncliff Nursing Home Co Inc	01/2008 to 01/2012
Ferncliff Nursing Home Co Inc	01/2013 to present

Mary Manning Walsh Home	01/2008 to 01/2012
Mary Manning Walsh Home	01/2013 to present
St. Vincent Depaul Residence	01/2008 to 01/2012
St. Vincent Depaul Residence	01/2013 to present
Terence Cardinal Cooke Health Care Center	01/2008 to 01/2012
Terence Cardinal Cooke Health Care Center	01/2013 to present
Kateri Residence	01/2005 to 01/2012
Kateri Residence	01/2013 to 08/2013
St. Teresa's Home	01/2008 to 01/2012
St. Teresa's Home	01/2013 to 02/2013
ArchCare at Providence Rest	03/2023 to present

New York Hospital

Calvary Hospital	01/2008 to 01/2012
Calvary Hospital	01/2013 to present

Home Care Agencies

Dominican Sisters Family Health Services, Inc.	08/2016 to present
Empire State Home Care Services, Inc	05/2014 to 01/2018

CHHA

Ulster Home Health Service, Inc.	01/2019 to 04/2020

LHCSA

Family Home Health Services, Inc.	08/2016 to present

Health Maintenance Organization (HMO)

ArchCare Senior Life	01/2008 to 01/2012
ArchCare Senior Life	01/2013 to present
ArchCare Community Life	01/2008 to 01/2012
ArchCare Community Life	01/2013 to present
ArchCare Advantage	01/2008 to 01/2012
ArchCare Advantage	01/2013 to present

Joseph P. LaMorte lists current employment as Vicar General and Moderator of the Curia for the Archdiocese of New York in New York, NY. Previously, Joseph was employed as Pastor for Saint Gregory Barbarigo in Garnerville, NY. Joseph received a master's degree in Pastoral Counseling from Iona University and a Master of Divinity degree from Saint Joseph's Seminary College. Joseph La Morte discloses current board positions as follows:

New York Nursing Homes

ArchCare at Providence Rest	03/2023 to present
Carmel Richmond Healthcare and Rehabilitation Center	01/2019 to present
Ferncliff Nursing Home Co Inc	01/2019 to present
Mary Manning Walsh Home	01/2019 to present
St. Vincent de Paul Residence	01/2019 to present
Terence Cardinal Cooke Health Care Center	01/2019 to present

New York Hospital

Calvary Hospital	04/2019 to present

Home Care Agency

Dominican Sisters Family Health Service, Inc.	08/2019 to present

CHHA

Ulster Home Health Services	01/2019 to 04/2020

LHCSA

Family Home Health Services, Inc.	04/2019 to present

Health Maintenance Organization (HMO)

ArchCare Senior Life	01/2019 to present
ArchCare Advantage	01/2019 to present
ArchCare Community Life	01/2019 to present

Scott P. LaRue lists current employment as President and CEO of CHCS d/b/a ArchCare in New York, NY. Scott received an MBA degree from Syracuse University and holds a NYS license in Dietetics-Nutrition. Scott La Rue discloses current board positions as follows:

New York Nursing Homes

Carmel Richmond Healthcare and Rehabilitation Center	03/2011 to present
Ferncliff Nursing Home Co Inc	03/2011 to present
Mary Manning Walsh Home	03/2011 to present
St. Vincent Depaul Residence	03/2011 to present
Terence Cardinal Cooke Health Care Center	03/2011 to present
ArchCare at Providence Rest	03/2011 to present
Kateri Residence	03/2011 to 08/2013
St. Teresa's Nursing Home	03/2011 to 02/2013

New York Hospital

Calvary Hospital	03/2011 to present

Home Care Agency

Dominican Sisters Family Health Service, Inc.	04/2016 to present
Empire State Home Care Services, Inc.	05/2014 to 11/2016
Visiting Nurses Regional Home Health System	2012 to 2014
Visiting Nurses Association of Brooklyn	2012 to 2014

Health Maintenance Organization

ArchCare Senior Life	03/2011 to present
ArchCare Advantage	03/2011 to present

Thomas M. O'Brien has been retired since 04/2025. Previously, Thomas was employed as Chairman of the Board and President and Chief Executive Officer of Sterling Bancorp/Sterling Bank + Trust, a banking business in Southfield, Michigan. Thomas was also previously employed as President of Naples Commercial Finance and Vice Chairman of Emigrant Bank in Bonita Springs, Florida and as President and CEO of Sun Bank Corp and Sun National Bank in Mt. Laurel, New Jersey. Thomas received an MBA degree from Iona College. Thomas O'Brien discloses current board positions as follows:

New York Nursing Homes

Carmel Richmond Healthcare and Rehabilitation Center	11/2005 to present
Ferncliff Nursing Home Co Inc	11/2005 to present
Mary Manning Walsh Home	11/2005 to present
St. Vincent Depaul Residence	11/2005 to present
Terence Cardinal Cooke Health Care Center	11/2005 to present
ArchCare at Providence Rest	03/2023 to present
Kateri Residence	11/2005 to 8/2013
St. Teresa's Nursing Home	11/2005 to 2/2013

New York Hospital

Calvary Hospital	2005 to present

Home Care Agency

Empire State Home Care Services, Inc.	05/2014 to 1/2018
Dominican Sisters Family Health Services, Inc.	08/2016 to present

CHHA

Ulster Home Health Services, Inc.

01/2019 to 4/2020

LHCSA

Family Home Health Services, Inc.

08/2016 to present

Health Maintenance Organization (HMO)

ArchCare Senior Life

2008 to present

ArchCare Advantage

2008 to present

ArchCare Community Life

2012 to present

Cynthia (Cindy) A. Roberti lists current employment as Staten Island PPS Liaison (per diem) for VNS Health, a home health care company in Staten Island, NY. Previously, Cindy was employed as Provider Relations Manager for VNS Choice Community Care (VNS NY), a home health care company in Staten Island, NY. Cindy received a BS degree in nursing from Wagner College and holds a NYS license as a registered nurse. Cindy's NJ RN license has expired. Cindy Roberti discloses current board positions as follows:

New York Nursing Homes

Carmel Richmond Healthcare and Rehabilitation Center

09/2023 to present

Eger Health Care and Rehabilitation Center

01/2011 to present

Ferncliff Nursing Home Co Inc

09/2023 to present

Mary Manning Walsh Home

09/2023 to present

ArchCare at Providence Rest

09/2023 to present

St. Vincent Depaul Residence

09/2023 to present

Terence Cardinal Cooke Health Care Center

09/2023 to present

Kathryn K. Rooney lists current employment with the Law Offices of Kathryn K. Rooney, a solo practice in Staten Island, NY. Kathryn received a JD degree from Albany Law School and is a NYS-registered attorney. Kathryn Rooney discloses current board positions as follows:

New York Nursing Homes

Carmel Richmond Healthcare and Rehabilitation Center

01/2001 to present

Ferncliff Nursing Home Co Inc

03/2009 to present

Mary Manning Walsh Home

03/2009 to present

ArchCare at Providence Rest

03/2023 to present

St. Vincent Depaul Residence

03/2009 to present

Terence Cardinal Cooke Health Care Center

03/2009 to present

Kateri Residence

03/2009 to 08/2013

St. Teresa's Home

03/2009 to 02/2013

New York Hospital

Calvary Hospital

03/2009 to present

Home Care Agencies

Dominican Sisters Family Health Services, Inc.

08/2016 to present

Empire State Home Care Services, Inc

09/2009 to 01/2018

Visiting Nurses Regional Home Health Systems

09/2009 to 05/2014

Visiting Nurses Association of Brooklyn

09/2009 to 05/2014

CHHA

Ulster Home Health Service, Inc.

01/2019 to 04/2020

LHCSA

Family Home Health Services, Inc.

08/2016 to present

Health Maintenance Organization (HMO)

ArchCare Senior Life	03/2009 to present
ArchCare Community Life	01/2012 to present
ArchCare Advantage	03/2009 to present

Joseph Saporito has been retired since 12/2020. Previously, Joseph was concurrently employed as CFO for Richmond University Medical Center in Staten Island, NY, and an Adjunct Professor at Baruch College in New York, NY. Joseph received a BBA degree in Accounting from Iona College and is a NYS licensed CPA. Joseph Saporito discloses current board positions as follows:

New York Nursing Homes

Carmel Richmond Healthcare and Rehabilitation Center	09/2021 to present
Ferncliff Nursing Home Co Inc	09/2021 to present
Mary Manning Walsh Home	09/2021 to present
ArchCare at Providence Rest	01/2014 to present
St. Vincent Depaul Residence	09/2021 to present
Terence Cardinal Cooke Health Care Center	09/2021 to present

New York Hospital

Calvary Hospital	09/2021 to present
Richmond University Medical Center	01/2015 to 09/2020

Francis (Frank) J. Serbaroli lists current employment as a Shareholder with Greenberg Traurig, LLP, a law firm in New York, NY. Frank received a JD degree from Fordham Law School and is a NYS-registered attorney. Frank Serbaroli discloses board positions as follows:

New York Nursing Homes

Carmel Richmond Healthcare and Rehabilitation Center	01/2008 to present
Ferncliff Nursing Home Co Inc	01/2008 to present
Mary Manning Walsh Home	01/2008 to present
ArchCare at Providence Rest	03/2023 to present
St. Vincent Depaul Residence	01/2008 to present
Terence Cardinal Cooke Health Care Center	01/2008 to present
Kateri Residence	01/2008 to 08/2013
St. Teresa's Home	01/2008 to 02/2013

New York Hospital

Calvary Hospital	01/2008 to present

Home Care Agencies

Dominican Sisters Family Health Services, Inc.	08/2016 to present
Empire State Home Care Services, Inc	05/2014 to 01/2018

CHHA

Ulster Home Health Service, Inc.	01/2019 to 04/2020

LHCSA

Family Home Health Services, Inc.	08/2016 to present

Health Maintenance Organization (HMO)

ArchCare Senior Life	11/2008 to present
ArchCare Community Life	01/2013 to present
ArchCare Advantage	01/2008 to present

Gerald (G.T.) T. Sweeney lists current employment as Chief Information Officer with Healthfirst, a Medicaid managed care business in New York, NY. G.T. received a BA degree in computer science from SUNY Albany. G.T. Sweeney discloses current board positions as follows:

New York Nursing Homes

Carmel Richmond Healthcare and Rehabilitation Center	01/2012 to present
Ferncliff Nursing Home Co Inc	01/2012 to present
Mary Manning Walsh Home	01/2012 to present
ArchCare at Providence Rest	03/2023 to present
St. Vincent Depaul Residence	01/2012 to present
Terence Cardinal Cooke Health Care Center	01/2012 to present
Kateri Residence	01/2012 to 08/2013
St. Teresa's Home	01/2012 to 02/2013

New York Hospital

Calvary Hospital	01/2012 to present

Home Care Agencies

Dominican Sisters Family Health Services, Inc.	08/2016 to present
Empire State Home Care Services, Inc	09/2009 to 01/2018
Visiting Nurses Regional Home Health Systems	09/2009 to 05/2014
Visiting Nurses Association of Brooklyn	09/2009 to 05/2014

CHHA

Ulster Home Health Service, Inc.	01/2019 to 04/2020

LHCSA

Family Home Health Services, Inc.	08/2016 to present

Health Maintenance Organization (HMO)

ArchCare Senior Life	01/2012 to present
ArchCare Community Life	01/2012 to present
ArchCare Advantage	01/2012 to present
Healthfirst	10/2014 to present
Cigna Health Care	09/2007 to 09/2014

Patricia Tooker lists current employment as Dean of Evelyn L. Spiro School of Nursing at Wagner College in Staten Island, NY. Previously, Patricia was Dean for Integrated Learning and Associate Professor at Wagner College. Patricia received a post-master's certificate as a nurse practitioner in family health and a doctorate in nursing practice from Wagner College and is a NYS licensed registered nurse and family health nurse practitioner. Patricia Tooker discloses current board positions as follows:

New York Nursing Homes

Carmel Richmond Healthcare and Rehabilitation Center	09/2023 to present
Ferncliff Nursing Home Co Inc	09/2023 to present
Mary Manning Walsh Home	09/2023 to present
ArchCare at Providence Rest	09/2023 to present
St. Vincent Depaul Residence	09/2023 to present
Terence Cardinal Cooke Health Care Center	09/2023 to present
Eger Health Care and Rehabilitation Center	01/2007 to present

William (Bill) Whiston has been retired since 01/2024. Previously, Bill was employed as Chief Financial Officer for the Archdiocese of New York in New York, NY. Bill received an MBA from New York University. Bill Whiston discloses current board positions as follows:

New York Nursing Homes:

Carmel Richmond Healthcare and Rehabilitation Center	07/2024 to present
Ferncliff Nursing Home Co Inc	07/2024 to present
Mary Manning Walsh Home	07/2024 to present
ArchCare at Providence Rest	07/2024 to present
St. Vincent Depaul Residence	07/2024 to present
Terence Cardinal Cooke Health Care Center	07/2024 to present

New York Hospital
Calvary Hospital

07/2024 to present

Home Care Agencies

Dominican Sisters Family Health Services, Inc.

07/2024 to present

LHCSA

Family Home Health Services, Inc.

07/2024 to present

Health Maintenance Organization (HMO)

ArchCare Senior Life

07/2024 to present

ArchCare Advatage

07/2024 to present

ArchCare Community Life

07/2024 to present

Quality Review

The proposed board members have been evaluated, in part, on the distribution of CMS Star ratings for their portfolio. For the proposed board members, the distribution of CMS star ratings for their facilities meets the standard described in state regulations.

CMS Star Rating Criteria					
		Duration of Ownership*			
		< 48 Months		48 months or more	
Proposed Owner	Total Nursing Homes	Number of Nursing Homes	Percent of Nursing Homes With a Below Average Rating	Number of Nursing Homes	Percent of Nursing Homes With a Below Average Rating
Thomas E. Alberto	6	1	0%	5	40%
Stephen J. Bujno	6	1	0%	5	40%
John P. Cahill	6	1	0%	5	40%
Tara A. Cortes	6	1	0%	5	40%
Thomas J. Fahey, Jr.	6	1	0%	5	40%
Eric P. Feldmann	6	1	0%	5	40%
Telma R. Flores	6	0	N/A	6	33.33%
John F. Gleason	6	0	N/A	6	33.33%
Karen A. Gray	6	1	0%	5	40%
Clarion E. Johnson	6	1	0%	5	40%
Leslie B. Kasegrande	6	6	33.33%	0	N/A
Rory Kelleher	6	1	0%	5	40%
Scott P. LaRue	6	0	N/A	6	33.33%
Joseph P. LaMorte	6	1	0%	5	40%
Thomas M. O'Brien	6	1	0%	5	40%
Cynthia A. Roberti	7	6	33.33%	1	0%
Kathryn K. Rooney	6	1	0%	5	40%
Joseph Saporito	6	0	N/A	6	33.33%
Francis J. Serbaroli	6	1	0%	5	40%
Gerald T. Sweeney	6	1	0%	5	40%
Patricia Tooker	7	6	33.33%	1	0%
William Whiston	6	6	33.33%	0	N/A

*Duration of Ownership as of 12/04/2025

Data date: 09/2025

New York. The proposed board member portfolio includes board affiliation in seven New York facilities. Five of the New York facilities in the board member portfolio have a CMS overall quality rating of average or higher. The remaining two facilities, Ferncliff Nursing Home Co. Inc. and St. Vincent de Paul Residence, have a CMS overall quality rating of below average to much below average. When asked to explain what measures were being put into place to improve the low overall CMS ratings, the applicant indicated the following.

Ferncliff Nursing Home Co Inc

In an effort to improve the Overall star rating of this facility, the facility replaced the Administrator, Director of Nursing and the Assistant Director of Nursing, which has resulted in much-improved survey results during the facility's 2025 annual survey, as compared with the facility's prior annual survey. In addition, the facility has improved its staffing levels as a result of hiring a new recruiter who has experience with staffing resources in the area where the facility is located. As a result of these initiatives, the facility is anticipating that its next survey (expected in September of 2025) will be even more positive, which should result in the facility's Overall rating increasing to two (2) stars, with the hope of increasing further to three (3) stars by the end of 2025 as prior deficiencies "age out".

St. Vincent de Paul Residence

The applicant states that the facility's Overall star rating is expected to increase from two (2) stars to three (3) stars in October 2025 once the Quality Measures scores for Q2 2025 have been updated by CMS. The facility currently has four (4) stars in the Quality Measures rating. The facility is projected to earn 1,534 points in the Quality Measures score during the October 2025 CMS update. The threshold needed to achieve five (5) stars in the Quality Measures rating is 1,456 points or greater. Thus, the facility is expecting to show five (5) stars in the Quality Measures rating in October 2025, which will then result in the Overall star rating for the facility increasing from two (2) stars to three (3) stars in October 2025, as well.

Facility	Ownership Since	Overall	Health Inspection	Quality Measure	Staffing
New York					
Eger Health Care and Rehabilitation Center	Subject Facility	***	**	*****	***
Carmel Richmond Healthcare and Rehabilitation Center	Current	*****	****	*****	***
	01/2001*	****	****	****	***
Ferncliff Nursing Home Co. Inc.	Current	*	*	****	**
	11/2005*	*	*	**	**
Mary Manning Walsh Nursing Home Co. Inc.	Current	*****	****	*****	***
	11/2005*	****	****	****	****
St. Vincent de Paul Residence	Current	**	**	****	****
	11/2005*	***	***	****	***
Terence Cardinal Cooke Health Care Center	Current	****	***	*****	***
	11/2005*	**	*	***	****
Archcare at Providence Rest	Current	*****	****	*****	***
	01/1999*	****	****	**	***
	Current	***	**	*****	***

Facility	Ownership Since	Overall	Health Inspection	Quality Measure	Staffing
Eger Health Care and Rehabilitation Center	01/2007*	*	*	****	***

Data date: 09/2025

*Data as of 01/2009

End Dated Ownership					
New York					
Kateri Residence	08/2013	***	***	*****	*
	01/2005 (CMS ratings started 1/2009)	*	*	****	**
St. Teresa's Nursing & Rehabilitation Center	02/2013	*	**	***	*
	11/2005 (CMS ratings started 1/2009)	*	**	*	*
Isabella Geriatric Center Inc.	02/2022	***	**	*****	**
	06/2011	****	****	****	**

Enforcement History

New York

A review of the operations of Carmel Richmond Healthcare and Rehabilitation Center under 10 NYCRR §600.2 requirements for approval reveals the following:

- The facility was assessed a federal CMP of \$975 on 12/20/2021 and \$650 on 07/05/2021 under F884 at a F level for failure to report COVID data.
- The facility was fined \$6,000 pursuant to Stipulation and Order NH-21-049 for surveillance findings on 01/19/2021. Deficiencies were found under 10 NYCRR 415.19(a)(1) & (2) – Infection Control and 400.2 – Other laws, codes, rules and regulations. The facility failed to ensure that a staff member conformed to COVID-19 PPE policy by failing to wear the required isolation gown and eye protection while providing care to a quarantined resident on contact/droplet precautions. In addition, the facility failed to quarantine residents who had been in contact with 2 staff members who then developed symptoms and tested positive for COVID-19.

A review of the operations of Ferncliff Nursing Home Co. Inc. under 10 NYCRR §600.2 requirements for approval reveals no enforcements.

A review of the operations of Mary Manning Walsh Nursing Home Co. Inc. under 10 NYCRR §600.2 requirements for approval reveals no enforcements.

A review of the operations of St. Vincent de Paul Residence under 10 NYCRR §600.2 requirements for approval reveals the following:

- The facility was fined \$2,000 pursuant to Stipulation and Order NH-22-098 for surveillance findings on 01/15/2022. Deficiencies were found under 10 NYCRR 415.3(f)(1)(ii) – Quality of Care. The facility failed to ensure personnel provided basic life support, including Cardiopulmonary Resuscitation (CPR), to a resident. The facility was also assessed a federal CMP of \$21,030 on 01/25/2022 for multiple deficiencies including F578 at a D level (failure to honor the resident's right to request, refuse, and/or discontinue treatment, to participate in or refuse to participate in experimental research, and to formulate an advance directive).and under

F678 at a J level (failure to provide basic life support, including CPR, prior to the arrival of emergency medical personnel, subject to physician orders and the resident's advance directives). Appeal pending.

A review of the operations of Terence Cardinal Cooke Health Care Center under 10 NYCRR §600.2 requirements for approval reveals the following:

- The facility was fined \$2,000 pursuant to Stipulation and Order HHC-23-002 for surveillance findings on 10/06/2022. Deficiencies were found under 10 NYCRR 415.19(a) – Infection Control. The facility was also assessed a federal CMP of \$15,000 on 10/06/2022 for multiple deficiencies including F880 at a D level for failure to provide and implement an infection prevention and control program.
- The facility was fined \$2,000 pursuant to Stipulation and Order NH-21-128 for surveillance findings on 03/15/2021. Deficiencies were found under 10 NYCRR 415.19(a)(1) & (2) – Infection Control. The facility was also assessed a federal CMP of \$5,000 on 03/15/2021 under F880 at a D level.

A review of the operations of Archcare at Providence Rest under 10 NYCRR §600.2 requirements for approval reveals the following:

- The facility was fined \$10,000 pursuant to Stipulation and Order NH-25-063 for surveillance findings on 03/07/2025. Deficiencies were found under 10 NYCRR 415.4(h)(2) – Quality of Care, Adequate Supervision. The facility was also assessed a federal CMP of \$75,645 on 03/07/2025 under F689 at a G level for failure to ensure that a nursing home area is free from accident hazards and provides adequate supervision to prevent accidents.
- The facility was fined \$10,000 pursuant to Stipulation and Order NH-23-020 for surveillance findings on 10/31/2022. Deficiencies were found under 10 NYCRR 415.4(h)(2) – Quality of Care (Adequate Supervision to Prevent Accidents). The facility failed to ensure that staff followed the resident plan of care requiring two-persons assistance for toileting and bed mobility while providing incontinence care to a resident. As a result, the resident rolled out of bed sustaining injuries. The facility was also assessed a federal CMP of \$7,901 on 10/31/2022 under F689 at a G level for failure to ensure that a nursing home area is free from accident hazards and provides adequate supervision to prevent accidents.

A review of Eger Health Care and Rehabilitation Center under 10 NYCRR 600.2 requirements for approval reveals the following:

- The facility was fined \$2,000 pursuant to Stipulation and Order NH-21-199 for surveillance findings on 08/09/2021. Deficiencies were found under 10 NYCRR 415.3 – Resident Rights. The facility failed to ensure each resident's right to receive visitors of their choosing at the time of their choosing.

A review of the operations of Isabella Geriatric Center Inc. under 10 NYCRR §600.2 requirements for approval reveals the following:

- The facility was assessed a federal CMP of \$15,000 on 11/19/2020 for multiple deficiencies including F880 at a D level for failure to provide and implement an infection control program.
- The facility was fined \$24,000 pursuant to Stipulation and Order NH-20-065 for surveillance findings on 05/18/2020. Deficiencies were found under 10 NYCRR 415.19(a)(1), 415.19(a)(2) and 415.19(b)(1) – Infection Control. The facility failed to separate residents into cohorts of those testing positive for COVID-19, those testing negative for COVID-19 and those residents whose COVID-19 status is unknown (four citations). The facility also failed to ensure all staff were wearing face masks (eight citations).

A review of the operations of Kateri Residence under 10 NYCRR §600.2 requirements for approval reveals no enforcements.

A review of the operations of St. Teresa's Nursing & Rehabilitation Center under 10 NYCRR §600.2 requirements for approval reveals no enforcements.

A review of the operations of ArchCare at Home (operated by Dominican Sisters Family Health Services, Inc.) under 10 NYCRR §600.2 requirements for approval reveals no enforcements.

A review of the operations of Family Home Health Care, Inc. (operated by Family Home Health Care, Inc.) under 10 NYCRR §600.2 requirements for approval reveals no enforcements.

A review of the operations of ArchCare Senior Life (operated by Catholic Managed Long-Term Care, Inc.) under 10 NYCRR §600.2 requirements for approval reveals no enforcements.

A review of the operations of Safeharbor Healthcare Services (operated by Homemakers – Staten Island, Inc.) under 10 NYCRR §600.2 requirements for approval reveals no enforcements.

A review of the operations of Calvary Home Health Agency and Hospice Care (operated by Calvary Hospital Inc.) under 10 NYCRR §600.2 requirements for approval reveals no enforcements.

Conclusion

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

Financial Analysis

Operating Budget

The applicant has submitted their current year operating budget, and the first- and third-year budgets after approval of Catholic Health Care System as the active parent/co-operator of the RHCF, summarized below:

	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
<u>Revenues</u>	<u>Per Day</u>	<u>Total</u>	<u>Per Day</u>	<u>Total</u>	<u>Per Day</u>	<u>Total</u>
Medicare FFS	\$819.73	\$16,980,607	\$819.73	\$17,498,516	\$819.73	\$18,198,457
Medicare MC	\$819.73	\$9,493,238	\$819.73	\$9,782,781	\$819.73	\$10,174,093
Medicaid FFS	\$300.99	\$18,807,978	\$300.99	\$19,381,622	\$300.99	\$20,156,886
Medicaid MC	\$300.99	\$4,207,543	\$285.94	\$4,119,079	\$285.94	\$4,283,842
Private Pay	\$618.41	\$5,132,206	\$618.41	\$5,288,738	\$618.41	\$5,500,288
Other Oper Rev		<u>\$1,382,880</u>		<u>\$989,627</u>		<u>\$989,627</u>
Total Revenue		\$56,004,452		\$58,787,730		\$61,099,644
 <u>Expenses</u>						
Operating	\$489.78	\$57,333,696	\$483.79	\$58,360,584	\$467.20	\$58,613,201
Capital	<u>\$20.34</u>	<u>\$2,381,261</u>	<u>\$19.74</u>	<u>\$2,381,261</u>	<u>\$18.98</u>	<u>\$2,381,261</u>
Total Expenses	\$510.12	\$59,714,957	\$503.53	\$60,741,845	\$486.18	\$60,994,462
Excess Rev over Exp		(\$3,710,505)		(\$1,954,115)		\$105,182
Patient Days		117,061		120,631		125,457
Cost/ Patient Day		\$510.12		\$503.53		\$486.18
Occupancy Percentage		84.85%		87.43%		90.93%

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

- Medicare and Medicare Managed Care are projected to increase due to ArchCare's involvement, allowing the facility to share in ArchCare's resources and greater involvement directly in the hospitals, and allowing the facility to have access to residents with higher acuity. Additionally, Managed Care contracts will be renegotiated to increase the rates, while new contracts will be added with insurance companies, impacting both the revenues and resident days.
- Year Three assumes the facility will be able to swing its utilization and increase occupancy based on collaboration with ArchCare.
- Expenses and utilization are based on available current data.

Utilization by payor source during the current year, first year, and third year is as follows:

	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
<u>Payor</u>	<u>Patient Days</u>	<u>%</u>	<u>Patient Days</u>	<u>%</u>	<u>Patient Days</u>	<u>%</u>
Medicare FFS	20,715	17.70%	21,347	17.70%	22,201	17.70%
Medicare MC	11,581	9.89%	11,934	9.89%	12,412	9.89%
Medicaid FFS	62,487	53.38%	64,393	53.38%	66,969	53.38%
Medicaid MC	13,979	11.94%	14,405	11.94%	14,982	11.94%
Private Pay	<u>8,299</u>	<u>7.09%</u>	<u>8,552</u>	<u>7.09%</u>	<u>8,894</u>	<u>7.09%</u>
Total	117,061	100.00%	120,631	100.00%	125,457	100.00%

Capability and Feasibility

There is no project cost or purchase price associated with this project. The submitted budget projects a deficiency of revenue over expenses of \$1,954,115 in Year One, and an excess of revenue over expenses of \$105,182 by Year Three. The applicant has submitted a letter indicating that the net operating loss in Year One will be offset through the ongoing operations of CHCS. Revenues are based

on current reimbursement methodologies and ArchCare's industry experience. The budget appears reasonable.

BFA Attachment B, 2022-2024 Certified Financial Statements Summary and the 1/1/25-6/30/25 Internal Financial Summary for Eger Health Care and Rehabilitation Center, show the entity had an average negative working capital position and an average negative net asset position, and an average net deficiency of revenues over expenses of (\$2,399,837) for the 2022-2024 period. The 1/1/25-6/30/25 Internal Financial Summary shows both negative working capital and net asset positions and a deficiency of revenues over expenses of (\$2,506,021) for the period 1/1/2025-6/30/2025. The 2022-2024 deficits are due to lower-than-expected occupancy from the continued impact of Covid-19, plus a significant increase in the nursing costs due to staff shortages and increased bad debt expense. In 2023 and 2024, the facility also experienced a 6% to 7% increase in union wages, which also impacted overall expenses.

BFA Attachment C, Certified Financial Statements for Catholic Health Care System (CHCS) for 2022-2024, show the entity had an average negative working capital position, an average positive net asset position, and an average excess of revenues over expenses of \$2,444,764 for the period 2022-2024.

BFA Attachment D, Internal Financial Statements for Catholic Health Care System (CHCS) for 1/1/2025-6/30/2025, show both positive working capital and net asset positions and generated an excess of revenues over expenses of \$371,974 for the period. The applicant has indicated that the financial statements of CHCS include programs provided to ACS creating the large operating deficits for CHCS. These programs are also supported by grants and fundraising done by the Catholic Health Care Foundation of the Archdiocese of New York (CHCFA) and through grants received as part of its participation as a Workforce Improvement Organization (WIO). The non-operating revenues of CHCS were \$8,760,539 for 2024, \$10,777,922 for 2023, and \$4,555,299 in 2022.

BFA Attachment E, 2022-2024 Certified Financial Statements for Catholic Health Care Foundation of the Archdiocese of New York (CHCFA), show the entity had an average positive working capital position and a positive net asset position during the period 2022-2024. CHCFA had an average operating loss of (\$664,787) for the period 2022-2024. The applicant has indicated that grants to the various CHCS programs and other support that further their mission are an operating expense of CHCFA and are often supported by its non-operating revenues.

BFA Attachment F, Internal Financial Statements of Catholic Health Care Foundation of the Archdiocese of New York (CHCFA) for the period from 1/1/2025-6/30/2025 showed a positive working capital position, a positive net asset position, and a net loss of (\$3,746,459).

Conclusion

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

Attachments

LTCOP Attachment	Long-Term Care Ombudsman Program Recommendation
BFA Attachment A	Current and Proposed Organizational charts
BFA Attachment B	2022-2024 Certified and 1/1/2025-6/30/2025 Internal Financial Summary of Eger Health Care and Rehabilitation Center
BFA Attachment C	2022-2024 Catholic Health Care System Certified Financial Statements
BFA Attachment D	Internal Financial Statements of Catholic Health Care System for 1/1/2025-6/30/2025
BFA Attachment E	2022-2024 Catholic Health Care Foundation of the Archdiocese New York, Inc. Certified Financial Statements
BFA Attachment F	Internal Financial Statements of Catholic Health Care Foundation of the Archdiocese New York, Inc. for 1/1/2025-6/30/2025

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 2801-a of the Public Health Law, on this 4th day of December 2025, having considered any advice offered by the Regional Health Systems Agency, the staff of the New York State Department of Health, and the Establishment and Project Review Committee of this Council and after due deliberation, hereby proposes to approve the following application to establish Catholic Health Care Systems as the sole member and active parent of Eger Health Care & Rehab Center, a 378 bed Residential Health Care Facility at 120 Meisner Ave, Staten Island and rename it ArchCare at Eger Healthcare & Rehab Center, and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that any approval of this application is not to be construed as in any manner releasing or relieving any transferor (of any interest in the facility that is the subject of the application) of responsibility and liability for any Medicaid (Medicaid Assistance Program -- Title XIX of the Social Security Act) or other State fund overpayments made to the facility covering the period during which any such transferor was an operator of the facility, regardless of whether the applicant or any other entity or individual is also responsible and liable for such overpayments, and the State of New York shall continue to hold any such transferor responsible and liable for any such overpayments, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

251167 E

FACILITY/APPLICANT:

Eger Health Care and Rehabilitation Center
d/b/a ArchCare at Eger Healthcare and
Rehabilitation Center

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]

Documentation submitted to satisfy the above-referenced contingencies shall be submitted within sixty (60) days. Enter a complete response to each individual contingency via the New York State Electronic Certificate of Need (NYSE-CON) system by the due date(s) reflected in the Contingencies Tab in NYSE-CON.