

STATE OF NEW YORK
PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

COMMITTEE DAY

AGENDA

*January 22, 2026
10:15 a.m.*

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

I. COMMITTEE ON ESTABLISHMENT AND PROJECT REVIEW

Peter Robinson, Chair

A. Applications for Construction of Health Care Facilities/Agencies

Acute Care Services – Construction

<u>Number</u>	<u>Applicant/Facility</u>
1. 252112 C	Roswell Park Cancer Institute (Erie County)
2. 252116 C	Rochester General Hospital (Monroe County)
3. 252145 C	Good Samaritan Hospital Medical Center (Suffolk County)

Ambulatory Surgery Centers – Construction

<u>Number</u>	<u>Applicant/Facility</u>
1. 252080 C	Manhattan Endoscopy Center, LLC (New York County)
2. 252091 C	Surgical Pain Center of the Adirondacks LLC (Clinton County)

Diagnostic and Treatment Center – Construction

<u>Number</u>	<u>Applicant/Facility</u>
1. 251079 C	Community Health Center of Richmond, Inc. (Richmond County)

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

Ambulatory Surgery Centers – Establish/Construct

	<u>Number</u>	<u>Applicant/Facility</u>
1.	252114 B	Gold Coast Surgery Center (Nassau County)
2.	252165 E	Progressive Surgery Center, LLC (Suffolk County)
3.	252173 E	Saratoga-Schenectady Endoscopy Center, LLC (Saratoga County)

Diagnostic and Treatment Centers – Establish/Construct

	<u>Number</u>	<u>Applicant/Facility</u>
1.	242277 B	Hyp+Care (New York County)
2.	252045 B	Doctors of New York Health Care Center (Queens County)

Home Care Service Agency Licensures

New LHCSA

	<u>Number</u>	<u>Applicant/Facility</u>
1.	241092 E	FoxWoods Home Care LLC (Please see exhibit for list of Geographical Service Area)

Changes of Ownership

	<u>Number</u>	<u>Applicant/Facility</u>
1	232059 E	Greifinger Rocha LLC d/b/a Home At Last Home Care (Please see exhibit for list of Geographical Service Area)
2.	242282 E	The Home Agency Inc (Please see exhibit for list of Geographical Service Area)
3..	252046 E	The Eliot at Catskill LLC d/b/a The Eliot at Catskill LHCSA (Please see exhibit for list of Geographical Service Area)

4. 252047 E The Sentinel of Port Jervis LLC d/b/a The Sentinel of Port Jervis
LHCSA
(Please see exhibit for list of Geographical Service Area)

Residential Healthcare Facilities – Establish/Construct

- | <u>Number</u> | <u>Applicant/Facility</u> |
|---------------|---|
| 1. 242307 E | 378Sywood LLC d/b/a Woodbury Heights Nursing and Rehabilitation Center
(Nassau County) |

C. Certificates

Certificate of Amendment of the Certificate of Incorporation

Applicant

Certificate of Amendment of the Certificate of Incorporation of Northwell Health Foundation

Certificate of Dissolution

Applicant

Certificate of Dissolution of AHRC Health Care Inc.

*****Agenda items may be called in an order that differs from above*****



Project # 252112-C

Roswell Park Cancer Institute

Program: Hospital
Purpose: Construction

County: Erie
Acknowledged: September 18, 2025

Executive Summary

Description

Roswell Park Cancer Institute (Roswell Park), a public benefit corporation, is seeking approval to certify a multi-specialty ambulatory surgery hospital extension clinic at 199 Park Club Lane, Williamsville (Erie County). The new extension clinic will provide oncology related outpatient surgery, imaging services, primary care and other medical specialties.

The extension clinic will be comprised of three (3) outpatient surgery rooms, one (1) procedure room for cystoscopy and endoscopy cases, three (3) mammography rooms, two (2) ultrasound rooms and one (1) MRI suite.

Julia Faller, DO, MS Chief Medical Officer of Roswell Park Cancer Institute, will be the Medical Director of the Center. Upon approval, the extension clinic will be known as Roswell Park Amherst Center Annex.

OPCHSM Recommendation
Contingent Approval

Need Summary

The applicant projects 10,364 visits in Year One and 12,975 in Year Three, with Medicaid at 11.3%.

Program Summary

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

Financial Summary

Total project cost of \$19,555,587 will be met with accumulated funds from the current operations of Roswell Park Cancer Institute.

Budget:	<u>Year One</u>	<u>Year Three</u>
Revenues:	\$14,440,350	\$19,225,121
Expenses:	<u>\$9,824,637</u>	<u>\$13,088,646</u>
Net Income/(Loss)	\$4,615,713	\$6,136,475

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]

Approval conditional upon:

1. This project must be completed by **December 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 **September 1, 2026**, and construction must be completed by **September 1, 2027**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [PMU]
3. The submission of Final Construction Documents, as described in BAER Drawing Submission Guidelines DSG-05, is required prior to the applicant's start of construction. [AER]
4. The staff of the facility must be separate and distinct from the staff of other entities; the signage must clearly denote the facility is separate and distinct from other entities; the entities will operate at two separate times; there will be no overlap in hours; the clinical space must be used exclusively for the approved purpose; medical records will be separately maintained for each entity and the entrance must not disrupt any other entity's clinical program space. [HSP]

Council Action Date

February 19, 2026

Need Analysis

Project Description

Roswell Park Cancer Institute Corporation is seeking approval to certify a new hospital extension clinic providing oncology related ambulatory surgery and imaging services within owned vacant space at 199 Park Club Lane, Williamsville, 14221, in Erie County. Upon approval, the extension clinic will be known as Roswell Park Amherst Center Annex and be certified for the following services, Ambulatory Surgery-Multi Specialty, Medical Services-Other Medical Specialties, and Medical Services-Primary Care.

The Center will have three (3) operating rooms, one (1) procedure room, three (3) mammography rooms, two (2) ultrasound rooms, and one (1) MRI suite. The site will have the capacity for future expansion, if needed.

Background and Analysis

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

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

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

In 2023, 97.2% of the population of Erie County had health coverage as follows:

Employer Plans	49.2%
Medicaid	21.1%
Medicare	13.9%
Non-Group Plans	12.2%
Military or VA	0.92%

Source: Data USA

According to the applicant, Roswell Park proposes to perform minimally invasive ambulatory surgical procedures within its extension clinic. All procedures conducted in this setting will be associated with the confirmed or suspected malignancies. Currently, patients in need of care receive services at the main hospital located in downtown Buffalo; however, imaging services at the downtown campus face scheduling constraints, which the applicant hopes to alleviate by expanding certain imaging modalities, primarily MRI. Roswell Park plans to backfill seven (7) surgeon vacancies, which are expected to increase surgery volumes considerably, supporting the need to expand their services through this new facility. Another goal of this application is to offer patients a convenient alternative to traveling downtown, since many patients are choosing to receive services at non-Article 28 providers that are located closer to home.

The Center will implement a policy for patient transfers to ensure backup and emergency services are accessible through Roswell Park Comprehensive Cancer Center.

The facilities below provide Multi-Specialty ambulatory surgical services within the propose service area.

Ambulatory Surgery within a 4-Mile Radius of Proposed Center

Facility Name	Type	Patient Visits		
		2022	2023	2024
Buffalo Surgery Center, LLC (PFI 6158)*	DTC	18,240	18,216	7,357
Buffalo Surgery Center, LLC (PFI 15607) (opened in March 2023)	DTC	N/A	2,107	15,873
Northtowns Ambulatory Surgery Center LLC (opened in June 2024)	DTC	N/A	N/A	328
Wehrle Drive ASC, LLC (Formerly Atlas Surgery Center)	DTC	1,178	2,926	3,438
WNY Medical Management-Sheridan Drive	DTC	3,524	4,737	4,039
Sisters of Charity Hospital	Hospital	7,839	8,067	7,916
Sisters of Charity Hospital – St. Joseph Campus	Hospital	5,267	4,705	4,182
Buffalo Ambulatory Surgery Center	DTC	9,420	8,142	6,590
Mercy Hospital of Buffalo	Hospital	7,803	8,483	8,890
Ambulatory Surgery Center of Western New York*	DTC	13,314	7,922	Unavail
Millard Fillmore Surgery Center, LLC	DTC	3,874	3,271	2,053
Total Visits		70,459	68,576	60,666

Source: HFIS and SPARCS

*SPARCS is working with these facilities on data submission

The applicant projects 10,364 visits in the first year and 12,975 in the third with Medicaid at 11.3% by the third year. Per the applicant, the projected payer mix is based on the current payer mix at Roswell Park.

Payor	Year One		Year Three	
	Volume	%	Volume	%
Comm Ins FFS	3,588	34.6%	4,567	35.2%
Comm Ins MC	0	0.0%	0	0.0%
Medicare FFS	1,615	15.6%	1,995	15.4%
Medicare MC	4,002	38.6%	4,904	37.8%
Medicaid FFS	53	0.5%	66	0.5%
Medicaid MC	1,072	10.3%	1,398	10.8%
Charity Care	0	0.0%	0	0.0%
Other (Self Pay, clinical research, Govt)	34	0.3%	45	0.3%

According to the applicant, significant charity care is not anticipated for this extension clinic. Roswell offers financial counseling for its patients and, according to their website, a denial from Medicaid, Child Health Plus, or another qualified health plan through NYS is a prerequisite for participation in their financial assistance program, which provides discounts or additional coverage through government sponsored programs. Additionally, the Charity Care Program covers all medically necessary services provided by Roswell Park, which includes outpatient services, inpatient admissions, and physician services. If there is a patient who presents with an inability to pay for services, the extension clinic will follow Roswell Park's Charity Care policy. The center will be licensed as a hospital extension clinic and will operate according to current hospital policy and procedures for providing service to the underinsured. The hospital currently has a sliding fee scale for its patients.

Conclusion

Approval of this project allows Roswell Cancer Institute to enhance patient access by offering oncology care closer to home in the regulatory environment of Article 28 health care facilities for the residents of Erie County.

Program Analysis

Project Proposal

Proposed Operator	Roswell Park Cancer Institute
To be known as	Roswell Park Amherst Center Annex
Site Address	199 Park Club Lane, Williamsville, NY 14221 (Erie)
Specialties	Ambulatory Surgery- Multi Specialty Medical Services- Primary Care Medical Services- Other Medical Specialties
Hours of Operation	Monday through Friday from 7:00AM to 5:00PM with direct telephone access to a physician or advanced practice provider after hours.
Operating Rooms	3
Procedure Rooms	1
Staffing (1st Year / 3rd Year)	35.0 FTEs / 41.5 FTEs
Medical Director(s)	Julia Faller, DO, MS

The new extension clinic is being proposed to address the incremental need in the community for the highly specialized oncologic care that Roswell Park can provide. Roswell Park intends to extend breast screening and diagnostic breast imaging within this extension clinic. The expansion of these services to the extension clinic will provide incremental capacity with a focus on screening patients who meet specific criteria for breast cancer screening or who have been identified as a high-risk potential for developing breast cancer based on family history and or genetic predisposition. Breast diagnostic imaging and fine needle biopsy will also be provided at this extension clinic for those instances where there is a positive finding of a breast mass either upon initial screening or physical exam. Roswell Park proposes to perform minimally invasive ambulatory surgical procedures within this Article 28-licensed extension clinic. All procedures conducted in this setting will be exclusively associated with the diagnosis, staging, or therapeutic management of confirmed or suspected malignancies.

Roswell Park is the only NCI designated comprehensive cancer center in the Western New York region that can provide such specialized multidisciplinary service, and as a direct result, there is a pressing need to be able to provide access through the proposed extension clinic.

Julia Faller, DO, MS Chief Medical Officer of Roswell Park Cancer Institute will be the medical director of the Center.

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

Position	Year One	Year Three
Management and Supervision	2.0	2.0
Technician and Specialist	12.5	15.0
Registered Nurses	7.0	11.0
Physicians	2.0	2.0
Infection Control, Environment and Food Service	4.0	3.0
Clerical and Other Administrative	5.5	5.5
Certified Registered Nurse Anesthetists	2.0	3.0
Totals	35.0	41.5

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

Roswell Park is seeking approval for an Extension Clinic within owned vacant space at 199 Park Club Lane, Williamsville, NY 14221. This project is a hospital outpatient department/extension clinic to provide oncology related ambulatory surgery and imaging services, not a free-standing Ambulatory Surgery Center.

The Extension Clinic is being proposed to address the incremental need in the community for the highly specialized oncologic care that Roswell Park is able to provide. There is a need within the Western New York community for increased access to oncologic care for two primary reasons (1) Steady increases in cancer incidence and (2) Patients are aware of and are drawn to the enhanced outcomes that are realized when receiving care from surgeons and diagnosticians who directly specialize in cancer treatment and prevention.

In collaboration with their Community Advisory Board, Roswell Park has focused cancer control initiatives on risk reduction and early detection to reduce the cancer burden. This project will advance the following to support local health department priorities:

- Community Outreach & Engagement (COE) - developed community-based programs, educational interventions and focused research to better understand and reduce the cancer burden affecting their catchment area. Engaging community partners is crucial for achieving the Roswell Park mission and the COE goal is to assure that all cancer patients and communities in WNY can benefit from the clinical and scientific advances accomplished at Roswell Park.
- Community-engaged research has been fostered through strong support from their Cancer Center Support Grant (CCSG) leadership. The COE has expanded effective partnerships, processes, and strategies to ensure that Western New York communities are the central focus of Roswell's mission. Roswell Park's Community Outreach & Engagement office has developed crucial community partnerships for outreach and engagement in their catchment counties. COE has developed a portfolio of outreach and engagement methods, resources and evidence-based interventions in collaboration with their Community Advisory Board and specific community members
- Roswell Park's Community Outreach & Engagement office has developed crucial community partnerships for outreach and engagement in their catchment counties. The COE leads many community initiatives around education and navigation, including breast cancer awareness and navigation, lung cancer education, financial wellness, and more. The COE programs focus on the following community-driven priorities for cancer research including lung cancer, breast cancer, colorectal cancer, prostate cancer, tobacco use, physical activity and nutrition, and the social factors of health.
- Roswell Park opened a Community Outreach & Engagement Center in close proximity to the main hospital. The building design and use was developed in close collaboration with community stakeholders. The mission of the building is to foster a space that nurtures partnerships, empowerment, well-being, and health. The long-term vision is to leverage genuine partnerships to drive initiatives to reduce the cancer burden.

Conclusion

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

Financial Analysis

Total Project Cost and Financing

The total project cost for construction and equipment related to the Article 28 is estimated at \$19,555,587 and broken down as follows:

Renovation and Demolition	\$7,775,795
Site Development	\$50,000
Design Contingency	\$501,114
Construction Contingency	\$781,479
Architecture Engineering Fee	\$693,000
Construction Manager Fee	\$184,523
Movable Equipment	\$8,648,519
Telecommunications	\$812,201
Total Project Cost w/o CON Fees	\$19,446,631
Application Fee	\$2,000
Processing Fee	<u>\$106,956</u>
Total Project Cost with CON Fees	\$19,555,587

Operating Budget

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

	<u>Year One</u>		<u>Year Three</u>	
<u>Outpatient (OP) Revenue</u>	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>
Commercial FFS	\$2,150.19	\$7,714,869	\$2,262.84	\$10,334,384
Commercial MC				
Medicare FFS	\$788.39	\$1,273,245	\$844.63	\$1,685,028
Medicare MC	\$1,008.79	\$4,037,162	\$1,081.53	\$5,303,826
Medicaid FFS	\$204.00	\$10,812	\$224.55	\$14,820
Medicaid MC	\$1,235.39	\$1,324,341	\$1,272.04	\$1,778,321
All Other	\$2,350.62	<u>\$79,921</u>	\$2,416.49	<u>\$108,742</u>
Total OP Revenue		\$14,440,350		\$19,225,121
<u>Outpatient (OP) Expenses</u>				
Operating Expenses	\$755.85	\$7,833,665	\$853.88	\$11,079,095
Capital Expenses	\$192.10	<u>\$1,990,972</u>	\$154.88	<u>\$2,009,551</u>
Total Expenses	\$947.95	<u>\$9,824,637</u>	\$1,008.76	<u>\$13,088,646</u>
Net Income		\$4,615,713		\$6,136,475
Visits		10,364		12,975

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

- Revenue is based on the Roswell Park's current reimbursement for services to be provided at this location and inflated in future years based on current and projected payor contracts.
- The projected payer mix is based on the payer mix Roswell Park is currently experiencing. Salaries are based on the projected annual salaries of the incremental FTE's related to the project including estimated inflation. Other operating expenses are based on budgeted inflation rates.
- Expenses are estimated based on information currently available. Significant charity care is not anticipated for this service.

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

<u>Outpatient</u>	<u>Year One</u>		<u>Year Three</u>	
	<u>Visits</u>	<u>%</u>	<u>Visits</u>	<u>%</u>
Commercial FFS	3,588	34.62%	4,567	35.20%
Medicare FFS	1,615	15.58%	1,995	15.38%
Medicare MC	4,002	38.61%	4,904	37.80%
Medicaid FFS	53	.52%	66	.51%
Medicaid MC	1,072	10.34%	1,398	10.77%
All Other	34	.33%	45	.34%
Total	10,364	100.00%	12,975	100.00%

Capability and Feasibility

The total project cost of this application is \$19,555,587. The working capital requirement is \$2,181,441, which is equivalent to two months of third year expenses. The total project cost and the working capital requirement will be funded with accumulated funds from current operations of Roswell Park Cancer Institute. BFA Attachment A, 2025 Certified Financial Statements of Roswell Park Care Institute, shows sufficient liquid assets available, and that the facility maintained both a positive working capital and net asset position. For the period, the facility generated a net loss of (\$75,094,000).

The applicant projects a net income of \$4,615,713 in Year One and \$6,136,475 in Year Three. Revenues are based on the current Medicare, Medicaid and Commercial rate experience of Roswell Park Cancer Institute. The budgets appear reasonable.

Conclusion

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

Attachments

BHFP Attachment	Map
BFA Attachment A	2025 Roswell Park Cancer Institute Corporation Certified Financial statements



Project # 252116-C
Rochester General Hospital

Program: Hospital
Purpose: Construction

County: Ontario
Acknowledged: September 19, 2025

Executive Summary

Description

Rochester General Hospital (RGH), a 528-bed acute care hospital and part of the Rochester Regional Health (RRH) system, at 1425 Portland Avenue, Rochester, New York 14621 (Monroe County), is seeking approval to construct and certify a hospital extension clinic at 183 Parrish Street, Canandaigua, New York 14424 (Ontario County). The new clinic will be certified for Ambulatory Surgery – Multi-Specialty, Medical Services – Other Medical Specialties, and Primary Care. The clinic's primary focus will be on Muscular Skeletal (MSK) services and orthopedic, pain management, and podiatry surgical procedures. The proposed clinic will be known as RGH MSK & Ambulatory Surgery Center.

The proposed site is in an existing two-story medical office building currently housing Boev Medical, PLLC d/b/a Boev Clinic, a non-Article 28 medical clinic. The remaining portion of the building is shell space. On May 1, 2025, Boev Clinic entered into a Professional Services Agreement (PSA) with RRH and will continue to exist as an entity formally affiliated with them through the PSA. Upon completion of the project, the entire building will be occupied by RGH, and the existing Boev Clinic space will be converted to Article 28 space.

The first floor will house new 32-room orthopedic clinic with three (3) x-ray rooms and all new support spaces. The existing nine (9) exam room private practice will be brought up to Article-28 compliance and connected to the new Ortho suite with shared reception, waiting, and checkout areas resulting in a total of 41 exam rooms. The lower level will house an imaging

suite and ASC, including four (4) ORs, a prep/recovery area with 16 bays and cubicles, an imaging suite with MRI and DEXA, and staff support spaces.

Paul Cross, DO and Sean M. Childs, MD, will both serve as the extension clinic's Medical Directors. The proposed extension clinic is 0.4 miles/2 minutes' travel time from F.F. Thompson Hospital, a member of University of Rochester Medicine.

OPCHSM Recommendation
Contingent Approval

Need Summary

The applicant projects 40,538 visits in Year One and 41,038 visits in Year Three, which includes 3,863 ambulatory surgery visits each year, with Medicaid at 20% and Charity Care at 2%.

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 \$20,226,989 will be met with equity from Rochester General Hospital.

Budget:	<u>Year One</u>	<u>Year Three</u>
Revenues	\$41,446,451	\$42,128,888
Expenses	<u>36,256,103</u>	<u>37,292,109</u>
Excess	\$5,090,348	\$4,836,779
Revenue/Expenses		

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

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

Office of Primary Care and Health Systems Management

Approval contingent upon:

1. Submission of a check for the amount enumerated in the approval letter, payable to the New York State Department of Health. Public Health Law Section 2802.7 states that all construction applications requiring review by the Public Health and Health Planning Council shall pay an additional fee of fifty-five hundredths of one percent of the total capital value of the project, exclusive of CON fees. [PMU]
2. 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]

Approval conditional upon:

1. This project must be completed by **September 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 **September 1, 2026**, and construction must be completed by **June 1, 2027**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [PMU]
3. The submission of Final Construction Documents, as described in BAER Drawing Submission Guidelines DSG-05, is required prior to the applicant's start of construction. [AER]

Council Action Date

February 19, 2026

Need Analysis

Project Description

Rochester General Hospital (RGH), a 528-bed acute care hospital and part of the Rochester Regional Health (RRH) system, at 1425 Portland Avenue, Rochester, New York 14621 (Monroe County), is seeking approval to construct and certify a new extension clinic. The new clinic will be at 183 Parrish Street, Canandaigua, New York 14424 (Ontario County). The clinic will be certified for Multi-Specialty Ambulatory Surgery; Other Medical Specialties; and Primary Care. The proposed clinic will be known as RGH MSK & Ambulatory Surgery Center. The clinic will focus primarily on Muscular Skeletal (MSK) services and will provide multi-specialty ambulatory surgical services for orthopedic, pain management, and podiatry. The clinic will also see primarily orthopedics and neurology office visits as well as provide diagnostic imaging services. The clinic will have 4 operating rooms (ORs), an Imaging suite, 41 exam rooms, and other support spaces.

Background & Analysis

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

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

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

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

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

Source: Data USA

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

Applicant Projected Outpatient Payor Mix		
Payor(s)	Year One	Year Three
Commercial	24%	24%
Medicare	47%	47%
Medicaid	20%	20%
Private Pay	4%	4%
Charity Care	2%	2%
All Other (WC, No Fault, VA)	3%	3%

Source: Applicant

The proposed extension clinic will be off US Route 20, in Canandaigua approximately 31 miles and 41-minute drive away from RGH. This project is part of RGH's strategic initiative to develop an ambulatory network anchored by *Destination Campuses* supporting *Rural Hub Campuses*. To date, there are four Destination Campuses in Livingston County, Monroe County, and in Genesee County. RGH also received approval for CON 251146 for Clifton Springs Hospital and Clinic (CSHC) to develop RRH Geneva Destination Campus. The RRH Geneva Destination Campus is 14.6 miles and 22 minutes' drive away from the proposed extension clinic.

The applicant projects 40,538 visits in Year One (with 3,863 ambulatory surgery visits) and 41,038 visits (3,863 ambulatory surgery visits) in Year Three. The projected volumes includes both visits from existing practices and minimal incremental visits as a result of the project. According to the applicant, in Year 1, 93.6% of the projected clinic office visits will come from RRH's private practice sites in the region including from existing RGH's practice sites specializing in MSK in Canandaigua. This will include two existing RGH practices in Canandaigua that will be consolidated into the proposed extension clinic.

Another existing RGH practice will remain open at its current location, however the MSK-related volume will shift to the new extension clinic. Also, 95.5% of projected ambulatory surgical visits will come from RRH's existing ASCs and RRH's hospitals east of Monroe County, Newark-Wayne Community Hospital and Clifton Springs Hospital and Clinic. This project will provide care options closer to home while consolidating visits at a single location.

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

Ambulatory Surgery Centers in Ontario County				
Facility Name	Type	Patient Visits		
		2022	2023	2024
Clifton Springs Hospital and Clinic	Hospital	6,501	7,795	7,716
Finger Lakes Surgery Center	Hospital Extension Clinic	2,067	5,189	5,640
Geneva General Hospital	Hospital	3,680	2,249	2,777
F. F. Thompson Hospital	Hospital	9,933	11,003	10,739
Total Visits		22,181	26,236	26,872

Source: HFIS & SPARCS

All the facilities listed above provide multi-specialty ambulatory surgery services in Ontario County. The proposed hours of operation for the extension clinic will be Monday to Friday from 7:30 AM to 5:00 PM and the ASC's hours of operation will be Monday through Friday 6:00 AM to 4:00 PM.

F.F. Thompson Hospital, affiliated with the University of Rochester Health System, has submitted a letter in opposition to the approval of this application. FF Thompson has noted that the proposed clinic is located directly across the street from the hospital and that there is ample ambulatory surgery capacity between existing Rochester Regional Health and University of Rochester facilities in the region. F.F. Thompson also expressed concern with potential loss of outpatient operating room volume and diagnostic imaging cases to existing providers.

RGH in turn has submitted a response to the public comment stating that the proposed project is merely a relocation of existing RGH's clinic and surgical volumes within its own network and will not significantly impact other providers.

Conclusion

Approval of this project will allow RGH to consolidate ambulatory surgery cases and associated supporting services in a centralized location.

Program Analysis

Project Proposal

Proposed Operator	Rochester General Hospital, Inc. Co-Operator - Rochester Regional Health
To Be Known As	RGH MSK & Ambulatory Surgery Center
Site Address	183 Parrish Street, Canandaigua, New York 14424. (Ontario County)
Specialties	Medical Services-Primary Care Medical Services-Other Medical Specialties Ambulatory Surgery - Multi-Specialty (Orthopedics/Pain Management/Podiatry)
Hours of Operation	Clinic: Monday - Friday, 7:30 a.m. to 5:00 p.m. ASC: Monday - Friday 6:00 a.m. - 4:00 p.m.
Staffing (1st Year / 3rd Year)	73.6 FTEs / 73.6 FTEs
Medical Director	Paul Cross, DO and Sean M. Childs, MD
Closest Hospital	F.F. Thompson Hospital 350 Parish Street, Canandaigua, New York (Ontario County) 0.4 Miles away / 2 mins travel time

Upon completion of this hospital extension clinic project, the entire medical office building at 183 Parrish Street in Canandaigua will be occupied by Rochester General Hospital (RGH), including the existing Boev Clinic, a private practice orthopedic clinic, which will be converted to an Article 28 space. Boev Clinic entered into a Professional Services Agreement (PSA) with Rochester Regional Health (RRH). This allows for independent physicians to contract with RRH. Boev Clinic includes one physician and three advanced practice providers.

Office visits will primarily be for orthopedics and neurology services. Dr. Boev will provide 2.2% of ambulatory surgery visits. 95.3% of the projected surgical cases will migrate, with patients retaining choice, from existing Hospitals and ASC's operated by RRH and these facilities will continue to function with their full complement of services/programs. An anesthesiologist or another physician qualified in resuscitative techniques and emergency care will be present and available until all patients are discharged from the extension clinic.

The first floor will house a new, 32-room orthopedic clinic with three (3) x-ray rooms and all new support spaces. The existing nine (9) exam room (private practice) clinic will be updated for Article-28 compliance and connected to the new Ortho suite with shared reception, waiting, and checkout areas resulting in a total of 41 exam rooms. The lower level will house an imaging suite and ASC, including four (4) ORs, a prep/recovery area with 16 bays and cubicles, an imaging suite with MRI and DEXA, and staff support spaces.

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

Position	Year One	Year Three
Management and Supervision	8.80	8.80
Technician and Specialist	11.80	11.80
Registered Nurses	13.90	13.90
Licensed Practical Nurses	1.30	1.30
Physicians	6.30	6.30
Physician Assistants	3.80	3.80
Nurse Practitioners	3.80	3.80
Physical Therapists and PT Assistants	1.0	1.0
Aids, Orderlies & Attendants	9.85	9.85
Clerical and Other Administrative	13.05	13.05
Totals	73.60	73.60

RGH MSK & Ambulatory Surgery 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 providers on-call for any emergency questions. If there is an emergency, the patient will be directed to the closest Emergency Room.

RGH indicated they will be the backup hospital for this new extension clinic, which will ensure system continuity for patients.

It is anticipated that the Center's on-boarding staff will be sourced from experienced personnel from Boev Clinic and from RRH's other service providers. RGH MSK & Ambulatory Surgery Center will leverage existing referral sources for the clinic.

Paul Cross, DO and Sean M. Childs, MD, will both serve as the extension clinic's Medical Directors.

Integration with Community Resources

The extension clinic will leverage existing referral sources from current existing practice and surgical sites including RRH FASCs and 2 RRH hospitals east of Monroe 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.

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.

Prevention Agenda

Rochester General Hospital (RGH), located in Monroe County, requests approval for the development and certification of a new extension clinic to provide muscular-skeletal services, including multi-special ambulatory surgical services specific to health fields such as orthopedic surgery, pain management, and podiatric surgery. The project aims to enhance specialty care services for patients residing in Ontario County, specifically populations aged 65 and over.

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

- Promote Well-Being and Prevent Mental and Substance Use Disorders

The proposed project will advance the Prevention Agenda priority of Promoting Well-Being and Preventing Mental and Substance Use Disorders of by allowing RGH to expand their patients' access to high-quality surgical care in Ontario County while addressing mental health challenges faced by populations experiencing health disparities.

As per the latest available report, RGH spent \$2,095,625 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

The total project cost for renovations and movable equipment is estimated at \$20,226,989 broken down as follows:

Renovation & Demolition	\$11,012,500
Design Contingency	1,101,250
Construction Contingency	1,101,250
Architect/Engineering Fees	798,480
Movable Equipment	4,519,880
Telecommunications	1,581,000
Application Fee	2,000
Additional Processing Fee	<u>110,629</u>
Total Project Cost	\$20,226,989

The total project cost will be financed with a combination of equity from investments and board designated funds of Rochester General Hospital.

BFA Attachments A and B show sufficient resources to meet the equity requirement.

Operating Budget

The applicant has submitted an operating budget, in 2026 dollars, for years one and three, summarized below:

	<u>Year One</u>		<u>Year Three</u>	
	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>
Revenues:				
Commercial MC	\$1,107.62	10,776,077	\$1,112.14	10,953,511
Medicare FFS	\$1,363.37	4,973,574	\$1,368.93	5,055,467
Medicare MC	\$1,237.69	19,065,367	\$1,242.74	19,379,288
Medicaid FFS	\$1,023.37	414,465	\$1,027.53	421,289
Medicaid MC	\$484.31	3,730,181	\$486.29	3,791,599
Private Pay	\$511.05	828,929	\$513.14	842,578
All Other	\$1,363.37	<u>1,657,451</u>	\$1,368.93	<u>1,685,156</u>
Total Revenue		\$41,446,451		\$42,128,888
Expenses:				
Operating	\$861.16	\$34,909,624	\$855.17	\$35,094,638
Capital	<u>35.68</u>	<u>1,446,479</u>	<u>53.55</u>	<u>2,197,471</u>
Total	\$896.84	\$36,356,103	\$908.72	\$37,292,109
Excess Revenues/Expenses		<u>\$5,090,348</u>		<u>\$4,836,779</u>
Total Visits		40,538		41,038
Cost per Visit		\$896.84		\$908.72

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

<u>Payor:</u>	<u>Years One</u>	<u>Year Three</u>
Commercial MC	24.00%	24.00%
Medicare FFS	9.00%	9.00%
Medicare MC	38.00%	38.00%
Medicaid FFS	1.00%	1.00%
Medicaid MC	19.00%	19.00%
Private Pay	4.00%	4.00%
Charity Care	2.00%	2.00%
All Other	3.00%	3.00%
Total	100.00%	100.00%

The following is noted with respect to the submitted budget:

- Projected revenues and expenses are based on the historical performance at the sites that will relocate to this proposed location and similar facilities operated by RRH in Finger Lakes and Western New York.
- Utilization in Years One and Year Three includes visits attributable to Boev Clinic.
- Payor mix is based on existing orthopedics and neurology service lines provided by RGH.
- The Medicare and Medicaid rates are based on the rates determined by the Centers for Medicare and Medicaid Services (CMS).
- Commercial payor rates are based on the Center's negotiated agreements with insurers.
- All Other includes revenue sources from Workers' Compensation, no-fault insurance, as well as Veteran's Administration.
- 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 extension clinic will utilize RGHs sliding fee scale policy when the center is operational.

Lease Agreement

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

Date:	April 25, 2025
Property:	183 Parrish Street, Canandaigua, NY 14424
Premises:	Portion of a medical office building located at 183 Parrish Street, Canandaigua, 14424 comprised of Suite #120 (approx. 20,000 sq. ft.) and Suite #260 (approx. 11,560 sq.ft.) totaling approx. 31,560 sq.ft.
Landlord:	183 Parrish CNB, LLC
Tenant:	The Rochester General Hospital
Term:	10 years, with an option to extend the term for two (2) additional terms of five (5) years each.
Base Rent:	Base rent for total leased space is \$831,200 per year (\$52,600 per month) for the 1st year. Rent will increase at 3% thereafter.
Purchase Option:	Landlord grants to Tenant the option to purchase the Property anytime during the initial term after expiration of the seventh (7 th) lease year for the purchase price of \$16,750,000. The terms and conditions of Tenant's purchase of the Property shall be set forth in the Purchase and Sale Agreement. Landlord and Tenant agree to execute the Purchase and Sale Agreement together with the execution of this Lease, with the understanding that the applicable dates under the Purchase and Sale Agreement shall be set upon Tenant's written notice exercising its Purchase Option.
Provisions:	Tenants are responsible for real estate taxes, insurance, utilities and maintenance.

The applicant has indicated that the lease agreement between the lessor and the lessee is an arm's-length agreement. The applicant has submitted letters from two NYS licensed realtors attesting to the reasonableness of the per square footage rental.

Purchase and Sale Agreement

The applicant has submitted an executed Purchase and Sale Agreement for the property should the tenant elect to exercise its purchase option, summarized below:

Property:	183 Parris Street, Canandaigua, NY 14424.
Seller:	183 Parrish CNB, LLC
Buyer:	The Rochester General Hospital
Option:	Seller has granted the Buyer an option to purchase the Property as defined in the Lease between Seller, as Landlord, and Buyer, as Tenant.
Purchase Price:	\$16,750,000 to be paid by wire transfer on the Closing Date of immediately available funds to an account designated by the Seller subject to the adjustment as herein provided.
Conveyance:	Seller shall convey fee simple title in and to the Property together with all other improvements thereon or therein, and all privileges, rights, easements, hereditaments, appurtenances thereto belonging to by a Bargain and Sale Deed with covenant against grantor's acts and including the trust fund provision.

Lease Agreement

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

Premises:	Portion of a medical office building located at 183 Parrish Street, Canandaigua, 14424 comprised of Suite# 100 (approx. 9,789 sq. ft.)
Landlord:	183 Parrish Street, LLC
Tenant:	Boev Clinic
Term:	10 years, with an option to extend the term for two (2) additional terms of five (5) years each.
Base Rent:	Base rent for total leased space is \$195,780 per year (\$16,315 per month) for the 1st year. Rent will increase at 3% thereafter.
Security Deposit:	\$16,315
Provisions:	Tenant is responsible for real estate taxes, insurance, utilities and maintenance.

Assignment and Assumption of Lease Agreement

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

Effective Date:	May 1, 2025
Premises:	Approximately 9,789 sq. ft. located at 183 Parris Street, Suite 100, Canandaigua, NY 14424.
Assignor:	Boev Medical, PLLC d/b/a Boev Clinic
Assignee:	The Rochester General Hospital
Landlord:	183 Parrish CNB LLC
Lease:	Landlord as landlord and Assignor as tenant are parties to a certain undated original Lease for that certain premises.
Assignment:	Assignor desires to convey to Assignee all of the Assignors right, title and interest in, and obligations under, the Lease, and Assignee desires to accept and assume such right and obligations, all in accordance with the terms of this assignment. As of the effective date Assignor hereby assigns and transfers to Assignee all of Assignors right, title and interest in and to the Lease, and Assignee hereby accepts such assignment from Assignor and hereby assumes and agrees to perform and fulfill all of the terms, covenants, conditions, and obligations require to be performed and fulfilled by Assignor as tenant under the Lease that Accrue from and after the Effective Date Landlord hereby consents to the assignment and assumption set forth herein and thereby releases and discharges Assignor from all duties and obligations under the Lease accruing and becoming due after the Effective Date.

Capability and Feasibility

The total project cost of \$20,226,989 will be financed with a combination of equity from investments and board designated funds of RGH. Working capital requirement is estimated at \$6,215,352 and is based on two months of third-year expenses and will be funded through continued operations of RGH.

BFA Attachment A, 2024 Rochester General Hospital Consolidating Certified Financial Statements, a negative working capital position, a positive net equity position, and a deficiency of revenues over expenses of (\$29,552,000). BFA Attachment B, Rochester General Hospital Consolidated Internal Financial Statements for period-ended September 30, 2025, shows negative working capital, a positive net equity position, and an excess of revenues over expenses of (\$12,667,000). The negative working capital position is attributable to RGH reporting board designated funds below the current assets line on the balance sheet.

The submitted budget projects an excess of revenue over expenses of \$5,090,348 and \$4,836,779 in Years One and Year Three, respectively. The budget appears reasonable.

Conclusion

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

Attachments

HSA Attachment A	Common Ground, Finger Lakes Health Service Agency Review
BHFP Attachment	Map
BFA Attachment A	Rochester Regional Health and Affiliates December 31, 2024, Certified Financial Statements (Consolidating)
BFA Attachment B	Rochester Regional Health and Affiliates September 30, 2025, Internal Financial Statements (Consolidated)



Project # 252145-C

Good Samaritan Hospital Medical Center

Program: Hospital
Purpose: Construction

County: Suffolk
Acknowledged: October 10, 2025

Executive Summary

Description

Good Samaritan University Hospital (GSUH), a 458-bed, Article 28 teaching hospital at 1000 Montauk Highway, West Islip, New York (NY) (Suffolk County) requests approval to certify St. Charles Hospital (SCH), a 253-bed hospital at 200 Belle Terre Road, Port Jefferson, NY (Suffolk County), as a new division of GSUH through a plan of merger. SCH's nine (9) extension clinics will be included as a part of the merger. Good Samaritan University Hospital (GSUH) is a member of Catholic Health System of Long Island (Catholic Health).

Catholic Health, a New York not-for-profit corporation, was initially established as the active parent and sole corporate member of Article 28, Article 36, and Article 40 affiliates including Good Samaritan University Hospital and St. Charles Hospital, as well as Mercy Hospital, St. Francis Hospital and Heart Center, St. Catherine of Siena Hospital and St. Joseph Hospital. Upon completion of the merger, GSUH and SCH will operate as one hospital with two campuses. St. Charles Hospital will be named Good Samaritan University Hospital St. Charles Campus.

OPCHSM Recommendation

Approval

Need Summary

The applicant projects Medicaid discharges at 25% and Medicaid visits at 22% in Year One and Year Three.

Program Summary

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

Financial Summary

There are no project costs associated with this project.

<u>Budget:</u>	<u>Current Year</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$941,131,381	\$1,202,133,238	\$1,202,133,238
Expenses	\$833,591,225	\$1,087,203,614	\$1,087,203,614
Revenues/ Expenses	\$107,540,156	\$114,929,624	\$114,929,624

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

February 19, 2026

Need Analysis

Project Description

Good Samaritan University Hospital (GSUH), a 458-bed, Article 28 community teaching hospital at 1000 Montauk Highway, West Islip, New York (NY) (Suffolk County), and a member of Catholic Health System of Long Island, Inc. (Catholic Health), requests approval to certify St. Charles Hospital (SCH), a 253-bed hospital at 200 Belle Terre Road, Port Jefferson, NY (Suffolk County), as a new division of GSUH via a plan of merger. SCH's nine (9) extension clinics are part of the merger.

Background and Analysis

The primary service area for this project is Suffolk County. The population of Suffolk County is estimated at 1,525,680 based on 2023 American Community Survey data and is expected to decrease to 1,488,885 by 2030 per projection data from the Cornell Program on Applied Demographics, a decrease of 2.5%.

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)

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 projected payor mix is shown below.

Applicant Projected Payor Mix						
Payor	Current	Year One	Year Three	Current	Year One	Year Three
	Inpatient			Outpatient		
Commercial	29.02%	29.93%	29.93%	43.26%	42.74%	42.74%
Medicare	43.29%	42.26%	42.26%	29.75%	31.10%	31.10%
Medicaid	24.17%	24.57%	24.57%	23.12%	21.60%	21.60%
Private Pay	1.09%	0.99%	0.99%	1.87%	2.05%	2.05%
Other (Workers' Comp/No Fault)	2.43%	2.25%	2.25%	2.00%	2.51%	2.51%
Total Visits/Discharges	27,173	38,111	38,111	302,260	515,418	515,418

Source: Applicant

Projected outpatient visits will grow significantly with the absorption of the nine outpatient clinics.

The applicant does not list charity care in their payor mix, but GSUH has a charity care policy for the provision of free or reduced-priced services that are medically necessary for individuals who qualify. The applicant states they measure charity care based on patient revenue. Noting that an entire patient balance may be written off to charity care or in cases with patients having insurance, the insurance covers a portion, and the patient balance is written off to charity care. Good Samaritan projects \$28,068,346 of charity care in Year One and \$36,696,231 in Year Three. Their Charity Care policy includes providing financial assistance for medically necessary services on a sliding scale of up to 100% of charges, and up to a full waiver of copayments and/or deductible after third-party insurance proceeds, based on financial need (i.e. uninsured and underinsured patients).

According to the applicant, the purpose of this project is to benefit both patients and staff through the following:

- Better care for patients through closer coordination between campuses, shared medical staff, and easier access to advanced services at GSUH, such as tertiary care offerings.
- Stronger financial performance across both hospitals, helping CH reinvest in care and services.
- More opportunities for medical education and training under GSUH's sponsorship.

The table below shows the number of current beds by service in St. Charles Hospital.

St. Charles Hospital Beds	
Bed Type	Bed Count
Chemical Dependence - Rehabilitation	40
Chemical Dependence - Detoxification	20
Coronary Care	8
Intensive Care	8
Maternity	32
Medical / Surgical	55
Neonatal Continuing Care	3
Neonatal Intermediate Care	3
Pediatric	8
Physical Medicine and Rehabilitation	66
Traumatic Brain Injury	10
Total	253

Source: HFIS

Conclusion

Through this project, it is expected that patient care will continue to improve for Suffolk County residents through the coordination of care while improving the financial stability of both hospitals involved.

Program Analysis

Project Description

Good Samaritan University Hospital (GSUH) is a member of Catholic Health System of Long Island, Inc. (Catholic Health), a New York not-for-profit corporation organized to serve as the coordinating body of an integrated network of providers. GSUH is submitting this application that seeks approval to certify St. Charles as a new division of GSUH via a plan of merger. Post-closing, the St. Charles site shall be named Good Samaritan University Hospital St. Charles Campus. Upon consummation of the Merger, GSUH will have two (2) hospital divisions with respective bed capacities as follows:

- Good Samaritan University Hospital, which is located at 1000 Montauk Highway, West Islip (Suffolk County), New York 11795 and is currently certified to operate 458 inpatient beds.
- Good Samaritan University Hospital St. Charles Campus, which is located at 200 Belle Terre Road, Port Jefferson (Suffolk County), New York 11777 and is currently certified to operate 253 inpatient beds.

St. Charles's nine (9) extension clinics are subject to the Plan of Merger. St. Charles and GSUH will operate as one (1) hospital under a single license and tax ID number. No changes are expected to staff responsibilities or to existing patient care; the integration will augment St. Charles's current roster of clinical services with GSUH's tertiary offerings. There are no costs associated with this project. There will be no change in either authorized services or the number or type of beds at St. Charles as a direct result of approval of this project.

Please note that the amendments of the Certificate of Incorporation and Bylaws reflect the change in GSUH's legal name from "Good Samaritan Hospital Medical Center" to "Good Samaritan University Hospital". There will be no change to the board of CH or GSUH as a result of this CON Application. The primary goal is to enhance how care is delivered. The integration is expected to make it easier for patients to schedule appointments, find doctors, and access the high-quality services CH provides. Combining the hospitals in this way brings meaningful benefits to both patients and staff, including:

- More opportunities for medical education and training under GSUH's sponsorship.
- Better care for patients through closer coordination between campuses, shared medical staff, and easier access to advanced services at GSUH, such as tertiary care offerings.
- Stronger financial performance across both hospitals, helping CH reinvest in care and services. St. Charles is a full service, general hospital and regional rehabilitation center, which has been serving the Port Jefferson area since 1907.

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

Position	Year One	Year Three
Management and Supervision	866.02	866.02
Technician and Specialist	1,036.83	1,036.83
Registered Nurses	1,115.81	1,115.81
Licensed Practical Nurses	18.73	18.73
Aides, Orderlies & Attendants	451.71	451.71
Physicians	161.55	161.55
Physicians' Assistants	9.37	9.37
Nurse Practitioners	22.18	22.18
Social Workers and Psychologist	37.87	37.87
Physical Therapists and PT Assistants	85.33	85.33
Occupational Therapists and OT Assistants	28.33	28.33
Speech Therapists and Speech Assistants	12.18	12.18
Occupational Therapists and OT Assistants	58.57	58.57
Infection Control, Environment and Food Service	3.52	3.52
Clerical and Other Administrative	155.91	155.91
Other: Pharmacy and Pharmacy Tech	47.57	47.57
Other - Maintenance Workers & Others	58.19	58.19
Totals	4169.68	4169.68

Enforcements

Closed

- The Department issued a Stipulation and Order (S&O) dated 4/28/17, and fined Good Samaritan Medical Center \$2,000 based on deficiencies found during an Allegation 45-day survey completed on 07/25/2016. Deficient practices were found in the area of Patient's Rights, Restraints.
- The Department issued a Stipulation and Order (S&O) dated 3/28/24 and fined Mercy Hospital \$10,000 based on deficiencies found during an Allegation survey completed on 08/28/2013. Deficient practices were found in the area of Patient's Rights.
- The Department issued a Stipulation and Order (S&O) dated 4/25/17, and fined St. Charles Hospital \$6,000 based on deficiencies found during an Allegation 45-day survey completed on 04/15/2016. Deficient practices were found in the area of Patient's Rights, Restraints.

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

Good Samaritan Hospital Medical Center, also known as the Good Samaritan University Hospital (GSUH), located in Suffolk County is requesting approval for the certification of St. Charles Hospital as part of their new division under the hospital's plan to merge the entities into one corporation – Good Samaritan University Hospital. In addition to their plan to merge, the Good Samaritan Hospital Medical Center will be renamed Good Samaritan University Hospital, and the St. Charles Hospital will be renamed Good Samaritan University Hospital St. Charles Campus. The project aims to bring administrative changes to GSUH, integrating St. Charles Hospital's medical services into their practice and enhancing patient accessibility to care.

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

- Prevent Chronic Diseases
- Promote a Healthy and Safe Environment
- Promote Healthy Women, Infants and Children
- Promote Well-Being and Prevent Mental and Substance Use Disorders
- Prevent Communicable Diseases

The proposed project will advance the Prevention Agenda priorities of Preventing Chronic Diseases, Promoting a Healthy and Safe Environment, Promoting Health Women, Infants and Children, Promoting Well-Being and Preventing Mental and Substance Use Disorders, and Preventing Communicable Diseases by allowing GSUH to implement strategies and interventions that conduct outreach events and support populations experiencing health disparities. They will also continue moving forward in their collaboration efforts with community-based organizations.

As per the latest available report, GSUH spent \$772,346 on community health improvement services in 2022, representing 0.09% 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

Operating Budget

The applicant has provided the Current Year (2024) results, and the Year One and Year Three operating budget, in 2026 dollars. The budget is summarized below:

	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
Revenues-Inpatient (IP):	<u>Per Disch.</u>	<u>Total</u>	<u>Per Disch.</u>	<u>Total</u>	<u>Per Disch.</u>	<u>Total</u>
Commercial FFS	\$34,551	\$169,577,695	\$30,471	\$217,716,071	\$30,471	\$217,716,071
Commercial MC	\$27,936	83,194,226	\$25,345	108,044,709	\$25,345	108,044,709
Medicare FFS	\$17,603	127,796,489	\$17,840	184,068,601	\$17,840	184,068,601
Medicare MC	\$17,979	80,939,252	\$17,808	103,073,510	\$17,808	103,073,510
Medicaid FFS	\$13,356	16,961,854	\$11,519	18,844,284	\$11,519	18,844,284
Medicaid MC	\$9,995	52,942,373	\$8,640	66,781,398	\$8,640	66,781,398
Private Pay	\$70,612	20,971,797	\$64,427	24,224,738	\$64,427	24,224,738
All Other	\$60,476	39,974,364	\$50,431	43,169,288	\$50,431	43,169,288
Less: Bad Debt		<u>(40,264,269)</u>		<u>(47,456,492)</u>		<u>(47,456,492)</u>
Subtotal IP Rev.		\$552,093,781		\$718,466,107		\$718,466,107
Revenues-Outpatient (OP):	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>
Commercial FFS	\$1,715	\$145,213,222	\$1,248	\$180,082,965	\$1,248	\$180,082,965
Commercial MC	\$1,678	77,330,820	\$1,292	98,120,061	\$1,292	98,120,061
Medicare FFS	\$915	60,024,709	\$667	78,457,450	\$667	78,457,450
Medicare MC	\$1,518	36,922,099	\$1,049	44,782,520	\$1,049	44,782,520
Medicaid FFS	\$545	3,937,073	\$410	4,700,750	\$410	4,700,750
Medicaid MC	\$381	23,872,139	\$297	29,638,925	\$297	29,638,925
Private Pay	\$6,122	34,658,110	\$3,596	37,958,017	\$3,596	37,958,017
All Other	\$716	4,331,893	\$577	\$7,469,505	\$577	\$7,469,505
Less: Bad Debt		<u>(\$54,497,076)</u>		<u>(\$62,283,927)</u>		<u>(\$62,283,927)</u>
Subtotal OP Rev.		\$331,792,989		\$418,926,266		\$418,926,266
Net Pat. Svc. Rev.		\$883,886,770		\$1,137,392,373		\$1,137,392,373
Other Oper. Rev.*		18,697,212		25,985,591		25,985,591
Total Oper. Rev.		\$902,583,982		\$1,163,377,964		\$1,163,377,964
Non-op Rev.		<u>38,547,399</u>		<u>38,755,274</u>		<u>38,755,274</u>
Total Proj. Rev.		\$941,131,381		\$1,202,133,238		\$1,202,133,238
IP Expenses						
Operating	\$18,209	\$494,788,344	\$17,158	\$653,910,000	\$17,158	\$653,910,000
Capital	<u>953</u>	<u>25,889,811</u>	<u>862</u>	<u>32,852,958</u>	<u>862</u>	<u>32,852,958</u>
Total Expenses	\$19,162	\$520,678,155	\$18,020	\$686,762,958	\$18,020	\$686,762,958
OP Expenses						
Operating	\$984	\$297,354,014	\$740	\$381,284,615	\$740	\$381,284,615
Capital	<u>51</u>	<u>15,559,056</u>	<u>37</u>	<u>19,156,041</u>	<u>37</u>	<u>19,156,041</u>
Total Expenses	\$1,035	\$312,913,070	\$777	\$400,440,656	\$777	\$400,440,656
Excess of Revenue over Expenses		\$107,540,156		\$114,929,624		\$114,929,624
IP Discharges		27,173		38,111		38,111
OP Visits		302,260		515,418		515,418

The following is noted with respect to the submitted budget:

- Current Year revenue and utilization is based on actual results for the 2024 fiscal year for the GSUH as a stand-alone organization and excludes affiliated entities such as their residential health care facility (RHCF), Good Samaritan Hospital Foundation, and various physician groups. The Current Year excludes \$60,213,000 in net patient service revenue, \$243,788 other revenue, and \$620,000 in unrestricted contributions and net assets released from restrictions, attributable to affiliated entities. In addition, the 2024 certified financial statements include \$17,021,000 in investment income reported as part of total revenue, of which \$16,723,000 is attributable to GSUH and is presented on the budget under the non-operating income in the Current Year.
- All Other operating revenue consists of Workers Compensation and No-Fault insurance.
- The increase in outpatient visits in Years One and Three is due to the absorption of St. Charles' extension clinics.
- Current Year staffing and expenses reflect actual results for the 2024 fiscal year GSUH only and exclude approximately \$156,307,000 in expenses related to affiliated entities.
- Year One and Year Three staffing, expenses and revenue reflects GSUH after St. Charles Hospital becomes a new division.
- There are no changes to projected utilization, revenues or expenses for CH as a direct result of this CON application.
- Catholic Health and its hospitals measure charity care based on patient revenue and not utilization by payor class. There are cases where insurance (Medicaid, etc.) covers a portion, and the patient balance is written off to charity care. The patient visits and discharge count for patients where a portion of the balance is covered appear in the appropriate primary payor category. The patient visits and discharge count for patients where the entire balance is written off to charity care appear on the Self-Pay line. Projected charity care services in Year One and Year Three are \$28,068,346 for inpatient services and \$36,696,231 for outpatient services.
- Financial assistance for medical services is available on a sliding scale of up to 100% of charges, and up to a full waiver of co-payments after third-party insurance proceeds, based on financial need.

Utilization by payor in the Current Year represent Good Samaritan University Hospital only. Year One and Year Three are inclusive of St. Charles Hospital:

<u>Inpatient</u>	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
	<u>Discharge</u>	<u>Percentage</u>	<u>Discharge</u>	<u>Percentage</u>	<u>Discharge</u>	<u>Percentage</u>
Commercial FFS	4,908	18.06%	7,145	18.75%	7,145	18.75%
Commercial MC	2,978	10.96%	4,263	11.18%	4,263	11.18%
Medicare FFS	7,260	26.72%	10,318	27.07%	10,318	27.07%
Medicare MC	4,502	16.57%	5,788	15.19%	5,788	15.19%
Medicaid FFS	1,270	4.66%	1,636	4.29%	1,636	4.29%
Medicaid MC	5,297	19.49%	7,729	20.28%	7,729	20.28%
Private Pay	297	1.09%	376	0.99%	376	0.99%
All Other	<u>661</u>	<u>2.43%</u>	<u>856</u>	<u>2.25%</u>	<u>856</u>	<u>2.25%</u>
Total	27,173	100.00%	38,111	100.00%	38,111	100.00%

<u>Outpatient</u>	<u>Current Year</u>		<u>Year One</u>		<u>Year Three</u>	
	<u>Visits</u>	<u>Percentage</u>	<u>Visits</u>	<u>Percentage</u>	<u>Visits</u>	<u>Percentage</u>
Commercial FFS	84,657	28.01%	144,326	28.00%	144,326	28.00%
Commercial MC	46,098	15.25%	75,971	14.74%	75,971	14.74%
Medicare FFS	65,584	21.70%	117,627	22.82%	117,627	22.82%
Medicare MC	24,323	8.05%	42,677	8.28%	42,677	8.28%
Medicaid FFS	7,228	2.39%	11,475	2.23%	11,475	2.23%
Medicaid MC	62,660	20.73%	99,834	19.37%	99,834	19.37%
Private Pay	5,661	1.87%	10,557	2.05%	10,557	2.05%
All Other	<u>6,048</u>	<u>2.00%</u>	<u>12,951</u>	<u>2.51%</u>	<u>12,951</u>	<u>2.51%</u>
Total by Payor	302,260	100.00%	515,418	100.00%	515,418	100.00%

Capability and Feasibility

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

BFA Attachment A, 2024 Certified Financial Statements of Catholic Health. show positive working capital, positive net assets, and \$9,217,000 shortfall of revenue over expenses for the period. During the same reporting period, St. Charles Hospital maintained negative a working capital position, negative net asset position, and a (\$24,287,000) shortfall of revenue over expenses.

BFA Attachment B, Catholic Health's Internal Financial Statement for the Period Ended September 30, 2025, show Good Samaritan University Hospital maintained positive working capital, a positive net asset position, and a (\$18,980,000) shortfall of revenue over expenses for the period. During the same reporting period, St. Charles Hospital maintained a negative working capital position, negative net asset position, and a (\$16,405,000) shortfall of revenue over expenses.

The operating shortfall and negative working capital positions in 2024 and 2025 are attributable to losses incurred by the affiliated physician groups. A shortage of physicians is contributing to an increase in physician compensation, which coupled with declines in reimbursement, results in a gap between revenue and expenses across physician practices, necessitating financial support from Catholic Health. Overall, the benefits of physician groups to Catholic Health outweighs the annual subsidy provided by the system. Other challenges continue to persist, including elimination of pandemic relief funds, costs associated with labor shortages, inflation and increases in supply expenses. Catholic Health is pursuing operating performance initiatives including monitoring of premium utilization and optimization of charge capture, supply chain improvements, reductions in agency usage and length of stay. They are also pursuing transformational initiatives aimed at improving access to care and increasing patient volume by improving clinical performance and renegotiating supply chain vendor terms.

There are no changes to staff responsibilities or to existing patient care. The integration with GSUH will augment SCH's current roster of clinical services with GSUH's tertiary offerings. The primary goal of this merger is to enhance health care delivery. The integration is expected to make it easier for patients to schedule appointments, find doctors, and access services CH provides.

Conclusion

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

Attachments

BFA Attachment A	Catholic Health System of Long Island– 2024 Consolidated Financial Statements
BFA Attachment B	Catholic Health System of Long Island - Internal Financial Statements for period ended September 30, 2025
BFA Attachment C	Current Organizational Chart
BFA Attachment D	Proposed Post-Merger Organizational Chart



Project # 252080-C
Manhattan Endoscopy Center, LLC

Program: Diagnostic and Treatment Center
Purpose: Construction

County: New York
Acknowledged: August 25, 2025

Executive Summary

Description

Manhattan Endoscopy Center, LLC (Manhattan Endo), an existing single-specialty freestanding ambulatory surgery center (FASC), is seeking approval to convert from a single-specialty FASC specializing in gastroenterology to a dual single-specialty FASC, with the addition of vascular surgery.

The applicant currently leases space on the fifth floor in an existing building at 535 Fifth Avenue, New York City (New York County). Manhattan Endo has seven (7) procedure rooms, all of which will be adequate and equipped for both gastroenterology and vascular procedures.

There is no construction required as part of this application, all costs are related to procuring necessary equipment for both services. David Robbins, M.D., an existing member, will continue to serve as Manhattan Endo's Medical Director.

OPCHSM Recommendation
Contingent Approval

Need Summary

The applicant projects 16,176 procedures in Year One and 16,661 in Year Three, with Medicaid at 7.0% and Charity Care at 2.0% 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

Total project cost of \$37,193 will be funded with equity from Manhattan Endo's existing operations.

Budget:	<u>Current Year</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$20,714,143	\$23,298,339	\$23,997,289
Expenses	<u>\$11,969,739</u>	<u>\$13,780,105</u>	<u>\$14,143,948</u>
Net Income	\$8,744,404	\$9,518,234	\$9,853,341

Health Equity Impact Assessment

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

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

Approval contingent upon:

1. Submission of a check for the amount enumerated in the approval letter, payable to the New York State Department of Health. Public Health Law Section 2802.7 states that all construction applications requiring review by the Public Health and Health Planning Council shall pay an additional fee of fifty-five hundredths of one percent of the total capital value of the project, exclusive of CON fees. [PMU]
2. Submission of executed lease agreement based on renegotiated lease extension agreement acceptable to the Department of Health. [BFA].

Approval conditional upon:

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

Council Action Date

February 19, 2026

Need Analysis

Project Description

Manhattan 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 and is located at 535 Fifth Avenue, New York, 10017, 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 1-Mile Radius of Proposed Center

Facility Name	Type	Patient Visits		
		2022	2023	2024
Surgicare of Westside	ASC	453	947	1,043
Alpha Ambulatory Surgery Center, LLC (opened in 2024)	ASC	Unavail	Unavail	Unavail
Fifth Avenue Surgery Center	ASC	4,461	6,801	6,715
Surgicare of Manhattan, LLC	ASC	3,321	3,493	3,831
NYU Langone Ambulatory Care Center	Hosp Ext Clinic	13,101	14,807	15,250
NYU Langone Outpatient Surgery Center	Hosp Ext Clinic	5,466	5,495	5,409
NYU Langone Hospitals	Hospital	34,949	41,703	44,040
Total Visits		61,751	73,246	76,288

Source: HFIS and SPARCS

All of the facilities listed above provide multi-specialty ambulatory surgical services.

CON 252076 (Liberty Endoscopy Center, LLC), a licensed single-specialty FASC specializing in gastroenterology, was recently approved to add a second surgical specialty for vascular surgery and is 5.3 miles/22 minutes away from Manhattan Endoscopy Center.

The Center was established under CON 101024 and received permanent life on December 13, 2016. As of December 4, 2025, they submitted SPARCS data through October 2025. The Center has seven (7) 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 1,800 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, 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 16,176 in Year One and 16,661 in Year Three, with Medicaid at 7.00% and Charity Care at 2.00%. The table below shows the applicant's projected payer source utilization for Years One and Year Three.

Payer	Current		Year One		Year Three	
	Volume	%	Volume	%	Volume	%
Commercial FFS	0	0.00%	0	0.00%	0	0.00%
Commercial MC	9287	68.23%	10,194	63.02%	10,500	63.01%
Medicare FFS	2826	20.76%	3,399	21.01%	3,500	21.00%
Medicare MC	968	7.11%	1,041	6.44%	1,073	6.44%
Medicaid FFS	0	0.00%	0	0.00%	0	0.00%
Medicaid MC	395	2.90%	1,133	7.00%	1,167	7.00%
Private Pay	53	0.39%	54	0.33%	56	0.34%
Charity Care	54	0.40%	324	2.00%	334	2.00%
Other (Govt)	29	0.21%	32	0.20%	33	0.20%

According to 2023 SPARCS data, the Center reported 10,908 visits and Medicaid at 5.0% (Charity Care data is not available in this report). The Center's AHCF Cost Report from 2022 reported 15,211 procedures with 4.5% Medicaid and 0.3% Charity Care.

According to the applicant, they plan to meet their Medicaid and Charity Care projections by reaching out to local hospitals and other providers to obtain referrals. The Center will reach out to local shelters and explore partnerships with women's health and social service organizations like OB-GYN practices, WIC sites, birthing centers, and Planned Parenthood locations. The Center will also encourage primary care providers to send uninsured and under-insured patients to the facility for care by introducing the Center and its services to these organizations, staying in regular contact. In addition, they will implement quarterly community outreach programs to educate and provide care to the uninsured and underserved populations in the local community.

The applicant currently contracts with the following Medicaid Managed Care insurers: Affinity Medicaid Managed Care; Fidelis Medicaid Managed Care; Health First Medicaid Advantage; UHC NY Medicaid; and VNS-Medicare Advantage Special Needs Plan. They also have partnerships with several Federally Qualified Health Centers (FQHCs), including The Bowery Mission and Settlement Health and Medical Services, while in the process of securing additional relationships with other area FQHCs.

Conclusion

Approval of this project will bring office-based vascular procedures and minimally invasive vein treatments into the regulatory environment of an Article 28 FASC.

Program Analysis

Project Proposal

Proposed Operator	Manhattan Endoscopy Center, LLC
Site Address	535 5th Avenue New York, NY 10017 County: NEW YORK
Surgical Specialties	Ambulatory Surgery- Single Specialty-Gastroenterology Ambulatory Surgery-Single Specialty
Procedure Rooms	7
Hours of Operation	Monday through Friday from 7:00 am to 6:00 pm
Staffing (1st Year / 3rd Year)	57 FTEs / 57 FTEs
Medical Director(s)	David Robbins, M.D.
Emergency, In-Patient and Backup Support Services Agreement and Distance	Lenox Hill Hospital 2.1 miles and 12 minutes' driving time

There is no construction required to implement vascular surgery. Manhattan Endoscopy Center has seven (7) existing procedure rooms, all of which will be adequate and equipped for vascular procedures.

Juan Montoya, M.D., a cardiothoracic surgeon practicing vascular medicine, has indicated his interest in utilizing the Center to perform approximately 1,800 procedures in Year One of project implementation. Dr. Montoya has indicated 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. Montoya is currently performing these procedures in his private, office-based surgical practice, which is located at 290 Madison Avenue, New York (New York County), New York 10017, and is 0.4 miles and four (4) minutes' drive from the Center. Procedures will be performed under local anesthesia or conscious sedation and will not require an overnight stay in an acute care hospital. Additionally, Dr. Montoya will seek clinical privileges at Lenox Hill Hospital.

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

Staffing	Year One	Year Three
Management and Supervision	1.0	1.0
Technician and Specialist	18.0	18.0
Registered Nurses	17.1	17.1
Physicians	6.3	6.3
Clerical and Other Administrative	14.6	14.6
Total	57.0	57.0

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

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

The total project costs for acquisition of movable equipment is estimated at \$37,193.

Movable Equipment	\$35,000
Application Fee	\$2,000
Processing Fee	<u>\$193</u>
Total Project Cost	\$37,193

Operating Budget

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

	<u>Per</u>	<u>Current Year</u>	<u>Per</u>	<u>First Year</u>	<u>Per</u>	<u>Third Year</u>
<u>Revenues</u>	<u>Procedure</u>	<u>Total</u>	<u>Procedure</u>	<u>Total</u>	<u>Procedure</u>	<u>Total</u>
Commercial-MC	\$1,918.99	\$17,821,654	\$1,918.99	\$19,561,678	\$1,918.99	\$19,896,608
Medicare-FFS	\$640.49	\$1,810,033	\$640.49	\$2,176,728	\$640.49	\$3,291,283
Medicare-MC	\$633.86	\$613,580	\$633.86	\$660,080	\$633.86	\$727,008
Medicare-MC	\$670.76	\$264,951	\$670.76	\$759,906	\$670.76	\$740,614
Private Pay	\$1,211.09	\$64,188	\$1,211.09	\$65,472	\$1,211.09	\$7,105
All Other	\$2,358.28	\$68,390	\$2,358.28	\$74,474	\$2,358.28	\$35,013
Other Income		<u>\$71,397</u>		<u>\$0</u>		<u>\$0</u>
Total Revenue		\$20,642,796		\$23,298,338		\$23,997,290
<u>Expenses</u>						
Operating Expenses	\$782.67	\$10,653,761	\$768.04	\$12,423,775	\$765.34	\$12,751,297
Capital Expenses	<u>\$96.68</u>	<u>\$1,315,978</u>	<u>\$83.85</u>	<u>\$1,356,330</u>	<u>\$83.59</u>	<u>\$1,392,651</u>
Total Operating Costs	<u>\$879.35</u>	<u>\$11,969,739</u>	<u>\$851.89</u>	<u>\$13,780,105</u>	<u>\$848.93</u>	<u>\$14,143,948</u>
Net Income		\$8,744,404		\$9,518,233		\$9,853,341
Procedures		13,612		16,176		16,661

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

- The number and mix of staff were determined by Manhattan Endo and the participating physicians, based on their experience in providing the services proposed in this project, given the projected increase in procedures.
- Operating expenses are based on Current Year operating Expenses, increased accordingly for inflation, and the forecasted increase in utilization.
- Year One and Year Three payer rates are based on Manhattan Endo's 2024 payer rates.
- The applicant has provided a Physicians Letter of Interest from Dr. Montoya indicating his intent to perform 1,800 vascular surgery procedures in Year One and approximately 1,854 procedures in Year Three. Dr. Montoya is currently performing these procedures in his private, office-based surgical practice.

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

<u>Payor</u>	<u>Years One & Three</u>
Medicaid MC	7.00%
Medicare FFS	21.01%
Medicare MC	6.44%
Commercial MC	63.02%
Charity Care	2.00%
Private Pay	0.33%
All Other	0.20%
Total	100.00%

Lease Agreement

The applicant will lease the space based on the First Amendment to the Original Lease, which is summarized below:

Date:	August 7, 2019, Expires March 31, 2029
Premises:	535 Fifth Ave. Fifth Floor New York, New York
Landlord:	535-545 FEE LLC, c/o The Monian Group, 3 Columbus Circle, 26 th Floor NY, NY 10019
Tenant:	Manhattan Endo, LLC 535 Fifth Ave. New York, NY 10017
Terms:	Original Monthly Rent (Base Rent) plus Additional Premises Rent (Additional Premises Base Rent)
Rent:	Annual rent March 2025-March 2026 is \$1,162,622.67 plus additional annual rent of \$82,211.90 total rent \$1,244,834.57, Annual rent March 2026-March 2027 is \$1,191,688.24 plus additional rent of \$84,267.19 total rent \$1,275,955.43, Annual rent March 2027-March 2028 is \$1,259,609.49 plus additional rent of \$86,373.87 total rent \$1,345,983.36, Annual rent March 2028-Expiration Date \$1,291,099.73 plus additional rent of \$88,533.22 total rent \$1,379,632.95.
Provisions	Taxes, Utilities, Insurance, Maintenance

The applicant has stated that the tenant is currently engaged in negotiations with its landlord to extend the current lease beyond the March 2029 termination of the lease agreement to a revised term that is at least 10 years in total. The discussions are in progress, and the lease extension will be sent to the Department as soon as it is finalized. It should be noted that the original lease from 2011 was with the same landlord, and the term of the original lease was previously extended. Therefore, with almost four years until lease termination and a positive relationship with its landlord, the applicant expects to be able to remain at this site for the foreseeable future.

Capability and Feasibility

The total project cost of \$37,193 and the working capital requirement for this application of \$362,386 will be funded with equity by Manhattan Endo. The working capital requirement is based on two months of projected incremental Year Three expenses.

The submitted budget indicates a net income of \$9,518,233 and \$9,853,341 during the first and third years, respectively. The budget appears reasonable.

BFA Attachment A, 2023-2024 Certified Financial Statements of Manhattan Endoscopy Center, LLC, shows that the facility generated an average negative working capital position, an average positive net asset position, and an average net income of \$9,178,918 for the period.

BFA Attachment B, 1/1/2025-6/30/2025 Internal Financial Statement of Manhattan Endoscopy Center, LLC, show the facility generated a positive working capital position, a positive member equity position and a net operating income of \$3,771,318. The facility has sufficient liquidity to fund the Total Project Cost and working capital requirement.

Conclusion

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

Health Equity Impact Assessment

Health Equity Impact Assessment Summary

The applicant is seeking to add low acuity vein procedures including radiofrequency ablation and Varithena treatments to its gastrointestinal ambulatory surgery center located in midtown Manhattan. The addition of vein treatment services will expand access for patients, lower costs, improve services for identified medically underserved groups and alleviate the low acuity vein procedures managed in hospital settings.

With endoscopy services typically scheduled in the morning, staff reported that afternoon timeslots could conveniently be dedicated to vein treatments without disrupting current schedules. This approach allows the Applicant to utilize existing clinical space and staffing to expand patient services and enhance continuity of care. No staffing issues are anticipated since a new vascular surgeon will be appointed and support staff will undergo training to assist with treatments.

The Independent Entity reports that women and older adults will be most impacted since they are at higher risk for chronic venous conditions. The outpatient model avoids overnight stays at the hospital, thereby reducing costs, easing mobility burdens and providing same-day procedures which may alleviate childcare constraints and work limitations for some. Lastly, the availability of a Spanish-speaking vascular surgeon is expected to enhance access to care for racial and ethnic minority groups.

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 Audited Financial Statements of Manhattan Endoscopy Center, LLC
BFA Attachment B	1/1/2025-6/30/2025 Internal Financial Statements of Manhattan Endoscopy Center, LLC
OHEHR Attachment	Health Equity Impact Assessment



Project # 252091-C
Surgical Pain Center of the Adirondacks LLC

Program: Diagnostic and Treatment Center
Purpose: Construction

County: Clinton
Acknowledged: September 9, 2025

Executive Summary

Description

The Surgical Pain Center of the Adirondacks, LLC (SPCA), an existing Article 28 Ambulatory Surgery Center (ASC) at 470 Tom Miller Road, Plattsburgh, NY (Clinton County) is seeking approval to convert from a Single-Specialty ASC specializing in pain management to a Multi-Specialty ASC, with the addition of ear, nose & throat (ENT) and podiatry services.

SPCA currently operates in 6,930 square feet of leased space and includes two (2) operating rooms, a pre-operative and recovery area with eight (8) pre-op/post-op beds, an examination room and patient changing area. The smaller of the two (2) operating rooms will be used for the additional proposed procedures.

OPCHSM Recommendation
Contingent Approval

Need Summary

The applicant projects 4,764 procedures in Year One and 4,777 procedures in Year Three, with Medicaid at 11.1% and Charity Care at 0.2%.

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 \$91,484 will be funded with accumulated funds from SPCA.

Budget:	<u>Current</u> <u>Year</u>	<u>Year One</u> <u>Incremental</u>	<u>Year Three</u> <u>Incremental</u>
Revenues	\$6,959,709	\$423,309	\$531,387
Expenses	\$5,167,068	\$191,375	\$198,824
Net Income	\$1,792,641	\$231,934	\$241,587

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]

Approval conditional upon:

1. This project must be completed by **January 1, 2027**, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [PMU]
2. Construction must start on or before **September 1, 2026**, and construction must be completed by **October 1, 2026**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [PMU]
3. The submission of Final Construction Documents, as described in BAER Drawing Submission Guidelines DSG-05, is required prior to the applicant's start of construction. [AER]

Council Action Date

February 19, 2026

Need Analysis

Project Description

Surgical Pain Center of the Adirondacks, LLC (SPCA) is seeking approval to convert an existing single-specialty ambulatory surgery center (ASC), into a multi-specialty ambulatory surgery center specializing in pain management, ear, nose and throat (ENT) and podiatry. The ASC at 470 Tom Miller Road, Plattsburgh, NY (Clinton County) is currently licensed for Ambulatory Surgery – Single Specialty Pain Management. There will be no change in ownership as part of this project.

Background & Analysis

The relevant service area consists of Clinton County, including Plattsburgh where the ASC is located. The population of Clinton County is estimated at 78,961 based on 2023 American Community Survey data and is projected to increase to 81,292 by 2030 per projection data from the Cornell Program on Applied Demographics (PAD), an increase of 3.0%. Demographics for the service area are noted below, including a comparison with New York State:

Demographics	Clinton County	New York State
Total Population – 2023 Estimate	78,961	19,872,319
Hispanic or Latino (of any race)	3.4%	19.6%
White (non-Hispanic)	89.1%	53.4%
Black or African American (non-Hispanic)	2.9%	13.6%
Asian (non-Hispanic)	1.4%	8.8%
Other (non-Hispanic)	3.2%	4.6%

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

In 2023, 97.1% of the population of Clinton County had health coverage as follows:

Employer Plans	47.7%
Medicaid	18.9%
Medicare	13.4%
Non-Group Plans	16.1%
Military or VA	1.1%

Source: Data USA

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

Ambulatory Surgery within a 35-mile Radius of Surgical Pain Center of the Adirondacks				
Facility Name	Type	Patient Visits		
		2022	2023	2024
Surgical Pain Center of Adirondacks	ASC	3,098	3,349	4,262
The University of Vermont Health Network – Champlain Valley Physicians Hospital Kevin J. Carroll Ambulatory Service	Hospital Extension Clinic	4,316	4,997	4,256
The University of Vermont Health Network – Champlain Valley Physicians Hospital	Hospital	9,515	8,544	6,622
Total Visits		16,929	16,890	15,140

Source: HFIS & SPARCS

All the facilities listed above provide multi-specialty services except for the applicant which currently provides pain management services. According to the applicant, in 2024, the SPARCS visits increased due to the addition of a new provider. As of December 23, 2025, the ASC has submitted SPARCS data through September 2025.

The facility obtained permanent life on January 22, 2024. According to the 2024 AHCF Cost Report, the center's payor mix included 11.1% Medicaid and 0.1% Charity Care.

The number of projected cases is 4,764 in Year One and 4,777 visits in Year Three. The table below shows the projected payor source utilization for Years One and Three.

Applicant Projected Payor Mix		
Payor(s)	Year One	Year Three
Commercial MC	22.4%	22.4%
Medicare FFS	25.3%	25.3%
Medicare MC	19.9%	19.9%
Medicaid FFS	2.6%	2.6%
Medicaid MC	8.5%	8.5%
Charity Care	0.2%	0.2%
All Other (VA, Tricare)	21.1%	21.1%

Source: Applicant

The applicant noted that they are committed to providing care to all patients presenting to the practice regardless of their ability to pay. The payor mix is made up of primarily Medicare and All Other (VA, Tricare) categories. Financial assistance is offered to every patient who need it, but very few patients fill in the Center's financial assistance form and return.

Conclusion

Approval of this project will improve access to outpatient surgery for the residents of Clinton County.

Program Analysis

Project Proposal

Operator	Surgical Pain Center of the Adirondacks LLC
Site Address	470 Tom Miller Road Plattsburgh, NY 12901 County: Clinton
Surgical Specialties	Ambulatory Surgery - Multi Specialty
Operating Rooms	2
Hours of Operation	Monday through Friday from 8:00 am to 6:00 pm
Staffing (1st Year / 3rd Year)	14.1 FTEs / 14.2 FTEs
Medical Director(s)	Thierry Boonabesse, M.D.
Emergency, In-Patient and Backup Support Services Agreement and Distance	To be provided by: Champlain Valley Physicians Hospital 1 mile and 3 minutes' driving time

The Surgical Pain Center of the Adirondacks, LLC (SPCA) is an Article 28 Diagnostic and Treatment Center and has been granted approval for indefinite life. The existing facility is comprised of 6930 square feet and includes two operating rooms, a pre-operative and recovery area with eight pre-op/post-op beds, an examination room and patient changing areas. The pre-admittance area also features a centrally located nursing station to allow visual observation of patients. The Center also includes a reception area and waiting area with offices for admitting patients and ADA-accessible restrooms. Ancillary support areas include clean and soiled workrooms for processing and sterilization, as well as a staff lounge.

The Center is open and will continue to be open from 8:00 AM to 6:00 PM Monday through Friday. The hours and days may be modified to accommodate patient demand.

The applicant projects 4,764 visits in year one and 4,777 visits in year three.

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

Staffing	Year One	Year Three
Management and Supervision	1.0	1.0
Technician and Specialist	1.8	1.8
Registered Nurses	5.8	5.8
Clerical and Other Administrative	6.8	6.8
Total	15.4	15.4

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

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

Financial Analysis

Total project cost for construction and acquisition of movable equipment is \$91,484 and is broken down as follows.

Renovation and Demolition	\$50,000
Design Contingency	\$5,000
Construction Contingency	\$5,000
Architect Engineering Fee	\$15,000
Movable equipment	\$13,995
Application Fee	\$2,000
Additional Processing Fee	<u>\$489</u>
Total Project Cost	\$91,484

The applicants plan for finance the project with accumulated funds from SPCA.

Operating Budget

The applicant has submitted the Current Year operating budget and the incremental operating budget in 2025 dollars for Years One and Year Three with the additional services included, shown below:

	<u>Current Year</u>		<u>First Year</u>		<u>Third Year</u>	
	<u>Per Proc.</u>	<u>Total Rev.</u>	<u>Per Proc.</u>	<u>Total Rev.</u>	<u>Per Proc.</u>	<u>Total Rev.</u>
<u>Revenues</u>						
Commercial MC	\$1,515	\$1,103,654	\$1,500	\$100,518	\$1,494	\$104,579
Medicare FFS	\$1,320	\$1,863,143	\$1,355	\$102,974	\$1,356	\$107,134
Medicare MC	\$1,370	\$1,433,988	\$1,352	\$81,132	\$1,361	\$84,409
Medicaid FFS	\$551	\$163,284	\$1,236	\$9,887	\$1,286	\$10,286
Medicaid MC	\$640	\$260,402	\$1,319	\$32,978	\$1,271	\$34,311
All Other	\$1,899	<u>\$2,135,238</u>	\$1,497	<u>\$95,820</u>	\$1,488	<u>\$99,691</u>
Total Revenue		\$6,959,709		\$423,309		\$440,411
<u>Expenses</u>						
Operating Expense	\$1,148	\$4,854,043	\$603	\$184,376	\$601	\$191,825
Capital Expense	<u>\$93</u>	<u>\$313,025</u>	<u>\$23</u>	<u>\$6,999</u>	<u>\$22</u>	<u>\$6,999</u>
Total Expense	\$1,241	\$5,167,068	\$626	\$191,375	\$623	\$198,824
Net Income/ (Loss)		\$1,792,641		\$231,934		\$241,587
Total Procedures		4,458		306		319

Utilization by payor source is as follows:

<u>Payor Source</u>	<u>Current Year</u>	<u>Year One</u>	<u>Year Three</u>
Commercial MC	22.45%	22.42%	22.42%
Medicare MC	19.94%	19.92%	19.91%
Medicare FFS	25.30%	25.27%	25.27%
Medicaid FFS	2.56%	2.56%	2.55%
Medicaid MC	8.52%	8.50%	8.52%
Charity	.12%	.23%	.23%
All Other	<u>21.11%</u>	<u>21.10%</u>	<u>21.10%</u>
Total	100.00%	100.00%	100.00%

The following is noted with respect to the budget:

- Expenses are based on the actual expenses reported in the 2024 Certified Financial Statements and held constant in Year One and Year Three.
- The applicant has provided two (2) Physician Letters of Interest from Dr. Darst and Dr. Powell indicating their intent to perform a maximum of 314 ENT and Podiatry procedures in Year One with a slight increase in Year Three.
- Revenues associated with ENT and Podiatry were calculated using the 2025 third quarter rates made available by the Ambulatory Surgery Center Association (ASCA).

Lease Rental Agreement

The current lease for the property is between TB Enterprise Development, LLC (Landlord) and Surgical Pain Center of the Adirondacks, LLC (Tenant). There will be no change to the lease as a result of this CON.

Date:	January 1, 2023
Premises:	470 Tom River Road, Plattsburgh, NY 12901
Landlord:	TB Enterprise Development LLC, 470 Tom River Road Plattsburg, NY
Lessee:	Surgical Pain Center of the Adirondacks, LLC, 470 Tom River Road Plattsburg, NY
Term:	10 Years Renewal 2 Consecutive five-year periods
Rent:	\$25,000.00 Monthly, increasing 5% each renewal term.
Provisions:	Triple Net Lease

Capability and Feasibility

The total project cost of \$91,484 will be funded with accumulated funds from SPCA. The working capital requirement of \$33,137, which represents two months of third year incremental expenses, will also be funded with accumulated funds from SPCA.

The submitted incremental budget projects a net income of \$231,934 and \$241,587 during Year One and Year Three of operations, respectively. The budget appears reasonable.

BFA Attachment A, 2024 Certified Financial Statements of Surgical Pain Center of the Adirondacks, LLC, shows positive working capital, a positive net asset position, and a net income of \$1,792,641.

Conclusion

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

Attachments

BHFP Attachment	Map
BFA Attachment A	2024 Audited Financial Statement of Surgical Pain Center of the Adirondacks, LLC



Project # 251079-C
Community Health Center of Richmond, Inc.

Program: Diagnostic and Treatment Center
Purpose: Construction

County: Richmond
Acknowledged: February 20, 2025

Executive Summary

Description

Community Health Center of Richmond (CHCR), an Article 28 federally qualified health center (FQHC), requests approval to relocate the main site from 235 Port Richmond Avenue, Staten Island, New York to a new building to be constructed at 21 Grove Avenue, Staten Island, New York (Richmond County) and certify birthing service O/P and dental O/P. The new location is .2 miles from the current site.

The new main site will consist of twenty (20) primary care exam rooms, four (4) birthing rooms and four (4) OBGYN exam rooms, six (6) dental operations and a dedicated behavioral health unit for mental health assessments provided by a social worker.

OPCHSM Recommendation
Contingent Approval

Need Summary

The applicant projects 59,821 visits in Year One and 78,567 in Year Three, with 70% Medicaid and 13.1% Charity Care.

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 \$42,058,329 will be met with Land Equity of \$2,200,000, operational equity of \$3,153,555 and grants from the Statewide Health Care Transformation Program of \$6,000,000, the American Rescue Plan of \$626,874, the State and Municipal Facilities Program (NYS Assembly) of \$100,000, the City of New York Capital Commitment Program of \$3,750,000, and the EPA Brownfield of \$20,000,000, the New Markets Tax Credit Program (interest only for 7 years at 1% for a seven year term and a thirty year amortization period) of \$6,227,900.

Budget:	<u>Year One</u>	<u>Year Three</u>
Revenues	\$27,418,844	\$34,385,438
Expenses	<u>26,322,209</u>	<u>32,134,369</u>
Excess Revenues	\$1,096,635	\$2,251,069

Health Equity Impact Assessment

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

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

Approval contingent upon:

1. Submission of a check for the amount enumerated in the approval letter, payable to the New York State Department of Health. Public Health Law Section 2802.7 states that all construction applications requiring review by the Public Health and Health Planning Council shall pay an additional fee of forty-five hundredths of one percent of the total capital value of the project, exclusive of CON fees. [PMU]
2. Submission of an executed transfer and affiliation agreement, acceptable to the Department, with a local acute care hospital. [HSP]
3. Submission of receipt of grant funding via the Statewide Health Care Facility Transformation Program that is acceptable to the Department of Health. [BFA]
4. Submission of receipt of grant funding via the American Rescue Plan that is acceptable to the Department of Health. [BFA]
5. Submission of receipt of grant funding via the City of New York Capital Commitment Program that is acceptable to the Department of Health. [BFA]
6. Submission of the New Markets Tax Credit Program loan that is acceptable to the department of Health. [BFA]
7. Submission of documentation of the sale of the property located at 60 Barb Street. [BFA]
8. Submission of receipt of grant funding from EPA Brownfield, acceptable to the Department of Health. [BFA]
9. Submission of State Environmental Quality Review (SEQR) Summary of Findings pursuant to 6 NYCRR Part 617.4(b) (6), and 10NYCRR 97.12. [SEQR]
10. 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 This includes acceptance by the Bureau of Architecture and Engineering Review of the Applicant's responses to the remaining open RFAI comments. [AER]
11. 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]
12. Acceptance by the Bureau of Architecture and Engineering Review of the Applicant's responses to the remaining open RFAI comments. [AER]

Approval conditional upon:

1. This project must be completed by **January 31, 2028**, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [PMU]
2. Construction must start on or before **September 1, 2026**, and construction must be completed by **October 31, 2028**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [PMU]
3. The Center will appoint a midwife as director of midwifery services. [HSP]
4. The staff of the facility must be separate and distinct from staff of other entities. [HSP]
5. The signage must clearly denote the facility is separate and distinct from other adjacent entities. [HSP]
6. The entrance to the facility must not disrupt any other entity's clinical program space. [HSP]
7. The clinical space must be used exclusively for the approved purpose. [HSP]

8. 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
February 19, 2026

Need Analysis

Project Description

Community Health Center of Richmond (CHCR), an Article 28 Safety Net Diagnostic and Treatment Center (D&TC) and Federally Qualified Health Center (FQHC) is submitting this application for approval to relocate the main site from 235 Port Richmond Avenue, Staten Island, New York (Richmond County) to a new building to be constructed at 21 Grove Avenue, Staten Island, New York (Richmond County), and certify Birthing Service O/P and Dental O/P. The new site is 0.2 miles from the current main site location. Medical Services - Primary Care and Podiatry O/P services will continue to be provided. The applicant has received a Statewide Health Care Facility Transformation Program II grant for this project.

Background and Analysis

The new location is in a Health Professional Shortage Area for Primary Care, Mental Health, and Dental Health. The service area is Richmond County, specifically zip codes 10303, 10302, 10310, 10301, and 10304 in the Port Richmond and Stapleton/St. George neighborhoods. The population of Richmond County is estimated to decrease to 488,119 by 2030 per projection data from the Cornell Program on Applied Demographics, a decrease of 0.9%. Demographics for the primary service area are noted below, including a comparison with New York State.

Demographics	Primary Service Area	Richmond County	New York State
Total Population	157,152	492,734	19,872,319
Hispanic or Latino (of any race)	33.2%	19.5%	19.6%
White (non-Hispanic)	31.1%	56.6%	53.4%
Black or African American (non-Hispanic)	23.9%	9.0%	13.6%
Asian(non-Hispanic)	8.4%	12.0%	8.8%
Other (non-Hispanic)	3.4%	2.9%	4.6%

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

In 2023, 96.1% of the population of Richmond County had health coverage as follows:

Employer plans	53.4%
Medicaid	19.7%
Medicare	12.5%
Non-group plans	10.2%
Military or VA plans	0.375%

Source: Data USA

Public Health Insurance Alone	Zip Code 10303	Zip Code 10302	Zip Code 10310	Zip Code 10301
Medicare Coverage Alone	4.1%	4.1%	4.7%	5.3%
Medicaid/Mean-Tested Coverage Alone	29.3%	26.5%	20.8%	25.4%

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

Applicant Projected Payor Mix		
Payor	Year One	Year Three
Commercial	10%	10%
Medicare	1%	1%
Medicaid	70%	70%
Private Pay (Self-pay/Uninsured)	9.9%	9.9%
Charity Care	13.1%	13.1%
Other (Birthing Center deliveries)	0.04%	0.1%

Source: Applicant

The applicant projects 59,821 visits in Year 1 and 78,567 in Year 3. By expanding services, it will enable the applicant to increase the number of Dental O/P visits for the whole organization by 2,242 in Year 1 and 6,301 in Year 3. They project 25 expected births in Year One and 100 by Year Three.

The applicant references New York State Vital Statistics data showing poorer maternal/infant health data in the service area compared to the county and New York State. The data indicates higher percentages of premature births and low birth weight infants, higher infant and neonatal death rates, and higher teen pregnancy rates. They also show higher percentages of late or no prenatal care within the service area attributing to evidence that birthing services are needed in the area.

The following table shows the number projected visits by service.

Services	First Year Visits*	Third Year Visits*
Medical Services - Primary Care	46,103	54,160
Birthing Service O/P	25	100
Dental O/P	9,790	13,849
Behavioral Health	1,875	7,650
Podiatry	2,028	2,808
TOTAL	59,821	78,567

**Projected data
Source: Applicant*

There are no other facilities in Richmond County providing Birthing Services O/P.

Prevention Quality Indicators (PQIs) are rates of admission to the hospital for conditions for which good outpatient care can potentially prevent the need for hospitalization, or for which early intervention can prevent complications or more severe disease. The table below provides information on PQI rates for adults for 2024 related to this application.

PQI Name	Richmond County	New York State
Diabetes Short-Term Complications	7	7
Diabetes Long-Term Complications	17	13
Chronic Obstructive Pulmonary Disease or Asthma	29	25
Hypertension	9	7
Heart Failure	40	39
Community-Acquired Pneumonia	11	12
Uncontrolled Diabetes	5	5
Prevention Quality Overall Composite	126	114

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

Conclusion

Approval of this project will allow expanded access to Birthing Service O/P, Dental O/P, Medical Services - Primary Care and Podiatry O/P services for Richmond County residents.

Program Analysis

Project Proposal

Proposed Operator	Community Health Center of Richmond, Inc
To Be Known As	Community Health Center of Richmond
Site Address	Current: 235 Port Richmond Avenue, Staten Island, New York 10302 (Richmond County) Proposed: 21 Grove Avenue, Staten Island, New York 10302 (Richmond County)
Specialties	Medical Services - Primary Care Podiatry O/P Dental O/P Birthing Services O/P
Hours of Operation	Hours: Monday 8 am - 8:30 pm Tuesday 8 am - 4:30 pm Wednesday 8 am - 8:30 pm Thursday 8 am - 10 pm Friday 8 am - 4:30 pm Saturday 8 am - 12:30 pm Sunday – Closed
Staffing (1st Year / 3rd Year)	115.4 FTEs / 141.8 FTEs
Medical Director	Rosalinda Rosario-Lipka, D.O.
Transfer Agreement and Distance	Richmond University Medical Center (RUMC) and with Staten Island University Hospital (SIUH) which are 2.2 miles / 9-minute drive and 5.7 miles / 23 minutes' drive, respectively.

Adding Birthing Services will expand the continuum of maternal health care offered by CHCR from prenatal services to post-partum care and create an attractive, safe and lower-cost option for non-hospital-based maternity care. This project addresses New York State Department of Health's goals to decrease cesarean section rates in New York, increase breast feeding, improve maternal and infant health outcomes and foster strong family bonds. Certification of the Birth Center at the new Center is in keeping with the recommendation of the COVID-19 Maternity Task Force.

CHCR providers delivered 803 births from 2019 to 2024 with many of these births from patients with low-risk pregnancies. These types of low-risk pregnancies are made for birthing services at the new site. The decline in births in 2021 and 2022 was primarily due to the retirement of the Center's prior OBGYN. However, volume rebounded in 2023 and 2024. The Center projects 25 births in the first year of operation and 100 births in the third year. CHCR will appoint a midwife as director of midwifery services.. Registered nurses and midwives will be available on-call from 11 pm to 7 am, and the Birth Center will have 24-hour coverage, and a second trained professional will attend each birth.

This new facility will be located and remediated on a brownfield site. The Grove Avenue property is a brownfield as defined by Spill No.1502514, assigned by the New York State Department of Environmental Conservation (NYSDEC). This new site will improve a compromised site, activate the location through real estate investment and construction, create new jobs, and improve health access for marginalized residents.

The new free-standing 2-story building will be 25,000 square feet, of which 22,875 square feet will be for this proposed relocation of the D&TC. The rest of the building will include a program that includes adult and pediatric primary care, dental services, OB/GYN, birthing, mental health counseling, and a wellness area. The Center will include twenty (20) primary care exam rooms, four (4) birthing rooms and 4-OBGYN exam rooms in the Birth Center, six (6) dental operatories and a dedicated behavioral health unit for mental health assessments provided by a social worker. Construction of the new Center will enable consolidation of clinical space with the Center's administrative program office which is currently located across the street from the existing main site.

Scope of work will include a new HVAC, a new sprinkler system throughout the building, and a new electrical service.

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	14.96	16.09
Registered Nurses	01.70	03.80
Licensed Practical Nurses	03.00	03.00
Physicians	11.22	13.54
Aides, Orderlies & Attendants	17.00	23.00
Nurse Practitioners	02.80	02.80
Nurse Midwife	01.62	02.07
Social Workers and Psychologist**	01.25	05.00
Dentist and Dental Hygienist	10.30	14.80
Nutritionist and Podiatrist	01.00	01.00
Enabling Services and other Programs / Services	27.50	29.00
Infection Control, Environment and Food Service	06.75	09.00
Clerical and Other Administrative	16.30	18.70
Totals	115.40	141.80

***Use only for RHCF and D&TC proposal.*

Staffing for the relocated site will be in accordance with the experience of CHCR for the proposed services. The current operating policies will continue to be consistent with the medical needs of the clinic's patients. CHCR will continue to utilize the eClinicalWorks (eCW) Practice Management and Electronic Health Records (EHR) system to enhance quality of care and improve patient outcomes.

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.

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.

The Relocation Plan was approved by the Department on May 6, 2025.

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 land acquisition, new construction and the acquisition of moveable equipment, is estimated at \$42,158,329, further broken down as follows:

Land Acquisition	\$2,200,000
New Construction	27,445,823
Design Contingency	2,744,582
Construction Contingency	1,372,291
Architect/Engineering Fees	871,000
Construction Manager Fees	1,102,508
Other Fees (Consultant)	1,954,260
Moveable Equipment	1,480,000
Telecommunications	348,206
Financing Costs	2,350,000
CON Fees	1,250
Additional Processing Fees	<u>188,409</u>
Total Project Cost	\$42,058,329

The applicant's financing plan appears as follows:

Land Equity	\$2,200,000
Grant via the Statewide Health Care Facility Transformation Program	\$6,000,000
Grant Funding through the American Rescue Plan	\$626,874
State and Municipal Facilities Program (NYS Assembly)	\$100,000
Grant through the City of New York Capital Commitment Program	\$3,750,000
Grant through the EPA Brownfield	\$20,000,000
New Markets Tax Credit Program (interest only for 7 years at 1% for a seven-year term and a thirty-year amortization period)	\$6,227,900
Equity	<u>\$3,153,555</u>
Total	\$42,058,329

The applicant has submitted an MAI appraisal, and the appraisal had a reported value of \$2,200,000. The purchase price for the land is \$2,275,000. As a result, the lower of cost or market value is recorded in the total project cost schedule, which is the MAI appraisal of \$2,200,000.

Operating Budget

The applicant has submitted an operating budget, in 2025 dollars, for the Current Year, Year One and Year Three after project completion:

	<u>Current (2024)</u>		<u>Year One</u>		<u>Year Three</u>	
	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>
Revenues:						
Commercial FFS	\$50.90	\$391,960	\$80.60	\$482,137	\$83.85	\$658,841
Medicare FFS	\$105.81	\$216,173	\$190.29	\$113,794	\$197.98	\$155,414
Medicaid MC	\$314.33	\$5,834,548	\$323.68	\$12,779,375	\$342.22	\$17,746,023
Private Pay	\$137.33	\$967,236	\$68.37	\$404,492	\$80.45	\$625,086
Bad Debt Charity						
Care		\$619,432		\$1,232,574		\$1,681,961
Bad Debt Expense		(\$85,776)		(\$36,977)		(\$50,459)
Other Revenues		<u>\$19,757,439</u>		<u>\$12,443,449</u>		<u>\$13,568,572</u>
Total Revenues		\$27,701,012		\$27,418,844		\$34,385,438
Expenses:						
Operating	\$542.43	\$19,174,253		\$24,802,457		\$30,509,996
Capital	<u>\$56.98</u>	<u>\$2,014,144</u>		<u>\$1,519,752</u>		<u>\$1,624,373</u>
Total Expenses	\$599.41	\$21,188,397		\$26,322,209		\$32,134,369
Excess Revenues		\$6,512,615		\$1,096,635		\$2,251,069
Visits		35,349		59,821		78,567
Births		0		25		100

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

- Bad Debt Charity Care revenues are funds received from New York State through the Hospital Indigent Care Pool.
- The increased reimbursement rates for Commercial FFS are due to increased efficiency in billing and collections since 2023. The lower rate per visit in 2023 was a result of unpaid claims being written off.
- Medicaid includes revenues related to 25 and 100 births projected in Year One and Year Three, respectively.
- Medicare FFS volume (as percent of total visits) decreased from the Current Year to Year One due to the reclassification of dual-eligible visits from Medicare to Medicaid per the health center's policies and procedures, which designates visits based on the last payment from a payor.
- The increase in utilization from the Current Year to Year One and Year Three is the result of improved appointment scheduling, patient demand and new providers onboarding to the Center and establishing their patient panels.
- Expenses are based on the current and historical operations looking at varied trends over the year.

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

	<u>Current Year</u>	<u>Year One</u>	<u>Year Three</u>
Commercial FS	21.79%	10.00%	10.00%
Medicare FFS	5.78%	1.00%	1.00%
Medicaid MC	52.51%	70.00%	70.00%
Private Pay	8.57%	9.89%	9.89%
Charity Care	<u>11.35%</u>	<u>13.11%</u>	<u>13.11%</u>
Total	100.00%	100.00%	100.00%

Land Purchase Agreement

The applicant has submitted an executed land purchase agreement for the site where the replacement facility will be located, summarized below:

Date	October 17, 2014
Property	Parcel of land commonly known as 17 Grove Avenue, Staten Island, New York
Seller	Egbert Square Realty, LLC
Purchaser	Community Health Center of Richmond, Inc.
Purchase Price	\$2,275,000
Payment of Purchase Price	\$75,000 upon the execution and delivery of this agreement.
	\$2,200,000 representing the balance of the purchase price to be paid at Closing.

The applicant has submitted an MAI appraisal, and the appraisal had a reported value on \$2,200,000. As a result, the value recorded on Schedule 8B will be \$2,200,000, which is the lower of cost or market.

Capability and Feasibility

The total project cost of \$42,058,329 will be met as follows: Land Equity of \$2,200,000, Grants through the Statewide Health Care Transformation Program of \$6,000,000, Grant funding through the American Rescue Plan of \$626,874, State and Municipal Facilities Program (NYS Assembly) of \$100,000, Grants through the City of New York Capital Commitment Program of \$3,750,000, Grant through the EPA Brownfield of \$20,000,000, New Markets Tax Credit Program (interest only for 7 years at 1% for a seven year term and a thirty year amortization period) of \$6,227,900 and Equity through the operations of \$3,153,555. The applicant provided documentation of grant funding and availability of sufficient funds for the equity contribution.

The working capital requirements for this application are estimated to be \$4,387,035, equivalent to two months of first year expenses, and will be met with proceeds from a future land sale. In September 2018, the applicant purchased the property at 60 Barb Street with the intention of constructing a new extension clinic at the site. However, that project is not proceeding, and the applicant is now in the process of selling the property to the New York City School Construction Authority. The purchase price in 2018 was \$3,750,000, and the applicant recently completed an appraisal for the property which estimated the value of the property at \$6,100,000. The sale of the land is expected to be completed prior to the start of construction on the Grove Avenue project. As a contingency of approval, the applicant must provide documentation that they sold the 60 Barb Street property.

The submitted budget indicates an excess of revenues over expenses of \$1,096,635 and \$2,251,069 during the first and third years after project completion. Revenue projections are based on current reimbursement methodologies. The submitted budget appears reasonable.

BFA Attachment A, 2024 Certified Financial Statements of the Community Health Center of Richmond, show a positive working capital position, positive net asset position, and an excess of revenues over expenses of \$6,512,612 in 2024.

BFA Attachment B, Internal Financial Statements of Community Health Center of Richmond as of September 30, 2025, show a positive working capital position, a positive net asset position, and a deficiency of revenues over expenses of (\$727,995). The applicant has indicated that the reason for the losses was the result of unanticipated provider turnover due to retirement, training and transitioning/moving. This resulted in lower productivity and lower patient revenues. Management of CHCR has implemented the recruitment of new provider and outreach to patients for more appointments/visits and has improved its collection of its aged receivables.

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 Community Health Center of Richmond, Inc.
BFA Attachment B-	Financial Summary- September 30, 2025, Internal Financial Statements of Community Health Center of Richmond, Inc.



Project # 252114-B
Gold Coast Surgery Center

Program: Diagnostic and Treatment Center **County:** Nassau
Purpose: Establishment and Construction **Acknowledged:** September 19, 2025

Executive Summary

Description

Gold Coast Surgery Center, LLC (Gold Coast) is seeking approval to establish and construct an Article 28, single-specialty free-standing ambulatory surgery center (FASC) specializing in gastroenterology by converting an existing private office-based surgical practice at 123 Eileen Way, Syosset, NY (Nassau County). Jaydeep S. Kadam, M.D (50%) and Kostas Sideridis, D.O. (50%), board certified in gastroenterology, are the proposed members of Gold Coast Surgery Center. Dr. Kadam will serve as the Medical Director.

Gold Coast will have a transfer agreement for emergency services with Northwell Health Plainview Hospital, 4.9 miles/9 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 4,500 procedures in Year One and 4,773 in Year Three, with Medicaid at 22% and Charity Care at 2% by the 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

Total Project Cost of \$2,446,624 will be funded with proposed members' equity.

Budget:	<u>Year One</u>	<u>Year Three</u>
Total Revenue	\$2,449,700	\$2,598,886
Total Expense	<u>\$2,351,678</u>	<u>\$2,403,986</u>
Net Income / Loss	\$98,022	\$194,898

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 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]
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. Submission of annual reports will begin after the first full or, if greater or equal to six months after the date of certification, partial year of operation. Reports should include:
 - a. Data displaying actual utilization including procedures;
 - b. Data displaying the breakdown of visits by payor source;
 - c. Data displaying the number of patients who needed follow-up care in a hospital within seven days after ambulatory surgery;
 - d. Data displaying the number of emergency transfers to a hospital;
 - e. Data displaying the percentage of charity care provided;
 - f. The number of nosocomial infections recorded during the year reported;
 - g. A list of all efforts made to secure charity cases; and
 - h. A description of the progress of contract negotiations with Medicaid managed care plans.[RNR]

Approval conditional upon:

1. This project must be completed by **June 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 **September 1, 2026**, and construction must be completed by **March 1, 2027**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [PMU]
3. The submission of Final Construction Documents, as described in BAER Drawing Submission Guidelines DSG-05, is required prior to the applicant's start of construction. [AER]

4. 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
February 19, 2026

Need Analysis

Project Description

Gold Coast Surgery Center, LLC (Gold Coast) is seeking to establish and construct an Article 28 Diagnostic and Treatment Center (D&TC) to be certified as a single-specialty Freestanding Ambulatory Surgical Center (FASC) specializing in gastroenterology. The applicant will convert an existing private office-based surgical practice.

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 (PAD). 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)

Of note, the population cohort aged 45 to 75 years old was 37% of the total population of Nassau County 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 PAD estimates this cohort will be 38% of the total population of Nassau County.

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 an 8-Mile Radius of Proposed Center

Facility Name	Type	Patient Visits		
		2022	2023	2024
Meadowbrook Endoscopy Center	ASC	8,595	8,502	8,336
Syosset Hospital	Hospital	5,073	5,984	6,514
Endoscopy Center of Long Island, LLC	ASC	9,742	10,712	10,200
Glen Cove Hospital	Hospital	4,035	4,947	5,408
Long Island Center for Digestive Health, LLC	ASC	5,497	5,877	6,086
Plainview Hospital	Hospital	5,914	6,585	6,633
Star Surgical Suites	ASC	1,788	4,222	4,011
St. Joseph Hospital	Hospital	3,206	3,808	4,163
Nassau University Medical Center	Hospital	3,810	3,317	4,098
Total Visits		47,660	53,954	55,449

Source: HFIS and SPARCS

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

There are three applications within the same county in the CON process:

- CON 242008 - SCOL LLC d/b/a Surgery Center of Long Island to construct a multi-specialty ASC to provide pain management and orthopedic surgery services (under review).
- CON 251185 Hempstead Multispecialty ASC, LLC to construct a multi-specialty ASC to provide orthopedic, spine, pain management, and ophthalmology (recently approved), and
- CON 231328 HSS Long Island ASC, LLC to establish and construct a single-specialty ambulatory surgery center for orthopedic surgery (under construction).

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 Center has a Patient Transfer Agreement with Northwell Health Plainview Hospital.

The number of projected procedures is 4,500 in Year One and 4,773 in Year Three, with Medicaid at 22% 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	1,080	24.0%	1,146	24.0%
Commercial MC	675	15.0%	716	15.0%
Medicare FFS	900	20.0%	955	20.0%
Medicare MC	675	15.0%	716	15.0%
Medicaid FFS	540	12.0%	573	12.0%
Medicaid MC	450	10.0%	477	10.0%
Charity Care	90	2.0%	95	2.0%
Other	90	2.0%	95	2.0%

The applicant provided a copy of their Charity Care and Medicaid Utilization Action Plan which addresses care to the underserved and disadvantaged population. The Center will provide financial relief to individuals who are unable to meet their financial obligations through a Charity Care Initiative which applies to charges for traditional, non-elective health care services to patients meeting the financial criteria set by the surgery center using federal poverty guidelines. Uninsured and under-insured patients who do not qualify for governmental assistance programs will be eligible for the Charity Care Initiative.

The Center expects to contract with Healthfirst; WellCare; AmeriChoice; Fidelis; and HIP. They will also reach out to local Federally Qualified Health Centers (FQHC) in Nassau County such as Advantage Care Health Centers and Charles Evans Center, to bring additional Charity Care and Medicaid patient referrals. The Center will develop a financial assistance policy with a sliding fee scale.

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

Project Proposal

Proposed Operator	Gold Coast Surgery Center, LLC
To Be Known As	Gold Coast Surgery Center
Site Address	123 Eileen Way, Syosset, NY 11791 (Nassau County)
Specialties	Ambulatory Surgery - Single Specialty
Hours of Operation	Monday through Friday, 8:00 a.m. to 5:00 p.m.
Staffing (1st Year / 3rd Year)	15.0 FTEs / 15.0 FTEs
Medical Director	Jaydeep Kadam, M.D.
Transfer Agreement and Distance	Northwell Health-Plainview Hospital 888 Old Country Road, Plainview, NY 11803 (Nassau County) 4.9 Miles away / 9 Minutes away
Nearest Hospital	Syosset Hospital 1.1 Miles away / 4 Minutes away

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 three (3) years of operations.

Gold Coast Surgery Center will renovate 3,826 square feet of space on the first floor of an existing medical office building. The renovations will develop space for three (3) Endoscopy procedure rooms, add pre- & postoperative areas and add supporting spaces.

The scope of work will include upgrades to the electrical, sprinkler, fire alarm and HVAC systems. Renovations will take approximately six (6) months to complete.

Anesthesiology services will be provided by anesthesiologists to be approved by the facility's Credentials Committee. Pharmaceuticals will be provided in accordance with accepted professional practice, and under the direction of a qualified individual designated to be responsible for these services.

The Center will be open Monday through Friday, 8:00 am to 5:00 pm. As the Center matures, expected 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.

This project will also bring administrative professionals, who are currently affiliated with the existing private practice, into the operation. Mario Sideridis, who presently serves as the Practice Manager of Long Island Medical P.C., will transition to the role of full-time Administrator of the proposed Center, and the private practice will recruit a new Practice Manager.

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

Position	Year One	Year Three
Management and Supervision	1.0	1.0
Registered Nurses	5.0	5.0
Other Therapists & Assistants	5.0	5.0
Clerical and Other Administrative	4.0	4.0
Totals	15.0	15.0

The members of Gold Coast Surgery Center, LLC are as follows:

Name	Membership Interest
Jaydeep Kadam	50%
Kostas Sideridas	50%
Total	100%

Character and Competency

Jaydeep S. Kadam, M.D will serve as the Center's Medical Director as well as perform gastroenterology procedures at the Gold Coast Surgery Center. Dr. Kadam received a Medical Degree from the Ross University School of Medicine located in Portsmouth, Dominica in 2002; received a bachelor's degree from the John's Hopkins University located on Baltimore, Maryland in 1997.

Dr. Kadam is a co-founder and the CEO of Long Island Medical P.C. d/b/a Long Island Gastro; is the Chief of Gastroenterology at Northwell Syosset Hospital from 2021 to present; was on the Board of Managers at Northwell Health from 2016 to 2019, was a consultant for two (2) companies: Salix Pharmaceuticals from 2011 to 2015 and Ironwood Pharmaceuticals from 2013-2017.

Dr. Kadam is affiliated with Gold Coast Medical PC, Gold Coast Gastroenterology PC, and Northwell Syosset Hospital

Kostas Sideridis, DO is a board-certified gastroenterologist and will perform gastroenterology procedures at Gold Coast Surgery Center. Dr. Sideridis received a Doctor of Osteopathic Medicine degree in 1999 from NYIT-NYCOM located in Glen Head, New York; and received a Bachelor of Science degree in 1994 from SUNY at Stonybrook located in Stonybrook, New York.

Since 2009, Dr. Sideridis has been an Attending Physician Gastroenterologist at LI Medical PC; and was an Attending Gastroenterologist and Director of Education at Long Island Jewish medical Center in New Hyde Park, New York from 2006 to 2009.

Dr. Sideridis disclosed the following legal cases:

- *Peter Paulose Malpractice case 2012, post hernia repair surgery / closed 2015.*
- *Kambouras Malpractice/Malpractice 2013, Negligent treatment of pancreatitis / closed 2016*
- *Mcloughlin Malpractice 2018, ng tx GI bleed-wrongful death / closed 2018*
- *Kumari Malpractice 2019, Negligence treatment for colitis resulting in ischemic bowel and death /open*

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, 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 to other local FQHCs in Nassau County, such as Advantage Care Health Centers and Charles Evans Center to bring additional Charity Care and Medicaid patient referrals to the Center to bring additional Charity Care and Medicaid patient referrals to 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

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

Financial Analysis

Total Project Cost and Financing

The Total project cost for renovations and movable equipment is estimated at \$2,446,624 and broken down as follows:

Renovation & Demolition	\$1,387,360
Design Contingency	\$138,736
Construction Contingency	\$138,736
Architect / Engineering Fees	\$138,736
Construction Manager Fee	\$34,684
Other Fees	\$38,000
Movable Equipment	\$555,000
Application Fees	\$2,000
Additional Processing Fees	<u>\$13,372</u>
Total Project Cost	\$2,446,624

Summary of Proposed Financial Plan:

Members' Equity \$2,446,624

Operating Budget

	<u>Year One</u>		<u>Year Three</u>	
<u>Revenues</u>	<u>Per Payor</u>	<u>Total</u>	<u>Per Payor</u>	<u>Total</u>
Commercial FFS	\$580.06	\$626,462	\$579.94	\$664,613
Commercial MC	\$580.06	\$391,538	\$580.14	\$415,383
Medicare FFS	\$682.42	\$614,178	\$682.28	\$651,581
Medicare MC	\$580.06	\$391,538	\$580.14	\$415,383
Medicaid FFS	\$405.07	\$218,739	\$404.99	\$232,060
Medicaid MC	\$405.07	\$182,283	\$405.42	\$193,384
All Other	\$682.42	\$61,418	\$685.87	\$65,158
Bad Debt		<u>(\$36,456)</u>		<u>(\$36,677)</u>
Total Revenue		\$2,449,700		\$2,598,885
 <u>Expenses</u>				
Operating	\$458.92	\$2,065,124	\$441.48	\$2,107,202
Capital	<u>\$63.68</u>	<u>\$286,554</u>	<u>\$62.18</u>	<u>\$296,785</u>
Total Expenses	<u>\$522.60</u>	\$2,351,678	\$503.66	\$2,403,987
 Net Income / (Loss)				
Patient Visits		\$98,022		\$194,898
		4,500		4,773

The following is noted with respect to the budget:

- The number and mix of staff, expenses and revenue were based on the experience of the applicant and its members in providing surgical services, and on the industry norms for FASC's.
- Reimbursement rates reflect current and projected Federal and State government rates, with other payers reflecting adjustments based on experience in the region.
- The payer mix for this project was determined based on the participating physicians' existing payer mix in their private practice. Drs. Kadam and Sideridis are committed to continuing to provide access to traditionally underserved patients by providing care to Charity Care recipients (2%) and Medicare recipients (22%) as depicted in the operating budget.
- The total annual number of procedures is 4,500 in Year One and 4,774 in Year Three, which exceeds the Department's standard of between 800 and 1,200 cases per room.
- Expenses are in line with the applicant's experience and that of other FASCs in New York state

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

<u>Outpatient Visits</u>	<u>Year One</u>		<u>Year Three</u>	
Commercial FFS	1,080	24%	1,146	24%
Commercial MC	675	15%	716	15%
Medicare FFS	900	20%	955	20%
Medicare MC	675	15%	716	15%
Medicaid FFS	540	12%	573	12%
Medicaid MC	450	10%	477	10%
Charity Care	90	2%	95	2%
All Other	90	2%	95	2%
Total	4,500	100%	4,773	100%

Lease Agreement

The applicant provided an executed Lease Agreement for the existing site, the terms are summarized below:

Date:	July 28, 2025
Premises:	121-123 Eileen Way, Syosset, New York
Landlord:	JKKS Real Estate Management LLC
Lessee	Gold Coast Surgery Center
Term:	10 years commencing on NYSCON approval with 2 five-year period extensions
Rent:	Fixed rent of \$168,000 annually for year one (14,000 monthly) increasing 3% per annum.
Provisions:	Taxes, Utilities, Insurance, Maintenance

The applicant has submitted an affidavit stating the lessee and the lessor have a common ownership and as such, the landlord-tenant relationship is a non-arm's length lease agreement between JKKS Real Estate Management, LLC and Gold Coast Surgery Center, LLC. The applicant has provided two letters of rent reasonableness from New York State Licensed Real Estate persons.

Capability and Feasibility

Total project cost of \$2,446,624 will be funded with members' equity. The working capital requirements of \$400,664, which is the equivalent of two months of third-year expenses, will be funded with members' equity. BFA Attachment A, Net Worth Statements of the Proposed Owners, indicates sufficient liquidity for the transaction.

BFA Attachment C, Pro Forma Balance Sheet, shows positive member equity of \$2,847,288 as of the first day of operations. The applicant projects a net income of \$98,022 and \$194,898 in Year One and Year Three, respectively. Revenues are based on the current Medicare, Medicaid and Commercial rate experience of the applicant. The Budget appears reasonable

Conclusion

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

Attachments

BHFP Attachment	Map
BFA Attachment A	Net Worth Statements of proposed owners
BFA Attachment B	Organization Chart of Gold Coast Surgery Center
BFA Attachment C	Pro Forma Balance Sheet of Gold Coast Surgery Center



Department of Health

Public Health and Health Planning Council

Project # 252165-E

Progressive Surgery Center, LLC

Program: Diagnostic and Treatment Center
Purpose: Establishment

County: Suffolk
Acknowledged: October 29, 2025

Executive Summary

Description

Progressive Surgery Center LLC (Progressive), an existing Article 28 multi-specialty Freestanding Ambulatory Surgical Center (FASC) at 340 Broad Hollow Road, Farmingdale (Suffolk County), is seeking approval for a 100% membership change.

Progressive Surgery Center has an existing Administrative Services Agreement (ASA) with Progressive ASO, LLC. There will be no changes to the lease or sub-lease.

The current and proposed ownership of Progressive Surgery Center LLC is presented below:

Progressive Surgery Center, LLC

Current

<u>Member Name</u>	<u>Membership Interest</u>
Broadhollow Road Group, LLC	92.2%
Pankti Patel, M.D.	2.6%
Spencer Holover, M.D.	2.6%
Shawn Garber, M.D.	2.6%
Total	100%

Progressive Surgery Center, LLC

Proposed

<u>Member Name</u>	<u>Membership Interest</u>
New York Bariatric Surgery Group, PLLC	90.0%
Progressive Physician, PLLC	10.0%
Total	100%

New York Bariatric Surgery Group, PLLC and Progressive Physicians, PLLC are comprised of the same five (5) members and membership includes Shawn Garber, MD (60%), Wen-Ting Chiao, MD (10%), Robert Felte, MD (10%), Spencer Holover, MD (10%), and Brett Simenhof, MD (10%).

Michael A. Levine, M.D., Marc A Schumer, M.D., CACS, and Matthew P. Mene, DO, M.Sc., FACOS will continue to serve as Medical Directors.

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 construction or new equipment costs associated with this application. The total purchase price is \$5,420 and will be funded with members equity.

Budget:	<u>Current Year</u>	<u>Year One</u>	<u>Year Three</u>
Revenues:	\$12,218,682	\$15,169,777	\$15,949,777
Expenses:	<u>\$12,654,512</u>	<u>\$12,230,152</u>	<u>\$12,375,886</u>
Net			
Income/	(\$441,830)	\$2,939,625	\$3,573,891
(Loss):			

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]

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]
3. The applicant must ensure registration for and training of facility staff on the Department's Health Commerce System (HCS). The HCS is the secure web-based means by which facilities must communicate with the Department and receive vital information. Upon receipt of the Operating Certificate, the Administrator/director that has day-to-day oversight of the facility's operations shall submit the HCS Access Form at the following link to begin the process to enroll for HCS access for the first time or update enrollment information as necessary:
https://www.health.ny.gov/facilities/hospital/docs/hcs_access_form_new_clinics.pdf. Questions may be directed to the Division of Hospitals and Diagnostic & Treatment Centers at 518-402-1004 or email: hospinfo@health.ny.gov [HSP]

Council Action Date

February 19, 2026

Program Analysis

Project Proposal

Proposed Operator	Progressive Surgery Center, LLC
Site Address	340 Broad Hollow Road, Farmingdale, NY 11735 (Suffolk County)
Specialties	Ambulatory Surgery- Multi-Specialty, Lithotripsy O/P
Hours of Operation	Monday through Friday from 6:30 a.m. to 5:00 p.m.
Operating Rooms	3
Procedure Rooms	0
Staffing (1st / 3rd Year)	42.0 FTEs / 43.0 FTEs
Medical Director(s)	Michael Levine, M.D., Marc A. Schumer, M.D, and Matthew P. Mené, D.O.
Emergency, In-Patient and Backup Support Services Agreement and Distance	Good Samaritan University Hospital and St. Joseph's Hospital. Good Samaritan University Hospital is located 11.6 miles and 16 minutes' travel time from the Center and St. Joseph's Hospital is located 3.4 miles and 10 minutes' travel time from the Center.

Progressive Surgery Center, LLC (the Center) is an existing Article 28 multi-specialty freestanding ambulatory surgical center (FASC), which is also certified to provide Lithotripsy O/P services. The Center opened in 2003 (Project No. 011166-B) and is located at 340 Broad Hollow Road, Farmingdale (Suffolk County), New York 11735. The Center's current direct and indirect membership is as follows:

Progressive Surgery Center (current membership):

Member	Membership Interest
Broadhollow Road Group, LLC	92.2%
Pankti Patel, M.D.	2.6%
Spencer Holover, M.D.	2.6%
Shawn Garber, M.D.	2.6%
Total	100%

Broadhollow Road Group, LLC (BRG) membership:

Member	Membership Interest
Mykola R. Alyskewycz, M.D.	4.167%
Carlton B. Barnswell, M.D.	4.167%
Andrew J. Chan, M.D.	4.167%
Mitchell D. Efros, M.D.	4.167%
Evan R. Eisenberg, M.D.	4.167%
Louis Faiella, M.D.	4.167%
Joseph Fisch, M.D.	4.167%
Jeffrey Haberman, M.D.	4.167%
Toby Handler, M.D.	4.167%
Joseph E. Jamal, M.D.	4.167%
Michael W. Kleeman, D.O.	4.167%
Alfred D. Kohan, M.D.	4.167%
Ashok N. Kukadia, M.D.	4.167%
Jeffrey T. Layne, M.D.	4.167%
Michael Levine, M.D.	4.167%
Robert K. Luntz, M.D.	4.167%
Matthew P. Mene, D.O.	4.167%
Eric I. Mitchnick, M.D.	4.167%
Elliot M. Paul, M.D.	4.167%
Paul A. Peller, M.D.	4.167%
Riccardo Ricciardi, M.D.	4.167%
Rajiv Saini, M.D.	4.167%
Marc A. Schumer, M.D.	4.167%
Eric H. Thall, M.D.	4.167%
Total	100%

The four (4) existing members of the Center (Broadhollow Road Group, LLC (92.2% membership interest), which is comprised of 24 individual physicians) and three (3) individuals (Pankti Patel, M.D. (2.6% membership interest), Spencer Holover, M.D. (2.6% membership interest) and Shawn Garber, M.D. (2.6% membership interest)) seek to sell 100% of their membership interest to New York Bariatric Surgery Group, PLLC (90% membership interest) and Progressive Physicians, PLLC (a to-be-formed entity) (10% membership interest), the two (2) proposed members of the Center. New York Bariatric Surgery Group, PLLC and Progressive Physicians, PLLC are each comprised of the same five (5) individual members (Shawn Garber, M.D. (60% membership interest); Wen-Ting Chiao, M.D. (10% membership interest); Robert Felte, M.D. (10% membership interest); Spencer Holover, M.D. (10% membership interest); and Brett Simenhof, M.D. (10% membership interest). Two (2) of the proposed members of New York Bariatric Surgery Group, PLLC and Progressive Physicians, PLLC, Shawn Garber, M.D. and Spencer Holover, M.D., are existing minority members of the Center.

Progressive Surgery Center (proposed membership):

Member	Membership Interest
New York Bariatric Surgery Group, PLLC	90%
Progressive Physicians, PLLC	10%
Total	100%

Members of New York Bariatric Surgery Group, PLLC:

Member	Membership Interest
Shawn Garber, M.D.	60%
Wen-Ting Chiao, M.D.	10%
Robert Felte, M.D.	10%
Spencer Holover, M.D.	10%
Brett Simenhof, M.D.	10%
Total	100%

Members of Progressive Physicians, PLLC:

Member	Membership Interest
Shawn Garber, M.D.	60%
Wen-Ting Chiao, M.D.	10%
Robert Felte, M.D.	10%
Spencer Holover, M.D.	10%
Brett Simenhof, M.D.	10%
Total	100%

This transaction is the result of the Center's desire to bring in new members and to have a new majority owner in Shawn Garber, M.D. (currently a minority owner), who is a r operator of other FASCs, in order to continue growing and operating the Center.

The Center has an existing Administrative Services Agreement (ASA) with Progressive ASO, LLC. New You Bariatric Group, LLC owns 100% of Progressive ASO, LLC. The ASA is aimed to help alleviate the day-to-day business and operational challenges so the physician members can focus more on patient care and clinical excellence. The proposed members' goal is to continue to serve the community and grow the Center into the future, while increasing its service to underserved communities.

In 2024, the Center's performed 2,598 cases. Progressive is projecting 3,426 cases in Year One and 3,582 cases in Year Three.

Character and Competence

Michael Levine, M.D. will continue to be one of the Medical Directors of the Center, and has worked for Advanced Urology, Lake Success Division of Integrated Medical Professionals since 1998.

Dr. Levine received a Doctor of Medicine from SUNY Health Science Center at Brooklyn in 1992 and completed a Surgical Internship at New York University Medical Center, Bellevue Hospital Center, and Manhattan VA Medical Center in 1993, followed by completion of a Surgical Residency in 1994 and a Urology Residency in 1998. Dr. Levine is Board Certified in Urology.

Matthew P. Mené, D.O. will continue to be one of the Medical Directors of the Center. Dr. Mene has been an Attending Urologist for Advanced Urology Centers of NY-Seaford Division since 1997.

Dr. Mene completed an internship at Massapequa General Hospital in 1991, a General Surgery Residency at Philadelphia College of Osteopathic Medicine in 1992, followed by a residency at Albert Einstein Medical Center of Philadelphia from 1992-1996. Dr. Mene is Board Certified in Osteopathic Medicine.

Marc A. Schumer, M.D. will continue to be one of the Medical Directors of the Center. Dr. Schumer has been a Clinical Assistant Professor for the Department of Urology at NYU Grossman Long Island School of Medicine and has been the Vice Chairman of Integrated Medical Professionals, PLLC since 2020.

Dr. Schumer graduated with a Doctor of Medicine from the University of Vermont College of Medicine in 1988. Dr. Schumer is Board Certified in Urology.

Wen-Ting Chiao, M.D. has been a Bariatric and General Surgeon for the past 11 years, currently a partner for New York Bariatric Group since 2017 and a Bariatric and General Surgeon for New York Bariatric Group since 2014. Dr. Chiao has been the Director of Bariatric Surgery at Mercy Medical Center since May 2025 and the Director of Endoscopy at New York Bariatric Group since May 2025.

Dr. Chiao graduated from the University of Pittsburgh with a Doctor of Medicine in 2008 and completed an Internship in General Surgery at the University of Illinois at Chicago in 2009 and a Residency in General Surgery at University of Illinois at Chicago in 2013. Dr. Chiao completed a Fellowship in Minimally Invasive and Bariatric Surgery at the University of Pittsburgh Medical Center in 2014. Dr. Chiao is Board Certified in Surgery.

Dr. Chiao disclosed the following lawsuits:

- *Esquillin, Miana vs. Bassi PA, Julia Elizabeth et al (Chiao M.D., Wen-Ting Jeffrey)/ 67763/2024/Westchester Supreme Court/ Tort-Medical, Dental, or Podiatric Malpractice*
Per the applicant, this case is an alleged failure to diagnose and treat Wernicke's encephalopathy, resulting in permanent neurologic injuries. The case remains open.
- *DONNELLY, ERIN vs. CHIAO, M.D., JEFFREY/612260/2017/Nassau Supreme Court/ Tort-Medical, Dental, or Podiatric Malpractice*
Per the applicant, this case is alleged failure to diagnose, treat and monitor the plaintiff following a bariatric sleeve gastrectomy, to diagnose Wernicke's encephalopathy, recommend the administration of thiamine, resulting in permanent brain damage. The case was settled on 10/20/2021.
- *CABELLO, KARIANNE vs. CHIAO, M.D., WENTING J./ 805212/2020/New York Supreme Court/ Tort-Medical, Dental, or Podiatric Malpractice.*
Per the applicant, this case alleged improper performance of bariatric surgery and hernia repair resulting in revision surgery and small bowel perforation. The case was settled on 6/18/2025.

Robert Felte, M.D is a Board-Certified Bariatric Surgeon who has been working for New York Bariatric Group since 2020. Prior to this, Dr. Felte completed a Minimally Invasive and Bariatric Surgery Fellowship at the University of Pittsburgh Medical Center from 2019 to 2020. From July 2013 to July 2019, Dr. Felte was a General Surgery Resident at Christiana Care Health System.

Dr. Felte graduated from Fairfield University with a bachelor's degree in 2004 and from Jefferson Medical College with a Doctor of Medicine in 2013. Dr. Felte is Board Certified in Surgery.

Dr. Felte disclosed the following lawsuit:

- *WILLIAMS, DARLENE et al vs. ENOCHS MD, PAUL et al (FELTE MD, ROBERT) 728318/2024/ Queens Supreme Court/ Tort-Medical, Dental, or Podiatric Malpractice.*
Per Dr. Felte, the patient presented post operatively for abdominal pain after having revisional surgery by his partner. An exploratory laparoscopy found that the liver retractor used by the partner was left in the abdomen. The case is pending.

Shawn Garber, M.D. is the founder and CEO of New York Bariatric Group (since 2000) and is also the Chief Bariatric Surgeon for Catholic Health System on Long Island, being in this role since 2015. Dr. Garber has ownership in several other Ambulatory Surgery Centers: Bariatric and Specialty Surgery Center of Paramus located in New Jersey, Bariatric and Specialty Surgery Center of Stamford located in Connecticut, Progressive Surgery Center in New York, and Roller Surgery Center located in Arizona.

Dr. Garber graduated from SUNY Albany with a bachelor's degree in 1988 and from New York Medical College with a Doctor of Medicine in 1992. Dr. Garber completed a Minimally Invasive Surgery Fellowship at the George Washington University Medical Center in 1998 and a General Surgery Chief Residency at Long Island Jewish Medical Center in 1997. Dr. Garber is Board Certified in Surgery.

Dr. Garber disclosed the following lawsuit:

- *ANGSTADT, JOHN D. vs. LONG ISLAND MINIMALLY INVASIVE SURGERY, P.C. et al (GARBER, SHAWN M.)/ 603987/2022/ Nassau Supreme Court/Comm-Contract.*
Per the applicant, this case alleged improper termination of surgeon for cause. The case has been settled.

Spencer Holover, M.D has been a Bariatric and General Surgeon for over 20 years. Dr. Holover is the current Director of Endoscopy for New York Bariatric Center and has been the Assistant Director of Long Island Minimally Invasive Surgery, P.C. since 2004.

Dr. Holover graduated from St. George's University School of Medicine with a Doctor of Medicine in 1998. Dr. Holover completed a General Surgery Residency at St. Barnabas Medical Center and a Minimally Invasive/Laparoscopic/ Bariatric Fellowship at the University of Pittsburgh Medical Center. Dr. Holover is Board Certified in Surgery.

Dr. Holover disclosed the following lawsuits:

- *FRISINA, JOSEPH vs. HOLOVER, SPENCER A. et al/ Suffolk Supreme Court/ 608575/2021/ Tort-Medical, Dental, or Podiatric Malpractice*
Per the applicant, this case alleges negligent perforation of a patient's stomach. This case is pending.
- *Mantikas, Irene vs. Holover M.D., Spencer et al/ Nassau Supreme Court/609972/2024/ Tort-Medical, Dental, or Podiatric Malpractice*
Per the applicant, this case alleges a malfunction of operating room equipment caused permanent damage to the patient. The case is pending.
- *WILLIAMS, DARLENE et al vs. ENOCHS MD, PAUL et al (HOLOVER MD, SPENCER)/ Queens Supreme Court/ 728318/2024/ Tort-Medical, Dental, or Podiatric Malpractice*
Per the applicant, this case alleges that a foreign body was left behind after a patient's surgery. Dr. Holover was not directly involved in the patient's care. Dr. Holover was the surgeon on the patient's first bariatric procedure. The case is pending.

Brett Simenhof, M.D. has been operating with New York Bariatric Group for the past three years.

Dr. Simenhof graduated from NY Medical College with a Doctor of Medicine in 2016 and completed a General Surgery residency at Mount Sinai Morningside and West in 2021, followed by completion of an Advanced Gastrointestinal Minimally Invasive Surgery and Bariatric Fellowship at ALSA – Fresno Heart and Surgical Hospital in 2022. Dr. Simenhof is Board Certified in Surgery.

The following tables show the projected FTEs in Year One and Year Three following completion of this project:

Position	Year One	Year Three
Management and Supervision	2.0	2.0
Technician and Specialist	11.0	12.0
Registered Nurses	29.0	29.0
Totals	42.0	43.0

Integration with Community Resources

The Center's mission will be to continue to provide patients with unparalleled service, comfort, convenience and setting. The Center is dedicated to providing high-quality, cost-effective and comprehensive surgical care. It will continue to serve as a community resource, dedicated to all patients and their families, and is committed to providing compassionate, state-of-the-art care in a cost-effective manner. The Center 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 proposed members' goal is to continue to serve the community and grow the Center into the future, while increasing its service to underserved communities. One of the reasons for proposing this membership change is to help the Center increase its service to the underserved community. Combined efforts by the proposed new members of the Center, as well as Progressive ASO, LLC, will focus on the following:

- Care to the underserved community is an important part of the Center's Mission - The Center's leadership team overseeing the charity care program will meet regularly to focus on increasing and developing different avenues for reaching Medicaid and charity care patients, including developing additional relationships with local FQHCs to help increase access to the underserved community. Furthermore, with the assistance of Progressive ASO, LLC, Progressive will increase outreach, focusing on community-based needs and the necessity for pre-emptive health screening.
- The Center will continue to seek and secure contracts with Medicaid managed care companies to increase access to Medicaid recipients. The Center believes that with more time and the involvement of Progressive ASO, LLC in the Center's operations, they will be able to expand and increase services to the underserved community.

No patient is admitted to the Center for surgery unless that patient's physician is a member of the Center's medical staff. These policies will remain in place upon approval of this application. The Center is accredited by the Accreditation Association for Ambulatory Health Care (AAAHC).

An appropriate method and system for maintaining medical records is in place and in conformance with applicable requirements and will continue to be upon approval of this Application. This includes the assurance of confidentiality of patients' records. In addition, the system provides for prompt and efficient transfer of medical records to other practitioners and/or facilities upon patient request. To fulfill the data-reporting requirements outlined in 10 NYCRR Section 755.10, the Center has a high-quality management information system on-site. The data includes all items required by the New York State Department of Health for each patient's visit to the Center, including SPARCS reporting, and is submitted within 30 days of the end of each calendar quarter in a format prescribed by the Department. The Center will continue these practices upon approval of this Application.

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

Operating Budget

The applicant 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>	
Revenue	<u>Per Proc.</u>	<u>Total</u>	<u>Per Proc.</u>	<u>Total</u>	<u>Per Proc.</u>	<u>Total</u>
Commercial FFS	\$5,649.27	\$10,349,659	\$5,142.17	\$12,171,525	\$5,162.52	\$12,405,525
Medicare FFS	\$2,489.45	\$ 1,779,959	\$2,363.94	\$ 1,614,573	\$2,363.94	\$ 1, 614,573
Medicaid FFS	\$792.18	\$ 8,714	\$3,901.53	\$ 433,070	\$3,901.53	\$433,070
Medicaid MC	\$0	\$0	\$7,962.50	\$ 764,400	\$6,066.67	\$1,310,400
Private Pay	\$1,104.69	\$ 35,350	\$1,919.68	\$ 186,209	\$1,919.68	\$186,209
Other Medical Services and product revenue		<u>\$4,000</u>		<u>\$0</u>		<u>\$0</u>
Total Revenue		\$12,222,682		\$15,169,777		\$15,949,777
Expenses						
Operating	\$4,874.72	\$12,664,512	\$3,569.81	\$12,230,152	\$3,455.02	\$12,375,886
Capital*	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>
Total Expenses	\$4,874.72	\$12,664,512	\$3,569.81	\$12,230,152	\$3,455.02	\$12,375,886
Net Income/ (Loss)		(\$441,830)		\$2,939,625		\$3,573,891
Procedures		2,598		3,426		3,582

**The rent expenses for Progressive Surgery are paid by Progressive ASO, LLC and recouped through the annual administrative services fee changed to Progressive Surgery by Progressive ASO, LLC.*

The following is noted with respect to the submitted budget:

- Revenue and expense projections were determined based using the Progressive Surgery's 2024 Certified Financial Statements and the applicant's experience providing the services outlined in this application. The expenses have dropped slightly due to the new operator's staffing reduction to create a more efficient operation.
- The increase in volume is due to the addition of certain payor contracts that will allow for patients currently being served at the physicians' private practices due to payor contract limitations to now be able to be served at Progressive Surgery.

Utilization by payor source during Current Year, Year One and Year Three 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	1,840	70.82%	2,367	69.09%	2,403	67.09%
Medicare FFS	715	27.52%	683	19.94%	683	19.07%
Medicaid FFS	11	0.42%	111	3.24%	111	3.09%
Medicaid MC	0	0	96	2.80%	216	6.03%
Private Pay	32	1.24%	97	2.83%	97	2.71%
Charity Care	<u>0</u>	<u>0</u>	<u>72</u>	<u>2.10%</u>	<u>72</u>	<u>2.01%</u>
Total	2,598	100.0%	3,426	100.00%	3,582	100.00%

Membership Interest Purchase Agreement

The applicant has submitted an executed Membership Interest Purchase Agreement summarized as follows:

Date:	September 30 th , 2025
Sellers:	Shawn Gerber, M.D., Pankti Patel, M.D., Spencer Holover, M.D. and Broadhollow Road Group, LLC.
Buyers:	New York Bariatric Surgery Group, PLLC (d/b/a Premier Bariatric Surgery) and Progressive Physicians, PLLC
Purchase:	100% transfer of ownership
Purchase Price:	\$5,420.00
Seller's Deliverables	Assignment of Equity Interests, transferring subject membership interests effective as of the closing.
Buyer's Deliverables	At the closing, the Purchasers shall deliver to the sellers the Purchase Price via wire transfer to an account designated by each seller in writing.

Lease Agreement

The applicant has provided the executed Lease Agreement for the existing site and the executed sublease agreement, the terms of both are summarized below:

Date	May 26 th , 2023
Premises:	340 Broadhollow Road, Farmingdale, New York
Landlord:	340 Farmingdale, LLC
Lessee:	Progressive ASO, LLC
Term:	5-year term with extension option for two (2) additional five (5) year terms.
Rent:	Base Rent annually is \$171,621.96 for year one or \$14,301.83 monthly, annual base rent shall increase by three percent (3%) per year after the first year. For each Extension Option exercised Base Rent shall be 95% of the fair market rental rate agreed upon by the Landlord and the Tenant or a jointly appointed commercial real estate broker and the annual Base Rent payable also shall increase by three percent (3%) per year after the first year of the extension.
Provisions:	Triple Net Lease

Sublease Agreement

Date:	May 26 th , 2023
Premise	340 Broadhollow Road, Farmingdale, New York
Sublandlord	Progressive ASO, LLC
Subtenant	Progressive Surgery Center, LLC
Term	Subordinate to the Master Lease Agreement
Rent	Subordinate to the Master Lease Agreement
Provisions	Subordinate to the Master Lease Agreement

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, due to the relationship between the sublandlord and the subtenant. The applicant has submitted two letters from real estate brokers attesting to the reasonableness of the per square foot rent.

Administrative Services Agreement

The applicant submitted an executed Administrative Services Agreement summarized below:

Date:	September 25 th , 2025
Operator	Progressive Surgery Center, LLC
Servicer	Progressive ASO, LLC ("ASO")
Term	Fifteen (15) years with an automatic renewal for successive terms of ten (10) years.
Responsibilities of the Servicer	ASO will assist in obtaining all government approvals, implement and maintain Medical Records policies and procedures created by ASC, ASO will consult with ASC to determine fees, charges, premiums or other charges, and terms and conditions of agreements with third party payors. ASC shall maintain appropriate policies and procedures for the creation, completion and filing of all Medical Records, which policies and procedures shall be implemented and maintained by ASO in consultation with ASC
Compensation	Fixed annual fee of \$8,500,000 commencing on the one (1) year anniversary of the Effective Date and automatically increased by 5% of the prior annual Services Fee.

The agreement provides that the operator will retain ultimate control in all the final decisions associated with the operations. 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 operator liable.

Capability and Feasibility

There is no project cost associated with this application. The total purchase price of \$5,420 will be funded with member equity. The working capital requirement is \$2,038,359, based on two months of the first year's expenses and will be funded through proposed member equity. BFA Attachment A, Net Worth Statements of Proposed Members, indicates sufficient liquid resources to cover both the purchase price and the working capital requirement. Dr. Garber has provided a Disproportionate Share Affidavit to account for any shortfall in available liquidity for any member's portion of the equity requirement.

The applicant projects a net income of \$2,939,625 in Year One and \$3,573,891 in Year Three. Revenues are based on the current Medicare, Medicaid and Commercial rate experience of Progressive Surgery Center. The budget appears reasonable. BFA Attachment F, Pro Forma Balance Sheet, shows members' equity of \$2,335,479 as of the first day of operations.

BFA Attachment D, 2024 Certified Financial Statements of Progressive Surgery Center LLC, shows that negative working capital, negative net assets, and a net loss of (\$441,830). The loss is contributed to lower than projected case volume, primarily due to the introduction of GLP-1 medications in the market and delays in securing payor contracts with certain payors.

BFA Attachment E, 1/1/2025-8/31/2025 Internal Financial Statements of Progressive Surgery Center LLC, shows that the facility had positive working capital, a positive net asset position, and a net income of \$748,400 for the period.

Conclusion

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

Attachments

BFA Attachment A	Proposed Members Net Worth Statement for Progressive Surgery Center, LLC
BFA Attachment B	Broadhollow Road Group, LLC membership information breakout
BFA Attachment C	New York Bariatric Surgery Group, PLLC d/b/a Premier Bariatric Surgery and Progressive Physicians, PLLC membership information breakout
BFA Attachment D	2024 Certified Financial Statements of Progressive Surgery Center, LLC
BFA Attachment E	1/1/2025-8/31/2025 Internal Financial Statements of Progressive Surgery Center, LLC
BFA Attachment F	Pro Forma Balance Sheet Progressive Surgery Center, LLC



Project # 252173-E

Saratoga-Schenectady Endoscopy Center, LLC

Program: Diagnostic and Treatment Center
Purpose: Establishment

County: Saratoga
Acknowledged: November 3, 2025

Executive Summary

Description

Saratoga Schenectady Endoscopy Center, LLC (The Center), an existing Single Specialty Ambulatory Surgery Center (ASC) at 848 Route 50, Burnt Hills, NY, seeks approval to transfer 6.667% ownership interest from fourteen (14) current members to one (1) new member. Upon completion, all members will have equal shares of 6.67%.

The following table shows the current/proposed membership in Saratoga Schenectady Endoscopy Center, LLC:

	CURRENT	PROPOSED
Member	%	%
Howard Malamood	7.14%	6.67%
John Defrancisco	7.14%	6.67%
William Gusten	7.14%	6.67%
David Goetz	7.14%	6.67%
Natalya Belova	7.14%	6.67%
Mark Metwally	7.14%	6.67%
Justin Provost	7.14%	6.67%
Chad Cornish	7.14%	6.67%
Vinay Sood	7.14%	6.67%
Zachary Feinberg	7.14%	6.67%
Christopher Brown	7.14%	6.67%
Leon Averbukh	7.14%	6.67%
Mohammad Sohail	7.14%	6.67%
Mathew Josephson	7.14%	6.67%
Prithvi Sreenivasan	0	6.67%
Total	100.00%	100.00%

OPCHSM Recommendation

Contingent 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

The purchase price for the membership interest is \$567,142 and will be funded with new members' equity. This transaction is limited to a change in membership, with no changes in services or location and the facility has demonstrated strong financial performance. As such, there are no operating budgets presented in this application.

Health Equity Impact Assessment

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

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Primary Care and Health Systems Management

Approval contingent upon:

1. Submission of an executed 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 **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

February 19, 2026

Program Analysis

Project Proposal

Saratoga Schenectady Endoscopy Center, LLC, an existing Single-Specialty Ambulatory Surgery Center specializing in Endoscopy at 1 Wellness Drive, Burnt Hills, NY 12027, seeks approval to add one new member. The Center will be comprised of 15 members, each with an equal share of 6.667%.

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

Position	Year One	Year Three
Management and Supervision	2.0	2.0
Technicians & Specialists	18	19
Registered Nurses	34	35
Clerical and Other Administrative	9	9
Total	63	65

William Gusten, M.D., an existing member of Saratoga-Schenectady Endoscopy Center, LLC, will continue to serve as the Center's Medical Director.

The Center is negotiating a transfer and affiliation agreement with Saratoga Hospital and Ellis Hospital. The distance is 8 miles and 15 minutes.

The Centers hours of operation are Monday through Friday from 7 a.m. to 4 p.m.

Saratoga-Schenectady Endoscopy Center, LLC (current and proposed ownership chart)

	CURRENT	PROPOSED
Members	%	%
Howard Malamood	7.14%	6.67%
John Defrancisco	7.14%	6.67%
William Gusten	7.14%	6.67%
David Goetz	7.14%	6.67%
Natalya Belova	7.14%	6.67%
Mark Metwally	7.14%	6.67%
Justin Provost	7.14%	6.67%
Chad Cornish	7.14%	6.67%
Vinay Sood	7.14%	6.67%
Zachary Feinberg	7.14%	6.67%
Christopher Brown	7.14%	6.67%
Leon Averbukh	7.14%	6.67%
Mohammad Sohail	7.14%	6.67%
Mathew Josephson	7.14%	6.67%
Prithvi Sreenivasan	0	6.67%
Total	100.00%	100.00%

Character and Competence:

Prithvi Sreenivasan, M.D. graduated from Ramaiah Medical College in India in 2001 and received a Master's in Public Health from the School of Public Health at the University of Massachusetts in 2004. Dr. Sreenivasan went on to complete a residency at the Hospital of Saint Raphael, Yale University in 2008, and a fellowship at the University of Tennessee in 2009.

Dr. Sreenivasan has worked as a Gastroenterologist at Saratoga Schenectady Gastroenterology Associates since January 2025. Prior to that Dr. Sreenivasan was employed at Gastrointestinal Specialists in Brockton MA from June 2016 until October 2024. From September 2012 through May 2015, Dr. Sreenivasan was an Attending Gastroenterologist at Yale – New Haven Hospital and a Gastroenterologist at Connecticut Gastroenterology Consultants.

Dr. Sreenivasan is registered in NY State until May 2026.

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.

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

Membership Interest Purchase Agreement

The applicant has submitted an executed Membership Interest Purchase Agreement, summarized below, to be paid at closing with the proposed member's equity:

Date	October 9, 2025
Purpose	To purchase 6.667% membership interest of Saratoga Schenectady Endoscopy Center, LLC.
Seller	Saratoga Schenectady Endoscopy Center, LLC
Purchaser	Dr. Prithvi Sreenivasan
Purchase Price	\$567,142
Payment of Purchase Price	Cash at Closing

Capability and Feasibility

This transaction is limited to a change in membership, with no changes in services or location and the facility has demonstrated strong financial performance. As such, there are no operating budgets presented in this application.

The purchase price for the 6.667% in membership interest is \$567,142 and will be covered from the personal resources of the proposed member. BFA Attachment A, Net Worth Statement of the Proposed Member, which indicates sufficient funds for the purchase price.

BFA Attachment C, 2023 and 2024 Certified Financial Statements of Saratoga Schenectady Endoscopy Center, LLC, shows an average positive working capital position, an average positive net asset position, and an average net income of \$8,146,482 for the period.

BFA Attachment D, September 30, 2025 Internal Financial Statements of Saratoga Schenectady Endoscopy Center, LLC, shows a positive working capital position, a positive net asset position, and a net income of \$6,552,634.

Conclusion

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

Attachments

BFA Attachment A	Personal Net Worth Statement of Proposed Member
BFA Attachment B	Current and Proposed Ownership
BFA Attachment C	Financial Summary- 2023 and 2024 Certified Financial Statements of Saratoga Schenectady Endoscopy Center, LLC
BFA Attachment D	Financial Summary- September 30, 2025, Internal Financial Statements of Saratoga Schenectady Endoscopy Center, LLC



Project # 242277-B
Hyp+Care

Program: Diagnostic and Treatment Center **County:** New York
Purpose: Establishment and Construction **Acknowledged:** December 16, 2024

Executive Summary

Description

Hyp+Access, Inc. (the Center), an existing Delaware-based non-stock corporation that is certified to do business in New York as a non-profit organization, is seeking approval to establish and construct an Article 28 Diagnostic and Treatment Center (D&TC) on the fourth floor of a seven (7) story building at 111 West 24th Street, New York (New York County).

The eight (8) exam room clinic will be certified for Medical Services – Primary Care and Medical Services – Other Medical Specialties. Hyp+Access will specialize in serving patients who exhibit symptoms of connective tissue disorders, such as connective tissue diagnoses, autonomic dysfunction, allergy and immunological dysfunction, chronic pain and fatigue and rheumatic dysfunction, conditions that often defy effective diagnosis and treatment.

Susan Polizzi, MD will serve as the Medical Director. The Center will enter into a transfer and affiliation agreement with Northwell Greenwich Village Hospital, .7miles/7 minutes away.

OPCHSM Recommendation
Contingent Approval

Need Summary

The applicant projects 18,257 visits in Year One and 39,422 visits in Year Three with 28.96% Medicaid and 2% Charity.

Program Summary

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

Financial Summary

Total project cost of \$1,965,820 will be met with \$1,187,708 in landlord equity and \$778,112 in Hyp+Access, Inc. equity.

<u>Budget:</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$5,648,736	\$13,731,046
Expenses	<u>\$5,757,687</u>	<u>\$10,126,120</u>
Excess Revenues	(\$108,951)	\$3,604,926

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 State Hospital Code (SHC) Drawings, acceptable to the Department, as described in BAEFP Drawing Submission Guidelines DSG-01. [AER]
3. Submission of Engineering (MEP) Drawings, acceptable to the Department, as described in BAEFP Drawing Submission Guidelines DSG-01. [AER]
4. Submission of an executed lease that is acceptable to the Department of Health. [BFA]
5. 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 **June 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 **September 1, 2026**, and construction must be completed by **March 1, 2027**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [PMU]
3. The submission of Final Construction Documents, as described in BAER Drawing Submission Guidelines DSG-05, is required prior to the applicant's start of construction. [AER]
4. Hydration/Infusion services shall be administered solely when deemed medically necessary by a licensed healthcare provider and the medication is approved by the US Food and Drug Administration (FDA). [HSP]
5. Submission of a report to the Department one year after the facility's opening, including a summary of the first year of operations, services provided, payor mix, program outcomes, and key lessons learned. [HSP]
6. 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]

7. 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
February 19, 2026

Need Analysis

Project Description

Hyp+Access, Inc. (Hyp+Care or the Center), an existing not-for-profit corporation, seeks approval to establish and construct an Article 28 diagnostic and treatment center, certified to provide primary medical care and other medical specialty services, including infusion services to patients who exhibit symptoms of connective tissue disorders such as connective tissue diagnosis, autonomic dysfunction, allergy and immunological dysfunction, chronic pain and fatigue and rheumatic dysfunction, which can cause a variety of physical, psychological and economic problems for those affected.

Background and Analysis

The primary service area (PSA) for this project is comprised of the New York City Region containing Bronx, Kings, New York, Richmond, and Queens Counties. The population of the region is projected to increase to 9,249,182, an 8.6% increase, by 2030 according to the Cornell Program on Applied Demographics. Demographics for the primary service area are noted below including a comparison with New York State.

Demographics	New York City Region	New York State
Total Population	8,516,202	19,872,319
Hispanic or Latino (of any race)	28.4%	19.6%
White (non-Hispanic)	31.3%	53.4%
Black or African American (non-Hispanic)	20.8%	13.6%
Asian (non-Hispanic)	14.5%	8.8%
Other (non-Hispanic)	5.0%	4.6%

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

In 2023, 93.6% of the population of the NYC Region and 95.7% of New York County had health coverage as follows

Health Plans	New York County	New York, NY (NYC Region)
Employer plans	52.4%	41.9%
Medicaid	19.3%	30.0%
Medicare	11.0%	9.57%
Non-group plans	12.8%	11.8%
Military or VA plans	0.284%	0.304%

Source: Data USA

The projected payor mix includes

Applicant Projected Payor Mix		
Payor	Year One	Year Three
Commercial	34.43%	34.43%
Medicare	34.61%	34.61%
Medicaid	28.96%	28.96%
Charity Care	2.00%	2.00%

Source: Applicant

The applicant has been providing case management and other non-medical services to this population for approximately five years. They project 18,257 visits in Year One and 39,422 visits in Year Three for the proposed facility.

According to the applicant, there is a significant and growing need for specialized care for individuals with connective tissue variance, as these conditions often go undiagnosed or misdiagnosed, leading to inadequate treatment and worsening health outcomes. As a result, individuals with these conditions often endure years of unnecessary medical expenses, psychological distress, and deteriorating health. Given the increasing recognition of these disorders and their complex interactions with other medical conditions, there is a pressing need for a dedicated center that provides interdisciplinary, specialized care to address the full spectrum of connective tissue variance. Hyp+Care would offer accessible, holistic treatment to improve patient outcomes and overall quality of life.

The Manhattan Lupus Surveillance Program, a population-based registry to determine the prevalence of systemic lupus erythematosus, an autoimmune disease classified as a connective tissue disorder, found the incidence from 2007 to 2009 among New York County residents, showing the age-standardized prevalence rate as 62.2 and incidence rate as 4.6 per 100,000 persons per year.

The Center will provide healthcare services during the following expected days/hours of operation upon opening: Monday through Friday (8:00 am-6:00 pm). Expanded hours will be provided as determined by demand. It is expected that most of the visits will be scheduled, but there will be capacity for unscheduled patients.

Prevention Quality Indicators (PQIs) are rates of admission to the hospital for conditions for which good outpatient care can potentially prevent the need for hospitalization, or for which early intervention can prevent complications or more severe disease. The table below provides information on PQI rates for 2024 related to this application.

Hospital Admissions per 10,000 Adults						
PQI Name	Bronx County	Kings County	New York County	Richmond County	Queens County	New York State
Diabetes Short-Term Complications	12	7	7	7	6	7
Diabetes Long-Term Complications	28	13	14	17	12	13
Chronic Obstructive Pulmonary Disease or Asthma	60	25	25	29	20	25
Hypertension	16	8	8	9	10	7
Heart Failure	62	38	37	40	34	36
Bacterial Pneumonia	15	8	9	11	7	12
Uncontrolled Diabetes	12	6	5	5	6	5
Prevention Quality Overall Composite	206	108	107	126	101	114

Source: NYSDOH, HCS, Data Hub

Crude Rates per 10,000

Conclusion

Approval of this project will provide comprehensive treatment for connective tissue disorders for residents of the New York City region.

Program Analysis

Project Proposal

Proposed Operator	Hyp+Access, Inc.
To Be Known As	Hyp+Care
Site Address	111 West 24 th Street, 4 th Floor New York, New York 10011 (New York County)
Specialties	Medical Services - Other Medical Specialties Medical Services - Primary Care
Hours of Operation	Monday through Friday, 8 am to 6 pm
Staffing (1st Year / 3rd Year)	32.5 FTEs / 48 FTEs
Medical Director(s)	Susan Polizzi, M.D.
Emergency, In-Patient and Backup Support Services Agreement and Distance	Northwell Greenwich Village Hospital 30 Seventh Avenue New York, New York 10011 Minutes away: 7 minutes Distance away: 0.7 miles away.

Hyp+Care is requesting to provide the first of its kind, Article 28 D&TC medical clinic to provide primary medical care and medical specialty services, to include saline hydration infusion services, for patients who exhibit symptoms of connective tissue disorders. The Center intends to provide services for patients presenting with Hypermobility Spectrum Disorders, Postural Orthostatic Tachycardia Syndrome (POTS), Dysautonomia, Fibromyalgia, Mast Cell Activation Syndrome, Long-Covid, Myalgic Encephalomyelitis/Chronic Fatigue Syndrome, common connective tissue disorders, hypermobile Ehlers-Danlos Syndrome, autonomic dysfunction, allergy and immunological dysfunction, chronic pain, and Rheumatic Dysfunction. These disorders often cause a lifelong variety of physical, psychological and economic problems for those affected. Hyp+Care proposes to offer accessible, clinical and alternative holistic treatments to help improve patient outcomes and overall quality of life.

Hyp+Care's proposed services are Primary Care, Behavioral Health Services, Podiatry, Gastroenterology, Pain Management, Orthopedics, Physical Therapy, Oncology, Endocrinology, Cardiology, Ophthalmology and Urology. Saline hydration infusion therapy services will primarily be aimed at providing intravenous (IV) therapies to alleviate chronic symptoms experienced by individuals with connective tissue disorders and to improve quality of life and levels of disability.

The Center's mission is to improve and to initiate culturally appropriate medical and alternative care access for the vulnerable impacted by connective tissue variance and related disorders. Hyp+Care will focus on improving clinical outcomes through symptom management, comorbidity management and quality of life improvement techniques, and through usage of off-label FDA approved medications. The Center intends to treat dehydration symptoms with a variety of treatments which will include Saline infusion therapy with the goal to reduce unnecessary emergency room visits and to promote better preventative care for patients with connective disorders.

Hyp+Care contends that the inability to find and to access care for this population is due to lack of providers with expertise in diagnosis and treatment of connective tissue disorders and overlapping conditions. Many incoming patients will self-refer due to their inability to find and to access the specialized care they seek for treatment of connective tissue disorders and related conditions. Many physicians who comprehensively address connective tissue disorders and overlapping conditions do not take Medicaid and Medicare and are not actively accepting new patients due to the inability to add to their current patient loads.

Hyp+Care will also provide treatment for patients presenting with long-Covid symptoms (e.g., chronic fatigue, pain, breathlessness, brain fog, autonomic dysfunction, etc.). The agency will focus on improving clinical outcomes through symptom management and quality of life improvement, which will include use of off-label FDA approved meds. According to the applicant, medications and Saline infusion treatments are currently used by clinicians across the United State (e.g., low dose naltrexone, pyridostigmine and fludrocortisone) for treatment of long-Covid symptoms and are considered first-line of treatment.

Another diagnosis Hyp+Care may treat is Lyme disease. The applicant states Lyme disease and many connective tissue disorders co-exist, interact, and share overlapping symptoms, particularly joint pain, fatigue and other systemic issues like autonomic and gastrointestinal dysfunction, leading to complex interplay of symptoms. Hyp+Care believes overlapping symptoms and misdiagnosis highlights the importance of care evaluation and specialized testing for connective tissue disorders. Neurological evaluations will be referred out to other Article 28 providers or to other physicians who are known to work with the population Hyp+Care is proposing to serve.

Hyp+Acess, Inc. currently provides supportive care management services and other non-medical healthcare services to educate and to help better manage symptoms with members who attend their programs. The care management services at the clinic are provided on sliding scale and pro bono basis. The Center will work with a Regional Health Information Organization that serves the region that will help the Center to connect to the Statewide Health Information Network for New York (SHIN-NY).

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

Positions	Year One	Year Three
Management & Supervision	3	3
Medical Technician	2	2
Registered Nurse	2	2
Physicians	3.5	5
Nurse Practitioner	3	4
Acupuncturist	0	1
Clerical, Administrative & Other (Community Health Workers, Medical Billers, PR etc)	19	31
Totals	32.50	48.0

Testing and Infusion IV Therapy will be provided by clinical staff and not by a physician provider or physician extender. The Center based physician and physician-extender visits on seeing twelve (12) patients per clinical day. The projected number of annual infusion treatments (4,899) are based on an average of 19-20 infusions per clinical 8-hour day across 7-infusion bays.

The infusion staff will include 2-Registered Nurses and 1-Nurse Practitioner. Infusion staff will be separate and distinct staff from the other outpatient services proposed by the Center.

The proposed Medical Director will be **Susan Polizzi, M.D.**, who specializes in treating patients with connective tissue disorders and related cardiovascular manifestations. Dr. Polizzi will be full-time at the Center and provide direct patient care services.

Character and Competence

Susan Polizzi, MD is a licensed cardiologist with experience in immunology and with providing infusions with a focus on dysautonomia care. Dr. Polizza completed a Fellowship with a focus on cardiovascular disease at the University of Colorado Health Science Center in Denver, Colorado in June 2022; completed a Residency in Internal Medicine at the University of Texas at Southwestern Medical Center in Dallas, Texas in 1997; received a Doctor of Medicine degree from the Hahnemann University School of Medicine (now Drexel University) in Philadelphia, Pennsylvania in 1994; received a Bachelor of the Arts degree with a focus on Animal Physiology, Minor in Visual Arts at the University of California in La Jolla, California in 1989. Dr. Polizza is also Board Certified in Cardiovascular Disease (ABIM) and for Adult Echocardiography (ASE).

Currently, Dr. Polizza practices non-invasive cardiology at NYU Langone Medical Center since 2017; is a Cardiology Clinical Instructor and a member of the Long COVID Clinic at NYU Langone Medical Center since 2022; practiced as an invasive non-interventional Cardiologist at Aurora Denver Cardiology Associates, P.C located in Aurora, Colorado from 2008 to 2022; and practiced as a non-invasive Cardiologist at Murray Hill Medical Group / NYU Langone Medical Center from 2013 to 2016.

Audre E. Wirtanen

Audre Wirtanen is a hypermobile neuroscientist who focuses on practicing alternative physical care and alternative safety practices with hypermobile individuals; and co-developed a somatic practice therapy known as Hypermobile Accessible Proprioceptive Therapy (HAPT).

Audre Wirtanen received a Bachelor of Arts (BA) degree specializing in dance, neuroscience with a minor in chemistry at Bennington College located in Vermont in 2016; attended the Balance Arts Center in New York City in 2017 and completed a 1600-hour certification program at the American Society for the Alexander Technique in 2020; was a research assistant at the Integral Anatomy Productions Institute located in Colorado Springs, Colorado in 2023; and completed a fellowship at the New Yorkers For Culture and Arts in New York City in 2022.

Additionally, Audra Wirtanen is registered as a Somatic Movement Educator (RSME), Somatic Movement Therapist (RSMT), and as a Somatic Dance Educator (RSDE).

Currently, Audre Wirtanen is a co-founder and director of Hyp+Care since 2021; is a co-founder and co-director at Hyp+Access, Inc since 2019; is a co-developer and lead teacher of HAPT since 2017.

Laura Tuthall

Laura Tuthall is a co-partner with Hyp+Access, Inc, focusing across body-based fields utilizing somatic, dance, and science in service of hypermobility, specific to accessibility and injury prevention; and is a co-developer of a somatic practice Hypermobile Accessible Proprioceptive Therapy (HAPT). Laura Tuthall has a dance and disability-sensory-movement background; is a performer, a dancer and performance artist who tackles trauma and disability through dance and other artistic mediums; and is an advocate for other individuals with disabilities.

Laura Tuthall is anticipated to receive a Master of Arts in Disability Studies degree from CUNY School of Professional Studies located in New York City in 2026; completed a Bachelor's in Fine Arts (BFA) degree from Boston Conservatory at Berklee located in Massachusetts in 2015; is a member of the International Somatics Movement Educations and Therapy Association; is registered as a Somatic Movement Educator (RSME), as a Somatic Movement Therapist (RSMT), and as a Somatic Dance Educator (RSDE).

Since 2019, Laura Tuthall has been a co-founder and board member, a Worker Program Director and Head of Education in Community Healthcare with Hyp+Access since 2021. Also, Laura Tuthall is a HAPT co-developer and lead teacher since 2016 and Hyp-Improv co-developer and lead teacher since 2020. Laura Tuthall was the co-founder and the Director of Education & Programming at the Integrating Instability Balance Arts Center in New York City from 2016 to 2019.

Ciaran M. Cooper

Ciaran Cooper has over 30 years' experience in medical devices, pharmaceutical development, and clinical trial services development. Ciaran Cooper received a master's in fine arts (MFA) degree from Bennington College located in Vermont in 2004 and received a bachelor's in arts with a minor in writing in 1987 from Bennington College.

Since February 2025, Ciaran Cooper is the Chief Executive Officer of an ECG core lab that conducts cardiac safety studies for the pharmaceutical, medical device, and CRO industries, at HeartcoR Solutions, LLC located in Schaumburg, Illinois; was the Founder and CEO of Strategic Insight Consulting, located in Chicago, Illinois focusing on General Management, Strategic Planning, Business Development, Marketing Communications and Operations from 2024 to 2025; and was the president and general manager for BioTel Research located in Chicago. In this position, Ciaran Cooper was focusing on clinical trial service providers on cardiac safety monitoring and medical imaging solutions from 2022 to 2024; and was also the vice-president in global business development with BioTel Research from 2019 to 2022.

Ciaran Cooper also was employed as an industry consultant at Metrics Champion Consortium located in Chicago focusing on the development of standardized performance metrics to improve clinical trials from 2017 to 2019; and was the director of Operations at Astellas Pharmaceuticals, Inc in Northbrook, Illinois from 2016 to 2017.

Bree T. Ferrin

Bree Ferrin received a Master of Science in Nursing degree from Frontier Nursing University located in Kentucky in 2018; completed an associate in applied science in Nursing at Philips Beth Israel School of Nursing located in New York in 2009; and completed a Bachelor of Technology in Entertainment from NYC College of Technology in 2003.

Currently, Bree Ferrin is a Hyp+Access board member since 2022; is an Advanced Practice Clinician at Planned Parenthood Greater New York in New York City since 2018; was the charge nurse at Planned Parenthood NYC from 2015 to 2018; was an Ebola Treatment Unit Clinician for Partners in Health located in Port Loko, Sierra Leone from 2014 to 2015; and was a registered nurse with Prime Staffing located in New York City from 2013 to 2015.

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

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

Financial Analysis

Total Project Cost and Financing

Total project cost of \$1,965,820, which is for renovations and the acquisition of moveable equipment, is further broken down as follows

Renovation and Demolition	\$986,748
Design Contingency	98,675
Construction Contingency	98,675
Planning Consultant Fees	62,000
Architect/Engineering Fees	100,000
Other Fees Consultant	43,610
Moveable Equipment	563,370
CON Fee	2,000
Additional Processing Fee	<u>10,742</u>
Total Project Cost	\$1,965,820

The Department has determined that allowable project cost is \$778,112.

The applicant's financing plan appears as follows

Equity (Landlord)	\$1,187,708
Equity (Applicant)	<u>778,112</u>
Total	\$1,965,820

Operating Budget

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

	<u>Year One</u>		<u>Year Three</u>	
	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>
Revenues:				
Commercial FFS	\$267.15	\$1,679,559	\$272.49	\$3,699,336
Medicare FFS	\$265.84	1,679,559	\$271.15	\$3,699,081
Medicaid Managed Care	\$217.31	1,148,938	\$221.66	\$2,530,471
Care Management Services		<u>1,140,680</u>		<u>\$3,802,158</u>
Total Revenues		\$5,648,736		\$13,731,046
Expenses:				
Operating	\$292.01	\$5,331,263	\$245.66	\$9,684,564
Capital	<u>\$23.36</u>	<u>426,424</u>	<u>\$11.20</u>	<u>441,556</u>
Total Expenses	\$315.37	\$5,757,687	\$256.86	\$10,126,120
Excess Revenues		(\$108,951)		\$3,604,926
Utilization:				
Primary Care		9,880		21,334
Medical Specialties		<u>8,377</u>		<u>18,088</u>
Total Visits		18,257		39,422

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

- Medical specialty services include cardiology, pain management and infusion therapy.
- The applicant is projecting a total growth in visits of 21,165 from Year One to Year Three. Growth is based on projected increase demand for the specialized medical care to be provided by the applicant.
- Revenues are based on current reimbursement methodologies for the type of services they provide.
- Expenses and utilization assumptions are based on the historical experience of other D&TCs in New York State in providing primary care and specialty care.

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

	<u>Year One</u>	<u>Year Three</u>
Commercial FFS	34.43%	34.43%
Medicare FFS	34.61%	34.61%
Medicaid MC	28.96%	28.96%
Charity Care	<u>2.00%</u>	<u>2.00%</u>
Total	100.00%	100.00%

Lease Rental Agreement

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

Premises	6,810 square feet at 111 West 24 th Street, New York,
Lessor	Okada, Inc.
Lessee	Hyp+Access, Inc.
Term	10 years
Rental	Year One \$340,500 annually (\$50 per sq.ft.) and an approximately 3% increase each year thereafter.
Provisions	The lessee shall be responsible for utilities, maintenance and real estate taxes.

The applicant has submitted an affidavit attesting that the lease is an arms-length agreement. The applicant has provided two real estate letters attesting to the reasonableness of the rental payments.

Capability and Feasibility

The total project costs of \$1,965,820 will be met with \$1,187,708 in landlord equity and equity of \$778,112 from Hyp+Access. Both the landlord and the applicant provided documentation showing the availability of sufficient funds for the equity contribution.

The working capital requirements are estimated \$1,687,687, which is equivalent to two months of third year expenses, will be funded with Hype+Access equity of \$177,934 and \$1,500,000 from the Wirtanen Family Trust. Audre Wirtanen is a director and president of the not-for-profit operating entity.

BFA Attachment A, Pro Forma Balance Sheet, shows the operations will begin with \$3,653,507 as of the first day of operations.

The submitted budget indicates an excess of revenues over expenses of (\$108,951) and \$3,604,926 during Year One and Year Three, respectively. Year One losses will be offset with working capital funds. Revenues are based on current reimbursement methodologies for primary medical care and infusion services. The submitted budget appears reasonable.

Conclusion

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

Attachments

BFA Attachment A	Pro Forma Balance Sheet
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Project # 252045-B

Doctors of New York Health Care Center

Program: Diagnostic and Treatment Center **County:** Queens
Purpose: Establishment and Construction **Acknowledged:** July 30, 2025

Executive Summary

Description

Healthspan & Longevity LLC, a newly formed limited liability company, is seeking approval to establish and construct an Article 28 Diagnostic & Treatment Center (D&TC) in leased space on the second floor of the commercial building at 194-11A Northern Boulevard, Flushing, New York (Queens County). The D&TC will be named Doctors of New York Health Care Center (The Center).

The Center will be certified for Primary Care, Other Medical Specialties, Podiatry O/P, Therapy – Occupational O/P, and Therapy - Physical O/P. Other Medical Specialties will include, but are not limited to gynecology, pulmonology, orthopedics, endocrinology, cardiology, and nephrology. The Center also plans to provide diagnostic radiology and infusion therapy services.

Hyunjong Koo is the sole member of Healthspan & Koo. T. Dr. Tony Trpkovski, a board-certified internist, will serve as Medical Director.

OPCHSM Recommendation
Contingent Approval

Need Summary

The applicant projects 32,402 visits in Year One and 61,200 visits in Year Three, with Medicaid at 62% and Charity Care at 3%.

Program Summary

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

Financial Summary

Total project cost of \$3,224,547 will be funded with proposed member's equity.

Budget:	<u>Year One</u>	<u>Year Three</u>
Revenues	\$4,380,170	\$8,418,633
Expenses	<u>\$4,183,334</u>	<u>\$7,127,315</u>
Excess Revenues	\$196,836	\$1,291,318

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 two real estate letters attesting to the reasonableness of the per square foot rental that is acceptable to the Department of Health. [BFA]
5. 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 **May 31, 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 **August 31, 2026**, and construction must be completed by **February 28, 2027**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [PMU]
3. The submission of Final Construction Documents, as described in BAER Drawing Submission Guidelines DSG-05, is required prior to the applicant's start of construction. [AER]
4. 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

February 19, 2026

Need Analysis

Project Description

Healthspan & Longevity LLC is seeking to establish and construct an Article 28 Diagnostic and Treatment Center in leased space on the 2nd floor of an existing commercial use building at 194-11A Northern Boulevard, Flushing, New York 11358 (Queens County). The site will be known as Doctors of New York Health Care Center.

Background & Analysis

The applicant expects many of its patients to come from the Flushing and Whitestone neighborhoods. Both neighborhoods are included in the Queens Community District 7 Public Use Microdata Area (PUMA). The population of Queens County is estimated to increase to 2,565,268 by 2030 per projection data from the Cornell Program on Applied Demographics, an increase of 10.1%. Demographics for Queens Community District 7 PUMA, and Queens County are noted below, including a comparison with New York State (NYS):

Demographics	Queens Community District 7 PUMA	Queens County	New York State
Total Population – 2023 Estimate	246,517	2,330,124	19,872,319
Hispanic or Latino (of any race)	17.4%	27.9%	19.6%
White (non-Hispanic)	23.7%	23.6%	53.4%
Black or African American (non-Hispanic)	1.7%	16.5%	13.6%
Asian (non-Hispanic)	54.2%	25.9%	8.8%
Other (non-Hispanic)	3.0%	6.1%	4.6%

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

Queens Community District 7 PUMA has a higher Asian community compared to the County and State, which has a need for culturally aware medical services. According to the applicant, the center will be catering to a large Korean and Chinese population. Culturally appropriate and sensitive services will be important; therefore, the staff at the center will reflect the diverse community and, when possible, be bilingual. Staff will also receive training to ensure cultural sensitivity towards the diverse patients.

In 2023, 91.5% of the population of Queens County had health coverage as follows:

Employer Plans	40.9%
Medicaid	27.2%
Medicare	10.9%
Non-Group Plans	12.2%
Military or VA	0.284%

Source: Data USA

The table below shows the public health insurance coverage for Queens Community District 7 PUMA. The service area has a high reliance on public health insurance coverage.

Public Health Insurance Coverage		
Payor(s)	ZC 11358	Queens Community District 7 PUMA
Medicaid alone	23.2%	23.4%
Medicare alone	7.9%	8.5%

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

The applicant projects 32,402 visits in Year One and 61,200 visits in Year Three, with Medicaid at 62% and Charity Care at 3%. The applicant will be doubling their staffing in Year Three, leading to an increase in Year Three projections. The table below shows the projected payor source utilization for Years One and Three.

Payor	Year One		Year Three	
	Volume	%	Volume	%
Commercial FFS	7,776	24%	14,688	24%
Medicare FFS	972	3%	1,836	3%
Medicare MC	2,592	8%	4,896	8%
Medicaid FFS	5,184	16%	9,792	16%
Medicaid MC	14,904	46%	28,152	46%
Charity Care	974	3%	1,836	3%

Source: Applicant

The projected payor mix is based on applicant market studies and the existing payor mix of the urgent care primary care practice on the 1st floor of the same building, showing greater than 50% patient population receiving Medicaid and/or self-pay which include uninsured.

The Center plans to work with community members to treat and prevent chronic illnesses. 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 diseases. PQIs can also be used to identify areas with poor access to care. The table below provides information on PQI rates for 2024 related to this application.

PQI Name	ZC 11358	Queens County	New York State
Diabetes Short-Term Complications	3	6	7
Diabetes Long-Term Complications	10	12	13
Chronic Obstructive Pulmonary Disease or Asthma	11	20	25
Hypertension	6	10	7
Heart Failure	24	34	39
Community Acquired Pneumonia	6	7	12
Urinary Tract Infection	13	12	13
Uncontrolled Diabetes	2	6	5
Prevention Quality Overall Composite	74	101	114

Source: NYSDOH, Data Hub

Rates are per 10,000 and are rounded crude rates

Conclusion

Approval of this project will provide improved access to primary and specialty services for the residents of Queens County.

Program Analysis

Project Proposal

Proposed Operator	Healthspan & Longevity LLC
Site Address	194-11A Northern Boulevard, Flushing New York 11358 (Queens County)
Specialties	Medical Services- Primary Care Medical Services - Other Medical Specialties Podiatry O/P Therapy - Occupational O/P Therapy - Physical O/P
Hours of Operation	Monday through Friday, 8:00am- 6:00pm. As volume and/or the needs of the community dictate the requirement for either additional hours or modified hours to better serve the community, the proposed operators will expand the hours to include a 6th day (Saturday) from 8:30am to 6:00pm.
Staffing (1st Year / 3rd Year)	22.25 FTEs / 40.25 FTEs
Medical Director(s)	Tony Trpkovski, M.D.
Emergency, In-Patient and Backup Support Services Agreement and Distance	Expected to be provided by: Northwell Health

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

Position	Year One	Year Three
Management and Supervision	1.25	1.25
Registered Nurses	1.0	1.90
Licensed Practical Nurses	1.0	1.9
Technician and Specialist	1.0	1.0
Physicians	5.0	9.50
Physicians' Assistants	7.0	5.70
Nurse Practitioners	2.0	11.30
Social Workers and Psychologist	1.0	1.90
Infection Control, Environment and	2.0	3.80
Clerical and Other Administrative	2.0	3.80
Totals	23.25	42.05

Healthspan & Longevity LLC. Membership Structure

Member	Position
Hyunjong Koo	Sole member and Manager

Character and Competence

Tony Trpkovski, M.D. will be the medical director. Dr. Trpkovski is the founder and Chief Medical Officer of Sky-Medics, LLC since 2024 and NIU Health, LLC since 2020, overseeing business operations and providing innovative medical solutions and healthcare services. Dr. Trpkovski has also been the Chief Executive Officer of Braddah Games Studios LLC since 2019 and Doctors of Waikiki since 2018, which established and managed one of Waikiki's premier urgent care facilities, as well as the founder and Chief Executive Officer of Trpkovski Advisory Group Hawaii since 2014. Previously Dr. Trpkovski worked as the Chief Medical Officer of Wound-Tech Hawaii from 2018 to 2020 and was a Hospitalist at Straub Clinic and Hospital from 2012 to 2018. Dr. Trpkovski graduated from the University of Sts Cyril and Methodius School of Medicine with a Doctor of Medicine in 1993 and completed an internship in General Medicine here in 1994, followed by an internship in Internal Medicine at Miami Valley Hospital 1994.

Hyunjong Koo is the current President and Owner of Evergreen Homecare Service of NY since 2014 and Evergreen Adult Day Care in NY Inc. since 2012. Prior to this, Hyunjong was a Claims Officer/Representative for the United States Social Security Administration from 2010 to 2013. Hyunjong graduated from Hanyang University with a bachelor's degree in 1994.

The following lawsuit names Hyunjong Koo as a defendant:

KANG, YANGSIL ANO vs. SR HOMECARE OF NY INC., ETAL/ Queens Supreme Court/ 707381/2019/ OM-Other

Koo was named individually in the lawsuit, along with her affiliated facility, Evergreen Homecare Service of NY. No information was found to indicate she is affiliated with SR Homecare of NY Inc.

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

Total project cost which is for renovation and the acquisition of moveable equipment, is estimated at \$3,224,547, broken down as follows:

Renovation and Demolition	\$2,285,423
Design Contingency	\$114,271
Construction Contingency	\$114,271
Architect/Engineering Fees	\$150,225
Other Fees (Consultant)	\$135,203
Moveable Equipment	\$405,527
CON Fees	\$2,000
Additional Processing Fee	<u>\$17,627</u>
Total Project Cost	\$3,224,547

The applicant will provide cash equity from proposed owner's net worth statement to meet the total project cost. BFA Attachment A shows sufficient liquid assets to cover the project cost.

Operating Budget

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

	<u>Year One</u>		<u>Year Three</u>	
	<u>Per Visit</u>	<u>Total</u>	<u>Per Visit</u>	<u>Total</u>
Revenues:				
Medicaid FFS	\$106.78	\$553,548	\$106.78	\$1,045,590
Medicaid MC	\$106.78	\$1,591,449	\$108.92	\$3,066,192
Medicare FFS	\$106.78	\$103,790	\$108.92	\$199,969
Medicare MC	\$106.78	\$276,774	\$108.92	\$533,251
Commercial FFS	\$250.00	\$1,944,000	\$255.00	\$3,745,440
Bad Debt		<u>(\$89,391)</u>		<u>(\$171,809)</u>
Total Revenues		\$4,380,170		\$8,418,633
Expenses:				
Operating	\$112.42	\$3,642,770	\$107.40	\$6,573,016
Capital	<u>\$16.68</u>	<u>\$540,564</u>	<u>\$9.06</u>	<u>\$554,299</u>
Total Expenses	\$129.10	\$4,183,334	\$116.46	\$7,127,315
Excess Revenues		\$196,836		\$1,291,318
Utilization: (Visits)		32,402		61,200

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

- The applicant is projecting 23.25 FTEs in Year One and 42.05 in Year Three. Utilization is based on The Center having 5 Physician FTEs, 7 Physicians' Assistant FTEs, and 2 Nurse Practitioner FTEs for Year One and 9.5 FTEs Physicians, 5.7 Physicians' Assistant FTEs, and 11.30 Nurse Practitioner FTEs by Year Three. The applicant states, the increase in direct care FTEs will enable the clinic to offer 32,402 visits per Year One and visits 61,200 per Year Three.
- Utilization assumptions and expense assumptions are based off review of like sized D&TC cost reports in the area and the review of the public need factors in the area for adult and pediatric primary care and specialty services.
- Revenues are based on current reimbursement methodologies for similar D&TC Centers and the utilization assumptions, The Center used conservative assumptions on utilization for year one due to the initial start-up of the operations with year three showing what the Center's overall utilization would be once the facility has become fully operational, and the patients have discovered the Center.

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

<u>Payor</u>	<u>Years One & Three</u>
Medicaid FFS	16.00%
Medicaid MC	46.00%
Medicare FFS	3.00%
Medicare MC	8.00%
Commercial FFS	24.00%
Charity Care	3.00%
Total	100.00%

Lease Rental Agreement

The applicant will sublease the space based on the master lease, which is summarized below:

Date:	May 8 th , 2024
Premises	7,024 square feet located on the 2 nd floor at 194-11A Northern Boulevard, Flushing, NY
Landlord:	Oak AST LLC
Tenant:	Sang Nok SU Consulting Corp.
Term	10 years with (1) five-year extension option
Rental	\$192,820.50 annually (\$27.45 per sq. ft.) with an annual 3.5% increase
Provisions	Triple Net

The lease agreement is a non-arm's length lease arrangement. As a contingency of approval, the applicant must provide two (2) real estate letters attesting to the reasonableness of the per square foot rental.

Assignment of Lease

The applicant submitted an executed Assignment of lease for the ability to transfer the current lease from the current tenant (Assignor) to the Assignee (Facility operator/applicant) to lease the site to be occupied summarized below:

Date:	July 15, 2025
Premises:	2 nd Floor of 194-11A Northern Boulevard, Flushing, NY.
Current Tenant/Assignor:	Sang Nok SU Consulting Corp.
New Tenant/Assignee:	Healthspan & Longevity LLC
Agreement Fee	\$10 one-time payment

The lease terms currently associated with the master lease will be the same for the proposed operator/applicant.

Capability and Feasibility

Total project cost of \$3,224,547 will be funded from the liquid assets of Hyunjong Koo. The working capital requirements of \$1,157,996, which is equivalent to two months of third year expenses, will be covered from the liquid assets of Hyunjong Koo. BFA Attachment A, Proposed Owner's Net Worth Statement, shows sufficient liquid assets to meet the total project cost and the working capital requirement.

The submitted budget indicates an excess of revenues over expenses of \$196,836 and \$1,291,318 during Year One and Year Three, respectively. Revenues are based on current reimbursement methodologies for similar sized D&TCs. The submitted budget appears reasonable.

BFA Attachment B, Pro Forma Balance sheet, shows a member's equity of \$4,412,434 as of the first day of operations.

Conclusion

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

Attachments

BHFP Attachment	Map
BFA Attachment A	Net Worth Statement - Proposed Member of Doctor of New York Severance
BFA Attachment B	Pro Forma Balance Sheet - Doctor of New York Severance



**Department
of Health**

**Public Health and Health
Planning Council**

**Project # 241092-E
FoxWoods Home Care LLC**

Program: LHCSA
Purpose: Establishment

County: Erie
Acknowledged: February 27, 2024

Executive Summary

Description

Foxwood Home Care LLC seeks to establish a new Licensed Home Care Services Agency (LHCSA) pursuant to Article 36 of Public Health Law to provide home care services to the Canterbury Woods and Fox Run Continuing Care Retirement Communities (CCRCs).

The LHCSA will be located at 705 Renaissance Drive, Williamsville, NY.

**OALTC Recommendation
Approval**

Need Summary

Pursuant to Title 10 NYCRR §765-1.16(c)(4), a rebuttal to the presumption of no need was submitted to the Department, which was determined to be sufficient based on the criteria set forth in Title 10 NYCRR §765-1.16(d).

Program Summary

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

Financial Summary

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

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]
2. The applicant must exclusively serve the enrollees of the Canterbury Woods and Fox Run at Orchard Park Continuing Care Retirement Communities (CCRCs). [CHA]

Council Action Date

February 19, 2026

Program Analysis

Program Description

FoxWoods Home Care LLC seeks to establish a new LHCSA pursuant to Article 36 of the Public Health Law.

The purpose of this project is to create a jointly owned and managed LHCSA to serve the Canterbury Woods and Fox Run Continuing Care Retirement Communities (CCRCs), which are located in Western New York. Both communities' operations include the oversight and care of the seniors in their communities from entry level independent living to assisted living, as well as skilled nursing care. This joint project will create a LHCSA that will serve both CCRC communities and provide the staffing, care, and oversight of the nursing and personal care aide services.

FoxWoods Home Care LLC will operate under a split of 60% ownership by Episcopal Church Home & Affiliates Life Care Community and 40% ownership by Orchard Park CCRC Inc. Please refer to Attachment A for the Organizational Chart.

The applicant proposes to serve the residents of Canterbury Woods and Fox Run CCRCs in the following county:

- Erie

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

- Nursing
- Personal Care Aide

Character and Competence Review

FoxWoods Home Care LLC will be comprised of the following individuals:

Robert Wallace (Chair, Board of Directors)

Employment:

- President/CEO, Episcopal Church Home and Affiliates Life Care Community, Inc., (2007 – Present)

Affiliations:

- Canterbury Woods (RHCF), (2007 – Present)
- Canterbury Woods (Enriched Housing Program), (2007 – Present)
- Canterbury Woods Gates Circle (Enriched Housing Program), (2007 – Present)

William Wlodarczyk (Vice Chair, Board of Directors)

Employment:

- Chief Executive Officer, Fox Run at Orchard Park, (2010 – Present)

Affiliations:

- Fox Run at Orchard Park (RHCF), (2010 – Present)
- Fox Run at Orchard Park (Enriched Housing Program), (2010 – Present)

James Juliano (Treasurer, Board of Directors)

Employment:

- Chief Financial Officer, Episcopal Church Home and Affiliates Life Care Community, Inc., (2007 – Present)

Affiliations:

- Canterbury Woods (RHCF), (2007 – Present)
- Canterbury Woods (Enriched Housing Program), (2007 – Present)
- Canterbury Woods Gates Circle (Enriched Housing Program), (2007 – Present)

Jill Szalach (Secretary, Board of Directors)

Employment:

- Chief Financial Officer, Fox Run at Orchard Park, (2013 – Present)

Affiliations:

- Fox Run at Orchard Park (RHCF), (2013 – Present)
- Fox Run at Orchard Park (Enriched Housing Program), (2013 – Present)

Isadore Demarco (Board Member)

Employment:

- Administrator, Canterbury Woods, (2008 – Present)

Affiliations:

- Canterbury Woods (RHCF), (2008 – Present)
- Canterbury Woods (Enriched Housing Program), (2008 – Present)
- Canterbury Woods Gates Circle (Enriched Housing Program), (2008 – Present)

The Board Members of Episcopal Church Home & Affiliates Life Care Community include:

Gregory Carballada (Board Member)

Employment:

- President/CEO, Foit-Albert Associates Architecture, Engineering and Surveying, P.C., (1999 – Present)

Affiliations:

- Canterbury Woods (RHCF), (2015 – Present)
- Canterbury Woods (Enriched Housing Program), (2015 – Present)
- Canterbury Woods Gates Circle (Enriched Housing Program), (2015 – Present)

Paul Belter (Board Member)

Employment:

- CEO, Primary Care of Western New York, LLP, (October 2023 – Present)
- Owner/Consultant, PEB Advisors, LLC, (January 2022 – Present)

Affiliations:

- Canterbury Woods (RHCF), (January 2022 – Present)
- Canterbury Woods (Enriched Housing Program), (January 2022 – Present)
- Canterbury Woods Gates Circle (Enriched Housing Program), (January 2022 – Present)

Joseph Speth (Board Member)

Employment:

Superintendent of Highways, Town of Amherst, (2003 – Retired, December 2015)

Affiliations

- Canterbury Woods (RHCF), (1995 – Present)
- Canterbury Woods (Enriched Housing Program), (1995 – Present)

- Canterbury Woods Gates Circle (Enriched Housing Program), (1995 – Present)

Rhonda Frederick (Board Member)

Employment:

- President and CEO, People, Inc., (1980 – Retired, 2023)

Affiliations:

- People Home Health Services – Licensed, Inc. (LHCSA), (1980 – Present)
- People, Home Health Services - Certified, Inc. (CHHA), (1980 – Present)
- Canterbury Woods (RHCF), (January 2021 – Present)
- Canterbury Woods (Enriched Housing Program), (January 2021 – Present)
- Canterbury Woods Gates Circle (Enriched Housing Program), (January 2021 – Present)

Laura Hunt (Board Member)

Employment:

- Vice President, Barrantys, LLC, (January 2021 – Present)

Affiliations:

- Canterbury Woods (RHCF), (January 2022 – Present)
- Canterbury Woods (Enriched Housing Program), (January 2022 – Present)
- Canterbury Woods Gates Circle (Enriched Housing Program), (October 2025 – Present)

Francisco Vasquez (Board Member)

Employment:

- President and CEO, Child and Family Services, (2012 – Retired, April 2020)

Affiliations:

- Canterbury Woods (RHCF), (January 2023 – Present)
- Canterbury Woods (Enriched Housing Program), (January 2023 – Present)
- Canterbury Woods Gates Circle (Enriched Housing Program), (January 2023 – Present)

Sarah Goodwin (Board Member)

Employment:

- Senior Vice President, M&T Bank, (July 2011 – Present)

Affiliations:

- Canterbury Woods (RHCF), (2025 – Present)
- Canterbury Woods (Enriched Housing Program), (2025 – Present)
- Canterbury Woods Gates Circle (Enriched Housing Program), (2025 – Present)

Katherine Mohny (Board Member)

Employment:

- Financial Advisor, Morgan Stanley, (May 1990 – Present)

Affiliations:

- Canterbury Woods (RHCF), (2015 – Present)
- Canterbury Woods (Enriched Housing Program), (2015 – Present)
- Canterbury Woods Gates Circle (Enriched Housing Program), (2015 – Present)

Michael Rossi (Board Member)

Employment:

- Operator/Pharmacist, Family Medical Pharmacy, (September 2004 – Present)

Affiliations:

- Canterbury Woods (RHCF), (January 2023 – Present)
- Canterbury Woods (Enriched Housing Program), (January 2023 – Present)
- Canterbury Woods Gates Circle (Enriched Housing Program), (January 2023 – Present)
- Family Medical Pharmacy, (September 2004 – September 2019)

The Board Members of Orchard Park CCRC Inc. include:

Theresa Hart (Board Member)

Employment:

- Senior Manager, Thermo Fisher Scientific, (June 2016 – Present)

Affiliations:

- Fox Run at Orchard Park (RHCF), (May 2021 – Present)
- Fox Run at Orchard Park (Enriched Housing Program), (May 2021 – Present)

John Sherman (Board Member)

Employment:

- Retired since 2001

Affiliations:

- Fox Run at Orchard Park (RHCF), (May 2020 – Present)
- Fox Run at Orchard Park (Enriched Housing Program), (May 2020 – Present)

Gretchen Librock (Board Member)

Employment:

- Manager/VIP – Investment Services and Finance, HSBC Bank, (1986 – Retired, July 2018)

Affiliations:

- Fox Run at Orchard Park (RHCF), (2016 – Present)
- Fox Run at Orchard Park (Enriched Housing Program), (2016 – Present)

Robert Hoover (Board Member)

Employment:

- Vice President, Change Healthcare, (2011 – Retired, February 2022)

Affiliations:

- Fox Run at Orchard Park (RHCF), (May 2023 – Present)
- Fox Run at Orchard Park (Enriched Housing Program), (May 2023 – Present)

Craig Clark (Board Member)

Employment:

- Owner, Clark & Company Wealth Management, (2010 – Present)

Affiliations:

- Fox Run at Orchard Park (RHCF), (May 2021 – Present)
- Fox Run at Orchard Park (Enriched Housing Program), (May 2021 – Present)

Richard Holmes (Board Member)

Employment:

- Officer, Holmes & Murphy, Inc., (1967 – Retired, 2010)

Affiliations:

- Fox Run at Orchard Park (RHCF), (May 2018 – Present)
- Fox Run at Orchard Park (Enriched Housing Program), (May 2018 – Present)

Joseph Grisanti (Board Member)

Employment:

- Medical Director and CEO, Buffalo Rheumatology and Medicine, (1989 – Present)

Affiliations:

- Buffalo Rheumatology and Medicine (Diagnostic and Treatment Center), (1989 – Present)
- Fox Run at Orchard Park (RHCF), (May 2025 – Present)
- Fox Run at Orchard Park (Enriched Housing Program), (May 2025 – Present)

Benjamin Rand (Board Member)

Employment:

- President, Western New York Technology Development Center d/b/a Insyte Consulting, (2007 – Present)
- Adjunct Instructor, University at Buffalo, School of Management, (2019 – 2024)

Affiliations:

- Fox Run at Orchard Park (RHCF), (May 2017 – Present)
- Fox Run at Orchard Park (Enriched Housing Program), (May 2017 – Present)

Terrie Murray (Board Member)

Employment:

- Senior Counsel, Lipsitz Green Scime Cambria LLP (June 2024 – Present)
- Attorney at Law, Cohen & Lombardo, PC (December 2006 – June 2024)

Affiliations:

- Fox Run at Orchard Park (RHCF), (May 2024 – Present)
- Fox Run at Orchard Park (Enriched Housing Program), (May 2024 – Present)

Francis Vavonese (Board Member)

Employment:

- Partner, Smith Vavonese LLP, (2016 – Present)

Affiliations:

- Fox Run at Orchard Park (RHCF), (May 2024 – Present)
- Fox Run at Orchard Park (Enriched Housing Program), (May 2024 – Present)

Donna Hanlon (Board Member)

Employment:

- Retired since 2002

Affiliations:

- Fox Run at Orchard Park (RHCF), (May 2025 – Present)
- Fox Run at Orchard Park (Enriched Housing Program), (May 2025 – Present)

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

Facility Compliance/Enforcement

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

- Fox Run at Orchard Park was fined a \$2,000 civil penalty pursuant to a Stipulation and Order from an October 21, 2019 survey for violations of Article 7 of Social Services Law and 18 NYCRR Part 488.4(c)(13)(i) and 488.11(f)(1).

The information provided by the Division of Nursing Home and ICF/IID Surveillance has indicated that the applicant has provided sufficient supervision to prevent harm, maintain the health, safety, and welfare of residents, and to prevent recurrent code violations.

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

Need Review

Pursuant to Title 10 NYCRR §765-1.16(c)(4), a rebuttal to the presumption of no need was submitted to the Department, which was determined to be sufficient based on the criteria set forth in Title 10 NYCRR §765-1.16(d).

The applicant provided the following key facts in their rebuttal:

Canterbury Woods and Fox Run have over forty years of combined experience as not-for-profit Life Care organizations. However, both have unique challenges that face their communities, as they are the only Life Care facilities in Western New York. Additional travel, unfamiliarity with Life Care communities, and the inability to provide a consistent schedule, pose concerns for home care communities to provide services in Life Care communities. Conversely to the issues posed to outside agencies, FoxWoods Home Care LLC would provide minimal travel, consistent hours, additional benefits (not available through smaller agencies), and continuity of locations among other benefits. Additionally, in the event of an immediate or long-term emergency, such as a pandemic, staffing of home care by outside agencies to Canterbury Woods or Fox Run would be increasingly difficult. Canterbury Woods and Fox Run bared witness to the shortcomings and staffing concerns of home care services that were not provided to their residents during events such as, snowstorms and most notably during the Covid-19 pandemic. The FoxWoods LLC umbrella will be permanently affixed to overcome staffing challenges.

The critical component of any Continuing Care Retirement Community (CCRC) is their residents' successful and seamless movement through the continuum of care. CCRCs and their residents share the goal of living at the lowest level of care for as long as safely possible. The use of other, third party LHCSAs provides a disjointed and often times, suboptimal movement into both assisted living and skilled nursing facilities, since the third party LHCSAs have little access to the overall type of care, quality of care, or the ability to anticipate care needs of CCRC residents. This breakdown in the continuum, at its most critical phase, can often lead to moving residents into a higher level of care, before they should actually need that service. Also, an outside LHCSA's attempt to care for a resident in their independent living setting might not ultimately be safe for that resident. Poorly staffed and managed outside agencies

can have a drastically negative effect on resident care as well. They may be disincentivized to move CCRC residents into higher levels of care, when appropriate, as that means that they lose the care of that resident (and billable hours) to the Life Care community continuum.

Canterbury Woods and Fox Run have shared experiences with underperforming home care agencies functioning within their communities while serving their residents. As both communities are accustomed to high standards, the ability to oversee, influence, or dictate proper care of residents through outside home care agencies is a significant disservice to the residents within the communities. As residents find themselves in a situation where a care aide does not show, is negligent, or underperforms, Canterbury Woods and Fox Run are unable to rectify or instill the proper care for their residents. For years, the underperforming outside agencies have left residents devoid of adequate care when they are compromised. Policies have been additionally put in place to regulate dishonest actions by care aides within the communities.

A shared LHCSA between two CCRCs, with only three locations, guarantees that our LHCSA staff will know our retirement community residents on a much more personal level. Our LHCSA staff will not be traveling throughout the county with different assignments and different patients on a daily basis. Our own LHCSA staff will be accountable to the outstanding care of our residents with that being their only incentive. Better communication with more consistent personal staffing through our own LHSCA will equal better quality of care, and much more seamless moves through the continuum when appropriate.

Maintaining success in the continuum is not only critical in the provision of the best care and treatment of our residents but equally critical in the maintenance of the actuarial balance at all levels of care.

Financial Review

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

Workforce Review

Canterbury Woods and Fox Run have over forty years of combined experience as not-for-profit Life Care organizations. Throughout the operations of both communities hiring, training, and retention have been at the consistent forethought of delivering unequivocally the optimal service to their residents. The applicant will maintain measured practices of feedback, one-on-one meetings, and carefully balanced training regimens. Canterbury Woods and Fox Run have been able to successfully run operations from Independent Living through Skilled Nursing all while receiving multiple accreditations and notoriety due to the success of their employees. With a Home Health agency between both Canterbury Woods and Fox Run the agency would be capable of harnessing the currently applied successful training practices and provide consistent and timely service to those in need in the community.

Hiring, training, and retention have been at the consistent forethought of delivering unequivocally optimal service to residents of Canterbury Woods and Fox Run. Canterbury Woods and Fox Run have been able to successfully run operations from Independent Living through Skilled Nursing, all while receiving multiple accreditations and notoriety due to the success of their employees. With a Home Health agency between both Canterbury Woods and Fox Run, the agency would be capable of harnessing currently applied successful training practices and provide consistent and timely service to those in need in the community.

Research will be done by the applicant within Canterbury Woods, Fox Run, and other comparable communities for the determination of existing residents utilizing Personal Care Aides in various capacities. This information will then be applied to determine the size staffing that will be required to safely and effectively staff the agency.

Conclusion

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

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

Attachments

OALTC Attachment A	Organizational Chart
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Project # 232059-E

Greifinger Rocha LLC d/b/a Home At Last Home Care

Program: LHCSA

County:

Queens

Purpose: Establishment

Acknowledged: September 15, 2023

Executive Summary

Description

Establish Greifinger Rocha, LLC d/b/a Home At Last Home Care as the new operator of a Licensed Home Care Services Agency (LHCSA) previously operated by Home At Last Home Care Services, LLC at 51-27 Queens Boulevard, Suites 2D and 2E, Woodside, New York.

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

February 19, 2026

Program Analysis

Program Description

Greifinger Rocha, LLC d/b/a Home At Last Home Care request approval to become the new operator of Home At Last Home Care Services, LLC.

The applicant has been providing services under a management agreement since August 2017.

The sole member of the current operator, Home At Last Home Care Services, LLC, is Cynthia Simpson. Members for the proposed operator, Greifinger Rocha, LLC d/b/a Home At Last Home Care, are Laura Page-Greifinger (50%) and Gabriela Rocha (50%).

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

- Bronx
- Queens
- Richmond
- Kings
- New York
- Nassau

The applicant will continue to provide the following healthcare services:

- Nursing
- Home Health Aide
- Personal Care
- Therapy- Physical
- Therapy- Occupational
- Therapy- Speech-Language Pathology
- Medical Social Services
- Nutritional
- Homemaker
- Housekeeper

Character and Competence Review

Greifinger/Rocha, LLC d/b/a Home At Last Home Care will be comprised of the following individuals:

Laura Page-Greifinger (50%)

Employment:

- Co-Owner/President, Home At Last Home Care Services, LLC, (August 2017 – Present)
- Majority Owner/Co-Founder/President/CEO, Quality In Real Time, Inc., (September 2006 – June 2020)

Affiliations:

- Home At Last Home Care Services, LLC, (Management Agreement) (LHCSA), (August 2017 – Present)

Gabriela Rocha (50%)

Employment:

- Senior Accounting Manager, Hermes of Paris, (March 2010 – Present)

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

The information provided by the Center of Home and Community Based Services has indicated that the applicant has provided sufficient supervision to prevent harm, maintain the health, safety, and welfare of residents, and to 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
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**Department
of Health**

**Public Health and Health
Planning Council**

**Project # 242282-E
The Home Agency Inc**

Program: LHCSA
Purpose: Establishment

County: Nassau
Acknowledged: December 9, 2024

Executive Summary

Description

Establish The Home Agency, Inc. as the new operator of a Licensed Home Care Services Agency (LHCSA) currently operated by Nannies for Grannies, Inc. d/b/a The Home Agency, at 34 Sunset Lane, Patchogue, New York 11772.

Upon approval of this application by the Public Health and Health Planning Council (PHHPC) the new address will be 3366 Park Avenue, Suite 204, Wantagh, NY 11793.

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

February 19, 2026

Program Analysis

Program Description

The Home Agency, Inc. requests approval to become the new operator of Nannies for Grannies, Inc. d/b/a The Home Agency, an existing LHCSA located at 34 Sunset Lane, Patchogue, NY 11772. Upon approval of this application by the Public Health and Health Planning Council (PHHPC) the new address will be 3366 Park Avenue, Suite 204, Wantagh, NY 11793.

The applicant has been providing services under a management agreement since September 2024.

The sole member of the current operator, Nannies for Grannies, Inc d/b/a The Home Agency, is Patricia Thelian. The sole member of proposed operator, The Home Agency, Inc., is Dana Arnone.

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

- Nassau County
- Queens County
- Suffolk County

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

- Home Health Aide
- Medical Social Services
- Nursing
- Nutritional
- Personal Care
- Therapy – Occupational
- Therapy – Physical
- Therapy – Respiratory

Character and Competence Review

The Home Agency, Inc. will be comprised of the following individual:

Dana Arnone (100 %) (President/Chairman of the Board)

Employment:

- Director of Patient Services, Reliance Home Senior Service, (May 2016 - Present)
- Director of Patient Services, Nannies for Grannies, Inc., (July 2023 - Present)

Affiliations:

- Reliance Home Senior Services, LHCSA, (May 2016 - Present)

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

Facility Compliance/Enforcement

The information provided by the Center of Home and Community Based Services has indicated that the applicant has provided sufficient supervision to prevent harm, maintain the health, safety, and welfare of residents, and to 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
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Project # 252046-E

The Eliot at Catskill LLC d/b/a The Eliot at Catskill LHCSA

Program: LHCSA

County:

Greene

Purpose: Establishment

Acknowledged: August 7, 2025

Executive Summary

Description

The Eliot Management Group, LLC d/b/a The Eliot at Erie Station LHCSA, an existing Licensed Home Care Services Agency (LHCSA) at 122 Jefferson Heights, Catskill, New York 12414, requests approval to transfer 100% ownership interest to a new member LLC, The Eliot at Catskill LLC d/b/a The Eliot at Catskill LHCSA.

The LHCSA is associated with the Adult Home/Assisted Living Program (ALP), The Eliot at Catskill located at the same address. The agency will be serving both the ALP and non-ALP residents of the Adult Care Facility.

There are no proposed changes to the residents 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 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]
2. The applicant will exclusively serve the residents of the Adult Care Facility and Assisted Living Program (ALP). [LTC]

Council Action Date

February 19, 2026

Program Analysis

Program Description

The Eliot Management Group, LLC d/b/a The Eliot at Erie Station LHCSA, requests approval to transfer 100% ownership interest to The Eliot at Catskill LLC d/b/a The Eliot at Catskill LHCSA. The agency will continue to be located at 122 Jefferson Heights, Catskill, NY. 12414, and is associated with the Adult Home/Assisted Living Program (ALP), The Eliot at Catskill, located at the same address.

This change in owner/operator is due to a HUD 232 refinancing program that requires each agency owned by the operator to have its own separate legal entity as part of the structuring for refinancing.

The current membership of The Eliot Management Group, LLC d/b/a The Eliot at Erie Station LHCSA is as follows:

- Eric E. Newhouse 75%
- Neil Zelman 25%

The proposed membership of The Eliot at Catskill LLC d/b/a The Eliot at Catskill LHCSA is as follows:

- Eric E. Newhouse 75%
- Neil Zelman 25%

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

- Greene

The applicant will continue to provide the following healthcare services:

- Nursing
- Home Health Aide
- Personal Care
- Homemaker
- Housekeeper
- Therapy – Physical
- Therapy – Occupational
- Therapy – Speech-Language Pathology

Character and Competence Review

The Eliot at Catskill LLC d/b/a The Eliot at Catskill LHCSA will be comprised of the following individuals:

Eric E. Newhouse (75%) (Managing Member)

Employment:

- President, Polaris HCS, LLC, (January 2020 – Present)
- President, The Eliot Management Group, LLC, (January 2006 – Present)
- CEO, MedWiz Companies, (July 2005 – Present)
- President, Marquis Home Care, (January 2016 – Present)

Affiliations:

- The Sentinel of Amsterdam LLC, (Adult Care Facility/Assisted Living Program), (January 2017 – Present)
- The Sentinel of Rockland, (Adult Care Facility/Assisted Living Program), (January 2020 – Present)
- The Sentinel of Port Jervis, (Adult Care Facility/Assisted Living Program), (January 2018 – Present)
- The Sentinel of Mohegan Lake, (Adult Care Facility/Assisted Living Program), (May 2021 – Present)
- The Eliot at Erie Station ALP, (Adult Care Facility/Assisted Living Program), (January 2006 – Present)
- The Eliot at Troy, LLC, (Adult Care Facility/Assisted Living Program), (January 2020 – Present)

- The Eliot at Catskill, (Adult Care Facility/Assisted Living Program), (August 2012 – Present)
- The Eliot at New Rochelle, (Adult Care Facility/Assisted Living Program), (May 2020 – Present)
- Marquis Home Care, LLC (Spring Valley), (LHCSA), (March 2016 – Present)
- Marquis Home Care, LLC (Albany), (LHCSA), (March 2016 – Present)
- Visiting Docs (Spring Valley), (Diagnostic & Treatment Center), (January 2020 – Present)

Naftali (Neil) Zelman (25%) (Secretary)

Employment:

- CEO, Polaris HCS, LLC, (January 2020 – Present)

Affiliations:

- The Sentinel of Amsterdam, (Assisted Living Residence/Enhanced Assisted Living Residence/Assisted Living Program), (January 2017 – Present)
- The Sentinel at Port Jervis, LLC (Assisted Living Residence/Enhanced Assisted Living Residence, Assisted Living Program), (January 2019 – Present)
- The Eliot at Erie Station, (Assisted Living Residence/Enhanced Assisted Living Residence, Assisted Living Program), (January 2011 – Present)
- The Eliot at Catskill, (Assisted Care Facility/Assisted Living Program), (August 2010 – Present)
- Marquis Home Care, LLC (Licensed Home Care Service Agency), (January 2016 – Present)
- Marquis Certified Home Care, LLC (Certified Home Health Agency), (January 2020 – Present)
- Visiting Docs, (Diagnostic and Treatment Center), (January 2020 – Present)

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

Facility Compliance/Enforcement

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

- The Sentinel of Amsterdam, LLC was fined \$8,000 pursuant to a stipulation and order from a survey dated March 10, 2023, for violations of Article 7 of Social Services Law and Title 18 NYCRR Part 486.5(a)(4)(v), 494.4(a), 487.7(f)(5), 487.7(g)(1), 487.7(d)(6), and 487.9(c)(8) that constituted endangerment under 10 NYCRR 486.5(a)(4)(v).

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 by the current operator. The agency will be serving both the ALP and non-ALP residents of the Adult Care Facility.

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
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**Department
of Health**

**Public Health and Health
Planning Council**

Project # 252047-E

The Sentinel of Port Jervis LLC d/b/a

The Sentinel of Port Jervis LHCSA

Program: LHCSA
Purpose: Establishment

County: Orange
Acknowledged: August 7, 2025

Executive Summary

Description

The Eliot Management Group, LLC d/b/a The Eliot at Erie Station LHCSA, an existing Licensed Home Care Services Agency (LHCSA) at 2247 Greenville Turnpike, Port Jervis, NY 12771, requests approval to transfer 100% ownership interest to a new member LLC, The Sentinel of Port Jervis, LLC d/b/a The Sentinel of Port Jervis LHCSA.

The LHCSA is associated with the Adult Home/Assisted Living Program (ALP), The Sentinel of Port Jervis, located at the same address. The agency will be serving both the ALP and non-ALP residents of the Adult Care Facility

There are no proposed changes to the residents 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 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]
2. The applicant will exclusively serve the residents of the Adult Care Facility and Assisted Living Program (ALP). [LTC]

Council Action Date

February 19, 2026

Program Analysis

Program Description

The Eliot Management Group, LLC d/b/a The Eliot at Erie Station LHCSA requests approval to transfer 100% ownership interest to The Sentinel of Port Jervis, LLC d/b/a The Sentinel of Port Jervis LHCSA. The LHCSA is associated with the Adult Home/Assisted Living Program (ALP), The Sentinel of Port Jervis, located at the same address

This change in owner/operator is due to a HUD 232 refinancing program that requires each agency owned by the operator to have its own separate legal entity as part of the structuring for refinancing.

The current membership of The Eliot Group Management, LLC d/b/a The Eliot at Erie Station LHCSA is as follows:

- Eric E. Newhouse 75%.
- Naftali (Neil) Zelman 25%

The proposed membership of The Sentinel of Port Jervis, LLC d/b/a The Sentinel of Port Jervis LHCSA is as follows:

- Eric E. Newhouse 67%
- Naftali (Neil) Zelman 33%

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

- Orange

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

- Nursing
- Home Health Aide
- Personal Care
- Housekeeper
- Audiology
- Medical Social Services
- Therapy - Respiratory
- Therapy – Physical
- Therapy – Occupational
- Therapy – Speech-Language Pathology

Character and Competence Review

The Sentinel of Port Jervis LLC d/b/a The Sentinel of Port Jervis LHCSA will be comprised of the following individuals:

Eric Newhouse (67%) (Managing Member)

Employment:

- President, Polaris HCS, LLC, (January 2020 – Present)
- President, The Elliot Management Group, LLC, (January 2006 – Present)
- CEO, MedWiz Companies, (July 2005 – Present)
- President, Marquis Home Care, (January 2016 – Present)

Affiliations:

- The Sentinel of Amsterdam LLC, (Adult Care Facility/Assisted Living Program), (January 2017 – Present)
- The Sentinel of Rockland, (Adult Care Facility/Assisted Living Program), (January 2020 – Present)
- The Sentinel of Port Jervis, (Adult Care Facility/Assisted Living Program), (January 2018 – Present)
- The Sentinel of Mohegan Lake, (Adult Care Facility/Assisted Living Program), (May 2021 – Present)
- The Eliot at Erie Station ALP, (Adult Care Facility/Assisted Living Program), (January 2006 – Present)
- The Eliot at Troy, LLC, (Adult Care Facility/Assisted Living Program), (January 2020 – Present)
- The Eliot at Catskill, (Adult Care Facility/Assisted Living Program), (August 2012 – Present)
- The Eliot at New Rochelle, (Adult Care Facility/Assisted Living Program), (May 2020 – Present)
- Marquis Home Care, LLC (Spring Valley), (LHCSA), (March 2016 – Present)
- Marquis Home Care, LLC (Albany), (LHCSA), (March 2016 – Present)
- Visiting Docs (Spring Valley), (Diagnostic & Treatment Center), (January 2020 – Present)

Naftali (Neil) Zelman (33%) (Secretary)

Employment

- CEO, Polaris HCS, LLC, (January 2020 – Present)

Affiliations

- The Sentinel of Amsterdam, (Assisted Living Residence/Enhanced Assisted Living Residence/Assisted Living Program), (January 2017 – Present)
- The Sentinel at Port Jervis, (Assisted Living Residence/Enhanced Assisted Living Residence/Assisted Living Program), (January 2019 – Present)
- The Eliot at Erie Station, (Assisted Living Residence/Enhanced Assisted Living Residence/Assisted Living Program), (January 2011 – Present)
- The Eliot at Catskill, (Assisted Care Facility/Assisted Living Program), (August 2010 – Present)
- Marquis Home Care, LLC, (Licensed Home Care Services Agency), (January 2016 – Present)
- Marquis Certified Home Care, LLC, (Certified Home Health Agency), (January 2020 – Present)
- Visiting Docs, (Diagnostic and Treatment Center), (January 2020 – Present)

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

Facility Compliance/Enforcement

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

- The Sentinel of Amsterdam, LLC was fined \$8,000 pursuant to a stipulation and order from a survey dated March 10, 2023 for violations of Article 7 of Social Services Law and Title 18 NYCRR Part 486.5(a)(4)(v), 494.4(a), 487.7(f)(5), 487.7(g)(1), 487.7(d)(6), and 487.9(c)(8) that constituted endangerment under 10 NYCRR 486.5(a)(4)(v).

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 by the current operator. The agency will be serving both the ALP and non-ALP residents of the Adult Care Facility.

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
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Project # 242307-E
378SYWOOD LLC d/b/a
Woodbury Heights Nursing and Rehabilitation Center

Program: Residential Health Care Facility
Purpose: Establishment

County: Nassau
Acknowledged: April 16, 2025

Executive Summary

Description

378SYWOOD LLC d/b/a Woodbury Heights Nursing and Rehabilitation Center, a New York limited liability company, requests approval to be established as the operator of Woodbury Heights Nursing and Rehabilitation Center (formerly known as Cold Springs Hills Center for Nursing and Rehabilitation), an existing 588-bed residential health care facility (RHCF), which includes 24 licensed ventilator dependent beds, and is at 378 Syosset-Woodbury Road, Woodbury NY (Nassau County). The New York State Department of Health approved 378SYWOOD LLC as the voluntary receiver of the facility effective April 22, 2025.

On January 2, 2025, Cold Spring Hills Center for Nursing and Rehabilitation initiated Federal Chapter 11 Bankruptcy via legal action in the United States Bankruptcy Court for the Southern District of New York. Pursuant to the bankruptcy term sheet, 378SYWOOD LLC will purchase the operating assets of the RHCF from Cold Spring Acquisition, LLC. Also, pursuant to the term sheet, Woodbury Heights Rehabilitation Center Realty LLC will purchase the real estate of the RHCF from Cold Spring Realty Acquisition, LLC.

Upon approval of this Application, Woodbury Heights Rehabilitation Center Realty LLC will lease the RHCF to 378SYWOOD LLC.

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

Current Operator

378SYWOOD LLC
(Receiver)

Member:

Eliezer J. (Jay) Zelman 100%

Proposed Ownership

378SYWOOD LLC

Member:

Eliezer J. (Jay) Zelman* 100%

**Managing Member*

378SYWOOD LLC and Centralized Business Services, LLC will enter into a consulting and administrative services agreement (CASA) for the provision of administrative and business services for the facility.

OALTC Recommendation
Contingent Approval

Need Summary

There will be no changes to beds or services as a result of this application. As of December 2, 2025, the facility reported 55% occupancy of its staffed beds, and Nassau County had 93.9% 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).

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.

Financial Summary

The purchase price for the operating interests and the real estate interests of the RHCF includes the assumption of certain liabilities. The proposed budget is as follows:

<u>Budget</u>	<u>Year One</u>	<u>Year Three</u>
Revenues	\$42,937,648	\$96,913,255
Expenses	<u>54,685,837</u>	<u>94,164,066</u>
Net Income	(\$11,748,189)	\$2,749,189

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 an executed working capital loan document 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]
2. Submission of a Certificate of Need application(s) post approval for the proposed work to reopen the remaining floors of the Seacrest building, the Brookville building, and the Sagamore building. [LTC]

Council Action Date

February 19, 2026

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

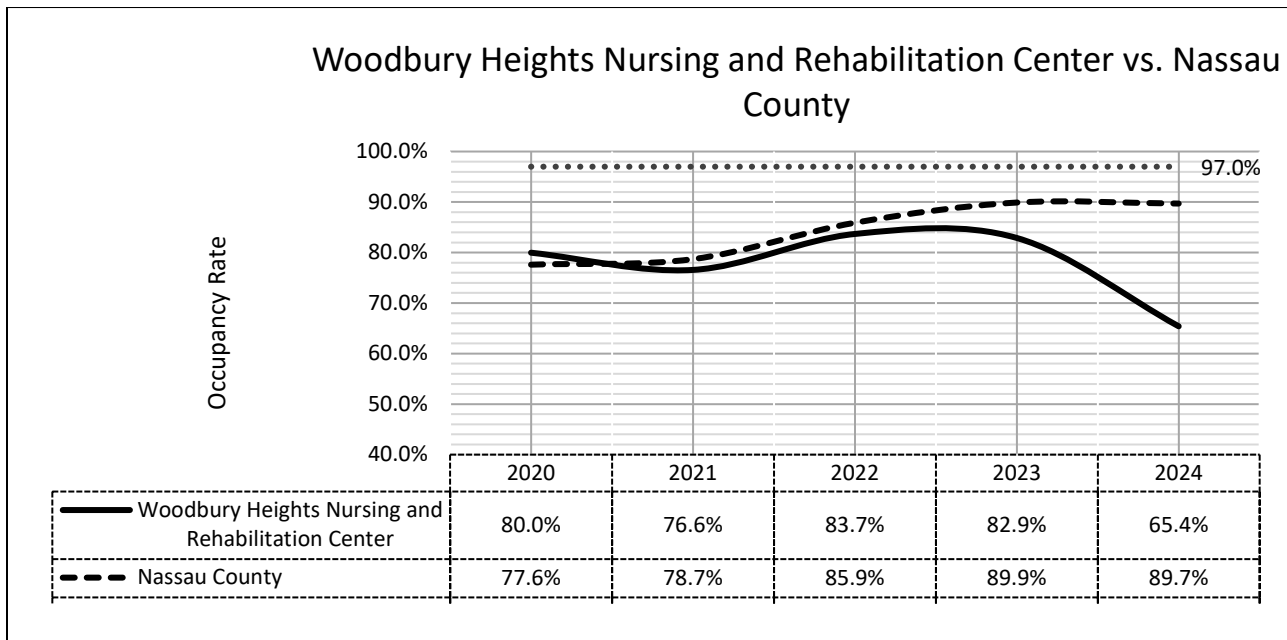
Demographics	Nassau County	New York State
Total Population (2023 Estimate)	1,388,138	19,872,319
Hispanic or Latino (of any race)	18.5%	19.6%
White (non-Hispanic)	55.4%	53.4%
Black or African American (non-Hispanic)	10.9%	13.6%
Asian (non-Hispanic)	11.5%	8.8%
Other (non-Hispanic)	3.7%	4.6%

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

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

	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) and Cornell Program on Applied Demographics



Source: Occupancy rates shown through 2024 have been calculated from the RHCf cost reports.

Based on weekly census data, the facility reported 76.4% of their 588 licensed beds staffed and 42.0% occupied as of December 2, 2025, for a 55.0% occupancy of staffed beds. Nassau County had 96.7% of the county's 7,373 licensed beds staffed and 91.0% occupied for a 93.9% occupancy of staffed beds.

Per the applicant, in April 2024 the facility placed a voluntary hold on Admissions and a closure plan was submitted to the Department in June 2024 which resulted in three building closures and 291 beds offline. Since then, the applicant has been working with the Department to gradually re-open certain beds in a phased approach.

The table below shows the CMS Rating and the utilization of the closest RHCs to Cold Spring Hills Center for Nursing and Rehabilitation.

Facility Name	CMS Overall Rating	Beds	Distance from other RHCs	Occupancy		
	As of 11/2025			2022	2023	2024
			Miles/Time			
Woodbury Heights Nursing and Rehabilitation Center (formerly known as Cold Spring Hills Center for Nursing and Rehabilitation)	1	588	0 miles/0 mins	83.7%	82.9%	65.4%
Excel at Woodbury for Rehab and Nursing	5	123	1.8 miles/7 mins	85.8%	85.2%	87.8%
White Oaks Rehabilitation and Nursing Ctr	3	200	2.0 miles/8 mins	85.5%	85.8%	91.6%
Central Island Healthcare	4	202	5.3 miles/13 mins	77.3%	79.1%	79.4%
Pine Forest Center for Rehab & Healthcare (formerly known as Hilaire Rehab & Nursing – Suffolk County)	4	76	5.5 miles/16 mins	95.5%	96.0%	95.0%
Carillon Nursing and Rehab Ctr (Suffolk County)	4	315	5.6 miles/18 mins	70.4%	77.0%	84.4%
Apex Rehab & Care Center (Suffolk County)	2	195	5.7 miles/18 mins	96.2%	95.9%	92.5%

Source: CMS and RHC Cost Reports

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
Woodbury Heights Nursing and Rehabilitation Center (formerly known as Cold Spring Hills Center for Nursing and Rehabilitation)	1.24	1.172	1.2745	1.2013	1.2729	1.1966
Excel at Woodbury for Rehab and Nursing	1.385	0.985	1.552	1.1073	1.5746	1.1135
White Oaks Rehabilitation and Nursing Ctr	1.273	1.118	1.4965	1.4365	1.6545	1.7619
Central Island Healthcare	1.413	1.221	1.4112	1.2039	1.3934	1.2285
Pine Forest Center for Rehab & Healthcare (formerly known as Hilaire Rehab & Nursing – Suffolk County)	1.278	1.211	1.4645	1.5144	1.4635	1.468
Carillon Nursing and Rehab Ctr (Suffolk County)	1.406	1.299	1.4194	1.3707	1.4169	1.3296
Apex Rehab & Care Center (Suffolk County)	1.401	1.27	1.4454	1.3653	1.4721	1.4066

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 is 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 above the threshold of 75% of the Nassau County rate for 2022 through 2024.

Medicaid Access	2022	2023	2024
Nassau County Total	20.2%	22.4%	22.5%
<i>Nassau County Threshold Value</i>	<i>15.2%</i>	<i>16.8%</i>	<i>16.9%</i>
Woodbury Heights Nursing and Rehabilitation Center (formerly known as Cold Spring Hills Center for Nursing and Rehabilitation)	39.9%	55.4%	55.4%

Conclusion

There will be no changes to beds or services as a result of this application. As of December 2, 2025, the facility reported 55.0% occupancy of its staffed beds, and Nassau County had 93.9% occupancy of staffed beds.

Program Analysis

Program Description

	Existing	Proposed
Facility Name	Woodbury Heights Nursing and Rehabilitation Center	Same
Address	378 Syosset-Woodbury Road Woodbury, New York 11797	Same
RHCF Capacity	564 RHCF beds 24 Vent beds 588 Total beds	Same
ADHCP Capacity	50 participants	Same
Type of Operator	Limited Liability Company	Limited Liability Company
Class of Operator	Receivership	Proprietary
Operator	378SYWOOD LLC (Receiver) <u>Membership:</u> Eliezer J. (Jay) Zelman 100%	378SYWOOD LLC <u>Membership:</u> Eliezer J. (Jay) Zelman* 100% <i>*Managing Member</i>

On January 2, 2025, Cold Spring Hills Center for Nursing and Rehabilitation initiated Federal Chapter 11 Bankruptcy via legal action in the United States Bankruptcy Court for the Southern District of New York. Chapter 11 Bankruptcy Case No. 25-22002. Actions related to the disposition of the assets of the facility are subject to United States Bankruptcy Court approval. The New York State Department of Health approved 378SYWOOD LLC as the Voluntary Receiver of the facility effective April 22, 2025. Pursuant to the Term Sheet, 378SYWOOD LLC will purchase the operating assets of the RHCF from Cold Spring Acquisition, LLC, and Woodbury Heights Rehabilitation Center Realty LLC will purchase the real estate of the RHCF from Cold Spring Realty Acquisition, LLC.

378Sywood LLC d/b/a Woodbury Heights Nursing and Rehabilitation Center entered a consulting services agreement (CASA) with Centralized Business Services, LLC. The owners of Centralized Business Services, LLC are Mark Ruvel, Izzy Weinberg, Ephraim Fink, Simon Bitton, and Joseph Gestetner. There is no relationship between the proposed owner and the consultant. Centralized Business Services, LLC., will consult and assist the facility with the following, as noted in the consulting and services agreement: accounts receivable, accounts payable, cash management, accounting, reporting, cost reporting, corporate services, payroll, tax services, benefits, payroll-based journal filing, and purchasing.

Capital Improvement Plan

The applicant states that a capital improvement plan is currently in the planning phase with the applicant's architects, Dynamic Design Associates, to reopen all closed units/buildings on the facility campus. A condition will be added regarding the need to submit a Certificate of Need application(s) post approval for the proposed work to reopen the remaining floors of the Seacrest building, the Brookville building, and the Sagamore building.

Character and Competence

Eliezer J. (Jay) Zelman lists concurrent employment as Operator of the following facilities: Achieve Rehab and Nursing Facility in Liberty, NY, The Monarch at Brooklyn Rehabilitation and Nursing Center in Brooklyn, NY, Regal Heights Rehabilitation and Nursing Center in Queens, NY, Fairport Skilled Nursing and Rehab in Fairport, NY, and Buena Vida Rehabilitation and Nursing Center in Brooklyn, NY. Eliezer J. Zelman is also a Founding Partner of REQQUER.com, a web-based maintenance management system for skilled nursing facilities. Previously, Eliezer J. Zelman was CEO and Operator of Schervier Nursing Care Center in Riverdale, NY, a Partner and Vice President of the LTC Division of Compass Home Dialysis Center in Philadelphia, PA, and the Director of Operations of Global Healthcare Services Group in Howell, NJ, a group providing operational oversight of New York and Pennsylvania skilled nursing facilities. Eliezer J. Zelman was a Licensed Nursing Home Administrator in both New York and New Jersey, but those licenses have expired and have not been renewed. Eliezer J. Zelman holds a master's degree in administration & supervision from Fordham University and discloses health care facility ownership interests as follows:

New York Nursing Homes

Achieve Rehab and Nursing Facility (9.99%)	09/2007 to present
The Monarch at Brooklyn Rehabilitation and Nursing Center (100%)	07/2021 to present
Regal Heights Rehabilitation and Health Care Center (49.50%)	07/2020 to present
Fairport Skilled Nursing and Rehab (100%)	05/2024 to present
Buena Vida Rehabilitation and Nursing Center (.1%)	05/2020 to present

New York Receivership

Woodbury Heights Nursing and Rehabilitation Center (100%)	04/2025 to present
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New York Licensed Home Care Services Agency

WeCare at Fairport HomeCare	Pending
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End-Dated New York Facilities

Schervier Nursing Care Center	07/2017 to 03/2020
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Quality Review

The proposed applicant has been evaluated, in part, on the distribution of CMS Star ratings for their portfolio. For the proposed owner, 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	
		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
Owner	Total Nursing Homes				
Eliezer J. Zelman	6	2	100%	4	25%

*Duration of Ownership as of 2/19/2026

Data date: 10/2025

New York. The proposed owner's portfolio includes ownership in five New York facilities and receivership in one New York facility. Three of the New York facilities The Monarch at Brooklyn Rehabilitation and Nursing Center, Regal Heights Rehabilitation and Health Care Center, and Buena Vida Rehabilitation and Nursing Center have a CMS overall quality rating of average to above average. The remaining three New York facilities, Achieve Rehab and Nursing Facility, Fairport Skilled Nursing and Rehab, and Woodbury Heights Nursing and Rehabilitation Center 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 stated the following:

Achieve Rehab and Nursing Center

Projection for Quality measures in next quarter: Four star

The facility is expected to improve the star ratings specifically quality measures in the next quarter.

The new Director of Nursing is working out very well and is focusing on quality of care and regulatory compliance.

The facility is currently listed as 2 stars for quality measures and is expected to increase to four stars in the next quarter of 2025.

The facility is taking initiatives to improve in areas such as:

- Fall prevention
- Psychotropic drug usage
- Re-hospitalization

The following activities/initiatives are in place to improve quality measures with the help of their seasoned MDS Coordinator.

- Nursing assistance will be trained on ADL Documentation and section GG
- Facility is currently addressing coding errors from rehab
- New initiatives for falls prevention implemented
- Psychotropic drug usage and GDR will be addressed by the interdisciplinary team with the help of the psychiatrist
- Initiatives implemented to reduce unplanned hospital transfers to reduce rehospitalization
- The facility QAPI team conducted a root cause analysis about the decline in QM score and identified rehab documentation for ADLs contributed and corrective actions are in place.
- QAPI initiatives in progress using the Quality Assurance software - StarsForCare

Fairport Skilled Nursing and Rehab

The following is a discussion of specific corrective actions and system improvements that have been implemented at the facility:

Leadership and Oversight:

- A Regional Nurse Consultant has been assigned to the facility, conducting weekly compliance audits and providing enhanced oversight. The facility also has monthly oversight calls with the Regional Director of Operations to monitor progress, outcomes, and to follow up on all action plans.

Infection Prevention & Control:

- Full-time Registered Nurse Preventionist hired and fully trained. This role includes daily rounding and ongoing staff training.
- Facility-wide audit tool implemented; data is reported to regional nursing leadership to ensure the facility is trending in the right direction.

Pharmacy & Medication Systems:

- Replaced the prior pharmacy vendor with a trusted partner that the team has used successfully in other facilities.
- Instituted new medication storage and labeling protocols with audits to ensure compliance.
- Controlled drug audits are now completed regularly by pharmacy consultants.

Resident Safety & Call Bell System:

- *Impacted units are now outfitted with a new call bell system (completed August 2025), including bathroom and bathing area coverage.*
- *Fall Reduction Program has been expanded via increased rounding and the implementation of a special "frequent fallers" unit.*

Resident Rights & Abuse Reporting:

- *Staff retraining on resident rights, abuse reporting, and investigative responses have been completed facility-wide.*

Quality Assurance & Performance Improvement (QAPI):

- *QAPI Committee restructured to review audit tools implemented after recent citations.*
- *Facility-wide performance metrics are tracked in real time through SimpleLTC and reviewed frequently at QAPI and weekly nursing meetings.*

Anti-psychotic Drug Use:

- *The facility is implementing a Gradual Dose Reduction system and reducing usage where appropriate and clinically beneficial. The facility's psychiatric team is highly involved in this initiative, and resident data and outcomes are reviewed closely by providers.*

Falls with major injury:

- *Created a special unit for residents who are "frequent fallers" and are at a greater risk of falling. There is constant supervision with additional staff focused on these residents.*
- *The call bell system has been upgraded to provide residents with rapid, more dependable access to staff, improving both safety and response times.*
- *Provide residents with engaging activities to keep them occupied, thereby reducing the risk of falling.*

Pressure Ulcers:

- *The facility is working on repositioning residents frequently to prevent pressure ulcers.*
- *The nursing team meets frequently to discuss the treatment of wounds and how to prevent recurrence.*
- *The facility does wound rounds with the doctor to check on the progress of existing wounds regularly.*
- *Comprehensive skin checks are performed on all residents.*

Rehospitalization:

- *The facility provides the highest level of in-house treatment, where possible, to hopefully prevent rehospitalizations.*
- *The facility uses a Hospital Tracking tool to hold facility leadership accountable as to when residents are being discharged to the hospital.*
- *The facility closely monitors rehospitalizations to prevent future rehospitalizations for the same reasons.*

Woodbury Heights Nursing and Rehabilitation Center

The facility's overall star rating did not actually decline; it only appears lower because CMS temporarily suppressed the facility's staffing rating during the PBJ audit. CMS confirmed that the suppression is only a placeholder while the CHOW is pending and does not reflect any audit failure, penalty, or quality concern. Because staffing is temporarily removed from the calculation, the overall star rating is artificially lowered even though the facility's quality has improved. When comparing the April 2025 report to the October 2025 report, the facility shows clear improvement in both long-stay and short-stay quality measures. In April 2025, the facility's total Quality Measure score was 941 with a two-(2)-star QM rating, and by October 2025 the score rose to 1195 with a three-(3)-star rating. Long-stay measures improved in important areas such as urinary tract infections, catheter use, and decline in daily functioning, while pressure-injury rates stabilized. Short-stay measures show even more significant gains, with the short-stay QM rating increasing from three (3) stars in April to five (5) stars in October due to better outcomes in pressure injuries, functional improvement at discharge, rehospitalizations, and emergency department visits. These improvements reflect focused work on care transitions, wound management, fall prevention, enhanced RN oversight, documentation accuracy, and strengthened QAPI systems. Once the CHOW is completed and CMS reinstates the staffing star, the overall rating will return to its accurate level and will reflect the improvements already seen in the Quality Measures category

Facility	Ownership Since	Overall	Health Inspection	Quality Measure	Staffing
New York					
Woodbury Heights Nursing and Rehabilitation Center	Subject Facility	*	*	***	2
Achieve Rehab and Nursing Facility	Current	**	**	**	**
	09/2007*	***	**	***	****
The Monarch at Brooklyn Rehabilitation and Nursing Center	Current	***	**	*****	**
	07/2021	***	**	*****	**
Regal Heights Rehabilitation and Health Care Center	Current	****	***	*****	***
	07/2020	*****	*****	*****	***
Fairport Skilled Nursing and Rehab	Current	*	*	****	**
	05/2024	***	**	*****	***
Buena Vida Rehabilitation and Nursing Center	Current	*****	*****	****	***
	05/2020	*****	****	*****	***
Woodbury Heights Nursing and Rehabilitation Center	Current	*	*	***	2
	04/2025	*	*	**	****

Data date: 10/2025

* Earliest data as of 01/2009

2 Not enough data available to calculate a star rating.

End Dated Ownership					
Facility	Ownership Since	Overall	Health Inspection	Quality Measure	Staffing
New York					
Schervier Nursing Care Center	03/2020	*****	****	*****	**
	07/2017	*****	****	*****	***

Enforcement History

New York

A review of the operations of Achieve Rehab and Nursing Facility under 10 NYCRR §600.2 requirements for approval reveals the following:

- The facility was assessed a federal CMP of \$650 on 05/10/2021 for failure to report COVID data.

A review of the operations of The Monarch at Brooklyn Rehabilitation and Nursing Center under 10 NYCRR §600.2 requirements for approval reveals the following:

- The facility was assessed a federal CMP of \$2,113 on 11/07/2022 and of \$4,226 on 10/17/2022. Per the applicant: *The civil monetary penalties are for failing to report data to the Centers for the Disease Control with COVID data reporting. This is concurrent with the period of time whereas a new Administrator of Record commenced at the facility and was unable to have access to the reporting portal.*
- The facility was fined \$2,000 pursuant to Stipulation and Order NH-22-109 for surveillance findings on 01/03/2022. Deficiencies were found under Executive Order 415.19(a) Infection Control. The facility failed to ensure that infection control practices and procedures were maintained. Specifically, oxygen tubing was observed touching the floor on three occasions, a staff member was observed entering a room with signage of contact droplet precaution without wearing the appropriate Personal Protective Equipment and there was no water management plan for Legionella with required components including but not limited to a facility-specific environmental risk assessment, a site-specific water management plan, or a sampling plan.
- The facility was assessed a federal CMP of \$655 on 09/06/2021 for failure to report COVID data.

A review of the operations of Regal Heights Rehabilitation and Health Care Center under 10 NYCRR §600.2 requirements for approval reveals the following:

- The facility was fined \$4,000 pursuant to Stipulation and Order NH-22-103 for surveillance findings on 04/22/2022. Deficiencies were found under 10 NYCRR §415.19(a) (1-3) & (b)(1) Infection Control. The facility did not ensure infection control practices were maintained to prevent the development and transmission of COVID-19 infection. Specifically, the facility failed to put two exposed residents on contact isolation following exposure to COVID-19. A federal CMP of \$9,750 was also assessed on 04/22/2022 for infection control failures.
- The facility was assessed federal CMPs of \$1,988 on 02/28/2022, \$1,657 on 02/21/2022, \$1,325 on 02/14/2022, \$994 on 02/07/2022 and \$663 on 01/31/2022 for failure to report COVID data.
- The facility was fined \$2,000 pursuant to Stipulation and Order NH-21-231 for surveillance findings on 09/10/2021. Deficiencies were found under 10 NYCRR §415.19(a) Infection Control. The facility did not ensure infection control practices and procedures were maintained to provide a safe and sanitary environment to help prevent the development and transmission of communicable diseases and infections. Specifically, an RN was observed using a Blood Pressure cuff for multiple residents without sanitizing the equipment in between the residents.
- The facility was fined \$10,000 pursuant to Stipulation and Order NH-21-109 for surveillance findings on 12/30/2020. Deficiencies were found under 10 NYCRR §415.19(a)(1) & (2) Infection Control. The facility failed to maintain an infection control program designed to provide a safe, sanitary, and comfortable environment and to help prevent the transmission of COVID-19. Specifically, the facility failed to appropriately control and prevent the transmission of COVID-19 when it failed to place units exposed to COVID positive staff on contact and droplet precautions.

A review of the operations of Fairport Skilled Nursing and Rehab, 10 NYCRR §600.2 requirements for approval reveals no enforcements.

A review of the operations of Buena Vida Rehabilitation and Nursing Center under 10 NYCRR §600.2 requirements for approval reveals the following:

- The facility was assessed a federal CMP of \$1,316 on 02/28/2022, \$987 on 02/21/2022, and \$650 on 02/15/2021 for failure to report COVID data.
- The facility was fined \$2,000 pursuant to Stipulation and Order NH-22-052 for surveillance findings on 12/21/2021. Deficiencies were found under 10 NYCRR §415.19(a) Infection Control. The facility failed to ensure that infection control practices and procedures were maintained. Specifically, oxygen tubing and catheter tubing were observed touching the floor on four occasions. In addition, staff were observed not sanitizing residents' hands prior to serving meals. A federal CMP of \$5,000 was also assessed on 12/21/2021 for failure to provide and implement an infection prevention and control program.

A review of the operations of Woodbury Heights Nursing and Rehabilitation Center under 10 NYCRR §600.2 requirements for approval reveals no enforcements.

A review of the operations of Schervier Nursing Care Center, 10 NYCRR §600.2 requirements for approval reveals no enforcements.

Conclusion

The individual background review indicates the applicants have met the standards 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 and the renovation costs to get all licensed beds back online. The budget is summarized below:

	Current Year		Year One		Year Three	
Revenues	Per Diem	Total	Per Diem	Total	Per Diem	Total
Commercial FFS	\$1,476	\$2,919,799	\$569	\$2,285,834	\$569	\$6,230,988
Medicare FFS	\$264	\$3,929,616	\$840	\$4,353,930	\$840	\$20,339,550
Medicare MC	\$167	\$572,092	\$798	\$1,378,745	\$798	\$6,440,858
Medicaid FFS	\$340	\$42,656,419	\$390	\$23,550,930	\$375	\$43,133,063
Medicaid MC	\$5	\$124,732	\$371	\$7,457,795	\$356	\$13,658,803
Private Pay	\$1,196	\$5,072,120	\$475	\$950,180	\$475	\$1,213,855
Other Op Rev		\$3,006,563		\$1,319,224		\$2,811,549
Medicare Part B		<u>\$5,657,813</u>		<u>\$1,641,010</u>		<u>\$3,084,589</u>
Total Revenues		\$63,939,154		\$42,937,648		\$96,913,255
Expenses						
Operating		\$76,816,518	\$506	\$47,244,894	\$435	\$86,646,473
Capital		<u>\$8,505,435</u>	<u>\$80</u>	<u>\$7,440,943</u>	<u>\$38</u>	<u>\$7,517,593</u>
Total Expenses		\$85,321,953	\$585	\$54,685,837	\$473	\$94,164,066
Net Income/(Loss)		(\$21,382,799)		(\$11,748,189)		\$2,749,189
Utilization: (Days)		138,022		93,444		199,152
Occupancy		64.31%		43.54%		92.79%
Breakeven Occupancy				55.45%		90.16%

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

- The decreases in patient days from the Current Year (2024) to Year One is the result of three buildings, totaling 291 beds, temporarily closed towards the end of calendar year 2024. These beds are expected to be brought online, so there will be an increase in patient days in Year Three.
- Reimbursement rates are based on current reimbursement rates.
- Medicare FFS and Medicare Managed Care reimbursement rates have increased due to the applicant's plan to provide more short-term rehabilitation services to residents.
- The total number of FTEs in the Current Year is 656.5, while the FTEs in Years One and Three will be 313 FTEs and 588 FTEs, respectively. The low number of FTEs in Year One is the result of 291 closed beds coming back online.
- Registered Nurse FTEs in the Current Year will be 16.0 and 50.0 in Years One and Three, respectively. The low number of FTEs in the first year is the result of closed beds expected to be brought back online.
- FTEs for Aides, Orderlies & Attendants were 302.2 FTEs in the Current Year, while Years One and Three are projected at 120.5 and 277.0, respectively.
- The facility had 2024 occupancy of 64.1%.
- The applicant states that the high percentage of employee benefits to salaries and wages in Current Year (56%) and Year Three (41.78%) as compared with Year One, is due to the fact that the facility has entered into a Memorandum of Agreement with 1199 SEIU United Healthcare Workers East to significantly reduce union benefits in Years One and Two with full restoration of union benefits beginning in Year Three. The applicant states that this Memorandum of Agreement is essentially a lifeline needed in order for the facility to restore its occupancy and revenue levels

to financially sustainable levels via the capital improvement timeline that was shared with the Department.

- The projected percentage of direct care staffing costs to projected facility revenues is 63.27% in Year One and 59.69% in Year Three, exceeding the 40% requirement in Public Health Law §2808.
- The percentage of direct resident care costs to projected staffing revenues is 87.57% in Year One and 75.58% in Year Three, which exceeds the 70% requirement in Public Health Law in §2808.
- The facility's projected profit percentage is forecasted to be -26.38% in Year One and 4.43% in Year Three, less than the 5% maximum outlined in Public Health Law §2808.
- The staffing ratio is 4.1, which meets the required 3.5 hours of care per resident per day under 10 NYCRR §415.13.

Utilization percentages by payor source are summarized below:

<u>Payor</u>	<u>Current Year</u>	<u>Year One</u>	<u>Year Three</u>
Commercial FFS	1.00%	4.30%	5.50%
Medicare FFS	3.34%	5.55%	12.16%
Medicare MC	0.49%	1.85%	4.05%
Medicaid FFS	93.16%	64.62%	57.76%
Medicaid MC	0.27%	21.54%	19.25%
Private Pay	<u>1.74%</u>	<u>2.14%</u>	<u>1.28%</u>
Total	100%	100%	100%

Capital Improvement Plan

Pursuant to discussions with the New York State Department of Health, the applicant has submitted a capital improvement plan. The capital improvement plan consists of the costs to get the offline beds back in operations and a discussion of the timeframe to get the beds in operation. The applicant intends to begin renovations in early 2026.

Currently, the facility has 291 beds that are offline in three buildings that can be made available for occupancy by September 2027 for renovation costs of approximately \$8.3M. The applicant has indicated that the Seacliff and Sagamore buildings will not likely require full renovations, but the units in the Brookville building will require full renovations. The renovation costs of \$8.3M will be met with equity and bank financing.

Building	Floor	Timeframe	Number of Beds Back Online	Total Number of Beds
		July 2025		297
Seacliff	2	October 2025 through December 2025	46	343
Seacliff	3	January 2026 through March 2026	54	397
Sagamore	1	May 2026 through July 2026	35	432
Sagamore	2	August 2026 through October 2026	35	467
Sagamore	3	November 2026 through January 2027	31	498
Brookville	1	January 2027 through March 2027	30	528
Brookville	2	April 2027 through June 2027	30	558
Brookville	3	July 2027 through September 2027	30	588
			291	588

The applicant will file a CON application relating to the renovations referenced above, subsequent to the approval of this project.

Asset Purchase Agreement

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

Date	December 18, 2024
Seller	Cold Spring Acquisition, LLC D/B/A Cold Spring Hills Center for Nursing and Rehabilitation
Purchaser	378SYWOOD LLC
Receivership Agreement	Simultaneously with the execution of this Agreement, Seller and the Buyer intend that Company, Buyer and the New York State Department of Health will enter into that certain Receiver Agreement providing for Buyer (Receiver) to be appointed as the interim operator of the Business (the Receivership).
Assets Acquired	Equipment, supplies and inventories, Company's Medicare and Medicaid provider numbers and agreements, all administrative records, financial books and records, employee and payroll records, custody of all Patient Medical Records, medical staff records and medical administrative libraries, copies of all other books and records of or relating to the Business and all accounts receivable generated on and after the Receivership Date.
Excluded Assets	All accounts receivable and other rights to payment from residents, customers and clients of the Company, all of the rights of the Company pursuant to the Transactional Documents, the Company's corporate records, any personnel records and other records that the Company is required by Law to retain, the name "Cold Spring Hills Center for Nursing and Rehabilitation" and any and all rights of the Intellectual Property of the Company and all cash, cash equivalents, bank accounts, certificate of deposit and other cash items and investment accounts of the Company.
Assumed Liabilities	All of the claims, liabilities and obligations of any kind or nature (including accounts payable and Healthcare Program Liabilities) incurred in the conduct of the Business, all liabilities and obligations of the Company under all Assumed Contracts and all outstanding payables of the Company incurred in the conduct of the Business from and after the Receivership Date that are essential to the operations of the Business.
Purchase Price	The purchase price for the operations assets will be the assumption of the certain liabilities.

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 liabilities of \$3,677,779.19.

Administrative and Consulting Services Agreement

The applicant has submitted an executed administrative services agreement, which is summarized below:

Date	January 1, 2025
Contractor	Centralized Business Services, LLC
Facility	378Sywood, LLC d/b/a Woodbury Heights Nursing and Rehabilitation Center
Services Provided	The Contractor will provide the following services: full spectrum of Accounting Receivable/Billing services, accounts payable and cash management, cost reports and corporate services, payroll/HR oversight and purchasing.
Term	1 year with 1 year renewal period.
Fee	\$330,000 annually

Real Estate Purchase Agreement

The applicant has submitted an executed real estate agreement, which is summarized below:

Date	December 18, 2024
Seller	Cold Spring Realty Acquisition, LLC
Purchaser	Woodbury Heights Rehabilitation Center Realty, LLC
Purchase Price	Assumption of the unpaid principal balance of the Mortgage. The current balance of the mortgage is \$70,660,246 at an interest rate of 3.99% and the term ending on 12/01/2048.

Lease Rental Agreement

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

Date	May 30, 2025
Premises	The premises located at 378 Syosset Woodbury Road, Woodbury, New York
Lessor	Woodbury Heights Rehabilitation Center Realty, LLC
Lessee	378 SYWOOD, LLC
Term	10 years with a renewal period for up to three extension periods of five-year terms.
Rental	The Rent for the premises during the lease term shall be an amount equal to 105% of Landlord's mortgage payments, which includes the following: debt service payments, real estate taxes, property insurance and mortgage insurance premium reserves. On the date of this lease, the monthly mortgage loan payment is \$605,593.41 and 105% of such amount is \$635,873.08. The yearly rental will be \$7,630,476.96.
Provisions	The lessee shall be responsible for real estate taxes, maintenance and utilities.

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

Capability and Feasibility

The purchase price for the operating interests and the real estate interests of the RHCF is the assumption of certain liabilities.

The working capital requirements are estimated at \$15,694,011, which is equivalent to two months of third year expenses. The applicant will finance \$7,825,672 at an interest rate of 8% for a five-year term. The remainder will be provided in equity from the proposed member personal resources. BFA Attachment A is the personal net worth statements of Eliezer Zelman, which indicate the availability of sufficient funds for the equity contribution. PBFA Attachment E is the pro forma balance sheet as of the first day of operation, which indicates a positive net asset position of \$10,208,543.

The submitted budget indicates a net loss of (\$11,748,189) and a net income of \$2,749,189 during the first and third years, respectively. The first-year loss will be offset with working capital resources and from the personal resources of Eliezer Zelman. Revenues are based on current reimbursement methodologies. The submitted appears reasonable.

BFA Attachment B is the 2024 Certified Financial Statements of Cold Spring Hills Center. As shown, the entity had a negative working capital position and a negative net asset position in 2024. The negative working capital and net asset position were associated with past losses. Furthermore, the entity incurred net losses of \$21,382,799 in 2024. The losses are due to low occupancy.

BFA Attachment C is the June 30, 2025, Internal Financial Statements of Cold Springs Hills Health Center. As shown, the entity had a negative working capital position and a negative net asset position through June 30, 2025, and incurred a loss of \$12,552,425.72 for the period. Losses were the result of a voluntary hold on facility admissions that started in t April 2024. In addition, a closure plan was submitted to the Department in June of 2024. As a result of these other factors, the facility's recent occupancy levels have been low (55% as of December 2025).

BFA Attachment D is the financial summary of the other NYS Nursing facilities owned by the proposed member. As shown, Achieve Rehab and Nursing had an average negative working capital position and an average negative net asset position from 2023 through 2024. Achieve Rehab also incurred average historical losses. The negative working capital position, negative net asset position, and the historical losses were the result of low occupancy. Regal Heights had a positive working capital position, negative net asset position and achieved net income during the period 2023 and 2024. New York Congregational Nursing Center had an average negative working capital position, average negative net asset position and incurred historical losses. The negative working capital, operating losses, negative equity and historical losses are attributed to low occupancy throughout the years.

Conclusion

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

Attachments	
LTCOP Attachment A	Long Term Care Ombudsman Program Review
BHFP Attachment	Map
BFA Attachment A	Personal Net Worth Statement of Proposed Member
BFA Attachment B	Financial Summary- 2024 Certified Financial Statements of Cold Spring Hills Health Center.
BFA Attachment C	Financial Summary- June 30, 2025, Internal Financial Statement of Cold Spring Hills Health Center.
BFA Attachment D	Financial Summary of Other Nursing Facilities in New York State Owned by the Proposed Member
BFA Attachment E	Pro Forma Balance Sheet

MEMORANDUM

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

From: Alexa Nagy, Senior Attorney
Bureau of Program Counsel
Division of Legal Affairs

Date: January 14, 2026

Subject: Approval of the Certificate of Amendment of the Certificate of
Incorporation of Northwell Health Foundation

Please include this matter on the next Establishment and Project Review Public Health and Health Planning Council agenda.

The attachments relating to the matter include the following:

- 1) A Memorandum to the Public Health and Health Planning Council (“PHHPC”) from Kathy Marks, Department of Health General Counsel;
- 2) A June 17, 2025, letter to PHHPC requesting approval to amend the name of Northwell Health Foundation to Northwell Foundation with an amended Certificate of Incorporation;
- 3) A photocopy of the original Certificate of Incorporation, and accompanying documents, for Northwell Health Foundation, Inc., originally filed as North Shore Medical Center Development Fund, dated March 8, 1988, and filed May 16, 1988;
- 4) Certificates of Amendment of the Certificate of Incorporation of Northwell Health Foundation, and annexed documents (including Public Health Council (“PHC”) Approval Letters and Restated Certificates of Incorporation);
- 5) A copy of the Bylaws of Northwell Health Foundation, as amended through May 1, 2025;
- 6) A copy of the Proposed Amendment to the Certificate of Incorporation of Northwell Health Foundation to change their name, dated March 11, 2025; and
- 7) A certified copy of the Resolution of the Board of Trustees of the sole member of the Northwell Health Foundation, dated February 27, 2025.

MEMORANDUM

To: Public Health and Health Planning Council

From: Kathy Marks, General Counsel *KSM*

Date: January 14, 2026

Subject: Approval of the Certificate of Amendment of the Certificate of Incorporation of Northwell Health Foundation

Northwell Health Foundation requests Public Health and Health Planning Council ("PHHPC") approval of its Certificate of Amendment of the Certificate of Incorporation of Northwell Health Foundation in order to change its name from "Northwell Health Foundation" to "Northwell Foundation."

Northwell Health Foundation is a not-for profit corporation formed in 1988 under the name North Shore Medical Center Development Fund for the purpose of soliciting contributions to benefit the North Shore University Hospital, the North Shore University Hospital Research Corporation and North Shore Hospital Nursing Home, Inc. The applicant has received PHHPC approval to change its name and to add add beneficiary facilities to its corporate purpose in 1990, 1991, 1992, 1998 and 2015.

Northwell Health Foundation now seeks PHHPC approval to file its Certificate of Amendment of the Certificate of Incorporation dated March 11, 2025, which changes its name from Northwell Health Foundation to Northwell Foundation. The applicant indicated that it is seeking this change following a new affiliation with Nuvance Health under which Northwell, Inc., became the new top-level entity for the organization. The applicant explained "the new name is cleaner and simpler in line with the new Northwell name and will assist in branding efforts and help recognize and the expanded scope of Northwell."

The proposed March 11, 2025, Certificate of Amendment to the Certificate of Incorporation of Northwell Health Foundation was authorized by a Resolution of the Board of Trustees of Northwell Health, Inc., the sole member of Northwell Health Foundation, dated February 27, 2025.

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

There is no legal objection to the proposed Certificate of Amendment of the Certificate of Incorporation of Northwell Health Foundation and it is in legally acceptable form.

Attachments.



June 17, 2025

Public Health and Health Planning Council ("Council")
New York State Department of Health
Corning Tower
Empire State Plaza
Albany, New York 12237

Re: Proposed Certificate of Amendment of the Certificate of Incorporation to change the name of Northwell Health Foundation to Northwell Foundation

Dear Council:

We respectfully submit this letter in support of our application to change the name of Northwell Health Foundation (the "Foundation") to Northwell Foundation and in response to your letter of June 13, 2025 (the "June 13 Letter") responding to our letter in support of our application dated June 5, 2025 (the "June 5 Letter").

Please see below our responses to the bulleted points raised in the June 13 Letter in **bold font**:

- Indicate if you are currently licensed by the Department of Health or as a profession with the State Education Department or Office of Professions: **N/A.**
- the reason the change or filing is being requested: **As of May 1, 2025, the affiliation between Northwell Health, Inc. and Nuvance Health took effect. As part of that affiliation, Northwell, Inc. ("Northwell") became the new top-level entity for the organization. The change to the name of the Foundation is cleaner and simpler in line with the new Northwell name and will assist in branding efforts and help recognize the expanded scope of Northwell.**
- copies of both of your current existing corporate documents (Articles of Organization or Certificate of Incorporation and Operating Agreement or Bylaws): **Please see attached.**
- any denial letters of the Department of State filings: **None.**
- your resolution/vote of members approving the changes: **Please see attached.**

Please do not hesitate to contact me should you have any questions or concerns regarding the above or our request in general. I can be reached at 516-321-6629 or via email at lkraemer@northwell.edu.

Sincerely,

A handwritten signature in blue ink, reading "Laurence A. Kraemer", written over a horizontal line.

Laurence A. Kraemer
Executive Vice President, General Counsel and
Chief Legal Officer of Northwell, Inc.

Certificate of Incorporation

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for NORTHWELL HEALTH FOUNDATION, File Number B639985-8 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 May 29, 2025.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State



CERTIFICATE OF INCORPORATION OF
NORTH SHORE MEDICAL CENTER DEVELOPMENT FUND

CT

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

CT

The undersigned, a natural person of the age of eighteen or over, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law, does hereby certify:

1. The name of the Corporation is North Shore Medical Center Development Fund.
2. The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law and shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.
3. The purposes of the Corporation, which are exclusively charitable within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as the same may be amended from time to time (the "Code") are as follows:
 - (A) To accept, hold, invest, reinvest, and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any sort, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof for the exclusive use and benefit of North Shore University Hospital, North Shore University Hospital Research Corporation, and North Shore Hospital Nursing Home, Inc., each a not-for-profit corporation organized and existing under the laws of the State of New York (the aforesaid corporations herein-after referred to individually as a "Beneficiary" and, collectively, as the "Beneficiaries");
 - (B) To give, convey or assign any of its property outright or upon lawful terms regarding the use thereof, to the Beneficiaries;
 - (C) To solicit funds from the general public, public and private foundations and federal, state and local government, through annual giving programs, deferred giving and capital fund drives, such funds to be used exclusively as set forth above; and

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- (D) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers except as permitted under Article 5 of the Not-for-Profit Corporation Law.
4. Except as specifically provided for in Paragraph 3 above, 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(b) through (u) of the Not-for-Profit Corporation Law.
 5. Nothing contained herein shall authorize the Corporation to establish or to operate a hospital or to provide hospital service or health-related service, to operate a drug maintenance program, a certified home health agency, a hospice, a health maintenance organization or a comprehensive health services plan, as provided for by Articles 28, 33, 36, 40 and 44, respectively, of the Public Health Law.
 6. In furtherance of the foregoing purposes, the Corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law together with the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real or personal property for any corporate purposes. The Corporation shall have the right to exercise such other powers as now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof.
 7. Notwithstanding any other provision of these articles, the Corporation is organized exclusively for charitable purposes, as specified in Section 501(c)(3) of the Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code.
 8. The Corporation is not formed for pecuniary profit or for financial gain and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual. Reasonable compensation, however, may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.

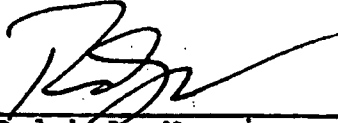
9. No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, (except to the extent authorized by Section 501(h) of the Code or the corresponding provision of any future United States internal revenue law, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision) and the Corporation shall not participate in or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.
10. The Office of the Corporation shall be located in Nassau County, State of New York.
11. The names and addresses of the initial directors until the first annual meeting, each of whom is of full age, are as follows:

<u>Name</u>	<u>Address</u>
Ralph A. Nappi	15 South Bayles Avenue Port Washington, New York 11050
Patrick R. Edwards	42 Country Club Drive Manhasset, New York 11030
David B. Pall	5 Hickory Hill Roslyn Estates, New York 11576

12. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation served upon him is North Shore Medical Center Development Fund, Attention: Administration, 300 Community Drive, Manhasset, New York 11030.
13. In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Directors and as approved by a court of competent jurisdiction for the not-for-profit purposes of the Corporation and/or to such charitable and educational organizations as shall

qualify under Section 501(c)(3) of the Code. Any of such assets not so distributed shall be disposed of for such purposes as approved by a Justice of the Supreme Court of the State of New York or such other court having jurisdiction over the Corporation.

IN WITNESS WHEREOF this certificate has been signed and the statements made herein are affirmed as true under the penalties of perjury this 8th day of March, 1988.



Ralph A. Nappi
15 South Bayles Avenue
Port Washington, New York 11050

WAIVER OF NOTICE

The undersigned has no objection to the granting of judicial approval hereon and waives statutory notice.

Dated: _____

Robert Abrams
Attorney General
State of New York

By: _____

Assistant Attorney General

APPROVAL OF SUPREME COURT JUSTICE

I, GEORGE A. MURPHY

a Justice of the Supreme Court of the State of New York, of the 10TH Judicial District, in which the office of the Corporation is located, approve of the foregoing Certificate of Incorporation of North Shore Medical Center Development Fund and consent to its filing.

Dated: MAR 21 1988

Munroe, NY

George A. Murphy
Justice of the Supreme Court
of the State of New York,
Judicial District

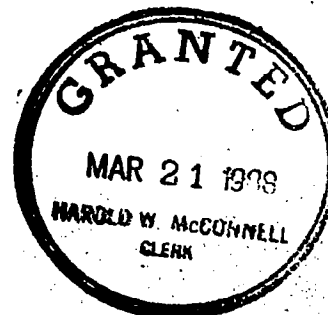
March 14, 1988

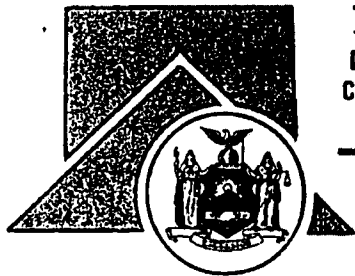
THE UNDERSIGNED HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL
APPROVAL HEREON AND WAIVES
STATUTORY NOTICE.

ROBERT ABRAMS, ATTORNEY GEN.
STATE OF NEW YORK

by Howard Holt

HOWARD HOLT
Associate Attorney





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

PUBLIC HEALTH COUNCIL

May 2, 1988

Mr. Ralph A. Nappi
President, Board of Trustees
North Shore University Hospital
300 Community Drive
Manhasset, NY 11030

Re: Certificate of Incorporation of North Shore Medical Center
Development Fund

Dear Mr. Nappi:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 29th day of April, 1988, I hereby certify that the Certificate of Incorporation of North Shore Medical Center Development Fund dated March 8, 1988 is APPROVED.

Sincerely,

Karen S. Westervelt
Executive Secretary

Attachment

RESOLUTION

Resolved, that the Public Health Council, on this 29th day of April, 1988, approves the filing of the Certificate of Incorporation of North Shore Medical Center Development Fund, dated March 8, 1988.

-8 CT 8639985

CERTIFICATE OF INCORPORATION OF
NORTH SHORE MEDICAL CENTER DEVELOPMENT FUND
UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

Lord & Taylor
no corp. no.
S/B
MAH-Type B

Cole & Deitz
175 Water Street
New York, NY 10038

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 16 1988
AMT. OF CHECK \$ 20
FILING FEE \$ 36
JAX \$
COUNTY FEE \$ 10
COPY \$
PERCENT \$
REFUND \$
SPEC HANDLE \$ 10

BY: *Maxwell*
Type B

BILLED

1731960

MAY 13 10 AM '88

08 AM '88

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for NORTHWELL HEALTH FOUNDATION, File Number 901102000208 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 May 29, 2025.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State



CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

NORTH SHORE MEDICAL CENTER DEVELOPMENT FUND

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

We, the undersigned, John S. T. Gallagher, Executive Vice President, and Harry E. Gindi, Assistant Secretary, of NORTH SHORE MEDICAL CENTER DEVELOPMENT FUND (the "Corporation"), do hereby certify that:

1. The name of the Corporation is NORTH SHORE MEDICAL CENTER DEVELOPMENT FUND.

2. The Certificate of Incorporation was filed by the Department of State on May 16, 1988. The Corporation was formed under the Not-For-Profit Corporation Law.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-For-Profit Corporation Law, and is a type B corporation under Section 201 (Purposes) of the Not-For-Profit corporation Law. After the filing of this Certificate of Amendment, the Corporation will remain a type B corporation under Section 201 (Purposes) of the Not-For-Profit Corporation Law.

4. Paragraph 3(A) of the Certificate of Incorporation is amended as follows: (a) to include as beneficiaries of the Corporation (i) North Shore University Hospital at Glen Cove and North Shore Regional Health Services Corp., each of which is a not-for-profit corporation organized and existing under the laws of the State of New York and an exempt organization under Section

501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time (the "Code"), and described in Section 509(a)(1), (a)(2) or (a)(3) of the Code, and (ii) such other not-for-profit corporations which are exempt organizations under Section 501(c)(3) of the Code and described in Section 509(a)(1), (a)(2) or (a)(3) of the Code, of which the Corporation, North Shore University Hospital, North Shore University Hospital Research Corporation, North Shore University Hospital Center for Extended Care and Rehabilitation, North Shore University Hospital at Glen Cove, or North Shore Regional Health Services Corp. hereafter becomes the sole member, and (b) wherever "North Shore Hospital Nursing Home, Inc." is referred to therein, to change such reference to "North Shore University Hospital Center for Extended Care and Rehabilitation", so as to reflect the change in the name of such corporation.

5. Paragraph 3(A) of the Certificate of Incorporation is hereby amended to read as follows:

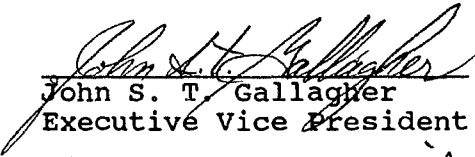
- (A) To accept, hold, invest, reinvest, and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any sort, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof for the exclusive use and benefit of North Shore University Hospital, North Shore University Hospital Research Corporation, North Shore University Hospital Center for Extended Care and Rehabilitation, North Shore University Hospital at Glen Cove, and North Shore Regional Health Services Corp., each of which is a not-for-profit corporation organized and existing under the laws of the State of New York and an exempt organization under Section 501(c)(3) of the Code and described in Section 509(a)(1),

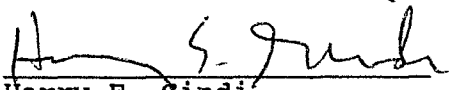
(a)(2) or (a)(3) of the Code, and for such other not-for-profit corporations which are exempt organizations under Section 501(c)(3) of the Code and described in Section 509(a)(1), (a)(2) or (a)(3) of the Code, of which this Corporation, North Shore University Hospital, North Shore University Hospital Research Corporation, North Shore University Hospital Center for Extended Care and Rehabilitation, North Shore University Hospital at Glen Cove, or North Shore Regional Health Services Corp. hereafter becomes the sole member (the aforesaid corporations are hereinafter referred to individually as a "Beneficiary" and, collectively, as the "Beneficiaries");

6. The above amendments were authorized by vote of the sole member of the Corporation at a meeting of the member held on May 31, 1990.

7. The Corporation hereby designates the Secretary of State of the State of New York as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is: North Shore Medical Center Development Fund, Attention: Administration, 300 Community Drive, Manhasset, New York 11030.

IN WITNESS WHEREOF, we have signed this Certificate this 8th day of June, 1990, and affirm that the statements contained herein are true under penalty of perjury.


John S. T. Gallagher
Executive Vice President

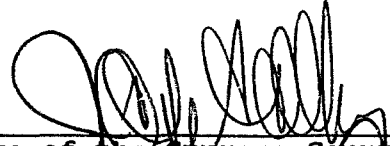

Harry E. Gindi
Assistant Secretary

APPROVAL OF SUPREME COURT JUSTICE

I, JOSEPH COLBY, a Justice of the Supreme Court of the State of New York, of the 10th Judicial District in which the office of North Shore Medical Center Development Fund is located, approve of the foregoing Certificate of Amendment of the Certificate of Incorporation of North Shore Medical Center Development Fund and consent to its filing.

Dated: OCT 23 1990

Minicola 11/7


Justice of the Supreme Court
of the State of New York,
10th Judicial District

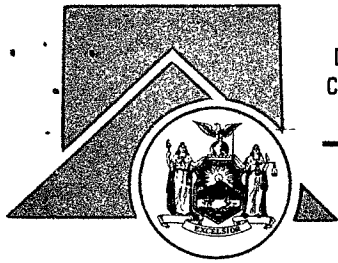
JOSEPH COLBY

THE UNDERSIGNED HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL
APPROVAL HEREON AND WAIVES
STATUTORY NOTICE.

ROBERT ABRAMS, ATTORNEY GEN.
STATE OF NEW YORK

by Laura Werner
October 18, 1990
ASSISTANT ATTORNEY GENERAL

cf



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

PUBLIC HEALTH COUNCIL

October 1, 1990

Ms. Susan F. Zinder
Winston & Strawn
175 Water Street
New York, NY 10038-4981

Re: Certificate of Amendment of the Certificate of Incorporation of North
Shore Medical Center Development Fund

Dear Ms. Zinder:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 28th day of September, 1990, I hereby certify that the Public Health Council consents to the filing of the Certificate of Amendment to the Certificate of Incorporation of North Shore Medical Center Development Fund, dated June 8, 1990.

Sincerely,

Karen S. Westervelt
Executive Secretary

RESOLUTION

RESOLVED, that the Public Health Council, on this 28th day of September, 1990, approves the filing of the Certificate of Amendment of Certificate of Incorporation of North Shore Medical Center Development Fund, dated June 8, 1990.

90110200208

FILED

OS, NY 36 11 2 NOV

FILED

Winston & Strawn
175 Water Street
New York, NY 10038

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1cc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 02 1990
TAX \$ nm
BY: NAB
NASSAU
NORTH SHORE MEDICAL CENTER DEVELOPMENT FUND
CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

90110200241

OS, NY 02 01 00 1990

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for NORTHWELL HEALTH FOUNDATION, File Number 910613000161 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 May 29, 2025.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State



CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

NORTH SHORE MEDICAL CENTER DEVELOPMENT FUND

7910613000/61

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

We, the undersigned, John S. T. Gallagher, Executive Vice President, and Harry E. Gindi, Assistant Secretary, of NORTH SHORE MEDICAL CENTER DEVELOPMENT FUND (the "Corporation"), do hereby certify that:

1. The name of the Corporation is NORTH SHORE MEDICAL CENTER DEVELOPMENT FUND.

2. The Certificate of Incorporation of the Corporation was filed by the Department of State on May 16, 1988. The Corporation was formed under the Not-For-Profit Corporation Law.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-For-Profit Corporation Law, and is a type B corporation under Section 201 (Purposes) of the Not-For-Profit Corporation Law. After the filing of this Certificate of Amendment, the Corporation will remain a type B corporation under Section 201 (Purposes) of the Not-For-Profit Corporation Law.

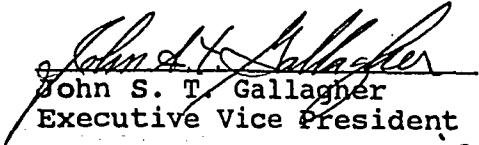
4. The Certificate of Incorporation of the Corporation is hereby amended by changing the name of the Corporation from North Shore Medical Center Development Fund to North Shore University Hospital Fund.

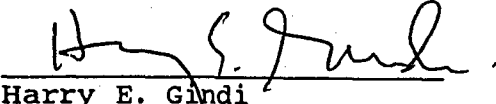
5. Paragraph 1 of the Certificate of Incorporation is hereby amended to read as follows: "1. The name of the Corporation is North Shore University Hospital Fund."

6. This Amendment to the Certificate of Incorporation was authorized by vote of the sole member of the Corporation at a meeting of the member held on February 7, 1991.

7. The Corporation hereby designates the Secretary of State of the State of New York as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is: North Shore University Hospital Fund, Attention: Administration, 300 Community Drive, Manhasset, New York 11030.

IN WITNESS WHEREOF, we have signed this Certificate this 8th day of February, 1991, and affirm that the statements contained herein are true under penalty of perjury.

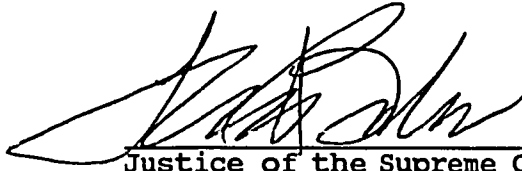

John S. T. Gallagher
Executive Vice President


Harry E. Gindi
Assistant Secretary

APPROVAL OF SUPREME COURT JUSTICE

I, **FRANCIS X. BECKER**, a Justice of the Supreme Court of the State of New York, of the 10th Judicial District in which the office of North Shore Medical Center Development Fund is located, approve of the foregoing Certificate of Amendment of the Certificate of Incorporation of North Shore Medical Center Development Fund and consent to its filing.

Dated:



Justice of the Supreme Court of
the State of New York,
10th Judicial District

**ATTORNEY GENERAL
WAIVER OF STATUTORY NOTICE**

The undersigned has no objection to the granting of judicial approval hereon and waives statutory notice.

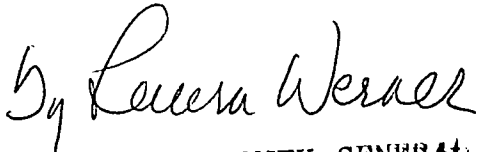
Attorney General
State of New York

THE UNDERSIGNED HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL
APPROVAL HEREON AND WAIVES
STATUTORY NOTICE.

By: _____

Date: _____

ROBERT ABRAMS, ATTORNEY GEN.
STATE OF NEW YORK



ASSISTANT ATTORNEY GENERAL

May 31, 1991



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

PUBLIC HEALTH COUNCIL

RECEIVED
MAY 28, 1991

May 20, 1991

Ms. Lisa A. Green
Winston & Strawn
175 Water Street
New York, NY 10038-4981

Re: Certificate of Amendment of the Certificate of Incorporation of
North Shore Medical Center Development Fund

Dear Ms. Green:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 17th day of May, 1991, I hereby certify that the Certificate of Amendment to the Certificate of Incorporation of North Shore Medical Center Development Fund hereafter to be known as North Shore University Hospital Fund dated February 8, 1991 is approved.

Sincerely,

Karen S. Westervelt
Executive Secretary

4

RESOLUTION

RESOLVED, that the Public Health Council, on this 17th day of May, 1991, approves the filing of the Certificate of Amendment to the Certificate of Incorporation of North Shore Medical Center Development Fund, hereafter to be known as North Shore University Hospital Fund, dated February 8, 1991.

910613000161

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
NORTH SHORE MEDICAL CENTER DEVELOPMENT FUND
Under Section 803 of the Not-For-Profit Corporation Law

BILLED

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ICC
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 13 1991

TAX \$

BY: Edw
Nass

FILED BY:
WINSTON & STRAWN
175 Water Street
New York, NY 10038-4981

RECEIVED
JUN 14 4 00 PM '91

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910613000194

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for NORTHWELL HEALTH FOUNDATION, File Number 921117000539 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 May 29, 2025.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State



CT

CERTIFICATE OF AMENDMENT

OF

921117000539

CT

CERTIFICATE OF INCORPORATION

OF

NORTH SHORE UNIVERSITY HOSPITAL FUND

(Under Section 803 of the Not-For-Profit Corporation Law)

The undersigned, the President and Assistant Secretary, respectively, of NORTH SHORE UNIVERSITY HOSPITAL FUND, hereby certify:

1. The name of the Corporation is NORTH SHORE UNIVERSITY HOSPITAL FUND (hereinafter sometimes referred to as the "Corporation"). The Corporation was formed under the name of North Shore Medical Center Development Fund.

2. The Certificate of Incorporation of the Corporation was filed by the Department of State on May 16, 1988 pursuant to the Not-for-Profit Corporation Law of the State of New York.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law. The Corporation is a type B corporation under Section 201 (Purposes) of the Not-for-Profit Corporation Law. After the filing of this Certificate of Amendment, the Corporation shall remain a type B corporation under Section 201 (Purposes) of the Not-for-Profit Corporation Law.

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4. The Certificate of Incorporation of the Corporation is hereby amended as follows: (i) to change the name of the Corporation from North Shore University Hospital Fund to North Shore University Hospital Foundation; and (ii) wherever "North Shore Regional Health Services Corp." is referred to therein, to change such reference to "North Shore Regional Health System" so as to reflect the change in the name of such corporation.

5. Paragraph 1 of the Certificate of Incorporation is hereby amended to read as follows:

1. The name of the Corporation is North Shore University Hospital Foundation.

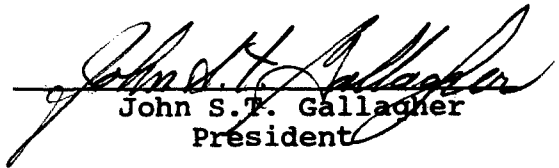
6. Paragraph 3(A) of the Certificate of Incorporation is hereby amended to read as follows:

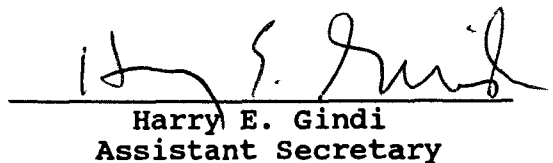
(A) To accept, hold, invest, reinvest, and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any sort, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof for the exclusive use and benefit of North Shore University Hospital, North Shore University Hospital Research Corporation, North Shore University Hospital Center for Extended Care and Rehabilitation, North Shore University Hospital at Glen Cove, and North Shore Regional Health System, each of which is a not-for-profit corporation organized and existing under the laws of the State of New York and an exempt organization under Section 501(c)(3) of the Code and described in Section 509(a)(1), (a)(2) or (a)(3) of the Code, and for such other not-for-profit corporations which are exempt organizations under Section 501(c)(3) of the Code and described in Section 509(a)(1), (a)(2) or (a)(3) of the Code, of which this Corporation, North Shore University Hospital, North Shore University Hospital Research Corporation, North Shore University Hospital Center for Extended Care and Rehabilitation, North Shore University Hospital at Glen Cove, or North Shore Regional Health System hereafter becomes the sole member (the aforesaid corporations are hereinafter referred to individually as a "Beneficiary" and, collectively, as the "Beneficiaries");

7. This Amendment to the Certificate of Incorporation was authorized by vote of the sole member of the Corporation at a meeting of the member held on May 11, 1992.

8. The Secretary of State of the State of New York is hereby designated as agent of the Corporation upon whom process against it may be served. The Post Office address to which the Secretary of State shall mail a copy of such process against the Corporation is as follows: 300 Community Drive, Manhasset, New York 11030.

IN WITNESS WHEREOF, the undersigned have executed and signed this Certificate this 28th day of May, 1992, and affirm that the statements contained herein are true under penalty of perjury.

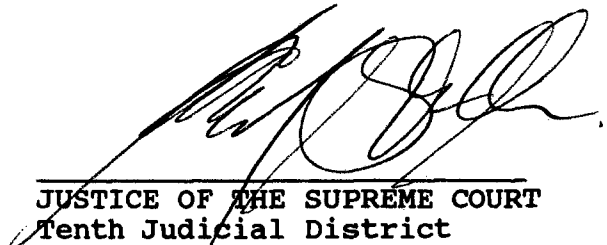

John S.T. Gallagher
President


Harry E. Gindi
Assistant Secretary

CONSENT TO CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

The undersigned, a Justice of the Supreme Court of the State of New York, Tenth Judicial District, wherein is located the principal office of NORTH SHORE UNIVERSITY HOSPITAL FUND, hereby approves the within Certificate of Amendment of the Certificate of Incorporation of NORTH SHORE UNIVERSITY HOSPITAL FUND and the filing thereof.

Dated: November 9th, 1992


JUSTICE OF THE SUPREME COURT
Tenth Judicial District

EDWARD G. MCCABE

The undersigned has no objection to the granting of judicial approval hereon and waives statutory notice.

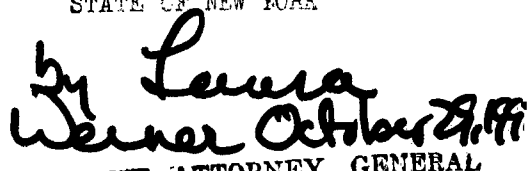
Attorney General
State of New York

By: _____

Dated: _____

THE UNDERSIGNED HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL
APPROVAL HEREON AND WAIVES
STATUTORY NOTICE.

ROBERT ABRAMS, ATTORNEY GEN.
STATE OF NEW YORK


ASSISTANT ATTORNEY GENERAL

RESOLUTION

RESOLVED, that the Public Health Council, on this 25th day of September, 1992, approves the filing of the Certificate of Amendment to the Certificate of Incorporation of North Shore University Hospital Fund, hereafter to be known as North Shore University Hospital Foundation and to change any references to the passive parent, North Shore Regional Health Services Corp., to North Shore Regional Health System, dated May 28, 1992.



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

PUBLIC HEALTH COUNCIL

September 28, 1992

Ms. Michele A. Masucci, Esq.
Assistant Administrator/Legal Affairs
North Shore University Hospital
Cornell University Medical College
Manhasset, NY 11030

Re: Certificate of Amendment of Certificate of Incorporation of
North Shore University Hospital Fund

Dear Ms. Masucci:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 25th day of September, 1992, I hereby certify that the Certificate of Amendment to the Certificate of Incorporation of North Shore University Hospital Fund hereafter to be known as North Shore University Hospital Foundation and to change any references to the passive parent North Shore Regional Health Systems dated May 28, 1992 is approved.

Sincerely,

Karen S. Westervelt
Executive Secretary

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CT

Nov 17 5 09 PM '92

FILED

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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

NORTH SHORE UNIVERSITY HOSPITAL FUND

Under Section 803 of the
Not For Profit Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED NOV 17 1992

TAX \$ 0

BY: Jw

NASSAU

RECEIVED
NOV 17 12 15 PM '92

Jw

921117000596

Legal Department
North Shore University Hospital
Cornell University medical College
Manhasset, NY 11030
(516) 562-4050

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**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for NORTHWELL HEALTH FOUNDATION, File Number 951023000281 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 May 29, 2025.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State



RESTATED

CERTIFICATE OF INCORPORATION

OF

NORTH SHORE UNIVERSITY HOSPITAL FOUNDATION

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

The undersigned, John S.T. Gallagher, President, and Harry E. Gindi, Assistant Secretary, respectively, of NORTH SHORE UNIVERSITY HOSPITAL FOUNDATION (the "Corporation") hereby certify that:

A. The name of the Corporation is NORTH SHORE UNIVERSITY HOSPITAL FOUNDATION. The name under which the Corporation was formed is North Shore Medical Center Development Fund.

B. The Certificate of Incorporation of the Corporation was filed by the Department of State on May 16, 1988 pursuant to Section 402 of the Not-for-Profit Corporation Law.

C. The Certificate of Incorporation of the Corporation is hereby amended to effect the following amendments authorized by the Not-for-Profit Corporation Law:

(i) To change the words "hereafter becomes the sole member", which appear in Paragraph 3(A) of the Certificate of Incorporation, to "is or hereafter becomes the sole voting member";

(ii) To provide that the Corporation shall be a membership corporation and that North Shore Health System shall be its sole member; and

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(iii) Wherever in the Certificate of Incorporation reference is made to "North Shore Regional Health System" to change such reference to "North Shore Health System" to reflect the change in the name of such corporation.

D. The text of the Certificate of Incorporation, as hereby amended, is hereby restated in full to read as follows:

1. The name of the Corporation is North Shore University Hospital Foundation.

2. The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law and shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

3. The purposes of the Corporation, which are exclusively charitable within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as the same may be amended from time to time (the "Code") are as follows:

(A) To accept, hold, invest, reinvest, and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any sort, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof for the exclusive use and benefit of North Shore University Hospital, North Shore University Hospital Research Corporation, North Shore University Hospital Center for Extended Care and Rehabilitation, North Shore University Hospital at Glen Cove, and North Shore Health System, each of which is a not-for-profit corporation organized and existing under the laws of the State of New York and an exempt organization under Section 501 (c) (3) of the Code and described in Section 509 (a) (1), (a) (2) or (a) (3) of the Code, and for such other not-for-profit corporations which are exempt organizations under Section

501 (c) (3) of the Code and described in Section 509 (a) (1), (a) (2) or (a) (3) of the Code, of which this Corporation, North Shore University Hospital, North Shore University Hospital Research Corporation, North Shore University Hospital Center for Extended Care and Rehabilitation, North Shore University Hospital at Glen Cove, or North Shore Health System is or hereafter becomes the sole voting member (the aforesaid corporations are hereinafter referred to individually as a "Beneficiary" and, collectively, as the "Beneficiaries");

(B) To give, convey or assign any of its property outright or upon lawful terms regarding the use thereof, to the Beneficiaries;

(C) To solicit funds from the general public, public and private foundations and federal, state and local government, through annual giving programs, deferred giving and capital fund drives, such funds to be used exclusively as set forth above; and

(D) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers except as permitted under Article 5 of the Not-for-Profit Corporation Law.

4. Except as specifically provided for in Paragraph 3 above, 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 (b) through (u) of the Not-for-Profit Corporation Law.

5. Nothing contained herein shall authorize the Corporation to establish or to operate a hospital or to provide hospital service or health-related service, to operate a drug maintenance program, a certified home health agency, a hospice, a health maintenance organization or a comprehensive health services plan, as provided for by Articles 28, 33, 36, 40 and 44, respectively, of the Public Health Law.

6. In furtherance of the foregoing purposes, the Corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law together with the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real or personal property for any corporate purposes. The Corporation shall have the right to exercise such other powers as now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof.

7. Notwithstanding any other provision of these articles, the Corporation is organized exclusively for charitable purposes, as specified in Section 501 (c) (3) of the Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Code.

8. The Corporation is not formed for pecuniary profit or for financial gain and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual. Reasonable compensation, however, may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.

9. No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except to the extent

authorized by Section 501 (h) of the Code or the corresponding provision of any future United States internal revenue law, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision) and the Corporation shall not participate in or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

10. The office of the Corporation shall be located in Nassau County, State of New York.

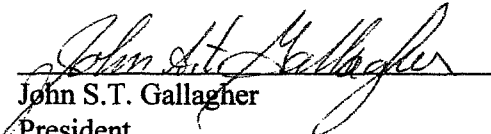
11. The Corporation shall be a membership corporation. The sole member of the Corporation shall be North Shore Health System, a not-for-profit corporation organized and existing under the laws of the State of New York.

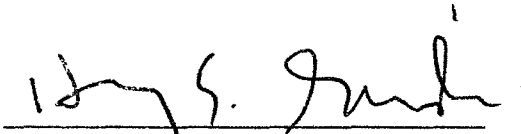
12. The Corporation hereby designates the Secretary of State of the State of New York as the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any such process against the Corporation served upon him is: North Shore University Hospital Foundation, 300 Community Drive, Manhasset, New York 11030, Attention: Administration.

13. In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Directors and as approved by a court of competent jurisdiction for the not-for-profit purposes of the Corporation and/or to such charitable and educational organizations as shall qualify under Section 501 (c) (3) of the Code. Any of such assets not so distributed shall be disposed of for such purposes as approved by a Justice of the Supreme Court of the State of New York or such other court having jurisdiction over the Corporation.

E. This amendment and restatement of the Corporation's Certificate of Incorporation was duly authorized by a vote of the sole member of the Corporation in accordance with Section 802 of the Not-for-Profit Corporation Law of the State of New York.

IN WITNESS WHEREOF, this Certificate has been signed and the statements made herein are affirmed as true under the penalties of perjury this 6th day of June, 1995.

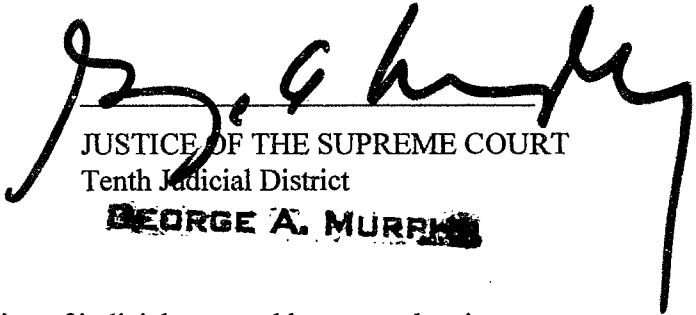

John S.T. Gallagher
President


Harry E. Gindi
Assistant Secretary

RESTATED
CERTIFICATE OF INCORPORATION
OF
NORTH SHORE UNIVERSITY HOSPITAL FOUNDATION

The undersigned, a Justice of the Supreme Court of the State of New York, Tenth Judicial District, wherein is located the principal office of NORTH SHORE UNIVERSITY HOSPITAL FOUNDATION, hereby approves the attached Restated Certificate of Incorporation of NORTH SHORE UNIVERSITY HOSPITAL FOUNDATION and the filing thereof.

jc
Dated: 8/24/95


JUSTICE OF THE SUPREME COURT
Tenth Judicial District

GEORGE A. MURPHY

The undersigned has no objection to the granting of judicial approval hereon and waives statutory notice.

Attorney General
State of New York

By: _____

Dated: _____

8/18/95
THE UNDERSIGNED HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL
APPROVAL HEREON AND WAIVES
STATUTORY NOTICE
DENNIS C. VACCO, ATTORNEY GENERAL
STATE OF NEW YORK



Assistant Attorney General

F 951 0230 00281

CT-07

FILED

OCT 23 12 34 PM '95

RESTATED

CERTIFICATE OF INCORPORATION

OF

NORTH SHORE UNIVERSITY HOSPITAL FOUNDATION

2cc

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 23/1995

UNDER SECTION 805 OF
THE NOT-FOR-PROFIT CORPORATION LAW

TAX \$

BY:

JAC

Nassau

OCT 23 11 09 AM '95

RECEIVED

NORTH SHORE UNIVERSITY HOSPITAL
300 COMMUNITY DRIVE
MANHASSET, NY 11030

FILED

8

951 0230 00304

RECEIVED

OCT 20 2 08 PM '95

JAC

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for NORTHWELL HEALTH FOUNDATION, File Number 981203000599 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 May 29, 2025.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State



F 981203000599

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
NORTH SHORE UNIVERSITY HOSPITAL FOUNDATION**

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

The undersigned Patrick E. Brown, Esq., attorney-in-fact for NORTH SHORE UNIVERSITY HOSPITAL FOUNDATION (the "Corporation") hereby certifies that:

A. The name of the Corporation is NORTH SHORE UNIVERSITY HOSPITAL FOUNDATION. The name under which the Corporation was formed is North Shore Medical Center Development Fund.

B. The Certificate of Incorporation of the Corporation was filed by the Department of State on May 16, 1988 pursuant to Section 402 of the Not-for Profit Corporation Law. A Restated Certificate of Incorporation of the Corporation was filed by the Department of State on October 23, 1995 pursuant to Section 805 of the Not-for-Profit Corporation Law.

C. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law and is a Type B corporation under Section 201 (Purposes) of the Not-for-Profit Corporation Law. After the filing of this Certificate of Amendment, the Corporation shall remain a Type B corporation under Section 201 (Purposes) of the Not-for-Profit Corporation Law.

1

D. The Corporation hereby amends Paragraph 1 of the Certificate of Incorporation which relates to the name of the Corporation and changes the name of the Corporation from NORTH SHORE UNIVERSITY HOSPITAL FOUNDATION to North Shore-Long Island Jewish Health System Foundation. Paragraph 1 of the Certificate of Incorporation shall read in its entirety as follows:

The name of the Corporation is North Shore-Long Island Jewish Health System Foundation.

E. The Corporation hereby amends Paragraph 3 of the Certificate of Incorporation which relates to the purposes of the Corporation and adds Long Island Jewish Medical Center as a beneficiary of the Corporation. Paragraph 3 of the Certificate of Incorporation shall read in its entirety as follows:

The purposes of the Corporation, which are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time (the "Code") are as follows:

- (A) To accept, hold, invest, reinvest, and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any sort, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof for the exclusive use and benefit of North Shore University Hospital, Long Island Jewish Medical Center, North Shore-Long Island Jewish Research Corporation, North Shore University Hospital Center for Extended Care and Rehabilitation, North Shore University Hospital at Glen Cove, and North Shore Health System, each of which is a not-for-profit corporation organized and existing under the laws of the State of New York and an exempt

organization under Section 501(c)(3) of the Code and described in Section 509(a)(1), (a)(2) or (a)(3) of the Code, and for such other not-for-profit corporations which are exempt organizations under Section 501(c)(3) of the Code and described in Section 509(a)(1), (a)(2) or (a)(3) of the Code, of which this Corporation, North Shore University Hospital, Long Island Jewish Medical Center, North Shore-Long Island Jewish Research Corporation, North Shore University Hospital Center for Extended Care and Rehabilitation, North Shore University Hospital at Glen Cove or North Shore Health System is or hereafter becomes the sole voting member (the aforesaid corporations are hereinafter referred to individually as a "Beneficiary" and, collectively, as the "Beneficiaries");

- (B) To give, convey or assign any of its property outright or upon lawful terms regarding the use thereof, to the Beneficiaries;
- (C) To solicit funds from the general public, public and private foundations and federal, state and local government, through annual giving programs, deferred giving and capital fund drives, such funds to be used exclusively as set forth above; and
- (D) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers except as permitted under Article 5 of the Not-for-Profit Corporation Law.

F. The Corporation hereby amends Paragraph 4 of the Certificate of Incorporation which relates to limitations on the authority of the Corporation and changes the reference from Not-for-Profit Corporation Law Section 404 (b) through (u) to Section 404 (b) through (v).

Paragraph 4 of the Certificate of Incorporation shall read in its entirety as follows:

Except as specifically provided for in Paragraph 3 above, 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 (b) through (v) of the Not-for-Profit Corporation Law.

G. The Corporation hereby amends Paragraph 11 of the Certificate of Incorporation which relates to the name of the sole member of the Corporation and changes the name of its sole member from North Shore Health System to North Shore-Long Island Jewish Health System, Inc. Paragraph 11 of the Certificate of Incorporation shall read in its entirety as follows:

The Corporation shall be a membership corporation. The sole member of the Corporation shall be North Shore-Long Island Jewish Health System, Inc., a not-for-profit corporation organized and existing under the laws of the State of New York.

H. The Corporation hereby amends Paragraph 12 of the Certificate of Incorporation which relates to the service of process address and changes the name of the entity at the post office address to which the Secretary of State shall mail a copy of any process against the Corporation from North Shore University Hospital Foundation to North Shore-Long Island Jewish Health System Foundation, as well as the address from 300 Community Drive, Manhasset, New York 11030, Attention: Administration to 150 Community Drive, Great Neck, New York 11021. Paragraph 12 of the Certificate of Incorporation shall read in its entirety as follows:

The Corporation hereby designates the Secretary of State of the State of New York 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 such process against the Corporation served upon him is: North Shore-Long Island Jewish Health System Foundation, 150 Community Drive, Great Neck, New York 11021.

I. This Amendment of the Corporation's Certificate of Incorporation was authorized by a vote of the sole member of the Corporation in accordance with Section 802 of the Not-for-Profit Corporation Law of the State of New York.

IN WITNESS WHEREOF, this Certificate has been signed and the statements made herein are affirmed as true under the penalties of perjury this 5th day of October, 1998.

A handwritten signature in black ink, appearing to read "Patrick E. Brown", written over a horizontal line.

Patrick E. Brown, Esq.
Attorney-in-fact for North Shore University
Hospital Foundation



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

PUBLIC HEALTH COUNCIL

*Corrected Letter

November 5, 1998

Patrick E. Brown, Esq.
Plunkett & Jaffe, P.C.
Attorneys at Law
111 Washington Avenue
Albany, New York 12210

Re: Certificate of Amendment of the Certificate of Incorporation of North Shore University Hospital Foundation

Dear Mr. Brown:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 30th day of October, 1998, I hereby certify that the Public Health Council consents to the filing of the Certificate of Amendment of the Certificate of Incorporation of North Shore University Hospital Foundation*, dated October 5, 1998.

Sincerely,

Karen S. Westervelt
Executive Secretary

116

F 981203000599

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

NORTH SHORE UNIVERSITY HOSPITAL FOUNDATION

1-CC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 03 1998
TAX \$ 0
BY: JW
NASSAU

RSC

PLUNKETT & JAFFE, P.C.
111 WASHINGTON AVENUE
ALBANY, N.Y. 12210
(518) 462-1800

981203000630

17

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for NORTHWELL HEALTH FOUNDATION, File Number 051025000547 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 May 29, 2025.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State



F 051025000 547

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
NORTH SHORE-LONG ISLAND JEWISH HEALTH SYSTEM FOUNDATION**

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

The undersigned, Ralph A. Nappi, President of North Shore-Long Island Jewish Health System Foundation (the "Corporation"), hereby certifies that:

A. The name of the Corporation is North Shore-Long Island Jewish Health System Foundation. The name under which the Corporation was formed is North Shore Medical Center Development Fund.

B. The Certificate of Incorporation of the Corporation was filed by the Department of State on May 16, 1988 pursuant to Section 402 of the Not-for-Profit Corporation Law. A Restated Certificate of Incorporation of the Corporation was filed by the Department of State on October 23, 1995 pursuant to Section 805 of the Not-for-Profit Corporation Law.

C. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law and is a Type B corporation under Section 201 (Purposes) of the Not-for-Profit Corporation Law. After the filing of this Certificate of Amendment, the Corporation shall remain a Type B corporation under Section 201 (Purposes) of the Not-for-Profit Corporation Law.

D. The Corporation hereby amends Paragraph 3 of the Certificate of Incorporation, which relates to the purposes of the Corporation, to: (i) remove the following parenthetical in sub-paragraph (A) and the language enclosed thereby: "(but not to act as trustee of any trust)"; (ii) change all references to "North Shore Health System" in the Certificate of Incorporation to "North Shore-Long Island Jewish Health Care, Inc." so as to reflect the change in the name of such corporation, (iii) change all references to "North Shore University Hospital at Glen Cove" in the Certificate of Incorporation to "Glen Cove Hospital" so as to reflect the change in the name of such corporation, and (iv) change all references to "North Shore-Long Island Jewish Research Corporation" in the Certificate of Incorporation to "North Shore-Long Island Jewish Research Institute" so as to reflect the change in the name of such corporation. Paragraph 3 of the Certificate of Incorporation shall read in its entirety, as follows:

3. The purposes of the Corporation, which are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time (the "Code"), are as follows:

- (A) To accept, hold, invest, reinvest, and administer any gifts, bequests, devises, benefits of trusts, and property of any sort, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof for the exclusive use and benefit of North Shore University Hospital, Long Island Jewish Medical Center, North Shore-Long Island Jewish Research Institute, North Shore University Hospital Center for Extended Care and Rehabilitation, Glen Cove Hospital, and North Shore-Long Island Jewish Health Care, Inc., each of which is a not-for-profit corporation organized and existing under the laws of the State of New York and an exempt organization under Section 501(c)(3) of the Code and described in Section 509(a)(1), (a)(2) or (a)(3) of the Code, and for such other not-for-profit corporations which are exempt organizations under Section 501(c)(3) of the Code and described in Section 509(a)(1), (a)(2), or (a)(3) of the Code, of which this Corporation, North Shore University Hospital, Long Island Jewish Medical Center, North Shore-Long Island Jewish Research Institute, North Shore University Hospital Center for Extended Care and Rehabilitation, Glen Cove Hospital or North Shore-Long Island Jewish Health Care, Inc. is or hereafter becomes the sole voting member (the aforesaid corporations are hereinafter referred to individually as a "Beneficiary" and, collectively, as the "Beneficiaries");
- (B) To give, convey or assign any of its property outright or upon lawful terms regarding the use thereof, to the Beneficiaries;
- (C) To solicit funds from the general public, public and private foundations and federal, state and local government, through annual giving programs, deferred giving and capital fund drives, such funds to be used exclusively as set forth above; and
- (D) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers except as permitted under Article 5 of the Not-for-Profit Corporation Law

✓ E This Amendment of the Corporation's Certificate of Incorporation was authorized by a vote of the sole member of the Corporation in accordance with Section 802 of the Not-for-Profit Corporation Law of the State of New York.

✓ F The Secretary of State of the State of New York is hereby designated the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him as agency of the Corporation is 145 Community Drive, Great Neck, New York 11021. Attention: Senior Vice President/Legal Affairs.

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IN WITNESS WHEREOF, this Certificate has been signed and the statements made herein are affirmed as true under the penalties of perjury this 24 day of April, 2005.



Ralph A. Nappi, President

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10-J

**NORTH SHORE-LONG ISLAND JEWISH HEALTH SYSTEM FOUNDATION
CERTIFICATE OF AMENDMENT
dated April 14, 2005**

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.

ELIOT SPITZER
ATTORNEY GENERAL
STATE OF NEW YORK

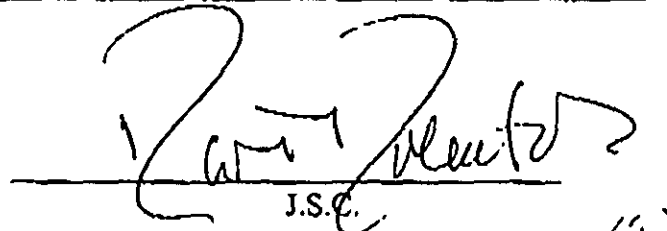
By:


Dorothy Oelker Nese
Assistant Attorney General

Date: May 26, 2005

I, ROBERT ROBERTO, JR., a Justice of the Supreme Court of the State of
New York for the TENTH Judicial District do hereby approve of the foregoing
Certificate of Amendment of the Certificate of Incorporation of _____
NORTH SHORE-LONG ISLAND JEWISH HEALTH SYSTEM FOUNDATION
and consent that the same be filed.

Date. JUN 27 2005


J.S.C.
4 (11)



STATE OF NEW YORK
DEPARTMENT OF HEALTH

Coming Tower

The Governor Nelson A. Rockefeller Empire State Plaza

Albany, New York 12237

Antonia C. Novello, M.D., M.P.H., Dr.P.H.
Commissioner

Dennis P. Whalen
Executive Deputy Commissioner

October 14, 2005

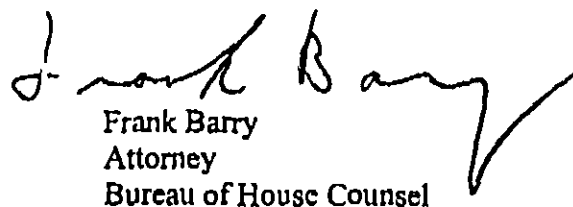
Reginald Bullock, Jr., Esq.
Associate General Counsel
North Shore LIJ
Office of Legal Affairs
145 Community Drive
Great Neck, New York 11021

Re: Certificate of Amendment of Certificate of Incorporation of
North Shore-Long Island Jewish Health System Foundation

Dear Mr. Bullock:

This is to advise you that the approval of the Public Health Council ("PHC") is not required under § 804 of the Not-for-Profit Corporation Law for the Certificate of Amendment of the Certificate of Incorporation of North Shore-Long Island Jewish Health System Foundation (the "Foundation"), dated April 14, 2005, since the Certificate of Amendment neither changes the Foundation's name nor makes any substantive change to the Foundation's purposes that would require PHC approval. The Certificate merely allows the Foundation to act as a trustee and updates references to certain beneficiaries of the Foundation to reflect their current names. It is the Department of Health's position that neither of these changes to the Foundation's Certificate of Incorporation require PHC approval. Nevertheless, the subject Certificate of Amendment has been reviewed by the Department's Division of Legal Affairs and we have no objection to the Certificate of Amendment being filed with the Department of State.

Sincerely,


Frank Barry
Attorney
Bureau of House Counsel

5

F051025000547

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
NORTH SHORE-LONG ISLAND JEWISH HEALTH SYSTEM FOUNDATION
UNDER SECTION 803 OF THE
NOT-FOR-PROFIT CORPORATION LAW

FILED BY: REGINALD BULLOCK JR.
ASSOCIATE GENERAL COUNSEL
NORTH SHORE - LONG ISLAND JEWISH HEALTH SYSTEM
145 COMMUNITY DRIVE
GREAT NECK, NEW YORK 11020
(516) 465-8100

2005 OCT 25 AM 9:00

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 25 2005

TAX \$
BY: fmh

2005 OCT 25 PM 1:24

FILED

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for NORTHWELL HEALTH FOUNDATION, File Number 160111001193 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 May 29, 2025.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State



**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
NORTH SHORE-LONG ISLAND JEWISH HEALTH SYSTEM FOUNDATION**

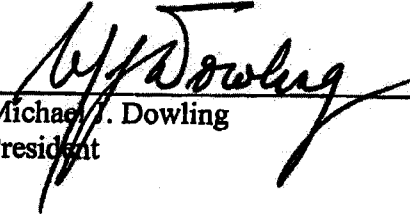
Under Section 803 of the New York Not-for-Profit Corporation Law

I, THE UNDERSIGNED, Michael J. Dowling, being the President of North Shore-Long Island Jewish Health System Foundation, do hereby certify:

1. The name of the corporation is North Shore-Long Island Jewish Health System Foundation (the "Corporation"). The Corporation was formed under the name North Shore Medical Center Development Fund.
2. The Certificate of Incorporation of the Corporation was filed by the Department of State on May 16, 1988 under the Not-for-Profit Corporation Law. A Restated Certificate of Incorporation of the Corporation was filed by the Department of State on October 23, 1995 under the Not-for-Profit Corporation Law.
3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.
4. The Certificate of Incorporation of the Corporation is hereby amended, as authorized by Section 801 of the Not-for-Profit Corporation Law, to change the name of the Corporation to Northwell Health Foundation.
5. To effectuate the amendment described in Paragraph 4 of this Certificate of Amendment, Paragraph 1 of the Certificate of Incorporation is hereby amended to read in its entirety as follows:
 1. The name of the corporation is Northwell Health Foundation (the "Corporation").
6. This amendment to the Certificate of Incorporation was authorized by vote of the sole member of the Corporation in accordance with Section 802 of the Not-for-Profit Corporation Law.
7. The Secretary of State of the State of New York is hereby designated the agent of the Corporation upon whom process against it may be served. The post office

address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him as agent of the Corporation is: Northwell Health Foundation, c/o Northwell Health, Inc., 145 Community Drive, Great Neck, New York 11021, Attention: Office of Legal Affairs.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on this 11th day of September, 2015, and hereby affirm, under penalties of perjury, that the statements herein are true.



Michael J. Dowling
President



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

December 11, 2015

Lauren E. Campisi, Esq.
North Shore Long Island Jewish
145 Community Drive
Great Neck, New York 11021

Re: Certificate of Amendment of the Certificate of Incorporation of North Shore-Long Island
Jewish Health System Foundation

Dear Ms. Campisi:

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 December, 2015, 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 North Shore-Long Island Jewish Health System Foundation, dated September 11, 2015.

Sincerely,

A handwritten signature in cursive script that reads "Colleen M. Leonard".

Colleen M. Leonard
Executive Secretary

/cl

CT-07

16011100 1/93

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

NORTH SHORE-LONG ISLAND JEWISH HEALTH SYSTEM FOUNDATION
UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

FILED BY:

NORTH SHORE-LONG ISLAND JEWISH HEALTH SYSTEM, INC.
145 COMMUNITY DRIVE
GREAT NECK, NEW YORK 11021

lcc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 11 2016

TAX \$ _____

BY: luc

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**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for NORTHWELL HEALTH FOUNDATION, File Number 180103000232 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 May 29, 2025.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State





**Division of Corporations,
State Records and
Uniform Commercial Code**

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

CERTIFICATE OF CHANGE OF

Northwell Health Foundation

(Insert Name of Domestic Corporation)

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

FIRST: The name of the corporation is:

Northwell Health Foundation

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

North Shore Medical Center Development Fund

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

May 16, 1988

THIRD: The change(s) effected hereby are: *(Check appropriate statement(s))*

☐ The county location, within this state, in which the office of the corporation is located, is changed to: _____

☒ The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is changed to read in its entirety as follows:

c/o Office of Legal Affairs, Attn: General Counsel
2000 Marcus Avenue, New Hyde Park, New York 11042

☐ The corporation hereby: *(Check One)*

☐ Designates _____
as its registered agent upon whom process against the corporation may be served.
The street address of the registered agent is:

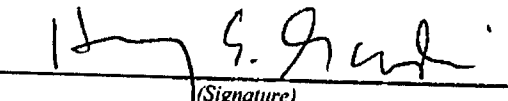
☐ Changes the designation of its registered agent to: _____
The street address of the registered agent is:

☐ Changes the address of its registered agent to:

☐ Revokes the authority of its registered agent.

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FOURTH: The change was authorized by the board of directors.

X  Harry E. Gindi
(Signature) (Name of Signer)
Assistant Secretary
(Title of Signer)

CT-07

CERTIFICATE OF CHANGE
OF

Northwell Health Foundation

(Insert Name of Domestic Corporation)

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

Filer's Name: Northwell Health, Inc.
Address: 2000 Marcus Avenue
City, State and Zip Code: New Hyde Park, New York 11042

NOTES:

1. The name of the corporation and its date of incorporation provided on this certificate must exactly match the records of the Department of State. This information should be verified on the Department of State's website at www.dos.ny.gov.
2. This form was prepared by the New York State Department of State. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores.
2. The Department of State recommends that all documents be prepared under the guidance of an attorney.
3. The certificate must be submitted with a \$20 filing fee.

For Office Use Only

DRAWDOWN

CST Ref # 10778295mp

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STATE OF NEW YORK
DEPARTMENT OF STATE

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By Laws

NORTHWELL HEALTH FOUNDATION

BY-LAWS

As amended through May 1, 2025

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Article I

Name

Section 1.1 **Name**. This corporation shall be known as Northwell Health Foundation (hereinafter the “Corporation”).

Article II

Membership

Section 2.1 Member. The sole member of the Corporation shall be Northwell Health, Inc., a not-for-profit corporation organized and existing under the laws of the State of New York (hereinafter in such capacity referred to as the “Member”).

Section 2.2 Annual Meeting. The Annual Meeting of the Member for the election of Trustees and for the transaction of such other business as may properly come before the meeting shall be held each year on such date and at the place and time as may be fixed by the Member.

Section 2.3 Special Meetings. Special meetings of the Member may be called by the Chair of the Board or by order of the Board of Trustees when deemed expedient.

Section 2.4 Action by Member. Any action to be taken by the Member pursuant to these By-laws shall be deemed to have been validly taken if either: (i) it is taken without a meeting in the form of a written consent, setting forth the actions to be taken, signed by either the Chair, Chief Executive Officer or another officer of the Member; or (ii) it is taken in the form of a validly taken action of the Board of Trustees of the Member.

Article III

Board of Trustees

Section 3.1 Duties and Responsibilities. The Corporation shall be managed by the Board of Trustees. The Board of Trustees may adopt such rules and regulations for the conduct of its meetings, the exercise of its powers and the management of the affairs and property of the Corporation as it may deem proper, not inconsistent with the laws of the State of New York, the Certificate of Incorporation of the Corporation or these By-laws.

Section 3.2 Number of Trustees. The number of Trustees constituting the entire Board of Trustees of the Corporation shall initially be the number of Trustees elected and in office immediately after the Annual Meeting of the Member held in 2000. At all times after such Annual Meeting, the number of Trustees may be changed and fixed from time to time by a vote of the Member or by a vote of the majority of the entire Board of Trustees, by the actions of electing, removing or accepting the resignations of Trustees, with the number of Trustees elected and in office at any time being the number so fixed. The number of Trustees in office at any given time shall constitute the entire Board for purposes of the Not-for-Profit Corporation Law. The Chief Executive Officer of the Corporation shall at all times, by virtue of his or her office, be a voting member of the Board of Trustees and shall for all purposes of these By-laws be counted as such in determining the number of Trustees constituting the entire Board of Trustees of the Corporation.

Section 3.3 Qualifications of Trustees. Persons elected to the Board of Trustees shall be of good moral character and reputation and of suitable age and discretion. In selecting Trustees, consideration should be given to the candidate's:

- (a) demonstrated interest in the objectives and purposes of the Corporation;
- (b) willingness to accept responsibility for governance, including availability to participate actively in matters related to the Corporation;
- (c) areas of interest and expertise;
- (d) experience in organizational and communal activities; and
- (e) commitment to the philanthropic mission of the Corporation.

Section 3.4 Election of Trustees. Trustees shall be elected, and newly created Trusteeships or vacancies shall be filled, by the Member in accordance with Article II. Newly created Trusteeships and vacancies may also be filled by vote of a majority of the entire Board of Trustees, as provided in Section 3.6.

Section 3.5 Classification of Board. The Trustees of the Corporation shall be divided into three classes of staggered three-year terms, with each class to consist of an approximately equal number of Trustees. The exact number of Trustees in each class and the designation and membership of each class shall be determined by the Member or the Board of Trustees, so that persons may be elected to serve in any class. At each Annual Meeting of the Member, the term of one class shall expire and Trustees shall be elected to a successor class to serve for a term of three years or until their successors are elected and qualified, or to serve in a different class as may be determined by the Member or the Board of Trustees.

Section 3.6 Newly Created Trusteeships; Vacancies. If the number of Trustees is changed, any newly created Trusteeships or any decrease in Trusteeships shall be so apportioned among the classes as to make all classes as nearly equal in number as possible. If newly created Trusteeships are filled by the Board of Trustees or by the Member, there shall be no classification of the additional Trustees until the next Annual Meeting of the Member. Newly created Trusteeships resulting from an increase in the number of Trustees, and vacancies among such Trusteeships occurring for any reason, may be filled by vote of the Member or by vote of a majority of the Trustees then in office. A Trustee elected to fill a vacancy shall hold office until the next Annual Meeting of the Member or until his or her successor is elected and qualified.

Section 3.7 Resignation. Any Trustee may resign at any time by giving written notice of such resignation to the Board of Trustees, the Chair of the Board, or the Secretary. Such resignation shall take effect at the time specified therein or, if not so specified, upon receipt thereof.

Section 3.8 Compensation. Trustees shall not receive compensation for serving as Trustees, provided however that nothing herein shall be construed to prevent a Trustee from serving the Corporation in another capacity for which compensation is received. No Trustee shall be permitted to vote on the compensation to be paid to him or her in any capacity, provided that the presence of such Trustee may be counted in determining the presence of a quorum.

Section 3.9 Removal of Trustees.

(a) Any Trustee may be removed for cause by a vote of the Member or by a vote of the Board of Trustees, provided there is a quorum of not less than a majority present at the meeting of Trustees or the Member at which such action is taken. Any Trustee may also be removed without cause by the Member. At least five days' notice that the removal for cause of such Trustee will be considered at a meeting of either the Board of Trustees or the Member shall be given to the Trustees or to the Member, as applicable.

(b) The failure of a Trustee to execute and deliver to the Corporation or its affiliates in a timely manner completed questionnaires, forms, schedules or other documents required by the Corporation or its affiliates for compliance with governmental

laws, rules or regulations; or in connection with applications for governmental approvals submitted by the Corporation or its affiliates (including, but not limited to, Certificate of Need applications); or for compliance with policies and procedures of the Corporation or its affiliates applicable to Trustees (including, but not limited to, Conflicts of Interest disclosure forms and questionnaires, and mandatory compliance training), shall constitute grounds for the removal of such Trustee for cause. A Trustee who has been removed for cause under this Section 3.9 (b) may be redesignated by the Member or the Board of Trustees, in the exercise of their discretion, as an Honorary Trustee.

Section 3.10 Special Categories of Trustees

(a) **Life Trustee.** A person who, in the opinion of the Member or the Board of Trustees, has served with distinction as a Trustee of the Corporation or one of its affiliates over a period of years or has otherwise rendered distinguished service to the Corporation or one of its affiliates, may be elected as a Life Trustee by either the Board of Trustees or the Member. A Life Trustee shall have the right to attend all meetings of the Board of Trustees and of the Member and to participate in the discussions thereof, but shall not be entitled to vote at such meetings or deemed for any purpose to be a member of the Board of Trustees. A Life Trustee shall retain such title without the necessity of re-election by the Board of Trustees or the Member.

(b) **Honorary Trustee.** A person who, in the opinion of the Member or the Board of Trustees, has rendered valued service to the Corporation or one of its affiliates, may be elected as an Honorary Trustee by either the Board of Trustees or the Member. An Honorary Trustee shall have the right to attend all meetings of the Board of Trustees and of the Member and to participate in the discussions thereof, but shall not be entitled to vote at such meetings or deemed for any purpose to be a member of the Board of Trustees. An Honorary Trustee may retain such title without the necessity of re-election by the Board of Trustees or the Member.

(c) **Associate Trustees.** The Member or the Board of Trustees may elect as an Associate Trustee a person who has a demonstrated interest in the objectives and purposes of the Corporation or its affiliates and in the philanthropic mission of the Corporation or its affiliates. An Associate Trustee may retain such title without the necessity of re-election by the Board of Trustees or the Member. He or she may serve as a member of committees, other than Committees of the Board, when duly appointed thereto and shall be invited to attend the Annual Meeting of the Board of Trustees and the Member. An Associate Trustee shall not be entitled to vote at such Annual Meetings or deemed for any purpose to be a member of the Board of Trustees. The Associate Trustees may be organized into committees in furtherance of the philanthropic mission of the Corporation and its affiliates.

(d) **Associate Trustees/Emeritus.** The Member or the Board of Trustees may elect as an Associate Trustee/Emeritus a person who formerly served as an Associate Trustee and is no longer serving in that capacity, if in the opinion of the Member or the Board of Trustees such person has rendered valued service to the

Corporation or its affiliates as an Associate Trustee and the Member or the Board of Trustees consider it desirable for the Corporation to continue to maintain a relationship with such person in furtherance of the philanthropic mission of the Corporation and its affiliates. An Associate Trustee/Emeritus may retain such title without the necessity of re-election by the Member or Board of Trustees. An Associate Trustee/Emeritus shall be invited to attend the Annual Meeting of the Board of Trustees and the Member, but shall not be entitled to vote at such Annual Meetings or deemed for any purpose to be a member of the Board of Trustees.

(e) A person elected as a Life Trustee, Honorary Trustee, Associate Trustee, or Associate Trustee/Emeritus shall serve at the pleasure of the Board of Trustees and may be removed at any time without cause by the Board of Trustees.

Article IV

Meetings of the Board of Trustees

Section 4.1 Annual Meeting. The Annual Meeting of the Board of Trustees for the election of Corporate Officers of the Corporation and for the transaction of such other business as may properly come before the Board shall be held in the month of May or June of each year, on such date in such month and at the place and time as may be fixed by the Chair of the Board or the Board of Trustees, or in such other month and at such other place and time as shall be established from time to time by the Chair of the Board or the Board of Trustees.

Section 4.2 Regular Meetings. Regular meetings of the Board of Trustees shall be held at such times and places as may be determined by the Chair of the Board or the Board of Trustees. The Board of Trustees shall be expected to meet at least six times per year, including its Annual Meeting.

Section 4.3 Special Meetings. Special meetings of the Board of Trustees may be called at any time by the Chair of the Board, or by the Chair-Elect or any Vice Chair in the absence of the Chair of the Board, and shall be called by the Secretary upon the written request of not less than twenty-five percent of the members of the Board of Trustees. Special meetings shall be held at the offices of the Corporation or at such other place as may be designated in the notice of the meeting, and at the time and date specified in the notice of the meeting or in the waiver of notice thereof.

Section 4.4 Notice of Meeting. All meetings of the Board of Trustees shall be held upon notice. Notice of meetings of the Board of Trustees shall be mailed to each Trustee at the address designated by him or her for such purpose or, if none is designated, at his or her last known address, not less than ten days before the day on which the meeting is to be held, or sent by telegram, facsimile transmission or electronic mail to such address or delivered to such Trustee personally, in each case not less than seven days before the day of such meeting. Notwithstanding the foregoing, special meetings of the Board of Trustees may be held with only one day's notice sent by telegram, facsimile transmission or electronic mail, or delivered personally, to each Trustee at such address. Notice of any meeting of the Board of Trustees shall also constitute notice of a meeting of the Member. Notice of a meeting of the Board of Trustees of Northwell Health, Inc. shall constitute notice of a meeting of the Board of Trustees of this Corporation to be held at the same place as and concurrently with or immediately following such meeting of the Board of Trustees of Northwell Health, Inc., provided that at the time such notice is given, all members of the Board of Trustees of this Corporation are members of the Board of Trustees of Northwell Health, Inc. Northwell Health, Inc. is sometimes referred to in these By-laws as "Northwell".

Section 4.5 Waiver of Notice of Meeting. Notice of any meeting need not be given to any Trustee who signs a waiver of notice before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement the lack of notice thereof.

Section 4.6 Quorum. Except as may otherwise expressly be required by law or these By-laws, the presence of a number of Trustees sufficient to constitute a quorum as provided herein shall be necessary for the transaction of business at all meetings of the Board of Trustees. The number of Trustees sufficient to constitute a quorum at any time shall be equal to one-half of the entire Board of Trustees. In the absence of a quorum, a majority of the Trustees present may adjourn the meeting from time to time until a quorum is present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 4.7 Voting. Except as otherwise provided in Section 3.8 of these By-Laws, each Trustee shall be entitled to one vote on each matter submitted to a vote of Trustees. At all meetings of the Board of Trustees, all matters shall be decided by the vote of a majority of the Trustees present at the time of such vote, if a quorum is present at such time, except as otherwise expressly required by law or by these By-laws.

Section 4.8 Action by Board of Trustees Without a Meeting. Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all members of the Board of Trustees consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board of Trustees.

Section 4.9 Telephonic Participation in Meetings. All members of the Board of Trustees shall be permitted to participate in a meeting of the Board of Trustees by means of a conference telephone call or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Article V

Corporate Officers

Section 5.1 Corporate Officers. The Corporate Officers of the Corporation shall consist of a Chair of the Board of Trustees (sometimes referred to herein as “Chair of the Board” or “Chair”), a Chief Executive Officer, a Treasurer and a Secretary. In addition, the Board of Trustees may as it deems appropriate from time to time, elect a President, a Chief Operating Officer, a Chief Financial Officer, one or more Vice Presidents (including Executive and Senior Vice Presidents), one or more Assistant Secretaries, and such other officers as the Board shall determine to be necessary. The Board of Trustees may also elect, from among its number, such Vice Chairs as are recommended by the Nominating and Governance Committee of Northwell Health, Inc. The Vice Chairs and other Corporate Officers elected by the Board of Trustees shall perform such duties as may be assigned to them from time to time by the Board of Trustees. The Chair and Chair-Elect, any Vice Chairs, and the Chief Executive Officer shall be Trustees; all other Corporate Officers may, but need not, be Trustees. Two or more titles may be held by the same person, but the offices of President and Secretary shall not be held concurrently by the same person. The Board of Trustees may elect a successor to the Chair of the Board (the “Chair-Elect”) at such time as the Board of Trustees may determine, with one year in advance of the anticipated commencement of his or her term as Chair of the Board being customary. During the interim period between his or her election as Chair-Elect and the commencement of his or her term as Chair of the Board, the Chair-Elect shall become familiar with the duties of the Chair of the Board. The Chair of the Board shall, in his or her reasonable discretion, involve the Chair-Elect in the decision-making process with respect to matters for which the Chair of the Board is responsible and permit the Chair-Elect to attend meetings which the Chair of the Board would be permitted or required to attend, review documents customarily reviewed or analyzed by the Chair of the Board, and be privy to all aspects of the Corporation's business and activities. Each person elected under this Section 5.1 shall be a “Corporate Officer.”

Section 5.2 Chair of the Board. The Chair of the Board shall preside at all meetings of the Board of Trustees, and shall coordinate the work of all committees. The Chair of the Board shall be chair of the Executive Committee and an *ex officio* voting member of all other Committees of the Board of Trustees and Committees of the Corporation, subject to applicable law, and except as otherwise provided for in these By-laws and applicable law, shall appoint, and may remove, the members and chairs of all committees, with the exception of Committees of the Board. The Chair of the Board shall select individuals to serve on committees on the basis of their interest in the purposes of the committee and their ability and willingness to participate actively in the work of the committee.

Section 5.3 Chief Executive Officer. The Chief Executive Officer shall have all necessary authority with respect to and be responsible for the administration of all departments of the Corporation, subject only to the policies adopted and decisions made

by the Board of Trustees. The Chief Executive Officer shall recommend to the Board of Trustees for its approval the overall strategy of the Corporation and its organizational structure. The Chief Executive Officer shall be the direct executive representative of the Board of Trustees in the management of the operations of the Corporation.

Section 5.4 Treasurer. The Treasurer shall be responsible for supervision of the care and custody of all funds and securities of the Corporation, shall keep or cause to be kept a full and accurate account of all monies received and paid on account of the Corporation and shall render a statement of accounts whenever the Board of Trustees shall require. The Treasurer shall have such other powers and duties as may be assigned from time to time by the Board of Trustees.

Section 5.5 Secretary. The Secretary (or any Assistant Secretary in the absence of the Secretary) shall record all votes and the minutes of all proceedings of the Board of Trustees in a minute book to be kept permanently for such purpose, shall give or cause to be given all notices required by law or by these By-laws, shall have custody of the corporate seal and authority to affix the same to any obligation, instrument or contract executed on behalf of the Corporation and, when so affixed, to attest the same by signature, shall keep and account for all books, documents, papers and records of the Corporation, except those for which another officer or agent is properly accountable, and shall have such other powers and duties as may be assigned from time to time by the Board of Trustees.

Section 5.6 Powers and Duties of Officers. The powers and duties of the Corporate Officers shall be such as may be prescribed pursuant to these By-laws or from time to time by the Board of Trustees and, to the extent not so prescribed, as usually appertain to their respective offices, subject to the control of the Board of Trustees.

Section 5.7 Election; Term of Office of Officers. Except as provided in Section 5.9 hereof, Corporate Officers shall be elected at the Annual Meeting of the Board of Trustees or at such other times at which the Board of Trustees may elect a Corporate Officer, and shall hold office until the next Annual Meeting of the Board of Trustees or until their successors shall have been elected and qualified. Corporate Officers may serve an unlimited number of terms, provided, however, that no Trustee shall be elected to or hold the office of Chair of the Board for consecutive terms the total length of which exceeds five years in the aggregate. Nothing herein, including the five-year limitation described above, is intended to prohibit a Trustee from holding a different office after vacating the office of Chair of the Board.

Section 5.8 Resignation; Removal of Officers. Any Corporate Officer may resign at any time by giving written notice of such resignation to the Board of Trustees, the Chair of the Board or the Secretary. Such resignation shall take effect at the time specified therein or, if not so specified, upon receipt thereof. Any person serving as the Chair of the Board or the Chief Executive Officer may be removed from such office with or without cause at any time by the Board of Trustees provided, however, that such action may be taken only at a meeting of the Board of Trustees the notice for which contains a

statement that such action would be considered at the meeting. Any person serving as a Corporate Officer in any other capacity may be removed from such office with or without cause at any time by the Board of Trustees.

Section 5.9 Vacancies. Vacancies in any Corporate Officer position, whether occurring by death, resignation, removal or otherwise, may be filled at any time by the Board of Trustees.

Section 5.10 Honorary Chair of the Board. The office of Honorary Chair of the Board shall be an honorary office, which shall impose on the holder thereof no official duties or burdens. The holder of such office shall have the right to attend all meetings of the Board of Trustees and of the Member and to participate in their discussions, and shall lend to the Trustees, the Member and other officers such advice, counsel and assistance as they may desire and as the holder of such office may be able and willing to give. The holder of such office may also serve as a member of the Board of Trustees if elected thereto, in which event he or she shall have all of the rights and privileges of both offices. An Honorary Chair of the Board may hold such office without the necessity of re-election by the Board of Trustees.

Section 5.11 Administrative Officers and Positions. The Chief Executive Officer may from time to time designate new or additional administrative titles, including but not limited to Executive Vice President, Senior Vice President, Vice President, and Executive Director, and may appoint persons to fill such administrative positions. Any persons appointed to such positions shall be considered administrative officers of the Corporation, shall have such powers and duties as may be assigned to them from time to time by the Chief Executive Officer, and shall serve at the pleasure of the Chief Executive Officer. Despite their administrative titles, however, such persons shall not be Corporate Officers of the Corporation.

Article VI

Committees

Section 6.1 Appointment of Committees.

(a) The Board of Trustees may designate from among its members Committees of the Board of Trustees (sometimes referred to in these By-laws as "Committees of the Board"), each consisting of three or more Trustees, and each of which, to the extent provided in a resolution of the Board of Trustees or in these By-laws, shall have all of the authority of the Board of Trustees which lawfully may be delegated to such a committee. Except as otherwise provided in these By-laws, the Board of Trustees shall designate the members of each Committee of the Board of Trustees at the Annual or other meeting of the Board of Trustees. Such designation shall be made by the vote of a majority of the Trustees present at the time of the vote if a quorum is present at such time, except that the membership of the Executive Committee shall be an *ex officio* membership comprised of the Trustees designated in Section 6.5(a) of these By-laws. Members of Committees of the Board shall serve for one-year terms or until their successors are designated. Members of all Committees of the Board shall serve at the pleasure of the Board of Trustees. By virtue of their office, the Chair of the Board and the Chief Executive Officer shall be members of all Committees of the Board of Trustees and of all Committees of the Corporation, subject to applicable law, provided that the Chief Executive Officer shall not be a member of the Compensation Committee or the Audit and Corporate Compliance Committee.

(b) The Board of Trustees may create such committees other than Committees of the Board of Trustees as it may deem desirable. Such committees shall have only the powers specifically delegated to them by the Board of Trustees.

(c) Committees other than Committees of the Board of Trustees created by the Board of Trustees shall be Committees of the Corporation. The members of Committees of the Corporation need not be Trustees.

(d) There shall exist an Executive Committee and a Compensation Committee as Committees of the Board of Trustees. Such Committees shall have such powers, duties and responsibilities as may be prescribed by these By-laws or the Board of Trustees. The other Committees and Sub-committees provided for in this Article VI shall be considered Committees of the Corporation. Committees of the Corporation will have no authority of the Board of Trustees but may advise on matters within their specified areas of concern, but the naming and description of such committees does not require them to consider or advise on all such matters. Each Committee of the Corporation shall serve at the pleasure of the Board of Trustees, which may create new committees or eliminate or combine any or all of the committees or sub-committees provided for in this Article VI, subject to any required appropriate amendments to this Article VI.

Section 6.2 Meetings of Committees. Each Committee of the Board of Trustees, and each Committee of the Corporation, may adopt its own rules of procedure consistent with these By-laws. In the absence of a contrary provision in rules adopted by a committee, the following rules shall apply. Committees may meet either regularly at stated times or specially on written notice, given by the chair or vice-chair of such committee or members constituting not less than one-third of the full membership of such committee, at least six days in advance thereof by mail, or one day in advance by telegraph, telephone, facsimile transmission, electronic mail or personal delivery to all members thereof or on such other notice as the committee or the Board of Trustees in creating such committee may determine. Notice of any meeting need not be given to any member, however, if waived by such member before or after the meeting in writing. No notice need be given of any meeting to any member who attends such meeting without protesting prior to such meeting or at the commencement thereof the lack of notice of such meeting. Committees of the Board shall keep regular minutes of their proceedings, reflecting business conducted, including findings, conclusions and recommendations, and shall report such minutes to the Board of Trustees when required. Committees of the Corporation shall keep such minutes and prepare such reports as may be required or as they determine are appropriate for matters on which they advise. Except as otherwise expressly required by law or by these By-laws or unless otherwise determined by the Board of Trustees, one-third of the members of a committee shall constitute a quorum and the action of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. No committee other than a Committee of the Board of Trustees shall commit the Corporation to any obligation, course of conduct or procedure unless such obligation, course of conduct or procedure is expressly delegated to such committee in these By-Laws or duly authorized by the Board of Trustees.

Section 6.3 Action by Committees Without a Meeting. Any action required or permitted to be taken by any committee may be taken without a meeting if all members of the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the committee.

Section 6.4 Telephonic Participation in Meetings. Any one or more of the members of a committee shall be permitted to participate in a meeting of such committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6.5 Executive Committee.

(a) The Executive Committee shall be a Committee of the Board whose membership shall be comprised of Trustees holding the following positions, which membership shall constitute the *ex officio* membership of the Executive Committee, and such other Trustees as the Board may appoint to serve on the Executive Committee: (i) the Chair of the Board, who shall be chair of the Executive Committee; (ii) the Chief Executive Officer; (iii) the Chair-Elect (if any); (iv) the immediate past Chair of the

Board (referred to in these By-laws as “Immediate Past Chair”), provided he or she is a Trustee; and (v) the chairs of the following committees of Northwell Health, Inc., provided they are Trustees: Northwell Committee on Quality; Northwell Finance Committee; Northwell Audit and Corporate Compliance Committee; and Northwell Due Diligence Committee. The designation of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any member thereof, of any responsibility imposed by law. One-half of the members of the Executive Committee shall constitute a quorum and the action of a majority of those present at a meeting at which a quorum is present shall be the act of the Executive Committee.

(b) The Executive Committee, between meetings of the Board of Trustees, shall have and may exercise all of the authority of the Board of Trustees except as such authority is limited by applicable law and except to the extent, if any, that such authority would be inconsistent with any provision of these By-laws or is limited by any resolution to such effect adopted by the Board of Trustees. Among other things, the Executive Committee shall have the full authority of the Board of Trustees on all matters concerning strategic intent, network and business development, financial security, financial performance and operational efficiency of the Corporation. Meetings of the Executive Committee shall be scheduled to be held monthly, except in months in which regular meetings of the Board of Trustees are scheduled to be held (however, a meeting of the Executive Committee may be scheduled to be held in the month of the Annual Meeting of the Board of Trustees), and any such scheduled meeting of the Executive Committee may be canceled if the Chair of the Board, in the exercise of his or her discretion, determines there is no need for such scheduled Executive Committee meeting to be held.

Section 6.6 Audit and Corporate Compliance Committee. The Audit and Corporate Compliance Committee of Northwell Health, Inc. (such committee being sometimes referred to in these By-laws as the “Northwell Audit and Corporate Compliance Committee”) shall perform for this Corporation the duties which it performs for Northwell.

Section 6.7 Finance Committee. The Finance Committee of Northwell Health, Inc. (such committee being sometimes referred to in these By-laws as the “Northwell Finance Committee”) shall perform for this Corporation the functions which it performs for Northwell.

Section 6.8 Nominating and Governance Committee. The Nominating and Governance Committee of Northwell Health, Inc. (such committee being sometimes referred to in these By-laws as the “Northwell Nominating and Governance Committee”) shall perform for this Corporation the functions which it performs for Northwell.

Section 6.9 Compensation Committee.

(a) The Compensation Committee shall be a Committee of the Board, with the exact number of Trustees on such Committee to be fixed from time to time by

the election or designation by the Board of the members of such Committee. The persons nominated as members of the Compensation Committee shall include the Chair of the Board, the Chair-Elect, if any, the Immediate Past Chair provided he or she is a Trustee, the Chair of the Northwell Nominating and Governance Committee, provided he or she is a Trustee, and such additional Trustees as may be nominated by the Northwell Nominating and Governance Committee. The Chair of the Board shall be the Chair of the Compensation Committee. The Compensation Committee shall review annually the compensation proposed to be paid by the Corporation to its Corporate Officers who receive compensation from the Corporation, shall approve such compensation or make such adjustments thereto as it deems appropriate and shall approve all employment contracts to be entered into by the Corporation with any Corporate Officers. No employee, whether or not a member of the Board of Trustees or a Corporate Officer, shall be a member of the Compensation Committee, provided however, that the Chief Executive Officer and other Corporate Officers may be invited to attend and participate in meetings except with respect to decisions as to their respective compensation. With respect to matters within its purview, the Compensation Committee shall have all of the authority of the Board of Trustees, except that the term of office of the Chief Executive Officer shall be recommended by the Compensation Committee to the Board of Trustees for, and shall be subject to, its ratification.

(b) The duties of the Compensation Committee may be performed by the Compensation Committee of this Corporation or by the Compensation Committee of Northwell Health, Inc. (the “Northwell Compensation Committee”) on behalf of this Corporation if all members of the Northwell Compensation Committee are Trustees of this Corporation.

Section 6.10 Facilities Planning Committee. The Facilities Planning Committee of Northwell Health, Inc. shall perform for this Corporation the functions which it performs for Northwell.

Section 6.11 Development Committee. The Development Committee of Northwell Health, Inc. shall perform for this Corporation the functions which it performs for Northwell.

Section 6.12 Committee on Quality. The Committee on Quality of Northwell Health, Inc. (such committee being sometimes referred to in these By-laws as the “Northwell Committee on Quality”) shall perform for this Corporation the functions which it performs for Northwell.

Section 6.13 Education Committee. The Education Committee of Northwell Health, Inc. shall perform for this Corporation the functions which it performs for Northwell.

Section 6.14 Legal Affairs Committee. The Legal Affairs Committee of Northwell Health, Inc. shall perform for this Corporation the functions which it performs for Northwell.

Article VII

Funds and Property

Section 7.1 Gifts and Endowments. The Board of Trustees shall establish the conditions under which the Corporation shall accept contributions, devises and bequests from donors and the terms for the commemoration of any such gifts through the establishment of endowments or otherwise. Nothing herein is intended to limit the ability of any of the Corporation's affiliates to establish the conditions under which they may accept contributions from donors and the terms for the commemoration of any such gifts.

Section 7.2 Deposit of Funds. The Board of Trustees shall select banks or depositories as it shall deem proper for the funds of the Corporation. The Board of Trustees shall determine who shall be authorized on behalf of the Corporation to sign checks, drafts or other orders for the payment of money, acceptances and notes or other evidences of indebtedness.

Section 7.3 Investments. The funds of the Corporation may be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Trustees may deem desirable, provided that such funds may be maintained uninvested, as the Board of Trustees may deem advisable.

Section 7.4 Contracts. Deeds, mortgages, contracts, leases and other instruments relating to the property of the Corporation or under which the Corporation may incur liability may be signed in the name of the Corporation by the Chair of the Board, the Chief Executive Officer, any other Corporate Officer, or by any other signatory authorized to sign such instrument by the Board of Trustees.

Article VIII

Indemnification

Section 8.1 Trustees and Officers. The Corporation shall indemnify each person who is a present or former Trustee or officer of the Corporation or member of a committee established pursuant to Article VI or member of the Board of Advisors or other Health System advisory board who is or was made or threatened to be made a party to, or is or was involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, or whether brought by or in the right of the Corporation, by reason of the fact that such person (i) is or was a Trustee, officer, committee member, or member of the Board of Advisors or other Health System advisory board; or (ii) in the case of a present or former Trustee, officer, member of a committee established pursuant to Article VI, or member of the Board of Advisors or other Health System advisory board, serves or served, at the request of the Corporation, any other corporation, partnership, joint venture, trust, or employee benefit plan in any capacity, against judgments, assessments, fines, amounts paid or to be paid in settlement, penalties, taxes and reasonable costs, charges and expenses, including attorneys' fees, reasonably incurred in connection with such action or proceeding or any appeal therein, except where a judgment or other final adjudication adverse to such person establishes that (a) his or her acts were committed in bad faith or were the result of active and deliberate dishonesty, and, in either case, were material to the cause of action so adjudicated; or (b) that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. For all purposes of this Article VIII: (i) the term "Trustee" shall include all Trustees and all Life Trustees, Honorary Trustees and Associate Trustees elected pursuant to Section 3.10; and (ii) the term "officer" shall include all Corporate Officers of the Corporation who are elected pursuant to Section 5.1 and all administrative officers of the Corporation who are appointed pursuant to Section 5.11 with the titles of Executive Vice President, Senior Vice President, Vice President, or Executive Director.

Section 8.2 Reimbursement. The Corporation shall, from time to time, reimburse or advance to any person referred to in Section 8.1 the funds necessary for payment of expenses incurred by such person in connection with any threatened, pending or completed action, proceeding, or appeal described in Section 8.1 upon receipt, if required by the New York Not-for-Profit Corporation Law or deemed appropriate by the Board of Trustees, of a written undertaking by or on behalf of such person to repay such amount(s) if it is ultimately determined that such person is not entitled to indemnification under this Article VIII or otherwise, or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled, provided that such person shall cooperate in good faith with any request of the Corporation that common counsel be used by parties to any action, proceeding or appeal who are similarly situated, unless to do so would be inappropriate because of actual or potential differing interests between such parties.

Section 8.3 Other Rights. The Corporation, by resolution adopted by its Board of Trustees, or, if such power is delegated to the Chief Executive Officer by the Board of Trustees, by action of the Chief Executive Officer, may indemnify and reimburse or advance expenses to any person, whether or not described in Section 8.1, to whom the Corporation is permitted to provide indemnification or the reimbursement or advancement of expenses, to the fullest extent permitted by applicable law as it may exist from time to time, whether pursuant to rights granted pursuant to, or provided by, the New York Not-for-Profit Corporation Law or other rights created by (a) a resolution of the Board of Trustees or (b) an agreement approved by the Board of Trustees providing for such indemnification or reimbursement or advancement of expenses, it being expressly intended that this Article VIII authorizes the creation of other rights in any such manner. Any such indemnification and any such reimbursement or advancement of expenses may, in the Board's discretion and to the extent permitted by law, be retroactive and be available with respect to events occurring prior to the adoption hereof and prior to any such resolution or agreement.

Section 8.4 Applicable Law. Any person entitled to be indemnified or to the reimbursement or advancement of expenses as a matter of right pursuant to this Article VIII may elect to have the right to indemnification (or reimbursement or advancement of expenses) interpreted on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding, to the extent permitted by law, or on the basis of the applicable law in effect at the time indemnification (or reimbursement or advancement of expenses) is sought.

Section 8.5 Enforcement.

(a) **Contract Right.** The right to be indemnified or to the reimbursement or advancement of expenses pursuant to Section 8.1 or 8.2 of this Article VIII or a resolution or agreement authorized pursuant to Section 8.3 of this Article VIII: (a) is a contract right pursuant to which the person entitled thereto may bring suit as if the provisions hereof (or of any such resolution) were set forth in a separate written contract between the Corporation and such person; (b) is intended to be retroactive and shall, to the extent permitted by law, be available with respect to events occurring prior to the adoption hereof or of any such resolution or agreement; and (c) shall continue to exist after any rescission or restrictive modification hereof or of any such resolution or agreement with respect to events occurring prior thereto. The Corporation shall not be obligated under this Article VIII (including any resolution or agreement authorized by Section 8.3 of this Article VIII) to make any payment hereunder (or under any such resolution or agreement) to the extent the person seeking indemnification hereunder (or under any such resolution or agreement) has actually received payment (under any insurance policy, resolution, agreement or otherwise) of the amount otherwise indemnifiable hereunder (or under any such resolution or agreement).

(b) **Right to Bring Suit.** If a request to be indemnified or for the reimbursement or advancement of expenses pursuant to this Article VIII (including any resolution or agreement authorized by Section 8.3) is not paid in full by the Corporation

within thirty days after a written claim has been received by the Corporation, the claimant may, within the time frame allowed by law, bring suit against the Corporation to recover the unpaid amount of the claim, and, if successful in whole or in part, the claimant shall be entitled also to be paid the reasonable expenses of prosecuting such claim. Neither the failure of the Corporation (including its Board of Trustees or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Trustees or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses, shall create a presumption that the claimant is not so entitled.

Section 8.6 Non-Exclusivity. The rights granted pursuant to or provided by the foregoing provisions of this Article VIII shall be in addition to and shall not be exclusive of any other rights to indemnification and expenses to which any person may otherwise be entitled by law, contract or otherwise.

Section 8.7 Insurance. The Corporation is not required to purchase Trustees and Officers liability insurance, but the Corporation may purchase such insurance. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article VIII or by operation of law, and it may insure directly the Trustees, officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article VIII as well as for liabilities against which they are otherwise entitled or permitted to be indemnified by the Corporation.

Section 8.8 Definitions. Without limiting any indemnification provided by Section 8.1, for purposes of this Article VIII, the term: (a) “the Corporation” shall include any legal successor to the Corporation, including any corporation or other entity which acquires all or substantially all of the assets of the Corporation in one or more transactions; (b) “person” shall include the personal representative, testator or intestate of a person; and (c) service “at the request of the Corporation” shall include, but not be limited to, service provided to (i) any other corporation or other entity which may be specified by resolution of the Board of Trustees, (ii) any corporation, partnership, joint venture, trust or other enterprise of which twenty-five percent or more of the voting power or economic interest is held, directly or indirectly, by the Corporation, or (iii) any employee benefit plan of the Corporation or of any entities referred to in clauses (i) or (ii)

Article IX

Amendments

Section 9.1 Amendments. These By-laws may be amended or repealed and new By-laws may be adopted by action of the Member or at a meeting of the Board of Trustees by the vote of two-thirds of the Trustees present at the time of such vote, if a quorum is present at such time, provided that the text or substance of the proposed amended, repealed or new By-law shall have been given to the Trustees or the Member not less than three days prior to such meeting.

Section 9.2 Periodic Review of By-laws. Not less frequently than once every three years, the Chair of the Board shall appoint a committee which shall review these By-laws and shall recommend to the Board of Trustees such amendments as such committee shall deem appropriate.

Article X

Miscellaneous

Section 10.1 Corporate Seal. The corporate seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its incorporation, and the words “Corporate Seal, New York.” Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise used.

Section 10.2 Books and Records. The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of the Board of Trustees and the Member and any committee thereof.

Section 10.3 Fiscal Year. The Board of Trustees shall have the power to fix from time to time the fiscal year of the Corporation.

Section 10.4 Annual Audit. Following the close of each fiscal year of the Corporation, a firm of certified public accountants selected by the Board of Trustees shall audit the balance sheet of the Corporation at the end of such fiscal year and the statement of operations of the Corporation for such fiscal year and shall submit a report on their examination of such financial statements to the Board of Trustees.

Section 10.5 Actions as Shareholder or Member of Affiliates. Any actions which may be taken by the Corporation as the shareholder or member of any other corporation or other entity shall be deemed to have been validly taken if either: (i) taken without a meeting in the form of a written consent, setting forth the actions to be taken, signed in the name of the Corporation by any of the Chair, the Chief Executive Officer, or another Corporate Officer of the Corporation or by any other signatory authorized to sign such consent by the Board of Trustees; or (ii) taken by valid action of the Board of Trustees.

Section 10.6 Conflicts of Interest.

(a) A conflict of interest may exist when a member of the Board of Trustees or an employee of the Corporation has the opportunity to influence the Corporation's business or other decisions in ways that could lead to personal gain or advantage of any kind for such person or any of his or her family or associates. A member of the Board of Trustees or an employee of the Corporation may have a conflict of interest when he or she or any of his or her family or associates (to his or her present knowledge) either (i) has an existing or potential financial or other material interest which could influence or might appear to influence the individual's independent judgment in the discharge of responsibilities to the Corporation; or (ii) may receive a financial or other material benefit from knowledge of information confidential to the Corporation or from a transaction involving the Corporation. The family of an individual includes his or her spouse, parents, siblings, children and any other blood relative if the latter resides in the same household. An associate of an individual includes any person, trust,

corporation, partnership or other organization or enterprise (of a business nature or otherwise) with respect to which the individual or any member of his or her family (i) is a director, officer, employee, member, partner or trustee; or (ii) has a significant financial interest or any other interest which enables him or her to exercise control or significantly influence policy of the associate.

(b) The Corporation shall adopt and implement appropriate policies and procedures designed to effectuate disclosure of actual or potential conflicts of interest and appropriate responses thereto.

Section 10.7 Gender Neutrality. For purposes of these By-laws, the words “Chair” and “Chairs” in any context shall refer to males or females holding such positions.

Article XI

Northwell Health Board of Advisors and Other Health System Advisory Boards

Section 11.1 Northwell Health Board of Advisors and other Health System Advisory Boards. There may exist within the Health System advisory boards, including the Northwell Health Board of Advisors (referred to in these By-laws as “Board of Advisors”) and other Health System advisory boards, whose members have a demonstrated interest in the philanthropic mission of the Health System. Members of the Board of Advisors and other Health System advisory boards may be appointed by Northwell Health, Inc. and shall serve at the pleasure of Northwell Health, Inc., and any member of the Board of Advisors or other Health System advisory board may be removed at any time without cause by Northwell Health, Inc. References in these By-laws to the “Health System” include Northwell Health, Inc. and the other entities of which Northwell Health, Inc. is the ultimate corporate parent.

Proposed Amendment to Certificate of Incorporation

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
NORTHWELL HEALTH FOUNDATION**

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

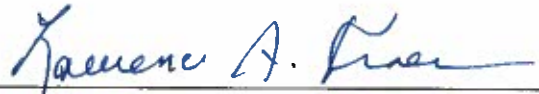
I, THE UNDERSIGNED, Laurence A. Kraemer, being the Executive Vice President, General Counsel and Chief Legal Officer of Northwell Health Foundation, do hereby certify:

1. The name of the corporation is Northwell Health Foundation (the "Corporation"). The Corporation was formed under the name North Shore Medical Center Development Fund.
2. The Certificate of Incorporation of the Corporation was filed by the Department of State on May 16, 1988 under the Not-for-Profit Corporation Law. A Restated Certificate of Incorporation of the Corporation was filed by the Department of State on October 23, 1995 under the Not-for-Profit Corporation Law.
3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.
4. The Certificate of Incorporation of the Corporation is hereby amended, as authorized by Section 801 of the Not-for-Profit Corporation Law, to change the name of the Corporation to Northwell Foundation.
5. To effectuate the amendment described in Paragraph 4 of this Certificate of Amendment, Paragraph 1 of the Certificate of Incorporation is hereby amended to read in its entirety as follows:
 1. The name of the corporation is Northwell Foundation (the "Corporation").
6. This amendment to the Certificate of Incorporation was authorized by vote of the sole member of the Corporation in accordance with Section 802 of the Not-for-Profit Corporation Law.

7. The Secretary of State of the State of New York is hereby designated the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him as agent of the Corporation is: Northwell Foundation, c/o Office of Legal Affairs, Attn: General Counsel, 2000 Marcus Avenue, New Hyde Park, NY 11042.

[Signature Page to Follow.]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on this 11th day of March, 2025, and hereby affirms, under penalties of perjury, that the statements herein are true.



Laurence A. Kraemer
Executive Vice President, General Counsel
and Chief Legal Officer

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
NORTHWELL HEALTH FOUNDATION
UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

FILED BY:

NORTHWELL HEALTH, INC.
2000 MARCUS AVENUE
NEW HYDE PARK, NEW YORK 11042

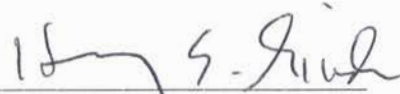
Resolutions

ASSISTANT SECRETARY'S CERTIFICATE

The undersigned, Assistant Secretary of Northwell Health Foundation, a New York corporation (the "Corporation"), does hereby certify that set forth below is a true copy of a resolution that was unanimously adopted at a meeting of the Board of Trustees of the sole member of the Corporation held on February 26, 2025, at which meeting a quorum was present and acting throughout. The undersigned does hereby further certify that such resolution has not been amended or rescinded and remains in full force and effect.

RESOLVED, that approval is hereby given for an amendment to the Certificate of Incorporation of Northwell Health Foundation (the "Corporation") to change the name of the Corporation to "Northwell Foundation", and the officers of the Corporation are hereby authorized to execute and file a Certificate of Amendment to the Certificate of Incorporation of the Corporation to effectuate such name change, and to take all such other and further actions, and execute, deliver and file all such other and further instruments and documents, as any officer of the Corporation shall approve as being necessary or appropriate in connection such name change.

IN WITNESS WHEREOF, the undersigned has executed this Assistant Secretary's Certificate this 27th day of February, 2025.



Harry E. Gindi
Assistant Secretary

MEMORANDUM

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

From: Alexa Nagy, Senior Attorney
Bureau of Program Counsel
Division of Legal Affairs

Date: January 14, 2026

Subject: Proposed Dissolution of AHRC Health Care, Inc.

This is to request that the above matter be included on the agendas for the next Establishment and Project Review Committee and Public Health and Health Planning Council (PHHPC) meetings.

The attachments relating to this matter include the following:

- 1) Memorandum to the Public Health and Health Planning Council from Kathy Marks, General Counsel;
- 2) A photocopy of an email letter from Legal Counsel requesting approval of the proposed Certificate of Dissolution of AHRC Health Care, Inc. ("AHRC") dated July 17, 2025;
- 3) A proposed verified petition seeking the Attorney General's approval of the filing of the Certificate of Dissolution of AHRC;
- 4) A photocopy of the Certificate of Incorporation for AHRC, dated November 17, 1997, and filed on December 8, 1997, and Consent to File Letter of the Public Health Council for AHRC Health Care, Inc., dated November 19, 1997;
- 5) A copy of the resolution of unanimous written consent of the board of directors and stockholders of AHRC, dated July 1, 2025, approving and authorizing the dissolution;
- 6) A copy of the unanimous written consent of the sole member of AHRC Health Care, Inc., NYSARC Inc., New York City Chapter, dated July 29, 2025, approving and authorizing the dissolution;
- 7) An executed, proposed Plan of Dissolution and Certificate of Dissolution of AHRC Health Care, Inc.; and
- 8) A copy of the amended and restated Bylaws of NYSARC Inc., New York City Chapter.

Attachments

MEMORANDUM

To: Public Health and Health Planning Council (PHHPC)

From: Kathy Marks
General Counsel

Date: January 14, 2026

Subject: Proposed Dissolution of AHRC Health Care, Inc.

AHRC Health Care, Inc. requests Public Health and Health Planning Council (“PHHPC”) approval of its proposed dissolution in accordance with the requirements of Not-For-Profit Corporation Law §§ 1002(c) and 1003 and 10 NYCRR Part 650.

AHRC Health Care, Inc., a not-for-profit corporation, was formed November 17, 1997 for the purpose of establishing a diagnostic and treatment center under Article 28 of the Public Health Law. AHRC Health Care, Inc. received approval from the Public Health Council of the filing of its Articles of Organization on November 19, 1997.

AHRC Health Care, Inc. is no longer in operation and has not engaged in any business activity for at least six years, has sold all of its assets, has no remaining assets or liabilities, and is thus financially dormant. Therefore, AHRC Health Care, Inc. wishes to formally dissolve its corporation, and has determined that it is in the best interest of the corporation to do so.

The Plan and Certificate of Dissolution were authorized by unanimous written consent of the Board on July 1, 2025, and Petitioner's sole member on July 29, 2025. Copies of such authorizing resolutions are attached.

There is no legal objection to the proposed Plan of Dissolution, and Certificate of Dissolution of AHRC Health Care, Inc. and they are in legally acceptable form.

Attachments



Outlook

Dissolution of an inactive Article 28

From Davino, Margaret J. <mdavino@foxrothschild.com>

Date Thu 07/17/2025 11:44 AM

To Leonard, Colleen M (HEALTH) <colleen.leonard@health.ny.gov>

 4 attachments (2 MB)

Ferris Closure Plan - Letter from DOH to Melvin Gertner - Approval of Closure - dated 4-03-2018-C-C.pdf; FERRIS CLOSURE PLAN - 3-05-2018-C-C.pdf; Access - CLOSURE PLAN - 9-22-207-C-C.pdf; Access - DOH Letter - Regarding Site Closure dated 10-27-2017-C-C.PDF;

Dear Ms. Leonard,

I represent a non-for-profit corporation, AHRC Health Care, Inc., that received Article 28 approval when it first began, but ceased operations a number of years ago, and received DOH approval of its closure plan in 2018 (see attached). It would now like to formally dissolve, as it has no assets or liabilities, and has not operated for years. DOH approval is required for the closure. I was directed to you to start the process. Can you please tell me what is necessary to obtain DOH approval of this dissolution?

Thank you,

Margaret Davino

Partner

Fox Rothschild LLP

101 Park Ave., 17th Floor

New York, NY 10178

(646) 601-7615 - direct

mdavino@foxrothschild.com

----- X
 In the Matter of the Application of
 AHRC Health Care, Inc. : VERIFIED PETITION
 For Approval of Certificate of
 Dissolution pursuant to :
 Section 1002 of the Not-for-Profit
 Corporation Law :
 ----- X

TO: THE ATTORNEY GENERAL OF THE STATE OF NEW YORK
 OFFICE OF THE ATTORNEY GENERAL
 28 Liberty Street
 New York, New York 10005

Petitioner, AHRC Health Care Inc. (the "Corporation"), by Patricia A. Murphy, Director and President of the Corporation, for its Verified Petition alleges:

1. AHRC Health Care Inc., whose principal address is located in the county of New York, was incorporated pursuant to New York's Not-for-Profit Corporation Law on December 4, 1997.
2. A copy of the Certificate of Incorporation (and all amendments) and the complete and current By-laws are attached as Exhibit A.
3. The names, addresses and titles of the Corporation's directors and officers are:

Name	Title	Address
Patricia A. Murphy	Director and President	83 Maiden Lane, Fl. 6 New York, NY 10038
Raymond Ferrigno	Director and Vice President	83 Maiden Lane, Fl. 6 New York, NY 10038
Michael O'Connor	Director and Secretary/Treasurer	83 Maiden Lane, Fl. 6 New York, NY 10038

4. The purposes for which the Corporation was organized are set forth in its Certificate of Incorporation at paragraph three (3) thereof and are as follows:

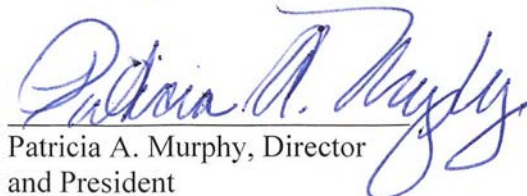
"The purpose for which the Corporation is formed is to establish and operate indefinitely a diagnostic and treatment center, licensed pursuant to Article 28 of the Public Health Law of the State of New York, to render care and treatment services customarily provided to patients at a diagnostic and treatment center."

5. The Corporation is a charitable corporation.

6. The Corporation plans to dissolve in accordance with the Plan of Dissolution attached hereto as Exhibit B (the "Plan").
7. The Corporation is dissolving because it has not engaged in any business activity for at least six years, other than filings required under applicable law.
8. The Board of Directors met at a duly called meeting on proper notice on July 1, 2025 at which a quorum of directors, each of whom in was present in person or electronically in accordance with the requirements of the Not-for-Profit Corporation Law, unanimously approved resolutions adopting the Plan and authorizing the filing of a Certificate of Dissolution. Such resolution, certified by a director of the Corporation, is attached hereto as Exhibit C.
9. After the Board of Directors approved the Plan, the Corporation's sole member NYSARC Inc., New York City Chapter ("NYSARC NYC"), received and reviewed the Plan and adopted a resolution approving the Plan at a duly called meeting of the Board of Directors of NYSARC NYC on July 29, 2025, at which a quorum was present. Such resolution, certified by a Director of of NYSARC NYC as the sole member, is attached hereto as Exhibit D.
10. The Corporation has no assets or liabilities as of the date hereof.
11. The Corporation is exempt from registration with the Charities Bureau pursuant to Section 172-a2(d) of the NPC-L (because it does not solicit contributions) and pursuant to the New York Estates, Powers and Trusts Law (because it has not held charitable assets for several years).
12. With this Petition, the original Certificate of Dissolution is being submitted to the Attorney General for approval pursuant to Not-for-Profit Corporation Law Section 1003.

WHEREFORE, petitioner requests that the Attorney General approve the Certificate of Dissolution of AHRC Health Care, Inc., a not-for-profit corporation, pursuant to Not-for-Profit Corporation Law Section 1003.

IN WITNESS WHEREFORE, the Corporation has caused this Petition to be executed this 14th day of September, 2025, by


Patricia A. Murphy, Director
and President

Verification and Certification

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

Patricia A. Murphy, being duly sworn, deposes and says:

I am a Director and President of AHRC Health Care, Inc., the corporation named in the above Petition, and make this verification and certification at the direction of its Board of Directors. I have read the foregoing Petition and (i) I know the contents thereof to be true of my own knowledge, except those matters that are stated on information and belief, and as to those matters I believe them to be true, and (ii) I hereby certify under penalties of perjury that the Plan was duly authorized and adopted by the Board of Directors and by the corporation's sole member.



Signature

Sworn to before me this
16th day of September, 2025.



Notary Public



UNITED STATES

EMERGENCY CARE - AMER. HEALTH CARE, INC.

DOCUMENT CODE BUSINESS AND FINANCIAL SERVICES CORPORATION CODE R COMPANY PERM

SERVICE PROGRAMS - EMERGENCY CORPORATE & INFORMATION SERVICES, SERVICE CODE 12

FILED 12/04/1997 DURATION: PERPETUAL CASE # 91204090523 FILE # 91204090523

ADDRESS FOR PROCESS

EXIST DATE

UNIT ASSIGNED FOR THE HELP OF RECOVERED LITIGANT
200 PARK AVENUE SOUTH
NEW YORK NY 10003-1502

12/04/1997

REGISTERED AGENT



DEBIT

CASH 110.00 PAYMENTS 110.00

CORPORATE BUREAU & FINANCIAL, INC.

CHECK 75.00 CASH 0.00

CORPORATE BUREAU

CASH 0.00 CHECK 0.00

100 PARK AVENUE SOUTH

CASH 0.00 BILLED 110.00

NEW YORK NY 10003

CHECK 0.00

CASH 0.00

RECEIVED 0.00

State of New York }
Department of State }^{ss:}

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

Witness my hand and seal of the Department of State on

DEC 08 1997



Special Deputy Secretary of State

E-12

E-12

CERTIFICATE OF INCORPORATION

OF

F971204000528

AHRC HEALTH CARE, INC.

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

The undersigned, being a natural person over the age of eighteen years, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law, does hereby certify:

FIRST: The name of the corporation is AHRC HEALTH CARE, INC.
(the "Corporation").

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law of the State of New York and shall be a Type B corporation under Section 201 of the said Law.

THIRD: The purpose for which the Corporation is formed is to establish and operate indefinitely a diagnostic and treatment center, licensed pursuant to Article 28 of the Public Health Law of the State of New York, to render care and treatment services

customarily provided to patients at a diagnostic and treatment center.

FOURTH: In furtherance of the foregoing purpose, the Corporation shall have all of the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law together with the power to solicit grants and contributions for any corporate purposes and the power to maintain a fund or funds of real or personal property for any corporate purposes. The Corporation will have the right to exercise such other powers as now are, or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof, subject to the limitation and condition that, notwithstanding any other provision of this Article FOURTH, the Corporation shall not have the power to carry on any activity not permitted to be carried on by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

FIFTH: The Corporation is not formed for pecuniary profit

or for financial gain and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual. Reasonable compensation, however, may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.

SIXTH: Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Section 404(b-n), (p-v) of the Not-for-Profit Corporation.

SEVENTH: No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, (except to the extent authorized by Internal Revenue Code 501(h) as amended, or the corresponding provision of any future United States Internal Revenue law, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision) and the Corporation shall not participate in or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate

for public office.

EIGHTH: The office of the Corporation is to be located in the County of New York, State of New York. The Corporation's activities will be conducted principally within the County of New York, State of New York, but the activities of the Corporation shall not be limited to such territory and may be conducted throughout the United States, its territories and possessions, and the rest of the world.

NINTH: The names and addresses of the initial Directors of the Corporation are as follows:

Name

Robert C. Gundersen
30 3rd Avenue
Nyack, New York 10960

Michael Goldfarb
174 Main Street
Cold Spring, New York 10516

Gerald Maurer, Ph.D.
137 Hope Street
Ridgewood, New Jersey 07450

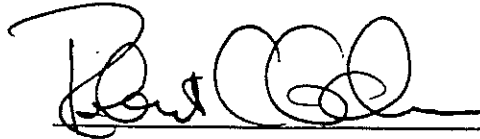
TENTH: The Corporation's sole corporate member shall be NYSARC, INC., New York City Chapter, a New York not-for-profit

Corporation.

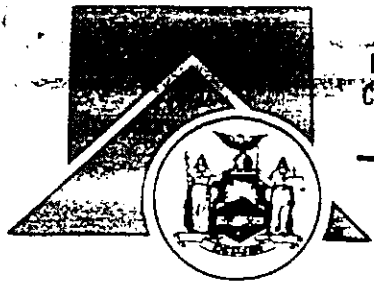
ELEVENTH: In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed by the Board of Directors upon application to and as directed by a Justice of the Supreme Court of the State of New York or such other court having jurisdiction over the Corporation, PROVIDED, however, that the Corporation shall, upon dissolution and at all other times, have the power to convey all of its property to the Corporation's corporate member.

TWELFTH: The Secretary of State is designated as the agent of the Corporation upon whom process against the Corporation may be served, and the address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is c/o Association For the Help of Retarded Children, 200 Park Avenue South, New York, New York 10003-1582.

IN WITNESS WHEREOF, this Certificate has been signed and the
statements made herein are affirmed as true under the penalties of
perjury this 17th day of November, 1997.

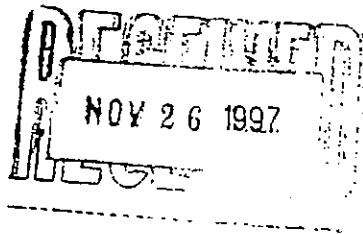


Name: Robert C. Gundersen
Title: Incorporator
Address: 30 3rd Avenue
Nyack, New York 10960



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

PUBLIC HEALTH COUNCIL



November 19, 1997

Mr. Robert C. Gundersen
Associate Executive Director
AHRC Health Care
200 Park Avenue South
New York, New York 10003

Re: Certificate of Incorporation of AHRC Health Care, Inc.

Dear Mr. Gundersen:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 23rd day of May, 1997, I hereby certify that the Public Health Council consents to the filing of the Certificate of Incorporation of AHRC Health Care, Inc., dated November 17, 1997.

Sincerely,

Karen S. Westervelt
Executive Secretary

F 971 204000528

E-12

BILLED

GARFUNKEL WILD & TRAVIS, P.C.

ATTORNEYS AT LAW

111 GREAT NECK ROAD

GREAT NECK, N.Y. 11021

(516) 393-2200

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

CERTIFICATE OF INCORPORATION OF
AHRC HEALTH CARE, INC.

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 04 1997

TAX \$

BY:

Dec
New York

RECEIVED
DEC 4 11 17 AM '97

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GARFUNKEL, WILD & TRAVIS, P.C.

ATTORNEYS AT LAW
111 GREAT NECK ROAD
P.O. BOX 220602
GREAT NECK, NEW YORK 11021

DEC 19 1997

GEORGE M. GARFUNKEL
ROBERT ANDREW WILD
NORTON L. TRAVIS
RICHARD A. DENNETT
FREDRICK I. MILLER
LEONARD M. ROSENBERG
ALLAN E. SILVER
JUDITH A. EISEN
JOEL M. GREENBERG
DAVID J. BIEHL
MICHAEL J. KEANE
HAYDEN S. WOOL

(516) 393-2200
FAX (516) 466-5964
WRITER'S DIRECT LINE

516-393-2206

DEBORAH A. BIGEL
GREG E. BLOOM
ANDREW E. BLUSTEIN
ROY W. BREITENBACH
STEVEN J. CHANANIE
LYNN R. FELDMAN
DAVID A. GOLD
PETER M. HOFFMAN
BARBARA D. KNOTHE
EVE GREEN KOOPERSMITH
PETER B. MANCINO
DORIS L. MARTIN
JOSEPH E. OLIVA
JORDY E. RABINOWITZ
BRENDAN R. SHEEHAN
DEBRA A. SILVERMAN
ALEXANDRA E. TRINKOFF
LOIS ULLMAN
NICOLE A. VESP

December 18, 1997

OF COUNSEL

DAVID E. STECKLER

FILE NO.
6152.01

Mr. Robert C. Gundersen
Association for the Help of Retarded Children
200 Park Avenue South
New York, New York 10003-1582

Re: AHRC Health Care, Inc.

Dear Mr. Gundersen:

Enclosed for your records is a copy of the Certificate of Incorporation for AHRC HEALTH CARE, INC. This Certificate was filed with the New York State Department of State on December 4, 1997.

Please feel free to call with any questions or if you require any further assistance.

Very truly yours,

Sharlene Gianfortune
Sharlene Gianfortune
Legal Assistant

smg/enc.

**RESOLUTION OF THE BOARD OF DIRECTORS OF
AHRC HEALTH CARE, INC.**

WHEREAS, the Board of Directors of AHRC Health Care, Inc. ("Access" or the "Corporation") has considered the advisability of dissolving the Corporation and has determined that dissolution is in the best interest of the Corporation;

WHEREAS, Access is a charitable corporation that has no assets to distribute and no liabilities;

WHEREAS, there are a number of steps required to achieve dissolution of Access, including approval from the New York State Department of Health and approval from the New York State Attorney General;

WHEREAS, the steps and approval of dissolution are set forth in the Plan of Dissolution (the "Plan"), attached hereto;

WHEREAS, such Plan requires approval both by the Board of Access and by NYSARC, Inc., New York City Chapter ("NYSARC NYC"), as the sole member of Access;

NOW, THEREFORE, the Board of Directors of Access hereby:

RESOLVES, subject to NYSARC NYC approval as the member of Access, that the Board of Directors of Access hereby approves the Plan of Dissolution of AHRC Health Care, Inc. attached to this Resolution; and be it further

RESOLVED, that the Board of Directors of Access and/or its designees hereby be authorized to act on behalf of Access and execute any and all documents, certifications, affirmations or the like, and to take such actions, and to cause to be prepared and executed by Access, to effectuate the Plan of Dissolution of AHRC Health Care, Inc. and to make all such expenditures and incur all expenses deemed by Access to be necessary or appropriate for carrying out the intent and purposes of this Resolution.

I, the undersigned, hereby certify that I am a Director of AHRC Health Care, Inc., which is a corporation organized and existing under the laws of the State of New York, that the above is a copy of a resolution adopted by the Board of Directors of AHRC Health Care, Inc. at its meeting duly held on July 1, 2025, at which a

quorum was present and acted throughout, and that such Resolution is in full force and effect.

A handwritten signature in cursive script, appearing to read "Patricia A. Murphy", written over a horizontal line.

Patricia A. Murphy, Director and President

**RESOLUTION OF THE BOARD OF DIRECTORS OF
NYSARC INC., NEW YORK CITY CHAPTER**

WHEREAS, NYSARC Inc., New York City Chapter ("NYSARC NYC") is the sole member ("Member") of AHRC Health Care, Inc. ("Access," or the "Corporation"), an inactive not-for-profit corporation;

WHEREAS, the Board of Directors of Access has considered the advisability of dissolving the Corporation and has determined that dissolution is in the best interest of the Corporation;

WHEREAS, Access is a charitable corporation that has no assets to distribute and no liabilities at the time of dissolution;

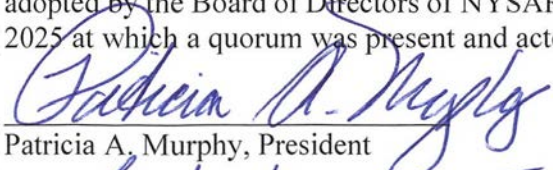
WHEREAS, the Board of Directors of Access has authorized the Plan of Dissolution (the "Plan"), attached to hereto as an exhibit to this resolution, for the orderly winding down of Access (the "Resolution"), and seeks to implement the Plan, which includes but is not limited to obtaining approval to dissolve from the New York State Department of Health, and the filing of the Certificate of Dissolution and the Plan with the Office of the New York Attorney General;

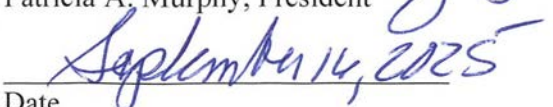
WHEREAS, in order for Access to implement the Plan, such Plan requires approval by NYSARC NYC, as the sole member of Access;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of NYSARC NYC as follows:

1. That NYSARC NYC as the sole member of Access hereby approves the Plan of Dissolution of AHRC Health Care, Inc., including the Certificate of Dissolution, attached to this Resolution;
2. That the Board of Directors of NYSARC NYC and/or its designees hereby be authorized to act on behalf of NYSARC NYC and execute any and all documents, certifications, affirmations or the like, and to take such actions, and to cause to be prepared and executed by NYSARC NYC as the sole member of Access, all documents to effectuate the Plan of Dissolution of AHRC Health Care, Inc. and to make all such expenditures and incur all expenses deemed by Access or NYSARC NYC to be necessary or appropriate for carrying out the intent and purposes of this Resolution.

I, the undersigned, hereby certify that I am the President of NYSARC Inc., New York City Chapter, which is a corporation organized and existing under the laws of the State of New York, that the above is a copy of a resolution adopted by the Board of Directors of NYSARC Inc., New York City Chapter, at its meeting duly held on July 29, 2025 at which a quorum was present and acted throughout, and that such Resolution is in full force and effect.

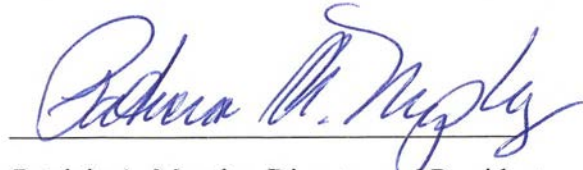

Patricia A. Murphy, President


Date

Plan of Dissolution
of
AHRC Health Care, Inc.

The Board of Directors (the "Board") of AHRC Health Care, Inc. (the "Corporation") has considered the advisability of voluntarily dissolving the Corporation and has determined that dissolution is in the best interest of the Corporation. The Board has reviewed the Plan of Dissolution (the "Plan") proposed for the orderly winding down of the Corporation.

1. The Corporation has no assets.
2. The Corporation has no liabilities.
3. The Corporation has not engaged in any business activity for at least six years, other than filings required under applicable law, and after the adoption date of this Plan of Dissolution (the "Adoption Date"), the Corporation shall not engage in any activities except to the extent the Board determines to be necessary or advisable to wind up its business affairs.
4. In addition to Attorney General approval, the following governmental approval of the Plan is required, and a copy of the approval will be attached to the Verified Petition submitted to the Attorney General:
 - a. The New York State Department of Health.
5. A Certificate of Dissolution shall be signed by an authorized director or officer and all required approvals shall be attached thereto.



Patricia A. Murphy, Director and President



(Date)



**Division of Corporations,
State Records and
Uniform Commercial Code**

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

**CERTIFICATE OF DISSOLUTION
OF**

AHRC Health Care, Inc.

(Name of Corporation)

Under Section 1003 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is:

AHRC Health Care, Inc.

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

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

December 4, 1997

THIRD: The name and address of each officer and director of the corporation is:

Patricia Murphy, Director and President
Raymond Ferrigno, Director and Vice President
Michael O'Connor, Director and Secretary/Treasurer
83 Maiden Lane, Fl. 6
New York, NY 10038

FOURTH: The corporation is a: *(check the appropriate box)*

☒ charitable corporation ☐ non-charitable corporation.

FIFTH: At the time of authorization of the corporation's Plan of Dissolution and Distribution of Assets as provided in Not-for-Profit Corporation Law §1002, the corporation holds:

(Check the appropriate statement)

☐ assets which are legally required to be used for a particular purpose.
☒ no assets which are legally required to be used for a particular purpose.

SIXTH: The corporation elects to dissolve.

SEVENTH: *(Check the appropriate statement)* The dissolution was authorized by:

- ☐ a vote of a majority of the board of directors. The corporation has no members.
- ☒ the majority vote of the board of directors, followed by two-thirds vote of the members.

EIGHTH: *(Check the appropriate statement)*

- ☐ Prior to the delivery of the Certificate of Dissolution to the Department of State for filing the Plan of Dissolution and Distribution of Assets was approved by the Attorney General. A copy of the approval of the Attorney General is attached.
- ☐ Prior to the delivery of the Certificate of Dissolution to the Department of State for filing the Plan of Dissolution and Distribution of Assets was approved by a Justice of the Supreme Court. A copy of the Court's Order is attached.
- ☒ The corporation is a charitable corporation with no assets. Prior to the delivery of the Certificate of Dissolution to the Department of State for filing a copy of the Plan of Dissolution which contains the statement prescribed by paragraph (b) of Section 1001 of the Not-for-Profit Corporation Law, has been duly filed with the Attorney General.
- ☐ The corporation is a non-charitable corporation with no assets. The corporation's Plan of Dissolution is not required to contain the statement prescribed by paragraph (b) of Section 1001 of the Not-for-Profit Corporation Law and is not required to be filed with Attorney General.

X


(Signature)

Patricia Murphy

(Print or Type Name of Signer)

Director and President

(Capacity of Signer)

CERTIFICATE OF DISSOLUTION OF

AHRC Health Care, Inc.

(Name of Corporation)

Under Section 1003 of the Not-for-Profit Corporation Law

Filer's Name: Amy A. Perry

Company, if applicable: Fox Rothschild LLP

Address: 101 Park Avenue, Fl. 17

City, State and Zip Code: New York, NY 10178

NOTES:

1. The name of the corporation and its date of incorporation provided on this certificate must exactly match the records of the Department of State. This information should be verified on the Department of State's website at www.dos.ny.gov.
2. This Certificate of Dissolution must be signed by an officer, director or duly authorized person.
3. Attach the consent of the New York State Department of Taxation and Finance.
4. Attach the consent of the New York City Department of Finance, if required.
5. Attach a copy of the approval of the Attorney General or Order of the Supreme Court, if required.
6. The Certificate of Dissolution must include the approval of the Attorney General if the corporation is a charitable corporation or if the corporation is a non-charitable corporation and holds assets at the time of dissolution legally required to be used for a particular purpose.
7. Attach any other consent or approval required by law.
8. The fee for filing this certificate is **\$30**, made payable to the Department of State.

For DOS Use Only

SECTION I – 2.0: NYSARC, INC. BY-LAWS

Date of Most Recent Amendment: January 10, 2024

NYSARC INC. BY-LAWS Approved January 10, 2024

ARTICLE I. MEMBERSHIP

Section 1. Membership in NYSARC, Inc. d/b/a The Arc New York (hereinafter “Corporation”) is open to individuals who are at least eighteen (18) years of age who are interested in the welfare of persons with intellectual, developmental, and other disabilities and who are members of a Chapter.

Section 2. Active members shall be those who pay annual dues, the amount of which shall be fixed by the local Chapter. A member in good standing shall be one whose dues have been paid for the current membership year or on a one-time basis in an amount fixed by the Chapter to be sufficient to confer lifetime membership. The good standing of a member shall be determined as of a date thirty (30) days prior to the act for which good standing is required. Active members in good standing shall have the right to vote and hold office, except that no person who is a paid employee of either the Corporation or one of its Chapters may be an officer, governor or director of the Corporation or any of its Chapters. No such employee shall have the right to vote or participate in the election processes. Chapters may define additional classes of membership within their own By-Laws.

Section 3. Membership in the Corporation shall be obtained through expressed consent in writing or electronically requesting such membership and payment of dues as prescribed by the Chapter. The Secretary of the Chapter shall maintain all such membership applications.

Section 4. The annual dues of Active members may be waived at the discretion of the Chapter Board of Directors in cases of financial or other hardship.

Section 5. The membership list of the Corporation and the membership list of any Chapter, except as provided by law, shall not be published, circulated or otherwise made available unless by authorization of the Board of Governors or the Chapter Board of Directors.

ARTICLE II. BOARD OF GOVERNORS

Section 1. The Corporation shall be governed by a Board of Governors consisting of a minimum of ten (10) and a maximum equivalent to the number of chartered Chapters as hereinafter provided. The Board shall include from each Chapter, which is in good standing as defined by the Chapter Manual, as follows:

- a. Each Chapter is entitled to one (1) primary and one (1) alternate Governor. The alternate shall be elected in the same manner as the primary Governor and is entitled to receive all official board communications. The alternate Governor may attend any Board of Governors' meeting at the expense of his/her respective Chapter but may not participate in voting if the Chapter's primary Governor is present at the meeting.
- b. No Chapter shall have a Governor with a vote of fewer than one (1) nor more than ten (10). Votes shall be assigned to each Governor. For the first 300 active members in good standing of such Chapter, the Chapter shall be entitled to one (1) vote. Such votes shall be adjusted annually upon the submission of membership lists, or upon the occurrence of a unification of two or more Chapters. Each Chapter shall be entitled to an additional vote for membership from 301 up to 1,000 active members in good standing and an additional vote for each additional membership of 1,000 or greater fraction thereof, as follows:

# of Chapter Members	# of Votes
0-300	1
301-1,000	2
1,001-1,501	3
1,502-2,501	4
2,502-3,501	5
3,502-4,501	6
4,502-5,501	7
5,502-6,501	8
6,502-7,501	9
7,502 and beyond	10

- c. If the Chapter's primary Governor cannot attend a board meeting, the alternate Governor may appear in his/her place and (in that case only) may partake in deliberations and voting.
- d. Each Governor must cast his or her votes in one block and may not divide them on any issues.
- e. If a merger of two or more Chapters is approved by the Board of Governors, the Merged Chapter Board of Directors shall recommend to the Board of Governors the Governor and Alternate Governor to represent the Merged Chapter, and the Board of Governors shall, at its next scheduled meeting, vote to select the new Governor and Alternate Governor, who then shall replace the Governors and Alternate Governors of the Chapters that merged. The Merged Chapter Governor shall be entitled to the number of total number of combined votes of the two merging Chapters, subject to the limitations set forth in this Article. The Merged Chapter Governor shall serve for the remainder of the longest terms of the Governors being replaced.

Section 2. All Past Presidents may sit in an advisory capacity on the Board of Governors with the right to be heard but not to vote.

Section 3. The Officers of the Corporation shall be members of the Board of Governors at the time of

nomination, election, and commencement of the term of office with full powers and shall be so regarded in computing Chapter representation, except that the President shall be a Governor but without the right to vote, except in the event of a tie. The President's Chapter shall still have the right to elect a primary Governor and an alternate Governor to the Board of Governors.

Section 4. Each Governor shall be nominated by his/her Chapter board and elected by the Board of Governors for a term of two years beginning with his/her election at the annual meeting, with approximately one-half of such terms expiring each year. A simple majority of the Board of Governors shall consist of parents or blood relatives of persons with developmental disabilities. No Governor may serve as a primary Governor for more than four (4) consecutive two-year terms. Governors shall be nominated and elected in the same manner as Officers.

Section 5. No person shall be eligible to be elected to serve as a Governor of the Board of Governors unless that person is a member of the Board of Directors of the Chapter the person represents at the time of his/her election.

Section 6. Upon the death, resignation in writing, disability or removal of any Governor, other than a State-wide Officer, the Board of Governors, upon the recommendation of the Chapter board affected and by a majority vote, shall elect a successor to serve out the remaining term. The successor shall represent the same Chapter as his/her predecessor.

Section 7. The Board of Governors shall meet no less than five times each calendar year, at least one of which must be an organizational meeting of the newly elected board held immediately following the annual meeting, and at any such additional times as may be necessary.

Special meetings of the Board of Governors may be called by the President at the President's own instance, or on the signed request of the Governors representing not less than five (5) Chapters. Such request shall be made to the Secretary and shall state the reason and purpose for the special meeting. Notice of such special meeting shall be sent to each Governor at least ten (10) days before the date thereof. Only the business subscribed in such notice may be transacted at the meeting.

Section 8. A quorum of the Board of Governors shall consist of a majority of Governors entitled to vote. However, the Board shall act by a majority of the votes of Governors present at any meeting, except as otherwise provided herein.

Section 9. Between meetings of the Board of Governors, the Executive Committee shall declare vacant and fill, as permitted by these By-laws, the seat of any primary Governor who is absent without valid excuse from two (2) meetings during any board year, subject to confirmation by the Board of Governors at its next meeting.

Section 10. The fiduciary duty of the Governors acting as such is to the Corporation in all decisions.

The Board shall conduct a self-assessment every other year to measure performance, satisfaction, engagement, and other relevant items. Results shall be presented to the Board by the President for consideration and appropriate action.

ARTICLE III. OFFICERS

Section 1. For the purpose of this Corporation, the Chapters shall be divided into regions, the composition and number of which shall be defined by the Board of Governors in consultation with the Chapters and each region shall contain a generally proportionate number of Chapters to the extent practicable. No change shall be made to the regions less than 120 days prior to the annual meeting. The officers of the Corporation shall be a President, a Vice President from each of the regions, and an Assistant Vice President from each of the regions, a Secretary, Treasurer and an Assistant Treasurer.

Section 2. The Officers, other than the Vice Presidents and Assistant Vice Presidents, shall be elected by a majority of votes cast by the Governors then in office (as defined in Article II, Section 1) and all Officers shall serve for a term of one year. In the event no candidate receives the majority of votes, a re-vote shall be taken eliminating the candidate who received the lowest number of votes until a winner is chosen by majority vote. The Vice Presidents and Assistant Vice Presidents shall be elected by a majority vote of the Board of Governors from each such region. In the event no candidate receives the majority of votes, a re-vote shall be taken eliminating the candidate who received the lowest number of votes until a winner is chosen by majority vote. After the election of the Vice Presidents and Assistant Vice Presidents, the Senior Vice President shall be elected from among the Vice Presidents by majority vote of the Board of Governors. In the event no candidate receives the majority of votes, a revote shall be taken eliminating the candidate who received the lowest number of votes until a winner is chosen by majority vote.

Section 3. Officers shall be sworn in at the conclusion of the annual meeting and shall take office immediately following the annual meeting.

Section 4. No officer may serve in his or her office for more than four (4) consecutive one-year terms.

Section 5. Upon the death, resignation in writing, disability or removal of any officer other than the President, the Executive Committee shall elect a replacement for the vacant office to complete the remaining term. Vacancies in the offices of Vice President and Assistant Vice President may only be filled by a Governor of the region where the vacancy exists. Upon the death, resignation in writing, or removal of the President, the Senior Vice President shall serve as President until the election and swearing in of a new President at the next Annual Meeting. In the event of the disability of the President, the Senior Vice President shall serve as Interim President until the return of the President or the election and swearing in of a new President at the next Annual Meeting, whichever is sooner. In the event that neither the President or Senior Vice President is able to serve, a Regional Vice President selected by majority vote of the Executive Committee shall serve as Interim President until the return to the Senior Vice President or President or the election and swearing in of a new President at the next annual meeting.

ARTICLE IV. EXECUTIVE COMMITTEE OF THE BOARD OF GOVERNORS

Section 1. The Executive Committee of the Board of Governors shall consist of all the elected officers of the Corporation. The election of each of the Vice Presidents and Assistant Vice Presidents will be

determined by the Governors representing each of the specific regions. The immediate Past President shall sit in an advisory capacity with the Executive Committee.

At least one member of the Executive Committee shall be a parent or blood relative of an individual residing in a developmental center or the representative of a developmental center Chapter. In the event that no member of the Executive Committee has these qualifications, one additional member who does have these qualifications shall be elected to the Executive Committee.

The Executive Committee shall consider the input and advice of non-voting, advisors including the then-current president of the Executive Directors' Association and up to four (4) additional Executive Directors selected by the Executive Directors' Association, as well as staff from the State Office. The voting members of the Executive Committee shall retain the authority to determine whether any non-voting, advisors may remain present for executive sessions.

Section 2. Meetings of the Executive Committee shall be held at the call of the President or upon the request of at least three (3) members of the Executive Committee, and upon at least five (5) business days' notice to the Executive Committee. In addition, and in the event of exigent circumstances, the President or at least three (3) members of the Executive Committee may, setting forth the reasons therefor, call a meeting on less than five (5) business days' notice if in their judgment time is of the essence.

Section 3. The Executive Committee shall exercise all powers of the Board of Governors during the intervals between the meetings of the Board, except as otherwise provided by these By-Laws. All the actions of the Executive Committee shall be reported to the Board at its next succeeding meeting, which can be complied with by means of electronically mailing approved minutes of Executive Committee minutes in accordance with this Section, and such proceedings can be subject to revision, rescission or alteration by the Board, provided no irrevocable rights of third parties shall be affected by such revision, rescission or alteration. Approved minutes of the Executive Committee of the Board of Governors shall be electronically mailed by the Secretary to all Governors within thirty days after the meeting in which they were approved, unless a Governor requests that such minutes be sent by regular mail.

Section 4. A quorum of the Executive Committee shall consist of a majority of the voting members of the Executive Committee then in office, and the affirmative vote of the majority of all members present shall be required for the approval of any action. Each Executive Committee member with voting authority shall be entitled to cast only one (1) vote at any meeting thereof.

Section 5. All Executive Committee meetings shall be open to Governors with the exception of executive sessions of the Executive Committee which have been duly convened. The Executive Committee, may, from time to time, by majority vote, conduct an executive session to consider sensitive and/or private matters, and in doing so may include State Office staff or other advisors or guests in connection with its deliberations.

ARTICLE V. DUTIES OF OFFICERS AND BOARD OF GOVERNORS' MEMBERS

Section 1. The President, or due to the President's death, disability, incapacity, or conflict of interest or

other absence, the Senior Vice President, or in the Senior Vice President's absence, any Officer selected by the Board of Governors, shall preside at meetings of the Board of Governors and the Executive Committee of the Board of Governors. The President shall act as liaison between the Board of Governors and the Chief Executive Officer to help ensure the Board's directives and resolutions are carried out. The President shall be a non-voting member of all committees except the Nominating Committee and shall not be counted toward a quorum. The President shall render a written report to the Board of Governors at least annually.

Section 1-a. In addition to presiding over meetings in the President's absence, the role of the Senior Vice President shall also include any special projects or matters assigned to him/her by the President or the Board of Governors. The Senior Vice President shall assist and oversee the activities of the Vice Presidents to work towards engagement of the Governors and Chapters in their respective regions. In the event of vacancy in the office of President, the Senior Vice President shall succeed to the office of President.

Section 2. Each Vice President shall be responsible for furthering the program and activities of the Corporation in his/her respective region and for assisting the President in promoting the goals and objectives of the State Corporation. Specifically, each Vice President is responsible for organizing and holding at least two annual business meetings in his/her respective region with an agenda developed based upon input from the Chapters in the region. In addition, the Vice Presidents are responsible to assist in the resolution of disputes between Chapters and in the facilitation of Chapter collaborations. Each Vice President shall also be responsible for bringing forward to the Corporation the policy and legislative concerns and issues of his/her region.

The Assistant Vice President shall assist their Vice President in carrying out her/his responsibilities. Further, in the event of the death, disability, incapacity, or conflict of interest or other absence, the Assistant Vice President shall fulfill the responsibilities of the Vice President in their region until a successor is chosen.

Section 3. The Secretary shall keep the minutes of the meetings of the Board of Governors, and of the Executive Committee thereof. The Secretary by and through the State Office shall be responsible for sending all notices required by law or by these By-Laws.

Section 4. The Treasurer shall receive, disburse and account for funds of the State Office under and by direction of the Board of Governors. The Treasurer shall cause to be prepared an annual audited financial report which shall be presented in writing to the Board of Governors. In the absence or other inability to act as the Treasurer, the Assistant Treasurer shall carry out the duties enumerated herein for the Treasurer and shall so act until the absence or other disability of the Treasurer has been terminated or until any vacancy in said office has been filled by the Board of Governors.

Section 5. The Board of Governors, except as otherwise provided by law or these By-Laws, shall be responsible for overseeing the overall health and success of the Corporation, including providing strategic direction and monitoring financial health of the Corporation. In addition, the Board shall have charge of the of the Corporation, its assets, property and business, including the disbursement and allocation of funds

to carry on the functions of the State Office. The Board of Governors has primary responsibility and legal duty to ensure it acts in the Corporation's best interest and that Chapters comply with Corporation policy and its Chapter Manual. The Board of Governors may adopt such rules and regulations for its meetings, the management of the organization and the carrying out of its stated purposes and objectives as the Board of Governors deems proper. Without in any way limiting any of the foregoing, the Board of Governors shall have all powers of the organization not herein otherwise expressly delegated.

Section 6. All withdrawals of funds from State Office accounts in amounts in excess of an amount to be set by the Board of Governors annually at its first meeting, shall be by signatures of any two persons authorized by the Board of Governors, at least one of whom shall be the President, Senior Vice President, Treasurer or the Assistant Treasurer.

Section 7. The Treasurer and all persons authorized to withdraw funds and such persons as may be designated by the Board of Governors shall be appropriately insured and/or bonded.

Section 8. Each Governor (primary and alternate) is required to serve on at least one (1) Committee or workgroup during the entirety of his/her term.

ARTICLE VI. CHAPTERS

Section 1. The Board of Governors, upon application in writing of ten or more parents and/or friends of persons with developmental disabilities residing in a geographical subdivision of the state, shall have the power to charter such group as a Chapter of the Corporation provided that there shall be only one Chapter in the City of New York, or in any other county of the State of New York, with the exception, however, that the Board may charter a Chapter in Richmond County.

Section 2. All Chapters shall organize with their own officers and Board of Directors and shall function under the rules and regulations promulgated by the Board of Governors or set forth in the Chapter Manual. The proposed By-Laws of each new Chapter, and any amendment to the By-Laws of any Chapter, must be submitted to the Executive Committee or Board of Governors for approval after adoption by the Chapter, and shall not be effective until approved by the Executive Committee or the Board of Governors and then ultimately by the membership of the Chapter.

Section 3. Chapters shall annually transmit to the State Office a sum per member as the Board of Governors may from time to time determine. In addition, Chapters shall pay such administrative charges to the State Office as shall annually be determined by the Board of Governors.

Section 4. Each Chapter shall make an annual report, including an independent audited financial report, to the State Office on behalf of the Board of Governors, within six months of the close of its fiscal year and shall also make a financial report to the State Office on behalf of the Board of Governors of each of the holding companies, subsidiaries and related entities administered by the Chapter. Each Chapter, holding company, subsidiary or related entity shall provide such reporting to the State Office on behalf of the Board of Governors as the Chapter Manual shall provide.

Section 5. In the event of the failure of a Chapter to meet its obligations under these By-Laws or the Chapter Manual, the Board of Governors or the Executive Committee acting in its stead may take such disciplinary measures, including but not limited to, removal of an Executive Director, suspension, or removal of a Board of Directors or revocation of the Chapter's Charter, as it deems fit.

Section 6. Any dispute arising between Chapters, or within a Chapter with respect to the interpretation or application of the Chapter By-Laws shall be submitted to and decided by the Board of Governors, whose decision shall be final. Any dispute with respect to any election shall be decided by the Board of Governors.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section 1. The Nominating Committee shall review all officer and nominating committee candidates and prepare a slate of nominees in accordance with the rules set forth below, giving consideration to the candidates' qualifications and the best interests of the Corporation.

Section 2. The Nominating Committee shall consist of one member from each of the Corporation's regions, with the total number of members equal to the number of regions plus a Chairperson. Each member shall serve for a term of one year.

- a. One primary member and one alternate member shall be elected from each of the regions at the Annual Meeting by the Governors from that region. The alternate member shall only vote in Nominating Committee meetings if the primary member is unavailable to participate in the meeting, due to absence or recusal.
- b. Following the annual election, the newly elected President shall appoint one additional person to serve as Chairperson. The Chairperson shall not be counted towards a quorum and shall only have the power to vote on a motion for the purposes of breaking a tie vote. The Chairperson shall have all other powers reserved to the position by these bylaws.
- c. Members of the Corporation seeking office are not eligible to serve on the Nominating Committee.
- d. No person may serve on the Nominating Committee for more than four consecutive years.
- e. Only elected members of the Nominating Committee may vote.
- f. In the event of a vacancy on the Nominating Committee, the position may be filled at the next regular or special meeting of the Board of Governors. A vacancy on the Nominating Committee may only be filled by a Governor from the region where the vacancy exists.

Section 3.

- a. Any Chapter may suggest the names of interested persons for consideration for Officers and the Nominating Committee, which suggestions shall be submitted no fewer than ninety days prior

to the Annual Meeting of the Board of Governors. The names of persons nominated by Chapters for Board of Governors shall be submitted directly to the State Office. All interested persons must submit consent to the proposed nomination and a statement identifying potential conflicts of interest, including but not limited to any entity of which that person is an officer, director, trustee, member, owner, or employee and with which the Corporation including through any chapter, subsidiary, holding company or related entity is a participant or does business in which the person seeking nomination might have a conflicting interest. The Committee shall select and transmit to the Secretary, not less than sixty days prior to said meeting, its designation of nominees for all Officers and Nominating Committee positions which will be vacant at the annual meeting of the Board of Governors. No candidate for the Board of Governors shall be nominated unless suggested by his or her originating Chapter.

Upon receipt of the slate of nominees, but not later than fifty-five days prior to the annual meeting of the Board of Governors, the Secretary shall send copies thereof to each Chapter of the Corporation.

- b. Additional nominations for President, Treasurer, Assistant Treasurer, Secretary to the slate proposed by the Nominating Committee may be made by written petition signed by at least one-fourth of Chapters then in good standing representing at least two (2) regions. However, additional nominations for the Vice Presidents, Assistant Vice Presidents, or Nominating Committee to the slate proposed by the Nominating Committee may be made by written petition signed by a majority of Chapters then in good standing in that particular Vice President or Assistant Vice President's region. Such nominations shall be sent to the Corporation Secretary over the signature of each Chapter's Secretary and shall be accompanied by the written consent of each person nominated by the Chapters and a statement identifying potential conflicts of interest, including but not limited to any entity of which that person is an officer, director, trustee, member, owner, or employee and with which the Corporation including through any chapter, subsidiary, holding company or related entity is a participant or does business. Additional candidates' names must be received by the Corporation Secretary at least thirty-five days prior to the annual meeting of the Board of Governors. Upon receipt of any list of additional candidates, but not later than thirty days prior to the annual meeting of the Board of Governors, the Secretary shall send copies thereof to each Chapter of the Corporation.
- c. Each candidate, whether nominated by the Nominating Committee or as provided in section b. above, may submit a brief biographical sketch not to exceed one 8 1/2 by 11 inch page. Biographical sketches, when provided, shall be included by the Secretary in nomination packets sent to each Chapter of the Corporation.
- d. No nominations shall be made from the floor unless no candidate is on the slate at the time of the Annual Meeting as a result of a withdrawal by a previously nominated person of his/her candidacy for office.

Section 4.

- a. Election of Officers, Governors, and Nominating Committee shall be held at the Annual Meeting of the Board of Governors.
- b. The candidate receiving the majority of votes shall be elected. In the event no candidate

receives a majority, a revote shall be taken eliminating the nominee who received the lowest number of votes until a winner is chosen by majority vote. In the voting on the offices of Vice President, Assistant Vice President and membership of the Nominating Committee, a separate vote shall be taken as to each such office and Nominating Committee membership, and in each such vote only the Board of Governors members from the Chapters in the region from which the Vice President, Assistant Vice President and Nominating Committee members is being selected may vote.

- c. If there is only one nominee for any particular office, leaving election for that office uncontested, voting shall take place in accordance with Article VII-A of these by-laws.
- d. In the event of a tie between two or more candidates for any office, a revote shall be taken eliminating the nominee receiving the lowest number of votes until a winner is chosen by majority vote.
- e. The newly elected Officers, Governors, and Nominating Committee shall be sworn in at the end of the annual meeting at which they are elected and shall take office immediately after the conclusion of the Annual Meeting.
- f. Each Officer and Governor shall hold office for the term for which he/she is elected and upon the expiration thereof, until his/her successor shall be chosen.
- g. No person shall be eligible for election as an Officer, Governor, or Nominating Committee member who is not a member in good standing of the Corporation.

Section 5. Newly elected Officers, Governors, and the Nominating Committee shall take office as described in this Article of the By-Laws.

ARTICLE VII-A. UNCONTESTED ELECTIONS

Section 1. The election of an Officer, Governor, or member of the Nominating Committee shall be considered uncontested so long as there is only one candidate for that position on the slate and no further nominations may be made from the floor pursuant to Article VII of these by-laws.

Section 2. Contested elections shall be completed according to Article VII of the By-Laws.

Section 3. When any election is uncontested, the Chair of the Nominating Committee shall call for a motion to be made by any Governor to authorize the Secretary to cast a vote on behalf of the Board of Governors in favor of the uncontested candidates.

Section 4. This special rule may be suspended by a two-thirds majority vote of the Governors present, after a motion calling for the same.

ARTICLE VIII. COMMITTEES

Section 1. The Board of Governors shall establish from time to time committees to assist the Corporation to carry out the goals and objectives of the Board of Governors. The committees of the Board are as follows:

Advocacy and Oversight for State-Operated Programs Committee (former “Developmental Center Committee”) – The Committee advises the Corporation on issues impacting individuals who reside in state-operated homes.

Audit Committee - The Audit Committee shall be made up of only independent Governors and shall assist the Board of Governors in fulfilling its fiduciary responsibilities regarding accounting policies and financial reporting practices of the Corporation, its central office, chapters and all subsidiaries and the sufficiency of auditing relative thereto. The Committee shall be the Board of Governors’ principal agent in assuring the independence of the corporation’s independent accountants, the integrity of management, and the adequacy of disclosures to members and governors. The Committee shall have the authority to investigate any activity of the corporation, its constituent chapters, subsidiaries, affiliates, or other related organizations, and all employees, Governors and Chapter Board members are directed to cooperate as requested by members of the Committee.

Further, the Audit Committee will be responsible for the oversight of the accounting and financial reporting process of the corporation and the audit of the corporation’s financial statements; annual retention and/or renewal of and evaluation of independent auditor(s); review of the results of the audit and management letter with the auditor; reviewing with the auditor the scope and planning of the audit prior to commencement; discussing items with the auditor following the audit, including but not limited to (i) any risks or weaknesses in internal controls, (ii) restrictions on the auditor’s activities or access to requested information, (iii) any significant disagreements between auditor and management, and (iv) the adequacy of the reporting processes. The Committee shall also annually consider the performance of the auditor and report to the full board on the activities and outcomes of the Audit Committee. At least every 5 years, the Audit Committee shall issue a Request for Proposals to audit firms with experience in the field and shall make recommendations to the Executive Committee and/or Board of Governors for the engagement of an audit firm after a review of the same. The Executive Committee and/or Board of Governors shall then consider and act upon such recommendations. Finally, the Committee shall oversee the adoption and implementation of, and compliance with the Corporation’s conflict of interest and whistleblower policies

Budget and Finance Committee - The Budget and Finance Committee shall be responsible for the financial affairs of the State Office. At a time specified by the Board of Governors the Budget and Finance Committee shall prepare an itemized budget for the following year. It shall supervise the spending of all funds allotted by the budget. Authorization for the expenditure of funds in excess of those allotted in the budget shall be submitted to the Budget and Finance Committee for presentation to the Board of Governors with recommendation for action. The budget and any other funds requested by the Committee or the State Office shall be subject to the approval of the Board of Governors.

It shall recommend policies affecting the State Office’s financial structure and activity as may be appropriate for action by the Board. The accounts of the State Office shall be audited each year at the close

of its fiscal year by an independent certified public accountant who is not an officer or employee of the Corporation, and the signed report of such accountant shall appear in the President's annual report. It shall have the responsibility to review the insurance programs of the Corporation and advise the Board of Governors and the Chapters on all insurance matters which may affect their operations.

Diversity, Equity and Inclusion Committee – The Diversity, Equity and Inclusion Committee is responsible for developing action plans defining specific actions that should be taken by the Arc New York to achieve greater diversity, equity, and inclusion. The Committee shall also ensure that the Corporation provides access to opportunity, with leadership commitment, for diversity education and transparency. Further, the Committee is responsible for setting and monitoring metrics for success of an organization-wide diversity, equity and inclusion program.

Ethics Committee – The Ethics Committee shall be responsible for taking action to ensure that all Officers, Governors and members comply with the Code of Ethics. The Committee shall recommend to the Board of Governors any changes to the Code of Ethics as necessary. The Committee shall review any complaints or allegations of violations of the Code of Ethics and Corporation By-Laws by Officers, Governors, or members. The Ethics Committee may, by majority vote, prefer charges to a Chapter Board against a member or to the Board of Governors against an Officer or Governor for nonfeasance, malfeasance, and/or conduct detrimental to the Corporation including but not limited to actions that have been, or would reasonably be expected to be, harmful or damaging to the interest of the Corporation including actions in breach of a Governor's fiduciary duties of care, loyalty and fidelity to the Corporation. The Chairperson of the Ethics Committee shall be named by the President. The Chairperson shall, in turn appoint members of the Ethics Committee, which shall include one (1) member from each of Arc New York's regions. Only non-employee volunteer members shall vote on this Committee.

Fiduciary Committee – The Fiduciary Committee is responsible for ensuring that the Arc New York Affiliated Employers 401(k) Plan and the Arc New York Affiliated Employers 403(b) Plan (hereinafter the "Plans") are properly administered on behalf of the Arc New York and its Chapters. The Fiduciary Committee is responsible for ensuring that the Plans are invested in accordance with applicable standards of prudence, approved Investment Policy Statement(s), applicable law, and terms of the respective plan documents.

The Committee Charter and Plan documents, along with the Board resolutions that established the Committee, set forth the powers, duties and responsibilities of the Committee. The Committee's authority is subject to the terms and conditions set forth in the Plan Documents and the Investment Policy Statements.

Membership in the Committee is open to executive-level Chapter staff and Chapter Board members with particular expertise in plan operation or individuals with investment experience or who otherwise have professional experience involving retirement plans. The Committee shall be comprised of seven (7) voting members, three non-voting (3) advisory members that can be selected from any of the governance regions but shall not all be from the same region, one non-voting (1) member from the Arc New York State Office plus one non-voting (1) Secretary to the Committee designated by the Arc New York State Office. One member from the Organization's governance regions will be designated the Committee's chair. The Chairperson must be a voting member of the committee. Of the seven (7) voting members of the committee a minimum of four (4) members must be a member of a Chapter Board with one representative from each of the four (4) governance regions and one (1) member must be a current officer of the Executive Director

Association. Of the seven (7) voting members, each must be from a separate Chapter. All Members will be required to complete an annual fiduciary training.

Financial Sustainability Review Committee - The Financial Sustainability Review Committee (FSRC) is responsible for reviewing the recommendations of the Corporation's State Office Chief Financial Officer in connection with the Corporation's Financial Sustainability Policies and for recommending or undertaking appropriate action and intervention for each Chapter subject to evaluation. The Chairperson of the FSRC will be named by the President. The Chairperson shall, in turn, appoint voting members of the FSRC, which shall minimally include one (1) member who is a current member of the Joint Committee on Quality and Corporate Compliance, two (2) members who are members of the Board of Governors from Corporation's regions not already represented by the Chairperson or Joint Committee on Quality and Corporate Compliance, two (2) Chapter Executive Directors, and two (2) Chapter Chief Financial Officers. The Chief Financial Officer for The Arc New York shall serve as a liaison to the Committee.

Guardianship Committee - Guardianship shall be responsible for overseeing and monitoring the Corporate Guardianship Program of the Corporation. The Committee shall, on behalf of the Board of Governors, review, consider and approve or decline all applications for Primary, Standby and Alternate Standby Guardianship of the Person. It shall develop and maintain defining principles, benchmarks and policies and procedures to govern the Corporation's Corporate Guardianship program. It shall also seek to ensure that the needs of every person for whom the Corporation is guardian are addressed in the least restrictive environment while promoting individuality, autonomy, dignity and self-worth. To the extent possible, at least one individual who identifies as a self-advocate shall be appointed to serve on such committee.

Joint Committee on Advocacy – The Joint Committee on Advocacy shall be responsible to (a) develop recommendations for the formation of an annual legislative platform, (b) choose a subset of position statements annually and facilitate updating of selected positions, and (c) ensure a robust, engaged network of advocates. To the extent possible, at least one individual who identifies as a self-advocate shall be appointed to serve on such committee.

Joint Committee on Quality and Corporate Compliance - The Joint Committee on Quality and Corporate Compliance (JCQCC) oversees all quality and compliance related activities within the Corporation. The Committee is responsible for developing and distributing model compliance program policies, templates, and forms; serving as a compliance resource for all Chapters; and monitoring each Chapter's compliance program and reports. The Committee is also responsible for defining, reviewing and refining internal quality benchmarks and quality improvement programs; assessing and promoting best practices; establishing a quality improvement process that incorporates identifying, collecting, analyzing, and communicating key metrics; and evaluating and recommending proposals from within the Corporation and from other oversight and professional groups. The Committee facilitates quality and compliance training and learning opportunities, as well as the sharing of resources throughout the organization. The Committee makes recommendations on both quality and compliance related concerns, activities, and efforts to the Board of Governors with the goal of improving the Corporation's overall operations and services.

Legal Committee - The Legal Committee shall advise the Corporation and, wherever possible, the Chapters on all legal matters and shall be responsible for reviewing the By-Laws of the Corporation and

each Chapter and any changes therein.

Membership Committee – The Membership Committee shall monitor compliance with the Corporation’s membership rules and requirements and shall facilitate the growth of the Corporation’s membership. In addition, the Committee shall provide membership campaigns and related support material to the Corporation’s Chapters. To the extent possible, at least one individual who identifies as a self-advocate shall be appointed to serve on such committee.

Scholarship and Awards Committee – The purpose of the Scholarship and Award Committee is to create and implement scholarships, awards and recognitions as approved by The Arc New York President and/or Board of Governors.

Within thirty (30) days following the annual meeting of the Board of Governors, the President shall appoint a chairperson for each of the foregoing committees of the Board.

Section 2. In addition, the President, with the approval of the Board of Governors, or the Board of Governors itself, may establish such ad hoc committees as the President deems appropriate, including the appointment of the members thereof. Any such ad hoc committees shall prepare a charter consistent with the objective of the group, which charter shall be approved by the Executive Committee. The Executive Committee with the support of State Office will maintain a current list and membership of all active ad-hoc committees.

Unless otherwise detailed above, all other workgroups are responsible for (a) recommending to the Board of Governors policy proposals in their respective areas, (b) developing legislative recommendations and materials for public dissemination in their respective areas, (c) serving in an advisory role to the Executive Committee and Board of Governors, and (d) advocating for quality of care and the rights of persons with developmental disabilities.

Section 3. Except as otherwise provided in these By-Laws, the following rules shall govern the conduct of all committees:

- a. A majority of the voting members as specified in the charter of each committee shall constitute a quorum thereof. The committee shall act by a majority of the votes of said committee members present at any meeting.
- b. Each committee shall meet as necessary. To the extent possible, meetings shall be conducted in a manner to allow for participation via telephonic/video conferencing.
- c. Each committee shall keep minutes of attendance and the proceeding of its meetings and shall retain a copy of such minutes.
- d. Conflict in jurisdiction among committees shall be decided by the Executive Committee.
- e. Unless otherwise stated herein, any Chapter or State Office staff serving as a member to a committee shall not be a voting member.

- f. All active committees shall render reports to the Board of Governors at least annually. Whenever possible, Committee recommendations shall include information and perspectives to provide Governors with as much information and perspective as possible to ensure informed decision-making.

ARTICLE IX. ADMINISTRATION

Section 1. The Corporation shall maintain a State Office at such place and with such facilities as the Board of Governors may direct for the promotion of the objectives of the Corporation. The functions of the State Office shall include the administrative detail of the Corporation, the promotion of public relations, and such other general and special services as may be directed to it by said Board. The seal of the Corporation shall be kept at the State Office.

Section 2. The Corporation may employ a Chief Executive Officer as the Administrative Agent of the Corporation, to work under the direction of the Board of Governors through the Corporation President. The Chief Executive Officer shall be available to the officers, committees and members, for professional consultation in connection with the affairs of the Corporation. Initial appointment of the Chief Executive Officer shall be by contract and by a two-thirds vote of those present at a regular or special meeting of the Board of Governors. Reappointment of the Chief Executive Officer shall be by contract and by a simple majority vote of those present at a regular meeting of the Board of Governors. The Chief Executive Officer may be removed from office by a two-thirds vote of those present at a regular meeting of said Board, if it appears that the best interest of the Corporation are not being served by the incumbent.

Section 3. The Chief Executive Officer may employ such office personnel and acquire for the State Office such office materials and equipment as the budget specifications warrant. The Chief Executive Officer's responsibilities include but are not limited to oversight of daily operations of the State Office, delegation of operational responsibilities to staff, leading operational planning, preparing an annual budget, and ensuring that appropriate oversight of the Corporation's activities is in place in accordance with the policies of the Board of Governors.

ARTICLE X. INDEMNIFICATION OF GOVERNORS, OFFICERS AND COMMITTEE MEMBERS

Section 1. Any and every person made a party to any action, proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she, his/her testator or intestate, is or was a Governor, Officer, Committee Member, Chapter Officer or State Office Officer who executes contracts on behalf of this Corporation, shall be indemnified by the Corporation to the extent indemnification is available under the Corporation's Directors & Officers Liability Insurance, against any and all reasonable expenses, including attorney's fees, actually necessarily incurred by her/him in connection with the defense of such action or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Governor, Officer or Committee Member/Chapter or State Office Officer has breached his/her duty to the Corporation through misfeasance, nonfeasance, malfeasance, and/or conduct detrimental to the Corporation including but not limited to actions that have been, or would reasonably be expected to be, harmful or damaging to the interest

of the Corporation, including actions in breach of a member, Officer, or Governor's fiduciary duties of care, loyalty, and fidelity to the Corporation.

Section 2. Any and every person made a party to any action, suit, or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, by reason of the fact that he/she, his/her testator or intestate, was a Governor, Officer, Committee Member, Chapter Officer or State Office Officer who executes contracts on behalf of the Corporation, shall be indemnified by the Corporation, to the full extent indemnification is available under the Corporation's Directors & Officers Liability Insurance, against expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such person acted in good faith for a purpose which he/she reasonably believed to be in the best interest of the Corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his/her conduct was unlawful.

ARTICLE XI. MISCELLANEOUS

Section 1. The fiscal year of the State Office shall be from June 1st of each year to May 31st of the following year.

Section 2. Any action required or permitted by the Board of Governors, Executive Committee or any other Committee of the Corporation may be taken without a meeting if all members of such Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by its members shall be filed with the minutes of the proceedings of the respective body.

Section 3. Any one or more members of the Board of Governors, Executive Committee or any other Committee of the Corporation or any Governor may participate in a meeting by means of a conference telephone or other similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. The ability of the Board of Governors to meet with a combination of in person Governors and others participating by means of conference telephone or other similar communications may be limited or disallowed based on the availability of such technology and its associated cost.

Section 4. All nouns and pronouns herein, and any variations thereof, shall be deemed to refer the masculine, feminine, singular or plural as the identity of the person or persons may require.

Section 5. All notices required pursuant to these By-Laws may be provided electronically unless a recipient specifically requests notice by first-class mail, or unless these by-laws otherwise specify an alternate method.

Section 6. For the purposes of these By-Laws, blood relative shall be defined as a) the degree of consanguinity set forth in the *New York Estates Powers and Trust Law* governing intestate succession. Relationships through marriage shall be deemed to be the same as relationships through consanguinity or the legally appointed guardian of a person with an intellectual or developmental disability.

Section 7. For purposes of these By-Laws, the term “State Office” shall refer to the offices of the Corporation.

Section 8. For the purposes of these By-laws, the term “Chapter” shall refer to the Chapter Board of Directors.

Section 9. The Corporation has the authority to censure, suspend, and/or remove (temporarily and/or permanently) any of its members, Officers, or Governors for misfeasance, nonfeasance, malfeasance, and/or conduct detrimental to the Corporation including but not limited to actions that have been, or would reasonably be expected to be, harmful or damaging to the interest of the Corporation, including actions in breach of a member, Officer, or Governor’s fiduciary duties of care, loyalty, and fidelity to the Corporation.

All complaints or allegations of misconduct against a Member, Officer or Governor shall be exclusively referred to the Ethics Committee for consideration. Should the Ethics Committee after review and deliberation, by majority vote, determine that there is reasonable cause to believe such Member, Officer or Governor committed such misconduct, it shall prefer written charges against the Member, Officer or Governor and transmit them to the Executive Committee for further action by the Board of Governors at a regular or special meeting.

The Executive Committee, after examining and considering the severity of the charges, may, by majority vote, summarily suspend such person from office or position and suspend them from the rights and privileges thereof pending a determination of said charges by the Board of Governors. Said charges shall be provided by certified mail to the individual member, Officer and/or Governor whose conduct is the subject of the report no less than 30 days prior to any such regular or special meeting at which action is expected to be taken on the Charges.

The individual Member, Officer or Governor whose conduct is the subject of the Charges may attend and have an opportunity to be heard at the meeting at which action is taken. Any final decision to discipline a member, Officer, or Governor by means of censure, suspension, removal or any other method must be approved by a majority vote of the Board of Governors present at any duly called meeting of the board. Said decision shall be final and shall not be delegated to the Executive Committee.

ARTICLE XII. INTERPRETATION AND CONSTRUCTION

The Board, and not the Executive Committee, shall have full power and authority to interpret this Constitution and By-Laws and its decisions on all such questions shall be final, binding and conclusive. The rules contained in the then-current version of *Robert’s Rules of Order* shall be used as a guideline for conducting meetings of the Corporation to the extent such rules are not inconsistent with this Constitution and By-Laws or with the laws of the State of New York.

ARTICLE XIII. AMENDMENTS

Not less than ten (10) business days prior to the next scheduled meeting of the Board amendments to these By-Laws may be proposed in writing to the Board of Governors over the signatures of Governors

representing at least five (5) Chapters or by majority vote of the members of any by-laws review and revision committee, task force or workgroup established pursuant to Article VIII, Section 2. A two-thirds vote of the weighted votes cast by the Governors present in person shall be required for the adoption of a proposed amendment. The Executive Committee does not have the authority to amend by-laws between meetings of the Board of Governors.