STATE OF NEW YORK
PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

COMMITTEE DAY

AGENDA

November 19, 2026
10:00 a.m.

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

I. COMMITTEE ON ESTABLISHMENT AND PROJECT REVIEW

Peter Robinson, Chair

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

Certified Home Health Agency – Establish

	Number	Applicant/Facility
1.	261110 E	Western Region Health Corporation, Inc. d/b/a Willcare (Erie County)

Residential Healthcare Facilities – Establishment

	Number	Applicant/Facility
1.	242095 E	Surf Acquisition I LLC d/b/a Boardwalk Nursing and Rehabilitation Center (Kings County)
2.	251255 E	Elizabeth NY SNF Operations LLC d/b/a Silversprings at Binghamton Center for Rehabilitation and Healthcare (Broome County)
3.	252096 E	Beach Tree Operations, LLC d/b/a Beechtree Center for Rehabilitation and Nursing (Tompkins County)
4.	261112 E	Fort Hudson Nursing and Rehabilitation LLC (Washington County)

Home Care Service Agency Licensures

Changes of Ownership

	Number	Applicant/Facility
1.	242074 E	Compassionate Care Of Central New York, Inc. (Please see exhibit for list of Geographical Service Area)

2. 242105 E Hope Home Care, Inc.
(Please see exhibit for list of Geographical Service Area)

3. 242147 E Elizabeth NYALF Operations LLC d/b/a
Silver Springs at Binghamton Licensed Home Care Services Agency
(Please see exhibit for list of Geographical Service Area)

Ambulatory Surgery Centers – Establish/Construct

	Number	Applicant/Facility
1.	261079 B	Richmond Hill Ambulatory Surgery Center LLC (Queens County)
2.	262049 B	Cross Island ASC LLC (Queens County)

Diagnostic and Treatment Centers – Establish/Construct

	Number	Applicant/Facility
1.	251176 B	International D&TC, LLC (Queens County)
2.	261227 E	Hollis AK LLC d/b/a Healthmed Diagnostic and Treatment Center (Queens County)

B. Application for Construction of Health Care Facilities/Agencies

Acute Care Services – Construction

	Number	Applicant/Facility
1.	261181 C	Highland Hospital (Monroe County)
2.	262047 C	Island Digestive Health Center, LLC (Suffolk County)

Ambulatory Surgery Center – Construction

	Number	Applicant/Facility
1.	261285 C	Greece ASC, LLC d/b/a Cornerstone Surgery Center (Monroe County)

Diagnostic and Treatment Center – Construction

	Number	Applicant/Facility
1.	261134 C	Weill Cornell Imaging at New York Presbyterian (Kings County)

C. Certificates

Certificate of Incorporation

Applicant

Friends of Cherry Valley Community Health Center, Inc.

Restated Certificate of Incorporation

Applicant

Bons Secour Charity Health System, Inc.

Bon Secours Community Hospital

Good Samaritan Hospital of Suffern, N.Y.

HealthAlliance, Inc.

HealthAlliance Hospital Broadway Campus

HealthAlliance Hospital Mary's Avenue Campus

St. Anthony Community Hospital, Warwick, New York

Certificate of Merger

Applicant

The Foundation of Catholic Health, Sisters Hospital Foundation, Inc., Kenmore Mercy Foundation, Inc., Mercy Hospital Foundation, Inc., Catholic Health System Continuing Care Foundation, and Mount St. Mary's Hospital Foundation, Inc., into The Foundation of Catholic Health

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

NEW YORK STATE OF OPPORTUNITY. Department of Health

Public Health and Health Planning Council

Project # 261110-E
Western Region Health Corporation, Inc d/b/a Willcare

Program: **Certified Home Health Agency** ***County:*** **Erie**
Purpose: **Establishment** ***Acknowledged:*** **March 26, 2026**

Executive Summary

Description
Western Region Health Corporation, Inc. d/b/a Willcare, an existing Certified Home Health Agency at 105 Earhart Drive, Amherst in Erie County, requests approval to establish Adoration Home Health Acquisitions, LLC as the new active parent and sole shareholder and change its legal name to Adoration Home Health of New York, Inc. The applicant is also proposing additional changes to the upstream ownership of the Certified Home Health Agency. Upon approval, the existing legal operating entity will remain the legal operator (only the name will change) and the agency will be known as Adoration Home Health.

Upon approval of this application and the closing of this transaction, Adoration Home Health of New York, Inc. will be wholly owned by Adoration Home Health Acquisitions, LLC, which is wholly owned by Adoration Home Health Care, LLC, which is 100% owned by Adoration Home Health & Hospice, Inc., which is wholly owned by ResCare Holdings, Inc., which is wholly owned by Res-Care, Inc., which is wholly owned by BrightSpring Health Holdings Corp., which is wholly owned by Phoenix Guarantor Inc., which is wholly owned by Phoenix Intermediate Holdings Inc., which is wholly owned by BrightSpring Health Services, Inc., a publicly traded corporation. Following the application approval, the Certified Home Health Agency's current board of directors and officers, Joshua Proffitt, Marcus Macip, and Kimberly Seymour, will resign and the agency will have a new board consisting of Elizabeth F. Robinson, Margaret Sheey Pemberton, Jennifer A. Phillips, and Allison L. Brown.

Office of Aging and Long-Term Care Recommendation
Contingent Approval

Need Summary
The applicant projects a total of 68,692 visits in Year One and 70,049 visits in Year Three. This equates to a caseload of 2,642 patients in Year One and 2,694 patients in Year Three, with 26 visits per patient for both years. The projected payor mix includes 2.9% Medicaid and 2.4% Charity Care by 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 §3606(2)(b).

Financial Summary
There are no project costs associated with this application. The submitted budget projects a net income of $1,095,389 and $1,097,297 in Years One and Three, respectively.

The proposed budget is as follows:

Budget	Current Year	Year One	Year Three
Revenues	$9,615,681	$9,793,118	$9,846,464
Expenses	8,527,185	8,697,729	8,749,167
Net Income	$1,088,496	$1,095,389	$1,097,297

Health Equity Impact Assessment
This project does not meet the requirements for a Health Equity Impact Assessment under New York State Public Health Law §2802-B.

Recommendations

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Aging and Long-Term Care

Approval contingent upon:

1. Submission of an original affidavit from the applicant, 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. [Bureau of Financial Analysis]

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. [Bureau of Project Management]

Council Action Date

December 17, 2026

Need Analysis

Project Proposal

Western Region Health Corporation d/b/a Willcare, requests to establish Adoration Home Health Acquisitions, LLC as the new active parent and 100% shareholder and change its legal name to Adoration Home Health of New York, Inc.

The Certified Home Health Agency will continue to provide Baseline Services – Certified Home Health Agency, Home Health Aide, Medical Social Services, Medical Supplies Equipment and Appliances, Nursing, Nutritional, Personal Care, Therapy – Occupational, Therapy – Physical, and Therapy - Speech Language Pathology in Allegany, Chautauqua, and Erie Counties.

Background and Analysis

The service area is comprised of Allegany, Chautauqua, and Erie Counties. Demographics for the primary service area are noted below including a comparison with New York State:

Demographics	Total Population	Hispanic or Latino (of any race)	White (non-Hispanic)	Black or African American (non-Hispanic)	Asian (non-Hispanic)	Other (non-Hispanic)
New York State	19,852,366	19.8%	52.8%	13.4%	9.0%	5.0%
Allegany County	47,159	2.2%	92.7%	1.5%	1.4%	2.2%
Chautauqua County	125,544	9.6%	83.7%	2.1%	0.7%	3.9%
Erie County	950,622	6.4%	72.3%	12.1%	4.9%	4.2%

Source: 2024 American Community Survey (5-Year Estimates Data Profiles)

The table below provides population change estimates for the primary service area.

County	Estimated 2024 Population	Population Projection by 2031	Percent change
Allegany County	47,159	44,442	-5.8%
Chautauqua County	125,544	118,437	-5.7%
Erie County	950,622	949,361	-0.1%

Source: 2024 American Community Survey (5-Year Estimates) and Cornell Program on Applied Demographics

The table below provides population estimates of individuals 65 years old and above, which are most likely to use Certified Home Health Agency services.

County	Estimated 2024 Population Age Group 65+	Population Projection by 2031 Age Group 65+	Percent change
Allegany County	9,456	9,879	+4.5%
Chautauqua County	27,935	29,049	+4.0%
Erie County	193,682	217,079	+12.1%

Source: 2024 American Community Survey (5-Year Estimates) and Cornell Program on Applied Demographics

In 2024, the population of the counties in the service area had health coverage as follows:

County	With Health Coverage	Employer plans	Medicaid	Medicare	Non-group plans	Military or United States Department of Veterans Affairs plans
Allegany County	94.8%	41.9%	21.4%	13.4%	16.8%	1.36%
Chautauqua County	94.7%	37.2%	26.0%	15.8%	14.3%	1.4%
Erie County	97.1%	48.6%	21.6%	14.2%	11.9%	0.81%

Source: Data USA

The projected payor mix includes:

Applicant Projected Payor Mix		
Payor	**Year One**	**Year Three**
Commercial	59.5%	60.2%
Medicare	36.1%	35.8%
Medicaid	2%	2.9%
Private Pay	0%	0%
Charity Care	2.4%	2.4%

Source: Applicant

The table below represents historic patient volume for the established Certified Home Health Agency:

Historical Patient Volume					
	2021	**2022**	**2023**	**2024**	**2025**
Total Patient Admissions	3,732	3,187	3,007	2,464	2,045
Total Visits	58,772	62,773	66,671	64,409	42,028
Visits per Patient	16	20	22	26	20
Total Medicaid Patients	20	6	0	0	0
Total Charity Care Patients	0	0	0	0	0

Source: Applicant

The table below represents projected visits and hours of service for Years One and Three:

Projected Patient Volume		
	Year One	**Year Three**
Total Patient Admissions	2,642	2,694
Total Visits	68,692	70,049
Total Hours of Service	1,449	1,463
Visits per Patient	26	26
Total Medicaid Patients	53	55
Total Charity Care Patients	53	55

Source: Applicant

There will be no changes to the Certified Home Health Agency's certified services or service area as a result of this application The applicant states they expect to contract with Medicaid Managed Care Organizations.

The applicant disclosed the decrease in numbers in 2025 was attributed to a condition-level survey, which resulted in limited admissions and the agency needed time to rebuild its census in 2025.

To explain the number of Medicaid patients projected for Years One and Three, the applicant states they plan to increase referrals in the future but expect more time will be needed to increase enrollment. The Certified Home Health Agency has not provided Medicaid service in the last three years and charity care service in at least the past five years. The applicant intends to develop connections with local hospital systems, physicians, and other health care providers to increase awareness that the agency accepts Medicaid patients. Referrals are expected to come from hospitals, nursing homes, rehabilitation centers, physician practices, health homes and health centers, as well as from community-based entities such as churches, social service organizations, senior centers and families/caregivers.

The table below shows Certified Home Health Agencies serving one or more of the same counties as the applicant (Allegany, Chautauqua and Erie Counties):

Facility Name	Counties Served
Visiting Nursing Association of Western New York Inc	Allegany, Chautauqua, Erie
Amedisys Home Health Care	Chautauqua, Erie
Rosa Coplon Jewish Home and Infirmary Certified Home Health Agency	Erie
People, Home Health Services-Certified, Inc	Erie
McAuley-Seton Home Care Corporation	Erie
Schofield Certified Home Care	Erie

Source: Health Facilities Information System

Conclusion

Approval of this project will allow for the continuation of services being provided by the Certified Home Health Agency to Allegany, Chautauqua, and Erie County residents.

Program Analysis

Project Proposal

Western Region Health Corporation d/b/a Willcare requests to establish Adoration Home Health Acquisitions, LLC as the new active parent and 100% shareholder and change its legal name to Adoration Home Health of New York, Inc.

An affidavit of no control has been implemented above Adoration Home Health of New York, Inc. d/b/a Adoration Home Health, whereby Adoration Home Health Acquisitions, LLC and all entities and persons above Adoration Home Health Acquisitions, LLC will refrain from exercising control over the Certified Home Health Agency by directing or causing the direction of the actions, management, or policies of the agency, whether through voting securities or voting rights thereunder, electing or appointing directors, the direct and indirect determination of policies, or otherwise.

Notwithstanding the intermediate levels of the parent corporate structure, because the officers of the applicant are executives of the ultimate parent of the corporate structure, and the directors of the ultimate parent additionally submitted to character and competence review, an affidavit of no control was accepted for the intermediate layers due to the submission of the individuals with ultimate control over the applicant to character and competence review. Please refer to Office of Aging and Long-Term Care Attachment A for the Organizational Chart.

Western Region Health Corporation, Inc. d/b/a Willcare, newly named Adoration Home Health of New York, Inc. d/b/a Adoration Home Health, will continue to serve the residents of the following counties:

- Allegany
- Chautauqua
- Erie

Western Region Health Corporation, Inc. d/b/a Willcare, newly named Adoration Home Health of New York, Inc. d/b/a Adoration Home Health, will continue to provide the following healthcare services:

- Baseline Services – Certified Home Health Agency
- Home Health Aide
- Medical Social Services
- Medical Supplies, Equipment and Appliances
- Nursing
- Nutritional
- Personal Care
- Therapy – Occupational
- Therapy – Physical
- Therapy – Speech Language Pathology

Character and Competence Review

Adoration Home Health of New York, Inc. d/b/a Adoration Home Health will be comprised of the following individuals:

Elizabeth Robinson (Managing Member and President)

Employment:

- President, BrightSpring Health Services, Inc., (April 2024 – Present)

Affiliations:

- Please refer to Attachment B for the listing of health care ownership and affiliation.

Margaret Pemberton (Managing Member and Vice President)

Employment:

- Vice President and Director, Provider Services Payer Contracting, Louisville, KY, (March 2020 – Present)
- Vice-President, HomeCare Sales and Marketing, Louisville, KY, (December 2016 – Present)

Affiliations:

- Please refer to Attachment B for the listing of health care ownership and affiliation.

Allison Brown (Managing Member and Secretary)

Employment:

- Deputy General Counsel, BrightSpring Health Services, Inc., (February 2025 – Present)
- Associate General Counsel, BrightSpring Health Services, Inc., (April 2019 – Present)
- Chief Privacy Officer, BrightSpring Health Services, Inc., (November 2019 – Present)

Affiliations:

- Please refer to Attachment B for the listing of health care ownership and affiliation.

Jennifer Phipps (Managing Member and Treasurer)

Employment:

- Executive Vice President and Chief Financial Officer, BrightSpring Health Services, Inc., (March 2025 – Present)
- SVP, Chief Accounting Officer, CFO of Home Health and Hospice, Treasury Tax, Procurement, Real Estate, BrightSpring Health Services, Inc., (January 2017 – March 2025)

Affiliations:

- Please refer to Attachment B for the listing of health care ownership and affiliation.

BrightSpring Health Services, Inc. is comprised of the following individuals:

Jon Rousseau (Chairman - Board of Directors, BrightSpring Health Services, Inc.)

Employment:

- President & Chief Executive Officer, BrightSpring Health Services, Inc, (September 2016 – Present)

Affiliations:

- BrightSpring Health Services, Inc. (2024 – Present)
- Please refer to Attachment C for the listing of health care ownership and affiliation.

Hunter Craig (Director, BrightSpring Health Services, Inc.)

Employment:

- Managing Director, KKR & Co., (2020 – Present)

Affiliations:

- BrightSpring Health Services, Inc. (May 2020 – Present)
- Please refer to Attachment D for the listing of health care ownership and affiliation.

Johnny J. Kim (Director, BrightSpring Health Services, Inc.)

Employment:

- Managing Director, KKR & Co., (2015 – Present)

Affiliations:

- BrightSpring Health Services, Inc. (2019 – Present)
- Please refer to Attachment E for the listing of health care ownership and affiliation.

Max C. Lin (Director, BrightSpring Health Services, Inc.)

Employment:

- Partner, KKR & Co., (2005 – Present)

Affiliations:

- BrightSpring Health Services, Inc. (2017 - Present)
- Please refer to Attachment F for the listing of health care ownership and affiliation.

Olivia F. Kirtley (Director, BrightSpring Health Services, Inc.)

Employment:

- Principal, Self-employed - Consulting, (2000 – Present)
- Principal/Founder, KirtleyWood LLC, (2025 – Present)

Affiliations:

- BrightSpring Health Services, Inc. (March 2024 – Present)
- Please refer to Attachment G for the listing of health care ownership and affiliation.

Dr. Steve B. Miller (Director, BrightSpring Health Services, Inc.)

Employment:

- Chief Medical Officer, MediBeacon, (January 2024 – Present)

Affiliations:

- BrightSpring Health Services, Inc. (September 2024 – Present)
- Please refer to Attachment H for the listing of health care ownership and affiliation.

Nigam H. Shah (Director, BrightSpring Health Services, Inc.)

Employment:

- Chief Data Scientist, Stanford Healthcare (2022 – Present)
- Professor of Medicine and of Biomedical Data Science, Stanford University School of Medicine (2022 - Present)
- Associate Dean for Research, Stanford University School of Medicine, (2019 - Present)

Affiliations:

- BrightSpring Health Services, Inc. (June 2026 – Present)
- Please refer to Attachment I for the listing of health care ownership and affiliation.

Timothy A. Wicks (Director, BrightSpring Health Services, Inc.)

Employment:

- Retired 2021

Affiliations:

- BrightSpring Health Services, Inc. (April 2024 – Present)
- Please refer to Attachment J for the listing of health care ownership and affiliation.

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

Facility Compliance/Enforcement

The California State Health Department has submitted a Schedule 2D, Compliance Report Form for Always Caring., located in Citrus heights, Fairfield, Concord, Modesto, and Stockton, CA, and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The Colorado State Health Department has submitted a Schedule 2D, Compliance Report Form for Adoration Home Health located in Grand Junction, Lakewood, and Pueblo, CO and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The Colorado State Health Department has submitted a Schedule 2D, Compliance Report Form for Abode Hospice located in Colorado Springs, Grand Junction, Lakewood, and Pueblo, CO and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The Colorado State Health Department has submitted a Schedule 2D, Compliance Report Form for Rehab Without Walls located in Denver, CO and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The Connecticut State Health Department has submitted a Schedule 2D, Compliance Report Form for All Ways Caring located in Shelton, CT and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The Illinois State Health Department has submitted a Schedule 2D, Compliance Report Form for Adoration Home Health located in O'Fallon, IL and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The Illinois State Health Department has submitted a Schedule 2D, Compliance Report Form for All Ways Caring located in O'Fallon, Champaign, Bloomington, Tilton, Peoria, Decatur, Mattoon, IL and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The Missouri State Health Department has submitted a Schedule 2D, Compliance Report Form for Adoration Home Health located in Sikeston, MO and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The Minnesota State Health Department has submitted a Schedule 2D, Compliance Report Form for Abode Hospice located in Woodbury, MN and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The New Jersey State Health Department has submitted a Schedule 2D, Compliance Report Form for Adoration Home Health located in Bayonne and Clifton, NJ and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The Ohio State Health Department has submitted a Schedule 2D, Compliance Report Form for Adoration Home Health located in Belpre, OH and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The Ohio State Health Department has submitted a Schedule 2D, Compliance Report Form for Adoration Hospice located in Independence, OH and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The Ohio State Health Department has submitted a Schedule 2D, Compliance Report Form for Ohio Valley Hospice located in Beavercreek, OH and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The Oklahoma State Health Department has submitted a Schedule 2D, Compliance Report Form for All Ways Caring located in Midwest City, OK and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The South Carolina State Health Department has submitted a Schedule 2D, Compliance Report Form for All Ways Caring located in Aiken, Charleston, Greenville, Irmo, Rock Hill, Myrtle Beach, Anderson, Florence, Spartanburg and Greenwood, SC and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The Tennessee State Health Department has submitted a Schedule 2D, Compliance Report Form for Adoration Home Health located in Brownsville, Lenoir City, Martin, McMinnville, Brentwood, Greeneville, Kingsport, Madison, Cleveland and Cordova, TN and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The Tennessee State Health Department has submitted a Schedule 2D, Compliance Report Form for Adoration Hospice located in Madison, TN and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The Utah State Health Department has submitted a Schedule 2D, Compliance Report Form for Rehab Without Walls located in South Jordan, UT and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The Wisconsin State Health Department has submitted a Schedule 2D, Compliance Report Form for Generations Hospice located in Brookfield and Fond Du Lac, WI and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The West Virginia State Health Department has submitted a Schedule 2D, Compliance Report Form for Adoration Home Health located in Charleston, Beckley, Vienna and Morgantown, WV and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The West Virginia State Health Department has submitted a Schedule 2D, Compliance Report Form for Adoration Hospice located in Buckhannon and Parkersburg, WV and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The States of Alabama, Arkansas, Arizona, California, Connecticut, District of Columbia, Florida, Georgia, Indiana, Kentucky, Louisiana, Maryland, Maine, Minnesota, Mississippi, North Carolina, Nevada, Oregon, Pennsylvania, South Carolina, Tennessee, Texas, Virginia, Washington did not respond to the applicant's request for a Schedule 2D therefore, the applicant submitted a notarized affidavit attesting that the above agencies are currently licensed and in compliance with all applicable federal and state regulations.

Elizabeth Robinson has provided a written and signed attestation that their affiliated health care facilities that have been disclosed in their Schedule 2A are in good standing and are free of open enforcements by the regulating state agency.

Margaret Pemberton has provided a written and signed attestation that their affiliated health care facilities that have been disclosed in their Schedule 2A are in good standing and are free of open enforcements by the regulating state agency.

Allison Brown has provided a written and signed attestation that their affiliated health care facilities that have been disclosed in their Schedule 2A are in good standing and are free of open enforcements by the regulating state agency.

Jennifer Phipps has provided a written and signed attestation that their affiliated health care facilities that have been disclosed in their Schedule 2A are in good standing and are free of open enforcements by the regulating state agency.

Jon Rousseau has provided a written and signed attestation that their affiliated health care facilities that have been disclosed in their Schedule 2A are in good standing and are free of open enforcements by the regulating state agency.

Hunter Craig has provided a written and signed attestation that their affiliated health care facilities that have been disclosed in their Schedule 2A are in good standing and are free of open enforcements by the regulating state agency.

Johnny J. Kim has provided a written and signed attestation that their affiliated health care facilities that have been disclosed in their Schedule 2A are in good standing and are free of open enforcements by the regulating state agency.

Max C. Lin has provided a written and signed attestation that their affiliated health care facilities that have been disclosed in their Schedule 2A are in good standing and are free of open enforcements by the regulating state agency.

Olivia F. Kirtley has provided a written and signed attestation that their affiliated health care facilities that have been disclosed in their Schedule 2A are in good standing and are free of open enforcements by the regulating state agency.

Dr. Steven B. Miller has provided a written and signed attestation that their affiliated health care facilities that have been disclosed in their Schedule 2A are in good standing and are free of open enforcements by the regulating state agency.

Nigam H. Shah has provided a written and signed attestation that their affiliated health care facilities that have been disclosed in their Schedule 2A are in good standing and are free of open enforcements by the regulating state agency.

Timothy A. Wicks has provided a written and signed attestation that their affiliated health care facilities that have been disclosed in their Schedule 2A are in good standing and are free of open enforcements by the regulating state agency.

A review of the Personal Qualifying Information indicates that the applicants have the required character and competence to operate a Certified Home Health Agency.

Certified Home Health Agency Quality of Patient Care Star Ratings	
Certified Home Health Agency Name	**Quality of Care Rating**
Western Region Health Corporation d/b/a Willcare	3 out of 5 stars

** CMS data as of October 21, 2026. New York average is 3 out of 5 stars and the National average is 3.5 out of 5 stars.*

Conclusion

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

Financial Analysis

Operating Budget

The applicant submitted the Certified Home Health Agency's projected Years One and Year Three operating budgets, in 2026 dollars, as summarized below:

	Current Year		Year One		Year Three	
Revenues	Per Visit	Total	Per Visit	Total	Per Visit	Total
Commercial Fee For Service	$218.53	$5,344,598	$219.63	$5,371,477	$219.63	$5,371,477
Medicare Fee For Service	$240.85	2,751,007	$245.65	2,805,860	$245.65	2,805,860
Medicare Managed Care	$247.17	1,520,076	$245.67	1,510,847	$245.67	1,510,847
Medicaid Fee For Service	$0.00	0	$127.02	57,284	$127.00	86,357
Medicaid Managed Care	$0.00	0	$107.08	47,650	$106.55	71,923
Total Revenue		$9,615,681		$9,793,118		$9,846,464
Expenses						
Operating	$195.40	$8,212,660	$190.65	$8,376,913	$189.69	$8,421,935
Capital	$7.48	$314,525	$7.30	$320,816	$7.37	$327,232
Total Expenses	$202.88	$8,527,185	$197.95	$8,697,729	$197.89	$8,749,167
Net Income/(Loss)		$1,088,496		$1,095,389		$1,097,297
Utilization: (Visits)[1]		42,029		43,939		44,397
Utilization: (Hours)[2]		309		352		352
Average Cost:		$202.88		$197.95		$197.06

[1] Includes Nursing, Physical Therapy, Occupational Therapy, Speech Pathology, Medical Social Service and Home Health Aide visits. Home Health Aide utilization includes the following certified services: Nutritional Services and Personal Care Services. Physical Therapy visits include Medical Supplies Equipment and Appliances visits.

[2] Home Health Aid hours only.

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

	Current Year		Year One		Year Three	
Payor	**Visits**	**%**	**Visits**	**%**	**Visits**	**%**
Commercial Fee-For-Service	24,457	55.19%	24,457	55.66%	24,457	55.09%
Medicare Fee-For-Service	11,422	27.18%	11,422	25.99%	11,422	25.73%
Medicare Managed Care	6,150	14.63%	6,150	14.00%	6,150	13.85%
Medicaid Fee-For-Service	0	0.00%	451	1.03%	680	1.53%
Medicaid Managed Care	0	0.00%	445	1.01%	675	1.52%
Charity Care	0	0.00%	1,014	2.31%	1,013	2.28%
Total	42,029	100.00%	68,692	100.00%	70,047	100.00%

	Current Year		Year One		Year Three	
Payor	**Hours**	**%**	**Hours**	**%**	**Hours**	**%**
Commercial Fee-For-Service	123	39.805%	123	34.94%	123	34.94%
Medicare Fee-For-Service	121	39.158%	121	34.48%	121	34.48%
Medicare Managed Care	65	21.035%	65	18.52%	65	18.52%
Medicaid Fee-For-Service	0	0.00%	15	4.27%	15	4.27%
Medicaid Managed Care	0	0.00%	6	1.71%	6	1.71%
Charity Care	0	0.00%	21	5.98%	21	5.98%
Total	309	100.00%	351	100.00%	351	100.00%

- Current Year revenues, expenses, and utilization is based on facilities' 2025 cost report.
- Current Year total revenues exclude $9,117 in other revenue generated during 2025.
- The projected Years One and Year Three Commercial and Medicare rates are based on the Current Year rates.
- The projected Years One and Year Three Medicaid rates are based on regional provider data from the Visiting Nurse Association of Western New York and from available reimbursement data from other Certified Home Health Agencies in the service area.
- The facility did not provide Charity Care or Medicaid in 2024 or 2025; the new operator is committed to enhancing the Certified Home Health Agency's service to the underserved population in the service area counties going forward.
- Based on applicants' experience operating home care agencies in other states, the projected budget includes 2% Medicaid utilization in Year One and 3% in Year Three.
    - In order to reach its projected Medicaid utilization, the facility will conduct community outreach and develop relationships with local hospital systems, physicians and other health care providers to ensure that these referral sources are aware that the Certified Home Health Agency accepts Medicaid patients.
    - In addition, the facility will contract with Medicaid Managed Care Organizations within New York State to ensure that it is able to accept all Medicaid patient referrals.
    - The increase in Medicaid utilization in Years One and Year Three is attributable to referrals originating from hospitals, nursing homes, rehabilitation centers, physician practices, health homes and health centers, as well as, from community-based entities such as churches, social service organizations, senior centers and families/caregivers.
- The applicant states that their policy is to assess individuals based on income to determine eligibility for reduced fees and/or charity care.

Purchase Agreement

The applicant submitted an executed purchase agreement, the terms of which are summarized below:

Date:	April 30, 2025
Buyer:	Adoration Home Health Acquisitions, LLC, a Delaware limited liability company ("Adoration HH Buyer"). Adoration Hospice Care Acquisitions, LLC, a Delaware limited liability company ("Adoration Hospice Buyer"). Senescence, LLC, a Louisiana limited liability company doing business as All Saints Hospice ("All Saints" and together with Adoration HH Buyer and Adoration Hospice Buyer, "Buyer").
Guarantor:	Res-Care, Inc., a Kentucky corporation.
Parent:	Unitedhealth Group Incorporated
Purchased Entity:	Western Region Health Corporation, a subsidiary of parent.
Equity Seller:	Bracor, Inc.
Asset Seller:	LHC Group, Inc.
Excluded Assets:	The buyer is not acquiring any of the following from any seller: (i) any cash, cash equivalents, negotiable instruments, or securities of each Seller; (ii) any bank accounts of each Seller; (iii) each Seller's rights under this Agreement, the Transaction Documents to which it is a party and any other instrument or certificate delivered in connection with this Agreement or any of the other Transaction Documents; (iv) any Contracts of a Seller (other than the Assigned Contracts), including all Commingled Contracts (subject to the rights and obligations set forth in Section 5.18), and all rights and obligations arising thereunder; (v) without limiting Buyer's rights under Section 5.20, any insurance policies of each Seller and all rights of each Seller of every nature and description under or arising out of such insurance policies, including all claims, credits, causes of action thereunder and proceeds thereof; (vi) the minute books, stockholder and transfer records, Tax Returns, business and accounting records and work papers

	and other records of each Seller; (vii) any Tax assets (including Tax refunds and prepayments) of each Seller (other than the Company Entities); (viii) other than as required or prohibited by Law, all employee-related or employee benefit-related files or records which are unrelated to Company Employees, and all Business Benefit Plans or other Employee Plans, and all assets of, or held by or with respect to, any such Business Benefit Plan or other Employee Plan, whether or not governed by ERISA, or any trust, fund or account that is related to any such Business Benefit Plan or other Employee Plan, in all cases other than a Company Benefit Plan identified as such on Section 3.12(a) of the Disclosure Schedule; (ix) any assets provided through services, or licenses provided or licensed, to Buyer under the Transition Services Agreement or any Interim Management Agreement; (x) any IT Assets and any Intellectual Property other than the Owned Intellectual Property; (xi) any user information or data associated with or derived from the internet website of a Seller; (xii) any equity interests of any direct or indirect Subsidiary of a Seller or any equity interest in any Person other than the Purchased Equity; (xiii) any real or personal property, other than to the extent included as a Purchased Asset; (xiv) any personnel, payroll and benefit records of the Leased Employees (as defined in the Employee Leasing Agreement) except to the extent explicitly set forth in the Employee Leasing Agreement; (xv) any rights to the extent relating to Excluded Liabilities; and (xvi) any item identified as an Excluded Asset in the Agreement or any of the Exhibits or Schedules thereto (including the Disclosure Schedule).
Excluded Company Assets:	The parties acknowledge and agree that Buyer is not acquiring the following assets of theapplicable Company Entities identified below: Western Region Health Corporation – all equity interests in Litson Certified Care, Inc.

The applicant provided an affidavit of no control indicating Adoration Home Health Care, LLC and all entities above it in the ownership structure will take no action with respect to the business of Adoration Home Health of New York, Inc. and the operation of the Certified Home Health Agency. Adoration Home Health Care LLC is a holding company and does not exercise any control over the operations of its subsidiaries. All management decisions pertaining to the certified home health agency have been localized at the board of Adoration Home Health of New York, Inc.

First Amendment to Purchase Agreement

The applicant submitted an executed purchase agreement, the terms of which are summarized below:

Date:	November 26, 2025
Buyer:	Adoration Home Health Acquisitions, LLC, a Delaware limited liability company ("Adoration HH Buyer"). Adoration Hospice Care Acquisitions LLC, a Delaware limited liability company ("Adoration Hospice Buyer"). Senescence, LLC, a Louisiana limited liability company doing business as All Saints Hospice ("All Saints" and together with Adoration HH Buyer and Adoration Hospice Buyer, "Buyer").
Recitals:	On April 30, 2025, Parent, Buyer, each Seller identified therein and, solely for purposes of Section 9.19 thereof, Res-Care, Inc., a Kentucky corporation, entered into that certain Purchase Agreement Whereas Parent, Buyer, and the Sellers desire to amend the Purchase Agreement on the terms set forth in this Amendment, including providing for separate closings of the Transactions and to add the following entities as Purchased Entities (the "Additional Purchased Entities"): Alabama Homecare of Montgomery, LLC, SunCrest Home Health of AL, Inc., Gadsden Home Care Services LLC, Lancaster Home Care Services, LLC Franklin Home Care Services, LLC, LHCG LII, LLC. Whereas, each of the following entities desire to join the Purchase Agreement as a Seller: AF-CH-HH, LLC, Amedisys Illinois, L.L.C. Whereas, the following entity desires to join the Purchase Agreement as a Buyer: Adoration Home Health of Illinois, LLC Whereas, Parent, Buyer, and the Sellers desire to remove the following entity as a Purchased Entity: Eastern Georgia Partnership, LLC
Guarantor:	Res-Care, Inc., a Kentucky corporation.
Parent:	Unitedhealth Group Incorporated
Purchased Entity:	Western Region Health Corporation, a subsidiary of parent.
Equity Seller:	Bracor, Inc.
Asset Seller:	LHC Group, Inc.
Purchase Price:	Total price for the entire transaction is $245,315,190, of which approximately $7,800,000 of the purchase price is allocated to the certified home health agency.

Capability and Feasibility

There are no project costs associated with this application. The working capital requirement, estimated at $1,449,622, equivalent to two months of first-year incremental expenses, will be funded through equity from the existing operations of the Certified Home Health Agency and its parent entity.

The submitted budget projects a net income of $1,095,389 and $1,097,297 for Years One and Year Three, respectively. The submitted budget appears reasonable.

Bureau of Financial Analysis Attachment A, UnitedHealth Group Consolidated Financial Statements, shows the organization maintained a negative working capital position, a positive net asset position, and net earnings of $12,807,000. Bureau of Financial Analysis Attachment B, UnitedHealth Group Internal Financial Statements, shows the organization maintained negative working capital, a positive net asset position, and net earnings of $12,151,000.

The applicant notes that there are no standalone 2025 Certified Financial Statements for Western Region Health Corporation. Bureau of Financial Analysis Attachment C, 2025 Western Region Health Corporation Internal Financial Statements, show the facility maintained positive working capital, positive net asset positions, and reported net earnings of $974,128. Bureau of Financial Analysis Attachment D, Western Region Health Corporation Internal Financial Statements month-ended August 31, 2026, shows the facility maintained positive working capital,positive net asset positions, and net earnings of $34,808.

The applicant notes that there are no Certified Financial Statements for Adoration Home Health Acquisitions, LLC. Bureau of Financial Analysis Attachment E, Internal Financial Statements for Adoration Home Health Acquisitions, LLC for year ended December 31, 2025, shows the organization maintained negative working capital and positive net asset positions, and reported a net income of $4,474,928. Bureau of Financial Analysis Attachment F, Internal Financial Statements for Adoration Home Health Acquisitions, LLC for period ended June 30, 2026, shows the organization maintained positive working capital and positive net asset positions, and reported a net income of $6,988,249.

Conclusion

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

Attachments

Office of Aging and Long-Term Care Attachment A	Organizational Chart
Office of Aging and Long-Term Care Attachment B	Board Members' Healthcare Affiliations
Office of Aging and Long-Term Care Attachment C	Jon Rousseau Affiliations
Office of Aging and Long-Term Care Attachment D	Hunter Craig Affiliations
Office of Aging and Long-Term Care Attachment E	Johnny Kim Affiliations
Office of Aging and Long-Term Care Attachment F	Max Lin Affiliations
Office of Aging and Long-Term Care Attachment G	Olivia Kirtley Affiliations
Office of Aging and Long-Term Care Attachment H	Steven Miller Affiliations
Office of Aging and Long-Term Care Attachment I	Nigam Shah Affiliations
Office of Aging and Long-Term Care Attachment J	Timothy Wicks Affiliations
Bureau of Financial Analysis Attachment A	UnitedHealth Group – December 31, 2025 Consolidated Financial Statements
Bureau of Financial Analysis Attachment B	UnitedHealth Group – December 31, 2026 Internal Financial Statements
Bureau of Financial Analysis Attachment C	Western Region Health Corporation – December 31, 2025 Internal Financial Statements
Bureau of Financial Analysis Attachment D	Western Region Health Corporation – August 31, 2026 Internal Financial Statements
Bureau of Financial Analysis Attachment E	Adoration Home Health Acquisitions, LLC – December 31, 2025 Internal Financial Statements
Bureau of Financial Analysis Attachment F	Adoration Home Health Acquisitions, LLC – June 30, 2026 Internal Financial Statements
Bureau of Financial Analysis Attachment G	Organizational Structure and Governance
Bureau of Financial Analysis Attachment H	Pro-Forma Balance Sheet

NEW YORK STATE OF OPPORTUNITY. Department of Health

Public Health and Health Planning Council

Project # 242095-E
Surf Acquisition I LLC d/b/a
Boardwalk Nursing and Rehabilitation Center

Program: **Residential Health Care Facility** ***County:*** **Kings**
Purpose: **Establishment** ***Acknowledged:*** **August 27, 2024**

Executive Summary

Description

Surf Acquisition I LLC, d/b/a Boardwalk Nursing and Rehabilitation Center, is seeking approval to be established as the operator of Saints Joachim & Anne Nursing and Rehabilitation Center, an existing 200-bed skilled nursing facility located at 2720 Surf Avenue, Brooklyn (Kings County).

The current operator, Saints Joachim and Anne Nursing and Rehabilitation Center, has entered into an Asset Purchase Agreement dated April 8, 2024, with Surf Acquisition 1, LLC for the acquisition of operating interests.

Surf Acquisition II LLC, as landlord, and Surf Acquisition I LLC, as tenant, have entered into a proposed lease agreement for site control of the facility. There is a relationship between Surf Acquisition I LLC and Surf Acquisition II LLC in that the individuals have ownership interest in the operating entity, as well as, the real estate entity. The applicant will enter into a consulting services agreement with Cassena Care, LLC.

The current, and proposed ownership of Saint Joachim and Anne Nursing and Rehabilitation are as follows:

Current Operator
Saints Joachim and Anne Nursing and Rehabilitation Center
(Not-for-Profit Corporation)

Proposed Operator
Surf Acquisition 1 LLC

Members	
Pasquale DeBenedictis*	37.50%
Alex Solovey*	37.50%
Soloman Rutenberg*	15%
Michael Schrieber*	10%

**Managing Members*

Office of Aging and Long-Term Care Recommendation

Contingent Approval

Need Summary

There will be no changes to beds or services as a result of this application. As of September 29, 2026, the facility reported 95.0% occupancy of its staffed beds, and Kings County had 96.5% occupancy of staffed beds.

Program Summary

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

Financial Summary

The purchase price for the operating and real estate interest is $42,500,000, which will be met with $7,480,000 in equity from the proposed members' personal resources and with a bank loan of $35,020,000 at an interest rate of 8% for a ten-year term and 25-year amortization period. There is a balloon payment at the end of ten (10) years, $28,283,000, which will be met with members' personal resources. The applicant provided an affidavit from Pasquale DeBenedictis and Alex Solovey indicating that equity for the balloon payment will be provided disproportionate to ownership interests.

The proposed budget is as follows:

Budget	Year One	Year Three
Revenues	$29,329,400	$29,940,300
Expenses	28,750,300	28,914,348
Net Income	$579,100	$1,025,952

Health Equity Impact Assessment

This project does not meet the requirements for a Health Equity Impact Assessment under New York State Public Health Law §2802-B.

Recommendations

Long Term Care Ombudsman Program

The LTCOP recommends Approval. (See LTCOP Attachment A)

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Aging and Long-Term Care

Approval contingent upon:

1. Submission of an executed administrative services agreement that is acceptable to the Department of Health. [Bureau of Financial Analysis]
2. Submission of a bank loan commitment that is acceptable to the Department of Health. [Bureau of Financial Analysis]
3. 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. [Bureau of Public Need Review]
4. Submission of a plan to continue to enhance access to Medicaid residents. At a minimum, the plan should include, but not necessarily be limited to, ways in which the facility will:
    a. Reach out to hospital discharge planners to make them aware of the facility's Medicaid Access Program;
    b. Communicate with local hospital discharge planners on a regular basis regarding bed availability at the nursing facility; and
    c. Identify community resources that serve the low-income and frail elderly population who may eventually use the nursing facility, and inform them about the facility's Medicaid Access policy. [Bureau of Public Need Review]

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. [Bureau of Project Management]

Council Action Date

December 17, 2026

Need Analysis

Background and Analysis

The primary service area is Kings County, which has a population projected to increase to 2,872,808 by 2031 based upon Cornell Program of Applied Demographic estimates. Demographics for the primary service area are noted below, including a comparison with New York State.

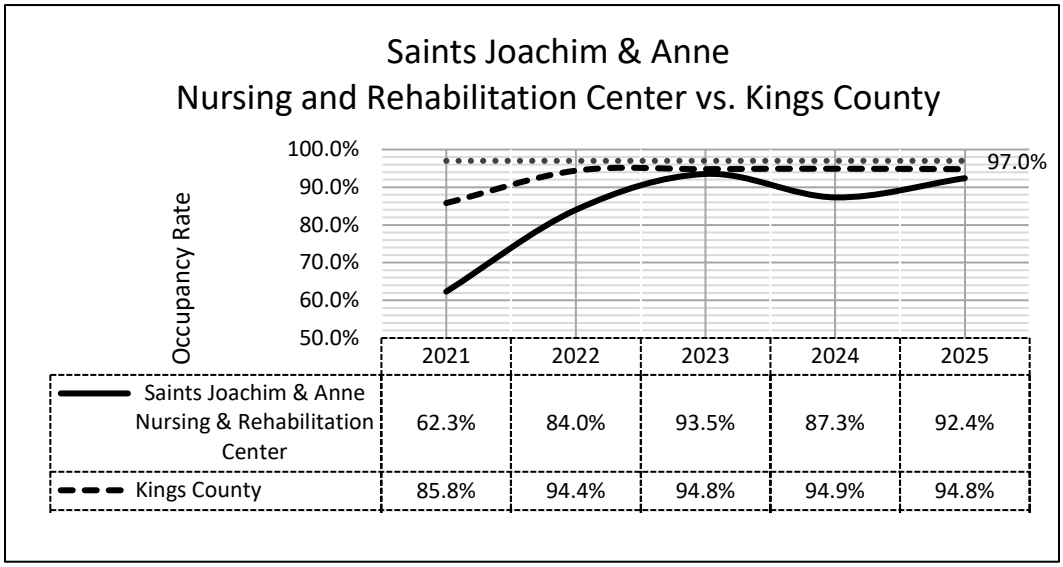
Demographics	Kings County	New York State
Total Population (2024 Estimate)	2,631,580	19,852,366
Hispanic or Latino (of any race)	19.0%	19.8%
White (non-Hispanic)	36.1%	52.8%
Black or African American (non-Hispanic)	26.6%	13.4%
Asian (non-Hispanic)	12.1%	9.0%
Other (non-Hispanic)	6.2%	5.0%

Source: 2024 American Community Survey (5-year Estimates Data Profiles)

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

	Kings County		New York State	
	Age 65-84	Age 85+	Age 65-84	Age 85+
Estimated 2024 Population	356,603	49,993	3,108,608	445,420
Population Projection by 2031	412,432	64,888	3,749,085	638,383
Percent Change	+15.7%	+29.8%	+20.6%	+43.3%

Source: 2024 American Community Survey (5 Year Estimates) and Cornell Program on Applied Demographics



Source: Occupancy through 2024 is from the Residential Health Care Facility cost reports; 2025 data is from non-certified Health Electronic Response Data System

Based on weekly census data, the facility reported 100.0% of their 200 licensed beds staffed and 95.0% occupied as of September 29, 2026, for a 95.0% % occupancy of staffed beds. Kings County had 97.6% of the county's 10,426 licensed beds staffed and 94.2% occupied for a 96.5% occupancy of staffed beds.

According to the applicant, they meet with local community leaders, hospitals, and physicians to identify what the needs are for the community. Once this information is compiled, the operator will implement as many programs as possible that are responsive to the needs in the area to serve the community.

The table below shows the Centers for Medicare and Medicaid Services (CMS) Rating and the utilization of the closest Residential Health Care Facilities to Saints Joachim & Anne Nursing and Rehabilitation Center.

Facility Name	CMS Overall Rating	RHCF Beds	Distance from other RHCFs	Occupancy			
	As of 8/2026		Miles/Time	2022	2023	2024	2025
Saints Joachim & Anne Nursing and Rehabilitation Center	5	200	0 mins/0 miles	84.0%	93.5%	87.3%	92.4%
Seagate Rehabilitation and Nursing Center	2	360	2 mins/0.2 miles	97.7%	98.6%	97.6%	96.9%
Sea Crest Nursing and Rehabilitation Center	4	305	2 mins/0.3 miles	89.8%	89.9%	89.1%	91.6%
Shore View Nursing & Rehabilitation Center	5	320	10 mins/1.9 miles	84.1%	86.6%	89.9%	89.8%
Haym Solomon Home for the Aged	5	240	11 mins/2.1 miles	90.1%	95.7%	96.0%	97.1%
King David Center for Nursing and Rehabilitation	4	271	12 mins/2.2 miles	98.1%	97.0%	97.7%	97.2%

Source: Centers for Medicare and Medicaid Services and Residential Health Care Facility Cost Reports. Occupancy through 2024 is from the Residential Health Care Facility cost reports; 2025 data is from non-certified Health Electronic Response Data System

The following table provides the Case Mix Index for the facility and the surrounding Residential Health Care Facilities, which reflects the relative resources predicted to provide care to a resident. The 2023 New York State average Case Mix Index was 1.3520 and 1.4864 for Kings County. The higher the case mix index weight, the greater the resource requirement for the residents.

Case Mix Index	2023	
	All Payor	Medicaid Only
Saints Joachim & Anne Nursing and Rehabilitation Center	1.3375	1.2611
Seagate Rehabilitation and Nursing Center	1.4529	1.4935
Sea Crest Nursing and Rehabilitation Center	1.4776	1.4406
Shore View Nursing & Rehabilitation Center	1.4569	1.4255
Haym Solomon Home for the Aged	1.4290	1.4114
King David Center for Nursing and Rehabilitation	1.5947	1.5749

Medicaid Access

To ensure that the Residential Health Care Facility needs of the Medicaid population are met, 10 New York Codes, Rules, & Regulations §670.3 requires applicants to accept and admit a reasonable percentage of Medicaid residents in their service area. The benchmark is 75% of the annual percentage of residential health care facility admissions that are Medicaid eligible individuals in their planning area. This benchmark may be increased or decreased based on the following factors:

- the number of individuals within the planning area currently awaiting placement to a residential health care facility and the proportion of total individuals awaiting such placement that are Medicaid patients and/or alternate level of care patients in general hospitals;
- the proportion of the facility's total patient days that are Medicaid patient days and the length of time that the facility's patients who are admitted as private paying patients remain such before becoming Medicaid eligible;
- the proportion of the facility's admissions who are Medicare patients or patients whose services are paid for under provisions of the federal Veterans' Benefit Law;
- the facility's patient case mix based on the intensity of care required by the facility's patients or the extent to which the facility provides services to patients with unique or specialized needs;
- the financial impact on the facility due to an increase in Medicaid patient admissions.

An applicant will be required to make appropriate adjustments in its admission policies and practices to meet the resultant percentage. The facility's Medicaid admissions rate was above the threshold of 75% of the Kings County rate for 2022 through 2023, and below the threshold of 75% of the Kings County rate for 2024.

Medicaid Access	**2022**	**2023**	**2024**
Kings County Total	35.5%	36.5%	35.7%
Kings County Threshold Value	*26.6%*	*27.4%*	*26.8%*
Saints Joachim & Anne Nursing and Rehabilitation Center	31.3%	41.2%	8.5%

Conclusion

There will be no changes to beds or services as a result of this project. As of September 29, 2026, the facility reported 95.0 % occupancy of its staffed beds, and Kings County had 96.5 % occupancy of staffed beds.

Program Analysis

Program Description

	Existing	Proposed
Facility Name	Saints Joachim & Anne Nursing and Rehabilitation Center	Boardwalk Nursing and Rehabilitation Center
Address	2720 Surf Avenue Brooklyn, New York 11224	Same
RHCF Capacity	200 beds	Same
ADHCP Capacity	N/A	N/A
Type of Operator	Not-for-Profit Corporation	Limited Liability Company
Class of Operator	Voluntary	Proprietary
Operator	**Saints Joachim and Anne Nursing and Rehabilitation Center** (Affiliate of Catholic Charities)	**Surf Acquisition I LLC** Members: Pasquale DeBenedictis* 37.5% Alex Solovey* 37.5% Soloman Rutenberg* 15% Michael Schrieber* 10% **Managing Members*

The applicant disclosed that Cassena Care LLC, previously entered into a Consulting Agreement with Saints Joachim & Anne Nursing and Rehabilitation Center, as approved by the Board of Directors of Saints Joachim and Anne Nursing and Rehabilitation Center. The consulting agreement relationship between the parties is for the Consultant to provide services with respect to the Facility's non-professional functions and services with all authority retained by the operator. Upon approval of this application, Surf Acquisition I LLC will enter into a Consulting and Administraive Services Agreement (CASA) with Cassena Care, LLC. There is common ownership between the administrative/consulting services provider, Cassena Care, LLC, and the proposed operator, where some (not all) of the members, either directly or indirectly, have a membership interest in both the Cassena Care, LLC and the proposed operator. Per the applicant, Cassena Care, LLC is a privately held Limited Liability Company managed by Pasquale DeBenedictis and Alex Solovey who hold their membership interests through their respective holding companies. The services to be provided with the Consulting and Administraive Services Agreement include back-office and non-clinical services including but not limited to billing, collections, accounting, and consulting services.

The applicant also disclosed that Alex Solovey, a member of Surf Acquisition I LLC (applicant), is currently employed as the Director of Operations at Saints Joachim & Anne Nursing and Rehabilitation Center and reports to the Licensed Nursing Home Administrator, Governing Body, President and Chief Executive Officer of Saints Joachim & Anne Nursing and Rehabilitation Center. There is an employment contract that notes Alex Solovey will receive an annual salary of $185,000.00 in this role. In addition, as per the employment contract, the position will end upon transfer of the license and there are termination clauses whereas all parties can terminate the agreement.

Character and Competence

Pasquale DeBenedictis lists concurrent employment as a Managing Member of Cassena Care LLC, (delivers rehabilitation and nursing services), Woodbury, New York, and as Chief Financial Officer at Upper East Side Rehabilitation and Nursing Center, Manhattan, New York. Pasquale is currently the Vice Chairperson of The New York State Health Facilities Association (NYSHFA). Previously, Pasquale was Chief Financial Officer at Center for Nursing and Rehabilitation, Brooklyn, New York; Controller at Hillside Certified Home Health Agency, Jamaica Estates, New York; and Chief Financial Officer at Theradynamics Rehab Management, Woodbury, New York. Pasquale holds a bachelor's degree in accounting from State University of New York Plattsburg and was previously a New York State licensed certified public accountant. Pasquale DeBenedictis discloses the following healthcare facility ownership interests:

New York Nursing Homes

East Neck Nursing and Rehabilitation Center (15%)	02/2005 to Present
Workmen's Circle Multicare Center (25%)	07/2013 to Present
Shore View Nursing and Rehabilitation Center (32.5%)	06/2014 to Present
Morningside Nursing and Rehabilitation Center (35%)	07/2014 to Present
Peninsula Nursing and Rehabilitation Center (25.05%)	08/2014 to Present
Upper East Side Rehabilitation and Nursing Center (34.5%)	06/2015 to Present
Sea Crest Nursing and Rehabilitation Center (32.5%)	07/2015 to Present
Fordham Nursing and Rehabilitation Center (28.25%)	08/2016 to Present
Long Beach Nursing and Rehabilitation Center (22.75%)	08/2016 to Present
Downtown Brooklyn Nursing and Rehabilitation Center (28.84%)	06/2018 to Present
Margaret Tietz Nursing and Rehabilitation Center (30.33%)	02/2019 to Present
West Village Rehabilitation and Nursing Center (35%)	08/2023 to Present
Silvercrest (40%)	Pending
Good Samaritan Nursing and Rehabilitation Care Center (40%)	Pending
Our Lady of Consolation Nursing and Rehabilitative Care Center (40%)	Pending
St Catherine of Siena Nursing and Rehabilitation Care Center (40%)	Pending
Isabella Geriatric Center Inc (50%)	Pending
Chapin Home for the Aging (45%)	Pending

End-Dated Nursing Homes

Barnwell Nursing and Rehabilitation Center [NY] (33.33%)	11/2003 to 12/2017
Mills Pond Nursing and Rehabilitation Center [NY] (29%)	10/2010 to 04/2018
Sayville Nursing and Rehabilitation Center [NY] (33.34%)	12/2012 to 04/2018
Cassena Care at New Britain [CT] (32.58%)	11/2015 to 12/2020
Cassena Care at Norwalk [CT] (34%)	06/2013 to 06/2025
Cassena Care at Stamford [CT] (34%)	11/2015 to 06/2025

Assisted Living/Adult Home Facilities

Morningside at Home Assisted Living Program (35%)	06/2018 to Present
Bay Vista Assisted Living (25%)	08/2022 to Present

Diagnostic and Treatment Centers

Cassena Kidney Care at Workmen's Circle (25%)	08/2015 to Present
Cassena Kidney Care at East Neck (33.33%)	09/2015 to Present
Cassena Kidney Care at Peninsula (23.75%)	11/2016 to Present
Cassena Care Dialysis at Morningside (35%)	07/2019 to Present
Cassena Kidney Care at Sea Crest (32.5%)	09/2017 to Present
Pelham Parkway Surgery Center (33.34%)	12/2025 to Present
Beach Channel D&TC	Pending*

**Under construction*

End-Dated Diagnostic and Treatment Center

Cassena Kidney Care at Norwalk [CT] (30%)	03/2023 to 06/2025

Certified Home Health Agency

Cassena Care at Home (30%)	12/2020 to Present
Hillside Certified Home Care Agency (30%)	10/2017 to Present
RiverSpring Certified Home Health Agency	Pending

Licensed Home Care Services Agency

Morningside at Home (35%)	06/2018 to Present
Long Beach Home Care (25%)	05/2021 to Present

Alex Solovey lists concurrent employment as a Managing Member of Cassena Care LLC (delivers rehabilitation and nursing services), Woodbury, New York; Chief Executive Officer at Upper East Side Rehabilitation and Nursing Center, Manhattan, New York; Director of Rehabilitation at Theradynamics Rehab Management, Woodbury, New York; and Director of Operations at the following skilled nursing facilities, Isabella Geriatric Center, Manhattan, New York; Chapin Home for the Aging, Jamaica, New York; and Saints Joachim & Anne Nursing and Rehabilitation Center, Brooklyn, New York. Previously, Alex was employed as the Chief Executive Officer at Center for Nursing and Rehabilitation, Brooklyn, New York, and as Director of Operations at Hillside Certified Home Health Agency, Jamaica Estates, New York. Alex holds a bachelor's degree in physical therapy from New York University and is a New York State licensed physical therapist. Alex Solovey discloses the following healthcare facility ownership interests:

<u>New York Nursing Homes</u>

East Neck Nursing and Rehabilitation Center (15%)	02/2005 to Present
Workmen's Circle Multicare Center (25%)	07/2013 to Present
Shore View Nursing and Rehabilitation Center (32.5%)	06/2014 to Present
Morningside Nursing and Rehabilitation Center (35%)	07/2014 to Present
Peninsula Nursing and Rehabilitation Center (25.05%)	08/2014 to Present
Upper East Side Rehabilitation and Nursing Center (34.5%)	06/2015 to Present
Sea Crest Nursing and Rehabilitation Center (32.5%)	07/2015 to Present
Fordham Nursing and Rehabilitation Center (28.25%)	08/2016 to Present
Long Beach Nursing and Rehabilitation Center (22.75%)	08/2016 to Present
Downtown Brooklyn Nursing and Rehabilitation Center (28.83%)	06/2018 to Present
Margaret Tietz Nursing and Rehabilitation Center (30.34%)	02/2019 to Present
West Village Rehabilitation and Nursing Center (35%)	08/2023 to Present
Silvercrest (40%)	Pending
Good Samaritan Nursing and Rehabilitation Care Center (40%)	Pending
Our Lady of Consolation Nursing and Rehabilitative Care Center (40%)	Pending
St Catherine of Siena Nursing and Rehabilitation Care Center (40%)	Pending
Isabella Geriatric Center Inc (50%)	Pending
Chapin Home for the Aging (45%)	Pending

<u>End-Dated Nursing Homes</u>

Barnwell Nursing and Rehabilitation Center [NY] (33.33%)	11/2003 to 12/2017
Mills Pond Nursing and Rehabilitation Center [NY] (29%)	10/2010 to 04/2018
Sayville Nursing and Rehabilitation Center [NY] (33.33%)	12/2012 to 04/2018
Cassena Care at New Britain [CT] (32.58%)	11/2015 to 12/2020
Cassena Care at Norwalk [CT] (34%)	06/2013 to 06/2025
Cassena Care at Stamford [CT] (34%)	11/2015 to 06/2025

<u>Assisted Living/Adult Homes</u>

Morningside at Home Assisted Living Program (35%)	06/2018 to Present
Bay Vista Assisted Living (25%)	08/2022 to Present

<u>Diagnostic and Treatment Centers</u>

Cassena Kidney Care at Workmen's Circle (25%)	08/2015 to Present
Cassena Kidney Care at East Neck (33.33%)	09/2015 to Present
Cassena Kidney Care at Peninsula (23.75%)	11/2016 to Present
Cassena Care Dialysis at Morningside (35%)	07/2019 to Present
Cassena Kidney Care at Sea Crest (32.5%)	09/2017 to Present
Pelham Parkway Surgery Center (33.33%)	12/2025 to Present
Beach Channel D&TC	Pending*

**Under construction*

<u>End-Dated Diagnostic and Treatment Center</u>

Cassena Kidney Care at Norwalk [CT] (30%)	03/2023 to 06/2025

Certified Home Health Agency

Hillside Certified Home Care Agency (30%)	10/2017 to Present
Cassena Care at Home (30%)	12/2020 to Present
River Spring Certified Home Health Agency (50.00%)	Pending

Licensed Home Care Services Agency

Morningside at Home (35%)	06/2018 to Present
Long Beach Home Care (25%)	05/2021 to Present

Pharmacy

LI Script LLC (18.34%)	12/2008 to Present
LI Script North LLC (18.34%)	05/2019 to Present

Soloman Rutenberg lists employment as Chief Executive Officer of Workmen's Circle Multicare Center (skilled nursing facility), Bronx, New York. Soloman Rutenberg holds a master's degree in engineering from Latvia Technical University and discloses the following healthcare facility ownership interests:

New York Nursing Homes

Workmen's Circle Multicare Center (25%)	07/2013 to Present
Shore View Nursing and Rehabilitation Center (5.0%)	06/2014 to Present
Morningside Nursing and Rehabilitation Center (20%)	07/2014 to Present
Upper East Side Rehabilitation and Nursing Center (4.25%)	03/2016 to Present
Sea Crest Nursing and Rehabilitation Center (5.0%)	07/2015 to Present
Fordham Nursing and Rehabilitation Center (38.5%)	08/2016 to Present
Long Beach Nursing and Rehabilitation Center (9%)	03/2017 to Present
Downtown Brooklyn Nursing and Rehabilitation Center (8%)	06/2018 to Present
Margaret Tietz Nursing and Rehabilitation Center (9.0%)	02/2019 to Present
West Village Rehabilitation and Nursing Center (15%)	08/2023 to Present
Good Samaritan Nursing and Rehabilitation Care Center (10%)	Pending
Our Lady of Consolation Nursing and Rehabilitative Care Center (10%)	Pending
St Catherine of Siena Nursing and Rehabilitation Care Center (10%)	Pending
Chapin Home for the Aging (10%) (261273)	Pending

End-Dated Nursing Homes

Mills Pond Nursing and Rehabilitation Center [NY] (9%)	09/2013 to 05/2018
Terrace Health Care Center [NY] (9%)	06/2015 to 08/2016
Cassena Care at New Britain [CT] (15%)	11/2015 to 12/2020
Cassena Care at Norwalk [CT] (15%)	06/2013 to 06/2025
Cassena Care at Stamford [CT] (15%)	11/2015 to 06/2025

Diagnostic and Treatment Centers

Cassena Kidney Care at Workmen's Circle (25%)	08/2015 to Present
Cassena Care Dialysis at Morningside (20%)	07/2019 to Present
Cassena Kidney Care at Sea Crest (5%)	09/2017 to Present
Pelham Parkway Surgery Center (33.33%)	12/2025 to Present
Beach Channel D&TC	Pending*

**Under construction*

End-Dated Diagnostic and Treatment Center

Cassena Kidney Care at Norwalk [CT] (20%)	03/2023 to 06/2025

Certified Home Health Agency

Hillside Certified Home Care Agency (5%)	10/2017 to Present
Cassena Care at Home (10%)	12/2020 to Present

Licensed Home Care Services Agency

Morningside at Home (20%)	06/2018 to Present

Assisted Living/Adult Home
Morningside at Home Assisted Living Program (20%) 06/2018 to Present

Michael A. Schrieber lists concurrent employment as Vice President of Strategic Planning and Corporate Compliance for Cassena Care (delivers rehabilitation and nursing services), Woodbury, New York, as well as Administrator of Record (AOR) and/or Regional Administrator for Cassena Care. Prior to working for Cassena Care, Michael was concurrently employed as Executive Director of Sea Crest Health Care Center, Brooklyn, New York, and Assistant Executive Director of Shoreview Nursing Home, Brooklyn, New York. In addition, Michael founded and was President of MAS Consulting Associates (health care consultancy), New York, New York. Michael holds master's degrees in public administration and public health from New York University Wagner Graduate School of Public Service and is a New York State licensed nursing home administrator. Michael Schrieber discloses the following healthcare facility ownership interests:

New York Nursing Homes
Shore View Nursing and Rehabilitation Center (30%) 06/2014 to Present
Upper East Side Rehabilitation and Nursing Center (1.5%) 06/2015 to Present
Sea Crest Nursing and Rehabilitation Center (30%) 07/2015 to Present
Fordham Nursing and Rehabilitation Center (5%) 08/2016 to Present
West Village Rehabilitation and Nursing Center (5%) 08/2023 to Present
Silvercrest (10%) Pending
Good Samaritan Nursing and Rehabilitation Care Center (10%) Pending
Our Lady of Consolation Nursing and Rehabilitative Care Center (10%) Pending
St Catherine of Siena Nursing and Rehabilitation Care Center (10%) Pending

Diagnostic and Treatment Center
Cassena Kidney Care at Sea Crest (30%) 09/2017 to Present

Quality Review
The proposed owners have been evaluated, in part, on the distribution of Centers for Medicare and Medicaid Services Star ratings for their portfolios. For all proposed owners, the distribution of Centers for Medicare and Medicaid Services star ratings for their facilities meets the standard described in state regulations.

Centers for Medicare and Medicaid Services Star Rating Criteria					
	Duration of Ownership*				
		< 48 Months		48 months or more	
Proposed Owners	Total Nursing Homes	Number of Nursing Homes	Percent of Nursing Homes With a Below Average Rating	Number of Nursing Homes	Percent of Nursing Homes With a Below Average Rating
Pasquale DeBenedictis	12	1	0%	11	9.09%
Alex Solovey	12	1	0%	11	9.09%
Soloman Rutenberg	10	1	0%	9	0%
Michael Schrieber	5	1	0%	4	0%

**Duration of Ownership as of 12/17/2026* *Data date: 08/2026*

New York. The proposed owner's portfolio includes ownership in twelve New York facilities. Eleven of the New York facilities in the ownership portfolio have a Centers for Medicare and Medicaid Services overall quality rating of average or higher. The remaining facility, Peninsula Nursing and Rehabilitation Center, has a Centers for Medicare and Medicaid Services overall quality rating of two stars (below average). When asked to explain what measures were being put into place to improve the low overall Centers for Medicare and Medicaid Services rating, the applicant indicated the following:

Peninsula Nursing and Rehabilitation Center

In October 2025, Peninsula Nursing and Rehabilitation Center received an Immediate Jeopardy deficiency. In January 2026, the deficiency reduced the overall Centers for Medicare and Medicaid Services star rating from 5-stars to 2-stars. Peninsula remains a 5-star facility in quality measures, and the operators anticipate that the facility will increase to 3 stars overall in October 2026. Steps were implemented to ensure that the basis for the referenced Immediate Jeopardy hopefully do not occur again.

Facility	Ownership Since	Overall	Health Inspection	Quality Measure	Staffing
New York					
Saints Joachim & Anne Nursing and Rehabilitation Center	Subject Facility	*****	****	*****	**
East Neck Nursing & Rehabilitation Center	Current	***	**	*****	**
	02/2005 (CMS ratings started 01/2009)	**	***	****	*
Workmen's Circle Multicare Center	Current	*****	*****	****	***
	07/2013	*****	*****	*****	**
Shore View Nursing & Rehabilitation Center	Current	*****	*****	*****	***
	06/2014	*****	*****	*****	*
Morningside Nursing and Rehabilitation Center	Current	*****	****	*****	**
	07/2014	*****	****	*****	***
Peninsula Nursing and Rehabilitation Center	Current	**	*	*****	***
	08/2014	*	*	****	*
Upper East Side Rehabilitation and Nursing Center	Current	*****	****	*****	***
	06/2015	*****	****	*****	**
Sea Crest Nursing and Rehabilitation Center	Current	****	****	****	***
	07/2015	*****	****	*****	**
Fordham Nursing and Rehabilitation Center	Current	***	***	***	**
	08/2016	***	****	***	*
Long Beach Nursing and Rehabilitation Center	Current	****	***	*****	***
	08/2016	****	**	*****	*****
Downtown Brooklyn Nursing & Rehabilitation Center	Current	*****	****	*****	***
	06/2018	*****	****	*****	‡
Margaret Tietz Nursing & Rehabilitation Center	Current	*****	*****	*****	***
	02/2019	*****	*****	*****	**
West Village Rehabilitation and Nursing Center	Current	*****	****	*****	***
	08/2023	****	*****	****	*

Data date: 08/2026
‡Data Not Available

End-Dated Ownership					
New York					
Barnwell Nursing and Rehabilitation Center	12/2017	*	*	**	**
	11/2003 (CMS ratings started 1/2009)	***	****	**	*
Mills Pond Nursing and Rehabilitation Center	04/2018	**	**	****	‡
	10/2010	**	**	****	***
Sayville Nursing and Rehabilitation Center	04/2018	***	**	*****	‡
	12/2012	***	****	****	*
Connecticut					
Cassena Care at New Britain⁑	12/2020 (11/2020 data)	***	***	****	***
	11/2015	**	**	***	***
Cassena Care at Norwalk	05/2025	*	*	***	**
	06/2013	***	**	****	****
Cassena Care at Stamford	05/2025	**	**	****	***
	11/2015	****	**	*****	****

⁑Facility voluntarily closed on 12/31/2020 (per the applicant: The facility was consistently losing money where it became unattainable for the operators to maintain operations.)
‡Data Not Available

Enforcement History

New York

A review of the operations of East Neck Nursing and Rehabilitation Center under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals the following:

- The facility was fined $4,000.00 pursuant to Stipulation and Order NH-23-025 for surveillance findings on 12/16/2022. Deficiencies were found under 10 New York Codes, Rules, & Regulations 415.19(a)(1-3) - Infection Control. The facility failed to follow infection and control program procedures in two instances.
- Per applicant: The facility was assessed a federal Civil Money Penalty (CMP) of $1,000.00 on 09/20/2021 for failure to report COVID data.
- The facility was assessed a federal Civil Money Penalty of $650.00 on 07/12/2021 for failure to report COVID data under F884 at an F level.

A review of the operations of Workmen's Circle MultiCare Center under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals the following:

- The facility was fined $10,000.00 pursuant to Stipulation and Order NH-21-220 for surveillance findings on 05/11/2021. Deficiencies were found under 10 New York Codes, Rules, & Regulations 415.12(h)(1) - Quality of Care (Accidents). The facility improperly transferred a resident, resulting in a fall and injury. The facility was also assessed a federal Civil Monetary Penalty of $11,300.00 on 05/11/2021 under F689 at a G level.

A review of the operations of Shore View Nursing and Rehabilitation Center under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals no enforcements.

A review of the operations of Morningside Nursing and Rehabilitation Center under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals the following:

- Per applicant: The facility was fined $2,000.00 for surveillance findings on 12/10/2020. Deficiencies were found under 10 New York Codes, Rules, & Regulations 415.19 - Infection Control. The facility failed to maintain required supply of Personal Protective Equipment.
- The facility was fined $8,000.00 pursuant to Stipulation and Order NH-20-062 for surveillance findings on 08/13/2020. Deficiencies were found under 10 New York Codes, Rules, & Regulations 415.5(h)(2) - Quality of Life and 415.19(b)(4) & 415.19(c) - Infection Control.
- The facility was fined $6,000.00 pursuant to Stipulation and Order NH-20-019 for surveillance findings on 05/20/2020. Deficiencies were found under 10 New York Codes, Rules, & Regulations 400.2 and 415.30 - Other Laws, Codes, Rules and Regulations and General Records.

A review of the operations of Peninsula Nursing and Rehabilitation Center under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals the following:

- The facility was fined $12,000.00 pursuant to Stipulation and Order NH-26-039 for surveillance findings on 10/31/2025. Deficiencies were also found under 10 New York Codes, Rules, & Regulations 415.12(1)(a) Quality of Care – Adequate Supervision to Prevent Accidents. Specifically, the facility failed to provide supervision to a resident who was severely cognitively impaired, at risk for aspiration/choking, required supervision with eating and had a history of wandering and taking other residents' food, was found unresponsive in the hallway at 11:45 PM. Emergency Medical Services discovered food in their airway and pronounced them dead. Deficiencies were found under 10 New York Codes, Rules, & Regulations 415.12(1)(a) Quality of Care - Highest Practicable Potential. Specifically, the facility failed to start cardiopulmonary resuscitation and delayed calling 911 when a resident was found unresponsive in their wheelchair in the hallway at 11:45 PM but was not immediately assessed, rather they were wheeled back to their room and put into bed. The facility was also assessed a federal Civil Monetary Penalty of $81,387.00.
- Per applicant: The facility was assessed a US Department of Labor Occupational Safety and Health Administration (OSHA) fine of $12,468.00 for surveillance findings from 12/28/2016-05/11/2017 for failures related to the Respiratory Protection Program (FIT testing documentation), Hazards Communication Program and Sharps Injury Log.

A review of the operations of Upper East Side Rehabilitation and Nursing Center under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals the following:

- The facility was fined $12,000.00 pursuant to Stipulation and Order NH-18-021 for surveillance findings on 02/20/2018. Deficiencies were found under 10 New York Codes, Rules, & Regulations 415.12(m)(2) - Quality of Care/No Significant Med Errors and 415.15(b)(2)(iii) - Physician Services/Physician Visits. The facility failed to ensure that the residents are free of any significant medication errors and that the responsible physician reviews the resident’s total program of care, including medications and treatments, at each regularly scheduled visit. The facility was also assessed a federal Civil Monetary Penalty of $7,023.00 on 02/20/2018 under F333 and F386, both at a G level.

A review of the operations of Sea Crest Nursing and Rehabilitation Center under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals no enforcements.

A review of the operations of Fordham Nursing and Rehabilitation Center under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals the following:

- The facility was fined $10,000.00 pursuant to Stipulation and Order NH-23-068 for surveillance findings on 08/31/2022. Deficiencies were found under 10 New York Codes, Rules, & Regulations 415.4(b)(1)(i) - Abuse - Verbal, sexual, physical, mental, corporal punishment, and involuntary seclusion. The facility failed to ensure that a resident was free from physical abuse. Specifically, a facility staff member slapped, and then pushed a walker-using resident, causing the resident to fall to the floor. The resident sustained a left femoral neck fracture as a result. The facility was also assessed a federal Civil Money Penalty of $16,180.00 on 08/31/2022 under F600 at a G level. Per applicant: Department Appeal Board (DAB) Appeal Pending.
- The facility was fined $10,000.00 pursuant to Stipulation and Order NH-24-021 for surveillance findings on 04/22/2022. Deficiencies were found under 10 New York Codes, Rules, & Regulations 415.3(d)(1)(vii), 415.12 and 415.4(b)(1) - Resident's Legal Rights (each resident shall have the right to be free from verbal, sexual, mental or physical abuse, corporal punishment and involuntary seclusion, and free from chemical and physical restraints); Quality of Care; Resident Behavior and Facility Practices - Staff treatment of residents (The nursing home shall develop and implement written policies and procedures that prohibit mistreatment, neglect or abuse of residents and misappropriation of resident property). The facility failed to ensure that a resident was free from sexual abuse. The facility was also assessed a federal Civil Money Penalty of $43,585.00 on 04/22/2022 under F600 at a J level. Per applicant: Department Appeal Board Appeal Pending.

A review of the operations of Long Beach Nursing and Rehabilitation Center under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals the following:

- The facility was fined $2,000.00 pursuant to Stipulation and Order NH-21-211 for surveillance findings on 07/13/2021. Deficiencies were found under 10 New York Codes, Rules, & Regulations 415.19(b)(4) - Infection Control (Handwashing). Specifically, the facility failed to maintain an infection prevention and control program and ensure hand hygiene occurs during wound care to prevent cross contamination. The facility was also assessed a federal Civil Money Penalty of $5,000.00 on 07/13/2021 under F880 at a D level.
- The facility was fined $4,000.00 pursuant to Stipulation and Order NH-20-056 for surveillance findings on 07/27/2020. Deficiencies were found under 10 New York Codes, Rules, & Regulations 415.19(a)(1) and 145.19(a)(2) - Infection Control. Specifically, the facility failed to ensure that all staff used face masks covering their nose and mouth on all units when within 6 feet of residents.

A review of the operations of Downtown Brooklyn Nursing & Rehabilitation Center under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals the following:

- The facility was fined $8,000.00 pursuant to Stipulation and Order NH-25-086 for surveillance findings on 06/27/2025. Deficiencies were found under 415.5(h)(4) and 415.29 Comfortable and safe temperature levels. The facility was also assessed a federal Civil Money Penalty of $37,650.00 on 06/27/2025 under F584 for failure to honor the resident's right to a safe, clean, comfortable and homelike environment, including but not limited to receiving treatment and supports for daily living safely, at an L level.
- The facility was fined $2,000.00 pursuant to Stipulation and Order NH-22-027 for surveillance findings on 10/29/2021. Deficiencies were found under 10 New York Codes, Rules, & Regulations 415.19(a) - Infection Control. Specifically, the facility failed to ensure that infection control practices were maintained for a resident receiving respiratory care (oxygen tubing was observed on the floor on multiple occasions).

A review of the operations of Margaret Tietz Nursing & Rehabilitation Center under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals the following:

- The facility was fined $10,000.00 pursuant to Stipulation and Order NH-24-064 for surveillance findings on 05/29/2024. Deficiencies were found under 10 New York Codes, Rules, & Regulations 415.12(h)(1) – Accident-Free Environment. The facility failed to ensure residents received adequate supervision and assistance devices consistent with resident's needs, goals, and care plan when a resident requiring the use of a mechanical lift for transfer was transferred without a mechanical lift and scraped their left leg against a wheelchair, requiring 13 stitches. The facility was also assessed a federal Civil Money Penalty of $8,512.00 on 05/29/2024 under F689 at a G level.
- The facility was assessed a federal Civil Money Penalty of $650.00 on 02/22/2021 for failure to report COVID data under F884 at a F level.

A review of the operations of West Village Rehabilitation and Nursing Center under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals the following:

- The facility was assessed federal Civil Monetary Penalties of $1,881.75 on 02/20/2024 and $3,418.00 on 01/30/2024 for failure to report COVID data under F884 at an F level.

A review of the operations of Barnwell Nursing and Rehabilitation Center under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals no enforcements.

A review of the operations of Mills Pond Nursing and Rehabilitation Center under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals the following:

- The facility was fined $10,000.00 pursuant to Stipulation and Order NH-17-050 for surveillance findings on 07/12/2017. Deficiencies were found under 10 New York Codes, Rules, & Regulations 415.12(m)(2) - Quality of Care. The facility failed to ensure that residents are free of any significant medication errors.

A review of the operations of Sayville Nursing and Rehabilitation Center under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals no enforcements.

A review of the operations of Morningside at Home Assisted Living Program (ALP) under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals the following:

- Per the applicant: A federal Civil Money Penalty of $540.00 was assessed on 02/02/2017 for violations of Article 7 of Social Services Law of NY and 18 New York Codes, Rules, & Regulations 487.10(e)(2).

A review of the operations of Bay Vista Assisted Living Program (ALP) under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals no enforcements.

A review of the operations of Cassena Care at Home Care Agency (CHHA) under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals the following:

- Per the applicant: The agency was issued multiple citations on 10/08/2024 including G0406 – 42 CFR § 485.50 (Patient Rights) – failure to ensure all patients receive the necessary goods and/or services to avoid hospitalization and/or readmission; G0510 – 42 CFR § 484.55 (Comprehensive Assessment of Patients) – failure to ensure each patient's comprehensive assessment accurately reflects the patient's status, which is critical in assisting the agency in developing the patient's plan of care and G0572 – 42 CFR § 484.60 (Planning Coordination of Services and Quality of Care) – failure to ensure all patients receive care and services as identified in the plan of care and failed to ensure all patient care orders, including verbal orders, are documented in the patient's clinical record.

A review of the operations of Hillside Certified Home Care Agency (CHHA) under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals no enforcements.

A review of the operations of Morningside at Home Licensed Home Care Services Agency (LHCSA) under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals no enforcements.

A review of the operations of Long Beach Home Care Services Agency (LHCSA) under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals no enforcements.

A review of the operations of Cassena Kidney Care at Workmen's Circle Diagnostic and Treatment Center (D&TC) under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals no enforcements.

A review of the operations of Cassena Kidney Care at East Neck Diagnostic and Treatment Center (D&TC) under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals no enforcements.

A review of the operations of Cassena Kidney Care at Peninsula Diagnostic and Treatment Center (D&TC) under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals no enforcements.

A review of the operations of Cassena Care Dialysis at Morningside Diagnostic and Treatment Center (D&TC) under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals no enforcements.

A review of the operations of Cassena Kidney Care at Sea Crest Diagnostic and Treatment Center (D&TC) under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals no enforcements.

A review of the operations of Pelham Parkway Surgery Center Diagnostic and Treatment Center (D&TC) under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals no enforcements.

Connecticut

A review of the operations of Cassena Care at Norwalk under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals the following:

- The facility was assessed a federal Civil Money Penalty of $38,422.00 on 10/09/2024 for failure to protect each resident from all types of abuse such as physical, mental, sexual abuse, physical punishment, and neglect by anybody, under F600 at a G level.
- Per applicant: The facility was assessed a fine of $72,500.00 on 12/11/2023 for failure to protect each resident from all types of abuse such as physical, mental, sexual abuse, physical punishment, and neglect by anybody under F600 at an H level.
- Per applicant: The facility was assessed a fine of $58,800.00 on 12/11/2023 for failure to ensure that a nursing home area is free from accident hazards and provides adequate supervision to prevent accidents under F689 at a K level.
- The facility was assessed a federal Civil Money Penalty of $159,803.00 and a payment denial of 27 days on 10/26/2023 for failure to ensure that a nursing home area is free from accident hazards and provides adequate supervision to prevent accidents under F689 at a K level and for failure to protect each resident from all types of abuse such as physical, mental, sexual abuse, physical punishment, and neglect by anybody under F600 at a H level. The facility failed to ensure that a resident did not leave the building unattended (F689) and failed to ensure residents were free from physical abuse resulting from multiple resident-to-resident altercations resulting in multiple significant injuries for one resident (F600).
- The facility was assessed a federal Civil Money Penalty of $21,045.00 and, per applicant, a Connecticut state fine of $4,100.00 on 11/28/2018 for failure to ensure that a nursing home area is free from accident hazards and provides adequate supervision to prevent accidents under F689 at a G level.
- The facility was assessed a federal Civil Money Penalty of $13,003.00 and, per applicant, a Connecticut state fine of $3,000.00 on 04/09/2018 for failure to ensure that a nursing home area is free from accident hazards and provides adequate supervision to prevent accidents under F689 at a J level.
- The facility was assessed a federal Civil Money Penalty of $24,980.00 and, per applicant, a Connecticut state fine of $2,530.00 on 07/13/2017 for failure to ensure that a nursing home area is

free from accident hazards and provide adequate supervision to prevent avoidable accidents under F323 at a G level.

A review of the operations of Cassena Care at Stamford under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals the following:

- The facility was assessed a federal Civil Money Penalty of $8,419.00 on 06/02/2025 for failure to ensure that a nursing home area is free from accident hazards and provides adequate supervision to prevent accidents under F689 at a G level.
- The facility was assessed a federal Civil Money Penalty of $16,489.00 on 06/03/2022 for failure to provide and implement an infection prevention and control program under F880 at a D level.
- The facility was assessed a federal Civil Money Penalty of $5,000.00 on 08/25/2021 for failure to provide and implement an infection prevention and control program under F880 at an E level.
- Per applicant: The facility was assessed a Connecticut state fine of $1,140 on 09/02/2020 for failures related to CT General Statutes Section 19a-524 through 19a-528.
- The facility was assessed a federal Civil Money Penalty of $11,000.00 on 08/23/2018 for failure to protect each resident from all types of abuse such as physical, mental, sexual abuse, physical punishment, and neglect by anybody under F600 at a G level and for failure to provide appropriate treatment and care according to orders, resident's preferences and goals under F684 at a G level.

A review of the operations of Cassena Care at New Britain under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals the following:

- The facility was assessed a federal Civil Money Penalty of $21,060.00 and, per applicant, a Connecticut state fine of $1,530.00 on 08/16/2018 for failure to provide appropriate treatment and care according to orders, resident's preferences and goals under F684 at a G level.

A review of the operations of Cassena Kidney Care at Norwalk Dialysis Center (D&TC) under 10 New York Codes, Rules, & Regulations § 600.2 requirements for approval reveals no enforcements.

Conclusion

The individual background review indicates the applicants have met the standards as set forth in Public Health Law §2801-a(3).

Financial Analysis

Operating Budget

The applicant has submitted an operating budget, in 2026 dollars, for the first and third years after the change in operator, summarized below:

	Current Year		Year One		Year Three	
Revenues	Per PD	Total	Per PD	Total	Per PD	Total
Commercial Fee-for-Service	$512.01	$488,453	$535.84	$1,517,500	$549.21	$2,333,600
Medicare Fee-for-Service	$948.20	$9,067,616	$990.29	$5,534,712	$1,027.32	$5,741,712
Medicare Managed-Care	$500.00	$2,389,000	$945.56	$2,749,688	$945.56	$2,749,688
Medicaid Fee-for-Service	$329.87	$13,198,727	$317.90	$14,287,145	$317.91	$13,836,845
Medicaid Managed-Care	$329.86	$3,585,578	$317.90	$3,721,655	$317.90	$3,721,655
Private Pay	$535.00	$693,360	$535.84	$1,517,500	$549.29	$1,555,600
Other		$345,643		$1,200		$1,200
Total Revenues		$29,768,377		$29,329,400		$29,940,300
Expenses						
Operating	$374.73	$25,284,458	$325.74	$23,065,300	$327.61	$23,197,848
Capital	$27.09	$1,827,857	$80.29	$5,685,000	$80.73	$5,716,500
Total Expenses	$401.82	$27,112,315	$406.02	$28,750,300	$408.34	$28,914,348
Net Income		$2,656,062		$579,100		$1,025,952
Utilization: (Days)		67,473		70,810		70,810
Occupancy		92.43%		97.00%		97.00%
Breakeven Occupancy				95.08%		93.68%

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

- The Center will have a total of 202.96 Full-Time Equivalents in the first and third years, and an increase of 56.24 Full-Time Equivalents from the Current Year.
- Aides, orderlies, and attendants will increase from 57.12 Full-Time Equivalents in the Current Year to 100.9 Full-Time Equivalents in the First and Third Years.
- Licensed practical nurses will increase from 15.23 Full-Time Equivalents in the Current Year to 32.59 Full-Time Equivalents in the First and Third Years.
- Operating expenses decrease from the Current Year to the First and Third Years due to a decline in professional fees of $5,950,704 in the Current Year and $358,500 in the First and Third Years. This decline is the result of the new operator's plans to meet the staffing requirement by direct staff. The result is significantly less nursing agency fees. Salaries and wages are projected to increase by $2,452,597 and $2,531,197 from the Current Year to the First and Third Years.
- Medicare Managed-Care rates are increasing because the proposed operator will utilize full federal rates for the Medicare Prospective Payment System. The current operator is a single operating entity and does not have the bargaining power like an operator with numerous facilities to negotiate rates.
- Revenues are based on 2024 rates and are increased by 2.50% per annum for inflation.
- Occupancy for the facility was 2025 was 87.32%. Occupancy is projected to increase due to the proposed operator having existing relations with various discharge entities and will utilize those relations to help market and attract new residents.
- The projected percentage of direct care staffing costs to projected facility revenues is 43.98% in Year One and 43.31% in Year Three, exceeding the 40% requirement in Public Health Law §2828.
- The percentage of direct resident care costs to projected staffing revenues is 72.33% in Year One and 71.10% in Year Three, exceeding the 70% requirement in Public Health Law §2828.
- The facility's projected profit percentage is forecasted to be 2.10% in Year One and 3.63% in Year Three, less than the 5% maximum outlined in Public Health Law §2828.

- Staffing ratio is 3.96 hours, meeting the required hours of care per resident per day under 10 New York Codes, Rules, & Regulations §415.3.
- Capital expenses are increasing due to lease rental payments of $4,600,000.

Utilization broken down by payor source for the current year, year one and year three are as follows:

Payor	Current Year	Year One	Year Three
Commercial Fee-for-Service	1.41%	4.00%	6.00%
Medicare Fee-for-Service	14.17%	7.89%	7.89%
Medicare Managed-Care	7.08%	4.11%	4.11%
Medicaid Fee-for-Service	59.30%	63.47%	61.47%
Medicaid Managed-Care	16.11%	16.53%	16.53%
Private Pay	1.93%	4.00%	4.00%
Total	100.00%	100.00%	100.00%

Consulting Agreement

The applicant has submitted a draft consulting services agreement, which is summarized below:

Purpose	The facility operator desires to retain a consultant to provide certain consulting and administrative services to the Facility, and Consultant desires to provide such services.
Consultant	Cassena Care, LLC
Facility Operator	Surf Acquisition I LLC
Services Provided	Consultant will advise the Facility Operator in the selection of equipment and supplies and the maintenance of the equipment of the Facility, implement policies and procedures to verify patient eligibility, enrollment, medical applications and termination with respect to Medicare, Medicaid and other third party payors, make recommendations regarding the charge structure of the Facility, review the Facility Operator's collection policies and provide collection services to the Facility, provide accounting and financial consulting to the Facility Operator, assist the Facility in developing the annual budget, perform medical records audits, provide consultation and support with regards to admission and discharge of patients and provide consultation to evaluate menus and dietary operations.
Term	1-year renewable options
Compensation	$960,000 annually

Asset Purchase Agreement

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

Date	April 8, 2024
Seller	Saints Joachim and Anne Nursing and Rehabilitation Center
Purchaser	Surf Acquisition I LLC
Purpose	Seller desires to sell and Buyer desires to purchase, certain assets relating to the operation of the facility, a 200-bed skilled nursing facility located at 2720 Surf Avenue, Brooklyn, New York.
Acquired Assets	The business and operation of the facility, all accounts receivable, billed, and unbilled, and other rights of payment from customers and clients of the Business and the full benefit of all security for such accounts receivable rendered to customers or clients of the Business, for dates of service during the Closing Adjustment Period, all retroactive rate increases relating to services rendered by the Business on and after the Effective Date, all inventory supplies, and other articles of personal property, except for the Excluded Assets, Facility resident funds and other Facility resident property held in trust for current residents, all menus, policies and procedures manuals and computer software used with respect to the Facility, all telephone numbers and telefax numbers used at or with respect to the Facility, copies of all financial books and records in Seller's possession, all employee and payroll records with respect to the Facility, goodwill of the Facility, Seller's Medicare, Medicaid and other provider agreements and provider numbers and all licenses and permits held or owned by Seller relating to the ownership or operation of the Facility.
Assumed Liabilities	Any liabilities arising from or relating to the conduct of the Business or Seller prior to the Effective Date, all accounting and legal fees incurred by Seller in connection with the negotiation, any liabilities of Seller arising out of or caused by any tort or violation of law prior to the Effective Date, any liability of Seller for indebtedness arising prior to the Effective Date and any liability related to or arising from the obligation to contribute to any multiemployer pension plan arising prior to the Effective Date.
Purchase Price	$42,500,000 to allocated between the Real Estate contract and this agreement as follows: $40,000,000 shall be allocated to the real estate purchase and $2,500,000 shall be allocated to the asset purchase agreement.
Payment of Purchase Price	Paid in full at closing

The applicant has submitted an original affidavit, which is acceptable to the Department, in which the applicant agrees, notwithstanding any agreement, arrangement or understanding between the applicant and the transferor to the contrary, to be liable and responsible for any Medicaid overpayments made to the facility and/or surcharges, assessments or fees due from the transferor pursuant to Article 28 of the Public Health Law with respect to the period of time prior to the applicant acquiring its interest, without releasing the transferor of its liability and responsibility. As of September 24, 2026, the facility had outstanding liabilities of $78,680.

The applicant's financing plan for the purchase price is as follows:

Equity	$7,480,000
Bank Loan (8.00% for a ten-year term and a 25-year amortization period	$35,020,000

The balloon payment at the end of the ten-year term will be $28,283,000 and will be covered with the personal resources by Pasquale DeBenedictis and Alex Solovey. The applicant provided an affidavit indicating that equity for the balloon payment will be provided disproportionate to ownership interests.

Real Estate Purchase Agreement

The applicant has submitted an executed real estate purchase agreement, which is summarized below:

Date	April 8, 2024
Premises	The premises located at 2720 Surf Avenue, Brooklyn, New York
Seller	Saints Joachim and Anne Nursing and Rehabilitation Center
Purchaser	Surf Acquisition II LLC
Purchase Price	$42,500,000 allocated between $2,500,000 to the operating assets and $40,000,000 to the real estate.

Lease Rental Agreement

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

Date	June 1, 2024
Premises	The site is located at 2720 Surf Ave, Brooklyn, New York.
Lessor	Surf Acquisition II LLC
Lessee	Surf Acquisition I LLC
Term	20 years
Rental	$4,600,000 annually
Provisions	The lessee shall be responsible for property taxes, maintenance and utilities.

The applicant indicated that the lease agreement will be a non-arm's length lease arrangement in that there is common ownership between the lessor and the lessee. The applicant submitted two real estate letters attesting to the reasonableness of the per square foot rental.

Capability and Feasibility

The purchase price for the operating and real estate interests is $42,500,000, which will be met with $7,480,000 in equity from the proposed members' personal resources and with a bank loan of $35,020,000, at an interest rate of 8% for a ten-year term and a 25-year amortization period. There is a balloon payment at the end of the ten-year term, which is $28,283,000 and will be met with members' personal resources of Pasquale DeBenedictis and Alex Solovey. The applicant provided an affidavit indicating equity will be provided disproportionate to ownership interests.

The working capital requirements are estimated at $4,791,716, which is equivalent to two months of first year expenses. The applicant will provide equity from the proposed members' personal resources. Bureau of Financial Analysis Attachment A, the Personal Net Worth Statement of Proposed Members, reflects the personal net worth statements of the proposed members of Surf Acquisition I LLC, indicating the availability of sufficient funds for the equity contributions to meet the purchase price and the working capital equity requirements. Bureau of Financial Analysis Attachment E is the pro forma balance sheet as of the first day of operation, indicating a positive net asset position of $4,169,058.

The submitted budget indicates a net income of $579,100 and $1,025,952 during the first and third years, respectively. Revenues are based on current reimbursement methodologies. The submitted budget appears reasonable.

Bureau of Financial Analysis Attachment B is the 2024 Certified Financial Statements of Saint Joachim & Anne Nursing and Rehabilitation. As shown, the entity had a positive working capital position and a negative net asset position in 2024. The applicant has indicated that the reason for the negative net asset position is historical operating losses and the principal reduction of the existing Housing and Urban Development (HUD) mortgage. The entity had a net loss of $467,213 in 2024, which were due to the following: multiple changes in their administrative service providers, which resulted in one-time operating expenses, higher than needed billing expenses, high overtime utilization, and low occupancy numbers. The applicant has implemented the following steps to improve operations: facility renovated its lobby, chapel, physical and occupational therapy gym, facility changed admissions personnel and started a new community outreach, and contracts were renegotiated with vendors for better pricing.

Bureau of Financial Analysis Attachment C is the 2025 Certified Financial Statements of Saint Joachim & Anne Nursing and Rehabilitation. As shown, the entity had a positive working capital position and a negative net asset position in 2025. The reason for the negative net asset position is historical losses. Also, the entity achieved a net income of $2,656,061 in 2025.

Bureau of Financial Analysis Attachment D are the financial summaries of the other owned New York State nursing facilities that the proposed members own. As shown, some of the other owned facilities had negative working capital due to classifying current operating leases as current liabilities.

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

Conclusion

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

Attachments

Long-Term Care Ombudsman Program Attachment	Long-Term Care Ombudsman Program Recommendation
Bureau of Health Facility Planning Attachment	Map
Bureau of Financial Analysis Attachment A	Personal Net Worth Statement of Proposed Members
Bureau of Financial Analysis Attachment B	Financial Summary - 2024 Certified Financial Statements of Saint Joachim & Anne Nursing and Rehabilitation.
Bureau of Financial Analysis Attachment C	Financial Summary - 2025 Certified Financial Statements of Saint Joachim & Anne Nursing and Rehabilitation.
Bureau of Financial Analysis Attachment D	Financial Summary - Other Owned NYS Facilities
Bureau of Financial Analysis Attachment E	Pro Forma Balance Sheet

NEW YORK STATE OF OPPORTUNITY. Department of Health

Public Health and Health Planning Council

Project # 251255-E
Elizabeth NY SNF Operations LLC d/b/a Silver Springs at Binghamton Center for Rehabilitation and Healthcare

Program: **Residential Health Care Facility** ***County:*** **Broome**
Purpose: **Establishment** ***Acknowledged:*** **June 24, 2025**

Executive Summary

Description

Elizabeth NY SNF Operations LLC, d/b/a Silver Springs at Binghamton Center for Rehabilitation and Healthcare, a New York limited liability company, requests approval to be established as the new operator of Elizabeth Church Manor Nursing Home, an existing not-for-profit 120-bed skilled nursing facility at 863 Front Street in Binghamton (Broome County).

On April 15, 2024, UMH ECM Corp., a voluntary not for profit corporation, entered into an operations transfer agreement with Elizabeth NY SNF Operations LLC for the transfer and acquisition of the operating interests of Elizabeth Church Manor Nursing Home.

Concurrently on April 15, 2024, UMH ECM Corp., and UMH NY Corp., entered into a purchase agreement for the sale and acquisition of the real property. The purchase agreement also includes the sale and acquisition of St. Louise Manor, a 29 independent living apartment and a 52-bed adult care facility licensed as an Assisted Living Program operated by UMH NY Corp.**,** at 861 Front Street Binghamton, NY 13905. The proposed operator will lease the premises from Elizabeth NY Realty LLC.

The sole member of Elizabeth NY SNF Operations LLC is Elizabeth NY SNF Operations Holdco LLC.

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

Current Operator
UMH ECM Corp.

Proposed Operator
Elizabeth NY SNF Operations LLC

Member	
Elizabeth NY SNF Operations Holdco LLC	100.00%

Members	
Aaron Friedman*	51.00%
Michal Goldman	49.00%

**Managing Member*

Office of Aging and Long-Term Care Recommendation

Contingent Approval

Need Summary

There will be no changes to beds or services as a result of this application. On September 29, 2026, the facility reported a 95.9% occupancy of staffed beds while Broome County had 96.3% of the county's 1,492 licensed beds staffed.

Program Summary

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

Financial Summary

There are no project costs associated with this application and no costs associated with the acquisition of the operations. The applicant will assume certain liabilities related to assumed contracts. The total purchase price for the real property is $12,750,000 and will be funded with $2,550,000 in proposed member equity and $10,946,000 loan at 7.66% interest over a three-year term, with an initial interest-only 12-month period and remaining 24 months amortized with principal and interest, and a payout period of 25 years.

The proposed budget is as follows:

Budget	Year One	Year Three
Revenues	$12,441,000	$12,745,300
Expenses	12,107,565	12,181,553
Net Income	$333,435	$563,747

Health Equity Impact Assessment

This project does not meet the requirements for a Health Equity Impact Assessment under Public Health Law § 2802-B.

Recommendations

Long Term Care Ombudsman Program

The LTCOP recommends Approval. (See LTCOP Attachment A)

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Aging and Long-Term Care

Approval contingent upon:

1. Submission of an executed loan for the purchase of the realty interest acceptable to the Department of Health. [Bureau of Financial Analysis]
2. Submission of a commitment signed by the applicant which indicates that, within two years from the date of the council approval, the percentage of all admissions who are Medicaid and Medicare/Medicaid eligible at the time of admission will be at least 75 percent of the planning area average of all Medicaid and Medicare/Medicaid admissions, subject to possible adjustment based on factors such as the number of Medicaid patient days, the facility's case mix, the length of time before private paying patients became Medicaid eligible, and the financial impact on the facility due to an increase in Medicaid admissions. [Bureau of Public Need Review]
3. Submission of a plan to continue to enhance access to Medicaid residents. At a minimum, the plan should include, but not necessarily be limited to, ways in which the facility will: a. Reach out to hospital discharge planners to make them aware of the facility's Medicaid Access Program; b. Communicate with local hospital discharge planners on a regular basis regarding bed availability at the nursing facility; and c. Identify community resources that serve the low-income and frail elderly population who may eventually use the nursing facility, and inform them about the facility's Medicaid Access policy. [Bureau of Public Need Review]

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. [Bureau of Project Management]
2. Aaron (Arie) Friedman and Michal (Michele) Goldman will refrain from filing additional certificate of need applications to obtain ownership interest in New York State long term care facilities for a period of 1 year post issuance of the operating certificate establishing Elizabeth NY SNF Operations LLC as the licensed operator of the subject facility. [Bureau of Nursing Home Licensure and Certification]

Council Action Date

December 17, 2026

Need Analysis

Analysis

The primary service area is Broome County, which has a population projected to decrease to 185,504 by 2031 based upon Cornell Program of Applied Demographic estimates. Demographics for the primary service area are noted below including a comparison with New York State.

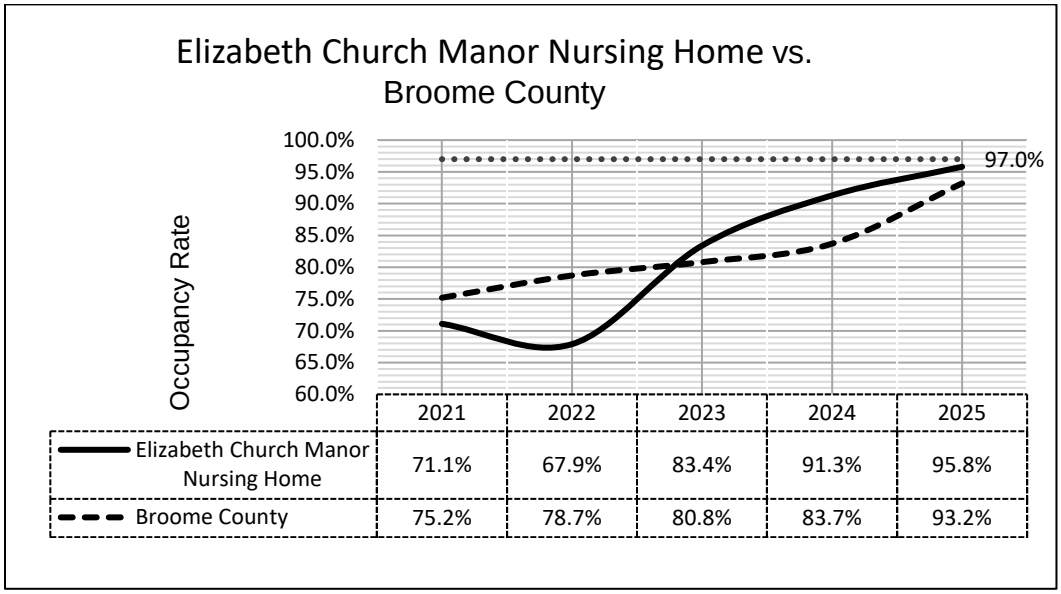
Demographics	Broome County	New York State
Total Population (2024 Estimate)	197,378	19,852,366
Hispanic or Latino (of any race)	5.6%	19.8%
White (non-Hispanic)	79.3%	52.8%
Black or African American (non-Hispanic)	5.1%	13.4%
Asian(non-Hispanic)	5.1%	9.0%
Other (non-Hispanic)	5.0%	5.0%

Source: 2024 American Community Survey (5-year Estimates Data Profiles)

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

	Broome County		New York State	
	Age 65-84	Age 85+	Age 65-84	Age 85+
Estimated 2024 Population	33,997	6,039	3,108,608	445,420
Population Projection by 2031	36,870	5,990	3,749,085	638,383
Percent Change	+8.5%	-0.8%	+20.6%	+43.3%

Source: 2024 American Community Survey (5-Year Estimates) and Cornell Program on Applied Demographics



Source: Occupancy through 2024 is from the Residential Health Care Facility cost reports; 2025 data is from non-certified Health Electronic Response Data System

Based on weekly census data, the facility reported 100.0% of their 120 licensed beds staffed and 96.7% occupied on September 29, 2026, for a 95.9% occupancy of staffed beds. Broome County had 94.9% of the county's 1,492 licensed beds staffed and 91.4% occupied for a 96.3% occupancy of staffed beds.

The table below shows the Centers for Medicare and Medicaid Services (CMS) rating and the utilization of the closest Residential Health Care Facilities (RHCF) to Elizabeth Church Manor Nursing Home.

Facility Name	CMS Overall Rating	RHCF Beds	Distance from other RHCFs	Occupancy			
	As of 8/2026		Miles/Time	2022	2023	2024	2025
Elizabeth Church Manor Nursing Home	2	120	0 miles/0 mins	67.9%	83.4%	91.3%	95.8%
Bridgewater Center for Rehab & Nursing LLC*	2	344	2.5 miles/7 mins	72.0%	78.8%	86.6%	98.1%
Good Shepherd-Fairview Home Inc	3	54	3.2 miles/11 mins	90.8%	96.2%	93.6%	93.0%
Susquehanna Nursing & Rehabilitation Center, LLC	1	160	6.6 miles/9 mins	89.9%	92.4%	87.5%	91.4%
Willow Point Rehabilitation and Nursing Center	1	300	7.5 miles/12 mins	72.0%	76.3%	82.4%	83.8%
Good Shepherd Village at Endwell	5	32	10.7 miles/17 mins	93.8%	98.4%	97.8%	90.9%
Absolut Ctr for Nursing & Rehab Endicott LLC	3	160	11.0 miles/16 mins	91.7%	93.2%	97.0%	97.3%

Source: Centers for Medicare and Medicaid Services and Residential Health Care Facility Cost Reports. Occupancy through 2024 is from the Residential Health Care Facility cost reports; 2025 data is from non-certified Health Electronic Response Data System

**Facility has an additional 12 Ventilator Dependent beds not included in the total number of beds*

The following table provides the Case Mix Index for the facility and the surrounding Residential Health Care Facilities, which reflects the relative resources predicted to provide care to a resident. The 2023 New York State average Case Mix Index was 1.3520 and 1.2534 for Broome County. The higher the case mix index weight, the greater the resource requirement for the residents.

Case Mix Index	2023	
	All Payor	Medicaid Only
Elizabeth Church Manor Nursing Home	1.1298	0.9659
Bridgewater Center for Rehab & Nursing LLC	1.1966	1.1361
Good Shepherd-Fairview Home Inc	1.3399	1.0951
Susquehanna Nursing & Rehabilitation Center, LLC	1.2758	1.2532
Willow Point Rehabilitation and Nursing Center	1.3426	1.3439
Good Shepherd Village at Endwell	1.0559	1.1600
Absolut Ctr for Nursing & Rehab Endicott LLC	1.2531	1.1881

Medicaid Access

To ensure that the Residential Health Care Facility needs of the Medicaid population are met, 10 New York Codes, Rules, and Regulations §670.3 requires applicants to accept and admit a reasonable percentage of Medicaid residents in their service area. The benchmark is 75% of the annual percentage of residential health care facility admissions that are Medicaid-eligible individuals in their planning area. This benchmark may be increased or decreased based on the following factors:

- The number of individuals within the planning area currently awaiting placement to a residential health care facility and the proportion of total individuals awaiting such placement that are Medicaid patients and/or alternate level of care patients in general hospitals;
- The proportion of the facility's total patient days, which are Medicaid patient days, and the length of time that the facility's patients who are admitted as private paying patients remain such before becoming Medicaid eligible;
- The proportion of the facility's admissions, who are Medicare patients or patients whose services are paid for under provisions of the federal Veterans' Benefit Law;
- The facility's patient case mix - based on the intensity of care required by the facility's patients or the extent to which the facility provides services to patients with unique or specialized needs;
- The financial impact on the facility, due to an increase in Medicaid patient admissions.

An applicant will be required to make appropriate adjustments in its admission policies and practices to meet the resultant percentage. Based on the applicant's data, the facility's Medicaid admissions rate was above the threshold of 75% of the Broome County rate for the years 2022 and 2023, and below the threshold of 75% of the Broome County rate for 2024.

Medicaid Access	**2022**	**2023**	**2024**
Broome County Total	37.9%	35.5%	40.4%
Broome County Threshold Value	*28.4%*	*26.6%*	*30.3%*
Elizabeth Church Manor Nursing Home	47.4%	55.2%	2.9%

Conclusion

There will be no changes to beds or services as a result of this project. As of September 29, 2026, the facility reported 95.9% occupancy of its staffed beds, and Broome County had 96.3% occupancy of staffed beds.

Program Analysis

Program Description

	Existing	Proposed
Facility Name	Elizabeth Church Manor Nursing Home	Silver Springs at Binghamton Center for Rehabilitation and Healthcare
Address	863 Front Street Binghamton, New York 13905	Same
RHCF Capacity	120 beds	Same
ADHCP Capacity	N/A	N/A
Type of Operator	Not-for-Profit Corporation	Limited Liability Company
Class of Operator	Voluntary	Proprietary
Operator	**UMH ECM Corp.** (United Methodist Homes)	**Elizabeth NY SNF Operations LLC** Member Elizabeth NY SNF Operations Holdco LLC 100.00% Members Aaron Friedman* 51.00% Michal Goldman 49.00% **Managing Member*

Upon approval of this application, a Consulting and Administrative Services Agreement (CASA) that was entered into on 08/21/2024 with Cura Health LLC will commence with the new operator at a rate of $72,300 per month for a term of ten (10) years with an automatic renewal for successive periods of five (5) years unless terminated. Elizabeth NY SNF Operations Holdco LLC and Cura Health LLC are related parties, as the members of Elizabeth NY SNF Operations Holdco LLC are the same as the members of Cura Health LLC. The services to be provided under the CASA include back-office and non-clinical services including but not limited to accounting, billing, collections, and consulting services. Cura Health LLC is engaged by the current operator to focus its assistance on three areas of concern: reducing nursing agency usage, reducing dietary department expenses, and achieving and maintaining occupancy of 91% or higher. Cura Health has reported it has been successful with assisting the current operator in achieving these goals.

There is a relationship between Elizabeth NY SNF Operations Holdco LLC and Elizabeth NY Realty LLC in that the members of Elizabeth NY SNF Operations Holdco LLC, Aaron (Arie) Friedman and Michal (Michele) Goldman, are also members of Elizabeth NY Realty LLC.

This project is associated with Licensed Home Care Services Agency (LHCSA) Certificate of Need application 242147, Silver Springs at Binghamton Licensed Home Health Care Agency, and Assisted Living Program (ALP) Certificate of Need application 240178, St. Louise Manor, in that the Real Estate Purchase and Sale Agreement requires the closing for the operations transfer of all three licenses to occur simultaneously or at some point after the closing on the real estate transaction.

Character and Competence

Aaron (Arie) Friedman lists concurrent employment as Managing Principal/Founder of Comprehensive Care Capital, a healthcare services/investment services entity, located in Montreal, Canada, and as Vice President Healthcare of the Rosdev Group, an entity involved with healthcare, hospitality, self-storage portfolios, and renovation projects for local multifamily units, located in Montreal, Canada. Aaron (Arie) Friedman received a high school diploma from Novominsk High School and discloses the following healthcare facility ownership interests:

Out-of-State Nursing Homes

Sharpview Residence and Rehabilitation Center [TX] (49.5%)	12/2021 to Present
Hunterdon Care Center, LLC [NJ] (6%)	11/2013 to Present

End-Dated Ownership for Out-of-State Nursing Homes

Churchman Village [DE] (41.59%)	04/2020 to 10/2024
Breakwater Village [DE] (41.59%)	04/2020 to 10/2024
Parkview Nursing [DE] (41.59%)	04/2020 to 10/2024
Giddings Residence and Rehabilitation Center [TX] (10%)	10/2013 to 11/2022
Floresville Residence and Rehabilitation Center [TX] (10%)	10/2013 to 11/2022
The Lev at San Antonio [TX] (4.3%)	10/2013 to 09/2020
Oaks at Berkshire [TX] (10%)	10/2013 to 11/2022
Stockdale Residence and Rehabilitation Center [TX] (10%)*	10/2013 to 11/2022
Montrose Bay Health and Rehabilitation Center [AL] (4.25%)	03/2018 to 12/2019
Cedar Crest Health and Rehabilitation [AL] (5%)	03/2018 to 12/2019
Warren Manor Rehabilitation and Nursing Center [AL] (4.25%)	03/2018 to 12/2019
Fairview Rehabilitation and Nursing Center [AL] (4.25%)	03/2018 to 12/2019
Willow Trace Nursing Center [AL] (4.25%)	03/2018 to 12/2019
Woodley Manor Health and Rehabilitation [AL] (4.25%)	03/2018 to 12/2019
Paradigm at Bently Gardens [CT] (1%)	08/2013 to 07/2019
Paradigm Healthcare Center of Waterbury [CT] (1%)	08/2013 to 07/2019
Paradigm Healthcare Center of Torrington [CT] (1%)	08/2013 to 07/2019
Paradigm Healthcare Center of New Haven [CT] (1%)	08/2013 to 07/2019
Summer Brook Health Care Center [FL] (25%)	12/2019 to 02/2022

**Stockadale Residence and Rehabilitation Center closed in 3/2021 due to a relocation of residents during a February 2021 storm.*

Out-of-State Supportive Living Facilities (SLF)*

Grand Regency of South Shore [IL] (2.50%)	01/2016 to Present
Grand Regency of Jackson Park [IL] (2.50%)	01/2016 to Present
Grand Regency of Robbins [IL] (2.50%)	01/2016 to Present
Grand Regency of Rockford [IL] (2.50%)	01/2016 to Present
Victory Centre of Elk Grove [IL] (19.96%)	06/2023 to Present
Victory Centre of River Woods [IL] (19.96%)	06/2023 to Present
Victory Centre of Sierra Ridge [IL] (19.96%)	06/2023 to Present
Victory Centre of Bartlett [IL] (19.96%)	06/2023 to Present
Victory Centre of Michigan Avenue [IL] (19.96%)	06/2023 to Present
Victory Centre of Galewood [IL] (19.96%)	06/2023 to Present
Victory Centre of South Chicago [IL] (19.96%)	06/2023 to Present
Victory Centre of Vernon Hills [IL] (19.96%)	06/2023 to Present

**Illinois developed the Supportive Living Program as an alternative to nursing home care for low-income older persons and persons with physical disabilities under Medicaid. The Department of Healthcare and Family Services has obtained a "waiver" to allow payment for services that are not routinely covered by Medicaid. These include personal care, homemaking, laundry, medication assistance, social and health activities, recreation, and 24-hour staff to meet residents' scheduled and unscheduled needs. The resident is responsible for paying the cost of room and board at the facility.*

New York Adult Home

St. Louise Manor	Pending

Out-of-State Assisted Living Facilities

The Gardens of Lake Alfred [FL] (52.49%)	07/2019 to Present
Maurice House [NJ] (36.50%)	04/2023 to Present
Banyan Place Boca [FL] (34.14%)	04/2022 to Present
Banyan Place Lantana [FL] (34.14%)	04/2022 to Present

End-Dated Ownership for Out-of-State Assisted Living Facility

Legacy Living at Arlington [TX] (4.37%)	12/2015 to 11/2022
Meadow Mills [CT] (2%)	09/2014 to 10/2022

New York Licensed Home Care Services Agency

St Louise Manor Licensed Home Health Care Agency	Pending

Michal (Michele) Goldman lists current employment as Founder and Chief Executive Officer of Solutions Healthcare Consulting, a nursing home management company that has managed skilled nursing facilities in Texas and Delaware, located in Las Vegas, Nevada. Previously, Michele was Chief Operating Officer of Paragon Healthcare Group, a healthcare organization that managed the financial and operational performance of skilled nursing facilities, located in New Hyde Park, New York. Michele Goldman received a bachelor's degree in psychology from Thomas Edison State College and a master's degree in healthcare administration from Hofstra University. Michal (Michele) Goldman discloses the following healthcare facility ownership interests:

Out-of-State Nursing Homes

The Lev at San Antonio [TX] (50%)	09/2020 to Present
Sharpview Residence and Rehabilitation Center [TX] (50%)	12/2021 to Present
The Lev at Town Park [TX] (50%)	10/2022 to Present
The Lev at Winchester [TX] (50%)	10/2022 to Present

New York Adult Home

St. Louise Manor	Pending

New York Licensed Home Care Services Agency

St Louise Manor Licensed Home Health Care Agency	Pending

Quality Review

The proposed owners have been evaluated, in part, on the distribution of Centers for Medicare and Medicaid Services (CMS) Star ratings for their portfolios. For all proposed owners, the distribution of CMS star ratings for their facilities meets the standard described in state regulations.

Centers for Medicare and Medicaid Star Rating Criteria					
	Duration of Ownership*				
		< 48 Months		48 months or more	
Proposed Owner	Total Nursing Homes	Number of Nursing Homes	Percent of Nursing Homes With a Below Average Rating	Number of Nursing Homes	Percent of Nursing Homes With a Below Average Rating
Aaron (Arie) Friedman	2	0	0%	2	50%
Michal (Michele) Goldman	4	0	0%	4	75%

**Duration of Ownership as of 12/17/2026* *Data date: 08/2026*

New Jersey. The proposed owner's portfolio includes current ownership in one New Jersey facility which has a Centers for Medicare and Medicaid Services overall quality rating of above average.

Texas. The proposed owner's portfolio includes current ownership in four Texas facilities. One of the Texas facilities in the ownership portfolio has Centers for Medicare and Medicaid Services overall quality ratings at or above average. The remaining three facilities, Sharpview Residence and Rehabilitation Center, The Lev at San Antonio, and The Lev at Town Park, have Centers for Medicare and Medicaid Services overall quality ratings of two or one stars (below average or much below average). To improve the quality at the aforementioned facilities, the applicant provided the following:

Sharpview Residence and Rehabilitation Center

Sharpview Residence & Rehabilitation is committed to improving its overall rating under the Centers for Medicare and Medicaid Services Five-Star Quality Rating System through continued focus on clinical excellence, regulatory compliance, staffing stability, and leadership accountability.

The organization recognizes the importance of maintaining strong quality outcomes and has implemented a comprehensive improvement strategy addressing the factors that contribute to the facility's overall Centers for Medicare and Medicaid Services rating, including health inspections, staffing, and quality measures.

Importantly, Sharpview completed its annual state survey in September 2026 with only three deficiency tags. This represents an encouraging indication of the facility's improving regulatory performance and demonstrates the progress being made through stronger operational systems, consistent monitoring, and leadership oversight.

Although the Centers for Medicare and Medicaid Services Five-Star rating incorporates historical performance data and may not immediately reflect recent improvements, the results of the September survey provide meaningful evidence of the positive direction in which the facility is moving.

State Survey Performance and Regulatory Compliance

Sharpview has placed significant emphasis on strengthening its survey readiness and regulatory compliance programs. Rather than approaching survey preparation as an annual event, the facility has incorporated ongoing compliance monitoring into daily operations.

The facility and regional leadership team have focused on:

- *Reviewing prior survey findings and plans of correction to identify opportunities for systemic improvement.*
- *Conducting routine clinical, environmental, dietary, infection prevention, and life-safety rounds.*
- *Performing ongoing medical record audits and direct observations of resident care.*
- *Strengthening department head accountability for identifying and correcting compliance concerns.*
- *Reviewing changes in resident condition, physician notifications, and appropriate clinical follow-up through daily interdisciplinary meetings.*
- *Providing ongoing staff education and competency validation.*
- *Monitoring corrective actions through the facility's Quality Assurance and Performance Improvement (QAPI) program.*

The September 2026 annual survey, which resulted in only three deficiency tags, is an important milestone for the facility. The organization believes this outcome reflects the effectiveness of its continued attention to regulatory compliance, survey readiness, and operational oversight.

Leadership will continue reviewing all survey findings, implementing appropriate corrective actions, and auditing compliance to ensure improvements are sustained.

Clinical Quality and Quality Measure Improvement

Sharpview has also strengthened its focus on clinical outcomes and the quality measures that contribute to its overall Centers for Medicare and Medicaid Services rating.

The facility utilizes ongoing clinical reviews and interdisciplinary collaboration to monitor residents at risk for changes in condition or avoidable complications.

Primary areas of focus include:

- *Reducing avoidable hospitalizations and emergency department transfers.*
- *Preventing falls and injuries.*
- *Improving skin integrity and pressure injury prevention.*
- *Monitoring infections and appropriate antibiotic utilization by working with Lotus labs who is able to complete PCR testing within 24 hours.*
- *Identifying weight loss and nutritional concerns.*
- *Monitoring psychotropic medication utilization.*
- *Preventing unnecessary declines in activities of daily living.*
- *Ensuring timely and accurate clinical assessments, care planning, and Minimum Data Set documentation.*

The facility has reinforced its use of the E-Interact Change in Condition process to support early identification of resident needs, timely provider notification, and appropriate interventions.

Quality measure performance is monitored by facility and regional leadership, with additional focus placed on identifying trends, implementing corrective interventions, and evaluating sustained improvement. Weekly Quality measure meeting implemented with the regional team and Vice President of Operations.

Therapy, restorative nursing, dietary, social services, nursing, and medical providers work collaboratively to support resident outcomes and minimize preventable complications.

Staffing and Workforce Accountability

Sharpview recognizes that consistent staffing, employee competency, and effective leadership are essential to achieving positive resident outcomes and sustained regulatory compliance.

Facility leadership monitors licensed nursing and nursing assistant staffing levels, daily staffing coverage, overtime, turnover, employee credentials, and ongoing education requirements.

Additional attention is placed on ensuring staff understand their responsibilities related to resident care, regulatory compliance, accurate documentation, infection prevention, and changes in resident condition.

The facility continues to evaluate staffing practices and workforce needs to promote consistency in resident care and support improvement in the staffing component of the Centers for Medicare and Medicaid Services Five-Star Quality Rating System.

Leadership and Regional Oversight

Sharpview's Administrator and Director of Nursing are supported by regional operations, clinical, reimbursement, therapy, human resources, and ownership leadership.

The organization has established an accountability structure that includes:

- *Daily clinical review and interdisciplinary communication.*
- *Weekly operational and quality performance monitoring.*
- *Routine survey readiness and regulatory compliance audits.*
- *Review of staffing and clinical quality indicators.*
- *Follow-up on prior survey deficiencies and corrective actions.*
- *Ongoing Quality Assurance and Performance Improvement meetings.*
- *Regional leadership oversight and follow-up on identified concerns.*

Identified opportunities for improvement are assigned to responsible leaders, with corrective actions and continued monitoring to ensure concerns are appropriately addressed.

The organization remains focused not only on correcting individual deficiencies but also on strengthening the underlying systems that support long-term compliance and improved resident outcomes.

Continued Improvement and Commitment

Sharpview Residence & Rehabilitation has demonstrated encouraging progress, most notably through its September 2026 annual survey, which resulted in only three deficiency tags.
This recent survey outcome is a positive indicator of the facility's improving regulatory performance and the effectiveness of its efforts to strengthen operational and clinical oversight.

Because Centers for Medicare and Medicaid Services star ratings incorporate historical survey results, staffing information, and quality measure data, the full impact of recent improvements may not yet be reflected in the facility's published overall rating.

Nevertheless, ownership and leadership remain committed to continued improvement in all three rating components, sustained regulatory compliance, positive survey outcomes, and safe, high-quality, resident-centered care.

The organization views the recent annual survey as an important step forward and will continue building on this progress through consistent monitoring, accountability, and ongoing quality improvement initiatives.

The Lev at Town Park

The Lev at Town Park currently holds an overall two-star rating under the Centers for Medicare and Medicaid Services Five-Star Quality Rating System. Ownership and regional leadership recognize that the overall rating reflects several components of facility performance, including health inspections, staffing, and quality measures. The organization has therefore implemented a comprehensive improvement plan that addresses not only resident clinical outcomes, but also regulatory compliance, survey readiness, staffing oversight, documentation, leadership accountability, and sustained operational performance. The current overall rating is based in part on historical survey and performance data and may not yet fully reflect the systems and corrective actions that have been implemented. The facility has taken a proactive approach to identifying areas of risk, correcting deficiencies at a systems level, and strengthening oversight to support improved survey outcomes.

State Survey and Regulatory Compliance

The facility and regional team have completed a review of prior state survey findings, plans of correction, complaint investigations, and areas of regulatory risk. This review was used to identify patterns, recurring concerns, and opportunities to strengthen facility-wide systems. Corrective actions and compliance initiatives currently in place include:

- *Routine rounds conducted by facility and regional leadership to ensure the community is in compliance.*
- *Ongoing review of previous deficiencies to confirm that corrective actions remain in place and continue to be effective.*
- *Development of corrective action plans that include staff education, direct observation of skills, routine audits and Administrative Team rounds to ensure compliance.*
- *Review of changes in resident condition, physician notifications, diagnostic results, treatment recommendations, and responsible party communication during Resident Care Conference (morning meeting) daily.*
- *Reinforcement of the E-Interact Change in Condition process to promote timely assessment, communication, and intervention.*
- *Audits of medication administration, treatment administration, physician orders, pharmacy recommendations, care planning, and clinical documentation.*
- *Monitoring of infection prevention practices, hand hygiene, personal protective equipment, enhanced barrier precautions, isolation procedures, and antibiotic use.*
- *Review of falls, injuries, skin concerns, weight loss, infections, hospital transfers, and other significant clinical events.*
- *Environmental and life-safety rounds addressing resident rooms, common areas, dietary services, sanitation, equipment, storage, emergency preparedness, and maintenance.*

- *Review of abuse prevention, neglect prevention, resident rights, dignity, grievances, incident reporting, and required regulatory reporting timeframes.*
- *Monitoring of staffing, licensure, background screening, employee health records, orientation, competency validation, and annual education.*
- *Survey readiness education for department heads and frontline staff regarding resident care, documentation, emergency procedures, resident rights, infection prevention, and surveyor interviews.*

The facility does not rely solely on temporary survey preparation. Survey readiness is incorporated into daily operations, leadership meetings, department reviews, and the Quality Assurance and Performance Improvement process.

Clinical Quality and Quality Measure Improvement

The Lev at Town Park has also implemented a structured review of clinical outcomes and the quality measures that contribute to its overall rating.

Areas routinely monitored include:
- *Falls and injuries.*
- *Hospital and emergency department transfers.*
- *Pressure injuries and skin integrity.*
- *Infections and antibiotic use.*
- *Weight loss and nutritional risk.*
- *Decline in activities of daily living.*
- *Pain management.*
- *Antipsychotic medication use.*
- *Functional decline and therapy needs.*
- *Changes in condition and physician notification.*

Interdisciplinary review is completed for residents at increased risk, and care plans are updated when a new concern or change in condition is identified. Minimum Data Set assessments and supporting clinical documentation are reviewed to ensure that resident conditions, services, and outcomes are accurately captured.

Therapy, restorative nursing, dietary, social services, nursing, and medical providers are included in the review process when appropriate. Quality trends are monitored through the facility's Quality Assurance and Performance Improvement program, and additional interventions are implemented when progress is not sustained.

Leadership and Regional Oversight

The facility's Administrator and Director of Nursing are supported by regional operations, clinical, reimbursement, therapy, human resources, and compliance leadership.

Performance is reviewed through:
- *Daily clinical meetings.*
- *Weekly operational and quality reviews.*
- *Routine survey readiness audits.*
- *Quality Assurance and Performance Improvement meetings.*
- *Regional leadership monitoring.*
- *Follow-up audits of prior corrective actions.*

Each identified concern is assigned to a responsible leader, along with a completion date, monitoring process, and reporting requirement. Corrective actions are revised when auditing does not demonstrate the expected improvement or sustained compliance.

Ongoing Commitment

The Lev at Town Park acknowledges that an overall two-star rating requires continued attention and measurable improvement. Ownership and leadership have implemented broad clinical, operational, staffing, and regulatory systems designed to address the factors contributing to the current rating.

Because the Centers for Medicare and Medicaid Services Five-Star rating incorporates historical survey, staffing, and quality data, improvements in current facility performance may not immediately appear in the published rating. Nevertheless, the facility has established a structured framework for identifying risks, correcting concerns, monitoring compliance, and sustaining improved performance.

The Lev at Town Park remains committed to improving its overall star rating, maintaining regulatory compliance, achieving positive state survey outcomes, and providing safe, effective, resident-centered care.

The Lev at San Antonio

The Lev at San Antonio currently has an overall one-star rating under the Centers for Medicare and Medicaid Services Five-Star Quality Rating System. The organization understands the concern associated with this rating and has responded by implementing a facility wide improvement strategy focused on stronger clinical management, consistent regulatory compliance, improved staffing practices, and greater leadership accountability.

Rather than addressing the rating as a single isolated issue, the team conducted a broader evaluation of the facility's operations. This included reviewing state survey outcomes, resident care trends, staffing performance, documentation practices, departmental accountability, and the effectiveness of existing quality assurance processes.

The facility's current rating reflects performance over prior reporting periods. Since that time, a number of systems have been strengthened or redesigned to support meaningful and sustainable improvement.

Facility Assessment and Areas of Focus

The Lev at San Antonio provides care to a high acuity population that includes residents with renal disease, dialysis needs, multiple chronic diagnoses, complex medication regimens, functional limitations, and an increased likelihood of hospital utilization.

The complexity of this population requires close coordination among nursing, medical providers, dialysis providers, therapy, dietary, social services, and facility leadership. The team has increased oversight in these areas to ensure that changes in condition are recognized promptly and that appropriate interventions are implemented without delay.

The facility's primary areas of focus include:

- *Reducing avoidable hospital and emergency department transfers.*
- *Improving the timely recognition and escalation of changes in condition.*
- *Strengthening oversight of dialysis related care.*
- *Improving the consistency and accuracy of clinical documentation.*
- *Ensuring timely physician and responsible party notification.*
- *Reducing fall, wound, infection, and weight-loss risk.*
- *Improving staff competency and accountability.*
- *Preventing repeat survey findings.*
- *Strengthening department level ownership of regulatory compliance.*

Clinical Management Systems

A more structured clinical review process has been implemented to improve the identification and management of residents at risk for decline. Residents with new symptoms, abnormal diagnostic findings, recent hospital utilization, changes in mental status, falls, skin concerns, infections, nutritional decline, or dialysis-related complications are reviewed through daily clinical meetings. The review process includes evaluation of:

- *The resident's current condition.*
- *Nursing assessments and documentation.*
- *Physician notification and response.*
- *Diagnostic and laboratory follow-up.*
- *Changes to medication or treatment orders.*
- *Responsible party communication.*
- *Care plan revisions.*
- *Additional monitoring or interventions needed.*
- *Whether the event indicates a broader system concern.*

The facility has reinforced the use of the E-Interact Change in Condition process to support earlier intervention and more complete communication among nursing staff and medical providers.

Hospital transfers are also reviewed individually. Leadership examines the clinical circumstances preceding the transfer, the interventions completed at the facility, the timing of provider notification, and whether additional actions could have reduced the need for emergency care.

Survey Performance and Regulatory Readiness

The team has expanded its survey readiness program to make regulatory compliance part of daily operations rather than an activity initiated only when a survey is anticipated.

Previous state survey findings and plans of correction have been reviewed to determine whether the original correction addressed the underlying cause of the concern. Areas identified as having repeat risk are now subject to continued auditing and leadership review.

The survey-readiness process includes:

- *Internal mock surveys.*
- *Resident care observations.*
- *Staff interviews.*
- *Medical record reviews.*
- *Medication pass observations.*
- *Treatment and wound care observations.*
- *Infection control rounds.*
- *Kitchen and sanitation inspections.*
- *Environmental and life-safety rounds.*
- *Employee file and credential reviews.*
- *Resident rights and grievance reviews.*
- *Review of incident investigations and regulatory reporting.*

Identified concerns are documented and assigned to a department leader for correction. Follow up audits are then completed to verify that the issue has been resolved and that the correction remains effective.

Medication, Treatment, and Documentation Oversight

The facility has increased review of medication and treatment systems because incomplete follow up or inconsistent documentation can create both resident care and survey risk.

Current monitoring includes:

- *Medication administration records.*
- *Treatment administration records.*
- *Controlled substance documentation.*
- *Psychotropic medication monitoring.*
- *Required consents.*
- *Pharmacy recommendations.*
- *Physician orders.*
- *Laboratory and diagnostic orders.*
- *Abnormal result notification.*
- *Documentation of treatment response.*
- *Care plan accuracy and implementation.*

Leadership also reviews whether physician recommendations were carried out and whether subsequent documentation demonstrates appropriate resident monitoring.

Infection Prevention and Skin Integrity

Infection prevention practices are monitored through observation, record review, and staff competency validation.

Areas of review include:

- *Hand hygiene.*
- *Personal protective equipment.*
- *Enhanced barrier precautions.*
- *Isolation practices.*
- *Antibiotic use.*
- *Infection surveillance.*
- *Cleaning and disinfection.*
- *Device related infection risk.*
- *Staff understanding of infection-control procedures.*

Skin and wound oversight includes routine review of prevention measures, wound assessments, treatment accuracy, repositioning, nutritional interventions, physician involvement, and documentation of healing or decline.

Staffing and Workforce Accountability

The facility recognizes that improved outcomes and positive survey performance depend on consistent staffing and competent employees.

Leadership now conducts more frequent review of:

- *Daily staffing coverage.*
- *Licensed nurse and nursing-assistant availability.*
- *Call ins and open shifts.*
- *Overtime and agency utilization.*
- *Turnover and vacancy trends.*
- *Employee licensure and certification.*
- *Background checks and employee health requirements.*
- *Orientation completion.*
- *Annual training.*
- *Clinical competency.*

Education is not considered complete solely because information was presented to staff. When the subject involves direct resident care, the facility may also require observation, return demonstration, testing, or continued auditing to confirm competency.

Training priorities include change of condition response, medication administration, wound care, fall prevention, infection control, dialysis monitoring, abuse prevention, resident rights, clinical documentation, emergency response, and surveyor interaction.

Management Structure and Oversight

The Administrator and Director of Nursing are responsible for the day to day implementation of the improvement plan. They are supported by regional operations, clinical, reimbursement, therapy, human resources, and ownership.

Facility performance is reviewed through multiple levels of oversight, including:

- *Daily clinical review.*
- *Weekly operational meetings.*
- *Hospitalization review.*
- *Staffing review.*
- *Survey readiness tracking.*
- *Department head accountability.*
- *Quality Assurance and Performance Improvement meetings.*
- *Regional review of high-risk concerns.*
- *Follow up on unresolved audit findings.*

Concerns are assigned to a specific leader and monitored through completion. When an intervention does not produce the expected result, the facility reevaluates the underlying cause and modifies the corrective approach.

Continuous Improvement

The Lev at San Antonio recognizes that improvement in an overall one star rating will require sustained performance over time. They also understand that the Centers for Medicare and Medicaid Services rating is influenced by historical health inspection results, staffing information, and quality data, meaning that current improvements may not immediately be visible in the published rating.

Nevertheless, the facility has established a more disciplined operational structure centered on early clinical intervention, regulatory readiness, staff competency, documentation accuracy, and leadership follow through.

Ownership remains committed to improving the facility's overall rating, strengthening its state survey performance, reducing repeat findings, and ensuring that residents receive safe, appropriate, and well coordinated care.

Facility	Ownership Since	Overall	Health Inspection	Quality Measure	Staffing
New York					
Elizabeth Church Manor Nursing Home	Subject Facility	**	*	*****	***
New Jersey					
Hunterdon Care Center	Current	***	**	*****	***
	11/2013	*****	*****	****	****

Texas					
Sharpview Residence and Rehabilitation Center	Current	*	**	****	*
	12/2021	**	***	**	*
The Lev at San Antonio	Current	*	**	***	*
	10/2013	*****	***	*****	****
The Lev at Town Park	Current	*	*	****	**
	10/2022	**	*	*****	*
The Lev at Winchester	Current	***	****	****	*
	10/2022	***	****	****	*

Data date: 08/2026

End-Dated Ownership					
Delaware					
Parkview Nursing	10/2024	***	**	*****	****
	04/2020	*****	*****	*****	*****
Breakwater Village	10/2024	****	****	****	****
	04/2020	****	**	*****	****
Churchman Village	10/2024	***	**	*****	***
	04/2020	*****	****	*****	****
Texas					
Giddings Residence and Rehabilitation Center	11/2022	**	*	*****	*
	10/2013	**	*	*****	*
Floresville Residence and Rehabilitation Center	11/2022	*	**	***	*
	10/2013	***	**	*****	**
Oaks at Berkshire	11/2022	*	**	***	*
	10/2013	**	*	*****	*
Stockdale Residence and Rehabilitation Center	03/2021	*	*	***	**
	10/2013	****	****	****	**
Alabama					
Montrose Bay Health and Rehabilitation Center	12/2019	****	***	*****	***
	03/2018	****	****	****	***
Cedar Crest Health and Rehabilitation	12/2019	**	*	*****	**
	03/2018	**	*	*****	***
Warren Manor Rehabilitation and Nursing Center	12/2019	***	***	****	***
	03/2018	**	*	*****	**
Fairview Rehabilitation and Nursing Center	12/2019	*	*	**	*
	03/2018	***	***	***	**

End-Dated Ownership					
Willow Trace Nursing Center	12/2019	****	****	**	**
	03/2018	****	***	*****	***
Woodley Manor Health and Rehabilitation	12/2019	****	****	***	***
	03/2018	**	*	****	****
Florida					
Summer Brook Health Care Center	02/2022	**	*	*****	*
	12/2019	***	***	***	***
Connecticut					
Paradigm Healthcare Center of New Haven	07/2019	*	*	**	***
	08/2013	**	*	*****	****
Paradigm Healthcare Center of Torrington	07/2019	*	*	*	***
	08/2013	***	***	****	***
Paradigm Healthcare Center of Waterbury	07/2019	***	**	*****	***
	08/2013	*	*	****	***
Paradigm at Bently Gardens	07/2019	**	**	***	***
	08/2013	*	*	****	**

Enforcement History

New Jersey

A review of the operations of Hunterdon Care Center under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals the following:

- The facility was assessed a federal Civil Money Penalty (CMP) of $13,000 on 02/16/2023 for failure to provide and implement an infection prevention and control program under F880 at an F level.
- The facility was assessed a federal Civil Monetary Penalties of $650 on 06/21/2021 and $975 on 01/10/2022 for failure to report COVID data under F884 at an F level.
- The facility was cited on 10/27/2016 for the following harm level federal tags: F281 at a G level for failure to ensure services provided by the nursing facility meet professional standards of quality, and F323 at a G level for failure to ensure that a nursing home area is free from accident hazards and provide adequate supervision to prevent avoidable accidents.
- The facility was assessed a federal Civil Monetary Penalty of $15,000 on 10/09/2020 for failure to ensure drugs and biologicals used in the facility are labeled in accordance with currently accepted professional principles; and all drugs and biologicals must be stored in locked compartments, separately locked, compartments for controlled drugs under F761 at an E level.

Delaware

A review of the operations of Parkview Nursing under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals the following:

- The facility was assessed a federal Civil Monetary Penalty of $38,920 on 03/01/2024 for failure to protect each resident from all types of abuse such as physical, mental, sexual abuse, physical punishment, and neglect by anybody under F600 at a J level.
- The facility was assessed a federal Civil Monetary Penalty of $650 on 03/15/2021 for failure to report COVID data under F884 at an F level.
- The facility was assessed a federal Civil Monetary Penalty of $3,250 on 12/11/2020 for failure to report COVID data under F884 at an F level.

A review of the operations of Breakwater Village under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals the following:

- The facility was assessed a federal Civil Monetary Penalty of $16,180 on 02/01/2023 for failure to ensure that pain management is provided to residents who require such services, consistent with professional standards of practice, the comprehensive person-centered care plan, and the residents' goals and preferences under F697 at a G level.

A review of the operations of Churchman Village under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals the following:

- The facility was assessed a federal Civil Monetary Penalty of $16,039 on 03/19/2024 for failure to ensure that a nursing home area is free from accident hazards and provides adequate supervision to prevent accidents under F689 at a G level.

Texas

A review of the operations of Sharpview Residence and Rehabilitation Center under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals the following:

- The facility was assessed a federal Civil Monetary Penalty of $8,431 on 07/29/2025 for failure to ensure that a resident who needs respiratory care, including tracheostomy care and tracheal suctioning, is provided such care, consistent with professional standards of practice, the comprehensive person-centered care plan, the residents' goals and preferences under F695 at a J level.
- The facility was assessed a federal Civil Monetary Penalty of $3,250 on 12/30/2021 for failure to provide and implement an infection prevention and control program under F880 at an E level.

A review of the operations of The Lev at Town Park under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals the following:

- The facility was assessed a federal Civil Monetary Penalty of $31,031 on 11/17/2025 The facility was cited for the following harm level federal tags: F580 for failure to Immediately tell the resident's doctor, and a family member of situations (injury/decline/room, etc.) that affect the resident; and F684 for failure to provide appropriate treatment and care according to orders, resident's preferences and goals.
- The facility was cited on 04/11/2024 for the following harm level federal tags: F600 for failure to protect each resident from all types of abuse such as physical, mental, sexual abuse, physical punishment, and neglect by anybody.

A review of the operations of The Lev at Winchester under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals the following:

- The facility was assessed a federal Civil Monetary Penalty of $3,174 on 07/31/2023.
- The facility was assessed federal Civil Monetary Penalties of $1,075 on 07/31/2023, $1,613 on 08/07/2023, and $2,151 on 08/14/2023 for failure to report COVID data.
- The facility was assessed a federal Civil Monetary Penalty of $236,925 for the survey dated 02/15/2023. The facility was cited for the following harm level federal tags: F686 for failure to provide appropriate pressure ulcer care and prevent new ulcers from developing, F689 for failure to ensure that a nursing home area is free from accident hazards and provides adequate supervision to prevent accidents, and F692 for failure to provide enough food/fluids to maintain a resident's health.

A review of the operations of Giddings Residence and Rehabilitation Center under 10 New York Codes, Rules, and Regulations § 600.2 requirements for approval reveals the following:

- The facility was assessed a federal Civil Monetary Penalty of $27,937 on 08/30/2022 for multiple deficiencies, including the failure to immediately tell the resident, the resident's doctor, and a family member of situations (injury/decline/room, etc.) that affect the resident under F580; for failure to provide appropriate treatment and care according to orders, resident's preferences and goals under F684; and for failure to provide appropriate pressure ulcer care and prevent new ulcers from developing under F686. All deficiencies were at a J level (immediate jeopardy).
- The facility was assessed a federal Civil Monetary Penalty of $38,524 on 03/21/2022 for failure to develop and implement policies and procedures to prevent abuse, neglect, and theft under F607 at a J level (immediate jeopardy).
- The facility was assessed a federal Civil Monetary Penalty of $37,023 on 01/11/2022 for failure to provide appropriate pressure ulcer care and prevent new ulcers from developing under F686 at a J level (immediate jeopardy).

A review of the operations of Floresville Residence and Rehabilitation Center under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals the following:

- The facility was assessed a federal Civil Monetary Penalty of $81,950 for the survey dated 02/03/2021. The facility was cited for the following harm level federal tags: F880 for failure to provide and implement an infection prevention and control program.

A review of the operations of The Lev at San Antonio under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals the following:

- The facility was assessed a federal Civil Monetary Penalty of $174,496 for the survey dated 08/30/2024. The facility was cited for the following harm level federal tag: F684 for failure to provide appropriate treatment and care according to orders, resident's preferences and goals.
- The facility was assessed a federal Civil Monetary Penalty of $9,750 for the survey dated 05/06/2022. The facility was cited for the following harm level federal tag: F880 for failure to provide and implement an infection prevention and control program.
- The facility was assessed a federal Civil Monetary Penalty of $30,420 for the survey dated 05/06/2022. The facility was cited for the following harm level federal tags: F684 for failure to provide appropriate treatment and care according to orders, resident's preferences and goals; F770 for failure to provide or obtain laboratory services to meet the needs of its residents. The facility is responsible for the quality and timeliness of the services; and F684 for failure to provide appropriate treatment and care according to orders, resident's preferences and goals.
- The facility was assessed a federal Civil Monetary Penalty of $9,750 for the survey dated 07/20/2021. The facility was cited for the following harm level federal tags: F684 for failure to provide appropriate treatment and care according to orders, resident's preferences and goals.
- The facility was assessed a federal Civil Monetary Penalty of $15,000 on 06/23/2021.
- The facility was assessed a federal Civil Monetary Penalty of $68,244 on 02/01/2021 for failure to provide appropriate treatment and care according to orders, resident's preferences and goals under F684 at a K level.

A review of the operations of Oaks at Berkshire under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals the following:

- The facility was assessed a federal Civil Monetary Penalty of $17,552 on 07/23/2019 for failure to provide appropriate treatment and care according to orders, resident's preferences and goals under F684 at a G level.
- The facility was cited for a harm level deficiency on 04/17/2019 for failure to protect each resident from all types of abuse such as physical, mental, sexual abuse, physical punishment, and neglect by anybody under F600 at a G level; failure to provide appropriate treatment and care according to orders, resident's preferences and goals under F684 at a G level; failure to ensure that a nursing home area is free from accident hazards and provides adequate supervision to prevent accidents under F689 at a G level; failure to ensure that nurses and nurse aides have the appropriate competencies to care for every resident in a way that maximizes each resident's wellbeing under F726 at G level; and failure to keep all essential equipment working safely under F908 at a G level. There is no known fine or Civil Monetary Penalty for this citation.
- The facility was assessed a federal Civil Monetary Penalty of $12,759 on 10/13/2016. The facility was cited for the following harm level federal tags: F223 for failure to protect each resident from all abuse, physical punishment, and involuntary separation from others; and F323 for failure to ensure that a nursing home area is free from accident hazards and provide adequate supervision to prevent avoidable accidents.

A review of the operations of Stockdale Residence and Rehabilitation Center under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals no enforcements.

Alabama

A review of the operations of Montrose Bay Health and Rehabilitation Center under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals the following:

- The facility was cited on 08/23/2019 for the following harm level federal tags: F689 at a J level for failure to ensure that a nursing home area is free from accident hazards and provides adequate supervision to prevent accidents.

A review of the operations of Cedar Crest Health and Rehabilitation Center under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals no enforcements.

A review of the operations of Warren Manor Rehabilitation and Nursing Center under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals no enforcements.

A review of the operations of Fairview Rehabilitation and Nursing Center under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals no enforcements.

A review of the operations of Willow Trace Nursing Center under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals no enforcements.

A review of the operations of Woodley Manor Health and Rehabilitation under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals the following:

- The facility was assessed a federal Civil Monetary Penalty of $4,194 on 10/11/2018.

Florida
A review of the operations of Summer Brook Health Care Center under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals the following:

- The facility was assessed federal Civil Monetary Penalties of $655 on 04/26/2021, $983 on 05/03/2021, and $1,300 on 06/21/2021 for failure to report COVID data.
- The facility was assessed a federal Civil Monetary Penalty of $106,083 for the survey dated 08/06/2021. The facility was cited for the following harm level federal tags: F600 for failure to protect each resident from all types of abuse such as physical, mental, sexual abuse, physical punishment, and neglect by anybody; F835 for failure to Administer the facility in a manner that enables it to use its resources effectively and efficiently; and F867 for failure to set up an ongoing quality assessment and assurance group to review quality deficiencies and develop corrective plans of action.

Connecticut
A review of the operations of Paradigm at Bently Gardens under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals the following:

- The facility was assessed a federal Civil Monetary Penalty of $8,125 on 03/01/2018.
- The facility was assessed a federal Civil Monetary Penalty of $457 for the survey dated 12/20/2016. The facility was cited for the following harm level federal tags: F314 for failure to give residents proper treatment to prevent new bed (pressure) sores or heal existing bed sores, and F327 for failure to give each resident enough fluids to keep them healthy and prevent dehydration.

A review of the operations of Paradigm Healthcare Center of Waterbury under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals no enforcements.

A review of the operations of Paradigm Healthcare Center of Torrington under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals the following:

- The facility was assessed a federal Civil Monetary Penalty of $8,125 on 07/20/2018.
- The facility was cited on 08/3/2017 for the following harm level federal tags: F323 at a G level for failure to ensure that a nursing home area is free from accident hazards and provide adequate supervision to prevent avoidable accidents.
- The facility was assessed a federal Civil Monetary Penalty of $6,500 on 07/12/2017.

A review of the operations of Paradigm Healthcare Center of New Haven under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals no enforcements.

Conclusion

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

Financial Analysis

Operating Budget

The applicant has provided the Current Year (2025) results and the First-and Third-Year operating budget, in 2026 dollars, subsequent to the change in ownership. The budget is summarized below:

	Current Year		**Year One**		**Year Three**	
Revenues	Per Diem	Total	Per Diem	Total	Per Diem	Total
Commercial Fee-for-Service	$401.25	$63,397	$420.54	$714,500	$430.95	$1,098,500
Medicare Fee-for-Service	$612.68	1,748,579	$630.36	2,810,157	$646.25	2,880,977
Medicare Managed Care	$695.60	2,043,660	$630.38	403,443	$646.13	413,523
Medicaid Fee-for-Service	$224.46	6,085,833	$219.47	7,459,100	$219.46	7,272,300
Private Pay	$539.47	4,764,073	$472.63	803,000	$484.58	823,300
Total Revenues		$14,705,542		$12,190,200		$12,488,600
Medicare Part B		219,670		249,600		
Other Operating. Income		73,062		250,800		256,700
Total Operating Revenue		$14,998,274		$12,441,000		$12,745,300
Expenses						
Operating	$392.98	$16,463,450	$254.23	$10,800,300	$255.87	$10,870,238
Capital	$1.80	75,552	$30.77	1,307,265	$30.87	1,311,315
Total Expenses	$394.78	$16,539,002	$285.00	$12,107,565	$286.74	$12,181,553
Net Income/(Loss)		($1,540,728)		$333,435		$563,747
Patient Days		41,894		42,483		42,483
Occupancy		95.65%		96.99%		96.99%

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

- Current Year revenue and expenses are based on the 2025 Nursing Home Cost Report.
- Projected Medicaid rate is based on the reimbursement methodology under statewide pricing.
- Projected Medicare rates are based on the full federal rates for the Medicare Prospective Payment System in effect for Current Year and are increased by 2.50% per annum for inflation to reflect Year One dollars.
- Projected Private Pay rates are based on similar facilities in the same geographical area and are increased by 2.50% per annum for inflation to reflect Year One dollars.
- Increases in projected utilization in Years One and Three are based on most recent performance, industry wide admissions and collections trends, and the proposed operator's anticipated marketing and admissions efforts.
- The $735,436 variance between the 2025 Certified Financial Statements and the total operating revenue and total operating expenses in the Current Year is attributable to New York State Assessment, which is reported as reduction to revenue on the 2025 Certified Financial Statements, and an expense on the 2025 Nursing Home Cost Report.
- The number and mix of staff represented in Years One and Three staffing projections are based upon the applicant's historical operations, analysis of similar facilities, experience of the proposed operator and review of cost reports.
- Salaries, benefits, and other expenses are projected based on Current Year financial data and are increased for inflation by 2% per annum to reflect Year One dollars.
- Utilization and occupancy in Years One and Three is based on the Nursing Home's 2024 utilization.
- Breakeven utilization is 94.39% or 41,344 patient days for Year One and 92.70% or 40,603 patient days in Year Three.

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

	Current Year		Year One		Year Three	
Payor	Patient Days	%	Patient Days	%	Patient Days	%
Commercial Fee-for-Service	158	0.38%	1,699	4.00%	2,549	6.00%
Medicare Fee-for-Service	2,854	6.81%	4,458	10.49%	4,458	10.49%
Medicare Managed Care	2,938	7.01%	640	1.51%	640	1.51%
Medicaid Fee-for-Service	27,113	64.72%	33,987	80.00%	33,137	78.00%
Private Pay	8,831	21.08%	1,699	4.00%	1,699	4.00%
Total	41,894	100.00%	42,483	100.00%	42,483	100.00%

Operations Transfer Agreement

The applicant has submitted an executed Operations Transfer Agreement (OTA) for the residential health care facility's operating interests. The terms of the agreement are summarized below:

Date:	April 15, 2024
Transferor:	UMH ECM Corp.
Transferee:	Elizabeth NY SNF Operations LLC
Facility:	120-bed, skilled nursing facility known as Elizabeth Church Manor Nursing Home located at 863 Front Street, Binghamton, NY.
Surrender:	Transferor agrees that Transferor's rights and obligations in and to the Facility and all rights of Transferor to occupy or otherwise operate the Facility shall terminate as of the Closing Date (as defined below), except those rights or obligations which survive or are retained by Transferor pursuant to this OTA.
Assets:	On the Closing Date and except for the excluded assets Transferor shall: transfer to Transferee all of Transferor's right, title and interest in and to: all furniture, fixtures, furnishings, equipment, appliances, tools, instruments, machinery, computers, computer equipment and hardware, office equipment, trucks, vehicles and other transportation equipment, parts, supplies and other tangible personal property owned by Transferor as of the date of this OTA or acquired by Transferor which are used in connection with the operation of the Facility; all inventory and supplies located in the Facility; all contracts, agreements including, leases, purchase orders, and other arrangements, including a listing of all admission agreements for residents admitted to the Facility; all menus, policies and procedures manuals, operating manuals, training materials, marketing, sales and promotional materials, intellectual property used directly in the operation of the Facility and/or computer software to the extent the license for same is transferable and accepted by Transferee; all rights to telephone and facsimile numbers used exclusively by the Facility, know-how, assignable copyrights and other proprietary materials or intellectual property rights; all marketing information such as listings, marketing research and contact information, administrative records, financial books and records, employee and payroll records, including, but not limited to, all books, records, files, assignable computer software, data or databases, correspondence, memoranda, notes and other documents or papers and other evidence thereof; all patient medical records, medical staff records and medical/administrative libraries; copies of all other books and records of or relating to the Facility and necessary for operations or compliance with legal requirements; to the extent able to be sold, transferred or assigned by Law, licenses, certificates, permits, waivers, consents, authorizations, variances, approvals, accreditations, guaranties, certificates of occupancy, utility lease agreements, covenants, commitments, certificates, warranties, deposits and reserves relating to the Facility and the Assets; goodwill related to the Facility; Transferor's right, title and interest as trustee or otherwise to Facility residents/patient funds held In Trust to the extent permitted by Law shall be transferred to Transferee; Transferor's rights and interests in and to its provider numbers and provider and reimbursement agreements under the Medicare Program, Medicaid Program and any other third party payor programs provided the same are transferable; all other assets, properties, rights,

	business and tangible personal property of every kind and nature owned by Transferor; Transferor's rights and interests in and to its Medicare and Medicaid provider numbers and provider and reimbursement agreements; original copies of the trust fund records that, to the knowledge of Transferor, will be a true, correct and complete description of any trust funds and deposits or prepayments paid by or for any resident of the Facility which are held by Transferor; Transferor agrees to transfer the resident trust funds to Transferee.
Assumption of Liabilities:	Transferee agrees to assume the following liabilities relating to the Assets: all obligations and liabilities under the Assumed Contracts and the Medicaid, Medicare and Third-Party Payor Agreements if any, but only to the extent that each of the foregoing relate and arise solely to the period on or after the Closing. Except for the Assumed Liabilities, Transferor shall retain all of its liabilities and obligations of any kind or nature, at any time existing or asserted, whether or not accrued, whether fixed, contingent or otherwise, whether known or unknown, arising out of or by reason of the ownership or operation of the Assets, the Facility and/or the Business prior to the Closing Date.
Excluded Assets:	Cash as of the Closing Date including all of Transferor’s bank accounts, cash and cash equivalents, certificates of deposit, money market funds and marketable securities, and all funds deposited into payroll or operating accounts; licenses and permits that are not assignable or transferable, whether with or without third party consent, to Transferee; all prepaid expenses of Transferor, including insurance prepayments; any grant awarded by a Government Entity (as hereinafter defined) to Transferor relating solely to the operation of the Facility; all refunds or reimbursements of whatever nature or description and funds from all rate adjustments, appeals, quality pools, initiatives, or from any other sources (and any receivables with respect thereto) relating to dates of service on and prior to the Closing; all accounts receivable and other rights to payment from third parties including but not limited to governmental payments, and also including, without limitation, residents of the Facility; the Real Property upon which the Facility is located, All records or other materials that Transferor or its affiliates are required by law to retain in its possession or prohibited by law from transferring, assigning or disclosing, and all records related to the Excluded Assets or the Retained Liabilities; All Employee Benefit Plans; All claims, rights, interests and proceeds with respect to amounts overpaid by Transferor; All rights and defenses in respect of indebtedness and other obligations not assumed by Transferee hereunder; Any other item listed or described in Exhibit 2.7.

The applicant has submitted an original affidavit, which is acceptable to the Department, in which the applicant agrees, notwithstanding any agreement, arrangement or understanding between the applicant and the transferor to the contrary, to be liable and responsible for any Medicaid overpayments made to the facility and/or surcharges, assessments or fees due from the transferor pursuant to Article 28 of the Public Health Law with respect to the period of time prior to the applicant acquiring its interest, without releasing the transferor of its liability and responsibility. As of July 30, 2026, the facility had no outstanding Medicaid overpayment liability.

Real Estate Purchase and Sale Agreement

The applicant has submitted an executed Support Services Agreement; the terms of the agreement are summarized below:

Date:	April 15, 2025
Buyer:	Elizabeth NY Realty LLC
Sellers:	UMH ECM Corp. and UMH NY Corp.
Residential Health Care Facility Adult Care Facility Facility/Business:	UMH ECM Corp., an operator of a120-bed residential health care facility known as Elizabeth Church Manor Nursing Home located at 863 Front Street Binghamton, NY 13905 and UMH NY Corp., an operator of 29 independent living apartments and a 52-bed adult care facility licensed as an Assisted Living Program collectively known as St. Louise Manor located at 861 Front Street Binghamton, NY 13905
Sale and Purchase of Assets:	On the Closing Date sellers agree to sell, transfer, convey, assign and deliver to Buyer, and Buyer agrees to purchase, acquire and accept from Sellers, free and clear of all claims, liens, restrictions, encumbrances or security interests of any nature whatsoever except the Permitted Liens (as hereinafter defined), all of Sellers' right, title and interest in and to the following assets: (a) Real Property. all the real property upon which the Facility is located together with all right, title and interest of Sellers in and to the buildings, fixtures and improvements, structures, buildings, fixtures, heating, plumbing, air-conditioning, ventilation, sprinkler, alarm, security and electrical equipment and all ducts, pipes, cables and wires appurtenant thereto (the "Premises") and Sellers' rights, title and interest, if any, in any land lying in the bed of the street, road, avenue, or highway, opened or proposed in front of or adjoining the Premises to the center line thereof, including, but not limited to, any right of Sellers to any unpaid award by reason of any taking by condemnation and/or for any damage to the foregoing by reason of change of grade of any street, road, avenue or highway and any strips and gores of land adjoining the Premises. (b) Equipment. Except as excluded under the terms of the OTA or herein, all equipment, furniture, furnishings, appliances, tools, instruments, fixtures, machinery, computers, computer equipment and hardware, office equipment, trucks, vehicles and other transportation equipment, and other tangible personal property owned by Sellers as of the date of this Agreement or acquired by Sellers prior to the Closing Date, which are used in connection with the operation of the Business or maintenance of the Premises including, without limitation, the tangible personal property owned by Sellers. (c) Permits. All assignable or transferable licenses, certificates, permits, waivers, certificates of occupancy, accreditations owned or held by Sellers that relate to the Assets and all rights related thereto (d) Intangible Property. All intangible property now or on the Closing Date owned by Sellers and used in connection with the Business, including (i) all rights under any guaranties or warranties relating to the Real Property or Equipment (including those relating to construction or fabrication) to the extent assignable, (ii) any special use permits from the municipality in which the Facility is located, if and as assignable, (iii) certificates of need and/or associated bed operating rights associated with the Facility, if and as assignable, and (vi) all site plans, surveys, plans and specifications, construction bids and floor plans in the possession of Sellers and which relate to the Real Property.
Excluded Assets:	All assets transferred pursuant to the residential health care facility and ALP OTA, All assets excluded pursuant to the residential health care facility and ALP OTA.
Purchase Price:	$12,750,000
Deposits:	Initial deposit: $300,000

	Second deposit: $300,000 to be made within five (5) business days of the expiration of the Diligence Review Period. Buyer shall then deposit additional amounts equal to $100,000.00 within five (5) business days of the first day of each month thereafter up to a total of twelve (12) monthly payments and together with the Initial Deposit and Second Deposit

There are no project costs associated with this application. There are no costs associated with the acquisition of residential health care facility's operations, the applicant will assume certain liabilities related to assumed contracts. The total purchase price for the residential health care facility's real estate is $12,750,000 and will be funded with $2,550,000 in proposed member equity and a lesser of $10,946,000 loan from Valley National Bank at Secured Overnight Financing Rate plus 3.25% interest for an indicative rate of 7.66% for a three-year term, with an initial 12-month period being interest only and remaining 24 months amortized with principal and interest, and a payout period of 25 years. The proposed members also provided a Housing and Urban Development (HUD) 232/223(f) refinance letter of interest from Sheridan MMC for a loan in the amount of $13,880,900, intended to cover $10,946,600 of senior debt outstanding to Valley National Bank and $2,261,616 in membership debt outstanding at the time of Housing and Urban Development submission, with an interest of 6.00% and a 35-year term. Bureau of Financial Analysis Attachment A, the net worth summary of members of the proposed members reveals sufficient resources to meet the equity requirements. Valley National Bank and Sheridan MMC provided the respective letters of interest for the loans at the stated terms.

Support Services Agreement

The applicant has submitted an executed Support Services Agreement; the terms of the agreement are summarized below:

Date:	September 2, 2025
Supporting Entity:	Cura Health, LLC
Operator:	Elizabeth NY SNF Operations, LLC
Term:	10 years; with automatic renewal for a successive 5-year term unless terminated by either party.
Services:	During the Term of this Agreement, Supporting Entity shall assist Operator in management of all aspects of the day-to-day operations of the Facility, including, but not limited to staffing, hiring, supervising and firing of all personnel; accounting (but not audit), billing, collections, setting of rates and charges; and general on-site administration, as more particularly set forth herein. Select, employ, supervise and train in support of Operator an adequate staff as required by law. All employees at the Facility shall be employees of Operator and carried on the Operator's payroll and shall not be deemed employees or agents of Supporting Entity. Establish general salary scales, personnel policies and appropriate employee benefits for all employees. Issue appropriate bills for services and materials furnished by the Facility and use its best efforts to collect accounts receivable and monies owed to the Facility; design and maintain accounting, billing, resident and collection records; and prepare and file insurance, Medicare, Medicaid and any and all other necessary or desirable applications, reports and claims related to revenue production. Plan, supervise and conduct a program of regular maintenance and repair and maintain a maintenance log of all repairs, replacements or improvements made to the Facility. Purchase all necessary food, beverage, medical, cleaning and other supplies, equipment, furniture and furnishings for the operation and maintenance of the Facility. Disburse funds for the orderly payment of accounts payable, employee payroll, taxes, insurance premiums and all expenses authorized in the Budget. Implement rates and charges and institute standards and procedures for admitting and discharging residents, for charging residents for services and for collecting the charges from residents or third parties. Furnish any and all policy manuals needed with reference to the operation of the Facility and propose revisions to said policy

	manuals as are needed from time to time. Obtain and maintain insurance coverage for the Facility in such amounts as required by Operator, naming Operator, Supporting Entity and such other persons reasonably requested by Operator as additional insureds. Use its best efforts to assure compliance with all applicable employment, wrongful discharge, anti-discrimination, occupational safety, health and other similar laws and regulations affecting employment of personnel, and with private employment or union contracts. Handle and settle all employee relations matters, union and non-union, and assist and advise Operator in negotiations with any labor union representing employees of Supporting Entity who work at the Facility. Assist in maintaining all licenses, certifications, permits and accreditations, all as required by law for the operation of the Facility. Assist Operator in maintaining accounting and internal control systems using accounts and classifications consistent with those used in similar facilities, including suitable books and records of control and accounts as are necessary or required in order to comply with all state and federal standards, rules and regulations; Make or cause to be made all such capital improvements as may be required to maintain the Facility. Coordinate ancillary services, including, but not limited to, the provision of food, barber/beautician services, speech therapy, occupational therapy, inhalation therapy, physical therapy and rental of equipment as Supporting Entity may deem reasonable, necessary or desirable in connection with the operation of the Facility.
Fees:	$867,600 per year, paid monthly in the amount of $72,300.

There is common ownership between Cura Health, LLC and the proposed operator, where some of the members, either directly or indirectly, have a membership interest in both Cura Health, LLC and the operator. The executed Support Services Agreement provides that the established operator retains ultimate authority, responsibility, and control in all the final decisions associated with the services. In accordance with the Department's Administrative Services Agreement policy effective December 13, 2016, the terms of the executed Support Services Agreement must acknowledge the reserve powers that must not be delegated, the conflicts clause provisions to ensure that the Licensed Operator retains ultimate control for the operations, and the notwithstanding clause provisions to ensure compliance with governmental agencies, statutes, and regulations. The applicant has submitted an executed attestation stating that the applicant understands and acknowledges that there are powers that must not be delegated, the applicant will not willfully engage in any illegal delegation and understands that the Department will hold the applicant accountable.

Lease Agreement

The applicant submitted an executed lease agreement for the site to be occupied. The terms of the agreement are summarized below:

Date:	August 23, 2024
Facility:	Building at 862 Front Street, Binghamton, New York
Lessor:	Elizabeth Realty LLC
Lessee:	Elizabeth NY SNF Operations LLC
Term:	15 years, the lease shall automatically extend for an additional 5-year term.
Rent:	Annual rent is $1,161,264 ($96,772/month)
Provisions:	Taxes, utilities, insurance, repairs and maintenance

The applicant has submitted an affidavit indicating that the lease agreement between lessor and lessee is a non-arm's length agreement due to common ownership. The applicant has submitted an appraisal of the going concern analysis intended to provide an opinion of the market rent which appears reasonable.

Capability and Feasibility

There are no project costs associated with this application. There are no costs associated with the acquisition of residential health care facility's operations. The $12,750,000 purchase price for the sale and acquisition of the realty interest of Elizabeth Church Manor Nursing Home will be funded with $2,550,000 members' equity and a lesser of $10,946,000 loan from Valley National Bank at SOFR plus 3.25% interest for an indicative rate of 7.66% for a three-year term, with an initial 12-month period being interest only and remaining 24 months amortized with principal and interest, and a payout period of 25 years. The proposed members also provided a Housing and Urban Development 232/223(f) refinance letter of interest from Sheridan MMC for a loan in the amount of $13,880,900, intended to cover $10,946,600 of senior debt outstanding to Valley National Bank and $2,261,616 in membership debt outstanding at the time of Housing and Urban Development submission, with an interest of 6.00% and a 35-year term.

Aaron Friedman has submitted an affidavit stating he will contribute a disproportionate share for the equity requirement. Aaron Friedman has submitted an affidavit stating that he will cover the balloon payment for costs related to acquisition of operation from personal liquid assets if financing is not available after the 3-year term. Bureau of Financial Analysis Attachment A, Net Worth Summary of the Members of Elizabeth NY SNF Operations LLC, reveals sufficient resources for stated levels of equity.

Working capital requirements are estimated at $2,017,928 based on two months of Year One expenses and will be funded with proposed member equity.

The submitted budget indicates that net income of $333,435 and $563,747 in Years One and Three, respectively. The budget appears reasonable.

Bureau of Financial Analysis Attachment D, Elizabeth NY SNF Operations LLC's Pro Forma Balance Sheet, shows $2,198,000 in net asset position as of the first day of operations.

The proposed members have interest in five out of state skilled nursing facilities. A Bureau of Financial Analysis review of the most recent 2025 audited financial information indicates cumulatively the facilities maintained $3,269,057 in cash and cash equivalents, $4,826,985 working capital position, and generated income of $1,144,108.

Bureau of Financial Analysis Attachment C, United Methodist Homes 2023-2025 Certified Financial Statements and their internal report as of August 31, 2026, indicates the entity maintained positive working capital, a negative net asset position, and reported operating losses between 2023 and 2025. In 2026, the facility maintained a negative working capital position, a positive net asset position and an operating loss of ($905,191). The negative working capital is attributable to UMH ECM Corp. exhausting its corporate operating reserves in 2023 because of on-going financial challenges and the facility has been reliant on advances from other United Methodist Homes affiliates. As of December 31, 2025, UMH ECM Corp. owes approximately $4,098,876 to affiliates, which has been reflected on the balance sheet as a current liability in anticipation of repaying advances using a portion of proceeds to be received from the sale of the facility. The losses reported by the facility are attributable to its inability to generate revenues from non-Medical Assistance resident payers sufficient to offset the losses caused by low/insufficient Medical Assistance daily reimbursement rates, daily cost of overall facility operations and impact on operating profitability. UMH ECM Corp., in conjunction with guidance and recommendations from Cura Health LLC, expect to continue and expand upon the varied initiatives addressed above which have already led to significant improvements in financial performance.

Conclusion

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

Attachments

Long Term Care Ombudsman Program Attachment	Long Term Care Ombudsman Recommendation
Bureau of Health Facility Planning Attachment	Map
Bureau of Financial Analysis Attachment A	Net Worth Summary of the Members of Elizabeth NY SNF Operations LLC
Bureau of Financial Analysis Attachment B	UMH ECM Corp. – Financial Summary 2023 – 2026
Bureau of Financial Analysis Attachment C	United Methodist Homes – 2025 Certified Financial Statements
Bureau of Financial Analysis Attachment D	Elizabeth NY SNF Operations LLC's Pro Forma Balance Sheet
Bureau of Financial Analysis Attachment E	Organizational Chart

NEW YORK STATE | Department of Health

Public Health and Health Planning Council

Project # 252096-E
Beach Tree Operations, LLC d/b/a
Beechtree Center for Rehabilitation and Nursing

Program: **Residential Health Care Facility** ***County:*** **Tompkins**
Purpose: **Establishment** ***Acknowledged:*** **September 9, 2025**

Executive Summary

Description

Beach Tree Operations, LLC d/b/a Beechtree Center for Rehabilitation and Nursing, a New York Limited Liability Company, requests approval to be established as the new operator of Beechtree Center for Rehabilitation and Nursing, an existing 120-bed residential health care facility at 318 South Albany Street, Ithaca, (Tompkins County).

On September 1, 2018, BTRNC, LLC (Operations Seller) and 318 South Albany Street, LLC (Realty Seller), entered into an Asset Purchase Agreement with Beach Tree Operations, LLC (Operations Buyer) and Beach Tree Realty, LLC (Realty Buyer).

Effective February 28, 2025, the members of Beach Tree Operations, LLC (Cheskel Berkowitz, Joel Leifer, Marton Ornstein, and Yitzchok Wiener) assigned their entire membership interests in Beach Tree Operations, LLC to Beach Tree Operations NY LLC.

On June 1, 2024, Beach Tree Realty, LLC (the current realty owner) agreed to sell the real estate associated with the facility to BTCenter Realty LLC and the real estate transaction closed on February 28, 2025. BTCenter Realty LLC will lease the facility to Beach Tree Operations, LLC.

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

Current Operator BTRNC, LLC	
Member	Ownership %
Efraim Steif	39.90%
Uri Koenig	60.00%
David Camerota	0.10%

Proposed Operator Beach Tree Operations, LLC	
Member	Ownership %
Beach Tree Operations NY LLC	100%
Members	Ownership %
Gavriel Goldberger*	95.00%
Abraham Tyberg	5.00%

**Managing Member*

Office of Aging and Long-Term Care Recommendation

Contingent Approval

Need Summary

There will be no changes to beds as a result of this application. As of September 29, 2026, the facility reported 94.2% occupancy of its staffed beds, while Tompkins County had 91.0% occupancy of its staffed beds.

Program Summary

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

Financial Summary

The purchase price for residential health care facility operations and real property is $10,500,000 with $60,000 for the operations and $10,440,000 for the real property. Beach Tree Operations NY LLC's members will fund the $60,000 purchase price with liquid assets.

On December 16, 2025, the real property owners for five (5) associated skilled nursing facilities entered into a $51,000,000 consolidated loan agreement with DMT SPE I, LLC, for two (2) years with two (2) six-month extensions at an 8.55% interest rate. Each realty entity is responsible for paying its allocated portion of the loan. BTCenter Realty, LLC portion of the loan is $15,405,034 with an estimated annual repayment of $1,748,790.

It is expected that the loan will be refinanced with U.S. Department of Housing and Urban Development insured loan.

The proposed budget is as follows:

Budget	Year One	Year Three
Revenues	$17,208,933	$17,243,092
Expenses	16,948,814	17,011,876
Net Income	$260,119	$231,216

Health Equity Impact Assessment

This project does not meet the requirements for a Health Equity Impact Assessment under Public Health Law §2802-B.

Recommendations

Long Term Care Ombudsman Program

The LTCOP recommends Approval. (See LTCOP Attachment A)

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Aging and Long-Term Care

Approval contingent upon:

1. Submission of an executed working capital loan commitment acceptable to the Department of Health. [Bureau of Financial Analysis]
2. Submission of a commitment signed by the applicant which indicates that, within two years from the date of the council approval, the percentage of all admissions who are Medicaid and Medicare/Medicaid eligible at the time of admission will be at least 75 percent of the planning area average of all Medicaid and Medicare/Medicaid admissions, subject to possible adjustment based on factors such as the number of Medicaid patient days, the facility's case mix, the length of time before private paying patients became Medicaid eligible, and the financial impact on the facility due to an increase in Medicaid admissions. [Bureau of Public Need Review]

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. [Bureau of Project Management]

Council Action Date

December 17, 2026

Need Analysis

Analysis

The primary service area is Tompkins County, which has a population projected to increase by 4.5% to 109,292 by 2031 based on Cornell Program of Applied Demographic estimates. Demographics for the primary service area are noted below, including a comparison with New York State.

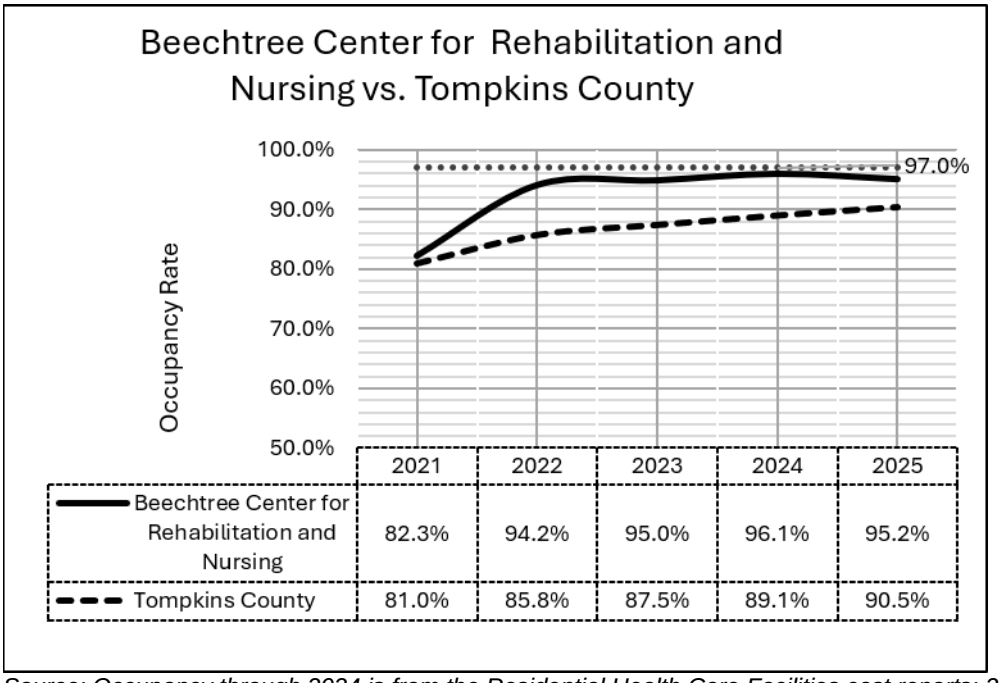
Demographics	Tompkins County	New York State
Total Population (2024 Estimate)	104,537	19,852,366
Hispanic or Latino (of any race)	6.6%	19.8%
White (non-Hispanic)	73.7%	52.8%
Black or African American (non-Hispanic)	3.6%	13.4%
Asian(non-Hispanic)	10.1%	9.0%
Other (non-Hispanic)	6.0%	5.0%

Source: 2024 American Community Survey (5-year Estimates Data Profiles)

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

	Tompkins County		New York State	
	Age 65-84	Age 85+	Age 65-84	Age 85+
Estimated 2024 Population	15,311	1,683	3,108,608	445,420
Population Projection by 2031	14,843	2,909	3,749,085	638,383
Percent Change	-3.1%	+72.8%	+20.6%	+43.3%

Source: 2024 American Community Survey (5-Year Estimates) and Cornell Program on Applied Demographics



Source: Occupancy through 2024 is from the Residential Health Care Facilities cost reports; 2025 data is from non-certified Health Electronic Response Data System

The table below shows the Centers for Medicare and Medicaid Services (CMS) and utilization of the closest Residential Health Care Facilities (RHCF) to Beechtree Center for Rehabilitation and Nursing.

Facility Name	CMS Overall Rating	RHCF Beds	Distance from other RHCFs	Occupancy			
	As of 8/2026		Miles/Time	2022	2023	2024	2025
Beechtree Center for Rehabilitation and Nursing	2	120	0 miles/0 mins	94.2%	95.0%	96.1%	95.2%
Oak Hill Rehabilitation and Nursing Care Center	2	60	0.9 miles/5 mins	85.7%	93.5%	95.6%	94.3%
Cayuga Nursing and Rehabilitation Center	2	144	2.9 miles/9 mins	73.8%	77.0%	82.0%	80.5%
Kendal at Ithaca	4	48	4.8 miles/12 mins	96.5%	84.9%	85.5%	92.8%
Groton Community Health Center and Residential Care Facility	1	80	18 miles/29 mins	88.6%	91.9%	88.5%	89.6%

Source: Center for Medicare and Medicaid Services Occupancy through 2024 is from the Residential Health Care Facilities cost reports; 2025 data is from non-certified Health Electronic Response Data System.

Based on weekly census data, the facility reported 100% of their 120 licensed beds were staffed and 94.2% occupied on September 29, 2026, for a 94.2% occupancy of staffed beds. Tompkins County had 93.8% of the county's 452 licensed beds staffed and 85.4% occupied for a 91.0% occupancy of staffed beds.

The following table provides the Case Mix Index for the facility and surrounding residential health care facilities, which reflects the relative resources predicted to provide care to a resident. The 2023 New York State average Case Mix Index was 1.3520 and 1.2677 for Tompkins County. The higher the case mix weight, the greater the resource requirement for the residents.

Case Mix Index	2023	
	All Payor	Medicaid Only
Beechtree Center for Rehabilitation and Nursing	1.4654	1.4587
Oak Hill Rehabilitation and Nursing Care Center	1.4494	1.4885
Cayuga Nursing and Rehabilitation Center	1.1984	1.1378
Kendal at Ithaca	0.8645	0.7200
Groton Community Health Center and Residential Care Facility	1.0222	0.8761

Medicaid Access

To ensure that the Residential Health Care Facility needs of the Medicaid population are met, 10 New York Codes, Rules, & Regulations §670.3 requires applicants to accept and admit a reasonable percentage of Medicaid residents in their service area. The benchmark is 75% of the annual percentage of residential health care facility admissions that are Medicaid-eligible individuals in their planning area. This benchmark may be increased or decreased based on the following factors:

- the number of individuals within the planning area currently awaiting placement to a residential health care facility, and the proportion of total individuals awaiting such placement that are Medicaid patients and/or alternate level of care patients in general hospitals.
- the proportion of the facility's total patient days that are Medicaid patient days and the length of time that the facility's patients who are admitted as private paying patients remain such before becoming Medicaid eligible;
- the proportion of the facility's admissions who are Medicare patients or patients whose services are paid for under provisions of the federal Veterans' Benefit Law;
- the facility's patient case-mix based on the intensity of care required by the facility's patients or the extent to which the facility provides services to patients with unique or specialized needs;
- the financial impact on the facility due to an increase in Medicaid patient admissions.

An applicant will be required to make appropriate adjustments in its admission policies and practices to meet the resultant percentage. Based on the applicant's data, the facility's Medicaid admissions rate has been above the threshold of 75% of the Tompkins County rate.

Medicaid Access	**2022**	**2023**	**2024**
Tompkins County Total	31.8%	36.1%	21.5%
Tompkins County Threshold Value	*23.8%*	*27.1%*	*16.1%*
Beechtree Center for Rehabilitation and Nursing	63.7%	57.3%	52.1%

Conclusion

There will be no changes in beds as a result of this application. As of September 29, 2026, the facility reported 94.2% occupancy of its staffed beds, while Tompkins County had 91.0% occupancy of its staffed beds.

Program Analysis

Program Description

	Existing	Proposed
Facility Name	Beechtree Center for Rehabilitation and Nursing	Same
Address	318 South Albany Street Ithaca, NY 14850	Same
RHCF Capacity	120 beds	Same
ADHCP Capacity	N/A	N/A
Type of Operator	Limited Liability Company	Limited Liability Company
Class of Operator	Proprietary	Proprietary
Operator	**BTRNC, LLC** Members: Uri Koenig 60.0% Efraim Steif 39.9% David Camerota 0.1%	**Beach Tree Operations, LLC** Member: Beach Tree Operations NY LLC 100% Members Gavriel Goldberger* 95% Abraham Tyberg 5% **Managing Member*

BTRNC, LLC d/b/a Beechtree Center for Rehabilitation and Nursing has had a Consulting and Administrative Services Agreement with Caretree Health Inc. since February 1, 2024. The services provided to the facility include accounting, preparation of operating budgets, billing and collection, preparation of reports and account statements, assisting with negotiations with creditors and vendors, recordkeeping. The applicant states the Consulting and Administrative Services Agreement with Caretree Health Inc. will be terminated upon approval of this transaction as these administrative services will be performed in-house. There is overlap between ownership of Caretree Health Inc. and the proposed operating group as proposed member Gavriel Goldberger is the sole owner of Caretree Health Inc.

Character and Competence

Gavriel Goldberger lists current employment with Beechtree Center for Rehabilitation and Nursing as Facility Operations Coordinator. Previous employment indicated as Senior Project Director of The Chetrit Group. Gavriel is also the sole owner of Caretree Health Inc., which provides consulting and administrative services to skilled nursing facilities and has had a contract with the subject facility since February 1, 2024. Gavriel Goldberger holds a degree in Talmudic Law from Yeshiva D'Monsey and discloses no health facility ownership interests.

Abraham Tyberg lists current employment as the Chief Financial Officer of Caretree Health Inc., which provides consulting and administrative services to skilled nursing facilities. Caretree Health Inc. has been providing consulting and administrative services to the subject facility since February 1, 2024. Previous employment is indicated as Chief Operating Officer for Apex Rehabilitation and Care Center where. Abraham's duties included overseeing daily facility operation, ensuring regulatory compliance, ensuring high-quality resident care, guiding the facility through surveys, and reducing survey deficiencies. Abraham Tyberg holds a Talmudical Accreditation from Shaarei Yosher Rabbinical College and discloses no health facility ownership interests.

Quality Review

The owners have been evaluated, in part, on the distribution of Centers for Medicare and Medicaid Services (CMS) Star ratings for their portfolios. For all proposed owners, the distribution of Centers for Medicare and Medicaid Services star ratings for their facilities meets the standard described in state regulations.

Centers for Medicare and Medicaid Services Star Rating Criteria					
		Duration of Ownership*			
		< 48 Months		48 months or more	
Proposed Owner	Total Nursing Homes	Number of Nursing Homes	Percent of Nursing Homes With a Below Average Rating	Number of Nursing Homes	Percent of Nursing Homes With a Below Average Rating
Gavriel Goldberger	0	0	N/A	0	N/A
Abraham Tyberg	0	0	N/A	0	N/A

**Duration of Ownership as of 12/17/2026*

Facility		Overall	Health Inspection	Quality Measure	Staffing
New York					
Beechtree Center for Rehabilitation and Nursing	Subject Facility	**	**	***	**

Data date: 8/2026

Both members of the applicant group have been involved in assisting the subject facility since early 2024; Gavriel Goldberger via employment at the facility as Facility Operations Coordinator and both Gavriel Goldberger and Abraham Tyberg through a consulting and administrative services agreement under Caretree Health Inc.

When questioned regarding actions taken to help improve the quality of care at the subject facility, the applicants responded as follows:

Mr. Goldberger has implemented positive changes to the facility's hiring process and has assisted facility management with negotiating a new collective bargaining agreement that should result in the hiring and retention of quality facility staff. These efforts also reduced agency staffing costs by more than 75% and created a more consistent and reliable care environment for residents. Mr. Goldberger has focused on clinical quality, including the rollout of a more robust and data-driven Quality Assurance Program, which resulted in the facility receiving its most positive annual survey in more than five (5) years. Mr. Goldberger also helped to implement several resident and staff engagement initiatives, such as the "Kudos" recognition program that allows residents and families to highlight outstanding employees and the "Fresh Fruit Program" that provides residents with regular access to healthy and nutritional dining options. Mr. Goldberger has also strengthened the facility's on-site and regional back-office support by integrating the facility more closely with Caretree Health Inc.'s Rochester-based back office, which has significantly improved efficiency. Through these efforts, Mr. Goldberger has improved the quality of staff, enhanced residents' quality of care and improved overall resident satisfaction with the facility, thereby positioning the facility for continued success upon approval of this transaction.

Beach Tree Operations LLC plans to continue the progress made by Mr. Goldberger, including conducting a full assessment of the physical plant to determine if any improvements or upgrades are necessary to improve the quality of care and the overall resident experience at the facility. The applicant looks forward to making additional, positive institutional changes at the facility once Beach Tree Operations, LLC is approved to be the operator of the facility, with the expectation of the facility's Overall star rating increasing to three (3) stars within the near term, subsequent to approval of this project.

Review of Employment History

A review was conducted to ensure that the applicants have adequate relevant experience to conduct the affairs of the company.

Abraham Tyberg has ten years of experience as Chief Operating Officer with employment as follows:

- Apex Rehabilitation and Care Center July 2009 to January 2019.

Facility	Chief Operating Officer	Overall	Health Inspection	Quality Measure	Staffing
New York					
Apex Rehabilitation and Care Center	01/2019	***	**	*****	**
	07/2009	*	**	****	*

Data date: 8/2026

Enforcement History

A review of the operations of Apex Rehabilitation and Care Center under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals no enforcements.

Conclusion

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

Financial Analysis

Operating Budget

The applicant has provided the Current Year, 2025, and Years One and Three operating budgets after the change in ownership in 2027 dollars, summarized as follows:

	Current Year		Year One		Year Three	
	Per Diem	Total	Per Diem	Total	Per Diem	Total
Revenues						
Medicaid Fee-For-Service	$246	$6,415,065	$246	$6,584,422	$246	$6,597,591
Medicaid Manage-Care	$246	$486,206	$234	$474,090	$234	$475,038
Medicare Fee-For-Service	$680	$6,159,113	$680	$6,321,714	$680	$6,334,357
Medicare Manage-Care	$680	$677,020	$680	$694,893	$680	$696,283
Private Pay	$699	$2,485,733	$699	$2,551,356	$699	$2,556,459
Assessment Revenue		$0		$452,647		$453,553
Other*		$129,811		$129,811		$129,811
Total		$16,352,948		$17,208,933		$17,243,092
Expenses						
Operating	$326	$13,575,229	$336	$14,367,393	$337	$14,432,419
Capital	$60	$2,506,035	$60	$2,581,421	$60	$2,579,457
Total Expenses	$386	$16,081,264	$396	$16,948,814	$397	$17,011,876
Net Income		$271,684		$260,119		$231,216
Patient Days		41,619		42,718		42,803
Utilization		95.02%		97.53%		97.72%

**Rental Income, Investment Income, and Other Income.*

The following is noted concerning the operating budget:

- The Current Year reflects the facility's 2025 revenues and expenses.
- The Medicaid Fee-For-Service rate is based on the facility's 2025 Medicaid rate sheet. Medicaid Manage-Care rate is projected to be 95% of the Medicaid Fee-For Service rate.
- The Medicare and Private Pay per diems are based on the current per diem rate.
- Staffing is expected to increase by 6.10 Full-Time Equivalents (Register Nurses 1.8 Full-Time Equivalents, License Practical Nurses 3.30 Full-Time Equivalents, and Aides 1 Full-Time Equivalent).
- Operating expenses were based on 2025 expenses with an average increase of 5.8%. Capital expenses increased by 3%, from rent, bringing the overall increase to 5.4%.
    - The projected percentage of direct care staffing costs to projected facility revenues is 52.31% in Year One and 55.01% in Year Three, exceeding the 40% requirement in Public Health Law §2828.
    - The percentage of direct resident care costs to projected facility revenue is 73.80% in Year One and 74.00% in Year Three, exceeding the 70% requirement in Public Health Law §2828.
    - The facility's projected profit percentage is forecasted to be 1.51% in Year One and 1.34% in Year Three, less than the maximum 5% outlined in Public Health Law §2828.
    - The staffing ratio for Years One and Three is estimated at 3.50 hours of care per resident day as required by 10 New York Codes, Rules, and Regulations §415.13.
- The facility's projected utilization for Years One and Three is 97.53% and 97.72%, respectively. It was noted that the facility's annual occupancy for 2023-2025 averaged 95.35%. According to September 8, 2026, weekly reporting, occupancy was 94.17% while 100% of the available beds were staffed.

Utilization by payor source is projected as follows:

	Current Year		First Year		Third Year	
Payor	Days	%	Days	%	Days	%
Medicaid Fee-For-Service	26,032	62.55%	26,719	62.55%	26,773	62.55%
Medicaid Manage-Care	1,973	4.74%	2,025	4.74%	2,029	4.74%
Medicare Fee-For-Service	9,061	21.77%	9,300	21.77%	9,319	21.77%
Medicare Manage-Care	996	2.39%	1,022	2.39%	1,024	2.39%
Private Pay/Other	3,557	8.55%	3,652	8.55%	3,658	8.55%
Total	41,619	100%	42,718	100%	42,803	100%

- The facility's Medicaid admissions were 57.3% in 2023 and 52.1% in 2024, which are above Tompkins County's 75% threshold rate of 27.1% for 2023 and 16.1% for 2024.
- Breakeven occupancy for Year One is projected at 96.06%.

Asset Purchase Agreement

The applicant has submitted an executed Asset Purchase Agreement to acquire the residential health care facility's operating interests and real property. The terms are summarized below:

Date:	September 1, 2018
Seller Operations:	BTRNC, LLC d/b/a Beechtree Center for Rehabilitation and Nursing
Seller Real Property:	318 South Albany Street, LLC
Buyer Operations:	Beach Tree Operations, LLC d/b/a Beechtree Center for Rehabilitation & Nursing
Buyer Real Property:	Beach Tree Realty, LLC
Asset Acquired Operations:	Rights, title, and interest in non-real estate personal property assets, including operational permits, facility's business and operations, intellectual property rights, including the name "Beechtree Center for Rehabilitation and Nursing", inventory, Medicare and Medicaid provider numbers, book and records, current patient and employee records, assumed contracts, supplier data, phone numbers, and goodwill.
Asset Acquired Real Property:	Real Property and tangible assets located at 318 South Albany Street, Ithaca, NY 14850
Excluded Assets:	Cash, accounts receivable, residents' funds, overpayments, claims, proceeds from governmental and private payors, rate adjustments and appeals, and records that must be kept or do not pertain to operations.
Assumption of Liabilities:	Realty Buyer has the option to assume the existing HUD-insured mortgage
Purchase Price:	$10,500,000 (section 2.8 allocation: $60,000 operations/$10,440,000 real property)
Payment of Purchase Price:	$500,000 signing of this Agreement $500,000 over the next 15 months (at $33,333.34 per month) $9,500,000 at closing

Amendment No. 1 to Asset Purchase Agreement

The applicant has submitted an executed Amendment No. 1 to the Asset Purchase Agreement to acquire the residential health care facility's operating interests and real property. The terms are summarized below:

Date:	December 28, 2021
Seller Operations:	BTRNC, LLC d/b/a Beechtree Center for Rehabilitation and Nursing
Seller Real Property:	318 South Albany Street, LLC
Buyer Operations:	Beach Tree Operations, LLC d/b/a Beechtree Center for Rehabilitation & Nursing
Buyer Real Property:	Beach Tree Realty, LLC
Amendment:	(1) The closing of the sale and purchase of the Real Property Asset by the Realty Buyer shall be consummated prior to the Closing of the sale and purchase of the Operational Assets by the Operations Buyer (2) The Purchase Price for the Transferred Assets is to be paid in full at the Closing of the Real Property Transaction. (3) There shall be two closing adjustments, one for the real property and one for the operations. (4) Deliverables for real property and operations delivered prior to their applicable closings. (5) Closing conditions for real property and operations shall be met before their applicable closings. (6) Claims period for the real property and operations shall start on the applicable closing date. (7) The date March 1, 2022, should be deleted from Section 2.1. (8) The following shall be added to Section 2.1: "Upon notice to Operations Seller of receipt of DOH Approval, the Closing for the Operations Transaction shall take place within Ten business days. (9) Neither Realty Seller nor Operations Seller may terminate the Agreement. (10) Except for the Amendment, the Agreement shall remain unchanged.

Membership Interest Purchase Agreement

The applicant has submitted an executed Membership Purchase Agreement (under which the original proposed members agreed to sell/assign their membership in Beach Tree Operations, LLC to Beach Tree Operations NY LLC). The terms are summarized below:

Date:	February 1, 2024.
Assignor Beach Tree Operations LLC members:	Cheskel Berkowitz, Joel Leifer, Marton Ornstein, and Yitzchok Wiener
Assignee	Beach Tree Operations NY LLC
Assignment of Operations:	Seller shall sell, assign, transfer, convey, and deliver to Purchaser, and Purchaser shall purchase and accept from Seller, all the Assigned Interests together with all rights and privileges attributable thereto, free and clear of all liens, encumbrances, or other defects.
Payment	$10 and other good and valuable consideration

The applicant has submitted an original affidavit, which is acceptable to the Department, in which the applicant agrees, notwithstanding any agreement, arrangement, or understanding between the applicant and the transferor to the contrary, to be liable and responsible for any Medicaid overpayments made to the facility and surcharges, assessments or fees due from the transferor under Article 28 of the Public Health Law concerning the period before the applicant acquiring its interest, without releasing the transferor of its liability and responsibility. As of September 28, 2026, the facility had no outstanding Medicaid liabilities.

Purchase and Sale Agreement – Real Property

The applicant has submitted an executed Purchase and Sale Agreement for the sale and acquisition of the real property, which closed on February 28, 2025. The terms are summarized below:

Date:	June 1, 2024
Seller:	Beach Tree Realty, LLC
Purchaser:	BTCenter Realty LLC
Asset Transferred:	Real Property located at 318 South Albany Street, Ithaca, NY 14850 (Tax ID Section 80, Block 7, Lot 1)
Assumed Liability:	Buyer is not the successor to liability of Seller and is not herein assuming any liability arising from, out of, or relating to, Seller's ownership or operation of the Property prior to February 1, 2024.
Purchase Price:	$9,000,000 plus certain closing costs and expenses incurred by Beach Tree Realty, LLC as the result of the sale (Purchase and Sale Agreement Section 9.7)
Payment plus closing costs:	$ 100,000 on June 1, 2024 (effective date) 8,900,000 at closing 536,234 at closing (closing costs incurred by BTCenter Realty LLC 1,458,395 at closing (reimbursement Beach Tree Realty, LLC (Section 9.7) $10,994,629

The purchase price of the real property is proposed to be satisfied as follows:

Equity - BTCenter Realty LLC members	$1,094,629
DMT SPE I LLC (bridge lender) **Loan:** 18 months with a one (1) year extension, for a total term of 30 months. Interest at 5.1% above the secured overnight financing rate (approximately 4.0%) or 9.1%. The monthly repayment of $128,8333 includes interest and principal plus reserves. Amortization appears to on a 30-year basis.	$9,900,000
Total	$10,994,629

Bureau of Financial Analysis Attachment A-2, Members' Net Worth Summary – BTCenter Realty LLC, reveals sufficient resources to fund the balloon payment. Raizel Feder has provided an affidavit stating his willingness to fund the balloon payment with equity should terms acceptable to the Department of Health be unavailable when refinancing.

Consulting Services

Starting February 1, 2024, Caretree Health Inc. entered into a consulting agreement with BTRNC, LLC (current operator). The fee is $64,000 per month. The applicant states that the consulting agreement will terminate upon approval of this application. Also, the applicant states they are not currently planning to enter into an administrative service agreement post-approval, as these services will be performed in-house. Both proposed members are associated with Caretree Health Inc.

Amended and Restated Lease Agreement

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

Date:	September 30,2026
Premises:	120-bed (plus one respite bed), 66,360 sq. ft. RHCF located at 318 South Albany Street, Ithaca, (Tompkins County).
Lessor:	BTCenter Realty LLC
Lessee:	Beach Tree Operations, LLC
Recitals:	Lessor has granted the Lender (DMT SPE I, LLC) a first priority security interest and lien in and on the Demised Premises and the Personal Property.
Term:	Initial Term shall begin and be effective February 28, 2025, and shall expire ten (10) years later. Two (2) 5-year renewable terms
Rent:	$2,400,000 ($200,000 monthly) ($36.17 square feet). Base rent will ***increase 8%*** per year. However, if, due to increases in the rate (as defined in the Loan Agreement), the monthly Base Rent payable hereunder is less than 5% of the aggregate principal and interest due that same month under the Loan Agreement (the "Base Rent Floor"), then Base Rent for such month shall be increased to equal the Base Rent Floor. Notwithstanding the foregoing, in no event will the Base Rent be less than or equal to the total Lessor's fixed charges for (i) principal and interest under the Loan Documents multiplied by 1.15, Plus (ii) annual real estate property taxes, plus (iii) annual property insurance, plus (iv) reserve fund for replacements.
Provisions:	Triple Net

The applicant states that an 8.0% annual base rent increase is the current market standard and is the landlord's protection against long-term inflation and steadily rising renovation and construction costs. Also, the landlord expects that capital improvements will need to be made to the facility over the lease term. These larger, capital costs remain the responsibility of the landlord, even under the proposed triple net lease agreement

The lease arrangement is a non-arm's-length agreement. Avriel Goldberger is a member of both the Operator and Realty LLCs. The applicant has submitted an affidavit attesting to the relationship between the landlord and the operating entity. The applicant has provided two letters from NYS licensed realtors attesting to the reasonableness of the rental rate.

Capability and Feasibility

The purchase price for the nursing home operations and real property is $10,500,000. The original purchase price allocation was $60,000 for the operations and $10,440,000 for the real property. Beach Tree Operations NY LLC's members will fund the $60,000 purchase price from their liquid resources. On September 1, 2018, the real property was sold to Beach Tree Realty, LLC. On June 1, 2024, Beach Tree Realty, LLC, sold the real property to BTCenter Realty LLC, for $9,000,000 plus certain closing costs and expenses totaling $1,994,629, for a total of $10,994,629. The real property closed on February 28, 2025, and was funded by $1,094,629 in members equity and a $9,900,000 bridge loan for 18 months, with a one (1) year extension. The interest rate is 5.1% above secured overnight financing rate (which is approximately 4%), for a total rate of 9.1%.

Please note the above $9,900,000 loan that closed on February 28, 2025, was refinanced on December 16, 2025, for $51,000,000, and includes the real property purchase associated with four (4) other skilled nursing facilities.

The working capital requirement, estimated at $2,824,802 based on two months of Year One expenses, will be funded by $1,568,356 in members' equity and a $1,256,446 self-amortizing, five-year loan at 6% interest. Joseph Orgel has provided a letter of interest. Bureau of Financial Analysis Attachment A-1, Members' Net Worth Summary - Beach Tree Operations NY LLC, reveals sufficient resources overall to meet equity requirements, Gavriel Goldberger has provided an affidavit stating his willingness to contribute equity disproportionate to his membership interest.

Bureau of Financial Analysis Attachment C, projects a net income of $260,119 and $231,216 in Years One and Three, respectively. Bureau of Financial Analysis Attachment B, Pro Forma Balance Sheet – Beach Tree Operations, LLC. shows the entity will start with $1,628,356 in members' equity as of the first day of operations.

Bureau of Financial Analysis Attachment C, Financial Summary Beechtree Center for Rehabilitation and Nursing 2023-2025, shows average negative working capital, negative net assets, and an operating loss. Bureau of Financial Analysis Attachment D, BTRNC LLC 2025 Certified Financial Statement shows a negative working capital position, negative net assets, and a net income of $271,685.

Conclusion

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

Attachments

Long-Term Care Ombudsman Program	Long-Term Care Ombudsman Program Recommendation
Bureau of Health Facility Planning Attachment	Map
Bureau of Financial Analysis Attachment A-1	Members' Net Worth Summary - Beach Tree Operations NY LLC
Bureau of Financial Analysis Attachment A-2	Members' Net Worth Summary – BTCenter Realty LLC
Bureau of Financial Analysis Attachment B	Pro Forma Balance Sheet – Beach Tree Operations, LLC
Bureau of Financial Analysis Attachment C	Financial Summary Beechtree Center for Rehabilitation and Nursing 2023-2025
Bureau of Financial Analysis Attachment D	BTRNC, LLC 2025 Certified Financial Statement
Bureau of Financial Analysis Attachment E	Organizational Chart for Beach Tree Operations, LLC
Bureau of Financial Analysis Attachment F	Organizational Chart for BTCenter Realty LLC

NEW YORK STATE OF OPPORTUNITY. Department of Health

Public Health and Health Planning Council

Project # 261112-E
The Fort Nursing and Rehabilitation LLC d/b/a The Fort Nursing and Rehabilitation

Program: **Residential Health Care Facility** ***County:*** **Washington**
Purpose: **Establishment** ***Acknowledged:*** **March 27, 2026**

Executive Summary

Description

The Fort Nursing and Rehabilitation LLC d/b/a The Fort Nursing and Rehabilitation, a Delaware Limited Liability Company authorized to conduct business in New York, requests approval to be established as the new operator of Fort Hudson Nursing Center, a 196-bed Article 28 residential health care facility with a 15-slot adult day health care program at 319 Upper Broadway, Fort Edward (Washington County). Upon approval, the facility will be named The Fort Nursing and Rehabilitation.

On December 9, 2025, the current operator, Fort Hudson Nursing Center, Inc., entered into an operational transfer agreement with Fort Edward Health and Rehabilitation LLC, now named The Fort Nursing and Rehabilitation LLC, for the sale and acquisition of the operations associated with the residential health care facility and adult day healthcare programs for the assumption of certain liabilities under section 2.4 of the agreement. Concurrently, Fort Hudson Nursing Center, Inc entered into a purchase agreement with 319 Broadway Property, LLC, a Delaware Limited Liability Company, for the sale and acquisition of real property for $10,000,000. The parties to the purchase allocated $1,000,000 to the operations for the assumed liabilities and $9,000,000 to the real property. The agreements will close at the same time upon Public Health and Health Planning Council approval. The applicant will enter a non-arms-length lease with 319 Broadway Property, LLC, as there is a business relationship.

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

Current Operator
Fort Hudson Nursing Center, Inc.
Voluntary Not-for-Profit Corporation

Proposed Operator	
The Fort Nursing and Rehabilitation LLC	
Members:	
Max Kenigsberg*	95%
Shmuel Freedman	5%

** Managing Member*

Office of Aging and Long-Term Care Recommendation

Contingent Approval

Need Summary

There will be no changes in beds or services as a result of this application. As of September 29, 2026, the facility reported 96.8% occupancy of its staffed beds, while Washington County had 94.6% occupancy of its staffed beds.

Program Summary

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

Financial Summary

The real property purchase agreement is for $10,000,000 and will be funded by a member's equity.

The members of the transaction have mutually agreed to allocate $1,000,000 to the operations purchase and $9,000,000 to the real property purchase. The proposed budget is as follows:

Budget	Year One	Year Three
Revenues	$24,560,237	$24,775,259
Expenses	24,458,478	24,681,380
Net Income	$101,759	$93,879

Health Equity Impact Assessment

This project does not meet the requirements for a Health Equity Impact Assessment under Public Health Law §2802-B.

Recommendations

Long Term Care Ombudsman Program

The LTCOP recommends Approval. (See LTCOP Attachment A)

Health Systems Agency

There will be no HSA recommendation for this project.

Office of Aging and Long-Term Care

Approval contingent upon:

1. Submission of a 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. [Bureau of Public Need Review]
2. Submission of a plan to continue to enhance access to Medicaid residents. At a minimum, the plan should include, but not necessarily be limited to, ways in which the facility will:
    a. Reach out to hospital discharge planners to make them aware of the facility's Medicaid Access Program;
    b. Communicate with local hospital discharge planners on a regular basis regarding bed availability at the nursing facility; and
    c. Identify community resources that serve the low-income and frail elderly population who may eventually use the nursing facility and inform them about the facility's Medicaid Access policy. [Bureau of Public Need Review]

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. [Bureau of Project Management]

Council Action Date

December 17, 2026

Need Analysis

Analysis

The primary service area is Washington County, which has a population projected to decrease by 0.6% to 60,132 by 2031 based on Cornell Program of Applied Demographic estimates. Demographics for the primary service area are noted below, including a comparison with New York State.

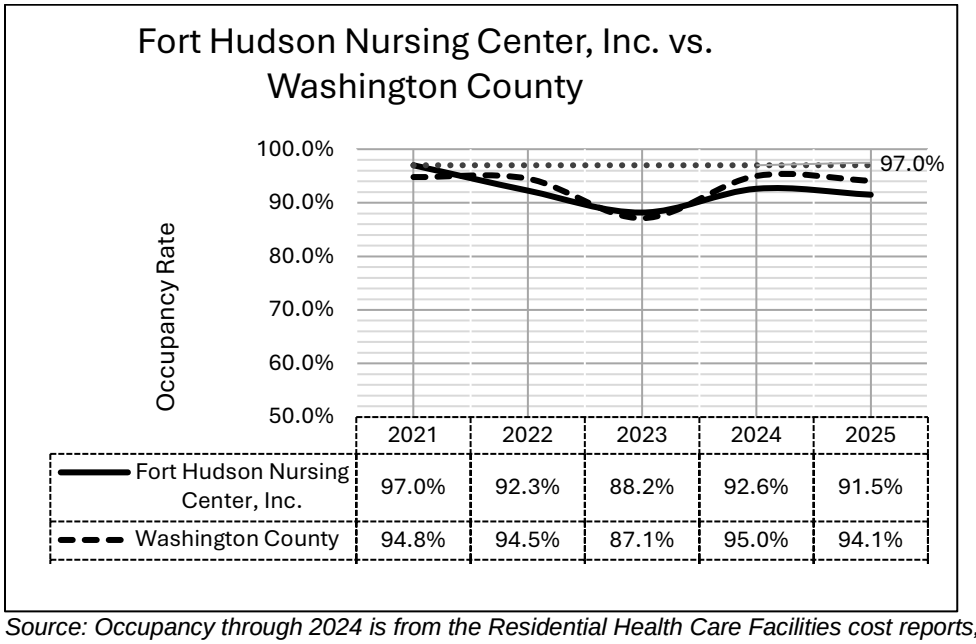
Demographics	Washington County	New York State
Total Population (2024 Estimate)	60,522	19,852,366
Hispanic or Latino (of any race)	3.0%	19.8%
White (non-Hispanic)	89.8%	52.8%
Black or African American (non-Hispanic)	2.2%	13.4%
Asian(non-Hispanic)	0.6%	9.0%
Other (non-Hispanic)	4.6%	5.0%

Source: 2024 American Community Survey (5-year Estimates Data Profiles)

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

	Washington County		New York State	
	Age Group 65-84	Age Group 85+	Age Group 65-84	Age Group 85+
Estimated 2024 Population	11,408	1,700	3,108,608	445,420
Population Projection by 2031	13,918	1,761	3,749,085	638,383
Percent Change	+22.0%	+3.6%	+20.6%	+43.3%

Source: 2024 American Community Survey (5-Year Estimates) and Cornell Program on Applied Demographics



Source: Occupancy through 2024 is from the Residential Health Care Facilities cost reports; 2025 data is from non-certified Health Electronic Response Data System

The table below shows the Center for Medicare and Medicaid Services overall rating and the utilization of the closest Residential Health Care Facilities to Fort Hudson Nursing Center.

Facility Name	CMS Overall Rating	RHCF Beds	Distance from other RHCFs	Occupancy			
	As of 8/2026		Distance/Time	2022	2023	2024	2025
Fort Hudson Nursing Center	2	196	0 miles/0 mins	92.3%	88.2%	92.6%	91.5%
The Pines at Glens Falls Center for Nursing & Rehabilitation	2	120	4.3 miles/16 mins	95.2%	95.2%	87.2%	92.8%
Glens Falls Center for Rehabilitation & Nursing	3	117	6 miles/21 mins	95.4%	93.6%	95.4%	95.3%
Washington Center for Rehabilitation & Healthcare	3	122	16 miles/25 mins	97.6%	96.5%	97.2%	96.6%
Warren Center for Rehabilitation & Nursing	2	80	9.8 miles/28 mins	94.2%	93.7%	95.8%	95.3%

Source: Center for Medicare and Medicaid Services and Residential Health Care Facilities Cost Reports. Occupancy through 2024 is from the Residential Health Care Facilities cost reports; 2025 data is from non-certified Health Electronic Response Data System.

Based on weekly census data, the facility reported 94.9% of their 196 licensed beds were staffed and 91.8% occupied on September 29, 2026, for a 96.8% occupancy of staffed beds. Washington County had 98.1% of the county's 528 licensed beds staffed and 92.8% occupied for a 96.8% occupancy of staffed beds. On September 29,2026, the facility reported a census of 14 for a 93.3% occupancy of its 15-slot Adult Day Health Care Program.

The following table provides the Case Mix Index for the facility and surrounding residential health care facilities, which reflects the relative resources predicted to provide care to a resident. The 2023 New York State average Case Mix Index was 1.3520 and 1.2498 for Washington County. The higher the case mix weight, the greater the resource requirement for the residents.

Case Mix Index	2023	
	All Payor	Medicaid Only
Fort Hudson Nursing Center	1.2501	1.1915
The Pines at Glens Falls Center for Nursing & Rehabilitation	1.1489	1.6119
Glens Falls Center for Rehabilitation & Nursing	1.2177	1.2511
Washington Center for Rehabilitation & Healthcare	1.2237	1.2578
Warren Center for Rehabilitation & Nursing	1.2953	1.3161

Medicaid Access

To ensure that the Residential Health Care Facility needs of the Medicaid population are met, 10 New York Codes, Rules, & Regulations §670.3 requires applicants to accept and admit a reasonable percentage of Medicaid residents in their service area. The benchmark is that 75% of the annual percentage of residential health care facility admissions are Medicaid-eligible individuals in their planning area. This benchmark may be increased or decreased based on the following factors:

- the number of individuals within the planning area currently awaiting placement to a residential health care facility, and the proportion of total individuals awaiting such placement that are Medicaid patients and/or alternate level of care patients in general hospitals.
- the proportion of the facility's total patient days that are Medicaid patient days and the length of time that the facility's patients who are admitted as private paying patients remain such before becoming Medicaid eligible;
- the proportion of the facility's admissions who are Medicare patients or patients whose services are paid for under provisions of the federal Veterans' Benefit Law;
- the facility's patient case-mix based on the intensity of care required by the facility's patients or the extent to which the facility provides services to patients with unique or specialized needs;
- the financial impact on the facility due to an increase in Medicaid patient admissions.

An applicant will be required to make appropriate adjustments in its admission policies and practices to meet the resultant percentage. Based on the applicant's data, the facility's Medicaid admissions rate has been below the threshold of 75% of the Washington County rate for the year 2024.

Medicaid Access	**2022**	**2023**	**2024**
Washington County Total	27.0%	25.5%	18.1%
Washington County Threshold Value	*20.2%*	*19.1%*	*13.6%*
Fort Hudson Nursing Center, Inc.	22.7%	21.4%	13.0%

Conclusion

There will be no changes in beds as a result of this application. As of September 29, 2026, the facility reported 96.8% occupancy of its staffed beds, while Washington County had 94.6% occupancy of its staffed beds.

Program Analysis

Project Description

	Existing	Proposed
Facility Name	Fort Hudson Nursing Center, Inc	The Fort Nursing and Rehabilitation
Address	319 Upper Broadway Fort Edward, NY 12828	Same
RHCF Capacity	196 beds	Same
ADHCP Capacity	15 Slots	Same
Type of Operator	Not for Profit Corporation	Limited Liability Company
Class of Operator	Voluntary	Proprietary
Operator	Fort Hudson Nursing Center, Inc.	The Fort Nursing and Rehabilitation LLC Members: Max Kenigsberg* 95% Shmuel Freeman 5% **Managing Member*

Fort Hudson Nursing Center, Inc. (a not-for-profit corporation) is the current operator of the facility. Pursuant to the Operational Transfer Agreement (OTA) dated December 9, 2025, The Fort Nursing and Rehabilitation LLC, formerly named Fort Edward Health and Rehabilitation LLC, agreed to purchase the residential health care facility from Fort Hudson Nursing Center, Inc. Upon approval, the facility will be renamed The Fort Nursing and Rehabilitation.

Fort Hudson Nursing Center, Inc. and 319 Broadway Property LLC entered into a Purchase Agreement for the real estate whereby 319 Broadway Property LLC agreed to purchase the real estate associated with the facility from Fort Hudson Nursing Center, Inc. Upon approval of this application, 319 Broadway Property LLC will lease the residential health care facility to The Fort Nursing and Rehabilitation LLC for an initial term of 10 years, with two renewal terms of 10 years each. This will be a non-arm's length agreement, as there is a business relationship.

The Fort Nursing and Rehabilitation LLC has indicated there will not be a consulting or administrative agreement associated with the facility.

Character and Competence

Max Kenigsberg lists current employment as the Chief Executive Officer of Award Care Rehab LLC, a skilled nursing facility management firm, in Brooklyn, NY. Award Care, LLC is currently in a consulting agreement with Antioch TN Opco, LLC (located in Tennessee) and River Oaks Post-Acute and Rehab Center (located in Kentucky). Max previously worked as the Regional Administrator at Infinite Care, a skilled nursing facility chain, in Lakewood, NJ. Max was also the former Administrator at Meadowbrook Care Center in Freeport NY, former Administrator at New Vanderbilt Rehabilitation and Care Center in Staten Island, NY, and served as Assistant Administrator at King David Center for Nursing and Rehabilitation in Brooklyn, NY. Max holds a master's degree in business administration from Seton Hall University. Max Kenigsberg holds a New York state nursing home administrator license, and discloses the following healthcare facility interests:

<u>Out-of-State Nursing Homes</u>
Antioch TN Opco, LLC [TN] (7%) 07/2025 to Present
Maximum Healthcare of Pikeville [KY] Pending

<u>End-Dated Ownership</u>
River Oaks Post-Acute and Rehab Center [KY] (5%) 5/2024 to 8/2025

Shmuel Freedman does not list current employment. Shmuel lists previous employment as the Administrator of Cliffside Rehabilitation and Residential Heath Care Center in Flushing, NY. At the time Schmuel reported leaving employment at Cliffside Rehabilitation and Residential Heath Care Center, it was rated a Centers for Medicare and Medicaid Services overall 4-star facility. Shmuel also lists serving as the Assistant Administrator of Cliffside Rehabilitation and Residential Heath Care Center in Flushing, NY. Shmuel holds a master's degree in business administration from Bellevue University. Shmuel Freedman holds a New York State nursing home administrator license and discloses no facility interests.

Quality Review
The proposed owner has been evaluated, in part, on the distribution of Centers for Medicare and Medicaid Services Star ratings for their portfolio. For the proposed owners, the distribution of Centers for Medicare and Medicaid Services star ratings for their facilities meets the standard described in state regulations.

Centers for Medicare and Medicaid Services Star Rating Criteria					
		Duration of Ownership*			
		< 48 Months		48 months or more	
Proposed Owners	Total Nursing Homes	Number of Nursing Homes	Percent of Nursing Homes With a Below Average Rating	Number of Nursing Homes	Percent of Nursing Homes With a Below Average Rating
Max Kenigsberg	1	1	100%	0	N/A
Schmuel Freedman	0	0	N/A	0	N/A

**Duration of Ownership as of 12/17/2026* *Data date: 08/2026*

Tennessee. The proposed owner's portfolio includes ownership in one Tennessee facility. This facility in the ownership portfolio, Antioch TN OPCO, LLC, has a Centers for Medicare and Medicaid Services overall quality rating of below average. When asked to explain what measures were being put into place to improve the low overall Centers for Medicare and Medicaid Services rating, the applicant indicated the following:

Antioch TN OPCO, LLC
This document outlines a comprehensive strategy to improve the Centers for Medicare and Medicaid Services Five-Star Rating of a 1-star skilled nursing facility in Antioch, TN recently transitioned to new ownership. The prior ownership period included Immediate Jeopardy (IJ) citations, which significantly impacted the facility's current star rating and publicly reported survey outcomes. Due to the lagging nature of the Centers for Medicare and Medicaid Services rating system, true performance improvement will not be fully reflected until post-survey cycles and data refresh periods are completed.

Regulatory Context & Star Rating Constraints:
The Centers for Medicare and Medicaid Services Five-Star Quality Rating System is based on Health Inspections, Staffing Levels, and Quality Measures. Immediate Jeopardy (IJ) citations from prior ownership remain in the rating calculation for multiple cycles.

Immediate Jeopardy (IJ) Remediation & Sustainment:
Actions Completed: Root cause analysis, removal plans, staff re-education, leadership restructuring, among many others. Part of the sustainment plan includes daily rounds, weekly audits and third-party consultation mock surveys.

Staffing Improvement Plan:
Increased Registered Nurse and Certified Nursing Assistant hours, recruitment initiatives, retention bonuses, improved facility morale, and a reduction of agency staffing will help satisfy the staffing part of the Centers for Medicare and Medicaid Services star rating portion.

Quality Measures Improvement Plan:
Focus areas include pressure ulcers, falls, readmissions, antipsychotic use, and infection control. Some interventions include clinical programs, medical oversight, and real-time KPI monitoring.

Survey Readiness Plan:
Multiple mock surveys, staff interview prep, documentation audits, and daily readiness culture.

Expected Timeline:
0–3 months: stabilization; 3–6 months: survey improvement; 6–12 months: quality data improvement; 12–18 months: star rating increase. (If IJs allow)

Our Antioch facility has undergone operational transformation under the new ownership and expects future Centers for Medicare and Medicaid Services data cycles to reflect improved care quality overall and we've been getting feedback as such daily from staff, residents and families.

Facility	Ownership Since	Overall	Health Inspection	Quality Measure	Staffing
New York					
Fort Hudson Nursing Center, Inc	Subject Facility	**	***	****	*
Tennessee					
Antioch TN Opco, LLC †	Current	**	*	*****	23*
	07/2025	*	*	****	**

Data date: 08/2026

10 New York Codes, Rules and Regulations §600.2(b)(5)(i)(g) requires Public Health and Health Planning Council consideration for any instance of a nursing home being designated a Special Focus Facility or Special Focus Facility Candidate.

†Special Focus Facility Candidate Antioch TN Opco, LLC has been on the list for 9 months as of 11/30/2026
23- Centers for Medicare and Medicaid Services Footnote this facility did not submit staffing data.*

End Dated Ownership					
Facility	**Ownership Since**	**Overall**	**Health Inspection**	**Quality Measure**	**Staffing**
Kentucky					
River Oaks Post Acute and Rehabilitation Center	08/2025	*	**	**	*
	05/2024	**	**	***	****

Enforcement History

Tennessee
A review of the operations of Antioch TN Opco, LLC under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals the following:

- The facility was assessed a federal Civil Money Penalty fine of $192,920.00 for the survey date October 9, 2025. The facility was cited for the following harm level tags: F600 at a J level for failure to protect each resident from all types of abuse such as physical, mental, sexual abuse, physical punishment, and neglect by anybody; F610 at J level for failure to respond appropriately to all alleged violations; and F689 at a J level for failure to ensure that a nursing home area is free from accident hazards and provides adequate supervision to prevent accidents.

Kentucky
A review of the operations of River Oaks Post Acute and Rehabilitation Center under 10 New York Codes, Rules, and Regulations §600.2 requirements for approval reveals the following:

- The facility was assessed a federal Civil Money Penalty fine of $6,380.00 for the survey date July 9, 2025. The facility was cited for the following tag: F812 at an E level for failure to Procure food from sources approved or considered satisfactory and store, prepare, distribute and serve food in accordance with professional standards.

Conclusion

The individual background review indicates the applicants have met the standards as set forth in Public Health Law §2801-a(3).

Financial Analysis

Operating Budget

The applicant has provided the current year (2025) results and the first- and third-year operating budgets after the change in ownership, in 2027 dollars, summarized as follows:

Revenues	**Current Year**		**Year One**		**Year Three**	
Residential Health Care	Per Diem	Total	Per Diem	Total	Per Diem	Total
Medicaid Fee-For-Service	$251	$11,575,421	$251	$11,845,569	$251	$11,952,179
Medicaid Manage-Care	$251	199,844	$238	198,395	$238	200,181
Medicare Fee-For-Service	$594	2,263,433	$600	2,990,751	$600	3,017,668
Medicare Manage Care	$594	2,065,761	$600	2,181,960	$600	2,201,598
Private	$437	4,955,174	$500	5,918,741	$500	5,972,010
All Other		0		756,000		762,802
Other Income*		3,660,056		128,896		128,896
Sub-Total		$24,719,689		$24,020,312		$24,235,334
Adult Day Health Care						
Medicaid FFS	$101	522,302	$101	522,302	$101	522,302
Private	$125	17,623	$125	17,623	$125	17,623
Total Revenues		$25,259,614		$24,560,237		$24,775,259
Expenses						
Operating	$409	$26,801,974	$328	$22,464,549	$327	$22,611,326
Capital	$14	911,656	$29	1,993,929	$30	2,070,054
Total Expenses	$423	$27,713,630	$357	$24,458,478	$357	$24,681,380
Net Income (Loss)		($2,454,016)		$101,759		$93,879
Patient Day - Residential Health Care		65,584		68,535		69,152
Utilization % - Residential Health Care		91.67%		95.80%		96.66%
Visits - Adult Day Health Care		5,296		5,296		5,296

**Current Year includes $3,660,056 in other income of which $3,531,160 is non-recurring, $3,102,213 in sold services and $428,947 in grants Income. Year One and Three continues with: Cafeteria, Gift Shop, Discounts, TV Rents, Transportation, and Miscellaneous income, totaling $128,896.*

The following is noted concerning the submitted operating budget:

- The Current Year reflects the facility's 2025 revenues and expenses.
- Medicaid Fee-For-Service revenue is based on the reimbursement methodology under the 2025 Nursing Home Medicaid Rate Sheet. Medicaid Manage Care is based on 95% of the 2025 Medicaid Fee-For-Service rate.
- Medicare, private, other, and respite per diems are based on the current payer rates experienced by the facility.
- Projected staffing decreases by seven Full-Time Equivalents positions (3.6 from management and supervision and 3.4 from clerical and administrative). It is expected that once the facility is operating independently these positions will not be necessary.
- Expenses are based on 2025 operating expenses, increased for inflation on most non-payroll items, and reflect the reduction of certain operating expenses, including a reduction in salaries, benefits, and administrative expenses. These expenses are forecasted to decline upon removal of the allocated costs from Hudson Health Systems, Inc. (sole member) to facility's programs. Once the facility is operating independently the slight decrease in Full-Time-Equivalents in management and supervision and clerical administration should not be necessary.

- The projected percentage of direct care staffing costs to projected facility revenues is 59.50% in year one and 58.98% in Year Three, exceeding the 40% requirement in Public Health Law §2828.
- The percentage of direct resident care costs to projected facility revenue is 72.04% in Year One and 71.69% in Year Three, exceeding the 70% requirement in Public Health Law §2828.
- The facility's projected profit percentage is forecasted to be 0.41% in Year One and 0.38% in Year Three, passing the 5% maximum outlined in Public Health Law §2828.
- Staffing ratio is 3.90 hours in Year One and 3.87 hours in Year Three, exceeding the required 3.5 hours of care per resident per day under 10 New York Codes, Rules, and Regulations §415.13

- The facility's projected utilization for Year One is 95.8% and by Year Three grows to 96.66%. It is noted that utilization for (2023-2025) averaged 90.89%.
- The applicant plans to improve occupancy by:
  - Marketing the facility to prospective residents, and communication and relationship building with area doctors and hospitals.
  - Investing in the facility and updating and beautifying resident rooms and dining areas.
- The forecasted increase in Medicare is based on the applicant's plan to leverage its network of referral sources to market the facility to residents in need of rehabilitation services. Also, the applicant will partner with local hospitals and physician groups to coordinate continuity of patient care.

Utilization by payor for Years One and Three after the change in ownership is summarized below:

Residential Health Care	Current Year		Year One		Year Three	
Payor						
Medicaid Fee-For-Service	46,164	70.39%	47,241	70.50%	47,667	68.93%
Medicaid Manage-Care	797	1.22%	833	0.97%	840	1.21%
Medicare Fee-For-Service	3,813	5.81%	4,985	7.27%	5,029	7.27%
Medicare Manager-Care	3,480	5.31%	3,637	5.08%	3,669	5.31%
Private Pay	11,330	17.27%	11,839	16.18%	11,947	17.28%
Total Residential Health Care	65,584	100%	68,535	100%	69,152	100%
Adult Day Health Care						
Payor						
Medicaid Fee-For-Service	5,155	97.34%	5,155	97.34%	5,155	97.34%
Private Pay	141	2.66%	141	2.66%	141	2.66%
Total Adult Day Health Care	5,296	100%	5,296	100%	5,296	100%

- The facility's new Medicaid admissions of 21.4% in 2023 and 13.0% in 2024 were above Washington County's 75% threshold rate of 19.1% for 2023, but below the 2024 threshold rate of 13.6%.
- The breakeven utilization for the Year One is projected at 99.85%.

Operational Transfer Agreement

The applicant submitted an executed Operational Transfer Agreement to acquire the operations associated with the residential health care facility, one respite bed and a 15-slot adult day health care program, which will become effective upon Public Health and Health Planning Council approval. The terms are summarized below:

Date:	December 9, 2025.
Transferor:	Fort Hudson Nursing Center, Inc.
Transferee:	Fort Edward Health and Rehabilitation, LLC
Asset Acquired:	Rights, title, and interest as of the closing date in furniture, equipment, vehicles, inventory, assumed contracts, intellectual property, phone numbers, books and records, transferable medical records and permits, goodwill, trust property, provider numbers and reimbursement agreements, and other tangible and intangible personal property used in operating the facility. Medicare and Medicaid provider agreements and third-party payor programs.
Excluded Assets:	Assets assigned to Transferor's affiliates. As of closing date: Cash and equivalents, licenses and permits not transferable, prepaid expenses, awarded grants, refunds, accounts receivable, leased copiers, claims, records not transferable, benefit plans, inter-company accounts, and names associated with transferor or its affiliates.
Assumption of Liabilities:	Section 2.4 on the closing date transferee shall assume the obligations and liabilities under the assumed contracts and the Medicaid, Medicare, and third party programs, only to the extent such obligations and liabilities relate solely to the period on or after the closing date, and are expressly identified as assumed liabilities in the Operational Transfer Agreement, and all right, title, and interest in and to, and all benefits under assumed contracts and agreements are validly assigned to and received by transferee at closing.
Excluded Liabilities:	Except for assumed liabilities, any liability before the closing date.
Purchase Price	Assumption of Certain Liabilities under Section 2.4 of this agreement.
Allocated Purchase Price	The parties to the transaction have allocated $1,000,000 to the purchase price for the operating assets of the facility. Although this amount is not specifically referenced in the Operational Transfer Agreement or other document, the parties have mutually agreed to this purchase price allocation.
Payment:	The assumption of certain liabilities determined at closing.

Bureau of Financial Analysis Attachment A is the net worth summary for the members of The Fort Nursing and Rehabilitation LLC, which reveals resources to cover the assumed liabilities estimated not to exceed $500,000 for certain union contracts and paid time off.

The applicant has submitted an original affidavit, which is acceptable to the Department, in which the applicant agrees, notwithstanding any agreement, arrangement, or understanding between the applicant and the transferor to the contrary, to be liable and responsible for any Medicaid overpayments made to the facility and surcharges, assessments or fees due from the transferor under Article 28 of the Public Health Law concerning the period before the applicant acquiring its interest, without releasing the transferor of its liability and responsibility. As of September 25, 2026, the facility had no outstanding Medicaid liabilities.

Purchase Agreement – Real Property

The applicant has submitted an executed Purchase Agreement for the sale and acquisition of real property. The terms are summarized below:

Date:	December 9, 2025.
Seller:	Fort Hudson Nursing Center, Inc.
Purchaser:	319 Broadway Property, LLC
Asset Transferred:	Real Property located at 319 Broadway, Fort Edward, New York, 12828, and excepting a contemplated transfer of non-Facility real property by seller to Fort Hudson Residences, Inc.
Purchase Price:	$10,000,000
Payment:	$ 100,000 credit from Seller for non-refundable deposit made by buyer 100,000 at signing 9,800,000 at closing $10,000,000
Allocated Purchase Price	Although the Purchase Agreement for the real estate shows a total purchase price of $10,000,000, the parties to the transaction have allocated $9,000,000 to the purchase price for the real estate of the facility. Although this amount is not specifically referenced in the Purchase Agreement for the real estate or other document, the parties have mutually agreed to this purchase price allocation. The purchase price for real estate will be paid in cash from the liquid resources of Avrohom Kohn (a member of the real property purchaser) 319 Broadway Property LLC

The purchase price of the real property is proposed to be satisfied as follows:

Equity - 319 Broadway Property, LLC member(s) $10,000,000

Avrohom Kohn (a member of 319 Broadway Property, LLC) has sufficient resources to fund the $10,000,000 equity payment as shown on Bureau of Financial Analysis Attachment A.2.

Lease Agreement

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

Dated:	February 23, 2026
Premises:	A 196-bed residential health care facility with a 15-slot adult day healthcare program, located at 319 Broadway, Fort Edward, New York 12828. (98,360 square feet).
Landlord:	319 Broadway Property, LLC
Lessee:	Fort Edward Health and Rehabilitation, LLC
Term:	Ten years, renewal two (2) ten-year terms
Rent:	First year basic rent is $1,250,000. ($12.72 per square. feet). ($17.43 per residential health care facility bed-day) Annual increase of 3%
Provisions:	Triple Net

The applicant attested that the lease arrangement is a non-arm's length agreement. There is business relationship with landlords' members. The applicant has provided two letters from New York State licensed realtors attesting to the reasonableness of the rental rate.

Capability and Feasibility

The real property purchase agreement is for $10,000,000 and will be funded by a member's equity. The members of the transaction have mutually agreed to allocate $1,000,000 to the operations purchase and $9,000,000 to the real property purchase. There are no project costs associated with this application.

The working capital requirement is estimated at $4,076,413 based on two months of first-year expenses, funded with member's equity. The proposed member's net worth summary reveals sufficient equity, as shown on Bureau of Financial Analysis Attachment A-1.

The budget projects a net income of $101,759 in the first year and $93,879 by the third year. The First-Year operating income is expected to increase by $2,831,783, which is offset by a $3,531,160 reduction in other income, which is considered as non-recurring for a net reduction of $699,377. Overall expenses are projected to decrease by $3,255,152 in the First Year, primarily from a $4,337,425 decrease in operating expenses offset by $1,082,273 increase in capital expenses (rent). The $4,337,425 reduction in operation expenses comes from $615,474 reduction in salaries; $1,342,103 reduction in benefits; $1,552,533 reduction in other direct expenses, which is the result of removing prior owners allocated cost and self-insuring parts of employee benefits; along with a $943,546 reduction in purchase services; and a $116,231 increase from various line items.

The Fort Nursing and Rehabilitation LLC's pro forma balance sheet shows the entity will start with $5,076,413 in member equity, as shown on Bureau of Financial Analysis Attachment B. The budget appears reasonable.

Bureau of Financial Analysis Attachment C, Fort Hudson Nursing Center, Inc's financial summary from 2023 through 2025, shows positive working capital, positive net assets, and net losses. Bureau of Financial Analysis Attachment D, Fort Hudson Health System, Inc. 2024 and 2025 Consolidated Financial Statement show positive working capital, positive net assets and losses from operations.

Conclusion

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

Attachments

Long-Term Care Ombudsman Program Attachment	Long-Term Care Ombudsman Program Recommendation
Bureau of Health Facility Planning Attachment	Map
Bureau of Financial Analysis Attachment A-1	The Fort Nursing and Rehabilitation LLC, member net worth
Bureau of Financial Analysis Attachment A-2	319 Broadway Property, LLC, member net worth
Bureau of Financial Analysis Attachment B	Pro Forma Balance Sheet, The Fort Nursing and Rehabilitation LLC
Bureau of Financial Analysis Attachment C	Financial Summary Fort Hudson Nursing Center, Inc 2023-2025
Bureau of Financial Analysis Attachment D	Fort Hudson Health System, Inc. 2024 and 2025 Consolidated Financial Statements
Bureau of Financial Analysis Attachment E	Organizational Chart, Operations and Real Property.

NEW YORK STATE OF OPPORTUNITY. Department of Health

Public Health and Health Planning Council

Project # 242074-E
Compassionate Care Of Central New York, Inc.

Program: **LHCSA**
Purpose: **Establishment**
County: **Broome**
Acknowledged: **August 28, 2024**

Executive Summary

Description
Compassionate Care of Central New York, Inc., an existing Licensed Home Care Services Agency located at 305 East Main Street, Endicott (Broome County), requests approval to transfer 100% ownership interest from one withdrawing shareholder to one new shareholder, Platinum Home Health Care Inc.

There will be no change to the Licensed Home Care Services Agency's licensed services or service area as a result of this application.

Office of Aging and Long-Term Care Recommendation
Approval

Need Summary
In accordance with 10 New York Codes, Rules, and Regulations §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
The total purchase price for the acquisition of the Licensed Home Care Services Agency is $650,000. The applicant intends to fund the projected operating costs during the first two months after licensure by utilizing existing financial resources from ongoing operations and current assets held by Platinum Home Health Care Inc.

In accordance with 10 New York Codes, Rules, and Regulations §765-1.2(b)(3), the applicant has submitted financial documents prepared by a Certified Public Accountant demonstrating the agency's financial feasibility.

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. [Bureau of Project Management]

Council Action Date

December 17, 2026

Program Analysis

Background

Compassionate Care of Central New York, Inc. requests approval to transfer 100% ownership interest from one withdrawing shareholder to one new shareholder, Platinum Home Health Care Inc.

This application does not propose any changes to the Licensed Home Care Services Agency's licensed services or service area.

Currently, there is a Department-approved management agreement between Compassionate Care of Central New York, Inc. and Platinum Home Health Care Inc. Upon approval of this application, the management agreement will terminate.

The current membership of Compassionate Care of Central New York, Inc. is Cindy Solomita.

The proposed shareholder of Compassionate Care of Central New York, Inc. is Platinum Home Health Care, Inc and the sole shareholder of Platinum Home Health Care, Inc. is PHHC Holding Company, Inc. The sole shareholder of PHHC Holding Company, Inc is Faigy Goldberger.

Compassionate Care of Central New York, Inc. will continue to serve the residents of the following counties:

- Broome
- Chenango
- Tioga
- Tompkins

Compassionate Care of Central New York, Inc. will continue to provide the following healthcare services:

- Home Health Aide
- Homemaker
- Nursing
- Personal Care
- Specialty – Traumatic Brain Injury (TBI)

Character and Competence Review

PHHC Holding Company, Inc., sole shareholder of Platinum Home Health Care Inc., is comprised of the following individuals:

Faigy Goldberger (100% Shareholder and Board Member)

Employment:

- President, United Staffing Solutions, (2011 - Present)

Affiliations:

- Platinum Home Health Care Inc., Licensed Home Care Services Agency, (2015 - Present)

Moshe (Moses) Freilich (Chief Executive Officer and Board Member)

Employment:

- Chief Executive Officer, Platinum Home Health Care Inc., Licensed Home Care Services Agency (April 2015 - Present)

Affiliations:

- Around-The-Clock Nursing Inc., Home Health & Home Care Agency, (Pennsylvania), (January 2024 – December 2025)
- Bennington Home Health Care, LLC, Home Health – PAS, (Texas), (January 2024 – Present)
- Vicki Roy Home Health Service, LP, Home Health – PAS, (Texas), (April 2025 – Present)
- Vicki Roy Home Health Care Inc., Certified Home Health, (Texas), (April 2025 – Present)

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

Facility Compliance/Enforcement

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

- Platinum Home Health Care Inc. was fined $22,000 pursuant to a Stipulation and Order HHC-25-011 for violations of 10 New York Codes, Rules, and Regulations §402.9(b)(1) Responsibilities of Home Care Services Entities, §766.1(a)(1-4) Patient Rights, §766.3(a) Plan of Care, §766.3(b) Plan of Care, §766.3(d) Plan of Care, §766.5(a) Clinical Supervision, §766.5(b)(1) Clinical Supervision, §766.6(a)(10) Patient Care Record, §766.9(a-b) Governing Authority and, §766.11(f)(i) Personnel on March 25, 2025.

The information provided by the Center for 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.

The State of Texas Health Department has submitted a Schedule 2D, Compliance Report Form for Bennington Home Health Care, LLC, located in San Marcos, Texas, and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The State of Texas Health Department has submitted a Schedule 2D, Compliance Report Form for Vicki Roy Home Health Service LP, located in Harlingen, Texas, and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

The State of Texas Health Department has submitted a Schedule 2D, Compliance Report Form for Vicki Roy Home Health Care Inc., located in Harlingen, Texas, and has confirmed that the agency is operational and is currently in compliance with all applicable codes, rules, and regulations; and is free of any enforcement or administrative actions.

In lieu of a Schedule 2D from the State of Pennsylvania Health Department for Around-The-Clock Nursing, Inc., located in Allentown, Pennsylvania, the applicant provided an attestation that the agency was in good standing, free of open enforcements, and underwent a voluntary closure, for which the agency is no longer operational as of December 2025.

Need Review

In accordance with 10 New York Codes, Rules, and Regulations §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

The total purchase price for the acquisition of the Licensed Home Care Services Agency is $650,000. The applicant intends to fund the projected operating costs during the first two months after licensure by utilizing existing financial resources from ongoing operations and current assets held by Platinum Home Health Care Inc.

In accordance with 10 New York Codes, Rules, and Regulations §765-1.2(b)(3), the applicant has submitted financial documents prepared by a Certified Public Accountant demonstrating the agency's financial feasibility.

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

Office of Aging and Long-Term Care Attachment A	Workforce Summary

NEW YORK STATE OF OPPORTUNITY. Department of Health

Public Health and Health Planning Council

Project # 242105-E
Hope Home Care, Inc.

Program: **LHCSA** ***County:*** **Richmond**
Purpose: **Establishment** ***Acknowledged:*** **August 28, 2024**

Executive Summary

Description
Hope Home Care, Inc., an existing Licensed Home Care Services Agency (LHCSA) located at 26 Dumont Avenue, Staten Island (Richmond), requests approval to transfer 76% ownership interest from one shareholder to three new shareholders.

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

Office of Aging and Long-Term Care Recommendation
Approval

Need Summary
In accordance with 10 New York Codes, Rules, and Regulations §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
The ownership interest will be transferred as a gift by Jean Alexander. The applicant intends to fund the projected operating costs during the first two months after licensure by utilizing existing financial resources from ongoing operations and current assets held by Hope Home Care, Inc.

In accordance with 10 New York Codes, Rules, and Regulations 765-1.2(b)(3), the applicant has submitted financial documents prepared by a Certified Public Accountant (CPA) demonstrating the agency's financial feasibility.

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. [Bureau of Project Management]

Council Action Date

December 17, 2026

Program Analysis

Background

Hope Home Care, Inc. is requesting approval to transfer 76% ownership interest from one shareholder to three new shareholders.

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

The current shareholder of Hope Home Care, Inc. is as follows:

- Jean V. Alexander (100%)

The proposed shareholders of Hope Home Care, Inc., will be as follows:

- Brent Alexander (52%)
- Jean V. Alexander (24%)
- Brent Alexander II (12%)
- Taliah Alexander (12%)

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

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

The applicant will continue to provide the following healthcare services:

- Nursing
- Home Health Aide
- Personal Care
- Therapy- Physical
- Therapy- Occupational
- Therapy- Respiratory
- Therapy- Speech-Language Pathology
- Medical Social Services
- Medical Supplies, Equipment & Appliances

Character and Competence Review

Hope Home Care, Inc. will be comprised of the following individuals:

Jean V. Alexander (24%)

- Previously approved by the Public Health and Health Planning Council.

Brent Alexander (52%)

Employment:

- Administrator, Hope Home Care, Inc. (July 1998 – Present)

Affiliations:
No offices held or ownership interests in other health facilities.

Brent Alexander II (12%)

Employment:

- Director of Staffing Service, Hope Home Care Inc. (September 2010 – Present)
- Residential Coordinator, Crossroads Unlimited Inc. (April 2018 – June 2024)

Affiliations:
No offices held or ownership interests in other health facilities.

Taliah Alexander (12%)

Employment:

- Administrator, Hope Home Care Inc. (June 2018 – Present)
- Council Member Aide, NYC Council (February 2023 – 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 Office of the Inspector General Exclusion List.

Facility Compliance/Enforcement

Not applicable, as there are no affiliated licensed healthcare agencies for the new shareholders.

Need Review

In accordance with 10 New York Codes, Rules, and Regulations §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

The ownership interest will be transferred as a gift by Jean Alexander. The applicant intends to fund the projected operating costs during the first two months after licensure by utilizing existing financial resources from ongoing operations and current assets held by Hope Home Care, Inc.

In accordance with 10 New York Codes, Rules, and Regulations 765-1.2(b)(3), the applicant has submitted financial documents prepared by a Certified Public Accountant (CPA) demonstrating the agency's financial feasibility.

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

Office of Aging and Long-Term Care Attachment A	Workforce Summary

NEW YORK STATE OF OPPORTUNITY. Department of Health

Public Health and Health Planning Council

Project # 242147-E
Elizabeth NYALF Operations LLC d/b/a Silver Springs at Binghamton Licensed Home Care Services Agency

Program: **LHCSA** ***County:*** **Broome**
Purpose: **Establishment** ***Acknowledged:*** **September 24, 2024**

Executive Summary

Description
Establish Elizabeth NYALF Operations LLC d/b/a Silver Springs at Binghamton Licensed Home Care Services Agency as the new operator of St. Louise Manor Licensed Home Health Care Agency, a Licensed Home Care Services Agency (LHCSA) currently operated by UMH NY Corp. at 861 Front Street, Binghamton (Broome). Upon approval, the new name will be Silver Springs at Binghamton Licensed Home Care Services Agency.

The Licensed Home Care Services Agency is associated with the Adult Home/Assisted Living Program (ALP), St Louise Manor.

The applicant is proposing to add Therapy – Physical, Therapy – Occupational, Therapy - Speech Language Pathology, Medical Social Services, Nutrition, Homemaker, and Housekeeper services to the license.

Office of Aging and Long-Term Care Recommendation
Approval

Need Summary
In accordance with 10 New York Codes, Rules, and Regulations §765-1.16(c)(3), this application is exempt from Public Need review as the agency is only serving patients associated with the Assisted Living Program, 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
The purchase of the Licensed Home Care Services Agency was a part of a transaction that included a Residential Health Care Facility and Assisted Living Program. Please refer to the financial review of Certificate of Need 251255 Elizabeth Church Manor Nursing Home for additional financial information related to the overall transaction.

In accordance with 10 New York Codes, Rules, and Regulations 765-1.2(b)(3) the applicant has submitted financial documents prepared by a Certified Public Accountant (CPA) demonstrating financial feasibility of the agency.

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 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. [Bureau of Project Management]

Council Action Date

December 17, 2026

Program Analysis

Background

Establish Elizabeth NYALF Operations LLC d/b/a Silver Springs at Binghamton Licensed Home Care Services Agency as the new operator of St. Louise Manor Licensed Home Health Care Agency.

The current membership of UMH NY Corp. d/b/a St. Louise Manor Licensed Home Health Care Agency is as follows:

- Non-Profit Board of Directors (100%)

The proposed membership of Elizabeth NYALF Operations LLC d/b/a Silver Springs at Binghamton Licensed Home Care Services Agency will be as follows:

- Aaron Friedman (51%)
- Michael Goldman (49%)

The applicant will continue to serve the residents of the associated Assisted Living Program, St. Louise Manor, from an office located at 861 Front Street, Binghamton, NY 13905 (Broome County).

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

- Home Health Aide
- Nursing
- Personal Care

The applicant proposes adding the following health care services:

- Therapy - Physical
- Therapy - Occupational
- Therapy - Speech Language Pathology
- Medical Social Services
- Nutrition
- Homemaker
- Housekeeper

Character and Competence Review

Elizabeth NY ALF Operations d/b/a Silver Springs at Binghamton Licensed Home Care Services Agency is comprised of the following individuals:

Aaron (Arie) Friedman (51%)

Employment

- Managing Principal, Comprehensive Care Capital (December 2015 – Present)
- Vice President, Rosedev Group (September 2011 – Present)

Affiliations

Out-of-State Nursing Homes

- Sharpview Residence and Rehabilitation Center (TX) (December 2021 – Present)
- Hunterdon Care Center, LLC (NJ) (November 2013 - Present)
- Churchman Village (DE) (April 2020 – October 2024)
- Breakwater Village (DE) (April 2020 – October 2024)
- Parkview Nursing (DE) (April 2020 – October 2024)
- Giddings Residence and Rehabilitation Center (TX) (October 2013- November 2022)
- Floresville Residence and Rehabilitation Center (TX) (October 2013 – November 2022)
- The Lev at San Antonio (TX) (October 2013 – September 2020)
- Oaks at Berkshire (TX) (October 2013 – November 2022)
- Stockdale Residence and Rehabilitation Center (TX) (October 2013 – November 2022)*

- Montrose Bay Health and Rehabilitation Center (AL) (March 2018 – December 2019)
- Cedar Crest Health and Rehabilitation (AL) (March 2018 – December 2019)
- Warren Manor Rehabilitation and Nursing Center (AL) (March 2018 – December 2019)
- Fairview Rehabilitation and Nursing Center (AL) (March 2018 – December 2019)
- Willow Trace Nursing Center (AL) (March 2018 – December 2019)
- Woodley Manor Health and Rehabilitation (AL) (March 2018 – December 2019)
- Paradigm at Bently Gardens (CT) (August 2013 – July 2019)
- Paradigm Healthcare Center of Waterbury (CT) (August 2013 – July 2019)
- Paradigm Healthcare Center of Torrington (CT) (August 2013 – July 2019)
- Paradigm Healthcare Center of New Haven (CT) (August 2013 – July 2019)
- Summer Brook Health Care Center (FL) (December 2019 – February 2022)

**Stockadale Residence and Rehabilitation Center closed in 3/2021 due to a relocation of residents during a 2/2021 storm.*

Out-of-State Supportive Living Facilities (SLF)*

- Grand Regency of South Shore (IL) (January 2016 – Present)
- Grand Regency of Jackson Park (IL) (January 2016 – Present)
- Grand Regency of Robbins (IL) (January 2016 – Present)
- Grand Regency of Rockford (IL) (January 2016 – Present)
- Victory Centre of Elk Grove (IL) (June 2023 – Present)
- Victory Centre of River Woods (IL) (June 2023 – Present)
- Victory Centre of Sierra Ridge (IL) (June 2023 – Present)
- Victory Centre of Bartlett (IL) (June 2023 – Present)
- Victory Centre of Michigan Avenue (IL) (June 2023 – Present)
- Victory Centre of Galewood (IL) (June 2023 – Present)
- Victory Centre of South Chicago (IL) (June 2023 – Present)
- Victory Centre of Vernon Hills (IL) (June 2023 – Present)

**Illinois developed the Supportive Living Program as an alternative to nursing home care for low-income older persons and persons with physical disabilities under Medicaid. The Department of Healthcare and Family Services has obtained a "waiver" to allow payment for services that are not routinely covered by Medicaid. These include personal care, homemaking, laundry, medication assistance, social and health activities, recreation, and 24-hour staff to meet residents' scheduled and unscheduled needs. The resident is responsible for paying the cost of room and board at the facility.*

Out-of-State Assisted Living Facilities

- The Gardens of Lake Alfred (FL) (July 2019 – Present)
- Maurice House (NJ) (April 2023 – Present)
- Banyan Place Boca (FL) (April 2022 – Present)
- Banyan Place Lantana (FL) (April 2022 – Present)

End-Dated Ownership for Out-of-State Assisted Living Facility

- Legacy Living at Arlington (TX) (December 2015 – November 2022)
- Meadow Mills (CT) (September 2014 – October 2022)

Michal (Michele) Goldman (49%)

Employment

- CEO, Solutions Healthcare Consulting (January 2016 – Present)

Affiliations

Out-of-State Nursing Homes

- The Lev at San Antonio (TX), RHCF (September 2020 – Present)
- Sharpview Residence and Rehabilitation Center (TX), RHCF (December 2021 – Present)
- The Lev at Town Park (TX), RHCF (October 2022 – Present)
- The Lev at Winchester (TX), RHCF (October 2022 – Present)

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

Facility Compliance/Enforcement

New Jersey

A review of the compliance history of Hunterdon Care Center reveals the following:

- The facility was assessed a federal Civil Money Penalty (CMP) of $13,000.00 on 02/16/2023 for failure to provide and implement an infection prevention and control program under F880 at a F level.
- The facility was assessed federal Civil Money Penalties of $650.00 on 06/21/2021 and $975.00 on 01/10/2022 for failure to report COVID data under F884 at a F level.
- The facility was cited on 10/27/2016 for the following harm level federal tags: F281 at a G level for failure to ensure services provided by the nursing facility meet professional standards of quality. F323 at a G level for failure to ensure that a nursing home area is free from accident hazards and provide adequate supervision to prevent avoidable accidents.
- The facility was assessed a federal Civil Money Penalty of $15,000.00 on 10/09/2020 for failure to ensure drugs and biologicals used in the facility are labeled in accordance with currently accepted professional principles; and all drugs and biologicals must be stored in locked compartments, separately locked, compartments for controlled drugs under F761 at an E level.

Delaware

A review of the compliance history of Parkview Nursing reveals the following:

- The facility was assessed a federal Civil Money Penalty of $38,920.00 on 03/01/2024 for failure to protect each resident from all types of abuse such as physical, mental, sexual abuse, physical punishment, and neglect by anybody under F600 at a J level.
- The facility was assessed a federal Civil Money Penalty of $650.00 on 03/15/2021 for failure to report COVID data under F884 at an F level.
- The facility was assessed a federal Civil Money Penalty of $3,250.00 on 12/11/2020 for failure to report COVID data under F884 at an F level.

A review of the compliance history of Breakwater Village reveals the following:

- The facility was assessed a federal Civil Money Penalty of $16,180.00 on 02/01/2023 for failure to ensure that pain management is provided to residents who require such services, consistent with professional standards of practice, the comprehensive person-centered care plan, and the residents' goals and preferences under F697 at a G level.

A review of the compliance history of Churchman Village reveals the following:

- The facility was assessed a federal Civil Money Penalty of $16,039.00 on 03/19/2024 for failure to ensure that a nursing home area is free from accident hazards and provides adequate supervision to prevent accidents under F689 at a G level.

Texas

A review of the compliance history of Sharpview Residence and Rehabilitation Center reveals the following:

- The facility was assessed a federal Civil Money Penalty of $8,431.00 on 07/29/2025 for failure to ensure that a resident who needs respiratory care, including tracheostomy care and tracheal suctioning, is provided such care, consistent with professional standards of practice, the comprehensive person-centered care plan, the residents' goals and preferences under F695 at a J level.
- The facility was assessed a federal Civil Money Penalty of $3,250.00 on 12/30/2021 for failure to provide and implement an infection prevention and control program under F880 at an E level.

A review of the compliance history of The Lev at Town Park reveals the following:

- The facility was assessed a federal Civil Money Penalty of $31,031.00 on 11/17/2025 The facility was cited for the following harm level federal tags: F580 for failure to Immediately tell the resident, the resident's doctor, and a family member of situations (injury/decline/room, etc.) that affect the resident. F684 for failure to provide appropriate treatment and care according to orders, resident's preferences and goals.
- The facility was cited on 04/11/2024 for the following harm level federal tags: F600 for failure to protect each resident from all types of abuse such as physical, mental, sexual abuse, physical punishment, and neglect by anybody.

A review of the compliance history of The Lev at Winchester reveals the following:

- The facility was assessed a federal Civil Money Penalty of $3,174.00 on 07/31/2023.
- The facility was assessed federal Civil Money Penalties of $1,075.00 on 07/31/2023, $1,613.00 on 08/07/2023, and $2,151.00 on 08/14/2023 for failure to report COVID data.
- The facility was assessed a federal Civil Money Penalty of $236,925.00 for the survey dated 02/15/2023. The facility was cited for the following harm level federal tags: F686 for failure to provide appropriate pressure ulcer care and prevent new ulcers from developing. F689 for failure to ensure that a nursing home area is free from accident hazards and provides adequate supervision to prevent accidents. F692 for failure to provide enough food/fluids to maintain a resident's health.

A review of the compliance history of Giddings Residence and Rehabilitation Center reveals the following:

- The facility was assessed a federal Civil Money Penalty of $27,937.00 on 08/30/2022 for multiple deficiencies, including the failure to immediately tell the resident, the resident's doctor, and a family member of situations (injury/decline/room, etc.) that affect the resident under F580, for failure to provide appropriate treatment and care according to orders, resident's preferences and goals under F684 and for failure to provide appropriate pressure ulcer care and prevent new ulcers from developing under F686. All deficiencies were at a J level (immediate jeopardy).
- The facility was assessed a federal Civil Money Penalty of $38,524.00 on 03/21/2022 for failure to develop and implement policies and procedures to prevent abuse, neglect, and theft under F607 at a J level (immediate jeopardy).
- The facility was assessed a federal Civil Money Penalty of $37,023.00 on 01/11/2022 for failure to provide appropriate pressure ulcer care and prevent new ulcers from developing under F686 at a J level (immediate jeopardy).

A review of the compliance history of Floresville Residence and Rehabilitation Center reveals the following:

- The facility was assessed a federal Civil Money Penalty of $81,950.00 for the survey dated 02/03/2021. The facility was cited for the following harm level federal tags: F880 for failure to provide and implement an infection prevention and control program.

A review of the compliance history of The Lev at San Antonio reveals the following:

- The facility was assessed a federal Civil Money Penalty of $174,496.00 for the survey dated 08/30/2024. The facility was cited for the following harm level federal tag: F684 for failure to provide appropriate treatment and care according to orders, resident's preferences and goals.
- The facility was assessed a federal Civil Money Penalty of $9,750.00 for the survey dated 05/06/2022. The facility was cited for the following harm level federal tag: F880 for failure to provide and implement an infection prevention and control program.
- The facility was assessed a federal Civil Money Penalty of $30,420.00 for the survey dated 05/06/2022. The facility was cited for the following harm level federal tags: F684 for failure to provide appropriate treatment and care according to orders, resident's preferences and goals. F770 for failure to provide or obtain laboratory services to meet the needs of its residents. The facility is responsible for the quality and timeliness of the services. F684 for failure to provide appropriate treatment and care according to orders, resident's preferences and goals.

- The facility was assessed a federal Civil Money Penalty of $9,750.00 for the survey dated 07/20/2021. The facility was cited for the following harm level federal tags: F684 for failure to provide appropriate treatment and care according to orders, resident's preferences and goals.
- The facility was assessed a federal Civil Money Penalty of $15,000.00 on 06/23/2021.
- The facility was assessed a federal Civil Money Penalty of $68,244.00 on 02/01/2021 for failure to provide appropriate treatment and care according to orders, resident's preferences and goals under F684 at a K level.

A review of the compliance history of Oaks at Berkshire reveals the following:

- The facility was assessed a federal Civil Money Penalty of $17,552.00 on 07/23/2019 for failure to provide appropriate treatment and care according to orders, resident's preferences and goals under F684 at a G level.
- The facility was cited for a harm level deficiency on 04/17/2019 for failure to protect each resident from all types of abuse such as physical, mental, sexual abuse, physical punishment, and neglect by anybody under F600 at a G level; failure to provide appropriate treatment and care according to orders, resident's preferences and goals under F684 at a G level; failure to ensure that a nursing home area is free from accident hazards and provides adequate supervision to prevent accidents under F689 at a G level; failure to ensure that nurses and nurse aides have the appropriate competencies to care for every resident in a way that maximizes each resident's wellbeing under F726 at G level; and failure to keep all essential equipment working safely under F908 at a G level. There is no known fine or Civil Money Penalty for this citation.
- The facility was assessed a federal Civil Money Penalty of $12,759.00 on 10/13/2016 The facility was cited for the following harm level federal tags: F223 for failure to protect each resident from all abuse, physical punishment, and involuntary separation from others. F323 for failure to ensure that a nursing home area is free from accident hazards and provide adequate supervision to prevent avoidable accidents.

A review of the compliance history of Stockdale Residence and Rehabilitation Center reveals no enforcements.

Alabama

A review of the compliance history of Montrose Bay Health and Rehabilitation Center reveals the following:

- The facility was cited on 08/23/2019 for the following harm level federal tags: F689 at a J level for failure to ensure that a nursing home area is free from accident hazards and provides adequate supervision to prevent accidents.

A review of the compliance history of Cedar Crest Health and Rehabilitation Center reveals no enforcements.

A review of the compliance history of Warren Manor Rehabilitation and Nursing Center reveals no enforcements.

A review of the compliance history of Fairview Rehabilitation and Nursing Center reveals no enforcements.

A review of the compliance history of Willow Trace Nursing Center reveals no enforcements.

A review of the compliance history of Woodley Manor Health and Rehabilitation reveals the following:

- The facility was assessed a federal Civil Money Penalty of $4,194.00 on 10/11/2018.

Florida
A review of the compliance history of Summer Brook Health Care Center reveals the following:

- The facility was assessed federal Civil Money Penalties of $655.00 on 04/26/2021, $983.00 on 05/03/2021, and $1,300.00 on 06/21/2021 for failure to report COVID data.
- The facility was assessed a federal Civil Money Penalty of $106,083.00 for the survey dated 08/06/2021. The facility was cited for the following harm level federal tags: F600 for failure to protect each resident from all types of abuse such as physical, mental, sexual abuse, physical punishment, and neglect by anybody. F835 for failure to Administer the facility in a manner that enables it to use its resources effectively and efficiently. F867 for failure to set up an ongoing quality assessment and assurance group to review quality deficiencies and develop corrective plans of action

Connecticut
A review of the compliance history of Paradigm at Bently Gardens reveals the following:

- The facility was assessed a federal Civil Money Penalty of $8,125.00 on 03/01/2018.
- The facility was assessed a federal Civil Money Penalty of $457.00 for the survey dated 12/20/2016. The facility was cited for the following harm level federal tags: F314 for failure to give residents proper treatment to prevent new bed (pressure) sores or heal existing bed sores. F327 for failure to give each resident enough fluids to keep them healthy and prevent dehydration.

A review of the compliance history of Paradigm Healthcare Center of Waterbury reveals no enforcements.

A review of the compliance history of Paradigm Healthcare Center of Torrington reveals the following:

- The facility was assessed a federal Civil Money Penalty of $8,125.00 on 07/20/2018.
- The facility was cited on 08/3/2017 for the following harm level federal tags: F323 at a G level for failure to ensure that a nursing home area is free from accident hazards and provide adequate supervision to prevent avoidable accidents.
- The facility was assessed a federal Civil Money Penalty of $6,500.00 on 07/12/2017.

A review of the compliance history of Paradigm Healthcare Center of New Haven reveals no enforcements.

Need Review

In accordance with 10 New York Codes, Rules, and Regulations §765-1.16(c)(3), this application is exempt from Public Need review as the agency is only serving patients associated with the Assisted Living Program, as attested to by the current operator.

Financial Review

The purchase of the Licensed Home Care Services Agency was a part of a transaction that included a Residential Health Care Facility and Assisted Living Program. Please refer to the financial review of Certificate of Need 251255 Elizabeth Church Manor Nursing Home for additional financial information related to the overall transaction.

In accordance with 10 New York Codes, Rules, and Regulations 765-1.2(b)(3) the applicant has submitted financial documents prepared by a Certified Public Accountant (CPA) demonstrating financial feasibility of the agency.

Workforce Review

The applicant's response regarding the recruitment and retention of the workforce was adequately addressed in their project narrative. Please refer to Attachment A for the agency's Workforce Summary.

Conclusion

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

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

Attachments

OALTC Attachment A	Workforce Summary

NEW YORK STATE OF OPPORTUNITY. Department of Health

Public Health and Health Planning Council

Project # 261079-B
Richmond Hill Ambulatory Surgery Center LLC

Program: **Diagnostic and Treatment Center** ***County:*** **Queens**
Purpose: **Establishment and Construction** ***Acknowledged:*** **March 2, 2026**

Executive Summary

Description
Richmond Hill Ambulatory Surgery Center LLC is seeking approval to establish and construct an Article 28, multi-specialty freestanding ambulatory surgery center in leased space at 101-24 Lefferts Boulevard, South Richmond Hill (Queens County). Richmond Hill Ambulatory Surgery Center will provide gastroenterology, vascular surgery, and podiatry services and have one (1) operating room and two (2) procedure rooms.

The proposed members of Richmond Hill Ambulatory Surgery Center are presented below:

Richmond Hill Ambulatory Surgery Center LLC	
Members:	%
Karthik Gujja, M.D.	72.0%
Prakash Krishnan, M.D.	19.0%
Shaik Ali, M.D.	9.0%
Total	100.0%

Karthik Gujja, M.D., who is board-certified in Internal Medicine, will serve as the Medical Director.

All proposed members will perform procedures at the Richmond Hill Ambulatory Surgery Center and are board-certified in their respective specialties.

A transfer and affiliation agreement has been signed with Mount Sinai Queens, 10.2 miles/21 minute away.

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

Need Summary
The applicant projects 2,285 visits representing 2,970 procedures in Year One and 2,354 visits representing 3,060 procedures in Year Three, with Medicaid at 26.7% and Charity Care at 2.0%.

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

Financial Summary
The total project cost of $3,615,550 will be met with proposed members' equity.

Budget:	Year One	Year Three
Revenues	$7,815,278	$8,049,737
Expenses	$7,759,792	$7,903,061
Net Income (Loss)	$55,486	$146,676

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

Recommendations

Health Systems Agency

There will be no Health Systems Agency 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 Certificate Of Need fees. [Bureau of Project Management]
2. Submission by the governing body of the ambulatory surgery center of an Organizational Mission Statement which identifies, at a minimum, the populations and communities to be served by Richmond Hill Ambulatory Surgery Center LLC, including underserved populations (such as racial and ethnic minorities, women and handicapped persons) and the Richmond Hill Ambulatory Surgery Center LLC's commitment to meet the health care needs of the community, including the provision of services to those in need regardless of ability to pay. The statement shall also include commitment to the development of policies and procedures to ensure that charity care is available to those who cannot afford to pay. [Bureau of Public Need Review]
3. Submission of a signed agreement with an outside, independent entity satisfactory to the Department to provide annual reports to Department of Health. 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. [Bureau of Public Need Review]
4. 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. [Architecture and Engineering Review]
5. 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. [Architecture and Engineering Review]

Approval conditional upon:

1. This project must be completed by **February 15, 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. [Bureau of Project Management]
2. Construction must start on or before **May 15, 2027**, and construction must be completed by **November 15, 2027**, presuming the New York State Department of Health 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. [Bureau of Project Management]
3. The submission of annual reports to the Department as prescribed by the related contingency, each year, for the duration of the limited life approval of the facility. [Bureau of Public Need Review]
4. The staff of the facility must be separate and distinct from the staff of other entities; the signage must clearly denote the facility is separate and distinct from other entities; the entities will operate at two separate times; there will be no overlap in hours; the clinical space must be used exclusively for the approved purpose; medical records will be separately maintained for reach entity and the entrance must not disrupt any other entity's clinical program space. [Certification and Surveillance - Hospital Services]
5. The applicant must ensure registration for and training of facility staff on the Department's Health Commerce System (HCS). The Health Commerce System 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 Health Commerce System Access Form at the following link to begin the process to enroll for Health Commerce System 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 [Certification and Surveillance - Hospital Services]
6. The submission of Final Construction Documents, as described in the Bureau of Architecture and Engineering Review's Drawing Submission Guidelines DSG-05, is required prior to the applicant's start of construction. [Architecture and Engineering Review]

Council Action Date
December 17, 2026

Need Analysis

Project Description

Richmond Hill Ambulatory Surgery Center is seeking approval to establish and construct a multi-specialty freestanding ambulatory surgery center at 101-24 Lefferts Boulevard, South Richmond Hill, New York 11419 in Queens County. Three existing private, office-based surgical practices will be converted into an Article 28 freestanding ambulatory surgery center specializing in gastroenterology, vascular (minimally invasive lower extremity vascular procedures), and podiatry. The Richmond Hill Ambulatory Surgery Center LLC will have one (1) operating room and two (2) procedure rooms.

Background & Analysis

The primary service area for the Richmond Hill Ambulatory Surgery Center LLC is Queens County. The proposed Richmond Hill Ambulatory Surgery Center LLC address is within a Health Professional Shortage Area for Primary Care. The population of Queens County is estimated to increase to 2,575,100 by 2031 per projection data from the Cornell Program on Applied Demographics, an increase of 10.8%. Demographics for Queens County are noted below, including a comparison with New York State.

Demographics	Queens County	New York State
Total Population – 2024 Estimate	2,323,052	19,852,366
Hispanic or Latino (of any race)	28.5%	19.8%
White (non-Hispanic)	22.5%	52.8%
Black or African American (non-Hispanic)	16.3%	13.4%
Asian (non-Hispanic)	26.3%	9.0%
Other (non-Hispanic)	6.4%	5.0%

Source: 2024 American Community Survey (5-year Estimates Data Profiles)

According to the applicant, the aged 45 and over population is more likely to utilize the Richmond Hill Ambulatory Surgery Center LLC's service. The population cohort aged 45 to 75 years old was 37.0% of the total population in Queens County in 2024. By 2031, Cornell Program on Applied Demographics estimates the 45 to 75 years and over cohort will be 34.9% of the total population, a decline of 2.0%. This cohort is important as the current colorectal screening guidelines from the Centers for Disease Control, and the American Cancer Society recommend that adults aged 45 to 75 years old be screened for colorectal cancer.

In 2024, 91.8% of the population of Queens County had health coverage as follows:

Employer Plans	39.9%
Medicaid	28.0%
Medicare	11.2%
Non-Group Plans	12.4%
Military or VA	0.273%

Source: Data USA

The table below shows the number of patient procedures for relevant facilities providing ambulatory surgery services in Queens County for 2022 through 2025.

Ambulatory Surgery Service within 3.5-mile Radius of the Applicant					
Facility Name	**Type**	**Patient Procedures**			
		2022	**2023**	**2024**	**2025**
Jamaica Hospital Medical Center	Hospital	5,369	5,889	5,803	6,481
Long Island Jewish Forest Hills	Hospital	6,068	6,325	6,156	6,542
Queens Hospital Center	Hospital	5,292	7,170	7,707	7,210
EMU Health	Ambulatory Surgery Center	2,913	3,827	3,301	4,316
CitiMed Surgery Center	Ambulatory Surgery Center	4,744	4,534	4,033	4,673
Medex Diagnostic and Treatment Center	Ambulatory Surgery Center	89[1]	3,318	7,136	8,296
Queens Boulevard Ambulatory Surgery Center, LLC	Ambulatory Surgery Center	10,370	11,145	10,852	9,749
Total Procedures		**34,845**	**42,208**	**44,988**	**47,267**

Source: Health Facilities Information System & Statewide Planning and Research Cooperative System
[1]Facility started performing ambulatory surgery services in June 2022.

All the facilities listed above provide multi-specialty services except for Queens Boulevard Ambulatory Surgery Center, which provides single-specialty gastroenterology service. The Department recently approved Hillside Polymedic Diagnostic and Treatment Center (Certificate of Need 252166), an existing facility requesting to add ambulatory surgery services and other medical specialties to their current services which include primary care, dental and podiatry. Hillside Polymedic Diagnostic and Treatment Center is approximately 5.6 miles and 25-minute drive from the applicant. In addition, the New York State Department of Health is currently reviewing Certificate of Need 262049 Cross Island Ambulatory Surgery Center requesting to provide multi-specialty ambulatory surgery services in pain management, oculoplastic surgery and orthopedics, approximately 7.4 miles and 17-minute drive from the applicant.

The projected number of visits is 2,285, representing 2,970 procedures in Year One and 2,354 visits representing 3,060 procedures in Year Three with Medicaid at approximately 26.7% and Charity Care at 2.0%. The projected visits are based on the existing caseloads of each participating physician's private practices and reside in the area, except for one physician, who currently performs cases at an ambulatory surgery center. There will be no cases that come from the local hospitals. The primary goal of the project is to convert existing private practices into the regulatory environment of an Article 28 freestanding ambulatory surgery center. Upon execution of payor contracts for the new Richmond Hill Ambulatory Surgery Center LLC, the participating physicians will close their office-based procedural clinics and centralize care within the new Richmond Hill Ambulatory Surgery Center LLC. The physicians will also seek privileges at Mount Sinai Queens.

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

	Year One		**Year Three**	
Payor	**Volume**	**%**	**Volume**	**%**
Commercial Fee for Service	426	14.3%	439	14.3%
Commercial Managed Care	589	19.8%	607	19.8%
Medicare Fee for Service	371	12.5%	382	12.5%
Medicare Managed Care	513	17.3%	528	17.3%
Medicaid Fee for Service	333	11.2%	343	11.2%
Medicaid Managed Care	461	15.5%	475	15.5%
Charity Care	60	2.0%	62	2.0%
All Other (Workers' Compensation, No Fault, Government)	217	7.3%	224	7.3%

Source: Applicant

The Richmond Hill Ambulatory Surgery Center LLC expects to contract with these Medicaid Managed Care plans: Fidelis; Healthfirst; HealthPlus Amerigroup; Metroplus; and United Healthcare Community. Moreover, the Richmond Hill Ambulatory Surgery Center LLC will also reach out to local hospitals and other healthcare providers such as Federally Qualified Health Centers like Medisys Richmond Hill and Joseph P. Addabbo Family Health Center, to bring in additional Charity Care and Medicaid patient referrals and provide services to the under-insured in their service area. The Richmond Hill Ambulatory Surgery Center LLC will develop a financial assistance policy with a sliding fee scale to be utilized when the Richmond Hill Ambulatory Surgery Center LLC is operational.

Conclusion

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

Program Analysis

Project Proposal

Proposed Operator	Richmond Hill Ambulatory Surgery Center LLC
Site Address	101-24 Lefferts Boulevard, South Richmond Hill, Queens, NY 11419
Specialties	Ambulatory Surgery- Multi-Specialty (Gastroenterology, Vascular, and Podiatry)
Hours of Operation	Monday through Friday, 7:00 a.m. to 3:00 p.m. As the Richmond Hill Ambulatory Surgery Center LLC matures, it is expected that an expanded operating schedule will be maintained to accommodate the needs of both patients and physicians. Weekend and/or evening procedures will be made available, if needed, to accommodate patient scheduling issues.
Operating Rooms	1
Procedure Rooms	2
Staffing (1st Year / 3rd Year)	18.0 Full-Time Equivalents / 18.0 Full-Time Equivalents
Medical Director(s)	Karthik Gujja, M.D.
Emergency, In-Patient and Backup Support Services Agreement and Distance	Mount Sinai Queens 10.2 miles / 21 minutes

The proposed members of the Richmond Hill Ambulatory Surgery Center LLC are Karthik Gujja, M.D. (72.0%); Prakash Krishnan, M.D. (19.0%); and Shaik Ali, M.D. (9.0%). Dr. Gujja will be the Medical Director of the Richmond Hill Ambulatory Surgery Center LLC.

The three (3) physician members (Dr. Gujja, Dr. Krishnan and Dr. Ali) and two (2) additional physicians, Joseph Tarantino, D.P.M. and Gulam Khan, M.D., have all committed to perform cases at the Richmond Hill Ambulatory Surgery Center LLC. Each physician currently performs procedures at his private, office-based surgical practice, with the exception of Dr. Khan.

The applicant anticipates performing 2,970 procedures at the Richmond Hill Ambulatory Surgery Center LLC in the first year, increasing to 3,060 by the third year. Upon execution of payor contracts for the Richmond Hill Ambulatory Surgery Center LLC, the participating physicians will close their three (3) office-based procedural suites to centralize care within the new Article 28 facility. This shift ensures procedures will be performed under the stringent regulatory and accreditation standards required of an Ambulatory Surgery Center, providing a higher level of patient safety and quality assurance compared to traditional office settings.

The table below shows the projected 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	7.0	7.0
Registered Nurses	4.0	4.0
Clerical and Other Administrative	3.0	3.0
Other (Building Services)	2.0	2.0
Totals	**18.0**	**18.0**

Character and Competence:

Karthik Gujja, M.D, will be the Medical Director of the Richmond Hill Ambulatory Surgery Center LLC, as well as have ownership in the Richmond Hill Ambulatory Surgery Center LLC. Dr. Gujja has been the Director of Cardiac and Endovascular Services at Long Island Heart & Vascular Specialist since 2019. Dr. Gujja has also been the Director of the Endovascular Program at Mount Sinai South Nassau since July 2014. Dr. Gujja graduated from M Rampure Medical College, Gulbarga University Medical College in 2003, and from Florida International University with a Master of Public Health. Dr. Gujja completed an internal medicine residency at Long Island Community Hospital in 2009, followed by three fellowships at Beth Israel Medical Center in Cardiovascular disease, Interventional Cardiology, and Endovascular Structural Fellowship in 2014. Dr. Gujja is board certified in Interventional Cardiology and Cardiovascular Disease.

Prakash Krishnan, M.D. has been an Interventional Cardiologist and Director of Endovascular Services at the Zena & Michael A. Wiener Cardiovascular Institute and Marie-Josée and Henry Kravis Center for Cardiovascular Health at The Mount Sinai Hospital since 2004 and is also a Professor of Medicine & Radiology at Icahn School of Medicine at Mount Sinai and an Assistant Director of the Mount Sinai Heart Network**.** Dr. Krishnan graduated from Fordham University with a bachelor's degree in 1991 and from Rajah Muthiah Medical College with a Bachelor of Medicine, Bachelor of Surgery degree in 1997. Dr. Krishnan completed a residency in Internal Medicine at St. Vincent's Catholic Medical Center of Richmond in 2000 followed by a fellowship in Cardiology in 2003 at the Ochsner Clinic Foundation and a fellowship in Interventional Cardiology at Mount Sinai Medical Center in 2004. Dr. Krishnan is board certified in Interventional Cardiology.

The following active case was disclosed by the applicant:

- *DAIS, JOHN vs. KRISHNAN, M.D, PRAKASH et al/Bronx Supreme Court/ 30981/2020E/ Tort-Medical, Dental, or Podiatric Malpractice.* Per the applicant, the plaintiff alleges medical malpractice following an endovascular procedure. Dr. Krishnan's involvement was limited to an initial consultation. Legal counsel maintains that Dr. Krishnan, at all times, met the standard of care, and legal counsel expects to file for a dismissal of the action against Dr. Krishnan upon the completion of discovery.

Shaik Ali, M.D. is the owner and President of Associated Cardiology Consultant PC, a private practice since 1998. Dr. Ali graduated from Rangaraya Medical College with a Bachelor of Medicine, Bachelor of Surgery degree in 1986, and completed an internal medicine residency at Bronx Lebanon Hospital Center, Albert Einstein College of Medicine, in 1993. Dr. Ali also completed a fellowship in cardiology at the Center in 1997. Dr. Ali is board certified in cardiovascular disease.

The following active case was disclosed by the applicant:

- *Marajh, Dhavendeo vs. Associated Cardiology Consultants, P.C., Ali, Dr. Shaik M/Queens Supreme Court/ 717346/2024/Tort-Othe.* Per the applicant, this matter was resolved and discontinued pursuant to a confidential stipulation of settlement dated June 17, 2025.

Integration with Community Resources

In keeping with the New York State Department of Health's health home and managed care goals for Queens County and elsewhere, Richmond Hill Ambulatory Surgery Center plans to work closely with its patients to educate them regarding the availability of primary care services offered by local providers, including the broad array of outpatient primary care services offered by Mount Sinai Queens, which will be Richmond Hill Ambulatory Surgery Center's back-up hospital for the provision of backup and emergency services.

An appropriate method and system for maintaining medical records will be initiated in conformance with applicable requirements. This will include the assurance of confidentiality of patients' records. In addition, the system will provide 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, Richmond Hill Ambulatory Surgery Center will have a high-quality management information system on-site and has allocated funds for data processing/accounting budget. The data will include all items required by the New York State Department of Health for each patient's visit to Richmond Hill Ambulatory Surgery Center and will be submitted within 30 days of the end of each calendar quarter in a format prescribed by the Department of Health.

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

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

Conclusion

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

Financial Analysis

Total Project Cost and Financing

The total project cost for renovations and movable equipment is estimated at $3,615,550 and is distributed as follows:

Renovation & Demolition	$1,705,719
Design Contingency	170,572
Construction Contingency	170,572
Planning Consultant Fees	88,139
Architect/Engineering Fees	133,782
Other Fees	25,000
Movable Equipment	1,300,000
Application Fee	2,000
Additional Processing Fee	19,766
Total Project Cost	$3,615,550

The total project cost of $3,615,550 will be met with proposed members' equity.

Operating Budget

The applicant has submitted an operating budget, in 2026 dollars, for Years One and Three, summarized below:

	Year One		Year Three	
	Per Visit	Total	Per Visit	Total
Revenues:				
Commercial Fee-for-Service	$3,475.14	$1,480,409	$3,473.40	$1,524,822
Commercial Managed Care	$2,780.11	1,637,485	$2,778.60	1,686,609
Medicare Fee-for-Service	$3,606.76	1,338,108	$3,607.99	1,378,251
Medicare Managed Care	$2,885.41	1,480,215	$2,887.54	1,524,622
Medicaid Fee-for-Service	$1,954.87	650,972	$1,954.81	670,501
Medicaid Managed Care	$1,563.90	720,958	$1,563.34	742,857
All Other	$2,337.01	507,131	$2,326.80	522,203
Total Revenue		$7,815,278		$8,049,737
Expenses:				
Operating	$2,451.13	$7,279,856	$2,425.86	$7,423,125
Capital	161.60	479,936	156.84	479,936
Total	$2,612.73	$7,759,792	$2,582.70	$7,903,061
Net Income / (Loss)		$55,486		$146,676
Total Procedures		2,970		3,060
Cost per Procedure		$2,612.73		$2,582.70

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

Payor:	Year One	Year Three
Commercial Fee-for-Service	14.34%	14.35%
Commercial Managed Care	19.83%	19.84%
Medicare Fee-for-Service	12.50%	12.48%
Medicare Managed Care	17.27%	17.25%
Medicaid Fee-for-Service	11.21%	11.21%
Medicaid Managed Care	15.52%	15.52%
Charity Care	2.02%	2.03%
All Other	7.31%	7.32%
Total	100.00%	100.00%

The following is noted with respect to the submitted budget:

- The number and mix of staff, expenses, and revenue are based on the experience of the proposed physicians in providing surgical services and anticipated demand.
- Utilization and payor mix are based on the proposed physicians' experience in providing surgical services and on current contracts from the participating physicians' office-based procedural practices. Utilization assumptions are supported by volume letters from the participating physicians.
- The increase in utilization between Years One and Year Three is based conservatively on the current caseload of the participating physicians.
- Projected Medicare and Medicaid rates are based on the applicant's review of national and New York State published rates, and the applicant's members' experience providing the services.
    - Projected Year 1 reimbursement rates were determined by specialty and payor source based on the applicant's members' historical reimbursement experience and anticipated reimbursement for the Gastroenterology, Podiatry, and Vascular Surgery (minimally invasive lower extremity vascular procedures) services.
    - Year Three rates were calculated by applying an approximate 3% annual inflationary adjustment to the Year One rates.
- Commercial rates are based on a conservative blended average of the estimated rates that the facility expects it will receive in its anticipated contract with payors.
- All Other revenue is comprised of No Fault, Workers Comp, and Government payors.
- Total revenue in Years One and Year Three was adjusted to exclude $46,917 and $48,480 in estimated charity care.

The applicant indicated they are committed to serving underinsured populations and all persons in need without regard to the patient's ability to pay or the source of payment. Richmond Hill Ambulatory Surgery Center developed and will use policies and procedures for serving the uninsured and people without ability to pay.

Facilities Use Agreement

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

Date:	March 1, 2027, Effective Date
Prime Space:	Approximately 8,000 square feet located at 101-24 Lefferts Boulevard, Richmond Hill, New York, 11419
Licensor:	101-24 Multispecialty Plaza, LLC
Licensee:	Richmond Hill Ambulatory Surgery Center, LLC
Term:	10-year term and shall automatically renew thereafter for additional one (1) year unless terminated sooner.
License Fee:	$201,600 per year ($16,800 monthly)
Provisions:	The Licensor shall be responsible for repairing and maintaining the prime space. Licensee shall be entitled to receive all utility, janitorial, and other reasonable standard services without additional fees. The licensee is responsible for insurance.

The applicant submitted an affidavit stating that the facilities use agreement between the licensor and the licensee is a non-arm's length arrangement. The applicant has submitted letters from two New York State licensed realtors attesting to the reasonableness of the per square footage rental.

Capability and Feasibility

The total project cost of $3,615,550 will be funded with proposed members' equity. Working capital requirements are estimated at $1,317,177 based on two months of third year expenses and will be funded with proposed members' equity. Bureau of Financial Analysis Attachment A, Proposed Members' Personal Net Worth Statement, indicates sufficient resources overall to fund the equity requirements.

The submitted budget projects a net income of $55,486 and $146,676 during Years One and Year Three of operations, respectively. Revenue growth is projected in utilization between Years One and Year Three and is based conservatively on the current caseload of the participating physicians. The budget appears reasonable.

Bureau of Financial Analysis Attachment D, Pro-Forma Balance Sheet for Richmond Hill Ambulatory Surgery Center LLC, shows the operation will have $4,932,727 in members' equity as of the first day of operations.

Conclusion

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

Attachments

Bureau of Health Facility Planning Attachment	Map
Bureau of Financial Analysis Attachment A	Net Worth Statement of Proposed Member of Richmond Ambulatory Surgery Center
Bureau of Financial Analysis Attachment B	Organization Chart
Bureau of Financial Analysis Attachment C	Pro-Forma Balance Sheet

Public Health and Health Planning Council

Project # 262049-B
Cross Island ASC LLC

Program: **Diagnostic and Treatment Center** ***County:*** **Queens**
Purpose: **Establishment and Construction** ***Acknowledged:*** **August 12, 2026**

Executive Summary

Description
Cross Island ASC LLC, an existing New York limited liability company, requests approval to establish and construct an Article 28 multi-specialty Freestanding Ambulatory Surgery Center in leased space at One Cross Island Plaza, also known as 133-33 Brookville Boulevard, in Rosedale (Queens County). The proposed center will specialize in pain management, orthopedic and oculoplastic cases.

Cross Island ASC LLC will include three (3) operating rooms, one (1) procedure room, reception/waiting area, and support infrastructure to accommodate the procedure rooms' activity and staff.

The members of Cross Island ASC LLC are Mark Gladstein, M.D. (50%) and Irene Gladstein, M.D. (50%). Mark Gladstein, M.D., Board-Certified in Anesthesiology, will serve as Medical Director.

The applicant has a pending Transfer and Affiliation Agreement with Mercy Medical Center for back-up and emergency services.

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

Need Summary
The applicant projects 2,750 procedures in Year One and 3,954 procedures in Year Three, with Medicaid at 6.4% and Charity Care at 1.8%.

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

Financial Summary
The total project cost of $6,230,602 will be funded with $1,255,891 in proposed members' equity, a $3,765,894 construction loan at 8.06% interest and 7-year term, and a $1,208,817 equipment loan with a 9.06% interest rate and 10-year term.

Budget:	Year One	Year Three
Revenues	$3,809,082	$5,475,555
Expenses	$4,120,084	5,078,159
Net Income / (Loss)	($311,002)	$ 397,396

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. [Bureau of Project Management]
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. [Bureau of Architectural and Engineering Review]
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. [Bureau of Architectural and Engineering Review]
4. Submission of an executed construction loan document acceptable to the Department of Health. [Bureau of Financial Analysis]
5. Submission of an executed equipment loan document acceptable to the Department of Health. [Bureau of Financial Analysis]
6. Submission of an executed transfer and affiliation agreement, acceptable to the Department, with a local acute care hospital. [Certification and Surveillance – Hospital Services]
7. 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. [Bureau of Public Need Review]
8. 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. b. Data displaying the breakdown of visits by payor source;
    c. c. Data displaying the number of patients who needed follow-up care in a hospital within seven days after ambulatory surgery;
    d. d. Data displaying the number of emergency transfers to a hospital;
    e. e. Data displaying the percentage of charity care provided;
    f. f. The number of nosocomial infections recorded during the year reported;
    g. g. A list of all efforts made to secure charity cases; and
    h. h. A description of the progress of contract negotiations with Medicaid managed care plans. [Bureau of Public Need Review]

Approval conditional upon:

1. This project must be completed by **August 1, 2028**, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [Bureau of Project Management]

2. Construction must start on or before **July 1, 2027**, and construction must be completed by **May 1, 2028**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [Bureau of Project Management]
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. [Bureau of Architectural and Engineering Review]
4. 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. [Certification and Surveillance – Hospital Services]
5. The applicant must ensure registration for and training of facility staff on the Department's Health Commerce System. The Health Commerce System 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 Health Commerce System Access Form at the following link to begin the process to enroll for Health Commerce System 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. [Certification and Surveillance – Hospital Services]
6. The submission of annual reports to the Department as prescribed by the related contingency, each year, for the duration of the limited life approval of the facility. [Bureau of Public Need Review]

Council Action Date
December 17, 2026

Need Analysis

Project Description

Cross Island ASC, LLC is seeking approval to establish and construct a multi-specialty freestanding ambulatory surgery center at One Cross Island Plaza, 133-33 Brookville Road, Rosedale, New York 11422 in Queens County. Cross Island ASC, LLC will be specializing in orthopedics, oculoplastic surgery, and pain management. Cross Island ASC, LLC will have three (3) operating rooms and one (1) procedure room.

Background & Analysis

The primary service area for this project is Queens County. The proposed facility address is within a Health Professional Shortage Area for Primary Care. The population of Queens County is estimated to increase to 2,575,100 by 2031 per projection data from the Cornell Program on Applied Demographics, an increase of 10.8%. Demographics for Queens County are noted below, including a comparison with New York State.

Demographics	Queens County	New York State
Total Population – 2024 Estimate	2,323,052	19,852,366
Hispanic or Latino (of any race)	28.5%	19.8%
White (non-Hispanic)	22.5%	52.8%
Black or African American (non-Hispanic)	16.3%	13.4%
Asian (non-Hispanic)	26.3%	9.0%
Other (non-Hispanic)	6.4%	5.0%

Source: 2024 American Community Survey (5-year Estimates Data Profiles)

In 2024, 91.8% of the population of Queens County had health coverage as follows.

Employer Plans	39.9%
Medicaid	28.0%
Medicare	11.2%
Non-Group Plans	12.4%
Military or VA	0.273%

Source: Data USA

The table below shows the number of patient procedures for relevant facilities providing ambulatory surgery services in Queens County for 2022 through 2025.

Ambulatory Surgery Services within 7.6-mile Radius of the Applicant					
Facility Name	Type	Patient Procedures			
		2022	2023	2024	2025
Long Island Jewish Valley Stream	Hospital	3,349	2,544	2,778	2,840
St John's Episcopal Hospital So Shore	Hospital	1,500	1,578	1,734	1,708
Mercy Hospital	Hospital	9,491	10,433	10,888	11,584
Long Island Jewish Medical Center	Hospital	12,309	13,182	13,782	14,856
Jamaica Hospital Medical Center	Hospital	5,375	5,891	5,841	6,514
CitiMed Surgery Center	Ambulatory Surgery Center	4,744	4,534	4,033	4,673
Lynbrook Surgery Center	Ambulatory Surgery Center	5,689	6,436	5,794	5,988
Total Procedures		**42,457**	**44,598**	**44,850**	**48,163**

Source: Health Facilities Information System; Statewide Planning and Research Cooperative System

All the facilities listed above provide multi-specialty services. In addition, the Department is currently reviewing Certificate of Need 261079 Richmond Hill ASC requesting to provide multi-specialty ambulatory surgery services in gastroenterology, vascular (minimally invasive lower extremity vascular procedures), and podiatry, approximately 7.4 miles and 17-minute drive from the applicant.

The projected number of procedures is 2,750 in Year One and 3,954 in Year Three with Medicaid at approximately 6.4% and Charity Care at 1.8%. The applicant reports procedure and visits numbers being equal. The projected volumes are based on the actual experience of the proposed operator and participating surgeons who will be performing procedures at the proposed facility. Most of these cases originate from a physician's private practice and none of these cases came from hospital-based settings. The primary goal of the project is to offer an alternative location providing a cost-effective option and convenient scheduling to patients who do not desire or require having their procedures done in a hospital setting. However, cases that need to be performed in the hospitals would continue to be performed in the hospitals where the surgeons are currently providing services.

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

	Year One		Year Three	
Payor	**Volume**	**%**	**Volume**	**%**
Commercial Fee for Service	150	5.46%	216	5.46%
Commercial Managed Care	175	6.36%	252	6.37%
Medicare Managed Care	325	11.82%	467	11.82%
Medicaid Fee for Service	175	6.36%	252	6.37%
Private Pay	50	1.82%	72	1.82%
Charity Care	50	1.82%	72	1.82%
All Other (Workers' Compensation, No Fault)	1,825	66.36%	2,623	66.34%

Source: Applicant

The higher Workers' Compensation/No Fault utilization is based on the utilization of the physicians who will be performing procedures at the proposed facility. The facility will initially operate 5 days a week, Monday through Friday, 8:00 AM to 6:00 PM. The hours can be expanded to meet address additional procedures as needed. The Center expects to contract with Medicaid Managed Care plans such as: Affinity by Molina Healthcare; Anthem Blue Cross and Blue Shield HP; Fidelis Care; Health First PHSP; MetroPlus Health Plan and United Healthcare Community Plan. Moreover, the Center will also conduct outreach to the local hospitals, Federally Qualified Health Care centers and other local healthcare providers as well as participate in local health care events to ensure the community is aware of the proposed new services. The Center will develop a policy to provide charity care and financial assistance with a sliding fee scale to be utilized when the Center is operational and to promote access regardless of an individual's ability to pay

Conclusion

Approval of this project will provide enhanced access to high-quality ambulatory surgery services in an outpatient setting for the residents of Queens County.

Program Analysis

Project Proposal

Proposed Operator	Cross Island ASC LLC
To Be Known As	Cross Island Ambulatory Surgery Center
Site Address	One Cross Island Plaza 133-33 Brookville Blvd, Rosedale, NY 11422 (Queens County)
Specialties	Ambulatory Surgery - Multi Specialty
Hours of Operation	Monday through Friday, 8:00 a.m. to 6:00 p.m.
Staffing (1st Year / 3rd Year)	10.20 Full-Time Equivalents / 13.70 Full-Time Equivalents
Medical Director	Dr. Mark Gladstei
Transfer Agreement and Distance	**PENDING:** Mercy Medical Center 7.2 miles away / 12 minutes away
Nearest Hospital	Mercy Medical Center 1000 North Village Avenue Rockville Centre, NY 11571 7.21 miles away / 12 minutes away

Two physicians, Dr. Arden Kaisman and Dr. Jeffrey Guttman, have committed to perform surgeries at Cross Island ASC. Dr. Kaisman specializes in Anesthesiology and Pain Management and has privileges at North Queens Surgical Center, All City Family Health Center Ambulatory Surgery Center, Triborough Ambulatory Surgery Center and at Syosset Ambulatory Surgery Center. Dr. Guttman is an Orthopedic surgeon and has privileges at Plainview Hospital and at Mercy Hospital. High acuity surgical cases generated by the practice will be referred to Mercy Medical Center.

After Cross Island ASC is established, participating physicians will continue to be on call and will see patients at hospitals they are currently affiliated with. The surgeons will also continue to perform inpatient and ambulatory procedures that are more appropriately performed in a hospital setting.

Cross Island ASC will seek accreditation from either the Joint Commission on Accreditation of Healthcare Organizations, the Accreditation Association for Ambulatory Health Care or from the American Association for the Accreditation of Ambulatory Surgery Facilities, Inc. within two years of becoming operational.

The proposed Ambulatory Surgery Center will be on the ground floor of an existing 9,060 square-foot vacant commercial building with renovations to construct three operating rooms, one procedure room, six pre-operative bays, and eight post-operative bays. Scope of work will involve modifying the existing electric, fire alarm, and plumbing systems. A new Heating, Ventilation, and Air Conditioning system will also be installed.

Cross Island ASC will be open Monday through Friday from 8:00 am to 6:00 pm.

Cross Island ASC intends to utilize an electronic medical record platform to incorporate into overall policy and procedures for assurance that all aspects are properly referenced and compliance to all laws and regulations are strictly adhered to.

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

Position	Year One	Year Three
Management and Supervision	1.00	1.00
Technician & Specialist (Surgical Tech, Rad Tech, Central Sterile Tech)	1.00	2.50
Registered Nurses	3.00	5.00
PGY Physician	0.20	0.20
Infection Control, Environment & Food Service	2.00	2.00
Clerical and Other Administrative	1.00	1.00
Central Sterile Technician	1.00	1.00
Materials Manager	1.00	0.00
Totals	10.20	13.70

Doctor Mark Gladstein, a board-certified Anesthesiologist who specializes in pain management, will serve as the Medical Director and perform Orthopedic procedures at the center.

Character and Competency

Dr. Mark Gladstein received prior New State Department of Health approval in 2020 for Triborough ASC LLC located in the Bronx which specialized services in Anesthesiology, Interventional Pain Medicine, Orthopedics and General Surgery; owns Metropolitan Medical & Surgical P.C. located in Brooklyn specializing in pain management and Anesthesiology since 2021; owns Avanguard Medical Group, PLLC ("Avanguard") located in Brooklyn since 2006; owns Pain Medicine of New York located in Manhattan; and was a partner with Top Lab located in Milburn, New Jersey from 2017 to 2024.

These affiliated businesses focus on orthopedic and pain management medical practices serving patients of Long Island and from northern New Jersey.

The following lawsuits were disclosed:

The applicant stated “as a result of noted legal actions, the parties, in certain circumstances, opted for arbitration, to resolve the matter, and as a result, the question was answered yes. At no time was Dr. Gladstein subject to a Corporate Integrity Agreement of alternative dispute resolution. Litigation matters involving Mark Gladstein, MD, Avanguard Medical Group, PLLC, Metropolitan Medical and Surgical P.C. three (3) cases initiated against these entities and in each scenario the plaintiffs dismissed the cases in entirety or substantially.”

- 21st Century Insurance Company v. Mark Gladstein, M.D., Avanguard Medical Group, P.L.L.C., Metropolitan Medical and Surgical P.C., John Does 1-10 and ABC Corporations 1-10.
    - *RESOLUTION - case settled on or about March 13, 2018, absolving Dr. Gladstein, Avanguard and Metropolitan of wrongdoing.*

- United States Automobile Association et al v. Avanguard Medical Group, P.L.L.C., Dr. Mark Gladstein.
    - *RESOLUTION - case settled which determined that AVANGUARD, was entitled to reimbursement of facility fees, as a separate and distinct service provided.*

- Country-Wide Insurance Company v. Metropolitan Medical and Surgical P.C., Avanguard Medical Group, P.L.L.C., Dr. Mark Gladstein. 2016 - Malpractice.
    - *RESOLUTION – case settled for $850,000 paid on behalf of Mark Gladstein, MD.*

- Unitrin Safeguard Insurance Company as Plaintiff v AMA Supply, Inc., Big Apple Medical Group Corp., Bronx Medical Health Provider, PC, Care Touch PT, PC, Goal Physical Therapy, PC, Gotham Medicine, PC, Iron Bound MRI, Kim Stanley-Sangwook, DO, PC, KMR Medical Care, PC, Mark Gladstein, MD, New Generation Acupuncture, Pro Recovery Services, Inc., Sharx Corp., You First Pharmacy, Inc., Christina Clark, Julio Pagan, and Michael Vazquez as defendants. 2022 - Personal injury no fault
    - *RESOLUTION - Unitrin Safeguard Insurance received a default judgement against defendants, declaring that Unitrin Safeguard Insurance was not responsible for reimbursement to Mark Gladstein, MD.*

The applicant also stated, "There were a series of civil actions commenced by various insurance companies against Advanced Comprehensive Laboratory LLC d/b/a TopLab, whereas Mark Gladstein, MD, and in some scenarios a related entity, Metropolitan PC was a defendant". The following are the known cases:

- State Farm Mutual Automobile Insurance Company and State Farm Fire and Casualty Company vs Advanced Comprehensive Laboratory LLC d/b/a TopLab, Metropolitan PC and Mark Gladstein, MD
    - R*ESOLUTION - Case settled between Mark Gladstein, MD & State Farm where conclusion resulted in general release and no payment to/from either party. Case settled between Metropolitan PC and State Farm, where State Farm as Plaintiff agreed to confidential monetary settlement in favor of Metropolitan PC.*

- Liberty Mutual vs Advanced Comprehensive Laboratory LLC d/b/a TopLab and Mark Gladstein, MD
    - *RESOLUTION - Case settled where Liberty Mutual as Plaintiff agreed to confidential monetary settlement in favor of TopLab. Mark Gladstein, MD was released from matter.*

- USAA vs Advanced Comprehensive Laboratory LLC d/b/a TopLab and Mark Gladstein, MD
    - *RESOLUTION - Case settled where USAA as Plaintiff agreed to confidential monetary settlement in favor of TopLab. Mark Gladstein, MD, was released from the matter.*

- American Transit Insurance Company vs Advanced Comprehensive Laboratory, All Best Trading Inc, All Body Healing Supplies LLC, Aron Rovner Md, PLLC, Azcare Inc., Big Apple Med Equipment Inc., Central Supplies Of Ny Corp, County Line Pharmacy, Custom Rx Pharmacy LLC, Dynamic Surgery Center LLC, Elmwood Park Medical Group Pc, Frank Sauchelli, Healthplus Surgery Center, LLC, Iconic Wellness Surgical Services LLC, Long Island Ny Acupuncture P.C., Metro Pain Specialists, P.C., Miisuppl Y, LLC, Molnar Medical Services Pc, New York Presbyterian Ambulance, Optimum Health Chiropractic PLLC, Premier Anesthesia Associates Pa, Primavera Acupuncture P.C., Primavera Physical Therapy, P.C., Rapid Imaging Corp, Saddle Brook Mua, LLC, Shore Parkway Chiropractic Pc, Spruce Medical & Diagnostic P.C, Wellness Physical Therapy Rehabilitation PLLC, Westchester Radiology & Imaging PC
    - *RESOLUTION - Decision and order was issued on January 14, 2021, with default judgement in favor of American Transit Insurance declaring there are no No-Fault benefits for claims for a non-party under an insurance policy.*

Dr. Irene Gladstein is a board-certified Ophthalmologist who specializes in Ocuplastic surgery, and practices cosmetic and aesthetic medicine clinics. Dr. Gladstein currently practices in two New York clinics, which are in Brooklyn and in Gramercy Park, and one clinic located in Naples, Florida. Dr. Gladstein's specializes in regenerative aesthetic medicine. Her medical training involves traditional oculoplasty which includes eyelid surgery and traumatic eye injury repairs. Currently, Dr. Gladstein focuses on the field of aesthetic medicine (facial fat transfers, liposuction, injectables and brow lifts) and functional and regenerative wellness.

Dr. Gladstein received a Doctor of Medicine degree from the New York University Grossman School of Medicine located in New York City in 2002; received a Bachelor of Arts degree from the New York University in 1997; completed residencies at the NYU Langone Health & Manhattan Eye, Ear & Throat Hospital located in New York City; and completed a fellowship at Saint Barnabas Medical Center located in Livingston, New Jersey.

Dr. Irene Gladstein disclosed that she is a partner in the following companies: Project Glammers, an aesthetic and longevity practice located in New York City and in Naples, Florida since 2021; and has been a board member of Triborough Ambulatory Surgery Center since 2020. Dr. Gladstein has privileges at New York Community Hospital located in Brooklyn, New York.

The following lawsuit was disclosed:

- In September 2008, a malpractice lawsuit was filed against Irene Gladstein MD PC by an employee who developed granulomas following an injury sustained in 2008. The case was settled in the amount of $35,000

Integration with Community Resources:

All patients undergoing procedures at the Center will be required to have an established primary care physician or provider prior to scheduling elective surgery. The Center will initiate community outreach and marketing plan with Mercy Medical Center and Medisys Health Network to discuss a collaborative/networking relationship to address the under-served population that these hospitals serve.

Cross Island ASC will seek to establish new contacts throughout the community with the implementation of regular health education programs as well as through referrals from local Medicaid managed care plan offices. The Center will coordinate efforts with existing nursing homes in the area to address and offer access to patients in the nursing homes requiring ambulatory surgery. Post-operative care protocols will include discharge planning that reinforces the patient's connection to their primary care provider or referring specialist, ensuring continuity of care following any ambulatory surgical procedure performed at the Center.

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

Conclusion

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

Financial Analysis

Total Project Cost and Financing

The total project cost for renovations and movable equipment is estimated at $6,230,602, broken down as follows:

Renovation & Demolition	$3,696,480
Design Contingency	$92,412
Construction Contingency	$277,236
Architect/Engineering Fees	$178,500
Other Fees	$153,000
Movable Equipment	$1,208,817
Interim Interest Expense	$588,087
Application Fee	$2,000
Additional Processing Fee	$34,070
Total Project Cost	$6,230,602

The financing for this project will be as follows.

Members' Equity	$1,255,891
Construction loan: with interest rate based on a 5-year U.S. Treasury Constant Maturity yield plus 300 basis points (estimated at 8.06%) and a 7-year term	$3,765,894
Equipment loan: with interest rate based on a 10-year U.S. Treasury Constant Maturity plus 400 basis points (estimated at 9.06%) and a 10-year term	$1,208,817
Total	$6,230,602

JP Morgan Chase Bank has provided a letter of interest for both bank loans. Bureau of Financial Analysis Attachment A shows sufficient resources to meet the equity requirement.

Operating Budget

The applicant has submitted an operating budget, in 2026 dollars, for Years One and Year Three, summarized below:

	Year One		Year Three	
	Per Procedure	Total	Per Procedure	Total
Revenues				
Commercial Fee-for-Service	$1,552.48	$232,872	$1,549.79	$334,754
Commercial Managed Care	$1,368.72	$239,526	$1,366.34	$344,318
Medicare Managed Care	$990.86	$322,029	$991.25	$462,916
Medicaid Fee-for-Service	$ 912.48	$159,684	$ 910.89	$229,545
Private Pay	$1,171.02	$58,551	$1,168.99	$84,167
All Other	$1,596.84	$2,914,227	$1,597.10	$4,189,202
Less: Bad Debt		($117,807)		($169,347)
Total Revenue		$3,809,082		$ 5,475,555
Expenses				
Operating	$865.22	$2,379,366	$829.69	$ 3,280,608
Capital	$632.99	$1,740,718	$454.62	$1,797,551
Total	$1,498.21	$4,120,084	$1,284.31	$ 5,078,159
Net Income / (Loss)		($311,002)		$397,396
Total Procedures		$2,750		$3,954
Cost per Procedure		$1,498.21		$1,284.31

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

Payor:	Year One	Year Three
Commercial Fee-for-Service	5.46%	5.46%
Commercial Managed Care	6.36%	6.37%
Medicare Managed Care	11.82%	11.82%
Medicaid Fee-for-Service	6.36%	6.37%
Private Pay	1.82%	1.82%
Charity Care	1.82%	1.82%
All Other	66.36%	66.34%
Total	100.00%	100.00%

The following is noted with respect to the submitted budget:

- The number and mix of staff were determined by the experience of the operator at their existing ambulatory surgery center, expected ramp up in operations, and case complexity.
- Revenues and operating expenses are based on ambulatory surgery centers of similar size. This also includes the experience of the proposed operator at a related ambulatory surgery center as well as a review of publicly available cost reports.
- The net loss in Year One is due to the initial ramp up phase of operations.
- Commercial Fee for Service rates are calculated using a 1.25 multiplier applied to the July 2026 Medicare fee schedule, with a reduced rate for the Managed Care component.
- Medicaid rates are based on the July 2026 Medicare fee schedule and applicable Current Procedural Terminology codes for reimbursement.
- Workers' Compensation and No-Fault rates are calculated using a 1.50 multiplier of the July 2026 Medicare fee schedule.
- Utilization is based on the current caseload of the physicians who've committed to perform cases at the Center. A majority of the cases performed will be handled by Pain Management and Orthopedic specialists, with the majority being Workers' Compensation and no-fault cases.
- All Other revenue includes Workers Compensation and No Fault.

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 Center developed a financial assistance policy with a sliding fee scale to be utilized when the Center is operational.

Lease Agreement

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

Date	May 18, 2026
Premises	One Cross Island Plaza, Rosedale, New York also known as 133-33 Brookville Boulevard, Rosedale, New York
Landlord	Cross Island Plaza LLC
Tenant	Cross Island ASC LLC
Term	Twenty (20) years with the option to extend the term for two (2) five (5) year periods.
Rental	Base rent for the total leased space is $480,000 per year ($40,000 per month) for the 1st year. Rent will increase by 2% of the base rent for years 2 - 20. The Renewal Term shall be the then fair market value of the premises as determined by the Landlord. Thereafter, the fixed rent during the renewal term shall increase by 2% over the prior year's rent. Upon lease signing, the tenant shall deposit $200,000 with the landlord as a security deposit and the first month's rent. Upon commencement, the tenant shall deposit an additional $160,000 towards the security deposit.
Provisions	Tenant is responsible for taxes, insurance, utilities and maintenance

The applicant has submitted an affidavit stating the lease between the property owner and the lessee is an arm's length arrangement. The applicant has submitted letters from two (2) New York State licensed realtors attesting to the reasonableness of the per square footage rental.

Capability and Feasibility

The total project cost of $6,230,602 will be met with $1,255,891 in equity from the proposed members, a $3,765,894 construction loan with an interest rate based on the 5-year U.S. Treasury Constant Maturity plus 300 basis points (estimated at 8.06%) and a 7-year term, and a $1,208,817 equipment loan with an interest rate based on the 10-year U.S. Treasury Constant Maturity plus 400 basis points (estimated at 9.06%) and a 10-year term. JP Morgan Chase Bank has provided both letters of interest.

Working capital requirements are estimated at $846,360, based on two months of third-year expenses and will be funded through members' equity. Bureau of Financial Analysis Attachment A, Proposed Members' Personal Net Worth Statement, which indicates sufficient resources overall to fund the equity requirements.

The submitted budget projects a net loss of ($311,002) and a net income of $397,396 during Years One and Year Three of operations, respectively. The proposed members provided a letter indicating willingness to cover the projected Year One operating loss. The budget appears reasonable.

Bureau of Financial Analysis Attachment C, Pro-Forma Balance Sheet for Cross Island ASC LLC, shows the operation will start with $3,622,070 in members' equity.

Conclusion

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

Attachments

Bureau of Health Facility Planning Attachment	Map
Bureau of Financial Analysis Attachment A	Net Worth Statement of Proposed Members of Cross Island ASC LLC
Bureau of Financial Analysis Attachment B	Cross Island ASC LLC Organizational Chart and list of Members
Bureau of Financial Analysis Attachment C	Pro-Forma Balance Sheet

Public Health and Health Planning Council

Project # 251176-B
International D&TC, LLC

Program: **DTC** ***County:*** **Queens**
Purpose: **Establishment and Construction** ***Acknowledged:*** **April 25, 2025**

Executive Summary

Description
International D&TC LLC is seeking approval to establish and construct an Article 28 Diagnostic and Treatment Center at 105-31 65th Road, Forest Hills, NY in Queens County. Services provided will include Medical Services – Primary Care, Medical Services – Other Medical Specialties, Audiology O/P, Podiatry O/P, Therapy Occupational O/P, Therapy Physical O/P, and Therapy – Speech Language O/P.

The proposed members of International D&TC LLC are Irina Elnatanova (50%) and Karina Elnatanova (50%).

Bhavani Mahankali, MD will serve as the Medical Director. International D&TC LLC has a pending transfer and affiliation agreement with Long Island Jewish Forest Hills Hospital, 0.3 miles/2-minute travel time away.

OPCHSM Recommendation
Contingent Approval

Need Summary
The applicant projects 7,423 visits in Year One and 9,600 visits in Year Three, with 52% Medicaid and 2% Charity Care in Year One and Year Three of operations.

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

Financial Summary
The total project cost of $1,819,019 will be funded with $234,019 in members' equity and a $1,585,000 loan with an interest rate of 8% over a 10-year term.

Budget:	Year One	Year Three
Revenues	$1,306,287	$1,689,164
Expenses	$1,295,319	$1,464,056
Excess Revenues	$10,968	$225,108

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 Health Systems Agency 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. [Bureau of Project Management]
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. [Architecture and Engineering Review]
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. [Architecture and Engineering Review]
4. Submission of an executed transfer and affiliation agreement, acceptable to the Department, with a local acute care hospital. [Certification and Surveillance - Hospital Services]
5. Submission of an executed loan agreement, acceptable to the Department. [Bureau of Financial Analysis and Review]

Approval conditional upon:

1. This project must be completed by **April 1, 2028**, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [Bureau of Project Management]
2. Construction must start on or before **July 1, 2027**, and construction must be completed by **January 1, 2028**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [Bureau of Project Management]
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. [Architecture and Engineering Review]
4. 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. [Certification and Surveillance - Hospital Services]

Council Action Date

December 17, 2026

Need Analysis

Project Description

International D&TC, LLC is submitting this application to construct an Article 28 Diagnostic and Treatment Center at 105-31 65th Road, Forest Hills (Queens County), New York 11375. International D&TC, LLC will be certified for: Medical Services – Primary Care, Medical Services – Other Medical Specialties, Audiology O/P, Podiatry O/P, Therapy Occupational O/P, Therapy Physical O/P, and Therapy – Speech Language O/P.

Background and Analysis

The Primary Service Area for International D&TC, LLC will be within the Queens Community District 6 – Forest Hills & Rego Park. International D&TC, LLC will be within Zip Code 11375, Forest Hills in Queens County. The facility site location is not in a Health Professional Shortage Area or Medically Underserved Area/ Population. The population of Queens County is projected to increase to 2,575,100 by 2031, based on the Cornell Program of Applied Demographics estimates an increase of 10.8%. Demographics for the primary service area are noted below, including a comparison with the county and New York State.

Demographics	Zip Code – 11375	Queens Community District – 6	Queens County	New York State
Total Population-2024 Estimate	76,839	123,365	2,323,052	19,852,366
Hispanic or Latino (of any race)	17.4%	19.0%	28.1%	19.8%
White (non-Hispanic)	44.6%	41.1%	23.2%	52.8%
Black or African American (non-Hispanic)	3.3%	3.8%	16.3%	13.4%
Asian(non-Hispanic)	28.4%	29.2%	25.9%	9.0%
Other (non-Hispanic)	6.3%	6.9%	6.6%	5.0%

Source: American Community Survey (2024 5-year Estimates Data Profiles)

Based on information provided by the applicant, beyond the high Asian population, there is diversity among the white community, a variety of ethnic groups including Italian, Irish, German, Russian, Polish, English, Greek, French, Hungarian, and Ukrainian with language and culture barriers. They also plan to serve all ages, however, will focus on the needs of the increasing older aged community. The table below provides population estimates of individuals 65 years old and older in Queens County and New York State.

	Queens County Age Group 65-84	Queens County Age Group 85+	New York State Age Group 65-84	New York State Age Group 85+
Estimated 2024 Population	362,508	51,030	3,108,608	445,420
Population Projection by 2031	452,921	71,287	3,749,085	638,383
Percent Change	+24.9%	+39.7%	+20.6%	+43.3%

Source: 2024 American Community Survey (5-Year Estimates) and Cornell Program on Applied Demographics

In 2024, 96.1% of the population of Queens Community District – 6 – Forest Hills & Rego Park and 91.8% population of Queens County had health coverage as follows:

Health Plan	Queens Community District – 6	Queens County
Employer plans	52.5%	39.9%
Medicaid	16.5%	28.0%
Medicare	12.8%	11.2%
Non-group plans	14.2%	12.4%
Military or VA plans	0.133%	0.273%

Source: Data USA

In 2024, the population within the service area had health coverage as follows:

Health Coverage	Zip Code – 11375	Queens Community District – 6
Medicare coverage alone	5.9%	6.7%
Medicaid/means-tested coverage alone	10.5%	11.6%

Source: 2024: ACS 5-Year US Census Data Estimates, Table S2704

The projected payor mix includes:

Applicant Projected Payor Mix		
Payor	**Year One**	**Year Three**
Commercial	14%	14%
Medicare	30%	30%
Medicaid	52%	52%
Private Pay	2%	2%
Charity Care	2%	2%

Source: Applicant

The applicant projects 7,423 visits in Year One and 9,600 visits in Year Three of operations.

According to the applicant, the payor mix was determined by considering the unmet needs of mid-Queens immigrant communities and Medicaid reliance as well as the growing elderly population in the area, many of whom are dually eligible for Medicare and Medicaid. Planned referrals from community-based organizations, senior centers, and social services are expected to contribute to a high Medicaid volume.

Prevention Quality Indicators 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 Preventative Quality Indicator rates for 2025 related to this application, indicating that the zip code where the facility will be situated in the service area, as well as rates for Queens County and New York State.

PQI Name	Zip Code 11375	Queens County	New York State
Diabetes Short-Term Complications	2	6	7
Diabetes Long-Term Complications	5	13	13
Chronic Obstructive Pulmonary Disease or Asthma	8	20	25
Hypertension	16	11	8
Heart Failure	24	34	39
Community-Acquired Pneumonia	7	8	12
Uncontrolled Diabetes	4	6	5
Urinary Tract Infection	15	13	13
Prevention Quality Overall Composite	81	105	115

Source: New York State Department of Health, Data Hub
Rates are per 10,000 and are crude rates

Harmony FH, LLC submitted a letter of opposition dated 7/17/2025 to the Department regarding the proximity between the two centers (Harmony and International), raising concerns about geographic saturation, potential service overlap, and the long-term sustainability of both facilities. Harmony FH, LLC (CON 241178) was recently approved as a new diagnostic and treatment center providing primary care, other medical specialties, and podiatry, within walking distance of the applicant (0.1 mile/ 3-minute walk).

Additionally, Hillside Polymedic Diagnostic and Treatment Center (Certificate Of Need 25216), an existing diagnostic and treatment center, was recently approved to add ambulatory surgery services and other medical specialties to their current services which include primary care, dental, and podiatry. This facility is approximately 5.1 miles and 16-minute driving distance from the applicant.

Conclusion

Approval of this project will allow International D&TC, LLC to carry out its efforts to serve the residents of Queens Community District – 6 and provide additional health services in Forest Hills & Rego Park, within Queens County.

Program Analysis

Project Proposal

Proposed Operator	International D&TC, LLC
Site Address	105-31 65 Rd, Forest Hills, NY 11375 (Queens County)
Specialties	Medical Services- Primary Care Medical Services- Other Medical Specialties Therapy- Physical O/P Therapy - Occupational O/P Therapy - Speech Language Pathology O/P Audiology - O/P Podiatry O/P
Hours of Operation	Monday through Friday from 8:00 am through 8:00 pm; Saturday 10:00 am to 5:00 pm. Hours will be adjusted as needed to better reflect the needs of the community.
Staffing (1st Year / 3rd Year)	6.42 Full -Time Equivalents / 7.89 Full -Time Equivalents
Medical Director(s)	Bhavani Mahankali, M.D.
Emergency, In-Patient and Backup Support Services Agreement and Distance	Expected to be provided by: Long Island Jewish Forest Hills, 0.3 miles away, 2 minutes travel time

The proposed program will provide services to all ages and is part of a plan to create a program to address the particular needs of the increasing older community in the target area, as well as Queens County, through the creation – in a separate application – of an Assistive Living program co-located on the same site. With the establishment of Article 28 Diagnostic and Treatment Center, International D&TC seeks to reduce preventable admissions for residents in the community, prevent illness and disease, and provide early diagnosis and treatment to better enhance the well-being of those in the target area and neighboring communities

Irina Elnatanova (50.00%) and Karina Elnatanova (50.00%) are the proposed operators. They have been providing home care services in the community for over 11 years in their Licensed Home Care Services Agency (LHCSA). Bhavani Mahankali, MD will serve as the Medical Director.

Bhavani Mahankali, M.D., will be the medical director of the facility. Dr. Mahankali specializes in Nephrology and Hypertension, working as an Attending Physician at Wyckoff Heights Medical Center since 2006 and as a Medical Director for Newtown Dialysis Center from 2007-2024, a Medical Director for Astoria Dialysis Center since 2016, and the Medical Director of Wyckoff Heights Department of Nephrology since 2019. Dr. Mahankali has also been the Medical Director for Springfield Dialysis Center since 2025. Dr. Mahankali graduated from Rangaraya Medical College Andhra University with a Bachelor of Medicine, Bachelor of Surgery in 1992 and completed an Internship & Residency in Internal Medicine at Long Island College Hospital in 2000. In 2002, Dr. Mahankali completed a Fellowship in Nephrology and Hypertension at Long Island College Hospital and is board certified in Nephrology and Internal Medicine.

Dr. Mahankali disclosed the following lawsuit:

- MILLER, SYREETA vs. THIBODEAU, RACHEL et. al./ Kings Supreme Court/523138/2020/Tort-Medical, Dental, or Podiatric Malpractice per the applicant, this case involved a 63-year-old female who developed bowel perforation after undergoing bariatric surgery. The patient died six days after the second surgery to repair the bowel perforation. Defendant was consulted when the patient developed acute renal failure.

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

Position	Year One	Year Three
Management and Supervision	0.75	0.75
Aides, Orderlies & Attendants	1.0	1.5
Physicians	2.04	2.36
Nurse Practitioners	0.23	0.26
Social Workers and Psychologist	0.12	0.13
Physical Therapists and PT Assistants	0.23	0.26
Occupational Therapists and OT Assistants	0.23	0.26
Speech Therapists and Speech Assistants	0.23	0.26
Clerical & Other Administrative	1.50	2.00
Audiologist	0.09	0.11
Totals	**6.42**	**7.89**

Membership Structure:

Member	Percent of Ownership
Irina Elnatanova	50%
Karina Elnatanova	50%
Total	**100%**

Character and Competence

Irina Elnatanova has been the Program Director of International Home Care Services of NY, LLC since 2013, previously working in marketing for 1st Choice Home Care Services in 2010. Irina graduated from Tashkent University with a bachelor's degree in 1990, from the University of Vienna with a bachelor's degree in 1992, and from St. John's University with a bachelor's degree in 1998.

Karina Elnatanova has been the Administrator of International Home Care Services of NY, LLC since 2013. Prior to this, Karina was the Manager of Elina Consulting CO. from 2008 to 2012. Karina graduated from Berkeley College with an associate's degree in 2004 and with a Bachelor of Business Administration in 2005.

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 new construction and moveable equipment, is estimated at $1,819,019 in 2026 dollars, further broken down as follows:

Renovation & Demolition	$1,131,476
Design Contingency	$113,148
Construction Contingency	$113,148
Planning Consultant Fees	$15,000
Architect/Engineering Fees	$90,518
Other Fees	$52,000
Movable Equipment	$228,390
Interim Interest Expense	$63,400
Application Fee	$2,000
Processing Fee	$9,939
Total Project Cost with CON Fees	$1,819,019

The project cost is $1,819,019 and will be funded as follows:

A loan through Golden Bridge Funding-Estimated interest rate of 8% for a 10-year Term.	$1,585,000
Both members will pay $117,009.50 each.	234,019
Total Project Costs	$1,819,019

Operating Budget

The applicant has submitted an operating budget, in 2027 dollars, for Year One and Year Three, summarized below:

	Year One		Year Three	
Outpatient Revenue:	Per Visit	Total Revenue	Per Visit	Total Revenue
Commercial Fee-For-Service	$180.10	$ 133,632	$180.00	$172,800
Commercial Managed Care	$179.98	53,453	$180.00	$69,120
Medicare Fee-For-Service	$195.05	390,874	$195.00	$505,440
Medicare Managed Care	$155.80	34,744	$156.00	$44,928
Medicaid Fee-For Service	$209.70	62,281	$209.73	$80,535
Medicaid Managed Care	$167.76	597,895	$167.78	$773,141
Private Pay	$225.73	33,408	$225.00	$43,200
Total Revenue		$ 1,306,287		$1,689,164
Expenses:	-		-	
Operating	$139.49	$1,035,417	$126.95	$1,218,692
Capital	$35.01	259,902	$25.56	245,364
Total Operating Expense	$174.50	$1,295,319	$90.50	$1,464,056
Excess Revenue/Expense)		$ 10,968		$225,108
Total Cost per Visit		$174.50		$90.50
Number of Visits		7,423		9,600

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

	Year One		Year Three	
Outpatient:	Visits	%	Visits	%
Commercial Fee For Service	742	10.0%	960	10.0%
Commercial Managed Care	297	4.0%	384	4.0%
Medicare Fee For Service	2,004	27.0%	2,592	27.0%
Medicare Managed Care	223	3.0%	288	3.0%
Medicaid Fee For Service	297	4.0%	384	4.0%
Medicaid Managed Care	3,564	48.0%	4,608	48.0%
Private Pay	148	2.0%	192	2.0%
Charity Care	148	2.0%	192	2.0%
Total	7,423	100.0%	9,600	100.0%

The following is noted with respect to the submitted budget and utilization:

- Revenues from Medicaid and Medicare rates are estimated based on review of ambulatory health care facilities and ambulatory patient group rates for reimbursement purposes.
- Commercial rates and private pay are negotiated and estimated separately.
- Expenses are detailed down by the size and space, number of visits expected, compared to other Article 28 Diagnostic and Treatment Programs offering similar services.
- Staffing projections indicate in Year One the facility will have 6.42 FTEs positions, which include 2.04 Physicians. By Year Three, FTEs positions are projected to increase to 7.89, to accommodate a higher number of projected visits.
- Utilization is based on healthcare needs as the population is expected to increase in the service area, according to the Cornell Program of Applied Demographics.

Lease Rental Agreement

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

Premises:	105-35 65th Road, LLC (approx. 3,199 SF.)
Lessor:	105-35 65th Toad, LLC
Lessee:	International Diagnostic and Treatment Center LLC
Term of Lease:	10-Year with two (5-year extensions)
Rental Amount:	$137,000 annually or $42.81 per sq. ft. increased 3% per year commencing in year two.
Provisions:	Tenants will pay gas, water, & maintenance.

The applicant provided two (2) letters of rent reasonableness from licensed New York State Realtors. Additionally, an executed affidavit has been submitted stating the lease is a non-arm's length agreement because the Lessor and Lessee share parties.

Capability and Feasibility

The total project cost for this application is estimated at $1,819,019, to be funded by the two (2) proposed members, with each contributing $117,009.50 each, totaling $234,019. The applicant provided a letter from Awaroa Capital LLC, indicating a loan has been secured through Golden Bridge Funding in the amount of $1,585,000 for an estimated ten-year term at an estimated rate of 8%.

The working capital requirement for this application is $244,009, based on two months of third-year expenses, to be funded by the proposed members' equity. Bureau of Financial Analysis Attachment A, Members Net Worth Statements, shows sufficient resources to meet the equity requirements of this project.

The submitted budget indicates an Excess of Revenues over Expenses of $10,968 in Year One and $225,109 in Year Three. The Bureau of Financial Analysis Attachment B, Pro Forma International D&TC LLC, indicates a net equity asset position of $569,419 as of the first day of operations.

Conclusion

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

Attachments

Bureau of Health Facility Planning Attachment	Map
Bureau of Financial Analysis Attachment A	Members Net-Worth Statements for International D&TC, LLC
Bureau of Financial Analysis Attachment B	Pro Forma Balance Sheet – International D&TC, LLC
Bureau of Financial Analysis Attachment C	Proposed Organizational Chart – International D&TC, LLC

Public Health and Health Planning Council

Project # 261227-E
Hollis AK LLC d/b/a Healthmed Diagnostic & Treatment Center

Program: **Diagnostic and Treatment Center** ***County:*** **Queens**
Purpose: **Establishment** ***Acknowledged:*** **May 21, 2026**

Executive Summary

Description
Hollis AK LLC, d/b/a HealthMed Diagnostic & Treatment Center, is seeking approval for a 100% membership interest change.

HealthMed Diagnostic & Treatment Center currently operates in leased space on the first floor of an existing two-story building at 190-02 Jamaica Avenue, Queens, NY. There are six (6) exam rooms, one (1) X-Ray room, a nursing station, a medicine room and the requisite support spaces. Healthmed Diagnostic and Treatment Center is certified for Medical Services – Primary Care, Medical Services – Other Medical Specialties, and Podiatry O/P.

Below are the current and proposed members of Hollis AK, LLC.

Current Operator	
HealthMed Diagnostic and Treatment Center	
Member:	
Hollis AK, LLC	100%
Ari Kalontarov (50%)	
Natella Mullokandova (50%)	
Total	100%

Proposed Operator	
HealthMed Diagnostic and Treatment Center	
Member:	
Hollis AK, LLC	100%
Gagandeep Singh (90%)	
Loveena Singh, M.D. (10%)	
Total	100%

Loveena Singh, MD will serve as the Medical Director.

HealthMed Diagnostic & Treatment Center has a transfer and affiliation agreement with Jamaica Hospital for backup and emergency services 3.2 miles/15 minutes away.

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
There are no project construction costs associated with this application. The real property purchase price for parcels and building of $2,150,000 and the Membership Interest Purchase Agreement of $3,335,000 will be funded with proposed member's equity.

Budget:	Current Year	Year One	Year Three
Revenues	$269,162	$1,216,421	$1,879,922
Expenses	$630,809	$1,167,778	$1,377,357
Net Income (Loss)	($361,647)	$48,643	$502,565

Health Equity Impact Assessment

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

[redacted]

Health Systems Agency

There will be no Health Systems Agency 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. [Certification and Surveillance – Hospital Services]

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. [Bureau of Project Management]

Council Action Date

December 17, 2026

Program Analysis

Project Proposal

Hollis AK, LLC, as the sole member of HealthMed Diagnostic & Treatment Center, submitted a Certificate of Need application for a 100.00% membership interest change. HealthMed Diagnostic & Treatment Center is an established and operating Article 28 Diagnostic and Treatment Center, at 190-02 Jamaica Avenue, Queens, New York. The transfer of the ownership interest will ensure the continued provision of comprehensive primary care to all residents of Queens County. HealthMed Diagnostic & Treatment Center is in a Health Professional Shortage Area for Primary Care but not for Mental Health.

	CURRENT	PROPOSED
Members	**Percentage Interest**	**Percentage Interest**
Ari Kalontarov	50%	0%
Natella Mullokandoa	50%	0%
Gagandeep Singh	0%	90%
Loveena Singh	0%	10%
Total	100%	100%

Gagandeep Singh and Dr. Loveena Singh will each become managers/members of Hollis AK LLC, the operator of HealthMed Diagnostic & Treatment Center. Gagandeep Singh will have 90% membership interest and Dr. Loveena Singh will have 10% membership interest. Dr. Loveena Singh will serve as the Medical Director.

Currently, HealthMed Diagnostic & Treatment Center provides Medical Services - Other Medical Specialties, Medical Services - Primary Care and Podiatry O/P services. All existing staff, operating hours, and hospital affiliations will remain unchanged to ensure continuity of care and compliance with all Article 28 requirements.

HealthMed Diagnostic & Treatment Center will utilize the eClinicalWorks electronic system for patient records.

HealthMed Diagnostic & Treatment Center hours are Sunday through Friday from 9 am to 6 pm, and Saturdays, 9 am to 5 pm. The proposed number of visits at HealthMed Diagnostic & Treatment Center for Year One and Year Three are 5,500 and 8,500 respectively.

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

Position	**Year One**	**Year Three**
Management and Supervision	1.0	1.0
Physicians	1.0	1.25
Aides, Orderlies & Attendants	0	1.0
Nurse Practitioners	1.0	2.0
Clerical and Other Administrative	1.5	2.0
Total	**4.5**	**7.25**

HealthMed Diagnostic and Treatment Center will maintain its Transfer and Affiliation agreement with Jamaica Hospital which is located 3.2 miles away / 15 minutes away.

Character and Competence

Dr. Loveena Singh is certified by the American Board of Family Medicine; received a Bachelor of Medicine and Bachelor of Surgery degree from Mahatma Gandhi Institute of Medical Sciences located in Maharashtra, India in 1996; received a Medical Degree from Maine Dartmouth Family Medicine Residency located in Augusta, Maine in 2010, and received a Medical Degree from CentraState Medical Center located in Freehold, New Jersey in 2012.Since 2012, Dr. Singh founded and operates three practices known as All Care Family Medicine, PC located in Richmond Hill, South Richmond Hill and in Hicksville, New York; and founded and operates two All Med Urgent Care facilities located in Ozone Park and in South Richmond, New York. Since 2023, Dr. Singh has provided clinical expertise for New York Preventive and with Alegria Health and Wellness and is currently an assistant clinical professor at Zucker School of Medicine at Hofstra/Northwell. Dr. Singh is registered in New York State until September of 2027.

Gagandeep Singh has over twenty years of healthcare administration experience as Chief Operating Officer and as Chief Financial Officer with primary care and urgent care practices; received a Bachelor of Science in Accounting degree from York College, City University of New York in 1998.
Gagandeep Singh has been the Chief Operation Officer and Chief Financial Officer for All Care Family Medicine P.C. since 2012; and is Chief Operating Officer and has been the Chief Financial Officer for All Med Urgent Care P.C. since 2017.

The proposed members disclosed the following affiliations:

- All Care Family Medicine P.C. at 112-20 Liberty Avenue, South Richmond Hill, New York 11419, at 117-07 101st Avenue, South Richmond Hill, New York 11419 and at 55 W Old Country Rd, Hicksville, New York 11801.
- All Med Urgent Care P.C. at 105-34 Rockaway Boulevard, South Ozone Park, New York 11417 and 115-20 Liberty Avenue, South Richmond Hill, New York 11419.
- AllHealth Diagnostic & Treatment Center at 1655 13th Street, Brooklyn, New York 11229 and at 1100 Coney Island Avenue, Suite 2, Brooklyn, New York 1123.
- 856 Dekalb Ave LLC is rental property to Hillside Urgent Care, PLLC.
- 711 Nereid Ave NY LLC is rental property to Hillside Urgent Care, PLLC.
- 115-20 Liberty Ave LLC is rental property to All Med Urgent Care, P.C.

The following active legal court cases were disclosed:

- ALEGRIA OPERATING LLC et al v. GAGANDEEP SINGH et al; filed on May 13, 2026; Commercial contract dispute with Alegria Operating LLC concerning a proposed acquisition transaction; against Gagandeep Singh. The matter remains pending.
- AHMAD MASOUD et al v. ALEGRIA OPERATING LLC et al; filed November 18, 2025; Real Property - Mortgage Foreclosure - Commercial; Loveena Singh is a member. The matter remains pending.
- FERDOUS KHANDKER M.D. v. LOVEENA SINGH M.D. et al; filed August 19, 2025; Commercial contract dispute arising from the acquisition of a medical practice, including allegations concerning patient representations; against Loveena Singh. The matter remains pending.
- FERDOUS KHANDKER M.D. et al v. HILLSIDE PRIMARY CARE PLLC et al; filed March 7, 2026; Commercial contract dispute arising from the acquisition of a medical practice, including allegations concerning patient representations; against Hillside primary Care PLLC. The matter remains pending.
- PHULMATTIE BUDHRAM v. LOVEENA SINGH M.D. et al; filed March 28, 2022; Medical-malpractice action; against Loveena Singh M.D. The matter remains pending.

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

Operating Budget

The applicant has provided the Current Year 2024 results and the Year One and Year Three operating budget, in 2025 dollars, after the change in ownership. The budget is summarized below:

	Current Year (2024)		Year One		Year Three	
	Per Visits	Total	Per Visits	Total	Per Visits	Total
Revenues:						
Medicare Fee-for- Service	$199.94	$41,988	$199.94	$164,953	$199.94	$254,927
Medicare Managed Care	$110.00	$3,630	$110.00	$36,300	$110.00	$56,100
Medicaid Fee-for-Service	$350.62	$58,904	$350.62	$289,261	$350.62	$447,039
Medicaid Managed Care	$119.77	$48,628	$119.77	$230,564	$119.77	$356,326
Commercial Fee-for-Service	$344.25	$116,012	$344.25	$473,343	$344.25	$731,530
Private Pay		$0	$200.00	$22,000	$200.00	$34,000
Total Revenue		$269,162		$1,216,421		$1,879,922
Expenses:						
Operating		$380,322		$917,291		$1,126,870
Capital		$250,487		$250,487		$250,487
Total Expenses		$630,809		$1,167,778		$1,377,357
Operating Income/(Loss)		($361,647)		$48,643		$502,565
Procedures		1,154		5,500		8.500
Cost / Visit		$546.63		$212.32		$162.04

The following is noted with the submitted budget:

- The utilization and expense assumptions for Year One and Year Three are based on the planned transition from a current low-volume operation to a higher-volume, fully staffed operation with expanded access, additional provider capacity, and broader service mix.
- Currently, HealthMed Diagnostic & Treatment Center is operating at 1.63 FTEs supporting a volume of 1,154 total visits annually, with staffing and utilization reflecting a reduced operating level. In Year One post approval, staffing and visits are projected to increase to 4.50 FTEs and 5,500 visits. By Year Three, FTEs are expected to grow to 7.25, while visits are projected to increase to 8,500, along with a commensurate increase in expenses (increases in salaries, benefits, medical supplies, and professional fee).
- The increase in visits in Year One is based on current average of 5 clients a day (1,154 visits a year) up to 21 clients a day (5,550 annual) in Year One and 33 visits a day (8,500 annual) by Year Three. Projected Visits/Utilization by Payor mix are based on the 2024 Ambulatory Health Care Facility cost report utilizations with slight changes to account for increases to Charity Care and Private Pay. Average revenue per visit based on the 2024 Ambulatory Health Care Facility Cost report.
- Salaries and wages increased from $107,751 in the Current Year to $447,581 in Year One and $592,425 in Year Three which reflects the need for additional physicians, nurse practitioners, and support staff to manage the higher patient load.
- Employee benefits rise proportionately with staffing.
- Professional Fees rise as a portion of HealthMed Diagnostic and Treatment Center's clinical coverage is provided through contracted staff. HealthMed Diagnostic and Treatment Center expects to continue relying on a combination of employed FTEs and contracted personnel to scale with care while maintaining flexibility and ensuring adequate coverage.
- Medical and surgical supply costs increase in line with higher visit volume.
- Higher visits results in higher maintenance, security, and other miscellaneous costs.

Utilization by payor source during Year One and Year Three is summarized below:

	Current Year (2024)		Year One (2027)		Year Three (2029)	
Medicare Fee for Service	210	18.20%	825	15.00%	1,275	15.00%
Medicare Managed Care	33	2.86%	330	6.00%	510	6.00%
Medicaid Fee for Service	168	14.56%	825	15.00%	1,275	15.00%
Medicaid Managed Care	406	35.18%	1,925	35.00%	2,975	35.00%
Commercial Fee for Service	337	29.20%	1,375	25.00%	2,125	25.00%
Private Pay	0	0.00%	110	2.00%	170	2.00%
Charity Care	0	0.00%	110	2.00%	170	2.00%
Total	1,154	100.00%	5,500	100.00%	8,500	100.00%

Real Property Purchase Agreement

The applicant has submitted an executed Real Property Purchase Agreement, effective September 16, 2025, and summarized as follows:

Date:	September 16, 2025
Seller:	Ari Kalantarov and Natella Mullakandova
Buyer:	Gagandeep Singh and Loveena Singh
Purchase:	100% Membership interest in Hollis AK LLC.
Purchase Price:	$2,150,000
Sellers Deliverables:	Deed and Closing documents
Buyer's Deliverables:	$550,000 Down Payment balance at Closing

Membership Interest Purchase Agreement

The applicant has submitted an executed Membership Interest Purchase Agreement, effective September 16, 2025, and summarized as follows:

Date:	September 16, 2025
Seller:	Ari Kalantarov and Mullakandova
Buyer:	90% Gagandeep Singh and 10% Loveena Singh
Purchase:	100% transfer of ownership Hollis AK LLC d/b/a/ as HealthMed Diagnostic and Treatment Center
Purchase Price:	$3,335,000
Seller's Deliverables:	Certificate of membership interest, other documents required by the Buyer
Buyer's Deliverables:	$3,335,000 at Closing

Lease Agreement

The applicant provided an executed Lease Agreement for the existing site; the lease is a non-arm's length agreement the terms are summarized below:

Date	January 1, 2029
Premises:	190-02 Jamaica, LLC
Landlord:	190-02 Jamaica, LLC.
Lessee:	Hollis AK, LLC.
Term:	10 years with (1) 5-year extension with rent increasing 3% annually during extension term.
Rent:	Remaining on Current Lease 2026 (20,403.00 / Month), 2027($21,423.00/Month), 2028 ($22,494.00 / Month)
Provisions:	Triple Net Lease

Administrative Services Agreement

The applicant has submitted an executed Administrative Services Agreement, effective September 12, 2025, and summarized below:

Date:	September 12, 2025
Operator:	Hollis AK LLC, d/b/a HealthMed Diagnostic and Treatment Center
Servicer:	Gagandeep Singh and Loveena Singh, M.D.
Term:	From September 12, 2025, to Closing Date
Responsibilities of the Servicer:	All administrative services required for daily operation of the facility across all operational business functions including management of building and equipment.
Compensation:	$5,000 / Month deferred to closing and adjusting to the purchase price

Capability and Feasibility

There are no project costs associated with this application. This transaction is for a 100% change in membership, with no changes in services or location served. The Real Property purchase price for parcels and building is $2,150,000; the Membership Interest Purchase Agreement is $3,335,000 and the Working Capital requirement is $229,560 (2 months of year three expenses for change in ownership) will be funded through proposed members' equity. Bureau of Financial Analysis Attachment A, Proposed Members Net Worth Statement, indicates sufficient liquid resources available to fund the amount due at closing, less any adjustments ($5,505,000) and the Working Capital ($229,560).

Bureau of Financial Analysis Attachment C, 2024 Certified Financial Statements Hollis AK, LLC, shows a breakeven working capital position, breakeven net asset position, and a net loss of ($361,647).

Bureau of Financial Analysis Attachment D, 2025 Internal Financial Statements for Hollis AK, LLC, shows a positive working capital position, negative net asset position, and net loss of ($54,025).

The submitted budget shows a net income of $48,643 in Year One and a net income of $502,565 by Year Three. The budget appears reasonable.

Bureau of Financial Analysis Attachment E, Pro Forma Balance Sheet for Hollis Ak, LLC, indicates a net equity position of $5,714,559 as of the first day of operations.

Conclusion

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

Attachments

Bureau of Financial Analysis Attachment A	Proposed Members Net Worth Statement for Hollis AK, LLC
Bureau of Financial Analysis Attachment B	Organization Chart Proposed Members of Hollis AK, LLC
Bureau of Financial Analysis Attachment C	2024 Certified Financial Statements for Hollis AK, LLC
Bureau of Financial Analysis Attachment D	2025 Internal Financial Statements for Hollis AK, LLC
Bureau of Financial Analysis Attachment E	Pro Forma Balance Sheet for Hollis AK, LLC

Public Health and Health Planning Council

Project # 261181-C
Highland Hospital

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

County: **Monroe**
Acknowledged: **April 29, 2026**

Executive Summary

Description
Highland Hospital, a 261-bed voluntary, not-for-profit Article 28 acute care hospital at 1000 South Avenue, Rochester (Monroe County), requests approval to construct an addition and renovate the emergency department, expand the emergency observation unit and add shell space for future services on the main campus of the hospital.

Highland Hospital will add a five-story tower to the ground level of the Hospital's existing building above the current Emergency Department. The current Emergency Department is on the second (2nd) floor or ground level of the hospital and will include an addition and renovation in two (2) phases. The third (3rd) floor will include the current nine (9) emergency observation beds from the level 2 dedicated unit with an additional three (3) beds for a total of twelve (12) emergency observation beds and administrative offices. The fourth (4th) and fifth (5th) floors will be unfinished shell space for a future service expansion.

OPCHSM Recommendation
Contingent Approval

Need Summary
The hospital is projecting 53,918 outpatient visits in Year One and 57,759 by Year Three after completion of this project.

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 $130,879,592 will be initially funded with $80,879,592 in equity from Highland Hospital with the prospect that the project will be 38.2% financed as part of a future Highland Hospital of Rochester's tax-exempt bond financing, estimated at $50,000,000, the interest rate and term to be finalized at a future date. The applicant indicated that if bond financing is not available, the project costs will be funded with equity from current operations.

Budget:	Current Year (2025)	Year One 2030	Year Three 2032
Revenues	$43,193,036	$46,099,175	$51,885,805
Expenses	24,329,581	37,344,299	43,568,573
Excess Revenue over Expenses	$18,863,455	$8,754,876	$8,317,232

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. [Bureau of Project Management]
2. Submission of Parts II and III of the Full EAF and a signed resolution from the lead agency. If a positive declaration is given by the lead agency, submission of the Environmental Impact Statement is also required. [State Environmental Quality Review]

Approval conditional upon:

1. This project must be completed by **July 31, 2031**, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [Bureau of Project Management]
2. This project is approved to be initially funded with equity from Highland Hospital with the prospect that the project will be 38.2% financed as part of the future Highland Hospital of Rochester's tax-exempt bond financing through Cain Brothers, a division of KeyBanc Capital Markets. The interest rate and term to be finalized at a future date. Financing is conditioned upon the Department having the opportunity to review the final financing proposal in advance to ensure it meets approval standards. [Bureau of Financial Analysis]
3. Construction must start on or before **June 15, 2027**, and construction must be completed by **April 30, 2031**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [Bureau of Project Management]
4. The submission of Final Construction Documents, as described in BAER Drawing Submission Guidelines DSG-05, is required prior to the applicant's start of construction. [Architecture and Engineering Review]
5. Reimbursable Total Project Cost is limited to $103,402,498 representing fully developed Article 28 space. [Cost Construction Control]

Council Action Date

December 17, 2026

Need Analysis

Project Description

Highland Hospital, a 261-bed voluntary not-for-profit Article 28 acute care hospital at 1000 South Avenue, Rochester (Monroe County), requests approval to add an addition and renovate the current emergency department, expand the emergency observation unit and add shell space for future services on the main campus of the hospital.

Background & Analysis

The relevant service area is Monroe County. The population of the service area is estimated to increase to 758,231 by 2031 per projection data from the Cornell Program on Applied Demographics, an increase of 0.6%. Demographics for the service area are noted below, including a comparison with New York State:

Demographics	Monroe County	New York State
Total Population	753,753	19,852,366
White (non-Hispanic)	67.7%	52.8%
Hispanic or Latino (of any race)	9.9%	19.8%
Black or African American (non-Hispanic)	13.5%	13.4%
Asian (non-Hispanic)	3.8%	9.0%
Other (non-Hispanic)	5.1%	5.0%

Source: 2024 American Community Survey (5-year Estimates Data Profiles)

In 2024, 96.9% of the population of Monroe County had health coverage as follows:

Employer Plans	48.9%
Medicaid	21.3%
Medicare	13.7%
Non-Group Plans	12.2%
Military or VA	0.759%

Source: Data USA

The table below shows the applicant's projected payor mix for outpatient services for the Current Year, Years One and Three that will be impacted through the addition of the Emergency Department treatment spaces.

Applicant Projected Payor Mix			
Payor	Current	Year One	Year Three
	Outpatient		
Commercial	24.89%	24.89%	24.89%
Medicare	45.66%	45.66%	45.66%
Medicaid	22.08%	22.08%	22.08%
Private Pay	1.36%	1.36%	1.36%
Charity Care	2.01%	2.01%	2.01%
Other*	4.00%	4.00%	4.00%

Source: Applicant

**Includes out-of-state Medicaid and Veterans Association payments*

According to the table below, Emergency Department visits have been increasing. They currently have 31 Emergency Department bays (29 Standard and 2 Specialty) and 9 Emergency Observation bays. Through this project they will be adding 15 Standard Emergency Department bays, 4 Specialty Emergency Department bays, and 3 Emergency Observation bays. At project completion, they will have 50 Emergency Department bays and 12 Emergency Observation bays.

	Historical and Current					Projected	
	2021	**2022**	**2023**	**2024**	**2025**	**Year 1**	**Year 3**
Adult Standard Emergency Department Bays	29	29	29	29	29	44	44
Visits	40,467	43,548	43,204	45,389	48,645	49,591	53,124
Visits/Per Bay	1,395	1,502	1,490	1,565	1,677	1,127	1,207
Adult Standard Emergency Observation Bays	9	9	9	9	9	12	12
Visits	1,695	1,616	1,606	1,852	1,990	2,785	2,983
Visits/Per Bay	188	180	178	206	221	232	249
Adult Specialty Emergency Department Bays	2	2	2	2	2	6	6
Visits	1,188	990	737	609	735	1,542	1,652
Visits/Per Bay	594	495	369	305	368	257	275
Total Visits	43,350	46,154	45,547	47,850	51,370	53,918	57,759

Source: Applicant

The table below shows that Medical/Surgical bed occupancy has been at or above 100% since 2024. The use of Emergency Department observation beds is expected to reduce patients being transferred to an inpatient bed unnecessarily. This should help alleviate overcrowding in the Emergency Department and improve inpatient services.

Service	Current Beds	Measure	2023	2024	2025	2026*
Medical/Surgical	232	Average Daily Census	219.2	232.4	258.9	246.4
		Average Length of Stay	6.7	6.9	6.9	7.1
		Occupancy	94.5%	100.0%	100.0%	100.0%
Obstetric	29	Average Daily Census	14.4	13.6	14.3	14.0
		Average Length of Stay	2.0	2.1	2.1	2.1
		Occupancy	49.6%	47.0%	49.5%	48.1%
Total	261	Average Daily Census	233.6	246.0	273.2	260.4
		Average Length of Stay	5.9	6.1	6.2	6.3
		Occupancy	89.5%	94.3%	100.0%	99.8%

Source: Statewide Planning and Research Cooperative System
*Shows partial annual data

Highland Hospital continues to engage with community partners as well as the local health department on local Prevention Agenda priorities and participates in the Community Health Improvement Workgroup. Their goals are related to mental well-being and substance use. Through this project the applicant expects to promote well-being and mental and substance use disorders by reducing Emergency Department crowding and boarding times for patients presenting with behavioral health and substance use conditions. Enhancing the capacity for observation level care will help patients with mental health crises or substance related conditions requiring short-term stabilization rather than inpatient admission. They also plan to improve timely access to emergency services for pregnant individuals, infants and children experiencing disparities related to race, ethnicity, or socioeconomic status. The enhanced Emergency Department will serve as a critical access point for patients with limited primary care access.

Conclusion

This project will create a more efficient workspace while increasing the number of treatment stations to help streamline care and to reduce current waiting times for patients presenting to the Emergency Department.

Program Analysis

Project Proposal

Operator	Strong Partners Health System, Inc.
Is Known As	Highland Hospital
Site Address	1000 South Avenue, Rochester, NY 14620 (Monroe County)
Specialties	No Changes
Hours of Operation	No Changes
Staffing (1st Year / 3rd Year)	124.7 FTEs / 134.9 FTEs
Medical Director	Michael J. Apostolakos, MD
Transfer Agreement and Distance	No Changes
Nearest Hospital	N/A

Highland Hospital proposes adding an addition and renovating the current emergency department, expanding the emergency observation unit, and adding shell space for future services on the main campus of Highland Hospital at 1000 South Avenue, Rochester, New York 14620 (Monroe County).

Highland Hospital was founded in 1889 with the current buildings on the main campus being landlocked, and any horizontal expansion is unrealistic. The existing emergency department is on the west side of the 2nd floor of Highland Hospital. The proposal is to add a five-story tower to the ground level of Highland Hospital's existing building above the current Emergency Department.

Highland Hospital's emergency department space is insufficient for the current volume of patients and does not meet the expectations of patients, families, staff or providers. The current footprint is crowded, outdated and inefficient for optimal patient care, privacy and safety. The renovations will be completed in two (2) phases.

Highland Hospital's current policies and procedures, contracts and agreements, and electronic medical record systems will remain in place.

The emergency room is open 24 hours per day, 7 days per week. There will be no changes to services nor to bed counts.

The new addition will include five (5) stories and a basement of which two floors are for the emergency department, two floors are shell space, and the basement and penthouse floors are for mechanical equipment.

Renovations will be made to the existing emergency department, adjacent spaces, and the main entrance loop for the new emergency department; and square footage will be increased with the new addition on the west side of Highland Hospital.

The second floor will include the new and renovated emergency department and provide forty-nine (49) patient care areas. The patient care areas will include four (4) triage, ten (10) express care/fast track, one (1) Airborne Infection Isolation (AII) treatment room, twenty nine (29) emergency department treatment rooms, one (1) obstetrics (OB)/Sexual Assault Nurse Examiner (S.A.N.E.) treatment room, one (1) patient of size (POS) treatment room that will act as a semi-private room when not utilized as a patient of size room and two (2) resuscitation rooms.

The third floor will house the twelve (12) bed Emergency Observation Unit (EOU) and the emergency department administrative offices. The fourth and fifth floors will be shell space for future service expansion.

The proposed scope of work will include removing the existing heating, ventilation, and air conditioning system from the project area. The renovations will be completed in phases to allow for the existing heating, ventilation, and air conditioning system to be maintained and to allow for the existing emergency department to remain operational during construction.

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

Position	Year One	Year Three
Management and Supervision	2.0	2.0
Technician & Specialist	20.2	20.2
Registered Nurses	50.0	55.7
Licensed Practical Nurses	3.1	3.1
Aides, Orderlies & Attendants	3.4	3.4
Physician	0.0	1.0
Physician Assistants	13.2	14.2
Infection Control, Environmental & Food Service	14.9	14.9
Clerical and Other Administrative	17.4	18.4
Facilities Staff	0.5	0.5
Imaging Staff	0.0	1.0
Transport Staff	0.0	0.5
Totals	124.7	134.9

Integration with Community Resources:
Highland Hospital will continue to meet the needs of the community residents by allowing providers more efficient workspace to assess patients based on their severity of presenting illness, provide additional treatment spaces for improved patient flow, allow less overcrowding and boarding, reduce wait times, improve patient satisfaction, and enhance patient safety with the goal to reduce level of patients left without being seen.

This project will directly support promoting well-being, mental and substance use disorders by reducing emergency department crowding and boarding times for patients presenting with behavioral health and substance use conditions. The expanded emergency department addition will enhance capacity for observation level care, which is critical for patients experiencing mental health crises or substance-related conditions, who require short-term stabilization rather than inpatient admission. The expansion will also improve care coordination and linkage to community-based services, consistent with Monroe Community Health Improvement Plan (CHIP) strategies to build protective factors, social support and continuity of care.

Highland Hospital will continue to engage with community partners as well as the local health department on local prevention agenda priorities and to participate in the Community Health Improvement Workgroup. The Medicine's Center for Community Health and Prevention held free health talks in April 2026 to help community members become and stay healthy.

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

Compliance with Applicable Codes, Rules, and Regulations

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

Prevention Agenda

Highland Hospital is implementing multiple interventions to support the priorities of the 2025-2030 New York State Prevention Agenda, including:

- Poverty
- Anxiety and Stress
- Prevention of Infant and Maternal Mortality

The proposed project will advance the Prevention Agenda priority of 'Anxiety and Stress' by allowing Highland Hospital to increase access to care for populations with behavioral health and substance use conditions and promote coordination to community services.

Highland Hospital participates in and financially supports community health improvement and community benefit activities that are reported through the University of Rochester Medical Center's systemwide community benefit reporting structure. In 2024, The University of Rochester Medical Center system spent approximately $2 million in net Community Health Improvement Services, representing .03% of total operating expenses.

Conclusion

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

Financial Analysis

Total Project Cost and Financing

Total project cost for new construction and the acquisition of moveable equipment is estimated at $130,690,340, and is broken down as follows:

	Article 28	Non-Article 28	Total
New Construction	$68,293,545	$24,273,616	$92,567,161
Renovation & Demolition	1,150,845	425,655	1,576,500
Temporary Utilities	547,500	202,500	750,000
Asbestos Abatement/Removal	250,000	0	250,000
Construction Contingency	7,558,348	839,816	8,398,164
Fixed Equipment	3,766,408	0	3,766,408
Architect/Engineering Fees	3,054,582	1,129,777	4,184,359
Construction Manager Fees	604,036	223,410	827,446
Other Fees	1,033,680	382,320	1,416,000
Moveable Equipment	2,545,137	0	2,545,137
Telecommunications	4,343,325	0	4,343,325
Interim Interest Expense	9,687,500	0	9,687,500
CON Application Fee	2,000	0	2,000
CON Processing Fee	565,592	0	565,592
Total Project Cost	$103,402,498	$27,477,094	$130,879,592

The applicant's financing plan appears as follows:

Cash/Equity	$80,879,592
Tax Exempt Bond Financing	$50,000,000
Total	$130,879,592

Total project cost of $130,879,592 will be initially funded with $80,879,592 in equity from Highland Hospital with the prospect that the project will be 38.2% financed as part of a future Highland Hospital tax-exempt bond financing, estimated at $50,000,000, the interest rate and term to be finalized at a future date. Cain Brothers, a division of KeyBanc Capital Markets, provided a letter of interest. The applicant indicated that if bond financing is not available, the project costs will be funded with equity from current operations.

Operating Budget

The applicant has submitted an operating budget, in 2026 dollars, for the first and third year, summarized below:

	Current Year 2025		Year One 2030		Year Three 2032	
	Per Visit.	Total	Per Visit	Total	Per Visit	Total
Outpatient Revenue:						
Commercial Fee-for-Service	$2,456.59	$2,876,662	$2,498.14	$3,070,211	$2,623.84	$3,455,602
Commercial Managed Care	$908.44	10,552,440	$923.76	11,262,435	$970.54	12,676,160
Medicare Fee-for-Service	$691.85	3,931,081	$703.60	4,195,575	$739.23	4,722,227
Medicare Managed Care	$950.27	16,889,156	$966.20	18,025,503	$1,015.22	20,288,166
Medicaid Fee-for-Service	$442.84	561,081	$450.59	598,831	$473.31	674,000
Medicaid Managed Care	$330.44	3,329,150	$335.99	3,553,144	$353.03	3,999,154
Private Pay	$170.32	119,225	$173.13	127,247	$181.98	143,220
All Other	$2,399.92	4,934,241	$2,440.33	5,266,229	$2,563.70	5,927,276
Total Outpatient. Revenue:		$43,193,036		$46,099,175		$51,885,805
Outpatient. Expenses:						
Operating	$470.10	$24,149,061	$593.31	$31,990,007	$618.25	$35,709,758
Capital	3.51	180,520	99.3	$5,354,292	136.06	7,858,815
Total Outpatient Expenses:	$473.61	$24,329,581	$692.61	$37,344,299	$754.31	$43,568,573
Excess of Revenues over Expenses *		$18,863,455		$8,754,876		$8,317,232
Utilization (Visits):		51,370		53,918		57,759
Per Visit		$473.61		$692.61		$754.31

*Current Year Excess of Revenues over Expenses excludes approximately $10,015,308 in stepdown/indirect expenses.

The following is noted in respect to the submitted budget:

- Current Year revenues, expenses, rates and utilization are reflective of Highland Hospital's institutional cost report for year ended June 30, 2025. Revenues are directly attributable to the emergency department, observation, outpatient, and imaging revenue centers.
- Volume by payor is modeled based on Highland's existing payor mix. Approximately 25% of patients seen in the emergency department are admitted. The applicant expects that rate will continue after project completion.
  - The applicant anticipates generating 721 incremental inpatient/observation unit/observation admits in Year One, and 1,681 in Year Three.
  - Treat and release is projected to increase by 1,860 in Year One and 4,875 in Year Three.
- Projected volume is based on current community need and emergency department walkout rates attributed to waiting times.
  - Walk-outs are projected to be reduced by 32 in Year One and 167 by Year Three.

- The Current Year Commercial Fee for Services rate is based on historical trends. Projected Commercial Fee-for-Service rates in Years One and Year Three are based on Highland's negotiated reimbursement rates throughout 2027 and include locked-in contracts with substantial rate increases.
- Medicare's projected rate decreases in Years One and Year Three are based on Highland's Payor Contracting team's estimates and include expected reductions to the rural floor wage index.
- Medicaid's projected rate decreases in Years One and Year Three are based on Highland's Payor Contracting team's estimates and include nominal decreases due to the latest federal budgets and H.R.1 which limit Federal matching funds to the states and impact coverage.
- Charity Care volume is based on analysis of outpatient and emergency department visit volumes identified as charity care visits.
- All Other revenue includes no fault, Workers Comp, Veterans' Affairs, and other government payors. The projected increase in the All Other rates in Years One and Year Three is based on Highland's Payor Contracting team's estimates.

Utilization by payor source for inpatient and outpatient services is as follows:

	Current Year		Year One		Year Three	
	2025		2030		2032	
Outpatient:	Visits	%	Visits	%	Visits	%
Commercial Fee-for-Service	1,171	2.28%	1,229	2.28%	1,317	2.28%
Commercial Managed Care	11,616	22.61%	12,192	22.61%	13,061	22.61%
Medicare Fee-for-Service	5,682	11.06%	5,963	11.06%	6,388	11.06%
Medicare Managed Care	17,773	34.60%	18,656	34.60%	19,984	34.60%
Medicaid Fee-for-Service	1,267	2.47%	1,329	2.47%	1,424	2.47%
Medicaid Managed Care	10,075	19.61%	10,575	19.61%	11,328	19.61%
Private Pay	700	1.36%	735	1.36%	787	1.36%
Charity Care	1,030	2.01%	1,081	2.01%	1,158	2.01%
All Other	2,056	4.00%	2,158	4.00%	2,312	4.00%
Total	51,370	100.00%	53,918	100.00%	57,759	100.00%

Capability and Feasibility

Total project cost of $130,879,592 will be initially funded with $80,879,592 in equity from Highland Hospital with the prospect that the project will be 38.2% financed as part of a future Highland Hospital of Rochester's tax-exempt bond financing, estimated at $50,000,000, the interest rate and term to be finalized at a future date. Cain Brothers, a division of KeyBanc Capital Markets, provided a letter of interest. The applicant indicated that if bond financing is not available, the project costs will be funded with equity from current operations.

The submitted budget projects an incremental excess of revenue over expenses of $8,754,876 and $8,317,232 in Years One and Three, respectively.

Bureau of Financial Analysis Attachment A, Highland Hospital of Rochester and Subsidiaries' Certified Financial Statements for fiscal year-end June 30, 2025, show a positive working capital position, a positive net asset position, and an Excess of Revenues Over Expenses of $58,520,505.

Bureau of Financial Analysis Attachment B, Highland Hospital's Internal Financial Statements for fiscal year-ended June 30, 2026, shows a positive working capital position, a positive net asset position, and a gain from operations of $47,102,000.

Conclusion

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

Attachments

Health Systems Agency Attachment A	Common Ground, Finger Lakes Health Service Agency Review
Bureau of Financial Analysis Attachment A	Highland Hospital – Certified Financial Statements for year ended June 30, 2025
Bureau of Financial Analysis Attachment B	Highland Hospital – June 30, 2026, Internal Financial Statements

Public Health and Health Planning Council

Project # 262047-C
Island Digestive Health Center, LLC

Program: **Diagnostic and Treatment Center** ***County:*** **Suffolk**
Purpose: **Construction** ***Acknowledged:*** **August 10, 2026**

Executive Summary

Description
Island Digestive Health Center, LLC, an existing single-specialty Freestanding Ambulatory Surgery Center (gastroenterology), is seeking approval to convert from single-specialty to dual-specialty, with the addition of vascular surgery (minimally invasive vein treatments).

Island Digestive Health Center currently operates in leased space at 471 Montauk Highway, West Islip (Suffolk County). The facility has three (3) procedure rooms, which will be equipped for both gastroenterology and vascular procedures.

Babak Danesh, M.D., the existing Medical Director, will continue to serve as Medical Director at Island Digestive Health Center.

OPCHSM Recommendation
Contingent Approval

Need Summary
The applicant projects 7,642 visits representing 10,316 procedures in Year One and 7,871 visits representing 10,626 procedures in Year Three, with Medicaid at 16.0% and Charity Care at 2.0% by the third year.

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

Financial Summary
The total project cost of $37,193 will be funded with equity from Island Digestive Health Center, LLC.

Budget:	Year One	Year Three
Revenues	$10,822,009	$11,147,881
Expenses	$7,388,313	$7,491,467
Net Income	$3,433,696	$3,656,414

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. [Bureau of Project Management]
2. Submission of an executed transfer and affiliation agreement, acceptable to the Department, with a local acute care hospital. [Certification and Surveillance – Hospital Services]

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. [Bureau of Project Management]
2. 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. [Certification and Surveillance – Hospital Services]
3. The applicant must ensure registration for and training of facility staff on the Department's Health Commerce System. The Health Commerce System 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 Health Commerce System Access Form at the following link to begin the process to enroll for Health Commerce System 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 [Certification and Surveillance – Hospital Services]

Council Action Date

December 17, 2026

Need Analysis

Project Description

Island Digestive Health Center, LLC, an existing Article 28 freestanding ambulatory surgery center, requests approval to certify a second surgical specialty for vascular surgery (minimally invasive vein treatments). Island Digestive Health Center, LLC is currently certified as a single specialty - gastroenterology freestanding ambulatory surgery center at 471 Montauk Highway, West Islip, 11795, in Suffolk County. Island Digestive Health Center plans to operate as a dual, single-specialty freestanding ambulatory surgery center specializing in gastroenterology and vascular surgery.

Background and Analysis

The primary service area is Suffolk County, which has a population projected to decrease to 1,486,821 by 2031 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	Suffolk County	New York State
Total Population	1,530,146	19,852,366
Hispanic or Latino (of any race)	22.8%	19.8%
White (non-Hispanic)	62.0%	52.8%
Black or African American (non-Hispanic)	6.9%	13.4%
Asian (non-Hispanic)	4.4%	9.0%
Other (non-Hispanic)	3.8%	5.0%

Source: 2024 American Community Survey (5-year Estimates Data Profiles)

In 2024, 95.3% of the population of Suffolk County had health coverage as follows:

Employer Plans	54.9%
Medicaid	12.8%
Medicare	13.3%
Non-Group Plans	13.8%
Military or United States Department of Veterans Affairs	0.457%

Source: Data USA

Ambulatory Surgery within a 10-Mile Radius of Proposed Center

Facility Name	Type	Patient Procedures		
		2023	2024	2025
Good Samaritan University Hospital	Hospital	21,478	20,219	21,855
Atlantic Surgery Center	Ambulatory Surgery Center	6,054	7,630	7,714
South Shore University Hospital	Hospital	6,482	7,160	8,061
South Shore University Hospital Endoscopy and Pain Management Center	Hospital Ext Clinic	6,245	6,522	7,059
Plainview Hospital	Hospital	6,585	6,633	7,158
St. Joseph Hospital	Hospital	3,808	4,163	3,441
Total Procedures		**50,652**	**52,327**	**55,288**

Source: Health Facilities Information System and Statewide Planning and Research Cooperative System

The facilities listed above provide Single Specialty-Gastroenterology ambulatory surgical services, or Multi-Specialty ambulatory surgical services.

Island Digestive Health Center, LLC was established under Certificate of Need 121393 and received permanent life on February 22, 2019. As of September 22, 2026, they submitted *Statewide Planning and Research Cooperative System* data through August 2026. Island Digestive Health Center, LLC has three (3) procedure rooms which according to the applicant will be adequate for vascular procedures, and no further construction is expected. Island Digestive Health Center, LLC will bring on a new vascular surgeon, currently performing these services in a private, office-based surgical practice located less than one mile from Island Digestive Health Center, LLC, who has committed to perform approximately 600 procedures in the first year of project implementation. It is also the surgeon's expectation that some of his staff will work at the Center upon project implementation. Only patients of existing physicians practicing at Island Digestive Health Center, LLC will be admitted for service.

Island Digestive Health Center, LLC's most recent Ambulatory Health Care Facility Cost Report Cost Report from 2024 reported 9,377 procedures with 15.9% Medicaid and 1.7% Charity Care. According to the applicant, the Center had 6,937 visits representing 9,377 procedures in 2024. The Center projects 7,642 visits representing 10,316 procedures in Year 1 and 7,871 visits, representing 10,626 procedures in Year 3.

The table below shows the applicant's projected payor source utilization for Years One and Three with Medicaid at 16.0% and Charity Care at 2.0%.

	Current		Year One		Year Three	
Payor	**Volume**	**%**	**Volume**	**%**	**Volume**	**%**
Commercial Fee-For-Service	0	0.0%	0	0.0%	0	0.0%
Commercial Managed Care	5,210	55.6%	5,699	55.2%	5,870	55.2%
Medicare Fee-For-Service	1,358	14.5%	1,488	14.4%	1,533	14.4%
Medicare Managed Care	1,132	12.1%	1,240	12.0%	1,277	12.0%
Medicaid Fee-For-Service	29	0.3%	32	0.3%	33	0.3%
Medicaid Managed Care	1,460	15.6%	1,620	15.7%	1,669	15.7%
Charity Care	161	1.7%	207	2.0%	213	2.0%
Other (Government)	27	0.3%	30	0.3%	31	0.3%

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. Island Digestive Health Center, LLC will reach out to local shelters and explore partnerships with women's health and social service organizations like obstetrics and gynecology practices, Special Supplemental Nutrition Program for Women, Infants, and Children sites, birthing centers, and Planned Parenthood locations. Island Digestive Health Center, LLC 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 and staying in regular contact.

The applicant currently contracts with the following Medicaid Managed Care insurers: Empire Blue Cross Blue Shield HealthPlus; Fidelis Medicaid Managed Care; MagnaCare Medicaid; United Health Care New York Medicaid; and WellCare Medicaid. They also have partnerships with the following Federally Qualified Health Centers: Sun River Health Maxine S. Postal and Sun River Health Martin Luther King, Jr. (Wyandanch), and plan to reach out to other areas Federally Qualified Health Centers to bring additional Charity Care and Medicaid patient referrals to the Center.

Conclusion

Approval of this project will bring vascular procedures and minimally invasive vein treatments into the regulatory environment of an Article 28 freestanding ambulatory surgery center, providing health care delivery to the residents of Suffolk County.

Program Analysis

Project Proposal

Operator	Island Digestive Health Center, LLC
Known As	Island Digestive Health Center
Site Address	471 Montauk Highway, West Islip, New York 11795 (Suffolk County)
Specialties	**CURRENT** Ambulatory Surgery – Single Specialty – Gastroenterology **ADD**: Ambulatory Surgery – Dual Specialty - Vascular Surgery
Shift / Hours	Monday through Friday, 6:00 am to 5:00 pm
Staffing (1st Year / 3rd Year)	22.6 Full-Time Equivalents / 22.6 Full-Time Equivalents
Medical Director	Dr. Babak Danesh
Transfer Agreement and Distance	Good Samaritan Hospital Medical Center 1.0 miles away / 4 minutes away
Nearest Hospital	Good Samaritan Hospital Medical Center

Island Digestive Health Center proposes certifying vascular surgery (minimally invasive vein treatments). Patients will only be scheduled for treatment at Island Digestive Health Center if their physician is a member of Island Digestive Health Center's medical staff. Procedures will be performed under local anesthesia or conscious sedation and will not require an overnight stay in an acute care hospital.

Adding low acuity vascular vein procedures, such as radiofrequency and Varithena ablations in the same suites used for endoscopy, will enable expansion of services without the need for construction or addition of new staff. Island Digestive Health Center, LLC's leadership notes that the procedure rooms can be cleaned and reset between morning gastrointestinal cases and afternoon vein cases without disrupting existing schedules, access to gastrointestinal services, or clinical quality. Allowing vascular services in the afternoon will be dedicated for vein procedures in which older adults and women are particularly impacted.

Island Digestive Health Center currently has three (3) procedure rooms, all of which will be adequate and equipped for vascular procedures.

Dr. Gulshan Sethi, a Doctor of Osteopathic Medicine, and board-certified vascular and endovascular surgeon, has committed to utilizing Island Digestive Health Center to perform approximately 600 vascular procedures in the first year of this project implementation. Dr. Sethi is currently performing these procedures in his private, office-based surgical practice at The Vein Treatment Clinic, at 500 Montauk Highway, West Islip, New York 11795 which is in walking distance of the Island Digestive Health Center. Dr. Sethi will continue before and after vascular consultations at his private offices. Existing support staff at Island Digestive Health Center, such as nurses and technicians, will be trained to support Dr. Sethi during surgical procedures.

Dr. Babak Danesh, an existing member and the Medical Director of Island Digestive Health Center, will continue in this capacity as the Medical Director at Island Digestive Health Center. Dr. Danesh is board certified in gastroenterology, internal medicine and as a physician nutrition specialist.

Island Digestive Health Center will be open Monday through Friday from 6:00 am to 5:00 pm.

Island Digestive Health Center has an existing Transfer and Affiliation agreement with Good Samaritan Hospital Medical Center at 1000 Montauk Highway in West Islip, New York 11795, 1.0 miles / 4 minutes away. Island Digestive Health Center has proposed adding Vascular issues to the Transfer and Affiliation agreement with Good Samaritan Hospital Medical Center.

The tables below show the projected FTEs in the Current Year, Year One and Year Three.

Position	Current Year	Year One	Year Three
Management and Supervision	1.0	1.0	1.0
Technician & Specialist	6.4	7.4	7.4
Registered Nurses	8.3	9.3	9.3
Clerical and Other Administrative	3.9	4.9	4.9
Total	**19.6**	**22.6**	**22.6**

Post-operative care protocols will include discharge planning that reinforces the patient's connection to Island Digestive Health Center's on-call physician, who will be a member of Island Digestive Health Center's credentialed medical staff. Island Digestive Health Center will ensure that 24-hour, seven-day-per-week physician on-call services are available for all patients.

Integration with Community Resources
Island Digestive Health Center will reach out to local shelters and explore partnerships with women's health and social service organizations like obstetrics and gynecology practices, Special Supplemental Nutrition Program for Women, Infants, and Children sites, birthing centers, and Planned Parenthood locations. Island Digestive Health Center will also encourage primary care providers to send uninsured and under-insured patients to the facility for care by introducing Island Digestive Health Center and its services to these organizations and staying in regular contact.

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. Island Digestive Health Center 's admissions policy includes anti-discrimination provisions regarding age, race, creed, color, national origin, marital status, sex, sexual orientation, religion, disability, or source of payment. All procedures are performed in accordance with all applicable federal and state codes, rules, and regulations.

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

Conclusion

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

Financial Analysis

Total Project Costs

The total project costs for acquisition of movable equipment are estimated at $37,193. The facility will finance the project with equity from current operations.

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

Operating Budget

The applicant has submitted their current year 2024, first year & third year operating budget in 2026 dollars summarized below:

Revenues:	Per Visit	Total Revenue	Per Visit	Total Revenue	Per Visit	Total Revenue
Commercial Managed Care	$1,313.35	$6,842,536	$1,315.65	$7,497,915	$1,315.81	$7,723,811
Medicare Fee-for-Service	$753.95	$1,023,858	$753.95	$1,121,878	$753.95	$1,155,805
Medicare Managed Care	$745.69	$844,119	$745.69	$924,655	$745.69	$952,246
Medicaid Fee-for-Service	$843.41	$24,459	$843.41	$26,989	$843.39	$27,832
Medicaid Managed Care	$763.17	$1,114,226	$753.75	$1,221,072	$753.57	$1,257,704
All Other *	$983.33	$26,550	$983.33	$29,500	$983.32	$30,483
Total Revenue		$9,875,748		$10,822,009		$11,147,881
Expenses:	-		-			
Operating Expense	$673.75	$6,317,792	$676.37	$6,977,470	$664.68	$7,062,837
Capital Expense	$41.17	386,059	$39.83	410,843	40.34	428,630
Total Expenses	$714.92	$6,703,851	$716.20	$7,388,313	$705.01	$7,491,467
Operating Income	-	$3,171,897	-	$3,433,696		$3,656,414
Visits		9,377		10,316		10,626

** Other represents World Trade Center Compensation Funds*

Utilization for the payor, for the current year, years one & three, after the change to a dual specialty is approved by Public Health and Health Planning Council is summarized below:

	Current Year		Year One		Year Three	
	Visits	%	Visits	%	Visits	%
Commercial Managed Care	5,210	55.56%	5,699	55.24%	5,870	55.24%
Medicare Fee-for-Service	1,358	14.48%	1,488	14.42%	1,533	14.43%
Medicare Managed Care	1,132	12.07%	1,240	12.02%	1,277	12.02%
Medicaid Fee-for-Service	29	0.31%	32	0.31%	33	0.31%
Medicaid Managed Care	1,460	15.57%	1,620	15.70%	1,669	15.71%
Charity Care	161	1.72%	207	2.01%	213	2.00%
All Other	27	0.29%	30	0.29%	31	0.29%
Total	9,377	100.00%	10,316	100.00%	10,626	100.00%

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

- Revenues are based on Current Year's reimbursement for both specialties since Dr. Gulshan Sethi already has CPT-4 reimbursements in his current practice.
- Operating expenses are based on Current Year's operating expenses, increased by the additional FTEs and a 2% inflation index.
- Year One and Year Three payer rates are based on Island Digestive Health Center, LLC 2024 payer rates.
- Dr. Gulshan Sethi provided a letter of intent to provide surgeries one day a week, equating to approximately 600 procedures annually.

Capability and Feasibility

The total project cost of $37,193 and the working capital requirement for this application of $131,269 will be funded with equity from Island Digestive Health Center, LLC operations. The working capital requirement is based on two months of projected incremental third year expenses. Bureau of Financial Analysis Attachment B indicates sufficient funding for project cost and working capital totaling $168,462.

The submitted budget indicates a net income of $3,433,696 and $3,656,414 during the first and third years, respectively. The budget appears reasonable.

Bureau of Financial Analysis Attachment A, 2023 - 2024 Certified Financial Statements Island Digestive Health Center, LLC, shows an average positive working capital position, an average positive net asset position, and an average net income of $3,282,849 for the period.

Bureau of Financial Analysis Attachment B, 2025 and 7/31/2026 Internal Financial Statement Island Digestive Health Center, LLC, shows a positive working capital position, positive net asset position, and net income of $3,024,308 and $1,602,598, respectively.

Conclusion

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

Health Equity Impact Assessment

Health Equity Impact Assessment Summary

Island Digestive Health Center is seeking to expand their operating license to include minimally invasive vein procedures (vascular surgery) in addition to gastroenterology at an existing ambulatory surgery center. The facility is in West Islip, NY, with a service area consisting of Suffolk, Queens, and Nassau Counties. There are high levels of economic and social stress and high rates of potentially preventable hospitalizations in Suffolk County. The project will positively impact several medically underserved groups, especially women and older adults who are disproportionately at risk for developing vascular conditions. Adults over the age of 60 make up 24% of the area population, and women over half. The service area is predominately White with over 95% of residents covered by health insurance.

The project is expected to improve health equity and reduce disparities by reducing hospital visits, providing timely and cost-effective treatment, and improving safety and convenience. Unintended positive impacts may include earlier detection of vascular issues due to increased access to care and attraction of new patients from underserved communities. Unintended negative impacts include potential scheduling backlogs, and language and navigation challenges for referral patients who are unfamiliar with the facility. Transportation access will not be affected by this project since the facility is not moving. The amount of indigent care may increase slightly due to improved access.

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

Bureau of Health Facility Planning Attachment	Map
Bureau of Financial Analysis Attachment A	2023 - 2024 Certified Financial Statements of Island Digestive Health Center, LLC
Bureau of Financial Analysis Attachment B	2025 and 7/31/2026 Internal Financial Statements of Island Digestive Health Center, LLC
Office of Health Equity and Human Rights	Health Equity Impact Assessment

Public Health and Health Planning Council

Project # 261285-C
Greece ASC, LLC d/b/a Cornerstone Surgery Center

Program: **Diagnostic and Treatment Center** ***County:*** **Monroe**
Purpose: **Construction** ***Acknowledged:*** **July 1, 2026**

Executive Summary

Description
Greece ASC, LLC d/b/a Cornerstone Eye Surgery Center, an existing New York limited liability company, requests approval to convert the existing extension clinic at 135 Canal Landing Boulevard, Greece (Monroe County) from a single specialty ambulatory surgery center specializing in Ophthalmology to a multi-specialty ambulatory surgery center specializing in Ophthalmology and Ear, Nose and Throat Services. Three non-member Ear, Nose and Throat surgeons will join the practice.

The surgery center includes two (2) operating rooms, one (1) procedure room, seven (7) pre-op/post-op bays, and requisite support space.

Dr. Scott Berry, a Board-Certified Anesthesiologist, will serve as Medical Director.

OPCHSM Recommendation
Contingent Approval

Need Summary
The applicant projects 7,043 visits representing 7,418 procedures in Year One and 7,536 visits representing 7,923 procedures in Year Three, with Medicaid at 4.1% and Charity Care at 0.7%.

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 $162,880 will be met with equity from ongoing operations.

Budget:	Current Year	Year One	Year Three
Revenues	$5,901,197	$7,737,489	$8,272,967
Expenses	$5,277,309	$6,090,399	$6,464,484
Net Income	$623,888	$1,647,090	$1,808,483

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. [Bureau of Project 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. [Bureau of Project Management]
2. 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. [Certification and Surveillance - Hospital Services]
3. The applicant must ensure registration for and training of facility staff on the Department's Health Commerce System. The Health Commerce System 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 Health Commerce System Access Form at the following link to begin the process to enroll for Health Commerce System 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 [Certification and Surveillance - Hospital Services]

Council Action Date

December 17, 2026

Need Analysis

Project Description

Greece ASC, LLC d/b/a Cornerstone Surgery Center is seeking approval to convert from a single-specialty ambulatory surgery center specializing in Ophthalmology to a multi-specialty ambulatory surgery center with the addition of Ear, Nose and Throat procedures. Cornerstone Surgery Center includes two (2) operating rooms, one (1) procedure room, seven (7) pre-op/post-op bays, and requisite support space. room.

Background & Analysis

The primary service area for this project is Monroe County. The applicant also expects to see patients from surrounding counties such as Wayne, Ontario, Orleans, Genesee and Livingston Counties. The population of Monroe County is projected to increase slightly to 758,231 by 2031 per projection data from the Cornell Program on Applied Demographics, a growth of 0.6%. Demographics for Monroe County are noted below, including a comparison with New York State.

Demographics	Monroe County	New York State
Total Population – 2024 Estimate	753,753	19,852,366
Hispanic or Latino (of any race)	9.9%	19.8%
White (non-Hispanic)	67.7%	52.8%
Black or African American (non-Hispanic)	13.5%	13.4%
Asian (non-Hispanic)	3.8%	9.0%
Other (non-Hispanic)	5.1%	5.0%

Source: 2024 American Community Survey (5-year Estimates Data Profiles)

According to the applicant, eye cases are currently being performed at the center. However, the applicant determined that it has the capacity to handle additional surgical cases and would like flexibility to allow other physicians in different specialties to use the Center's facility. The physicians currently perform the projected Ear, Nose and Throat cases at Linden Surgery Center, a hospital extension clinic of Rochester General Hospital. Approximately 20% of the cases currently performed at Linden Surgery Center will move to the Center. The physicians will also continue to cover Ear, Nose and Throat calls at the hospital they are affiliated with once this project is approved. There will be no change in ownership associated with this project.

In 2024, 96.9% of the population of Monroe County had health coverage as follows:

Employer Plans	48.9%
Medicaid	21.3%
Medicare	13.7%
Non-Group Plans	12.2%
Military or VA	0.759%

Source: Data USA

The table below shows the number of patient procedures for relevant facilities providing ambulatory surgery services in Monroe County for 2022 through 2025. All the facilities listed below provide multi-specialty services.

Ambulatory Surgery Services within 10-mile Radius of the Applicant					
Facility Name	**Type**	**Patient Procedures**			
		2022	**2023**	**2024**	**2025**
Cornerstone Surgery Center	Ambulatory Surgery Center	4,416	4,989	5,695	5,252
The Unity Hospital of Rochester	Hospital	12,969	15,070	15,324	15,490
Rochester General Hospital	Hospital	17,164	22,887	25,114	23,456
Strong Memorial Hospital	Hospital	29,962	30,483	32,158	32,819
Highland Hospital	Hospital	14,333	16,798	18,078	18,321
URMC Ambulatory Center	Hospital Extension Clinic	15,807	13,854	15,468	16,307
Lindsay House Surgery Center	Ambulatory Surgery Center	1,012	986	903	937
Brighton Surgery Center	Ambulatory Surgery Center	7,182	6,984	7,563	7,952
Total Procedures		**102,845**	**112,051**	**120,303**	**120,534**

Source: Health Facilities Information System; Statewide Planning and Research Cooperative System

In the current year, the applicant performed 5,639 procedures. The applicant is projecting 7,043 visits representing 7,418 procedures in Year One and 7,536 visits representing 7,923 procedures in Year Three with Medicaid at approximately 4.1% and Charity Care at 0.7%.

As of October 5, 2026, the ASC submitted Statewide Planning and Research Cooperative System data through August 2026.

According to the Ambulatory Health Care Facility Cost Reports for 2022 through 2024, the reported Medicaid, Medicare, Charity Care, and total visits are noted below.

	2022	**2023**	**2024**
Medicaid	0.04%	0.02%	3.65%
Medicare	60.24%	61.19%	75.17%
Charity Care	0%	0%	0%
Total Visits	4,917	5,380	6,062

Source: Ambulatory Health Care Facility Cost Reports

Medicare utilization is high as most of the Center's patients fall under Medicare which is typical for this age group in need of ophthalmology services.

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

	Current Year		**Year One**		**Year Three**	
Payor	**Volume**	**%**	**Volume**	**%**	**Volume**	**%**
Commercial Fee for Service	1,038	18.4%	1,388	19.7%	1,481	19.7%
Medicare Fee for Service	468	8.3%	595	8.4%	637	8.4%
Medicare Managed Care	3,681	65.3%	4,525	64.3%	4,846	64.3%
Medicaid Fee for Service	6	0.1%	12	0.2%	14	0.2%
Medicaid Managed Care	180	3.2%	276	3.9%	294	3.9%
Private Pay	100	1.8%	67	1.0%	72	1.0%
Charity Care	49	0.9%	52	0.7%	55	0.7%
All Other	117	2.0%	128	1.8%	137	1.8%

Source: Applicant

As an existing facility, Cornerstone currently contracts with several Medicaid Managed Care plans, including Blue Choice Option, MVP Option, United Healthcare Community Plan and Molina Healthcare. Moreover, Cornerstone works closely with its patients to educate them regarding the availability of primary care services offered by local providers. A sliding fee scale is also available for those without insurance and provisions are made for those who cannot afford these services.

Conclusion

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

Program Analysis

Project Proposal

Operator	Greece ASC, LLC
Known As	Cornerstone Surgery Center
Site Address	135 Canal Landing Boulevard, Greece, New York 14626 (Monroe County)
Specialties	**REMOVE**: Ambulatory Surgery - Single-Specialty **ADD**: Ambulatory Surgery - Multi-Specialty
Shift / Hours	Monday through Friday, 8:00 am to 4:00 pm
Staffing (1st Year / 3rd Year)	24.5 Full-Time Equivalents / 27 Full-Time Equivalents
Medical Director	Dr. Scott Berry
Transfer Agreement and Distance	Unity Hospital 1.2 miles away / 4 minutes away
Nearest Hospital	Unity Hospital

Dr. Srinivas Kaza, Dr. Amy Saleh and Dr. Chelsea Obourn have expressed interest and submitted letters to perform approximately 250 cases during the first year. All three doctors are board-certified by American Academy of Otolaryngology - Head and Neck Surgery. The existing support staff will be trained to support the new surgeons. When needed, the Cornerstone Surgery Center provides anesthesia services through a contracted anesthesia group.

Cornerstone Surgery Center, in operation since August 31, 2020, received indefinite life in July of 2025, and is accredited by Accreditation Association of Ambulatory Health Care.

The Medical Director will be Dr. Scott Berry, who is licensed as a Doctor of Osteopathic Medicine, and is currently the Medical Director for Brighton Surgery Center.

The Center will be open Monday through Friday from 8:00 am to 4:00 pm.

Cornerstone Surgery Center has an existing Transfer and Affiliation agreement with Unity Hospital in Rochester, New York, 1.2 miles / 4 minutes away.

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

Position	Year One	Year Three
Management and Supervision	3	3
Technician & Specialist	7	8
Registered Nurses	12	13
Clerical and Other Administrative	2.5	3
Total	**24.5**	**27**

Integration with Community Resources

The current extension clinic works closely with its patients to educate them regarding availability of primary care services offered by local providers, including the broad array of outpatient primary care services offered by the community. Through this program, the extension clinic's patients will be better able to make informed choices regarding preventive medicine, to understand personal health care options going forward and to hopefully avoid unnecessary hospitalization and emergency room visits. Prior to leaving the extension clinic, each patient will be provided with information concerning local availability of primary care services.

Post-operative care protocols will include discharge planning that reinforces the patient's connection to their primary care provider, ensuring continuity of care following procedures performed at Cornerstone Surgery Center.

Compliance with Applicable Codes, Rules, and Regulations

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

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

Conclusion

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

Financial Analysis

Total Project Cost and Financing

Total project cost for the acquisition of moveable equipment, is estimated at $162,880, further detailed as follows:

Moveable Equipment	$160,000
CON Fee	$2,000
Additional Processing Fee	$880
Total Project Cost	$162,880

The applicant's financing plan appears as follows:

Equity	$162,880

Operating Budget

The applicant has submitted an operating budget, in 2026 dollars, for the Current Year and First and Third Years of operation, summarized below:

	Current Year		Year One		Year Three	
	Per Visit	Total	Per Visit	Total	Per Visit	Total
Revenues:						
Medicaid Fee For Service	$237.83	$1,427	$1,019.75	$12,237	$1,003.71	$14,052
Medicaid Managed Care	$1,047.05	$188,469	$1,150.47	$317,530	$1,150.82	$338,342
Medicare Fee for Service	$1,001.80	$468,843	$1,127.67	$670,963	$1,126.67	$717,687
Medicare Managed Care	$1,092.42	$4,021,200	$1,100.02	$4,977,610	$1,099.65	$5,328,891
Commercial Fee for Service	$1,006.97	$1,045,240	$1,144.75	$1,588,910	$1,142.20	$1,691,597
Private Pay	$593.33	$59,333	$871.00	$58,499	$871.00	$62,677
Tricare/Veterans Administration	$997.31	$116,685	$874.75	$111,740	$874.75	$119,721
Total Revenues		$5,901,197		$7,737,489		$8,272,967
Expenses:						
Operating	$807.56	$4,553,820	$756.88	$5,330,686	$757.00	$5,704,771
Capital	$128.30	$723,489	$107.87	$759,713	$100.81	$759,713
Total Expenses	$935.86	$5,277,309	$864.75	$6,090,399	$857.81	$6,464,484
Net Income		$623,888		$1,647,090		$1,808,483
Procedures		5,639		7,043		7,536

- Revenues for ophthalmology cases are based on the applicant's current payer rates. Revenues for the projected Ear, Nose and Throat procedures are based on assumed case mix and Medicare rates with adjustments for commercial and Medicaid payers.
- Operating expenses are based on 2025 operating expenses increased for the forecasted increase in utilization.
- Ophthalmology utilization is based on applicant's historical utilization with increases in Year One and Year Three based on additional ophthalmologists having joined the Cornerstone Eye Associates medical practice. Ear, Nose and Throat projected utilization is based on physician letters of interest provided by Srinivas Kasa, M.D., Amy Saleh, M.D. and Chelsea Obourn, M.D. projecting 250 Ears, Nose and Throat cases in Year One.

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

	Current Year		Year One		Year Three	
	Visits	%	Visits	%	Visits	%
Medicaid FFS	6	.11%	12	.17%	14	.19%
Medicaid MC	180	3.18%	276	3.92%	294	3.90%
Medicare FFS	468	8.30%	595	8.45%	637	8.45%
Medicare MC	3,681	65.28%	4,525	64.25%	4,846	64.30%
Commercial FFS	1,038	18.41%	1,388	19.71%	1,481	19.65%
Private Pay	100	1.8%	67	.95%	72	.95%
Charity Care	49	.86%	52	.74%	55	.74%
Tricare/VA	117	2.06%	128	1.81%	137	1.82%
Total	5,639	100.00%	7,043	100.00%	7,536	100.00%

The applicant has provided their Financial Assistance Program policy that provides for free or discounted care to qualifying individuals including considerations based on the Federal Poverty Level for families up to five members.

Capability and Feasibility

Total project costs of $162,880 will be met through equity from the operations of Greece ASC, LLC. Bureau of Financial Analysis Attachments A, the 2023-2025 Certified Financial Statements of Greece ASC, LLC d/b/a Cornerstone Eye shows sufficient operational income to fund both the project and the working capital requirement.

Working capital requirements are estimated at $1,111,081, which is equivalent to two months of third year expenses. The working capital will be covered from the operations of Greece ASC, LLC.

Bureau of Financial Analysis Attachment A the 2023-2025 Certified Financial Statements of Greece ASC, LLC d/b/a Cornerstone Eye shows a negative average working capital, positive average net asset position and an average net income of $822,145 for the period.

The submitted budget indicates a net income of $1,647,090 and $1,808,483 during the First and Third years of operation, respectively Revenues for ophthalmology cases are based on the applicant's current payer rates. Revenues for the projected Ear, Nose and Throat procedures are based on assumed case mix and Medicare rates with adjustments for commercial and Medicaid payers. 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_	2023-2025 Certified Financial Statements of Greece ASC, LLC

Public Health and Health Planning Council

Project # 261134-C
Weill Cornell Imaging at New York Presbyterian

Program: **Diagnostic and Treatment Center** ***County:*** **Kings**
Purpose: **Construction** ***Acknowledged:*** **July 2, 2026**

Executive Summary

Description
Weill Cornell Imaging at New York-Presbyterian, an existing Article 28 Diagnostic & Treatment Center, requests approval to certify and construct a new extension clinic at 436 86th Street, Brooklyn (Kings County), New York 11209.

The extension clinic will be certified for CT Scanner, MRI, and Medical Services – Other Medical Specialties. The imaging services will include three MRIs, one CT Scanner, one PET Scanner, one X-Ray unit, two mammography units, and three ultrasound units.

OPCHSM Recommendation
Contingent Approval

Need Summary
Weill Cornell Imaging at New York-Presbyterian is projecting 18,256 visits in Year One and 23,923 in Year Three with 7% Medicaid and 2% 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
Total project cost of $56,872,622 will be met with $56,390,622 in equity to be derived from operations of Weill Corneall Imaging and an equipment lease of $482,000 at an interest rate of 3.5% for a five-year term.

Budget:	Year One	Year Three
Revenues	$21,727,404	$29,337,594
Expenses	17,994,842	25,087,729
Excess Revenues	$3,732,562	$4,249,865

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 Health Systems Agency 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. [Bureau of Project Management]
2. Submission of an executed equipment lease that is acceptable to the Department of Health. [Bureau of Financial Analysis]
3. Submission of an executed lease rental agreement that is acceptable to the Department of Health. [Bureau of Financial Analysis]

Approval conditional upon:

1. This project must be completed by **June 1, 2029**, including all pre-opening processes, if applicable. Failure to complete the project by this date may constitute an abandonment of the project by the applicant and the expiration of the approval. It is the responsibility of the applicant to request prior approval for any extensions to the project approval expiration date. [Bureau of Project Management]
2. Construction must start on or before **July 1, 2027**, and construction must be completed by **March 1, 2029**, presuming the Department has issued a letter deeming all contingencies have been satisfied prior to commencement. It is the responsibility of the applicant to request prior approval for any changes to the start and completion dates. In accordance with 10 NYCRR Section 710.10(a), if construction is not started on or before the approved start date, this shall constitute abandonment of the approval. [Bureau of Project Management]
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. [Architecture and Engineering Review]
4. 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. [Certification and Surveillance – Hospital Services]
5. The applicant must ensure registration for and training of facility staff on the Department's Health Commerce System. 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/facilites/hospitals/docs/hcs_access_forms_new_clinics.pdf. Questions may be directed to the Division of Hospitals and Diagnostic &Treatment Centers at 518-402-1004 or email: hospinfo@health.ny.gov [Certification and Surveillance – Hospital Services]

Council Action Date
December 17, 2026

Need Analysis

Project Description

Weill Cornell Imaging at New York-Presbyterian is seeking approval to certify and construct a new extension clinic at 436 86th Street, Brooklyn, New York 11209 (Kings County). The new facility will be certified for CT Scanner, MRI, and Medical Services – Other Medical Specialties. The imaging services will include three MRIs, one CT Scanner, one PET Scanner, one X-Ray unit, two mammography units, and three ultrasound units.

Background and Analysis

The primary service area for this project is Kings County with Richmond County being a secondary service area. The primary service area is located within a medically underserved area. The population of Kings County is projected to increase to 2,872,808, a 9.2% increase. The population of those aged 65 and older is currently at 406,596 and is expected to increase to 477,320 or a 14.8% increase 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	Kings County	New York State
Total Population	2,631,580	19,852,366
Hispanic or Latino (of any race)	19.0%	19.8%
White (non-Hispanic)	36.1%	52.8%
Black or African American (non-Hispanic)	26.6%	13.4%
Asian (non-Hispanic)	12.1%	9.0%
Other (non-Hispanic)	6.2%	5.0%

Source: 2024 American Community Survey (5-Year Estimates Data Profiles)

In 2024, 94.2% of Kings County had health coverage as follows:

Health Plans	Kings County
Employer plans	40.3%
Medicaid	34.3%
Medicare	8.42%
Non-group plans	10.8%
Military or United States Department of Veterans Affairs plans	0.297%

Source: Data USA

The projected payor mix for Weill Cornell Imaging at New York-Presbyterian includes:

Applicant Projected Payor Mix		
Payor	Year One	Year Three
	Outpatient	
Commercial	60.43%	60.41%
Medicare	29.46%	29.45%
Medicaid	6.96%	6.95%
Private Pay	1.19%	1.19%
Charity Care	1.96%	2.00%
Total Visits	18,256	23,923

Source: Applicant

According to the applicant they have experienced significant growth at their Brooklyn-based facilities for imaging. They contribute a large portion of the growth to the growing elderly population which is expected to grow 14.8% by 2031. In 2025, Weill Cornell Imaging at New York-Presbyterian reports transferring 15.3% of patients to Manhattan based facilities due to the lack of imaging services in the area. The addition of a second Weill Cornell Imaging at New York-Presbyterian location in Brooklyn will extend access to new imaging modalities, alleviate growing demand and reduce long-lead wait times. They plan to implement community outreach programs to target seniors to help alleviate the stressors of receiving imaging procedures and explain services that will be offered.

This new extension clinic will be located within close proximity (0.1 miles) to a New York-Presbyterian multi-specialty site at 502 86th Street, Brooklyn, (Kings County), New York 11209. These sites will complement each other as patients will be able to easily access this new site for imaging providing a streamlined continuum of care.

Prevention Quality Indicators 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. The table below provides information on rates for 2025 related to this application.

Prevention Quality Indicators	**Kings County**	**New York State**
Diabetes Short-Term Complications	7	7
Diabetes Long-Term Complications	14	13
Chronic Obstructive Pulmonary Disease or Asthma	26	25
Hypertension	7	8
Heart Failure	38	39
Community-Acquired Pneumonia	8	12
Uncontrolled Diabetes	6	5
Urinary Tract Infection	9	13
Prevention Quality Overall Composite	109	115

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

Conclusion

Approval of this project will improve access to imaging services, alleviate congestion, reduce travel and wait times, and streamline care for Kings County and Richmond County residents.

Program Analysis

Program Proposal

Current Operator	Weill Cornell Imaging at New York Presbyterian
Doing Business As	Weill Cornell Imaging at New York-Presbyterian Bay Ridge
Site Address	436 86th Street, Brooklyn, New York 11209 (Kings County)
Shift/Hours/Schedule	Monday through Friday from 8 am to 8 pm
Approved Services	Medical Services - Other Medical Specialties CT Scanner and MRI
Staffing (1st Year/3rd Year)	56.0 FTEs in Year One 67.0 FTEs in Year Three
Medical Director(s)	Dr. Keith Hentel
Emergency, In-Patient and Backup Support Services Agreement and Distance	Existing Transfer and Affiliation Agreement: New York-Presbyterian Hospital-Brooklyn Methodist Hospital 506 6th Street, Brooklyn, New York 11215 Nearest hospital is NYU Langone Hospital 2.5 miles / 9 minutes.

Since 2007, Weill Cornell Imaging at New York-Presbyterian has been operating through a passive parent relationship with New York-Presbyterian Hospital and Weill Cornell Medicine, both sharing 50% ownership. Weill Cornell Imaging at New York-Presbyterian provides outpatient diagnostic imaging services with advanced imaging technology across New York City. The proposed extension clinic will be the second Weill Cornell Imaging at New York-Presbyterian location in Brooklyn and will be 6.8 miles from the Weill Cornell Imaging at New York-Presbyterian Joralemon location, which is currently under construction.

The new extension clinic will be on the same block, approximately 0.1 mile from a New York-Presbyterian multi-specialty site at 502 86th Street in Brooklyn. That site offers primary care, multi-specialties, cardiology, obstetrics/gynecology, gastroenterology, orthopedics and endocrinology care. The 436 86th Street extension clinic is expected to add much needed capacity to alleviate the stress at Weill Cornell Imaging at New York-Presbyterian's existing sites. It is also expected to supplement specialty services provided at the 86th Street clinic and enhance patient experience by offering contemporary imaging services at Bay Ridge. Expanding services in Brooklyn will help eliminate the burden of traveling to Manhattan for patients residing in Brooklyn.

The primary service areas for the new extension clinic are Kings and Richmond Counties. Weill Cornell Imaging at New York-Presbyterian will develop a health education and outreach program for the benefit of the new extension clinic's service area community. Weill Cornell Imaging at New York-Presbyterian will present programs to schools, senior citizen centers, churches and other community groups, including announcements concerning the activities at the new extension clinic. The programs will be designed to allay the fears that some members of the public, particularly senior citizens, traditionally have concerning radiological procedures and testing.

Weill Cornell Imaging at New York-Presbyterian will renovate an existing 29,455 square foot building. The outpatient diagnostic radiology and treatment center will be on the first and second floors of the building and will encompass 26,893 functional gross square feet of program space. Weill Cornell Imaging at New York-Presbyterian will have three MRIs, one CT Scanner, one PET/CT Scanner, one X-Ray unit; two Mammography units, and three Ultrasound units.

The first floor will consist of Women's Imaging Services, and the second floor will consist of MRI services. The scope of work will include renovations to space to replace the heating, ventilation, and air conditioning, plumbing, sprinkler and electrical systems.

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

Positions	**Year One**	**Year Three**
Management & Supervision	1.0	1.0
Physicians	4.0	4.0
Technician & Specialist	22.0	27.5
Registered Nurse	6.0	7.0
Clerical & other Administrative	23.0	25.50
Totals	56.0	67.0

Weill Cornell Imaging at New York Presbyterian has an existing Transfer and Affiliation agreement with New York-Presbyterian Hospital. New York-Presbyterian Hospital-Brooklyn Methodist Hospital is 10.62 miles away / 14.28 minutes away from this proposed Diagnostic and Treatment Center.

Dr. Keith D. Hentel, M.D., who will serve as Medical Director, is a board-certified Diagnostic Radiologist. Currently, Dr. Keith Hentel is the Executive Vice Chair in the Department of Radiology at New York-Presbyterian Hospital-Weill Cornell Medical Center and is the Vice President of Weill Cornell Imaging at New York-Presbyterian.

Dr. Hentel is an Associate Professor of Clinical Radiology at Weill Cornell Medical College and is an Associate Attending Radiologist at the New York-Presbyterian Hospital/Weill Cornell Campus. His clinical expertise is in musculoskeletal imaging and in emergency radiology.

Closed Enforcements
The Department issued a Stipulation and Order, signed 2/5/26, and fined New York-Presbyterian Queens $2,000. Deficient practice in patient Rights.

The Department issued a Stipulation and Order, signed 10/3/23, and fined New York Presbyterian Queens $10,000.00. Deficient practice in Sexual Assault and Patient Rights. Specifically, the facility failed to investigate an allegation of sexual assault and implement corrective actions.

The Department issued a Stipulation and Order, signed 11/6/2017, and fined New York Presbyterian Hospital-Queens $2,000. Deficient practice in Patient Rights

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

Financial Analysis

Total Project Cost and Financing

Total project cost, which is for renovations and the acquisition of moveable equipment, is estimated at $56,872,622, further broken down as follows:

Renovation and Demolition	$30,398,000
Site Development	$1,469,400
Temporary Utilities	$125,000
Design Contingency	$883,250
Construction Contingency	$3,039,800
Architect/Engineering Fees	$3,274,025
Construction Manager Fees	$864,000
Other Fees (Consultant)	$2,195,000
Moveable Equipment	$13,410,630
Telecommunications	$900,440
Certificate of Need Fees	$2,000
Total Project Cost	$56,872,622

The applicant's financing plan appears as follows:

Equity	$56,390,622
Equipment Lease (3.5% interest rate for a 5-year term)	$482,000
Total	$56,872,622

Operating Budget

The applicant has submitted an incremental operating budget, in 2026 dollars, for Year One and Year Three, summarized below:

	Year One (2028)		Year Three (2030)	
	Per Visit	Total	Per Visit	Total
Commercial Fee-for-Service	$2,425	$21,825	$2,456	$29,470
Commercial Managed Care	$1,759	$19,392,687	$1,813	$26,185,124
Medicare Managed Care	$388	$1,537,396	$400	$2,075,880
Medicare Fee-for-Service	$396	$560,779	$408	$757,197
Medicaid Fee-for-Service	$280	$20,447	$288	$27,609
Medicaid Managed Care	$380	$454,949	$392	$614,298
Private Pay	$798	$173,869	$824	$234,768
Less Charity Care		($434,548)		($586,752)
Total Revenues		$21,727,404		$29,337,594
Expenses:				
Operating	$794.37	$14,502,047	$902.69	$21,594,934
Capital	$191.32	$3,492,795	$146.00	$3,492,795
Total Expenses	$985.69	$17,994,842	$1,048.69	$25,087,729
Excess Revenues		$3,732,562		$4,249,865
Visits		18,256		23,923

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

	Year One (2028)		Year Three (2030)	
Commercial Fee-for-Service	9	0.05%	12	0.05%
Commercial Managed Care	11,023	60.38%	14,439	60.36%
Medicare Fee-for-Service	3,963	21.71%	5,191	21.70%
Medicare Managed Care	1,415	7.75%	1,854	7.75%
Medicaid Fee-for-Service	73	0.40%	96	0.40%
Medicaid Managed Care	1,197	6.56%	1,568	6.55%
Private Pay	218	1.19%	285	1.19%
Charity Care	358	1.96%	478	2.00%
Total	18,256	100.00%	23,923	100.00%

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

- Revenues are based on current reimbursement methodologies. The applicant is expecting to see Year One visits of 18,256 growing to 23,923 visits by Year Three. Weill Cornell Imaging at New York-Presbyterian has seen a steady increase in demand for radiological care since 2023, increasing 23% or roughly 69,000 imaging cases. In 2025, 5.3%, or roughly 57,000 imaging cases were from patients travelling from Brooklyn.
- Expense and utilization assumptions are based on the applicant's experience operating an existing suite. Staffing of the extension clinic has been determined based on the current staffing for the imaging services provided at the Weill Cornell Imaging at New York-Presbyterian existing sites.
- Operating expenses increased by $7,092,887 from Year One to Year Three driven by increases in salaries and wages and other direct expenses. The increases are supported by the projected increase of eleven FTEs. Capital expenses remain flat from Year One to Year Three.

Lease Rental Agreement

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

Premises	26,893 square feet located at 436 86th Street, Brooklyn, New York
Lessor	MCB-OV C21 Owner, LLC
Lessee	Weill Cornell Imaging of New York-Presbyterian
Term	31 years and 4 months with four renewal options of five years each.
Rental	Initial Annual Base Rent of $1,311,325 annually ($48.76 per sq.ft.), increasing on a cumulative basis at the rate of eight percent (8%) on the first day of the fourth lease year thereafter during the term.
Provisions	The lessee shall be responsible for real estate taxes, maintenance and utilities.

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

Capability and Feasibility

The total project cost of $56,872,622 will be funded with $56,390,622 in equity from the operations of Weill Cornell Imaging at New York-Presbyterian and an equipment lease of $482,000 at an interest rate of 3.5% for a five-year term.

The working capital requirements are estimated at $2,999,140, which is equivalent to two months of Year One expenses. The applicant will provide equity to meet the working capital requirement. Bureau of Financial Analysis Attachment A, Internal Financial Statements of Weill Cornell Imaging at New York-Presbyterian, indicates the availability of sufficient funds to meet the project cost and working capital equity contributions.

The submitted budget indicates an incremental excess of revenues over expenses of $3,732,562 and $4,249,865 during Year One and Year Three, respectively. As shown on Bureau of Financial Analysis Attachment A, the entity had a positive working capital position and net asset position during the period. Furthermore, the entity achieved an excess of revenues over expenses of $112,870,449 in 2025. The submitted budget appears reasonable

Conclusion

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

Health Equity

Health Equity Impact Assessment Summary

The Independent Entity identified Kings and Richmond Counties as the project's service area. Medically underserved groups were identified using the Applicant's utilization data, publicly available census data, and the New York City Community Health Profile. The medically underserved groups most impacted include older adults, women, and immigrants. One third of New York City's adults aged 65 and older live in Kings County, and older adults use imaging services at higher rates than younger populations. Women have significantly higher rates for using imaging services than men, and Kings and Richmond counties suffer a higher mortality rate from breast cancer than New York County. Additionally, 34% of the service area population are immigrants, who will benefit from a local, modernized facility with improved navigation. There are medium-to-high rates of potentially preventable hospitalizations and social and economic stress in the project's service area. The impacts of this project are entirely positive and include reduced travel times and transportation barriers, expanded access to care, and provision of testing to decrease mortality rates for conditions such as breast cancer. No unintended health equity impacts were identified.

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

Bureau of Health Facility Planning Attachment	Map
Bureau of Financial Analysis Attachment A	Financial Summary - 2025 Internal Financial Statements of Weill Cornell Imaging at New York-Presbyterian.
Office of Health Equity and Human Rights	Health Equity Impact Assessment

NEW YORK STATE | Department of Health

MEMORANDUM

TO: Michael Stelluti
Division of Health Facility Planning and Development

Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

FROM: Kayleigh Gekakis
Associate Attorney, Bureau of Program Counsel
Division of Legal Affairs

SUBJECT: Certificate of Incorporation of Friends of the Cherry Valley Community Health Center, Inc.

DATE: November 9, 2026

Please include the above matter on the agendas for the next Establishment and Project Review Committee and Public Health and Health Planning Council meetings.

The attachments relating to this matter include the following:

1. Memorandum to the Public Health and Health Planning Council from Darren Cohen, Deputy Commissioner & General Counsel;
2. Photocopy of proposed Certificate of Incorporation of Friends of the Cherry Valley Community Health Center, Inc.;
3. Email from Dennis B. Laughlin, Esquire, requesting approval;
4. Letter from Elletta Horth, Nurse Practitioner, Medical Director of the Cherry Valley Community Health Center.

Attachments

cc: Jason Corvino

NEW YORK STATE | Department of Health

MEMORANDUM

TO: Public Health and Health Planning Council

FROM: Darren Cohen DC
Deputy Commissioner & General Counsel
Division of Legal Affairs

SUBJECT: Certificate of Incorporation of Friends of the Cherry Valley Community Health Center, Inc.

DATE: November 9, 2026

Friends of the Cherry Valley Community Health Center, Inc., seeks establishment approval from the Public Health and Health Planning Council ("PHHPC") pursuant to Public Health Law § 2801-a (6) in order to solicit contributions for the Cherry Valley Community Health Center.

Friends of the Cherry Valley Community Health Center, Inc. will be formed as a domestic not-for-profit corporation for the purpose of providing support to the Community Health Center of Cherry Valley, New York, a diagnostic and treatment center, which is owned and operated by the Town of Cherry Valley. The new entity will also receive contributions and pay them over to the facility, and serve as a "community-led nonprofit organization committed to helping to sustain . . . vital healthcare services." Friends' fundraising practices will include a yearly mailing of donation letters, acceptance of monetary donations throughout the year, raffles, community events, and a potential thrift store. A letter from Elletta Horth, Nurse Practitioner, Medical Director of the Cherry Valley Community Health Center acknowledging the application and stating a willingness to accept funds was included in the application, along with a list of the initial eight members of the Board of Directors.

Pursuant to Not-for-Profit Corporation Law § 402, Public Health Law § 2801-a(6) and 10 NYCRR 610.2, PHHPC must consent to the Certificate of Incorporation prior to its filing with the Secretary of State.

There is no legal objection to the proposed Certificate of Incorporation of Friends of the Cherry Valley Community Health Center, Inc. and it is in legally acceptable form.

Attachments.

Certificate of Incorporation

of

Friends of the Cherry Valley Community Health Center, Inc.

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

First The name of the corporation is: Friends of the Cherry Valley Community Health Center, Inc.

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

Third The purposes for which the corporation is formed is:

~ Any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a charitable corporation.

~ The following specific purposes:

To provide support to the Community Health Center of Cherry Valley New York, Cherry Valley New York owned and operated by the Town of Cherry Valley.

To receive contributions and pay them over to the Community Health Center of Cherry Valley New York.

To be a community-led nonprofit organization committed to helping to sustain the vital healthcare services provided by the Community Health Center of Cherry Valley New York.

Fourth The corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

Fifth The office of the corporation is to be located in the County of Otsego, State of New York.

Sixth The name and addresses of the initial directors of the corporation are:

President, Ms Amy Garretson, Cherry Valley, New York 13320
Secretary, Ms Lisa Gerdin, Cherry Valley, New York 13320
Treasurer, Ms Patti Engel, Cherry Valley, New York 13320

Seventh The Secretary of State is designated as agent of the corporation upon whom process against the corporation may be served.

The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon the Secretary of State by personal delivery is:

Tracy's Law Office, Donovan Laughlin and Laughlin, LLC
77 Alden Street, Post Office Box 0217, Cherry Valley, New York 13320-0217

The email address to which the Secretary of State shall email a notice of the fact that process against the corporation has been served electronically upon the Secretary of State is dennis @ donovanlaughlin.com

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

Dated: 10 October 2026

Dennis B. Laughlin, Esquire

Digitally signed by Dennis B. Laughlin, Esquire
Date: 2026.10.10 23:09:08 -04'00'

/s/ Dennis B. Laughlin

Tracy's Law Office
Donovan Laughlin and Laughlin, LLC
Dennis B. Laughlin, Esquire
77 Alden Street, Post Office Box 0217
Cherry Valley New York 13320-0217
(607) 432 6959
dennis @ donovanlaughlin.com

For DOS use only

Certificate of Incorporation

of

Friends of the Cherry Valley Community Health Center, Inc.

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

Filer's Name and Mailing Address:

Tracy's Law Office
Donovan Laughlin and Laughlin, LLC
Dennis B. Laughlin, Esquire
77 Alden Street, Post Office Box 0217
Cherry Valley New York 13320-0217

For DOS use only

From:	Dennis B. Laughlin, Esquire
To:	doh.sm.PHHPC
Subject:	Incorporation of the Friends of the Cherry Valley Community Health Center, Inc.
Date:	Sunday, November 30, 2025 1:14:50 PM
Attachments:	1511-f-2-13s.pdf Correction Letter (4)-1.pdf

You don't often get email from dennis@donovanlaughlin.com. Learn why this is important

ATTENTION: This email came from an external source. Do not open attachments or click on links from unknown senders or unexpected emails.

Greetings

I am advised that this Not-for-Profit community support group will need from you a Consent from your office.

Please let me know of any issues or questions you have that require to be answered prior to a certificate being granted and provided to our office on behalf of Friends of the CVCHV.

Thanks, Dennis

Dennis B. Laughlin, Esquire
Donovan Laughlin and Laughlin, LLC
77 Alden Street; Post Office Box 217, Cherry Valley New York 13320-0217
15 South Main Street, Suite 103, Oneonta New York 13820
(607) 432 6959 ~ Facsimile (607) 264 9094

January 28, 2026

To whom this may concern.

This letter is to inform you that the "Friends of the Cherry Valley Community Health Center" Organization has informed us of their mission and their financial commitment to the Cherry Valley Community Health Center. We are acknowledging and willing to accept any funds proffered by their mission.

Respectfully submitted,

Elletta Horth, Nurse Practitioner

Medical Director of the Cherry Valley Community Health Center

Elletta Horth
FNP-C

NEW YORK STATE | Department of Health

MEMORANDUM

TO: Michael Stelluti
Division of Health Facility Planning and Development
Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

FROM: Kayleigh Gekakis
Associate Attorney, Bureau of Program Counsel
Division of Legal Affairs

SUBJECT: Restated Certificate of Incorporation of Bon Secours Charity Health System, Inc.

DATE: November 9, 2026

Please include the above matter on the agendas for the next Establishment and Project Review Committee and Public Health and Health Planning Council meetings.

The attachments relating to this matter include the following:

1. Memorandum to the Public Health and Health Planning Council from Darren Cohen, General Counsel;
2. Photocopy of proposed Restated Certificate of Incorporation of Bon Secours Charity Health System, Inc., executed by Tamer El-Rayess, Chair, Board of Directors, on August 10, 2026;
3. Request letter from Sarah Blumenthal dated August 20, 2026;
4. Certified copy of Certificate of Incorporation of Franciscan System of Warwick, Inc. filed April 5, 1989, with approvals;
5. Certified copy of Certificate of Amendment of the Certificate of Incorporation of Franciscan System of Warwick, Inc. filed May 11, 1995;
6. Certified copy of Certified copy of Certificate of Amendment of the Certificate of Incorporation of Franciscan System of Warwick, Inc filed November 27, 1996;
7. Certified copy of Certificate of Amendment of Certificate of Incorporation of Tri-State Health System, Inc. filed December 31, 1999;
8. Certified copy of Certificate of Amendment of Certificate of Incorporation of Bon Secours Charity Health System, Inc. filed August 21, 2007, with approvals;
9. Certified copy of Restated Certificate of Incorporation of Bon Secours Charity Health System, Inc. filed May 19, 2015;
10. Certified copy of Restated Certificate of Incorporation of Bon Secours Charity Health System, Inc. filed October 26, 2015, with approvals;
11. Resolution of the Board of Directors No. 3-2026 of Bon Secours Charity Health System, Inc., dated July 15, 2026, executed by Ann Marie Soares, Assistant Secretary;
12. Resolution of the Board of Directors No. 1-2026 of WMC Health Network-Rockland, Inc., dated July 15, 2026, executed by Ann Marie Soares, Assistant Secretary;

Attachments.

cc: Jason Corvino

NEW YORK STATE | Department of Health

MEMORANDUM

TO: Public Health and Health Planning Council

FROM: Darren Cohen DC
Deputy Commissioner & General Counsel
Division of Legal Affairs

SUBJECT: Restated Certificate of Incorporation of Bon Secours Charity Health System, Inc.

DATE: November 9, 2026

Westchester County Health Care Corporation d/b/a Westchester Medical Center requests Public Health and Health Planning Council ("PHHPC") approval of the Restated Certificate of Incorporation of Bon Secours Charity Health System, Inc. to change its legal name and conform its stated purposes to its post-closing role as an entity which provides services, employs personnel, and/or holds real property, rather than a licensed hospital operator following its integration into Westchester Medical Center through CON 261086-C.

Bon Secours Charity Health System, Inc. was incorporated in 1989 under the name Franciscan System of Warwick, Inc, for the purpose of enhancing religious, charitable, scientific and educational endeavors. In 2002, the entity received Public Health Council approval to support hospitals in the Orange and Rockland county regions under its current name. In 2026, The Department of Health certified the entity as a new division of Westchester Medical Center via a full asset transfer with no changes to beds or services in connection with a Safety Net Transformation Program grant.

Westchester Medical Center now seeks PHHPC approval pursuant to Not-for-Profit Corporation Law § 804, Public Health Law § 2801-a, 10 NYCRR § 600.11 and 610.1 to change the entity's name to WMCHealth Western Region, Inc., to remove the language regarding its religious charitable mission, to add language describing its purpose as supporting Westchester Medical Center and to add language describing its purpose as serving as the direct or indirect corporate member of entities that operate hospitals.

The proposed Restated Certificate of Incorporation was authorized by Resolution of the Board of Directors No. 3-2026 of Bon Secours Charity Health System, Inc., dated July 15, 2026 and by Resolution of the Board of Directors No. 1-2026 of WMC Health Network-Rockland, Inc. dated July 15, 2026.

There is no legal objection to the proposed Restated Certificate of Incorporation of Bon Secours Charity Health System, Inc., and it is in legally acceptable form.

Attachments.

RESTATED CERTIFICATE OF INCORPORATION OF BON SECOURS CHARITY HEALTH SYSTEM, INC.

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

The undersigned, being the authorized representative of Bon Secours Charity Health System, Inc. (the "Corporation"), hereby certifies:

1. The name of the Corporation is Bon Secours Charity Health System, Inc. The name under which the Corporation was formed was Franciscan System of Warwick, Inc.

2. The Corporation's Certificate of Incorporation was filed by the Department of State on April 5, 1989, pursuant to the Not-for-Profit Corporation Law of the State of New York ("NPCL").

3. The text of the Certificate of Incorporation is restated to effect the following changes:

   a. AMEND Article First, relating to the name of the Corporation, to read in its entirety as follows:

      "FIRST: The name of the corporation is WMCHealth Western Region, Inc. (the "Corporation"). The Corporation was originally incorporated under the name Franciscan System of Warwick, Inc. and was subsequently named Bon Secours Charity Health System, Inc.

   b. REPLACE, in its entirety, Article Second, regarding the Corporation's purposes, to read in its entirety as follows:

      "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 ("NPCL"), and is a charitable corporation as defined in Section 201 of the NPCL."

   c. REPLACE, in its entirety, Article Third, regarding the Corporation's tax-exempt purposes, to read in its entirety as follows:

      "THIRD: The purpose of the Corporation shall be:

      3.1 The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended (the "Code"), and shall be operated for the support and benefit of, to perform the functions of, or to carry out the purposes of Westchester County Health Care Corporation dba Westchester Medical Center, and, as the direct or indirect corporate member of an entity that operates a hospital or other health care provider under Article 28 of the New York State Public Health Law ("Article 28"), to establish, own, operate, build, construct, and maintain, and to exercise delegated authority with respect to such hospitals or other health care providers

as permitted pursuant to Article 28 and Section 701 of the NPCL. The purposes for which the Corporation is formed are charitable.

3.2 In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organizations or organizations, exclusively for charitable purposes, and engage in any lawful act or activity for which corporations may be organized under the NPCL.

d. DELETE, in its entirety, Article Fourth, related to the limitations of the Corporation.

e. DELETE, in its entirety, Article Ninth, related to the conduct of the Corporation's business and affairs.

f. RENUMBER Article Fifth, Article Sixth, Article Seventh, and Article Eighth as Article Fourth, Article Eighth, Article Fifth, and Article Ninth, respectively.

g. REPLACE, in its entirety, Article Fourth, formerly Article Fifth, regarding the Corporation's Membership, to read in its entirety as follows:

"FOURTH: The Corporation shall have one class of members. The composition of the membership of the Corporation and the rights, powers, duties and obligations of the member(s) shall be set forth in the Bylaws of the Corporation."

h. REPLACE, in its entirety, Article Fifth, formerly Article Seventh, regarding the Corporation's location, to read in its entirety as follows:

"FIFTH: The office of the Corporation within the State of New York is to be located in the County of Rockland."

i. INSERT a new Article Sixth, regarding general powers of the Corporation, to read in its entirety as follows:

"SIXTH: In furtherance of its corporate purposes, the Corporation shall have all of the general powers enumerated in § 202 of the Not-for-Profit Corporation Law, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes."

j. INSERT a new Article Seventh, regarding net earnings of the Corporation, to read in its entirety as follows:

"SEVENTH: No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, any trustee, director, officer or employee of the Corporation or other private person; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes."

k. REPLACE, in its entirety, Article Eighth, formerly Article Sixth, regarding the Corporation's dissolution, to read in its entirety as follows:

"EIGHTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code. In the event of voluntary dissolution, such organization or organizations shall be selected in the discretion of the directors, subject to approval of the plan of dissolution and distribution of assets upon an order of a Justice of the Supreme Court of the State of New York."

l. REPLACE, in its entirety, Article Ninth, formerly Article Eighth, regarding the Corporation's Designated Agent, to read in its entirety as follows:

m. "NINTH: The Secretary of 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 any process against the Corporation which is served upon the Secretary of State is:

Chief Executive Officer
WMCHealth Western Region, Inc.
255 Lafayette Ave
Suffern, NY 10901"

n. INSERT a new Article Tenth, regarding unpermitted activities and the carrying on of propaganda, to read in its entirety as follows:

"TENTH: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code if the Corporation makes an election thereunder), and the Corporation shall not participate in or intervene in (including the publishing or the distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office."

o. INSERT a new Article Eleventh, regarding unpermitted activities, to read in its entirety as follows:

"ELEVENTH: Notwithstanding anything to the contrary in this Certificate, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, nor shall it carry on any activity not permitted to be carried on by a corporation,

contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code."

p. INSERT a new Article Twelfth, regarding any taxable year or years of the Corporation during which it is determined to be a private foundation pursuant to Section 509 of the Code, to read in its entirety as follows:

"TWELFTH: During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to § 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under § 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in § 4941(d) of the Code), from retaining excess business holdings (as defined in § 4943(c) of the Code) which would subject the Corporation to tax under § 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under § 4944 of the Code, from retaining any assets which would subject the Corporation to tax under § 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in § 4945(d) of the Code)."

q. INSERT a new Article Thirteenth, regarding the limitation of personal liability of the directors and officers of the Corporation, to read in its entirety as follows:

"THIRTEENTH: No trustee, director or officer of the Corporation shall have any personal liability to the Corporation or its member(s) for damage resulting from any breach of such trustee's, director's or officer's duties as a trustee, director or officer of the Corporation; provided, however, that this Article THIRTEENTH shall not eliminate or limit the liability of any trustee, director or officer: (a) if a judgment or other final adjudication adverse to such trustee, director or officer establishes that his or her acts or omissions (i) were in bad faith or involved intentional misconduct or a knowing violation of law or that such trustee, director or officer personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, or (ii) violated Section 719 of the NPCL, unless the NPCL is amended or supplemented to so limit or eliminate such liability; or (b) to the extent that such personal liability is otherwise required by, or cannot otherwise be eliminated in accordance with, the NPCL."

r. INSERT a new Article Fourteenth, regarding references to the Internal Revenue Code of 1986, to read in its entirety as follows:

"FOURTEENTH: All references herein to the Code are to the Internal Revenue Code of 1986, and shall be deemed to include both amendments thereto and corresponding statutory provisions of future United States Internal Revenue Laws which supersede the Code or particular provisions thereof."

s. INSERT a new Article Fifteenth, regarding consent or approval of certain activities, to read in its entirety as follows:

"FIFTEENTH: Pursuant to Section 402(a)(2-b) of the NPCL this entity is not formed to engage in any act or activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No such consent or approval is required."

4. The text of the Certificate of Incorporation of the Corporation is hereby restated, as amended, to read in full as follows:

CERTIFICATE OF INCORPORATION

OF

WMCHEALTH WESTERN REGION, INC.

FIRST: The name of the corporation is WMCHealth Western Region, Inc. (the "Corporation"). The Corporation was originally incorporated under the name Franciscan System of Warwick, Inc. and was subsequently named Bon Secours Charity Health System, Inc.

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 ("NPCL"), and is a charitable corporation as defined in Section 201 of the NPCL.

THIRD: The purpose of the Corporation shall be:

3.1 The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended (the "Code"), and shall be operated for the support and benefit of, to perform the functions of, or to carry out the purposes of Westchester County Health Care Corporation dba Westchester Medical Center, and, as the direct or indirect corporate member of an entity that operates a hospital or other health care provider under Article 28 of the New York State Public Health Law ("Article 28"), to establish, own, operate, build, construct, and maintain, and to exercise delegated authority with respect to such hospitals or other health care providers as permitted pursuant to Article 28 and Section 701 of the NPCL. The purposes for which the Corporation is formed are charitable.

3.2 In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organizations or organizations, exclusively for charitable purposes, and engage in any lawful act or activity for which corporations may be organized under the NPCL.

FOURTH: The Corporation shall have one class of members. The composition of the membership of the Corporation and the rights, powers, duties and obligations of the member(s) shall be set forth in the Bylaws of the Corporation.

FIFTH: The office of the Corporation within the State of New York is to be located in the County of Rockland.

SIXTH: In furtherance of its corporate purposes, the Corporation shall have all of the general powers enumerated in § 202 of the Not-for-Profit Corporation Law, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

SEVENTH: No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, any trustee, director, officer or employee of the Corporation or other private person; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes.

EIGHTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code. In the event of voluntary dissolution, such organization or organizations shall be selected in the discretion of the directors, subject to approval of the plan of dissolution and distribution of assets upon an order of a Justice of the Supreme Court of the State of New York.

NINTH: The Secretary of 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 any process against the Corporation which is served upon the Secretary of State is:

Chief Executive Officer
WMCHealth Western Region, Inc.
255 Lafayette Ave
Suffern, NY 10901

TENTH: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code if the Corporation makes an election thereunder), and the Corporation shall not participate in or intervene in (including the publishing or the distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

ELEVENTH: Notwithstanding anything to the contrary in this Certificate, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, nor shall it carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code.

TWELFTH: During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to § 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under § 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in § 4941(d) of the Code), from retaining excess business holdings (as defined in § 4943(c) of the Code) which would subject the Corporation to tax under § 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under § 4944 of the Code, from retaining any assets which would subject the Corporation to tax under § 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in § 4945(d) of the Code).

THIRTEENTH: No trustee, director or officer of the Corporation shall have any personal liability to the Corporation or its member(s) for damage resulting from any breach of such trustee's, director's or officer's duties as a trustee, director or officer of the Corporation; provided, however, that this Article THIRTEENTH shall not eliminate or limit the liability of any trustee, director or officer: (a) if a judgment or other final adjudication adverse to such trustee, director or officer establishes that his or her acts or omissions (i) were in bad faith or involved intentional misconduct or a knowing violation of law or that such trustee, director or officer personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, or (ii) violated Section 719 of the NPCL, unless the NPCL is amended or supplemented to so limit or eliminate such liability; or (b) to the extent that such personal liability is otherwise required by, or cannot otherwise be eliminated in accordance with, the NPCL.

FOURTEENTH: All references herein to the Code are to the Internal Revenue Code of 1986, and shall be deemed to include both amendments thereto and corresponding statutory provisions of future United States Internal Revenue Laws which supersede the Code or particular provisions thereof.

FIFTEENTH: Pursuant to Section 402(a)(2-b) of the NPCL this entity is not formed to engage in any act or activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No such consent or approval is required.

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5. This Restated Certificate of Incorporation was authorized by vote of the Corporation's Member in accordance with Section 802(a) of the Not-for-Profit Corporation Law.

[SIGNATURE PAGE FOLLOWS]

Docusign Envelope ID: 4F63BEF7-99E5-8129-8184-902EB3D27A6D

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation on this 10th day of August, 2026.

DocuSigned by:

5DDC5BCFCBE64A7...

Name: Tamer El-Rayess
Title: Chair, Board of Directors

RESTATED CERTIFICATE OF INCORPORATION
OF
BON SECOURS CHARITY HEALTH SYSTEM, INC.

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

Filer's Name and Mailing Address:

Name: [NAME OF FILER]

Company, if Applicable:

Mailing Address:

City, State and Zip Code:

ROPES & GRAY LLP
1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036-8704
WWW.ROPESGRAY.COM

DIVISION OF PLANNING & LICENSURE
PHHPC
SEP - 2 2026
RECEIVED

August 20, 2026

Sarah F. Blumenthal
T +1 212 596 9544
sarah.blumenthal@ropesgray.com

VIA FEDEX

Ms. Colleen M. Leonard
Executive Secretary
Public Health and Health Planning Council
New York State Department of Health
Center for Health Care Facility Planning, Licensure and Finance
Corning Tower, Room 1805
Albany, New York 12237

RE: Request for Name Changes and Related Governance Updates – Post-Asset Transfer Restructuring of WMC-Affiliated Hospital Entities

Dear Ms. Leonard:

On behalf of Westchester County Health Care Corporation d/b/a Westchester Medical Center ("**WMC**"), a New York public benefit corporation, and the affiliated not-for-profit corporations identified below, we respectfully submit this letter and the enclosed materials to the New York State Department of Health ("**DOH**") and the Public Health and Health Planning Council ("**PHHPC**"). We respectfully request approval at the PHHPC Committee and PHHPC Council Meetings, at your earliest convenience, of the proposed amended and restated certificates of incorporation effectuating name changes and related governance updates for each of the following entities: St. Anthony Community Hospital, Warwick, New York ("**St. Anthony**"); Bon Secours Community Hospital ("**BSCH**"); Good Samaritan Hospital of Suffern, N.Y. ("**Good Samaritan**"); HealthAlliance Hospital Mary's Avenue Campus ("**Mary's Avenue**"); and HealthAlliance Hospital Broadway Campus ("**Broadway**") (each, a "**Transferring Corporation**" and collectively, the "**Transferring Corporations**"), Bon Secours Charity Health System, Inc. ("**Charity**") and HealthAlliance, Inc.

This submission follows the integration of four former hospitals, previously operated by the Transferring Corporations as separate subsidiaries of WMC, into WMC as the single licensed operator under Article 28 (the "Transaction"). The Transaction (CON No. 261086-C approved by DOH) closed on July 15, 2026, so we now seek to update the Transferring Corporations' legal names and certificates of incorporation as expeditiously as possible.

This submission supersedes and replaces in its entirety the submission dated October 10, 2025, and the supplemental transmission dated October 27, 2025, regarding proposed name changes and updates to certificates of incorporation. The present request is not related to the changes

proposed in those prior submissions; rather, the Transaction renders the prior submissions obsolete, and this submission presents the current and appropriate set of proposed changes resulting from the Transaction.

I. Transaction Summary

The Transferring Corporations, comprised of five charitable hospitals organized and operating as New York not-for-profit corporations, transferred substantially all of their operating assets to WMC pursuant to separate Asset Transfer Agreements dated May 22, 2026 (each, an "**ATA**"). The Transaction closed on July 15, 2026.

Pursuant to the ATAs and the regulatory approvals obtained, WMC is now the licensed operator of each Transferring Corporation's hospital facility under Article 28 of the New York State Public Health Law. Each Transferring Corporation retains ownership of its real property, which is leased to WMC under master leases. The Transferring Corporations continue to exist as corporate entities to employ personnel, hold real property, and provide support services to WMC, with WMC reimbursing all employee compensation, benefits, and operating costs under Administrative Services Agreements and Master Leases. Broadway, having no employees, has no Administrative Services Agreement but remains a corporate entity holding real property leased to WMC under the terms of a Master Lease. The Transaction was facilitated through the New York State Safety Net Transformation Program, under which New York State has awarded up to $161 million in capital and operating funds to support continued hospital operations.

II. Regulatory Approvals Obtained

The Transaction has received all requisite regulatory approvals including:

1. **New York Attorney General.** On July 15, 2026, the Office of the Attorney General of the State of New York (the "**NYAG**") approved the Transaction (OAG No. NYC-2026-700) pursuant to Sections 510 and 511-a of the Not-for-Profit Corporation Law ("**NPCL**"), based upon a verified petition filed by the Transferring Corporations. A copy of the NYAG approval letter is enclosed.

2. **DOH Administrative Review (CON).** DOH approved the Transaction through administrative review under Certificate of Need Project No. 261086-C.

3. **OMH.** The New York State Office of Mental Health ("**OMH**") approved Prior Approval Review Applications EZ PAR 4841, EZ PAR 4843, and AA 11967 authorizing WMC as sponsor for certain OMH-licensed programs formerly sponsored by the Transferring Corporations.

4. **OASAS.** The New York State Office of Addiction Services and Supports ("**OASAS**") approved, by issuing Operating Certificates authorizing WMC, through its Mid-Hudson

Valley Division, to operate OASAS-licensed addiction services programs formerly operated by the Transferring Corporations.

III. Proposed Name Changes

Following the closing of the Transaction, each Transferring Corporation and Charity seeks to amend and restate its certificate of incorporation to change its legal name and conform its stated purposes to its post-closing role as an entity which provides services, employs personnel, and/or holds real property, rather than a licensed hospital operator. Each Transferring Corporation and Charity will remain a New York not-for-profit corporation following the name change. The proposed name changes are as follows:

Current Legal Name	Proposed New Legal Name
St. Anthony Community Hospital, Warwick, New York	St. Anthony Community Services, Inc.
Bon Secours Community Hospital	Port Jervis Community Services, Inc.
Good Samaritan Hospital of Suffern, N.Y.	Good Samaritan Services of Suffern, N.Y., Inc.
HealthAlliance Hospital Mary's Avenue Campus	HealthAlliance Services Mary's Avenue, Inc.
HealthAlliance Hospital Broadway Campus	HealthAlliance Services Broadway, Inc.
Bon Secours Charity Health System, Inc.	WMCHealth Western Region, Inc.

Additionally, the following hospital extension clinic seeks to change its name:

Current Extension Clinic Name	Proposed Extension Clinic Name
Bon Secours Sleep Disorder Institute	WMCHealth Network Sleep Disorder Institute – Port Jervis

IV. Basis for Approval

We respectfully request that DOH and PHHPC approve the proposed amended and restated certificates of incorporation enclosed herewith. As detailed above, consistent with the approach approved in prior transactions involving post-transfer entity name changes, the underlying

Transaction has received all applicable consents and approvals, including DOH administrative review under CON Project No. 261086-C and NYAG approval. The Transferring Corporations, as former operators of hospitals, are changing their names and stated purposes following the transfer of hospital operations to WMC as the new licensed operator.

V. Enclosed Materials

Enclosed herewith is a complete submission package organized on an entity-by-entity basis. A detailed Schedule of Enclosures follows this letter. The package includes, as applicable for each Transferring Corporation: (1) a certified copy of the current certificate of incorporation and all filed amendments; (2) an executed copy of the proposed amended and restated certificate of incorporation; (3) a copy of the current bylaws approved in connection with the Transaction; (4) a copy of the bylaws effective prior to the closing of the Transaction; (5) an executed resolution of the board of the Transferring Corporation approving the Transaction, the amendment and restatement of the bylaws, and the amendment and restatement of the certificate of incorporation including the proposed name change; and (6) an executed resolution of the sole member of the Transferring Corporation approving the amendment and restatement of the bylaws and certificate of incorporation.

We respectfully request that DOH confirm receipt of this submission and place the enclosed proposed amended and restated certificates of incorporation for consideration and approval on the agenda for the PHHPC Committee and Full Council meetings at your earliest convenience. Should you require any additional information or have any questions regarding this submission, please do not hesitate to contact me via e-mail at sarah.blumenthal@ropesgray.com or by phone at 212-596-9544.

Thank you for your attention to this matter.

Sincerely,

/s/ Sarah Blumenthal

Sarah Blumenthal
Ropes & Gray LLP

cc: Division of Legal Affairs, DOH (DLAHouse@health.ny.gov)
Christine White, Executive Vice President & Chief Legal Officer, WMC (Christine.White@wmchealth.org)

SCHEDULE OF ENCLOSURES

I. St. Anthony Community Hospital, Warwick, New York *(proposed new name: St. Anthony Community Services, Inc.)*

a. Certified copy of the current Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "St. Anthony Community Services, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of St. Anthony Community Hospital, Warwick, New York (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of St. Anthony Community Hospital, Warwick, New York (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of St. Anthony Community Hospital, Warwick, New York approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc., as sole member of St. Anthony Community Hospital, Warwick, New York, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

II. Bon Secours Community Hospital *(proposed new name: Port Jervis Community Services, Inc.)*

a. Certified copy of the current Certificate of Incorporation of Bon Secours Community Hospital and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "Bon Secours Community Services, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of Bon Secours Community Hospital (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of Bon Secours Community Hospital (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of Bon Secours Community Hospital approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc., as sole member of Bon Secours Community Hospital, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

III. Good Samaritan Hospital of Suffern, N.Y. ***(proposed new name: Good Samaritan Services of Suffern, N.Y., Inc.)***

a. Certified copy of the current Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y. and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "Good Samaritan Services of Suffern, N.Y., Inc." and conforming stated purposes

c. Amended and Restated Bylaws of Good Samaritan Hospital of Suffern, N.Y. (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of Good Samaritan Hospital of Suffern, N.Y. (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of Good Samaritan Hospital of Suffern, N.Y. approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc., as sole member of Good Samaritan Hospital of Suffern, N.Y., approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

IV. HealthAlliance Hospital Mary's Avenue Campus ***(proposed new name: HealthAlliance Services Mary's Avenue, Inc.)***

a. Certified copy of the current Certificate of Incorporation of HealthAlliance Hospital Mary's Avenue Campus and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "HealthAlliance Services Mary's Avenue, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of HealthAlliance Hospital Mary's Avenue Campus (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of HealthAlliance Hospital Mary's Avenue Campus (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of HealthAlliance Hospital Mary's Avenue Campus approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of HealthAlliance, Inc., as sole member of HealthAlliance Hospital Mary's Avenue Campus, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

V. HealthAlliance Hospital Broadway Campus *(proposed new name: HealthAlliance Services Broadway, Inc.)*

a. Certified copy of the current Certificate of Incorporation of HealthAlliance Hospital Broadway Campus and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "HealthAlliance Services Broadway, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of HealthAlliance Hospital Broadway Campus (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of HealthAlliance Hospital Broadway Campus (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of HealthAlliance Hospital Broadway Campus approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of HealthAlliance, Inc., as sole member of HealthAlliance Hospital Broadway Campus, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

VI. Bon Secours Charity Health System, Inc *(proposed new name: WMCHealth Western Region, Inc.)*

a. Certified copy of the current Certificate of Incorporation of Bon Secours Charity Health System, Inc. and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "WMCHealth Western Region, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of Bon Secours Charity Health System, Inc. (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of Bon Secours Charity Health System, Inc. (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc. approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of WMC Health Network – Rockland, Inc., as sole member of Bon Secours Charity Health System, Inc., approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

VII. HealthAlliance, Inc.

a. Certified copy of the current Certificate of Incorporation of HealthAlliance, Inc. and all filed amendments

b. Executed Restated Certificate of Incorporation conforming stated purposes

c. Amended and Restated Bylaws of HealthAlliance, Inc. (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of HealthAlliance, Inc. (as in effect prior to the closing of the Transaction on July 15, 2026)

e. HealthAlliance, Inc. – Resolutions of the Board of Directors approving the Asset Transfer and Governance Documents (executed July 15, 2026)

f. Resolutions of the Board of Directors of Westchester County Health Care Corporation, as sole member of HealthAlliance, Inc. approving the Asset Transfer and related documents (executed June 3, 2026)

VIII. Parent and Transaction-Level Documents

a. Westchester County Health Care Corporation – Resolutions of the Board of Directors approving the Asset Transfer and related documents (executed June 3, 2026)

b. WMC Health Network-Rockland, Inc. – Resolutions of the Board of Directors approving the Asset Transfer (executed July 15, 2026)

c. WMCHealth Western Region, Inc. (f/k/a Bon Secours Charity Health System, Inc.) – Resolutions of the Board of Directors approving the Asset Transfer and Governance Documents (executed July 15, 2026)

d. WMCHealth Western Region, Inc. (f/k/a Bon Secours Charity Health System, Inc.) – Fourth Amended and Restated Bylaws (as in effect prior to the closing of the Transaction on July 15, 2026)

e. HealthAlliance, Inc. – Resolutions of the Board of Directors approving the Asset Transfer and Governance Documents (executed July 15, 2026)

f. HealthAlliance, Inc. – Amended and Restated Bylaws (as in effect prior to the closing of the Transaction on July 15, 2026)

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BON SECOURS CHARITY HEALTH SYSTEM, INC., File Number B762541-11 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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9/4/89

Certificate of Incorporation

of

FRANCISCAN SYSTEM OF WARWICK, INC.

Under Section 402 of the Not-for-Profit Corporation Law of the State of New York

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Pursuant to the laws of the State of New York (the "State"), particularly the "Not-for-Profit Corporation Law," as amended (the "Statute"), the undersigned, desiring to form a not-for-profit corporation for the purpose set forth below, hereby file(s) the following Certificate of Incorporation (the "Articles"):

1.0 Name

The name of the Corporation shall be Franciscan System of Warwick, Inc. ("Corporation").

2.0 Purposes

2.1 General Purpose. The general purpose of the Corporation shall be to enhance religious, charitable, scientific and educational endeavors consistent with the Statute, these Articles and the Bylaws of the Corporation.

2.2 Specific Purposes. The specific purposes of the Corporation shall be:

2.2.1 To be operated and organized exclusively for the charitable purposes of supporting and strengthening the charitable and religious ministries of the Franciscan Sisters of the Poor, a religious congregation of the Roman Catholic Church, in the management of its spiritual, material and financial resources in conformity with the ethical and moral teachings of the Roman Catholic Church, and promoting efficient governance and management, cooperative planning and the sharing of resources among such

ministries, and to provide such support for such other organizations as may be designated by the Member(s) of the Corporation (such organizations being hereinafter collectively referred to as the "Supported Organizations"), provided that each such Supported Organization is an organization described in Section 501(c)(3) and Section 509(a)(1) or Section 509(a)(2) of the Internal Revenue Code of 1986 and the regulations issued thereunder or the corresponding provision of any applicable future United States Internal Revenue statute or regulation (inclusively referred to herein as the "Code"), and further provided that the Corporation shall be operated, supervised or controlled by, or supervised or controlled in connection with, each Supported Organization within the meaning of Section 509(a)(3) of the Code and otherwise qualified under law to receive the support contemplated herein.

2.2.2 To itself operate exclusively for religious, charitable, scientific and educational purposes, and in furtherance of the religious, charitable, scientific and educational purposes, causes and objects now or at any time hereafter fostered by the Supported Organizations.

Article 3.0 Powers

Except as limited by these Articles or the Bylaws of the Corporation, the Corporation shall have and exercise all authority in furtherance of its purposes as is now or may hereafter be conferred on corporations under the Statute including, without limitation, the right and power to make donations for religious, charitable, scientific, educational or other similar purposes to any Supported Organization organized or operating within or without the State, provided, however, the Corporation is not formed to engage in any act

or activity requiring the consent or approval of any state official, office, department, board, agency or any other body, without such consent or approval first having been obtained.

4.0 Limitations

4.1 Type. The Corporation is a corporation as defined in Subsection (a)(5) of Section 102 of the Statute and is a Type B corporation as defined in Section 201 of the Statute.

4.2 Distributions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Officer, Member of the Board or Member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Officer, Member of the Board or Member of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, except the Corporation may confer benefits in the form of distributions, in dissolution and otherwise, upon a Member of the Corporation which is an organization described in Section 501(c)(3) of the Code and otherwise qualified under Federal law to receive such distribution.

4.4 Activities. Notwithstanding any other provision of this Certificate of Incorporation:

4.4.1 The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and tha Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of

statements) on behalf of any candidate for public office.

4.4.2 With respect to any taxable year or years of the Corporation, if any, during which it is determined to be a private foundation, as defined in Section 509 of the Code, it shall make distributions for such years at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings, as defined in Section 4943(c) of the Code, (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Code.

4.4.3 The Corporation shall not be authorized to engage in the practice of the profession of medicine, or any other profession required to be licensed by Title VIII of the Education Law. Moreover, the Corporation shall not be authorized to establish or operate a hospital, or to provide hospital service, or health-related services, 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, or to solicit, collect or otherwise raise or obtain any funds contributions

or grants from any source for the establishment or operation of any hospital.

5.0 Term Of Existence

The Corporation shall have perpetual existence.

6.0 Membership of Corporation

The Corporation shall have at least one class of Members of the Corporation known as the National Member Class with one Member in such class known as the National Member, identified or selected pursuant to such methods as provided in the Bylaws of the Corporation not inconsistent with this Certificate of Incorporation. Pursuant to Section 701(a) of the Statute it is hereby specified in this Certificate of Incorporation that, except as otherwise provided in the Bylaws of the Corporation, with respect to all matters the Corporation shall be managed by its National Member. The Corporation may have such additional class or classes of Members of the Corporation with one or more Members in each class, vested with such authority and identified or selected pursuant to such methods as provided in the Bylaws of the Corporation not inconsistent with this Certificate of Incorporation.

7.0 Board

The names and addresses of the initial Directors of the Corporation are as follows:

Name	Address
Sister Marilyn Fischer, SFP	186 Joralemon, Brooklyn, NY 11201
Sister Joanne Schuster, SFP	186 Joralemon, Brooklyn, NY 11201
Ms. Kathy Zbylut	186 Joralemon, Brooklyn, NY 11201

who shall serve pursuant to the Bylaws. The number of Directors of the Corporation shall hereafter be as provided in the Bylaws and may be increased or decreased from time to time by amendment of the Bylaws; provided that at no time shall such number be less than three (3) persons. The National Member shall have exclusive authority to appoint, remove and fill vacancies with respect to Directors of the Corporation as provided in the Bylaws.

8.0 Officers

The Corporation shall have such Officers, vested with such powers and responsibilities and selected pursuant to such methods as are provided in the Bylaws.

9.0 Bylaws

The power to adopt, alter, amend or repeal Bylaws for the Corporation shall be vested in and only in the National Member of the Corporation as provided in the Bylaws.

10.0 Amendments of Articles

The power to alter, amend or repeal this Certificate of Incorporation shall be vested in and only in the National Member of the Corporation as provided in the Bylaws.

11.0 Dissolution

Upon the dissolution of the Corporation, the National Member of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations as the National Member of the Corporation shall determine provided such organization or organizations are organized and operated for religious, charitable, educational or scientific purposes and, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code and are otherwise qualified under Federal law to receive such distributions. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

12.0 Principal Office

The place in the State where the initial principal office of the Corporation is to be located is the County of Albany, State of New York.

13.0 Agent

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:

Franciscan Sisters of the Poor Health System, Inc.
186 Joralemon Street
Brooklyn, New York 11201
Attention: Secretary

14.0 Conduct Of Affairs

The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law as promulgated by the Roman Catholic Church, the Ethical and Religious Directives for Catholic Health Facilities as promulgated by the United States Catholic Conference, and the statements of mission and philosophy as promulgated by the Franciscan Sisters Of The Poor Health System, Inc. on behalf of the agency(s) for which it serves as steward.

15.0 Incorporator(s)

The name and address of each incorporator of the Corporation is set forth below:

Name	Address
Robert H. Iseman	90 State Street Albany, NY 12207

IN WITNESS WHEREOF, the incorporator(s) signed below this Certificate this 4th day of April, 1989.

Robert H. Iseman
90 State Street
Albany, NY 12207

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

On the 4th day of April, 1989, before me, the subscriber, personally came ROBERT H. ISEMAN to me known and known to me to be the same person described in and who executed the within instrument, and he acknowledged to me that he executed the same.

Mary J. Lawson
Notary Public

MARY LAWSON
Notary Public, State of New York
Qualified in Albany County
My Commission Expires 4/30/90

STATE OF NEW YORK
DEPARTMENT OF LAW
ALBANY 12224

ROBERT ABRAMS
ATTORNEY GENERAL

JAMES G. MCSPARRON
DEPUTY FIRST ASSISTANT
ATTORNEY GENERAL

Telephone: (518) 473-3683

March 17, 1989

Robert H. Iseman
DeGraff, Foy, Conway,
Holt-Harris & Mealey
Attorneys & Counselors at Law
Ninety State Street
Albany, New York 12207-1780

Dear Mr. Iseman:

RE: FRANCISCAN SYSTEM OF WARWICK, INC.

Due and timely service of the notice of application for the approval of the proposed certificate of incorporation of the above-entitled organization is hereby admitted.

The Attorney General does not intend to appear at the time of application.

Very truly yours,

ROBERT ABRAMS
Attorney General

By:

RICHARD S. REDLO
Assistant Attorney General

JUDICIAL CONSENT

I, William F. McDermott, Justice of the Supreme Court of the State of New York, Third Judicial Department, do hereby approve the foregoing Certificate of Incorporation for FRANCISCAN SYSTEM OF WARWICK, INC.

William F. McDermott
Justice, Supreme Court

Dated at Albany, New York, this 28th day of March, 1989

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B762541 -11

CERTIFICATE OF INCORPORATION
OF
FRANCISCAN SYSTEM OF WARWICK
INC.

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

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 05 1989
AMT. OF CHECK $ 130.50
FILING FEE $
TAX $
COUNTY FEE $
COPY $
CERT $ 60.00
REFUND $
SPEC HANDLE $ 70
BY Def
Albany
Type B

DE GRAFF, FOY,
CONWAY, HOLT-HARRIS & MEALEY
ATTORNEYS AND COUNSELLORS AT LAW
90 STATE STREET
ALBANY, N. Y. 12207

B736238-1
3/29 11 375214
CPR Type B
4/4
Rec'd 4/4/89
2:25pm

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BON SECOURS CHARITY HEALTH SYSTEM, INC., File Number 950511000644 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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F950511000644

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION

OF

FRANCISCAN SYSTEM OF WARWICK, INC.

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

We, the undersigned, the President and Secretary of Franciscan System of Warwick, Inc., hereby certify that:

1. The name of the corporation is Franciscan System of Warwick, Inc. (hereinafter "the Corporation"), and the Corporation was formed under that name.

2. The certificate of incorporation of the Corporation was filed by the Department of State on April 5, 1989, 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. The Corporation is a Type B corporation as defined in Section 201 of the Not-For-Profit Corporation Law and shall continue to be a Type B corporation. The corporate purposes are not changed by this amendment.

4. The Corporation 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, and the post office address to which the Secretary of State shall mail a copy of any process against it served upon him is:

Franciscan Sisters of the Poor Health System, Inc.
186 Joralemon Street
Brooklyn, New York 11201
Attention: Secretary

5. The certificate of incorporation is amended as follows:

(a) **Change of Corporate Name.** Paragraph 1 of the certificate is amended to read:

"1. The name of the Corporation shall be Franciscan Health System Tri-State Region, Inc."

6. The above amendments to the certificate of incorporation were authorized by a vote of a majority of all members entitled to vote thereon at a meeting of the members.

Prior to delivery of this Certificate of Amendment to the Department of State for filing, all required approvals or consents will be endorsed upon or annexed hereto. No such approvals or consents are required.

IN WITNESS WHEREOF, the undersigned have signed this certificate this 9th day of May, 1995.

President F. Dennis Harrington

Secretary Joan Sternberg

VERIFICATION

State of New York)
: ss.:
County of Orange)

I, F. Dennis Harrington, being duly sworn, depose and state that I am the President of Franciscan System of Warwick, Inc., the corporation named in and described in the foregoing certificate, and that I have read the foregoing certificate and know the contents thereof to be true, except as to the matters therein stated to be alleged upon information and belief, and as to those matters, I believe them to be true.

Sworn to before me this
9th day of May, 1995.

Marie E. Schoepke
Notary Public

MARIE E. SCHOEPKE
Notary Public, St[illegible] York
No. 4[illegible]
Qualified [illegible]
Commission Exp[illegible] 11-27-95

State of New York)
: ss.:
County of Orange)

I, Joan Sternberg, being duly sworn, depose and state that I am the Secretary of Franciscan System of Warwick, Inc., the corporation named in and described in the foregoing certificate, and that I have read the foregoing certificate and know the contents thereof to be true, except as to the matters therein stated to be alleged upon information and belief, and as to those matters, I believe them to be true.

Sworn to before me this
9th day of May, 1995.

Marie E. Schoepke
Notary Public

MARIE E. SCHOEPKE
Notary Public, State of New York
No. 4959248
Qualified in Orange County
Commission Expires 11-27-95

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F950511000644

CERTIFICATE OF AMENDMENT OF
THE CERTIFICATE OF INCORPORATION

OF

FRANCISCAN SYSTEM OF WARWICK, INC.

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

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 11 1995
TAX $ 0
BY: JAH
ALBANY

Filed by:

Iseman, Cunningham, Riester & Hyde
9 Thurlow Terrace
Albany, New York 12203

(4)

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BON SECOURS CHARITY HEALTH SYSTEM, INC., File Number 961127000200 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT F96112700020D

ENTITY NAME : TRI STATE HEALTH SYSTEM, INC.

DOCUMENT TYPE : NAME RESERVATION (NEW) (DOM. NFP)

SERVICE COMPANY : ** NO SERVICE COMPANY **

SERVICE CODE: 00

APPLICANT NAME : CAROL A. HYDE

FILED: 11/13/1996 DURATION: 01/13/1997 CASH #: 961113000517 FILM #: 961113000503

ADDRESS FOR PROCESS

REGISTERED AGENT

** SUBMIT RECEIPT WHEN FILING CERTIFICATE **

FEES		PAYMENTS	
FILING	10.00	CASH	0.00
TAX	0.00	CHECK	10.00
CERT	0.00	CHARGE	0.00
COPIES	0.00		
HANDLING	0.00		
		REFUND	0.00

DOS-1025 (2/94)

F961127000200

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION

OF

FRANCISCAN HEALTH SYSTEM TRI-STATE REGION, INC.

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

The undersigned, Franciscan Sisters of the Poor Health System, Inc., being the sole member of Franciscan Health System Tri-State Region, Inc., entitled to vote thereon, hereby certifies that:

1. The name of the corporation is Franciscan Health System Tri-State Region, Inc. (hereinafter "the Corporation").

2. The Corporation was formed under the name Franciscan System of Warwick, Inc.

3. The certificate of incorporation of the Corporation was filed by the Department of State on April 5, 1989, under the Not-for-Profit Corporation Law.

4. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law. The Corporation is a Type B corporation as defined in Section 201 of the Not-For-Profit Corporation Law and shall continue to be a Type B corporation. The corporate purposes are not changed by this amendment.

5. The Corporation 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, and the post office address to which the Secretary of State shall mail a copy of any process against it served upon him is:

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Franciscan Sisters of the Poor Health System, Inc.
708 Third Avenue, Suite 200
New York, New York 10017-4130
Attention: Secretary

6. The certificate of incorporation is amended as follows:

(a) Article 1.0, which sets forth the name of the Corporation, is amended to read:

"1.0 Name

The name of the corporation shall be TRI-STATE HEALTH SYSTEM, INC. (the "Corporation")."

(b) Article 6.0, which addresses the membership of the Corporation, is amended to read:

"6.0 Membership of Corporation

The Corporation shall have two classes of members: the National Class and the Sponsors Class. The sole member of the National Class is Franciscan Sisters of the Poor Health System, Inc. (the "National Member"). The Sponsors Class has three members, namely the Sisters of Mercy of the Americas, Regional Community of New York, a New York not-for-profit corporation, the Franciscan Sisters of the Poor, an Ohio not-for-profit corporation, and the Sisters of Charity of Saint Elizabeth, a New Jersey not-for-profit corporation (the three members of the Sponsors Class are referred to herein individually as a "Co-Sponsor" and collectively as the "Co-Sponsors").

The National Member shall possess and exercise all of the power and authority, including the rights and privileges thereof, of a member of a not-for-profit corporation provided by all applicable law, including all power and authority described in this Certificate of Incorporation, the Bylaws of the Corporation, and in the National System Policies & Procedures Manual of the Franciscan Sisters of the Poor Health System, Inc., subject to the reserved powers and responsibilities of the Sponsors Class described in the Bylaws of the Corporation.

The Co-Sponsors, as a Class, shall possess and exercise all of the power and authority, including the rights and privileges thereof, of a member of a not-for-profit corporation provided by all applicable law, including all power and authority described in this Certificate of Incorporation and the Bylaws of the Corporation."

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(c) Article 7.0, which addresses the initial composition of the Board of Directors of the Corporation, is amended to read:

"7.0 Board

The number of Trustees of the Corporation shall be as provided in the Bylaws and may be increased or decreased from time to time by amendment of the Bylaws; provided that at no time shall such number be less than three (3) persons."

(d) Article 9.0, which addresses the Bylaws of the Corporation, is amended to read:

"9.0 Bylaws

The power to adopt, alter, amend or repeal Bylaws for the Corporation shall be vested in and only in the Members or a Class of Members of the Corporation as provided in the Bylaws."

(e) Article 10.0, which addresses amendments to the certificate of incorporation, is amended to read:

"10.0 Amendments of Articles

The power to alter, amend or repeal this Certificate of Incorporation shall be vested in and only in the Members or a Class of Members of the Corporation as provided in the Bylaws."

(f) Article 11.0, which addresses dissolution of the Corporation, is amended to read:

"11.0 Dissolution

Upon the dissolution of the Corporation, the Members of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations as the Members or a Class of Members of the Corporation shall determine in accordance with the Bylaws, provided such organization or organizations are organized and operated for religious, charitable, educational or scientific purposes and, at the time of such disposition, qualify as an exempt organization or

organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and are otherwise qualified under Federal law to receive such distributions. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine."

7. The above amendments to the certificate of incorporation were authorized by the unanimous written consent of all Members of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment and affirmed as true the statements made therein under penalties of perjury this 25 day of November, 1996.

Franciscan Sisters of the Poor Health System, Inc.

By: _____
James Flynn, President and CEO

CONSENT OF THE SOLE MEMBER
OF
FRANCISCAN HEALTH SYSTEM TRI-STATE REGION, INC.

The undersigned, being the sole member of FRANCISCAN HEALTH SYSTEM TRI-STATE REGION, INC. (the "Corporation"), hereby takes the following actions by written consent in lieu of a meeting of the membership:

1. The Certificate of Incorporation of the Corporation shall be amended as provided in the Certificate of Amendment of the Certificate of Incorporation annexed to this Consent as Exhibit "1", and the appropriate officers of the Corporation are authorized and directed to execute such Certificate of Amendment of the Certificate of Incorporation and to cause it to be filed with the Secretary of State of the State of New York.

2. The amended Bylaws annexed to this Consent as Exhibit "2" are hereby adopted as the Bylaws of the Corporation.

Franciscan Sisters of the Poor Health System, Inc.

By: _____
James Flynn, President and CEO

F961127000200

CERTIFICATE OF AMENDMENT OF
THE CERTIFICATE OF INCORPORATION

OF

FRANCISCAN HEALTH SYSTEM TRI-STATE REGION, INC.

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

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 27 1996
TAX $ 0
BY: JAH
Albany

Filed by:

Iseman, Cunningham, Riester & Hyde, L.L.P.
9 Thurlow Terrace
Albany, New York 12203

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961127000208

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BON SECOURS CHARITY HEALTH SYSTEM, INC., File Number 991231000037 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007967351 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

F 991231000037

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

TRI-STATE HEALTH SYSTEM, INC.

(Under Section 805 of Not-For-Profit Corporation Law)

The undersigned, the President of Tri-State Health System, Inc., hereby certifies that:

1. The name of the corporation is Tri-State Health System, Inc. (hereinafter "the Corporation").

2. The Corporation was formed under the name Franciscan System of Warwick, Inc. pursuant to the Not-For-Profit Corporation Law of the State of New York, and the Certificate of Incorporation of said Corporation was filed by the Department of State on April 5, 1989.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York.

4. The Corporation is a Type B corporation under Section 201 of the Not-For-Profit Corporation Law of the State of New York, and it shall continue to be a Type B corporation.

5. The Certificate of Incorporation of the Corporation is hereby amended to change the name of the Corporation, to change the members of the Corporation, to set forth the powers expressly reserved to the members of the Corporation, to change the manner in which the assets of the Corporation shall be disposed of upon dissolution of the Corporation, and to change the address to which the Secretary of State shall mail a copy of any process. The corporate powers and purposes of the Corporation are not enlarged, limited or otherwise changed by this Certificate of Amendment.

6. To effectuate the amendments described in paragraph 5 of this Certificate of Amendment, Article 1.0 of the certificate of incorporation which addresses the name of the Corporation, Article Two and Article 6.0 of the certificate of incorporation which address the membership of the Corporation, Article 11.0 which addresses the manner in which the assets of the Corporation shall be disposed of upon dissolution of the Corporation, and Article 13.0 which addresses the address to which the Secretary of State shall mail a copy of any process are amended to read in their entirety as follows:

(A) "1.0 Name

The name of the corporation shall be BON SECOURS CHARITY HEALTH SYSTEM, INC. (the "Corporation)."

(B) 2.2.1 To be operated and organized exclusively for the charitable purposes of supporting and strengthening the charitable and religious ministries of the Sisters of Bon Secours and Sisters of Charity of Saint Elizabeth, religious congregations of the Roman Catholic Church, in the management of its spiritual, material and financial resources in conformity with the ethical and moral teachings of the Roman Catholic Church, and promoting efficient governance and management, cooperative planning and the sharing of resources among such ministries, and to provide such support for such other organizations as may be designated by the Member(s) of the Corporation (such organizations being hereinafter collectively referred to as the "Supported Organizations"), provided that each such Supported Organization is an organization described in Section 501 (c)(3) and Section 509 (a)(1) or Section 509 (a)(2) of the Internal Revenue Code of 1986 and the regulations issued thereunder or the corresponding provision of any applicable future United States Internal Revenue statute or regulation (inclusively referred to herein as the "Code"), and further provided that the Corporation shall be operated, supervised or controlled by, or supervised or controlled in connection with, each Supported Organization within the meaning of Section 509 (a)(3) of the code and otherwise qualified under law to receive the support contemplated herein.

(C) "6.0 Membership of Corporation

6.1 Membership of the Corporation. The Corporation shall have two classes of Members, Class A Members and Class B Members. The sole member of the Class A Member shall be Bon Secours Health System, Inc., a Maryland not-for-profit corporation. The sole member of the Class B Member shall be the Sisters of Charity of Saint Elizabeth, a New Jersey not-for-profit corporation.

As defined in the Code of Canon Law of the Roman Catholic Church, the Class B Member shall be the juridic person of Good Samaritan Hospital and its subsidiary entities (the "Charity JP Entities"). The Sisters of Bon Secours shall be the juridic person of the Corporation, Mercy Hospital of Port Jervis, St. Anthony Hospital, and all other subsidiaries of the Corporation other than the Charity JP Entities (the "Bon Secours JP Entities"). The Bon Secours JP Entities and Charity JP Entities shall be collectively referred to as the "Health System Entities." The Sisters of Bon Secours and the Sisters of Charity, in their roles as religious co-sponsors of

the Corporation, shall each be referred to as a "Co-Sponsor" and collectively as the "Co-Sponsors."

6.2 Reservation of Power.

(a) Except as otherwise required by law, the Certificate of Incorporation of the Corporation (the "Certificate"), or Sections 1.3(c), 1.3(d), and 1.3(e) of the Corporation's Bylaws, all right, power and authority of the Corporation shall be vested solely in, and all the business and affairs of the Corporation shall be managed under the direction of, the Members, and no action of the Corporation may be taken without the approval of the Members in accordance with this Section 6.2, unless the right of such approval has been delegated in the manner prescribed in the Bylaws; however, any person or entity contracting, agreeing, or otherwise dealing with the Corporation shall be entitled to rely upon a resolution of the Board of Directors of the Corporation (the "Board") authorizing the Corporation to enter into such contract, agreement or other understanding, when such resolution is certified by the President or the Executive Vice President/Chief Executive Officer of the Corporation as being within the delegated powers of the Board, and any contract, agreement, or other understanding entered into by a person or entity in reliance upon such a certified resolution shall be binding upon the Corporation.

(b) All or any part of the authority and duty of either or both of the Members may be delegated to the Board; such delegation is to be by provision of the Bylaws or by resolution of the appropriate Member, and is to be valid until repeal of such Bylaw provision or rescission of such resolution by appropriate resolution of the applicable Member(s). There also shall be reserved to the applicable Member the power and authority (i) to modify or rescind any delegation of power by the Member, and (ii) as determined by the Member, to exercise any power or authority of the Corporation with respect to, any corporation, partnership, joint venture or other entity in which the Corporation is a member, stockholder or participant.

(c) Jointly Reserved Powers as to the Corporation. Notwithstanding the foregoing provisions of this Section 6.2, and except as otherwise required by law, the Certificate, or other provision of the Bylaws, the following powers are reserved to the Members, and may be exercised only by the affirmative act of the Members in accordance with their respective governing documents and these Bylaws:

(i) To change the philosophy, objectives or purposes of the Corporation, its mission and vision statements or its ethical and religious standards.

(ii) To amend any provision of the Certificate or the Bylaws in a manner which would diminish or eliminate the rights of the Class B Member set forth therein.

(iii) To appoint or remove any member of the Board of the Corporation.

(iv) To change the name of the Corporation.

(v) To approve the strategic quality plan of the Corporation.

(d) Powers Reserved Solely to the Class A Member as to the Corporation. Notwithstanding the foregoing provisions of this Section 6.2, and except as otherwise required by law, the Certificate, or other provision of the Bylaws, the following powers are reserved to the Class A Member, and shall be exercised only by the act of the Class A Member in accordance with its governing documents:

(i) To amend any provision of the Certificate or the Bylaws (except as provided in Section (c).

(ii) To dissolve or liquidate the Corporation.

(iii) To merge or consolidate the Corporation.

(iv) To create any subsidiary organization or affiliate the Corporation with any other entity for the purpose of the joint conduct of business or other programs whether in the form of participation in a corporation (either through the holding of stock or by membership), partnership, joint venture, co-tenancy or any other form of ownership or control.

(v) After consultation with the Class B Member, to appoint or remove the President of the Corporation and the senior sponsorship/mission position of the Corporation.

(vi) After consultation with the Class B Member, to appoint or remove the Executive Vice President/Chief Executive Officer of the Corporation.

(vii) To convey, grant mortgages, trust deeds, create other liens on, or otherwise encumber, any real property including stable patrimony assets of the Corporation (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property).

(viii) To approve the conveyance of any other assets of the Corporation whose aggregate fair market value exceeds $1,000,000 (other than loans to wholly-controlled entities within the Bon Secours Health System).

(ix) To incur, on behalf of the Corporation, any indebtedness or series of indebtedness, either of which exceeds $500,000, or to guarantee any indebtedness or series of indebtedness, either of which exceeds $500,000 (other than indebtedness to, or guarantees of indebtedness of, wholly-controlled entities within the Bon Secours Health System).

(e) Powers Reserved to the Members with Regard to Subsidiaries of the Corporation. Notwithstanding the foregoing provisions of this Section 6.2, and except as otherwise required by law, the Certificate, or other provision of these Bylaws, the following powers to exercise any rights the Corporation may have as a member or stockholder of another corporation or participant in any partnership,

joint venture, or other entity are reserved solely to Class A Member except as indicated below in this Section 6.2(e). These powers shall be exercised only by the act of the applicable Member(s) in accordance with their governing documents:

(i) To change the philosophy, objectives or purposes of such corporations, partnership, joint venture or other entity, or their mission and vision statements, their juridic status, their ethical or religious standards, or their religious sponsorship (also requires the approval of the Class B Member).

(ii) To amend the Certificate of Incorporation, bylaws or other organizational documents of such corporation partnership, joint venture or other entity (approval of the Class B Member is required if the amendment would diminish or eliminate the rights of the Class B Member).

(iii) To dissolve or liquidate such corporation, partnership, joint venture or other entity (also requires the approval of the Class B Member with regard to Charity JP Entities).

(iv) To approve of a merger or consolidation of such corporation, partnership, joint venture or other entity (also requires the approval of the Class B Member with regard to Charity JP Entities).

(v) To approve the creation of any subsidiary organization of such corporation or the affiliation of such corporations partnership, joint venture or other entity with any other entity for the purpose of the joint conduct of business or other programs whether in the form of participation in a corporation, partnership, joint venture, co-tenancy or any other form of ownership or control (also requires the approval of the Class B Member with regard to Charity JP Entities).

(vi) To appoint or remove any of the members of the board of directors or other governing body of such corporation, partnership, joint venture or other entity (also requires the approval of the Class B Member with regard to any inpatient or residential facilities).

(vii) To appoint or approve the appointment of the president and/or the chief executive officer, managing partner or other similar officer of such corporation, partnership, joint venture or other entity (also requires the approval of the Class B Member with regard to Charity JP Entities).

(viii) To convey, grant mortgages, trust deeds or create of liens on, or otherwise encumber, any real property or stable patrimony assets of such corporation, partnership, joint venture or other entity (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially affect the value of the balance of the property) (also requires the approval of the Class B Member with regard to Charity JP Entities).

(ix) To convey any other assets of such corporation, partnership, joint venture or other entity, or incur any indebtedness or series of indebtedness by such corporation, partnership, joint venture or other entity, or guarantee

any indebtedness or series of indebtedness by such corporation, partnership, joint venture or other entity, any of which equals or exceeds the amount which requires approval by its member(s) or participant(s) as specified in the governing documents of such corporation, partnership, joint venture or other entity (other than loans or indebtedness to, or guarantees of indebtedness of, wholly-controlled entities within the Bon Secours Health System) (also requires the approval of the Class B Member with regard to Charity JP Entities, provided, however, that except for the initial determination as to whether a Charity JP Entity shall, if permitted by law, become a member of the Class A Member's obligated group under the Master Trust Indenture, the Class A Member is not required to obtain the Class B Member's approval for the incurrence of any Class A Member obligated group debt, whether or not the assets of any Charity JP Entity may be encumbered in connection with the incurrence of such debt and whether or not the Charity JP Entity is liable or obligated with respect to such debt.)

(x) To approve submission by such corporation, partnership, joint venture or other entity of an application for any grant, loan or license from any governmental agency or other authority which might result in the imposition of any conditions or requirements potentially inconsistent with the philosophy and mission of the Corporation (also requires the approval of the Class B Member with regard to Charity JP Entities).

(xi) To exercise any powers such corporation, partnership, joint venture or other entity may have as a member of another entity for activities that may require, pursuant to its Certificate of Incorporation, partnership agreement or joint venture agreement, member or participant approval (also requires the approval of the Class B Member with regard to Charity JP Entities).

(xii) To change the name of such corporation, partnership, joint venture or other entity (also requires the approval of the Class B Member with regard to Charity JP Entities).

(xiii) To approve the strategic quality plan of such corporation, partnership, joint venture or other entity (also requires the approval of the Class B Member with regard to the Charity JP Entities).

(D) 11.0 Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to Bon Secours Health System, Inc., a Maryland nonstock corporation, or its successor, provided that Bon Secours Health System, Inc. or its successor is exempt from tax under Section 501(c)(3) of the Code. If, upon dissolution, Bon Secours Health System, Inc., or its successor, is not in existence or is not an organization described in Section 501(c)(3) of the Code, the property

remaining after providing for debts and obligations of the Corporation shall be distributed to Bon Secours, Inc., a Maryland nonstock corporation, or its successor, provided that Bon Secours, Inc. or its successor is exempt from tax under Section 501(c)(3) of the Code. If, upon dissolution, Bon Secours Health System, Inc., and Bon Secours, Inc., or their respective successors, are not in existence or are not organizations described in Section 501(c)(3) of the Code, the property remaining after providing for debts and obligations of the Corporation shall be distributed, in conformity with the canon law of the Roman Catholic Church, to an organization exempt from taxation under Section 501(c)(3) of the Code as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by a court sitting in equity or otherwise in the judicial district in which the principal office of the Corporation is then located, in conformity with the canon law of the Roman Catholic Church, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for similar purposes as those for which the Corporation is organized as described in this Certificate of Incorporation and which are exempt from Federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

(E) 13.0 Agent

The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is 255 Lafayette Avenue, Suffern, New York, 10901, Att: President.

7. The foregoing amendments to the Certificate of Incorporation of the Corporation were authorized by vote of the Members pursuant to Section 802 of the Not-For-Profit Corporation Law of the State of New York.

8. The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address

within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is 255 Lafayette Avenue, Suffern, New York, 10901, Att: President.

[redacted]

IN WITNESS WHEREOF, the undersigned has executed and signed this Certificate of Amendment and affirmed as true the statements made therein under penalties of perjury this 21 day of December ____, 1999.

James A. Martin, President

F99123100037

FILED
Dec 31 10 17 AM '99

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

TRI-STATE HEALTH SYSTEM, INC.

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

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 31 1999
TAX $ ____
BY: ____
Albany

Filed By:

Iseman, Cunningham, Riester & Hyde, L.L.P.
9 Thurlow Terrace
Albany, New York 12203
(518) 462-3000

RECEIVED
99 DEC 30 12 48 PM

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BON SECOURS CHARITY HEALTH SYSTEM, INC., File Number 070821000220 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007967352 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

070821000220

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

BON SECOURS CHARITY HEALTH SYSTEM, INC.

(Under Section 803 of Not-For-Profit Corporation Law)

The undersigned, the President of Bon Secours Charity Health System, Inc., hereby certifies that:

1. The name of the corporation is Bon Secours Charity Health System, Inc. (hereinafter "the Corporation").

2. The Corporation was formed under the name Franciscan System of Warwick, Inc. pursuant to the Not-For-Profit Corporation Law of the State of New York, and the Certificate of Incorporation of said Corporation was filed by the Department of State on April 5, 1989.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York.

4. The Corporation is a Type B corporation under Section 201 of the Not-For-Profit Corporation Law of the State of New York, and it shall continue to be a Type B corporation.

5. The Certificate of Incorporation of the Corporation is hereby amended as follows:

(a) to ADD a new subsection 2.2.3 to Article 2 wherein Good Samaritan Hospital of Suffern, New York, Bon Secours Community Hospital (formerly Mercy Community Hospital of Port Jervis, New York), St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc. are specifically identified as organizations for which the Corporation shall coordinate policy making and long-range planning and to which the Corporation shall provide advisory and administrative support services; and

(b) to ADD a new subsection 2.2.4 to Article 2 wherein the Corporation accepts a general delegation of decision-making authority with respect to the operation of Good Samaritan Hospital of Suffern, New York, Bon Secours Community Hospital (formerly Mercy Community Hospital of Port Jervis, New York), St. Anthony Community Hospital,

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Warwick, New York, Villa Frances at the Knolls, Inc, and St. Francis Center at the Knolls, Inc.; and

(c) to ADD a new subsection 2.2.5 to Article 2 wherein an additional purpose of the Corporation shall be to conduct any lawful activities in furtherance of its specific purposes;

(d) to ADD a new subsection 2.2.6 to Article 2 to clarify that nothing contained in the Certificate of Incorporation shall be construed to authorize the Corporation to engage in any purpose or activity described in Section 404(a) - (n), (p), (r) or (s) of the Not-for-Profit Corporation Law to the extent that such activity is prohibited by said section; and

(e) to AMEND Section 6.2 of the Certificate of Incorporation to change the powers and responsibilities expressly reserved to the Members of the Corporation.

6. To effectuate the amendments described in Paragraphs 5(a) through (d) of this Certificate of Amendment, Section 2.2 of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

"2.2 Specific Purposes. The specific purposes of the Corporation shall be:

2.2.1 To be operated and organized exclusively for the charitable purposes of supporting and strengthening the charitable and religious ministries of the Sisters of Bon Secours and Sisters of Charity of Saint Elizabeth, religious congregations of the Roman Catholic Church, in the management of its spiritual, material and financial resources in conformity with the ethical and moral teachings of the Roman Catholic Church, and promoting efficient governance and management, cooperative planning and the sharing of resources among such ministries, and to provide such support for such other organizations as may be designated by the Member(s) of the Corporation (such organizations being hereinafter collectively referred to as the "Supported Organizations"), provided that each such Supported Organization is an organization described in Section 501 (c)(3) and Section 509 (a)(1) or Section 509 (a)(2) of the Internal Revenue Code of 1986 and the regulations issued thereunder or the corresponding provision of any applicable future United States Internal Revenue statute or regulation (inclusively referred to herein as the "Code"), and further provided that the Corporation shall be operated, supervised or controlled by, or supervised or controlled in connection with, each Supported Organization within the meaning

of Section 509 (a)(3) of the code and otherwise qualified under law to receive the support contemplated herein.

2.2.2 To itself operate exclusively for religious, charitable, scientific and educational purposes, and in furtherance of the religious, charitable, scientific and educational purposes, causes and objects now or at any time hereafter fostered by the Supported Organizations..

2.2.3 To coordinate policy making and long-range planning and to provide advisory and administrative support services for Good Samaritan Hospital of Suffern, New York, Bon Secours Community Hospital (formerly Mercy Community Hospital of Port Jervis, New York), St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc, and St. Francis Center at the Knolls, 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) or (a)(2) 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, or any of the aforementioned corporations, is or hereafter becomes the sole voting member; and

2.2.4 To accept delegations pursuant to Section 701 of the Not-for-Profit Corporation Law and to share in the exercise and to exercise such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, for and on behalf of Good Samaritan Hospital of Suffern, New York, Bon Secours Community Hospital (formerly Mercy Community Hospital of Port Jervis, New York), New York, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc, St. Francis Center at the Knolls, Inc., and any other not-for-profit corporation which is 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 of which this Corporation is or hereafter becomes the sole established voting member or co-operator, to the extent that such additional decision-making authority has been named or referred to in this subsection 2.2.4 (more particularly, the Corporation accepts the delegation of and shall exercise the following exclusive authority with respect to each of Good Samaritan Hospital of Suffern, New York, Bon Secours

Community Hospital (formerly Mercy Community Hospital of Port Jervis, New York), St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc, and St. Francis Center at the Knolls, Inc.: approve strategic plans; approve capital budgets; approve operating budgets; approve debt; maintain a single, consolidated set of books and financial records; move and share assets in accordance with applicable law and contractual obligations among the Corporation, Good Samaritan Hospital of Suffern, New York, Bon Secours Community Hospital (formerly Mercy Community Hospital of Port Jervis, New York), St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.; combine and centralize administrative and support functions and authority to approve the submission of CON applications); provided, however, that with respect to any such other not-for-profit corporation subject to establishment by the New York State Public Health Council, the exercise of any such authority shall be subject to a prior delegation therefor by such other not-for-profit corporation pursuant to Section 701 of the Not-for-Profit Corporation Law and the prior approval of the Public Health Council for the establishment of the Corporation and of such delegation, and further provided that, with respect to the corporations named or referred to herein and any such other not-for-profit corporation subject to establishment by the New York State Public Health Council, any additional decision-making authority shall be exercised by the Corporation only after compliance with the requirements for prior notice to the New York State Department of Health as set forth in the certificates of incorporation of the corporations named or referred to herein and any such other not-for-profit corporation, and further provided that any future amendment to this certificate of incorporation to reduce or relinquish such additional decision-making authority shall require the prior approval of the Public Health Council. The Corporation shall provide a certified copy of any resolution of its board of directors to cease exercising or surrender any such additional decision-making authority with respect to any corporation named or referred to herein or any such other not-for-profit corporation subject to establishment by the New York State Public Health Council; and

2.2.5 To conduct any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, or attainment of the foregoing purposes.

2.2.6 Nothing contained herein shall be construed to authorize the Corporation to engage in any purpose or activity described in Section 404(a) - (n), (p), (r) or (s) of the Not-for-Profit Corporation Law to the extent that such activity is prohibited by said section."

7. To effectuate the amendments described in Paragraphs 5(e) of this Certificate of Amendment, Section 6.2 of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

"6.2 Reservation of Power.

(a) The Class A Member shall be entitled to all the rights and powers of a member under New York law (except as otherwise limited or provided in the Certificate of Incorporation or the Bylaws of the Corporation), the Certificate of Incorporation and the Bylaws of the Corporation. The Class B Member shall be entitled to only those rights and powers specifically provided to the Class B Member in the Certificate of Incorporation and Bylaws of the Corporation and, pursuant to the Co-Sponsorship Agreement, those rights and powers that the Class B Member has as the juridic person of the Charity JP entities. Action by the Corporation shall not be taken until the Member or Members of the Corporation, as appropriate, have exercised their reserved powers. Such exercise of a Member's reserved powers shall be effective when the Corporation receives written notice of the appropriate action having been taken by the Member. In the event that the Certificate, the Bylaws or the governing documents of the Member require the recommendation of the Board of Directors of the Corporation ("Board") with respect to a power expressly reserved to a Member, such action may be authorized by the Member without a recommendation by the Board following appropriate dialogue between the Board and the Member.

(b) Jointly Reserved Powers as to the Corporation. Notwithstanding the foregoing provisions of this Section 6.2, and except as otherwise required by law, the Certificate, the following powers are reserved to the Members, and may be exercised only by the affirmative act of the Members in accordance with their respective governing documents and this Certificate:

(i) To change the philosophy, objectives or purposes of the Corporation, its mission and vision statements or its ethical and religious standards and require the Corporation to operate in conformance with its statement of mission and philosophy.

(ii) To amend any provision of the Certificate or the Bylaws in a manner which would diminish or eliminate the rights of the Class

B Member set forth therein.

(iii) To fix the number of, and elect, appoint, fill vacancies in and remove, with or without cause, the directors.

(iv) To change the name of the Corporation

(v) To approve the strategic quality plan of the Corporation, provided that such right of approval shall not permit the Member to exercise any of the governance authority under applicable regulations unless the Member has received establishment approval from the Public Health Council of the State of New York.

(c) Powers Reserved Solely to the Class A Member as to the Corporation. Notwithstanding the foregoing provisions of this Section 6.2, and except as otherwise required by law, the Certificate, or other provision of the Bylaws, the following powers are reserved to the Class A Member, and shall be exercised only by the act of the Class A Member in accordance with its governing documents:

(i) To amend any provision of the Certificate or the Bylaws (except as provided in subsection 6.2 (b)(ii) above).

(ii) To dissolve or liquidate the Corporation.

(iii) To merge or consolidate the Corporation.

(iv) To create any subsidiary organization or affiliate the Corporation with any other entity for the purpose of the joint conduct of business or other programs whether in the form of participation in a corporation (either through the holding of stock or by membership), partnership, joint venture, co-tenancy or any other form of ownership or control.

(v) After consultation with the Class B Member, to appoint or remove the President of the Corporation and the senior sponsorship/mission position of the Corporation.

(vi) After consultation with the Class B Member, to appoint or remove the Executive Vice President/Chief Executive Officer of the Corporation.

(vii) To approve any acquisition or any sale, lease, exchange,

mortgage, pledge or other alienation of assets or property in excess of an amount to be fixed from time to time by the Class A Member.

(viii) To approve the incurrence, on behalf of the Corporation, of any indebtedness or series of indebtedness, either of which exceeds an amount set by the Class A Member, or to guarantee any indebtedness or series of indebtedness, either of which exceeds an amount set by the Class A Member (other than indebtedness to, or guarantees of indebtedness of, wholly-controlled entities within the Bon Secours Health System), except for debt necessary to finance the cost of compliance with operational or physical plant standards required by law Corporation.

(ix) To approve any capital or operating budgets of the Corporation to ensure that such budgets conform to the mission and philosophy of the Corporation.

(x) To approve the criteria for, and the process of evaluating the performance of, the Executive Vice President of the Corporation.

(xi) To approve settlements of litigation when such settlements exceed applicable insurance coverage or the amount of any applicable self-insurance fund.

(d) Powers Reserved to the Members with Regard to Subsidiaries of the Corporation. Notwithstanding the foregoing provisions of this Section 6.2, and except as otherwise required by law, the Certificate, or the Bylaws, the following powers to exercise any rights the Corporation may have as a member or stockholder of another corporation or participant in any partnership, joint venture, or other entity are reserved solely to Class A Member unless a right is specifically granted to the Class B Member in this Section 6.2(d) and provided that the Member(s) may not act for the Corporation if such action may be performed only by entities established under Article 28 of the Public Health Law. The powers shall be exercised only by the act of the applicable Member(s) in accordance with their governing documents:

(i) To change the philosophy, objectives or purposes of such corporations, partnership, joint venture or other entity, or their mission and vision statements, their juridic status, their ethical or religious standards, or their religious sponsorship (also requires the

approval of the Class B Member).

(ii) To amend the Certificate of Incorporation, bylaws or other organizational documents of such corporation partnership, joint venture or other entity (approval of the Class B Member is required if the amendment would diminish or eliminate the rights of the Class B Member).

(iii) To dissolve or liquidate such corporation, partnership, joint venture or other entity (also requires the approval of the Class B Member with regard to Charity JP Entities).

(iv) To approve of a merger or consolidation of such corporation, partnership, joint venture or other entity (also requires the approval of the Class B Member with regard to Charity JP Entities).

(v) To approve the creation of any subsidiary organization of such corporation or the affiliation of such corporations partnership, joint venture or other entity with any other entity for the purpose of the joint conduct of business or other programs whether in the form of participation in a corporation, partnership, joint venture, co-tenancy or any other form of ownership or control (also requires the approval of the Class B Member with regard to Charity JP Entities).

(vi) To appoint or remove any of the members of the board of directors or other governing body of such corporation, partnership, joint venture or other entity (also requires the approval of the Class B Member with regard to any inpatient or residential facilities).

(vii) To appoint or approve the appointment of the president and/or the chief executive officer, managing partner or other similar officer of such corporation, partnership, joint venture or other entity (also requires the approval of the Class B Member with regard to Charity JP Entities).

(viii) To convey, grant mortgages, trust deeds or create of liens on, or otherwise encumber, any real property or stable patrimony assets of such corporation, partnership, joint venture or other entity (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of

the property or materially affect the value of the balance of the property) (also requires the approval of the Class B Member with regard to Charity JP Entities).

(ix) To convey any other assets of such corporation, partnership, joint venture or other entity, or incur any indebtedness or series of indebtedness by such corporation, partnership, joint venture or other entity, or guarantee any indebtedness or series of indebtedness by such corporation, partnership, joint venture or other entity, any of which equals or exceeds the amount which requires approval by its member(s) or participant(s) as specified in the governing documents of such corporation, partnership, joint venture or other entity (other than loans or indebtedness to, or guarantees of indebtedness of, wholly-controlled entities within the Bon Secours Health System) (also requires the approval of the Class B Member with regard to Charity JP Entities, provided, however, that except for the initial determination as to whether a Charity JP Entity shall, if permitted by law, become a member of the Class A Member's obligated group under the Master Trust Indenture, the Class A Member is not required to obtain the Class B Member's approval for the incurrence of any Class A Member obligated group debt, whether or not the assets of any Charity JP Entity may be encumbered in connection with the incurrence of such debt and whether or not the Charity JP Entity is liable or obligated with respect to such debt.).

(x) To approve submission by such corporation, partnership, joint venture or other entity of an application for any grant, loan or license from any governmental agency or other authority which might result in the imposition of any conditions or requirements potentially inconsistent with the philosophy and mission of the Corporation (also requires the approval of the Class B Member with regard to Charity JP Entities).

(xi) To exercise any powers such corporation, partnership, joint venture or other entity may have as a member of another entity for activities that may require, pursuant to its Certificate of Incorporation, partnership agreement or joint venture agreement, member or participant approval (also requires the approval of the Class B Member with regard to Charity JP Entities).

(xii) To change the name of such corporation, partnership, joint venture or other entity (also requires the approval of the Class B

Member with regard to Charity JP Entities).

(xiii) To approve the strategic quality plan of such corporation, partnership, joint venture or other entity (also requires the approval of the Class B Member with regard to the Charity JP Entities).

(e) Should compliance with any of the restrictions in this Section 6.2 require the Corporation to take any action which may contravene any law or regulation to which the Corporation may now or hereafter be subject, or require the licensure or establishment of the Member under Article 28 of the Public Health Law, such restriction shall be null and void."

8. The foregoing amendments to the Certificate of Incorporation of the Corporation were authorized by vote of all the Members authorized to vote thereon pursuant to Section 803 of the Not-For-Profit Corporation Law of the State of New York.

9. The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is 255 Lafayette Avenue, Suffern, New York, 10901, Att: President.

IN WITNESS WHEREOF, the undersigned has executed and signed this Certificate of Amendment and affirmed as true the statements made therein under penalties of perjury this 27 day of March, 2002.

Sr. Rosmary Mulvihill, S.C.

Sr. Rosmary Mulvihill, President

THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE. SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

ASSISTANT ATTORNEY GENERAL

7/18/07
DATE

I, ANDREW P. BIVONA, an acting Justice of the Supreme Court of the State of New York for the Ninth Judicial District do hereby approve the foregoing Certificate of Amendment of Bon Secours Charity Health System, Inc., pursuant to section 804(a)(ii) of the Not-For-Profit Corporation Law and consent that the same be filed.

Dated: August 15, 2007

Andrew P. Bivona

ANDREW P. BIVONA
Justice of the Supreme Court
Ninth Judicial District
Orange County

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

PUBLIC HEALTH COUNCIL

April 15, 2002

Ms. Lori Quigley
Vice President, Planning
Bon Secours New York Health System
225 Lafayette Avenue
Suffern, New York 10901

Re: Certificate of Amendment of the Certificate of Incorporation of Bon Secours Charity Health System, Inc.

Dear Ms. Quigley:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 25th day of January, 2002, I hereby certify that the Public Health Council consents to the filing of the Certificate of Amendment of the Certificate of Incorporation of Bon Secours Charity Health System, Inc., dated March 27, 2002.

Sincerely,

Donna Peterson for

Karen S. Westervelt
Executive Secretary

COPY

070821000220

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

BON SECOURS CHARITY HEALTH SYSTEM, INC.

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

RECEIVED
2007 AUG 20 PM 2:33

FILED
2007 AUG 21 AM 9:02

Filed By:

Kihyun S. Kim, Esq
191 Bay Avenue
Huntington, New York 11743
(631) 421-1032

2CC

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED AUG 21 2007

TAX $ Lmb
BY:

Albany

228

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BON SECOURS CHARITY HEALTH SYSTEM, INC., File Number 150519000396 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007967353 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

150519000 396

Restated Certificate of Incorporation of

BON SECOURS CHARITY HEALTH SYSTEM, INC.

Under Section 805 of NYS Not-For-Profit Corporation Law

The undersigned, the Chief Executive Officer of BON SECOURS CHARITY HEALTH SYSTEM, INC. (the "Corporation"), hereby certifies that:

FIRST: The name of the corporation is BON SECOURS CHARITY HEALTH SYSTEM, INC. The Corporation was formed under the name FRANCISCAN SYSTEM OF WARWICK, INC.

SECOND: The Corporation's Certificate of Incorporation was filed by the Department of State on April 5, 1989, pursuant to the Not-For-Profit Corporation Law of the State of New York ("NPCL").

THIRD: The text of the Certificate of Incorporation is restated to effect the following changes:

a. REPLACE the references in Article 2.2.4 to "Public Health Council" and "New York State Public Health Council" with "Public Health and Health Planning Council".

b. REPLACE in its entirety Article 4.1 with the following new paragraph, both of which address the definition of the Corporation:

"4.1 Type. The Corporation is a corporation as defined in Subsection (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL") and is a charitable corporation as defined in Section 201 of the NPCL."

c. REPLACE in its entirety Article 4.2 with the following new paragraph, both of which address the distributions of the Corporation:

"4.2 Distributions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Officer, Member of the Board or Member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Officer, Member of the Board or Member of the Corporation or any other private individual, shall be entitled to share in the distribution of the Corporation, except the Corporation may confer benefits in the form of distributions, in dissolution and otherwise, as set forth in Article 6.0."

d. RENUMBER Article 4.4, relating to activities, to Article 4.3, which was not referenced in the original certificate..

e. REPLACE in its entirety renumbered Article 4.3.3 with the following new paragraph, both of which address the activities of the Corporation:

"4.3.3 The Corporation shall not be authorized to engage in the practice of the profession of medicine, or any other profession required to be licensed by Title VIII of the Education law. Moreover, the Corporation shall not be authorized to establish, operate, construct, lease or maintain a hospital, or to provide a health-related service, or 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, or to solicit, collect, or otherwise raise or obtain any funds, contributions, or grants from any source for the establishment of any such licensed entities, except insofar as the Corporation is specifically authorized to do so by the Public Health and Health Planning Council."

f. OMIT Article 5.0, which addresses the Corporation's existence.

g. RENUMBER Articles 6.0 through 15.0 as Articles 5.0 through 14.0, respectively.

h. REPLACE in its entirety renumbered Article 5.0 with the following new paragraph, both of which address the Corporation's members and reserved powers:

"**5.0 Membership of Corporation**

5.1 Membership of the Corporation. The Corporation shall have three classes of Members. The Class A Member is Bon Secours Health System, Inc., a Maryland not-for-profit corporation. The Class B Member is the Sisters of Charity of Saint Elizabeth, a New Jersey not-for-profit corporation. The Class C Member is WMC Health Network—Rockland, Inc., a New York not-for-profit corporation. As defined in the Code of Canon Law of the Roman Catholic Church, the Class B Member is the juridic person of Good Samaritan Hospital, Suffern, N.Y., and its subsidiary entities (the "Charity JP Entities"). Bon Secours Ministries is the juridic person of the Corporation, Bon Secours Community Hospital, St. Anthony Hospital, and all other subsidiaries of the Corporation other than the Charity JP Entities (the "Bon Secours JP Entities").

5.2 Reservation of Power.

5.2.1 The Class A Member and the Class C Member shall be entitled to all the rights and powers of a member under New York law (except as otherwise limited or provided in the Certificate of Incorporation or the Bylaws of the Corporation), the Certificate of Incorporation and the

Bylaws of the Corporation. The Class B Member shall be entitled to only those rights and powers specifically provided to the Class B Member in the Certificate of Incorporation and Bylaws of the Corporation as the juridic person of the Charity JP entities. Action by the Corporation shall not be taken until the Member or Members of the Corporation, as appropriate, have exercised their reserved powers, if any, as set forth below. Such exercise of a Member's reserved powers shall be effective when the Corporation receives written notice of the appropriate action having been taken by the Member. Subject to applicable law, the Member(s) having approval rights with respect to a matter reserved in this Section 5.2 may take action as to such matter on its/their own initiative, provided that if the approval of a matter is reserved to more than one Member, each Member having approval rights must approve the action.

5.2.2 Jointly Reserved Powers as to the Corporation. Notwithstanding the foregoing provisions of this Article 5.0, and except as otherwise required by law, the following powers are reserved to the Members, and may be exercised only by the affirmative act of all Members in accordance with their respective governing documents and the Bylaws:

(i) To change the philosophy, objectives or purposes of the Corporation, its mission and vision statements or its ethical and religious standards and require the Corporation to operate in conformance with its statement of mission and philosophy.

(ii) To amend any provision of the Certificate or the Bylaws in a manner that would diminish or eliminate the rights of the Class B Member set forth therein.

(iii) To appoint and remove members of the Board of Directors as follows: (a) the Class C Member shall appoint sixty percent (60%) (rounded up to the next whole number) of the Directors, after consultation with the Class A Member and Class B Member, and remove with or without cause, any such Director so appointed; and (b) the Class A Member and Class B Member shall jointly appoint forty percent (40%) (rounded down to the next whole number) of the Directors (such 40% to include the Sponsor Representative and the Sponsor Representative of Good Samaritan Hospital, if a member of the Board), after consultation with the Class C Member, and remove with or without cause, any such Director so appointed; provided that, solely for purposes of calculating the number of Directors to be appointed by any Member, the President/Chief Executive Officer of the Corporation will not be included in the total number of Directors.

(iv) To change the name of the Corporation.

(v) To approve the five-year strategic plan of the Corporation, provided that such right of approval will not permit the Members to exercise any of the governance authority under applicable regulations unless the Members have received establishment approval from the Public Health and Health Planning Council of the State of New York.

(vi) To admit any new Member to the Corporation.

5.2.3 Powers Reserved Jointly to the Class A Member and Class C Member as to the Corporation. Notwithstanding the foregoing provisions of this Section 5.2, and except as otherwise required by law, the Certificate, or the Bylaws, the following powers are jointly reserved to the Class A Member and the Class C Member, and will be exercised only with the approval of both the Class A Member and Class C Member in accordance with their respective governing documents and the Bylaws:

(i) To amend any provision of the Certificate or the Bylaws (except as provided in Section 5.2.2(c)(ii) above).

(ii) To dissolve or liquidate the Corporation, or sell all or substantially all of its assets.

(iii) To merge or consolidate the Corporation.

(iv) To create any wholly-owned subsidiary entity.

(v) To create or acquire an interest (e.g., stock, equity interest, membership interest, or partnership interest) in any joint venture entity, or to acquire, sell or transfer all or any part of any interest in any such entity, where entity means any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity in which the Corporation holds an interest, either directly or indirectly (through one or more entities).

(vi) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony (as that term is defined below) of the Corporation, regardless of value, or any real property including stable patrimony of the Corporation (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property). For purposes of this Certificate and the Bylaws, the term "stable patrimony" means the acute care hospitals

owned and operated by Good Samaritan Hospital, Community Hospital and St. Anthony Hospital, respectively, the skilled nursing facility owned and operated by Villa Frances at the Knolls, Inc., and the adult home/assisted living facility owned and operated by St. Francis Center at the Knolls, Inc.

(vii) To incur or guarantee, on behalf of the Corporation, any single instance of indebtedness that exceeds $30,000,000, and to approve the long-term plan of finance and debt structure, and any changes thereto, except for any debt necessary to finance the cost of compliance with operational or physical plant standards required by law.

5.2.4 Powers Reserved to the Class A Member as to the Corporation. Notwithstanding the foregoing provisions of this Section 5.2, and except as otherwise required by law, the Certificate, or the Bylaws, the following power is reserved to the Class A Member, and will be exercised only by the affirmative act of the Class A Member in accordance with its governing documents and the Bylaws:

(i) To appoint or remove the Sponsor Representative of the Corporation, after consultation with the Class B Member and the Class C Member.

(ii) To elect the Senior Vice President of Mission of the Corporation, after consultation with the Class B Member and the Class C Member, subject to the approval of the President/Chief Executive Officer of the Corporation (to whom the Senior Vice President of Mission reports).

(iii) To remove the Senior Vice President of Mission, after consultation with the Class B Member and the President/Chief Executive Officer of the Corporation; provided, however, the President/Chief Executive Officer of the Corporation may request removal for cause and, if the Class A Member reasonably determines that cause exists, the Class A Member will not unreasonably refuse to so remove.

5.2.5 Powers Reserved to the Members with Regard to Subsidiaries of the Corporation. One or more of the Members will have certain reserved powers as to subsidiaries of the Corporation, which will be set forth in the governing documents of those subsidiaries, provided, however, that the Members may not act with respect to such subsidiaries if such action may be performed only by entities established under Article 28 of the Public Health Law, or as otherwise prohibited by law.

5.3 Should compliance with any of the restrictions in this Article 5.0 require the Corporation to take any action which may contravene any law or regulation to which the Corporation may now or hereafter be subject, or require the licensure or establishment of the Member under Article 28 of the Public Health Law, such restriction shall be null and void."

i. OMIT renumbered Articles 6.0 through 9.0, which address the board, the officers, the Bylaws, and amending the Articles of the Corporation, respectively.

j. RENUMBER Articles 10.0 through 14.0 as Articles 6.0 through 10.0, respectively.

k. REPLACE in its entirety renumbered Article 6.0 with the following paragraph, both of which address the dissolution of the Corporation:

"6.0 Dissolution

Subject to any approvals required in this Certificate of Incorporation or in the NPCL, upon dissolution of the Corporation for any reason, the Board of Directors shall adopt a plan of dissolution and distribute the assets of the Corporation in accordance with the following:

6.1 After paying or making provision for payment of all known debts, obligations and liabilities of the Corporation to third parties, including debts owed to any Member or its affiliates, the Board of Directors shall pay to the Class A Member (or its successor organization(s)), as an organization that qualifies as exempt from federal income taxation under Section 501(c)(3) of the Code and that is engaged in activities substantially similar to that of the Corporation, the Class A Member's Capital Contribution of Eighty Million Dollars ($80,000,000) to Good Samaritan Hospital of Suffern, N.Y., unless the Class A Member has already received the return of all or a portion of such Capital Contribution upon the dissolution of Good Samaritan Hospital or otherwise (in which event the $80,000,000 shall be reduced by the amount(s) already returned to the Class A Member).

6.2 After payment of said Capital Contribution, the Board of Directors shall distribute the Corporation's remaining assets and property as follows: The Class A Member shall have discretion to direct the distribution of forty percent (40%) of the remaining assets and property of the Corporation and the Class C Member shall have discretion to direct the distribution of sixty percent (60%) of the remaining assets and property of the Corporation, provided that all remaining assets and property of the Corporation are to be distributed to one or more organizations that is

organized and operated for purposes, and engages in activities, substantially similar to those of the Corporation as described in this Certificate of Incorporation and that qualifies as exempt from federal income taxation under Section 501(c)(3) of the Code at the time of such distribution.

6.3 Any of the Corporation's remaining assets not so disposed of under Section 6.2 shall be disposed of by the New York Attorney General or a Justice of the Supreme Court exclusively for such purposes, or to such organization(s) as the New York Attorney General or a Justice of the Supreme Court shall determine, which is exempt from federal income taxation under Section 501(c)(3) of the Code and is organized and operated for purposes, and engages in activities, substantially similar to those of the Corporation as described in this Certificate of Incorporation. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation."

l. REPLACE in its entirety renumbered Article 7.0 with the following new paragraph, both of which address the location of the Corporation:

"7.0 Location

The office of the Corporation is located in Rockland County, New York."

m. REPLACE in its entirety renumbered Article 8.0 with the following new paragraph, both of which address the process address of the Corporation:

" 8.0 Agent

The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is: Chief Executive Officer, Bon Secours Charity Health System, Inc., 255 Lafayette Ave, Suffern, NY 10901."

n. REPLACE in its entirety renumbered Article 9.0 with the following new paragraph, both of which address the business and affairs of the Corporation:

"9.0 Conduct of Affairs

The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, as promulgated by the Roman Catholic Church, and the Ethical and Religious Directives for the Catholic Health Care Services, as promulgated by the United States Conference of Catholic Bishops, as amended from time to time."

o. OMIT renumbered Article 10.0, which addresses the incorporator of the Corporation.

FOURTH: The text of the Certificate of Incorporation is restated as amended to read as set forth in full below:

Certificate of Incorporation of

BON SECOURS CHARITY HEALTH SYSTEM, INC.

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

1.0 Name

The name of the corporation shall be BON SECOURS CHARITY HEALTH SYSTEM, INC. (the "Corporation").

2.0 Purposes

2.1 General Purposes. The general purpose of the Corporation shall be to enhance religious, charitable, scientific and educational endeavors consistent with the Statute, these Articles and the Bylaws of the Corporation.

2.2 Specific Purposes. The specific purposes of the Corporation shall be:

2.2.1 To be operated and organized exclusively for the charitable purposes of supporting and strengthening the charitable and religious ministries of the Sisters of Bon Secours and Sisters of Charity of Saint Elizabeth, religious congregations of the Roman Catholic Church, in the management of its spiritual, material and financial resources in conformity with the ethical and moral teachings of the Roman Catholic Church, and promoting efficient governance and management, cooperative planning and the sharing of resources among such ministries, and to provide such support for such other organizations as may be designated by the Member(s) of the Corporation (such organizations being hereinafter collectively referred to as the "Supported Organizations"), provided that each such Supported Organization is an organization described in Section 501 (c)(3) and Section 509 (a)(1) or Section 509 (a)(2) of the Internal Revenue Code of 1986 and the regulations issued thereunder or the corresponding provision of any applicable future United States Internal Revenue statute or regulation (inclusively referred to herein as the "Code"), and further provided that the Corporation shall be operated, supervised or controlled by, or supervised or controlled in connection with, each Supported

Organization within the meaning of Section 509 (a)(3) of the code and otherwise qualified under law to receive the support contemplated herein.

2.2.2 To itself operate exclusively for religious, charitable, scientific and educational purposes, and in furtherance of the religious, charitable, scientific and educational purposes, causes and objects now or at any time hereafter fostered by the Supported Organizations.

2.2.3 To coordinate policy making and long-range planning and to provide advisory and administrative support services for Good Samaritan Hospital of Suffern, New York, Bon Secours Community Hospital (formerly Mercy Community Hospital of Port Jervis, New York), St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, 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) or (a)(2) 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, or any of the aforementioned corporations, is or hereafter becomes the sole voting member; and

2.2.4 To accept delegations pursuant to Section 701 of the Not-for-Profit Corporation Law and to share in the exercise and to exercise such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, for and on behalf of Good Samaritan Hospital of Suffern, New York, Bon Secours Community Hospital (formerly Mercy Community Hospital of Port Jervis, New York), St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., St. Francis Center at the Knolls, Inc., and any other not-for-profit corporation which is 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 of which this Corporation is or hereafter becomes the sole established voting member or co-operator, to the extent that such additional decision-making authority has been named or referred to in this subsection 2.2.4 (more particularly, the Corporation accepts the delegation of and shall exercise the following exclusive authority with respect to each of Good Samaritan Hospital of Suffern, New York, Bon Secours Community Hospital (formerly Mercy Community Hospital of Port Jervis, New York), St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.: approve strategic plans; approve capital budgets; approve operating budgets; approve debt; maintain a single, consolidated set of books and financial records; move and share assets in accordance with applicable law and contractual obligations among the Corporation, Good Samaritan Hospital of Suffern, New York, Bon Secours Community Hospital

(formerly Mercy Community Hospital of Port Jervis, New York), St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.; combine and centralize administrative and support functions and authority to approve the submission of CON applications); provided, however, that with respect to any such other not-for-profit corporation subject to establishment by the Public Health and Health Planning Council, the exercise of any such authority shall be subject to a prior delegation therefor by such other not-for-profit corporation pursuant to Section 701 of the Not-for-Profit Corporation Law and the prior approval of the Public Health and Health Planning Council for the establishment of the Corporation and of such delegation, and further provided that, with respect to the corporations named or referred to herein and any such other not-for-profit corporation subject to establishment by the Public Health and Health Planning Council, any additional decision-making authority shall be exercised by the Corporation only after compliance with the requirements for prior notice to the New York State Department of Health as set forth in the certificates of incorporation of the corporations named or referred to herein and any such other not-for-profit corporation, and further provided that any future amendment to this certificate of incorporation to reduce or relinquish such additional decision-making authority shall require the prior approval of the Public Health and Health Planning Council. The Corporation shall provide a certified copy of any resolution of its board of directors to cease exercising or surrender any such additional decision-making authority with respect to any corporation named or referred to herein or any such other not-for-profit corporation subject to establishment by the Public Health and Health Planning Council; and

2.2.5 To conduct any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, or attainment of the foregoing purposes.

2.2.6 Nothing contained herein shall be construed to authorize the Corporation to engage in any purpose or activity described in Section 404(a) - (n), (p), (r) or (s) of the Not-for-Profit Corporation Law to the extent that such activity is prohibited by said section.

3.0 Powers

Except as limited by these Articles or the Bylaws of the Corporation, the Corporation shall have and exercise all authority in furtherance of its purposes as is now or may hereafter be conferred on corporations under the Statute including, without limitation, the right and power to make donations for religious, charitable, scientific, educational or other similar purposes to any Supported Organization organized or operating within or without the State, provided, however, the Corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, office, department,

board, agency, or any other body, without such consent or approval first having been obtained.

4.0 Limitations

4.1 Type. The Corporation is a corporation as defined in Subsection (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL") and is a charitable corporation as defined in Section 201 of the NPCL.

4.2 Distributions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Officer, Member of the Board or Member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Officer, Member of the Board or Member of the Corporation or any other private individual, shall be entitled to share in the distribution of the Corporation, except the Corporation may confer benefits in the form of distributions, in dissolution and otherwise, as set forth in Article 6.0.

4.3 Activities. Notwithstanding any other provision of this Certificate of Incorporation:

4.3.1 The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

4.3.2 With respect to any taxable year or years of the Corporation, if any, during which it is determined to be a private foundation, as defined in Section 509 of the Code, it shall make distributions for such years at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings, as defined in Section 4943(c) of the Code, (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Code.

4.3.3 The Corporation shall not be authorized to engage in the practice of the profession of medicine, or any other profession required to be licensed by Title VIII of the Education law. Moreover, the Corporation shall not be

authorized to establish, operate, construct, lease or maintain a hospital, or to provide a health-related service, or 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, or to solicit, collect, or otherwise raise or obtain any funds, contributions, or grants from any source for the establishment of any such licensed entities, except insofar as the Corporation is specifically authorized to do so by the Public Health and Health Planning Council.

5.0 Membership of Corporation

5.1 Membership of the Corporation. The Corporation shall have three classes of Members. The Class A Member is Bon Secours Health System, Inc., a Maryland not-for-profit corporation. The Class B Member is the Sisters of Charity of Saint Elizabeth, a New Jersey not-for-profit corporation. The Class C Member is WMC Health Network—Rockland, Inc., a New York not-for-profit corporation. As defined in the Code of Canon Law of the Roman Catholic Church, the Class B Member is the juridic person of Good Samaritan Hospital, Suffern, N.Y., and its subsidiary entities (the "Charity JP Entities"). Bon Secours Ministries is the juridic person of the Corporation, Bon Secours Community Hospital, St. Anthony Hospital, and all other subsidiaries of the Corporation other than the Charity JP Entities (the "Bon Secours JP Entities").

5.2 Reservation of Power.

5.2.1 The Class A Member and the Class C Member shall be entitled to all the rights and powers of a member under New York law (except as otherwise limited or provided in the Certificate of Incorporation or the Bylaws of the Corporation), the Certificate of Incorporation and the Bylaws of the Corporation. The Class B Member shall be entitled to only those rights and powers specifically provided to the Class B Member in the Certificate of Incorporation and Bylaws of the Corporation as the juridic person of the Charity JP entities. Action by the Corporation shall not be taken until the Member or Members of the Corporation, as appropriate, have exercised their reserved powers, if any, as set forth below. Such exercise of a Member's reserved powers shall be effective when the Corporation receives written notice of the appropriate action having been taken by the Member. Subject to applicable law, the Member(s) having approval rights with respect to a matter reserved in this Section 5.2 may take action as to such matter on its/their own initiative, provided that if the approval of a matter is reserved to more than one Member, each Member having approval rights must approve the action.

5.2.2 Jointly Reserved Powers as to the Corporation. Notwithstanding the foregoing provisions of this Article 5.0, and except as otherwise required

by law, the following powers are reserved to the Members, and may be exercised only by the affirmative act of all Members in accordance with their respective governing documents and the Bylaws:

(i) To change the philosophy, objectives or purposes of the Corporation, its mission and vision statements or its ethical and religious standards and require the Corporation to operate in conformance with its statement of mission and philosophy.

(ii) To amend any provision of the Certificate or the Bylaws in a manner that would diminish or eliminate the rights of the Class B Member set forth therein.

(iii) To appoint and remove members of the Board of Directors as follows: (a) the Class C Member shall appoint sixty percent (60%) (rounded up to the next whole number) of the Directors, after consultation with the Class A Member and Class B Member, and remove with or without cause, any such Director so appointed; and (b) the Class A Member and Class B Member shall jointly appoint forty percent (40%) (rounded down to the next whole number) of the Directors (such 40% to include the Sponsor Representative and the Sponsor Representative of Good Samaritan Hospital, if a member of the Board), after consultation with the Class C Member, and remove with or without cause, any such Director so appointed; provided that, solely for purposes of calculating the number of Directors to be appointed by any Member, the President/Chief Executive Officer of the Corporation will not be included in the total number of Directors.

(iv) To change the name of the Corporation.

(v) To approve the five-year strategic plan of the Corporation, provided that such right of approval will not permit the Members to exercise any of the governance authority under applicable regulations unless the Members have received establishment approval from the Public Health and Health Planning Council of the State of New York.

(vi) To admit any new Member to the Corporation.

5.2.3 Powers Reserved Jointly to the Class A Member and Class C Member as to the Corporation. Notwithstanding the foregoing provisions of this Section 5.2, and except as otherwise required by law, the Certificate, or the Bylaws, the following powers are jointly reserved to the Class A Member and the Class C Member, and will be exercised only with the approval of both the Class A Member and Class C Member in accordance with their respective governing documents and the Bylaws:

(i) To amend any provision of the Certificate or the Bylaws (except as provided in Section 5.2.2(c)(ii) above).

(ii) To dissolve or liquidate the Corporation, or sell all or substantially all of its assets.

(iii) To merge or consolidate the Corporation.

(iv) To create any wholly-owned subsidiary entity.

(v) To create or acquire an interest (e.g., stock, equity interest, membership interest, or partnership interest) in any joint venture entity, or to acquire, sell or transfer all or any part of any interest in any such entity, where entity means any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity in which the Corporation holds an interest, either directly or indirectly (through one or more entities).

(vi) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony (as that term is defined below) of the Corporation, regardless of value, or any real property including stable patrimony of the Corporation (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property). For purposes of this Certificate and the Bylaws, the term "stable patrimony" means the acute care hospitals owned and operated by Good Samaritan Hospital, Community Hospital and St. Anthony Hospital, respectively, the skilled nursing facility owned and operated by Villa Frances at the Knolls, Inc., and the adult home/assisted living facility owned and operated by St. Francis Center at the Knolls, Inc.

(vii) To incur or guarantee, on behalf of the Corporation, any single instance of indebtedness that exceeds $30,000,000, and to approve the long-term plan of finance and debt structure, and any changes thereto, except for any debt necessary to finance the cost of compliance with operational or physical plant standards required by law.

5.2.4 Powers Reserved to the Class A Member as to the Corporation. Notwithstanding the foregoing provisions of this Section 5.2, and except as otherwise required by law, the Certificate, or the Bylaws, the following power is reserved to the Class A Member, and will be exercised only by

the affirmative act of the Class A Member in accordance with its governing documents and the Bylaws:

(i) To appoint or remove the Sponsor Representative of the Corporation, after consultation with the Class B Member and the Class C Member.

(ii) To elect the Senior Vice President of Mission of the Corporation, after consultation with the Class B Member and the Class C Member, subject to the approval of the President/Chief Executive Officer of the Corporation (to whom the Senior Vice President of Mission reports).

(iii) To remove the Senior Vice President of Mission, after consultation with the Class B Member and the President/Chief Executive Officer of the Corporation; provided, however, the President/Chief Executive Officer of the Corporation may request removal for cause and, if the Class A Member reasonably determines that cause exists, the Class A Member will not unreasonably refuse to so remove.

5.2.5 Powers Reserved to the Members with Regard to Subsidiaries of the Corporation. One or more of the Members will have certain reserved powers as to subsidiaries of the Corporation, which will be set forth in the governing documents of those subsidiaries, provided, however, that the Members may not act with respect to such subsidiaries if such action may be performed only by entities established under Article 28 of the Public Health Law, or as otherwise prohibited by law.

5.3 Should compliance with any of the restrictions in this Article 5.0 require the Corporation to take any action which may contravene any law or regulation to which the Corporation may now or hereafter be subject, or require the licensure or establishment of the Member under Article 28 of the Public Health Law, such restriction shall be null and void.

6.0 Dissolution

Subject to any approvals required in this Certificate of Incorporation or in the NPCL, upon dissolution of the Corporation for any reason, the Board of Directors shall adopt a plan of dissolution and distribute the assets of the Corporation in accordance with the following:

6.1 After paying or making provision for payment of all known debts, obligations and liabilities of the Corporation to third parties, including debts owed to any Member or its affiliates, the Board of Directors shall pay to the Class A Member (or its successor organization(s)), as an organization that qualifies as exempt from

federal income taxation under Section 501(c)(3) of the Code and that is engaged in activities substantially similar to that of the Corporation, the Class A Member's Capital Contribution of Eighty Million Dollars ($80,000,000) to Good Samaritan Hospital of Suffern, N.Y., unless the Class A Member has already received the return of all or a portion of such Capital Contribution upon the dissolution of Good Samaritan Hospital or otherwise (in which event the $80,000,000 shall be reduced by the amount(s) already returned to the Class A Member).

6.2 After payment of said Capital Contribution, the Board of Directors shall distribute the Corporation's remaining assets and property as follows: The Class A Member shall have discretion to direct the distribution of forty percent (40%) of the remaining assets and property of the Corporation and the Class C Member shall have discretion to direct the distribution of sixty percent (60%) of the remaining assets and property of the Corporation, provided that all remaining assets and property of the Corporation are to be distributed to one or more organizations that is organized and operated for purposes, and engages in activities, substantially similar to those of the Corporation as described in this Certificate of Incorporation and that qualifies as exempt from federal income taxation under Section 501(c)(3) of the Code at the time of such distribution.

6.3 Any of the Corporation's remaining assets not so disposed of under Section 6.2 shall be disposed of by the New York Attorney General or a Justice of the Supreme Court exclusively for such purposes, or to such organization(s) as the New York Attorney General or a Justice of the Supreme Court shall determine, which is exempt from federal income taxation under Section 501(c)(3) of the Code and is organized and operated for purposes, and engages in activities, substantially similar to those of the Corporation as described in this Certificate of Incorporation. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

7.0 Location

The office of the Corporation is located in Rockland County, New York.

8.0 Agent

The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is: Chief Executive Officer, Bon Secours Charity Health System, Inc., 255 Lafayette Ave, Suffern, NY 10901.

9.0 Conduct of Affairs

The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, as promulgated by the Roman Catholic Church, and the

Ethical and Religious Directives for the Catholic Health Care Services, as promulgated by the United States Conference of Catholic Bishops, as amended from time to time.

FIFTH: This Restated Certificate of Incorporation was authorized by vote of the Corporation's Members in accordance with Section 802(a) of the Not-for-Profit Corporation Law.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation on this 18th day of May, 2015.

Mary Leahy

Mary Leahy, M.D.
Chief Executive Officer

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Restated
Certificate of Incorporation of
BON SECOURS CHARITY HEALTH SYSTEM, INC.

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

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 19 2015
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BY:

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2015 MAY 19 PM 12:06

DRAWDOWN
ACCT # J8

Filed By:

Karen E. Sosler, Esq.
ISEMAN, CUNNINGHAM, RIESTER & HYDE, LLP
9 Thurlow Terrace
Albany, New York 12203
(518) 462-3000

411

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BON SECOURS CHARITY HEALTH SYSTEM, INC., File Number 151026000474 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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Restated Certificate of Incorporation of

BON SECOURS CHARITY HEALTH SYSTEM, INC.

Under Section 805 of NYS Not-For-Profit Corporation Law

The undersigned, the President/Chief Executive Officer of BON SECOURS CHARITY HEALTH SYSTEM, INC. (the "Corporation"), hereby certifies that:

FIRST: The name of the corporation is BON SECOURS CHARITY HEALTH SYSTEM, INC. The Corporation was formed under the name FRANCISCAN SYSTEM OF WARWICK, INC.

SECOND: The Corporation's Certificate of Incorporation was filed by the Department of State on April 5, 1989, pursuant to the Not-For-Profit Corporation Law of the State of New York ("NPCL").

THIRD: The text of the Certificate of Incorporation is restated to effect the following changes:

a. REPLACE in its entirety Article 2.0 with the following new paragraph, both of which address the purposes of the Corporation:

"2.0 **Purposes**

2.1 General Purposes. The general purpose of the Corporation shall be to enhance charitable, scientific and educational endeavors consistent with the Not-for-Profit Corporation Law ("NPCL"), this Certificate of Incorporation and the Bylaws of the Corporation.

2.2 Specific Purposes. The specific purposes of the Corporation shall be:

2.2.1 Consistent with the charitable purposes of the Sisters of Bon Secours and Sisters of Charity of Saint Elizabeth, religious congregations of the Roman Catholic Church, the charitable health care mission, philosophy and policies of Bon Secours Ministries, the sponsor of the Corporation, through which the health care mission of the Sisters of Bon Secours is furthered, and in conformity with the ethical and moral teachings of the Roman Catholic Church, to be operated and organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and organized and operated exclusively for the support and benefit of, to perform the functions of, or to carry out the purposes of Good Samaritan Hospital of Suffern, N.Y., Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New

York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc. (collectively, the "Supported Organizations"), provided that each such Supported Organization is a not-for-profit corporation organized and existing under the laws of the State of New York and an exempt organization described in Section 501(c)(3) and Section 509(a)(1) or Section 509(a)(2) of the Code, and further provided that the Corporation shall be operated, supervised or controlled by, or supervised or controlled in connection with, or operated in connection with each Supported Organization within the meaning of Section 509(a)(3) of the Code and otherwise qualified under law to receive the support contemplated herein.

2.2.2 To coordinate policy making and long-range planning and to provide advisory and administrative support services for the Supported Organizations, and to promote efficient governance, management and cooperative planning.

2.2.3 To accept delegations pursuant to Section 701 of the NPCL and to share in the exercise and to exercise such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, for and on behalf of the Supported Organizations, which this Corporation is or hereafter becomes the sole established voting member or co-operator, to the extent that such additional decision-making authority has been named or referred to in this subsection 2.2.3; provided, however, that with respect to any such other not-for-profit corporation subject to establishment by the Public Health and Health Planning Council, the exercise of any such authority shall be subject to a prior delegation therefor by such other not-for-profit corporation pursuant to Section 701 of the NPCL and the prior approval of the Public Health and Health Planning Council for the establishment of the Corporation and of such delegation. More particularly, the Corporation accepts the delegation of and shall exercise the following exclusive authority with respect to each of Good Samaritan Hospital of Suffern, N.Y., Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.: approve strategic plans; approve capital budgets; approve operating budgets; approve debt; maintain a single, consolidated set of books and financial records; move and share assets in accordance with applicable law and contractual obligations among the Corporation, Good Samaritan Hospital of Suffern, N.Y., Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.; combine and centralize administrative and support functions and authority to approve the submission of CON applications. With respect to the corporations named or referred to herein and any such other not-for-profit corporation subject to establishment by the Public Health and Health Planning Council, any future amendment to this Certificate of

Incorporation to reduce or relinquish such additional decision-making authority shall require the prior approval of the Public Health and Health Planning Council. The Corporation shall provide a certified copy of any resolution of its Board of Directors to cease exercising or surrender any such additional decision-making authority with respect to any corporation named or referred to herein or any such other not-for-profit corporation subject to establishment by the Public Health and Health Planning Council.

2.2.4 To conduct any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, or attainment of the foregoing purposes.

2.2.5 Nothing contained herein shall be construed to authorize the Corporation to engage in any purpose or activity described in Section 404(a) - (n), (p), (r), (s) or (v) of the NPCL to the extent that such activity is prohibited by said section."

b. REPLACE in its entirety Article 3.0 with the following new paragraph, both of which address the powers of the Corporation:

"3.0 **Powers**

Except as limited by this Certificate of Incorporation or the Bylaws of the Corporation, the Corporation shall have and exercise all authority in furtherance of its purposes as is now or may hereafter be conferred on corporations under the NPCL including, without limitation, the right and power to make donations for, charitable, scientific, educational or other similar purposes to any Supported Organization organized or operating within or without the State of New York, provided, however, the Corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, office, department, board, agency, or any other body, without such consent or approval first having been obtained."

FOURTH: The text of the Certificate of Incorporation is restated as amended to read as set forth in full below:

Certificate of Incorporation of

BON SECOURS CHARITY HEALTH SYSTEM, INC.

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

1.0 Name

The name of the corporation shall be BON SECOURS CHARITY HEALTH SYSTEM, INC. (the "Corporation").

2.0 Purposes

2.1 General Purposes. The general purpose of the Corporation shall be to enhance charitable, scientific and educational endeavors consistent with the Not-for-Profit Corporation Law ("NPCL"), this Certificate of Incorporation and the Bylaws of the Corporation.

2.2 Specific Purposes. The specific purposes of the Corporation shall be:

2.2.1 Consistent with the charitable purposes of the Sisters of Bon Secours and Sisters of Charity of Saint Elizabeth, religious congregations of the Roman Catholic Church, the charitable health care mission, philosophy and policies of Bon Secours Ministries, the sponsor of the Corporation, through which the health care mission of the Sisters of Bon Secours is furthered, and in conformity with the ethical and moral teachings of the Roman Catholic Church, to be operated and organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and organized and operated exclusively for the support and benefit of, to perform the functions of, or to carry out the purposes of Good Samaritan Hospital of Suffern, N.Y., Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc. (collectively, the "Supported Organizations"), provided that each such Supported Organization is a not-for-profit corporation organized and existing under the laws of the State of New York and an exempt organization described in Section 501(c)(3) and Section 509(a)(1) or Section 509(a)(2) of the Code, and further provided that the Corporation shall be operated, supervised or controlled by, or supervised or controlled in connection with, or operated in connection with each Supported Organization within the meaning of Section 509(a)(3) of the Code and otherwise qualified under law to receive the support contemplated herein.

2.2.2 To coordinate policy making and long-range planning and to provide

advisory and administrative support services for the Supported Organizations, and to promote efficient governance, management and cooperative planning.

2.2.3 To accept delegations pursuant to Section 701 of the NPCL and to share in the exercise and to exercise such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, for and on behalf of the Supported Organizations, which this Corporation is or hereafter becomes the sole established voting member or co-operator, to the extent that such additional decision-making authority has been named or referred to in this subsection 2.2.3; provided, however, that with respect to any such other not-for-profit corporation subject to establishment by the Public Health and Health Planning Council, the exercise of any such authority shall be subject to a prior delegation therefor by such other not-for-profit corporation pursuant to Section 701 of the NPCL and the prior approval of the Public Health and Health Planning Council for the establishment of the Corporation and of such delegation. More particularly, the Corporation accepts the delegation of and shall exercise the following exclusive authority with respect to each of Good Samaritan Hospital of Suffern, N.Y., Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.: approve strategic plans; approve capital budgets; approve operating budgets; approve debt; maintain a single, consolidated set of books and financial records; move and share assets in accordance with applicable law and contractual obligations among the Corporation, Good Samaritan Hospital of Suffern, N.Y., Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.; combine and centralize administrative and support functions and authority to approve the submission of CON applications. With respect to the corporations named or referred to herein and any such other not-for-profit corporation subject to establishment by the Public Health and Health Planning Council, any future amendment to this Certificate of Incorporation to reduce or relinquish such additional decision-making authority shall require the prior approval of the Public Health and Health Planning Council. The Corporation shall provide a certified copy of any resolution of its Board of Directors to cease exercising or surrender any such additional decision-making authority with respect to any corporation named or referred to herein or any such other not-for-profit corporation subject to establishment by the Public Health and Health Planning Council.

2.2.4 To conduct any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, or attainment of the foregoing purposes.

2.2.5 Nothing contained herein shall be construed to authorize the Corporation to engage in any purpose or activity described in Section 404(a) - (n), (p), (r), (s) or (v) of the NPCL to the extent that such activity is prohibited by said section.

3.0 Powers

Except as limited by this Certificate of Incorporation or the Bylaws of the Corporation, the Corporation shall have and exercise all authority in furtherance of its purposes as is now or may hereafter be conferred on corporations under the NPCL including, without limitation, the right and power to make donations for, charitable, scientific, educational or other similar purposes to any Supported Organization organized or operating within or without the State of New York, provided, however, the Corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, office, department, board, agency, or any other body, without such consent or approval first having been obtained.

4.0 Limitations

4.1 Type. The Corporation is a corporation as defined in Subsection (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL") and is a charitable corporation as defined in Section 201 of the NPCL.

4.2 Distributions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Officer, Member of the Board or Member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Officer, Member of the Board or Member of the Corporation or any other private individual, shall be entitled to share in the distribution of the Corporation, except the Corporation may confer benefits in the form of distributions, in dissolution and otherwise, as set forth in Article 6.0.

4.3 Activities. Notwithstanding any other provision of this Certificate of Incorporation:

4.3.1 The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

4.3.2 With respect to any taxable year or years of the Corporation, if any, during which it is determined to be a private foundation, as defined in Section 509 of the Code, it shall make distributions for such years at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings, as defined in Section 4943(c) of the Code, (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Code.

4.3.3 The Corporation shall not be authorized to engage in the practice of the profession of medicine, or any other profession required to be licensed by Title VIII of the Education law. Moreover, the Corporation shall not be authorized to establish, operate, construct, lease or maintain a hospital, or to provide a health-related service, or 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, or to solicit, collect, or otherwise raise or obtain any funds, contributions, or grants from any source for the establishment of any such licensed entities, except insofar as the Corporation is specifically authorized to do so by the Public Health and Health Planning Council.

5.0 Membership of Corporation

5.1 Membership of the Corporation. The Corporation shall have three classes of Members. The Class A Member is Bon Secours Health System, Inc., a Maryland not-for-profit corporation. The Class B Member is the Sisters of Charity of Saint Elizabeth, a New Jersey not-for-profit corporation. The Class C Member is WMC Health Network—Rockland, Inc., a New York not-for-profit corporation. As defined in the Code of Canon Law of the Roman Catholic Church, the Class B Member is the juridic person of Good Samaritan Hospital, Suffern, N.Y., and its subsidiary entities (the "Charity JP Entities"). Bon Secours Ministries is the juridic person of the Corporation, Bon Secours Community Hospital, St. Anthony Hospital, and all other subsidiaries of the Corporation other than the Charity JP Entities (the "Bon Secours JP Entities").

5.2 Reservation of Power.

5.2.1 The Class A Member and the Class C Member shall be entitled to all the rights and powers of a member under New York law (except as otherwise limited or provided in the Certificate of Incorporation or the Bylaws of the Corporation), the Certificate of Incorporation and the Bylaws of the Corporation. The Class B Member shall be entitled to only those rights and powers specifically provided to the Class B Member in the Certificate

of Incorporation and Bylaws of the Corporation as the juridic person of the Charity JP entities. Action by the Corporation shall not be taken until the Member or Members of the Corporation, as appropriate, have exercised their reserved powers, if any, as set forth below. Such exercise of a Member's reserved powers shall be effective when the Corporation receives written notice of the appropriate action having been taken by the Member. Subject to applicable law, the Member(s) having approval rights with respect to a matter reserved in this Section 5.2 may take action as to such matter on its/their own initiative, provided that if the approval of a matter is reserved to more than one Member, each Member having approval rights must approve the action.

5.2.2 Jointly Reserved Powers as to the Corporation. Notwithstanding the foregoing provisions of this Article 5.0, and except as otherwise required by law, the following powers are reserved to the Members, and may be exercised only by the affirmative act of all Members in accordance with their respective governing documents and the Bylaws:

(i) To change the philosophy, objectives or purposes of the Corporation, its mission and vision statements or its ethical and religious standards and require the Corporation to operate in conformance with its statement of mission and philosophy.

(ii) To amend any provision of the Certificate or the Bylaws in a manner that would diminish or eliminate the rights of the Class B Member set forth therein.

(iii) To appoint and remove members of the Board of Directors as follows: (a) the Class C Member shall appoint sixty percent (60%) (rounded up to the next whole number) of the Directors, after consultation with the Class A Member and Class B Member, and remove with or without cause, any such Director so appointed; and (b) the Class A Member and Class B Member shall jointly appoint forty percent (40%) (rounded down to the next whole number) of the Directors (such 40% to include the Sponsor Representative and the Sponsor Representative of Good Samaritan Hospital, if a member of the Board), after consultation with the Class C Member, and remove with or without cause, any such Director so appointed; provided that, solely for purposes of calculating the number of Directors to be appointed by any Member, the President/Chief Executive Officer of the Corporation will not be included in the total number of Directors.

(iv) To change the name of the Corporation.

(v) To approve the five-year strategic plan of the Corporation, provided that such right of approval will not permit the Members

to exercise any of the governance authority under applicable regulations unless the Members have received establishment approval from the Public Health and Health Planning Council of the State of New York.

(vi) To admit any new Member to the Corporation.

5.2.3 Powers Reserved Jointly to the Class A Member and Class C Member as to the Corporation. Notwithstanding the foregoing provisions of this Section 5.2, and except as otherwise required by law, the Certificate, or the Bylaws, the following powers are jointly reserved to the Class A Member and the Class C Member, and will be exercised only with the approval of both the Class A Member and Class C Member in accordance with their respective governing documents and the Bylaws:

(i) To amend any provision of the Certificate or the Bylaws (except as provided in Section 5.2.2(c)(ii) above).

(ii) To dissolve or liquidate the Corporation, or sell all or substantially all of its assets.

(iii) To merge or consolidate the Corporation.

(iv) To create any wholly-owned subsidiary entity.

(v) To create or acquire an interest (e.g., stock, equity interest, membership interest, or partnership interest) in any joint venture entity, or to acquire, sell or transfer all or any part of any interest in any such entity, where entity means any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity in which the Corporation holds an interest, either directly or indirectly (through one or more entities).

(vi) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony (as that term is defined below) of the Corporation, regardless of value, or any real property including stable patrimony of the Corporation (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property). For purposes of this Certificate and the Bylaws, the term "stable patrimony" means the acute care hospitals owned and operated by Good Samaritan Hospital, Community Hospital and St. Anthony Hospital, respectively, the skilled nursing facility owned and operated by Villa Frances at the Knolls, Inc.,

and the adult home/assisted living facility owned and operated by St. Francis Center at the Knolls, Inc.

(vii) To incur or guarantee, on behalf of the Corporation, any single instance of indebtedness that exceeds $30,000,000, and to approve the long-term plan of finance and debt structure, and any changes thereto, except for any debt necessary to finance the cost of compliance with operational or physical plant standards required by law.

5.2.4 Powers Reserved to the Class A Member as to the Corporation. Notwithstanding the foregoing provisions of this Section 5.2, and except as otherwise required by law, the Certificate, or the Bylaws, the following power is reserved to the Class A Member, and will be exercised only by the affirmative act of the Class A Member in accordance with its governing documents and the Bylaws:

(i) To appoint or remove the Sponsor Representative of the Corporation, after consultation with the Class B Member and the Class C Member.

(ii) To elect the Senior Vice President of Mission of the Corporation, after consultation with the Class B Member and the Class C Member, subject to the approval of the President/Chief Executive Officer of the Corporation (to whom the Senior Vice President of Mission reports).

(iii) To remove the Senior Vice President of Mission, after consultation with the Class B Member and the President/Chief Executive Officer of the Corporation; provided, however, the President/Chief Executive Officer of the Corporation may request removal for cause and, if the Class A Member reasonably determines that cause exists, the Class A Member will not unreasonably refuse to so remove.

5.2.5 Powers Reserved to the Members with Regard to Subsidiaries of the Corporation. One or more of the Members will have certain reserved powers as to subsidiaries of the Corporation, which will be set forth in the governing documents of those subsidiaries, provided, however, that the Members may not act with respect to such subsidiaries if such action may be performed only by entities established under Article 28 of the Public Health Law, or as otherwise prohibited by law.

5.3 Should compliance with any of the restrictions in this Article 5.0 require the Corporation to take any action which may contravene any law or regulation to which the Corporation may now or hereafter be subject, or require the licensure or

establishment of the Member under Article 28 of the Public Health Law, such restriction shall be null and void.

6.0 Dissolution

Subject to any approvals required in this Certificate of Incorporation or in the NPCL, upon dissolution of the Corporation for any reason, the Board of Directors shall adopt a plan of dissolution and distribute the assets of the Corporation in accordance with the following:

6.1 After paying or making provision for payment of all known debts, obligations and liabilities of the Corporation to third parties, including debts owed to any Member or its affiliates, the Board of Directors shall pay to the Class A Member (or its successor organization(s)), as an organization that qualifies as exempt from federal income taxation under Section 501(c)(3) of the Code and that is engaged in activities substantially similar to that of the Corporation, the Class A Member's Capital Contribution of Eighty Million Dollars ($80,000,000) to Good Samaritan Hospital of Suffern, N.Y., unless the Class A Member has already received the return of all or a portion of such Capital Contribution upon the dissolution of Good Samaritan Hospital or otherwise (in which event the $80,000,000 shall be reduced by the amount(s) already returned to the Class A Member).

6.2 After payment of said Capital Contribution, the Board of Directors shall distribute the Corporation's remaining assets and property as follows: The Class A Member shall have discretion to direct the distribution of forty percent (40%) of the remaining assets and property of the Corporation and the Class C Member shall have discretion to direct the distribution of sixty percent (60%) of the remaining assets and property of the Corporation, provided that all remaining assets and property of the Corporation are to be distributed to one or more organizations that is organized and operated for purposes, and engages in activities, substantially similar to those of the Corporation as described in this Certificate of Incorporation and that qualifies as exempt from federal income taxation under Section 501(c)(3) of the Code at the time of such distribution.

6.3 Any of the Corporation's remaining assets not so disposed of under Section 6.2 shall be disposed of by the New York Attorney General or a Justice of the Supreme Court exclusively for such purposes, or to such organization(s) as the New York Attorney General or a Justice of the Supreme Court shall determine, which is exempt from federal income taxation under Section 501(c)(3) of the Code and is organized and operated for purposes, and engages in activities, substantially similar to those of the Corporation as described in this Certificate of Incorporation. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

7.0 Location

The office of the Corporation is located in Rockland County, New York.

8.0 Agent

The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is: Chief Executive Officer, Bon Secours Charity Health System, Inc., 255 Lafayette Ave, Suffern, NY 10901.

9.0 Conduct of Affairs

The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, as promulgated by the Roman Catholic Church, and the Ethical and Religious Directives for the Catholic Health Care Services, as promulgated by the United States Conference of Catholic Bishops, as amended from time to time.

FIFTH: This Restated Certificate of Incorporation was authorized by vote of the Corporation's Members in accordance with Section 802(a) of the Not-for-Profit Corporation Law.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation on this 19th day of MAY, 2015.

Mary Leahy

Mary Leahy, M.D.
President/Chief Executive Officer

State of New York
Office of the Attorney General

Eric T. Schneiderman
Attorney General

Division of Economic Justice
Charities Bureau

October 8, 2015

Karen E. Wedel, Esq.
Hinman, Cavanaugh, Slisser & Hyde, LLP
9 Thurlow Terrace
Albany, NY 12203

Re: Application of Restated Certificate of Incorporation of Bon Secours Charity Health System, Inc.

Dear Ms. Wedel:

The Attorney General hereby approves pursuant to the Not-For-Profit Corporation Law § 804(a)(3)(A) the proposed Application of Restated Certificate of Incorporation of Bon Secours Charity Health System, Inc. which is annexed hereto. Said approval is conditioned on submission of the Application of Restated Certificate of Incorporation to the Department of State for filing within 90 days hereafter. A copy of the filed Certificate shall be provided to the Attorney General within 30 days thereafter.

Sincerely,

Eric T. Schneiderman
Attorney General
State of New York

By: _____

Sandra Chlarito Tarzia
Assistant Attorney General
Westchester Regional Office

cc: Charities Bureau Registration Unit

NEW YORK STATE OF OPPORTUNITY. | Department of Health

ANDREW M. CUOMO
Governor

HOWARD A. ZUCKER, M.D., J.D.
Commissioner

SALLY DRESLIN, M.S., R.N.
Executive Deputy Commissioner

July 28, 2015

Karen E. Sosler, Esq.
Iseman, Cunningham, Reister & Hyde, LLP
9 Thurlow Terrace
Albany, New York 12203

Re: Proposed Restated Certificate of Incorporation of Bon Secours Charity Health System, Inc.

Dear Ms. Sosler:

The above referenced Restated Certificate of Incorporation, dated May 19, 2015 and signed by Mary Leahy, M.D., does not require the formal approval of the Public Health and Health Planning Council or the Commissioner of Health under either the Public Health Law or the Not-for-Profit Corporation Law, since the restated certificate neither changes the corporation's name nor changes substantively a purpose the inclusion of which requires the consent of the Public Health and Health Planning Council or the Commissioner of Health.

The Department of Health does not object to the restated certificate being filed with the Department of State.

Sincerely,

Michael M. Stone
Assistant Counsel
Bureau of House Counsel

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Restated
Certificate of Incorporation of
BON SECOURS CHARITY HEALTH SYSTEM, INC.

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

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Filed By:

Karen E. Sosler, Esq.
ISEMAN, CUNNINGHAM, RIESTER & HYDE, LLP
9 Thurlow Terrace
Albany, New York 12203
(518) 462-3000

DRAWDOWN ACCOUNT #J8

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED OCT 26 2015
TAX $ 0
BY:

BON SECOURS CHARITY HEALTH SYSTEM, INC.

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BON SECOURS CHARITY HEALTH SYSTEM, INC.

RESOLUTION OF THE BOARD OF DIRECTORS NO. 3-2026

WHEREAS, Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC") is a New York public benefit corporation created by the Westchester County Health Care Corporation Act, New York Public Authorities Law §§ 3300–3321, enacted on February 11, 1997 (as may be amended from time to time, the "Act"), performing essential governmental functions and operating health facilities and services pursuant to the Act and applicable laws and regulations; and

WHEREAS, WMC Health Network-Rockland, Inc. ("WMC Rockland") is the sole corporate member (the "Member") of Bon Secours Charity Health System, Inc., a New York not-for-profit corporation (the "Corporation"). As of September 12, 2025, WMC Rockland became the sole member of the Corporation following the Membership Withdrawal Agreement dated June 20, 2025; and

WHEREAS, the Corporation is the sole corporate member of Good Samaritan Hospital of Suffern, N.Y. ("GSH"), Bon Secours Community Hospital ("BSCH"), and St. Anthony Community Hospital, Warwick, New York ("SACH") (together, the "Charity Hospitals"), and acts through its Board of Directors (the "Board") as a member of each; and

WHEREAS, to advance their respective public and charitable missions and improve their ability to provide coordinated, high-quality patient care, the Corporation, the Charity Hospitals, and WMC have determined it is in their best interests to further integrate hospital operations by combining the GSH, BSCH, and SACH licenses under Article 28 of the New York State Public Health Law ("Article 28") and all related health care services and operations with WMC's license, such that the Charity Hospitals become licensed locations of WMC, benefitting patient populations and communities served both by the Charity Hospitals and WMC; and

WHEREAS, in addition to the Charity Hospitals, WMC is the ultimate corporate parent of HealthAlliance Hospital Mary's Avenue Campus, which includes the operations and assets of HealthAlliance Hospital Broadway Campus under a single Article 28 license (the "HealthAlliance Hospitals"), each of which will integrate its Article 28 license with WMC, such that each of the Charity Hospitals and HealthAlliance Hospitals becomes a licensed location of WMC (the "Transaction"); and

WHEREAS, in support of the Transaction, the New York State Department of Health (the "DOH") awarded, through the Safety Net Transformation Program, certain grant funds and regulatory waivers to support the Transaction and the broader integration of the Charity Hospitals and HealthAlliance Hospitals into WMC, pursuant to that certain Safety Net Transformation Program Award Letter dated December 17, 2025 (the "Award Letter"), issued by the DOH to WMC, the Corporation, and HealthAlliance, Inc.; and

WHEREAS, the Board has observed that in addition to the anticipated benefits to be realized through the Award Letter, the Transaction will enable the licensed medical facilities currently operated by the Charity Hospitals and HealthAlliance Hospitals to gain access to government payer reimbursement and funding available to WMC as a public benefit corporation, and to receive the benefits of clinical collaboration that will result from being a more integrated part of the WMC system; and

WHEREAS, the Charity Hospitals' participation in the Transaction will be consummated through (i) the transfer by GSH, BSCH, and SACH to WMC of substantially all of the assets and operations related to the operation of the Charity Hospitals (the "Transferred Assets") pursuant to the terms of applicable Asset Transfer and Assumption Agreements (the "Asset Transfer Agreements"), (ii) the assumption by WMC of certain liabilities of GSH, BSCH, and SACH related to the operation of the Charity Hospitals (the "Assumed Liabilities") pursuant to the terms of applicable Asset Transfer Agreements, and (iii) the entry into master leases between GSH, BSCH, and SACH, as respective landlords, and WMC, as tenant under each master lease (the "Master Leases"), under which GSH, BSCH, and SACH will lease to WMC owned real property comprising the Charity Hospitals, the details of which are set forth in the Master Leases, the terms of which were presented to the Board; and

WHEREAS, the Charity Hospitals have obtained and presented to the Board an independent valuation of the Transferred Assets and Master Leases, valued together as an enterprise with the HealthAlliance Hospitals, which provide a midpoint value of $221,064,000; and

WHEREAS, in support of the Charity Hospitals' continued operations following the closing of the Transaction, simultaneously with the execution of the Asset Transfer Agreements, GSH, BSCH, and SACH and WMC will enter into respective Administrative Services Agreements (the "Administrative Services Agreements"), pursuant to which GSH, BSCH, and SACH will provide administrative and clinical staffing services to WMC at the Charity Hospitals, and WMC will reimburse GSH, BSCH, and SACH for the costs of such staff salaries, benefits, and related operating costs; and

WHEREAS, the Corporation is a member of the obligated group under that certain Master Trust Indenture, dated as of May 1, 2015, as amended and restated as of August 1, 2025, by and among Bon Secours Charity Health System, Inc., Good Samaritan Hospital of Suffern, N.Y., St. Anthony Community Hospital, Warwick, New York, Bon Secours Community Hospital, and U.S. Bank Trust Company (formerly known as U.S. Bank National Association), as Master Trustee (the "Charity MTI"), and is jointly and severally liable for the obligations thereunder, including (i) the Charity Health System Obligated Group Taxable Bonds, Series 2015, issued in an original aggregate principal amount of $122,300,000, of which $83,683,000 remains currently outstanding, and (ii) the $175,000,000 original and currently outstanding aggregate principal amount of Rockland County Economic Assistance Corporation Revenue Bonds, Series 2025 (the "Charity Bonds"); and

WHEREAS, in connection with the Transaction, the Charity Hospitals will become members of the WMC Obligated Group, and WMC will become jointly liable for all outstanding amounts of the Charity Bonds through the issuance of Replacement Notes with respect to the Charity Bonds (the "Replacement Notes"); and

WHEREAS, the Board has reviewed the components of the consideration to be received by the Charity Hospitals in connection with the Transaction, including (i) the issuance of the Replacement Notes, having a monetary value of $258,683,000 and resulting in the assumption of direct and joint liability for all payments due on behalf of the Corporation corresponding to the Charity Bonds, (ii) WMC's assumption of the Assumed Liabilities, (iii) WMC's commitment to operate the Charity Hospitals as licensed locations of WMC and to maintain the scope and quality of existing clinical programs and services at the Charity Hospitals, (iv) the relief from continued operational responsibility and expense for the Charity Hospitals, and (v) the financial, capital, and operational benefits available under the Award Letter; and

WHEREAS, after reviewing the components of consideration described above, the Corporation's current financial condition, and the benefits of the Transaction to the Corporation and the Charity Hospitals, the Board has determined that the consideration to be received by the Charity Hospitals pursuant to the Transaction is fair and reasonable within the meaning of Section 510 of the New York Not-for-Profit Corporation Law (the "NPCL"), and that the assumption of the Assumed Liabilities by WMC, together with the other consideration described above, relieves the Corporation and the Charity Hospitals of continued operational responsibility and expense for, and ensures the integration of, the Charity Hospitals with WMC, all of which promotes the financial stability of the Charity Hospitals, assures the Corporation of the Charity Hospitals' continued operation, and is in the best interests of the Corporation; and

WHEREAS, the Board, following approval by the Executive Committee of the Board, has reviewed and considered the proposed Asset Transfer Agreements, Administrative Services Agreements, Master Leases, and other ancillary agreements (collectively, the "Transaction Documents"), which detail the terms and conditions of the Transaction, each in substantially the forms presented to the Board; and

WHEREAS, the Board acknowledges that consummation of the Transaction is subject to the receipt of all required regulatory approvals pursuant to Sections 510 and 511-a of the NPCL and review by the Office of the New York Attorney General thereunder (collectively, the "Required Approvals"); and

WHEREAS, the Board acknowledges that upon consummation of the Transaction, and effective as of the closing of the Transaction (the "Closing"), certain members of the Board will resign and/or be removed from their positions and the Member will appoint additional individuals to serve as Directors, the Directors who will resign and/or be removed are set forth in Exhibit A, and the Directors who will comprise the Board following the Closing are set forth in Exhibit B; and

WHEREAS, following the Closing, the Charity Hospitals will not dissolve but will be operated as not-for-profit corporations pursuant to Section 601 of the NPCL to continue to employ certain employees and to hold certain real property, and the Board further acknowledges that certain modifications to the Corporation's Bylaws to be effective as of the Closing substantially in the form attached hereto as Exhibit C (the "A&R Bylaws") and, ultimately, after receipt of regulatory approvals immediately necessary for the Closing and approval of the Member, to the Corporation's Certificate of Incorporation, substantially in the form attached hereto as Exhibit D (the "Restated COI," together with the A&R Bylaws, the "Governance Amendments") are necessary to effectuate certain agreed-upon provisions of the Transaction Documents and the purposes of the Transaction; and

WHEREAS, the Corporation, as the sole corporate member of each of GSH, BSCH, and SACH, holds the reserved power to approve amendments to their respective certificates of incorporation and bylaws and to appoint, elect, and remove the members of their respective Boards of Directors; and

WHEREAS, in connection with the consummation of the Transaction and effective as of the Closing, certain members of the Boards of Directors of GSH, BSCH, and SACH (the "Subsidiary Boards") will resign and/or be removed from their positions and the Corporation will appoint additional individuals to serve as directors, the Directors who will resign and/or be removed are set forth in Exhibit E-1 through Exhibit E-3, and the Directors who will comprise the Subsidiary Boards following the Closing are set forth in Exhibit F-1 through Exhibit F-3; and

WHEREAS, certain modifications to the Bylaws of each of GSH, BSCH, and SACH, to be effective as of the Closing, substantially in the forms attached hereto as Exhibit G-1 through Exhibit G-3 (the "Subsidiary A&R Bylaws"), and, ultimately, after receipt of regulatory approvals immediately necessary for the Closing and approval of the Corporation, to the Certificates of Incorporation of each of GSH, BSCH, and SACH, substantially in the forms attached hereto as Exhibit H-1 through Exhibit H-3 (the "Subsidiary Restated COIs," together with the Subsidiary A&R Bylaws, the "Subsidiary Governance Amendments"), are necessary to effectuate the purposes of the Transaction; and

WHEREAS, the Board has considered the Charity Hospitals' intended use of the consideration to be received in connection with the Transaction, and the Board hereby determines that, following the Closing of the Transaction, the Charity Hospitals will apply such consideration (including amounts received under the Administrative Services Agreements, the Master Leases, and the other Transaction Documents) to (i) continue to employ remaining personnel and provide administrative and clinical staffing services in support of the Charity Hospitals, (ii) hold and maintain real property, including pursuant to the Master Leases, (iii) satisfy retained liabilities and ongoing operating expenses, and (iv) otherwise carry out remaining charitable activities and purposes post-Closing of the Transaction; and

WHEREAS, in light of the foregoing findings, the Board, having reviewed potential conflicts of interest in accordance with the Corporation's Conflict-of-Interest Policy and Section 715 of the NPCL, has determined that there are no officers, directors, or key persons who have an interest in the Transaction that would preclude such person from participating in past or present deliberations or votes of the Board related to the recommendations set forth herein, and finds that it is advisable and in the best interests of the Corporation to (i) approve the Transaction, the Asset Transfer Agreements, the Master Leases, the Administrative Services Agreements, and each of the other Transaction Documents, (ii) in its capacity as the sole corporate member of the Charity Hospitals, and subject to the receipt of the Required Approvals, approve and consent to the disposition by the Charity Hospitals of substantially all of their assets pursuant to Sections 510 and 511 of the NPCL, (iii) approve the Governance Amendments, (iv) in its capacity as the sole corporate member of the Charity Hospitals, approve the Subsidiary Governance Amendments, (v) in its capacity as the sole corporate member of the Charity Hospitals, remove from the Boards of Directors of GSH, BSCH, and SACH, effective as of the Closing, the individuals identified in Exhibit E-1 through Exhibit E-3 attached hereto who have not resigned from their respective Board of Directors and appoint certain individuals to serve as members of the Boards of Directors of GSH, BSCH, and SACH, also effective as of the Closing, such that the Directors identified in Exhibit F-1 through Exhibit F-3 attached hereto will comprise the membership of the respective Boards of Directors following the Closing, (vi) authorize the Authorized Officers (as defined below) to finalize and execute the Transaction Documents and to take all actions necessary or desirable to consummate the Transaction, (vii) recommend that the Member, as the sole corporate member of the Corporation, approve the Governance Amendments, and (viii) authorize the submission of all materials necessary to obtain the Required Approvals.

NOW THEREFORE, BE IT:

Approval of the Transaction

RESOLVED, that the Board, after careful consideration, hereby (i) determines that the Transaction is in the best interests of the Corporation, (ii) determines, pursuant to Section 510 of the NPCL, that the consideration to be received by the Charity Hospitals in connection with the Transaction is fair and reasonable, (iii) determines that the Transaction is in furtherance of, and promotes, the charitable purposes of the Corporation and the Charity Hospitals, as required by Sections 510 and 511 of the NPCL, by more closely aligning the Charity Hospitals with WMC and enhancing access to and the quality of clinical services for the patient populations and communities served by the Corporation, the Charity Hospitals, and WMC, and (iv) in its capacity as the sole corporate member of the Charity Hospitals, and subject to the receipt of the Required Approvals, hereby approves the Transaction and consents to and approves the disposition by the Charity Hospitals of substantially all of their assets pursuant to Sections 510 and 511 of the NPCL.

RESOLVED, that the Board, following approval by the Executive Committee of the Board, hereby ratifies and approves such approval of the Executive Committee, the Asset Transfer Agreements, the Administrative Services Agreements, the Master Leases, and each of the other

Transaction Documents, in each case in substantially the forms presented to the Board, with such changes therein and additions thereto as the members of the Corporation's senior management (each, an "Authorized Officer"), or any of them acting singly, shall approve, such approval to be conclusively evidenced by the execution and delivery thereof; and the Authorized Officers, or any of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to execute and deliver each of the Transaction Documents to which the Corporation is a party, and to perform the Corporation's obligations thereunder; and, as sole corporate member of the Charity Hospitals, the Corporation hereby authorizes the Charity Hospitals to execute and deliver the Transaction Documents to which they are parties.

Recommendation to the Member

RESOLVED, the Board hereby recommends that the Member, as the sole corporate member of the Corporation, approve the Governance Amendments, and authorize the Corporation to take such other actions as may be necessary or appropriate to consummate the Transaction; provided that the filing of the Restated COI with the Secretary of State of the State of New York shall follow the receipt of the Required Approvals and consummation of the Transaction.

Authorization to Pursue Required Approvals

RESOLVED, that the Authorized Officers, or any of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to prepare, execute, deliver, and file all materials necessary or appropriate to obtain the Required Approvals.

Recognition of Resignation, Removal, and Appointment of Board Members

RESOLVED, that the Board hereby recognizes that the individuals identified on Exhibit A attached hereto have resigned or have been duly removed from the Board by the Member, effective as of the Closing, and that the Member has appointed certain individuals to serve as members of the Board, also effective as of the Closing, such that the membership of the Board following the Closing is identified on Exhibit B attached hereto.

Amendment and Restatement of the Governance Documents

RESOLVED, that the Board hereby approves the Governance Amendments, consisting of the Restated COI, subject to any required approval of the Member and applicable regulatory filings, and the A&R Bylaws, with the A&R Bylaws to be contingent upon and only effective upon the Closing of the Transaction, and authorizes the Authorized Officers to execute, acknowledge, deliver, and file the Restated COI and to take all actions necessary, appropriate, or desirable to give effect thereto following receipt of the Required Approvals and consummation of the Transaction.

Approval of Subsidiary Governance Amendments

RESOLVED, that the Board, acting in its capacity as the sole corporate member of each of GSH, BSCH, and SACH, hereby approves the Subsidiary Governance Amendments, consisting of the Subsidiary Restated COIs, subject to any applicable regulatory filings, and the Subsidiary A&R Bylaws, with the Subsidiary A&R Bylaws to be contingent upon and only effective upon the Closing of the Transaction, and authorizes the Authorized Officers, acting singly, to execute, acknowledge, deliver, and/or file such Subsidiary Restated COIs and to take all actions necessary, appropriate, or desirable to give effect thereto following receipt of applicable regulatory approvals and consummation of the Transaction.

Resignation, Removal, and Appointment of Board Members of the Charity Hospitals

RESOLVED, that the Board, acting in its capacity as the sole corporate member of each of GSH, BSCH, and SACH, hereby approves and removes, effective as of the Closing, the individuals identified in Exhibit E-1 through Exhibit E-3 attached hereto who have not resigned from the Boards of Directors of GSH, BSCH, and SACH, respectively, and approves and appoints, also effective as of the Closing, the individuals identified in Exhibit F-1 through Exhibit F-3 attached hereto to serve as the members of the Boards of Directors of GSH, BSCH, and SACH, respectively, each to hold office in accordance with the applicable certificate of incorporation and bylaws (as amended by the Subsidiary Governance Amendments) and applicable law; and the Authorized Officers, or any of them acting singly, are hereby authorized to take all actions necessary, appropriate, or desirable to give effect to the foregoing.

Authorization to Effectuate the Intent of the Foregoing Resolutions

RESOLVED, that the Corporation is hereby authorized to fully perform its obligations under each of the foregoing and to execute, deliver and perform any such other agreements or amendments and to engage, without limitation, in such other transactions, arrangements or activities as are reasonably related to, or incident to, or which will serve to facilitate or enhance for the benefit of the Corporation, the transactions contemplated by these resolutions, and to enter into such other arrangements or understandings as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and each of the foregoing resolutions; and each Authorized Officer acting singly as authorized from time to time, on behalf of the Corporation, to execute, acknowledge, file and deliver any agreements, certificates, modifications, notices, applications, waivers, consents or other documents, and to take such other actions, including the payment of any fees and expenses, by his or her judgment necessary or desirable in connection with the foregoing resolutions, the taking of any such action to be conclusive evidence that the same has been authorized and approved by the Board.

RESOLVED, that the omission from these resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described in the

foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements, documents or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, the foregoing resolutions.

RESOLVED, that all acts and things previously done by any Authorized Officer or other director, officer, employee or agent of the Corporation, on or prior to the date hereof, in the name and on behalf of the Corporation, in connection with the transactions contemplated by the foregoing resolutions, are in all respects ratified, approved, confirmed and adopted as acts and deeds by and on behalf of the Corporation.

RESOLVED, that these resolutions shall take effect immediately; provided that any resolution authorizing action contingent on the Closing of the Transaction shall be effective only upon the Closing of the Transaction.

* * * * *

STATE OF NEW YORK

)ss:

ROCKLAND COUNTY

I HEREBY CERTIFY that I have compared the foregoing resolutions with the original resolutions on file in my office, which were duly adopted by the affirmative vote of not less than two-thirds of the entire Board, in accordance with Section 510 of the NPCL, at a legally convened meeting held on the 15th day of July, 2026 and that the same is a true and complete copy therefrom and the whole of the said original.

I further certify that the full Board consists of 7 voting directors, that a quorum of the Board consists of 4 directors, that 7 of such voting directors were present at such meeting, and that 7 of such voting directors voted in favor of the above resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of July, 2026.

Ann Marie Soares
Assistant Secretary
Bon Secours Charity Health System, Inc.

EXHIBIT A

Directors Removed from the Board of the Corporation

See Attachment A-6.

EXHIBIT B

Post-Closing Board of Directors of the Corporation

See Attachment B-6.

EXHIBIT C

Amended and Restated Bylaws of the Corporation

See Attachment D-6.

EXHIBIT D

Amended and Restated Certificate of Incorporation of the Corporation

See Attachment E-6.

EXHIBIT E-1

Directors Removed from the Board of Good Samaritan Hospital of Suffern, N.Y.

See Attachment A-3.

EXHIBIT E-2

Directors Removed from the Board of Bon Secours Community Hospital

See Attachment A-2.

EXHIBIT E-3

Directors Removed from the Board of St. Anthony Community Hospital, Warwick, New York.

See Attachment A-1.

EXHIBIT F-1

Post-Closing Board of Directors of Good Samaritan Hospital of Suffern, N.Y.

See Attachment B-3.

EXHIBIT F-2

Post-Closing Board of Directors of Bon Secours Community Hospital

See Attachment B-2.

EXHIBIT F-3

Post-Closing Board of Directors of St. Anthony Community Hospital, Warwick, New York

See Attachment B-1.

EXHIBIT G-1

Amended and Restated Bylaws of Good Samaritan Hospital of Suffern, N.Y.

See Attachment D-3.

EXHIBIT G-2

Amended and Restated Bylaws of Bon Secours Community Hospital

See Attachment D-2.

EXHIBIT G-3

Amended and Restated Bylaws of St. Anthony Community Hospital of Suffern, N.Y.

See Attachment D-1.

EXHIBIT H-1

RESTATED CERTIFICATE OF INCORPORATION OF GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

See Attachment E-3.

EXHIBIT H-2

RESTATED CERTIFICATE OF INCORPORATION OF BON SECOURS COMMUNITY HOSPITAL

See Attachment E-2.

EXHIBIT H-3

RESTATED CERTIFICATE OF INCORPORATION OF ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK

See Attachment E-1.

WMC HEALTH NETWORK-ROCKLAND, INC.

RESOLUTION OF THE BOARD OF DIRECTORS NO. 1-2026

WHEREAS, Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC") is a New York public benefit corporation created by the Westchester County Health Care Corporation Act, New York Public Authorities Law §§ 3300–3321, enacted on February 11, 1997 (as may be amended from time to time, the "Act"), performing essential governmental functions and operating health facilities and services pursuant to the Act and applicable laws and regulations; and

WHEREAS, WMC (the "Member") is the sole corporate member of WMC Health Network-Rockland, Inc., a New York not-for-profit corporation (the "Corporation"); and

WHEREAS, the Corporation is the sole corporate member of Bon Secours Charity Health System, Inc. ("Charity") and acts through its Board of Directors (the "Board") as the sole member of Charity; and

WHEREAS, Charity is the sole corporate member of Good Samaritan Hospital of Suffern, N.Y. ("GSH"), Bon Secours Community Hospital ("BSCH"), and St. Anthony Community Hospital, Warwick, New York ("SACH") (together, the "Charity Hospitals"); and

WHEREAS, to advance their respective public and charitable missions and improve their ability to provide coordinated, high-quality patient care, the Corporation, Charity, the Charity Hospitals, and WMC have determined it is in their best interests to further integrate hospital operations by combining the GSH, BSCH, and SACH licenses under Article 28 of the New York State Public Health Law ("Article 28") and all related health care services and operations with WMC's license, such that the Charity Hospitals become licensed locations of WMC, benefitting patient populations and communities served both by the Charity Hospitals and WMC; and

WHEREAS, in addition to the Charity Hospitals, WMC is the ultimate corporate parent of HealthAlliance Hospital Mary's Avenue Campus, which includes the operations and assets of HealthAlliance Hospital Broadway Campus under a single Article 28 license (the "HealthAlliance Hospitals"), each of which will integrate its Article 28 license with WMC, such that each of the Charity Hospitals and HealthAlliance Hospitals becomes a licensed location of WMC (the "Transaction"); and

WHEREAS, under the New York Not-for-Profit Corporation Law (the "NPCL") and Charity's certificate of incorporation and bylaws, the Corporation, as the sole corporate member of Charity, holds the reserved power to approve amendments to Charity's certificate of incorporation and bylaws and to appoint, elect, and remove the members of the Board of Directors of Charity; and

WHEREAS, in connection with the consummation of the Transaction and effective as of the closing of the Transaction (the "Closing"), certain members of the Board of Directors of Charity

(the "Charity Board") will resign and/or be removed from their positions and the Corporation will appoint additional individuals to serve as Directors, the Directors who will resign and/or be removed are set forth in Exhibit A, and the Directors who will comprise the Board following the Closing are set forth in Exhibit B; and

WHEREAS, certain modifications to Charity's Bylaws to be effective as of the Closing substantially in the form attached hereto as Exhibit C (the "A&R Bylaws") and, ultimately, after receipt of regulatory approvals immediately necessary for the Closing and approval of the Corporation, to Charity's Certificate of Incorporation, substantially in the form attached hereto as Exhibit D (the "Restated COI," together with the A&R Bylaws, the "Governance Amendments"), are necessary to effectuate the purposes of the Transaction; and

WHEREAS, in light of the foregoing, the Board, having reviewed potential conflicts of interest in accordance with the Corporation's Conflict-of-Interest Policy and Section 715 of the NPCL, has determined that there are no officers, directors, or key persons who have an interest that would preclude such person from participating in the deliberations or votes of the Board related to the matters set forth herein, and finds that it is advisable and in the best interests of the Corporation, acting in its capacity as the sole corporate member of Charity, to (i) approve the Governance Amendments, and (ii) remove from the Charity Board, effective as of the Closing, the individuals identified in Exhibit A attached hereto and appoint certain individuals to serve as members of the Charity Board, also effective as of the Closing, such that the Directors identified in Exhibit B attached hereto will comprise the membership of the Charity Board following the Closing.

NOW THEREFORE, BE IT:

Approval of Governance Amendments

RESOLVED, that the Board, acting in its capacity as the sole corporate member of Charity, hereby approves the Governance Amendments, consisting of the A&R Bylaws, with the A&R Bylaws to be contingent upon and only effective upon the Closing of the Transaction, and the Restated COI, subject to any applicable regulatory filings, and authorizes each member of the Corporation's or Charity's senior management (each, an "Authorized Officer"), acting singly, to execute, acknowledge, deliver, and/or file such Restated COI and to take all actions necessary, appropriate, or desirable to give effect thereto following receipt of applicable regulatory approvals and consummation of the Transaction.

Resignation, Removal, and Appointment of Board Members

RESOLVED, that the Board, acting in its capacity as the sole corporate member of Charity, hereby approves and removes, effective as of the Closing, the individuals identified in Exhibit A attached hereto who have not resigned from the Charity Board, and approves and appoints, also effective as of the Closing, the individuals identified in Exhibit B attached hereto to serve as the members

of the Charity Board, each to hold office in accordance with Charity's certificate of incorporation and bylaws (as amended by the Governance Amendments) and applicable law; and the Authorized Officers, or any of them acting singly, are hereby authorized to take all actions necessary, appropriate, or desirable to give effect to the foregoing.

Authorization to Effectuate the Intent of the Foregoing Resolutions

RESOLVED, that the Corporation is hereby authorized to fully perform its obligations under each of the foregoing and to execute, deliver and perform any such other agreements or amendments and to engage, without limitation, in such other transactions, arrangements or activities as are reasonably related to, or incident to, or which will serve to facilitate or enhance for the benefit of the Corporation and Charity, the transactions contemplated by these resolutions, and to enter into such other arrangements or understandings as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and each of the foregoing resolutions; and each Authorized Officer acting singly as authorized from time to time, on behalf of the Corporation or Charity, to execute, acknowledge, file and deliver any agreements, certificates, modifications, notices, applications, waivers, consents or other documents, and to take such other actions, including the payment of any fees and expenses, by his or her judgment necessary or desirable in connection with the foregoing resolutions, the taking of any such action to be conclusive evidence that the same has been authorized and approved by the Board.

RESOLVED, that the omission from these resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements, documents or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, the foregoing resolutions.

RESOLVED, that all acts and things previously done by any Authorized Officer or other director, officer, employee or agent of the Corporation or Charity, on or prior to the date hereof, in the name and on behalf of the Corporation or Charity, in connection with the transactions contemplated by the foregoing resolutions, are in all respects ratified, approved, confirmed and adopted as acts and deeds by and on behalf of the Corporation or Charity.

RESOLVED, that these resolutions shall take effect immediately; provided that any resolution authorizing action contingent on the Closing of the Transaction shall be effective only upon the Closing of the Transaction.

* * * * *

STATE OF NEW YORK)
)ss:
WESTCHESTER COUNTY)

I HEREBY CERTIFY that I have compared the foregoing Resolution with the original Resolution on file in my office, which was duly adopted by the Governing Board of WMCHealth Network – Rockland, Inc. at a legally convened meeting held on the 15th day of July, 2026 and that the same is a true and complete copy therefrom and the whole of the said original.

I further certify that the full Governing Board consists of 3 voting directors and that 3 of such voting directors were present at such meeting and that 3 of such voting directors voted in favor of the above Resolution.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of July, 2026.

Ann Marie Soares
Assistant Secretary
WMC Health Network – Rockland, Inc.

EXHIBIT A

Directors Removed from the Board of Directors of Bon Secours Charity Health System, Inc.

See Attachment A-6.

EXHIBIT B

Post-Closing Board of Directors of Bon Secours Charity Health System, Inc.

See Attachment B-6.

EXHIBIT C

Amended and Restated Bylaws of Bon Secours Charity Health System, Inc.

See Attachment D-6.

EXHIBIT D

Amended and Restated Certificate of Incorporation of Bon Secours Charity Health System, Inc.

See Attachment E-6.

NEW YORK STATE | Department of Health

MEMORANDUM

TO: Michael Stelluti
Division of Health Facility Planning and Development

Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

FROM: Kayleigh Gekakis
Associate Attorney, Bureau of Program Counsel
Division of Legal Affairs

SUBJECT: Restated Certificate of Incorporation of Bon Secours Community Hospital

DATE: November 9, 2026

Please include the above matter on the agendas for the next Establishment and Project Review Committee and Public Health and Health Planning Council meetings.

The attachments relating to this matter include the following:

1. Memorandum to the Public Health and Health Planning Council from Darren Cohen, General Counsel;
2. Photocopy of proposed Restated Certificate of Incorporation of Bon Secours Community Hospital, executed by Tamer El-Rayess, Chair, Board of Directors, on August 10, 2026;
3. Request letter from Sarah Blumenthal dated August 20, 2026;
4. Certified copy of Certificate of Incorporation of St. Francis Hospital filed July 26, 1915, with approvals;
5. Certified copy of Certificate of Report of Existence of St. Francis Hospital of Port Jervis, New York, filed July 3, 1951;
6. Certified copy of Certificate of Change of Provision of Certificate of Incorporation of St. Francis Hospital of Port Jervis, New York, filed December 28, 1955;
7. Certified copy of Certificate of Type of Not-For-Profit Corporation of St. Francis Hospital of Port Jervis, New York, filed August 31, 1973;
8. Certified copy of Certificate of Amendment of the Certificate of Incorporation of St. Francis Hospital of Port Jervis, New York, filed June 18, 1982, with approvals;
9. Certified copy of Certificate of Amendment of the Certificate of Incorporation of St. Francis Hospital of Port Jervis, New York, filed December 30, 1982, with approvals;
10. Certified copy of Certificate of Amendment of the Certificate of Incorporation of Mercy Community Hospital of Port Jervis, New York, filed May 16, 1995;
11. Certified copy of Certificate of Amendment of the Certificate of Incorporation of Mercy Community Hospital of Port Jervis, New York, filed November 27, 1996;
12. Certified copy of Certificate of Amendment of the Certificate of Incorporation of Mercy Community Hospital of Port Jervis, New York, filed December 31, 1999;
13. Certified copy of Certificate of Amendment of the Certificate of Incorporation of Mercy Community Hospital of Port Jervis, New York, filed April 2, 2002, with approvals;

14. Certified copy of Certificate of Amendment of the Certificate of Incorporation of Bon Secours Community Hospital, filed May 13, 2009;
15. Certified copy of Certificate of Amendment of the Certificate of Incorporation of Bon Secours Community Hospital, filed February 8, 2011;
16. Certified copy of Restated Certificate of Incorporation of Bon Secours Community Hospital, filed May 19, 2015;
17. Certified copy of Restated Certificate of Incorporation of Bon Secours Community Hospital, filed October 23, 2015, with approvals;
18. Resolution of the Board of Directors No. 3-2026 of Bon Secours Community Hospital, dated July 15, 2026, executed by Ann Marie Soares, Assistant Secretary;
19. Resolution of the Board of Directors No. 3-2026 of Bon Secours Charity Health System, Inc., dated July 15, 2026, executed by Ann Marie Soares, Assistant Secretary.

Attachments

cc: Jason Corvino

NEW YORK STATE | Department of Health

MEMORANDUM

TO: Public Health and Health Planning Council

FROM: Darren Cohen DC
Deputy Commissioner & General Counsel
Division of Legal Affairs

SUBJECT: Restated Certificate of Incorporation of Bon Secours Community Hospital

DATE: November 9, 2026

Westchester County Health Care Corporation d/b/a Westchester Medical Center requests Public Health and Health Planning Council ("PHHPC") approval of the Restated Certificate of Incorporation of Bon Secours Community Hospital to change its legal name, conform its stated purposes to its post-closing role as an entity which provides services, employs personnel, and/or holds real property, rather than a licensed hospital operator following its integration into Westchester Medical Center through CON 261086-C.

Bon Secours Community Hospital was incorporated in 1915 under the name St. Francis Hospital of Port Jervis, New York for the purpose of operating a general hospital. In 1982, the entity changed its name to Mercy Community Hospital of Port Jervis, New York, and in 2000, it changed its name to Bon Secours Community Hospital. In 2015, the entity became affiliated with the WMC Health Network. In 2026, The Department of Health certified Bon Secours Community Hospital as a new division of Westchester Medical Center via a full asset transfer with no changes to beds or services in connection with a Safety Net Transformation Program award.

Westchester Medical Center now seeks PHHPC approval pursuant to Not-for-Profit Corporation Law § 804, Public Health Law § 2801-a, 10 NYCRR § 600.11 and 610.1 to change the entity's name to Port Jervis Community Services, Inc. and to remove the language regarding its religious charitable mission and add language describing its purpose as supporting the operation of Westchester Medical Center.

The proposed Restated Certificate of Incorporation was authorized by Resolution of the Board of Directors No. 3-2026 of Bon Secours Community Hospital, dated July 15, 2026, and by Resolution of the Board of Directors No. 3-2026 of Bon Secours Charity Health System dated July 15, 2026.

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

Attachments.

RESTATED CERTIFICATE OF INCORPORATION OF BON SECOURS COMMUNITY HOSPITAL

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

The undersigned, being the authorized representative of Bon Secours Community Hospital (the "Corporation"), hereby certifies:

1. The name of the Corporation is Bon Secours Community Hospital. The name under which the Corporation was formed was St. Francis' Hospital of Port Jervis, New York.

2. The Corporation's Certificate of Incorporation was filed by the Department of State on July 26, 1915, pursuant to the Not-for-Profit Corporation Law of the State of New York ("NPCL").

3. The text of the Certificate of Incorporation is restated to effect the following changes:

   a. AMEND Article First, relating to the name of the Corporation, to read in its entirety as follows:

      "1. The name of the Corporation is Port Jervis Community Services, Inc. The Corporation was originally incorporated under the name St. Francis' Hospital of Port Jervis, New York and subsequently named Bon Secours Community Hospital."

   b. REPLACE, in its entirety, Article Third, regarding the Corporation's tax-exempt purposes, to read in its entirety as follows:

      "THIRD: The purpose of the Corporation shall be:

      3.1 The Corporation is formed exclusively for charitable, scientific and educational purposes under the NPCL in order to support the purposes of Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC"), a New York public benefit corporation created by the Westchester County Health Care Corporation Act (L. 1997, c. 11, eff. Feb. 11, 1997) and a tax-exempt organization as described in Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code").

      3.2 In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organizations or organizations, exclusively for charitable purposes, and engage in any lawful act or activity for which corporations may be organized under the NPCL."

   c. DELETE, in its entirety, Article Seventh, regarding delegation of authority.

   d. RENUMBER Article Fourth, Article Fifth, Article Sixth, Article Eighth, and Article Thirteenth as Article Sixth, Article Seventh, Article Fifth, Article Fourth, and Article Eighth, respectively.

e. REPLACE, in its entirety, Article Fourth, formerly Article Eighth, regarding the Corporation's tax-exempt status, to read in its entirety as follows:

"FOURTH: Tax-Exempt Status of the Corporation. The following language relates to the Corporation's tax-exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the Corporation's purposes or powers as set forth herein. Notwithstanding any other provision in this Certificate of Incorporation:

4.1 The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes as specified in Section 501(c)(3) of the Code. The Corporation is organized and shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of WMC. In this capacity, the Corporation shall support the operations of WMC.

4.2 No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, any trustee, director, officer or employee of the Corporation or other private person; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth in Article Fourth hereof.

4.3 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code if the Corporation makes an election thereunder), and the Corporation shall not participate in or intervene in (including the publishing or the distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

4.4 The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, nor shall it carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code.

4.5 During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self dealing (as defined in Section 4941(d) of the Code), from retaining excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the

Corporation to tax under Section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code)."

f. REPLACE, in its entirety, Article Fifth, formerly Article Sixth, regarding the Member of the Corporation, to read in its entirety as follows:

"FIFTH: The sole corporate member of the Corporation shall be WMCHealth Western Region, Inc. f/k/a Bon Secours Charity Health System, Inc., a New York not-for-profit corporation (the "Member"). The Member shall possess all of the powers granted by law to the Member in its capacity as the sole corporate member of the Corporation."

g. REPLACE, in its entirety, Article Sixth, formerly Article Eleventh, regarding the Corporation's dissolution, to read in its entirety as follows:

"SIXTH: In the event of dissolution or final liquidation of the Corporation, subject to compliance with the NPCL, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to WMC, provided that it is organized and operated exclusively for charitable or educational purposes and shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code. In the event that WMC does not so qualify, then said assets shall be distributed to another organization or organizations as determined by the Board of Directors, provided that (a) such organization or organizations are then described in Section 501(c)(3) (or successor provision) of the Code, and (b) in the event of a voluntary dissolution, subject to authorization of the plan of dissolution and distribution of assets as required by Section 1002 of the NPCL."

h. DELETE, in its entirety, Article Ninth, regarding net earnings of the Corporation.

i. DELETE, in its entirety, Article Tenth, regarding unpermitted activities and the carrying on of propaganda.

j. DELETE, in its entirety, Article Eleventh, regarding any taxable year or years of the Corporation during which it is determined to be a private foundation pursuant to Section 509 of the Code.

k. DELETE, in its entirety, Article Twelfth, regarding the manner in which the Corporation conducts business and affairs.

l. AMEND Article Eighth, formerly Article Thirteenth, regarding the agent of the Corporation, to read in its entirety as follows:

"EIGHTH: The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her is: Executive Director,

WMCHealth Western Region, Inc., 255 Lafayette Ave., Suffern, NY 10901."

4. The text of the Certificate of Incorporation of the Corporation is hereby restated, as amended, to read in full as follows:

Certificate of Incorporation of

PORT JERVIS COMMUNITY SERVICES, INC.

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

FIRST. The name of the Corporation is Port Jervis Community Services, Inc. The Corporation was originally incorporated under the name St. Francis' Hospital of Port Jervis, New York and subsequently named Bon Secours Community Hospital.

SECOND. The Corporation is a corporation as defined in Subsection (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL") and is a charitable corporation as defined in Section 201 of the NPCL.

THIRD. The purpose of the Corporation shall be:

Third.1 The Corporation is formed exclusively for charitable, scientific and educational purposes under the NPCL in order to support the purposes of Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC"), a New York public benefit corporation created by the Westchester County Health Care Corporation Act (L. 1997, c. 11, eff. Feb. 11, 1997) and a tax-exempt organization as described in Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code").

Third.2 In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organizations or organizations, exclusively for charitable purposes, and engage in any lawful act or activity for which corporations may be organized under the NPCL.

FOURTH. Tax-Exempt Status of the Corporation. The following language relates to the Corporation's tax-exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the Corporation's purposes or powers as set forth herein. Notwithstanding any other provision in this Certificate of Incorporation:

Fourth.1 The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes as specified in Section 501(c)(3) of the Code. The Corporation is organized and shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of WMC. In this capacity, the Corporation shall support the operations of WMC.

Fourth.2 No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, any trustee, director, officer or employee of the Corporation or other private person; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth in Article Fourth hereof.

Fourth.3 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code if the Corporation makes an election thereunder), and the Corporation shall not participate in or intervene in (including the publishing or the distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

Fourth.4 The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, nor shall it carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code.

Fourth.5 During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self dealing (as defined in Section 4941(d) of the Code), from retaining excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

FIFTH. The sole corporate member of the Corporation shall be WMCHealth Western Region, Inc. f/k/a Bon Secours Charity Health System, Inc., a New York not-for-profit corporation (the "Member"). The Member shall possess all of the powers granted by law to the Member in its capacity as the sole corporate member of the Corporation.

SIXTH. In the event of dissolution or final liquidation of the Corporation, subject to compliance with the NPCL, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to WMC, provided that it is organized and operated exclusively for

charitable or educational purposes and shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code. In the event that WMC does not so qualify, then said assets shall be distributed to another organization or organizations as determined by the Board of Directors, provided that (a) such organization or organizations are then described in Section 501(c)(3) (or successor provision) of the Code, and (b) in the event of a voluntary dissolution, subject to authorization of the plan of dissolution and distribution of assets as required by Section 1002 of the NPCL.

SEVENTH. The office of the Corporation is located in Orange County, New York.

EIGHTH. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her is: Executive Director, WMCHealth Western Region, Inc., 255 Lafayette Ave., Suffern, NY 10901.

---

5. This Restated Certificate of Incorporation was authorized by vote of the Corporation's Member in accordance with Section 802(a) of the Not-for-Profit Corporation Law.

[SIGNATURE PAGE FOLLOWS]

Docusign Envelope ID: 4F63BEF7-99E5-8129-8184-902EB3D27A6D

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation on this 10th day of August, 2026.

DocuSigned by:

5DDC5BCECBE64A7...

Name: Tamer El-Rayess
Title: Chair, Board of Directors

RESTATED CERTIFICATE OF INCORPORATION
OF
BON SECOURS COMMUNITY HOSPITAL.

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

Filer's Name and Mailing Address:

Name: [NAME OF FILER]

Company, if Applicable:

Mailing Address:

City, State and Zip Code:

ROPES & GRAY LLP
1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036-8704
WWW.ROPESGRAY.COM

DIVISION OF PLANNING & LICENSURE
PHHPC
SEP - 2 2026
RECEIVED

August 20, 2026

Sarah F. Blumenthal
T +1 212 596 9544
sarah.blumenthal@ropesgray.com

VIA FEDEX

Ms. Colleen M. Leonard
Executive Secretary
Public Health and Health Planning Council
New York State Department of Health
Center for Health Care Facility Planning, Licensure and Finance
Corning Tower, Room 1805
Albany, New York 12237

RE: Request for Name Changes and Related Governance Updates – Post-Asset Transfer Restructuring of WMC-Affiliated Hospital Entities

Dear Ms. Leonard:

On behalf of Westchester County Health Care Corporation d/b/a Westchester Medical Center ("**WMC**"), a New York public benefit corporation, and the affiliated not-for-profit corporations identified below, we respectfully submit this letter and the enclosed materials to the New York State Department of Health ("**DOH**") and the Public Health and Health Planning Council ("**PHHPC**"). We respectfully request approval at the PHHPC Committee and PHHPC Council Meetings, at your earliest convenience, of the proposed amended and restated certificates of incorporation effectuating name changes and related governance updates for each of the following entities: St. Anthony Community Hospital, Warwick, New York ("**St. Anthony**"); Bon Secours Community Hospital ("**BSCH**"); Good Samaritan Hospital of Suffern, N.Y. ("**Good Samaritan**"); HealthAlliance Hospital Mary's Avenue Campus ("**Mary's Avenue**"); and HealthAlliance Hospital Broadway Campus ("**Broadway**") (each, a "**Transferring Corporation**" and collectively, the "**Transferring Corporations**"), Bon Secours Charity Health System, Inc. ("**Charity**") and HealthAlliance, Inc.

This submission follows the integration of four former hospitals, previously operated by the Transferring Corporations as separate subsidiaries of WMC, into WMC as the single licensed operator under Article 28 (the "Transaction"). The Transaction (CON No. 261086-C approved by DOH) closed on July 15, 2026, so we now seek to update the Transferring Corporations' legal names and certificates of incorporation as expeditiously as possible.

This submission supersedes and replaces in its entirety the submission dated October 10, 2025, and the supplemental transmission dated October 27, 2025, regarding proposed name changes and updates to certificates of incorporation. The present request is not related to the changes

proposed in those prior submissions; rather, the Transaction renders the prior submissions obsolete, and this submission presents the current and appropriate set of proposed changes resulting from the Transaction.

I. Transaction Summary

The Transferring Corporations, comprised of five charitable hospitals organized and operating as New York not-for-profit corporations, transferred substantially all of their operating assets to WMC pursuant to separate Asset Transfer Agreements dated May 22, 2026 (each, an "**ATA**"). The Transaction closed on July 15, 2026.

Pursuant to the ATAs and the regulatory approvals obtained, WMC is now the licensed operator of each Transferring Corporation's hospital facility under Article 28 of the New York State Public Health Law. Each Transferring Corporation retains ownership of its real property, which is leased to WMC under master leases. The Transferring Corporations continue to exist as corporate entities to employ personnel, hold real property, and provide support services to WMC, with WMC reimbursing all employee compensation, benefits, and operating costs under Administrative Services Agreements and Master Leases. Broadway, having no employees, has no Administrative Services Agreement but remains a corporate entity holding real property leased to WMC under the terms of a Master Lease. The Transaction was facilitated through the New York State Safety Net Transformation Program, under which New York State has awarded up to $161 million in capital and operating funds to support continued hospital operations.

II. Regulatory Approvals Obtained

The Transaction has received all requisite regulatory approvals including:

1. **New York Attorney General**. On July 15, 2026, the Office of the Attorney General of the State of New York (the "**NYAG**") approved the Transaction (OAG No. NYC-2026-700) pursuant to Sections 510 and 511-a of the Not-for-Profit Corporation Law ("**NPCL**"), based upon a verified petition filed by the Transferring Corporations. A copy of the NYAG approval letter is enclosed.

2. **DOH Administrative Review (CON)**. DOH approved the Transaction through administrative review under Certificate of Need Project No. 261086-C.

3. **OMH**. The New York State Office of Mental Health ("**OMH**") approved Prior Approval Review Applications EZ PAR 4841, EZ PAR 4843, and AA 11967 authorizing WMC as sponsor for certain OMH-licensed programs formerly sponsored by the Transferring Corporations.

4. **OASAS**. The New York State Office of Addiction Services and Supports ("**OASAS**") approved, by issuing Operating Certificates authorizing WMC, through its Mid-Hudson

Valley Division, to operate OASAS-licensed addiction services programs formerly operated by the Transferring Corporations.

III. Proposed Name Changes

Following the closing of the Transaction, each Transferring Corporation and Charity seeks to amend and restate its certificate of incorporation to change its legal name and conform its stated purposes to its post-closing role as an entity which provides services, employs personnel, and/or holds real property, rather than a licensed hospital operator. Each Transferring Corporation and Charity will remain a New York not-for-profit corporation following the name change. The proposed name changes are as follows:

Current Legal Name	Proposed New Legal Name
St. Anthony Community Hospital, Warwick, New York	St. Anthony Community Services, Inc.
Bon Secours Community Hospital	Port Jervis Community Services, Inc.
Good Samaritan Hospital of Suffern, N.Y.	Good Samaritan Services of Suffern, N.Y., Inc.
HealthAlliance Hospital Mary's Avenue Campus	HealthAlliance Services Mary's Avenue, Inc.
HealthAlliance Hospital Broadway Campus	HealthAlliance Services Broadway, Inc.
Bon Secours Charity Health System, Inc.	WMCHealth Western Region, Inc.

Additionally, the following hospital extension clinic seeks to change its name:

Current Extension Clinic Name	Proposed Extension Clinic Name
Bon Secours Sleep Disorder Institute	WMCHealth Network Sleep Disorder Institute – Port Jervis

IV. Basis for Approval

We respectfully request that DOH and PHHPC approve the proposed amended and restated certificates of incorporation enclosed herewith. As detailed above, consistent with the approach approved in prior transactions involving post-transfer entity name changes, the underlying

Transaction has received all applicable consents and approvals, including DOH administrative review under CON Project No. 261086-C and NYAG approval. The Transferring Corporations, as former operators of hospitals, are changing their names and stated purposes following the transfer of hospital operations to WMC as the new licensed operator.

V. Enclosed Materials

Enclosed herewith is a complete submission package organized on an entity-by-entity basis. A detailed Schedule of Enclosures follows this letter. The package includes, as applicable for each Transferring Corporation: (1) a certified copy of the current certificate of incorporation and all filed amendments; (2) an executed copy of the proposed amended and restated certificate of incorporation; (3) a copy of the current bylaws approved in connection with the Transaction; (4) a copy of the bylaws effective prior to the closing of the Transaction; (5) an executed resolution of the board of the Transferring Corporation approving the Transaction, the amendment and restatement of the bylaws, and the amendment and restatement of the certificate of incorporation including the proposed name change; and (6) an executed resolution of the sole member of the Transferring Corporation approving the amendment and restatement of the bylaws and certificate of incorporation.

We respectfully request that DOH confirm receipt of this submission and place the enclosed proposed amended and restated certificates of incorporation for consideration and approval on the agenda for the PHHPC Committee and Full Council meetings at your earliest convenience. Should you require any additional information or have any questions regarding this submission, please do not hesitate to contact me via e-mail at sarah.blumenthal@ropesgray.com or by phone at 212-596-9544.

Thank you for your attention to this matter.

Sincerely,

/s/ Sarah Blumenthal

Sarah Blumenthal
Ropes & Gray LLP

cc: Division of Legal Affairs, DOH (DLAHouse@health.ny.gov)
Christine White, Executive Vice President & Chief Legal Officer, WMC (Christine.White@wmchealth.org)

SCHEDULE OF ENCLOSURES

I. St. Anthony Community Hospital, Warwick, New York *(proposed new name: St. Anthony Community Services, Inc.)*

a. Certified copy of the current Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "St. Anthony Community Services, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of St. Anthony Community Hospital, Warwick, New York (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of St. Anthony Community Hospital, Warwick, New York (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of St. Anthony Community Hospital, Warwick, New York approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc., as sole member of St. Anthony Community Hospital, Warwick, New York, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

II. Bon Secours Community Hospital *(proposed new name: Port Jervis Community Services, Inc.)*

a. Certified copy of the current Certificate of Incorporation of Bon Secours Community Hospital and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "Bon Secours Community Services, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of Bon Secours Community Hospital (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of Bon Secours Community Hospital (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of Bon Secours Community Hospital approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc., as sole member of Bon Secours Community Hospital, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

III. Good Samaritan Hospital of Suffern, N.Y. ***(proposed new name: Good Samaritan Services of Suffern, N.Y., Inc.)***

a. Certified copy of the current Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y. and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "Good Samaritan Services of Suffern, N.Y., Inc." and conforming stated purposes

c. Amended and Restated Bylaws of Good Samaritan Hospital of Suffern, N.Y. (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of Good Samaritan Hospital of Suffern, N.Y. (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of Good Samaritan Hospital of Suffern, N.Y. approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc., as sole member of Good Samaritan Hospital of Suffern, N.Y., approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

IV. HealthAlliance Hospital Mary's Avenue Campus ***(proposed new name: HealthAlliance Services Mary's Avenue, Inc.)***

a. Certified copy of the current Certificate of Incorporation of HealthAlliance Hospital Mary's Avenue Campus and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "HealthAlliance Services Mary's Avenue, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of HealthAlliance Hospital Mary's Avenue Campus (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of HealthAlliance Hospital Mary's Avenue Campus (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of HealthAlliance Hospital Mary's Avenue Campus approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of HealthAlliance, Inc., as sole member of HealthAlliance Hospital Mary's Avenue Campus, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

V. HealthAlliance Hospital Broadway Campus *(proposed new name: HealthAlliance Services Broadway, Inc.)*

a. Certified copy of the current Certificate of Incorporation of HealthAlliance Hospital Broadway Campus and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "HealthAlliance Services Broadway, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of HealthAlliance Hospital Broadway Campus (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of HealthAlliance Hospital Broadway Campus (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of HealthAlliance Hospital Broadway Campus approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of HealthAlliance, Inc., as sole member of HealthAlliance Hospital Broadway Campus, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

VI. Bon Secours Charity Health System, Inc *(proposed new name: WMCHealth Western Region, Inc.)*

a. Certified copy of the current Certificate of Incorporation of Bon Secours Charity Health System, Inc. and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "WMCHealth Western Region, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of Bon Secours Charity Health System, Inc. (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of Bon Secours Charity Health System, Inc. (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc. approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of WMC Health Network – Rockland, Inc., as sole member of Bon Secours Charity Health System, Inc., approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

VII. HealthAlliance, Inc.

a. Certified copy of the current Certificate of Incorporation of HealthAlliance, Inc. and all filed amendments

b. Executed Restated Certificate of Incorporation conforming stated purposes

c. Amended and Restated Bylaws of HealthAlliance, Inc. (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of HealthAlliance, Inc. (as in effect prior to the closing of the Transaction on July 15, 2026)

e. HealthAlliance, Inc. – Resolutions of the Board of Directors approving the Asset Transfer and Governance Documents (executed July 15, 2026)

f. Resolutions of the Board of Directors of Westchester County Health Care Corporation, as sole member of HealthAlliance, Inc. approving the Asset Transfer and related documents (executed June 3, 2026)

VIII. Parent and Transaction-Level Documents

a. Westchester County Health Care Corporation – Resolutions of the Board of Directors approving the Asset Transfer and related documents (executed June 3, 2026)

b. WMC Health Network-Rockland, Inc. – Resolutions of the Board of Directors approving the Asset Transfer (executed July 15, 2026)

c. WMCHealth Western Region, Inc. (f/k/a Bon Secours Charity Health System, Inc.) – Resolutions of the Board of Directors approving the Asset Transfer and Governance Documents (executed July 15, 2026)

d. WMCHealth Western Region, Inc. (f/k/a Bon Secours Charity Health System, Inc.) – Fourth Amended and Restated Bylaws (as in effect prior to the closing of the Transaction on July 15, 2026)

e. HealthAlliance, Inc. – Resolutions of the Board of Directors approving the Asset Transfer and Governance Documents (executed July 15, 2026)

f. HealthAlliance, Inc. – Amended and Restated Bylaws (as in effect prior to the closing of the Transaction on July 15, 2026)

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BON SECOURS COMMUNITY HOSPITAL, File Number 142Q-79 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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State of New York

State Board of Charities

The Capitol at Albany

In the Matter of the Incorporation
of

St. Francis Hospital of Port Jervis, New York

Whereas, Application has been made to the State Board of Charities for its approval of the incorporation of St. Francis Hospital of Port Jervis, New York, and

Whereas, On due inquiry and investigation it appears to said Board desirable and proper that such Hospital shall be so incorporated.

Now, Therefore, In pursuance of and in conformity with the provisions of Chapter 40 of the Laws of the State of New York enacted February 17, 1909, the said State Board of Charities hereby certifies that it approves of the incorporation of the said St. Francis Hospital of Port Jervis, New York the certificate of incorporation of which is hereunto annexed.

In Witness Whereof, the said Board has this fourteenth day of January 1915 caused these presents to be subscribed by its President and attested by its Secretary and its official seal to be hereunto affixed.

William R. Stewart
PRESIDENT

ATTEST Robert Hebberd
SECRETARY

CERTIFICATE OF INCORPORATION OF ST. FRANCIS HOSPITAL.

WE, THE UNDERSIGNED, all being persons of full age, and at least two-thirds being citizens of the United States, and at least one of us a resident of the State of New York, desiring to form a corporation for the purpose of erecting, establishing and maintaining a hospital, infirmary or dispensary, do hereby, pursuant to Section 130 of the Membership Corporations Law of the State of New York, make, sign and acknowledge this certificate as follows:-

FIRST: The name of the proposed corporation is to be ST. FRANCIS' HOSPITAL, of Port Jervis, New York.

SECOND: The particular objects for which the said corporation is to be formed are to acquire, erect, establish, conduct and maintain a general hospital or hospitals, dispensary or dispensaries for the care and treatment of sick and diseased persons of both sexes, regardless of creed, or color, in the State of New York; the employment of all lawful means for the raising of funds for the support or maintenance of said institution and the transaction of such other business as may be necessary or desirable in connection therewith.

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THIRD: The principal office of said corporation is to be located in the City of Port Jervis, County of Orange and State of New York.

FOURTH: The number of directors of said corporation is to be seven.

FIFTH: The names and residences of the persons to be the directors until its first Annual Meeting are as

1429-79-2

follows:-

Names:	Residences.
His Eminence Cardinal Farley,	New York City, N. Y. 452 Madison Ave. Borough of Manhattan
Right Reverend Thomas F. Cusack,	142 E. 29th Street, Borough of Manhattan, New York City.
Ann G. Wallace	Mount Hope, Westchester County, N.Y.
Catherine Maher,	St. Clare's School, Mount Hope, Westchester Co., N. Y.
Nora Foy,	St. Mary's Hospital, Orange, N. J.
Susanna Conway,	White Plains, N. Y.
Mary A. Keane,	Port Jervis, N. Y.

SIXTH: The time for holding its Annual Meeting is to be on the first Tuesday of June in each year.

SEVENTH: The members of said corporation shall be the members in good standing of the religious order known as Sisters of St. Francis of the Mission of the Immaculate Virgin, Conventuals of the Third Order, and such other persons as may be elected to membership in said corporation by the directors thereof.

IN WITNESS WHEREOF, we have made, signed, and acknowledged this Certificate in duplicate this first day of July 1915.

John M. Farley L.S.
Thos. F. Cusack L.S.
Ann Gertrude Wallace L.S.
Catherine Maher L.S.
Nora Foy L.S.
Susanna Conway L.S.
Mary A. Keane L.S.

STATE OF NEW YORK,
COUNTY OF New York } SS:-

On this 2nd day of June 1915, before me personally came John A. Barclay

me known to be the individuals described in and who executed the foregoing certificate and they severally acknowledged to me that they executed the same.

William F. Penkert
Notary Public,

NOTARY PUBLIC, N.Y.
NEW YORK COUNTY
CERTIFICATE FILED IN COUNTY'S OFFICE NO. 19
7122

STATE OF NEW YORK,
COUNTY OF New York } SS:-

On this 1st day of June 1915, before me personally came Ann Gertrude Wallace, Catherine Maher, Nora Foy, Susanna Conway, Mary A. Kane

to me known to be the individuals described in and who executed the foregoing certificate and they severally acknowledged to me that they executed the same.

William F. Penkert
Notary Public,

191
7150

STATE OF NEW YORK,
COUNTY OF New York } SS:-

On this 1st day of June 1915, before me personally came Thomas F. Hudson,

to me known to be the individuals described in and who executed the foregoing certificate and they ~~severally~~ acknowledged to me that they executed the same.

William F. Penkert
Notary Public,

NOTARY PUBLIC, N.Y.
NEW YORK COUNTY
CERTIFICATE FILED IN COUNTY'S OFFICE NO. 191
7122

1429-79-4

State of New York,
County of New York, } ss:

No. 16489 Form 1

I, WILLIAM F. SCHNEIDER, Clerk of the County of New York, and also Clerk of the Supreme Court for the said County, the same being a Court of Record, DO HEREBY CERTIFY, That

William D. Beckett

whose name is subscribed to the deposition or certificate of the proof or acknowledgment of the annexed instrument, and thereon written, was, at the time of taking such deposition, or proof and acknowledgment, a Notary Public in and for such County, duly commissioned and sworn, and authorized by the laws of said State, to take depositions and to administer oaths to be used in any Court of said State and for general purposes; and also to take acknowledgments and proofs of deeds, of conveyances for land, tenements or hereditaments in said State of New York. And further, that I am well acquainted with the handwriting of such Notary Public, and verily believe that the signature to said deposition 1916 certificate of proof or acknowledgment is genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the said Court and County, the 16 day of June 1916

Wm F. Schneider Clerk

I, ARTHUR S. TOMPKINS, Justice of the Supreme Court of the State of New York, of the Ninth Judicial District, DO HEREBY APPROVE the foregoing Certificate of Incorporation, and consent that the same be filed.

Arthur S. Tompkins

Justice of the Supreme Court,
Ninth Judicial District.

1429—79-6

Book 101 Page 279

CERTIFICATE OF INCORPORATION

-of-

ST. FRANCIS' HOSPITAL,
of Port Jervis, N.Y.

STATE OF NEW YORK
Office of SECRETARY OF STATE

Filed and Recorded JUL 26 1915

SECRETARY OF STATE

R. EMMET DIGNEY,
Attorney,
150 Main Street,
White Plains, N.Y.

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BON SECOURS COMMUNITY HOSPITAL, File Number 24EX-193 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007969201 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

CERTIFICATE OF REPORT OF EXISTENCE OF

ST. FRANCIS' HOSPITAL OF PORT JERVIS, NEW YORK.

(Pursuant to Section 57 of the Membership Corporation Law)

I, Sister M. MADELINE, president and Sister Superior of ST. FRANCIS' HOSPITAL OF PORT JERVIS, NEW YORK, a corporation organized under the Membership Corporation Law of the State of New York, do certify that:

1. The name of the corporation is:

ST. FRANCIS' HOSPITAL OF PORT JERVIS, NEW YORK.

2. The certificate of incorporation was filed in the Office of the Department of State on July 26th, 1955.

3. The corporation was organized pursuant to the Membership Corporation Law of the State of New York.

4. That its existence is hereby continued.

IN WITNESS WHEREOF, I have made and subscribed this certificate this 12th day of June, 1951.

Sr M. Madeline

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STATE OF NEW YORK }
COUNTY OF ORANGE }

On this 12th day of June, 1951, before me personally came Sister M. MADELINE, to me known and known to me to be the person who executed the foregoing certificate of report of existence and she thereupon duly acknowledged to me that she executed the same.

Anna A. Cordisco

ANNA A. CORDISCO
NOTARY PUBLIC IN THE STATE OF NEW YORK
RESIDING IN ORANGE COUNTY
MY COMMISSION EXPIRES MARCH 30, 19 53
ORANGE COUNTY CLERK'S NO 1418

PLEASE TAKE NOTICE that the within is a true copy of a

duly filed and entered in the office of the clerk of the

Dated, N. Y., 195

Yours, &c.,

MURRAY SWEETGALL

Attorney for

(Office and Post Office Address)

52 WALL STREET

Borough of Manhattan New York 5, N. Y.

Esq.,

Attorney for

PLEASE TAKE NOTICE that

which the within is a true copy, will be presented for settlement and entry herein to the Justice

of the Justices of the within named Court at

Borough of

in the City of New York

the day of 195

o'clock in the forenoon.

Dated, N. Y., 195

Yours, &c.,

MURRAY SWEETGALL

Attorney for

(Office and Post Office Address)

52 WALL STREET

Borough of Manhattan New York 5, N.Y.

Esq.,

Attorney for

Index No. 19

24EX-193

CERTIFICATE OF REPORT

-of-

EXISTANCE

-of-

ST. FRANCES' HOSPITAL
OF PORT JERVIS, NEW YORK

Pursuant to Section 57 of

the Membership Corporation Law

MURRAY SWEETGALL

Attorney for

(Office and Post Office Address)

52 WALL STREET

Borough of Manhattan New York 5, N. Y.

To Esq.,

Attorney for

Service of a copy of the within

is hereby admitted.

Dated, N. Y., 195

Attorney for

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 3 1951

FILING FEE $5.00

Thomas J. Curran

Secretary of State

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BON SECOURS COMMUNITY HOSPITAL, File Number 617Q-23 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007969202 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

CERTIFICATE OF CHANGE OF PROVISION OF CERTIFICATE OF INCORPORATION

of

ST. FRANCIS HOSPITAL OF PORT JERVIS, NEW YORK

Pursuant to Section 30 of the Membership Corporations Law

We, the undersigned, being respectively Vice President and Secretary of St. Francis Hospital of Port Jervis, New York, a membership corporation duly organized and existing under the Membership Corporations Law of the State of New York, for the purpose of deleting paragraph SEVENTH of the Certificate of Incorporation of St. Francis Hospital of Port Jervis, New York, pursuant to Section 30 of the Membership Corporations Law, do hereby make, sign and acknowledge this Certificate and do certify as follows:

FIRST: That the name of the corporation is St. Francis Hospital of Port Jervis, New York.

SECOND: That the Certificate of Incorporation was filed in the office of the Secretary of State of the State of New York on the 26th day of July, 1915 and in the office of the County Clerk of Orange County on the 29th day of July, 1915.

THIRD: That the change to be made in the provisions of the Certificate of Incorporation relates to persons who may be members of the corporation.

FOURTH: That paragraph SEVENTH in the Certificate

6178-23-1

of Incorporation presently reads as follows:

"The members of said Corporation shall be the members in good standing of the religious order known as Sisters of St. Francis of the Mission of the Immaculate Virgin, Conventuals of the Third Order, and such other persons as may be elected to membership in said Corporation by the directors thereof."

FIFTH: That the alteration proposed and intended to be effected by the execution and filing of this Certificate consists of the deletion of present paragraph SEVENTH, set forth above, in the Certificate of Incorporation.

IN WITNESS WHEREOF, we have made, signed and acknowledged this Certificate this 20 day of December, 1955.

Ellen O'Brien
Mother M. Assisium +1
Vice President

Elizabeth M. Jackes
Sister M. Angelita +1
Secretary

STATE OF NEW YORK }
COUNTY OF Westchester } ss.:

On this 20 day of December before me personally came Mother M. Assisium and Sister M. Angelita, to me known and known to me to be the individuals described in and who executed the foregoing Certificate, and they duly severally acknowledged to me that they executed the same.

Edith M. O'Leary
Notary Public

EDITH M. O'LEARY
Notary Public, State of New York
No. 31-4504000, Westchester County
Commission Expires March 30, 1957

6179-23

STATE OF NEW YORK
COUNTY OF Westchester } ss.:

Mother M. Assisium and Sister M. Angelita, being severally duly sworn, each for herself, deposes and says:

That the said Mother M. Assisium is the Vice President of St. Francis Hospital of Port Jervis, New York, and that the said Sister M. Angelita is the Secretary thereof; that they were authorized to execute and file the foregoing Certificate of Change of Provision of Certificate of Incorporation of St. Francis Hospital of Port Jervis, New York, pursuant to Section 30 of the Membership Corporations Law, by the concurring vote of a majority of the members of the corporation present at a special meeting held on the 7th day of December, 1955, notice of said meeting having been duly waived pursuant to Section 31 of the General Corporation Law and that they subscribed such Certificate by virtue of such authority.

Ellen O'Brien
Mother M. Assisium
Vice President

Elizabeth M. Jackes
Sister M. Angelita
Secretary

Sworn to before me this
20th day of December, 1955.

Ellen O'Leary
Notary Public

ELLEN O'LEARY
Notary Public, State of New York
Qualified in Orange County
Commission Expires March 30, 1957

6170-22-2

6179 Sheet

7-16 Change

CERTIFICATE OF CHANGE OF
PROVISION OF CERTIFICATE OF
INCORPORATION

12-29-55

-of-

ST. FRANCIS HOSPITAL OF
PORT JERVIS, NEW YORK.

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 28 1955
TAX $ None
FILING FEE $ 25

Secretary of State

By

Sullivan Donovan Hanrahan
McGivan & Lane
14 Wall St NYC

6179-23-4

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BON SECOURS COMMUNITY HOSPITAL, File Number A96777-3 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007969203 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

A 36777

CERTIFICATE OF TYPE
OF NOT-FOR-PROFIT CORPORATION
OF
ST. FRANCIS HOSPITAL OF
PORT JERVIS, NEW YORK

UNDER SECTION 113 OF THE NOT-FOR-PROFIT CORPORATION LAW.

ONE: The name of the Corporation is ST. FRANCIS HOSPITAL OF PORT JERVIS, NEW YORK.

TWO: The Certificate of Incorporation was filed in the Department of State, State of New York, on July 26th, 1915.

THREE: The Corporation was formed pursuant to ~~Section 130 of~~ the Membership Corporations Law.

FOUR: The Post Office Address to which the Secretary of State shall mail a copy of any Notice required by law is:

160 East Main Street,
Port Jervis-New York
12771

FIVE: Under Section 201 of the Not-For-Profit Corporation Law, it is a TYPE B NOT-FOR-PROFIT CORPORATION, as defined in the Not-For-Profit Corporation Law.

IN WITNESS WHEREOF, this Certificate has been subscribed this 23rd day of August, 1973, in the City of Port Jervis, County of Orange, New York, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

SEAL

Sister Mary Jeanne Ferrier R.S.M.
SISTER MARY JEANNE FERRIER, R.S.M.
PRESIDENT

ATTEST:

Sister Mary Audrey Hallahan R.S.M.
SISTER MARY AUDREY HALLAHAN, R.S.M.
SECRETARY

CUDDEBACK & CUDDEBACK
ATTORNEYS AT LAW
PORT JERVIS, N. Y.

STATE OF NEW YORK
SS:
COUNTY OF ORANGE

SISTER MARY JEANNE FERRIER, R. S. M. being duly sworn, deposes and says: that she is the President of ST. FRANCIS HOSPITAL OF PORT JERVIS, NEW YORK, the corporation named in the above Certificate; that she has read the Certificate and knows the contents thereof and that same are true to her own knowledge.

Sister Mary Jeanne Ferrier, R.S.M.
SISTER MARY JEANNE FERRIER, R. S. M.

SWORN TO BEFORE ME THIS
23rd DAY OF AUGUST, 1973

NOTARY PUBLIC-NEW YORK
SAMUEL M. CUDDEBACK, JR.
Notary Public, State of New York
Residing in Orange County
Commission Expires March 30, 197 4

CUDDEBACK & CUDDEBACK
ATTORNEYS AT LAW
PORT JERVIS, N. Y.

A 86777

CERTIFICATE OF TYPE
OF NOT-FOR-PROFIT CORPORATION
OF
ST. FRANCIS HOSPITAL OF
PORT JERVIS, NEW YORK

UNDER SECTION 113 OF THE NOT-FOR-PROFIT CORPORATION LAW.

ONE: The name of the Corporation is ST. FRANCIS HOSPITAL OF PORT JERVIS, NEW YORK.

TWO: The Certificate of Incorporation was filed in the Department of State, State of New York, on July 26th, 1915.

THREE: The Corporation was formed pursuant to ~~Section 130 of~~ the Membership Corporations Law.

FOUR: The Post Office Address to which the Secretary of State shall mail a copy of any Notice required by law is:

160 East Main Street,
Port Jervis-New York
12771

FIVE: Under Section 201 of the Not-For-Profit Corporation Law, it is a TYPE B NOT-FOR-PROFIT CORPORATION, as defined in the Not-For-Profit Corporation Law.

IN WITNESS WHEREOF, this Certificate has been subscribed this 23rd day of August, 1973, in the City of Port Jervis, County of Orange, New York, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

SEAL

Sister Mary Jeanne Ferrier R.S.M.
SISTER MARY JEANNE FERRIER, R.S.M.
PRESIDENT

ATTEST:

Sister Mary Audrey Hallahan R.S.M.
SISTER MARY AUDREY HALLAHAN, R.S.M.
SECRETARY

CUDDEBACK & CUDDEBACK
ATTORNEYS AT LAW
PORT JERVIS, N. Y.

STATE OF NEW YORK
SS:
COUNTY OF ORANGE

SISTER MARY JEANNE FERRIER, R. S. M. being duly sworn, deposes and says: that she is the President of ST. FRANCIS HOSPITAL OF PORT JERVIS, NEW YORK, the corporation named in the above Certificate; that she has read the Certificate and knows the contents thereof and that same are true to her own knowledge.

Sister Mary Jeanne Ferrier, R.S.M.
SISTER MARY JEANNE FERRIER, R. S. M.

SWORN TO BEFORE ME THIS
23rd DAY OF AUGUST, 1973

NOTARY PUBLIC-NEW YORK
SAMUEL M. CUDDEBACK, JR.
Notary Public, State of New York
Residing in Orange County
Commission Expires March 30, 1974

CUDDEBACK & CUDDEBACK
ATTORNEYS AT LAW
PORT JERVIS, N. Y.

-3

A 6777

CERTIFICATE OF TYPE
OF NOT-FOR-PROFIT CORPORATION

OF

ST. FRANCIS HOSPITAL OF
PORT JERVIS, NEW YORK

UNDER SECTION 113 OF THE NOT-
FOR-PROFIT CORPORATION
LAW

DATED: AUGUST 23rd, 1973

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED AUG 31 1973
TAX $ None
FILING FEE $ 10
Secretary of State
By
36 Orange
Type B

CUDDEBACK & CUDDEBACK
ATTORNEYS AND COUNSELORS AT LAW
PORT JERVIS, NEW YORK 12771

7/26/15 142g-74
P.o.Y Jervis Orange Co
Not add: none desig
No type amend 617g-23
8/24
V

B9

3

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BON SECOURS COMMUNITY HOSPITAL, File Number A878601-8 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007969204 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

ST. FRANCIS HOSPITAL OF PORT JERVIS, NEW YORK

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

We, the undersigned, being the President and Secretary of St. Francis Hospital of Port Jervis, New York (hereafter "the Corporation") do hereby certify:

(1) The name of the corporation is St. Francis Hospital of Port Jervis, New York.

(2) The Certificate of Incorporation of St. Francis Hospital of Port Jervis, New York was filed by the Department of State on the 26th day of July, 1915. The said corporation was formed under the Membership Corporations Law of the State of New York.

(3) The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law and is a Type B corporation under Section 201 of said law.

(4) The post office address within the State to which the Secretary of State shall mail a copy of any notice or process required by law is:

160 East Main Street
P.O. Box 1014
Port Jervis, New York 12771

(5) (a) The Certificate of Incorporation is hereby amended: (i) to amend paragraph SECOND to provide for the distribution of the assets of the corporation upon its dissolution, (ii) to eliminate reference to numbers of directors by the striking out, in its entirety, the present paragraph FOURTH which reads,

"FOURTH: The number of directors of said corporation is to be seven."

and (iii) to redesignate paragraphs FIFTH and SIXTH as FOURTH and FIFTH.

(b) In this regard, paragraph SECOND of the certificate of incorporation is hereby amended so as to read as follows;

"SECOND: The particular objects for which the said corporation is to be formed are to acquire, erect, establish, conduct and maintain a general hospital or hospitals, dispensary or dispensaries, for the care and treatment of sick and diseased persons of both sexes, regardless of creed, or color, in the State of New York; the employment of all lawful means for the raising of funds for the support or maintenance of said institution and the transaction of any other business as may be necessary or desirable in connection therewith.

Upon the dissolution of the corporation, the board of directors, shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the remaining assets of the corporation exclusively for the purposes of the corporation, or for a similar religious, missionary and charitable purpose to such organization or organizations organized by the Sisters of Mercy of the Union in the United State of America, Province of New York, or its successor, organized and operating exclusively for religious, missionary and charitable purposes, as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954, as the same shall be in force, or the corresponding provision of any United States Internal Revenue Law, as the board of directors shall determine or, in the absence of such determination by the board of directors, such assets shall be distributed by the Supreme Court of the State of New York to such other qualified, exempt organization or organizations as, in the judgment of the Court, will best accomplish the general purposes or a similar religious, missionary and charitable use or purpose of this corporation. In no event shall the assets of this corporation upon dissolution be distributed to a director, officer, employee or member of this corporation.

The dissolution of this corporation and any distribution of the assets of this corporation incident thereto shall be subject to such law, if any, then in force as may require the approval or consent thereto by any Court or Judge thereof, having jurisdiction or by any governmental department or agency or official thereof."

---

(6) The corporation shall hereafter continue to be a Type B corporation under section 201 of the Not-For-Profit Corporation Law.

(7) The manner in which this Amendment to the Certificate of Incorporation of the Corporation was authorized was by majority vote of all of the members of the corporation required or permitted to vote thereon at a meeting of the members duly called and held on the 11th day of December, 1981, in accord with Sections 613(c) and 802(i) of the Not-For-Profit Corporation Law.

(8) The following approvals and consents were endorsed on and annexed to the Certificate of Incorporation of the corporation.

THE STATE BOARD OF CHARITIES

A JUSTICE OF THE SUPREME COURT OF THE

STATE OF NEW YORK

Prior to the delivery of this Certificate of Amendment to the Department of State for filing, all approvals or consents of the Attorney General of the State of New York and of the Supreme Court of the State of New York, will be endorsed upon or annexed hereto.

IN WITNESS WHEREOF the undersigned have made, subscribed and verified this Certificate this 18thday of January, 1982.

Sister Mary Jeanne Ferrier, RSM, President

Richard H. Bullwinkel, Secretary

1/18/82
Jeanne M. Lincoln

JEANNE M. LINCOLN
Notary Public, In State of New York
Residing in Orange County
Reg. # 4[illegible] 2471
My Commission Expires March 30, 1983

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

Sister Mary Jeanne Ferrier, RSM and Richard H. Bullwinkel being duly sworn, depose and say that they are the persons and officers described in and who executed the foregoing Certificate of Amendment of the Certificate of Incorporation of St. Francis Hospital of Port Jervis, New York, and they executed the same at the direction of members of St. Francis Hospital of Port Jervis, New York and they have read the foregoing Certificate and know the contents thereof and that the statements therein contained are true.

Sister Mary Jeanne Ferrier, RSM

Richard H. Bullwinkel

Richard H. Bullwinkel, Secretary

Sworn to before me this
18th day of January , 1982.

Jeanne M. Lincoln

JEANNE M. LINCOLN
Notary Public, in State of New York
Residing in Orange County
Reg. No. 24-2471
My Commission Expires March 30, 1983

Approval of Certificate of Amendment

To Certificate of Incorporation

By Supreme Court Justice

I, HON. VINCENT GURAHIAN, Justice of the Supreme Court of the State of New York, Judicial District, do hereby approve the foregoing Certificate of Amendment of Certificate of Incorporation of St. Francis Hospital of Port Jervis, New York and consent that the same be filed.

Dated: June 7
Supreme Court, Orange County
Goshen, New York

Justice of the Supreme Court
HON. VINCENT GURAHIAN

HON. VINCENT GURAHIAN

May 27, 1982

THE UNDERSIGNED [illegible] TO THE GRANTING [illegible] APPROVAL HEREON STATUTORY NOTICE

ROBERT ABRAMS
STATE OF NEW

STATE OF NEW YORK
ROBERT ABRAMS, ATTORNEY GEN.
STATUTORY NOTICE
THE UNDERSIGNED HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON AND WAIVES

Edward Loomis
Assistant Attorney General

6

STATE OF NEW YORK
DEPARTMENT OF HEALTH
ALBANY 12237

PUBLIC HEALTH COUNCIL

April 15, 1982

William J. O'Shea
Burns, Kennedy, Schilling and O'Shea
598 Madison Avenue
New York, New York 10022

Re: Certificate of Amendment of the Certificate of Incorporation of St. Francis Hospital of Port Jervis, New York

Dear Mr. O'Shea:

The proposed certificate of amendment of the certificate of incorporation of the above referenced corporation does not require the approval of the Public Health Council for filing with the Department of State, since the certificate neither alters the corporation's purposes under Article 28 of the Public Health Law nor changes its name.

Sincerely yours,

Shirley M. Parham

Shirley M. Parham
Executive Secretary

Attachment

COUNCIL

KENNETH G. JOHNSON, M.D.
CHAIRMAN
GORDON E. BROWN
ROBERT J. COLLINS, M.D.
THOMAS P. DOWLING
MSGR. CHARLES J. FAHEY
JOSEPH R. FONTANETTA, M.D.
WILLIAM LEE FROST
MORTON P. HYMAN
JEANNE E. JONAS
HOWARD J. KESSELER, M.D.
MARY C. MC LAUGHLIN, M.D.
ROBERT H. RANDLES, M.D.
HOWARD A. RUSK, M.D.
KENNETH W. WOODWARD, M.D.

COMMISSIONER OF HEALTH
DAVID AXELROD, M.D.
EX OFFICIO

CT

CT

BILLE

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 18 1982

AMT. OF CHECK $ 46
FILING FEE $ 30
TAX $
COUNTY FEE $
COPY $ 6
CERT $
REFUND $
SPEC HANDLE $ 10

BY: Orange Type B

CERTIFICATE OF AMMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

ST. FRANCIS HOSPITAL OF PORT JERVIS, NEW YORK

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

A878601

033408

A878601

7/26/15 orange C
1-4-8-79
C 196777-3
NFP Type 5
160 E main ST
Port Jervis NY 12771

A878601

FILED
JUN 18 1982
STATE TAX COMMISSION

Law Offices of
BURNS, KENNEDY, SCHILLING & O'SHEA
599 MADISON AVENUE, NEW YORK, N.Y. 10022

CT

CT

BILLED

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 18 1982

AMT. OF CHECK $ 46
FILING FEE $ 30
TAX $
COUNTY FEE $
COPY $ 6
CERT $
REFUND $
SPEC HANDLE $ 10

BY: Orange Type B

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

ST. FRANCIS HOSPITAL OF PORT JERVIS, NEW YORK

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

A878601

033408

7/26/15 change c-
17-8-79
c-1796777-3
NFP type 3
160 E. Main St
Port Jervis, NY 12771

A878601

A878601

FILED
JUN 18 2 02 PM '82
JUN 18 '82

LAW OFFICES OF
BURNS, KENNEDY, SCHILLING & O'SHEA
599 MADISON AVENUE - NEW YORK, N.Y. 10022

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BON SECOURS COMMUNITY HOSPITAL, File Number A936036-8 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007969206 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

INFO. 13

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

ST. FRANCIS HOSPITAL OF PORT JERVIS, NEW YORK

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

936036

We, the undersigned, being the President and Secretary of St. Francis Hospital of Port Jervis, New York (hereafter "the Corporation") do hereby certify:

(1) The name of the corporation is:

ST. FRANCIS HOSPITAL OF PORT JERVIS, NEW YORK.

(2) The Certificate of Incorporation of St. Francis Hospital of Port Jervis, New York, was filed by the Department of State on the 26th day of July, 1915. The said corporation was formed under the Membership Corporations Law of the State of New York.

(3) The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law, and is a Type B corporation under Section 201 of said law. The corporation shall hereafter continue to be a Type B corporation under Section 201 of the Not-For-Profit Corporation Law.

(4) The Certificate of Incorporation is amended as follows:

(a) To change the corporate name. Paragraph "FIRST" of the certificate is amended to read:

"FIRST: The name of the corporation is:

MERCY COMMUNITY HOSPITAL
of Port Jervis, New York."

(b) To amend paragraph "SECOND" to provide for a residential health care facility unit, and to provide for distribution of the assets of the corporation upon its dissolution. In this regard, paragraph "SECOND" of the Certificate of Incorporation is hereby amended so as to read as follows:

"SECOND: The particular objects for which the said corporation is to be formed are to acquire, erect, establish, conduct and maintain a general hospital or hospitals, dispensary or dispensaries, for the care and treatment of sick and diseased persons of both sexes, regardless of creed or color, in the State of New York; to establish, operate, own, and maintain a residential health care facility unit; the employment of all lawful means for the raising of funds for the support or maintenance of the said institution, and the transaction of any other businesses as may be necessary or desirable in connection therewith.

"Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the remaining assets of the corporation exclusively for the purposes of the corporation, or for a similar religious, missionary and charitable purpose to such organization or organizations organized by the Sisters of Mercy of the Union in the United States of America, Province of New York, or its successor, organized and operating exclusively for religious, missionary and charitable purposes, as shall at the time qualify as an exempt organization or

organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as the same shall be in force, or the corresponding provision of any United States Internal Revenue Law, as the board of directors shall determine or, in the absence of such determination by the board of directors, such assets shall be distributed by the Supreme Court of the State of New York to such other qualified, exempt organization or organizations as, in the judgment of the Court, will best accomplish the general purposes or a similar religious, missionary and charitable use or purpose of this corporation. In no event shall the assets of this corporation upon dissolution be distributed to a director, officer, employee or member of this corporation.

"The dissolution of this corporation and any distribution of the assets of this corporation incident thereto shall be subject to such law, if any, then in force as may require the approval or consent thereto by any Court or Judge thereof, having jurisdiction or by any governmental department or agency or official thereof."

(c) To eliminate reference to numbers of directors by striking out in its entirety the present paragraph "FOURTH" which reads:

"FOURTH: The number of directors of said corporation is to be seven (7)."

(d) To redesignate paragraphs "FIFTH", "SIXTH", and "SEVENTH", as "FOURTH", "FIFTH", and "SIXTH".

(3) The manner in which this Amendment to the Certificate of Incorporation of the corporation was authorized, was by majority vote of all of the members of the corporation required or permitted to vote thereon at a meeting of the members duly called and held on the 6th day of August, 1982, in accord with Sections 613(c) and 802(i) of the Not-For-Profit Corporation Law.

(6) The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is: 160 East Main Street, P.O. Box 1014, Port Jervis, New York 12771.

(7) The following approvals and consents were endorsed on and annexed to the Certificate of Incorporation of the corporation.

THE STATE BOARD OF CHARITIES

A JUSTICE OF THE SUPREME COURT OF THE STATE OF NEW YORK

PUBLIC HEALTH COUNCIL

Prior to the delivery of this Certificate of Amendment to the Department of State of filing, all approvals or consents of the Attorney General of the State of New York, of the Supreme Court of the State of New York, and of the Public Health Council, will be endorsed upon or annexed hereto.

IN WITNESS WHEREOF, the undersigned have made, subscribed and verified this certificate this 4th day of October, 1982.

Sister Mary Jeanne Perrier, R.S.M.
Sister Mary Jeanne Perrier, R.S.M.
President

Richard H. Bullwinkel
Secretary

Jeanne M. Lincoln

JEANNE M. LINCOLN
Notary Public, in State of New York
Residing in Orange County
Reg. #4511247 1
My Commission Expires March 30, 1983

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

SISTER MARY JEANNE FERRIER, R.S.M. AND RICHARD H. BULLWINKEL, being duly sworn, depose and say that they are the persons and officers described in and who executed the foregoing Certificate of Amendment of the Certificate of Incorporation of ST. FRANCIS HOSPITAL OF PORT JERVIS, NEW YORK, and they executed the same at the direction of members of ST. FRANCIS HOSPITAL OF PORT JERVIS, NEW YORK, and they have read the foregoing certificate and know the contents thereof, and that the statements therein contained are true.

Sister Mary Jeanne Ferrier, R.S.M.

Sister Mary Jeanne Ferrier, R.S.M.

Richard H. Bullwinkel

Sworn to before me this

4th day of October, 1982.

Jeanne M. Lincoln

Notary Public

JEANNE M. LINCOLN
Notary Public, in State of New York
Residing in Orange County
Reg. #4512471
My Commission Expires March 30, 1983

STATE OF NEW YORK
DEPARTMENT OF HEALTH
ALBANY 12237

PUBLIC HEALTH COUNCIL

December 20, 1982

KNOW ALL MEN BY THESE PRESENTS:

After inquiry and investigation, and in accordance with action taken at a meeting of the Public Health Council held on the 17th day of December, 1982, I hereby certify that the application (No. 820266) of St. Francis Hospital of Port Jervis, New York is APPROVED.

The Certificate of Amendment of the Certificate of Incorporation of St. Francis Hospital of Port Jervis, New York, dated October 4, 1982 is also APPROVED.

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

Public Health Council approval is not to be construed as in any manner releasing or relieving any transferor (of any interest in the facility that is the subject of this application) of responsibility and liability for any Medicaid (Medical Assistance Program - Title XIX of the Social Security Act) or State fund overpayments made to the facility covering the period during which any such transferor was an operator of the facility, regardless of whether the applicant or any other entity or individual is also responsible and liable for such overpayments. The Department of Health shall continue to hold any such transferor responsible and liable for any such overpayments.

Shirley M. Parham

SHIRLEY M. PARHAM
Executive Secretary

Sent to: Mr. Larry P. Schwartz
Administrator
St. Francis Hospital
P.O. Box 1014
160 East Main Street
Port Jervis, New York 12771

cc: Cuddeback, Cuddeback and Onofry
Attorneys at Law
17 East Main Street
Port Jervis, New York 12771

COUNCIL

KENNETH G. JOHNSON, M.D.
CHAIRMAN
ROBERT J. COLLINS, M.D.
JOHN FRANCIS CONLON, D.O.
THOMAS P. DOWLING
MSGR. CHARLES J. FAHEY
JOSEPH R. FONTANETTA, M.D.
WILLIAM LEE FROST
MORTON P. HYMAN
JEANNE E. JONAS
HOWARD J. KESSELER, M.D.
MARY C. MC LAUGHLIN, M.D.
ROBERT H. RANDLES, M.D.
HOWARD A. RUSK, M.D.
KENNETH W. WOODWARD, M.D.

COMMISSIONER OF HEALTH
DAVID AXELROD, M.D.
EX OFFICIO

APPROVAL OF CERTIFICATE OF AMENDMENT

TO CERTIFICATE OF INCORPORATION

BY SUPREME COURT JUSTICE

I, HON. ANGELO J. INGRASSIA Acting Justice of the Supreme Court of the State of New York, Ninth Judicial District, do hereby approve the foregoing Certificate of Amendment of Certificate of Incorporation of ST. FRANCIS HOSPITAL OF PORT JERVIS, NEW YORK, and consent that the same be filed.

Dated: December 29, 1982

Supreme Court, Orange County

Goshen, New York

December 29, 1982

Acting Justice, Supreme Court

HON. ANGELO J. INGRASSIA

THE UNDERSIGNED HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON AND WAIVES STATUTORY NOTICE

ROBERT ABRAMS
ATTORNEY GENERAL
STATE OF NEW YORK

Bernard Toomin

BERNARD TOOMIN
Assistant Attorney General

RECEIVED
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Darling, C.
Bethel 100 E. Main St.
P.O. Box 1218
Port Jervis, NY
12771
New York OK to file
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STATE OF NEW YORK
DEPARTMENT OF STATE
DEC 30 1982

CERTIFICATE
OF THE
CERTIFICATE OF INCORPORATION
OF
S[illegible] HOSPITAL OF PORT
JERVIS, [illegible]
Under Section 805 of the Not-For-Profit Corporation Law.

Dated [illegible] day of
[illegible], 1982.

[illegible]
ATTORNEYS AT LAW
[illegible] 12771

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BON SECOURS COMMUNITY HOSPITAL, File Number 950516000251 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007969207 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

MERCY COMMUNITY HOSPITAL OF PORT JERVIS, NEW YORK

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

We, the undersigned, the President and Secretary of Mercy Community Hospital of Port Jervis, New York, hereby certify that:

1. The name of the Corporation is Mercy Community Hospital of Port Jervis, New York. The Corporation was formed under the name St. Francis Hospital of Port Jervis, New York.

2. The Certificate of Incorporation was originally filed in the office of the Secretary of State on July 26, 1915, under the Membership Corporation Law of the State of New York.

3. Mercy Community Hospital of Port Jervis, New York, is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York.

4. Mercy Community Hospital of Port Jervis, New York, is a Type B corporation under Section 201 of the Not-For-Profit Corporation Law of the State of New York, and it shall continue to be a Type B corporation.

5. The corporate purposes and powers of Mercy Community Hospital of Port Jervis, New York, are not enlarged, limited or otherwise changed by this Certificate of Amendment.

6. The Certificate of Incorporation of Mercy Community Hospital of Port Jervis, New York, is amended by adding a new paragraph SEVENTH to include the following provisions:

"SEVENTH: A. The Corporation shall have two classes of Members, the Local Member and the National Member. The sole Local Member of the Corporation is Franciscan Health System Tri-State Region, Inc. ("FHSTR"). The sole National Member is the Franciscan Sisters of the Poor Health System, Inc.

B. Action by the Corporation shall not be taken until the National Member shall have exercised its reserved powers. The National Member shall have all of the governance authority given to the National Member in the National System Policies & Procedures Manual of the Franciscan Sisters of the Poor Health System, Inc. ("the Manual"), except to the extent prohibited by the laws of the State of New York and specifically including the following:

(1) Approve and interpret the statement of mission and philosophy adopted by the Corporation; and to require the Corporation to operate in conformance with its statement of mission and philosophy;

(2) Approve and amend the bylaws and certificate of incorporation of the Corporation;

(3) Fix the number of, and elect, appoint, fill vacancies in and remove, with or without cause, the directors; and elect and remove, with or without cause, the chairperson of the Board of Directors of the Corporation;

(4) Approve any merger, consolidation or dissolution of the Corporation;

(5) Approve any acquisition or any sale, lease, exchange, mortgage, pledge or other alienation of assets or property in excess of an amount to be fixed from time to time by the National Member;

(6) Approve any capital or operating budgets of the Corporation to ensure that such budgets conform to the mission and philosophy of the Corporation;

(7) Approve the debt of the Corporation, in excess of an amount to be fixed from time to time by the National Member, except for debt necessary to finance the cost of compliance with operational or physical plant standards required by law;

(8) Elect and remove, with or without cause, the chief executive officer of the Corporation;

(9) Approve the criteria for, and the process of evaluating the performance of the chief executive officer of the Corporation;

(10) Approve settlements of litigation when such settlements exceed applicable insurance coverage or the amount of any applicable self-insurance fund;

(11) Approve any corporate reorganization of the Corporation and the development or dissolution of any subsidiary organizations, including corporations, partnerships or other entities, of the Corporation; and

(12) Approve the strategic plan of the Corporation, provided that such right of approval shall not permit the Members to exercise any of the governance authority under applicable regulations unless the Member has received establishment approval from the Public Health Council of the State of New York.

C. The Local Member shall have all of the governance authority given to Local Members under the Manual except to the extent prohibited by the laws of the State of New York.

D. Should compliance with any of the restrictions in this provision require the Corporation to take any action which may contravene any law or regulation to which the Corporation may now or hereafter be subject, or require the establishment of the Member by the Public Health Council, such restriction shall be null and void."

6. The Secretary of the State of New York is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served, and the post office address to which the Secretary of State shall mail a copy of any process against the Corporation so served upon him is: Mercy Community Hospital of Port Jervis, New York, 160 East Main Street, P.O. Box 1014, Port Jervis, New York, 12771.

7. The foregoing amendments to the Certificate of Incorporation were authorized by the unanimous consent of all of the members of the Corporation entitled to vote thereon pursuant to Section 614 of the Not-For-Profit Corporation Law of the State of New York.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment and affirmed as true the statements made therein under penalties of perjury this 12th day of MAY, 1995.

President F. Dennis Harrington

Secretary Lois A. Decker

VERIFICATION

State of New York)
: ss.:
County of Orange *)*

I, LOIS A. DECKER, being duly sworn, depose and state that I am the Secretary of Mercy Community Hospital of Port Jervis, New York, the corporation named in and described in the foregoing certificate, and that I have read the foregoing certificate and know the contents thereof to be true, except as to the matters therein stated to be alleged upon information and belief, and as to those matters, I believe them to be true.

Lois A. Decker

Lois A. Decker

Sworn to before me this
15th day of May, 1995.

Notary Public

Sharon Weber
Notary Public, State of New York
Sullivan County Clerk's #4928787
Commission Expires May 2, 19 96

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FILED
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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

MERCY COMMUNITY HOSPITAL OF PORT JERVIS, NEW YORK

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

SAC

1CC

Filed by:

Iseman, Cunningham, Riester & Hyde
9 Thurlow Terrace
Albany, New York 12203

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 16 1995
TAX $ _____
BY: SAC

6

ORANGE

95051600027 4

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BON SECOURS COMMUNITY HOSPITAL, File Number 961127000191 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007969210 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

MERCY COMMUNITY HOSPITAL OF PORT JERVIS, NEW YORK

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

The undersigned, Franciscan Sisters of the Poor Health System, Inc., being the sole member of Mercy Community Hospital of Port Jervis, New York, entitled to vote thereon, hereby certifies that:

1. The name of the Corporation is Mercy Community Hospital of Port Jervis, New York. The Corporation was formed under the name St. Francis Hospital of Port Jervis, New York.

2. The Certificate of Incorporation was originally filed in the office of the Secretary of State on July 26, 1915, under the Membership Corporation Law of the State of New York.

3. Mercy Community Hospital of Port Jervis, New York, is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York.

4. Mercy Community Hospital of Port Jervis, New York, is a Type B corporation under Section 201 of the Not-For-Profit Corporation Law of the State of New York, and it shall continue to be a Type B corporation.

5. The corporate purposes and powers of Mercy Community Hospital of Port Jervis, New York, are not enlarged, limited or otherwise changed by this Certificate of Amendment.

6. The Certificate of Incorporation of Mercy Community Hospital of Port Jervis, New York, is amended as follows:

(a) Paragraph SECOND, which addresses the distribution of the assets of the Corporation upon its dissolution, is amended to read:

"SECOND: The particular objects for which the said Corporation is to be formed are to acquire, erect, establish, conduct and maintain a general hospital or hospitals, dispensary or dispensaries, for the care and treatment of sick and diseased persons of both sexes, regardless of creed or color, in the State of New York; to establish, operate, own, and maintain a residential health care facility unit; the employment of all lawful means for the raising of funds for the support or maintenance of said institution, and the transaction of any other business as may be necessary or desirable herewith.

Upon the dissolution of the Corporation, the Members of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations as the Members or a Class of Members of the Corporation shall determine in accordance with the Bylaws, provided such organization or organizations are organized and operated for religious, charitable, educational or scientific purposes and, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and are otherwise qualified under Federal law to receive such distributions. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine."

(b) A new paragraph SEVENTH is added, which shall read:

"SEVENTH: A. The Corporation shall have two classes of Members, the Local Member and the National Member. The sole Local Member is Tri-State Health System, Inc., a New York not-for-profit corporation. The sole National Member is the Franciscan Sisters of the Poor Health System, Inc., a Delaware not-for-profit corporation.

B. Action by the Corporation shall not be taken until the National Member shall have exercised its reserved powers. The National Member shall possess and exercise all of the power and authority, including the rights and privileges thereof, of members of not-for-profit corporations provided by all applicable law, including all power and authority described in this Certificate of Incorporation, the Bylaws of the Corporation, and in the National System Policies & Procedures Manual of the Franciscan Sisters of the Poor Health System, Inc. ("the Manual"), except to the extent prohibited by the laws of the State of New York and specifically including the power to:

(1) Approve and interpret the statement of mission and philosophy adopted by the Corporation; and to require the Corporation to operate in conformance with its statement of mission and philosophy;

(2) Approve and amend the bylaws and certificate of incorporation of the Corporation;

(3) Fix the number of, and elect, appoint, fill vacancies in and remove, with or without cause, the directors; and elect and remove, with or without cause, the chairperson of the Board of Directors of the Corporation;

(4) Approve any merger, consolidation or dissolution of the Corporation;

(5) Approve any acquisition or any sale, lease, exchange, mortgage, pledge or other alienation of assets or property in excess of an amount to be fixed from time to time by the National Member;

(6) Approve any capital or operating budgets of the Corporation to ensure that such budgets conform to the mission and philosophy of the Corporation;

(7) Approve the debt of the Corporation, in excess of an amount to be fixed from time to time by the National Member, except for debt necessary to finance the cost of compliance with operational or physical plant standards required by law;

(8) Elect and remove, with or without cause, the chief executive officer of the Corporation provided, however, that the Member shall confer with the Board of Directors and the Regional Executive concerning the election or removal of the chief executive officer;

(9) Approve the criteria for, and the process of evaluating the performance of the chief executive officer of the Corporation;

(10) Approve settlements of litigation when such settlements exceed applicable insurance coverage or the amount of any applicable self-insurance fund;

(11) Approve any corporate reorganization of the Corporation and the development or dissolution of any subsidiary organizations, including corporations, partnerships or other entities, of the Corporation; and

(12) Approve the strategic plan of the Corporation, provided that such right of approval shall not permit the Members to exercise any of the governance authority under applicable regulations unless the Member has received establishment approval from the Public Health Council of the State of New York.

C. Subject to the National System Unit Dollar Limits of the Local Member, the Local Member shall possess and exercise all of the power and authority, including the rights and privileges thereof, of members of not-for-profit corporations provided by all applicable law, including all power and authority described in this Certificate of Incorporation, in the Bylaws of the Corporation, and in the Manual, other than the power and authority otherwise reserved to the National Member pursuant to such documents.

D. Should compliance with any of the restrictions in this provision require the Corporation to take any action which may contravene any law or regulation to which the Corporation may now or hereafter be subject, or require the establishment of the Member by the Public Health Council, such restriction shall be null and void."

7. The Secretary of the State of New York is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served, and the post office address to which the Secretary of State shall mail a copy of any process against the Corporation so served upon him is: Mercy Community Hospital of Port Jervis, New York, 160 East Main Street, P.O. Box 1014, Port Jervis, New York, 12771.

8. The foregoing amendments to the Certificate of Incorporation were authorized by the unanimous consent of all of the members of the Corporation entitled to vote thereon pursuant to Section 614 of the Not-For-Profit Corporation Law of the State of New York.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment and affirmed as true the statements made therein under penalties of perjury this 25 day of November, 1996.

Franciscan Sisters of the Poor Health System, Inc.

By: _____
James Flynn, President and CEO

CONSENT OF THE NATIONAL MEMBER
OF
MERCY COMMUNITY HOSPITAL OF PORT JERVIS, NEW YORK

The undersigned, being the National Member of MERCY COMMUNITY HOSPITAL OF PORT JERVIS, NEW YORK (the "Corporation") and the sole member of the Corporation entitled to vote thereon, hereby takes the following actions by written consent in lieu of a meeting of the membership:

1. The Certificate of Incorporation of the Corporation shall be amended as provided in the Certificate of Amendment of the Certificate of Incorporation annexed to this Consent as Exhibit "1," and the appropriate officers of the Corporation are authorized and directed to execute such Certificate of Amendment of the Certificate of Incorporation and to cause it to be filed with the Secretary of State of the State of New York.

2. The amended Bylaws annexed to this Consent as Exhibit "2" are hereby adopted as the Bylaws of the Corporation.

Franciscan Sisters of the Poor Health System, Inc.

By: _____
James Flynn, President and CEO

F96112700091

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

MERCY COMMUNITY HOSPITAL OF PORT JERVIS, NEW YORK

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

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 27 1996
TAX $ 0
BY: JAH
Orange

Filed by:

Iseman, Cunningham, Riester & Hyde
9 Thurlow Terrace
Albany, New York 12203

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961127000201

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BON SECOURS COMMUNITY HOSPITAL, File Number 991231000058 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007969212 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

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CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

MERCY COMMUNITY HOSPITAL OF PORT JERVIS, NEW YORK

(Under Section 803 of Not-For-Profit Corporation Law)

The undersigned, the President of Mercy Community Hospital of Port Jervis, New York, hereby certifies that:

1. The name of the corporation is Mercy Community Hospital of Port Jervis, New York (hereinafter "the Corporation").

2. The Corporation was formed under the name St. Francis Hospital of Port Jervis, New York pursuant to the Membership Corporations Law of the State of New York, and the Certificate of Incorporation was filed by the Department of State on ~~June 26, 1910~~. July 26, 1915.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York.

4. The Corporation is a Type B corporation under Section 201 of the Not-For-Profit Corporation Law of the State of New York, and it shall continue to be a Type B corporation.

5. The Certificate of Incorporation of the Corporation is hereby amended to change the membership of the Corporation and to set forth the powers expressly reserved to the Member of the Corporation. The corporate powers and purposes of the Corporation are not enlarged, limited or otherwise changed by this Certificate of Amendment.

6. To effectuate the amendment described in paragraph 5 of this Certificate of Amendment, Article Seventh of the certificate of incorporation which addresses the membership of the Corporation and the powers reserved to the member of the Corporation, is amended to read in its entirety as follows:

> "SEVENTH: The member of the Corporation shall be Bon Secours Charity Health System, Inc., a New York not-for-profit corporation. The sole Member of the Corporation shall be entitled to all rights and powers of a member under New York law (except as otherwise limited or provided in this certificate of incorporation or the bylaws of the Corporation), the certificate of incorporation of the Corporation and the bylaws of the Corporation. Action by the Corporation

shall not be taken until the sole member of the Corporation has exercised its reserved powers. The following powers are reserved to the sole Member:

(a) Approve and interpret the statement of mission and philosophy adopted by the Corporation, and require the Corporation to operate in conformance with its statement of mission and philosophy;

(b) Approve and amend the bylaws and certificate of incorporation of the Corporation;

(c) Fix the number of, and elect, appoint, fill vacancies in and remove, with or without cause, the directors;

(d) Approve any merger, consolidation or dissolution of the Corporation;

(e) Approve any acquisition or any sale, lease, exchange, mortgage, pledge or other alienation of assets or property in excess of an amount to be fixed from time to time by the Member;

(f) Approve any capital or operating budgets of the Corporation to ensure that such budgets conform to the mission and philosophy of the Corporation;

(g) Approve the debt of the Corporation, in excess of an amount to be fixed from time to time by the Member, except for debt necessary to finance the cost of compliance with operational or physical plant standards required by law;

(h) Elect and remove, with or without cause, the President and Executive Vice President of the Corporation;

(i) Approve the criteria for, and the process of evaluating the performance of, the Executive Vice President of the Corporation;

(j) Approve settlements of litigation when such settlements exceed applicable insurance coverage or the amount of any applicable self-insurance fund;

(k) Approve any corporate reorganization of the Corporation and the development or dissolution of any subsidiary organizations, including corporations, partnerships or other entities, of the Corporation; and

(l) Approve the strategic plan of the Corporation, provided that such right of approval shall not permit the Member to exercise any of the

governance authority under applicable regulations unless the Member has received establishment approval from the Public Health Council of the State of New York.

(m) Exercise any powers the Corporation may have as a member or stockholder of another corporation or participant in any partnership, joint venture, or other entity:

(i) to change the philosophy, objectives and purposes of such corporation, partnership, joint venture or other entity or its ethical and religious standards;

(ii) to amend the certificate of incorporation, bylaws or other organizational agreement of such corporation partnership, joint venture or other entity;

(iii) to dissolve or liquidate such corporation, partnership, joint venture or other entity;

(iv) to elect or remove any of the members of the board of trustees or directors or other governing body of such corporation, partnership, joint venture or other entity;

(v) to appoint or approve the appointment of the president and/or the chief executive officer, managing partner or other similar officer of such corporation, partnership, joint venture or other entity;

(vi) to approve of a merger or consolidation of such corporation, partnership, joint venture or other entity;

(vii) to approve the creation of any subsidiary organization of such corporation or the affiliation of such corporations partnership, joint venture or other entity with any other entity for the purpose of, the joint conduct of business or other programs whether in the form of participation in a corporation, partnership, joint venture, co-tenancy or any other form of ownership or control;

(viii) to approve the conveyance of, or the granting of mortgages, trust deeds or the creation of other liens on, any real property assets of such corporation, partnership, joint venture or other entity (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially affect the value of the balance of the property);

(ix) to approve of the conveyance of any other assets of such corporation, partnership, joint venture or other entity, or the incurring of any indebtedness or series of indebtedness by such corporation, partnership, joint venture or other entity, or the guaranteeing of any indebtedness or series of indebtedness by such corporation, partnership, joint venture or other entity, any of which equals or exceeds the amount which requires approval by its member(s) or participant(s) as specified in the governing documents of such corporation, partnership, joint venture or other entity (other than loans to or indebtedness to or guarantees of indebtedness of, wholly-controlled entities within the Bon Secours Health System);

(x) to approve submission by such corporation, partnership, joint venture or other entity of an application for any grant, loan or license from any governmental agency or other authority which might result in the imposition of any conditions or requirements potentially inconsistent with the philosophy and mission of the Sisters of Bon Secours;

(xi) to exercise any powers such corporation, partnership, joint venture or other entity may have as a member of another entity for activities that may require, pursuant to its certificate of incorporation, partnership agreement or joint venture agreement, member or participant approval.

Should compliance with any of the restrictions in this provision require the Corporation to take any action which may contravene any law or regulation to which the Corporation may now or hereafter be subject, or require the licensure or establishment of the Member under Article 28 of the Public Health Law, such restriction shall be null and void.

7. The foregoing amendment to the Certificate of Incorporation of the Corporation was authorized by vote of the Members pursuant to Section 802 of the Not-For-Profit Corporation Law of the State of New York.

8. The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is ~~255 Lafayette Avenue, Suffern, New York 10901, Attn: President.~~ Mercy Community Hospital of Port Jervis, New York, 160 Main Street, P.O. Box 1014, Port Jervis, New York 12771

~~9. This Certificate of Amendment of the Certificate of Incorporation shall be effective as of January 1, 2000, 12:01 a.m.~~

IN WITNESS WHEREOF, the undersigned has executed and signed this Certificate of Amendment and affirmed as true the statements made therein under penalties of perjury this 21 day of December ____, 1999.

James A. Martin , President

F99123100058

FILED
Dec 31 '99 10:16AM

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

MERCY COMMUNITY HOSPITAL OF PORT JERVIS, NEW YORK

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

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 3 1 1999
TAX $ fac
BY: Orange

Filed By:

Iseman, Cunningham, Riester & Hyde, L.L.P.
9 Thurlow Terrace
Albany, New York 12203
(518) 462-3000

RECEIVED
DEC 30 12 47 PM '99

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BON SECOURS COMMUNITY HOSPITAL, File Number 020402000773 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007969215 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

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CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

MERCY COMMUNITY HOSPITAL OF PORT JERVIS, NEW YORK

(Under Section 803 of Not-For-Profit Corporation Law)

The undersigned, the President of Mercy Community Hospital of Port Jervis, New York, hereby certifies that:

1. The name of the corporation is Mercy Community Hospital of Port Jervis, New York (hereinafter "the Corporation").

2. The Corporation was formed under the name St. Francis Hospital of Port Jervis, New York pursuant to the Membership Corporations Law of the State of New York, and the Certificate of Incorporation was filed by the Department of State on July 26, 1915.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York.

4. The Corporation is a Type B corporation under Section 201 of the Not-For-Profit Corporation Law of the State of New York, and it shall continue to be a Type B corporation.

5. The Certificate of Incorporation of the Corporation is hereby amended to change the name of the Corporation. The corporate powers and purposes of the Corporation are not enlarged, limited or otherwise changed by this Certificate of Amendment.

6. To effectuate the amendment described in paragraph 5 of this Certificate of Amendment, Paragraph "FIRST" is amended to change the name of the Corporation and is hereby amended to read in its entirety as follows:

FIRST: The name of the Corporation is Bon Secours Community Hospital.

7. The foregoing amendment to the Certificate of Incorporation of the Corporation was authorized by vote of the Member pursuant to Section 802 of the Not-For-Profit Corporation Law of the State of New York.

-1-

Apr. 2. 2002 1 :40AM CRH No. 617 P. 2

8. The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is 160 Main Street, P.O. Box 1014, Port Jervis, New York 12771.

IN WITNESS WHEREOF, the undersigned has executed and signed this Certificate of Amendment and affirmed as true the statements made therein under penalties of perjury this 28 day of August, 2000.

Mary L. Moran

Sister Mary L. Moran, President

Camille N. Stack

CAMILLE N. STACK
Notary Public, State of New York
No. 01ST5052223
Qualified in Orange County
Commission Expires Mar. 31 2002

Apr. 2. 2002 1:41AM CRH No. 577 P. 3

File

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

PUBLIC HEALTH COUNCIL

October 2, 2001

Michael A. Parmer, M.D., M.P.H., F.A.C.S.
Executive Vice President/Administrator
Mercy Community Hospital
160 East Main Street
Port Jervis, New York 12771

Re: Certificate of Amendment of the Certificate of Incorporation of Mercy Community Hospital of Port Jervis, New York

Dear Dr. Parmer:

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, 2001, I hereby certify that the Public Health Council consents to the filing of the Certificate of Amendment of the Certificate of Incorporation of Mercy Community Hospital of Port Jervis, New York, dated August 28, 2000.

Sincerely,

Karen S. Westervelt for
Executive Secretary

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f020402000723

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

MERCY COMMUNITY HOSPITAL OF PORT JERVIS, NEW YORK

(Under Section 803 of Not-For-Profit Corporation Law)

STATE OF NEW YORK
DEPARTMENT OF STATE
APR 02 2002
FILED
TAX $ 0
BY:

Filed By:

Iseman, Cunningham, Riester and Hyde, LLP
9 Thurlow Terrace
Albany, New York 12203

'02 APR 22 PM 2:17

DRAWDOWN ACCOUNT #J8

020402000723

Apr. 2. 2002 1:41AM CRH No. 677 P. 4

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BON SECOURS COMMUNITY HOSPITAL, File Number 090513000429 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

BON SECOURS COMMUNITY HOSPITAL

(Under Section 803 of Not-For-Profit Corporation Law)

The undersigned, the President of Bon Secours Community Hospital hereby certifies that:

1. The name of the corporation is Bon Secours Community Hospital (hereinafter "the Corporation").

2. The Corporation was formed under the name St. Francis Hospital of Port Jervis, New York pursuant to the Membership Corporations Law of the State of New York, and the Certificate of Incorporation was filed by the Department of State on July 26, 1915.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York.

4. The Corporation is a Type B corporation under Section 201 of the Not-For-Profit Corporation Law of the State of New York, and it shall continue to be a Type B corporation.

5. The Certificate of Incorporation of the Corporation is hereby amended to add new paragraphs EIGHTH, NINTH and TENTH, wherein the Corporation (i) delegates to Bon Secours Charity Health System, Inc., certain responsibilities with respect to the operation of the Corporation and (ii) clarifies the size and management responsibility of the Board of Directors. The corporate powers and purposes of the Corporation are not enlarged, limited or otherwise changed by this Certificate of Amendment.

6. To effectuate the amendments described in paragraph 5 of this Certificate of Amendment, paragraphs "EIGHTH," "NINTH," and "TENTH" of the certificate of incorporation are hereby added, to read in their entirety as follows:

> "EIGHTH. Except as otherwise required by law or this Certificate of Incorporation, all right, power, and authority of the Corporation shall be vested solely in, and all the business and affairs of the Corporation shall be managed under the direction of, the Member, and no action of the Corporation may be taken without the approval of the Member, unless the right of such approval has

been delegated in the manner prescribed by the approved Bylaws of the Corporation; however, any person or entity contracting, agreeing, or otherwise dealing with the Corporation shall be entitled to rely upon a resolution of the Board of Directors authorizing the Corporation to enter into such contract, agreement or other understanding, when such resolution is certified by the President or Executive Vice President of the Corporation as being within the delegated powers of the Board, and any contract, agreement, or other understanding entered into by a person or entity in reliance upon such a certified resolution shall be binding upon the Corporation. The members of the Board of Directors shall be relieved of liability for managerial acts or omissions imposed upon members of the Board of Directors by law to the extent that, and as long as, any discretionary powers of the Board of Directors in the management of corporate affairs are exercised by the Member pursuant to this or any other provision of the Certificate of Incorporation.

NINTH. Specifically, with respect to the Corporation's authority to operate a hospital and provide other health care services: The Corporation delegates to Bon Secours Charity Health System, Inc. ("BSCHSI"), pursuant to Section 701 of the Not-for-Profit Corporation Law, the following exclusive authority: approve strategic plans; approve capital budgets; approve operating budgets; approve debt; maintain a single, consolidated set of books and financial records; move and share assets in accordance with applicable law and contractual obligations among BSCHSI, Good Samaritan Hospital of Suffern, New York, Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.; combine and centralize administrative and support functions; authority to approve the submission of Certificate of Need applications; and such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, the activation or rescission by the Corporation of the delegation of such decision-making authority to occur by resolution of the Board of Directors of the Corporation setting forth the matters in respect of which the delegation of such decision-making authority is being activated or rescinded; provided, however, that a certified copy of any such resolution shall have been provided to the Department of Health prior to review of any such activation or rescission, and further provided that any amendment to this Certificate of Incorporation to rescind or limit the delegation of such decision-making authority shall require the prior approval of the Public Health Council.

TENTH. To the extent delegated by the Member or required by law, the business and affairs of the Corporation shall be managed under the direction of its Board of Directors. The Corporation shall have between seven (7) and nineteen (19) Directors, as determined from time to time by the Member, and who shall be appointed by the Member. All powers of the Corporation delegated to the Board pursuant to the procedure set forth in the Bylaws may be exercised by or under the

authority of the Board of Directors."

7. The foregoing amendments to the Certificate of Incorporation of the Corporation were authorized by consent of the Sole Member entitled to vote thereon pursuant to Section 802 of the Not-For-Profit Corporation Law of the State of New York.

8. The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is Bon Secours Community Hospital, 160 East Main Street, Port Jervis, New York, 12771.

IN WITNESS WHEREOF, the undersigned has executed and signed this Certificate of Amendment and affirmed as true the statements made therein under penalties of perjury this 1st day of May, 2009.

Sister Patricia A. Mennor

Sister Patricia Mennor, President

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

PUBLIC HEALTH COUNCIL

***REVISED**

May 5, 2009

Ms. Rachel Ryan
Iseman, Cunningham, Riester & Hyde, LLP
9 Thurlow Terrace
Albany, New York 12203

Re: *Certificate of Amendment of the Certificate of Incorporation of Bon Secours Community Hospital

Dear Ms. Ryan:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 25th day of January, 2002, I hereby certify that the Public Health Council consents to the filing of the *Certificate of Amendment of the Certificate of Incorporation of Bon Secours Community Hospital, dated May 1, 2009.

Sincerely,

Colleen M. Frost

Colleen M. Frost
Executive Secretary

090513000429

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

BON SECOURS COMMUNITY HOSPITAL

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

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2009 MAY 13 AM 10:49

FILED
2009 MAY 13 AM 11:36

DRAWDOWN
ACCT # J8

Filed By:

Iseman, Cunningham, Riester & Hyde, LLP
9 Thurlow Terrace
Albany, New York 12203
(518) 462-3000

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 13 2009
TAX $
BY: MMR
Orange

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BON SECOURS COMMUNITY HOSPITAL, File Number 110208000817 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007969234 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

BON SECOURS COMMUNITY HOSPITAL

(Under Section 803 of Not-For-Profit Corporation Law)

The undersigned, the President of Bon Secours Community Hospital, hereby certifies that:

1. The name of the corporation is Bon Secours Community Hospital (hereinafter "the Corporation").

2. The Corporation was formed under the name St. Francis' Hospital, of Port Jervis, New York pursuant to the Membership Corporations Law of the State of New York, and the Certificate of Incorporation was filed by the Department of State on July 26, 1915.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York.

4. The Corporation is a Type B corporation under Section 201 of the Not-For-Profit Corporation Law of the State of New York, and it shall continue to be a Type B corporation.

5. The Certificate of Incorporation of the Corporation is hereby amended to add a new paragraph ELEVENTH in order to clarify the Corporation's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. The corporate powers and purposes of the Corporation are not enlarged, limited or otherwise changed by this Certificate of Amendment.

6. To effectuate the amendment described in paragraph 5 of this Certificate of Amendment, the following paragraph is hereby added to the Certificate of Incorporation:

> "ELEVENTH: The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code."

7. The foregoing amendment to the Certificate of Incorporation of the Corporation was authorized by consent of the sole Member entitled to vote thereon pursuant to Section 802 of the Not-For-Profit Corporation Law of the State of New York.

8. The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is Bon Secours Community Hospital, 160 East Main Street, Port Jervis, New York, 12771.

IN WITNESS WHEREOF, the undersigned has executed and signed this Certificate of Amendment and affirmed as true the statements made therein under penalties of perjury this 27th day of January, 2011.

Fred Kelly, Chairperson
Board of ~~Directors~~
Bon Secours Charity Health System, Inc

110208000 817

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

BON SECOURS COMMUNITY HOSPITAL

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

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 08 2011
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BY: MMR
Orange

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ACCT # J8

Filed By:

Iseman, Cunningham, Riester & Hyde, LLP
9 Thurlow Terrace
Albany, New York 12203
(518) 462-3000

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BON SECOURS COMMUNITY HOSPITAL, File Number 150519000325 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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Restated Certificate of Incorporation of

BON SECOURS COMMUNITY HOSPITAL

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

The undersigned, the Chief Executive Officer of BON SECOURS COMMUNITY HOSPITAL (the "Corporation"), hereby certifies that:

1. The name of the corporation is BON SECOURS COMMUNITY HOSPITAL. The Corporation was formed under the name ST. FRANCIS' HOSPITAL, OF PORT JERVIS, NEW YORK.

2. The Corporation's Certificate of Incorporation was filed by the Department of State on July 26, 1915, pursuant to the Not-for-Profit Corporation Law of the State of New York ("NPCL").

3. The text of the Certificate of Incorporation is restated to effect the following changes:

   a. INSERT new Article Second, regarding the Corporation's designation as a charitable corporation, which shall read in its entirety as follows:

      "SECOND: The Corporation is a corporation as defined in Subsection (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL") and is a charitable corporation as defined in Section 201 of the NPCL."

   b. RENUMBER Article Second, regarding the Corporation's purposes, as Article Third.

   c. RENUMBER Article Third, regarding the location of the Corporation's office, as Article Fourth, and REPLACE in its entirety with the following new paragraph:

      "FOURTH: The office of the Corporation is located in Orange County, New York."

   d. OMIT Article Fourth, regarding the initial directors.

   e. DELETE Article Fifth, regarding the Corporation's annual meeting.

   f. RENUMBER Article Sixth, regarding the Corporation's sole member, as Article Fifth, and REPLACE in its entirety with the following new paragraph:

      "FIFTH: The sole Member of the Corporation shall be Bon Secours Charity Health System, Inc., a New York not-for-profit corporation (the "Member").

5.1 The powers reserved to the Member are set forth below, and action with respect to any such matters may not be taken by the Corporation without the approval of the Member, and as may be set forth below, the approval(s) of Bon Secours Health System, Inc. ("BSHSI"), the Sisters of Charity of Saint Elizabeth ("Sisters of Charity") and/or WMC Health Network-Rockland, Inc. ("WMC Health Network"), as applicable, in accordance with their respective governing documents. Such exercise of the Member's reserved powers will be effective when the Corporation receives written notice of the appropriate action having been taken by the Member. If approval by BSHSI, the Sisters of Charity and/or WMC Health Network is required, written notice of the appropriate action having been taken by such party is required. BSHSI, the Sisters of Charity and WMC Health Network agree to give notice of its approval or disapproval of the proposed action within thirty (30) calendar days of the notice of proposed action from the other parties. Should any of BSHSI, the Sisters of Charity and/or WMC Health Network fail to give its notice by the 30th calendar day, such party will be deemed to have waived its right to approve or disapprove such action. Notwithstanding the foregoing, any person or entity contracting, agreeing, or otherwise dealing with the Corporation will be entitled to rely upon a resolution of the Board authorizing the Corporation to enter into such contract, agreement or other understanding, when such resolution is certified by an officer of the Corporation as being within the powers of the Board, and any contract, agreement, or other understanding entered into by a person or entity in reliance upon such a certified resolution will be binding upon the Corporation.

5.2 The Member has been duly licensed pursuant to Article 28 of the New York State Public Health Law as the co-established operator of the Corporation. As such, the Member, acting through its Board of Directors, has accepted the delegation of and exercises the following authorities:

(i) To change the philosophy, objectives or purposes of the Corporation, its mission and vision statements, ethical and religious standards, juridic status or its religious sponsorship (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(ii) To amend any provision of the Certificate or the Bylaws (exercise of this power also requires approval of BSHSI and WMC Health Network; approval of the Sisters of Charity is also required if such amendment would diminish or eliminate the rights of the Sisters of Charity).

(iii) To change the name of the Corporation (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(iv) To dissolve or liquidate the Corporation, or sell all or substantially all of its assets (exercise of this power also requires approval of BSHSI and WMC Health Network).

(v) To merge or consolidate the Corporation (exercise of this power also requires approval of BSHSI and WMC Health Network).

(vi) To create any wholly-owned subsidiary entity (exercise of this power also requires approval of BSHSI and WMC Health Network).

(vii) To create or acquire an interest (e.g., stock, equity interest, membership interest, or partnership interest) in any joint venture entity, or to acquire, sell or transfer all or any part of an interest in any such entity, where entity means any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity in which the Corporation holds an interest, either directly or indirectly (through one or more entities) (exercise of this power also requires approval of BSHSI and WMC Health Network).

(viii) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony (as that term is defined below) of the Corporation, regardless of value, or any real property, including stable patrimony, of the Corporation (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property) (exercise of this power also requires approval of BSHSI and WMC Health Network). For purposes of this Certificate and the Bylaws, the term "stable patrimony" means the acute care hospital owned and operated by the Corporation.

(ix) Subject to the requirements of law, to incur or guarantee, on behalf of the Corporation, any single instance of indebtedness that exceeds $30,000,000, and to approve the long-term plan of finance and debt structure, and any changes thereto (exercise of this power also requires approval of BSHSI and WMC Health Network, except for any debt necessary to finance the cost of compliance with operational or physical plant standards required by law).

(x) To approve strategic plans.

(xi) To approve capital budgets and operating budgets.

(xii) To maintain a single, consolidated set of books and financial records.

(xiii) To move and share assets in accordance with applicable law and contractual obligations among the Member, Good Samaritan Hospital of Suffern, N.Y., Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.

(xiv) To combine and centralize administrative and support functions.

(xv) To approve the submission of any Certificate of Need applications that add or eliminate services, any plans for closure of the facility operated by the Corporation, or any other application as required by law (exercise of the right to close the facility also requires the approval of BSHSI, the Sisters of Charity and WMC Health Network as it relates to conformance with the mission and philosophy of the Corporation).

(xvi) To exercise such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, the activation or rescission by the Corporation of the delegation of such decision-making authority to occur by resolution of the Board of the Corporation setting forth the matters in respect of which the delegation of such decision-making authority is being activated or rescinded; provided, however, that a certified copy of any such resolution will have been provided to the Department of Health prior to review of any such activation or rescission, and further provided that any amendment to the Certificate to rescind or limit the delegation of such decision-making authority will require the prior approval of the Public Health and Health Planning Council.

5.3 The Corporation further reserves and delegates to BSHSI, the Sisters of Charity and WMC Health Network the following actions:

(i) To WMC Health Network, the appointment of sixty percent (60%) (rounded up to the next whole number) of the Directors, after consultation with BSHSI and the Sisters of Charity, and removal with or without cause, of any such Director so elected.

(ii) To BSHSI and the Sisters of Charity, jointly, the appointment of forty percent (40%) (rounded down to the next whole number) of the Directors (such 40% to include the Sponsor Representative and the Sponsor Representative of Good Samaritan Hospital, if a member of the Board), after consultation with WMC Health Network, and removal with or without cause, of any such Director so elected.

(iii) To BSHSI, the appointment of the Sponsor Representative, after consultation with the Sisters of Charity and WMC Health Network, and removal with or without cause, of any Sponsor Representative so appointed.

Solely for purposes of calculating the number of Directors to be appointed by BSHSI, the Sisters of Charity and WMC Health Network, the President/Chief Executive Officer of the Corporation will not be included in the total number of Directors.

5.4 Powers Reserved with Regard to Subsidiaries of the Corporation. The Member will appoint the Board of Directors of subsidiaries of the Corporation and reserves the authority to approve the actions listed in Section 5.2(i)-(xv) above as to such subsidiaries. In addition to the powers reserved to the Member, action by a subsidiary with respect to any matters set forth below may not be taken without the approval of BSHSI. The approval of BSHSI is for the purpose of ensuring that the Catholic identity and mission of such subsidiary entity are protected, and the approval of BSHSI will not be unreasonably withheld. Such reserved powers of the Member and BSHSI will be set forth in the governing documents of those subsidiaries, provided, however, that the Member and/or BSHSI may not act with respect to such subsidiaries if such action may be performed only by entities established under Article 28 of the Public Health Law, or as otherwise prohibited by law.

(i) To change the philosophy, objectives or purposes of such subsidiary entity, its mission and vision statements, ethical and religious standards, juridic status or its religious sponsorship.

(ii) To amend any provision of the certificate of incorporation or bylaws of such subsidiary entity.

(iii) To change the name of such subsidiary entity.

(iv) To dissolve or liquidate such subsidiary entity, or sell all or substantially all of its assets (if such subsidiary entity holds stable patrimony).

(v) To merge or consolidate such subsidiary entity (if such subsidiary entity holds stable patrimony).

(vi) To create any wholly-owned subsidiary entity.

(vii) To create or acquire an interest (e.g., stock, equity interest, membership interest, or partnership interest) in any joint venture entity, or to acquire, sell or transfer all or any part of an interest in any such entity, where entity means any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity in which such subsidiary entity holds an interest, either directly or indirectly (through one or more entities).

(viii) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony of such entity, regardless of value, (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property)."

g. DELETE Article Seventh, regarding actions of the Member.

h. RENUMBER Article Eighth, regarding delegations to the Member, as Article Sixth, and REPLACE references to "BSCHSI" with "BSCHS" and references to "Public Health Council" with "Public Health and Health Planning Council".

i. DELETE Article Ninth, regarding the size of the Corporation's Board of Directors.

j. RENUMBER Article Tenth, regarding the Corporation's tax-exempt status, as Article Seventh.

k. ADD new Articles Eighth, Ninth and Tenth, regarding required tax-exemption language, which shall read in their entirety as follows:

"EIGHTH: No part of the net earnings of the Corporation shall inure to the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Officer, Member of the Board or Member of the Corporation or any other private individual, shall be entitled to share in the distribution of the Corporation, except the Corporation may confer benefits in the form of distributions, in dissolution and otherwise, upon a Member of the Corporation or its Members so long as such organization is described in Section 501(c)(3) of the Code and otherwise is qualified under Federal law to receive such distribution.

NINTH: The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

TENTH: With respect to any taxable year or years of the Corporation, if any, during which it is determined to be a private foundation, as defined in Section 509 of the Code, it shall make distributions for such years at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings, as defined in Section 4943(c) of the Code, (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Code."

l. ADD new Article Eleventh, regarding the conduct of the Corporation's business and affairs, which shall read in its entirety as follows::

"ELEVENTH: The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, as promulgated by the Roman Catholic Church, and the Ethical and Religious Directives for the Catholic Health Care Services, as promulgated by the United States Conference of Catholic Bishops, and the statements of mission and philosophy promulgated by the Sisters of Bon Secours, on behalf of the agency(s) for which it serves as steward."

m. ADD new Article Twelfth, regarding the designation of the Secretary of State as agent, which shall read in its entirety as follows:

"TWELFTH: The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is: President/Chief Executive Officer, Bon Secours Charity Health System, Inc., 255 Lafayette Ave, Suffern, NY 10901."

4. The text of the Certificate of Incorporation is restated as amended to read as set forth in full below:

Certificate of Incorporation of

BON SECOURS COMMUNITY HOSPITAL

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

FIRST: The name of the corporation is BON SECOURS COMMUNITY HOSPITAL (the "Corporation").

SECOND: The Corporation is a corporation as defined in Subsection (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL") and is a charitable corporation as defined in Section 201 of the NPCL.

THIRD: The particular objects for which the said corporation is to be formed are to acquire, erect, establish, conduct and maintain a general hospital or hospitals, dispensary or dispensaries, for the care and treatment of sick and diseased persons of both sexes, regardless of creed, or color, in the State of New York; to establish, operate, own, and maintain a residential health care facility unit; the employment of all lawful means for the raising of funds for the support or maintenance of said institution, and the transaction of any other business as may be necessary or desirable herewith.

Upon the dissolution of the Corporation, the Members of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations as the Members or Class of Members of the Corporation shall determine in accordance with the Bylaws, provided such organization or organizations are organized and operated for religious, charitable, educational or scientific purposes and, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and are otherwise qualified under Federal law to receive such distributions. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operate exclusively for such purposes, as said court shall determine.

FOURTH: The office of the Corporation is located in Orange County, New York.

FIFTH: The sole Member of the Corporation shall be Bon Secours Charity Health System, Inc., a New York not-for-profit corporation (the "Member").

5.1 The powers reserved to the Member are set forth below, and action with respect to any such matters may not be taken by the Corporation without the approval of the Member, and as may be set forth below, the

approval(s) of Bon Secours Health System, Inc. ("BSHSI"), the Sisters of Charity of Saint Elizabeth ("Sisters of Charity") and/or WMC Health Network-Rockland, Inc. ("WMC Health Network"), as applicable, in accordance with their respective governing documents. Such exercise of the Member's reserved powers will be effective when the Corporation receives written notice of the appropriate action having been taken by the Member. If approval by BSHSI, the Sisters of Charity and/or WMC Health Network is required, written notice of the appropriate action having been taken by such party is required. BSHSI, the Sisters of Charity and WMC Health Network agree to give notice of its approval or disapproval of the proposed action within thirty (30) calendar days of the notice of proposed action from the other parties. Should any of BSHSI, the Sisters of Charity and/or WMC Health Network fail to give its notice by the 30th calendar day, such party will be deemed to have waived its right to approve or disapprove such action. Notwithstanding the foregoing, any person or entity contracting, agreeing, or otherwise dealing with the Corporation will be entitled to rely upon a resolution of the Board authorizing the Corporation to enter into such contract, agreement or other understanding, when such resolution is certified by an officer of the Corporation as being within the powers of the Board, and any contract, agreement, or other understanding entered into by a person or entity in reliance upon such a certified resolution will be binding upon the Corporation.

5.2 The Member has been duly licensed pursuant to Article 28 of the New York State Public Health Law as the co-established operator of the Corporation. As such, the Member, acting through its Board of Directors, has accepted the delegation of and exercises the following authorities:

(i) To change the philosophy, objectives or purposes of the Corporation, its mission and vision statements, ethical and religious standards, juridic status or its religious sponsorship (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(ii) To amend any provision of the Certificate or the Bylaws (exercise of this power also requires approval of BSHSI and WMC Health Network; approval of the Sisters of Charity is also required if such amendment would diminish or eliminate the rights of the Sisters of Charity).

(iii) To change the name of the Corporation (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(iv) To dissolve or liquidate the Corporation, or sell all or substantially all of its assets (exercise of this power also requires approval of BSHSI and WMC Health Network).

(v) To merge or consolidate the Corporation (exercise of this power also requires approval of BSHSI and WMC Health Network).

(vi) To create any wholly-owned subsidiary entity (exercise of this power also requires approval of BSHSI and WMC Health Network).

(vii) To create or acquire an interest (e.g., stock, equity interest, membership interest, or partnership interest) in any joint venture entity, or to acquire, sell or transfer all or any part of an interest in any such entity, where entity means any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity in which the Corporation holds an interest, either directly or indirectly (through one or more entities) (exercise of this power also requires approval of BSHSI and WMC Health Network).

(viii) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony (as that term is defined below) of the Corporation, regardless of value, or any real property, including stable patrimony, of the Corporation (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property) (exercise of this power also requires approval of BSHSI and WMC Health Network). For purposes of this Certificate and the Bylaws, the term "stable patrimony" means the acute care hospital owned and operated by the Corporation.

(ix) Subject to the requirements of law, to incur or guarantee, on behalf of the Corporation, any single instance of indebtedness that exceeds $30,000,000, and to approve the long-term plan of finance and debt structure, and any changes thereto (exercise of this power also requires approval of BSHSI and WMC Health Network, except for any debt necessary to finance the cost of compliance with operational or physical plant standards required by law).

(x) To approve strategic plans.

(xi) To approve capital budgets and operating budgets.

(xii) To maintain a single, consolidated set of books and financial records.

(xiii) To move and share assets in accordance with applicable law and contractual obligations among the Member, Good Samaritan Hospital of Suffern, N.Y., Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.

(xiv) To combine and centralize administrative and support functions.

(xv) To approve the submission of any Certificate of Need applications that add or eliminate services, any plans for closure of the facility operated by the Corporation, or any other application as required by law (exercise of the right to close the facility also requires the approval of BSHSI, the Sisters of Charity and WMC Health Network as it relates to conformance with the mission and philosophy of the Corporation).

(xvi) To exercise such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, the activation or rescission by the Corporation of the delegation of such decision-making authority to occur by resolution of the Board of the Corporation setting forth the matters in respect of which the delegation of such decision-making authority is being activated or rescinded; provided, however, that a certified copy of any such resolution will have been provided to the Department of Health prior to review of any such activation or rescission, and further provided that any amendment to the Certificate to rescind or limit the delegation of such decision-making authority will require the prior approval of the Public Health and Health Planning Council.

5.3 The Corporation further reserves and delegates to BSHSI, the Sisters of Charity and WMC Health Network the following actions:

(i) To WMC Health Network, the appointment of sixty percent (60%) (rounded up to the next whole number) of the Directors, after consultation with BSHSI and the Sisters of Charity, and removal with or without cause, of any such Director so elected.

(ii) To BSHSI and the Sisters of Charity, jointly, the appointment of forty percent (40%) (rounded down to the next whole number) of the Directors (such 40% to include the Sponsor Representative and the Sponsor Representative of Good Samaritan Hospital, if a member of the Board), after consultation with WMC Health

Network, and removal with or without cause, of any such Director so elected.

(iii) To BSHSI, the appointment of the Sponsor Representative, after consultation with the Sisters of Charity and WMC Health Network, and removal with or without cause, of any Sponsor Representative so appointed.

Solely for purposes of calculating the number of Directors to be appointed by BSHSI, the Sisters of Charity and WMC Health Network, the President/Chief Executive Officer of the Corporation will not be included in the total number of Directors.

5.4 Powers Reserved with Regard to Subsidiaries of the Corporation. The Member will appoint the Board of Directors of subsidiaries of the Corporation and reserves the authority to approve the actions listed in Section 5.2(i)-(xv) above as to such subsidiaries. In addition to the powers reserved to the Member, action by a subsidiary with respect to any matters set forth below may not be taken without the approval of BSHSI. The approval of BSHSI is for the purpose of ensuring that the Catholic identity and mission of such subsidiary entity are protected, and the approval of BSHSI will not be unreasonably withheld. Such reserved powers of the Member and BSHSI will be set forth in the governing documents of those subsidiaries, provided, however, that the Member and/or BSHSI may not act with respect to such subsidiaries if such action may be performed only by entities established under Article 28 of the Public Health Law, or as otherwise prohibited by law.

(i) To change the philosophy, objectives or purposes of such subsidiary entity, its mission and vision statements, ethical and religious standards, juridic status or its religious sponsorship.

(ii) To amend any provision of the certificate of incorporation or bylaws of such subsidiary entity.

(iii) To change the name of such subsidiary entity.

(iv) To dissolve or liquidate such subsidiary entity, or sell all or substantially all of its assets (if such subsidiary entity holds stable patrimony).

(v) To merge or consolidate such subsidiary entity (if such subsidiary entity holds stable patrimony).

(vi) To create any wholly-owned subsidiary entity.

(vii) To create or acquire an interest (e.g., stock, equity interest, membership interest, or partnership interest) in any joint venture entity, or to acquire, sell or transfer all or any part of an interest in any such entity, where entity means any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity in which such subsidiary entity holds an interest, either directly or indirectly (through one or more entities).

(viii) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony of such entity, regardless of value, (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property).

SIXTH: Specifically, with respect to the Corporation's authority to operate a hospital and provide health care services: The Corporation delegates to Bon Secours Charity Health System, Inc. ("BSCHS"), pursuant to Section 701 of the Not-for-Profit Corporation Law, the following exclusive authority: approve strategic plans; approve capital budgets; approve operating budgets; approve debt; maintain a single, consolidated set of books and financial records; move and share assets in accordance with applicable law and contractual obligations among BSCHS, Good Samaritan Hospital of Suffern, New York, Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.; combine and centralize administrative and support functions; authority to approve the submission of Certificate of Need applications; and such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, the activation or rescission by the Corporation of the delegation of such decision-making authority to occur by resolution of the Board of Directors of the Corporation setting forth the matters in respect of which the delegation of such decision-making authority is being activated or rescinded; provided, however, that a certified copy of any such resolution shall have been provided to the Department of Health prior to review of any such activation or rescission, and further provided that any amendment to this Certificate of Incorporation to rescind or limit the delegation of such decision-making authority shall require the prior approval of the Public Health and Health Planning Council.

SEVENTH: The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

EIGHTH: No part of the net earnings of the Corporation shall inure to the Corporation or

any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Officer, Member of the Board or Member of the Corporation or any other private individual, shall be entitled to share in the distribution of the Corporation, except the Corporation may confer benefits in the form of distributions, in dissolution and otherwise, upon a Member of the Corporation or its Members so long as such organization is described in Section 501(c)(3) of the Code and otherwise is qualified under Federal law to receive such distribution.

NINTH: The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

TENTH: With respect to any taxable year or years of the Corporation, if any, during which it is determined to be a private foundation, as defined in Section 509 of the Code, it shall make distributions for such years at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings, as defined in Section 4943(c) of the Code, (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Code.

ELEVENTH: The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, as promulgated by the Roman Catholic Church, and the Ethical and Religious Directives for the Catholic Health Care Services, as promulgated by the United States Conference of Catholic Bishops, and the statements of mission and philosophy promulgated by the Sisters of Bon Secours, on behalf of the agency(s) for which it serves as steward.

TWELFTH: The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is: President/Chief Executive Officer, Bon Secours Charity Health System, Inc., 255 Lafayette Ave, Suffern, NY 10901.

5. This Restated Certificate of Incorporation was authorized by vote of the Corporation's Member in accordance with Section 802(a) of the Not-for-Profit Corporation Law.

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation on this 18th day of May, 2015.

Mary Leahy

Mary Leahy, M.D.
Chief Executive Officer

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Restated
Certificate of Incorporation of
BON SECOURS COMMUNITY HOSPITAL

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

FILED
2015 MAY 19 PM 12:05

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 19 2015
TAX $
BY:

DRAWDOWN
ACCT # J8

Filed By:

Karen E. Sosler, Esq.
ISEMAN, CUNNINGHAM, RIESTER & HYDE, LLP
9 Thurlow Terrace
Albany, New York 12203
(518) 462-3000

333

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BON SECOURS COMMUNITY HOSPITAL, File Number 151026000425 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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151026000425

Restated Certificate of Incorporation of

BON SECOURS COMMUNITY HOSPITAL

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

The undersigned, the President/Chief Executive Officer of BON SECOURS COMMUNITY HOSPITAL (the "Corporation"), hereby certifies that:

1. The name of the corporation is BON SECOURS COMMUNITY HOSPITAL. The Corporation was formed under the name ST. FRANCIS' HOSPITAL, OF PORT JERVIS, NEW YORK.

2. The Corporation's Certificate of Incorporation was filed by the Department of State on July 26, 1915, pursuant to the Not-for-Profit Corporation Law of the State of New York ("NPCL").

3. The text of the Certificate of Incorporation is restated to effect the following changes:

   a. INSERT in Article Third the following new paragraph, regarding the Corporation's tax-exempt purposes:

      "THIRD: The purposes of the Corporation shall be:

      3.1 Consistent with the charitable purposes of the Sisters of Bon Secours and Sisters of Charity of Saint Elizabeth, religious congregations of the Roman Catholic Church, the charitable health care mission, philosophy and policies of Bon Secours Ministries, the sponsor of the Corporation, through which the health care mission of the Sisters of Bon Secours is furthered, and in conformity with the ethical and moral teachings of the Roman Catholic Church, to be operated and organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code")."

   b. RENUMBER the former first paragraph of Article Third as 3.2.

   c. RENUMBER the last paragraph of Article Third, regarding the dissolution of the Corporation, as Article Fourth, and REPLACE in its entirety with the following new paragraph:

      "FOURTH: Subject to any approvals required in this Certificate of Incorporation or in the NPCL, and subject to the approval of BSHSI and WMC-Rockland, upon the dissolution of the Corporation for any reason, the Board of

Directors of the Corporation shall adopt a plan of dissolution and distribute the assets of the Corporation in accordance with the following:

4.1 After paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations as the Member of the Corporation shall determine, provided such organization or organizations is organized and operated for purposes, and engages in activities, substantially similar to those of the Corporation as described in this Certificate of Incorporation and qualifies as exempt from federal income taxation under Section 501(c)(3) of the Code at the time of such distribution.

4.2 Any of the Corporation's remaining assets not so disposed of under Section 4.1 shall be disposed of by the New York Attorney General or a Justice of the Supreme Court exclusively for such purposes, or to such organization(s) as the New York Attorney General or a Justice of the Supreme Court shall determine, which is exempt from federal income taxation under Section 501(c)(3) of the Code and is organized and operated for purposes, and engages in activities, substantially similar to those of the Corporation as described in this Certificate of Incorporation. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation."

d. RENUMBER Articles Fourth through Twelfth as Articles Fifth through Thirteenth, respectively.

4. The text of the Certificate of Incorporation is restated as amended to read as set forth in full below:

Certificate of Incorporation of

BON SECOURS COMMUNITY HOSPITAL

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

FIRST: The name of the corporation is BON SECOURS COMMUNITY HOSPITAL (the "Corporation").

SECOND: The Corporation is a corporation as defined in Subsection (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL") and is a charitable corporation as defined in Section 201 of the NPCL.

THIRD: The purposes of the Corporation shall be:

3.1 Consistent with the charitable purposes of the Sisters of Bon Secours and Sisters of Charity of Saint Elizabeth, religious congregations of the Roman Catholic Church, the charitable health care mission, philosophy and policies of Bon Secours Ministries, the sponsor of the Corporation, through which the health care mission of the Sisters of Bon Secours is furthered, and in conformity with the ethical and moral teachings of the Roman Catholic Church, to be operated and organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

3.2 The particular objects for which the said corporation is to be formed are to acquire, erect, establish, conduct and maintain a general hospital or hospitals, dispensary or dispensaries, for the care and treatment of sick and diseased persons of both sexes, regardless of creed, or color, in the State of New York; to establish, operate, own, and maintain a residential health care facility unit; the employment of all lawful means for the raising of funds for the support or maintenance of said institution, and the transaction of any other business as may be necessary or desirable herewith.

FOURTH: Subject to any approvals required in this Certificate of Incorporation or in the NPCL, and subject to the approval of BSHSI and WMC-Rockland, upon the dissolution of the Corporation for any reason, the Board of Directors of the Corporation shall adopt a plan of dissolution and distribute the assets of the Corporation in accordance with the following:

4.1 After paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations as the Member of the Corporation shall determine, provided such organization or organizations is organized and operated for purposes, and engages in activities, substantially similar to those of the Corporation as described in this Certificate of Incorporation and qualifies as exempt from federal income taxation under Section 501(c)(3) of the Code at the time of such distribution.

4.2 Any of the Corporation's remaining assets not so disposed of under Section 4.1 shall be disposed of by the New York Attorney General or a Justice of the Supreme Court exclusively for such purposes, or to such organization(s) as the New York Attorney General or a Justice of the Supreme Court shall determine, which is exempt from federal income taxation under Section 501(c)(3) of the Code and is organized and operated for purposes, and engages in activities, substantially similar to those of the Corporation as described in this Certificate of Incorporation. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

FIFTH: The office of the Corporation is located in Orange County, New York.

SIXTH: The sole Member of the Corporation shall be Bon Secours Charity Health System, Inc., a New York not-for-profit corporation (the "Member").

6.1 The powers reserved to the Member are set forth below, and action with respect to any such matters may not be taken by the Corporation without the approval of the Member, and as may be set forth below, the approval(s) of Bon Secours Health System, Inc. ("BSHSI"), the Sisters of Charity of Saint Elizabeth ("Sisters of Charity") and/or WMC Health Network-Rockland, Inc. ("WMC Health Network"), as applicable, in accordance with their respective governing documents. Such exercise of the Member's reserved powers will be effective when the Corporation receives written notice of the appropriate action having been taken by the Member. If approval by BSHSI, the Sisters of Charity and/or WMC Health Network is required, written notice of the appropriate action having been taken by such party is required. BSHSI, the Sisters of Charity and WMC Health Network agree to give notice of its approval or disapproval of the proposed action within thirty (30) calendar days of the notice of proposed action from the other parties. Should any of BSHSI, the Sisters of Charity and/or WMC Health Network fail to give its notice by the 30th calendar day, such party will be deemed to have waived its right to approve or disapprove such action. Notwithstanding the foregoing, any person or entity contracting, agreeing, or otherwise dealing with the Corporation will be entitled to rely upon a resolution of the Board authorizing the Corporation to enter into such contract, agreement or other understanding, when such resolution is certified by an officer of the Corporation as being within the powers of the Board, and any contract, agreement, or other understanding entered into by a person or entity in reliance upon such a certified resolution will be binding upon the Corporation.

6.2 The Member has been duly licensed pursuant to Article 28 of the New York State Public Health Law as the co-established operator of the Corporation. As such, the Member, acting through its Board of Directors, has accepted the delegation of and exercises the following authorities:

(i) To change the philosophy, objectives or purposes of the Corporation, its mission and vision statements, ethical and religious standards, juridic status or its religious sponsorship (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(ii) To amend any provision of the Certificate or the Bylaws (exercise of this power also requires approval of BSHSI and WMC Health

Network; approval of the Sisters of Charity is also required if such amendment would diminish or eliminate the rights of the Sisters of Charity).

(iii) To change the name of the Corporation (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(iv) To dissolve or liquidate the Corporation, or sell all or substantially all of its assets (exercise of this power also requires approval of BSHSI and WMC Health Network).

(v) To merge or consolidate the Corporation (exercise of this power also requires approval of BSHSI and WMC Health Network).

(vi) To create any wholly-owned subsidiary entity (exercise of this power also requires approval of BSHSI and WMC Health Network).

(vii) To create or acquire an interest (e.g., stock, equity interest, membership interest, or partnership interest) in any joint venture entity, or to acquire, sell or transfer all or any part of an interest in any such entity, where entity means any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity in which the Corporation holds an interest, either directly or indirectly (through one or more entities) (exercise of this power also requires approval of BSHSI and WMC Health Network).

(viii) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony (as that term is defined below) of the Corporation, regardless of value, or any real property, including stable patrimony, of the Corporation (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property) (exercise of this power also requires approval of BSHSI and WMC Health Network). For purposes of this Certificate and the Bylaws, the term "stable patrimony" means the acute care hospital owned and operated by the Corporation.

(ix) Subject to the requirements of law, to incur or guarantee, on behalf of the Corporation, any single instance of indebtedness that exceeds $30,000,000, and to approve the long-term plan of finance and debt structure, and any changes thereto (exercise of this power

also requires approval of BSHSI and WMC Health Network, except for any debt necessary to finance the cost of compliance with operational or physical plant standards required by law).

(x) To approve strategic plans.

(xi) To approve capital budgets and operating budgets.

(xii) To maintain a single, consolidated set of books and financial records.

(xiii) To move and share assets in accordance with applicable law and contractual obligations among the Member, Good Samaritan Hospital of Suffern, N.Y., Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.

(xiv) To combine and centralize administrative and support functions.

(xv) To approve the submission of any Certificate of Need applications that add or eliminate services, any plans for closure of the facility operated by the Corporation, or any other application as required by law (exercise of the right to close the facility also requires the approval of BSHSI, the Sisters of Charity and WMC Health Network as it relates to conformance with the mission and philosophy of the Corporation).

(xvi) To exercise such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, the activation or rescission by the Corporation of the delegation of such decision-making authority to occur by resolution of the Board of the Corporation setting forth the matters in respect of which the delegation of such decision-making authority is being activated or rescinded; provided, however, that a certified copy of any such resolution will have been provided to the Department of Health prior to review of any such activation or rescission, and further provided that any amendment to the Certificate to rescind or limit the delegation of such decision-making authority will require the prior approval of the Public Health and Health Planning Council.

6.3 The Corporation further reserves and delegates to BSHSI, the Sisters of Charity and WMC Health Network the following actions:

(i) To WMC Health Network, the appointment of sixty percent (60%) (rounded up to the next whole number) of the Directors, after

consultation with BSHSI and the Sisters of Charity, and removal with or without cause, of any such Director so elected.

(ii) To BSHSI and the Sisters of Charity, jointly, the appointment of forty percent (40%) (rounded down to the next whole number) of the Directors (such 40% to include the Sponsor Representative and the Sponsor Representative of Good Samaritan Hospital, if a member of the Board), after consultation with WMC Health Network, and removal with or without cause, of any such Director so elected.

(iii) To BSHSI, the appointment of the Sponsor Representative, after consultation with the Sisters of Charity and WMC Health Network, and removal with or without cause, of any Sponsor Representative so appointed.

Solely for purposes of calculating the number of Directors to be appointed by BSHSI, the Sisters of Charity and WMC Health Network, the President/Chief Executive Officer of the Corporation will not be included in the total number of Directors.

6.4 Powers Reserved with Regard to Subsidiaries of the Corporation. The Member will appoint the Board of Directors of subsidiaries of the Corporation and reserves the authority to approve the actions listed in Section 6.2(i)-(xv) above as to such subsidiaries. In addition to the powers reserved to the Member, action by a subsidiary with respect to any matters set forth below may not be taken without the approval of BSHSI. The approval of BSHSI is for the purpose of ensuring that the Catholic identity and mission of such subsidiary entity are protected, and the approval of BSHSI will not be unreasonably withheld. Such reserved powers of the Member and BSHSI will be set forth in the governing documents of those subsidiaries, provided, however, that the Member and/or BSHSI may not act with respect to such subsidiaries if such action may be performed only by entities established under Article 28 of the Public Health Law, or as otherwise prohibited by law.

(i) To change the philosophy, objectives or purposes of such subsidiary entity, its mission and vision statements, ethical and religious standards, juridic status or its religious sponsorship.

(ii) To amend any provision of the certificate of incorporation or bylaws of such subsidiary entity.

(iii) To change the name of such subsidiary entity.

(iv) To dissolve or liquidate such subsidiary entity, or sell all or substantially all of its assets (if such subsidiary entity holds stable patrimony).

(v) To merge or consolidate such subsidiary entity (if such subsidiary entity holds stable patrimony).

(vi) To create any wholly-owned subsidiary entity.

(vii) To create or acquire an interest (e.g., stock, equity interest, membership interest, or partnership interest) in any joint venture entity, or to acquire, sell or transfer all or any part of an interest in any such entity, where entity means any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity in which such subsidiary entity holds an interest, either directly or indirectly (through one or more entities).

(viii) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony of such entity, regardless of value, (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property).

SEVENTH: Specifically, with respect to the Corporation's authority to operate a hospital and provide health care services: The Corporation delegates to Bon Secours Charity Health System, Inc. ("BSCHS"), pursuant to Section 701 of the Not-for-Profit Corporation Law, the following exclusive authority: approve strategic plans; approve capital budgets; approve operating budgets; approve debt; maintain a single, consolidated set of books and financial records; move and share assets in accordance with applicable law and contractual obligations among BSCHS, Good Samaritan Hospital of Suffern, New York, Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.; combine and centralize administrative and support functions; authority to approve the submission of Certificate of Need applications; and such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, the activation or rescission by the Corporation of the delegation of such decision-making authority to occur by resolution of the Board of Directors of the Corporation setting forth the matters in respect of which the delegation of such decision-making authority is being activated or rescinded; provided, however, that a certified copy of any such resolution shall have been provided to the Department of Health prior to review of any such activation or rescission, and further provided that any amendment to this Certificate of Incorporation to rescind or limit the

delegation of such decision-making authority shall require the prior approval of the Public Health and Health Planning Council.

EIGHTH: The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

NINTH: No part of the net earnings of the Corporation shall inure to the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Officer, Member of the Board or Member of the Corporation or any other private individual, shall be entitled to share in the distribution of the Corporation, except the Corporation may confer benefits in the form of distributions, in dissolution and otherwise, upon a Member of the Corporation or its Members so long as such organization is described in Section 501(c)(3) of the Code and otherwise is qualified under Federal law to receive such distribution.

TENTH: The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

ELEVENTH: With respect to any taxable year or years of the Corporation, if any, during which it is determined to be a private foundation, as defined in Section 509 of the Code, it shall make distributions for such years at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings, as defined in Section 4943(c) of the Code, (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Code.

TWELFTH: The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, as promulgated by the Roman Catholic Church, and the Ethical and Religious Directives for the Catholic Health Care Services, as promulgated by the United States Conference of Catholic Bishops, and the statements of mission and philosophy promulgated by the Sisters of Bon Secours, on behalf of the agency(s) for which it serves as steward.

THIRTEENTH: The Secretary of State is hereby designated as the agent of the Corporation upon

whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is: President/Chief Executive Officer, Bon Secours Charity Health System, Inc., 255 Lafayette Ave, Suffern, NY 10901.

5. This Restated Certificate of Incorporation was authorized by vote of the Corporation's Member in accordance with Section 802(a) of the Not-for-Profit Corporation Law.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation on this 19th day of MAY, 2015.

Mary Leahy

Mary Leahy, M.D.
President/Chief Executive Officer

NEW YORK STATE OF OPPORTUNITY. | Department of Health

ANDREW M. CUOMO
Governor

HOWARD A. ZUCKER, M.D., J.D.
Commissioner

SALLY DRESLIN, M.S., R.N.
Executive Deputy Commissioner

July 28, 2015

Karen E. Sosler, Esq.
Iseman, Cunningham, Reister & Hyde, LLP
9 Thurlow Terrace
Albany, New York 12203

Re: Proposed Restated Certificate of Incorporation of Bon Secours Community Hospital

Dear Ms. Sosler:

The above referenced Restated Certificate of Incorporation, dated May 19, 2015 and signed by Mary Leahy, M.D., does not require the formal approval of the Public Health and Health Planning Council or the Commissioner of Health under either the Public Health Law or the Not-for-Profit Corporation Law, since the restated certificate neither changes the corporation's name nor changes substantively a purpose the inclusion of which requires the consent of the Public Health and Health Planning Council or the Commissioner of Health.

The Department of Health does not object to the restated certificate being filed with the Department of State.

Sincerely,

Michael M. Stone
Assistant Counsel
Bureau of House Counsel

STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

POUGHKEEPSIE REGIONAL OFFICE
DIVISION OF REGIONAL AFFAIRS

October 20, 2015

Karen E. Sosler
Iseman Cunningham Riester & Hyde LLP
9 Thurlow Terrace
Albany, NY 12203

Re: **Restated Certificates of Incorporation with Amended Purposes of St. Anthony Community Hospital, Warwick, New York, St. Francis Center at the Knolls, Inc., Villa Frances at the Knolls, Inc., Bon Secours Community Hospital**

Dear Ms. Sosler:

I have completed my review of your Restated Certificate of Incorporation filings for the above referenced entities. The Attorney General has no objection to the filing of said restated certificates of incorporation with the Secretary of State.

The Attorney General hereby approves the proposed Restated Certificates of Incorporation for St. Anthony Community Hospital, Warwick, New York, St. Francis Center at the Knolls, Inc., Villa Frances at the Knolls, Inc., Bon Secours Community Hospital. Said approval is conditioned on submission to the Department of State for filing within 60 days hereafter. A copy of the filed certificates shall be provided to the Attorney General.

Stephen Barry
Assistant Attorney General

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FILED
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Restated
Certificate of Incorporation of
BON SECOURS COMMUNITY HOSPITAL

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

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STATE OF NEW YORK
DEPARTMENT OF STATE
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TAX $_____
BY: _____

Filed By:

Karen E. Sosler, Esq.
ISEMAN, CUNNINGHAM, RIESTER & HYDE, LLP
9 Thurlow Terrace
Albany, New York 12203
(518) 462-3000

DRAWDOWN ACCOUNT #J8

BON SECOURS COMMUNITY HOSPITAL

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BON SECOURS COMMUNITY HOSPITAL

RESOLUTION OF THE BOARD OF DIRECTORS NO. 3-2026

WHEREAS, Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC") is a New York public benefit corporation created by the Westchester County Health Care Corporation Act, New York Public Authorities Law §§ 3300–3321, enacted on February 11, 1997 (as may be amended from time to time, the "Act"), performing essential governmental functions and operating health facilities and services pursuant to the Act and applicable laws and regulations; and

WHEREAS, Bon Secours Charity Health System, Inc. (the "Member" or "Charity Health System"), is the sole corporate member of Bon Secours Community Hospital, a New York not-for-profit corporation (the "Corporation"); and

WHEREAS, to advance their respective public and charitable missions and improve their ability to provide coordinated, high-quality patient care, the Corporation, the Member, and WMC have determined it is in their best interests to further integrate hospital operations by combining the Corporation's license under Article 28 of the New York State Public Health Law ("Article 28") and all related health care services and operations (the "Hospital") with WMC's license, such that the Hospital becomes a licensed location of WMC, benefitting patient populations and communities served both by the Corporation and WMC; and

WHEREAS, in addition to the Corporation, the Charity Health System includes hospitals licensed under Article 28 operated by St. Anthony Community Hospital, Warwick, New York and Good Samaritan Hospital of Suffern, N.Y. (together with the Corporation, the "Charity Hospitals"), and WMC is the ultimate corporate parent of HealthAlliance Hospital Mary's Avenue Campus, which includes the operations and assets of HealthAlliance Hospital Broadway Campus under a single Article 28 license (the "HealthAlliance Hospitals"), each of which will integrate its Article 28 license with WMC, such that each of the Charity Hospitals and HealthAlliance Hospitals becomes a licensed location of WMC (the "Transaction"); and

WHEREAS, in support of the Transaction, the New York State Department of Health (the "DOH") awarded, through the Safety Net Transformation Program, certain grant funds and regulatory waivers to support the Transaction and the broader integration of the Charity Health System hospitals and HealthAlliance Hospital Mary's Avenue Campus into WMC, pursuant to that certain Safety Net Transformation Program Award Letter dated December 17, 2025 (the "Award Letter"), issued by the DOH to WMC, the Member, and HealthAlliance, Inc.; and

WHEREAS, the Board of Directors of the Corporation (the "Board") has observed that in addition to the anticipated benefits to be realized through the Award Letter, the Transaction will enable the licensed medical facilities currently operated by the Corporation to gain access to government

payer reimbursement and funding available to WMC as a public benefit corporation, and to receive the benefits of clinical collaboration that will result from being a more integrated part of the WMC system; and

WHEREAS, the Corporation's participation in the Transaction will be consummated through (i) the transfer by the Corporation to WMC of substantially all of the assets and operations of the Corporation related to the operation of the Hospital (the "Transferred Assets") pursuant to the terms of an Asset Transfer and Assumption Agreement (the "Asset Transfer Agreement"), (ii) the assumption by WMC of certain of the Corporation's liabilities related to the Hospital (the "Assumed Liabilities") pursuant to the terms of the Asset Transfer Agreement, and (iii) the entry into a master lease between the Corporation, as landlord, and WMC, as tenant (the "Master Lease"), under which the Corporation will lease to WMC the Corporation-owned real property comprising the Hospital, including the Hospital's main campus located at 160 E. Main Street, Port Jervis (Orange County), New York 12771, and the Corporation's licensed extension clinic, the details of which are set forth in the Master Lease, the terms of which were presented to the Board; and

WHEREAS, the Corporation is a member of the obligated group under that certain Master Trust Indenture, dated as of May 1, 2015, as amended and restated as of August 1, 2025, by and among Bon Secours Charity Health System, Inc., Good Samaritan Hospital of Suffern, N.Y., St. Anthony Community Hospital, Warwick, New York, Bon Secours Community Hospital, and U.S. Bank Trust Company (formerly known as U.S. Bank National Association), as Master Trustee (the "Charity MTI"), and is jointly and severally liable for the obligations thereunder, (i) the Charity Health System Obligated Group Taxable Bonds, Series 2015, issued in an original aggregate principal amount of $122,300,000, of which $83,683,000 remains currently outstanding, and (ii) the $175,000,000 original and currently outstanding aggregate principal amount of Rockland County Economic Assistance Corporation Revenue Bonds, Series 2025 (the "Charity Bonds"); and

WHEREAS, in connection with its receipt of the Transferred Assets and its entry into the Master Lease, the Corporation will become a member of the WMC Obligated Group, and WMC will become directly and jointly liable for all outstanding amounts of the Charity Bonds through the issuance of Replacement Notes with respect to the Charity Bonds (the "Replacement Notes"); and

WHEREAS, the Corporation has obtained and presented to the Board an independent valuation of the Transferred Assets and the Master Lease, valued together as an enterprise with the other Charity Hospitals and HealthAlliance Hospitals, which provide a midpoint value of $221,064,000; and

WHEREAS, in support of the Corporation's continued operations following the closing of the Transaction, simultaneously with the execution of the Asset Transfer Agreement, the Corporation and WMC will enter into an Administrative Services Agreement (the "Administrative Services

Agreement"), pursuant to which the Corporation will provide administrative and clinical staffing services to WMC at the Hospital, and WMC will reimburse the Corporation for the cost of such staff salaries, benefits, and related operating costs; and

WHEREAS, the Board has reviewed the components of the consideration to be received by the Corporation in connection with the Transaction, including (i) WMC's issuance of the Replacement Notes, having a monetary value of $258,683,000 and resulting in the assumption of direct and joint liability for all payments due on behalf of the Corporation corresponding to the Charity Bonds, (ii) WMC's assumption of the Assumed Liabilities, (iii) WMC's commitment to operate the Hospital as a licensed location of WMC and to maintain the scope and quality of existing clinical programs and services at the Hospital, (iv) the relief from continued operational responsibility and expense for the Hospital, and (v) the financial, capital, and operational benefits available under the Award Letter; and

WHEREAS, after reviewing the components of consideration described above, the Corporation's current financial condition, and the benefits of the Transaction to the Corporation, the Board has determined that the consideration to be received by the Corporation pursuant to the Transaction is fair and reasonable to the Corporation within the meaning of Section 510 of the New York Not-for-Profit Corporation Law (the "NPCL"), and that the assumption of the Assumed Liabilities by WMC, together with the other consideration described above, relieves the Corporation of continued operational responsibility and expense for, and ensures the integration, of the Hospital with WMC, all of which promotes the financial stability of the Hospital, assures the Corporation of the Hospital's continued operation, and is in the best interests of the Corporation; and

WHEREAS, the Board, following approval by the Executive Committee of the Board, has reviewed and considered the proposed Asset Transfer Agreement, Administrative Services Agreement, Master Lease, and other ancillary agreements (collectively, the "Transaction Documents"), which detail the terms and conditions of the Transaction, each in substantially the forms presented to the Board; and

WHEREAS, the Board acknowledges that consummation of the Transaction is subject to the receipt of all required regulatory approvals pursuant to Sections 510 and 511-a of the NPCL (collectively, the "Required Approvals"); and

WHEREAS, the Board acknowledges that upon consummation of the Transaction and effective as of the closing of the Transaction (the "Closing"), certain members of the Board will resign and/or be removed from their positions and the Member will appoint additional individuals to serve as Directors, the Directors who will resign and/or be removed are set forth in Exhibit A, and the Directors who will comprise the Board following the Closing are set forth in Exhibit B; and

WHEREAS, the Board has determined that certain individuals should be appointed as Board Observers, effective as of the Closing, and such Board Observers are set forth in Exhibit C; and

WHEREAS, following the Closing, the Corporation will not dissolve but will be operated as a not-for-profit corporation pursuant to Section 601 of the NPCL to continue to employ certain of the Corporation's employees and to hold certain real property, and the Board further acknowledges that certain modifications to the Corporation's Bylaws to be effective as of the Closing substantially in the form attached hereto as Exhibit D (the "A&R Bylaws") and, ultimately, after receipt of regulatory approvals immediately necessary for the Closing and approval of the Member, to the Corporation's Certificate of Incorporation, substantially in the form attached hereto as Exhibit E (the "Restated COI," together with the A&R Bylaws, the "Governance Amendments") are necessary to effectuate certain agreed-upon provisions of the Transaction Documents and the purposes of the Transaction; and

WHEREAS, the Board has considered the Corporation's intended use of the consideration to be received by the Corporation in connection with the Transaction, and the Board hereby determines that, following the closing of the Transaction, the Corporation will apply such consideration (including amounts received under the Administrative Services Agreement, the Master Lease, the Replacement Notes, and the other Transaction Documents) to (i) continue to employ its remaining personnel and provide administrative and clinical staffing services in support of the Hospital, (ii) hold and maintain the Corporation's real property, including pursuant to the Master Lease, (iii) satisfy the Corporation's retained liabilities and ongoing operating expenses, and (iv) otherwise carry out the Corporation's remaining charitable activities and purposes post-closing of the Transaction; and

WHEREAS, in light of the foregoing findings, the Board, having reviewed potential conflicts of interest in accordance with the Corporation's Conflict-of-Interest Policy and Section 715 of the NPCL, has determined that there are no officers, directors, or key persons who have an interest in the Transaction that would preclude such person from participating in past or present deliberations or votes of the Board related to the recommendations set forth herein, and finds that it is advisable and in the best interests of the Corporation to (i) approve the Transaction, the Asset Transfer Agreement, the Master Lease, the Administrative Services Agreement, and each of the other Transaction Documents, (ii) approve the Governance Amendments, (iii) authorize the Authorized Officers (as defined below) to finalize and execute the Transaction Documents and to take all actions necessary or desirable to consummate the Transaction, (iv) recommend that the Member, as the sole corporate member of the Corporation, approve the Transaction and the Transaction Documents, and (v) authorize the submission of all materials necessary to obtain the Required Approvals, in each case subject to the consent of the Member, to the foregoing.

NOW THEREFORE, BE IT:

Approval of the Transaction

RESOLVED, that the Board, after careful consideration, hereby (i) determines that the Transaction is in the best interests of the Corporation, (ii) determines, pursuant to Section 510 of

the NPCL, that the consideration to be received by the Corporation in connection with the Transaction is fair and reasonable to the Corporation, (iii) determines that the Transaction is in furtherance of, and promotes, the charitable purposes of the Corporation and the interests of its Member, as required by Sections 510 and 511 of the NPCL, by more closely aligning the Hospital with WMC and enhancing access to and the quality of clinical services for the patient populations and communities served by the Corporation and WMC, and (iv) subject to the approval of the Member as the sole corporate member of the Corporation and the receipt of the Required Approvals, hereby approves the Transaction.

RESOLVED, that the Board, following approval by the Executive Committee of the Board, hereby ratifies and approves such approval of the Executive Committee of the Board, the Asset Transfer Agreement, the Administrative Services Agreement, the Master Lease, and each of the other Transaction Documents, in each case in substantially the forms presented to the Board, with such changes therein and additions thereto as the members of the Corporation's senior management (each, an "Authorized Officer"), or any of them acting singly, shall approve, such approval to be conclusively evidenced by the execution and delivery thereof; and the Authorized Officers, or any of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to execute and deliver each of the Transaction Documents to which the Corporation is a party, and to perform the Corporation's obligations thereunder.

Recommendation to the Member

RESOLVED, the Board hereby recommends that the Member, as the sole corporate member of the Corporation, approve the Transaction, the Transaction Documents, and the Governance Amendments, and authorize the Corporation to take such other actions as may be necessary or appropriate to consummate the Transaction; provided that the filing of the Restated COI with the Secretary of State of the State of New York shall follow the receipt of Regulatory Approvals and consummation of the Transaction.

Authorization to Submit 510/511 Petition and Pursue Required Approvals

RESOLVED, that the Authorized Officers, or any of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to prepare, execute, deliver, and file all materials necessary or appropriate to obtain the Required Approvals.

Recognition of Removal and Appointment of Board Members

RESOLVED, that the Board hereby recognizes that the individuals identified on Exhibit A attached hereto have resigned or have been duly removed from the Board by the Member, effective as of the Closing, and that the Member has appointed certain individuals to serve as members of the Board, also effective as of the Closing, such that the membership of the Board following the Closing is identified on Exhibit B attached hereto.

Appointment of Board Observers

RESOLVED, that the Board hereby appoints certain individuals to serve as Board Observers, effective as of the Closing, such that the Board Observers following the Closing are identified on Exhibit C attached hereto.

Amendment and Restatement of the Governance Documents

RESOLVED, that the Board hereby approves the Governance Amendments, consisting of the Restated COI, subject to any required approval of the Member and applicable regulatory filings, and the A&R Bylaws, with the A&R Bylaws to be contingent upon and only effective upon the Closing of the Transaction, and authorizes the Authorized Officers to execute, acknowledge, deliver, and file the Restated COI and to take all actions necessary, appropriate, or desirable to give effect thereto following receipt of the Regulatory Approvals and consummation of the Transaction.

Authorization to Effectuate the Intent of the Foregoing Resolutions

RESOLVED, that the Corporation is hereby authorized to fully perform its obligations under each of the foregoing and to execute, deliver and perform any such other agreements or amendments and to engage, without limitation, in such other transactions, arrangements or activities as are reasonably related to, or incident to, or which will serve to facilitate or enhance for the benefit of the Corporation, the transactions contemplated by these resolutions, and to enter into such other arrangements or understandings as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and each of the foregoing resolutions; and each Authorized Officer acting singly as authorized from time to time, on behalf of the Corporation, to execute, acknowledge, file and deliver any agreements, certificates, modifications, notices, applications, waivers, consents or other documents, and to take such other actions, including the payment of any fees and expenses, by his or her judgment necessary or desirable in connection with the foregoing resolutions, the taking of any such action to be conclusive evidence that the same has been authorized and approved by the Board.

RESOLVED, that the omission from these resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements, documents or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, the foregoing resolutions.

RESOLVED, that all acts and things previously done by any Authorized Officer or other director, officer, employee or agent of the Corporation, on or prior to the date hereof, in the name and on behalf of the Corporation, in connection with the transactions contemplated by the foregoing

resolutions, are in all respects ratified, approved, confirmed and adopted as acts and deeds by and on behalf of the Corporation.

RESOLVED, that these resolutions shall take effect immediately; provided that any resolution authorizing action contingent on the Closing of the Transaction shall be effective only upon the Closing of the Transaction.

* * * * *

STATE OF NEW YORK

)ss:

ORANGE COUNTY

I HEREBY CERTIFY that I have compared the foregoing resolutions with the original resolutions on file in my office, which were duly adopted by the affirmative vote of not less than two-thirds of the entire Board, in accordance with Section 510 of the NPCL, at a legally convened meeting held on the 15th day of July, 2026 and that the same is a true and complete copy therefrom and the whole of the said original.

I further certify that the full Board consists of 7 voting directors, that a quorum of the Board consists of 4 directors, that 7 of such voting directors were present at such meeting, and that 7 of such voting directors voted in favor of the above resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of July, 2026.

Ann Marie Soares
Assistant Secretary
Bon Secours Community Hospital

BON SECOURS CHARITY HEALTH SYSTEM, INC.

RESOLUTION OF THE BOARD OF DIRECTORS NO. 3-2026

WHEREAS, Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC") is a New York public benefit corporation created by the Westchester County Health Care Corporation Act, New York Public Authorities Law §§ 3300–3321, enacted on February 11, 1997 (as may be amended from time to time, the "Act"), performing essential governmental functions and operating health facilities and services pursuant to the Act and applicable laws and regulations; and

WHEREAS, WMC Health Network-Rockland, Inc. ("WMC Rockland") is the sole corporate member (the "Member") of Bon Secours Charity Health System, Inc., a New York not-for-profit corporation (the "Corporation"). As of September 12, 2025, WMC Rockland became the sole member of the Corporation following the Membership Withdrawal Agreement dated June 20, 2025; and

WHEREAS, the Corporation is the sole corporate member of Good Samaritan Hospital of Suffern, N.Y. ("GSH"), Bon Secours Community Hospital ("BSCH"), and St. Anthony Community Hospital, Warwick, New York ("SACH") (together, the "Charity Hospitals"), and acts through its Board of Directors (the "Board") as a member of each; and

WHEREAS, to advance their respective public and charitable missions and improve their ability to provide coordinated, high-quality patient care, the Corporation, the Charity Hospitals, and WMC have determined it is in their best interests to further integrate hospital operations by combining the GSH, BSCH, and SACH licenses under Article 28 of the New York State Public Health Law ("Article 28") and all related health care services and operations with WMC's license, such that the Charity Hospitals become licensed locations of WMC, benefitting patient populations and communities served both by the Charity Hospitals and WMC; and

WHEREAS, in addition to the Charity Hospitals, WMC is the ultimate corporate parent of HealthAlliance Hospital Mary's Avenue Campus, which includes the operations and assets of HealthAlliance Hospital Broadway Campus under a single Article 28 license (the "HealthAlliance Hospitals"), each of which will integrate its Article 28 license with WMC, such that each of the Charity Hospitals and HealthAlliance Hospitals becomes a licensed location of WMC (the "Transaction"); and

WHEREAS, in support of the Transaction, the New York State Department of Health (the "DOH") awarded, through the Safety Net Transformation Program, certain grant funds and regulatory waivers to support the Transaction and the broader integration of the Charity Hospitals and HealthAlliance Hospitals into WMC, pursuant to that certain Safety Net Transformation Program Award Letter dated December 17, 2025 (the "Award Letter"), issued by the DOH to WMC, the Corporation, and HealthAlliance, Inc.; and

WHEREAS, in connection with the Transaction, the Charity Hospitals will become members of the WMC Obligated Group, and WMC will become jointly liable for all outstanding amounts of the Charity Bonds through the issuance of Replacement Notes with respect to the Charity Bonds (the "Replacement Notes"); and

WHEREAS, the Board has reviewed the components of the consideration to be received by the Charity Hospitals in connection with the Transaction, including (i) the issuance of the Replacement Notes, having a monetary value of $258,683,000 and resulting in the assumption of direct and joint liability for all payments due on behalf of the Corporation corresponding to the Charity Bonds, (ii) WMC's assumption of the Assumed Liabilities, (iii) WMC's commitment to operate the Charity Hospitals as licensed locations of WMC and to maintain the scope and quality of existing clinical programs and services at the Charity Hospitals, (iv) the relief from continued operational responsibility and expense for the Charity Hospitals, and (v) the financial, capital, and operational benefits available under the Award Letter; and

WHEREAS, after reviewing the components of consideration described above, the Corporation's current financial condition, and the benefits of the Transaction to the Corporation and the Charity Hospitals, the Board has determined that the consideration to be received by the Charity Hospitals pursuant to the Transaction is fair and reasonable within the meaning of Section 510 of the New York Not-for-Profit Corporation Law (the "NPCL"), and that the assumption of the Assumed Liabilities by WMC, together with the other consideration described above, relieves the Corporation and the Charity Hospitals of continued operational responsibility and expense for, and ensures the integration of, the Charity Hospitals with WMC, all of which promotes the financial stability of the Charity Hospitals, assures the Corporation of the Charity Hospitals' continued operation, and is in the best interests of the Corporation; and

WHEREAS, the Board, following approval by the Executive Committee of the Board, has reviewed and considered the proposed Asset Transfer Agreements, Administrative Services Agreements, Master Leases, and other ancillary agreements (collectively, the "Transaction Documents"), which detail the terms and conditions of the Transaction, each in substantially the forms presented to the Board; and

WHEREAS, the Board acknowledges that consummation of the Transaction is subject to the receipt of all required regulatory approvals pursuant to Sections 510 and 511-a of the NPCL and review by the Office of the New York Attorney General thereunder (collectively, the "Required Approvals"); and

WHEREAS, the Board acknowledges that upon consummation of the Transaction, and effective as of the closing of the Transaction (the "Closing"), certain members of the Board will resign and/or be removed from their positions and the Member will appoint additional individuals to serve as Directors, the Directors who will resign and/or be removed are set forth in Exhibit A, and the Directors who will comprise the Board following the Closing are set forth in Exhibit B; and

WHEREAS, following the Closing, the Charity Hospitals will not dissolve but will be operated as not-for-profit corporations pursuant to Section 601 of the NPCL to continue to employ certain employees and to hold certain real property, and the Board further acknowledges that certain modifications to the Corporation's Bylaws to be effective as of the Closing substantially in the form attached hereto as Exhibit C (the "A&R Bylaws") and, ultimately, after receipt of regulatory approvals immediately necessary for the Closing and approval of the Member, to the Corporation's Certificate of Incorporation, substantially in the form attached hereto as Exhibit D (the "Restated COI," together with the A&R Bylaws, the "Governance Amendments") are necessary to effectuate certain agreed-upon provisions of the Transaction Documents and the purposes of the Transaction; and

WHEREAS, the Corporation, as the sole corporate member of each of GSH, BSCH, and SACH, holds the reserved power to approve amendments to their respective certificates of incorporation and bylaws and to appoint, elect, and remove the members of their respective Boards of Directors; and

WHEREAS, in connection with the consummation of the Transaction and effective as of the Closing, certain members of the Boards of Directors of GSH, BSCH, and SACH (the "Subsidiary Boards") will resign and/or be removed from their positions and the Corporation will appoint additional individuals to serve as directors, the Directors who will resign and/or be removed are set forth in Exhibit E-1 through Exhibit E-3, and the Directors who will comprise the Subsidiary Boards following the Closing are set forth in Exhibit F-1 through Exhibit F-3; and

WHEREAS, certain modifications to the Bylaws of each of GSH, BSCH, and SACH, to be effective as of the Closing, substantially in the forms attached hereto as Exhibit G-1 through Exhibit G-3 (the "Subsidiary A&R Bylaws"), and, ultimately, after receipt of regulatory approvals immediately necessary for the Closing and approval of the Corporation, to the Certificates of Incorporation of each of GSH, BSCH, and SACH, substantially in the forms attached hereto as Exhibit H-1 through Exhibit H-3 (the "Subsidiary Restated COIs," together with the Subsidiary A&R Bylaws, the "Subsidiary Governance Amendments"), are necessary to effectuate the purposes of the Transaction; and

WHEREAS, the Board has considered the Charity Hospitals' intended use of the consideration to be received in connection with the Transaction, and the Board hereby determines that, following the Closing of the Transaction, the Charity Hospitals will apply such consideration (including amounts received under the Administrative Services Agreements, the Master Leases, and the other Transaction Documents) to (i) continue to employ remaining personnel and provide administrative and clinical staffing services in support of the Charity Hospitals, (ii) hold and maintain real property, including pursuant to the Master Leases, (iii) satisfy retained liabilities and ongoing operating expenses, and (iv) otherwise carry out remaining charitable activities and purposes post-Closing of the Transaction; and

WHEREAS, in light of the foregoing findings, the Board, having reviewed potential conflicts of interest in accordance with the Corporation's Conflict-of-Interest Policy and Section 715 of the NPCL, has determined that there are no officers, directors, or key persons who have an interest in the Transaction that would preclude such person from participating in past or present deliberations or votes of the Board related to the recommendations set forth herein, and finds that it is advisable and in the best interests of the Corporation to (i) approve the Transaction, the Asset Transfer Agreements, the Master Leases, the Administrative Services Agreements, and each of the other Transaction Documents, (ii) in its capacity as the sole corporate member of the Charity Hospitals, and subject to the receipt of the Required Approvals, approve and consent to the disposition by the Charity Hospitals of substantially all of their assets pursuant to Sections 510 and 511 of the NPCL, (iii) approve the Governance Amendments, (iv) in its capacity as the sole corporate member of the Charity Hospitals, approve the Subsidiary Governance Amendments, (v) in its capacity as the sole corporate member of the Charity Hospitals, remove from the Boards of Directors of GSH, BSCH, and SACH, effective as of the Closing, the individuals identified in Exhibit E-1 through Exhibit E-3 attached hereto who have not resigned from their respective Board of Directors and appoint certain individuals to serve as members of the Boards of Directors of GSH, BSCH, and SACH, also effective as of the Closing, such that the Directors identified in Exhibit F-1 through Exhibit F-3 attached hereto will comprise the membership of the respective Boards of Directors following the Closing, (vi) authorize the Authorized Officers (as defined below) to finalize and execute the Transaction Documents and to take all actions necessary or desirable to consummate the Transaction, (vii) recommend that the Member, as the sole corporate member of the Corporation, approve the Governance Amendments, and (viii) authorize the submission of all materials necessary to obtain the Required Approvals.

NOW THEREFORE, BE IT:

Approval of the Transaction

RESOLVED, that the Board, after careful consideration, hereby (i) determines that the Transaction is in the best interests of the Corporation, (ii) determines, pursuant to Section 510 of the NPCL, that the consideration to be received by the Charity Hospitals in connection with the Transaction is fair and reasonable, (iii) determines that the Transaction is in furtherance of, and promotes, the charitable purposes of the Corporation and the Charity Hospitals, as required by Sections 510 and 511 of the NPCL, by more closely aligning the Charity Hospitals with WMC and enhancing access to and the quality of clinical services for the patient populations and communities served by the Corporation, the Charity Hospitals, and WMC, and (iv) in its capacity as the sole corporate member of the Charity Hospitals, and subject to the receipt of the Required Approvals, hereby approves the Transaction and consents to and approves the disposition by the Charity Hospitals of substantially all of their assets pursuant to Sections 510 and 511 of the NPCL.

RESOLVED, that the Board, following approval by the Executive Committee of the Board, hereby ratifies and approves such approval of the Executive Committee, the Asset Transfer Agreements, the Administrative Services Agreements, the Master Leases, and each of the other

Transaction Documents, in each case in substantially the forms presented to the Board, with such changes therein and additions thereto as the members of the Corporation's senior management (each, an "Authorized Officer"), or any of them acting singly, shall approve, such approval to be conclusively evidenced by the execution and delivery thereof; and the Authorized Officers, or any of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to execute and deliver each of the Transaction Documents to which the Corporation is a party, and to perform the Corporation's obligations thereunder; and, as sole corporate member of the Charity Hospitals, the Corporation hereby authorizes the Charity Hospitals to execute and deliver the Transaction Documents to which they are parties.

Recommendation to the Member

RESOLVED, the Board hereby recommends that the Member, as the sole corporate member of the Corporation, approve the Governance Amendments, and authorize the Corporation to take such other actions as may be necessary or appropriate to consummate the Transaction; provided that the filing of the Restated COI with the Secretary of State of the State of New York shall follow the receipt of the Required Approvals and consummation of the Transaction.

Authorization to Pursue Required Approvals

RESOLVED, that the Authorized Officers, or any of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to prepare, execute, deliver, and file all materials necessary or appropriate to obtain the Required Approvals.

Recognition of Resignation, Removal, and Appointment of Board Members

RESOLVED, that the Board hereby recognizes that the individuals identified on Exhibit A attached hereto have resigned or have been duly removed from the Board by the Member, effective as of the Closing, and that the Member has appointed certain individuals to serve as members of the Board, also effective as of the Closing, such that the membership of the Board following the Closing is identified on Exhibit B attached hereto.

Amendment and Restatement of the Governance Documents

RESOLVED, that the Board hereby approves the Governance Amendments, consisting of the Restated COI, subject to any required approval of the Member and applicable regulatory filings, and the A&R Bylaws, with the A&R Bylaws to be contingent upon and only effective upon the Closing of the Transaction, and authorizes the Authorized Officers to execute, acknowledge, deliver, and file the Restated COI and to take all actions necessary, appropriate, or desirable to give effect thereto following receipt of the Required Approvals and consummation of the Transaction.

Approval of Subsidiary Governance Amendments

RESOLVED, that the Board, acting in its capacity as the sole corporate member of each of GSH, BSCH, and SACH, hereby approves the Subsidiary Governance Amendments, consisting of the Subsidiary Restated COIs, subject to any applicable regulatory filings, and the Subsidiary A&R Bylaws, with the Subsidiary A&R Bylaws to be contingent upon and only effective upon the Closing of the Transaction, and authorizes the Authorized Officers, acting singly, to execute, acknowledge, deliver, and/or file such Subsidiary Restated COIs and to take all actions necessary, appropriate, or desirable to give effect thereto following receipt of applicable regulatory approvals and consummation of the Transaction.

Resignation, Removal, and Appointment of Board Members of the Charity Hospitals

RESOLVED, that the Board, acting in its capacity as the sole corporate member of each of GSH, BSCH, and SACH, hereby approves and removes, effective as of the Closing, the individuals identified in Exhibit E-1 through Exhibit E-3 attached hereto who have not resigned from the Boards of Directors of GSH, BSCH, and SACH, respectively, and approves and appoints, also effective as of the Closing, the individuals identified in Exhibit F-1 through Exhibit F-3 attached hereto to serve as the members of the Boards of Directors of GSH, BSCH, and SACH, respectively, each to hold office in accordance with the applicable certificate of incorporation and bylaws (as amended by the Subsidiary Governance Amendments) and applicable law; and the Authorized Officers, or any of them acting singly, are hereby authorized to take all actions necessary, appropriate, or desirable to give effect to the foregoing.

Authorization to Effectuate the Intent of the Foregoing Resolutions

RESOLVED, that the Corporation is hereby authorized to fully perform its obligations under each of the foregoing and to execute, deliver and perform any such other agreements or amendments and to engage, without limitation, in such other transactions, arrangements or activities as are reasonably related to, or incident to, or which will serve to facilitate or enhance for the benefit of the Corporation, the transactions contemplated by these resolutions, and to enter into such other arrangements or understandings as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and each of the foregoing resolutions; and each Authorized Officer acting singly as authorized from time to time, on behalf of the Corporation, to execute, acknowledge, file and deliver any agreements, certificates, modifications, notices, applications, waivers, consents or other documents, and to take such other actions, including the payment of any fees and expenses, by his or her judgment necessary or desirable in connection with the foregoing resolutions, the taking of any such action to be conclusive evidence that the same has been authorized and approved by the Board.

RESOLVED, that the omission from these resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described in the

foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements, documents or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, the foregoing resolutions.

RESOLVED, that all acts and things previously done by any Authorized Officer or other director, officer, employee or agent of the Corporation, on or prior to the date hereof, in the name and on behalf of the Corporation, in connection with the transactions contemplated by the foregoing resolutions, are in all respects ratified, approved, confirmed and adopted as acts and deeds by and on behalf of the Corporation.

RESOLVED, that these resolutions shall take effect immediately; provided that any resolution authorizing action contingent on the Closing of the Transaction shall be effective only upon the Closing of the Transaction.

* * * * *

STATE OF NEW YORK

)ss:

ROCKLAND COUNTY

I HEREBY CERTIFY that I have compared the foregoing resolutions with the original resolutions on file in my office, which were duly adopted by the affirmative vote of not less than two-thirds of the entire Board, in accordance with Section 510 of the NPCL, at a legally convened meeting held on the 15th day of July, 2026 and that the same is a true and complete copy therefrom and the whole of the said original.

I further certify that the full Board consists of 7 voting directors, that a quorum of the Board consists of 4 directors, that 7 of such voting directors were present at such meeting, and that 7 of such voting directors voted in favor of the above resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of July, 2026.

Ann Marie Soares
Assistant Secretary
Bon Secours Charity Health System, Inc.

NEW YORK STATE | Department of Health

MEMORANDUM

TO: Michael Stelluti
Division of Health Facility Planning and Development

Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

FROM: Kayleigh Gekakis
Associate Attorney, Bureau of Program Counsel
Division of Legal Affairs

SUBJECT: Restated Certificate of Incorporation of Good Samaritan Hospital of Suffern, NY

DATE: November 9, 2026

Please include the above matter on the agendas for the next Establishment and Project Review Committee and Public Health and Health Planning Council meetings.

The attachments relating to this matter include the following:

1. Memorandum to the Public Health and Health Planning Council from Darren Cohen, General Counsel;
2. Photocopy of proposed Restated Certificate of Incorporation of Good Samaritan Hospital of Suffern, NY, executed by Tamer El-Rayess, Chair, Board of Directors, on August 10, 2026;
3. Request letter from Sarah Blumenthal dated August 20, 2026;
4. Certified copy of Certificate of Incorporation of Good Samaritan Hospital of Suffern filed January 6, 1904;
5. Certified copy of Certificate of Report of Existence of Good Samaritan Hospital of Suffern, N.Y., filed May 12, 1952;
6. Certified copy of Certificate of Increase of Number of Directors of Good Samaritan Hospital of Suffern, New York, filed March 14, 1969;
7. Certiied copy of Certificate of Amendment of Good Samaritan Hospital of Suffern, N.Y., filed May 14, 1976, with approvals;
8. Certified copy of Certificate of Amendment of Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y., filed June 16, 1980, with approvals;
9. Certified copy of Certificate of Amendment of Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y., filed May 23, 1983, with approvals;
10. Certified copy of Certificate of Merger of Tuxedo Memorial Hospital Into Good Samaritan Hospital of Suffern, N.Y., filed February 3, 1986, with approvals;
11. Certified copy of Certificate of Amendment to the Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y., May 15, 1996;
12. Certified copy of Certificate of Amendment of the Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y., filed December 31, 1999;

NEW YORK STATE | Department of Health

MEMORANDUM

13. Certified copy of Certificate of Amendment of the Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y., filed June 23, 2006, with approvals;
14. Certified copy of Certificate of Amendment of the Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y., filed February 8, 2011
15. Certified copy of Restated Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y., filed May 19, 2015;
16. Certified copy of Restated certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y., filed October 26, 2015, with approvals;
17. Resolution of the Board of Directors No. 3-2026 of Good Samaritan Hospital of Suffern, N.Y., dated July 15, 2026, executed by Ann Marie Soares, Assistant Secretary;
18. Resolution of the Board of Directors No. 3-2026 of Bon Secours Charity Health System, Inc., dated July 15, 2026, executed by Ann Marie Soares, Assistant Secretary.

Attachments

cc: Jason Corvino

NEW YORK STATE | Department of Health

MEMORANDUM

TO: Public Health and Health Planning Council

FROM: Darren Cohen DC
Deputy Commissioner & General Counsel
Division of Legal Affairs

SUBJECT: Restated Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y.

DATE: November 9, 2026

Westchester County Health Care Corporation d/b/a Westchester Medical Center requests Public Health and Health Planning Council ("PHHPC") approval of the Restated Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y. ("Good Samaritan") to change its legal name and conform its stated purposes to its post-closing role as an entity which provides services, employs personnel, and/or holds real property, rather than a licensed hospital operator following its integration into Westchester Medical Center through CON 261086-C.

Good Samaritan was incorporated in 1903 for the purpose of operating a hospital in Rockland County. In 1982, Tuxedo Memorial Hospital and Good Samaritan merged, with Good Samaritan being the surviving entity. In 1999, Good Samaritan became affiliated with the Bon Secours Charity Health System. In 2026, the Department of Health certified Good Samaritan as a new division of Westchester Medical Center via a full asset transfer with no changes to beds or services in connection with a Safety Net Transformation Program grant.

Westchester Medical Center now seeks PHHPC approval pursuant to Not-for-Profit Corporation Law § 804, Public Health Law § 2801-a, 10 NYCRR § 600.11 and 610.1 to change the entity's name to Good Samaritan Services of Suffern, N.Y., Inc. and to remove the language regarding its religious charitable mission and add language describing its purpose as supporting the operations of Westchester Medical Center..

The proposed Restated Certificate of Incorporation was authorized by Resolution of the Board of Directors No. 3-2026 of Good Samaritan Hospital of Suffern, N.Y., dated July 15, 2026, and by Resolution of the Board of Directors No. 3-2026 of Bon Secours Charity Health System, Inc. dated July 15, 2026.

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

Attachments.

RESTATED CERTIFICATE OF INCORPORATION OF GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

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

The undersigned, being the authorized representative of Good Samaritan Hospital of Suffern, N.Y. (the "Corporation"), hereby certifies:

1. The name of the Corporation is Good Samaritan Hospital of Suffern, N.Y., Inc. The name under which the Corporation was formed was Good Samaritan Hospital of Suffern, N.Y.

2. The Corporation's Certificate of Incorporation was filed by the Department of State on January 26, 1904, pursuant to the Not-for-Profit Corporation Law of the State of New York ("NPCL").

3. The text of the Certificate of Incorporation is restated to effect the following changes:

   a. AMEND Article First, relating to the name of the Corporation, to read in its entirety as follows:

      "1. The name of the Corporation is Good Samaritan Services of Suffern, N.Y., Inc. The Corporation was originally incorporated under the name Good Samaritan Hospital of Suffern, N.Y."

   b. REPLACE, in its entirety, Article Third, regarding the Corporation's tax-exempt purposes, to read in its entirety as follows:

      "THIRD: The purpose of the Corporation shall be:

      3.1 The Corporation is formed exclusively for charitable, scientific and educational purposes under the NPCL in order to support the purposes of Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC"), a New York public benefit corporation created by the Westchester County Health Care Corporation Act (L. 1997, c. 11, eff. Feb. 11, 1997) and a tax-exempt organization as described in Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code").

      3.2 In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organizations or organizations, exclusively for charitable purposes, and engage in any lawful act or activity for which corporations may be organized under the NPCL."

   c. RENUMBER Article Fourth as Article Seventh.

   d. RENUMBER Article Seventh as Article Fourth and REPLACE, in its entirety, Article Fourth, formerly Article Seventh, regarding the Corporation's tax-exempt status, to read in its entirety as follows:

"FOURTH: Tax-Exempt Status of the Corporation. The following language relates to the Corporation's tax-exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the Corporation's purposes or powers as set forth herein. Notwithstanding any other provision in this Certificate of Incorporation:

4.1 The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes as specified in Section 501(c)(3) of the Code. The Corporation is organized and shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of WMC. In this capacity, the Corporation shall support the operations of WMC.

4.2 No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, any trustee, director, officer or employee of the Corporation or other private person; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth in Article Fourth hereof.

4.3 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code if the Corporation makes an election thereunder), and the Corporation shall not participate in or intervene in (including the publishing or the distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

4.4 The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, nor shall it carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code.

4.5 During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self dealing (as defined in Section 4941(d) of the Code), from retaining excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code)."

e. REPLACE, in its entirety, Article Fifth, regarding the Member of the Corporation, to read in its entirety as follows:

"FIFTH: The sole corporate member of the Corporation shall be WMCHealth Western Region, Inc. f/k/a Bon Secours Charity Health System, Inc., a New York not-for-profit corporation (the "Member"). The Member shall possess all of the powers granted by law to the Member in its capacity as the sole corporate member of the Corporation."

f. DELETE, in its entirety, Article Sixth, regarding delegation of authority.

g. DELETE, in its entirety, Article Eighth, regarding net earnings of the Corporation.

h. DELETE, in its entirety, Article Ninth, regarding unpermitted activities and the carrying on of propaganda.

i. DELETE, in its entirety, Article Tenth, regarding any taxable year or years of the Corporation during which it is determined to be a private foundation pursuant to Section 509 of the Code.

j. DELETE, in its entirety, Article Eleventh, regarding the manner in which the Corporation conducts business and affairs.

k. RENUMBER Article Twelfth and Article Thirteenth as Article Sixth and Article Eighth, respectively.

l. REPLACE, in its entirety, Article Sixth, formerly Article Twelfth, regarding the Corporation's dissolution, to read in its entirety as follows:

"SIXTH: In the event of dissolution or final liquidation of the Corporation, subject to compliance with the NPCL, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to WMC, provided that it is organized and operated exclusively for charitable or educational purposes and shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code. In the event that WMC does not so qualify, then said assets shall be distributed to another organization or organizations as determined by the Board of Directors, provided that (a) such organization or organizations are then described in Section 501(c)(3) (or successor provision) of the Code, and (b) in the event of a voluntary dissolution, subject to authorization of the plan of dissolution and distribution of assets as required by Section 1002 of the NPCL."

m. AMEND Article Eighth, formerly Article Thirteenth, regarding the agent of the Corporation, to read in its entirety as follows:

"EIGHTH: The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office

address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her is: Executive Director, WMCHealth Western Region, Inc., 255 Lafayette Ave., Suffern, NY 10901."

4. The text of the Certificate of Incorporation of the Corporation is hereby restated, as amended, to read in full as follows:

Certificate of Incorporation of

GOOD SAMARITAN SERVICES OF SUFFERN, N.Y., INC.

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

FIRST. The name of the Corporation is Good Samaritan Services of Suffern, N.Y., Inc. The Corporation was originally incorporated under the name Good Samaritan Hospital of Suffern, N.Y.

SECOND. The Corporation is a corporation as defined in Subsection (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL") and is a charitable corporation as defined in Section 201 of the NPCL.

THIRD. The purpose of the Corporation shall be:

Third.1 The Corporation is formed exclusively for charitable, scientific and educational purposes under the NPCL in order to support the purposes of Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC"), a New York public benefit corporation created by the Westchester County Health Care Corporation Act (L. 1997, c. 11, eff. Feb. 11, 1997) and a tax-exempt organization as described in Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code").

Third.2 In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organizations or organizations, exclusively for charitable purposes, and engage in any lawful act or activity for which corporations may be organized under the NPCL.

FOURTH. Tax-Exempt Status of the Corporation. The following language relates to the Corporation's tax-exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the Corporation's purposes or powers as set forth herein. Notwithstanding any other provision in this Certificate of Incorporation:

Fourth.1 The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes as specified in Section 501(c)(3) of the Code. The Corporation is organized and shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of WMC. In this capacity, the Corporation shall support the operations of WMC.

Fourth.2 No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, any trustee, director, officer or employee of the Corporation or other private person; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth in Article Fourth hereof.

Fourth.3 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code if the Corporation makes an election thereunder), and the Corporation shall not participate in or intervene in (including the publishing or the distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

Fourth.4 The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, nor shall it carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code.

Fourth.5 During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self dealing (as defined in Section 4941(d) of the Code), from retaining excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

FIFTH. The sole corporate member of the Corporation shall be WMCHealth Western Region, Inc. f/k/a Bon Secours Charity Health System, Inc., a New York not-for-profit corporation (the "Member"). The Member shall possess all of the powers granted by law to the Member in its capacity as the sole corporate member of the Corporation.

SIXTH. In the event of dissolution or final liquidation of the Corporation, subject to compliance with the NPCL, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to WMC, provided that it is organized and operated exclusively for

charitable or educational purposes and shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code. In the event that WMC does not so qualify, then said assets shall be distributed to another organization or organizations as determined by the Board of Directors, provided that (a) such organization or organizations are then described in Section 501(c)(3) (or successor provision) of the Code, and (b) in the event of a voluntary dissolution, subject to authorization of the plan of dissolution and distribution of assets as required by Section 1002 of the NPCL.

SEVENTH. The office of the Corporation is located in Rockland County, New York.

EIGHTH. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her is: Executive Director, WMCHealth Western Region, Inc., 255 Lafayette Ave., NY 10901.

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5. This Restated Certificate of Incorporation was authorized by vote of the Corporation's Member in accordance with Section 802(a) of the Not-for-Profit Corporation Law.

[SIGNATURE PAGE FOLLOWS]

Docusign Envelope ID: 4F63BEF7-99E5-8129-8184-902EB3D27A6D

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation on this 10th day of August, 2026.

DocuSigned by:

5DDC5BCECBE64A7...

Name: Tamer El-Rayess
Title: Chair, Board of Directors

RESTATED CERTIFICATE OF INCORPORATION
OF
GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

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

Filer's Name and Mailing Address:

Name: [NAME OF FILER]

Company, if Applicable:

Mailing Address:

City, State and Zip Code:

ROPES & GRAY LLP
1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036-8704
WWW.ROPESGRAY.COM

DIVISION OF PLANNING & LICENSURE
PHHPC
SEP - 2 2026
RECEIVED

August 20, 2026

Sarah F. Blumenthal
T +1 212 596 9544
sarah.blumenthal@ropesgray.com

VIA FEDEX

Ms. Colleen M. Leonard
Executive Secretary
Public Health and Health Planning Council
New York State Department of Health
Center for Health Care Facility Planning, Licensure and Finance
Corning Tower, Room 1805
Albany, New York 12237

RE: Request for Name Changes and Related Governance Updates – Post-Asset Transfer Restructuring of WMC-Affiliated Hospital Entities

Dear Ms. Leonard:

On behalf of Westchester County Health Care Corporation d/b/a Westchester Medical Center ("**WMC**"), a New York public benefit corporation, and the affiliated not-for-profit corporations identified below, we respectfully submit this letter and the enclosed materials to the New York State Department of Health ("**DOH**") and the Public Health and Health Planning Council ("**PHHPC**"). We respectfully request approval at the PHHPC Committee and PHHPC Council Meetings, at your earliest convenience, of the proposed amended and restated certificates of incorporation effectuating name changes and related governance updates for each of the following entities: St. Anthony Community Hospital, Warwick, New York ("**St. Anthony**"); Bon Secours Community Hospital ("**BSCH**"); Good Samaritan Hospital of Suffern, N.Y. ("**Good Samaritan**"); HealthAlliance Hospital Mary's Avenue Campus ("**Mary's Avenue**"); and HealthAlliance Hospital Broadway Campus ("**Broadway**") (each, a "**Transferring Corporation**" and collectively, the "**Transferring Corporations**"), Bon Secours Charity Health System, Inc. ("**Charity**") and HealthAlliance, Inc.

This submission follows the integration of four former hospitals, previously operated by the Transferring Corporations as separate subsidiaries of WMC, into WMC as the single licensed operator under Article 28 (the "Transaction"). The Transaction (CON No. 261086-C approved by DOH) closed on July 15, 2026, so we now seek to update the Transferring Corporations' legal names and certificates of incorporation as expeditiously as possible.

This submission supersedes and replaces in its entirety the submission dated October 10, 2025, and the supplemental transmission dated October 27, 2025, regarding proposed name changes and updates to certificates of incorporation. The present request is not related to the changes

proposed in those prior submissions; rather, the Transaction renders the prior submissions obsolete, and this submission presents the current and appropriate set of proposed changes resulting from the Transaction.

I. Transaction Summary

The Transferring Corporations, comprised of five charitable hospitals organized and operating as New York not-for-profit corporations, transferred substantially all of their operating assets to WMC pursuant to separate Asset Transfer Agreements dated May 22, 2026 (each, an "**ATA**"). The Transaction closed on July 15, 2026.

Pursuant to the ATAs and the regulatory approvals obtained, WMC is now the licensed operator of each Transferring Corporation's hospital facility under Article 28 of the New York State Public Health Law. Each Transferring Corporation retains ownership of its real property, which is leased to WMC under master leases. The Transferring Corporations continue to exist as corporate entities to employ personnel, hold real property, and provide support services to WMC, with WMC reimbursing all employee compensation, benefits, and operating costs under Administrative Services Agreements and Master Leases. Broadway, having no employees, has no Administrative Services Agreement but remains a corporate entity holding real property leased to WMC under the terms of a Master Lease. The Transaction was facilitated through the New York State Safety Net Transformation Program, under which New York State has awarded up to $161 million in capital and operating funds to support continued hospital operations.

II. Regulatory Approvals Obtained

The Transaction has received all requisite regulatory approvals including:

1. **New York Attorney General**. On July 15, 2026, the Office of the Attorney General of the State of New York (the "**NYAG**") approved the Transaction (OAG No. NYC-2026-700) pursuant to Sections 510 and 511-a of the Not-for-Profit Corporation Law ("**NPCL**"), based upon a verified petition filed by the Transferring Corporations. A copy of the NYAG approval letter is enclosed.

2. **DOH Administrative Review (CON)**. DOH approved the Transaction through administrative review under Certificate of Need Project No. 261086-C.

3. **OMH**. The New York State Office of Mental Health ("**OMH**") approved Prior Approval Review Applications EZ PAR 4841, EZ PAR 4843, and AA 11967 authorizing WMC as sponsor for certain OMH-licensed programs formerly sponsored by the Transferring Corporations.

4. **OASAS**. The New York State Office of Addiction Services and Supports ("**OASAS**") approved, by issuing Operating Certificates authorizing WMC, through its Mid-Hudson

Valley Division, to operate OASAS-licensed addiction services programs formerly operated by the Transferring Corporations.

III. Proposed Name Changes

Following the closing of the Transaction, each Transferring Corporation and Charity seeks to amend and restate its certificate of incorporation to change its legal name and conform its stated purposes to its post-closing role as an entity which provides services, employs personnel, and/or holds real property, rather than a licensed hospital operator. Each Transferring Corporation and Charity will remain a New York not-for-profit corporation following the name change. The proposed name changes are as follows:

Current Legal Name	Proposed New Legal Name
St. Anthony Community Hospital, Warwick, New York	St. Anthony Community Services, Inc.
Bon Secours Community Hospital	Port Jervis Community Services, Inc.
Good Samaritan Hospital of Suffern, N.Y.	Good Samaritan Services of Suffern, N.Y., Inc.
HealthAlliance Hospital Mary's Avenue Campus	HealthAlliance Services Mary's Avenue, Inc.
HealthAlliance Hospital Broadway Campus	HealthAlliance Services Broadway, Inc.
Bon Secours Charity Health System, Inc.	WMCHealth Western Region, Inc.

Additionally, the following hospital extension clinic seeks to change its name:

Current Extension Clinic Name	Proposed Extension Clinic Name
Bon Secours Sleep Disorder Institute	WMCHealth Network Sleep Disorder Institute – Port Jervis

IV. Basis for Approval

We respectfully request that DOH and PHHPC approve the proposed amended and restated certificates of incorporation enclosed herewith. As detailed above, consistent with the approach approved in prior transactions involving post-transfer entity name changes, the underlying

Transaction has received all applicable consents and approvals, including DOH administrative review under CON Project No. 261086-C and NYAG approval. The Transferring Corporations, as former operators of hospitals, are changing their names and stated purposes following the transfer of hospital operations to WMC as the new licensed operator.

V. Enclosed Materials

Enclosed herewith is a complete submission package organized on an entity-by-entity basis. A detailed Schedule of Enclosures follows this letter. The package includes, as applicable for each Transferring Corporation: (1) a certified copy of the current certificate of incorporation and all filed amendments; (2) an executed copy of the proposed amended and restated certificate of incorporation; (3) a copy of the current bylaws approved in connection with the Transaction; (4) a copy of the bylaws effective prior to the closing of the Transaction; (5) an executed resolution of the board of the Transferring Corporation approving the Transaction, the amendment and restatement of the bylaws, and the amendment and restatement of the certificate of incorporation including the proposed name change; and (6) an executed resolution of the sole member of the Transferring Corporation approving the amendment and restatement of the bylaws and certificate of incorporation.

We respectfully request that DOH confirm receipt of this submission and place the enclosed proposed amended and restated certificates of incorporation for consideration and approval on the agenda for the PHHPC Committee and Full Council meetings at your earliest convenience. Should you require any additional information or have any questions regarding this submission, please do not hesitate to contact me via e-mail at sarah.blumenthal@ropesgray.com or by phone at 212-596-9544.

Thank you for your attention to this matter.

Sincerely,

/s/ Sarah Blumenthal

Sarah Blumenthal
Ropes & Gray LLP

cc: Division of Legal Affairs, DOH (DLAHouse@health.ny.gov)
Christine White, Executive Vice President & Chief Legal Officer, WMC (Christine.White@wmchealth.org)

SCHEDULE OF ENCLOSURES

I. St. Anthony Community Hospital, Warwick, New York *(proposed new name: St. Anthony Community Services, Inc.)*

a. Certified copy of the current Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "St. Anthony Community Services, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of St. Anthony Community Hospital, Warwick, New York (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of St. Anthony Community Hospital, Warwick, New York (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of St. Anthony Community Hospital, Warwick, New York approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc., as sole member of St. Anthony Community Hospital, Warwick, New York, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

II. Bon Secours Community Hospital *(proposed new name: Port Jervis Community Services, Inc.)*

a. Certified copy of the current Certificate of Incorporation of Bon Secours Community Hospital and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "Bon Secours Community Services, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of Bon Secours Community Hospital (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of Bon Secours Community Hospital (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of Bon Secours Community Hospital approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc., as sole member of Bon Secours Community Hospital, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

III. Good Samaritan Hospital of Suffern, N.Y. ***(proposed new name: Good Samaritan Services of Suffern, N.Y., Inc.)***

a. Certified copy of the current Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y. and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "Good Samaritan Services of Suffern, N.Y., Inc." and conforming stated purposes

c. Amended and Restated Bylaws of Good Samaritan Hospital of Suffern, N.Y. (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of Good Samaritan Hospital of Suffern, N.Y. (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of Good Samaritan Hospital of Suffern, N.Y. approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc., as sole member of Good Samaritan Hospital of Suffern, N.Y., approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

IV. HealthAlliance Hospital Mary's Avenue Campus ***(proposed new name: HealthAlliance Services Mary's Avenue, Inc.)***

a. Certified copy of the current Certificate of Incorporation of HealthAlliance Hospital Mary's Avenue Campus and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "HealthAlliance Services Mary's Avenue, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of HealthAlliance Hospital Mary's Avenue Campus (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of HealthAlliance Hospital Mary's Avenue Campus (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of HealthAlliance Hospital Mary's Avenue Campus approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of HealthAlliance, Inc., as sole member of HealthAlliance Hospital Mary's Avenue Campus, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

V. HealthAlliance Hospital Broadway Campus *(proposed new name: HealthAlliance Services Broadway, Inc.)*

a. Certified copy of the current Certificate of Incorporation of HealthAlliance Hospital Broadway Campus and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "HealthAlliance Services Broadway, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of HealthAlliance Hospital Broadway Campus (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of HealthAlliance Hospital Broadway Campus (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of HealthAlliance Hospital Broadway Campus approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of HealthAlliance, Inc., as sole member of HealthAlliance Hospital Broadway Campus, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

VI. Bon Secours Charity Health System, Inc *(proposed new name: WMCHealth Western Region, Inc.)*

a. Certified copy of the current Certificate of Incorporation of Bon Secours Charity Health System, Inc. and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "WMCHealth Western Region, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of Bon Secours Charity Health System, Inc. (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of Bon Secours Charity Health System, Inc. (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc. approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of WMC Health Network – Rockland, Inc., as sole member of Bon Secours Charity Health System, Inc., approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

VII. HealthAlliance, Inc.

a. Certified copy of the current Certificate of Incorporation of HealthAlliance, Inc. and all filed amendments

b. Executed Restated Certificate of Incorporation conforming stated purposes

c. Amended and Restated Bylaws of HealthAlliance, Inc. (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of HealthAlliance, Inc. (as in effect prior to the closing of the Transaction on July 15, 2026)

e. HealthAlliance, Inc. – Resolutions of the Board of Directors approving the Asset Transfer and Governance Documents (executed July 15, 2026)

f. Resolutions of the Board of Directors of Westchester County Health Care Corporation, as sole member of HealthAlliance, Inc. approving the Asset Transfer and related documents (executed June 3, 2026)

VIII. Parent and Transaction-Level Documents

a. Westchester County Health Care Corporation – Resolutions of the Board of Directors approving the Asset Transfer and related documents (executed June 3, 2026)

b. WMC Health Network-Rockland, Inc. – Resolutions of the Board of Directors approving the Asset Transfer (executed July 15, 2026)

c. WMCHealth Western Region, Inc. (f/k/a Bon Secours Charity Health System, Inc.) – Resolutions of the Board of Directors approving the Asset Transfer and Governance Documents (executed July 15, 2026)

d. WMCHealth Western Region, Inc. (f/k/a Bon Secours Charity Health System, Inc.) – Fourth Amended and Restated Bylaws (as in effect prior to the closing of the Transaction on July 15, 2026)

e. HealthAlliance, Inc. – Resolutions of the Board of Directors approving the Asset Transfer and Governance Documents (executed July 15, 2026)

f. HealthAlliance, Inc. – Amended and Restated Bylaws (as in effect prior to the closing of the Transaction on July 15, 2026)

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y., File Number 56Q-48 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007969646 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

We, the undersigned, CATHARINE MEHEGAN, ANN NOLAN, MARY EAGAN, ANN DONNELLAN and ANN LAVIN, all being of full age, at least two-thirds of whom are citizens of the United States and one-third of whom is a resident of the State of New York, desiring to form a Membership Corporation pursuant to the Membership Corporations Law do HEREBY CERTIFY AS FOLLOWS:

48

First. The name of the proposed corporation is "GOOD SAMARITAN HOSPITAL of SUFFERN, N. Y."

Second. The particular objects for which the corporation is to be formed are: To provide a place where sick, infirm or injured persons may be received and treated, and to furnish and provide for such persons medecine, medical attendance, surgery and surgical appliances, in the treatment of injury or dis[illegible]

56-49-1

Third. The territory in which the operations of the Corporation will be principally conducted is the County of Reckland, State of New York.

Fourth. The principal office of the Corporation is to be located at the Village of Suffern, in the County of Reckland and State of New York.

Fifth. The number of its Directors shall be Three.

Sixth. The names and places of residence of the persons to be its directors until its first annual meeting, are as follows:

NAMES	PLACES OF RESIDENCE.
CATHARINE MEHEGAN,	Morris Townahip, New Jersey.
ANN LAVIN	Suffern, Reckland County, N.Y.
ANN DONNELLAN,	Suffern, Reckland County, N.Y.

Seventh. The date for holding its Annual Meeting shall be the First Monday in January.

IN WITNESS WHEREOF we have made, signed, acknowledged

and filed this certificate in duplicate.

Dated this First day of August, 1903.

L.S

L.S

L.S

L.S

L.S

STATE OF NEW JERSEY :
:ss
COUNTY OF MORRIS :

On this 19th day of December, 1903

before me personally appeared CATHARINE MEHEGAN, ~~ANN GREEN~~, ~~MARY BURNS~~, ANNIE DONNELLAN and

to me known and known to me to be the persons described in

are who executed the foregoing instrument, and they severally duly acknowledged that they executed the same.

Edward Kanouse
Master in Chancery
of New Jersey

and filed this certificate in duplicate.

Dated this First day of August, 1903.

L.S.

L.S.

L.S.

State of New Jersey, } ss.
County of Morris.

I, Daniel S. Voorhees, Clerk of the County of Morris, and also Clerk of the Court of Common Pleas in and for said County, the same being a Court of Record, do hereby certify that

Edward F. Mills

whose name is subscribed to the certificate of acknowledgment of the annexed instrument, was at the date thereof a Master in Chancery of the State of New Jersey, residing in said County, duly commissioned and qualified and fully authorized by the Laws of said State to take the acknowledgment and proof of Deeds, Mortgages and Conveyances of Real Estate in said County and State. That I am well acquainted with the handwriting of said Master in Chancery and verily believe that the name subscribed to the said Certificate is the genuine signature of him, the said Master in Chancery.

In Testimony Whereof, I have hereunto set my hand and affixed the seal of said Court and County at Morristown this 19 day of Dec.
A. D. 1903

Daniel S. Voorhees Clerk.

7-18-4

On this 10th day of December, 1903

appeared CAROLINE PERRY, and [illegible]

[illegible] to me to be the persons described in [illegible] executed the same.

State of New York :
:ss.
County of Rockland :

On this Twenty-fourth day of December in the year One thousand, nine hundred and three before me personally appeared ANN NOLAN, MARY EAGAN and ANN LAVIN, to me known and known to me to be three of the persons described in and who executed the foregoing instrument, and they severally duly acknowledged that they executed the same.

Frank K. Harris

Notary Public
Rockland County

I hereby approve of the foregoing certificate and endorse that the same may be filed

T. J. Keleher

Justice Supreme Court
of the State of New York
Records-Department

56 48-5

ENOCH V. STODDARD
President

STEPHEN SMITH.
Vice President

Secretary

STATE OF NEW YORK

STATE BOARD OF CHARITIES

OFFICE AT THE CAPITOL

CAPITOL POST OFFICE BOX 17
TELEPHONE 758 CHAPEL

ALBANY, N.Y. January 13 1904

In the Matter of the Incorporation

-of-

Good Samaritan Hospital of
Suffern, N. Y.

WHEREAS, Application has been made to the State Board of Charities for its approval of the incorporation of the Good Samaritan Hospital of Suffern, N. Y., and

WHEREAS, On due inquiry and investigation it appears to said Board desirable and proper that such hospital shall be so incorporated,

NOW, THEREFORE, in pursuance of and in conformity with the provisions of Chapter 550 of the Laws of the State of New York, passed May 8, 1895, the said State Board of Charities hereby certifies that it approves of the incorporation of the said Good Samaritan Hospital of Suffern, N. Y., the certificate of incorporation of which is hereto annexed.

IN WITNESS WHEREOF, the said Board has this 13th day of January, 1904, caused these presents to be subscribed by its officers and its official seal to be hereunto affixed.

[redacted]

President.

Attest,

Secretary.

56 426

Jan 9th 95

Please take Notice, *that the within is a copy of*

duly entered and filed in the office of the Clerk of the County of Rockland, N. Y. at Clarkstown, N. Y., in the within entitled action, on the

day of 190

Dated, Suffern, N. Y. 190

Yours, &c.

FRANK S. HARRIS,

Attorney

SUFFERN N Y

To

Attorney.

Due and timely service of a copy of the *of which the within is a copy, and of the above notice, is hereby admitted.*

Dated 190

Attorney.

Book 55 Page 155 48

Certificate of Incorporation

of

Good Samaritan Hospital of Suffern

Frank S. Harris,
Attorney,
OFFICE AND P. O. ADDRESS,
Suffern, N. Y.

STATE OF NEW YORK,
Office of SECRETARY of STATE,
Filed and Recorded JAN 26 1904

Deputy Secretary of State.

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y., File Number 39EX-239 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007969649 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

CERTIFICATE OF REPORT OF EXISTENCE OF

GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.,

I, Sister Miriam Thomas, Administrator and Director of Good Samaritan Hospital of Suffern, N. Y., a corporation organized under the Membership Corporation Law of the State of New York, do hereby certify that:

1. The Name of the corporation is Good Samaritan Hospital of Suffern, N. Y.
2. The Certificate of Incorporation was filed in the office of the Rockland County Clerk on the 30th day of March 1904, and with the Department of State on January 25, 1904.
3. The corporation was organized pursuant to the Membership Corporation Law of the State of New York.
4. That its existence is hereby continued.

IN WITNESS WHEREOF, I have made and subscribed this certificate this 1st day of [illegible], 1951.

GOOD SAMARITAN HOSPITAL OF SUFFERN

By [signature] Assistant
Sister Miriam Thomas,
Administrator and Director.

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WITNESS:

[signature]

STATE OF NEW YORK)
COUNTY OF ROCKLAND) S.S.:

On this 1st day of May 1952, before me personally came Sister Miriam Thomas to me known and known to be the person who executed the foregoing certificate of Report of Existence and she thereupon duly acknowledged to me that she executed the same.

Alton W. Teale

ALTON W. TEALE
Notary Public, State of New York
Residing in Rockland County
Rockland County Clerk's No. 648
Commission expires March 30, 1953

CERTIFICATE OF REPORT

OF EXISTENCE

39 [illegible] 239

-of-

GOOD SAMARITAN HOSPITAL

OF SUFFERN, N. Y.

Dated, May 1952.

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 12 1952

FILING FEE $5.00

Thomas J. Curran

Secretary of State

KENNEDY, TEALE & KENNEDY
ATTORNEYS AT LAW
HAVERSTRAW & SUFFERN
NEW YORK

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y., File Number 743283-3 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007969650 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

742283

CERTIFICATE OF INCREASE OF
NUMBER OF DIRECTORS OF
GOOD SAMARITAN HOSPITAL
of SUFFERN, NEW YORK

Pursuant to Section Thirty of the
Membership Corporations Law.

We, the undersigned, being respectively the President and Secretary of GOOD SAMARITAN HOSPITAL of SUFFERN, NEW YORK, do hereby certify as follows:

1. The name of the corporation is GOOD SAMARITAN HOSPITAL of SUFFERN, NEW YORK.

2. The date of filing the certificate of incorporation in the office of the Secretary of State of New York, is January 13, 1904.

3. The number of directors previously authorized is three (3), and the number as increased is no less than thirteen (13) nor more than nineteen (19).

IN WITNESS WHEREOF, we have made and subscribed this certificate in duplicate this 10th day of March, 1969.

Mother Josephine Marie O'Brien
President

Sister Margaret Marian Kiely
Secretary

STATE OF NEW YORK)
: ss
COUNTY OF ROCKLAND)

On this 10th day of March, 1969, before me personally came MOTHER JOSEPHINE MARIE O'BRIEN and SISTER MARGARET MARIAN KIELY , to me known and known to me to be the persons described in and who executed the foregoing certificate and severally duly acknowledged to me that they executed the same.

Joseph S. Balsamo

JOSEPH S. BALSAMO
Appointed in Rockland County
Notary Public State of New York
Commission Expires March 30, 1970

STATE OF NEW YORK)
: ss
COUNTY OF ROCKLAND)

MOTHER JOSEPHINE MARIE O'BRIEN and SISTER MARGARET

MARIAN KIELY , being severally duly sworn, do depose and say and each for herself deposes and says that she, the said MOTHER JOSEPHINE MARIE O'BRIEN is the President of GOOD SAMARITAN HOSPITAL of SUFFERN, NEW YORK, and she the said SISTER MARGARET MARIAN KIELY is Secretary thereof. That they have been authorized to execute and file the foregoing certificate by the concurring vote of a majority of the members of the corporation present at a special meeting held upon notice pursuant to Section 43 of the Membership Corporations Law and that the date of such special meeting was the 3rd day of March, 1969.

Mother Josephine Marie O'Brien
President

Sister Margaret Marian Kiely
Secretary

Sworn to before me this
10 day of March 1969.

Joseph S. Balsamo

JOSEPH G. BALSAMO
Appointed in Rockland County
Notary Public, State of New York
Commission Expires March 30, 1970

743283-3

CERTIFICATE OF INCREASE OF NUMBER OF DIRECTORS OF GOOD SAMARITAN HOSPITAL of SUFFERN, NEW YORK

DATED: March, 1969

R

BALSAMO & BARONE
COUNSELORS AT LAW
SUFFERN, N. Y.

memb
1/26/04
Suffern Rockland Co
S

MAR 14 1969

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
MAR 14 1969
TAX $
DEPUTY SECRETARY OF STATE

3

44 Rockland

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y., File Number A315032-9 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007969655 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

The University of the State of New York

431503 2

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

Consent is hereby given to the extension and change of purposes and powers contained in the certificate of incorporation of GOOD SAMARITAN HOSPITAL OF SUFFERN, N. Y., as set forth in the annexed certificate of amendment pursuant to the provisions of Section 804 of the Not-For-Profit Corporation Law.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter. This consent is granted with the understanding that nothing contained in the certificate shall be construed as authorizing the corporation to operate an institution of higher education nor to offer educational programs in the professions designated in Title VIII of the Education Law.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 5th day of April, 1976.

Ewald B. Nyquist
Commissioner of Education

By:

Robert D. Stone
Counsel and
Deputy Commissioner
for Legal Affairs

CERTIFICATE OF AMENDMENT

-of-

GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

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

1. The name of the corporation is GOOD SAMARITAN HOSPITAL OF SUFFERN, N. Y.

2. The date of filing of the Certificate of Incorporation in the Office of the Secretary of State was January 26, 1904. The corporation existed on the effective date of the Not-For-Profit Corporation Law. It was originally formed under the Membership Corporation Law and is now a type B Not-For-Profit Corporation, and that the corporation is a corporation as defined in Section 102-A(5) of the Not-For-Profit Corporation Law.

3. The Post-Office Address to which the Secretary of State shall mail a copy of any notice required by law is Route 59, Suffern, New York 10901.

4. The provisions in the original certificate of incorporation to be eliminated are:

Second: The particular objects for which the corporation is to be formed are: To provide a place where sick, infirm or injured persons may be received and treated; and to furnish and provide for such persons medicine, medical attendance,

BALSAMO AND BYRNE
COUNSELORS AT LAW
SUFFERN, N. Y. 10901

RECEIVED
MAY 1976
CLERK

surgery and surgial appliances, in the treatment of injury or disease. and

Seventh: The date for holding its Annual Meeting shall be the First Monday in January.

5. The provisions to be added are as follows:

Second: The particular objects for which the corporation is formed are:

A. To establish, maintain and operate a hospital to provide facilities for the health care of the community.

B. To carry on education activities related to the care of the sick and the maintenance and promotion of health.

C. To establish, promote and maintain research related to the care of the sick and the maintenance and promotion of health.

D. To participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general health of the community, in furtherance of the corporate purposes.

E. To undertake charitable, scientific, educational and religious purposes associated with the operation of the Hospital for the care of the sick and maintenance and promotion of health.

F. In furtherance of its corporate 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 corporate purposes.

G. Nothing herein is to be construed as authorizing the corporation to operate an institution of higher education or to offer educational programs in the professions designated in Title VIII of the Education Law.

3

BALSAMO AND BYRNE
COUNSELORS AT LAW
SUFFERN, N. Y. 10901

Seventh: The annual Meeting shall be held at such time as is set forth in the By-Laws of the corporation.

6. Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-For-Profit Corporations Law, Section 404 (d) - (n) and (p).

7. Prior to delivery to the Department of State for filing, all approvals or consents required by law will be endorsed upon or annexed to this certificate. No approvals or consents were filed with the certificate of incorporation, and no such approvals or consents were required.

8. The undersigned have been authorized to execute and file this Certificate by the concurring vote of the majority of the members of said Corporation entitled to vote thereon cast at a meeting of the members, on March 9th, 1976.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged this Certificate this 9th day of March, 1976.

Sister Hildegarde Marie Mahoney

SISTER HILDEGARDE MARIE MAHONEY,
President

Sister Carol Hoban

SISTER CAROL HOBAN,
Secretary

BALSAMO AND BYRNE
COUNSELORS AT LAW
SUFFERN, N. Y. 10901

STATE OF NEW YORK)
) SS.:
COUNTY OF ROCKLAND)

SISTER HILDEGARDE MARIE MAHONEY, being duly sworn, deposes and says that she is the President of GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y., the corporation named in and described in the foregoing certificate. That she has read the foregoing certificate and knows the contents thereof, and that the same is true of her own knowledge, except as to the matters therein stated to be alleged upon information and belief, and as to those matters, she believes it to be true.

Sworn to before me this
9th day of March, 1976.

Margaret O'Reilly
NOTARY PUBLIC

Sister Hildegarde Marie Mahoney
SISTER HILDEGARDE MARIE MAHONEY

MARGARET O'REILLY
Notary Public, State of New York
NO. 44-8228500
Residing in Rockland County
Commission Expires March 30, 1976

STATE OF NEW YORK)
) SS.:
COUNTY OF ROCKLAND)

SISTER CAROL HOBAN, being duly sworn, deposes and says that she is the Secretary of GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y., the corporation named in and described in the foregoing certificate. That she has read the foregoing certificate and knows the contents thereof, and that the same is true of her own knowledge, except as to the matters therein stated to be alleged upon information and belief, and as to those matters, she believes it to be true.

Sworn to before me this
9th day of March, 1976.

Margaret O'Reilly
NOTARY PUBLIC

Sister Carol Hoban
SISTER CAROL HOBAN

MARGARET O'REILLY
Notary Public, State of New York
NO. 44-8228500
Residing in Rockland County
Commission Expires March 30, 1976

DALSANO AND STINE
COUNSELORS AT LAW
SUFFERN, N. Y. 10901

5

STATE OF NEW YORK)
) SS.:
COUNTY OF ROCKLAND)

JOSEPH G. BALSAMO, being duly sworn, deposes and says:

That he is the Attorney for the subscribers to the annexed Certificate of Amendment of the Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y., and that no previous application for approval of said Certificate of Amendment by any Justice of the Supreme Court, has ever been made.

JOSEPH G. BALSAMO

Sworn to before me this
6TH day of April, 1976.

NOTARY PUBLIC

JOHN J. BYRNE
Notary Public, State of New York
No. 41-0527700
Residing in Rockland County
Commission Expires March 30, 1977

BALSAMO AND BYRNE
COUNSELORS AT LAW
SUFFERN, N. Y. 10901

6

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

I, WILLIAM A. WALSH, JR.
Justice of the Supreme Court , a Justice of the Supreme Court for the Ninth Judicial District, hereby approve the foregoing Certificate of Amendment of the Certificate of Incorporation of Good Samaritan Hospital of Suffern, N. Y.

William A Walsh
JUSTICE OF THE SUPREME COURT

Dated: May 6, 1976.

Hon. William A. Walsh, Jr., Justice

Notice of Application Waived
This is not to be deemed an approval on behalf of any Department or Agency of the State of New York, nor an authorization to perform otherwise prohibited by law.

Dated: 5/3/76

Louis J. Lefkowitz
Attorney General

By: [signature]
Assistant Attorney General

SALSEDO AND BYRNE
COUNSELORS AT LAW
SUFFERN, N. Y. 10901

1

STATE OF NEW YORK
DEPARTMENT OF HEALTH
ALBANY 12237

PUBLIC HEALTH COUNCIL

February 23, 1976

FEB 25 1976

KNOW ALL MEN BY THESE PRESENTS:

In accordance with action taken after due inquiry and investigation at a meeting of the Public Health Council held on the 20th day of February, 1976, I hereby certify that the Certificate of Amendment of the Certificate of Incorporation of Good Samaritan Hospital of Suffern, N. Y. is APPROVED.

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

Marianne K. Adams
MARIANNE K. ADAMS
Secretary

Sent to: John J. Byrne, Esq.
Balsamo and Byrne
24 East Park Place
P.O. Box 148
Suffern, New York 10901

cc: Good Samaritan Hospital
of Suffern, N. Y.
Route 59
Suffern, New York 10901

COUNCIL

NORMAN S. MOORE, M.D.
CHAIRMAN

BLONEVA P. BOND
William Lee Frost
GORDON E. BROWN
VERNAL G. CAVE, M.D.

NORTON P. HYMAN

GEORGE METCALF
JAMES F.X. O'ROURKE, M.D.
W. KENNETH RILAND, D.O.
JOHN F. ROACH, M.D.

HOWARD A. RUSK, M.D.
JOHN M. WALSH

COMMISSIONER OF HEALTH
ROBERT P. WHALEN, M.D.
EX OFFICIO

A315032

9

CERTIFICATE OF AMENDMENT OF GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

STATE OF NEW YORK
DEPARTMENT OF STATE
TAX $
FILING FEE $ 30
FILED MAY 14 1976
Secretary of State
By

BALSAMO AND BYRNE
COUNSELORS AT LAW
POST OFFICE BOX 148
SUFFERN, NEW YORK 10901

1/26/04
Suffern, Rockland Co
56 Q -42

9

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y., File Number A676371-6 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007969657 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

0968A

A676371

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

GOOD SAMARITAN HOSPITAL
OF SUFFERN, N.Y.

(Under Section 803 of the Not-For-Profit Corporation Law)

1. The name of the corporation is GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

2. The Certificate of Incorporation of the corporation was filed by the Department of State on January 26, 1904. Certificates of Amendment to the Certificate of Incorporation were filed by the Department of State on March 14, 1969 and May 14, 1976. The corporation was originally formed under the Membership Corporation Law, and existed on the effective date of the Not-For-Profit Corporation Law.

3. GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y. 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 is

a Type B Corporation under Section 201 of said law. The corporation will remain a Type B Corporation after this amendment to the Certificate of Incorporation.

4. The Post Office address within the State of New York to which the Secretary of State shall mail a copy of any notice required by law is Route 59, Suffern, New York 10901.

5. Article FIFTH of the Certificate of Incorporation is hereby amended pursuant to Section 801(b)(3) of the Not-For-Profit Corporation Law to effect a change in the number of directors constituting the board of directors. Article FIFTH is hereby amended to provide as follows:

> FIFTH. The number of directors constituting the entire board shall not be less than thirteen (13). Subject to such limitation, such number may be fixed by an action of the members under the specific provisions of a by-law adopted by the members. If the number of directors is not so fixed by the members, such number shall be thirteen (13).

6. The Certificate of Incorporation is hereby amended pursuant to Section 801(b)(3) of the Not-For-Profit Corporation Law by the addition of Article EIGHTH, which shall provide as follows:

EIGHTH. The duties and powers normally residing in the board of directors with regard to merger, consolidation or dissolution of the corporation shall be vested in the members of the corporation pursuant to Section 701 of the Not-For-Profit Corporation Law of the State of New York. In all other respects, the corporation shall be managed by the board of directors as provided by law, and as specified in the by-laws.

7. This amendment to the Certificate of Incorporation was authorized by a majority vote of the members entitled to vote thereon at a meeting of the members on March 11, 1980.

8. No approvals or consents were endorsed on or annexed to the Certificate of Incorporation, and no such approvals or consents were required. The approvals of the Attorney General of the State of New York, the Public Health Council of the State of New York, and a Justice of the Supreme Court of the State of New York will be attached hereto prior to the delivery hereof to the Department of State for filing, and no other approvals or consents are required to be endorsed or annexed to this Certificate.

IN WITNESS WHEREOF, the undersigned have executed this Certificate this 11th day of March, 1980 and affirm that the statements made herein are true under the penalty of perjury.

Sister Ellen Joyce

Sister Ellen Joyce, President

Sister Carol Hoban

Sister Carol Hoban, Secretary

0970A

CONSENT TO AMENDMENT

OF

CERTIFICATE OF INCORPORATION

The undersigned, a Justice of the Supreme Court of the State of New York, County of Rockland, Ninth Judicial District wherein is located the principal office of GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y. hereby approves the within Certificate of Amendment of the Certificate of Incorporation of GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y. and the filing hereof.

Date: 5/30/80

May 9, 1980

Anthony J. Ferraro
Justice of the Supreme Court

The undersigned has no objection to the granting of judicial approval hereon and waives statutory notice.

ROBERT ABRAMS
ATTORNEY GENERAL
STATE OF NEW YORK

Bernard Toomin
Assistant Attorney General

BERNARD TOOMIN
Assistant Attorney General

4

STATE OF NEW YORK
DEPARTMENT OF HEALTH
ALBANY 12237

PUBLIC HEALTH COUNCIL

April 4, 1980

APR 9 1980

Lisa A. Hunter
Hayt, Hayt & Landau
55 Northern Boulevard
Great Neck, New York 11021

Re: Certificate of Amendment of the Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y.

Dear Ms. Hunter:

Section 804 (a) of the Not-for-Profit Corporation Law requires the prior approval of the Public Health Council for the filing with the Secretary of State of any certificate of amendment of the certificate of incorporation which (a) adds, changes or eliminates a purpose, power or provision the inclusion of which in a certificate of incorporation would require the approval of the Public Health Council or (b) changes the name of a corporation whose certificate of incorporation had been approved by the Public Health Council.

Upon review by the Public Health Council staff, it has been determined that the proposed certificate of amendment of the certificate of incorporation of Good Samaritan Hospital of Suffern, N.Y., executed on March 11, 1980, will effect no such changes and, therefore, does not require formal Public Health Council approval.

Sincerely,

Marianne K. Adams

MARIANNE K. ADAMS
Executive Secretary

jms

5

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EX OFFICIO

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A676371 — 6

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

GOOD SAMARITAN HOSPITAL
OF SUFFERN, N. Y.

STATE OF NEW YORK
DEPARTMENT OF STATE
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GARFUNKEL, WILD & TRAVIS, P.C.
175 GREAT NECK ROAD
GREAT NECK, NEW YORK 11021
(516) 466-3090 (914) 997-0190

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y., File Number A982778-10 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

(Under Section 803 of the Not-For-Profit Corporation Law)

4982778

1. The name of the corporation is GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y. ("Good Samaritan Hospital" or "Corporation").

2. The Certificate of Incorporation of the Corporation was filed by the Department of State on January 26, 1904. Certificates of Amendment to the Certificate of Incorporation were filed by the Department of State on March 14, 1969, May 14, 1976 and June 16, 1980.

3. GOOD SAMARITAN HOSPITAL 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 is a Type B corporation under section 201 of said law.

4. The Certificate of Incorporation of the Corporation is hereby amended to effect a change in the corporate purposes pursuant to section 801 (b)(2) of the Not-For-Profit Corporation Law of the State of New York. Article 2 of the Certificate of Incorporation is hereby amended to read as follows:

That the business and objects of the Corporation shall be to provide on a not-for-profit basis hospital facilities and services for the care and treatment of persons who are acutely ill and who otherwise require medical care and related services of the kind customarily furnished most effectively by hospitals pursuant to Section 242 of the National Hospital Act, as amended and more particularly:

(A) To establish, maintain and operate a hospital to provide facilities for the health care of the community.

(B) To carry on education activities related to the care of the sick and the maintenance and promotion of health.

(C) To establish, promote and maintain research related to the care of the sick and the maintenance and promotion of health.

(D) To participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general health of the community, in furtherance of the corporate purposes.

(E) To undertake charitable, scientific, educational and religious purposes associated with the operation of the Hospital for the care of the sick and maintenance and promotion of health.

(F) Nothing herein is to be construed as authorizing the Corporation to operate an institution of higher education or to offer educational programs in the professions designated in Title VIII of the Education Law.

(G) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

That the Corporation be empowered:

(i) To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article 2 hereof.

(ii) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.

(iii) To do and perform all acts reasonably necessary to accomplish the purpose of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, acting by and through the Federal Housing Commissioner, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is insured or held by the Secretary of Housing and Urban Development.

(iv) Bylaws of the Corporation may be adopted by the Members of the Corporation at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of this Certificate of Incorporation or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development, pursuant to paragraph (iii) of this Article 2.

(v) So long as a mortgage on the Corporation's property is insured or held by the Secretary of Housing and Urban Development, this Certificate of Incorporation may not be amended without the prior written approval of the said Secretary.

(vi) In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market

value of such property, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed to the Sisters of Charity of Saint Elizabeth, Convent Station, New Jersey, a New Jersey not-for-profit corporation, if in existence at that time; and in the event that the Sisters of Charity of Saint Elizabeth is not in existence at that time or is otherwise unable to accept the remaining assets of the Corporation, the Members of the Corporation shall convey or distribute the remaining assets of the Corporation to such other organization or organizations organized and operated exclusively for Catholic charitable, educational, religious, or health care purposes as shall, at that time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended: PROVIDED, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development or his nominee.

5. The manner in which this amendment to the Certificate of Incorporation of Good Samaritan Hospital was authorized was by vote of a majority of all of the Members of the Corporation present and voting in person at a meeting held on the 19th day of November, 1982.

6. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or any notice required by law is Route 59, Suffern, New York 10901. Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-for-Profit Corporation Law Section 404(b-n), (p) or (r-s).

7. The certificate of incorporation of the Corporation was approved by a Justice of the Supreme Court of the State of New York. The approvals of the Attorney General of the State of New York, the Public Health Council of the State of New York, and a Justice of the Supreme Court of the State of New York are attached hereto and no other approvals or consents are required to be endorsed or annexed to the certificate.

IN WITNESS WHEREOF, the undersigned have executed and signed this certificate this 19th day of November, 1982

Sister Ellen Joyce

Sister Ellen Joyce, President

Sister Carol Hoban

Sister Carol Hoban, Secretary

VERIFICATION

STATE OF NEW YORK)
) SS.:
COUNTY OF ROCKLAND)

Sister Ellen Joyce and Sister Carol Hoban, duly sworn, depose and say, that they are the President and Secretary respectively of GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y., the corporation named in and described in the foregoing certificate; that they have read the foregoing certificate and know the contents thereof, and that the same are true to their own knowledge, except as to those matters therein stated to be alleged upon information and belief, and as to those matters they believe them to be true.

Sister Ellen Joyce
Sister Ellen Joyce, President

Sister Carol Hoban
Sister Carol Hoban, Secretary

Sworn to before me this
19 day of November, 1982

Sister Bernadette A. Crowley
Notary Public

SISTER BERNADETTE
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Oct. 11, 1984

CONSENT TO INCORPORATION

The undersigned, a Justice of the Supreme Court of the State of New York, County of Ninth Judicial District, wherein is located the principal office of GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y. hereby approves the within Certificate of Amendment of the Certificate of Incorporation of GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y. and the filing hereof.

Dated: May 3, 1983

JUSTICE OF THE SUPREME COURT

HON. RICHARD J. DARONCO
Justice Supreme Court

THE UNDERSIGNED HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON AND WAIVES STATUTORY NOTICE.

ROBERT ABRAMS, ATTORNEY GEN.
STATE OF NEW YORK

4/18/83

ANTHONY J. DISTINTI JR.
Assistant Attorney General

STATE OF NEW YORK
DEPARTMENT OF HEALTH
ALBANY 12237

PUBLIC HEALTH COUNCIL

December 16, 1982

Robert Wild, Esq.
Garfunkel, Wild & Travis
175 Great Neck Road
Great Neck, New York 11021

Re: Good Samaritan Hospital of
Suffern, New York

Dear Mr. Wild:

The proposed certificate of amendment of the certificate of incorporation of the above referenced corporation does not require the approval of the Public Health Council for filing with the Department of State, since the certificate neither alters the corporation's purposes under Article 28 of the Public Health Law nor changes its name.

Sincerely yours,

Shirley Parham

Shirley Parham
Executive Secretary

RECEIVED
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GARFUNKEL, WILD
AND TRAVIS, P.C.

COUNCIL

KENNETH G. JOHNSON, M.D.
CHAIRMAN
ROBERT J. COLLINS, M.D.
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HOWARD A. RUSK, M.D.
KENNETH W. WOODWARD, M.D.

COMMISSIONER OF HEALTH
DAVID AXELROD, M.D.
EX OFFICIO

STATE OF NEW YORK

OFFICE OF MENTAL HEALTH

ALBANY, NEW YORK

KNOW ALL MEN BY THESE PRESENTS:

Pursuant to the provisions of Section 31.22 of the Mental Hygiene Law and subdivision (q) of Section 404 of the Not-For-Profit Corporation Law, approval is hereby given to the filing of the annexed Certificate of Amendment of the Certificate of Incorporation of

GOOD SAMARITAN HOSPITAL OF SUFFERN, NEW YORK

This approval shall not be construed as an authorization for the corporation to engage in any activity for which the provisions of Article 31 of the Mental Hygiene Law requires an Operating Certificate issued by the Office of Mental Health unless said corporation has been issued such Operating Certificate; nor shall it be construed to eliminate the need for the said corporation to meet any and all of the requirements and conditions precedent set forth in Article 31 of such law and the regulations promulgated thereunder for the issuance of said Operating Certificate.

IN WITNESS WHEREOF this instrument is executed and the Seal of the State Department of Mental Hygiene is affixed this 31st day of March 1983

William F. Morris
Acting Commissioner

By: Larry Chase
Director
Bureau of Inspection & Certification

4982778

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

GOOD SAMARITAN HOSPITAL

of Suffern, N.Y.

B.

GARFUNKEL, WILD & TRAVIS, P.C.
ATTORNEYS AT LAW
175 GREAT NECK ROAD
GREAT NECK, N. Y. 11021
(516) 466-3090

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 23 1983

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BY: MR

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Rockland

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y., File Number B317817-20 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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At a ~~Special~~ Term ~~Part~~ ___ of the Supreme Court of the State of New York, held in and for the County of Rockland, at the Courthouse, New City, New York on the 31 day of ~~December~~ January 1986.

PRESENT: ---

HON. ALFRED J. WEINER, Acting Justice.

----------X

In the Matter of the Application of

TUXEDO MEMORIAL HOSPITAL AND GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

ORDER

For an Order Approving their Plan of Merger under Section 907 of the Not-for-Profit Corporation Law of Tuxedo Memorial Hospital into Good Samaritan Hospital of Suffern, N.Y. and authorizing the filing of the Certificate of Merger under Section 904 of said law.

Index No. 8289/85

----------X

TUXEDO MEMORIAL HOSPITAL and GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y. having duly made joint application for an order, pursuant to Section 907 of the Not-for-Profit Corporation Law, approving the Plan of Merger of said corporations and authorizing the filing of a Certificate of Merger in accordance with Section 904 of the Not-for-Profit Corporation Law, and said application having regularly come on to be heard,

NOW, upon reading the ORDER TO SHOW CAUSE dated December 17, 1985, the PETITION dated December 10, 1985, the AFFIDAVIT of SISTER ELLEN JOYCE, Chairperson of the Board of Trustees of GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y. and the AFFIDAVIT of

Filed with the NYS Department of State on 02/03/1986
Filing Number: B317817-20 DOS ID: 29542

SISTER ROSEANN MAZZEO, Chairperson of the Board of Trustees of TUXEDO MEMORIAL HOSPITAL, sworn to on December 17, 1985 and the Plan of Merger designated Exhibit A herein, all in support of the application, and after hearing GARFUNKEL, WILD & TRAVIS, P.C. for the applicants in support of the application and there being no opposition thereto and after due deliberation having been held thereon, and it appearing that the interests of the constituent corporations and the public interest will not be adversely affected by the proposed merger,

NOW, upon motion of GARFUNKEL, WILD & TRAVIS, P.C., attorneys for the applicants, it is

ORDERED, that the Plan of Merger between TUXEDO MEMORIAL HOSPITAL and GOOD SAMARITAN HOSPITAL and GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y. designated Exhibit A herein, be in the same hereby is approved as of December 31, 1985 and it is further

ORDERED, that the aforesaid corporations be and they are hereby are authorized to file a Certificate of Merger, a copy of which is annexed hereto as Exhibit B, with the Department of State in accordance with Section 904 of the Not-for-Profit Corporation Law, upon approval thereof of the New York State

Filed with the NYS Department of State on 02/03/1986
Filing Number: B317817-20 DOS ID: 29542

State of New York
Rockland County Clerk's Office } ss.

I Joseph R. Holland, Clerk of said County, hereby certify that I have compared the foregoing copy of Order: IN THE MATTER OF THE APPLICATION OF TUXEDO MEMORIAL HOSPITAL AND GOOD SAMARITAN HOSP., SUFFERN, FOR ORDER APPROVING PLAN FOR MERGER ETC.

with the original now FILED AND ENTERED Jan. 31, 1986

in said office, and find the same to be a true and correct transcript therefrom and of the whole of such original.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of said County this 31st day of Jan. 19 86

Joseph R. Holland

Facsimile signature—Chap 684 Laws of 1947 Clerk

Filed with the NYS Department of State on 02/03/1986
Filing Number: B317817-20 DOS ID: 29542

Department of Health and the Attorney General of the State of New York together with a certified copy of this order annexed to said Certificate of Merger.

ENTER.

S//

A.J.S.C.

THE UNDE[illegible]
TO THE [illegible]
APPEARED [illegible]
STATUTORY NOTICE

ROBERT ABRAMS, ATTORNEY GEN.
STATE OF NEW YORK
1/30/86

0568P/512188

Filed with the NYS Department of State on 02/03/1986
Filing Number: B317817-20 DOS ID: 29542

0340P/511138

PLAN OF MERGER
OF
TUXEDO MEMORIAL HOSPITAL
TUXEDO, NEW YORK

INTO

GOOD SAMARITAN HOSPITAL OF SUFFERN N.Y.
SUFFERN, N.Y.

UNDER SECTION 902 OF THE NOT-FOR-PROFIT CORPORATON LAW

PREAMBLE

Tuxedo Memorial Hospital having been incorporated as a general acute care hospital in Tuxedo, New York pursuant to an operating certificate issued by the New York State Department of Health now wishes to merge with and into Good Samaritan Hospital of Suffern, N.Y. so that the charitable, philanthropic, eleemosynary and benevolent purposes of both corporations may be strengthened and continued.

ARTICLE I

NAMES OF CONSTITUENT CORPORATIONS AND SURVIVING CORPORATION

1. The names of the constituent corporations are Tuxedo Memorial Hospital and Good Samaritan Hospital of Suffern, N.Y.

2. The name of the surviving corporation shall be Good Samaritan Hospital of Suffern, N.Y.

Filed with the NYS Department of State on 02/03/1986
Filing Number: B317817-20 DOS ID: 29542

ARTICLE II

MEMBERS OF CONSTITUENT CORPORATIONS

1. As to Good Samaritan Hospital, all said members of the corporation of Good Samaritan Hospital shall be Sisters of Charity of Saint Elizabeth of New Jersey and shall not be less than five in number including: the General Superior of Sisters of Charity of Saint Elizabeth of New Jersey or her delegate; the Provincial Superior of the province in which the Hospital is located (or her delegate); the President of the Hospital if she is a member of the Sisters of Charity of Saint Elizabeth of New Jersey and additional sisters as appointed by the General Superior in consultation with the Provincial Superior for a term of three years.

2. As to Tuxedo Memorial Hospital, the members of the Corporation consist of all present members of the Board of Trustees in good standing and those persons who shall be elected thereto in accordance with the corporation's bylaws. Election to the Board of Trustees ipso facto constitutes membership in the corporation and termination of office ipso facto terminates membership in the corporation. The Board of Trustees consists of not less than 12 nor more than 15 members. All have voting rights and there are no other members.

Filed with the NYS Department of State on 02/03/1986
Filing Number: B317817-20 DOS ID: 29542

ARTICLE III

TERMS AND CONDITIONS OF PROPOSED MERGER

1. The terms and conditions of the merger are as follows:

A. Until altered, amended or repealed as therein provided, the Bylaws of Good Samaritan Hospital, a constituent corporation, as in effect at the time of the effective date of the merger ("the effective date"), shall be the Bylaws of the surviving corporation. No amendments or changes of the Certificate of Incorporation of the surviving corporation shall be effected by this merger.

B. The directors and officers of Good Samaritan Hospital in office as of the effective date shall be and remain like directors and officers of the surviving corporation until their respective successors shall be elected and shall have qualified in accordance with the Bylaws of Good Samaritan Hospital of Suffern, N.Y.

C. At the effective date, the separate existence of Tuxedo Memorial Hospital shall cease, said corporation being merged into the surviving corporation and the surviving corporation shall thereafter possess all the rights, privileges, immunities, powers and purposes of each of the constituent corporations. The surviving corpora-

Filed with the NYS Department of State on 02/03/1986
Filing Number: B317817-20 DOS ID: 29542

tion shall, without further act or deed, own all of the property, real and personal including causes of action and every other asset of each of the constituent corporations, and shall assume and be liable for all of the liabilities, obligations and penalties of each of the constituent corporations. No liability or obligation due or to become due, claims or demand for any cause against the constituent corporations or any member, officer, director or trustee thereof, shall be released or impaired by such merger. No pending action or proceeding, civil or criminal, by or against the constituent corporation, or any member, officer, director or trustee thereof shall abate or be discontinued by virtue of the merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or such surviving corporation may be substituted in such action or special proceeding in place of any constituent corporation.

D. If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest in the surviving corporation the title to any property or rights of Tuxedo Memorial Hospital, those persons who served as officers and directors of Tuxedo Memorial Hospital prior to the

Filed with the NYS Department of State on 02/03/1986
Filing Number: B317817-20 DOS ID: 29542

merger, shall execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation, and otherwise to carry out the purposes of this plan or merger.

2. The manner and basis of converting membership of the constituent corporations into membership of the surviving corporation shall be as follows:

Only Sisters of Charity of Saint Elizabeth of New Jersey may be eligible to become members of the surviving corporation's general membership class.

ARTICLE IV

MISCELLANEOUS PROVISIONS

1. Approval of Plan of Merger and Effective Date

This plan of merger shall be submitted to the respective members of the constituent corporations for their approval. Each membership shall approve the plan of merger by affirmative

Filed with the NYS Department of State on 02/03/1986
Filing Number: B317817-20 DOS ID: 29542

vote of at least two-thirds of those casting votes, the votes cast in favor of being at least equal to the quorum, all in accordance with the not-for-profit law of the State of New York. The Certificate of Merger shall be filed with the Department of State as soon as practicable after the approval of the plan by the respective memberships, and the effective date shall be the date on which the Certificate is so filed.

2. Abandonment of Merger

This plan of merger may be terminated by the action of the Board of either of the constituent corporations at any time before the effective date, not withstanding the prior approval of its members.

ARTICLE V

ADOPTION OF THE PLAN OF MERGER

The foregoing plan of merger has been duly adopted and approved by Tuxedo Memorial Hospital and Good Samaritan Hospital of Suffern, N.Y. as provided in Article IX of the not-for-profit corporation law of the State of New York. The plan

Filed with the NYS Department of State on 02/03/1986
Filing Number: B317817-20 DOS ID: 29542

is further subject to the approval of the Public Health Council, the Board of Regents, and the Supreme Court of New York State on notice to the Attorney General of New York State.

Date: Suffern, New York.

November 25, 1985

TUXEDO MEMORIAL HOSPITAL

By: Sister Roseann Mazzeo
Sister Roseann Mazzeo
Chairperson, Board of Trustees

ATTEST:

Sister Margaret Welch

GOOD SAMARITAN HOSPITAL
OF SUFFERN, N.Y.

By: Sister Ellen Joyce
Sister Ellen Joyce
Chairperson, Board of Trustees

ATTEST:

(Sister) Karen Reilly
Notary Public
Convent Station, NJ
Commission expires 11/6/89

Filed with the NYS Department of State on 02/03/1986
Filing Number: B317817-20 DOS ID: 29542

CERTIFICATE OF MERGER
OF
TUXEDO MEMORIAL HOSPITAL
INTO
GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.
UNDER
SECTION 904 OF THE NOT-FOR-PROFIT CORPORATE LAW

1. NAMES OF CONSTITUENT CORPORATIONS AND SURVIVING CORPORATION

The names of the constituent corporations are Tuxedo Memorial Hospital and Good Samaritan Hospital of Suffern, N.Y. The name of the surviving corporation shall be Good Samaritan Hospital of Suffern, N.Y.

2. MEMBERS OF CONSTITUENT CORPORATIONS

A. As to Good Samaritan Hospital, all said members of the corporation of Good Samaritan Hospital shall be Sisters of Charity of Saint Elizabeth of New Jersey and shall not be less than five in number including: the General Superior of Sisters of Charity of Saint Elizabeth of New Jersey or her delegate; the Provincial Superior of the province in which the Hospital is located (or her delegate); the President of the Hospital if she is a member of the Sisters of Charity of Saint Elizabeth of New Jersey and additional sisters as appointed by the General Superior in consultation with the Provincial Superior for a term of three years.

B. As to Tuxedo Memorial Hospital, the members of the Corporation consist of all present members of the Board of

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Trustees in good standing and those persons who shall be elected thereto in accordance with the corporation's by-laws. Election to the Board of Trustees ipso facto constitutes membership in the corporation and termination of office ipso facto terminates membership in the corporation. The Board of Trustees consists of not less than 12 nor more than 15 members. All have voting rights and there are no other members.

3. TERMS AND CONDITIONS OF PROPOSED MERGER

A. The terms and conditions of the merger are as follows:

i. Until altered, amended or repealed as therein provided, the Bylaws of Good Samaritan Hospital, the surviving corporation, as in effect at the time of the effective date of the merger ("the effective date"), shall be the Bylaws of the surviving corporation. No amendments or changes of the Certificate of Incorporation of the surviving corporation shall be effected by this merger.

ii. The directors and officers of Good Samaritan Hospital in office as of the effective date shall be and remain like directors and officers of the surviving corporation until their respective successors shall be elected and shall have qualified in accordance with the Bylaws of Good Samaritan Hospital of Suffern, N.Y.

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Filing Number: B317817-20 DOS ID: 29542

iii. At the effective date, the separate existence of Tuxedo Memorial Hospital shall cease, said corporation being merged into the surviving corporation and the surviving corporation shall thereafter possess all the rights, privileges, immunities, powers and purposes of the constituent corporation. The surviving corporation shall, without further act or deed, own all of the property, real and personal including causes of action and every other asset of the constituent corporation, and shall assume and be liable for all of the liabilities, obligations and penalties of the constituent corporation. No liability or obligation due or to become due, claims or demand for any cause against the constituent corporation or any member, officer, director or trustee thereof, shall be released or impaired by such merger. No pending action or proceeding, civil or criminal, by or against the constituent corporation, or any member, officer, director or trustee thereof shall abate or be discontinued by virtue of the merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or such surviving corporation may be substituted in such action or special proceeding in place of the constituent corporation.

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iv. If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest in the surviving corporation the title to any property or rights of Tuxedo Memorial Hospital, the proper officers and directors of Tuxedo Memorial Hospital shall execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation, and otherwise to carry out the purposes of this plan or merger.

B. The manner and basis of converting membership of the constituent corporations into membership of the surviving corporation shall be as follows:

Only Sisters of Charity of Saint Elizabeth of New Jersey may be eligible to become members of the surviving corporation's general membership class.

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Filing Number: B317817-20 DOS ID: 29542

4. Abandonment of Merger. This Plan of Merger may be terminated and abandoned by the action of the Board of either of the constituent corporations at any time before it is filed with the Secretary of State.

5. The Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y. was filed by the Department of State on January 26, 1904. Certificates of Amendment to the Certificate of Incorporation were filed by the Department of State on March 14, 1969, May 14, 1976, June 16, 1980 and May 23, 1983.

The Certificate of Incorporation of Tuxedo Memorial Hospital was filed on the 22nd day of January, 1907. Certificates of Amendment to the Certificate of Incorporation were filed on June 11, 1921, August 23, 1923, July 10, 1925 and September 23, 1957.

6. The Plan of Merger was duly adopted and approved by Good Samaritan Hospital of Suffern, N.Y. and Tuxedo Memorial Hospital as provided in Article 9 of the Not-for-Profit Corporation Law of The State of New York. The Plan is further subject to the approval of The New York State

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Filed with the NYS Department of State on 02/03/1986
Filing Number: B317817-20 DOS ID: 29542

Public Health Council, the Board of Regents and the Supreme Court of the State of New York on notice to the Attorney General of New York State.

Dated: Suffern, New York
November 25, 1985

GOOD SAMARITAN HOSPITAL
OF SUFFERN, N.Y.

By: _____
Sister Ellen Joyce
Chairperson, Board of Trustees

s/ Sister Rosemary Moinihan

Sister Rosemary Moinihan Secretary

TUXEDO MEMORIAL HOSPITAL

By: Sister Roseann Mazzeo
Sister Roseann Mazzeo
Chairperson, Board of Trustees

s/ Anne C. Lindsley

Anne C. Lindsley Secretary

0342P/511138

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Filed with the NYS Department of State on 02/03/1986
Filing Number: B317817-20 DOS ID: 29542

STATE OF NEW JERSEY)
) ss.:
COUNTY OF MORRIS)

Sister Ellen Joyce being duly sworn says that she is the Chairperson of the Board of Good Samaritan Hospital of Suffern, N.Y., a New York Not-for-Profit corporation, and one of the persons who signed the Certificate of Merger; that she signed said Certificate in the capacity set forth under her signature and knows the contents thereof; and that the statements contained therein are true to her own knowledge.

Sister Ellen Joyce

Subscribed and sworn before
me this 7th day of December, 1985

Notary Public

My Commission Expires

0608P/512058

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Filed with the NYS Department of State on 02/03/1986
Filing Number: B317817-20 DOS ID: 29542

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

Sister Roseann Mazzeo being duly sworn says that she is the Chairperson of the Board of Tuxedo Memorial Hospital, a New York Not-for-Profit corporation, and one of the persons who signed the Certificate of Merger; that she signed said Certificate in the capacity set forth under her signature and knows the contents thereof; and that the statements contained therein are true to her own knowledge.

Sister Roseann Mazzeo

Subscribed and sworn before
me this 9th day of December, 1985

Notary Public

PATRICIA VASPOL
Notary Public State of New York
No. 4760005
Qualified in Orange County
Commission Expires March 30, 1986

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0608P/512058

Filed with the NYS Department of State on 02/03/1986
Filing Number: B317817-20 DOS ID: 29542

NOTICE OF ENTRY

Sir:-Please take notice that the within is a *(certified)* true copy of a duly entered in the office of the clerk of the within named court on 19

Dated,

Yours, etc.,

GARFUNKEL, WILD & TRAVIS, P.C.

Attorneys for

Office and Post Office Address

175 Great Neck Road

GREAT NECK, N. Y. 11021

Tel. (516) 466-3090

(914) 997-0190

To

Attorney(s) for

NOTICE OF SETTLEMENT

Sir:—Please take notice that an order

of which the within is a true copy will be presented for settlement to the Hon.

one of the judges of the within named Court, at

on 19

at M.

Dated,

Yours, etc.,

GARFUNKEL, WILD & TRAVIS, P.C.

Attorneys for

Office and Post Office Address

175 Great Neck Road

GREAT NECK, N. Y. 11021

Tel. (516) 466-3090

(914) 997-0190

To

Attorney(s) for

Filed with the NYS Department of State on 02/03/1986
Filing Number: B317817-20 DOS ID: 29542

Index No.

Year 19 B317817

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF ROCKLAND

In the Matter of the Application of

TUXEDO MEMORIAL HOSPITAL AND
GOOD SAMARITAN HOSPITAL
OF SUFFERN, N.Y.

For an Order Approving their Plan of Merger under Section 907 of the Not-For-Profit Corporation Law of Tuxedo Memorial Hospital into Good Samaritan Hospital of Suffern, N.Y. and authorizing the filing of the Certificate of Merger under Section 904 of said law.

ORDER

GARFUNKEL, WILD & TRAVIS, P.C.

Attorneys for Petitioners

Office and Post Office Address, Telephone

175 Great Neck Road

GREAT NECK, N. Y. 11021

Tel. (516) 466-3090

(914) 997-0190

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 3 - 1986
AMT. OF CHECK $
FILING FEE $
TAX $
COUNTY FEE $
COPY $
CERT $
REFUND $
SPEC HANDLE $
BY:

Attorney(s) for

Service of a copy of the within is hereby admitted.

Dated,

Attorney(s) for

— 20

BLACKLINE

Rockland

TYPE B

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y., File Number 960515000414 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007969661 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

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CERTIFICATE OF AMENDMENT
TO THE CERTIFICATE OF INCORPORATION OF
GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

(Under § 803 of the Not-for-Profit Corporation Law
of the State of New York)

The undersigned, being the President and Secretary of GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y, (the "Corporation"), hereby certifies:

1. The name of the Corporation is GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

2. The date the Certificate of Incorporation was filed by the department of state was January 26, 1904. Said Certificate of Incorporation was filed pursuant to the Membership Corporation Law, and existed on the effective date of 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 § 102 of the Not-for-Profit Corporation Law of the State of New York and is a Type B corporation as defined in § 201(b) of said Law.

4. The following paragraph is hereby added to read as follows:

> "EIGHTH: The sole Member of the Corporation shall be Good Samaritan Services, Inc., a New York State not-for-profit corporation organized and existing under the laws of the State of New York.".

5. This Amendment to the Certificate of Incorporation was authorized the unanimous written consent of all the members entitled to vote thereon.

6. The Secretary of State of the State of New York is hereby designated the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him as agent of the Corporation is:

c/o The Corporation
Route 59
Suffern, New York 10901

IN WITNESS WHEREOF, the undersigned have signed this Certificate this 16 day of April, 1996 and affirm that the statements made herein are true under the penalties of perjury.

Ms. Joan Regan
President

Sister Roseann Mazzeo
Secretary

F960515000414

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

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

FILED
MAY 15 3 35 PM '96

JW

E-12

Filer:

Garfunkel Wild & Travis
111 Great Neck Road
Great Neck, NY 11021

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1-CC

BILLED

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 15 1996
TAX $ 0
BY: JW
ROCKLAND

RECEIVED
MAY 14 2 24 PM '96

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960515000437

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y., File Number 991231000054 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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F99123100054

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

(Under Section 803 of Not-For-Profit Corporation Law)

The undersigned, the President of Good Samaritan Hospital of Suffern, N.Y., hereby certifies that:

1. The name of the corporation is Good Samaritan Hospital of Suffern, N.Y. (hereinafter "the Corporation"). The name has not been changed.

2. The Corporation was formed pursuant to the Membership Corporations Law of the State of New York, and the Certificate of Incorporation of said Corporation was filed by the Department of State on January 26, 1904.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York.

4. The Corporation is a Type B corporation under Section 201 of the Not-For-Profit Corporation Law of the State of New York, and it shall continue to be a Type B corporation.

5. The Certificate of Incorporation of the Corporation is hereby amended to change the sole member of the Corporation, to set forth the powers expressly reserved to the Member of the Corporation, and to change the manner in which the assets of the Corporation are disposed of upon dissolution of the Corporation. The corporate powers and purposes of the Corporation are not enlarged, limited or otherwise changed by this Certificate of Amendment.

6. To effectuate the amendments described in paragraph 5 of this Certificate of Amendment, Article Two(vi) of the certificate of incorporation which addresses the manner in which the assets of the Corporation are disposed of upon dissolution of the Corporation, and Article Eight of the certificate of incorporation which addresses the membership of the Corporation are amended to read in their entirety as follows:

(A) "2(vi). Upon dissolution of the Corporation, the Member of the Corporation, shall after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations as the Member of the Corporation shall determine in accordance

with the Bylaws, provided such organization or organizations are organized and operated for religious, charitable, educational or scientific purposes and, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and are otherwise qualified under Federal law to receive such distributions. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine."

(B) "8. The sole member of the Corporation shall be Bon Secours Charity Health System, Inc., a New York Not-For-Profit Corporation. The sole Member of the Corporation shall be entitled to all rights and powers of a member under New York law (except as otherwise limited or provided in this certificate of incorporation or the bylaws of the Corporation), the certificate of incorporation of the Corporation and the bylaws of the Corporation. Action by the Corporation shall not be taken until the sole member of the Corporation has exercised its reserved powers. The following powers are reserved to the sole Member:

(a) Approve and interpret the statement of mission and philosophy adopted by the Corporation, and require the Corporation to operate in conformance with its statement of mission and philosophy;

(b) Approve and amend the bylaws and certificate of incorporation of the Corporation;

(c) Fix the number of, and elect, appoint, fill vacancies in and remove, with or without cause, the directors;

(d) Approve any merger, consolidation or dissolution of the Corporation;

(e) Approve any acquisition or any sale, lease, exchange, mortgage, pledge or other alienation of assets or property in excess of an amount to be fixed from time to time by the Member;

(f) Approve any capital or operating budgets of the Corporation to ensure that such budgets conform to the mission and philosophy of the Corporation;

(g) Approve the debt of the Corporation, in excess of an amount to be fixed from time to time by the Member, except for debt necessary to finance the cost of compliance with operational or physical plant standards required by law;

(h) Elect and remove, with or without cause, the President and

Executive Vice President of the Corporation;

(i) Approve the criteria for, and the process of evaluating the performance of, the Executive Vice President of the Corporation;

(j) Approve settlements of litigation when such settlements exceed applicable insurance coverage or the amount of any applicable self-insurance fund;

(k) Approve any corporate reorganization of the Corporation and the development or dissolution of any subsidiary organizations, including corporations, partnerships or other entities, of the Corporation; and

(l) Approve the strategic plan of the Corporation, provided that such right of approval shall not permit the Member to exercise any of the governance authority under applicable regulations unless the Member has received establishment approval from the Public Health Council of the State of New York.

(m) Exercise any powers the Corporation may have as a member or stockholder of another corporation or participant in any partnership, joint venture, or other entity:

(i) to change the philosophy, objectives and purposes of such corporation, partnership, joint venture or other entity or its ethical and religious standards;

(ii) to amend the certificate of incorporation, bylaws or other organizational agreement of such corporation partnership, joint venture or other entity;

(iii) to dissolve or liquidate such corporation, partnership, joint venture or other entity;

(iv) to elect or remove any of the members of the board of trustees or directors or other governing body of such corporation, partnership, joint venture or other entity;

(v) to appoint or approve the appointment of the president and/or the chief executive officer, managing partner or other similar officer of such corporation, partnership, joint venture or other entity;

(vi) to approve of a merger or consolidation of such corporation, partnership, joint venture or other entity;

(vii) to approve the creation of any subsidiary organization of such corporation or the affiliation of such corporations partnership, joint venture or other entity with any other entity for the purpose of, the joint conduct of business or other programs whether in the form of participation in a corporation, partnership, joint venture, co-tenancy or any other form of ownership or control;

(viii) to approve the conveyance of, or the granting of mortgages, trust deeds or the creation of other liens on, any real property assets of such corporation, partnership, joint venture or other entity (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially affect the value of the balance of the property);

(ix) to approve of the conveyance of any other assets of such corporation, partnership, joint venture or other entity, or the incurring of any indebtedness or series of indebtedness by such corporation, partnership, joint venture or other entity, or the guaranteeing of any indebtedness or series of indebtedness by such corporation, partnership, joint venture or other entity, any of which equals or exceeds the amount which requires approval by its member(s) or participant(s) as specified in the governing documents of such corporation, partnership, joint venture or other entity (other than loans to or indebtedness to or guarantees of indebtedness of, wholly-controlled entities within the Bon Secours Health System);

(x) to approve submission by such corporation, partnership, joint venture or other entity of an application for any grant, loan or license from any governmental agency or other authority which might result in the imposition of any conditions or requirements potentially inconsistent with the philosophy and mission of the Sisters of Bon Secours;

(xi) to exercise any powers such corporation, partnership, joint venture or other entity may have as a member of another entity for activities that may require, pursuant to its certificate of incorporation, partnership agreement or joint venture agreement, member or participant approval.

Should compliance with any of the restrictions in this provision require the Corporation to take any action which may contravene any law or regulation to which the Corporation may now or hereafter be subject, or require the licensure or establishment of the Member under

Article 28 of the Public Health Law, such restriction shall be null and void.

7. The foregoing amendments to the Certificate of Incorporation of the Corporation were authorized by vote of the Member pursuant to Section 802 of the Not-For-Profit Corporation Law of the State of New York.

8. The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is ~~265 Lafayette Avenue~~ Suffern, New York 10901, Att: President. c/o The Corporation, Route 59

~~9. This Certificate of Amendment of the Certificate of Incorporation shall be effective as of January 1, 2000, 12:01 a.m.~~

IN WITNESS WHEREOF, the undersigned has executed and signed this Certificate of Amendment and affirmed as true the statements made therein under penalties of perjury this 22 day of December ____, 1999.

James A. Martin, President

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CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

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

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 3 1 1999
TAX $ ____
BY: ____

Filed By:

Iseman, Cunningham, Riester & Hyde, L.L.P.
9 Thurlow Terrace
Albany, New York 12203
(518) 462-3000

RECEIVED
DEC 30 12 48 PM '99

6 99123100060

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y., File Number 060623000080 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007969664 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

DRAWDOWN
ACCT # JT8

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CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

(Under Section 803 of Not-For-Profit Corporation Law)

The undersigned, the President of Good Samaritan Hospital of Suffern, N.Y., hereby certifies that:

1. The name of the corporation is Good Samaritan Hospital of Suffern, N.Y. (hereinafter "the Corporation"). The name has not been changed.

2. The Corporation was formed pursuant to the Membership Corporations Law of the State of New York, and the Certificate of Incorporation of said Corporation was filed by the Department of State on January 26, 1904.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York.

4. The Corporation is a Type B corporation under Section 201 of the Not-For-Profit Corporation Law of the State of New York, and it shall continue to be a Type B corporation.

5. The Certificate of Incorporation of the Corporation is hereby amended:

(1) To DELETE paragraph Fifth which specifies the size of the Board of Directors, and

(2) to ADD new paragraphs Ninth, Tenth and Eleventh, wherein the Corporation (i) delegates to Bon Secours Charity Health System, Inc. certain responsibilities with respect to the operation of the Corporation and (ii) clarifies the size and management responsibility of the Board of Directors.

The corporate powers and purposes of the Corporation are not enlarged, limited or otherwise changed by this Certificate of Amendment.

6. To effectuate the amendments described in paragraph 5(b) of this Certificate of Amendment, paragraphs "Ninth," "Tenth," and "Eleventh" of the certificate of incorporation are hereby added, to read in their entirety as follows:

"Ninth. Except as otherwise required by law or this Certificate of Incorporation, all right, power, and authority of the Corporation shall be vested solely in, and all the business and affairs of the Corporation shall be managed under the direction of, the Member, and no action of the Corporation may be taken without the approval of the Member, unless the right of such approval has been delegated in the manner prescribed by the approved Bylaws of the Corporation; however, any person or entity contracting, agreeing, or otherwise dealing with the Corporation shall be entitled to rely upon a resolution of the Board of Directors authorizing the Corporation to enter into such contract, agreement or other understanding, when such resolution is certified by the President or Executive Vice President of the Corporation as being within the delegated powers of the Board, and any contract, agreement, or other understanding entered into by a person or entity in reliance upon such a certified resolution shall be binding upon the Corporation. The members of the Board of Directors shall be relieved of liability for managerial acts or omissions imposed upon members of the Board of Directors by law to the extent that, and as long as, any discretionary powers of the Board of Directors in the management of corporate affairs are exercised by the Member pursuant to this or any other provision of the Certificate of Incorporation.

Tenth. Specifically, with respect to the Corporation's authority to operate a hospital and provide other health care services· The Corporation delegates to Bon Secours Charity Health System, Inc. ("BSCHSI"), pursuant to Section 701 of the Not-for-Profit Corporation Law, the following exclusive authority· approve strategic plans; approve capital budgets; approve operating budgets, approve debt, maintain a single, consolidated set of books and financial records; move and share assets in accordance with applicable law and contractual obligations among BSCHSI, Good Samaritan Hospital of Suffern, New York, Mercy Community Hospital of Port Jervis, New York, St Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.; combine and centralize administrative and support functions, authority to approve the submission of Certificate of Need applications; and such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, the activation or rescission by the Corporation of the delegation of such decision-making authority to occur by resolution of the Board of Directors of the Corporation setting forth the matters in respect of which the delegation of such decision-making authority is being activated or rescinded, provided, however, that a certified copy of any such resolution shall have been provided to the Department of Health prior to review of

any such activation or rescission, and further provided that any amendment to this Certificate of Incorporation to rescind or limit the delegation of such decision-making authority shall require the prior approval of the Public Health Council.

Eleventh. To the extent delegated by the Member or required by law, the business and affairs of the Corporation shall be managed under the direction of its Board of Directors. The Corporation shall have between seven (7) and nineteen (19) Directors, as determined from time to time by the Member, and who shall be appointed by the Member. All powers of the Corporation delegated to the Board pursuant to the procedure set forth in the Bylaws may be exercised by or under the authority of the Board of Directors."

7. The foregoing amendments to the Certificate of Incorporation of the Corporation were authorized by consent of the Member entiled to vote thereon pursuant to Section 802 of the Not-For-Profit Corporation Law of the State of New York.

8. The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is c/o The Corporation, Route 59, Suffern, New York 10901, Att: President.

IN WITNESS WHEREOF, the undersigned has executed and signed this Certificate of Amendment and affirmed as true the statements made therein under penalties of perjury this 27 day of March, 2002.

Mary L. Moran, S.C.

Sister MARY L. MORAN, President

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

PUBLIC HEALTH COUNCIL

April 15, 2002

Ms. Lori Quigley
Vice President, Planning
Bon Secours New York Health System
225 Lafayette Avenue
Suffern, New York 10901

Re: Certificate of Amendment of the Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y.

Dear Ms. Quigley:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 25th day of January, 2002, I hereby certify that the Public Health Council consents to the filing of the Certificate of Amendment of the Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y., dated March 27, 2002.

Sincerely,

Donna Peterson for

Karen S. Westervelt
Executive Secretary

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F06062300080

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

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

STATE OF NEW YORK
DEPARTMENT OF STATE
JUN 23 2006
TAX $ —
BY: PJC
ROCK

Filed By:

Iseman, Cunningham, Riester & Hyde, L L.P.
60 Cutter Mill Road
Great Neck, New York 11021
(516) 466-5555

DRAWDOWN ACCT. # 38

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092

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y., File Number 110208000778 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

(Under Section 803 of Not-For-Profit Corporation Law)

The undersigned, the President of Good Samaritan Hospital of Suffern, N.Y., hereby certifies that:

1. The name of the corporation is Good Samaritan Hospital of Suffern, N.Y. (hereinafter "the Corporation").

2. The Certificate of Incorporation of the Corporation was originally filed with the Department of State on January 26, 1904 pursuant to the Membership Corporations Law of the State of New York.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York.

4. The Corporation is a Type B corporation under Section 201 of the Not-For-Profit Corporation Law of the State of New York, and it shall continue to be a Type B corporation.

5. The Certificate of Incorporation of the Corporation is hereby amended to add a new paragraph TWELFTH in order to clarify the Corporation's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. The corporate powers and purposes of the Corporation are not enlarged, limited or otherwise changed by this Certificate of Amendment.

6. To effectuate the amendment described in paragraph 5 of this Certificate of Amendment, the following paragraph is hereby added to the Certificate of Incorporation:

> "TWELFTH: The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code."

7. The foregoing amendment to the Certificate of Incorporation of the Corporation was authorized by consent of the sole Member entitled to vote thereon pursuant to Section 802 of the Not-For-Profit Corporation Law of the State of New York.

8. The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is Good Samaritan Hospital of Suffern, N.Y., 285 Lafayette Avenue, Suffern, New York 10901, Att: President.

IN WITNESS WHEREOF, the undersigned has executed and signed this Certificate of Amendment and affirmed as true the statements made therein under penalties of perjury this 27th day of January, 2011.

Fred Kelly, Chairperson
Board of Directors
Bon Secours Charity Health System, Inc

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CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

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

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DRAWDOWN
ACCT # J8

Filed By:

Iseman, Cunningham, Riester & Hyde, LLP
9 Thurlow Terrace
Albany, New York 12203
(518) 462-3000

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STATE OF NEW YORK
DEPARTMENT OF STATE
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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y., File Number 150519000390 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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Restated Certificate of Incorporation of

GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

Under Section 805 of NYS Not-For-Profit Corporation Law

The undersigned, the Chief Executive Officer of GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y. (the "Corporation"), hereby certifies that:

1. The name of the Corporation is GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

2. The Corporation's Certificate of Incorporation was filed by the Department of State on January 26, 1904, pursuant to the Not-for-Profit Corporation Law of the State of New York ("NPCL").

3. The text of the Certificate of Incorporation is restated to effect the following changes:

   a. INSERT new Article Second, regarding the Corporation's designation as a charitable corporation, which shall read in its entirety as follows:

      "SECOND: The Corporation is a corporation as defined in Subsection (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL") and is a charitable corporation as defined in Section 201 of the NPCL."

   b. RENUMBER Article Second, regarding the Corporation's purposes, as Article Third.

   c. OMIT Article Third, regarding the Corporation's territory.

   d. REPLACE Article Fourth, regarding the location of the Corporation's office, in its entirety with the following new paragraph:

      "FOURTH: The office of the Corporation is located in Rockland County, New York."

   e. OMIT Article Fifth, regarding the initial directors.

   f. DELETE Article Sixth, regarding the Corporation's annual meeting.

   g. RENUMBER Article Seventh, regarding the Corporation's sole member, as Article Fifth, and REPLACE in its entirety with the following new paragraph:

      "FIFTH: The sole Member of the Corporation shall be Bon Secours Charity Health System, Inc., a New York not-for-profit corporation (the "Member").

5.1 The powers reserved to the Member are set forth below, and action with respect to any such matters may not be taken by the Corporation without the approval of the Member, and as may be set forth below, the approval(s) of Bon Secours Health System, Inc. ("BSHSI"), the Sisters of Charity of Saint Elizabeth ("Sisters of Charity") and/or WMC Health Network-Rockland, Inc. ("WMC Health Network"), as applicable, in accordance with their respective governing documents. Such exercise of the Member's reserved powers will be effective when the Corporation receives written notice of the appropriate action having been taken by the Member. If approval by BSHSI, the Sisters of Charity and/or WMC Health Network is required, written notice of the appropriate action having been taken by such party is required. BSHSI, the Sisters of Charity and WMC Health Network agree to give notice of its approval or disapproval of the proposed action within thirty (30) calendar days of the notice of proposed action from the other parties. Should any of BSHSI, the Sisters of Charity and/or WMC Health Network fail to give its notice by the 30th calendar day, such party will be deemed to have waived its right to approve or disapprove such action.

5.2 The Member has been duly licensed pursuant to Article 28 of the New York State Public Health Law as the co-established operator of the Corporation. As such, the Member, acting through its Board of Directors, has accepted the delegation of and exercises the following authorities:

(i) To change the philosophy, objectives or purposes of the Corporation, its mission and vision statements, ethical and religious standards, juridic status or its religious sponsorship (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(ii) To amend any provision of the Certificate or the Bylaws (exercise of this power also requires approval of BSHSI and WMC Health Network; approval of the Sisters of Charity is also required if such amendment would diminish or eliminate the rights of the Sisters of Charity).

(iii) To change the name of the Corporation (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(iv) To dissolve or liquidate the Corporation, or sell all or substantially all of its assets (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(v) To merge or consolidate the Corporation (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(vi) To create any wholly-owned subsidiary entity (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network; provided, however, that the approval of the Sisters of Charity is for the purpose of ensuring that the Catholic identity and mission of the Corporation are protected, and further provided that such approval will not be unreasonably withheld).

(vii) To create or acquire an interest (e.g., stock, equity interest, membership interest, or partnership interest) in any joint venture entity, or to acquire, sell or transfer all or any part of an interest in any such entity, where entity means any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity in which the Corporation holds an interest, either directly or indirectly (through one or more entities) (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network; provided, however, that the approval of the Sisters of Charity is for the purpose of ensuring that the Catholic identity and mission of the Corporation are protected, and further provided that such approval will not be unreasonably withheld).

(viii) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony (as that term is defined below) of the Corporation, regardless of value, or any real property, including stable patrimony, of the Corporation (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property) (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network; provided, however, that as to real property other than stable patrimony, the approval of the Sisters of Charity is for the purpose of ensuring that the Catholic identity and mission of the Corporation are protected, and further provided that such approval will not be unreasonably withheld). For purposes of the Certificate and the Bylaws, the term "stable patrimony" means the acute care hospital owned and operated by the Corporation.

(ix) Subject to the requirements of law, to incur or guarantee, on behalf of the Corporation, any single instance of indebtedness that

exceeds $30,000,000, and to approve the long-term plan of finance and debt structure, and any changes thereto (exercise of this power also requires approval of BSHSI and WMC Health Network, except for any debt necessary to finance the cost of compliance with operational or physical plant standards required by law).

(x) To approve strategic plans.

(xi) To approve capital budgets and operating budgets.

(xii) To maintain a single, consolidated set of books and financial records.

(xiii) To move and share assets in accordance with applicable law and contractual obligations among the Member, Good Samaritan Hospital of Suffern, N.Y., Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.

(xiv) To combine and centralize administrative and support functions.

(xv) To approve the submission of any Certificate of Need applications that add or eliminate services, any plans for closure of the facility operated by the Corporation, or any other application as required by law (exercise of the right to close the facility also requires the approval of BSHSI, the Sisters of Charity and WMC Health Network as it relates to conformance with the mission and philosophy of the Corporation).

(xvi) To exercise such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, the activation or rescission by the Corporation of the delegation of such decision-making authority to occur by resolution of the Board of the Corporation setting forth the matters in respect of which the delegation of such decision-making authority is being activated or rescinded; provided, however, that a certified copy of any such resolution will have been provided to the Department of Health prior to review of any such activation or rescission, and further provided that any amendment to the Certificate to rescind or limit the delegation of such decision-making authority will require the prior approval of the Public Health and Health Planning Council.

5.3 The Corporation further reserves and delegates to BSHSI, the Sisters of Charity and WMC Health Network the following actions:

(i) To WMC Health Network, the appointment of sixty percent (60%) (rounded up to the next whole number) of the Directors, after consultation with BSHSI and the Sisters of Charity, and removal with or without cause, of any such Director so elected.

(ii) To BSHSI and the Sisters of Charity, jointly, the appointment of forty percent (40%) (rounded down to the next whole number) of the Directors (such 40% to include the Sponsor Representative and the Sponsor Representative of the Member, if a member of the Board), after consultation with WMC Health Network, and removal with or without cause, of any such Director so elected.

(iii) To BSHSI and the Sisters of Charity, jointly, the appointment of the Sponsor Representative, after consultation with WMC Health Network, and removal with or without cause, of any Sponsor Representative so appointed.

Solely for purposes of calculating the number of Directors to be appointed by BSHSI, the Sisters of Charity and WMC Health Network, the President/Chief Executive Officer of the Corporation will not be included in the total number of Directors.

5.4 Powers Reserved with Regard to Subsidiaries of the Corporation. The Member will appoint the Board of Directors of subsidiaries of the Corporation and reserves the authority to approve the actions listed in Section 5.3(i)-(xv) above as to such subsidiaries. In addition to the powers reserved to the Member, action by a subsidiary with respect to any matters set forth below may not be taken without the approval of the Sisters of Charity. The approval of the Sisters of Charity is for the purpose of ensuring that the Catholic identity and mission of such subsidiary entity are protected, and the approval of the Sisters of Charity will not be unreasonably withheld. Such reserved powers of the Member and the Sisters of Charity will be set forth in the governing documents of those subsidiaries, provided, however, that the Member and/or the Sisters of Charity may not act with respect to such subsidiaries if such action may be performed only by entities established under Article 28 of the Public Health Law, or as otherwise prohibited by law.

(i) To change the philosophy, objectives or purposes of such subsidiary entity, its mission and vision statements, ethical and religious standards, juridic status or its religious sponsorship.

(ii) To amend any provision of the certificate of incorporation or bylaws of such subsidiary entity.

(iii) To change the name of such subsidiary entity.

(iv) To dissolve or liquidate such subsidiary entity, or sell all or substantially all of its assets (if such subsidiary entity holds stable patrimony).

(v) To merge or consolidate such subsidiary entity (if such subsidiary entity holds stable patrimony).

(vi) To create any wholly-owned subsidiary entity.

(vii) To create or acquire an interest (e.g., stock, equity interest, membership interest, or partnership interest) in any joint venture entity, or to acquire, sell or transfer all or any part of an interest in any such entity, where entity means any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity in which such subsidiary entity holds an interest, either directly or indirectly (through one or more entities).

(viii) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony of such entity, regardless of value, (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property)."

h. DELETE Article Eighth, regarding actions of the Member.

i. RENUMBER Article Ninth, regarding delegations to the Member, as Article Sixth, and REPLACE references to "BSCHSI" with "BSCHS" and the reference to "Public Health Council" with "Public Health and Health Planning Council".

j. DELETE Article Tenth, regarding the size of the Corporation's Board of Directors.

k. RENUMBER Article Eleventh, regarding the Corporation's tax-exempt status, as Article Seventh.

l. ADD new Articles Eighth, Ninth and Tenth, regarding required tax-exemption language, which shall read in their entirety as follows:

"EIGHTH: No part of the net earnings of the Corporation shall inure to the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more

of its purposes), and no Officer, Member of the Board or Member of the Corporation or any other private individual, shall be entitled to share in the distribution of the Corporation, except the Corporation may confer benefits in the form of distributions, in dissolution and otherwise, upon a Member of the Corporation or its Members so long as such organization is described in Section 501(c)(3) of the Code and otherwise is qualified under Federal law to receive such distribution.

NINTH: The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

TENTH: With respect to any taxable year or years of the Corporation, if any, during which it is determined to be a private foundation, as defined in Section 509 of the Code, it shall make distributions for such years at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings, as defined in Section 4943(c) of the Code, (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Code."

m. ADD new Article Eleventh, regarding the conduct of the Corporation's business and affairs, which shall read in its entirety as follows:

"ELEVENTH: The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, as promulgated by the Roman Catholic Church, and the Ethical and Religious Directives for the Catholic Health Care Services, as promulgated by the United States Conference of Catholic Bishops, as amended from time to time."

n. ADD new Article Twelfth, regarding the designation of the Secretary of State as agent, which shall read in its entirety as follows:

"TWELFTH: The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is: President/Chief Executive Officer, Bon Secours Charity Health System, Inc., 255 Lafayette Ave, Suffern, NY 10901."

4. The text of the Certificate of Incorporation is restated as amended to read as set forth in full below:

Certificate of Incorporation of

GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

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

FIRST: The name of the corporation is GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y. (the "Corporation").

SECOND: The Corporation is a corporation as defined in Subsection (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL") and is a charitable corporation as defined in Section 201 of the NPCL.

THIRD: That the business and objects of the Corporation shall be to provide on a not-for-profit basis hospital facilities and services for the care and treatment of persons who are acutely ill and who otherwise require medical care and related services of the kind customarily furnished most effectively by hospitals pursuant to Section 242 of the National Hospital Act, as amended and more particularly:

a. To establish, maintain, and operate a hospital to provide facilities for the health care of the community.

b. To carry on education activities related to the care of the sick and the maintenance and promotion of health.

c. To establish, promote and maintain research related to the care of the sick and the maintenance and promotion of health.

d. To participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general health of the community, in furtherance of the corporate purposes.

e. To undertake charitable, scientific, educational and religious purposes associated with the operation of the hospital for the care of the sick and maintenance and promotion of health.

f. Nothing herein is to be construed as authorizing the Corporation to operate an institution of higher education or to offer educational programs in the professions designated in Title VIII of the Education Law.

g. The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes, and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

That the Corporation be empowered:

i. To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article Second hereof.

ii. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.

iii. To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, acting by and through the Federal Housing Commissioner, and of such other instruments and undertaking as may be necessary to enable the Corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. Such Regulatory Agreement and other instruments and undertaking shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is insured or held by the Secretary of Housing and Urban Development.

iv. Bylaws of the Corporation may be adopted by the Members of the Corporation at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of this Certificate of Incorporation or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development, pursuant to paragraph (iii) of this Article Second.

v. So long as a mortgage on the Corporation's property is insured or held by the Secretary of Housing and Urban Development, this Certificate of Incorporation may not be amended without prior written approval of the said Secretary.

vi. Upon dissolution of the Corporation, the Member of the Corporation, shall after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations as the Member of the Corporation shall determine in accordance with the Bylaws, provided such organization or organizations are organized and operated for religious, charitable, educational or scientific purposes and, at the time of such disposition,

qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and are otherwise qualified under Federal law to receive such distributions. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operate exclusively for such purposes, as said court shall determine.

FOURTH: The office of the Corporation is located in Rockland County, New York.

FIFTH: The sole Member of the Corporation shall be Bon Secours Charity Health System, Inc., a New York not-for-profit corporation (the "Member").

5.1 The powers reserved to the Member are set forth below, and action with respect to any such matters may not be taken by the Corporation without the approval of the Member, and as may be set forth below, the approval(s) of Bon Secours Health System, Inc. ("BSHSI"), the Sisters of Charity of Saint Elizabeth ("Sisters of Charity") and/or WMC Health Network-Rockland, Inc. ("WMC Health Network"), as applicable, in accordance with their respective governing documents. Such exercise of the Member's reserved powers will be effective when the Corporation receives written notice of the appropriate action having been taken by the Member. If approval by BSHSI, the Sisters of Charity and/or WMC Health Network is required, written notice of the appropriate action having been taken by such party is required. BSHSI, the Sisters of Charity and WMC Health Network agree to give notice of its approval or disapproval of the proposed action within thirty (30) calendar days of the notice of proposed action from the other parties. Should any of BSHSI, the Sisters of Charity and/or WMC Health Network fail to give its notice by the 30th calendar day, such party will be deemed to have waived its right to approve or disapprove such action.

5.2 The Member has been duly licensed pursuant to Article 28 of the New York State Public Health Law as the co-established operator of the Corporation. As such, the Member, acting through its Board of Directors, has accepted the delegation of and exercises the following authorities:

(i) To change the philosophy, objectives or purposes of the Corporation, its mission and vision statements, ethical and religious standards, juridic status or its religious sponsorship (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(ii) To amend any provision of the Certificate or the Bylaws (exercise of this power also requires approval of BSHSI and WMC Health Network; approval of the Sisters of Charity is also required if such

amendment would diminish or eliminate the rights of the Sisters of Charity).

(iii) To change the name of the Corporation (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(iv) To dissolve or liquidate the Corporation, or sell all or substantially all of its assets (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(v) To merge or consolidate the Corporation (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(vi) To create any wholly-owned subsidiary entity (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network; provided, however, that the approval of the Sisters of Charity is for the purpose of ensuring that the Catholic identity and mission of the Corporation are protected, and further provided that such approval will not be unreasonably withheld).

(vii) To create or acquire an interest (e.g., stock, equity interest, membership interest, or partnership interest) in any joint venture entity, or to acquire, sell or transfer all or any part of an interest in any such entity, where entity means any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity in which the Corporation holds an interest, either directly or indirectly (through one or more entities) (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network; provided, however, that the approval of the Sisters of Charity is for the purpose of ensuring that the Catholic identity and mission of the Corporation are protected, and further provided that such approval will not be unreasonably withheld).

(viii) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony (as that term is defined below) of the Corporation, regardless of value, or any real property, including stable patrimony, of the Corporation (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property) (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health

Network; provided, however, that as to real property other than stable patrimony, the approval of the Sisters of Charity is for the purpose of ensuring that the Catholic identity and mission of the Corporation are protected, and further provided that such approval will not be unreasonably withheld). For purposes of the Certificate and the Bylaws, the term "stable patrimony" means the acute care hospital owned and operated by the Corporation.

(ix) Subject to the requirements of law, to incur or guarantee, on behalf of the Corporation, any single instance of indebtedness that exceeds $30,000,000, and to approve the long-term plan of finance and debt structure, and any changes thereto (exercise of this power also requires approval of BSHSI and WMC Health Network, except for any debt necessary to finance the cost of compliance with operational or physical plant standards required by law).

(x) To approve strategic plans.

(xi) To approve capital budgets and operating budgets.

(xii) To maintain a single, consolidated set of books and financial records.

(xiii) To move and share assets in accordance with applicable law and contractual obligations among the Member, Good Samaritan Hospital of Suffern, N.Y., Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.

(xiv) To combine and centralize administrative and support functions.

(xv) To approve the submission of any Certificate of Need applications that add or eliminate services, any plans for closure of the facility operated by the Corporation, or any other application as required by law (exercise of the right to close the facility also requires the approval of BSHSI, the Sisters of Charity and WMC Health Network as it relates to conformance with the mission and philosophy of the Corporation).

(xvi) To exercise such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, the activation or rescission by the Corporation of the delegation of such decision-making authority to occur by resolution of the Board of the Corporation setting forth the matters in respect of which the delegation of such decision-making authority is being activated or rescinded; provided, however, that a certified copy of

any such resolution will have been provided to the Department of Health prior to review of any such activation or rescission, and further provided that any amendment to the Certificate to rescind or limit the delegation of such decision-making authority will require the prior approval of the Public Health and Health Planning Council.

5.3 The Corporation further reserves and delegates to BSHSI, the Sisters of Charity and WMC Health Network the following actions:

(i) To WMC Health Network, the appointment of sixty percent (60%) (rounded up to the next whole number) of the Directors, after consultation with BSHSI and the Sisters of Charity, and removal with or without cause, of any such Director so elected.

(ii) To BSHSI and the Sisters of Charity, jointly, the appointment of forty percent (40%) (rounded down to the next whole number) of the Directors (such 40% to include the Sponsor Representative and the Sponsor Representative of the Member, if a member of the Board), after consultation with WMC Health Network, and removal with or without cause, of any such Director so elected.

(iii) To BSHSI and the Sisters of Charity, jointly, the appointment of the Sponsor Representative, after consultation with WMC Health Network, and removal with or without cause, of any Sponsor Representative so appointed.

Solely for purposes of calculating the number of Directors to be appointed by BSHSI, the Sisters of Charity and WMC Health Network, the President/Chief Executive Officer of the Corporation will not be included in the total number of Directors.

5.4 Powers Reserved with Regard to Subsidiaries of the Corporation. The Member will appoint the Board of Directors of subsidiaries of the Corporation and reserves the authority to approve the actions listed in Section 5.2(i)-(xv) above as to such subsidiaries. In addition to the powers reserved to the Member, action by a subsidiary with respect to any matters set forth below may not be taken without the approval of the Sisters of Charity. The approval of the Sisters of Charity is for the purpose of ensuring that the Catholic identity and mission of such subsidiary entity are protected, and the approval of the Sisters of Charity will not be unreasonably withheld. Such reserved powers of the Member and the Sisters of Charity will be set forth in the governing documents of those subsidiaries, provided, however, that the Member and/or the Sisters of Charity may not act with respect to such subsidiaries if such action may be

performed only by entities established under Article 28 of the Public Health Law, or as otherwise prohibited by law.

(i) To change the philosophy, objectives or purposes of such subsidiary entity, its mission and vision statements, ethical and religious standards, juridic status or its religious sponsorship.

(ii) To amend any provision of the certificate of incorporation or bylaws of such subsidiary entity.

(iii) To change the name of such subsidiary entity.

(iv) To dissolve or liquidate such subsidiary entity, or sell all or substantially all of its assets (if such subsidiary entity holds stable patrimony).

(v) To merge or consolidate such subsidiary entity (if such subsidiary entity holds stable patrimony).

(vi) To create any wholly-owned subsidiary entity.

(vii) To create or acquire an interest (e.g., stock, equity interest, membership interest, or partnership interest) in any joint venture entity, or to acquire, sell or transfer all or any part of an interest in any such entity, where entity means any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity in which such subsidiary entity holds an interest, either directly or indirectly (through one or more entities).

(viii) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony of such entity, regardless of value, (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property).

SIXTH: Specifically, with respect to the Corporation's authority to operate a hospital and provide health care services: The Corporation delegates to Bon Secours Charity Health System, Inc. ("BSCHS"), pursuant to Section 701 of the Not-for-Profit Corporation Law, the following exclusive authority: approve strategic plans; approve capital budgets; approve operating budgets; approve debt; maintain a single, consolidated set of books and financial records; move and share assets in accordance with applicable law and contractual obligations among BSCHS, Good Samaritan Hospital of Suffern, New York, Bon Secours Community Hospital, St.

Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.; combine and centralize administrative and support functions; authority to approve the submission of Certificate of Need applications; and such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, the activation or rescission by the Corporation of the delegation of such decision-making authority to occur by resolution of the Board of Directors of the Corporation setting forth the matters in respect of which the delegation of such decision-making authority is being activated or rescinded; provided, however, that a certified copy of any such resolution shall have been provided to the Department of Health prior to review of any such activation or rescission, and further provided that any amendment to this Certificate of Incorporation to rescind or limit the delegation of such decision-making authority shall require the prior approval of the Public Health and Health Planning Council.

SEVENTH: The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

EIGHTH: No part of the net earnings of the Corporation shall inure to the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Officer, Member of the Board or Member of the Corporation or any other private individual, shall be entitled to share in the distribution of the Corporation, except the Corporation may confer benefits in the form of distributions, in dissolution and otherwise, upon a Member of the Corporation or its Members so long as such organization is described in Section 501(c)(3) of the Code and otherwise is qualified under Federal law to receive such distribution.

NINTH: The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

TENTH: With respect to any taxable year or years of the Corporation, if any, during which it is determined to be a private foundation, as defined in Section 509 of the Code, it shall make distributions for such years at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings, as defined in

Section 4943(c) of the Code, (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Code.

ELEVENTH: The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, as promulgated by the Roman Catholic Church, and the Ethical and Religious Directives for the Catholic Health Care Services, as promulgated by the United States Conference of Catholic Bishops, as amended from time to time.

TWELFTH: The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is: President/Chief Executive Officer, Bon Secours Charity Health System, Inc., 255 Lafayette Ave, Suffern, NY 10901.

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5. This Restated Certificate of Incorporation was authorized by vote of the Corporation's Member in accordance with Section 802(a) of the Not-for-Profit Corporation Law.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation on this 8th day of May, 2015.

Mary Leahy, M.D.
Chief Executive Officer

390

FILED
2015 MAY 19 PM 12:06

Restated
Certificate of Incorporation of
GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

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

ICC

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 19 2015
TAX $
BY:

DRAWDOWN
ACCT # J8

Filed By:

Karen E. Sosler, Esq.
ISEMAN, CUNNINGHAM, RIESTER & HYDE, LLP
9 Thurlow Terrace
Albany, New York 12203
(518) 462-3000

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y., File Number 151026000582 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007969678 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

151026000582

Restated Certificate of Incorporation of

GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

Under Section 805 of NYS Not-For-Profit Corporation Law

The undersigned, the President/Chief Executive Officer of GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y. (the "Corporation"), hereby certifies that:

1. The name of the Corporation is GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

2. The Corporation's Certificate of Incorporation was filed by the Department of State on January 26, 1904, pursuant to the Not-for-Profit Corporation Law of the State of New York ("NPCL").

3. The text of the Certificate of Incorporation is restated to effect the following changes:

   a. INSERT in Article Third the following opening paragraph, regarding the Corporation's tax-exempt purposes:

      "THIRD: The purposes of the Corporation shall be:

      3.1 Consistent with the charitable purposes of the Sisters of Bon Secours and Sisters of Charity of Saint Elizabeth, religious congregations of the Roman Catholic Church, the charitable health care mission, philosophy and policies of Bon Secours Ministries, through which the health care mission of the Sisters of Bon Secours is furthered, and in conformity with the ethical and moral teachings of the Roman Catholic Church, to be operated and organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code")."

   b. INSERT "3.2" as the paragraph number for the former first paragraph of Article Third.

   c. REPLACE in their entirety paragraphs (i) and (ii) of Article Third, regarding the Corporation's powers, with the following:

      "3.3 To conduct any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, or attainment of the foregoing purposes."

   d. DELETE paragraphs (iii) through (v) of Article Third, regarding HUD financing, because no longer applicable.

GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

e. RENUMBER paragraph (vi) of Article Third, regarding dissolution of the Corporation, as Article Twelfth, and REPLACE in its entirety with the following:

"TWELFTH: Subject to any approvals required in this Certificate of Incorporation or in the NPCL, upon dissolution of the Corporation for any reason, the Board of Directors shall adopt a plan of dissolution and distribute the assets of the Corporation in accordance with the following:

12.1 After paying or making provision for payment of all known debts, obligations and liabilities of the Corporation to third parties, including debts owed to any Member or its affiliates, the Board of Directors shall pay to BSHSI (or its successor organization(s)), as an organization that qualifies as exempt from federal income taxation under Section 501(c)(3) of the Code and that is engaged in activities substantially similar to that of the Corporation, BSHSI's Capital Contribution of Eighty Million Dollars ($80,000,000) to the Corporation, unless BSHSI has already received the return of all or a portion of such capital contribution upon the dissolution of the Member or otherwise (in which event the $80,000,000 shall be reduced by the amount(s) returned to BSHSI).

12.2 After payment of said Capital Contribution, the Board of Directors shall distribute the Corporation's remaining assets and property as follows: BSHSI shall have discretion to direct the distribution of forty percent (40%) of the remaining assets and property of the Corporation and WMC-Rockland shall have discretion to direct the distribution of sixty percent (60%) of the remaining assets and property of the Corporation, provided that all remaining assets and property of the Corporation are to be distributed to one or more organizations that is organized and operated for purposes, and engages in activities, substantially similar to those of the Corporation as described in this Certificate of Incorporation and that qualifies as exempt from federal income taxation under Section 501(c)(3) of the Code at the time of such distribution.

12.3 Any of the Corporation's remaining assets not so disposed of under 12.2 shall be disposed of by the New York Attorney General or a Justice of the Supreme Court exclusively for such purposes, or to such organization(s) as the New York Attorney General or a Justice of the Supreme Court shall determine, which is exempt from federal income taxation under Section 501(c)(3) of the Code and is organized and operated for purposes, and engages in activities, substantially similar to those of the Corporation as described in this Certificate of Incorporation. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation."

d. RENUMBER Article Twelfth, regarding the Secretary as agent, as Article Thirteenth.

4. The text of the Certificate of Incorporation is restated as amended to read as set forth in full below:

Certificate of Incorporation of

GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

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

FIRST: The name of the corporation is GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y. (the "Corporation").

SECOND: The Corporation is a corporation as defined in Subsection (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL") and is a charitable corporation as defined in Section 201 of the NPCL.

THIRD: The purposes of the Corporation shall be:

3.1 Consistent with the charitable purposes of the Sisters of Bon Secours and Sisters of Charity of Saint Elizabeth, religious congregations of the Roman Catholic Church, the charitable health care mission, philosophy and policies of Bon Secours Ministries, through which the health care mission of the Sisters of Bon Secours is furthered, and in conformity with the ethical and moral teachings of the Roman Catholic Church, to be operated and organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

3.2 That the business and objects of the Corporation shall be to provide on a not-for-profit basis hospital facilities and services for the care and treatment of persons who are acutely ill and who otherwise require medical care and related services of the kind customarily furnished most effectively by hospitals pursuant to Section 242 of the National Hospital Act, as amended and more particularly:

a. To establish, maintain, and operate a hospital to provide facilities for the health care of the community.

b. To carry on education activities related to the care of the sick and the maintenance and promotion of health.

c. To establish, promote and maintain research related to the care of the sick and the maintenance and promotion of health.

d. To participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general health of the community, in furtherance of the corporate purposes.

e. To undertake charitable, scientific, educational and religious purposes associated with the operation of the hospital for the care of the sick and maintenance and promotion of health.

f. Nothing herein is to be construed as authorizing the Corporation to operate an institution of higher education or to offer educational programs in the professions designated in Title VIII of the Education Law.

g. The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes, and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

3.3 To conduct any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, or attainment of the foregoing purposes.

FOURTH: The office of the Corporation is located in Rockland County, New York.

FIFTH: The sole Member of the Corporation shall be Bon Secours Charity Health System, Inc., a New York not-for-profit corporation (the "Member").

5.1 The powers reserved to the Member are set forth below, and action with respect to any such matters may not be taken by the Corporation without the approval of the Member, and as may be set forth below, the approval(s) of Bon Secours Health System, Inc. ("BSHSI"), the Sisters of Charity of Saint Elizabeth ("Sisters of Charity") and/or WMC Health Network-Rockland, Inc. ("WMC Health Network"), as applicable, in accordance with their respective governing documents. Such exercise of the Member's reserved powers will be effective when the Corporation receives written notice of the appropriate action having been taken by the Member. If approval by BSHSI, the Sisters of Charity and/or WMC Health Network is required, written notice of the appropriate action having been taken by such party is required. BSHSI, the Sisters of Charity and WMC Health Network agree to give notice of its approval or disapproval of the proposed action within thirty (30) calendar days of the notice of proposed action from the other parties. Should any of BSHSI, the Sisters of Charity and/or WMC Health Network fail to give its notice by the 30th calendar day, such party will be deemed to have waived its right to approve or disapprove such action.

5.2 The Member has been duly licensed pursuant to Article 28 of the New York State Public Health Law as the co-established operator of the Corporation. As such, the Member, acting through its Board of Directors, has accepted the delegation of and exercises the following authorities:

(i) To change the philosophy, objectives or purposes of the Corporation, its mission and vision statements, ethical and religious standards, juridic status or its religious sponsorship (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(ii) To amend any provision of the Certificate or the Bylaws (exercise of this power also requires approval of BSHSI and WMC Health Network; approval of the Sisters of Charity is also required if such amendment would diminish or eliminate the rights of the Sisters of Charity).

(iii) To change the name of the Corporation (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(iv) To dissolve or liquidate the Corporation, or sell all or substantially all of its assets (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(v) To merge or consolidate the Corporation (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(vi) To create any wholly-owned subsidiary entity (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network; provided, however, that the approval of the Sisters of Charity is for the purpose of ensuring that the Catholic identity and mission of the Corporation are protected, and further provided that such approval will not be unreasonably withheld).

(vii) To create or acquire an interest (e.g., stock, equity interest, membership interest, or partnership interest) in any joint venture entity, or to acquire, sell or transfer all or any part of an interest in any such entity, where entity means any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity in which the Corporation holds an interest, either directly or indirectly (through one or more entities) (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network; provided, however, that the

approval of the Sisters of Charity is for the purpose of ensuring that the Catholic identity and mission of the Corporation are protected, and further provided that such approval will not be unreasonably withheld).

(viii) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony (as that term is defined below) of the Corporation, regardless of value, or any real property, including stable patrimony, of the Corporation (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property) (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network; provided, however, that as to real property other than stable patrimony, the approval of the Sisters of Charity is for the purpose of ensuring that the Catholic identity and mission of the Corporation are protected, and further provided that such approval will not be unreasonably withheld). For purposes of the Certificate and the Bylaws, the term "stable patrimony" means the acute care hospital owned and operated by the Corporation.

(ix) Subject to the requirements of law, to incur or guarantee, on behalf of the Corporation, any single instance of indebtedness that exceeds $30,000,000, and to approve the long-term plan of finance and debt structure, and any changes thereto (exercise of this power also requires approval of BSHSI and WMC Health Network, except for any debt necessary to finance the cost of compliance with operational or physical plant standards required by law).

(x) To approve strategic plans.

(xi) To approve capital budgets and operating budgets.

(xii) To maintain a single, consolidated set of books and financial records.

(xiii) To move and share assets in accordance with applicable law and contractual obligations among the Member, Good Samaritan Hospital of Suffern, N.Y., Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.

(xiv) To combine and centralize administrative and support functions.

(xv) To approve the submission of any Certificate of Need applications that add or eliminate services, any plans for closure of the facility operated by the Corporation, or any other application as required by law (exercise of the right to close the facility also requires the approval of BSHSI, the Sisters of Charity and WMC Health Network as it relates to conformance with the mission and philosophy of the Corporation).

(xvi) To exercise such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, the activation or rescission by the Corporation of the delegation of such decision-making authority to occur by resolution of the Board of the Corporation setting forth the matters in respect of which the delegation of such decision-making authority is being activated or rescinded; provided, however, that a certified copy of any such resolution will have been provided to the Department of Health prior to review of any such activation or rescission, and further provided that any amendment to the Certificate to rescind or limit the delegation of such decision-making authority will require the prior approval of the Public Health and Health Planning Council.

5.3 The Corporation further reserves and delegates to BSHSI, the Sisters of Charity and WMC Health Network the following actions:

(i) To WMC Health Network, the appointment of sixty percent (60%) (rounded up to the next whole number) of the Directors, after consultation with BSHSI and the Sisters of Charity, and removal with or without cause, of any such Director so elected.

(ii) To BSHSI and the Sisters of Charity, jointly, the appointment of forty percent (40%) (rounded down to the next whole number) of the Directors (such 40% to include the Sponsor Representative and the Sponsor Representative of the Member, if a member of the Board), after consultation with WMC Health Network, and removal with or without cause, of any such Director so elected.

(iii) To BSHSI and the Sisters of Charity, jointly, the appointment of the Sponsor Representative, after consultation with WMC Health Network, and removal with or without cause, of any Sponsor Representative so appointed.

Solely for purposes of calculating the number of Directors to be appointed by BSHSI, the Sisters of Charity and WMC Health Network, the

President/Chief Executive Officer of the Corporation will not be included in the total number of Directors.

5.4 Powers Reserved with Regard to Subsidiaries of the Corporation. The Member will appoint the Board of Directors of subsidiaries of the Corporation and reserves the authority to approve the actions listed in Section 5.3(i)-(xv) above as to such subsidiaries. In addition to the powers reserved to the Member, action by a subsidiary with respect to any matters set forth below may not be taken without the approval of the Sisters of Charity. The approval of the Sisters of Charity is for the purpose of ensuring that the Catholic identity and mission of such subsidiary entity are protected, and the approval of the Sisters of Charity will not be unreasonably withheld. Such reserved powers of the Member and the Sisters of Charity will be set forth in the governing documents of those subsidiaries, provided, however, that the Member and/or the Sisters of Charity may not act with respect to such subsidiaries if such action may be performed only by entities established under Article 28 of the Public Health Law, or as otherwise prohibited by law.

(i) To change the philosophy, objectives or purposes of such subsidiary entity, its mission and vision statements, ethical and religious standards, juridic status or its religious sponsorship.

(ii) To amend any provision of the certificate of incorporation or bylaws of such subsidiary entity.

(iii) To change the name of such subsidiary entity.

(iv) To dissolve or liquidate such subsidiary entity, or sell all or substantially all of its assets (if such subsidiary entity holds stable patrimony).

(v) To merge or consolidate such subsidiary entity (if such subsidiary entity holds stable patrimony).

(vi) To create any wholly-owned subsidiary entity.

(vii) To create or acquire an interest (e.g., stock, equity interest, membership interest, or partnership interest) in any joint venture entity, or to acquire, sell or transfer all or any part of an interest in any such entity, where entity means any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity in which such subsidiary entity holds an interest, either directly or indirectly (through one or more entities).

(viii) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony of such entity, regardless of value (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property).

SIXTH: Specifically, with respect to the Corporation's authority to operate a hospital and provide health care services: The Corporation delegates to Bon Secours Charity Health System, Inc. ("BSCHS"), pursuant to Section 701 of the Not-for-Profit Corporation Law, the following exclusive authority: approve strategic plans; approve capital budgets; approve operating budgets; approve debt; maintain a single, consolidated set of books and financial records; move and share assets in accordance with applicable law and contractual obligations among BSCHS, Good Samaritan Hospital of Suffern, New York, Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.; combine and centralize administrative and support functions; authority to approve the submission of Certificate of Need applications; and such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, the activation or rescission by the Corporation of the delegation of such decision-making authority to occur by resolution of the Board of Directors of the Corporation setting forth the matters in respect of which the delegation of such decision-making authority is being activated or rescinded; provided, however, that a certified copy of any such resolution shall have been provided to the Department of Health prior to review of any such activation or rescission, and further provided that any amendment to this Certificate of Incorporation to rescind or limit the delegation of such decision-making authority shall require the prior approval of the Public Health and Health Planning Council.

SEVENTH: The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

EIGHTH: No part of the net earnings of the Corporation shall inure to the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Officer, Member of the Board or Member of the Corporation or any other private individual, shall be entitled to share in the distribution of the Corporation, except the Corporation may confer benefits in the form of distributions, in dissolution and otherwise, upon a Member of the Corporation or its Members so long as such organization is described in Section 501(c)(3) of the Code and

otherwise is qualified under Federal law to receive such distribution.

NINTH: The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

TENTH: With respect to any taxable year or years of the Corporation, if any, during which it is determined to be a private foundation, as defined in Section 509 of the Code, it shall make distributions for such years at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings, as defined in Section 4943(c) of the Code, (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Code.

ELEVENTH: The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, as promulgated by the Roman Catholic Church, and the Ethical and Religious Directives for the Catholic Health Care Services, as promulgated by the United States Conference of Catholic Bishops, as amended from time to time.

TWELFTH: Subject to any approvals required in this Certificate of Incorporation or in the NPCL, upon dissolution of the Corporation for any reason, the Board of Directors shall adopt a plan of dissolution and distribute the assets of the Corporation in accordance with the following:

12.1 After paying or making provision for payment of all known debts, obligations and liabilities of the Corporation to third parties, including debts owed to any Member or its affiliates, the Board of Directors shall pay to BSHSI (or its successor organization(s)), as an organization that qualifies as exempt from federal income taxation under Section 501(c)(3) of the Code and that is engaged in activities substantially similar to that of the Corporation, BSHSI's Capital Contribution of Eighty Million Dollars ($80,000,000) to the Corporation, unless BSHSI has already received the return of all or a portion of such capital contribution upon the dissolution of the Member or otherwise (in which case the $80,000,000 shall be reduced by the amount(s) already returned to BSHSI).

12.2 After payment of said Capital Contribution, the Board of Directors shall distribute the Corporation's remaining assets and property as follows:

BSHSI shall have discretion to direct the distribution of forty percent (40%) of the remaining assets and property of the Corporation and WMC-Rockland shall have discretion to direct the distribution of sixty percent (60%) of the remaining assets and property of the Corporation, provided that all remaining assets and property of the Corporation are to be distributed to one or more organizations that is organized and operated for purposes, and engages in activities, substantially similar to those of the Corporation as described in this Certificate of Incorporation and that qualifies as exempt from federal income taxation under Section 501(c)(3) of the Code at the time of such distribution.

12.3 Any of the Corporation's remaining assets not so disposed of under 12.2 shall be disposed of by the New York Attorney General or a Justice of the Supreme Court exclusively for such purposes, or to such organization(s) as the New York Attorney General or a Justice of the Supreme Court shall determine, which is exempt from federal income taxation under Section 501(c)(3) of the Code and is organized and operated for purposes, and engages in activities, substantially similar to those of the Corporation as described in this Certificate of Incorporation. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

THIRTEENTH: The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is: President/Chief Executive Officer, Bon Secours Charity Health System, Inc., 255 Lafayette Ave, Suffern, NY 10901.

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5. This Restated Certificate of Incorporation was authorized by vote of the Corporation's Member in accordance with Section 802(a) of the Not-for-Profit Corporation Law.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation on this 12th day of MAY, 2015.

Mary Leahy, M.D.
President/Chief Executive Officer

NEW YORK STATE OF OPPORTUNITY. Department of Health

ANDREW M. CUOMO
Governor

HOWARD A. ZUCKER, M.D., J.D.
Commissioner

SALLY DRESLIN, M.S., R.N.
Executive Deputy Commissioner

July 28, 2015

Karen E. Sosler, Esq.
Iseman, Cunningham, Reister & Hyde, LLP
9 Thurlow Terrace
Albany, New York 12203

Re: Proposed Restated Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y.

Dear Ms. Sosler:

The above referenced Restated Certificate of Incorporation, dated May 19, 2015 and signed by Mary Leahy, M.D., does not require the formal approval of the Public Health and Health Planning Council or the Commissioner of Health under either the Public Health Law or the Not-for-Profit Corporation Law, since the restated certificate neither changes the corporation's name nor changes substantively a purpose the inclusion of which requires the consent of the Public Health and Health Planning Council or the Commissioner of Health.

The Department of Health does not object to the restated certificate being filed with the Department of State.

Sincerely,

Michael M. Stone
Assistant Counsel
Bureau of House Counsel

STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF REGIONAL OFFICES
WESTCHESTER REGIONAL OFFICE

October 9, 2015

Karen E. Sosler, Esq.
Isaacson, Cunningham, Riester & Hyde, LLP
9 Thurlow Terrace
Albany, NY 12203

Re: Application of Restated Certificate of Incorporation
of Good Samaritan Hospital of Suffern, NY

Dear Ms. Sosler,

The Attorney General hereby approves pursuant to the Not-For-Profit Corporation Law § 804(a)(1)(A) the proposed Application of Restated Certificate of Incorporation of *Good Samaritan Hospital of Suffern, N.Y.* which is annexed hereto. Said approval is conditioned on submission of the Application of Restated Certificate of Incorporation to the Department of State for filing within 60 days hereafter. A copy of the filed Certificate shall be provided to the Attorney General within 30 days thereafter.

Sincerely,

Eric T. Schneiderman
Attorney General
State of New York

By: _____

Sandra Gionno-Tocco
Assistant Attorney General
Westchester Regional Office

CC: Charities Bureau-Registration Unit

151026000582

FILED
2015 OCT 26 PM 1:04

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2015 OCT 26 AM 9:09

Restated
Certificate of Incorporation of
GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

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

lcc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED OCT 26 2015
TAX $
BY: lmc

Filed By:

Karen E. Sosler, Esq.
ISEMAN, CUNNINGHAM, RIESTER & HYDE, LLP
9 Thurlow Terrace
Albany, New York 12203
(518) 462-3000

DRAWDOWN ACCOUNT #J8

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GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

RESOLUTION OF THE BOARD OF DIRECTORS NO. 3-2026

WHEREAS, Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC") is a New York public benefit corporation created by the Westchester County Health Care Corporation Act, New York Public Authorities Law §§ 3300–3321, enacted on February 11, 1997 (as may be amended from time to time, the "Act"), performing essential governmental functions and operating health facilities and services pursuant to the Act and applicable laws and regulations; and

WHEREAS, Bon Secours Charity Health System, Inc. (the "Member" or "Charity Health System"), is the sole corporate member of Good Samaritan Hospital of Suffern, N.Y., a New York not-for-profit corporation (the "Corporation"); and

WHEREAS, to advance their respective public and charitable missions and improve their ability to provide coordinated, high-quality patient care, the Corporation, the Member, and WMC have determined it is in their best interests to further integrate hospital operations by combining the Corporation's license under Article 28 of the New York State Public Health Law ("Article 28") and all related health care services and operations (the "Hospital") with WMC's license, such that the Hospital becomes a licensed location of WMC, benefitting patient populations and communities served both by the Corporation and WMC; and

WHEREAS, in addition to the Corporation, the Charity Health System includes hospitals licensed under Article 28 operated by St. Anthony Community Hospital, Warwick, New York and Bon Secours Community Hospital (together with the Corporation, the "Charity Hospitals"), and WMC is the ultimate corporate parent of HealthAlliance Hospital Mary's Avenue Campus, which includes the operations and assets of HealthAlliance Hospital Broadway Campus under a single Article 28 license (the "HealthAlliance Hospitals"), each of which will integrate its Article 28 license with WMC, such that each of the Charity Hospitals and HealthAlliance Hospitals becomes a licensed location of WMC (the "Transaction"); and

WHEREAS, in support of the Transaction, the New York State Department of Health (the "DOH") awarded, through the Safety Net Transformation Program, certain grant funds and regulatory waivers to support the Transaction and the broader integration of the Charity Health System hospitals and HealthAlliance Hospital Mary's Avenue Campus into WMC, pursuant to that certain Safety Net Transformation Program Award Letter dated December 17, 2025 (the "Award Letter"), issued by the DOH to WMC, the Member, and HealthAlliance, Inc.; and

WHEREAS, the Board of Directors of the Corporation (the "Board") has observed that in addition to the anticipated benefits to be realized through the Award Letter, the Transaction will enable the licensed medical facilities currently operated by the Corporation to gain access to government

Agreement"), pursuant to which the Corporation will provide administrative and clinical staffing services to WMC at the Hospital, and WMC will reimburse the Corporation for the cost of such staff salaries, benefits, and related operating costs; and

WHEREAS, the Board has reviewed the components of the consideration to be received by the Corporation in connection with the Transaction, including (i) WMC's issuance of the Replacement Notes, having a monetary value of $258,683,000 and resulting in the assumption of direct and joint liability for all payments due on behalf of the Corporation corresponding to the Charity Bonds, (ii) WMC's assumption of the Assumed Liabilities, (iii) WMC's commitment to operate the Hospital as a licensed location of WMC and to maintain the scope and quality of existing clinical programs and services at the Hospital, (iv) the relief from continued operational responsibility and expense for the Hospital, and (v) the financial, capital, and operational benefits available under the Award Letter; and

WHEREAS, after reviewing the components of consideration described above, the Corporation's current financial condition, and the benefits of the Transaction to the Corporation, the Board has determined that the consideration to be received by the Corporation pursuant to the Transaction is fair and reasonable to the Corporation within the meaning of Section 510 of the New York Not-for-Profit Corporation Law (the "NPCL"), and that the assumption of the Assumed Liabilities by WMC, together with the other consideration described above, relieves the Corporation of continued operational responsibility and expense for, and ensures the integration, of the Hospital with WMC, all of which promotes the financial stability of the Hospital, assures the Corporation of the Hospital's continued operation, and is in the best interests of the Corporation; and

WHEREAS, the Board, following approval by the Executive Committee of the Board, has reviewed and considered the proposed Asset Transfer Agreement, Administrative Services Agreement, Master Lease, and other ancillary agreements (collectively, the "Transaction Documents"), which detail the terms and conditions of the Transaction, each in substantially the forms presented to the Board; and

WHEREAS, the Board acknowledges that consummation of the Transaction is subject to the receipt of all required regulatory approvals pursuant to Sections 510 and 511-a of the NPCL (collectively, the "Required Approvals"); and

WHEREAS, the Board acknowledges that upon consummation of the Transaction and effective as of the closing of the Transaction (the "Closing"), certain members of the Board will resign and/or be removed from their positions and the Member will appoint additional individuals to serve as Directors, the Directors who will resign and/or be removed are set forth in Exhibit A, and the Directors who will comprise the Board following the Closing are set forth in Exhibit B; and

WHEREAS, the Board has determined that certain individuals should be appointed as Board Observers, effective as of the Closing, and such Board Observers are set forth in Exhibit C; and

WHEREAS, following the Closing, the Corporation will not dissolve but will be operated as a not-for-profit corporation pursuant to Section 601 of the NPCL to continue to employ certain of the Corporation's employees and to hold certain real property, and the Board further acknowledges that certain modifications to the Corporation's Bylaws to be effective as of the Closing substantially in the form attached hereto as Exhibit D (the "A&R Bylaws") and, ultimately, after receipt of regulatory approvals immediately necessary for the Closing and approval of the Member, to the Corporation's Certificate of Incorporation, substantially in the form attached hereto as Exhibit E (the "Restated COI," together with the A&R Bylaws, the "Governance Amendments") are necessary to effectuate certain agreed-upon provisions of the Transaction Documents and the purposes of the Transaction; and

WHEREAS, the Board has considered the Corporation's intended use of the consideration to be received by the Corporation in connection with the Transaction, and the Board hereby determines that, following the closing of the Transaction, the Corporation will apply such consideration (including amounts received under the Administrative Services Agreement, the Master Lease, the Replacement Notes, and the other Transaction Documents) to (i) continue to employ its remaining personnel and provide administrative and clinical staffing services in support of the Hospital, (ii) hold and maintain the Corporation's real property, including pursuant to the Master Lease, (iii) satisfy the Corporation's retained liabilities and ongoing operating expenses, and (iv) otherwise carry out the Corporation's remaining charitable activities and purposes post-closing of the Transaction; and

WHEREAS, in light of the foregoing findings, the Board, having reviewed potential conflicts of interest in accordance with the Corporation's Conflict-of-Interest Policy and Section 715 of the NPCL, has determined that there are no officers, directors, or key persons who have an interest in the Transaction that would preclude such person from participating in past or present deliberations or votes of the Board related to the recommendations set forth herein, and finds that it is advisable and in the best interests of the Corporation to (i) approve the Transaction, the Asset Transfer Agreement, the Master Lease, the Administrative Services Agreement, and each of the other Transaction Documents, (ii) approve the Governance Amendments, (iii) authorize the Authorized Officers (as defined below) to finalize and execute the Transaction Documents and to take all actions necessary or desirable to consummate the Transaction, (iv) recommend that the Member, as the sole corporate member of the Corporation, approve the Transaction and the Transaction Documents, and (v) authorize the submission of all materials necessary to obtain the Required Approvals, in each case subject to the consent of the Member, to the foregoing.

NOW THEREFORE, BE IT:

Approval of the Transaction

RESOLVED, that the Board, after careful consideration, hereby (i) determines that the Transaction is in the best interests of the Corporation, (ii) determines, pursuant to Section 510 of

the NPCL, that the consideration to be received by the Corporation in connection with the Transaction is fair and reasonable to the Corporation, (iii) determines that the Transaction is in furtherance of, and promotes, the charitable purposes of the Corporation and the interests of its Member, as required by Sections 510 and 511 of the NPCL, by more closely aligning the Hospital with WMC and enhancing access to and the quality of clinical services for the patient populations and communities served by the Corporation and WMC, and (iv) subject to the approval of the Member as the sole corporate member of the Corporation and the receipt of the Required Approvals, hereby approves the Transaction.

RESOLVED, that the Board, following approval by the Executive Committee of the Board, hereby ratifies and approves such approval of the Executive Committee of the Board, the Asset Transfer Agreement, the Administrative Services Agreement, the Master Lease, and each of the other Transaction Documents, in each case in substantially the forms presented to the Board, with such changes therein and additions thereto as the members of the Corporation's senior management (each, an "Authorized Officer"), or any of them acting singly, shall approve, such approval to be conclusively evidenced by the execution and delivery thereof; and the Authorized Officers, or any of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to execute and deliver each of the Transaction Documents to which the Corporation is a party, and to perform the Corporation's obligations thereunder.

Recommendation to the Member

RESOLVED, the Board hereby recommends that the Member, as the sole corporate member of the Corporation, approve the Transaction, the Transaction Documents, and the Governance Amendments, and authorize the Corporation to take such other actions as may be necessary or appropriate to consummate the Transaction; provided that the filing of the Restated COI with the Secretary of State of the State of New York shall follow the receipt of Regulatory Approvals and consummation of the Transaction.

Authorization to Submit 510/511 Petition and Pursue Required Approvals

RESOLVED, that the Authorized Officers, or any of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to prepare, execute, deliver, and file all materials necessary or appropriate to obtain the Required Approvals.

Recognition of Removal and Appointment of Board Members

RESOLVED, that the Board hereby recognizes that the individuals identified on Exhibit A attached hereto have resigned or have been duly removed from the Board by the Member, effective as of the Closing, and that the Member has appointed certain individuals to serve as members of the Board, also effective as of the Closing, such that the membership of the Board following the Closing is identified on Exhibit B attached hereto.

Appointment of Board Observers

RESOLVED, that the Board hereby appoints certain individuals to serve as Board Observers, effective as of the Closing, such that the Board Observers following the Closing are identified on Exhibit C attached hereto.

Amendment and Restatement of the Governance Documents

RESOLVED, that the Board hereby approves the Governance Amendments, consisting of the Restated COI, subject to any required approval of the Member and applicable regulatory filings, and the A&R Bylaws, with the A&R Bylaws to be contingent upon and only effective upon the Closing of the Transaction, and authorizes the Authorized Officers to execute, acknowledge, deliver, and file the Restated COI and to take all actions necessary, appropriate, or desirable to give effect thereto following receipt of the Regulatory Approvals and consummation of the Transaction.

Authorization to Effectuate the Intent of the Foregoing Resolutions

RESOLVED, that the Corporation is hereby authorized to fully perform its obligations under each of the foregoing and to execute, deliver and perform any such other agreements or amendments and to engage, without limitation, in such other transactions, arrangements or activities as are reasonably related to, or incident to, or which will serve to facilitate or enhance for the benefit of the Corporation, the transactions contemplated by these resolutions, and to enter into such other arrangements or understandings as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and each of the foregoing resolutions; and each Authorized Officer acting singly as authorized from time to time, on behalf of the Corporation, to execute, acknowledge, file and deliver any agreements, certificates, modifications, notices, applications, waivers, consents or other documents, and to take such other actions, including the payment of any fees and expenses, by his or her judgment necessary or desirable in connection with the foregoing resolutions, the taking of any such action to be conclusive evidence that the same has been authorized and approved by the Board.

RESOLVED, that the omission from these resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements, documents or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, the foregoing resolutions.

RESOLVED, that all acts and things previously done by any Authorized Officer or other director, officer, employee or agent of the Corporation, on or prior to the date hereof, in the name and on behalf of the Corporation, in connection with the transactions contemplated by the foregoing

resolutions, are in all respects ratified, approved, confirmed and adopted as acts and deeds by and on behalf of the Corporation.

RESOLVED, that these resolutions shall take effect immediately; provided that any resolution authorizing action contingent on the Closing of the Transaction shall be effective only upon the Closing of the Transaction.

* * * * *

STATE OF NEW YORK

)ss:

ROCKLAND COUNTY

I HEREBY CERTIFY that I have compared the foregoing resolutions with the original resolutions on file in my office, which were duly adopted by the affirmative vote of not less than two-thirds of the entire Board, in accordance with Section 510 of the NPCL, at a legally convened meeting held on the 15th day of July, 2026 and that the same is a true and complete copy therefrom and the whole of the said original.

I further certify that the full Board consists of 7 voting directors, that a quorum of the Board consists of 4 directors, that 7 of such voting directors were present at such meeting, and that 7 of such voting directors voted in favor of the above resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of July, 2026.

Ann Marie Soares
Assistant Secretary
Good Samaritan Hospital

BON SECOURS CHARITY HEALTH SYSTEM, INC.

RESOLUTION OF THE BOARD OF DIRECTORS NO. 3-2026

WHEREAS, Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC") is a New York public benefit corporation created by the Westchester County Health Care Corporation Act, New York Public Authorities Law §§ 3300–3321, enacted on February 11, 1997 (as may be amended from time to time, the "Act"), performing essential governmental functions and operating health facilities and services pursuant to the Act and applicable laws and regulations; and

WHEREAS, WMC Health Network-Rockland, Inc. ("WMC Rockland") is the sole corporate member (the "Member") of Bon Secours Charity Health System, Inc., a New York not-for-profit corporation (the "Corporation"). As of September 12, 2025, WMC Rockland became the sole member of the Corporation following the Membership Withdrawal Agreement dated June 20, 2025; and

WHEREAS, the Corporation is the sole corporate member of Good Samaritan Hospital of Suffern, N.Y. ("GSH"), Bon Secours Community Hospital ("BSCH"), and St. Anthony Community Hospital, Warwick, New York ("SACH") (together, the "Charity Hospitals"), and acts through its Board of Directors (the "Board") as a member of each; and

WHEREAS, to advance their respective public and charitable missions and improve their ability to provide coordinated, high-quality patient care, the Corporation, the Charity Hospitals, and WMC have determined it is in their best interests to further integrate hospital operations by combining the GSH, BSCH, and SACH licenses under Article 28 of the New York State Public Health Law ("Article 28") and all related health care services and operations with WMC's license, such that the Charity Hospitals become licensed locations of WMC, benefitting patient populations and communities served both by the Charity Hospitals and WMC; and

WHEREAS, in addition to the Charity Hospitals, WMC is the ultimate corporate parent of HealthAlliance Hospital Mary's Avenue Campus, which includes the operations and assets of HealthAlliance Hospital Broadway Campus under a single Article 28 license (the "HealthAlliance Hospitals"), each of which will integrate its Article 28 license with WMC, such that each of the Charity Hospitals and HealthAlliance Hospitals becomes a licensed location of WMC (the "Transaction"); and

WHEREAS, in support of the Transaction, the New York State Department of Health (the "DOH") awarded, through the Safety Net Transformation Program, certain grant funds and regulatory waivers to support the Transaction and the broader integration of the Charity Hospitals and HealthAlliance Hospitals into WMC, pursuant to that certain Safety Net Transformation Program Award Letter dated December 17, 2025 (the "Award Letter"), issued by the DOH to WMC, the Corporation, and HealthAlliance, Inc.; and

WHEREAS, in connection with the Transaction, the Charity Hospitals will become members of the WMC Obligated Group, and WMC will become jointly liable for all outstanding amounts of the Charity Bonds through the issuance of Replacement Notes with respect to the Charity Bonds (the "Replacement Notes"); and

WHEREAS, the Board has reviewed the components of the consideration to be received by the Charity Hospitals in connection with the Transaction, including (i) the issuance of the Replacement Notes, having a monetary value of $258,683,000 and resulting in the assumption of direct and joint liability for all payments due on behalf of the Corporation corresponding to the Charity Bonds, (ii) WMC's assumption of the Assumed Liabilities, (iii) WMC's commitment to operate the Charity Hospitals as licensed locations of WMC and to maintain the scope and quality of existing clinical programs and services at the Charity Hospitals, (iv) the relief from continued operational responsibility and expense for the Charity Hospitals, and (v) the financial, capital, and operational benefits available under the Award Letter; and

WHEREAS, after reviewing the components of consideration described above, the Corporation's current financial condition, and the benefits of the Transaction to the Corporation and the Charity Hospitals, the Board has determined that the consideration to be received by the Charity Hospitals pursuant to the Transaction is fair and reasonable within the meaning of Section 510 of the New York Not-for-Profit Corporation Law (the "NPCL"), and that the assumption of the Assumed Liabilities by WMC, together with the other consideration described above, relieves the Corporation and the Charity Hospitals of continued operational responsibility and expense for, and ensures the integration of, the Charity Hospitals with WMC, all of which promotes the financial stability of the Charity Hospitals, assures the Corporation of the Charity Hospitals' continued operation, and is in the best interests of the Corporation; and

WHEREAS, the Board, following approval by the Executive Committee of the Board, has reviewed and considered the proposed Asset Transfer Agreements, Administrative Services Agreements, Master Leases, and other ancillary agreements (collectively, the "Transaction Documents"), which detail the terms and conditions of the Transaction, each in substantially the forms presented to the Board; and

WHEREAS, the Board acknowledges that consummation of the Transaction is subject to the receipt of all required regulatory approvals pursuant to Sections 510 and 511-a of the NPCL and review by the Office of the New York Attorney General thereunder (collectively, the "Required Approvals"); and

WHEREAS, the Board acknowledges that upon consummation of the Transaction, and effective as of the closing of the Transaction (the "Closing"), certain members of the Board will resign and/or be removed from their positions and the Member will appoint additional individuals to serve as Directors, the Directors who will resign and/or be removed are set forth in Exhibit A, and the Directors who will comprise the Board following the Closing are set forth in Exhibit B; and

WHEREAS, following the Closing, the Charity Hospitals will not dissolve but will be operated as not-for-profit corporations pursuant to Section 601 of the NPCL to continue to employ certain employees and to hold certain real property, and the Board further acknowledges that certain modifications to the Corporation's Bylaws to be effective as of the Closing substantially in the form attached hereto as Exhibit C (the "A&R Bylaws") and, ultimately, after receipt of regulatory approvals immediately necessary for the Closing and approval of the Member, to the Corporation's Certificate of Incorporation, substantially in the form attached hereto as Exhibit D (the "Restated COI," together with the A&R Bylaws, the "Governance Amendments") are necessary to effectuate certain agreed-upon provisions of the Transaction Documents and the purposes of the Transaction; and

WHEREAS, the Corporation, as the sole corporate member of each of GSH, BSCH, and SACH, holds the reserved power to approve amendments to their respective certificates of incorporation and bylaws and to appoint, elect, and remove the members of their respective Boards of Directors; and

WHEREAS, in connection with the consummation of the Transaction and effective as of the Closing, certain members of the Boards of Directors of GSH, BSCH, and SACH (the "Subsidiary Boards") will resign and/or be removed from their positions and the Corporation will appoint additional individuals to serve as directors, the Directors who will resign and/or be removed are set forth in Exhibit E-1 through Exhibit E-3, and the Directors who will comprise the Subsidiary Boards following the Closing are set forth in Exhibit F-1 through Exhibit F-3; and

WHEREAS, certain modifications to the Bylaws of each of GSH, BSCH, and SACH, to be effective as of the Closing, substantially in the forms attached hereto as Exhibit G-1 through Exhibit G-3 (the "Subsidiary A&R Bylaws"), and, ultimately, after receipt of regulatory approvals immediately necessary for the Closing and approval of the Corporation, to the Certificates of Incorporation of each of GSH, BSCH, and SACH, substantially in the forms attached hereto as Exhibit H-1 through Exhibit H-3 (the "Subsidiary Restated COIs," together with the Subsidiary A&R Bylaws, the "Subsidiary Governance Amendments"), are necessary to effectuate the purposes of the Transaction; and

WHEREAS, the Board has considered the Charity Hospitals' intended use of the consideration to be received in connection with the Transaction, and the Board hereby determines that, following the Closing of the Transaction, the Charity Hospitals will apply such consideration (including amounts received under the Administrative Services Agreements, the Master Leases, and the other Transaction Documents) to (i) continue to employ remaining personnel and provide administrative and clinical staffing services in support of the Charity Hospitals, (ii) hold and maintain real property, including pursuant to the Master Leases, (iii) satisfy retained liabilities and ongoing operating expenses, and (iv) otherwise carry out remaining charitable activities and purposes post-Closing of the Transaction; and

WHEREAS, in light of the foregoing findings, the Board, having reviewed potential conflicts of interest in accordance with the Corporation's Conflict-of-Interest Policy and Section 715 of the NPCL, has determined that there are no officers, directors, or key persons who have an interest in the Transaction that would preclude such person from participating in past or present deliberations or votes of the Board related to the recommendations set forth herein, and finds that it is advisable and in the best interests of the Corporation to (i) approve the Transaction, the Asset Transfer Agreements, the Master Leases, the Administrative Services Agreements, and each of the other Transaction Documents, (ii) in its capacity as the sole corporate member of the Charity Hospitals, and subject to the receipt of the Required Approvals, approve and consent to the disposition by the Charity Hospitals of substantially all of their assets pursuant to Sections 510 and 511 of the NPCL, (iii) approve the Governance Amendments, (iv) in its capacity as the sole corporate member of the Charity Hospitals, approve the Subsidiary Governance Amendments, (v) in its capacity as the sole corporate member of the Charity Hospitals, remove from the Boards of Directors of GSH, BSCH, and SACH, effective as of the Closing, the individuals identified in Exhibit E-1 through Exhibit E-3 attached hereto who have not resigned from their respective Board of Directors and appoint certain individuals to serve as members of the Boards of Directors of GSH, BSCH, and SACH, also effective as of the Closing, such that the Directors identified in Exhibit F-1 through Exhibit F-3 attached hereto will comprise the membership of the respective Boards of Directors following the Closing, (vi) authorize the Authorized Officers (as defined below) to finalize and execute the Transaction Documents and to take all actions necessary or desirable to consummate the Transaction, (vii) recommend that the Member, as the sole corporate member of the Corporation, approve the Governance Amendments, and (viii) authorize the submission of all materials necessary to obtain the Required Approvals.

NOW THEREFORE, BE IT:

Approval of the Transaction

RESOLVED, that the Board, after careful consideration, hereby (i) determines that the Transaction is in the best interests of the Corporation, (ii) determines, pursuant to Section 510 of the NPCL, that the consideration to be received by the Charity Hospitals in connection with the Transaction is fair and reasonable, (iii) determines that the Transaction is in furtherance of, and promotes, the charitable purposes of the Corporation and the Charity Hospitals, as required by Sections 510 and 511 of the NPCL, by more closely aligning the Charity Hospitals with WMC and enhancing access to and the quality of clinical services for the patient populations and communities served by the Corporation, the Charity Hospitals, and WMC, and (iv) in its capacity as the sole corporate member of the Charity Hospitals, and subject to the receipt of the Required Approvals, hereby approves the Transaction and consents to and approves the disposition by the Charity Hospitals of substantially all of their assets pursuant to Sections 510 and 511 of the NPCL.

RESOLVED, that the Board, following approval by the Executive Committee of the Board, hereby ratifies and approves such approval of the Executive Committee, the Asset Transfer Agreements, the Administrative Services Agreements, the Master Leases, and each of the other

Transaction Documents, in each case in substantially the forms presented to the Board, with such changes therein and additions thereto as the members of the Corporation's senior management (each, an "Authorized Officer"), or any of them acting singly, shall approve, such approval to be conclusively evidenced by the execution and delivery thereof; and the Authorized Officers, or any of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to execute and deliver each of the Transaction Documents to which the Corporation is a party, and to perform the Corporation's obligations thereunder; and, as sole corporate member of the Charity Hospitals, the Corporation hereby authorizes the Charity Hospitals to execute and deliver the Transaction Documents to which they are parties.

Recommendation to the Member

RESOLVED, the Board hereby recommends that the Member, as the sole corporate member of the Corporation, approve the Governance Amendments, and authorize the Corporation to take such other actions as may be necessary or appropriate to consummate the Transaction; provided that the filing of the Restated COI with the Secretary of State of the State of New York shall follow the receipt of the Required Approvals and consummation of the Transaction.

Authorization to Pursue Required Approvals

RESOLVED, that the Authorized Officers, or any of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to prepare, execute, deliver, and file all materials necessary or appropriate to obtain the Required Approvals.

Recognition of Resignation, Removal, and Appointment of Board Members

RESOLVED, that the Board hereby recognizes that the individuals identified on Exhibit A attached hereto have resigned or have been duly removed from the Board by the Member, effective as of the Closing, and that the Member has appointed certain individuals to serve as members of the Board, also effective as of the Closing, such that the membership of the Board following the Closing is identified on Exhibit B attached hereto.

Amendment and Restatement of the Governance Documents

RESOLVED, that the Board hereby approves the Governance Amendments, consisting of the Restated COI, subject to any required approval of the Member and applicable regulatory filings, and the A&R Bylaws, with the A&R Bylaws to be contingent upon and only effective upon the Closing of the Transaction, and authorizes the Authorized Officers to execute, acknowledge, deliver, and file the Restated COI and to take all actions necessary, appropriate, or desirable to give effect thereto following receipt of the Required Approvals and consummation of the Transaction.

Approval of Subsidiary Governance Amendments

RESOLVED, that the Board, acting in its capacity as the sole corporate member of each of GSH, BSCH, and SACH, hereby approves the Subsidiary Governance Amendments, consisting of the Subsidiary Restated COIs, subject to any applicable regulatory filings, and the Subsidiary A&R Bylaws, with the Subsidiary A&R Bylaws to be contingent upon and only effective upon the Closing of the Transaction, and authorizes the Authorized Officers, acting singly, to execute, acknowledge, deliver, and/or file such Subsidiary Restated COIs and to take all actions necessary, appropriate, or desirable to give effect thereto following receipt of applicable regulatory approvals and consummation of the Transaction.

Resignation, Removal, and Appointment of Board Members of the Charity Hospitals

RESOLVED, that the Board, acting in its capacity as the sole corporate member of each of GSH, BSCH, and SACH, hereby approves and removes, effective as of the Closing, the individuals identified in Exhibit E-1 through Exhibit E-3 attached hereto who have not resigned from the Boards of Directors of GSH, BSCH, and SACH, respectively, and approves and appoints, also effective as of the Closing, the individuals identified in Exhibit F-1 through Exhibit F-3 attached hereto to serve as the members of the Boards of Directors of GSH, BSCH, and SACH, respectively, each to hold office in accordance with the applicable certificate of incorporation and bylaws (as amended by the Subsidiary Governance Amendments) and applicable law; and the Authorized Officers, or any of them acting singly, are hereby authorized to take all actions necessary, appropriate, or desirable to give effect to the foregoing.

Authorization to Effectuate the Intent of the Foregoing Resolutions

RESOLVED, that the Corporation is hereby authorized to fully perform its obligations under each of the foregoing and to execute, deliver and perform any such other agreements or amendments and to engage, without limitation, in such other transactions, arrangements or activities as are reasonably related to, or incident to, or which will serve to facilitate or enhance for the benefit of the Corporation, the transactions contemplated by these resolutions, and to enter into such other arrangements or understandings as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and each of the foregoing resolutions; and each Authorized Officer acting singly as authorized from time to time, on behalf of the Corporation, to execute, acknowledge, file and deliver any agreements, certificates, modifications, notices, applications, waivers, consents or other documents, and to take such other actions, including the payment of any fees and expenses, by his or her judgment necessary or desirable in connection with the foregoing resolutions, the taking of any such action to be conclusive evidence that the same has been authorized and approved by the Board.

RESOLVED, that the omission from these resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described in the

foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements, documents or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, the foregoing resolutions.

RESOLVED, that all acts and things previously done by any Authorized Officer or other director, officer, employee or agent of the Corporation, on or prior to the date hereof, in the name and on behalf of the Corporation, in connection with the transactions contemplated by the foregoing resolutions, are in all respects ratified, approved, confirmed and adopted as acts and deeds by and on behalf of the Corporation.

RESOLVED, that these resolutions shall take effect immediately; provided that any resolution authorizing action contingent on the Closing of the Transaction shall be effective only upon the Closing of the Transaction.

* * * * *

STATE OF NEW YORK

)ss:

ROCKLAND COUNTY

I HEREBY CERTIFY that I have compared the foregoing resolutions with the original resolutions on file in my office, which were duly adopted by the affirmative vote of not less than two-thirds of the entire Board, in accordance with Section 510 of the NPCL, at a legally convened meeting held on the 15th day of July, 2026 and that the same is a true and complete copy therefrom and the whole of the said original.

I further certify that the full Board consists of 7 voting directors, that a quorum of the Board consists of 4 directors, that 7 of such voting directors were present at such meeting, and that 7 of such voting directors voted in favor of the above resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of July, 2026.

Ann Marie Soares
Assistant Secretary
Bon Secours Charity Health System, Inc.

NEW YORK STATE | Department of Health

MEMORANDUM

TO: Michael Stelluti
Division of Health Facility Planning and Development

Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

FROM: Kayleigh Gekakis
Associate Attorney, Bureau of Program Counsel
Division of Legal Affairs

SUBJECT: Restated Certificate of Incorporation of HealthAlliance, Inc.

DATE: November 9, 2026

Please include the above matter on the agendas for the next Establishment and Project Review Committee and Public Health and Health Planning Council meetings.

The attachments relating to this matter include the following:

1. Memorandum to the Public Health and Health Planning Council from Darren Cohen, General Counsel;
2. Photocopy of proposed Restated Certificate of Incorporation of HealthAlliance, Inc., executed by Tamer El-Rayess, Chair, Board of Directors, on August 10, 2026;
3. Request letter from Sarah Blumenthal dated August 20, 2026;
4. Certified copy of Certificate of Incorporation of Health Alliance Planning, Inc., filed August 23, 2007, with approvals;
5. Certified copy of Restated Certificate of Incorporation of Health Alliance Planning, Inc., filed March 11, 2009, with approvals;
6. Certified copy of Certificate of Amendment of the Certificate of Incorporation of Health Alliance, Inc., filed May 21, 2010, with approvals;
7. Certified copy of Certificate of Amendment of the Certificate of Incorporation of Health Alliance, Inc., filed December 4, 2012, with approvals;
8. Certified copy of Restated Certificate of Incorporation of Health Alliance, Inc., filed February 5, 2013, with approvals;
9. Certified copy of Certificate of Amendment of Certificate of Incorporation of HealthAlliance, Inc., filed March 24, 2016, with approvals;
10. Certified copy of Certificate of Amendment of the Certificate of Incorporation of HealthAlliance, Inc., filed March 30, 2016;
11. Certified copy of Restated Certificate of Incorporation of HealthAlliance, Inc., filed September 14, 2017, with approvals;
12. Certified copy of Certificate of Amendment of the Certificate of HealthAlliance, Inc., filed September 19, 2017, with approvals;
13. Certified copy of Certificate of Amendment of the Certificate of Incorporation of HealthAlliance, Inc., filed January 15, 2019, with approval;

14. Certified copy of Certificate of Amendment of the Certificate of Incorporation of HealthAlliance, Inc., filed January 14, 2020, with approvals;
15. Resolution of the Board of Directors No. 2-2026 of HealthAlliance, Inc., dated July 15, 2026, executed by Ann Marie Soares, Assistant Secretary;
16. Resolution of the Board of Directors No. 6-2026 of Westchester County Health Care Corporation, dated June 3, 2026, executed by Ann Marie Soares, Assistant Secretary.

Attachments.

cc: Jason Corvino

NEW YORK STATE | Department of Health

MEMORANDUM

TO: Public Health and Health Planning Council

FROM: Darren Cohen DC
Deputy Commissioner & General Counsel
Division of Legal Affairs

SUBJECT: Restated Certificate of Incorporation of HealthAlliance, Inc.

DATE: November 9, 2026

Westchester County Health Care Corporation d/b/a Westchester Medical Center requests Public Health and Health Planning Council ("PHHPC") approval of the Restated Certificate of Incorporation of HealthAlliance, Inc., to conform its stated purposes to its post-closing role following its integration into Westchester Medical Center through CON 261086-C.

HealthAlliance, Inc. was incorporated in 2007 under the name Health Alliance Planning, Inc. for the purpose of aligning not-for-profit hospitals of Ulster County. In 2009, the entity changed it name to HealthAlliance, Inc. and received approval to become the active parent of Benedictine Hospital, The Kingston Hospital, and Margaretville Memorial Hospital. In 2016, the entity became affiliated with Westchester Medical Center and in 2018, WMC Health Network-Ulster, Inc became its active parent. In 2026, the Department of Health certified HealthAlliance, Inc. as a new division of Westchester Medical Center via a full asset transfer with no changes to beds or services in connection with a Safety Net Transformation Program grant

Westchester Medical Center now seeks PHHPC approval pursuant to Not-for-Profit Corporation Law § 804, Public Health Law § 2801-a, 10 NYCRR § 610.1 to add language describing its purpose as supporting the operations of Westchester Medical Center and serving as the direct or indirect corporate member of entities that operate hospitals

The proposed Restated Certificate of Incorporation was authorized by Resolution of the Board of Directors No. 2-2026 of HealthAlliance, Inc., dated July 15, 2026, and by Resolution of the Board of Directors No. 6-2026 of Westchester County Health Care Corporation dated July 15, 2026.

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

Attachments.

RESTATED CERTIFICATE OF INCORPORATION OF HEALTHALLIANCE, INC.

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

The undersigned, being the authorized representative of HealthAlliance, Inc. (the "Corporation"), hereby certifies:

1. The name of the Corporation is HealthAlliance, Inc. The name under which the Corporation was formed was Health Alliance Planning, Inc.

2. The Corporation's Certificate of Incorporation was filed by the Department of State on August 23, 2007, pursuant to the Not-for-Profit Corporation Law of the State of New York ("NPCL").

3. The text of the Certificate of Incorporation is restated to effect the following changes:

   a. AMEND Article First, relating to the name of the Corporation, to read in its entirety as follows:

      "1. The name of the Corporation is HealthAlliance, Inc. The Corporation was originally incorporated under the name Health Alliance Planning, Inc."

   b. REPLACE, in its entirety, Article Third, regarding the Corporation's tax-exempt purposes, to read in its entirety as follows:

      "THIRD: The purpose of the Corporation shall be:

      3.1 The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended (the "Code"), and shall be operated for the support and benefit of, to perform the functions of, or to carry out the purposes of Westchester County Health Care Corporation dba Westchester Medical Center, and, as the direct or indirect corporate member of an entity that operates a hospital or other health care provider under Article 28 of the New York State Public Health Law ("Article 28"), to establish, own, operate, build, construct, and maintain, and to exercise delegated authority with respect to such hospitals or other health care providers as permitted pursuant to Article 28 and Section 701 of the NPCL. The purposes for which the Corporation is formed are charitable.

      3.2 In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organizations or organizations, exclusively for charitable purposes, and engage in any lawful act or activity for which corporations may be organized under the NPCL.

c. REPLACE, in its entirety, Article Fourth, regarding the Corporation's Membership, to read in its entirety as follows:

"FOURTH: The Corporation shall have one class of members. The composition of the membership of the Corporation and the rights, powers, duties and obligations of the member(s) shall be set forth in the Bylaws of the Corporation."

d. RENUMBER Article Sixth, Article Seventh, and Article Eighth as Article Seventh, Article Eighth, and Article Ninth, respectively.

e. INSERT a new Article Sixth, regarding general powers of the Corporation, to read in its entirety as follows:

"SIXTH: In furtherance of its corporate purposes, the Corporation shall have all of the general powers enumerated in § 202 of the Not-for-Profit Corporation Law, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes."

f. REPLACE, in its entirety, Article Seventh, formerly Article Sixth, regarding net earnings of the Corporation, to read in its entirety as follows:

"SEVENTH: No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, any trustee, director, officer or employee of the Corporation or other private person; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes."

g. REPLACE, in its entirety, Article Eighth, formerly Article Seventh, regarding the Corporation's dissolution, to read in its entirety as follows:

"EIGHTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code. In the event of voluntary dissolution, such organization or organizations shall be selected in the discretion of the directors, subject to approval of the plan of dissolution and distribution of assets upon an order of a Justice of the Supreme Court of the State of New York."

h. REPLACE, in its entirety, Article Ninth, formerly Article Eighth, regarding the Corporation's Designated Agent, to read in its entirety as follows:

i. "NINTH: The Secretary of 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 any process against the Corporation which is served upon the Secretary of State is:

Office of Legal Affairs
Attention: General Counsel
Westchester Medical Center
Executive Offices at Taylor Pavilion
100 Woods Road
Valhalla, NY 10595"

j. INSERT a new Article Tenth, regarding unpermitted activities and the carrying on of propaganda, to read in its entirety as follows:

"TENTH: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code if the Corporation makes an election thereunder), and the Corporation shall not participate in or intervene in (including the publishing or the distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office."

k. INSERT a new Article Eleventh, regarding unpermitted activities, to read in its entirety as follows:

"ELEVENTH: Notwithstanding anything to the contrary in this Certificate, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, nor shall it carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code."

l. INSERT a new Article Twelfth, regarding any taxable year or years of the Corporation during which it is determined to be a private foundation pursuant to Section 509 of the Code, to read in its entirety as follows:

"TWELFTH: During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to § 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under § 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in § 4941(d) of the Code), from retaining excess business holdings (as defined in § 4943(c) of the Code) which would subject the Corporation to tax under § 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under § 4944 of the Code, from retaining any assets which would subject the Corporation to tax under § 4944 of the Code if the

directors have acquired such assets, and from making any taxable expenditures (as defined in § 4945(d) of the Code)."

m. INSERT a new Article Thirteenth, regarding the limitation of personal liability of the directors and officers of the Corporation, to read in its entirety as follows:

"THIRTEENTH: No trustee, director or officer of the Corporation shall have any personal liability to the Corporation or its member(s) for damage resulting from any breach of such trustee's, director's or officer's duties as a trustee, director or officer of the Corporation; provided, however, that this Article THIRTEENTH shall not eliminate or limit the liability of any trustee, director or officer: (a) if a judgment or other final adjudication adverse to such trustee, director or officer establishes that his or her acts or omissions (i) were in bad faith or involved intentional misconduct or a knowing violation of law or that such trustee, director or officer personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, or (ii) violated Section 719 of the NPCL, unless the NPCL is amended or supplemented to so limit or eliminate such liability; or (b) to the extent that such personal liability is otherwise required by, or cannot otherwise be eliminated in accordance with, the NPCL."

n. INSERT a new Article Fourteenth, regarding references to the Internal Revenue Code of 1986, to read in its entirety as follows:

"FOURTEENTH: All references herein to the Code are to the Internal Revenue Code of 1986, and shall be deemed to include both amendments thereto and corresponding statutory provisions of future United States Internal Revenue Laws which supersede the Code or particular provisions thereof."

o. INSERT a new Article Fifteenth, regarding consent or approval of certain activities, to read in its entirety as follows:

"FIFTEENTH: Pursuant to Section 402(a)(2-b) of the NPCL this entity is not formed to engage in any act or activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No such consent or approval is required."

4. The text of the Certificate of Incorporation of the Corporation is hereby restated, as amended, to read in full as follows:

CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE, INC.

FIRST: The name of the corporation is HealthAlliance, Inc. (the "Corporation"). The Corporation was originally incorporated under the name Health Alliance Planning, Inc.

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 ("NPCL"), and is a charitable corporation as defined in Section 201 of the NPCL.

THIRD: The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended (the "Code"), and shall be operated for the support and benefit of, to perform the functions of, or to carry out the purposes of Westchester County Health Care Corporation dba Westchester Medical Center, and, as the direct or indirect corporate member of an entity that operates a hospital or other health care provider under Article 28 of the New York State Public Health Law ("Article 28"), to establish, own, operate, build, construct, and maintain, and to exercise delegated authority with respect to such hospitals or other health care providers as permitted pursuant to Article 28 and Section 701 of the NPCL. The purposes for which the Corporation is formed are charitable.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable purposes, and engage in any lawful act or activity for which corporations may be organized under the Not-for-Profit Corporation Law.

FOURTH: The Corporation shall have one class of members. The composition of the membership of the Corporation and the rights, powers, duties and obligations of the member(s) shall be set forth in the Bylaws of the Corporation.

FIFTH: The office of the Corporation within the State of New York is to be located in the County of Ulster.

SIXTH: In furtherance of its corporate purposes, the Corporation shall have all of the general powers enumerated in § 202 of the Not-for-Profit Corporation Law, as now

in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

SEVENTH: No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, any trustee, director, officer or employee of the Corporation or other private person; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes.

EIGHTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code. In the event of voluntary dissolution, such organization or organizations shall be selected in the discretion of the directors, subject to approval of the plan of dissolution and distribution of assets upon an order of a Justice of the Supreme Court of the State of New York.

NINTH: The Secretary of 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 any process against the Corporation which is served upon the Secretary of State is:

Office of Legal Affairs
Attention: General Counsel
Westchester Medical Center
Executive Offices at Taylor Pavilion
100 Woods Road
Valhalla, NY 10595

TENTH: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code if the Corporation makes an election thereunder), and the Corporation shall not participate in or intervene in (including the publishing or the distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

ELEVENTH: Notwithstanding anything to the contrary in this Certificate, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, nor shall it carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code.

TWELFTH: During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to § 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under § 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in § 4941(d) of the Code), from retaining excess business holdings (as defined in § 4943(c) of the Code) which would subject the Corporation to tax under § 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under § 4944 of the Code, from retaining any assets which would subject the Corporation to tax under § 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in § 4945(d) of the Code).

THIRTEENTH: No trustee, director or officer of the Corporation shall have any personal liability to the Corporation or its member(s) for damage resulting from any breach of such trustee's, director's or officer's duties as a trustee, director or officer of the Corporation; provided, however, that this Article THIRTEENTH shall not eliminate or limit the liability of any trustee, director or officer: (a) if a judgment or other final adjudication adverse to such trustee, director or officer establishes that his or her acts or omissions (i) were in bad faith or involved intentional misconduct or a knowing violation of law or that such trustee, director or officer personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, or (ii) violated Section 719 of the NPCL, unless the NPCL is amended or supplemented to so limit or eliminate such liability; or (b) to the extent that such personal liability is otherwise required by, or cannot otherwise be eliminated in accordance with, the NPCL.

FOURTEENTH: All references herein to the Code are to the Internal Revenue Code of 1986, and shall be deemed to include both amendments thereto and corresponding statutory provisions of future United States Internal Revenue Laws which supersede the Code or particular provisions thereof.

FIFTEENTH: Pursuant to Section 402(a)(2-b) of the NPCL this entity is not formed to engage in any act or activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No such consent or approval is required.

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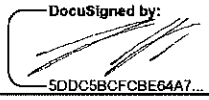
5. This Restated Certificate of Incorporation was authorized by vote of the Corporation's Member in accordance with Section 802(a) of the Not-for-Profit Corporation Law.

[SIGNATURE PAGE FOLLOWS]

Docusign Envelope ID: 4F63BEF7-99E5-8129-8184-902EB3D27A6D

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation on this 10th day of August, 2026.



Name: Tamer El-Rayess
Title: Chair, Board of Directors

RESTATED CERTIFICATE OF INCORPORATION
OF
HEALTHALLIANCE, INC.

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

Filer's Name and Mailing Address:

Name: [NAME OF FILER]

Company, if Applicable:

Mailing Address:

City, State and Zip Code:

ROPES & GRAY LLP
1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036-8704
WWW.ROPESGRAY.COM

DIVISION OF PLANNING & LICENSURE
PHHPC
SEP - 2 2026
RECEIVED

August 20, 2026

Sarah F. Blumenthal
T +1 212 596 9544
sarah.blumenthal@ropesgray.com

VIA FEDEX

Ms. Colleen M. Leonard
Executive Secretary
Public Health and Health Planning Council
New York State Department of Health
Center for Health Care Facility Planning, Licensure and Finance
Corning Tower, Room 1805
Albany, New York 12237

RE: Request for Name Changes and Related Governance Updates – Post-Asset Transfer Restructuring of WMC-Affiliated Hospital Entities

Dear Ms. Leonard:

On behalf of Westchester County Health Care Corporation d/b/a Westchester Medical Center ("**WMC**"), a New York public benefit corporation, and the affiliated not-for-profit corporations identified below, we respectfully submit this letter and the enclosed materials to the New York State Department of Health ("**DOH**") and the Public Health and Health Planning Council ("**PHHPC**"). We respectfully request approval at the PHHPC Committee and PHHPC Council Meetings, at your earliest convenience, of the proposed amended and restated certificates of incorporation effectuating name changes and related governance updates for each of the following entities: St. Anthony Community Hospital, Warwick, New York ("**St. Anthony**"); Bon Secours Community Hospital ("**BSCH**"); Good Samaritan Hospital of Suffern, N.Y. ("**Good Samaritan**"); HealthAlliance Hospital Mary's Avenue Campus ("**Mary's Avenue**"); and HealthAlliance Hospital Broadway Campus ("**Broadway**") (each, a "**Transferring Corporation**" and collectively, the "**Transferring Corporations**"), Bon Secours Charity Health System, Inc. ("**Charity**") and HealthAlliance, Inc.

This submission follows the integration of four former hospitals, previously operated by the Transferring Corporations as separate subsidiaries of WMC, into WMC as the single licensed operator under Article 28 (the "Transaction"). The Transaction (CON No. 261086-C approved by DOH) closed on July 15, 2026, so we now seek to update the Transferring Corporations' legal names and certificates of incorporation as expeditiously as possible.

This submission supersedes and replaces in its entirety the submission dated October 10, 2025, and the supplemental transmission dated October 27, 2025, regarding proposed name changes and updates to certificates of incorporation. The present request is not related to the changes

proposed in those prior submissions; rather, the Transaction renders the prior submissions obsolete, and this submission presents the current and appropriate set of proposed changes resulting from the Transaction.

I. Transaction Summary

The Transferring Corporations, comprised of five charitable hospitals organized and operating as New York not-for-profit corporations, transferred substantially all of their operating assets to WMC pursuant to separate Asset Transfer Agreements dated May 22, 2026 (each, an "**ATA**"). The Transaction closed on July 15, 2026.

Pursuant to the ATAs and the regulatory approvals obtained, WMC is now the licensed operator of each Transferring Corporation's hospital facility under Article 28 of the New York State Public Health Law. Each Transferring Corporation retains ownership of its real property, which is leased to WMC under master leases. The Transferring Corporations continue to exist as corporate entities to employ personnel, hold real property, and provide support services to WMC, with WMC reimbursing all employee compensation, benefits, and operating costs under Administrative Services Agreements and Master Leases. Broadway, having no employees, has no Administrative Services Agreement but remains a corporate entity holding real property leased to WMC under the terms of a Master Lease. The Transaction was facilitated through the New York State Safety Net Transformation Program, under which New York State has awarded up to $161 million in capital and operating funds to support continued hospital operations.

II. Regulatory Approvals Obtained

The Transaction has received all requisite regulatory approvals including:

1. **New York Attorney General.** On July 15, 2026, the Office of the Attorney General of the State of New York (the "**NYAG**") approved the Transaction (OAG No. NYC-2026-700) pursuant to Sections 510 and 511-a of the Not-for-Profit Corporation Law ("**NPCL**"), based upon a verified petition filed by the Transferring Corporations. A copy of the NYAG approval letter is enclosed.

2. **DOH Administrative Review (CON).** DOH approved the Transaction through administrative review under Certificate of Need Project No. 261086-C.

3. **OMH.** The New York State Office of Mental Health ("**OMH**") approved Prior Approval Review Applications EZ PAR 4841, EZ PAR 4843, and AA 11967 authorizing WMC as sponsor for certain OMH-licensed programs formerly sponsored by the Transferring Corporations.

4. **OASAS.** The New York State Office of Addiction Services and Supports ("**OASAS**") approved, by issuing Operating Certificates authorizing WMC, through its Mid-Hudson

Valley Division, to operate OASAS-licensed addiction services programs formerly operated by the Transferring Corporations.

III. Proposed Name Changes

Following the closing of the Transaction, each Transferring Corporation and Charity seeks to amend and restate its certificate of incorporation to change its legal name and conform its stated purposes to its post-closing role as an entity which provides services, employs personnel, and/or holds real property, rather than a licensed hospital operator. Each Transferring Corporation and Charity will remain a New York not-for-profit corporation following the name change. The proposed name changes are as follows:

Current Legal Name	Proposed New Legal Name
St. Anthony Community Hospital, Warwick, New York	St. Anthony Community Services, Inc.
Bon Secours Community Hospital	Port Jervis Community Services, Inc.
Good Samaritan Hospital of Suffern, N.Y.	Good Samaritan Services of Suffern, N.Y., Inc.
HealthAlliance Hospital Mary's Avenue Campus	HealthAlliance Services Mary's Avenue, Inc.
HealthAlliance Hospital Broadway Campus	HealthAlliance Services Broadway, Inc.
Bon Secours Charity Health System, Inc.	WMCHealth Western Region, Inc.

Additionally, the following hospital extension clinic seeks to change its name:

Current Extension Clinic Name	Proposed Extension Clinic Name
Bon Secours Sleep Disorder Institute	WMCHealth Network Sleep Disorder Institute – Port Jervis

IV. Basis for Approval

We respectfully request that DOH and PHHPC approve the proposed amended and restated certificates of incorporation enclosed herewith. As detailed above, consistent with the approach approved in prior transactions involving post-transfer entity name changes, the underlying

Transaction has received all applicable consents and approvals, including DOH administrative review under CON Project No. 261086-C and NYAG approval. The Transferring Corporations, as former operators of hospitals, are changing their names and stated purposes following the transfer of hospital operations to WMC as the new licensed operator.

V. Enclosed Materials

Enclosed herewith is a complete submission package organized on an entity-by-entity basis. A detailed Schedule of Enclosures follows this letter. The package includes, as applicable for each Transferring Corporation: (1) a certified copy of the current certificate of incorporation and all filed amendments; (2) an executed copy of the proposed amended and restated certificate of incorporation; (3) a copy of the current bylaws approved in connection with the Transaction; (4) a copy of the bylaws effective prior to the closing of the Transaction; (5) an executed resolution of the board of the Transferring Corporation approving the Transaction, the amendment and restatement of the bylaws, and the amendment and restatement of the certificate of incorporation including the proposed name change; and (6) an executed resolution of the sole member of the Transferring Corporation approving the amendment and restatement of the bylaws and certificate of incorporation.

We respectfully request that DOH confirm receipt of this submission and place the enclosed proposed amended and restated certificates of incorporation for consideration and approval on the agenda for the PHHPC Committee and Full Council meetings at your earliest convenience. Should you require any additional information or have any questions regarding this submission, please do not hesitate to contact me via e-mail at sarah.blumenthal@ropesgray.com or by phone at 212-596-9544.

Thank you for your attention to this matter.

Sincerely,

/s/ Sarah Blumenthal

Sarah Blumenthal
Ropes & Gray LLP

cc: Division of Legal Affairs, DOH (DLAHouse@health.ny.gov)
Christine White, Executive Vice President & Chief Legal Officer, WMC (Christine.White@wmchealth.org)

SCHEDULE OF ENCLOSURES

I. St. Anthony Community Hospital, Warwick, New York *(proposed new name: St. Anthony Community Services, Inc.)*

a. Certified copy of the current Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "St. Anthony Community Services, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of St. Anthony Community Hospital, Warwick, New York (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of St. Anthony Community Hospital, Warwick, New York (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of St. Anthony Community Hospital, Warwick, New York approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc., as sole member of St. Anthony Community Hospital, Warwick, New York, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

II. Bon Secours Community Hospital *(proposed new name: Port Jervis Community Services, Inc.)*

a. Certified copy of the current Certificate of Incorporation of Bon Secours Community Hospital and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "Bon Secours Community Services, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of Bon Secours Community Hospital (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of Bon Secours Community Hospital (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of Bon Secours Community Hospital approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc., as sole member of Bon Secours Community Hospital, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

III. Good Samaritan Hospital of Suffern, N.Y. ***(proposed new name: Good Samaritan Services of Suffern, N.Y., Inc.)***

a. Certified copy of the current Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y. and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "Good Samaritan Services of Suffern, N.Y., Inc." and conforming stated purposes

c. Amended and Restated Bylaws of Good Samaritan Hospital of Suffern, N.Y. (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of Good Samaritan Hospital of Suffern, N.Y. (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of Good Samaritan Hospital of Suffern, N.Y. approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc., as sole member of Good Samaritan Hospital of Suffern, N.Y., approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

IV. HealthAlliance Hospital Mary's Avenue Campus ***(proposed new name: HealthAlliance Services Mary's Avenue, Inc.)***

a. Certified copy of the current Certificate of Incorporation of HealthAlliance Hospital Mary's Avenue Campus and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "HealthAlliance Services Mary's Avenue, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of HealthAlliance Hospital Mary's Avenue Campus (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of HealthAlliance Hospital Mary's Avenue Campus (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of HealthAlliance Hospital Mary's Avenue Campus approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of HealthAlliance, Inc., as sole member of HealthAlliance Hospital Mary's Avenue Campus, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

V. HealthAlliance Hospital Broadway Campus *(proposed new name: HealthAlliance Services Broadway, Inc.)*

a. Certified copy of the current Certificate of Incorporation of HealthAlliance Hospital Broadway Campus and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "HealthAlliance Services Broadway, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of HealthAlliance Hospital Broadway Campus (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of HealthAlliance Hospital Broadway Campus (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of HealthAlliance Hospital Broadway Campus approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of HealthAlliance, Inc., as sole member of HealthAlliance Hospital Broadway Campus, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

VI. Bon Secours Charity Health System, Inc *(proposed new name: WMCHealth Western Region, Inc.)*

a. Certified copy of the current Certificate of Incorporation of Bon Secours Charity Health System, Inc. and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "WMCHealth Western Region, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of Bon Secours Charity Health System, Inc. (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of Bon Secours Charity Health System, Inc. (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc. approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of WMC Health Network – Rockland, Inc., as sole member of Bon Secours Charity Health System, Inc., approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

VII. HealthAlliance, Inc.

a. Certified copy of the current Certificate of Incorporation of HealthAlliance, Inc. and all filed amendments

b. Executed Restated Certificate of Incorporation conforming stated purposes

c. Amended and Restated Bylaws of HealthAlliance, Inc. (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of HealthAlliance, Inc. (as in effect prior to the closing of the Transaction on July 15, 2026)

e. HealthAlliance, Inc. – Resolutions of the Board of Directors approving the Asset Transfer and Governance Documents (executed July 15, 2026)

f. Resolutions of the Board of Directors of Westchester County Health Care Corporation, as sole member of HealthAlliance, Inc. approving the Asset Transfer and related documents (executed June 3, 2026)

VIII. Parent and Transaction-Level Documents

a. Westchester County Health Care Corporation – Resolutions of the Board of Directors approving the Asset Transfer and related documents (executed June 3, 2026)

b. WMC Health Network-Rockland, Inc. – Resolutions of the Board of Directors approving the Asset Transfer (executed July 15, 2026)

c. WMCHealth Western Region, Inc. (f/k/a Bon Secours Charity Health System, Inc.) – Resolutions of the Board of Directors approving the Asset Transfer and Governance Documents (executed July 15, 2026)

d. WMCHealth Western Region, Inc. (f/k/a Bon Secours Charity Health System, Inc.) – Fourth Amended and Restated Bylaws (as in effect prior to the closing of the Transaction on July 15, 2026)

e. HealthAlliance, Inc. – Resolutions of the Board of Directors approving the Asset Transfer and Governance Documents (executed July 15, 2026)

f. HealthAlliance, Inc. – Amended and Restated Bylaws (as in effect prior to the closing of the Transaction on July 15, 2026)

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE, INC., File Number 070823000503 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100009512499 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

070823000503

CERTIFICATE OF INCORPORATION

OF

HEALTH ALLIANCE PLANNING, INC.

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

The undersigned incorporators, for the purpose of forming a not-for-profit corporation under the laws of the State of New York, hereby certify:

FIRST: The name of the corporation is HEALTH ALLIANCE PLANNING, INC.

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 ("NPCL") and is a type B corporation as defined in section 201 of the NPCL.

THIRD: The Corporation is organized for the following purposes:

(a) To engage in planning the alignment of the not-for-profit hospitals in Ulster County, New York; to identify sources of financial support for the costs of such alignment; to study the reallocation of clinical services among such hospitals; and to educate the residents of Ulster County, New York about such alignment planning options, and clinical services reallocation among such hospitals.

(b) To be, and to exercise all rights and privileges as, the sole member of three not-for-profit hospitals, Benedictine Hospital, The Kingston Hospital and Margaretville Memorial Hospital (collectively, the "Hospitals" and, individually, a "Hospital"), provided that the Corporation shall have no authority which shall cause it to be deemed to be an operator of a hospital pursuant to the Public Health Law of the State of New York or the regulations and policies of the New York State Department of Health;

(c) To exercise the following powers with respect to each of the Hospitals:

- Facilitate the implementation of the alignment of the Hospitals;
- Adopt proposed strategic plans for the reallocation of clinical services between Benedictine Hospital and The Kingston Hospital, provided, however, that implementation of any such plans shall be subject to the approval of The Kingston Hospital and Benedictine Hospital;
- Submit requests for loans and grants to support the alignment of the Hospitals;
- Elect and remove the members of the boards of directors of and board officers of the Hospitals, subject to the right of the

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Benedictine Sisters of Elizabeth, New Jersey to approve the appointment of directors to the Benedictine Hospital Board or removal of a director from such board without cause;

- Approve the appointment and removal of corporate officers of the Hospitals, subject to the right of the Benedictine Sisters of Elizabeth, New Jersey to approve the appointment of the chief administrative officer of Benedictine Hospital;
- Approve any amendments proposed by a Hospital to the bylaws and certificate of incorporation of such Hospital;
- Approve any dissolution of a Hospital proposed by a Hospital (in the case of Benedictine Hospital, with the approval of the Benedictine Sisters of Elizabeth, New Jersey);
- Review (and, as appropriate, suggest further analysis and modification of) the annual capital and operating budgets of the Hospitals;
- Review (and, as appropriate, suggest further analysis and modification of) any certificate of need application for the addition, deletion, or relocation of services at the Hospitals;
- Review (and, as appropriate, suggest further analysis and modification of) the incurrence of debt in aggregate above $100,000 by any Hospital which is not already approved as part of the Hospital's budget;
- Conduct its activities in a manner that does not prevent any Hospital from adhering to its mission;
- Develop and, with the approval of The Kingston Hospital and Benedictine Hospital, implement plans for combining selected Hospital back office services, including central business function, information technology, and communications;
- Develop and, with the approval of The Kingston Hospital and Benedictine Hospital, implement a process for joint medical staff appointments, subject to the requirements and restrictions of Article 28 of the Public Health Law;
- Develop and, with the approval of The Kingston Hospital and Benedictine Hospital, implement a mechanism for joint purchasing and contracting and explore and pursue selected managed care contracting opportunities; and
- Establish, subject to the approval of Benedictine Hospital and The Kingston Hospital, shared on-call schedules.

The Corporation shall not have the power to provide any health services and shall not co-mingle Hospital funds or combine Hospital revenue streams, relocate any medical services without the consent of Benedictine Hospital and The Kingston Hospital and, in the case of Benedictine Hospital, the Benedictine Sisters of Elizabeth, New Jersey; hire or fire the Hospital chief executive officers; engage in contract negotiations that would violate the Ethical and Religious

Directives for Catholic Health Care Services of the National Conference of Catholic Bishops as interpreted by the Archbishop of New York; or take any action which would preclude the Hospitals from adhering to their respective missions; and

(d) To take any and all actions which are incidental to and not inconsistent with the foregoing purposes of the Corporation and which are lawful for not-for-profit corporations, to the extent such purposes are purposes described in Section 509(a)(1), (2) and (3) of the Internal Revenue Code of 1986, as amended (the "Code"). Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in NPCL Section 404(a) through (v), or Social Services Law, Section 460-a. Nothing contained in this Certificate of Incorporation shall authorize the Corporation to establish, operate or maintain a hospital, a home care services agency, a hospice, a health maintenance organization, or a comprehensive health services plan as provided for by Articles 28, 36, 40 and 44 respectively, of the Public Health Law, or to provide hospital service or health related service or to solicit any funds, contributions or grants from any source, for the establishment or operation of any hospital. Notwithstanding any other provision of this certificate, the Corporation is organized exclusively for charitable, educational and scientific purposes, and the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation.

In the event that the Corporation shall at any time be a private foundation within the meaning of Section 509 of the Code, or the corresponding provision of any future Untied States internal revenue law, the Corporation, as long as it shall be such a private foundation, shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the Code and shall not engage in any of the following acts:

1. Any act of self-dealing as defined in Section 4941(d) of the Code;

2. Retaining any excess business holdings as defined in Section 4943(c) of the Code;

3. Making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or

4. Making any taxable expenditures as defined in Section 4945(d) of the Code.

FOURTH: The office of the Corporation within the State of New York is to be located in the County of Ulster.

FIFTH: The territory in which the activities of the Corporation are principally to be conducted is the State of New York, but the activities of the Corporation shall not be limited thereto.

SIXTH: The names and place of residence of the persons who shall serve as the initial directors of the Corporation are as follows:

NAME	ADDRESS
Ellis Lader, MD	111 Mary's Avenue, Suite 3 Kingston, NY 12401
Richard B. Mathews	287 Wall Street Kingston, NY 12401
Marjorie S. Rovereto	P.O. Box 3337 180 Schwenk Drive Kingston, NY 12402
William A. Le Doux	26 Elm Street Tillson, NY 12486
Carol Crews	14 Rondout Hills Port Ewen, NY 12466
Kevin Ryan	454 Country Club Lane Kingston, NY 12401
Donald C. Katt, Ph.D.	Cottekill Road Stone Ridge, NY 12484
Amin Elashker, DO	117 Mary's Avenue, Suite 101 Kingston, NY 12401
Craig R. Sickler, CPA	P. O. Box 757 Lake Katrine, NY 12449
Pamela Carroad	P. O. Box 1488 Kingston, NY 12402
Eugene P. Heslin, M.D.	16 West Bridge Street Saugerties, NY 12477
Cynthia Lowe, CPA	43 Sherry Lane Kingston, NY 12401

Al Spada	101 Florence Street Kingston, NY 12401
Craig Moss, M.D.	368 Broadway Suites 303 & 304 Kingston, NY 12401

SEVENTH: No part of the assets, income or net earnings of the Corporation shall inure to the benefit of any member, director, trustee, officer or employee of the Corporation, or to any private individual, except as reasonable compensation for services rendered in effecting the purposes of the Corporation.

EIGHTH: In the event of dissolution of the Corporation, no distribution of any of the property or assets of the Corporation shall be made to any member, director, trustee, officer or employee of the Corporation, or to any private individual, but all of such property and assets shall be distributed to accomplish the charitable, educational and scientific purposes for which the Corporation is organized or distributed to such organizations as the members of the board of directors of the Corporation shall direct and which qualify under Section 501(c)(3) of the Code, or the corresponding provision of any successor statute, subject to approval by a justice of the Supreme Court of the State of New York or any other court or judge having jurisdiction.

NINTH: The Secretary 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 any process against the Corporation served upon her/him is: Nixon Peabody LLP, 30 South Pearl Street, Albany, New York 12207

IN WITNESS WHEREOF, the undersigned, being at least eighteen (18) years of age, have subscribed and affirmed this Certificate as true under the penalties of perjury on the date indicated next to each of their names:

Eugene Heslin, M.D.
16 West Bridge Street
Saugerties, NY 12477
Dated: August 2, 2007

William LeDoux
26 Elm Street
Tillson, NY 12486
Dated: August 2, 2007

STATE OF NEW YORK
DEPARTMENT OF HEALTH
Corning Tower The Governor Nelson A. Rockefeller Empire State Plaza Albany, New York 12237

Richard F. Daines, M.D.
Commissioner

August 7, 2007

Peter J. Millock, Esq.
Nixon Peabody, LLP
Omni Plaza, Suite 900
30 South Pearl Street
Albany, NY 12207-3497

Re: Health Alliance Planning, Inc.

Dear Mr. Millock:

The proposed Certificate of Incorporation of Health Alliance Planning, Inc., dated August 2, 2007, does not require the approval of the Public Health Council or the Commissioner of Health for filing with the Department of State, since the Corporation's purposes do not authorize the Corporation to operate a hospital as defined in Article 28 of the Public Health Law or an adult care facility as defined in Article 1 of the Social Services Law, and for the further reason that Article Third (c) of the certificate states:

> "Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned NFPCL Section 404(a) through (v), or Social Services Law, Section 460-a. Nothing contained in this Certificate of Incorporation shall authorize the Corporation to establish, operate or maintain a hospital, a home care services agency, a hospice, a health maintenance organization, or a comprehensive health services plan as provided for by Articles 28, 36, 40 and 44 respectively, of the Public Health Law, or to provide hospital service or health related service or to solicit any funds, contributions or grants from any source, for the establishment or operation of any hospital."

Sincerely,

Martin Bienstock
Special Counsel
Division of Legal Affairs

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: HEALTH ALLIANCE PLANNING, INC.

DOCUMENT TYPE: EXTENSION OF RESERVATION (DOM NFP)
DURATION

FILED:08/21/2007 DURATION:10/22/2007 CASH#:070821000074 FILM #:070821000073

FILER:

PETER J MILLOCK
NIXON PEABODY LLP
30 S PEARL STREET
ALBANY, NY 12207

ADDRESS FOR PROCESS:

REGISTERED AGENT:

** SUBMIT RECEIPT WHEN FILING CERTIFICATE **
APPLICANT NAME : PETER J MILLOCK

SERVICE COMPANY: ** NO SERVICE COMPANY **

SERVICE CODE: 00

FEES	35.00
FILING	10.00
TAX	0.00
CERT	0.00
COPIES	0.00
HANDLING	25.00

PAYMENTS	35.00
CASH	0.00
CHECK	35.00
CHARGE	0.00
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OPAL	0.00
REFUND	0.00

DOS-1025 (04/2007)

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CERTIFICATE OF INCORPORATION

OF

HEALTH ALLIANCE PLANNING, INC.

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

2007 AUG 23 PM 12:29

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2007 AUG 23 AM 11:56

SCC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
AUG 23 2007
TAX $ —
BY: [signature]

Ulst

CT

Nixon Peabody LLP
30 So. Pearl Street
Albany, New York 12207
518-427-2650

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE, INC., File Number 090311000440 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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090311000440

RESTATED CERTIFICATE OF INCORPORATION

OF

HEALTH ALLIANCE PLANNING, INC.

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

The undersigned, being the co-chairs of the board of directors of HEALTH ALLIANCE PLANNING, INC., hereby certify:

FIRST: The name of the corporation is HEALTH ALLIANCE PLANNING, INC. (the "Corporation"). The name under which the Corporation was formed is HEALTH ALLIANCE PLANNING, INC.

SECOND: The Certificate of Incorporation of HEALTH ALLIANCE PLANNING, INC. was filed by the Department of State on August 23, 2007.

THIRD: The Certificate of Incorporation of HEALTH ALLIANCE PLANNING, INC. is amended to effect the following amendments authorized by the Not-for-Profit Corporation Law:

1. Paragraph "FIRST" stating the name of the Corporation is hereby amended to read in full as follows:

> "FIRST: The name of the corporation is HEALTH ALLIANCE, INC. (the "Corporation")."

2. Subparagraphs (a) and (b) of Paragraph "THIRD" stating the purposes of the Corporation are hereby amended to read in full as follows:

> "(a) To study, plan and implement the allocation of clinical health services in Ulster and Delaware Counties, New York; to educate the residents of Ulster and Delaware Counties about options for the provision of such services; and to operate a health care system for the provision of such services;"
>
> "(b) To be and to exercise the following powers as a member of Benedictine Hospital, The Kingston Hospital and Margaretville Memorial Hospital (collectively, the "Hospitals" and, individually, a "Hospital") with respect to such Hospitals:

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- Adopt strategic plans, including, without limitation, plans for the reallocation of services between Benedictine Hospital and The Kingston Hospital;

- Credential all licensed health care professionals to be providing services at the Hospitals or any entity controlled by the Hospitals (subject to the adoption by the Hospitals of amendments to the medical staff bylaws to the extent required to authorize such action);

- Elect and remove the members of the boards of directors and board officers of the Hospitals, subject to the right of the Benedictine Sisters of Elizabeth, New Jersey (the "Benedictine Sisters") to approve the appointment of directors to the Benedictine Hospital board and the removal of a director from the Benedictine Hospital board without cause;

- Appoint and remove the corporate officers of the Hospitals (which power may be delegated to the Corporation's chief executive officer), subject to the right of the Benedictine Sisters to approve the appointment of the chief administrative officer of Benedictine Hospital;

- Approve and may initiate the adoption, deletion and amendment of the bylaws of the Hospitals;

- Approve and may adopt the annual capital and operating budgets of the Hospitals;

- Approve and may initiate the addition or deletion of services at the Hospitals;

- Approve and may initiate the filing of certificate of need applications by the Hospitals;

- Negotiate and approve all payor, managed care, vendor and equipment contracts for the Hospitals;

- Approve the incurrence of any debt by the Hospitals;

- Approve any expenditure by the Hospitals in aggregate per year above a threshold amount set by the Corporation which is not included in an approved capital or operating budget;

- Approve and may initiate the commencement and settlement of any litigation by the Hospitals;

- Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;

- Approve the dissolution of the Hospitals (in the case of Benedictine Hospital, with the approval of the Benedictine Sisters);

- Approve the sale by the Hospitals of any assets outside the ordinary course of business or approved within the Hospital's budget;

- Assure that Benedictine Hospital remains a Catholic institution and adheres to the Ethical and Religious Directives for Catholic Health Care Services of the National Conference of Catholic Bishops as interpreted by the Archbishop of New York;

- Assure that The Kingston Hospital and Margaretville Memorial Hospital remain secular institutions; and

- Exercise any power that is not specifically and explicitly reserved to the Hospitals in the Certificate of Incorporation or Bylaws of the Hospitals or reserved to the Hospitals by law or regulation;"

3. Subparagraph (c) of Paragraph "THIRD" is hereby amended to read in full as follows:

"(c) To exercise all rights and privileges as a member of one or more other not-for-profit corporations and as a shareholder of one or more business corporations; and"

4. A new Subparagraph (d) is added to Paragraph "THIRD" to read in full as follows:

"(d) To solicit charitable contributions to advance the purposes of the Corporation, and to support the activities of its affiliates, the Hospitals and their affiliates; and"

5. Subparagraph (d) of Paragraph "THIRD" is hereby relettered as Subparagraph (e) and amended to read in full as follows:

"(e) To take any and all actions which are incidental to and not inconsistent with the foregoing purposes of the Corporation and which are lawful for not-for-profit corporations, to the extent such purposes are purposes described in Section 509(a)(1), (2) or (3) of the Internal Revenue Code of 1986, as amended (the "Code"). Nothing herein shall authorize the Corporation, directly or

indirectly, to engage in or include among its purposes, any of the activities mentioned in NPCL Section 404(a) through (n), (p) through (s), (u) and (v), or Social Services Law, Section 460-a. Nothing contained in this Certificate of Incorporation shall authorize the Corporation to establish, operate or maintain a hospital, a home care services agency, a hospice, a health maintenance organization, or a comprehensive health services plan as provided for by Articles 28, 36, 40, and 44 respectively, of the Public Health Law, or to provide hospital service or health related service or to solicit any funds, contributions or grants from any source, for the establishment or operation of any hospital. Notwithstanding any other provision of this certificate, the Corporation is organized exclusively for charitable, educational and scientific purposes, and the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation.

In the event that the Corporation shall at any time be a private foundation within the meaning of Section 509 of the Code, or the corresponding provision of any future United States internal revenue law, the Corporation, as long as it shall be such a private foundation, shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the Code and shall not engage in any of the following acts:

1. Any act of self-dealing as defined in Section 4941(d) of the Code;

2. Retaining any excess business holdings as defined in Section 4943(c) of the Code;

3. Making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or

4. Making any taxable expenditures as defined in Section 4945(d) of the Code.

6. Paragraphs "FIFTH" and "SIXTH" are deleted and Paragraphs "SEVENTH," "EIGHTH," and "NINTH" are renumerated as Paragraphs "FIFTH," "SIXTH," and "SEVENTH" respectively.

FOURTH: The text of the certificate of incorporation is hereby restated as amended to read in full as follows:

FIRST: The name of the corporation is HEALTH ALLIANCE, 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 ("NPCL") and is a type B corporation as defined in Section 201 of the NPCL.

THIRD: The Corporation is organized for the following purposes:

(a) To study, plan and implement the allocation of clinical health services in Ulster and Delaware Counties, New York; to educate the residents of Ulster and Delaware Counties about options for the provision of such services; and to operate a health care system for the provision of such services;

(b) To be and to exercise the following powers as a member of Benedictine Hospital, The Kingston Hospital and Margaretville Memorial Hospital (collectively, the "Hospitals" and, individually, a "Hospital") with respect to such Hospitals:

- Adopt strategic plans, including, without limitation, plans for the reallocation of services between Benedictine Hospital and The Kingston Hospital;
- Credential all licensed health care professionals to be providing services at the Hospitals or any entity controlled by the Hospitals (subject to the adoption by the Hospitals of amendments to the medical staff bylaws to the extent required to authorize such action);
- Elect and remove the members of the boards of directors and board officers of the Hospitals, subject to the right of the Benedictine Sisters of Elizabeth, New Jersey (the "Benedictine Sisters") to approve the appointment of directors to the Benedictine Hospital board or the removal of a director from the Benedictine Hospital board without cause;
- Appoint and remove the corporate officers of the Hospitals (which power may be delegated to the Corporation's chief

executive officer), subject to the right of the Benedictine Sisters to approve the appointment of the chief administrative officer of Benedictine Hospital;

- Approve and may initiate the adoption, deletion and amendment of the bylaws of the Hospitals;
- Approve and may adopt the annual capital and operating budgets of the Hospitals;
- Approve and may initiate the addition or deletion of services at the Hospitals;
- Approve and may initiate the filing of certificate of need applications by the Hospitals;
- Negotiate and approve all payor, managed care, vendor and equipment contracts for the Hospitals;
- Approve the incurrence of any debt by the Hospitals;
- Approve any expenditure by the Hospitals in aggregate per year above a threshold amount set by the Corporation which is not included in an approved capital or operating budget;
- Approve and may initiate the commencement and settlement of any litigation by the Hospitals;
- Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;
- Approve the dissolution of the Hospitals (in the case of Benedictine Hospital, with the approval of the Benedictine Sisters);
- Approve the sale by the Hospitals of any assets outside the ordinary course of business or approved within the Hospital's budget;
- Assure that Benedictine Hospital remains a Catholic institution and adheres to the Ethical and Religious Directives for Catholic Health Care Services of the National Conference of Catholic Bishops as interpreted by the Archbishop of New York;
- Assure that The Kingston Hospital and Margaretville Memorial Hospital remain secular institutions; and

- Exercise any power that is not specifically and explicitly reserved to the Hospitals in the Certificate of Incorporation or Bylaws of the Hospitals or reserved to the Hospitals by law or regulation.

(c) To exercise all rights and privileges as a member of one or more other not-for-profit corporations and as a shareholder of one or more business corporations; and

(d) To solicit charitable contributions to advance the purposes of the Corporation, and to support the activities of its affiliates, the Hospitals and their affiliates; and

(e) To take any and all actions which are incidental to and not inconsistent with the foregoing purposes of the Corporation and which are lawful for not-for-profit corporations, to the extent such purposes are purposes described in Section 509(a)(1)(2) or (3) of the Internal Revenue Code of 1986, as amended (the "Code"). Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-for-Profit Corporation Law, Section 404(a) through (n),(p) through (s), (u) and (v), or Social Services Law, Section 460-a. Nothing contained in this Certificate of Incorporation shall authorize the Corporation to establish, operate or maintain a hospital, a home care services agency, a hospice, a health maintenance organization, or a comprehensive health services plan as provided for by Articles 28, 36, 40 and 44 respectively of the Public Health Law, or to provide hospital service or health related service or to solicit any funds, contributions or grants from any source, for the establishment or operation of any hospital. Notwithstanding any other provision of this Certificate, the Corporation is organized exclusively for charitable, educational and scientific purposes, and the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation.

In the event that the Corporation shall at any time be a private foundation within the meaning of Section 509 of the Code, or the corresponding provision of any future Untied States internal revenue law, the Corporation, as long as it shall be such a private foundation, shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on

undistributed income imposed by Section 4942 of the Code and shall not engage in any of the following acts:

1. Any act of self-dealing as defined in Section 4941(d) of the Code;

2. Retaining any excess business holdings as defined in Section 4943(c) of the Code;

3. Making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or

4. Making any taxable expenditures as defined in Section 4945(d) of the Code.

FOURTH: The office of the Corporation within the State of New York is to be located in the City of Kingston, County of Ulster.

FIFTH: No part of the assets, income or net earnings of the Corporation shall inure to the benefit of any member, director, trustee, officer or employee of the Corporation, or to any private individual, except as reasonable compensation for services rendered in effecting the purposes of the Corporation.

SIXTH: In the event of dissolution of the Corporation, no distribution of any of the property or assets of the Corporation shall be made to any member, director, trustee, officer or employee of the Corporation, or to any private individual, but all of such property and assets shall be distributed to accomplish the charitable, educational and scientific purposes for which the Corporation is organized or distributed to such organizations as the board of directors of the Corporation shall direct and which qualify under Section 501(c)(3) of the Code, or the corresponding provision of any successor statute, subject to approval by a justice of the Supreme Court of the State of New York or any other court or judge having jurisdiction.

SEVENTH: The Secretary 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 shall mail a copy of any process against the Corporation served upon her/him is: Nixon Peabody LLP, 30 South Pearl Street, Albany, New York 12207.

FIFTH: This restatement of the certificate of incorporation of HEALTH ALLIANCE PLANNING, INC. was authorized by the unanimous vote of its board of directors.

IN WITNESS WHEREOF, the undersigned, being at least eighteen (18) years of age, have subscribed and affirmed this certificate as true under the penalties of perjury on the date indicated next to each of their names:

Eugene Heslin, M.D.
Co-Chair of the Board of Directors
Dated: January 30, 2009

William LeDoux
Co-Chair of the Board of Directors
Dated: January 30, 2009

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

PUBLIC HEALTH COUNCIL

February 11, 2009

Ms. Cynthia Rozenberg
Vice President Strategic Planning
The Kingston Hospital
741 Grant Avenue
Lake Katrine, New York 12449

Re: Restated Certificate of Incorporation of Health Alliance Planning, Inc.

Dear Ms. Rozenberg:

AFTER INQUIRY and INVESTIGATION, and in accordance with action taken at a meeting of the Public Health Council held on the 25th of January 2008, I hereby certify that the Public Health Council consents to the filing of the Restated Certificate of Incorporation of Health Alliance Planning, Inc., dated January 30, 2009.

Sincerely,

Colleen M. Frost

Colleen M. Frost
Executive Secretary

/cf

At an Ex-Parte Part of the Supreme Court of the State of New York, held in and for the County of Ulster, on the 4th day of ~~February~~ March, 2009.

PRESENT HON. MARY M. WORK
Acting Supreme Court Justice

HON: **Justice.**

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF ULSTER

In the Matter of the Application of

HEALTH ALLIANCE PLANNING, INC.

For Approval of Amendments to Its Certificate of Incorporation Pursuant to §804 of the Not-For-Profit Corporation Law

ORDER

Health Alliance Planning, Inc., having duly made application for an order, pursuant to Section 804 of the Not-for-Profit Corporation Law, approving amendments to its certificate of incorporation in accordance with section 804 of the Not-for-Profit Corporation Law, and said application having regularly come to be heard,

Now upon reading of the Verified Petition of said corporation, and the proposed Restated Certificate of Incorporation (the "Certificate") designated as Exhibit A therein, and it appearing that the Attorney General of the State of New York has no objection to said Certificate (as evidenced by the originally executed consent annexed to this Order), and after due deliberation having been held thereon, and it appearing that the interests of said corporation and the public interest will not be adversely affected by the proposed amendment, it is

ORDERED, that the Certificate exhibited therein, be and the same is hereby approved and it is further

ORDERED that the aforesaid Restated Certificate of Incorporation of Health Alliance Planning, Inc. is authorized to be filed by the Department of State in accordance with Section 804 of the Not-for-Profit Corporation Law, to which certificate a copy of this Order shall be annexed.

ENTER:

March 4 2009
, J.S.C.

I, Mary M. Work, a Justice of the Supreme Court of the State of New York for the Third Judicial District do hereby approve of the foregoing Restated Certificate of Incorporation of Health Alliance Planning, Inc.

and consent that the same be filed.

Date: March 4, 2009

M. M. Work
J.S.C.

HON. MARY M. WORK
Acting Supreme Court Justice

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 60 DAYS HEREAFTER.

Paula Gelles 2-20-09

ASSISTANT ATTORNEY GENERAL DATE

090311000440

RESTATED CERTIFICATE OF INCORPORATION
OF
HEALTH ALLIANCE PLANNING, INC.

UNDER SECTION 805 OF THE NOT FOR PROFIT CORPORATION LAW

1cc

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAR 11 2009
TAX $
BY:
ULSTER

RECEIVED
2009 MAR 11 AM 10:02

NIXON PEABODY LLP
677 Broadway, 10th Floor
Albany, New York 12207
(518) 427-2650

2009 MAR 11 AM 11:35

478

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE, INC., File Number 100521000399 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
HEALTH ALLIANCE, INC.

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

The undersigned, being the Chair of Health Alliance, Inc. (the "Corporation"), hereby certifies:

1. The name of the Corporation is Health Alliance, Inc.

2. The Certificate of Incorporation of the Corporation was filed by the Department of State on August 23, 2007, under the name Health Alliance Planning, Inc. The Corporation's Restated Certificate of Incorporation was filed by the Department of State on March 11, 2009.

3. Health Alliance, Inc. is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and is a Type B corporation under Section 201 of said law and shall continue to be a Type B corporation after the filing of this Certificate of Amendment.

4. Subparagraphs (b) and (e) of Paragraph "THIRD" of the Corporation's Certificate of Incorporation, setting forth the Corporation's powers as member of certain not-for-profit corporations, is hereby amended in its entirety to read as follows.

(b) "To be and to exercise the following powers as a member of Benedictine Hospital, The Kingston Hospital and Margaretville Memorial Hospital (collectively, the "Hospitals" and, individually, a "Hospital") with respect to such Hospitals:

- Adopt strategic plans, including, without limitation, plans for the reallocation of services between Benedictine Hospital and The Kingston Hospital;

- Credential all licensed health care professionals to be providing services at the Hospitals or any entity controlled by the Hospitals (subject to the adoption by the Hospitals of amendments to the medical staff bylaws to the extent required to authorize such action);

- Supervise, oversee, monitor and participate in the credentialing, quality assurance, risk management and peer review activities of the Hospitals and share in any and all credentialing, quality assurance, risk management and peer review decisions of the Hospitals;

- Elect and remove the members of the boards of directors and board officers of the Hospitals, subject to the right of the Benedictine Sisters of Elizabeth, New Jersey (the "Benedictine Sisters") to approve the appointment of directors to the Benedictine Hospital board and the removal of a director from the Benedictine Hospital board without cause;

- Appoint and remove the corporate officers of the Hospitals (which power may be delegated to the Corporation's chief executive officer), subject to the right of the Benedictine Sisters to approve the appointment of the chief administrative officer of Benedictine Hospital;

- Approve and may initiate the adoption, deletion and amendment of the bylaws of the Hospitals;

- Approve and may adopt the annual capital and operating budgets of the Hospitals;

- Approve and may initiate the addition or deletion of services at the Hospitals;

- Approve and may initiate the filing of certificate of need applications by the Hospitals;

- Negotiate and approve all payor, managed care, vendor and equipment contracts for the Hospitals;

- Approve the incurrence of any debt by the Hospitals;

- Approve any expenditure by the Hospitals in aggregate per year above a threshold amount set by the Corporation which is not included in an approved capital or operating budget;

- Approve and may initiate the commencement and settlement of any litigation by the Hospitals;

- Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;

- Approve the dissolution of the Hospitals (in the case of Benedictine Hospital, with the approval of the Benedictine Sisters);

- Approve the sale by the Hospitals of any assets outside the ordinary course of business or approved within the Hospital's budget;

- Assure that Benedictine Hospital remains a Catholic institution and adheres to the Ethical and Religious Directives for Catholic Health Care Services of the National Conference of Catholic Bishops as interpreted by the Archbishop of New York;

- Assure that The Kingston Hospital and Margaretville Memorial Hospital remain secular institutions; and

- Exercise any power that is not specifically and explicitly reserved to the Hospitals in the Certificate of Incorporation or Bylaws of the Hospitals or reserved to the Hospitals by law or regulation;"

(e) "To take any and all actions which are incidental to and not inconsistent with the foregoing purposes of the Corporation and which are lawful for not-for-profit corporations, to the extent such purposes are purposes described in Section 509(a)(1)(2) or (3) of the Internal Revenue Code of 1986, as amended (the "Code"). Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-for-Profit Corporation Law, Section 404(a) through (n),(p) through (s), (u) and (v), or Social Services Law, Section 460-a. Nothing contained in this Certificate of Incorporation shall authorize the Corporation to establish, operate or maintain a home care services agency, a hospice, a health maintenance organization, or a comprehensive health services plan as provided for by Articles 36, 40 and 44 respectively of the Public Health Law. Notwithstanding any other provision of this Certificate, the Corporation is organized exclusively for charitable, educational and scientific purposes, and the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation.

In the event that the Corporation shall at any time be a private foundation within the meaning of Section 509 of the Code, or the corresponding provision of any future Untied States internal revenue law, the Corporation, as long as it shall be such a private foundation, shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the Code and shall not engage in any of the following acts:

1. Any act of self-dealing as defined in Section 4941(d) of the Code;

2. Retaining any excess business holdings as defined in Section 4943(c) of the Code;

3. Making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or

4. Making any taxable expenditures as defined in Section 4945(d) of the Code."

5. Paragraph "SEVENTH," of the Corporation's Certificate of Incorporation, designating the Secretary of State as the agent of the Corporation upon whom process against it may be served is hereby amended to change the address for service. To effect such change, Paragraph "SEVENTH" is amended to read in its entirety as follows:

> **"SEVENTH:** The Secretary 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 shall mail a copy of any process against the Corporation served upon her/him is: Nixon Peabody LLP, 677 Broadway, 10th Floor, Albany, New York 12207."

6. This Certificate of Amendment of the Certificate of Incorporation was authorized by vote of the Board of Directors of the Corporation.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the undersigned subscribed this Certificate of Amendment of the Certificate of Incorporation and hereby affirms under penalties of perjury that its contents are true this 1st day of March, 2010.

William A. LeDoux

William LeDoux, Chair

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

PUBLIC HEALTH COUNCIL

May 17, 2010

Peter J. Millock, Esq.
Nixon Peabody, LLP
Attorneys at Law
677 Broadway, 10th Floor
Albany, New York 12207

Re: Certificate of Amendment of the Certificate of Incorporation of Health Alliance, Inc.

Dear Mr. Millock:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 14h day of May, 2010, I hereby certify that the Public Health Council consents to the filing of the Certificate of Amendment of the Certificate of Incorporation of Health Alliance, Inc. as attached.

Sincerely,

Colleen M. Frost

Colleen M. Frost
Executive Secretary

/cf

100521000 399

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

HEALTH ALLIANCE, INC.

UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

FILED
2010 MAY 21 AM 11:18

RECEIVED
2010 MAY 21 AM 9:20

CC

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 21 2010
TAX $
BY:

Ulster

NIXON PEABODY LLP
677 Broadway, 10th Floor
Albany, New York 12207
(518) 427-2650

12759746.2

421

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE, INC., File Number 121204000514 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
HEALTH ALLIANCE, INC.

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

The undersigned, being the Chair of Health Alliance, Inc. (the "Corporation"), hereby certifies:

1. The name of the Corporation is Health Alliance, Inc.

2. The Certificate of Incorporation of the Corporation was filed by the Department of State on August 23, 2007, under the name Health Alliance Planning, Inc. The Corporation's Restated Certificate of Incorporation was filed by the Department of State on March 11, 2009. A Certificate of Amendment of the Certificate of Incorporation was filed by the Department of State on May 21, 2010.

3. Health Alliance, Inc. is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and is a Type B corporation under Section 201 of said law and shall continue to be a Type B corporation after the filing of this Certificate of Amendment.

4. Subparagraphs (b) and (e) of Paragraph "THIRD" of the Corporation's Certificate of Incorporation, setting forth the Corporation's powers as member of certain not-for-profit corporations, is hereby amended in its entirety to read as follows.

(b) "To be and to exercise the following powers as a member of Benedictine Hospital, The Kingston Hospital and Margaretville Memorial Hospital (collectively, the "Hospitals" and, individually, a "Hospital") and Health Alliance Senior Living Corp. ("HASLC"):

- Adopt strategic plans, including, without limitation, plans for the reallocation of services between Benedictine Hospital and The Kingston Hospital; and

- Credential all licensed health care professionals to be providing services at the Hospitals and/or HASLC or any entity controlled by the

Hospitals and/or HASLC (subject to the adoption by the Hospital and/or HASLC of amendments to the medical staff bylaws to the extent required to authorize such action);

- Supervise, oversee, monitor and participate in the credentialing, quality assurance, risk management and peer review activities of the Hospitals and/or HASLC and share in any and all credentialing, quality assurance, risk management and peer review decisions of the Hospitals and/or HASLC;

- Elect and remove the members of the boards of directors and board officers of the Hospitals and the members of the board of directors of HASLC, subject to the right of the Benedictine Sisters of Elizabeth, New Jersey (the "Benedictine Sisters") to approve the appointment of directors to the Benedictine Hospital board and the removal of a director from the Benedictine Hospital board without cause;

- Appoint and remove the corporate officers of the Hospitals and/or HASLC (which power may be delegated to the Corporation's chief executive officer), subject to the right of the Benedictine Sisters to approve the appointment of the chief operating officer of Benedictine Hospital;

- Approve and may initiate the adoption, deletion and amendment of the bylaws of the Hospitals and/or HASLC;

- Approve and may adopt the annual capital and operating budgets of the Hospitals and/or HASLC;

- Approve and may initiate the addition or deletion of services at the Hospitals and/or HASLC;

- Approve and may initiate the filing of certificate of need applications by the Hospitals and/or HASLC;

- Negotiate and approve all payor, managed care, vendor and equipment contracts for the Hospitals and/or HASLC;

- Approve the incurrence of any debt by the Hospitals and/or HASLC;

- Approve any expenditure by the Hospitals and/or HASLC in aggregate per year above a threshold amount set by the Corporation which is not included in an approved capital or operating budget;

- Approve and may initiate the commencement and settlement of any litigation by the Hospitals and/or HASLC;

- Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;

- Approve the dissolution of the Hospitals (in the case of Benedictine Hospital, with the approval of the Benedictine Sisters) and/or HASLC;

- Approve the sale by the Hospitals and/or HASLC of any assets outside the ordinary course of business or approved within the Hospital's and/or HASLC's budget;

- Assure that Benedictine Hospital remains a Catholic institution and adheres to the Ethical and Religious Directives for Catholic Health Care Services of the National Conference of Catholic Bishops as interpreted by the Archbishop of New York;

- Assure that The Kingston Hospital, Margaretville Memorial Hospital and HASLC remain secular institutions; and

- Exercise any power that is not specifically and explicitly reserved to the Hospitals and/or HASLC in the Certificate of Incorporation or Bylaws of the Hospitals and/or HASLC or reserved to the Hospitals and/or HASLC by law or regulation.

(e) "To take any and all actions which are incidental to and not inconsistent with the foregoing purposes of the Corporation and which are lawful for not-for-profit corporations, to the extent such purposes are purposes described in Section 509(a)(1)(2) or (3) of the Internal Revenue Code of 1986, as amended (the "Code"). Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-for-Profit Corporation Law, Section 404(a) through (n),(p) through (s), (u) and (v), or Social Services Law, Section 460-a. Nothing contained in this Certificate of Incorporation shall authorize the Corporation to establish, operate or maintain a home care services agency, a hospice, a health maintenance organization, or a comprehensive health services plan as provided for by Articles 36, 40 and 44 respectively of the Public Health Law. Notwithstanding any other provision of this Certificate, the Corporation is organized exclusively for charitable, educational and scientific purposes, and the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation.

In the event that the Corporation shall at any time be a private foundation within the meaning of Section 509 of the Code, or the corresponding

provision of any future Untied States internal revenue law, the Corporation, as long as it shall be such a private foundation, shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the Code and shall not engage in any of the following acts:

1. Any act of self-dealing as defined in Section 4941(d) of the Code;

2. Retaining any excess business holdings as defined in Section 4943(c) of the Code;

3. Making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or

4. Making any taxable expenditures as defined in Section 4945(d) of the Code."

5. The Secretary 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 shall mail a copy of any process against the Corporation served upon her/him is: Nixon Peabody LLP, 677 Broadway, 10th Floor, Albany, New York 12207.

6. This Certificate of Amendment of the Certificate of Incorporation was authorized by vote of the Board of Directors of the Corporation.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the undersigned subscribed this Second Certificate of Amendment of the Certificate of Incorporation and hereby affirms under penalties of perjury that its contents are true this 6th day of October, 2011

Cynthia A. Lowe, Chair

At an Ex-Parte Part of the Supreme Court of the State of New York, held in and for the County of Ulster, on the 26 day of ~~September~~ November, 2012.

PRESENT

HON: James P. Gilpatric J S C. **Justice.**

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF ULSTER

In the Matter of the Application of

HEALTH ALLIANCE, INC.

For Approval of Amendments to Its Certificate of Incorporation Pursuant to §804 of the Not-For-Profit Corporation Law

ORDER

Health Alliance, Inc., having duly made application for an order, pursuant to Section 804 of the Not-for-Profit Corporation Law, approving amendments to its certificate of incorporation in accordance with section 804 of the Not-for-Profit Corporation Law, and said application having regularly come to be heard,

Now upon reading of the proposed Second Certificate of Amendment of the Certificate of Incorporation (the "Certificate"), and it appearing that the Attorney General of the State of New York has no objection to said Certificate (as evidenced by the originally executed consent annexed to this Order), and after due deliberation having been held thereon, and it appearing that the interests of said corporation and the public interest will not be adversely affected by the proposed amendment, it is

ORDERED, that the Certificate be and the same is hereby approved and it is further

ORDERED that the aforesaid Second Certificate of Amendment of the Certificate of Incorporation of Health Alliance, Inc. is authorized to be filed by the Department of State in accordance with Section 804 of the Not-for-Profit Corporation Law, to which certificate a copy of this Order shall be annexed.

ENTER:

November 26, 2012
Kingston, NY

J.S.C.

James P Gilpatric
J.S.C.

THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE. SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

ASSISTANT ATTORNEY GENERAL DATE

11/2/12

121204000554

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

HEALTH ALLIANCE, INC.

UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

RECEIVED
2012 DEC -3 PM 4:14

FILED
2012 DEC -4 PM 1:17

lcc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 04 2012
BY: [signature]

LCS
DRAWDOWN - #AL

NIXON PEABODY LLP
677 Broadway, 10th Floor
Albany, New York 12207
(518) 427-2650

Customer Ref.# 44414

563

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE, INC., File Number 130205001196 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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~~AMENDED AND~~ RESTATED

CERTIFICATE OF INCORPORATION

OF

HEALTH ALLIANCE, INC.

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

Cynthia A. Lowe, being the Chair of the Board of Directors of Health Alliance, Inc., hereby certifies:

FIRST: The name of the corporation is Health Alliance, Inc. (the "Corporation"). The name under which the Corporation was formed is Health Alliance Planning, Inc.

SECOND: The Certificate of Incorporation of Health Alliance Planning, Inc. was filed by the Department of State on August 23, 2007.

THIRD: The Certificate of Incorporation of the Corporation is amended to effect the following amendments authorized by the Not-for-Profit Corporation Law:

1. Paragraph "FIRST," stating the name of the Corporation, is hereby amended to change the name and to read in full as follows:

"FIRST: The name of the corporation is HealthAlliance, Inc. (the "Corporation"). ~~The name under which the Corporation was formed is Health Alliance Planning, Inc.~~"

2. Subparagraph (b) of Paragraph "THIRD" stating the purposes of the Corporation is hereby amended to read in full as follows:

"(b) To be and to exercise the following powers as a member of HealthAlliance Hospital Mary's Avenue Campus, HealthAlliance Hospital Broadway Campus and Margaretville Memorial Hospital (collectively, the "Hospitals" and, individually, a "Hospital") and HealthAlliance Senior Living Corp. ("HASLC"):

- Adopt strategic plans, including, without limitation, plans for the reallocation of services between HealthAlliance Hospital Mary's Avenue Campus and HealthAlliance Hospital Broadway Campus;
- Credential all licensed health care professionals to be providing services at the Hospitals and/or HASLC or any entity controlled by the Hospitals and/or HASLC (subject to the adoption by the Hospital

and/or HASLC of amendments to the medical staff bylaws to the extent required to authorize such action);

- Supervise, oversee, monitor and participate in the credentialing, quality assurance, risk management and peer review activities of the Hospitals and/or HASLC and share in any and all credentialing, quality assurance, risk management and peer review decisions of the Hospitals and/or HASLC;
- Elect and remove the members of the boards of directors and board officers of the Hospitals and the members of the board of directors of HASLC;
- Appoint and remove the corporate officers of the Hospitals and/or HASLC (which power may be delegated to the Corporation's chief executive officer);
- Approve and may initiate the adoption, deletion and amendment of the bylaws of the Hospitals and/or HASLC;
- Approve and may adopt the annual capital and operating budgets of the Hospitals and/or HASLC;
- Approve and may initiate the addition or deletion of services at the Hospitals and/or HASLC;
- Approve and may initiate the filing of certificate of need applications by the Hospitals and/or HASLC;
- Negotiate and approve all payor, managed care, vendor and equipment contracts for the Hospitals and/or HASLC;
- Approve the incurrence of any debt by the Hospitals and/or HASLC;
- Approve any expenditure by the Hospitals and/or HASLC in aggregate per year above a threshold amount set by the Corporation which is not included in an approved capital or operating budget;
- Approve and may initiate the commencement and settlement of any litigation by the Hospitals and/or HASLC;
- Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;
- Approve the dissolution of the Hospitals and/or HASLC;

- Approve the sale by the Hospitals and/or HASLC of any assets outside the ordinary course of business or approved within the Hospital's and/or HASLC's budget;

- Assure that HealthAlliance Hospital Mary's Avenue Campus, HealthAlliance Hospital Broadway Campus, Margaretville Memorial Hospital and HASLC remain secular institutions; and

- Exercise any power that is not specifically and explicitly reserved to the Hospitals and/or HASLC in the Certificate of Incorporation or Bylaws of the Hospitals and/or HASLC or reserved to the Hospitals and/or HASLC by law or regulation.

3. Paragraph "FOURTH," stating the county within the state in which the office of the Corporation is located, is hereby amended to read in full as follows:

"FOURTH: The office of the Corporation within the State of New York is to be located in the County of Ulster."

FOURTH: The text of the Certificate of Incorporation is hereby restated as amended to read in full as follows:

~~AMENDED AND RESTATED~~

CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE, INC.

FIRST: The name of the corporation is HealthAlliance, Inc. (the "Corporation"). ~~The name under which the Corporation was formed is Health Alliance Planning, Inc.~~

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 ("NPCL") and is a type B corporation as defined in Section 201 of the NPCL.

THIRD: The Corporation is organized for the following purposes:

(a) To study, plan and implement the allocation of clinical health services in Ulster and Delaware Counties, New York; to educate the residents of Ulster and Delaware Counties about options for the

provision of such services; and to operate a health care system for the provision of such services;

(b) To be and to exercise the following powers as a member of HealthAlliance Hospital Mary's Avenue Campus, HealthAlliance Hospital Broadway Campus and Margaretville Memorial Hospital (collectively, the "Hospitals" and, individually, a "Hospital") and HealthAlliance Senior Living Corp. ("HASLC"):

- Adopt strategic plans, including, without limitation, plans for the reallocation of services between HealthAlliance Hospital Mary's Avenue Campus and HealthAlliance Hospital Broadway Campus;
- Credential all licensed health care professionals to be providing services at the Hospitals and/or HASLC or any entity controlled by the Hospitals and/or HASLC (subject to the adoption by the Hospital and/or HASLC of amendments to the medical staff bylaws to the extent required to authorize such action);
- Supervise, oversee, monitor and participate in the credentialing, quality assurance, risk management and peer review activities of the Hospitals and/or HASLC and share in any and all credentialing, quality assurance, risk management and peer review decisions of the Hospitals and/or HASLC;
- Elect and remove the members of the boards of directors and board officers of the Hospitals and the members of the board of directors of HASLC;
- Appoint and remove the corporate officers of the Hospitals and/or HASLC (which power may be delegated to the Corporation's chief executive officer);
- Approve and may initiate the adoption, deletion and amendment of the bylaws of the Hospitals and/or HASLC;
- Approve and may adopt the annual capital and operating budgets of the Hospitals and/or HASLC;
- Approve and may initiate the addition or deletion of services at the Hospitals and/or HASLC;
- Approve and may initiate the filing of certificate of need applications by the Hospitals and/or HASLC;

- Negotiate and approve all payor, managed care, vendor and equipment contracts for the Hospitals and/or HASLC;
- Approve the incurrence of any debt by the Hospitals and/or HASLC;
- Approve any expenditure by the Hospitals and/or HASLC in aggregate per year above a threshold amount set by the Corporation which is not included in an approved capital or operating budget;
- Approve and may initiate the commencement and settlement of any litigation by the Hospitals and/or HASLC;
- Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;
- Approve the dissolution of the Hospitals and/or HASLC;
- Approve the sale by the Hospitals and/or HASLC of any assets outside the ordinary course of business or approved within the Hospital's and/or HASLC's budget;
- Assure that HealthAlliance Hospital Mary's Avenue Campus, HealthAlliance Hospital Broadway Campus, Margaretville Memorial Hospital and HASLC remain secular institutions; and
- Exercise any power that is not specifically and explicitly reserved to the Hospitals and/or HASLC in the Certificate of Incorporation or Bylaws of the Hospitals and/or HASLC or reserved to the Hospitals and/or HASLC by law or regulation.

(c) To exercise all rights and privileges as a member of one or more other not-for-profit corporations and as a shareholder of one or more business corporations;

(d) To solicit charitable contributions to advance the purposes of the Corporation, and to support the activities of its affiliates, the Hospitals and their affiliates; and

(e) To take any and all actions which are incidental to and not inconsistent with the foregoing purposes of the Corporation and which are lawful for not-for-profit corporations, to the extent such purposes are purposes described in Section 509(a)(1)(2) or (3) of the Internal Revenue Code of 1986, as amended (the "Code"). Nothing herein shall authorize the Corporation, directly or

indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-for-Profit Corporation Law Section 404(a) through (n),(p) through (s), (u) and (v), or Social Services Law Section 460-a. Nothing contained in this Certificate of Incorporation shall authorize the Corporation to establish, operate or maintain a home care services agency, a hospice, a health maintenance organization, or a comprehensive health services plan as provided for by Articles 36, 40 and 44 respectively of the Public Health Law. Notwithstanding any other provision of this Certificate, the Corporation is organized exclusively for charitable, educational and scientific purposes, and the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation.

In the event that the Corporation shall at any time be a private foundation within the meaning of Section 509 of the Code, or the corresponding provision of any future Untied States internal revenue law, the Corporation, as long as it shall be such a private foundation, shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the Code and shall not engage in any of the following acts:

1. Any act of self-dealing as defined in Section 4941(d) of the Code;

2. Retaining any excess business holdings as defined in Section 4943(c) of the Code;

3. Making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or

4. Making any taxable expenditures as defined in Section 4945(d) of the Code.

FOURTH: The office of the Corporation within the State of New York is to be located in the County of Ulster.

FIFTH: No part of the assets, income or net earnings of the Corporation shall inure to the benefit of any member, director, trustee, officer or employee of the

Corporation, or to any private individual, except as reasonable compensation for services rendered in effecting the purposes of the Corporation.

SIXTH: In the event of dissolution of the Corporation, no distribution of any of the property or assets of the Corporation shall be made to any member, director, trustee, officer or employee of the Corporation, or to any private individual, but all of such property and assets shall be distributed to accomplish the charitable, educational and scientific purposes for which the Corporation is organized or distributed to such organizations as the board of directors of the Corporation shall direct and which qualify under Section 501(c)(3) of the Code, or the corresponding provision of any successor statute, subject to approval by a justice of the Supreme Court of the State of New York or any other court or judge having jurisdiction.

SEVENTH: The Secretary 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 shall mail a copy of any process against the Corporation served upon her/him is: Nixon Peabody LLP, 677 Broadway, Albany, New York 12207.

FIFTH: This Amended and Restated Certificate of Incorporation was authorized by vote of its board of directors.

IN WITNESS WHEREOF, the undersigned, being at least eighteen (18) years of age, has subscribed and affirmed this Amended and Restated Certificate of Incorporation as true under the penalties of perjury on the date indicated next to her name:

Cynthia A. Lowe
Chair of the Board of Directors
Dated: 11/1, 2012

THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE. SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER

ASSISTANT ATTORNEY GENERAL

DATE 1/28/13

14180995.2

PHHPC

PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

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

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

December 26, 2012

Mr. Peter Millock
Nixon Peabody, LLP
677 Broadway, 10th Floor
Albany, New York 12207

Re: Amended and Restated Certificate of Incorporation of Health Alliance, Inc.

Dear Mr. Millock:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council and Health Planning Council held on the 6th day of December, 2012, I hereby certify that the Public Health and Health Planning Council consents to the filing of the Amended and Restated Certificate of Incorporation of Health Alliance, Inc., dated November 1, 2012.

Sincerely,

Colleen M. Frost

Colleen M. Frost
Executive Secretary

/cf

The undersigned, a Justice of the Supreme Court of the State of New York for the Third Judicial District, in which the office of the Corporation is located, hereby approves the foregoing Amended and Restated Certificate of Incorporation of Health Alliance, Inc.

Dated: February 4, 2013

Justice, Supreme Court

130205001196

~~AMENDED AND~~ RESTATED

CERTIFICATE OF INCORPORATION
OF
HEALTH ALLIANCE, INC.

UNDER SECTION 805 OF THE NOT FOR PROFIT CORPORATION LAW

2013 FEB -5 PM 3:56

NIXON PEABODY LLP
677 Broadway, 10th Floor
Albany, New York 12207
(518) 427-2650

2013 FEB -5 PM 2:53

RECEIVED

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 05 2013
BY: IMD
Usta

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE, INC., File Number 160324000450 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100009512504 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
HEALTHALLIANCE, INC.
(Under Section 803 of the Not-For-Profit Corporation Law)

The undersigned, being the Chair of HealthAlliance, Inc. (the "Corporation"), hereby certifies that:

1. The name of the Corporation is HealthAlliance, Inc.

2. The Certificate of Incorporation was filed by the Secretary of the State of New York on August 23, 2007 under the name Health Alliance Planning, Inc. The Corporation's Restated Certificate of Incorporation was filed by the Secretary of State on March 11, 2009. A Certificate of Amendment of the Certificate of Incorporation was filed by the Secretary of State on May 21, 2010. A Certificate of Amendment to the Certificate of Incorporation was filed by the Secretary of State on December 4, 2012. The Corporation's Restated Certificate of Incorporation was filed by the Secretary of State on February 5, 2013.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law. The Corporation is a charitable corporation under Section 201 of the Not-For-Profit Corporation Law, and shall remain a charitable corporation following the effective date of the amendment herein.

4. The Certificate of Incorporation is hereby amended as authorized by Section 801 of the Not-for-Profit Corporation Law to effect the following amendments:

Subparagraph (b) of Paragraph "THIRD" of the Corporation's Certificate of Incorporation, setting forth the Corporation's powers as a member of certain not-for-profit corporations, is hereby amended in its entirety to read as follows:

(b) "To be and to exercise the following powers as a member of HealthAlliance Hospital Mary's Avenue Campus, HealthAlliance Hospital Broadway Campus and Margaretville Memorial Hospital (collectively, the "Hospitals" and, indivldually, a "Hospital"):

- Adopt strategic plans, including, without limitation, plans for the reallocation of services between HealthAlliance Hospital Mary's Avenue Campus and HealthAlliance Hospital Broadway Campus;
- Credential all licensed health care professionals to be providing services at the Hospitals or any entity controlled by the Hospitals (subject to the adoption by the Hospital of amendments to the medical staff bylaws to the extent required to authorize such action);
- Supervise, oversee, monitor and participate in the credentialing, quality assurance, risk management and peer review activities of the Hospitals and share in any and all credentialing, quality assurance, risk management and peer review decisions of the Hospitals;
- Elect and remove the members of the boards of directors and board officers of the Hospitals;
- Appoint and remove the corporate officers of the Hospitals (which power may be delegated to the Corporation's chief executive officer);
- Approve and may initiate the adoption, deletion and amendment of the bylaws of the Hospitals;
- Approve and may adopt the annual capital and operating budgets of the Hospitals;
- Approve and may initiate the addition or deletion of services at the Hospitals;
- Approve and may initiate the filing of certificate of need applications by the Hospitals;
- Negotiate and approve all payor, managed care, vendor and equipment contracts for the Hospitals;
- Approve the incurrence of any debt by the Hospitals;
- Approve any expenditure by the Hospitals in aggregate per year above a threshold amount set by the Corporation which is not included in an approved capital or operating budget;
- Approve and may initiate the commencement and settlement of any litigation by the Hospitals;
- Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;
- Approve the dissolution of the Hospitals;
- Approve the sale by the Hospitals of any assets outside the ordinary course of business or approved within the Hospital's budget;
- Assure that HealthAlliance Hospital Mary's Avenue Campus, HealthAlliance Hospital Broadway Campus, and Margaretville Memorial Hospital remain secular institutions; and

- Exercise any power that is not specifically and explicitly reserved to the Hospitals in the Certificate of Incorporation or Bylaws of the Hospitals or reserved to the Hospitals by law or regulations.

5. This Certificate of Amendment of the Certificate of Incorporation of HealthAlliance, Inc. was authorized by a vote of the board of directors of the Corporation.

6. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of such process is: c/o Garfunkel Wild, P.C., 111 Great Neck Road, Suite 600, Great Neck, New York 11021.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of the Corporation's Certificate of Incorporation and hereby affirms the truth of the statements made herein under the penalty of perjury this 20th day of November, 2015.

Tom Collins, Chair of the Board of Directors

STATE OF NEW YORK
SUPREME COURT COUNTY OF ULSTER

CERTIFICATE OF AMENDMENT

OF CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE, INC.
(Under Section 803 of the Not-For Profit Corporation Law

THE ATTORNEY GENERAL HEREBY APPROVES THE FOREGOING CERTIFICATE OF AMENDMENT FOR FILING WITH THE DEPARTMENT OF STATE.

Jill Faber
JILL F. FABER

Date: March 14, 2016
ASSISTANT ATTORNEY GENERAL

PHHPC

PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

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

(518) 402-0964
PHHPC@health.ny.gov

February 25, 2016

Michelle T. Gramoglia
Executive Director
HealthAlliance Senior Living Corp.
d/b/a Woodland Pond at New Paltz
100 Woodland Pond Circle
New Paltz, New York 12561

Re: Certificate of Amendment of the Certificate of Incorporation of HealthAlliance, Inc.

Dear Ms. Gramoglia:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council and Health Planning Council held on the 11th day of February, 2016, 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 HealthAlliance, Inc., dated November 20, 2015.

Sincerely,

Colleen M. Leonard

Colleen M. Leonard
Executive Secretary

/cl

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CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE, INC.

(Under Section 803 of the Not-For-Profit Corporation Law)

1cc

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAR 24 2016
TAX $
BY:

ULSTER

Carrie J. Pollak, Esq.
Hancock Estabrook, LLP
Gateway Center
401 East State Street, Suite 304
Ithaca, New York 14850
Cust. Ref. No.: 104.0750.68

DRAWDOWN
AIDF-24
Reference # 1784
479

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE, INC., File Number 160330000658 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION OF

HEALTHALLIANCE, INC.

Under Section 803 of the
New York Not-For-Profit Corporation Law

The undersigned. Thomas Collins, hereby certifies that he is the Chair of HealthAlliance, Inc. (hereinafter, the "Corporation"), a corporation organized and existing under the Not-For-Profit Corporation Law of the State of New York, and do hereby further certify as follows:

- The original name of the Corporation was Health Alliance Planning, Inc. At the present time, the name of the Corporation is HealthAlliance, Inc.

- The Certificate of Incorporation of the Corporation was filed with the New York Secretary of State on August 23, 2007 pursuant to Section 402 of the Not-For-Profit Corporation Law of the State of New York.

- 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.

- The Corporation's Certificate of Incorporation is hereby amended to add a new paragraph "EIGHTH" as follows:

> "**EIGHTH:** WMC Health Network – Ulster, Inc., a New York not-for-profit corporation, shall be the sole member of the Corporation."

- This Certificate of Amendment of the Corporation's Certificate of Incorporation was authorized by the unanimous vote of the Board of Directors of the Corporation.

- The Secretary of 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 any process against the Corporation which is served upon him is Garfunkel Wild, P.C., 111 Great Neck Road, Suite 600 Great Neck, New York 11021.

IN WITNESS WHEREOF, this Certificate of Amendment has been signed, and the statements made herein are affirmed as true under penalties of perjury this 30th day of March, 2016.

Name: Thomas Collins
Title: Chair / AUTHORIZED PERSON

658

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION OF

HEALTHALLIANCE, INC.

Under Section 803 of the
New York Not-For-Profit Corporation Law

FILED
2016 MAR 30 PM 1:22

lcc

FILED BY:

GARFUNKEL WILD, P.C.
ATTORNEYS AT LAW
111 GREAT NECK ROAD
GREAT NECK, NY 11021

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAR 30 2016
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BY: pw

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE, INC., File Number 170914000514 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100009512507 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

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RESTATED

CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE, INC.

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

The undersigned, being the Chair of the Board of Directors of HealthAlliance, Inc., hereby certifies:

1. The name of the corporation is HEALTHALLIANCE, INC. (the "Corporation"). The name under which the Corporation was formed was "Health Alliance Planning, Inc."

2. The Certificate of Incorporation of the Corporation was filed by the Department of State on August 23, 2007 pursuant to the Not-for-Profit Corporation Law of the State of New York (the "NPCL").

3. The Certificate of Incorporation is hereby amended to effect the following changes:

(a) Paragraph SECOND of the Certificate of Incorporation regarding the type of Corporation is amended to delete the reference to the Corporation being a type B corporation as defined in Section 201 of the NPCL and to add that the Corporation is charitable. Accordingly paragraph SECOND shall be hereby amended in its entirety to read as follows:

> "**SECOND**: The Corporation is a corporation as defined in Subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law of the State of New York ("NPCL")", and is a charitable Corporation as defined in Section 201 of the NPCL.

(b) Subparagraph (b) of paragraph THIRD of the Certificate of Incorporation, which sets forth the powers of the Corporation as member of HealthAlliance Hospital Mary's Avenue Campus, HealthAlliance Hospital Broadway Campus and Margaretville Memorial Hospital (collectively, the "Hospitals"), is hereby (i) renumbered as paragraph FOURTH of the Certificate of Incorporation, (ii) revised to identify the sole member of the Corporation, WMC Health Network-Ulster, Inc. ("WMC-Health"), and (iii) revised to subject certain of those powers to the approval of the WMC-Health. Accordingly, (x) existing subparagraphs (c), (d), and (e) of paragraph THIRD of the Certificate of Incorporation shall be modified to be subparagraphs (b), (c), and (d) of paragraph THIRD, (y) existing paragraphs FOURTH, FIFTH, SIXTH, SEVENTH, and EIGHTH of the Certificate of Incorporation shall be correspondingly renumbered as paragraphs FIFTH, SIXTH, SEVENTH, EIGHTH, and NINTH, and (z) paragraph FOURTH shall be amended in its entirety to read as follows:

> "**FOURTH**: The Corporation shall have one member: WMC Health Network-Ulster, Inc. ("WMC-Health"). The Corporation shall be and exercise the following powers as a member of the Hospitals:
>
> • Adopt strategic plans, including, without limitation, plans for the reallocation of services between HealthAlliance Hospital Mary's Avenue Campus and HealthAlliance Hospital Broadway Campus;
>
> • Credential all licensed health care professionals to be providing services at the Hospitals or any entity controlled by the Hospitals (subject to the adoption by the Hospital of amendments to the medical staff bylaws to the extent required to authorize such action);
>
> • Supervise, oversee, monitor and participate in the credentialing, quality assurance, risk management and peer review activities of the Hospitals and share

in any and all credentialing, quality assurance, risk management and peer review decisions of the Hospitals;

• Elect and remove the members of the boards of directors and board officers of the Hospitals;

• Appoint and remove the corporate officers of the Hospitals (which power may be delegated to the Corporation's chief executive officer);

• Approve and may initiate the adoption, deletion and amendment of bylaws of the Hospitals;

• Approve and may adopt the annual capital and operating budgets of the Hospitals, subject to the approval of WMC-Health;

• Approve and may adopt operating policies and procedures of the Hospitals, subject to the approval of WMC-Health;

• Approve and may initiate the addition or deletion of services at the Hospitals;

• Approve and may initiate the filing of certificate of need applications by the Hospitals;

• Negotiate and approve all vendor and equipment contracts for the Hospitals;

• Approve the incurrence of any debt by the Hospitals;

• Approve any expenditure by the Hospitals in aggregate per year above a threshold amount set by the Corporation which is not included in an approved capital or operating budget;

• Approve and may initiate the commencement and settlement of any litigation by the Hospitals;

• Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;

• Approve the dissolution of the Hospitals;

• Approve the sale by the Hospitals of any assets outside the ordinary course of business or approved within the Hospital's budget;

• Assure that HealthAlliance Hospital Mary's Avenue Campus, HealthAlliance Hospital Broadway Campus, and Margaretville Memorial Hospital remain secular institutions; and

• Exercise any power that is not specifically and explicitly reserved to WMC-Health in this Certificate of Incorporation, or reserved to the Hospitals in the

Certificate of Incorporation or Bylaws of the Hospitals, or reserved to the Hospitals by law or regulation."

(c) Existing paragraph SEVENTH of the Certificate of Incorporation, regarding service of process, renumbered as paragraph EIGHTH per above, shall be amended in its entirety to read as follows:

"**EIGHTH**: The Secretary of 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 shall mail a copy of any process against the Corporation served upon her/him is: Attn: General Counsel, Westchester Medical Center, Taylor Pavilion, 100 Woods Road, Valhalla, NY 10595".

(d) Existing paragraph EIGHTH of the Certificate of Incorporation, which identifies the member of the Corporation, renumbered as paragraph NINTH per above, is revised to delete identification of the member (which was moved to paragraph FOURTH), and grant certain rights and powers to the member. Accordingly, paragraph EIGHTH, renumbered as paragraph NINTH per above, shall be amended in its entirety to read as follows:

"**NINTH**: WMC-Health shall be entitled to all the rights and powers of a member under New York law, and shall exercise the following powers, in addition to those granted under the Not-For-Profit Corporation Law, as sole corporate member:

(a) Appointment and dismissal of management-level employees of the Corporation;

(b) Negotiation of payor and managed care contracts on behalf of the Corporation and the Hospitals;

(c) Approval of the annual capital and operating budgets of the Corporation and the Hospitals; and

(d) Approval of the operating policies and procedures of the Corporation and the Hospitals."

4. The text of the Certificate of Incorporation is hereby restated as amended to read in full as follows:

CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE, INC.

FIRST: The name of the corporation is HealthAlliance, 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 ("NPCL"), and is a charitable Corporation as defined in Section 201 of the NPCL.

THIRD: The Corporation is organized for the following purposes:

(a) To study, plan and implement the allocation of clinical health services in Ulster and Delaware Counties, New York; to educate the residents of Ulster and Delaware Counties about options for the provision of such services; and to operate a health care system for the provision of such services;

(b) To exercise all rights and privileges as a member of one or more other not-for-profit corporations and as a shareholder of one or more business corporations;

(c) To solicit charitable contributions to advance the purposes of the Corporation, and to support the activities of its affiliates, HealthAlliance Hospital Mary's Avenue Campus, HealthAlliance Hospital Broadway Campus and Margaretville Memorial Hospital (collectively, the "Hospitals" and, individually, a "Hospital") and their affiliates; and

(d) To take any and all actions which are incidental to and not inconsistent with the foregoing purposes of the Corporation and which are lawful for not-for-profit corporations, to the extent such purposes are purposes described in Section 509(a)(1), (2) or (3) of the Internal Revenue Code of 1986, as amended (the "Code"). Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-for-Profit Corporation

Law Section 404(a) through (n), (p) through (s), (u) and (v), or Social Services Law Section 460-a. Nothing contained in this Certificate of Incorporation shall authorize the Corporation to establish, operate or maintain a home care services agency, a hospice, a health maintenance organization, or a comprehensive health services plan as provided for by Articles 36, 40 and 44 respectively of the Public Health Law. Notwithstanding any other provision of this Certificate, the Corporation is organized exclusively for charitable, educational and scientific purposes, and the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation.

In the event that the Corporation shall at any time be a private foundation within the meaning of Section 509 of the Code, or the corresponding provision of any future United States internal revenue law, the Corporation, as long as it shall be such a private foundation, shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the Code and shall not engage in any of the following acts:

1. Any act of self-dealing as defined in Section 4941(d) of the Code;

2. Retaining any excess business holdings as defined in Section 4943(c) of the Code;

3. Making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or

4. Making my taxable expenditures as defined in Section 4945(d) of the Code.

FOURTH: The Corporation shall have one member: WMC Health Network-Ulster, Inc. ("WMC-Health"). The Corporation shall be and exercise the following powers as a member of the Hospitals:

• Adopt strategic plans, including, without limitation, plans for the reallocation of services between HealthAlliance Hospital Mary's Avenue Campus and HealthAlliance Hospital Broadway Campus;

• Credential all licensed health care professionals to be providing services at the Hospitals or any entity controlled by the Hospitals (subject to the adoption by the

Hospital of amendments to the medical staff bylaws to the extent required to authorize such action);

• Supervise, oversee, monitor and participate in the credentialing, quality assurance, risk management and peer review activities of the Hospitals and share in any and all credentialing, quality assurance, risk management and peer review decisions of the Hospitals;

• Elect and remove the members of the boards of directors and board officers of the Hospitals;

• Appoint and remove the corporate officers of the Hospitals (which power may be delegated to the Corporation's chief executive officer);

• Approve and may initiate the adoption, deletion and amendment of bylaws of the Hospitals;

• Approve and may adopt the annual capital and operating budgets of the Hospitals, subject to the approval of WMC-Health;

• Approve and may adopt operating policies and procedures of the Hospitals, subject to the approval of WMC-Health;

• Approve and may initiate the addition or deletion of services at the Hospitals;

• Approve and may initiate the filing of certificate of need applications by the Hospitals;

• Negotiate and approve all vendor and equipment contracts for the Hospitals;

• Approve the incurrence of any debt by the Hospitals;

• Approve any expenditure by the Hospitals in aggregate per year above a threshold amount set by the Corporation which is not included in an approved capital or operating budget;

• Approve and may initiate the commencement and settlement of any litigation by the Hospitals;

• Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;

• Approve the dissolution of the Hospitals;

• Approve the sale by the Hospitals of any assets outside the ordinary course of business or approved within the Hospital's budget;

• Assure that HealthAlliance Hospital Mary's Avenue Campus, HealthAlliance Hospital Broadway Campus, and Margaretville Memorial Hospital remain secular institutions; and

• Exercise any power that is not specifically and explicitly reserved to WMC-Health in this Certificate of Incorporation, or reserved to the Hospitals in the Certificate of Incorporation or Bylaws of the Hospitals, or reserved to the Hospitals by law or regulation.

FIFTH: The office of the Corporation within the State of New York is to be located in the County of Ulster.

SIXTH: No part of the assets, income or net earnings of the Corporation shall inure to the benefit of any member, director, trustee, officer or employee of the Corporation, or to any private individual, except as reasonable compensation for services rendered in effecting the purposes of the Corporation.

SEVENTH: In the event of dissolution of the Corporation, no distribution of any of the property or assets of the Corporation shall be made to any member, director, trustee, officer or employee of the Corporation, or to any private individual, but all of such property and assets shall be distributed to accomplish the charitable, educational and scientific purposes for which the Corporation is organized or distributed to such organizations as the board of directors of the Corporation shall direct and which qualify under Section 501(c)(3) of the Code, or the corresponding provision of any successor statute, subject to approval by a justice of the Supreme Court of the State of New York or any other court or judge having jurisdiction.

EIGHTH: The Secretary of 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 shall mail a copy of any process against the Corporation served upon her/him is:

Attn: General Counsel, Westchester Medical Center, Taylor Pavilion, 100 Woods Road, Valhalla, NY 10595"

NINTH: WMC-Health shall be entitled to all the rights and powers of a member under New York law, and shall exercise the following powers, in addition to those granted under the Not-For-Profit Corporation Law, as sole corporate member:

(a) Appointment and dismissal of management-level employees of the Corporation;

(b) Negotiation of payor and managed care contracts on behalf of the Corporation and the Hospitals;

(c) Approval of the annual capital and operating budgets of the Corporation and the Hospitals; and

(d) Approval of the operating policies and procedures of the Corporation and the Hospitals.

5. This Restated Certificate of Incorporation of the Corporation was authorized by vote of the Board of Directors of the Corporation and written consent of the sole member of the Corporation.

Dated: February 6, 2017

Name: Thomas Colling
Title: Chair, Board of Directors

The Attorney General approves the foregoing restated Certificate of Incorporation for filing with the Department of State.

8/23/17

Assistant Attorney General

PHHPC

PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

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

(518) 402-0964
PHHPC@health.ny.gov

May 10, 2017

Patricia Smyth
Cicero Consulting Associates
701 Westchester Avenue, Suite 210W
White Plains, New York 10604

Re: Restated Certificate of Incorporation of HealthAlliance, Inc.

Dear Ms. Smyth:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health and Health Planning Council held on the 9th day of March, 2017, I hereby certify that the Public Health and Health Planning Council consents to the filing of the Restated Certificate of Incorporation of HealthAlliance, Inc., dated February 6, 2017.

Sincerely,

Colleen M. Leonard

Colleen M. Leonard
Executive Secretary

/cl

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RESTATED CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE, INC.

UNDER SECTION 805 OF THE NOT-FOR-PROFIT CORPORATION LAW

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED SEP 14 2017
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2017 SEP 14 PM 2:41

FILED BY:

GARFUNKEL WILD, P.C.
ATTORNEYS AT LAW
111 GREAT NECK ROAD
GREAT NECK, NY 11021

E-12

DRAWDOWN

548

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE, INC., File Number 170919000282 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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170919000282

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE, INC.

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

The undersigned, being the Chair of the Board of Directors of HealthAlliance, Inc., hereby certifies:

1. The name of the corporation is HEALTHALLIANCE, INC. (the "Corporation"). The name under which the Corporation was formed was "Health Alliance Planning, Inc."

2. The Certificate of Incorporation of the Corporation was filed by the Department of State on August 23, 2007 pursuant to the Not-for-Profit Corporation Law of the State of New York (the "NPCL").

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

4. The Certificate of Incorporation is hereby amended to effect the following change as authorized under subparagraph (b)(2) of Section 801 of the NPCL. Paragraph THIRD of the Certificate of Incorporation, which sets forth the purposes of the Corporation, is revised to add an additional purpose regarding the operation of chemical dependence, alcoholism and/or substance abuse services. Accordingly, the existing subsection (d) of paragraph THIRD of the Certificate of Incorporation shall be re-lettered as subsection (e) and a new subsection (d) shall be added to read as follows:

170919000282

" (d) To operate chemical dependence, alcoholism and/or substance abuse services, within the meaning of Articles 19 and 32 of the Mental Hygiene Law and the Rules and Regulations adopted pursuant thereto as each may be amended from time to time, which shall require as a condition precedent before engaging in the conduct of any such services an Operating Certificate from the New York State Office of Alcoholism and Substance Abuse Services."

5. This Amendment to the Certificate of Incorporation of the Corporation was authorized at a meeting of the sole member of the Corporation.

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

Office of Legal Affairs
Attention: General Counsel
Westchester Medical Center
Executive Office of Taylor Pavilion
100 Woods Road
Valhalla, NY 10595

Dated: April 4, 2017

Name: Thomas Collins
Title: Board of Directors

THE ATTORNEY GENERAL HEREBY APPROVES THE FOREGOING CERIFICATE OF AMENDMENT FOR FILING WITH THE DEPARTMENT OF STATE

ASSISTANT ATTORNEY GENERAL
JILL FABER

8/23/17
DATE

STATE OF NEW YORK

OFFICE OF ALCOHOLISM AND SUBSTANCE ABUSE SERVICES

ALBANY, NEW YORK

KNOWN ALL PERSONS BY THESE PRESENTS:

Pursuant to the provisions of Article 32 of the Mental Hygiene Law, and Section 803 of the Not-For-Profit Corporation Law, approval is hereby given to the filing of the Certificate of Amendment of the Certificate of Incorporation of

HEALTHALLIANCE, INC.

This approval shall not be construed as an authorization for the Corporation to engage in any activity for which the provisions of Article 32 of the Mental Hygiene Law require an Operating Certificate to be issued by the Office of Alcoholism and Substance Abuse Services unless said Corporation has been issued such Operating Certificate; nor shall it be construed to eliminate the need for the said Corporation to meet any and all of the requirements and conditions precedent set forth in Article 32 of such law and the regulations promulgated thereunder for issuance of said Operating Certificate.

IN WITNESS WHEREOF, this instrument is Executed and the Seal of the New York State Office of Alcoholism and Substance Abuse Services is affixed this 27th day of April, 2017

ROBERT A. KENT
GENERAL COUNSEL
NYS OASAS

By: Janet L. Paloski
Director
Bureau of Certification and
Systems Management

Janet Paloski

282

CERTIFICATE OF AMENDMENT OF

THE

CERTIFICATE OF INCORPORATION OF

HEALTHALLIANCE, INC.

(Under Section 803 of the Not-For-Profit Corporation Law of the State of New York)

FILED
2017 SEP 19 PM 2:39

Filed by:

Christina Van Vort, Esq.
Garfunkel Wild, P.C.
111 Great Neck Road
Great Neck, New York 11021
(516) 393-2200

E-12
DRAWDOWN

1CC

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED SEP 19 2017
TAX $ _____
BY: KA

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2017 SEP 18 PM 3:01

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE, INC., File Number 190115000689 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

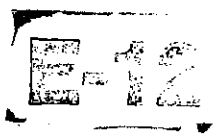
WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100009512513 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov



190115000689

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE, INC.

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

The undersigned, being the Chair of the Board of Directors of HealthAlliance, Inc., hereby certifies:

1. The name of the corporation is HEALTHALLIANCE, INC. (the "Corporation"). The name under which the Corporation was formed was "Health Alliance Planning, Inc."

2. The Certificate of Incorporation of the Corporation was filed by the Department of State on August 23, 2007 pursuant to the Not-for-Profit Corporation Law of the State of New York (the "NPCL"). A Restated Certificate of Incorporation of the Corporation was filed on September 14, 2017. A Certificate of Amendment of the Certificate of Incorporation was filed on September 19, 2017.

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

4. The Certificate of Incorporation is hereby amended to effect the following changes as authorized under subparagraph (b)(3) of Section 801 of the NPCL.

(a) Paragraph FOURTH of the Certificate of Incorporation, which identifies the sole member of the Corporation and sets forth the rights and powers of the Corporation as the member of HealthAlliance Hospital Mary's Avenue Campus,

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HealthAlliance Hospital Broadway Campus and Margaretville Memorial Hospital (collectively, the "Hospitals"), is revised to delete certain rights and powers that WMC Health Network-Ulster, Inc., the sole member of the Corporation, has with respect to the Hospitals and grant certain rights and powers to Westchester County Health Care Corporation ("WCHCC"). Accordingly, paragraph FOURTH shall be amended in its entirety to read as follows:

"FOURTH: The Corporation shall have one member: WMC Health Network-Ulster, Inc. The Corporation shall be and exercise the following powers as a member of the Hospitals:

- Adopt strategic plans, including, without limitation, plans for the reallocation of services between HealthAlliance Hospital Mary's Avenue Campus and HealthAlliance Hospital Broadway Campus;
- Credential all licensed health care professionals to be providing services at the Hospitals or any entity controlled by the Hospitals (subject to the adoption by the Hospital of amendments to the medical staff bylaws to the extent required to authorize such action);
- Supervise, oversee, monitor and participate in the credentialing, quality assurance, risk management and peer review activities of the Hospitals and share in any and all credentialing, quality assurance, risk management and peer review decisions of the Hospitals;
- Elect and remove the members of the boards of directors and board officers of the Hospitals;
- Appoint and remove the corporate officers of the Hospitals (which power may be delegated to the Corporation's chief executive officer);
- Approve and may initiate the adoption, deletion and amendment of bylaws of the Hospitals;
- Approve and may adopt the annual capital and operating budgets of the Hospitals, subject to the approval of Westchester County Health Care Corporation ("WCHCC");

- Approve and may adopt operating policies and procedures of the Hospitals, subject to the approval of WCHCC;

- Approve and may initiate the addition or deletion of services at the Hospitals;

- Approve and may initiate the filing of certificate of need applications by the Hospitals, subject to the approval of WCHCC;

- Negotiate and approve all vendor and equipment contracts for the Hospitals;

- Approve the incurrence of any debt by the Hospitals;

- Approve any expenditure by the Hospitals in aggregate per year above the threshold amount set by the Corporation which is not included in an approved capital or operating budget;

- Approve and may initiate the commencement and settlement of any litigation by the Hospitals;

- Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;

- Approve the dissolution of the Hospitals;

- Approve the sale by the Hospitals of any assets outside the ordinary course of business or approved within the Hospital's budget;

- Assure that HealthAlliance Hospital Mary's Avenue Campus, HealthAlliance Hospital Broadway Campus, and Margaretville Memorial Hospital remain secular institutions; and

- Exercise any power that is not specifically and explicitly reserved to WCHCC in this Certificate of Incorporation, or reserved to the Hospitals in the Certificate of Incorporation or Bylaws of the Hospitals, or reserved to the Hospitals by law or regulation."

(b) Paragraph NINTH of the Certificate of Incorporation, which sets forth the powers of the sole member of the Corporation, is revised to delete certain rights and

powers that WMC Health Network-Ulster, Inc. has with respect to the Corporation and the Hospitals and to grant certain rights and powers to WCHCC. Accordingly, paragraph NINTH shall be amended in its entirety to read as follows:

"NINTH: WCHCC shall exercise the following powers with respect to the Corporation and the Hospitals:

(a) Appointment and dismissal of management-level employees of the Corporation;

(b) Negotiation of payor and managed care contracts on behalf of the Corporation and the Hospitals;

(c) Approval of the annual capital and operating budgets of the Corporation and the Hospitals;

(d) Approval of the operating policies and procedures of the Corporation and the Hospitals; and

(e) Approval and initiation of the filing of certificate of need applications by the Corporation and the Hospitals."

5. This Amendment to the Certificate of Incorporation of the Corporation was authorized by vote of the Board of Directors of the Corporation and the sole member of the Corporation.

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

Office of Legal Affairs
Attention: General Counsel
Westchester Medical Center
Executive Offices at Taylor Pavilion
100 Woods Road
Valhalla, NY 10595

Dated: 4-20, 2018

Name: Thomas Collins
Title: Chair, Board of Directors

THE ATTORNEY GENERAL HEREBY APPROVES THE FORGOING CERTIFICATE OF AMENDMENT FOR FILING WITH THE DEPARTMENT OF STATE

ASSISTANT ATTORNEY GENERAL DATE

Jill Faber 1/10/19

PHHPC

PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

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

(518) 402-0964
PHHPC@health.ny.gov

November 15, 2018

Patricia Smyth
Cicero Consulting Associates
701 Westchester Avenue, Suite 210W
White Plains, New York 10604

Re: Certificate of Amendment of the Certificate of Incorporation of HealthAlliance, Inc.

Dear Ms. Smyth:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health and Health Planning Council held on the 12th day of April 2018, 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 HealthAlliance, Inc., dated April 20, 2018.

Please email a copy of the Notice of Filing to the Operating Certificate Unit, at HFISmb@health.ny.gov

Sincerely,

Colleen M. Leonard

Colleen M. Leonard
Executive Secretary

/cl

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CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE, INC.

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

FILED
2019 JAN 15 PM 2:06

FILER

GARFUNKEL WILD, P.C.
ATTORNEYS AT LAW
111 GREAT NECK ROAD
GREAT NECK, NY 11021

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JAN 15 2019
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BY: _____

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE, INC., File Number 200114000212 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE, INC.

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

The undersigned, being the Chair of the Board of Directors of HealthAlliance, Inc., hereby certifies:

1. The name of the corporation is HEALTHALLIANCE, INC. (the "Corporation"). The name under which the Corporation was formed was "Health Alliance Planning, Inc."

2. The Certificate of Incorporation of the Corporation was filed by the Department of State on August 23, 2007 pursuant to the Not-for-Profit Corporation Law of the State of New York (the "NPCL"). A Restated Certificate of Incorporation of the Corporation was filed on September 14, 2017. A Certificate of Amendment of the Certificate of Incorporation was filed on September 19, 2017. A Certificate of Amendment of the Certificate of Incorporation was filed on January 15, 2019.

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

4. The Certificate of Incorporation is hereby amended to effect the following changes as authorized under subparagraph (b)(3) of Section 801 of the NPCL. Paragraph FOURTH of the Certificate of Incorporation, which identifies the sole member of the Corporation and sets forth the rights and powers of the Corporation as the member of HealthAlliance Hospital Mary's Avenue Campus, HealthAlliance Hospital Broadway Campus

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and Margaretville Memorial Hospital, is revised to replace the current sole member of the Corporation, WMC Health Network – Ulster, Inc., with Westchester County Health Care Corporation, which will be the new sole member of the Corporation, and to use the defined term "WCHCC" in the seventh bullet. Accordingly, (a) the first sentence of the Paragraph FOURTH shall be amended in its entirety to read as follows: "The Corporation shall have one member: Westchester County Health Care Corporation ("WCHCC")." and (b) the seventh bullet in Paragraph FOURTH shall be amended in its entirety to read as follows: "Approve and may adopt the annual capital and operating budgets of the Hospitals, subject to the approval of WCHCC;"

5. This Amendment of the Certificate of Incorporation of the Corporation was authorized by vote of the Board of Directors of the Corporation and the sole member of the Corporation.

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

Office of Legal Affairs
Attention: General Counsel
Westchester Medical Center, Executive Offices
100 Woods Rd.
Valhalla, NY 10595

Dated: May 2, 2019

Name: Thomas Collins
Title: Chair, Board of Directors

THE ATTORNEY GENERAL HEREBY APPROVES THE FORGOING CERTIFICATE OF AMENDMENT FOR FILING WITH THE DEPARTMENT OF STATE
ASSISTANT ATTORNEY GENERAL DATE
Vinita Kamath 12/23/19
VINITA KAMATH

PHHPC

PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

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

(518) 402-0964
PHHPC@health.ny.gov

October 21, 2019

Julie Switzer
Executive Vice President
Chief Legal Officer and General Counsel
Westchester Medical Center Health Network
Executive Offices
100 Woods Road
Valhalla, NY 10595

Re: Certificate of Amendment of the Certificate of Incorporation of HealthAlliance, Inc.

Dear Ms. Switzer:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health and Health Planning Council held on the 10th day of October 2019, I hereby certify that the Public Health and Health Planning Council consents to the filing of the Certificate of Amendment of the Certificate of Incorporation of HealthAlliance, Inc. dated May 2, 2019.

Please email a copy of the Notice of Filing to the Operating Certificate Unit, at HFISmb@health.ny.gov

Sincerely,

Colleen M. Leonard

Colleen M. Leonard
Executive Secretary

/cl

STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

LETITIA JAMES
ATTORNEY GENERAL

DIVISION OF REGIONAL OFFICES
POUGHKEEPSIE REGIONAL OFFICE

December 23, 2019

Cody Keetch, Esq.
111 Great Neck Road
Great Neck, NY 11021
via first-class mail

RE: In the Matter of the Application for Amendment of the Certificate of Incorporation of HealthAlliance, Inc.

Dear Mr. Keetch:

This office has reviewed the Certificate of Amendment of HealthAlliance, Inc. Enclosed please find the original Certificate of Amendment of the Certificate of Incorporation endorsed with our approval for filing in the above-referenced matter. Please provide my office with a copy of the filed certificate.

Should you have any questions, please feel free to contact me to discuss further.

Very truly yours,

Vinita Kamath

Vinita Kamath
Assistant Attorney General

/Encl.

212

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE, INC.

(Under Section 803 of the Not-For-Profit Corporation Law of the State of New York)

FILED
2020 JAN 14 PM 1:49

FILED BY:
MICHAEL STRINGFELLOW, PARALEGAL
GARFUNKEL WILD, P.C.
ATTORNEYS AT LAW
111 GREAT NECK ROAD
GREAT NECK, NEW YORK 11021

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2020 JAN 13 PM 4:09

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 14 2020

TAX $
BY:

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HEALTHALLIANCE, INC.

RESOLUTION OF THE BOARD OF DIRECTORS NO. 2-2026

WHEREAS, Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC") is a New York public benefit corporation created by the Westchester County Health Care Corporation Act, New York Public Authorities Law §§ 3300–3321, enacted on February 11, 1997 (as may be amended from time to time, the "Act"), performing essential governmental functions and operating health facilities and services pursuant to the Act and applicable laws and regulations; and

WHEREAS, WMC (the "Member") is the sole corporate member of HealthAlliance, Inc., a New York not-for-profit corporation (the "Corporation"); and

WHEREAS, the Corporation is the sole corporate member of HealthAlliance Hospital Mary's Avenue Campus ("Mary's Avenue") and HealthAlliance Hospital Broadway Campus ("Broadway") (together, the "HealthAlliance Hospitals"), and acts through its Board of Directors (the "Board") as a member of each; and

WHEREAS, to advance their respective public and charitable missions and improve their ability to provide coordinated, high-quality patient care, the Corporation, the HealthAlliance Hospitals, and WMC have determined it is in their best interests to further integrate hospital operations by combining the HealthAlliance Hospitals' license under Article 28 of the New York State Public Health Law ("Article 28") and all related health care services and operations with WMC's license, such that the HealthAlliance Hospitals become licensed locations of WMC, benefitting patient populations and communities served both by the HealthAlliance Hospitals and WMC; and

WHEREAS, in addition to the HealthAlliance Hospitals, WMC is the ultimate corporate parent of hospitals licensed under Article 28 operated by St. Anthony Community Hospital, Warwick, New York, Good Samaritan Hospital of Suffern, N.Y., and Bon Secours Community Hospital (together, the "Charity Hospitals"), each of which will integrate its Article 28 license with WMC, such that each of the HealthAlliance Hospitals and Charity Hospitals becomes a licensed location of WMC (the "Transaction"); and

WHEREAS, in support of the Transaction, the New York State Department of Health (the "DOH") awarded, through the Safety Net Transformation Program, certain grant funds and regulatory waivers to support the Transaction and the broader integration of the HealthAlliance Hospitals and Charity Hospitals into WMC, pursuant to that certain Safety Net Transformation Program Award Letter dated December 17, 2025 (the "Award Letter"), issued by the DOH to WMC, the Corporation, and Bon Secours Charity Health System, Inc.; and

WHEREAS, the Board of Directors of the Corporation (the "Board") has observed that in addition to the anticipated benefits to be realized through the Award Letter, the Transaction will enable the licensed medical facilities currently operated by the HealthAlliance Hospitals to gain access to

government payer reimbursement and funding available to WMC as a public benefit corporation, and to receive the benefits of clinical collaboration that will result from being a more integrated part of the WMC system; and

WHEREAS, the HealthAlliance Hospitals' participation in the Transaction will be consummated through (i) the transfer by Mary's Avenue and Broadway to WMC of substantially all of the assets and operations related to the operation of the HealthAlliance Hospitals (the "Transferred Assets") pursuant to the terms of applicable Asset Transfer and Assumption Agreements (the "Asset Transfer Agreements"), (ii) the assumption by WMC of certain liabilities of the Corporation, Mary's Avenue, and Broadway related to the operation of the HealthAlliance Hospitals (the "Assumed Liabilities") pursuant to the terms of applicable Asset Transfer Agreements, and (iii) the entry into master leases between Mary's Avenue and Broadway, as respective landlords, and WMC, as tenant under each master lease (the "Master Leases"), under which Mary's Avenue and Broadway will lease to WMC owned real property comprising the HealthAlliance Hospitals, the details of which are set forth in the Master Leases, the terms of which were presented to the Board; and

WHEREAS, the Corporation is currently responsible for amounts due under the First Restatement of Consolidated, Amended and Restated Reimbursement Agreement with the Dormitory Authority of the State of New York ("DASNY") dated June 28, 2024, as amended June 30, 2025 (principal amount of $60,274,149.41 as of December 31, 2025) (the "DASNY Reimbursement Agreement") for and on behalf of Mary's Avenue and Broadway, and to which DASNY Reimbursement Agreement Mary's Avenue and Broadway are guarantors and which debt thereunder is secured by real estate owned by Mary's Avenue and Broadway; and

WHEREAS, the HealthAlliance Hospitals have obtained and presented to the Board an independent valuation of the Transferred Assets and Master Leases, valued together as an enterprise with the Charity Hospitals, which provide a midpoint value of $221,064,000; and

WHEREAS, in support of the HealthAlliance Hospitals' continued operation following the closing of the Transaction, simultaneously with the execution of the Asset Transfer Agreement, Mary's Avenue and WMC will enter into an Administrative Services Agreement (the "Administrative Services Agreement"), pursuant to which Mary's Avenue will provide administrative and clinical staffing services to WMC at the HealthAlliance Hospitals, and WMC will reimburse Mary's Avenue for the cost of such staff salaries, benefits, and related operating costs; and

WHEREAS, the Board has reviewed the components of the consideration to be received by the HealthAlliance Hospitals in connection with the Transaction, including (i) WMC's assumption of the Assumed Liabilities, (ii) WMC's assumption of direct, first-dollar responsibility under the DASNY Reimbursement Agreement, which assumption both relieves Mary's Avenue and Broadway of their responsibilities related to the DASNY Reimbursement Agreement and constitutes additional consideration over and above the existing guarantee (iii) WMC's

commitment to operate the HealthAlliance Hospitals as licensed locations of WMC and to maintain the scope and quality of existing clinical programs and services at the HealthAlliance Hospitals, (iv) the relief from continued operational responsibility and expense for the HealthAlliance Hospitals, and (v) the financial, capital, and operational benefits available under the Award Letter; and

WHEREAS, after reviewing the components of consideration described above, the Corporation's current financial condition, and the benefits of the Transaction to the Corporation and the HealthAlliance Hospitals, the Board has determined that the consideration to be received by the HealthAlliance Hospitals pursuant to the Transaction is fair and reasonable within the meaning of Section 510 of the New York Not-for-Profit Corporation Law (the "NPCL"), and that the assumption of the Assumed Liabilities by WMC, together with the other consideration described above, relieves the Corporation and the HealthAlliance Hospitals of continued operational responsibility and expense for, and ensures the integration of, the HealthAlliance Hospitals with WMC, all of which promotes the financial stability of the HealthAlliance Hospitals, assures the Corporation of the HealthAlliance Hospitals' continued operation, and is in the best interests of the Corporation; and

WHEREAS, the Board, following approval by the Executive Committee of the Board, has reviewed and considered the proposed Asset Transfer Agreements, Administrative Services Agreement, Master Leases, and other ancillary agreements (collectively, the "Transaction Documents"), which detail the terms and conditions of the Transaction, each in substantially the forms presented to the Board; and

WHEREAS, the Board acknowledges that consummation of the Transaction is subject to the receipt of all required regulatory approvals pursuant to Sections 510 and 511-a of the NPCL and review by the Office of the New York Attorney General thereunder (collectively, the "Required Approvals"); and

WHEREAS, the Board acknowledges that upon consummation of the Transaction, and effective as of the closing of the Transaction (the "Closing"), certain members of the Board will resign and/or be removed from their positions and the Member will appoint additional individuals to serve as Directors, the Directors who will resign and/or be removed are set forth in Exhibit A, and the Directors who will comprise the Board following the Closing are set forth in Exhibit B; and

WHEREAS, following the Closing, the HealthAlliance Hospitals will not dissolve but will be operated as not-for-profit corporations pursuant to Section 601 of the NPCL to continue to employ certain employees and to hold certain real property, and the Board further acknowledges that certain modifications to the Corporation's Bylaws to be effective as of the Closing substantially in the form attached hereto as Exhibit C (the "A&R Bylaws") and, ultimately, after receipt of regulatory approvals immediately necessary for the Closing and approval of the Member, to the Corporation's Certificate of Incorporation, substantially in the form attached hereto as Exhibit D (the "Restated COI," together with the A&R Bylaws, the "Governance Amendments") are

necessary to effectuate certain agreed-upon provisions of the Transaction Documents and the purposes of the Transaction; and

WHEREAS, the Corporation, as the sole corporate member of each of Mary's Avenue and Broadway, holds the reserved power to approve amendments to their respective certificates of incorporation and bylaws and to appoint, elect, and remove the members of their respective Boards of Directors; and

WHEREAS, in connection with the consummation of the Transaction and effective as of the Closing, certain members of the Boards of Directors of Mary's Avenue and Broadway (the "Subsidiary Boards") will resign and/or be removed from their positions and the Corporation will appoint additional individuals to serve as Directors, the Directors who will resign and/or be removed are set forth in Exhibit E-1 and Exhibit E-2, and the Directors who will comprise the Subsidiary Boards following the Closing are set forth in Exhibit F-1 and Exhibit F-2; and

WHEREAS, certain modifications to the Bylaws of each of Mary's Avenue and Broadway, to be effective as of the Closing, substantially in the forms attached hereto as Exhibit G-1 and Exhibit G-2 (the "Subsidiary A&R Bylaws"), and, ultimately, after receipt of regulatory approvals immediately necessary for the Closing and approval of the Corporation, to the Certificates of Incorporation of each of Mary's Avenue and Broadway, substantially in the forms attached hereto as Exhibit H-1 and Exhibit H-2 (the "Subsidiary Restated COIs," together with the Subsidiary A&R Bylaws, the "Subsidiary Governance Amendments"), are necessary to effectuate the purposes of the Transaction; and

WHEREAS, the Board has considered the HealthAlliance Hospitals' intended use of the consideration to be received in connection with the Transaction, and the Board hereby determines that, following the Closing of the Transaction, the HealthAlliance Hospitals will apply such consideration (including amounts received under the Administrative Services Agreement, the Master Leases, and the other Transaction Documents) to (i) continue to employ remaining personnel and provide administrative and clinical staffing services in support of the HealthAlliance Hospitals, (ii) hold and maintain real property, including pursuant to the Master Leases, (iii) satisfy retained liabilities and ongoing operating expenses, and (iv) otherwise carry out remaining charitable activities and purposes post-Closing of the Transaction; and

WHEREAS, in light of the foregoing findings, the Board, having reviewed potential conflicts of interest in accordance with the Corporation's Conflict-of-Interest Policy and Section 715 of the NPCL, has determined that there are no officers, directors, or key persons who have an interest in the Transaction that would preclude such person from participating in past or present deliberations or votes of the Board related to the recommendations set forth herein, and finds that it is advisable and in the best interests of the Corporation to (i) approve the Transaction, the Asset Transfer Agreements, the Master Leases, the Administrative Services Agreement, and each of the other Transaction Documents, (ii) in its capacity as the sole corporate member of the HealthAlliance Hospitals, and subject to the approval of the Corporation's own Member and receipt of the

Required Approvals, approve and consent to the disposition by the HealthAlliance Hospitals of substantially all of their assets pursuant to Sections 510 and 511 of the NPCL, (iii) approve the Governance Amendments, (iv) in its capacity as the sole corporate member of the HealthAlliance Hospitals, approve the Subsidiary Governance Amendments, (v) in its capacity as the sole corporate member of the HealthAlliance Hospitals, remove from the Boards of Directors of Mary's Avenue and Broadway, effective as of the Closing, the individuals identified in Exhibit E-1 and Exhibit E-2 attached hereto who have not resigned from their respective Board of Directors and appoint certain individuals to serve as members of the Boards of Directors of Mary's Avenue and Broadway, also effective as of the Closing, such that the Directors identified in Exhibit F-1 and Exhibit F-2 attached hereto will comprise the membership of the respective Boards of Directors following the Closing, (vi) authorize the Authorized Officers (as defined below) to finalize and execute the Transaction Documents and to take all actions necessary or desirable to consummate the Transaction, (vii) recommend that the Member, as the sole corporate member of the Corporation, approve the Transaction, the Transaction Documents, and the Governance Amendments, and (viii) authorize the submission of all materials necessary to obtain the Required Approvals, in each case subject to the consent of the Member to the foregoing.

NOW THEREFORE, BE IT:

Approval of the Transaction

RESOLVED, that the Board, after careful consideration, hereby (i) determines that the Transaction is in the best interests of the Corporation, (ii) determines, pursuant to Section 510 of the NPCL, that the consideration to be received by the HealthAlliance Hospitals in connection with the Transaction is fair and reasonable, (iii) determines that the Transaction is in furtherance of, and promotes, the charitable purposes of the Corporation and the HealthAlliance Hospitals, as required by Sections 510 and 511 of the NPCL, by more closely aligning the HealthAlliance Hospitals with WMC and enhancing access to and the quality of clinical services for the patient populations and communities served by the Corporation, the HealthAlliance Hospitals, and WMC, and (iv) in its capacity as the sole corporate member of the HealthAlliance Hospitals, and subject to the approval of the Member as the sole corporate member of the Corporation and the receipt of the Required Approvals, hereby approves the Transaction and consents to and approves the disposition by the HealthAlliance Hospitals of substantially all of their assets pursuant to Sections 510 and 511 of the NPCL.

RESOLVED, that the Board, following approval by the Executive Committee of the Board, hereby ratifies and approves such approval of the Executive Committee, the Asset Transfer Agreements, the Administrative Services Agreement, the Master Leases, and each of the other Transaction Documents, in each case in substantially the forms presented to the Board, with such changes therein and additions thereto as the members of the Corporation's senior management (each, an "Authorized Officer"), or any of them acting singly, shall approve, such approval to be conclusively evidenced by the execution and delivery thereof; and the Authorized Officers, or any

of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to execute and deliver each of the Transaction Documents to which the Corporation is a party, and to perform the Corporation's obligations thereunder; and, as sole corporate member of the HealthAlliance Hospitals, the Corporation hereby authorizes the HealthAlliance Hospitals to execute and deliver the Transaction Documents to which they are parties.

Recommendation to the Member

RESOLVED, the Board hereby recommends that the Member, as the sole corporate member of the Corporation, approve the Transaction, the Transaction Documents, and the Governance Amendments, and authorize the Corporation to take such other actions as may be necessary or appropriate to consummate the Transaction; provided that the filing of the Restated COI with the Secretary of State of the State of New York shall follow the receipt of Required Approvals and consummation of the Transaction.

Authorization to Pursue Required Approvals

RESOLVED, that the Authorized Officers, or any of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to prepare, execute, deliver, and file all materials necessary or appropriate to obtain the Required Approvals.

Recognition of Resignation, Removal, and Appointment of Board Members

RESOLVED, that the Board hereby recognizes that the individuals identified on Exhibit A attached hereto have resigned or have been duly removed from the Board by the Member, effective as of the Closing, and that the Member has appointed certain individuals to serve as members of the Board, also effective as of the Closing, such that the membership of the Board following the Closing is identified on Exhibit B attached hereto.

Amendment and Restatement of the Governance Documents

RESOLVED, that the Board hereby approves the Governance Amendments, consisting of the Restated COI, subject to any required approval of the Member and applicable regulatory filings, and the A&R Bylaws, with the A&R Bylaws to be contingent upon and only effective upon the Closing of the Transaction, and authorizes the Authorized Officers to execute, acknowledge, deliver, and file the Restated COI and to take all actions necessary, appropriate, or desirable to give effect thereto following receipt of the Required Approvals and consummation of the Transaction.

Approval of Subsidiary Governance Amendments

RESOLVED, that the Board, acting in its capacity as the sole corporate member of each of Mary's Avenue and Broadway, hereby approves the Subsidiary Governance Amendments, consisting of the Subsidiary Restated COIs, subject to any applicable regulatory filings, and the Subsidiary A&R Bylaws, with the Subsidiary A&R Bylaws to be contingent upon and only effective upon the Closing of the Transaction, and authorizes the Authorized Officers, acting singly, to execute, acknowledge, deliver, and/or file such Subsidiary Restated COIs and to take all actions necessary, appropriate, or desirable to give effect thereto following receipt of applicable regulatory approvals and consummation of the Transaction.

Resignation, Removal, and Appointment of Board Members of the HealthAlliance Hospitals

RESOLVED, that the Board, acting in its capacity as the sole corporate member of each of Mary's Avenue and Broadway, hereby approves and removes, effective as of the Closing, the individuals identified in Exhibit E-1 and Exhibit E-2 attached hereto who have not resigned from the Boards of Directors of Mary's Avenue and Broadway, respectively, and approves and appoints, also effective as of the Closing, the individuals identified in Exhibit F-1 and Exhibit F-2 attached hereto to serve as the members of the Boards of Directors of Mary's Avenue and Broadway, respectively, each to hold office in accordance with the applicable certificate of incorporation and bylaws (as amended by the Subsidiary Governance Amendments) and applicable law; and the Authorized Officers, or any of them acting singly, are hereby authorized to take all actions necessary, appropriate, or desirable to give effect to the foregoing.

Authorization to Effectuate the Intent of the Foregoing Resolutions

RESOLVED, that the Corporation is hereby authorized to fully perform its obligations under each of the foregoing and to execute, deliver and perform any such other agreements or amendments and to engage, without limitation, in such other transactions, arrangements or activities as are reasonably related to, or incident to, or which will serve to facilitate or enhance for the benefit of the Corporation, the transactions contemplated by these resolutions, and to enter into such other arrangements or understandings as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and each of the foregoing resolutions; and each Authorized Officer acting singly as authorized from time to time, on behalf of the Corporation, to execute, acknowledge, file and deliver any agreements, certificates, modifications, notices, applications, waivers, consents or other documents, and to take such other actions, including the payment of any fees and expenses, by his or her judgment necessary or desirable in connection with the foregoing resolutions, the taking of any such action to be conclusive evidence that the same has been authorized and approved by the Board.

RESOLVED, that the omission from these resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the

agreements, documents or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, the foregoing resolutions.

RESOLVED, that all acts and things previously done by any Authorized Officer or other director, officer, employee or agent of the Corporation, on or prior to the date hereof, in the name and on behalf of the Corporation, in connection with the transactions contemplated by the foregoing resolutions, are in all respects ratified, approved, confirmed and adopted as acts and deeds by and on behalf of the Corporation.

RESOLVED, that these resolutions shall take effect immediately; provided that any resolution authorizing action contingent on the Closing of the Transaction shall be effective only upon the Closing of the Transaction.

* * * * *

STATE OF NEW YORK

)ss:

ULSTER COUNTY

I HEREBY CERTIFY that I have compared the foregoing resolutions with the original resolutions on file in my office, which were duly adopted by the affirmative vote of not less than two-thirds of the entire Board, in accordance with Section 510 of the NPCL, at a legally convened meeting held on the 15th day of July, 2026 and that the same is a true and complete copy therefrom and the whole of the said original.

I further certify that the full Board consists of 7 voting directors, that a quorum of the Board consists of 4 directors, that 7 of such voting directors were present at such meeting, and that 7 of such voting directors voted in favor of the above resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of July, 2026.

Ann Marie Soares
Assistant Secretary
HealthAlliance, Inc.

WESTCHESTER COUNTY HEALTH CARE CORPORATION

RESOLUTION OF THE BOARD OF DIRECTORS NO. 6-2026

Transfer of Assets from Bon Secours Community Hospital; Good Samaritan Hospital of Suffern, N.Y.; St. Anthony Community Hospital, Warwick, New York; HealthAlliance Hospital Mary's Avenue Campus; and HealthAlliance Hospital Broadway Campus to Westchester County Health Care Corporation d/b/a Westchester Medical Center

WHEREAS, Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC") is the sole corporate member of WMC Health Network-Rockland, Inc. ("WMC Rockland") and HealthAlliance, Inc. ("HealthAlliance");

WHEREAS, WMC Rockland is the sole corporate member of Bon Secours Charity Health System, Inc. ("Charity");

WHEREAS, Charity is the sole corporate member of Bon Secours Community Hospital ("BSCH"), Good Samaritan Hospital of Suffern, N.Y. ("GSH"), and St. Anthony Community Hospital, Warwick, New York ("SACH") (BSCH, GSH, and SACH, collectively, the "Charity Hospitals");

WHEREAS, HealthAlliance is the sole corporate member of HealthAlliance Hospital Mary's Avenue Campus ("Mary's Avenue") and HealthAlliance Hospital Broadway Campus ("Broadway") (Mary's Avenue and Broadway, collectively, the "HealthAlliance Hospitals," and together with the Charity Hospitals, the "Hospitals");

WHEREAS, to advance their respective public and charitable missions and improve their ability to provide coordinated, high-quality patient care, WMC, the Hospitals, WMC Rockland, HealthAlliance and Charity have determined it is in their best interests to further integrate hospital operations by combining the Hospitals' licenses under Article 28 of the New York State Public Health Law and all related health care services and operations with WMC's license, such that the Hospitals will become licensed locations of WMC (the "Transaction"), benefiting patient populations and communities served by the Hospitals and WMC;

WHEREAS, WMC and the Hospitals have determined that to better enable them to advance their respective public and charitable missions and improve their ability to provide and coordinate the highest quality patient care to patients, it is in their respective best interests to (i) transfer certain assets of the Charity Hospitals and the HealthAlliance Hospitals to WMC (the "Asset Transfer") pursuant to the Asset Transfer Agreements substantially in the forms attached hereto as Exhibit A ("Asset Transfer Agreements"), (ii) enter into Administrative Services Agreements (the "Administrative Services Agreements") substantially in the forms attached hereto as Exhibit B, pursuant to which the Hospitals will provide administrative and clinical staffing services to WMC

at the Hospitals, and WMC will reimburse the Hospitals for the cost of such staff salaries, benefits, and related operating costs, and (iii) enter into Master Leases (the "Master Leases") substantially in the forms attached hereto as Exhibit C pursuant to which the Hospitals will, as landlords, lease to WMC, as tenant, the Hospital-owned real property;

WHEREAS, in connection with the Transaction, certain revisions to the Medical Staff Bylaws of WMC are required to establish a unified Medical Staff governance structure encompassing all licensed locations of WMC, including network-level oversight, regional campus representation on the Medical Executive Committee, the establishment of Associate Vice Chairs and Medical Staff Advisory Committees at each campus, and updated credentialing, privileging, and corrective action processes applicable to all practitioners across the combined organization (the "Amended and Restated Medical Staff Bylaws"), substantially in the form attached hereto as Exhibit D-1, the adoption of which is subject to the further review and approval of the Medical Executive Committee;

WHEREAS, in connection with the Transaction, WMC has developed Guiding Principles for the credentialing and privileging of practitioners from the Hospitals (the "Guiding Principles"), which outline the framework for accepting existing credentials files from the Hospitals, implementing WMC's Credentialing Program Overview Policy at each campus, and ensuring continuity of safe, quality patient care, substantially in the form attached hereto as Exhibit D-2;

WHEREAS, in connection with the Transaction, the appointment of the medical staff and advanced practice providers of each Hospital to the medical staff of WMC is required, and WMC's Medical Staff Administration and the Board Credentialling Committee have undertaken or will promptly undertake verification and review processes with respect to each such practitioner in accordance with the Guiding Principles, including: (i) confirmation of licensure; (ii) evaluation of misconduct; (iii) confirmation of Medicare and Medicaid enrollment and good standing, and confirmation of National Provider Identifier number; and (iv) review and acceptance of existing credentials files from each Hospital's accredited credentialing program (accredited by DNV or The Joint Commission, as applicable), with such appointments to be made in accordance with the Amended and Restated Medical Staff Bylaws and the Guiding Principles. The list of practitioners so appointed, contingent on WMC's Medical Staff Administration and the Board Credentialling Committee review and approval, is attached hereto as Exhibit D-3;

WHEREAS, all practitioners appointed to the medical staff of WMC from the Hospitals shall be subject to WMC's Professional Practice Evaluation Policy (including Focused Professional Practice Evaluation and Ongoing Professional Practice Evaluation), peer review participation, quality and patient safety program requirements, and regulatory compliance and survey readiness obligations, substantially in the form attached hereto as Exhibit D-4;

WHEREAS, in connection with the Transaction, the Board is adding to the Board Committee on Quality of the Board regional representation of the Hospitals to centralize and deploy oversight of quality and patient safety across all licensed locations of WMC, with such appointments set forth in Exhibit D-5;

WHEREAS, in connection with the Transaction, WMC has developed a Clinical, Operations, and IT Midnight Cutover Plan to ensure patient safety, continuity of care, and operational and information technology readiness during the transition of all admitted patients at the Hospitals at the time of the Transaction, substantially in the form attached hereto as Exhibit D-6;

WHEREAS, in connection with the Transaction, WMC has adopted a Network Performance Improvement and Patient Safety Plan establishing the enterprise-wide framework for overseeing, monitoring, and improving quality, patient safety, patient experience, regulatory compliance, and clinical outcomes across hospitals, ambulatory locations, and behavioral health services settings of WMC, including the governance structure for the Board Committee on Quality, Quality Assessment and Performance Improvement ("QAPI") program, and related oversight responsibilities, substantially in the form attached hereto as Exhibit D-7;

WHEREAS, in connection with the Transaction, WMC has adopted an Occurrence/Serious Safety Event/Near Miss Reporting Policy establishing the enterprise-wide process for identifying, reporting, investigating, and escalating occurrences, adverse events, serious safety events, near misses, and other unusual incidents across all licensed locations of WMC, and supporting compliance with NYPORTS, CMS, DNV, and other applicable regulatory reporting requirements, substantially in the form attached hereto as Exhibit D-8;

WHEREAS, in connection with the Transaction, WMC has adopted a Disclosure of Adverse Events, Unanticipated Outcomes and Medical Errors Policy establishing the process for timely, transparent, and compassionate communication with patients and families following adverse events, unanticipated outcomes, and medical errors, and supporting a culture of safety, transparency, accountability, and patient-centered care while meeting applicable regulatory requirements for disclosure, investigation, corrective action, and organizational learning, substantially in the form attached hereto as Exhibit D-9;

WHEREAS, in connection with the Transaction, WMC has adopted a Patient Complaints and Grievances Policy establishing the enterprise-wide process for receiving, investigating, resolving, documenting, and reporting patient complaints and grievances across all licensed locations of WMC, ensuring patients and their representatives have the right to voice concerns regarding care, treatment, services, patient rights, abuse, neglect, discrimination, or regulatory compliance issues without fear of retaliation, substantially in the form attached hereto as Exhibit D-10;

WHEREAS, in connection with the Transaction, WMC has adopted an Office of Professional Medical Conduct ("OPMC") – New York State Department of Health ("DOH") Request and Response Policy establishing a standardized, enterprise-wide process for the receipt, review, coordination, response, tracking, and retention of requests from DOH, including the OPMC, relating to physicians, physician assistants, specialist assistants, and other matters within OPMC jurisdiction, substantially in the form attached hereto as Exhibit D-11;

WHEREAS, in connection with the Transaction, WMC has adopted a Medical Device Reporting Program/Retention of Evidence Policy establishing the enterprise-wide process for identifying, investigating, reporting, and managing medical device-related events that result in or have the potential to result in patient harm, including responsibilities for event reporting, device sequestration, evidence preservation, regulatory reporting, root cause investigation, and corrective action planning, substantially in the form attached hereto as Exhibit D-12;

WHEREAS, in connection with the Transaction, WMC has adopted a Peer Review Policy establishing one enterprise peer review governance structure providing systemwide practitioner oversight, standardized peer review authority, and alignment with the enterprise Medical Executive Committee structure, integrating peer review with Serious Safety Event governance, Root Cause Analysis processes, enterprise event reporting systems, ongoing professional practice evaluation ("OPPE") and focused professional practice evaluation ("FPPE") pathways, and corrective action tracking across all licensed locations of WMC, substantially in the form attached hereto as Exhibit D-13;

WHEREAS, the Board recognizes that the quality, patient safety, credentialing, privileging, medical staff governance, and related documents approved hereby in substantially the forms attached as Exhibits D-1 through D-13 may require further revision, refinement, or finalization prior to or following the closing of the Transaction to address operational, regulatory, or clinical requirements, and the Board desires to authorize and direct the Board Committee on Quality to review, revise, and finalize such materials as the Board Committee on Quality deems necessary or appropriate, consistent with the intent of these resolutions without materially changing in substance such materials;

WHEREAS, certain modifications to the governance documents of HealthAlliance will be necessary to effectuate the Transaction, including the amendment and restatement of the Bylaws of HealthAlliance, substantially in the form attached hereto as Exhibit E, and the amendment and restatement of the Certificate of Incorporation of HealthAlliance, substantially in the form attached hereto as Exhibit F, which amendment and restatement of the Certificate of Incorporation of HealthAlliance will be effected following the closing of the Transaction upon receipt of required regulatory approvals; and

WHEREAS, in connection with the consummation of the Transaction and effective as of the closing of the Transaction, certain members of the Board of Directors of HealthAlliance will resign and/or be removed from their positions and WMC, as the sole corporate member of HealthAlliance, will appoint additional individuals to serve as Directors of HealthAlliance, the Directors of HealthAlliance who will resign and/or be removed are set forth in Exhibit G, and the Directors who will comprise the Board of Directors of HealthAlliance following the closing of the Transaction are set forth in Exhibit H.

NOW THEREFORE, be it:

Asset Transfer; Administrative Services; Master Lease

RESOLVED, that the Board of Directors of WMC (the "Board"), following the prior approval of the Executive Committee, has determined that it is in the best interests of WMC to consummate the Asset Transfer Agreements, Administrative Services Agreements, and Master Leases (collectively, the "Agreements") and that the Agreements are hereby ratified and approved substantially in the forms attached as Exhibit A, Exhibit B, and Exhibit C.

RESOLVED, that the Board, following the prior approval of the Executive Committee, has determined that it is in the best interests of WMC to enter into such other ancillary documents that are necessary to effectuate the transactions contemplated by the Agreements, with such changes therein and additions thereto as such members of WMC's senior management (each an "Authorized Officer" and collectively, the "Authorized Officers"), shall approve, such approval to be conclusively evidenced by such execution, and the Board having ratified any prior similar action of the Authorized Officers.

Medical Staff Bylaws, Appointments, and Quality Governance

RESOLVED, that the Amended and Restated Medical Staff Bylaws of WMC be, and hereby are, adopted and approved in the form attached hereto as Exhibit D-1, subject to the further review and approval of the Medical Executive Committee.

RESOLVED, that the Guiding Principles for the credentialing and privileging of practitioners from the Hospitals, including the implementation of WMC's Credentialing Program Overview Policy at each campus, be, and hereby are, approved in the form attached hereto as Exhibit D-2, and that such Guiding Principles shall govern the credentialing and privileging of all practitioners at all licensed locations of WMC, effective as of the closing of the Transaction.

RESOLVED, that the appointments of the medical staff and advanced practice providers of each Hospital to the medical staff of WMC, as set forth in Exhibit D-3, be, and hereby are, approved, contingent upon and effective as of the closing of the Transaction and only after the completion of the review and approval by WMC's Medical Staff Administration and the Board Credentialling Committee in accordance with the Guiding Principles and the Amended and Restated Medical Staff Bylaws, , including confirmation of licensure, National Practitioner Data Bank enrollment,

Medicare and Medicaid good standing, review by Department Chairs and Section Chiefs, and such other verification as described in the recitals hereto.

RESOLVED, that the Professional Practice Evaluation Policy, including Focused Professional Practice Evaluation and Ongoing Professional Practice Evaluation requirements, and the quality, patient safety, and professional practice oversight requirements applicable to all practitioners appointed to the medical staff of WMC, substantially in the form attached hereto as Exhibit D-4, be, and hereby are, approved and adopted.

RESOLVED, that the individuals identified in Exhibit D-5 be, and hereby are, appointed as members of the Committee on Quality of the Board, effective as of the closing of the Transaction.

RESOLVED, that the Clinical, Operations, and IT Midnight Cutover Plan, substantially in the form attached hereto as Exhibit D-6, be, and hereby is, approved, effective as of the closing of the Transaction, and that the Authorized Officers are authorized to implement such plan in connection with the Transaction.

RESOLVED, that the Network Performance Improvement and Patient Safety Plan, establishing the enterprise-wide framework for quality, patient safety, patient experience, regulatory compliance, and clinical outcome oversight across all licensed locations of WMC, including the governance structure for the Board Committee on Quality and the QAPI program, substantially in the form attached hereto as Exhibit D-7, be, and hereby is, approved and adopted.

RESOLVED, that the Occurrence/Serious Safety Event/Near Miss Reporting Policy, establishing the enterprise-wide process for identifying, reporting, investigating, and escalating occurrences, adverse events, serious safety events, near misses, and other unusual incidents across all licensed locations of WMC, substantially in the form attached hereto as Exhibit D-8, be, and hereby is, approved and adopted.

RESOLVED, that the Disclosure of Adverse Events, Unanticipated Outcomes and Medical Errors Policy, establishing the process for timely, transparent, and compassionate communication with patients and families following adverse events, unanticipated outcomes, and medical errors across all licensed locations of WMC, substantially in the form attached hereto as Exhibit D-9, be, and hereby is, approved and adopted.

RESOLVED, that the Patient Complaints and Grievances Policy, establishing the enterprise-wide process for receiving, investigating, resolving, documenting, and reporting patient complaints and grievances across all licensed locations of WMC, substantially in the form attached hereto as Exhibit D-10, be, and hereby is, approved and adopted.

RESOLVED, that the OPMC – DOH Request and Response Policy, establishing a standardized, enterprise-wide process for the receipt, review, coordination, response, tracking, and retention of requests from DOH, including the Office of Professional Medical Conduct, across all licensed locations of WMC, substantially in the form attached hereto as Exhibit D-11, be, and hereby is, approved and adopted.

RESOLVED, that the Medical Device Reporting Program/Retention of Evidence Policy, establishing the enterprise-wide process for identifying, investigating, reporting, and managing medical device-related events that result in or have the potential to result in patient harm across all licensed locations of WMC, substantially in the form attached hereto as Exhibit D-12, be, and hereby is, approved and adopted.

RESOLVED, that the Peer Review Policy, establishing one enterprise peer review governance structure providing systemwide practitioner oversight, standardized peer review authority, and integration with Serious Safety Event governance, Root Cause Analysis processes, OPPE/FPPE pathways, and corrective action tracking across all licensed locations of WMC, substantially in the form attached hereto as Exhibit D-13, be, and hereby is, approved and adopted.

RESOLVED, that the Board Committee on Quality be, and hereby is, authorized and directed, on behalf of the Board, to review, revise, supplement, and finalize the quality and medical staff materials in forms substantially consistent with those presented to the Board and attached hereto as Exhibits D-1 through D-13, and to take such further actions with respect thereto as the Board Committee on Quality deems necessary, appropriate, or desirable to effectuate the intent of the foregoing resolutions, including without limitation, approving such modifications, additions, or supplements to the materials as may be required to address operational, regulatory, or clinical requirements arising prior to, at, or following the closing of the Transaction without materially changing in substance such materials, and which shall be presented to the Board in final form once finalized; provided that further approval of the Board shall not be required; and provided, further, that any revisions to the Amended and Restated Medical Staff Bylaws (Exhibit D-1) shall remain subject to such review and approval of the Medical Executive Committee.

Governance Documents

RESOLVED, that the Amended and Restated Bylaws of HealthAlliance, Inc. be, and hereby are, approved in the form attached hereto as Exhibit E, effective as of the closing of the Transaction.

RESOLVED, that the Amended and Restated Certificate of Incorporation of HealthAlliance, Inc. be, and hereby is, approved in the form attached hereto as Exhibit F, and, following the closing of the Transaction, the Authorized Officers are hereby directed to seek the necessary regulatory approvals and to file the Amended and Restated Certificate of Incorporation of HealthAlliance, Inc. with the Secretary of State of New York.

Resignation, Removal, and Appointment of Board Members of HealthAlliance

RESOLVED, that WMC, acting in its capacity as the sole corporate member of HealthAlliance, hereby approves and removes, effective as of the closing of the Transaction, the individuals identified in Exhibit G attached hereto who have not resigned from the Board of Directors of HealthAlliance, and approves and appoints, also effective as of the closing of the Transaction, the individuals identified in Exhibit H attached hereto to serve as the members of the Board of Directors of HealthAlliance, each to hold office in accordance with HealthAlliance's certificate of incorporation and bylaws (as amended by the Amended and Restated Bylaws of HealthAlliance and the Amended and Restated Certificate of Incorporation of HealthAlliance) and applicable law;

and the Authorized Officers, or any of them acting singly, are hereby authorized to take all actions necessary, appropriate, or desirable to give effect to the foregoing.

Authorization to Effectuate the Intent of the Foregoing Resolutions

RESOLVED, that WMC is hereby authorized to fully perform its obligations under each of the foregoing and to execute, deliver and perform any such other agreements or amendments and to engage, without limitation, in such other transactions, arrangements or activities as are reasonably related to, or incident to, or which will serve to facilitate or enhance for the benefit of WMC, the transactions contemplated by these resolutions, and to enter into such other arrangements or understandings as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and each of the foregoing resolutions, including without limitation, any filings or notices to any governmental agency; and each Authorized Officer acting singly as authorized from time to time, on behalf of WMC, to execute, acknowledge, file and deliver any agreements, certificates, modifications, notices, waivers, consents or other documents, and to take such other actions, including the payment of any fees and expenses, in his or her judgment necessary or desirable in connection with the foregoing resolutions, the taking of any such action to be conclusive evidence that the same has been authorized and approved by the Board.

RESOLVED, that the omission from these resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements, documents or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, the foregoing resolutions.

RESOLVED, that all acts and things previously done by any Authorized Officer or other director, officer, employee or agent of WMC, on or prior to the date hereof, in the name and on behalf of WMC, in connection with the transactions contemplated by the foregoing resolutions, are in all respects ratified, approved, confirmed and adopted as acts and deeds by and on behalf of WMC.

RESOLVED, that these resolutions shall take effect immediately; provided that any resolution authorizing action contingent on the closing of the Transaction shall be effective only as of the closing of the Transaction.

STATE OF NEW YORK)
)ss:
WESTCHESTER COUNTY)

I HEREBY CERTIFY that I have compared the foregoing Resolution with the original Resolution on file in my office, which was duly adopted by the Governing Board of the Westchester County Health Care Corporation and ratified at a legally convened meeting held on the 3rd day of June, 2026, and that the same is a true and complete copy therefrom and the whole of the said original.

I further certify that the Governing Board consists of 16 voting directors and that 15 of such voting directors were present at such meeting and that 15 of such voting directors voted in favor of the above Resolution.

IN WITNESS WHEREOF, I have hereunto set my hand on this 3rd day of June, 2026.

Ann Marie Soares
Assistant Secretary
Westchester County Health Care Corporation

NEW YORK STATE | Department of Health

MEMORANDUM

TO: Michael Stelluti
Division of Health Facility Planning and Development

Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

FROM: Kayleigh Gekakis
Associate Attorney, Bureau of Program Counsel
Division of Legal Affairs

SUBJECT: Restated Certificate of Incorporation of HealthAlliance Hospital Broadway Campus

DATE: November 9, 2026

Please include the above matter on the agendas for the next Establishment and Project Review Committee and Public Health and Health Planning Council meetings.

The attachments relating to this matter include the following:

1. Memorandum to the Public Health and Health Planning Council from Darren Cohen, General Counsel;
2. Photocopy of proposed Restated Certificate of Incorporation of HealthAlliance Hospital Broadway Campus, executed by Tamer El-Rayess, Chair, Board of Directors, on August 10, 2026;
3. Request letter from Sarah Blumenthal dated August 20, 2026;
4. Certified copy of Certificate of Incorporation of The City of Kingston Hospital, filed July 30, 1891;
5. Certified copy of Certificate of Change of Name of The City of Kingston Hospital to The Kingston Hospital, filed June 4,1949;
6. Certified copy of Certificate of Report of Existence of the Kingston Hospital, filed September 7, 1951;
7. Certified copy of Certificate of Change of Purposes and the Name of the Governing Board in Articles of Incorporation of the Kingston Hospital, filed October 25, 1951, with approvals;
8. Certified copy of Restated Certificate of Incorporation of the Kingston Hospital, filed March 11, 2009, with approvals;
9. Certified copy of Certificate of Amendment of the Certificate of Incorporation of the Kingston Hospital, filed May 21, 2010, with approvals;
10. Certified copy of Restated Certificate of Incorporation of the Kingston Hospital, filed February 5, 2013, with approvals;
11. Certified copy of Certificate of Amendment of the Certificate of Incorporation of HealthAlliance Hospital Broadway Campus, filed September 11, 2017, with approvals;
12. Certified copy of Certificate of Amendment of the Certificate of Incorporation of HealthAlliance Hospital Broadway Campus, filed January 4, 2019, with approvals;
13. Resolution of the Board of Directors No. 2-2026 of HealthAlliance Hospital Broadway Campus, dated July 15, 2026, executed by Ann Marie Soares, Assistant Secretary;

NEW YORK STATE | Department of Health

MEMORANDUM

14. Resolution of the Board of Directors No. 2-2026 of HealthAlliance, Inc., dated July 15, 2026, executed by Ann Marie Soares, Assistant Secretary

Attachments.

cc: Jason Corvino

NEW YORK STATE | Department of Health

MEMORANDUM

TO: Public Health and Health Planning Council

FROM: Darren Cohen DC
Deputy Commissioner & General Counsel
Division of Legal Affairs

SUBJECT: Restated Certificate of Incorporation of HealthAlliance Hospital Broadway Campus

DATE: November 9, 2026

Westchester County Health Care Corporation d/b/a Westchester Medical Center requests Public Health and Health Planning Council ("PHHPC") approval of the Restated Certificate of Incorporation of HealthAlliance Hospital Broadway Campus ("HealthAlliance Broadway") to change its legal name and conform its stated purposes to its post-closing role as an entity which provides services, employs personnel, and/or holds real property, rather than a licensed hospital operator following its integration into Westchester Medical Center through CON 261086-C.

HealthAlliance Broadway was incorporated in 1891 under the name The City of Kingston Hospital for the purpose of operating a hospital. That same year, the entity changed its name to The Kingston Hospital. In 2009, the entity became affiliated with Health Alliance, Inc and in 2012, it changed its name to HealthAlliance Hospital Broadway Campus. In 2008, the entity received Public Health Council approval to support hospitals in Ulster County, operating with one member: Health Alliance Inc. In 2026, the entity received approval to change its name to HealthAlliance Hospital Broadway Campus and in 2018 it became affiliated with Westchester Medical Center. In 2026, the Department of Health certified the entity as a new division of Westchester Medical Center via a full asset transfer with no changes to beds or services in connection with a Safety Net Transformation Program grant.

Westchester Medical Center now seeks PHHPC approval pursuant to Not-for-Profit Corporation Law § 804, Public Health Law § 2801-a, 10 NYCRR § 600.11 and 610.1 to change the entity's name to HealthAlliance Services Broadway, Inc. and to add language describing its purpose as supporting the operations of Westchester Medical Center.

The proposed Restated Certificate of Incorporation was authorized by Resolution of the Board of Directors No. 2-2026 of HealthAlliance Hospital Broadway Campus, dated July 15, 2026, and by Resolution of the Board of Directors No. 2-2026 of HealthAlliance, Inc. dated July 15, 2026.

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

Attachments.

RESTATED CERTIFICATE OF INCORPORATION OF HEALTHALLIANCE HOSPITAL BROADWAY CAMPUS

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

The undersigned, being the authorized representative of HealthAlliance Hospital Broadway Campus (the "Corporation"), hereby certifies:

1. The name of the Corporation is HealthAlliance Hospital Broadway Campus. The name under which the Corporation was formed was The City of Kingston Hospital.

2. The Corporation's Certificate of Incorporation was filed by the Department of State on July 30, 1891, pursuant to the Not-for-Profit Corporation Law of the State of New York ("NPCL").

3. The text of the Certificate of Incorporation is restated to effect the following changes:

   a. AMEND Article First, relating to the name of the Corporation, to read in its entirety as follows:

      "1. The name of the Corporation is HealthAlliance Services Broadway, Inc. The Corporation was originally incorporated under the name The City of Kingston Hospital and subsequently named HealthAlliance Hospital Broadway Campus."

   b. REPLACE, in its entirety, Article Third, regarding the Corporation's tax-exempt purposes, to read in its entirety as follows:

      "THIRD: The purpose of the Corporation shall be:

      3.1 The Corporation is formed exclusively for charitable, scientific and educational purposes under the NPCL in order to support the purposes of Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC"), a New York public benefit corporation created by the Westchester County Health Care Corporation Act (L. 1997, c. 11, eff. Feb. 11, 1997) and a tax-exempt organization as described in Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code").

      3.2 In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organizations or organizations, exclusively for charitable purposes, and engage in any lawful act or activity for which corporations may be organized under the NPCL."

   c. REPLACE, in its entirety, Article Fourth, regarding the Corporation's tax-exempt status, to read in its entirety as follows:

      "FOURTH: Tax-Exempt Status of the Corporation. The following language relates to the Corporation's tax-exempt status and is not a statement of

purposes and powers. Consequently, this language does not expand or alter the Corporation's purposes or powers as set forth herein. Notwithstanding any other provision in this Certificate of Incorporation:

4.1 The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes as specified in Section 501(c)(3) of the Code. The Corporation is organized and shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of WMC. In this capacity, the Corporation shall support the operations of WMC.

4.2 No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, any trustee, director, officer or employee of the Corporation or other private person; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth in Article Fourth hereof.

4.3 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code if the Corporation makes an election thereunder), and the Corporation shall not participate in or intervene in (including the publishing or the distributing of statements in counection with) any political campaign on behalf of or in opposition to any candidate for public office.

4.4 The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, nor shall it carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code.

4.5 During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self dealing (as defined in Section 4941(d) of the Code), from retaining excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code)."

d. DELETE, in its entirety, Article Fifth, regarding the term of duration.

e. DELETE, in its entirety, Article Seventh, regarding net earnings of the Corporation.

f. RENUMBER Article Sixth, Article Eighth, and Article Ninth as Article Seventh, Article Sixth and Article Eighth, respectively.

g. ADD a new Article Fifth, regarding the Member of the Corporation, to read in its entirety as follows:

"FIFTH: The sole corporate member of the Corporation shall be HealthAlliance, Inc., a New York not-for-profit corporation (the "Member"). The Member shall possess all of the powers granted by law to the Member in its capacity as the sole corporate member of the Corporation."

h. REPLACE, in its entirety, Article Sixth, formerly Article Eighth, regarding the Corporation's dissolution, to read in its entirety as follows:

"SIXTH: In the event of dissolution or final liquidation of the Corporation, subject to compliance with the NPCL, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to WMC, provided that it is organized and operated exclusively for charitable or educational purposes and shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code. In the event that WMC does not so qualify, then said assets shall be distributed to another organization or organizations as determined by the Board of Directors, provided that (a) such organization or organizations are then described in Section 501(c)(3) (or successor provision) of the Code, and (b) in the event of a voluntary dissolution, subject to authorization of the plan of dissolution and distribution of assets as required by Section 1002 of the NPCL."

i. AMEND Article Seventh, formerly Article Sixth, regarding the office of the Corporation, to read in its entirety as follows:

"SEVENTH: The office of the Corporation is located in Ulster County, New York."

j. AMEND Article Eighth, formerly Article Ninth, regarding the agent of the Corporation, to read in its entirety as follows:

"EIGHTH: The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her is: Office of Legal Affairs, Attn: General Counsel, Westchester Medical Center, 100 Woods Rd Exec. Offices, Valhalla, NY 10595."

4. The text of the Certificate of Incorporation of the Corporation is hereby restated, as amended, to read in full as follows:

Certificate of Incorporation of

HEALTHALLIANCE SERVICES BROADWAY, INC.

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

FIRST. The name of the Corporation is HealthAlliance Services Broadway, Inc. The Corporation was originally incorporated under the name The City of Kingston Hospital and subsequently named HealthAlliance Hospital Broadway Campus.

SECOND. The Corporation is a corporation as defined in Subsection (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL") and is a charitable corporation as defined in Section 201 of the NPCL.

THIRD. The purpose of the Corporation shall be:

Third.1 The Corporation is formed exclusively for charitable, scientific and educational purposes under the NPCL in order to support the purposes of Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC"), a New York public benefit corporation created by the Westchester County Health Care Corporation Act (L. 1997, c. 11, eff. Feb. 11, 1997) and a tax-exempt organization as described in Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code").

Third.2 In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organizations or organizations, exclusively for charitable purposes, and engage in any lawful act or activity for which corporations may be organized under the NPCL.

FOURTH. Tax-Exempt Status of the Corporation. The following language relates to the Corporation's tax-exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the Corporation's purposes or powers as set forth herein. Notwithstanding any other provision in this Certificate of Incorporation:

Fourth.1 The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes as specified in Section 501(c)(3) of the Code. The Corporation is organized and shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of WMC. In this capacity, the Corporation shall support the operations of WMC.

Fourth.2 No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, any trustee, director, officer or employee of the Corporation or other private person; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth in Article Fourth hereof.

Fourth.3 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code if the Corporation makes an election thereunder), and the Corporation shall not participate in or intervene in (including the publishing or the distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

Fourth.4 The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, nor shall it carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code.

Fourth.5 During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self dealing (as defined in Section 4941(d) of the Code), from retaining excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

FIFTH. The sole corporate member of the Corporation shall be HealthAlliance, Inc., a New York not-for-profit corporation (the "Member"). The Member shall possess all of the powers granted by law to the Member in its capacity as the sole corporate member of the Corporation.

SIXTH. In the event of dissolution or final liquidation of the Corporation, subject to compliance with the NPCL, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to WMC, provided that it is organized and operated exclusively for

charitable or educational purposes and shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code. In the event that WMC does not so qualify, then said assets shall be distribnted to another organization or organizations as determined by the Board of Directors, provided that (a) such organization or organizations are then described in Section 501(c)(3) (or successor provision) of the Code, and (b) in the event of a voluntary dissolution, subject to authorization of the plan of dissolution and distribution of assets as required by Section 1002 of the NPCL.

SEVENTH. The office of the Corporation is located in Ulster County, New York.

EIGHTH. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her is: Office of Legal Affairs, Attn: General Counsel, Westchester Medical Center, 100 Woods Rd Exec. Offices, Valhalla, NY 10595.

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5. This Restated Certificate of Incorporation was authorized by vote of the Corporation's Member in accordance with Section 802(a) of the Not-for-Profit Corporation Law.

[SIGNATURE PAGE FOLLOWS]

Docusign Envelope ID: 4F63BEF7-99E5-8129-8184-902EB3D27A6D

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation on this 10th day of August, 2026.

DocuSigned by:
5DDC5BCFCBE64A7...

Name: Tamer El-Rayess
Title: Chair, Board of Directors

RESTATED CERTIFICATE OF INCORPORATION
OF
HEALTHALLIANCE HOSPITAL BROADWAY CAMPUS

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

Filer's Name and Mailing Address:

Name: [NAME OF FILER]

Company, if Applicable:

Mailing Address:

City, State and Zip Code:

ROPES & GRAY LLP
1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036-8704
WWW.ROPESGRAY.COM

DIVISION OF PLANNING & LICENSURE
PHHPC
SEP - 2 2026
RECEIVED

August 20, 2026

Sarah F. Blumenthal
T +1 212 596 9544
sarah.blumenthal@ropesgray.com

VIA FEDEX

Ms. Colleen M. Leonard
Executive Secretary
Public Health and Health Planning Council
New York State Department of Health
Center for Health Care Facility Planning, Licensure and Finance
Corning Tower, Room 1805
Albany, New York 12237

RE: Request for Name Changes and Related Governance Updates – Post-Asset Transfer Restructuring of WMC-Affiliated Hospital Entities

Dear Ms. Leonard:

On behalf of Westchester County Health Care Corporation d/b/a Westchester Medical Center ("**WMC**"), a New York public benefit corporation, and the affiliated not-for-profit corporations identified below, we respectfully submit this letter and the enclosed materials to the New York State Department of Health ("**DOH**") and the Public Health and Health Planning Council ("**PHHPC**"). We respectfully request approval at the PHHPC Committee and PHHPC Council Meetings, at your earliest convenience, of the proposed amended and restated certificates of incorporation effectuating name changes and related governance updates for each of the following entities: St. Anthony Community Hospital, Warwick, New York ("**St. Anthony**"); Bon Secours Community Hospital ("**BSCH**"); Good Samaritan Hospital of Suffern, N.Y. ("**Good Samaritan**"); HealthAlliance Hospital Mary's Avenue Campus ("**Mary's Avenue**"); and HealthAlliance Hospital Broadway Campus ("**Broadway**") (each, a "**Transferring Corporation**" and collectively, the "**Transferring Corporations**"), Bon Secours Charity Health System, Inc. ("**Charity**") and HealthAlliance, Inc.

This submission follows the integration of four former hospitals, previously operated by the Transferring Corporations as separate subsidiaries of WMC, into WMC as the single licensed operator under Article 28 (the "Transaction"). The Transaction (CON No. 261086-C approved by DOH) closed on July 15, 2026, so we now seek to update the Transferring Corporations' legal names and certificates of incorporation as expeditiously as possible.

This submission supersedes and replaces in its entirety the submission dated October 10, 2025, and the supplemental transmission dated October 27, 2025, regarding proposed name changes and updates to certificates of incorporation. The present request is not related to the changes

proposed in those prior submissions; rather, the Transaction renders the prior submissions obsolete, and this submission presents the current and appropriate set of proposed changes resulting from the Transaction.

I. Transaction Summary

The Transferring Corporations, comprised of five charitable hospitals organized and operating as New York not-for-profit corporations, transferred substantially all of their operating assets to WMC pursuant to separate Asset Transfer Agreements dated May 22, 2026 (each, an "**ATA**"). The Transaction closed on July 15, 2026.

Pursuant to the ATAs and the regulatory approvals obtained, WMC is now the licensed operator of each Transferring Corporation's hospital facility under Article 28 of the New York State Public Health Law. Each Transferring Corporation retains ownership of its real property, which is leased to WMC under master leases. The Transferring Corporations continue to exist as corporate entities to employ personnel, hold real property, and provide support services to WMC, with WMC reimbursing all employee compensation, benefits, and operating costs under Administrative Services Agreements and Master Leases. Broadway, having no employees, has no Administrative Services Agreement but remains a corporate entity holding real property leased to WMC under the terms of a Master Lease. The Transaction was facilitated through the New York State Safety Net Transformation Program, under which New York State has awarded up to $161 million in capital and operating funds to support continued hospital operations.

II. Regulatory Approvals Obtained

The Transaction has received all requisite regulatory approvals including:

1. **New York Attorney General.** On July 15, 2026, the Office of the Attorney General of the State of New York (the "**NYAG**") approved the Transaction (OAG No. NYC-2026-700) pursuant to Sections 510 and 511-a of the Not-for-Profit Corporation Law ("**NPCL**"), based upon a verified petition filed by the Transferring Corporations. A copy of the NYAG approval letter is enclosed.

2. **DOH Administrative Review (CON).** DOH approved the Transaction through administrative review under Certificate of Need Project No. 261086-C.

3. **OMH.** The New York State Office of Mental Health ("**OMH**") approved Prior Approval Review Applications EZ PAR 4841, EZ PAR 4843, and AA 11967 authorizing WMC as sponsor for certain OMH-licensed programs formerly sponsored by the Transferring Corporations.

4. **OASAS.** The New York State Office of Addiction Services and Supports ("**OASAS**") approved, by issuing Operating Certificates authorizing WMC, through its Mid-Hudson

Valley Division, to operate OASAS-licensed addiction services programs formerly operated by the Transferring Corporations.

III. Proposed Name Changes

Following the closing of the Transaction, each Transferring Corporation and Charity seeks to amend and restate its certificate of incorporation to change its legal name and conform its stated purposes to its post-closing role as an entity which provides services, employs personnel, and/or holds real property, rather than a licensed hospital operator. Each Transferring Corporation and Charity will remain a New York not-for-profit corporation following the name change. The proposed name changes are as follows:

Current Legal Name	Proposed New Legal Name
St. Anthony Community Hospital, Warwick, New York	St. Anthony Community Services, Inc.
Bon Secours Community Hospital	Port Jervis Community Services, Inc.
Good Samaritan Hospital of Suffern, N.Y.	Good Samaritan Services of Suffern, N.Y., Inc.
HealthAlliance Hospital Mary's Avenue Campus	HealthAlliance Services Mary's Avenue, Inc.
HealthAlliance Hospital Broadway Campus	HealthAlliance Services Broadway, Inc.
Bon Secours Charity Health System, Inc.	WMCHealth Western Region, Inc.

Additionally, the following hospital extension clinic seeks to change its name:

Current Extension Clinic Name	Proposed Extension Clinic Name
Bon Secours Sleep Disorder Institute	WMCHealth Network Sleep Disorder Institute – Port Jervis

IV. Basis for Approval

We respectfully request that DOH and PHHPC approve the proposed amended and restated certificates of incorporation enclosed herewith. As detailed above, consistent with the approach approved in prior transactions involving post-transfer entity name changes, the underlying

Transaction has received all applicable consents and approvals, including DOH administrative review under CON Project No. 261086-C and NYAG approval. The Transferring Corporations, as former operators of hospitals, are changing their names and stated purposes following the transfer of hospital operations to WMC as the new licensed operator.

V. Enclosed Materials

Enclosed herewith is a complete submission package organized on an entity-by-entity basis. A detailed Schedule of Enclosures follows this letter. The package includes, as applicable for each Transferring Corporation: (1) a certified copy of the current certificate of incorporation and all filed amendments; (2) an executed copy of the proposed amended and restated certificate of incorporation; (3) a copy of the current bylaws approved in connection with the Transaction; (4) a copy of the bylaws effective prior to the closing of the Transaction; (5) an executed resolution of the board of the Transferring Corporation approving the Transaction, the amendment and restatement of the bylaws, and the amendment and restatement of the certificate of incorporation including the proposed name change; and (6) an executed resolution of the sole member of the Transferring Corporation approving the amendment and restatement of the bylaws and certificate of incorporation.

We respectfully request that DOH confirm receipt of this submission and place the enclosed proposed amended and restated certificates of incorporation for consideration and approval on the agenda for the PHHPC Committee and Full Council meetings at your earliest convenience. Should you require any additional information or have any questions regarding this submission, please do not hesitate to contact me via e-mail at sarah.blumenthal@ropesgray.com or by phone at 212-596-9544.

Thank you for your attention to this matter.

Sincerely,

/s/ Sarah Blumenthal

Sarah Blumenthal
Ropes & Gray LLP

cc: Division of Legal Affairs, DOH (DLAHouse@health.ny.gov)
Christine White, Executive Vice President & Chief Legal Officer, WMC (Christine.White@wmchealth.org)

SCHEDULE OF ENCLOSURES

I. St. Anthony Community Hospital, Warwick, New York *(proposed new name: St. Anthony Community Services, Inc.)*

a. Certified copy of the current Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "St. Anthony Community Services, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of St. Anthony Community Hospital, Warwick, New York (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of St. Anthony Community Hospital, Warwick, New York (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of St. Anthony Community Hospital, Warwick, New York approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc., as sole member of St. Anthony Community Hospital, Warwick, New York, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

II. Bon Secours Community Hospital *(proposed new name: Port Jervis Community Services, Inc.)*

a. Certified copy of the current Certificate of Incorporation of Bon Secours Community Hospital and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "Bon Secours Community Services, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of Bon Secours Community Hospital (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of Bon Secours Community Hospital (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of Bon Secours Community Hospital approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc., as sole member of Bon Secours Community Hospital, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

III. Good Samaritan Hospital of Suffern, N.Y. ***(proposed new name: Good Samaritan Services of Suffern, N.Y., Inc.)***

a. Certified copy of the current Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y. and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "Good Samaritan Services of Suffern, N.Y., Inc." and conforming stated purposes

c. Amended and Restated Bylaws of Good Samaritan Hospital of Suffern, N.Y. (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of Good Samaritan Hospital of Suffern, N.Y. (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of Good Samaritan Hospital of Suffern, N.Y. approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc., as sole member of Good Samaritan Hospital of Suffern, N.Y., approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

IV. HealthAlliance Hospital Mary's Avenue Campus ***(proposed new name: HealthAlliance Services Mary's Avenue, Inc.)***

a. Certified copy of the current Certificate of Incorporation of HealthAlliance Hospital Mary's Avenue Campus and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "HealthAlliance Services Mary's Avenue, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of HealthAlliance Hospital Mary's Avenue Campus (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of HealthAlliance Hospital Mary's Avenue Campus (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of HealthAlliance Hospital Mary's Avenue Campus approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of HealthAlliance, Inc., as sole member of HealthAlliance Hospital Mary's Avenue Campus, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

V. HealthAlliance Hospital Broadway Campus *(proposed new name: HealthAlliance Services Broadway, Inc.)*

a. Certified copy of the current Certificate of Incorporation of HealthAlliance Hospital Broadway Campus and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "HealthAlliance Services Broadway, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of HealthAlliance Hospital Broadway Campus (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of HealthAlliance Hospital Broadway Campus (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of HealthAlliance Hospital Broadway Campus approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of HealthAlliance, Inc., as sole member of HealthAlliance Hospital Broadway Campus, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

VI. Bon Secours Charity Health System, Inc *(proposed new name: WMCHealth Western Region, Inc.)*

a. Certified copy of the current Certificate of Incorporation of Bon Secours Charity Health System, Inc. and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "WMCHealth Western Region, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of Bon Secours Charity Health System, Inc. (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of Bon Secours Charity Health System, Inc. (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc. approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of WMC Health Network – Rockland, Inc., as sole member of Bon Secours Charity Health System, Inc., approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

VII. HealthAlliance, Inc.

a. Certified copy of the current Certificate of Incorporation of HealthAlliance, Inc. and all filed amendments

b. Executed Restated Certificate of Incorporation conforming stated purposes

c. Amended and Restated Bylaws of HealthAlliance, Inc. (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of HealthAlliance, Inc. (as in effect prior to the closing of the Transaction on July 15, 2026)

e. HealthAlliance, Inc. – Resolutions of the Board of Directors approving the Asset Transfer and Governance Documents (executed July 15, 2026)

f. Resolutions of the Board of Directors of Westchester County Health Care Corporation, as sole member of HealthAlliance, Inc. approving the Asset Transfer and related documents (executed June 3, 2026)

VIII. Parent and Transaction-Level Documents

a. Westchester County Health Care Corporation – Resolutions of the Board of Directors approving the Asset Transfer and related documents (executed June 3, 2026)

b. WMC Health Network-Rockland, Inc. – Resolutions of the Board of Directors approving the Asset Transfer (executed July 15, 2026)

c. WMCHealth Western Region, Inc. (f/k/a Bon Secours Charity Health System, Inc.) – Resolutions of the Board of Directors approving the Asset Transfer and Governance Documents (executed July 15, 2026)

d. WMCHealth Western Region, Inc. (f/k/a Bon Secours Charity Health System, Inc.) – Fourth Amended and Restated Bylaws (as in effect prior to the closing of the Transaction on July 15, 2026)

e. HealthAlliance, Inc. – Resolutions of the Board of Directors approving the Asset Transfer and Governance Documents (executed July 15, 2026)

f. HealthAlliance, Inc. – Amended and Restated Bylaws (as in effect prior to the closing of the Transaction on July 15, 2026)

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL BROADWAY CAMPUS, File Number 42P-44 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

BRENDAN C. HUGHES
Executive Deputy Secretary of State

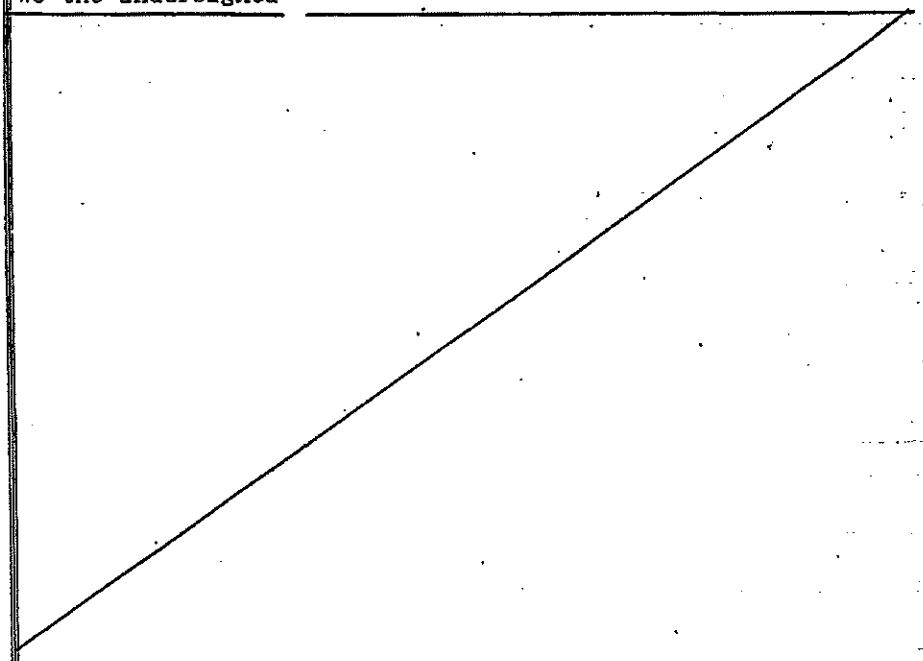
Authentication Number: 100009517615 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

STATE OF NEW YORK,

SS.

COUNTY OF ULSTER.

We the undersigned



all citizens of the State of New York being desirous of forming a corporation for the purpose of erecting, establishing, maintaining and operating a hospital for the reception, care, maintenance, giving of medical and surgical advice, aid, and treatment of persons afflicted with maladies or physical injuries or physical weaknesses or deformities or infirmities, as authorized by Chapter ninety-five of the laws of 1889, passed by the Legislature of the State of New York, entitled "An Act to authorize the formation of Corporations for the establishment and maintenance of hospitals, infirmaries, dispensaries and homes for invalids or aged

44

42 R 44-1

and indigent persons", approved by the Governor March 29th, 1889, and acts and laws amendatory thereto do hereby certify and declare

I. That the Corporate name of such corporation shall be The City of Kingston Hospital.

II. That the objects for which such corporation is formed are to erect- establish, maintain and operate a hospital for the reception, care, maintenance, giving of medical and surgical advice, aid and treatment of persons afflicted with maladies or physical injuries or physical weaknesses or deformities or infirmities and to render medical and surgical aid, advice and treatment to poor persons in need of such treatment without charge therefor.

III. That the affairs of such corporation are to be conducted, managed and administered by a board of managers consisting of nine persons and that the names of the persons who form the board of managers of said corporation for the first year are as follows to wit:

James A. Betts, Richard L. Burtsell, Jacob Chambers, Frederick J. R. Clarke, Patrick J. Flynn, William M. Hayes, John E. Kraft, John McEntee, George C. Smith.

IV. That the term of duration of such corporation shall be perpetual.

42/245-2

V. That said Hospital is to be located in the City of Kingston, County of Ulster and State of New York.

In witness whereof we have hereunto set our hands this 6th day of July, 1891.

Richard L. Burtsell
James A. Betts
Peter P. Measter
P. J. Flynn
John Maxwell
William B. Scott.
Mrs. M. Decker
John W. Salzmann Sr.
Henry M. Otis
A. P. Brucker
Mathew Lanktree Jr
Mrs. F. Rieser
Mark S. Merrouth
C. Sahler
Chas. F. Chenault
John Forsyth
D. L. Dodge
Nicholas D. J. Murphy
Wm. M. Cooper
John J. Looney
Lewis S. Watson
John McGuire

4L24V-3

W. M. Hayes

Jno. W. Leavy

F. J. R. Clarke.

J. Chambers

Chas. C. Smith

[illegible]

F. Stephan

A. H. Mansbach

John E. Kraft

Agnes Steinbiss

Robert McMurphy M. D.

Hyman Rooks

Dennis Connelly

John P. Buckley.

Chas. C. Lafing

Vincent Dee Eddy Jr.

Dr. C. F. Ledge

Chr. Larsen.

~~Young Men's Christian Association~~ ~~[illegible]~~ J. Rankin ~~[illegible]~~

~~[illegible]~~ P. V. B. Howlett ~~[illegible]~~

C. S. Loomis

Albert Mauterstock

James P. Dwyer

4-P-44-4

Lucretia Stone
Mrs. Mary Stone
Mrs. James Stone
Sarah Fuller
E. E. Flanigan
John R. Hebbins.
~~Edward Longfellow by J. R. Hebbins~~
Charles Schultz
David Mulholland
John Madden
J. L. Hoey
[illegible]
Geo. H. Johnson
Geo. L. Hachmeyer
John White
William Rowsh
Walter S. Hasbrouck
W. N. Gill
Jennie Hasbrouck
H. C. Griffith
~~J. Abbey by Sarah~~ Henry Abbey
~~Lewis Gilbert by~~ Hachmeyer
Michael Dippert
~~Stock & Rice~~ Per N Stock
[illegible]
Hagar N. Reeves
Henry E. Wieber.

42 P. 44-5

Alex B. Parker

W. F. Thompson

Walter Parker

Robert Wilson

Chas. D. Emmet

E. D. Ayres

R. C. Westbrook

~~R. Parker Kennedy~~ G. A. Fisher

~~L. B. Wilson~~ L. R. Klein

Chas. D. Lafford

Bernard Langhorne

~~Louis Emil Bank~~ J. A. Ellery

G. W. Freeland Jr.

Albert Carl

E. Mueller

H. B. Mahon M.D.

James H. Everett

C. Winter.

Jacob D. Hunt.

A. H. Bruce

~~Wm. Simmons~~ M. J. Forsythe)

Mrs. H. L. Rowe

Mrs. Myron Teller

A. H. Reynolds,

Mrs. James A. Merrill

Chas. A. Mann M.D.

Isaac Myers M.D.

Samuel Dill

4-P44.C

~~Gregory Harris~~ St. Gregory

S. J. Smith

Francis Madden

John J. Moran

State of New York }
County of Ulster } ss.-

On this 6th day of July 1891 before me the subscriber personally came Richard L. Burtsell, James A. Betts, Peter Measter, Patrick J. Flynn, John Maxwell, William P. Scott, William M. Dicker, John W. Salzmann Sr., Henry W. Otis A. P. Chalker, Mathew Larkin Jr. William H. Riner, Noah S. Newcomb, C. O. Jahler, Charles F. Cantine John Forsyth, C. L. Dodge, Nicholas F. J. Murphy, William M. Cooper, John J. Cooney, Lewis L. Watterson, John Mc Entee, William M. Hayes, John W. Fearing, Frederick J. R. Clarke Jacob Chambers, George C. Smith, D. T. Clearwater, Frederick Stephan, A. H. Mambert, John C. Kraft Alexander A. Stern, Robert M. Murphy, Hyman Rosa Daniel Connelly, John L. Buckley, Charles C. Lang, Hiram M. Eddy, John J. Moran

to me known & known to be the persons described in & who executed & signed the foregoing certificate of incorporation and severally acknowledged that they executed & signed the same for the purposes therein mentioned

Wellington B. Sharpe
Notary Public
in & for Ulster County N.Y.

4>P.44.8

STATE OF NEW YORK,
Ulster County Clerk's Office } ss.

I, JACOB D. WURTS, Clerk of the County of Ulster, and also Clerk of the Supreme Court in and for said County, the same being a Court of Record, DO HEREBY CERTIFY that Jeremiah B. Shaupe whose signature appears to the foregoing certificate of proof or acknowledgement, and before whom the annexed instrument appears to have been acknowledged, was, at the date thereof, an acting NOTARY PUBLIC within and for said County of Ulster, duly qualified and empowered by law to take such acknowledgment. And further: That I am well acquainted with the handwriting of such NOTARY PUBLIC, and verily believe that the signature to the said certificate of proof or acknowledgment is genuine. I further certify that the said instrument is executed and acknowledged according to the laws of the State of New York.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of said Court and County, the 17th day of July 1891

Jacob D. Wurts
CLERK OF ULSTER COUNTY.

42-P-45-9

State of New York }
County of Ulster } ss.

On this 29 day of July 1891
before me the subscriber personally came
C. F. Kelpe, Chr. Larsen, P. V. D. Fowler, C. S.
Stowitts, Albert Masterstock, James F. Dwyer,
Leslie Horne, Mary Horne, Jane S. Horne
James H. Allen, C. C. Flanagan, John R.
Stebbins, Charles Schultz, David Mulholland,
John Madden, J. L. Doty.

to me known and known to me to be the persons
described in and who executed and signed
the foregoing certificate of incorporation
and severally acknowledged that they
executed and signed the same for the purposes
therein mentioned.

Chris. A. Munniel
Notary Public

Sup 44-10

STATE OF NEW YORK,
Ulster County Clerk's Office } ss.

I, JACOB D. WURTS, Clerk of the County of Ulster, and also Clerk of the Supreme Court in and for said County, the same being a Court of Record, DO HEREBY CERTIFY that Chas A Murray whose signature appears to the foregoing certificate of proof or acknowledgement, and before whom the annexed instrument appears to have been acknowledged, was, at the date thereof, an acting NOTARY PUBLIC within and for said County of Ulster, duly qualified and empowered by law to take such acknowledgment. And further: That I am well acquainted with the handwriting of such NOTARY PUBLIC, and verily believe that the signature to the said certificate of proof or acknowledgment is genuine. I further certify that the said instrument is executed and acknowledged according to the laws of the State of New York.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of said Court and County, the 29th day of July 180

44 P-44(-11

Jacob D Wurts
CLERK OF ULSTER COUNTY.

State of New York }
County of Ulster } S.S. On this 29th Day of July 1891
before me the Subscriber personally came
C. W. Crispell, George W. Johnston, George L. Wachsmyer
John White, William Roach, Walter D. Hasbrouck, W. H.
Gill, James Hasbrouck, F. H. Griffith, Henry Abbey
J. M. Sweeny, Michael Diffold, H. Stock
J. V. Smith, Isaac H. Weiner, Henry E. Wiebey
Alton B. Parker, W. J. Trumpbour, Charles Burhans
Robert Wilson, Charles Hommel, C. D. Bruyn
R. C. Hubbard, G. A. Hart, L. J. Winne, Charles
D. Lefford, Bernard Loughran, J. A. Thing, G. W.
Freidenburgh, Herbert Carl, E. Mullen, H. D.
Maben, James H. Everett, E. Winter, Jacob D.
Wurts, A. H. Bruyn, W. J. Forsyth, Jane R.
Romer, Jennie R. Tillery, A. W. Reynolds,
Sarah V. D. Merritt, Charles A. Munn, Jane Myer
Samuel Dill, G. J. Smith, Francis Madden and
J. H. Gregory
to me known and known to be the persons
described in and who executed signed the
foregoing certificate of incorporation and severally
acknowledged that they executed & signed the same
for the purposes therein mentioned.

Stephen D. Hood
Notary Public.

STATE OF NEW YORK,
Ulster County Clerk's Office } ss.



I, JACOB D. WURTS, Clerk of the County of Ulster, and also Clerk of the Supreme Court in and for said County, the same being a Court of Record, DO HEREBY CERTIFY that Stephen D Hood whose signature appears to the foregoing certificate of proof or acknowledgement, and before whom the annexed instrument appears to have been acknowledged, was, at the date thereof, an acting NOTARY PUBLIC within and for said County of Ulster, duly qualified and empowered by law to take such acknowledgment. And further: That I am well acquainted with the handwriting of such NOTARY PUBLIC, and verily believe that the signature to the said certificate of proof or acknowledgment is genuine. I further certify that the said instrument is executed and acknowledged according to the laws of the State of New York.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of said Court and County, the 29 day of July 180 13

Jacob D Wurts
CLERK OF ULSTER COUNTY.

T. 1-54-13

Liber 21 Page 234
44

Certificate of Incorporation of The City of Kingston Hospital

STATE OF NEW YORK
Office of Secretary of State.

FILED AND RECORDED JUL 30 1891

DEPUTY SECRETARY OF STATE.

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL BROADWAY CAMPUS, File Number 409Q-141 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100009517616 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

CERTIFICATE OF CHANGE OF NAME

OF

THE CITY OF KINGSTON HOSPITAL

TO

THE KINGSTON HOSPITAL

Pursuant to Section 40 of the General Corporation Law.

WE, THE UNDERSIGNED, do hereby state as follows:

1. The name of the corporation under which it was originally incorporated is "The City of Kingston Hospital".

141

2. The certificate of incorporation was duly filed in the office of the Secretary of State on the 30th day of July, 1891 and in the office of the Clerk of the County of Ulster on the 30th day of July, 1891.

3. The new name to be assumed is "The Kingston Hospital".

IN WITNESS WHEREOF, the said corporation has caused these presents to be executed by its President and its Secretary the 16th day of ~~September, 1939~~ April, 1940.

IN PRESENCE OF :

President

Secretary

Reg. 141

STATE OF NEW YORK)
) SS.:
COUNTY OF ULSTER)

HARRY H. FLEMMING and FRANK B. SEELEY, being duly sworn say, and each for himself says: The said Harry H. Flemming that he is the President and the said Frank B. Seeley that he is the Secretary of The City of Kingston Hospital. That they have been authorized to execute and file the foregoing certificate by the votes, cast in person or by proxy of majority of the members of record of the corporation who are entitled to vote and that such votes were cast at a meeting of the members called for that purpose upon like notice as that required for the annual meeting of the corporation, and that such meeting was held on the 16th day of January, 1940

Sworn to before me this
16th day of ~~September, 1939~~ April, 1940

Notary Public.

STATE OF NEW YORK)
) SS.:
COUNTY OF ULSTER)

On this 16th day of ~~September, 1939~~ April, 1940, before me personally appeared HARRY H. FLEMMING and FRANK B. SEELEY, to me known and known to be the same persons who executed the foregoing instrument and they duly acknowledged to me that they executed the same in their several capacities as officers of The City of Kingston Hospital.

Notary Public.

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7-30-91 42 P. 44 V

+ Kingston Ulster Co 141 *A

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CERTIFICATE OF CHANGE OF NAME

OF

THE CITY OF KINGSTON HOSPITAL

TO

THE KINGSTON HOSPITAL

new name
OK
no INC.
J 6/4

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED Jun 4 1948

FOWLER & FOWLER
ATTORNEYS AT LAW
349 WALL STREET
KINGSTON, N. Y.

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL BROADWAY CAMPUS, File Number 27EX-30 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100009517617 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

CERTIFICATE OF REPORT OF EXISTENCE OF

The Kingston Hospital
Exact Name of Corporation

Pursuant to Section 57 of the Membership Corporations Law

1. The name of the corporation is The Kingston Hospital
Name of Corporation

The original name was The City of Kingston Hospital
If name has been changed, insert original name

2. The certificate of incorporation was filed in the Department of State on July 30th, 1891
Date of Incorporation

3. The corporation was formed pursuant to Chapter 95 of the laws of 1889
Cite Incorporation Statute

4. The existence of the foregoing corporation is hereby continued.

Frank B Matthews, Secretary

To be signed by an officer, trustee, director or five members in good standing.

State of New York
County of ULSTER } ss.:

On this 22nd day of AUGUST, 193 1, before me personally appeared FRANK B. MATTHEWS to me personally known and known to me to be the person(s) described in and who executed the foregoing certificate, and (he) (she) (they) thereupon acknowledged to me that (he) (she) (they) executed the same for the uses and purposes therein mentioned.

Mary G. Bruder
Notary Public in State of New York
Resident in and for Ulster County
Commission Expires March 30, 19 32

County of ULSTER

NOTE: If the foregoing acknowledgment is taken without the State of New York, the signature of the notary public should be authenticated by a certificate of the clerk of the county in which such notary has power to act, or other proper officer.

29 E 20 - 30

CERTIFICATE OF REPORT OF EXISTENCE OF

Exact Name of Corporation

Pursuant to Section 57
of the
MEMBERSHIP CORPORATIONS
LAW

Kingston Hospital
396 Broadway,
Kingston, N.Y.

Name of Filer

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED SEP 7 1951

FILING FEE $5.00

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL BROADWAY CAMPUS, File Number 549Q-121 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100009517621 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

State of New York—Department of Social Welfare

State Board of Social Welfare

Albany

Know all Men by These Presents:

At a meeting of the State Board of Social Welfare, held on the sixteenth day of October, 1951, due inquiry and investigation having been made, the Board approved the Certificate of Change of Purposes and the Name of the Governing Board in Articles of Incorporation of THE KINGSTON HOSPITAL, pursuant to Section 80 of the Membership Corporations Law of the State of New York.

121

In Witness Whereof, the State Board of Social Welfare has caused these presents to be signed in accordance with the provisions of the statutes and its by-laws, and the official seal of the Board and of the Department to be hereunto affixed, this twenty-third day of October, in the year one thousand nine hundred and fifty-one.

Secretary.

5496-121x1

CERTIFICATE OF CHANGE OF PURPOSES AND THE NAME OF THE GOVERNING BOARD IN ARTICLES OF INCORPORATION OF THE KINGSTON HOSPITAL, PURSUANT TO SECTION 30 OF THE MEMBERSHIP CORPORATIONS LAW.

We, JOHN D. SCHOONMAKER, JR., and FRANK B. MATTHEWS, being respectively the President and the Secretary of The Kingston Hospital, hereby certify:

1. The name of the Corporation is The Kingston Hospital.

2. Said corporation was incorporated under and in pursuance to Chapter 95 of the Laws of 1889, revised and amended, now being Article I of Chapter 722, of the Laws of 1926, known as the Membership Corporations Law. The Articles of Incorporation were filed in the office of the Secretary of State on the 30th day of July, 1891. Said corporation was incorporated under the name of "City of Kingston Hospital", and such name was changed by a Certificate filed with the Department of State on the 4th day of June, 1940, to THE KINGSTON HOSPITAL.

3. The purposes, powers, or provisions to be eliminated from the Articles of Incorporation are:

"II. That the objects for which such corporation is formed are to erect, establish, maintain and operate a hospital for the reception, care, maintenance, giving of medical and surgical advice, aid and treatment of persons afflicted with maladies or physical injuries, or physical weaknesses, or deformities, or infirmities, and to render medical and surgical aid, service and treatment to poor persons in need of such [illegible] without charge therefor.

III. That the affairs of such corporation are to be managed, conducted and administered by a board of managers consisting of nine persons."

4. The purposes, powers or provisions to be substituted for the foregoing are:

II. That the objects of the corporation shall be:

(a). To establish and maintain a hospital for the care of persons suffering from any illness or disabilities which require that the patients receive hospital care.

(b). To carry on any educational activities related to rendering care to the sick and injured, or the promotion of health, which, in the opinion of the Board of Trustees may be justified by the facilities, personnel, funds or other requirements that are or can be made available.

(c). To promote and carry on scientific research related to the care of the sick and injured in so far as, in the opinion of the Board of Trustees such research can be carried on in or in connection with the hospital.

(d). To participate so far as circumstances may warrant in any activity designed and carried on to promote the general health of the community.

This corporation is organized exclusively for charitable, scientific and educational purposes as a non-profit corporation and its activities shall be conducted for the aforesaid purposes in such a manner so that no part of its net earnings will inure to the benefit of any member, trustee, officer or individual. It shall not be its purpose to engage in carrying on propaganda or otherwise attempting to influence legislation.

III. That the business and government of the corporation shall be conducted in the City of [illegible], and shall be directed by a Board of Trustees of nine or more than twenty-five members, who shall elect officers of the corporation in accordance with the provisions of the by-laws.

IN WITNESS WHEREOF, we have made, subscribed, and acknowledged this Certificate this 21st day of May, 1951.

J. Cecil Schumacher
President.

Frank R. Hartman
Secretary.

STATE OF NEW YORK)
COUNTY OF ULSTER) SS.:
CITY OF KINGSTON)

On this 21st day of May, 1951, before me, the subscriber, personally came: ----- JOHN D. SCHOONMAKER, JR. and FRANK B. MATTHEWS -----to me known and known to me to be the persons described in and who executed the foregoing Certificate, and they thereupon duly and severally acknowledged to me that they executed the same.

Lloyd R. Freer

LLOYD R. FREER
Notary Public in the State of New York
Appointed for and residing in
Ulster Co.
My commission expires Mar. 30, 19 53

I, Rowe V. Emmett, a Justice of the Supreme Court of the State of New York, hereby approve the foregoing:

CERTIFICATE OF CHANGE OF PURPOSES AND THE NAME OF THE GOVERNING BOARD IN ARTICLES OF INCORPORATION OF THE KINGSTON HOSPITAL, PURSUANT TO SECTION 30 OF THE MEMBERSHIP CORPORATIONS LAW,

and consent to the filing of the same.

Dated: May 25, 1951.

Rowe V. Emmett
Justice, Supreme Court.

STATE OF NEW YORK)
) SS.:
COUNTY OF ULSTER)

JOHN D. SCHOONMAKER, JR. and FRANK B. MATHEWS, being duly sworn, depose and say, and each for himself deposes and says: That he, John D. Schoonmaker, Jr., is the President of The Kingston Hospital, and that he, Frank B. Mathews, is the Secretary thereof; That they have been duly authorized to execute and file the foregoing:

CERTIFICATE OF CHANGE OF PURPOSES AND THE NAME OF THE GOVERNING BOARD IN ARTICLES OF INCORPORATION OF THE KINGSTON HOSPITAL, PURSUANT TO SECTION 30 OF THE MEMBERSHIP CORPORATIONS LAW,

by the concurring vote of a majority of the members of the corporation present at a Special Meeting held on the 21st day of May, 1951, upon notice pursuant to Section 43 of the Membership Corporations Law.

John D. Schoonmaker, Jr.

Frank B. Mathews

Subscribed and sworn to before me this 21st day of May, 1951.

Lloyd R. LeFever

LLOYD R. LE FEVER
Notary Public in the State of New York
Appointed for and residing in Ulster Co.
My commission expires Mar. 30, 1953.

S-130-121-6

The City of Kingston Hospital
re: 7/3e/94 Kingston Water Co
#2P-94

Orig/ 5495

CERTIFICATE OF CHANGE OF PURPOSES AND THE NAME OF THE GOVERNING BOARD IN ARTICLES OF INCORPORATION OF THE KINGSTON HOSPITAL, PURSUANT TO SECTION 30 OF THE MEMBERSHIP CORPORATIONS LAW.

rec'd 6/4/40

Dated: May 21st, 1951.

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 25 1951

TAX $ None

FILING FEE $ 25

Thomas J. Lynam

Secretary of State

By [illegible]

LLOYD R. LE FEVER
COUNSELLOR AT LAW
78 MAIN STREET
KINGSTON, N. Y.

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL BROADWAY CAMPUS, File Number 090311000277 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100009517622 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

090311000277

RESTATED CERTIFICATE OF INCORPORATION

OF

THE KINGSTON HOSPITAL

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

Craig Sickler and Donald Katt, Ph.D., being, respectively, the Chairman and First Vice-Chairman of the Board of Trustees of The Kingston Hospital, hereby certify:

FIRST: The name of the corporation is The Kingston Hospital (the "Corporation"). The name under which the Corporation was formed is The City of Kingston Hospital.

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State on July 30, 1891 pursuant to Chapter 95 of the Laws of 1889 of the State of New York.

THIRD: The Corporation is a corporation as defined in Subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL"). The Corporation is a type B corporation as defined in Section 201 of the NPCL and shall remain a Type B corporation after this Restated Certificate of Incorporation is effectuated.

FOURTH: The Certificate of Incorporation of the Corporation is amended to effect the following amendments pursuant to the NPCL:

1. Paragraph "I," stating the name of the Corporation, is hereby renumbered as Paragraph "FIRST," and as amended and restated, shall read in full as follows:

   "FIRST: The name of the corporation is The Kingston Hospital (the "Corporation")."

2. A new Paragraph "SECOND" is hereby added between Paragraph "I" and Paragraph "II," stating that the Corporation is a type B corporation under the NPCL, which shall read in full as follows:

   "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 ("NPCL") and is a type B corporation as defined in Section 201 of the NPCL."

3. Paragraph "II," stating the objects or purposes of the Corporation, is hereby renumbered as Paragraph "THIRD," and is hereby amended to expand the purposes of the Corporation. The new Paragraph "THIRD," as amended and restated, shall read in full as follows:

090311000277

"THIRD: The Corporation shall have the following purposes:

(a) To establish, operate and maintain a general hospital in Ulster County, New York pursuant to Article 28 of the Public Health Law;

(b) To promote and carry on scientific research related to the care of the sick and injured in so far as, in the opinion of the Board of Trustees, such research can be carried on in, or in connection with, the Corporation;

(c) To participate so far as circumstances may warrant in any activity designed and carried on to promote the general health of the community;

(d) To solicit, receive and administer funds, contributions or grants from any source to be applied to charitable, educational and scientific purposes of the Corporation;

(e) To exercise all rights and privileges as a member of one or more other not-for-profit corporations and as a shareholder of one or more business corporations; and

(f) To take any and all actions which are incidental to and not inconsistent with the foregoing purposes of the Corporation and which are lawful for not-for-profit corporations, including, but not limited to, those powers set forth in Section 202 of the NPCL, to the extent such purposes are purposes described in Section 509(a)(1)(2) or (3) of the Internal Revenue Code of 1986, as amended (the "Code"). Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in NPCL Section 404(a) through (n),(p) through (s), (u) and (v), or Social Services Law, Section 460-a. Nothing contained in this Restated Certificate of Incorporation shall authorize the Corporation to establish, operate or maintain a home care services agency, a hospice, or a health maintenance organization or comprehensive health services plan as provided for by Articles 36, 40 and 44 respectively of the Public Health Law. Notwithstanding any other provision of this Restated Certificate of Incorporation, the Corporation is organized exclusively for charitable, educational and scientific purposes, and the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation."

4. A new Paragraph "FOURTH," naming the sole member of the Corporation and reserving certain powers to such member, is hereby added between Paragraph "II" and Paragraph "III" to read in full as follows:

"FOURTH: The Corporation shall have one member: Health Alliance, Inc. (the "Member"). The Corporation shall have the primary responsibility for assuring its commitment to its charitable mission, the quality of care provided at its facilities and oversight of plant facilities, which may include the employment of operations staff, billing for Corporation services under the Corporation's provider numbers, and the initiation of proposed amendments to the Corporation's policies, procedures and bylaws, the addition and deletion of services and related matters. Subject to the foregoing responsibilities, with respect to the Corporation, the Member shall have the following powers:

- Adopt strategic plans, including, without limitation, plans for the reallocation of services between the Corporation and Benedictine Hospital;
- Credential all licensed health care professionals to be providing services at the Corporation or its affiliates (subject to the adoption by the Corporation of amendments to its medical staff bylaws to the extent required to authorize such action);
- Elect and remove the members of the Board of Trustees and board officers of the Corporation;
- Appoint and remove the corporate officers of the Corporation (which power may be delegated to the Member's chief executive officer) and approve the appointment of the chief executive officer of the Corporation;
- Approve and may initiate the adoption, deletion and amendment of the bylaws of the Corporation;
- Approve and may adopt the annual capital and operating budgets of the Corporation;
- Approve and may initiate the addition or deletion of services at the Corporation;
- Approve and may initiate the filing of certificate of need applications by the Corporation;
- Negotiate and approve all payor, managed care, vendor and equipment contracts for the Corporation;
- Approve the incurrence of any debt by the Corporation;
- Approve any expenditure by the Corporation in aggregate per year above a threshold amount set by the Member that is not included in an approved capital or operating budget;
- Approve and may initiate the commencement and settlement of any litigation by the Corporation;

- Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;
- Approve the dissolution of the Corporation;
- Approve the sale by the Corporation of any assets outside the ordinary course of business or approved within the Corporation's budget;
- Assure that the Corporation remains a secular institution; and
- Exercise any power that is not specifically and explicitly reserved to the Corporation in this Restated Certificate of Incorporation or the bylaws of the Corporation or reserved to the Corporation by law or regulation."

5. Paragraph "III," relating to the location and the size of the governing body of the Corporation, is hereby deleted in its entirety.

6. Paragraph "IV," relating to the term of duration of the Corporation, is hereby renumbered as Paragraph "FIFTH," and is hereby amended to delete the word "That" and "such." The new Paragraph "FIFTH," as amended and restated, shall read in full as follows:

"FIFTH: The term of duration of the Corporation shall be perpetual."

7. Paragraph "V," relating to the location of the office of the Corporation, is hereby renumbered as Paragraph "SIXTH," and amended in its entirety. The new Paragraph "SIXTH," as amended and restated, shall read in full as follows:

"SIXTH: The office of the Corporation within the State of New York is located in the County of Ulster."

8. A new Paragraph "SEVENTH," relating to distribution of the assets, income and net earnings of the Corporation, is hereby added after Paragraph "SIXTH" and shall read in full as follows:

"SEVENTH: No part of the assets, income or net earnings of the Corporation shall inure to the benefit of any member, director, trustee, officer or employee of the Corporation, or to any private individual, except as reasonable compensation for services rendered in effecting the purposes of the Corporation."

9. A new Paragraph "EIGHTH," relating to the dissolution of the Corporation, is hereby added after Paragraph "SEVENTH" and shall read in full as follows:

"EIGHTH: In the event of dissolution of the Corporation, no distribution of any of the property or assets of the Corporation shall be made to any member, director, trustee, officer or employee of the Corporation, or to any private individual, but all of such property and assets shall be

distributed to accomplish the charitable, educational and scientific purposes for which the Corporation is organized or distributed to such organizations as the Board of Trustees of the Corporation shall direct and which qualify under Section 501(c)(3) of the Code, or the corresponding provision of any successor statute, subject to approval by a justice of the Supreme Court of the State of New York or any other court or judge having jurisdiction."

10. A new Paragraph "NINTH," relating to the agent for service of process and the address for service of process, is hereby added after Paragraph "EIGHTH" and shall read in full as follows:

"NINTH: The Secretary 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 shall mail a copy of any process against the Corporation served upon her/him is: 396 Broadway, Kingston, New York 12401."

FIFTH: The text of the Certificate of Incorporation is hereby restated, as amended, to read in full as follows:

CERTIFICATE OF INCORPORATION

OF

THE KINGSTON HOSPITAL

FIRST: The name of the corporation is The Kingston Hospital (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 ("NPCL") and is a type B corporation as defined in Section 201 of the NPCL.

THIRD: The Corporation shall have the following purposes:

(a) To establish, operate and maintain a general hospital in Ulster County, New York pursuant to Article 28 of the Public Health Law;

(b) To promote and carry on scientific research related to the care of the sick and injured in so far as, in the opinion of the Board of Trustees, such research can be carried on in or in connection with the Corporation;

(c) To participate so far as circumstances may warrant in any activity designed and carried on to promote the general health of the community;

(d) To solicit, receive and administer funds, contributions or grants from any source to be applied to charitable, educational and scientific purposes of the Corporation;

(e) To exercise all rights and privileges as a member of one or more other not-for-profit corporations and as a shareholder of one or more business corporations; and

(f) To take any and all actions which are incidental to and not inconsistent with the foregoing purposes of the Corporation and which are lawful for not-for-profit corporations, including, but not limited to, those powers set forth in Section 202 of the NPCL, to the extent such purposes are purposes described in Section 509(a)(1)(2) or (3) of the Internal Revenue Code of 1986, as amended (the "Code"). Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in NPCL Section 404(a) through (n),(p) through (s), (u) and (v), or Social Services Law, Section 460-a. Nothing contained in this Restated Certificate of Incorporation shall authorize the Corporation to establish, operate or maintain a home care services agency, a hospice, or a health maintenance organization or comprehensive health services plan as provided for by Articles 36, 40 and 44 respectively of the Public Health Law. Notwithstanding any other provision of this Restated Certificate of Incorporation, the Corporation is organized exclusively for charitable, educational and scientific purposes, and the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation."

FOURTH: The Corporation shall have one member: Health Alliance, Inc. (the "Member"). The Corporation shall have the primary responsibility for assuring its commitment to its charitable mission, the quality of care provided at its facilities and oversight of plant facilities, which may include the employment of operations staff, billing for Corporation services under the Corporation's provider numbers, and the initiation of proposed amendments to the Corporation's policies, procedures and bylaws, the addition and deletion of services and related matters. Subject to the foregoing responsibilities, with respect to the Corporation, the Member shall have the following powers:

- Adopt strategic plans, including, without limitation, plans for the reallocation of services between the Corporation and Benedictine Hospital;
- Credential all licensed health care professionals to be providing services at the Corporation or its affiliates (subject to the adoption by the Corporation of amendments to its medical staff bylaws to the extent required to authorize such action);

- Elect and remove the members of the Board of Trustees and board officers of the Corporation;
- Appoint and remove the corporate officers of the Corporation (which power may be delegated to the Member's chief executive officer) and approve the appointment of the chief executive officer of the Corporation;
- Approve and may initiate the adoption, deletion and amendment of the bylaws of the Corporation;
- Approve and may adopt the annual capital and operating budgets of the Corporation;
- Approve and may initiate the addition or deletion of services at the Corporation;
- Approve and may initiate the filing of certificate of need applications by the Corporation;
- Negotiate and approve all payor, managed care, vendor and equipment contracts for the Corporation;
- Approve the incurrence of any debt by the Corporation;
- Approve any expenditure by the Corporation in aggregate per year above a threshold amount set by the Member that is not included in an approved capital or operating budget;
- Approve and may initiate the commencement and settlement of any litigation by the Corporation;
- Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;
- Approve the dissolution of the Corporation;
- Approve the sale by the Corporation of any assets outside the ordinary course of business or approved within the Corporation's budget;
- Assure that the Corporation remains a secular institution; and
- Exercise any power that is not specifically and explicitly reserved to the Corporation in this Restated Certificate of Incorporation or the bylaws of the Corporation or reserved to the Corporation by law or regulation.

FIFTH: The term of duration of the Corporation shall be perpetual.

SIXTH: The office of the Corporation within the State of New York is located in the County of Ulster.

SEVENTH: No part of the assets, income or net earnings of the Corporation shall inure to the benefit of any member, director, trustee, officer or employee of the Corporation, or to any private individual, except as reasonable compensation for services rendered in effecting the purposes of the Corporation.

EIGHTH: In the event of dissolution of the Corporation, no distribution of any of the property or assets of the Corporation shall be made to any member, director, trustee, officer or employee of the Corporation, or to any private individual, but all of such property and assets shall be distributed to accomplish the charitable, educational and scientific purposes for which the Corporation is organized or distributed to such organizations as the Board of Trustees of the Corporation shall direct and which qualify under Section 501(c)(3) of the Code, or the corresponding provision of any successor statute, subject to approval by a justice of the Supreme Court of the State of New York or any other court or judge having jurisdiction.

NINTH: The Secretary 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 shall mail a copy of any process against the Corporation served upon her/him is: 396 Broadway, Kingston, New York 12401.

SIXTH: This Restated Certificate of Incorporation of The Kingston Hospital was authorized by the vote of Health Alliance Planning, Inc., its sole member.

IN WITNESS WHEREOF, the undersigned, being at least eighteen (18) years of age, have subscribed and affirmed this Restated Certificate of Incorporation as true under the penalties of perjury on the date indicated next to each of their names:

Chairman of the Board of Trustees
Dated: May 2, 2008

First Vice-Chairman of the Board of Trustees
Dated: May 2, 2008

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

PUBLIC HEALTH COUNCIL

February 11, 2009

Ms. Cynthia Rozenberg
Vice President Strategic Planning
The Kingston Hospital
741 Grant Avenue
Lake Katrine, New York 12449

Re: Restated Certificate of Incorporation of The Kingston Hospital

Dear Ms. Rozenberg:

AFTER INQUIRY and INVESTIGATION, and in accordance with action taken at a meeting of the Public Health Council held on the 25th of January 2008, I hereby certify that the Public Health Council consents to the filing of the Restated Certificate of Incorporation of The Kingston Hospital, dated May 2, 2008.

Sincerely,

Colleen M. Frost

Colleen M. Frost
Executive Secretary

/cf

At an Ex-Parte Part of the Supreme Court of the State of New York, held in and for the County of Ulster, on the 4th day of ~~February~~ March, 2009.

PRESENT HON. MARY M. WORK
Acting Supreme Court Justice

HON: **Justice.**

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF ULSTER

In the Matter of the Application of

THE KINGSTON HOSPITAL

For Approval of Amendments to Its Certificate of Incorporation Pursuant to §804 of the Not-For-Profit Corporation Law

ORDER

The Kingston Hospital, having duly made application for an order, pursuant to Section 804 of the Not-for-Profit Corporation Law, approving amendments to its certificate of incorporation in accordance with section 804 of the Not-for-Profit Corporation Law, and said application having regularly come to be heard,

Now upon reading of the Verified Petition of said corporation, and the proposed Restated Certificate of Incorporation (the "Certificate") designated as Exhibit A therein, and it appearing that the Attorney General of the State of New York has no objection to said Certificate (as evidenced by the originally executed consent annexed to this Order), and after due deliberation having been held thereon, and it appearing that the interests of said corporation and the public interest will not be adversely affected by the proposed amendment, it is

ORDERED, that the Certificate exhibited therein, be and the same is hereby approved and it is further

ORDERED that the aforesaid Restated Certificate of Incorporation of The Kingston Hospital is authorized to be filed by the Department of State in accordance with Section 804 of the Not-for-Profit Corporation Law, to which certificate a copy of this Order shall be annexed.

ENTER:

March 4, 2009
, J.S.C.

HON. MARY M. WORK
Acting Supreme Court Justice

I, Mary M. Work, a Justice of the Supreme Court of the State of New York for the Third Judicial District do hereby approve of the foregoing Restated Certificate of Incorporation of The Kingston Hospital

and consent that the same be filed.

Date: March 4, 2009

M M Work
J.S.C.

HON. MARY M. WORK
Acting Supreme Court Justice

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 60 DAYS HEREAFTER.

Paula Gellman 2-20-09
ASSISTANT ATTORNEY GENERAL DATE

090311000 277

RESTATED CERTIFICATE OF INCORPORATION
OF
THE KINGSTON HOSPITAL

UNDER SECTION 805 OF THE NOT FOR PROFIT CORPORATION LAW

1 cc

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAR 11 2009
TAX $ —
BY: RR
ULSTER

RECEIVED
2009 MAR 11 AM 10:02

NIXON PEABODY LLP
677 Broadway, 10th Floor
Albany, New York 12207
(518) 427-2650

2009 MAR 11 AM 11:36
FILED

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL BROADWAY CAMPUS, File Number 100521000409 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF THE KINGSTON HOSPITAL

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

The undersigned, being the Chair of the Board of Trustees of The Kingston Hospital, hereby certifies:

FIRST: The name of the corporation is The Kingston Hospital (the "Corporation"). The name under which the Corporation was formed is City of Kingston Hospital.

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State on July 30, 1891 pursuant to Chapter 95 of the Laws of 1889 of the State of New York.

THIRD: The Corporation is a corporation as defined in Subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL"). The Corporation is a Type B corporation as defined in Section 201 of the NPCL and shall remain a Type B corporation after this Certificate of Amendment is effectuated. The Secretary of the State of New York is 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 her/him is: The Kingston Hospital, 396 Broadway, Kingston, New York 12401.

FOURTH: Paragraph "FOURTH" of the Corporation's Certificate of Incorporation, naming the sole member of the Corporation and reserving certain powers to such member, is hereby amended to read as follows.

"**FOURTH:** The Corporation shall have one member: Health Alliance, Inc. (the "Member"). The Corporation shall have the primary responsibility for assuring its commitment to its charitable mission, the quality of care provided at its facilities and oversight of plant facilities, which may include the employment of operations staff, billing for services under the Corporation's provider numbers, the initiation of proposed

amendments to the Corporation's policies, procedures and bylaws, and the addition and deletion of services and related matters. Subject to the foregoing responsibilities, the Member shall have the following powers with respect to the Corporation:

- Adopt strategic plans, including, without limitation, plans for the reallocation of services between the Corporation and Benedictine Hospital;
- Credential all licensed health care professionals who will provide services at the Corporation or its affiliates (subject to the adoption by the Corporation of amendments to its medical staff bylaws to the extent required to authorize such action);
- Supervise, oversee, monitor and participate in the credentialing, quality assurance, risk management and peer review activities of the Corporation and share in any and all credentialing, quality assurance, risk management and peer review decisions of the Corporation;
- Elect and remove the members of the Board of Trustees and board officers of the Corporation;
- Appoint and remove the corporate officers of the Corporation (which power may be delegated to the Member's chief executive officer) and approve the appointment of the chief executive officer of the Corporation;
- Approve and may initiate the adoption, deletion and amendment of the bylaws of the Corporation;
- Approve and may adopt the annual capital and operating budgets of the Corporation;
- Approve and may initiate the addition or deletion of services at the Corporation;
- Approve and may initiate the filing of certificate of need applications by the Corporation;
- Negotiate and approve all payor, managed care, vendor and equipment contracts for the Corporation;
- Approve the incurrence of any debt by the Corporation;
- Approve any expenditure by the Corporation in aggregate per year above a threshold amount set by the Member which is not included in an approved capital or operating budget;

- Approve and may initiate the commencement and settlement of any litigation by the Corporation;
- Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;
- Approve the dissolution of the Corporation;
- Approve the sale by the Corporation of any assets outside the ordinary course of business or approved within the Corporation's budget;
- Assure that the Corporation remains a secular institution; and
- Exercise any power that is not specifically and explicitly reserved to the Corporation in this Certificate of Amendment of the Certificate of Incorporation or the bylaws of the Corporation or reserved to the Corporation by law or regulation."

FOURTH: This Certificate of Amendment of the Certificate of Incorporation of The Kingston Hospital was authorized by the vote of Health Alliance, Inc., its sole member, and by vote of the Board of Trustees of the Corporation.

IN WITNESS WHEREOF, the undersigned subscribed this Certificate of Amendment of the Certificate of Incorporation and hereby affirms under penalties of perjury that its contents are true this date of February 22, 2010.

THOMAS JACOBI, Chair

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

PUBLIC HEALTH COUNCIL

May 17, 2010

Peter J. Millock, Esq.
Nixon Peabody, LLP
Attorneys at Law
677 Broadway, 10th Floor
Albany, New York 12207

Re: Certificate of Amendment of the Certificate of Incorporation of The Kingston Hospital

Dear Mr. Millock:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 14h day of May, 2010, I hereby certify that the Public Health Council consents to the filing of the Certificate of Amendment of the Certificate of Incorporation of The Kingston Hospital, dated December 21, 2009.

Sincerely,

Colleen M. Frost

Colleen M. Frost
Executive Secretary

/cf

100521000409

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

THE KINGSTON HOSPITAL

UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

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RECEIVED
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lcc

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 21 2010
TAX $ [illegible]
BY: [illegible]
Ulster

NIXON PEABODY LLP
677 Broadway, 10th Floor
Albany, New York 12207
(518) 427-2650

431

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL BROADWAY CAMPUS, File Number 130205001168 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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130205001168

~~AMENDED AND~~ RESTATED

CERTIFICATE OF INCORPORATION

OF

THE KINGSTON HOSPITAL

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

Thomas Collins and Ronald Myers, being, respectively, the Chairman and First Vice-Chairman of the Board of Directors of The Kingston Hospital, hereby certify:

FIRST: The name of the corporation is The Kingston Hospital (the "Corporation"). The name under which the Corporation was formed is The City of Kingston Hospital.

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State on July 30, 1891 pursuant to Chapter 95 of the Laws of 1889 of the State of New York.

THIRD: The Corporation is a corporation as defined in Subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL"). The Corporation is a type B corporation as defined in Section 201 of the NPCL and shall remain a type B corporation after this Restated Certificate of Incorporation is effectuated.

FOURTH: The Certificate of Incorporation of the Corporation is amended to effect the following amendments pursuant to the NPCL:

1. Paragraph "FIRST," stating the name of the Corporation, is hereby amended to change the name and to read in full as follows:

"FIRST: The name of the corporation is HealthAlliance Hospital Broadway Campus (the "Corporation"). ~~The name under which the Corporation was formed is The City of Kingston Hospital.~~"

2. Paragraph "THIRD," stating the objects or purposes of the Corporation is hereby amended to change the purposes of the Corporation. Paragraph THIRD, as amended and restated, shall read in full as follows:

"THIRD: The Corporation shall have the following purposes:

130205001168

(a) To establish, operate and maintain a general hospital in Ulster County, New York pursuant to Article 28 of the Public Health Law;

(b) To promote and carry on scientific research related to the care of the sick and injured in so far as, in the opinion of the Board of Directors, such research can be carried on in or in connection with the Corporation;

(c) To participate so far as circumstances may warrant in any activity designed and carried on to promote the general health of the community;

(d) To solicit, receive and administer funds, contributions or grants from any source to be applied to charitable, educational and scientific purposes of the Corporation;

(e) To exercise all rights and privileges as a member of one or more other not-for-profit corporations and as a shareholder of one or more business corporations; and

(f) To take any and all actions which are incidental to and not inconsistent with the foregoing purposes of the Corporation and which are lawful for not-for-profit corporations, including, but not limited to, those powers set forth in Section 202 of the NPCL, to the extent such purposes are purposes described in Section 509(a)(1), (2), or (3) of the Internal Revenue Code of 1986, as amended (the "Code"). Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in NPCL Section 404(a) through (n), (p) through (s), (u) and (v), or Social Services Law Section 460-a. Nothing contained in this Restated Certificate of Incorporation shall authorize the Corporation to establish, operate or maintain a home care services agenoy, a hospice, or a health maintenance organization or comprehensive health services plan as provided for by Articles 36, 40 and 44 respectively of the Public Health Law. Notwithstanding any other provision of this Restated Certificate of Incorporation, the Corporation is organized exclusively for charitable, educational and scientific purposes, and the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation.

In the event that the Corporation shall at any time be a private foundation within the meaning of Section 509 of the Code, or the corresponding provision of any future United States internal revenue law, the Corporation, as long as it shall be such a private foundation, shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the Code and shall not engage in any of the following acts:

1. Any act of self-dealing as defined in Section 4941(d) of the Code;

2. Retaining any excess business holdings as defined in Section 4943(c) of the Code;

3. Making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or

4. Making any taxable expenditures as defined in Section 4945(d) of the Code.

3. Paragraph "FOURTH," naming the sole member of the Corporation and reserving certain powers to such member, is hereby amended and to read in full as follows:

"FOURTH: The Corporation shall have one member: HealthAlliance, Inc. (the "Member"). The Corporation shall have the primary responsibility for assuring its commitment to its charitable mission, the quality of care provided at its facilities and oversight of plant facilities, which may include the employment of operations staff, billing for services under the Corporation's provider numbers, the initiation of proposed amendments to the Corporation's policies, procedures and bylaws, and the addition and deletion of services and related matters. Subject to the foregoing responsibilities, the Member shall have the following powers with respect to the Corporation:

- Adopt strategic plans, including, without limitation, plans for the reallocation of services between the Corporation and HealthAlliance Hospital Mary's Avenue Campus;

- Credential all licensed health care professionals who will provide services at the Corporation or its affiliates (subject to the adoption by the Corporation of amendments to its medical staff bylaws to the extent required to authorize such action);

- Supervise, oversee, monitor and participate in the credentialing, quality assurance, risk management and peer review activities of the

Corporation and share in any and all credentialing, quality assurance, risk management and peer review decisions of the Corporation;

- Elect and remove the members of the Board of Directors and board officers of the Corporation;
- Appoint and remove the corporate officers of the Corporation (which power may be delegated to the Member's chief executive officer) and approve the appointment of the chief executive officer of the Corporation;
- Approve and may initiate the adoption, deletion and amendment of the bylaws of the Corporation;
- Approve and may adopt the annual capital and operating budgets of the Corporation;
- Approve and may initiate the addition or deletion of services at the Corporation;
- Approve and may initiate the filing of certificate of need applications by the Corporation;
- Negotiate and approve all payor, managed care, vendor and equipment contracts for the Corporation;
- Approve the incurrence of any debt by the Corporation;
- Approve any expenditure by the Corporation in aggregate per year above a threshold amount set by the Member which is not included in an approved capital or operating budget;
- Approve and may initiate the commencement and settlement of any litigation by the Corporation;
- Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;
- Approve the dissolution of the Corporation;
- Approve the sale by the Corporation of any assets outside the ordinary course of business or approved within the Corporation's budget;
- Assure that the Corporation remains a secular institution; and
- Exercise any power that is not specifically and explicitly reserved to the Corporation in this Certificate of Amendment of the Certificate of

Incorporation or the bylaws of the Corporation or reserved to the Corporation by law or regulation."

4. Paragraph "EIGHTH," concerning the dissolution of the Corporation, is hereby amended to change the name of the board and to read in full as follows:

"EIGHTH: In the event of dissolution of the Corporation, no distribution of any of the property or assets of the Corporation shall be made to any member, director, trustee, officer or employee of the Corporation, or to any private individual, but all of such property and assets shall be distributed to accomplish the charitable, educational and scientific purposes for which the Corporation is organized or distributed to such organizations as the Board of Directors of the Corporation shall direct and which qualify under Section 501(c)(3) of the Code, or the corresponding provision of any successor statute, subject to approval by a justice of the Supreme Court of the State of New York or any other court or judge having jurisdiction."

FIFTH: The text of the Certificate of Incorporation is hereby restated, as amended, to read in full as follows:

~~AMENDED AND RESTATED~~

CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE HOSPITAL BROADWAY CAMPUS

FIRST: The name of the corporation is HealthAlliance Hospital Broadway Campus (the "Corporation"). ~~The name under which the Corporation was formed is The City of Kingston Hospital.~~

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 ("NPCL") and is a type B corporation as defined in Section 201 of the NPCL.

THIRD: The Corporation shall have the following purposes:

(a) To establish, operate and maintain a general hospital in Ulster County, New York pursuant to Article 28 of the Public Health Law;

(b) To promote and carry on scientific research related to the care of the sick and injured in so far as, in the opinion of the Board of Directors, such research can be carried on in or in connection with the Corporation;

(c) To participate so far as circumstances may warrant in any activity designed and carried on to promote the general health of the community;

(d) To solicit, receive and administer funds, contributions or grants from any source to be applied to charitable, educational and scientific purposes of the Corporation;

(e) To exercise all rights and privileges as a member of one or more other not-for-profit corporations and as a shareholder of one or more business corporations; and

(f) To take any and all actions which are incidental to and not inconsistent with the foregoing purposes of the Corporation and which are lawful for not-for-profit corporations, including, but not limited to, those powers set forth in Section 202 of the NPCL, to the extent such purposes are purposes described in Section 509(a)(1), (2), or (3) of the Internal Revenue Code of 1986, as amended (the "Code"). Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in NPCL Section 404(a) through (n), (p) through (s), (u) and (v), or Social Services Law Section 460-a. Nothing contained in this Restated Certificate of Incorporation shall authorize the Corporation to establish, operate or maintain a home care services agency, a hospice, or a health maintenance organization or comprehensive health services plan as provided for by Articles 36, 40 and 44 respectively of the Public Health Law. Notwithstanding any other provision of this Restated Certificate of Incorporation, the Corporation is organized exclusively for charitable, educational and scientific purposes, and the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation.

In the event that the Corporation shall at any time be a private foundation within the meaning of Section 509 of the Code, or the corresponding provision of any future United States internal revenue law, the Corporation, as long as it shall be such a private foundation, shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the Code and shall not engage in any of the following acts:

1. Any act of self-dealing as defined in Section 4941(d) of the

Code;

2. Retaining any excess business holdings as defined in Section 4943(c) of the Code;

3. Making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or

4. Making any taxable expenditures as defined in Section 4945(d) of the Code.

FOURTH: The Corporation shall have one member: HealthAlliance, Inc. (the "Member"). The Corporation shall have the primary responsibility for assuring its commitment to its charitable mission, the quality of care provided at its facilities and oversight of plant facilities, which may include the employment of operations staff, billing for services under the Corporation's provider numbers, the initiation of proposed amendments to the Corporation's policies, procedures and bylaws, and the addition and deletion of services and related matters. Subject to the foregoing responsibilities, the Member shall have the following powers with respect to the Corporation:

- Adopt strategic plans, including, without limitation, plans for the reallocation of services between the Corporation and HealthAlliance Hospital Mary's Avenue Campus;

- Credential all licensed health care professionals who will provide services at the Corporation or its affiliates (subject to the adoption by the Corporation of amendments to its medical staff bylaws to the extent required to authorize such action);

- Supervise, oversee, monitor and participate in the credentialing, quality assurance, risk management and peer review activities of the Corporation and share in any and all credentialing, quality assurance, risk management and peer review decisions of the Corporation;

- Elect and remove the members of the Board of Directors and board officers of the Corporation;

- Appoint and remove the corporate officers of the Corporation (which power may be delegated to the Member's chief executive officer) and approve the appointment of the chief executive officer of the Corporation;

- Approve and may initiate the adoption, deletion and amendment of the bylaws of the Corporation;

- Approve and may adopt the annual capital and operating budgets of the Corporation;
- Approve and may initiate the addition or deletion of services at the Corporation;
- Approve and may initiate the filing of certificate of need applications by the Corporation;
- Negotiate and approve all payor, managed care, vendor and equipment contracts for the Corporation;
- Approve the incurrence of any debt by the Corporation;
- Approve any expenditure by the Corporation in aggregate per year above a threshold amount set by the Member which is not included in an approved capital or operating budget;
- Approve and may initiate the commencement and settlement of any litigation by the Corporation;
- Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;
- Approve the dissolution of the Corporation;
- Approve the sale by the Corporation of any assets outside the ordinary course of business or approved within the Corporation's budget;
- Assure that the Corporation remains a secular institution; and
- Exercise any power that is not specifically and explicitly reserved to the Corporation in this Certificate of Amendment of the Certificate of Incorporation or the bylaws of the Corporation or reserved to the Corporation by law or regulation.

FIFTH: The term of duration of the Corporation shall be perpetual.

SIXTH: The office of the Corporation within the State of New York is located in the County of Ulster.

SEVENTH: No part of the assets, income or net earnings of the Corporation shall inure to the benefit of any member, director, trustee, officer or employee of the Corporation, or to any private individual, except as reasonable compensation for services rendered in effecting the purposes of the Corporation.

EIGHTH: In the event of dissolution of the Corporation, no distribution of any of the property or assets of the Corporation shall be made to any member, director, trustee, officer or employee of the Corporation, or to any private individual, but all of such property and assets shall be distributed to accomplish the charitable, educational and scientific purposes for which the Corporation is organized or distributed to such organizations as the Board of Directors of the Corporation shall direct and which qualify under Section 501(c)(3) of the Code, or the corresponding provision of any successor statute, subject to approval by a justice of the Supreme Court of the State of New York or any other court or judge having jurisdiction.

NINTH: The Secretary 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 shall mail a copy of any process against the Corporation served upon her/him is: 396 Broadway, Kingston, New York 12401.

SIXTH: This Amended and Restated Certificate of Incorporation was authorized by the vote of HealthAlliance, Inc., its sole member, and of its board of directors.

IN WITNESS WHEREOF, the undersigned, being at least eighteen (18) years of age, have subscribed and affirmed this Amended and Restated Certificate of Incorporation as true under the penalties of perjury on the date indicated next to each of their names:

Thomas Collins
Chairman of the Board of Directors
Dated: November 1, 2012

Ronald Myers
First Vice-Chairman of the Board of Directors
Dated: November 2, 2012

THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE. SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

ASSISTANT ATTORNEY GENERAL DATE 1/28/13

PHHPC

PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

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

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

December 26, 2012

Mr. Peter Millock
Nixon Peabody, LLP
677 Broadway, 10th Floor
Albany, New York 12207

Re: Amended and Restated Certificate of Incorporation of The Kingston Hospital

Dear Mr. Millock:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council and Health Planning Council held on the 6th day of December, 2012, I hereby certify that the Public Health and Health Planning Council consents to the filing of the Amended and Restated Certificate of Incorporation of The Kingston Hospital, dated November 1, 2012 and November 2, 2012.

Sincerely,

Colleen M. Frost

Colleen M. Frost
Executive Secretary

/cf

The undersigned, a Justice of the Supreme Court of the State of New York for the Third Judicial District, in which the office of the Corporation is located, hereby approves the foregoing Amended and Restated Certificate of Incorporation of The Kingston Hospital.

Dated: February 4, 2013

Justice, Supreme Court

130205001168

~~AMENDED AND~~ RESTATED

CERTIFICATE OF INCORPORATION
OF
THE KINGSTON HOSPITAL

UNDER SECTION 805 OF THE NOT FOR PROFIT CORPORATION LAW

2013 FEB -5 PM 2:56

2013 FEB -5 PM 2:53

NIXON PEABODY LLP
677 Broadway, 10th Floor
Albany, New York 12207
(518) 427-2650

ICC

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 05 2013
BY: mb
Walter

1254

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL BROADWAY CAMPUS, File Number 170911000585 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100009517630 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

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170911000585

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE HOSPITAL BROADWAY CAMPUS

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

The undersigned, being the Chair of the Board of Directors of HealthAlliance-Hospital Broadway Campus, hereby certifies:

1. The name of the corporation is HEALTHALLIANCE HOSPITAL BROADWAY CAMPUS (the "Corporation"). The name under which the Corporation was formed was "City of Kingston Hospital."

2. The Certificate of Incorporation of the Corporation was filed by the Department of State on July 30, 1891 pursuant to Chapter 95 of the Laws of 1889 of the State of New York. A Restated Certificate of Incorporation of the Corporation was filed on February 5, 2013.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law of the State of New York (the "NPCL").

4. The Certificate of Incorporation is hereby amended to effect the following changes as authorized under subparagraphs (b)(3), (b)(5) and (b)(8) of Section 801 of the NPCL.

(a) Paragraph FOURTH of the Certificate of Incorporation, which identifies the member of the Corporation and sets forth the member's rights and powers and the powers of the Corporation, is revised to (i) subject certain of the powers of the Corporation to the approval of the Corporation's sole member, HealthAlliance, Inc., and (ii) grant additional

rights and powers to the member of HealthAlliance, Inc., WMC Health Network-Ulster, Inc. Accordingly, Paragraph FOURTH shall be amended in its entirety to read as follows:

"FOURTH: The Corporation shall have one member: HealthAlliance, Inc. (the "Member"). The Corporation shall have the primary responsibility for assuring its commitment to its charitable mission, the quality of care provided at its facilities and oversight of plant facilities, which may include the employment of operations staff, billing for services under the Corporation's provider numbers, the initiation of proposed amendments to the Corporation's policies, procedures and bylaws, and the proposed addition and deletion of services and related matters. Subject to the following responsibilities, the Member shall have the following powers with respect to the Corporation:

- Adopt strategic plans, including, without limitation, plans for the reallocation of services between the Corporation and HealthAlliance Hospital Mary's Avenue Campus;

- Credential all licensed health care professionals to be providing services at the or its affiliates (subject to the adoption by the Corporation of amendments to its medical staff bylaws to the extent required to authorize such action);

- Supervise, oversee, monitor and participate in the credentialing, quality assurance, risk management and peer review activities of the Corporation and share in any and all credentialing, quality assurance, risk management and peer review decisions of the Corporation;

- Elect and remove the members of the Board of Directors and board officers of the Corporation;

- Appoint and remove the corporate officers of the Corporation (which power may be delegated to the Member's chief executive officer) and approve the appointment of the chief executive officer of the Corporation;

- Approve and may initiate the adoption, deletion and amendment of bylaws of the Corporation;

- Approve and may adopt the annual capital and operating budgets of the Corporation, subject to the approval of WMC Health Network-Ulster, Inc. ("WMC-Health");

- Approve and may adopt operating policies and procedures of the Corporation, subject to the approval of WMC-Health;

- Approve and may initiate the addition or deletion of services at the Corporation;

- Approve and may initiate the filing of certificate of need applications by the Corporation;

• Negotiate and approve all vendor and equipment contracts for the Corporation;

• Approve the incurrence of any debt by the Corporation;

• Approve any expenditure by the Corporation in aggregate per year above a threshold amount set by the Member which is not included in an approved capital or operating budget;

• Approve and may initiate the commencement and settlement of any litigation by the Corporation;

• Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;

• Approve the dissolution of the Corporation;

• Approve the sale by the Corporation of any assets outside the ordinary course of business or approved within the Corporation's budget;

• Assure that the Corporation remains a secular institution; and

• Exercise any power that is not specifically and explicitly reserved to the Corporation in this Certificate of Incorporation or the Bylaws of the Corporation, or expressly reserved to the Corporation by law or regulation.

In addition, WMC-Health shall be entitled to exercise all of the following rights and powers with respect to the Corporation:

• Negotiation of payor and managed care contracts on behalf of the Corporation;

• Approval of the annual capital and operating budgets of the Corporation; and

• Approval of the operating policies and procedures of the Corporation.

(b) Paragraph NINTH of the Certificate of Incorporation, regarding service of process, shall be amended in its entirety to read as follows:

"NINTH: The Secretary of 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 shall mail a copy of any process against the Corporation served upon her/him is: Office of Legal Affairs, Attention: General Counsel, Westchester Medical Center, Executive Offices at Taylor Pavilion, 100 Woods Road, Valhalla, NY 10595."

5. This Amendment to the Certificate of Incorporation of the Corporation was authorized by vote of the Board of Directors of the Corporation and written consent of the sole member of the Corporation.

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

Office of Legal Affairs
Attention: General Counsel
Westchester Medical Center
Executive Offices at Taylor Pavilion
100 Woods Road
Valhalla, NY 10595

Dated: February 6, 2017

Name: Thomas Collins
Title: Chair, Board of Directors

THE ATTORNEY GENERAL HEREBY APPROVES
THE FOREGOING CERTIFICATE OF AMENDMENT
FOR FILING WITH THE DEPARTMENT OF STATE

8/23/17

ASSISTANT ATTORNEY GENERAL

PHHPC

PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

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

(518) 402-0964
PHHPC@health.ny.gov

May 23, 2017

Patricia Smyth
Cicero Consulting Associates
701 Westchester Avenue, Suite 210W
White Plains, New York 10604

Re: Certificate of Amendment of the Certificate of Incorporation of HealthAlliance Hospital Broadway Campus

Dear Ms. Smyth:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health and Health Planning Council held on the 9th day of March, 2017, I hereby certify that the Public Health and Health Planning Council consents to the filing of the Certificate of Amendment of the Certificate of Incorporation of HealthAlliance Hospital Broadway Campus, dated February 6, 2017.

Sincerely,

Colleen M. Leonard

Colleen M. Leonard
Executive Secretary

/cl

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CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE HOSPITAL BROADWAY CAMPUS

(Under Section 803 of the Not-For-Profit Corporation Law of the State of New York)

FILED
2017 SEP 11 PM 1:43

RECEIVED
2017 SEP 11 PM 12:02

Filed by:

Christina Van Vort, Esq.
Garfunkel Wild, P.C.
111 Great Neck Road
Great Neck, New York 11021
(516) 393-2200

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DRAWDOWN

1cc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED SEP 11 2017
TAX $
BY: a

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL BROADWAY CAMPUS, File Number 190104000626 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE HOSPITAL BROADWAY CAMPUS

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

The undersigned, being the Chair of the Board of Directors of HealthAlliance-Hospital Broadway Campus, hereby certifies:

1. The name of the corporation is HEALTHALLIANCE HOSPITAL BROADWAY CAMPUS (the "Corporation"). The name under which the Corporation was formed was "City of Kingston Hospital."

2. The Certificate of Incorporation of the Corporation was filed by the Department of State on July 30, 1891 pursuant to Chapter 95 of the Laws of 1889 of the State of New York. A Restated Certificate of Incorporation of the Corporation was filed on February 5, 2013. A Certificate of Amendment of the Certificate of Incorporation was filed on September 11, 2017.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law of the State of New York (the "NPCL").

4. The Certificate of Incorporation is hereby amended to effect the following change as authorized under subparagraph (b)(3) of Section 801 of the NPCL. Paragraph FOURTH of the Certificate of Incorporation, which identifies the sole member of the Corporation as HealthAlliance, Inc. ("HealthAlliance"), and sets forth HealthAlliance's rights and powers and the powers of the Corporation, is revised to delete certain rights and powers that WMC Health Network-Ulster, Inc., the sole member of HealthAlliance, has with respect to the Corporation

and grant certain rights and powers to Westchester County Health Care Corporation.

Accordingly, Paragraph FOURTH shall be amended in its entirety to read as follows:

> "FOURTH: The Corporation shall have one member Health Alliance, Inc. (the "Member"). The Corporation shall have the primary responsibility for assuring its commitment to its charitable mission, the quality of care provided at its facilities and oversight of plant facilities, which may include the employment of operations staff, billing for services under the Corporation's provider numbers, the initiation of proposed amendments to the Corporation's policies, procedures and bylaws, and the proposed addition and deletion of services and related matters. Subject to the following responsibilities, the Member shall have the following powers with respect to the Corporation:
>
> - Adopt strategic plans, including, without limitation, plans for reallocation of services between the Corporation and HealthAlliance Hospital Mary's Avenue Campus;
>
> - Credential all licensed health care professionals to be providing services at the Corporation or its affiliates (subject to the adoption by the Corporation of amendments to its medical staff bylaws to the extent required to authorize such action);
>
> - Supervise, oversee, monitor and participate in the credentialing, quality assurance, risk management and peer review activities of the Corporation and share in any and all credentialing, quality assurance, risk management and peer review decisions of the Corporation;
>
> - Elect and remove the members of the Board of Directors and board officers of the Corporation;
>
> - Appoint and remove the corporate officers of the Corporation (which power may be delegated to the Member's chief executive officer) and approve the appointment of the chief executive officer of the Corporation;
>
> - Approve and may initiate the adoption, deletion and amendment of bylaws of the Corporation;
>
> - Approve and may adopt the annual capital and operating budgets of the Corporation, subject to the approval of Westchester County Health Care Corporation ("WCHCC");

- Approve and may adopt operating policies and procedures of the Corporation, subject to the approval of WCHCC;

- Approve and may initiate the addition or deletion of services at the Corporation;

- Approve and may initiate the filing of certificate of need applications by the Corporation, subject to the approval of WCHCC;

- Negotiate and approve all vendor and equipment contracts for the Corporation;

- Approve the incurrence of any debt by the Corporation;

- Approve any expenditure by the Corporation in aggregate per year above a threshold amount set by the Member which is not included in an approved capital or operating budget;

- Approve and may initiate the commencement and settlement of any litigation by the Corporation;

- Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;

- Approve the dissolution of the Corporation;

- Approve the sale by the Corporation of any assets outside the ordinary course of business or approved within the Corporation's budget;

- Assure that the Corporation remains a secular institution; and

- Exercise any power that is not specifically and explicitly reserved to the Corporation in this Certificate of Incorporation or the Bylaws of the Corporation, or expressly reserved to the Corporation by law or regulation.

In addition, WCHCC shall be entitled to exercise all of the following rights and powers with respect to the Corporation:

- Negotiation of payor and managed care contracts on behalf of the Corporation;

- Approval of the annual capital and operating budgets of the Corporation;
- Approval of the operating policies and procedures of the Corporation; and
- Approval and initiation of the filing of certificate of need applications by the Corporation."

5. This Amendment to the Certificate of Incorporation of the Corporation was authorized by the sole member of the Corporation.

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

Office of Legal Affairs
Attention: General Counsel
Westchester Medical Center
Executive Offices at Taylor Pavilion
100 Woods Road
Valhalla, NY 10595

Dated: 4-20, 2018

Name: Thomas Collins
Title: Chair, Board of Directors

THE ATTORNEY GENERAL HEREBY APPROVES THE FORGOING CERTIFICATE OF AMENDMENT FOR FILING WITH THE DEPARTMENT OF STATE

ASSISTANT ATTORNEY GENERAL DATE

JILL PIDEK 12/18/18

PHHPC

PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

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

(518) 402-0964
PHHPC@health.ny.gov

November 15, 2018

Patricia Smyth
Cicero Consulting Associates
701 Westchester Avenue, Suite 210W
White Plains, New York 10604

Re: Certificate of Amendment of the Certificate of Incorporation of HealthAlliance Hospital Broadway Campus

Dear Ms. Smyth:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health and Health Planning Council held on the 12th day of April 2018, 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 HealthAlliance Hospital Broadway Campus, dated April 20, 2018.

Please email a copy of the Notice of Filing to the Operating Certificate Unit, at HFISmb@health.ny.gov

Sincerely,

Colleen M. Leonard

Colleen M. Leonard
Executive Secretary

/cl

626

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE HOSPITAL BROADWAY CAMPUS

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

FILED
2019 JAN -4 PM 4:55

RECEIVED
2019 JAN -4 PM 12:05

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JAN 04 2019
TAX $ 0
BY:

FILED BY:
GARFUNKEL WILD, P.C.
ATTORNEYS AT LAW
111 GREAT NECK ROAD
GREAT NECK, NY 11021

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HEALTHALLIANCE HOSPITAL BROADWAY CAMPUS

RESOLUTION OF THE BOARD OF DIRECTORS NO. 2-2026

WHEREAS, Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC") is a New York public benefit corporation created by the Westchester County Health Care Corporation Act, New York Public Authorities Law §§ 3300–3321, enacted on February 11, 1997 (as may be amended from time to time, the "Act"), performing essential governmental functions and operating health facilities and services pursuant to the Act and applicable laws and regulations; and

WHEREAS, HealthAlliance, Inc. (the "Member" or "HealthAlliance"), is the sole corporate member of HealthAlliance Hospital Broadway Campus, a New York State not-for-profit corporation (the "Corporation"); and

WHEREAS, to advance their respective public and charitable missions and improve their ability to provide coordinated, high-quality patient care, the Corporation, the Member, and WMC have determined it is in their best interests to further integrate hospital operations by combining the Corporation's license under Article 28 of the New York State Public Health Law ("Article 28") and all related health care services and operations (the "Hospital") with WMC's license, such that the Hospital becomes a licensed location of WMC, benefitting patient populations and communities served both by the Corporation and WMC; and

WHEREAS, in addition to the Corporation, HealthAlliance includes the HealthAlliance Hospital Mary's Avenue Campus under a single Article 28 license (together with the Corporation, the "HealthAlliance Hospitals"), and WMC is the ultimate corporate parent of St. Anthony Community Hospital, Warwick, New York, Good Samaritan Hospital of Suffern, N.Y., and Bon Secours Community Hospital (the "Charity Hospitals"), each of which will integrate its Article 28 license with WMC, such that each of the Charity Hospitals and HealthAlliance Hospitals becomes a licensed location of WMC (the "Transaction"); and

WHEREAS, in support of the Transaction, the New York State Department of Health (the "DOH") awarded, through the Safety Net Transformation Program, certain grant funds and regulatory waivers to support the Transaction and the broader integration of the Charity Hospitals and HealthAlliance Hospital Mary's Avenue Campus into WMC, pursuant to that certain Safety Net Transformation Program Award Letter dated December 17, 2025 (the "Award Letter"), issued by the DOH to WMC, the Member, and Bon Secours Charity Health System, Inc.; and

WHEREAS, the Board of Directors of the Corporation (the "Board") has observed that in addition to the anticipated benefits to be realized through the Award Letter, the Transaction will enable the licensed medical facilities currently operated by the Corporation to gain access to government payer reimbursement and funding available to WMC as a public benefit corporation, and to receive

the benefits of clinical collaboration that will result from being a more integrated part of the WMC system; and

WHEREAS, the Corporation's participation in the Transaction will be consummated through (i) the transfer by the Corporation to WMC of substantially all of the assets and operations of the Corporation related to the operation of the Hospital (the "Transferred Assets") pursuant to the terms of an Asset Transfer and Assumption Agreement (the "Asset Transfer Agreement"), (ii) the assumption by WMC of certain of the Corporation's liabilities related to the Hospital (the "Assumed Liabilities") pursuant to the terms of the Asset Transfer Agreement, and (iii) the entry into a master lease between the Corporation, as landlord, and WMC, as tenant (the "Master Lease"), under which the Corporation will lease to WMC the Corporation-owned real property comprising the Hospital, including the Hospital's main campus located at 396 Broadway, Kingston (Ulster County), New York 12401, the details of which are set forth in the Master Lease, the terms of which were presented to the Board; and

WHEREAS, HealthAlliance is currently responsible for amounts due under the First Restatement of Consolidated, Amended and Restated Reimbursement Agreement with the Dormitory Authority of the State of New York ("DASNY") dated June 28, 2024, as amended June 30, 2025 (principal amount of $60,274,149.41 as of December 31, 2025) (the "DASNY Reimbursement Agreement") for and on behalf of the Corporation and HealthAlliance Hospital Mary's Avenue Campus, and to which DASNY Reimbursement Agreement the Corporation and HealthAlliance Hospital Mary's Avenue Campus are guarantors and which debt thereunder is secured by real estate owned by the Corporation and HealthAlliance Hospital Mary's Avenue Campus; and

WHEREAS, the Corporation has obtained and presented to the Board an independent valuation of the Transferred Assets and the Master Lease, valued together as an enterprise with the other Charity Hospitals and HealthAlliance Hospitals, which provide a midpoint value of $221,064,000; and

WHEREAS, in support of the Corporation's continued operations following the closing of the Transaction, simultaneously with the execution of the Asset Transfer Agreement, HealthAlliance Hospital Mary's Avenue Campus and WMC will enter into an Administrative Services Agreement (the "Administrative Services Agreement"), pursuant to which the HealthAlliance Hospital Mary's Avenue Campus will provide administrative and clinical staffing services to WMC at the Hospital, and WMC will reimburse the HealthAlliance Hospital Mary's Avenue Campus for the cost of such staff salaries, benefits, and related operating costs; and

WHEREAS, the Board has reviewed the components of the consideration to be received by the Corporation in connection with the Transaction, including (i) WMC's assumption of the Assumed Liabilities, (ii) WMC's assumption of direct, first-dollar responsibility under the DASNY Reimbursement Agreement, which assumption both relieves the Corporation of its responsibilities related to the DASNY Reimbursement Agreement and constitutes additional consideration over

and above the existing guarantee (iii) WMC's commitment to operate the Hospital as a licensed location of WMC and to maintain the scope and quality of existing clinical programs and services at the Hospital, (iv) the relief from continued operational responsibility and expense for the Hospital, and (v) the financial, capital, and operational benefits available under the Award Letter; and

WHEREAS, after reviewing the components of consideration described above, the Corporation's current financial condition, and the benefits of the Transaction to the Corporation, the Board has determined that the consideration to be received by the Corporation pursuant to the Transaction is fair and reasonable to the Corporation within the meaning of Section 510 of the New York Not-for-Profit Corporation Law (the "NPCL"), and that the assumption of the Assumed Liabilities by WMC, together with the other consideration described above, relieves the Corporation of continued operational responsibility and expense for, and ensures the integration, of the Hospital with WMC, all of which promotes the financial stability of the Hospital, assures the Corporation of the Hospital's continued operation, and is in the best interests of the Corporation; and

WHEREAS, the Board, following approval by the Executive Committee of the Board, has reviewed and considered the proposed Asset Transfer Agreement, Master Lease, and other ancillary agreements (collectively, the "Transaction Documents"), which detail the terms and conditions of the Transaction, each in substantially the forms presented to the Board; and

WHEREAS, the Board acknowledges that consummation of the Transaction is subject to the receipt of all required regulatory approvals pursuant to Sections 510 and 511-a of the NPCL (collectively, the "Required Approvals"); and

WHEREAS, the Board acknowledges that upon consummation of the Transaction and effective as of the closing of the Transaction (the "Closing"), certain members of the Board will resign and/or be removed from their positions and the Member will appoint additional individuals to serve as Directors, the Directors who will resign and/or be removed are set forth in Exhibit A, and the Directors who will comprise the Board following the Closing are set forth in Exhibit B; and

WHEREAS, the Board has determined that certain individuals should be appointed as Board Observers, effective as of the Closing, and such Board Observers are set forth in Exhibit C; and

WHEREAS, following the Closing, the Corporation will not dissolve but will be operated as a not-for-profit corporation pursuant to Section 601 of the NPCL to continue to employ certain of the Corporation's employees and to hold certain real property, and the Board further acknowledges that certain modifications to the Corporation's Bylaws to be effective as of the Closing substantially in the form attached hereto as Exhibit D (the "A&R Bylaws") and, ultimately, after receipt of regulatory approvals immediately necessary for the Closing and approval of the Member, to the Corporation's Certificate of Incorporation, substantially in the form attached hereto as Exhibit E (the "Restated COI," together with the A&R Bylaws, the "Governance

Amendments") are necessary to effectuate certain agreed-upon provisions of the Transaction Documents and the purposes of the Transaction; and

WHEREAS, the Board has considered the Corporation's intended use of the consideration to be received by the Corporation in connection with the Transaction, and the Board hereby determines that, following the closing of the Transaction, the Corporation will apply such consideration (including amounts received under the Administrative Services Agreement between WMC and HealthAlliance Hospital Mary's Avenue Campus, the Master Lease, and the other Transaction Documents) to (i) continue to employ its remaining personnel and provide administrative and clinical staffing services in support of the Hospital, (ii) hold and maintain the Corporation's real property, including pursuant to the Master Lease, (iii) satisfy the Corporation's retained liabilities and ongoing operating expenses, and (iv) otherwise carry out the Corporation's remaining charitable activities and purposes post-closing of the Transaction; and

WHEREAS, in light of the foregoing findings, the Board, having reviewed potential conflicts of interest in accordance with the Corporation's Conflict-of-Interest Policy and Section 715 of the NPCL, has determined that there are no officers, directors, or key persons who have an interest in the Transaction that would preclude such person from participating in past or present deliberations or votes of the Board related to the recommendations set forth herein, and finds that it is advisable and in the best interests of the Corporation to (i) approve the Transaction, the Asset Transfer Agreement, the Master Lease, and each of the other Transaction Documents, (ii) approve the Governance Amendments, (iii) authorize the Authorized Officers (as defined below) to finalize and execute the Transaction Documents and to take all actions necessary or desirable to consummate the Transaction, (iv) recommend that the Member, as the sole corporate member of the Corporation, approve the Transaction and the Transaction Documents, and (v) authorize the submission of all materials necessary to obtain the Required Approvals, in each case subject to the consent of the Member, to the foregoing.

NOW THEREFORE, BE IT:

Approval of the Transaction

RESOLVED, that the Board, after careful consideration, hereby (i) determines that the Transaction is in the best interests of the Corporation, (ii) determines, pursuant to Section 510 of the NPCL, that the consideration to be received by the Corporation in connection with the Transaction is fair and reasonable to the Corporation, (iii) determines that the Transaction is in furtherance of, and promotes, the charitable purposes of the Corporation and the interests of its Member, as required by Sections 510 and 511 of the NPCL, by more closely aligning the Hospital with WMC and enhancing access to and the quality of clinical services for the patient populations and communities served by the Corporation and WMC, and (iv) subject to the approval of the Member as the sole corporate member of the Corporation and the receipt of the Required Approvals, hereby approves the Transaction.

RESOLVED, that the Board, following approval by the Executive Committee of the Board, hereby ratifies and approves such approval of the Executive Committee of the Board, the Asset Transfer Agreement, the Master Lease, and each of the other Transaction Documents, in each case in substantially the forms presented to the Board, with such changes therein and additions thereto as the members of the Corporation's senior management (each, an "Authorized Officer"), or any of them acting singly, shall approve, such approval to be conclusively evidenced by the execution and delivery thereof; and the Authorized Officers, or any of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to execute and deliver each of the Transaction Documents to which the Corporation is a party, and to perform the Corporation's obligations thereunder.

Recommendation to the Member

RESOLVED, the Board hereby recommends that the Member, as the sole corporate member of the Corporation, approve the Transaction, the Transaction Documents, and the Governance Amendments, and authorize the Corporation to take such other actions as may be necessary or appropriate to consummate the Transaction; provided that the filing of the Restated COI with the Secretary of State of the State of New York shall follow the receipt of Regulatory Approvals and consummation of the Transaction.

Authorization to Submit 510/511 Petition and Pursue Required Approvals

RESOLVED, that the Authorized Officers, or any of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to prepare, execute, deliver, and file all materials necessary or appropriate to obtain the Required Approvals.

Recognition of Removal and Appointment of Board Members

RESOLVED, that the Board hereby recognizes that the individuals identified on Exhibit A attached hereto have resigned or have been duly removed from the Board by the Member, effective as of the Closing, and that the Member has appointed certain individuals to serve as members of the Board, also effective as of the Closing, such that the membership of the Board following the Closing is identified on Exhibit B attached hereto.

Appointment of Board Observers

RESOLVED, that the Board hereby appoints certain individuals to serve as Board Observers, effective as of the Closing, such that the Board Observers following the Closing are identified on Exhibit C attached hereto.

Amendment and Restatement of the Governance Documents

RESOLVED, that the Board hereby approves the Governance Amendments, consisting of the Restated COI, subject to any required approval of the Member and applicable regulatory filings,

and the A&R Bylaws, with the A&R Bylaws to be contingent upon and only effective upon the Closing of the Transaction, and authorizes the Authorized Officers to execute, acknowledge, deliver, and file the Restated COI and to take all actions necessary, appropriate, or desirable to give effect thereto following receipt of the Regulatory Approvals and consummation of the Transaction.

Authorization to Effectuate the Intent of the Foregoing Resolutions

RESOLVED, that the Corporation is hereby authorized to fully perform its obligations under each of the foregoing and to execute, deliver and perform any such other agreements or amendments and to engage, without limitation, in such other transactions, arrangements or activities as are reasonably related to, or incident to, or which will serve to facilitate or enhance for the benefit of the Corporation, the transactions contemplated by these resolutions, and to enter into such other arrangements or understandings as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and each of the foregoing resolutions; and each Authorized Officer acting singly as authorized from time to time, on behalf of the Corporation, to execute, acknowledge, file and deliver any agreements, certificates, modifications, notices, applications, waivers, consents or other documents, and to take such other actions, including the payment of any fees and expenses, by his or her judgment necessary or desirable in connection with the foregoing resolutions, the taking of any such action to be conclusive evidence that the same has been authorized and approved by the Board.

RESOLVED, that the omission from these resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements, documents or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, the foregoing resolutions.

RESOLVED, that all acts and things previously done by any Authorized Officer or other director, officer, employee or agent of the Corporation, on or prior to the date hereof, in the name and on behalf of the Corporation, in connection with the transactions contemplated by the foregoing resolutions, are in all respects ratified, approved, confirmed and adopted as acts and deeds by and on behalf of the Corporation.

RESOLVED, that these resolutions shall take effect immediately; provided that any resolution authorizing action contingent on the Closing of the Transaction shall be effective only upon the Closing of the Transaction.

* * * * *

STATE OF NEW YORK

)ss:

ULSTER COUNTY

I HEREBY CERTIFY that I have compared the foregoing resolutions with the original resolutions on file in my office, which were duly adopted by the affirmative vote of not less than two-thirds of the entire Board, in accordance with Section 510 of the NPCL, at a legally convened meeting held on the 15th day of July, 2026 and that the same is a true and complete copy therefrom and the whole of the said original.

I further certify that the full Board consists of 7 voting directors, that a quorum of the Board consists of 4 directors, that 7 of such voting directors were present at such meeting, and that 7 of such voting directors voted in favor of the above resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of July, 2026.

Ann Marie Soares
Assistant Secretary
HealthAlliance Hospital Broadway Campus

HEALTHALLIANCE, INC.

RESOLUTION OF THE BOARD OF DIRECTORS NO. 2-2026

WHEREAS, Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC") is a New York public benefit corporation created by the Westchester County Health Care Corporation Act, New York Public Authorities Law §§ 3300–3321, enacted on February 11, 1997 (as may be amended from time to time, the "Act"), performing essential governmental functions and operating health facilities and services pursuant to the Act and applicable laws and regulations; and

WHEREAS, WMC (the "Member") is the sole corporate member of HealthAlliance, Inc., a New York not-for-profit corporation (the "Corporation"); and

WHEREAS, the Corporation is the sole corporate member of HealthAlliance Hospital Mary's Avenue Campus ("Mary's Avenue") and HealthAlliance Hospital Broadway Campus ("Broadway") (together, the "HealthAlliance Hospitals"), and acts through its Board of Directors (the "Board") as a member of each; and

WHEREAS, to advance their respective public and charitable missions and improve their ability to provide coordinated, high-quality patient care, the Corporation, the HealthAlliance Hospitals, and WMC have determined it is in their best interests to further integrate hospital operations by combining the HealthAlliance Hospitals' license under Article 28 of the New York State Public Health Law ("Article 28") and all related health care services and operations with WMC's license, such that the HealthAlliance Hospitals become licensed locations of WMC, benefitting patient populations and communities served both by the HealthAlliance Hospitals and WMC; and

WHEREAS, in addition to the HealthAlliance Hospitals, WMC is the ultimate corporate parent of hospitals licensed under Article 28 operated by St. Anthony Community Hospital, Warwick, New York, Good Samaritan Hospital of Suffern, N.Y., and Bon Secours Community Hospital (together, the "Charity Hospitals"), each of which will integrate its Article 28 license with WMC, such that each of the HealthAlliance Hospitals and Charity Hospitals becomes a licensed location of WMC (the "Transaction"); and

WHEREAS, in support of the Transaction, the New York State Department of Health (the "DOH") awarded, through the Safety Net Transformation Program, certain grant funds and regulatory waivers to support the Transaction and the broader integration of the HealthAlliance Hospitals and Charity Hospitals into WMC, pursuant to that certain Safety Net Transformation Program Award Letter dated December 17, 2025 (the "Award Letter"), issued by the DOH to WMC, the Corporation, and Bon Secours Charity Health System, Inc.; and

WHEREAS, the Board of Directors of the Corporation (the "Board") has observed that in addition to the anticipated benefits to be realized through the Award Letter, the Transaction will enable the licensed medical facilities currently operated by the HealthAlliance Hospitals to gain access to

government payer reimbursement and funding available to WMC as a public benefit corporation, and to receive the benefits of clinical collaboration that will result from being a more integrated part of the WMC system; and

WHEREAS, the HealthAlliance Hospitals' participation in the Transaction will be consummated through (i) the transfer by Mary's Avenue and Broadway to WMC of substantially all of the assets and operations related to the operation of the HealthAlliance Hospitals (the "Transferred Assets") pursuant to the terms of applicable Asset Transfer and Assumption Agreements (the "Asset Transfer Agreements"), (ii) the assumption by WMC of certain liabilities of the Corporation, Mary's Avenue, and Broadway related to the operation of the HealthAlliance Hospitals (the "Assumed Liabilities") pursuant to the terms of applicable Asset Transfer Agreements, and (iii) the entry into master leases between Mary's Avenue and Broadway, as respective landlords, and WMC, as tenant under each master lease (the "Master Leases"), under which Mary's Avenue and Broadway will lease to WMC owned real property comprising the HealthAlliance Hospitals, the details of which are set forth in the Master Leases, the terms of which were presented to the Board; and

WHEREAS, the Corporation is currently responsible for amounts due under the First Restatement of Consolidated, Amended and Restated Reimbursement Agreement with the Dormitory Authority of the State of New York ("DASNY") dated June 28, 2024, as amended June 30, 2025 (principal amount of $60,274,149.41 as of December 31, 2025) (the "DASNY Reimbursement Agreement") for and on behalf of Mary's Avenue and Broadway, and to which DASNY Reimbursement Agreement Mary's Avenue and Broadway are guarantors and which debt thereunder is secured by real estate owned by Mary's Avenue and Broadway; and

WHEREAS, the HealthAlliance Hospitals have obtained and presented to the Board an independent valuation of the Transferred Assets and Master Leases, valued together as an enterprise with the Charity Hospitals, which provide a midpoint value of $221,064,000; and

WHEREAS, in support of the HealthAlliance Hospitals' continued operation following the closing of the Transaction, simultaneously with the execution of the Asset Transfer Agreement, Mary's Avenue and WMC will enter into an Administrative Services Agreement (the "Administrative Services Agreement"), pursuant to which Mary's Avenue will provide administrative and clinical staffing services to WMC at the HealthAlliance Hospitals, and WMC will reimburse Mary's Avenue for the cost of such staff salaries, benefits, and related operating costs; and

WHEREAS, the Board has reviewed the components of the consideration to be received by the HealthAlliance Hospitals in connection with the Transaction, including (i) WMC's assumption of the Assumed Liabilities, (ii) WMC's assumption of direct, first-dollar responsibility under the DASNY Reimbursement Agreement, which assumption both relieves Mary's Avenue and Broadway of their responsibilities related to the DASNY Reimbursement Agreement and constitutes additional consideration over and above the existing guarantee (iii) WMC's

commitment to operate the HealthAlliance Hospitals as licensed locations of WMC and to maintain the scope and quality of existing clinical programs and services at the HealthAlliance Hospitals, (iv) the relief from continued operational responsibility and expense for the HealthAlliance Hospitals, and (v) the financial, capital, and operational benefits available under the Award Letter; and

WHEREAS, after reviewing the components of consideration described above, the Corporation's current financial condition, and the benefits of the Transaction to the Corporation and the HealthAlliance Hospitals, the Board has determined that the consideration to be received by the HealthAllianee Hospitals pursuant to the Transaction is fair and reasonable within the meaning of Section 510 of the New York Not-for-Profit Corporation Law (the "NPCL"), and that the assumption of the Assumed Liabilities by WMC, together with the other consideration described above, relieves the Corporation and the HealthAlliance Hospitals of continued operational responsibility and expense for, and ensures the integration of, the HealthAlliance Hospitals with WMC, all of which promotes the financial stability of the HealthAlliance Hospitals, assures the Corporation of the HealthAlliance Hospitals' continued operation, and is in the best interests of the Corporation; and

WHEREAS, the Board, following approval by the Executive Committee of the Board, has reviewed and considered the proposed Asset Transfer Agreements, Administrative Services Agreement, Master Leases, and other ancillary agreements (collectively, the "Transaction Documents"), which detail the terms and conditions of the Transaction, each in substantially the forms presented to the Board; and

WHEREAS, the Board acknowledges that consummation of the Transaction is subject to the receipt of all required regulatory approvals pursuant to Sections 510 and 511-a of the NPCL and review by the Office of the New York Attorney General thereunder (collectively, the "Required Approvals"); and

WHEREAS, the Board acknowledges that upon consummation of the Transaction, and effective as of the closing of the Transaction (the "Closing"), certain members of the Board will resign and/or be removed from their positions and the Member will appoint additional individuals to serve as Directors, the Directors who will resign and/or be removed are set forth in Exhibit A, and the Directors who will comprise the Board following the Closing are set forth in Exhibit B; and

WHEREAS, following the Closing, the HealthAlliance Hospitals will not dissolve but will be operated as not-for-profit corporations pursuant to Section 601 of the NPCL to continue to employ certain employees and to hold certain real property, and the Board further acknowledges that certain modifications to the Corporation's Bylaws to be effective as of the Closing substantially in the form attached hereto as Exhibit C (the "A&R Bylaws") and, ultimately, after receipt of regulatory approvals immediately necessary for the Closing and approval of the Member, to the Corporation's Certificate of Incorporation, substantially in the form attached hereto as Exhibit D (the "Restated COI," together with the A&R Bylaws, the "Governance Amendments") are

necessary to effectuate certain agreed-upon provisions of the Transaction Documents and the purposes of the Transaction; and

WHEREAS, the Corporation, as the sole corporate member of each of Mary's Avenue and Broadway, holds the reserved power to approve amendments to their respective certificates of incorporation and bylaws and to appoint, elect, and remove the members of their respective Boards of Directors; and

WHEREAS, in connection with the consummation of the Transaction and effective as of the Closing, certain members of the Boards of Directors of Mary's Avenue and Broadway (the "Subsidiary Boards") will resign and/or be removed from their positions and the Corporation will appoint additional individuals to serve as Directors, the Directors who will resign and/or be removed are set forth in Exhibit E-1 and Exhibit E-2, and the Directors who will comprise the Subsidiary Boards following the Closing are set forth in Exhibit F-1 and Exhibit F-2; and

WHEREAS, certain modifications to the Bylaws of each of Mary's Avenue and Broadway, to be effective as of the Closing, substantially in the forms attached hereto as Exhibit G-1 and Exhibit G-2 (the "Subsidiary A&R Bylaws"), and, ultimately, after receipt of regulatory approvals immediately necessary for the Closing and approval of the Corporation, to the Certificates of Incorporation of each of Mary's Avenue and Broadway, substantially in the forms attached hereto as Exhibit H-1 and Exhibit H-2 (the "Subsidiary Restated COIs," together with the Subsidiary A&R Bylaws, the "Subsidiary Governance Amendments"), are necessary to effectuate the purposes of the Transaction; and

WHEREAS, the Board has considered the HealthAlliance Hospitals' intended use of the consideration to be received in connection with the Transaction, and the Board hereby determines that, following the Closing of the Transaction, the HealthAlliance Hospitals will apply such consideration (including amounts received under the Administrative Services Agreement, the Master Leases, and the other Transaction Documents) to (i) continue to employ remaining personnel and provide administrative and clinical staffing services in support of the HealthAlliance Hospitals, (ii) hold and maintain real property, including pursuant to the Master Leases, (iii) satisfy retained liabilities and ongoing operating expenses, and (iv) otherwise carry out remaining charitable activities and purposes post-Closing of the Transaction; and

WHEREAS, in light of the foregoing findings, the Board, having reviewed potential conflicts of interest in accordance with the Corporation's Conflict-of-Interest Policy and Section 715 of the NPCL, has determined that there are no officers, directors, or key persons who have an interest in the Transaction that would preclude such person from participating in past or present deliberations or votes of the Board related to the recommendations set forth herein, and finds that it is advisable and in the best interests of the Corporation to (i) approve the Transaction, the Asset Transfer Agreements, the Master Leases, the Administrative Services Agreement, and each of the other Transaction Documents, (ii) in its capacity as the sole corporate member of the HealthAlliance Hospitals, and subject to the approval of the Corporation's own Member and receipt of the

Required Approvals, approve and consent to the disposition by the HealthAlliance Hospitals of substantially all of their assets pursuant to Sections 510 and 511 of the NPCL, (iii) approve the Governance Amendments, (iv) in its capacity as the sole corporate member of the HealthAlliance Hospitals, approve the Subsidiary Governance Amendments, (v) in its capacity as the sole corporate member of the HealthAlliance Hospitals, remove from the Boards of Directors of Mary's Avenue and Broadway, effective as of the Closing, the individuals identified in Exhibit E-1 and Exhibit E-2 attached hereto who have not resigned from their respective Board of Directors and appoint certain individuals to serve as members of the Boards of Directors of Mary's Avenue and Broadway, also effective as of the Closing, such that the Directors identified in Exhibit F-1 and Exhibit F-2 attached hereto will comprise the membership of the respective Boards of Directors following the Closing, (vi) authorize the Authorized Officers (as defined below) to finalize and execute the Transaction Documents and to take all actions necessary or desirable to consummate the Transaction, (vii) recommend that the Member, as the sole corporate member of the Corporation, approve the Transaction, the Transaction Documents, and the Governance Amendments, and (viii) authorize the submission of all materials necessary to obtain the Required Approvals, in each case subject to the consent of the Member to the foregoing.

NOW THEREFORE, BE IT:

Approval of the Transaction

RESOLVED, that the Board, after careful consideration, hereby (i) determines that the Transaction is in the best interests of the Corporation, (ii) determines, pursuant to Section 510 of the NPCL, that the consideration to be received by the HealthAlliance Hospitals in connection with the Transaction is fair and reasonable, (iii) determines that the Transaction is in furtherance of, and promotes, the charitable purposes of the Corporation and the HealthAlliance Hospitals, as required by Sections 510 and 511 of the NPCL, by more closely aligning the HealthAlliance Hospitals with WMC and enhancing access to and the quality of clinical services for the patient populations and communities served by the Corporation, the HealthAlliance Hospitals, and WMC, and (iv) in its capacity as the sole corporate member of the HealthAlliance Hospitals, and subject to the approval of the Member as the sole corporate member of the Corporation and the receipt of the Required Approvals, hereby approves the Transaction and consents to and approves the disposition by the HealthAlliance Hospitals of substantially all of their assets pursuant to Sections 510 and 511 of the NPCL.

RESOLVED, that the Board, following approval by the Executive Committee of the Board, hereby ratifies and approves such approval of the Executive Committee, the Asset Transfer Agreements, the Administrative Services Agreement, the Master Leases, and each of the other Transaction Documents, in each case in substantially the forms presented to the Board, with such changes therein and additions thereto as the members of the Corporation's senior management (each, an "Authorized Officer"), or any of them acting singly, shall approve, such approval to be conclusively evidenced by the execution and delivery thereof; and the Authorized Officers, or any

of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to execute and deliver each of the Transaction Documents to which the Corporation is a party, and to perform the Corporation's obligations thereunder; and, as sole corporate member of the HealthAlliance Hospitals, the Corporation hereby authorizes the HealthAlliance Hospitals to execute and deliver the Transaction Documents to which they are parties.

Recommendation to the Member

RESOLVED, the Board hereby recommends that the Member, as the sole corporate member of the Corporation, approve the Transaction, the Transaction Documents, and the Governance Amendments, and authorize the Corporation to take such other actions as may be necessary or appropriate to consummate the Transaction; provided that the filing of the Restated COI with the Secretary of State of the State of New York shall follow the receipt of Required Approvals and consummation of the Transaction.

Authorization to Pursue Required Approvals

RESOLVED, that the Authorized Officers, or any of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to prepare, execute, deliver, and file all materials necessary or appropriate to obtain the Required Approvals.

Recognition of Resignation, Removal, and Appointment of Board Members

RESOLVED, that the Board hereby recognizes that the individuals identified on Exhibit A attached hereto have resigned or have been duly removed from the Board by the Member, effective as of the Closing, and that the Member has appointed certain individuals to serve as members of the Board, also effective as of the Closing, such that the membership of the Board following the Closing is identified on Exhibit B attached hereto.

Amendment and Restatement of the Governance Documents

RESOLVED, that the Board hereby approves the Governance Amendments, consisting of the Restated COI, subject to any required approval of the Member and applicable regulatory filings, and the A&R Bylaws, with the A&R Bylaws to be contingent upon and only effective upon the Closing of the Transaction, and authorizes the Authorized Officers to execute, acknowledge, deliver, and file the Restated COI and to take all actions necessary, appropriate, or desirable to give effect thereto following receipt of the Required Approvals and consummation of the Transaction.

Approval of Subsidiary Governance Amendments

RESOLVED, that the Board, acting in its capacity as the sole corporate member of each of Mary's Avenue and Broadway, hereby approves the Subsidiary Governance Amendments, consisting of the Subsidiary Restated COIs, subject to any applicable regulatory filings, and the Subsidiary A&R Bylaws, with the Subsidiary A&R Bylaws to be contingent upon and only effective upon the Closing of the Transaction, and authorizes the Authorized Officers, acting singly, to execute, acknowledge, deliver, and/or file such Subsidiary Restated COIs and to take all actions necessary, appropriate, or desirable to give effect thereto following receipt of applicable regulatory approvals and consummation of the Transaction.

Resignation, Removal, and Appointment of Board Members of the HealthAlliance Hospitals

RESOLVED, that the Board, acting in its capacity as the sole corporate member of each of Mary's Avenue and Broadway, hereby approves and removes, effective as of the Closing, the individuals identified in Exhibit E-1 and Exhibit E-2 attached hereto who have not resigned from the Boards of Directors of Mary's Avenue and Broadway, respectively, and approves and appoints, also effective as of the Closing, the individuals identified in Exhibit F-1 and Exhibit F-2 attached hereto to serve as the members of the Boards of Directors of Mary's Avenue and Broadway, respectively, each to hold office in accordance with the applicable certificate of incorporation and bylaws (as amended by the Subsidiary Governance Amendments) and applicable law; and the Authorized Officers, or any of them acting singly, are hereby authorized to take all actions necessary, appropriate, or desirable to give effect to the foregoing.

Authorization to Effectuate the Intent of the Foregoing Resolutions

RESOLVED, that the Corporation is hereby authorized to fully perform its obligations under each of the foregoing and to execute, deliver and perform any such other agreements or amendments and to engage, without limitation, in such other transactions, arrangements or activities as are reasonably related to, or incident to, or which will serve to facilitate or enhance for the benefit of the Corporation, the transactions contemplated by these resolutions, and to enter into such other arrangements or understandings as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and each of the foregoing resolutions; and each Authorized Officer acting singly as authorized from time to time, on behalf of the Corporation, to execute, acknowledge, file and deliver any agreements, certificates, modifications, notices, applications, waivers, consents or other documents, and to take such other actions, including the payment of any fees and expenses, by his or her judgment neccssary or desirable in connection with the foregoing resolutions, the taking of any such action to be conclusive evidence that the same has been authorized and approved by the Board.

RESOLVED, that the omission from these resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the

agreements, documents or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, the foregoing resolutions.

RESOLVED, that all acts and things previously done by any Authorized Officer or other director, officer, employee or agent of the Corporation, on or prior to the date hereof, in the name and on behalf of the Corporation, in connection with the transactions contemplated by the foregoing resolutions, are in all respects ratified, approved, confirmed and adopted as acts and deeds by and on behalf of the Corporation.

RESOLVED, that these resolutions shall take effect immediately; provided that any resolution authorizing action contingent on the Closing of the Transaction shall be effective only upon the Closing of the Transaction.

* * * * *

STATE OF NEW YORK

)ss:

ULSTER COUNTY

I HEREBY CERTIFY that I have compared the foregoing resolutions with the original resolutions on file in my office, which were duly adopted by the affirmative vote of not less than two-thirds of the entire Board, in accordance with Section 510 of the NPCL, at a legally convened meeting held on the 15th day of July, 2026 and that the same is a true and complete copy therefrom and the whole of the said original.

I further certify that the full Board consists of 7 voting directors, that a quorum of the Board consists of 4 directors, that 7 of such voting directors were present at such meeting, and that 7 of such voting directors voted in favor of the above resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of July, 2026.

Ann Marie Soares
Assistant Secretary
HealthAlliance, Inc.

NEW YORK STATE | Department of Health

MEMORANDUM

TO: Public Health and Health Planning Council

FROM: Darren Cohen DC
Deputy Commissioner & General Counsel
Division of Legal Affairs

SUBJECT: Restated Certificate of Incorporation of HealthAlliance Hospital Mary's Avenue Campus

DATE: November 9, 2026

Westchester County Health Care Corporation d/b/a Westchester Medical Center requests Public Health and Health Planning Council ("PHHPC") approval of the Restated Certificate of Incorporation of HealthAlliance Hospital Mary's Avenue Campus to change its legal name and conform its stated purposes to its post-closing role as an entity which provides services, employs personnel, and/or holds real property, rather than a licensed hospital operator following its integration into Westchester Medical Center through CON 261086-C.

HealthAlliance Hospital Mary's Avenue Campus was incorporated in 1902 under the name Our Lady of Victory Sanitarium for the purpose of operating a hospital. In 1956, the entity changed its name to Benedictine Hospital. In 1994, the entity became affiliated with Vassar Brothers Hospital and in 2009, it became affiliated with HealthAlliance, Inc. In 2007, the entity changed its name to HealthAlliance Hospital Mary's Avenue Campus. In 2026, the Department of Health certified the entity as a new division of Westchester Medical Center via a full asset transfer with no changes to beds or services in connection with a Safety Net Transformation Program grant.

Westchester Medical Center now seeks PHHPC approval pursuant to Not-for-Profit Corporation Law § 804, Public Health Law § 2801-a, 10 NYCRR § 600.11 and 610.1 to change the entity's name to HealthAlliance Services Mary's Avenue, Inc. and to remove the language regarding its religious charitable mission and add language describing its purpose as supporting the operations of Westchester Medical Center.

The proposed Restated Certificate of Incorporation was authorized by Resolution of the Board of Directors No. 2-2026 of HealthAlliance Hospital Mary's Avenue Campus, dated July 15, 2026, and by Resolution of the Board of Directors No. 2-2026 of HealthAlliance Inc. dated July 15, 2026.

There is no legal objection to the proposed Restated Certificate of Incorporation of HealthAlliance Hospital Mary's Avenue Campus and it is in legally acceptable form.

Attachments.

NEW YORK STATE | Department of Health

MEMORANDUM

TO: Michael Stelluti
Division of Health Facility Planning and Development

Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

FROM: Kayleigh Gekakis
Associate Attorney, Bureau of Program Counsel
Division of Legal Affairs

SUBJECT: Restated Certificate of Incorporation of HealthAlliance Hospital Mary's Avenue Campus

DATE: November 9, 2026

Please include the above matter on the agendas for the next Establishment and Project Review Committee and Public Health and Health Planning Council meetings.

The attachments relating to this matter include the following:

1. Memorandum to the Public Health and Health Planning Council from Darren Cohen, General Counsel;
2. Photocopy of proposed Restated Certificate of Incorporation of Restated Certificate of Incorporation of HealthAlliance Hospital Mary's Avenue Campus, executed by Tamer El-Rayess, Chair, Board of Directors, on August 10, 2026;
3. Request letter from Sarah Blumenthal dated August 20, 2026;
4. Certified copy of Certificate of Incorporation of Our Lady of Victory Sanitorium, filed November 7, 1902;
5. Certified copy of Certificate of Report of Existence of Our Lady of Victory Sanitorium, filed October 25, 1950;
6. Certified copy of Certificate of Change of Name of Our Lady of Victory Sanitorium to Benedictine Hospital, filed on January 5, 1956;
7. Certified copy of Certificate of Increase in Number of Directors of Benedictine Hospital, filed September 19, 1961;
8. Certified copy of Certificate of Amendment of Purposes of Benedictine Hospital, filed January 15, 1968, with approvals;
9. Certified copy of Certificate of Increase in Number of Directors of Benedictine Hospital, filed on Ma 16, 1969;
10. Certified copy of Certificate of Type of Not-for-Profit Corporation, filed October 3, 1973;
11. Certified copy of Certificate of Amendment of the Certificate of Incorporation of Benedictine Hospital, filed December 18, 1973;
12. Certified copy of Certificate of Amendment of the Certificate of Incorporation of Benedictine Hospital, filed February 23, 1995, with approvals;
13. Certified copy of Restated Certificate of Incorporation of Benedictine Hospital, filed March 11, 2009, with approvals;

MEMORANDUM

14. Certified copy of Certificate of Amendment of the Certificate of Incorporation of Benedictine Hospital, filed May 21, 2010, with approvals;
15. Certified copy of Restated Certificate of Incorporation of Benedictine Hospital, filed February 5, 2013, with approvals;
16. Certified copy of Certificate of Amendment of the Certificate of Incorporation of HealthAlliance Hospital Mary's Avenue Campus, filed September 14, 2017, with approvals;
17. Certified copy of Certificate of Amendment of the Certificate of Incorporation of HealthAlliance Hospital Mary's Avenue Campus, filed January 15, 2019, with approvals;
18. Resolution of the Board of Directors No. 2-2026 of HealthAlliance Hospital Mary's Avenue Campus, dated July 15, 2026, executed by Ann Marie Soares, Assistant Secretary;
19. Resolution of the Board of Directors No. 2-2026 of HealthAlliance, Inc., dated July 15, 2026, executed by Ann Marie Soares, Assistant Secretary.

Attachments.

cc: Jason Corvino

RESTATED CERTIFICATE OF INCORPORATION OF HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS

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

The undersigned, being the authorized representative of HealthAlliance Hospital Mary's Avenue Campus (the "Corporation"), hereby certifies:

1. The name of the Corporation is HealthAlliance Hospital Mary's Avenue Campus. The name under which the Corporation was formed was Our Lady of Victory Sanitarium.

2. The Corporation's Certificate of Incorporation was filed by the Department of State on November 7, 1902, pursuant to the Not-for-Profit Corporation Law of the State of New York ("NPCL").

3. The text of the Certificate of Incorporation is restated to effect the following changes:

   a. AMEND Article First, relating to the name of the Corporation, to read in its entirety as follows:

      "1. The name of the Corporation is HealthAlliance Services Mary's Avenue, Inc. The Corporation was originally incorporated under the name Our Lady of Victory Sanitarium and subsequently named HealthAlliance Hospital Mary's Avenue Campus."

   b. REPLACE, in its entirety, Article Third, regarding the Corporation's tax-exempt purposes, to read in its entirety as follows:

      "THIRD: The purpose of the Corporation shall be:

      3.1 The Corporation is formed exclusively for charitable, scientific and educational purposes under the NPCL in order to support the purposes of Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC"), a New York public benefit corporation created by the Westchester County Health Care Corporation Act (L. 1997, c. 11, eff. Feb. 11, 1997) and a tax-exempt organization as described in Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code").

      3.2 In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organizations or organizations, exclusively for charitable purposes, and engage in any lawful act or activity for which corporations may be organized under the NPCL."

   c. REPLACE, in its entirety, Article Fourth, regarding the Corporation's tax-exempt status, to read in its entirety as follows:

"FOURTH: Tax-Exempt Status of the Corporation. The following language relates to the Corporation's tax-exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the Corporation's purposes or powers as set forth herein. Notwithstanding any other provision in this Certificate of Incorporation:

4.1 The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes as specified in Section 501(c)(3) of the Code. The Corporation is organized and shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of WMC. In this capacity, the Corporation shall support the operations of WMC.

4.2 No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, any trustee, director, officer or employee of the Corporation or other private person; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth in Article Fourth hereof.

4.3 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code if the Corporation makes an election thereunder), and the Corporation shall not participate in or intervene in (including the publishing or the distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

4.4 The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, nor shall it carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code.

4.5 During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self dealing (as defined in Section 4941(d) of the Code), from retaining excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code)."

d. DELETE, in its entirety, Article Fifth, regarding the term of duration.

e. DELETE, in its entirety, Article Seventh, regarding delegation.

f. DELETE, in its entirety, Article Eighth, regarding net earnings of the Corporation.

g. RENUMBER Article Sixth, Article Ninth, and Article Tenth as Article Seventh, Article Sixth and Article Eighth, respectively.

h. ADD a new Article Fifth, regarding the Member of the Corporation, to read in its entirety as follows:

"FIFTH: The sole corporate member of the Corporation shall be HealthAlliance, Inc., a New York not-for-profit corporation (the "Member"). The Member shall possess all of the powers granted by law to the Member in its capacity as the sole corporate member of the Corporation."

i. REPLACE, in its entirety, Article Sixth, formerly Article Ninth, regarding the Corporation's dissolution, to read in its entirety as follows:

"SIXTH: In the event of dissolution or final liquidation of the Corporation, subject to compliance with the NPCL, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to WMC, provided that it is organized and operated exclusively for charitable or educational purposes and shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code. In the event that WMC does not so qualify, then said assets shall be distributed to another organization or organizations as determined by the Board of Directors, provided that (a) such organization or organizations are then described in Section 501(c)(3) (or successor provision) of the Code, and (b) in the event of a voluntary dissolution, subject to authorization of the plan of dissolution and distribution of assets as required by Section 1002 of the NPCL."

j. AMEND Article Seventh, formerly Article Sixth, regarding the office of the Corporation, to read in its entirety as follows:

"SEVENTH: The office of the Corporation is located in Ulster County, New York."

k. AMEND Article Eighth, formerly Article Tenth, regarding the agent of the Corporation, to read in its entirety as follows:

"EIGHTH: The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her is: Office of Legal Affairs, Attn: General Counsel, Westchester Medical Center, 100 Woods Rd Exec. Offices, Valhalla, NY 10595."

4. The text of the Certificate of Incorporation of the Corporation is hereby restated, as amended, to read in full as follows:

Certificate of Incorporation of

HEALTHALLIANCE SERVICES MARY'S AVENUE, INC.

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

FIRST. The name of the Corporation is HealthAlliance Services Mary's Avenue, Inc. The Corporation was originally incorporated under the name Our Lady of Victory Sanitarium and subsequently named HealthAlliance Hospital Mary's Avenue Campus.

SECOND. The Corporation is a corporation as defined in Subsection (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL") and is a charitable corporation as defined in Section 201 of the NPCL.

THIRD. The purpose of the Corporation shall be:

Third.1 The Corporation is formed exclusively for charitable, scientific and educational purposes under the NPCL in order to support the purposes of Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC"), a New York public benefit corporation created by the Westchester County Health Care Corporation Act (L. 1997, c. 11, eff. Feb. 11, 1997) and a tax-exempt organization as described in Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code").

Third.2 In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organizations or organizations, exclusively for charitable purposes, and engage in any lawful act or activity for which corporations may be organized under the NPCL.

FOURTH. Tax-Exempt Status of the Corporation. The following language relates to the Corporation's tax-exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the Corporation's purposes or powers as set forth herein. Notwithstanding any other provision in this Certificate of Incorporation:

Fourth.1 The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes as specified in Section 501(c)(3) of the Code. The Corporation is organized and shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the

purposes of WMC. In this capacity, the Corporation shall support the operations of WMC.

Fourth.2 No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, any trustee, director, officer or employee of the Corporation or other private person; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth in Article Fourth hereof.

Fourth.3 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code if the Corporation makes an election thereunder), and the Corporation shall not participate in or intervene in (including the publishing or the distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

Fourth.4 The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, nor shall it carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code.

Fourth.5 During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self dealing (as defined in Section 4941(d) of the Code), from retaining excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

FIFTH. The sole corporate member of the Corporation shall be HealthAlliance, Inc., a New York not-for-profit corporation (the "Member"). The Member shall possess all of the powers granted by law to the Member in its capacity as the sole corporate member of the Corporation.

SIXTH. In the event of dissolution or final liquidation of the Corporation, subject to compliance with the NPCL, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the

liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to WMC, provided that it is organized and operated exclusively for charitable or educational purposes and shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code. In the event that WMC does not so qualify, then said assets shall be distributed to another organization or organizations as determined by the Board of Directors, provided that (a) such organization or organizations are then described in Section 501(c)(3) (or successor provision) of the Code, and (b) in the event of a voluntary dissolution, subject to authorization of the plan of dissolution and distribution of assets as required by Section 1002 of the NPCL.

SEVENTH. The office of the Corporation is located in Ulster County, New York.

EIGHTH. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her is: Office of Legal Affairs, Attn: General Counsel, Westchester Medical Center, 100 Woods Rd Exec. Offices, Valhalla, NY 10595.

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5. This Restated Certificate of Incorporation was authorized by vote of the Corporation's Member in accordance with Section 802(a) of the Not-for-Profit Corporation Law.

[SIGNATURE PAGE FOLLOWS]

Docusign Envelope ID: 4F63BEF7-99E5-8129-8184-902EB3D27A6D

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation on this 10th day of August, 2026.

DocuSigned by:

5DDC5BCECBE6447...

Name: Tamer El-Rayess
Title: Chair, Board of Directors

RESTATED CERTIFICATE OF INCORPORATION
OF
HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS

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

Filer's Name and Mailing Address:

Name: [NAME OF FILER]

Company, if Applicable:

Mailing Address:

City, State and Zip Code:

ROPES & GRAY LLP
1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036-8704
WWW.ROPESGRAY.COM

DIVISION OF PLANNING & LICENSURE
PHHPC
SEP - 2 2026
RECEIVED

August 20, 2026

Sarah F. Blumenthal
T +1 212 596 9544
sarah.blumenthal@ropesgray.com

VIA FEDEX

Ms. Colleen M. Leonard
Executive Secretary
Public Health and Health Planning Council
New York State Department of Health
Center for Health Care Facility Planning, Licensure and Finance
Corning Tower, Room 1805
Albany, New York 12237

RE: Request for Name Changes and Related Governance Updates – Post-Asset Transfer Restructuring of WMC-Affiliated Hospital Entities

Dear Ms. Leonard:

On behalf of Westchester County Health Care Corporation d/b/a Westchester Medical Center ("**WMC**"), a New York public benefit corporation, and the affiliated not-for-profit corporations identified below, we respectfully submit this letter and the enclosed materials to the New York State Department of Health ("**DOH**") and the Public Health and Health Planning Council ("**PHHPC**"). We respectfully request approval at the PHHPC Committee and PHHPC Council Meetings, at your earliest convenience, of the proposed amended and restated certificates of incorporation effectuating name changes and related governance updates for each of the following entities: St. Anthony Community Hospital, Warwick, New York ("**St. Anthony**"); Bon Secours Community Hospital ("**BSCH**"); Good Samaritan Hospital of Suffern, N.Y. ("**Good Samaritan**"); HealthAlliance Hospital Mary's Avenue Campus ("**Mary's Avenue**"); and HealthAlliance Hospital Broadway Campus ("**Broadway**") (each, a "**Transferring Corporation**" and collectively, the "**Transferring Corporations**"), Bon Secours Charity Health System, Inc. ("**Charity**") and HealthAlliance, Inc.

This submission follows the integration of four former hospitals, previously operated by the Transferring Corporations as separate subsidiaries of WMC, into WMC as the single licensed operator under Article 28 (the "Transaction"). The Transaction (CON No. 261086-C approved by DOH) closed on July 15, 2026, so we now seek to update the Transferring Corporations' legal names and certificates of incorporation as expeditiously as possible.

This submission supersedes and replaces in its entirety the submission dated October 10, 2025, and the supplemental transmission dated October 27, 2025, regarding proposed name changes and updates to certificates of incorporation. The present request is not related to the changes

proposed in those prior submissions; rather, the Transaction renders the prior submissions obsolete, and this submission presents the current and appropriate set of proposed changes resulting from the Transaction.

I. Transaction Summary

The Transferring Corporations, comprised of five charitable hospitals organized and operating as New York not-for-profit corporations, transferred substantially all of their operating assets to WMC pursuant to separate Asset Transfer Agreements dated May 22, 2026 (each, an "**ATA**"). The Transaction closed on July 15, 2026.

Pursuant to the ATAs and the regulatory approvals obtained, WMC is now the licensed operator of each Transferring Corporation's hospital facility under Article 28 of the New York State Public Health Law. Each Transferring Corporation retains ownership of its real property, which is leased to WMC under master leases. The Transferring Corporations continue to exist as corporate entities to employ personnel, hold real property, and provide support services to WMC, with WMC reimbursing all employee compensation, benefits, and operating costs under Administrative Services Agreements and Master Leases. Broadway, having no employees, has no Administrative Services Agreement but remains a corporate entity holding real property leased to WMC under the terms of a Master Lease. The Transaction was facilitated through the New York State Safety Net Transformation Program, under which New York State has awarded up to $161 million in capital and operating funds to support continued hospital operations.

II. Regulatory Approvals Obtained

The Transaction has received all requisite regulatory approvals including:

1. **New York Attorney General.** On July 15, 2026, the Office of the Attorney General of the State of New York (the "**NYAG**") approved the Transaction (OAG No. NYC-2026-700) pursuant to Sections 510 and 511-a of the Not-for-Profit Corporation Law ("**NPCL**"), based upon a verified petition filed by the Transferring Corporations. A copy of the NYAG approval letter is enclosed.

2. **DOH Administrative Review (CON).** DOH approved the Transaction through administrative review under Certificate of Need Project No. 261086-C.

3. **OMH.** The New York State Office of Mental Health ("**OMH**") approved Prior Approval Review Applications EZ PAR 4841, EZ PAR 4843, and AA 11967 authorizing WMC as sponsor for certain OMH-licensed programs formerly sponsored by the Transferring Corporations.

4. **OASAS.** The New York State Office of Addiction Services and Supports ("**OASAS**") approved, by issuing Operating Certificates authorizing WMC, through its Mid-Hudson

Valley Division, to operate OASAS-licensed addiction services programs formerly operated by the Transferring Corporations.

III. Proposed Name Changes

Following the closing of the Transaction, each Transferring Corporation and Charity seeks to amend and restate its certificate of incorporation to change its legal name and conform its stated purposes to its post-closing role as an entity which provides services, employs personnel, and/or holds real property, rather than a licensed hospital operator. Each Transferring Corporation and Charity will remain a New York not-for-profit corporation following the name change. The proposed name changes are as follows:

Current Legal Name	Proposed New Legal Name
St. Anthony Community Hospital, Warwick, New York	St. Anthony Community Services, Inc.
Bon Secours Community Hospital	Port Jervis Community Services, Inc.
Good Samaritan Hospital of Suffern, N.Y.	Good Samaritan Services of Suffern, N.Y., Inc.
HealthAlliance Hospital Mary's Avenue Campus	HealthAlliance Services Mary's Avenue, Inc.
HealthAlliance Hospital Broadway Campus	HealthAlliance Services Broadway, Inc.
Bon Secours Charity Health System, Inc.	WMCHealth Western Region, Inc.

Additionally, the following hospital extension clinic seeks to change its name:

Current Extension Clinic Name	Proposed Extension Clinic Name
Bon Secours Sleep Disorder Institute	WMCHealth Network Sleep Disorder Institute – Port Jervis

IV. Basis for Approval

We respectfully request that DOH and PHHPC approve the proposed amended and restated certificates of incorporation enclosed herewith. As detailed above, consistent with the approach approved in prior transactions involving post-transfer entity name changes, the underlying

Transaction has received all applicable consents and approvals, including DOH administrative review under CON Project No. 261086-C and NYAG approval. The Transferring Corporations, as former operators of hospitals, are changing their names and stated purposes following the transfer of hospital operations to WMC as the new licensed operator.

V. Enclosed Materials

Enclosed herewith is a complete submission package organized on an entity-by-entity basis. A detailed Schedule of Enclosures follows this letter. The package includes, as applicable for each Transferring Corporation: (1) a certified copy of the current certificate of incorporation and all filed amendments; (2) an executed copy of the proposed amended and restated certificate of incorporation; (3) a copy of the current bylaws approved in connection with the Transaction; (4) a copy of the bylaws effective prior to the closing of the Transaction; (5) an executed resolution of the board of the Transferring Corporation approving the Transaction, the amendment and restatement of the bylaws, and the amendment and restatement of the certificate of incorporation including the proposed name change; and (6) an executed resolution of the sole member of the Transferring Corporation approving the amendment and restatement of the bylaws and certificate of incorporation.

We respectfully request that DOH confirm receipt of this submission and place the enclosed proposed amended and restated certificates of incorporation for consideration and approval on the agenda for the PHHPC Committee and Full Council meetings at your earliest convenience. Should you require any additional information or have any questions regarding this submission, please do not hesitate to contact me via e-mail at sarah.blumenthal@ropesgray.com or by phone at 212-596-9544.

Thank you for your attention to this matter.

Sincerely,

/s/ Sarah Blumenthal

Sarah Blumenthal
Ropes & Gray LLP

cc: Division of Legal Affairs, DOH (DLAHouse@health.ny.gov)
Christine White, Executive Vice President & Chief Legal Officer, WMC (Christine.White@wmchealth.org)

SCHEDULE OF ENCLOSURES

I. St. Anthony Community Hospital, Warwick, New York *(proposed new name: St. Anthony Community Services, Inc.)*

a. Certified copy of the current Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "St. Anthony Community Services, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of St. Anthony Community Hospital, Warwick, New York (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of St. Anthony Community Hospital, Warwick, New York (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of St. Anthony Community Hospital, Warwick, New York approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc., as sole member of St. Anthony Community Hospital, Warwick, New York, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

II. Bon Secours Community Hospital *(proposed new name: Port Jervis Community Services, Inc.)*

a. Certified copy of the current Certificate of Incorporation of Bon Secours Community Hospital and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "Bon Secours Community Services, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of Bon Secours Community Hospital (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of Bon Secours Community Hospital (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of Bon Secours Community Hospital approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc., as sole member of Bon Secours Community Hospital, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

III. Good Samaritan Hospital of Suffern, N.Y. ***(proposed new name: Good Samaritan Services of Suffern, N.Y., Inc.)***

a. Certified copy of the current Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y. and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "Good Samaritan Services of Suffern, N.Y., Inc." and conforming stated purposes

c. Amended and Restated Bylaws of Good Samaritan Hospital of Suffern, N.Y. (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of Good Samaritan Hospital of Suffern, N.Y. (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of Good Samaritan Hospital of Suffern, N.Y. approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc., as sole member of Good Samaritan Hospital of Suffern, N.Y., approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

IV. HealthAlliance Hospital Mary's Avenue Campus ***(proposed new name: HealthAlliance Services Mary's Avenue, Inc.)***

a. Certified copy of the current Certificate of Incorporation of HealthAlliance Hospital Mary's Avenue Campus and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "HealthAlliance Services Mary's Avenue, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of HealthAlliance Hospital Mary's Avenue Campus (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of HealthAlliance Hospital Mary's Avenue Campus (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of HealthAlliance Hospital Mary's Avenue Campus approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of HealthAlliance, Inc., as sole member of HealthAlliance Hospital Mary's Avenue Campus, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

V. HealthAlliance Hospital Broadway Campus *(proposed new name: HealthAlliance Services Broadway, Inc.)*

a. Certified copy of the current Certificate of Incorporation of HealthAlliance Hospital Broadway Campus and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "HealthAlliance Services Broadway, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of HealthAlliance Hospital Broadway Campus (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of HealthAlliance Hospital Broadway Campus (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of HealthAlliance Hospital Broadway Campus approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of HealthAlliance, Inc., as sole member of HealthAlliance Hospital Broadway Campus, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

VI. Bon Secours Charity Health System, Inc *(proposed new name: WMCHealth Western Region, Inc.)*

a. Certified copy of the current Certificate of Incorporation of Bon Secours Charity Health System, Inc. and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "WMCHealth Western Region, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of Bon Secours Charity Health System, Inc. (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of Bon Secours Charity Health System, Inc. (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc. approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of WMC Health Network – Rockland, Inc., as sole member of Bon Secours Charity Health System, Inc., approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

VII. HealthAlliance, Inc.

a. Certified copy of the current Certificate of Incorporation of HealthAlliance, Inc. and all filed amendments

b. Executed Restated Certificate of Incorporation conforming stated purposes

c. Amended and Restated Bylaws of HealthAlliance, Inc. (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of HealthAlliance, Inc. (as in effect prior to the closing of the Transaction on July 15, 2026)

e. HealthAlliance, Inc. – Resolutions of the Board of Directors approving the Asset Transfer and Governance Documents (executed July 15, 2026)

f. Resolutions of the Board of Directors of Westchester County Health Care Corporation, as sole member of HealthAlliance, Inc. approving the Asset Transfer and related documents (executed June 3, 2026)

VIII. Parent and Transaction-Level Documents

a. Westchester County Health Care Corporation – Resolutions of the Board of Directors approving the Asset Transfer and related documents (executed June 3, 2026)

b. WMC Health Network-Rockland, Inc. – Resolutions of the Board of Directors approving the Asset Transfer (executed July 15, 2026)

c. WMCHealth Western Region, Inc. (f/k/a Bon Secours Charity Health System, Inc.) – Resolutions of the Board of Directors approving the Asset Transfer and Governance Documents (executed July 15, 2026)

d. WMCHealth Western Region, Inc. (f/k/a Bon Secours Charity Health System, Inc.) – Fourth Amended and Restated Bylaws (as in effect prior to the closing of the Transaction on July 15, 2026)

e. HealthAlliance, Inc. – Resolutions of the Board of Directors approving the Asset Transfer and Governance Documents (executed July 15, 2026)

f. HealthAlliance, Inc. – Amended and Restated Bylaws (as in effect prior to the closing of the Transaction on July 15, 2026)

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS, File Number 49Q-11 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100009515966 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

WILLIAM R. STEWART
President

EMOCH V. STODDART
Vice President

ROBERT W. HEBBERD
Secretary

STATE OF NEW YORK

STATE BOARD OF CHARITIES

OFFICE AT THE CAPITOL

CAPITOL POST OFFICE BOX 17
TELEPHONE 789 CHAPEL

ALBANY, N.Y. October 8th 1908

In the Matter of the Incorporation
of
Our Lady of Victory Sanitarium.

WHEREAS, application has been made to the State Board of Charities for its approval of the incorporation of Our Lady of Victory Sanitarium, and

WHEREAS, on due inquiry and investigation, it appears to said Board desirable and proper that such Sanitarium shall be so incorporated,

NOW, THEREFORE, in pursuance of and in conformity with the provisions of Chapter 559 of the Laws of the State of New York, passed May 8, 1890, the said State Board of Charities hereby certifies that it approves of the incorporation of the said Our Lady of Victory Sanitarium, the certificate of incorporation of which is hereunto annexed.

IN WITNESS WHEREOF, the said Board has this eighth day of October, 1908, caused these presents to be subscribed by its officers and its official seal to be hereunto affixed.

Wm R Stewart
President.

Attest, Robt W Hebberd
Secretary.

49-15

STATE OF NEW YORK, :
:ss.:
COUNTY OF ULSTER, :

We, the undersigned, all being of full age and citizens of the United States and residents of the State of New York, being desirous of forming a corporation for the purpose of erecting, establishing, maintaining and operating an infirmary, hospital and sanitarium for sick and convalescent persons and a training school for the education of nurses and domestic servants and other similar purposes, under the care and instruction of the Sisters of the Order of Saint Benedict, as authorized by the Membership Corporation Law, and the acts and laws amendatory thereof, do hereby certify and declare:

1. The particular objects for which the said corporation is formed are exclusively as follows: To erect, establish, maintain and operate an infirmary, hospital and sanitarium for sick and convalescent persons and a training school for the education and instruction of nurses and domestic servants, and other similar purposes, under the care and instruction of the Sisters of the Order of Saint Benedict.

2. The name of the said corporation shall be "Our Lady Of Victory Sanitarium."

3. The principal office of the said corporation is to be located in the City of Kingston, County of Ulster, State of New York.

4. The number of the directors of the said corporation shall be three.

4-9-11

5. The names and places of residence of the persons to be the directors of the said corporation until its first meeting are as follows:

Rev. Richard L. Bushell, D.D. 159 Broadway, Kingston, N.Y.

Ven. Walter Walbrugh Hook, St. Walbrugh's Convent, Elizabeth, N.J.

Miss Alexia Molloy, 290 West Chestnut St., Kingston, N.Y.

6. The time for holding the annual meetings of the said corporation shall be the second Tuesday in September in each and every year.

IN WITNESS WHEREOF, we have hereunto set our hands on this 12th day of July, 1902.

Richard L. Bushell

Alexia Molloy

Boniface Kuhn

Thabang O'Meahan

Anastasia Janiszka

County of Ulster, ss.:

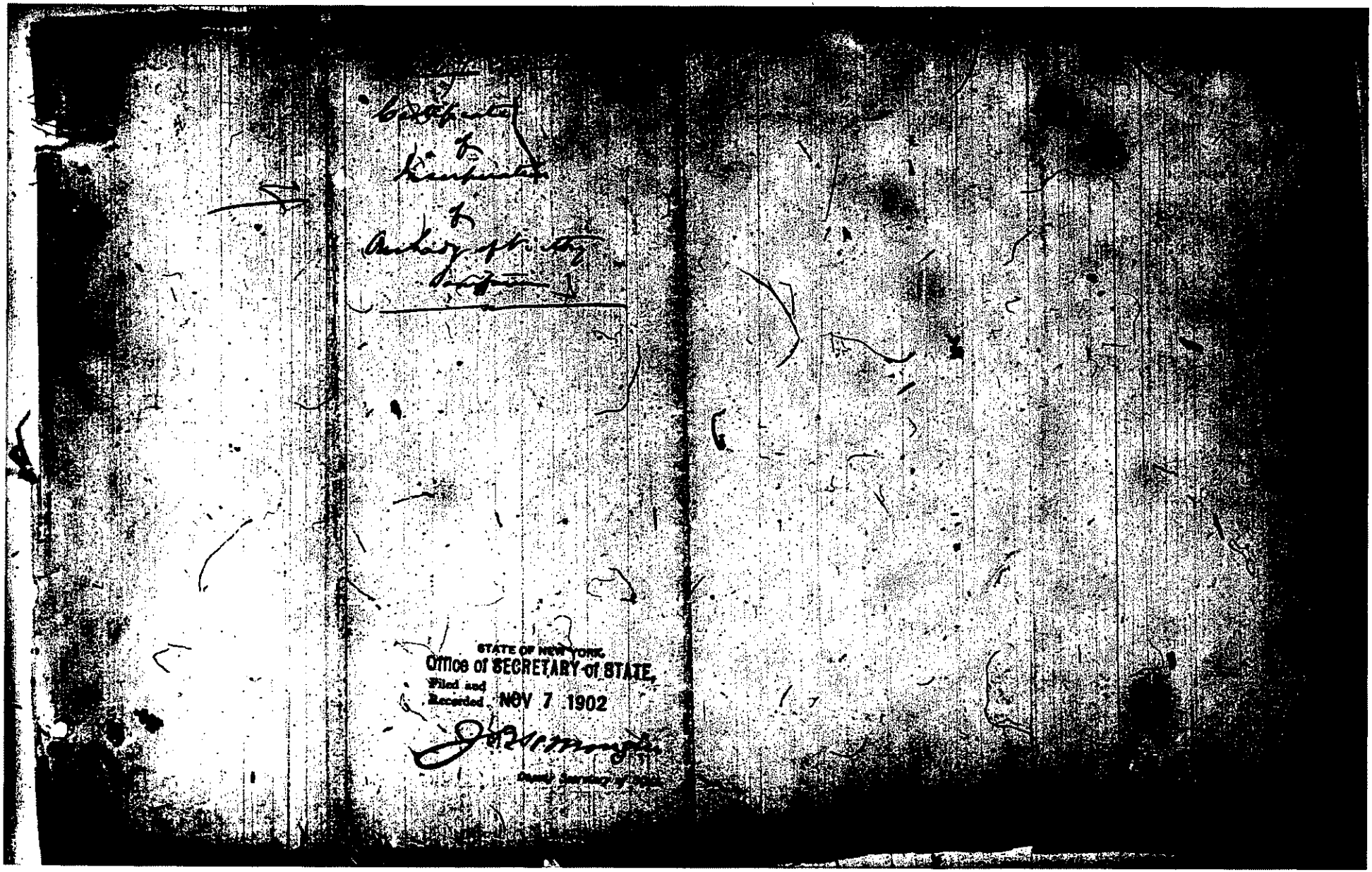
On this 12th day of July, 1902, before me, the subscriber, personally came Richard L. Bushell, Alexia Molloy, Boniface Kuhn, Thabang O'Meahan and Anastasia Janiszka to me known to be the persons described in and who executed the foregoing instrument and severally duly acknowledged that they executed the same.

[illegible]

Notary Public

I hereby approve of the formation of the above named Corporation. James A. Betts, Dated July 15 1902. Justice Supreme Ct.

49-11


STATE OF NEW YORK,
Office of SECRETARY of STATE,
Filed and
Recorded NOV 7 1902

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS, File Number 3EX-160 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100009515967 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

Certificate of Report of Existence
of

Our Lady of Victory Sanitarium
Exact Name of Corporation

Pursuant to Section 57 of the Membership Corporations Law

1. The name of the corporation is Our Lady of Victory Sanitarium. The Name of Corporation

original name was "Our Lady of Victory Sanitarium."
If name has been changed, insert original name.

2. The certificate of incorporation was filed in the Department of State on Nov 7 1902.
Date of Incorporation

3. The corporation was formed pursuant to provisions of Chapter 559 of the Laws of the State of New York, passed May 8, 1895
Cite Incorporation Statute

4. The existence of the foregoing corporation is hereby continued.

Treasurer

To be signed by an officer, trustee, director or five members in good standing.

State of New York)
County of) SS.:

On this 19th day of October, 1950, before me personally appeared [illegible] to me personally known and known to me to be the person(s) described in and who executed the foregoing certificate, and (she) (they) thereupon acknowledged to me that (she) (they) executed the same for the uses and purposes therein mentioned.

Notary Public

County of

NOTE: If the foregoing acknowledgment is taken without the State of New York, the signature of the notary public should be authenticated by a certificate of the clerk of the county in which such notary has power to act, or other proper officer.

Certificate of Report of
Existence of

_____
Exact Name of Corporation

Pursuant to Section 52
of the
Membership Corporations
Law

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 25 1950

TAX $ 2.00

FEE $ 5.00

Thomas J. Curran

Secretary of State

By _____

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS, File Number 672 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100009515968 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

CERTIFICATE OF CHANGE OF NAME OF OUR LADY OF VICTORY SANITARIUM TO BENEDICTINE HOSPITAL PURSUANT TO SECTION FORTY OF THE GENERAL CORPORATION LAW.

We, the undersigned, constituting every member of record of said Our Lady of Victory Sanitarium, entitled to vote at meetings of the members of said corporation, certify:

1. The name of this corporation is Our Lady of Victory Sanitarium.

2. It is stated in the certificate of incorporation of said Our Lady of Victory Sanitarium that it was incorporated in pursuance of and in conformity with the provisions of Chapter 559 of the Laws of the State of New York passed May 8, 1895, and that the particular objects for which the said corporation was formed are set forth in said certificate as follows:

672

"1. The particular objects for which the said corporation is formed are exclusively as follows:- To erect, establish, maintain and operate an infirmary, hospital and sanitarium for sick and convalescent persons and a training school for the education and instruction of nurses and domestic servants, and other similar purposes, under the care and instruction of the Sisters of the Order of Saint Benedict."

Said corporation was approved by State Board of Charities as shown by certificate dated October 8, 1902 and filed in the Ulster County Clerk's Office with the Certificate of Incorporation October 29, 1902 in Liber 2 of Incorporation Records at Page 529.

The said certificate of incorporation was duly filed in the office of the Secretary of State of the State of New York, November 7, 1902.

3. The new name to be assumed by this corporation is Benedictine Hospital.

IN WITNESS WHEREOF, we have made and subscribed this certificate in duplicate this 29 day of November, 1955.

Sister Rose Anita

Sister M. Callista

Sister M. Bernice

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

On this 29 day of November, 1955, before me personally came ----------SISTER ROSE ANITA, SISTER M. BERENICE and SISTER M. CALLISTA----------to me known and known to me to be the same persons described in and who executed the foregoing certificate of change of name and they thereupon severally duly acknowledged to me that they executed the same.

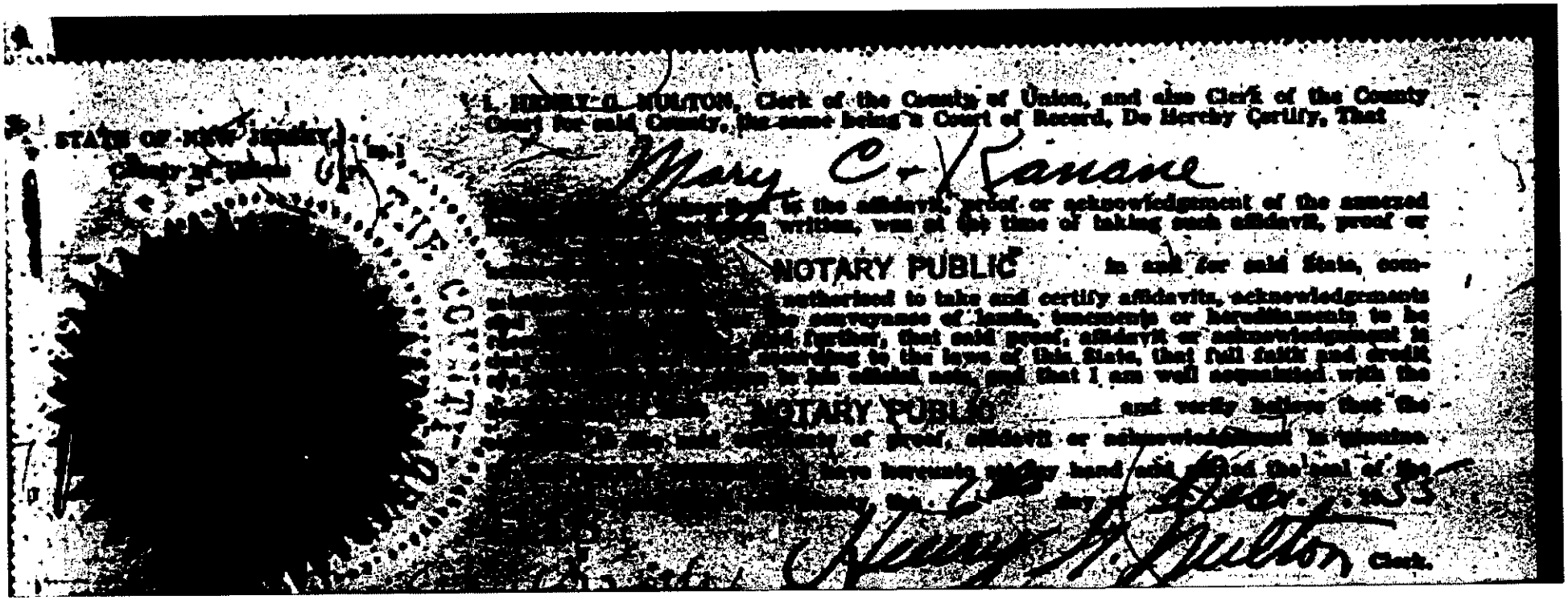
Notary Public.

FLOYD W. POWELL
Notary Public in the State of New York
Qualified in Ulster County
My Commission Expires March 30, 1957

STATE OF NEW JERSEY :
:ss.:
COUNTY OF UNION :

On this 6th day of December, 1955, before me personally came ----------to me known and known to me to be the same person described in and who executed the foregoing certificate of change of name and she there-

672-2



STATE OF NEW JERSEY, } ss.:

I, HENRY G. HULTON, Clerk of the County of Union, and also Clerk of the County Court for said County, the same being a Court of Record, Do Hereby Certify, That

Mary C. Fanane

subscribed to the affidavit, proof or acknowledgment of the annexed deed or conveyance written, was at the time of taking such affidavit, proof or

NOTARY PUBLIC in and for said State, com-

authorized to take and certify affidavits, acknowledgments conveyance of lands, hereditaments to be further, that said proof, affidavit or acknowledgment is according to the laws of this State, that full faith and credit to the official seal; and that I am well acquainted with the

NOTARY PUBLIC and verily believe that the proof, affidavit or acknowledgment is genuine.

I have hereunto set my hand and affixed the seal of the

day

Clerk.

upon duly acknowledged to me that she executed the same.

Mary C. Fontaine

Notary Public of N.J.

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

SISTER M. CALLISTA, being duly sworn, deposes and says that she is the Secretary of Our Lady of Victory Sanitarium; that the persons who have executed the foregoing certificate of change of name of said corporation constitute all of the members of record of the said corporation who are entitled to vote at meetings of the members of said corporation.

Sister M. Callista

Subscribed and sworn to before me this 8th day of December, 1955.

Geo. W. Powell

Notary Public.

FLOYD W. POWELL
[redacted]

672-3

mem. 11/7/05
Western Co.

49411

CERTIFICATE OF CHANGE OF
NAME OF OUR LADY OF VICTORY
SANITARIUM TO PENELETCHE
HOSPITAL PURSUANT TO SECTIO
[illegible]
PORATION LAW.

S/B/56
K/H-7

Dated: November 29, 1955.

K/J

LAW OFFICES
FLOYD W. POWELL
KINGSTON TRUST COMPANY BLDG.
KINGSTON, N. Y.

The Stajber Press, Cooperstown, N. Y.

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JAN 5 - 1956
TAX $ none
FILING FEE $ 25.00
Carl A. Stajber
Secretary of State
By [illegible]

672-4

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS, File Number 287439 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100009515970 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

CERTIFICATE OF INCREASE IN NUMBER OF DIRECTORS

OF

BENEDICTINE HOSPITAL

PURSUANT TO SECTION 30 OF THE MEMBERSHIP CORPORATION LAW.

We, the undersigned, being respectively the President and the Secretary of the Benedictine Hospital, do certify and state:

1. The name of the corporation is BENEDICTINE HOSPITAL.

2. The Certificate of Incorporation was filed in the office of the Secretary of State of the State of New York for Our Lady of Victory Sanitarium on the 8th day of October, 1902, and a Certificate changing the name to Benedictine Hospital was filed in the office of the Secretary of State of the State of New York on the 5th day of January, 1956.

3. The number of directors of the corporation previously authorized by the Certificate of Incorporation is three (3). The change made by this certificate is to provide that the number of directors shall be not less than Three (3) nor more than five (5).

IN WITNESS WHEREOF, We have made, subscribed and acknowledged this certificate this 12TH day of September, 1961.

x Mother M Cornelia OSB
President.

Sister M Callista
Secretary.

287439

Rusk & Rusk - Attorneys at Law - 254 Fair St. - Kingston, N.Y.

STATE OF NEW YORK,)
COUNTY OF ULSTER,) SS:

On this 12TH day of September, 1961, before me, the subscriber, personally appeared----------REV. MOTHER M. CORNELIA BOYLE---------- to me known and known to me to be the same person described in and who as President of Benedictine Hospital executed the foregoing instrument, and she acknowledged to me that she executed the same as such President.

Mary Redmond

MARY REDMOND
Notary Public in the State of New York
Resident in and for Ulster County
Commission expires March 30, 19..

STATE OF NEW YORK,)
COUNTY OF ULSTER,) SS:

On this 12TH day of September, 1961, before me, the subscriber, personally appeared----------SISTER M. CALLISTA---------- to me known and known to me to be the same person described in and who as Secretary of Benedictine Hospital executed the foregoing instrument, and she acknowledged to me that she executed the same as such Secretary.

Mary Redmond

MARY REDMOND
Notary Public in the State of New York
Resident in and for Ulster County
Commission expires March 30, 19..

Rusk & Rusk - Attorneys at Law - 144 Fair St. - Kingston, N. Y.

STATE OF NEW YORK, }
COUNTY OF ULSTER, } SS:

REV. MOTHER M. CORNELIA BOYLE and SISTER M. CALLISTA, being severally duly sworn, each for herself, deposes and says: That Rev. Mother M. Cornelia Boyle is the President of Benedictine Hospital, and that Sister M. Callista is the Secretary thereof; that they were authorized to execute and file the foregoing Certificate of increase in number of directors of Benedictine Hospital, pursuant to Section 30 of the Membership Corporation Law, by the concurring vote of a majority of the members of the corporation present at a regular meeting held on the 11th day of May, 1961, upon notice pursuant to Section 43 of the Membership Corporations Law, and that they subscribe such certificate by virtue of such authority.

x Mother M. Cornelia, O.S.B.

Sister M. Callista O.S.B.

Sworn to before me
this 12 day of September 1961.

Mary Redmond

MARY REDMOND
Notary Public in the State of New York
Resident in and for Ulster County
Commission expires March 30, 19..6 2

Rusk & Rusk - Attorneys at Law - 344 Fair St. - Kingston, N. Y.

Our Lady of Victory Sanitarium
11/7/02 O. 49Q-11
Vol. A 287439

CERTIFICATE OF INCREASE IN NUMBER OF DIRECTORS OF

Amd 1/5/62

BENEDICTINE HOSPITAL

PURSUANT TO SECTION 30 OF THE MEMBERSHIP CORPORATION LAW.

Dated: September 12 1961.

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED SEP 19 1961
TAX $ None
FILING FEE $ 30.00
Caroline K. Simon
Secretary of State
By J. Tracy

Sister Theresa Paul, Business Mgr.
Benedictine Hospital,
Kingston, N.Y.

RUSK, RUSK & FEENEY
ATTORNEYS AT LAW
[redacted] FAIR STREET
KINGSTON, N. Y.

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS, File Number 660073-7 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100009515971 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

State of New York — Department of Social Services

State Board of Social Welfare

Albany

Know all Men by These Presents:

At a meeting of the State Board of Social Welfare, held on the nineteenth *day of* December, 1967 *, due inquiry and investigation having been made,* the Board approved the proposed Certificate of Amendment of Purposes of BENEDICTINE HOSPITAL, pursuant to Section 35 of the Social Services Law of the State of New York.

660073

In Witness Whereof, the State Board of Social Welfare has caused these presents to be signed in accordance with the provisions of the statutes and its by-laws, and the official seal of the Board and of the Department to be hereunto affixed, this twentieth *day of* December *, in the year one thousand nine hundred and* sixty-seven.

Secretary

Form WI-103 (Rev. 7/67)

The University of the State of New York

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

Consent is hereby given to the extension of purposes and powers contained in the certificate of incorporation of BENEDICTINE HOSPITAL as set forth in the annexed certificate of amendment made under and pursuant to the provisions of Section 30 of the Membership Corporations Law.

This consent, however, shall in no way be construed as an approval by the Board of Regents, Commissioner of Education or Education Department of the purposes and objects of this corporation, nor shall it be construed as giving the officers or agents of this corporation the right to use the name of the Board of Regents, Commissioner of Education, University of the State of New York or Education Department in its publications and advertising matter, nor shall it be deemed to be a waiver of the approval of the Board of Regents for the conduct of a correspondence school by such corporation, as provided in Section 5002 of the Education Law.

IN WITNESS WHEREOF, I, James E. Allen, Jr., Commissioner of Education of the State of New York, for and on behalf of the State Education Department, do hereunto set my hand and affix the seal of the State Education Department, at the City of Albany, this 9th day of January 1968.

James E. Allen Jr.
Commissioner of Education

CERTIFICATE OF AMENDMENT OF PURPOSES

OF

BENEDICTINE HOSPITAL

PURSUANT TO SECTION 30 OF THE MEMBERSHIP CORPORATIONS LAW

We, the undersigned, Mother M. Cornelia, President, and Sister M. Callista, Secretary, of Benedictine Hospital, a membership corporation duly organized and existing under the Membership Corporations Law of the State of New York, for the purpose of amending the purposes of said corporation, pursuant to Section 30 of the Membership Corporations Law, do hereby make, sign and acknowledge this certificate and do certify as follows:

1. That the name of this corporation is BENEDICTINE HOSPITAL. The name under which this corporation was originally incorporated was OUR LADY OF VICTORY SANITARIUM, which name was thereafter duly changed to its present name BENEDICTINE HOSPITAL.

2. The Certificate of Incorporation was filed on the 7th day of November, 1902 in the Office of the Secretary of State of the State of New York.

3. The purposes of the corporation as set forth in Paragraph 1 of the Certificate of Incorporation are as follows:

> To erect, establish, maintain and operate an infirmary, hospital and sanitarium for sick and convalescent persons and a training school for the education and instruction of nurses and domestic servants, and other similar purposes, under the care and instruction of the Sisters of the Order of Saint Benedict.

4. Paragraph 1 of the Certificate of Incorporation is hereby amended to read as follows:

B

To erect, establish, maintain and operate an infirmary, hospital and sanitarium for sick and convalescent persons and a training school for the education and instruction of nurses and domestic servants, and other similar purposes, under the care and instruction of the Sisters of the Order of Saint Benedict.

To establish, maintain and operate a home for aged men and women.

IN WITNESS WHEREOF, We have made, signed and acknowledged this certificate this 29th day of ~~August~~ September, 1967.

Mother M Cornelia, OSB
Formerly Mary Boyle — President.

Sister M. Calista
Formerly Mary L. Huber — Secretary

STATE OF NEW YORK, }
COUNTY OF ULSTER, } SS:

On this 29th day of ~~August~~ September, 1967, before me, the subscriber, personally came MOTHER M. CORNELIA, to me known and known to me to be the individual described in and who executed the foregoing instrument, and she acknowledged to me that she executed the same.

JAMES POLITO
Notary Public in the State of New York
Resident in Ulster County
Commission Expires March 30, 1969

4

MUSIC, RUBIE & PEKNEY - ATTORNEYS AT LAW - 324 FAIR ST. - KINGSTON, N. Y.

STATE OF NEW YORK, }
COUNTY OF ULSTER, } SS:

On this 29th day of ~~August~~ September, 1967, before me, the subscriber, personally came SISTER M. CALLISTA, to me known and known to me to be the individual described in and who executed the foregoing instrument, and she acknowledged to me that she executed the same.

JAMES POLITO
Notary Public in the State of New York
Resident in Ulster County
Commission Expires March 30, 19 69

STATE OF NEW YORK, }
COUNTY OF ULSTER, } SS:

MOTHER M. CORNELIA and SISTER M. CALLISTA, being severally sworn, each for herself, deposes and says:

That the said Mother M. Cornelia is the President of Benedictine Hospital, and that the said Sister M. Callista is the Secretary thereof; that they were authorized to execute and file the foregoing Certificate of Amendment of Purposes of Benedictine Hospital, pursuant to Section 30 of the Membership Corporations Law, by the concurring vote of a majority of the members of the corporation present at a special meeting held on the first day of September, 1967, upon notice pursuant to Section 43 of the Membership Corporations Law of the State of New York, and that they subscribed such certificate by virtue thereof.

Mother M Cornelia OSB
formerly Mary Boyle

Sister M Callista
formerly Mary L. Huber

Sworn to before me
this 29th day of ~~August~~ September, 1967.

JAMES POLITO
Notary Public in the State of New York
Resident in Ulster County
Commission Expires March 30, 19 69

RUSK, RUSK & PRIEST - ATTORNEYS AT LAW - 284 FAIR ST. - KINGSTON, N. Y.

I, Louis G. Bruhn, Justice of the Supreme Court, hereby approve the foregoing Certificate of Amendment of Purposes of Benedictine Hospital and consent to the filing of the same.

Dated: December 21, 1967

Louis G. Bruhn

Justice of the Supreme Court.

RUSK, RUSK & PEENEY - ATTORNEYS AT LAW - 256 FAIR ST. - KINGSTON, N.Y.

6

amended

Our Lady of Victory Sanitarium

11-7-02 Kingston, Ulster Co 499-11

660073 -7

CERTIFICATE OF AMENDMENT OF PURPOSES

OF

Ulster 1-5-56

BENEDICTINE HOSPITAL

PURSUANT TO SECTION 30 OF THE MEMBERSHIP CORPORATIONS LAW.

Dated: ~~August~~ September 29th, 1967.

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JAN 15 1968
TAX $ none
FILING FEE $ 30
John P. Lomenzo
Secretary of State
By

56-Ulster

RECEIVED
NEW YORK STATE
DEPARTMENT OF SOCIAL WELFARE
OCT -3 1967

RUSK, RUSK & FEENEY
ATTORNEYS AT LAW
254 FAIR STREET
KINGSTON, N. Y. 12401

7

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS, File Number 757184-4 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100009515976 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

25184

CERTIFICATE OF INCREASE IN NUMBER OF DIRECTORS

OF

BENEDICTINE HOSPITAL

PURSUANT TO SECTION 30 OF THE MEMBERSHIP CORPORATION LAW.

We, the undersigned, being respectively the President and the Secretary of the Benedictine Hospital, do certify and state:

1. The name of the corporation is BENEDICTINE HOSPITAL.

2. The Certificate of Incorporation was filed in the office of the Secretary of State of the State of New York for our Lady of Victory Sanitarium on the 8th day of October, 1902, and a Certificate changing the name to Benedictine Hospital was filed in the office of the Secretary of State of the State of New York on the 5th day of January, 1956.

3. The number of directors of the corporation previously authorized by the Certificate of Incorporation is not less than three (3) nor more than five (5). The change made by this certificate is to provide that the number of directors shall be not less than eleven (11) nor more than nineteen (19).

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate this 23rd day of April, 1969.

President.

Secretary.

RUSK, RUSK & FEGLEY - ATTORNEYS AT LAW - 234 FAIR ST. - KINGSTON, N.Y.

STATE OF NEW YORK }
COUNTY OF ULSTER } ss.:

On this 23rd day of April, 1969, before me, the subscriber, personally appeared REV. MOTHER M. CORNELIA BOYLE, to me known and known to me to be the same person described in and who as President of Benedictine Hospital executed the foregoing instrument, and she acknowledged to me that she executed the same as such President.

Notary Public.

STATE OF NEW YORK }
COUNTY OF ULSTER } ss.:

On this 23rd day of April, 1969, before me the subscriber, personally appeared SISTER M. CALLISTA, to me known and known to me to be the same person described in and who as Secretary of Benedictine Hospital executed the foregoing instrument, and she acknowledged to me that she executed the same as such Secretary.

Notary Public.

HUNT, RUSK & FEENEY - ATTORNEYS AT LAW - 284 FAIR ST. - KINGSTON, N. Y.

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

REV. MOTHER M. CORNELIA BOYLE and SISTER M. CALLISTA, being severally duly sworn, each for herself, deposes and says: That Rev. Mother M. Cornelia Boyle is the President of Benedictine Hospital, and that Sister M. Callista is the Secretary thereof; that they were authorized to execute and file the foregoing Certificate of increase in number of directors of Benedictine Hospitel, pursuant to Section 30 of the Membership Corporation Law, by the concurring vote of a majority of the members of the corporation present at a regular meeting held on the 23rd day of April, 1969, upon notice pursuant to Section 43 of the Membership Corporations Law, and that they subscribe such certificate by virtue of such authority.

Mother M Cornelia

Sister M Callista

Sworn to before me
this 23rd day of April, 1969.

Notary Public.

3

RUSK, RUSK & PESHEK - ATTORNEYS AT LAW - 284 FAIR ST. - KINGSTON, N.Y.

757181 – 4

member

Our Lady of Victory Sanitarium

~~10/8/1902~~ Victory Co

amd 1/5/56

S

CERTIFICATE OF INCREASE IN NUMBER OF DIRECTORS OF BENEDICTINE HOSPITAL

PURSUANT TO SECTION 30 OF THE MEMBERSHIP CORPORATION LAW.

Dated: April 23rd, 1969.

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 16 1969
30

4

RUSK, RUSK & FEENEY
ATTORNEYS AT LAW
254 FAIR STREET
KINGSTON, N. Y. 12401

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS, File Number A105816-4 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100009515978 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

A 205816

RUSK, RUSK & KENNEY - ATTORNEYS AT LAW - 256 FAIR ST. - KINGSTON, N.Y.

CERTIFICATE OF TYPE OF NOT-FOR-PROFIT CORPORATION

Certificate of Type of Not-For-Profit Corporation

of

BENEDICTINE HOSPITAL

Under Section 113 of the Not-For-Profit Corporation Law

The undersigned, being respectively the President and Secretary of Benedictine Hospital, hereby certify:

1. The name of the corporation is Benedictine Hospital. The Corporation was originally formed under the name of Our Lady of Victory Sanitarium by Certificate filed with the Department of State on November 7, 1902. The original name was changed by a Certificate of Change of Name duly filed with the Department of State on January 5, 1956 and a duplicate thereof filed in the Office of the Clerk of the County of Ulster on January 20, 1956. Other than stated above there have been no further changes in said corporation's name.

2. The corporation was formed under the membership corporations law and its Certificate of Incorporation dated July 12, 1902 was filed with the Ulster County Clerk's Office on October 29, 1902 and with the Department of State on November 7, 1902.

3. The post office address to which the Secretary of State shall mail a copy of any notice required by law is 105 Mary's Avenue, Kingston, New York 12401.

4. That under Section 201 of the Not-For-Profit Corporation Law, it is a Type B Not-For-Profit Corporation.

IN WITNESS WHEREOF the undersigned have made, subscribed and acknowledged this Certificate this 20th day of September, 1973.

Sister Kathleen Sharkey
Sister Kathleen Sharkey, President

Sister Theresa Paul Bailey
Sister Theresa Paul, Secretary

STATE OF NEW JERSEY)
SS:
COUNTY OF Hudson)

On this 20th day of September, 1973 before me, the subscriber personally appeared SISTER KATHLEEN SHARKEY, to me known and known to me to be the same person described in and who executed the foregoing instrument, and she acknowledged that she executed the same.

Sister Rose Anita Rowe
Notary Public

NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Jan. 30, 1975

STATE OF NEW YORK)
SS:
COUNTY OF ULSTER)

On this 27 day of September, 1973 before me, the subscriber personally appeared SISTER THERESA PAUL BAILEY / to me known and known to me to be the same person described in and who executed the foregoing instrument, and she acknowledged that she executed the same.

Brian D Smith
Notary Public

BRIAN D. SMITH
Notary Public in the State of New York
Resident in and for Ulster County
Commission Expires March 30, 1974

HUSK, HUSK & PEARCY - ATTORNEYS AT LAW - 324 FAIR ST. - KINGSTON, N. Y.

STATE OF NEW JERSEY)
SS:
COUNTY OF Union)

SISTER KATHLEEN SHARKEY, being duly sworn deposes and says: that she is the president of Benedictine Hospital, the corporation named in and described in the foregoing Certificate. That she has read the foregoing Certificate and knows the contents thereof, and that the same is true of her own knowledge, except as to the matters therein stated to be alleged upon information and belief, and as to those matters she believes it to be true.

Sister Kathleen Sharkey
Sister Kathleen Sharkey

NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Jan. 30, 1978

Sworn to before me this
20th day of September, 1973.

Sister Rose Anita Rowe
Notary Public

STATE OF NEW YORK)
SS:
COUNTY OF ULSTER)

BAILEY
SISTER THERESA PAUL, being duly sworn deposes and says: that she is the Secretary of Benedictine Hospital, the Corporation named in and described in the foregoing Certificate. That she has read the foregoing Certificate and knows the contents thereof and that the same is true of her own knowledge, except as to the matters therein stated to be alleged upon information and belief, and as to those matters she believes it to be true.

Sister Theresa Paul Bailey
Sister Theresa PaulBailey

Sworn to before me this
27 day of September, 1973

Brian D. Smith
Notary Public
BRIAN D. SMITH
Notary Public in the State of New York
Resident in and for Ulster County
Commission Expires March 30, 1974

3

RUSK, RUSK & PENNEY - ATTORNEYS AT LAW - 255 FAIR ST. - KINGSTON, N. Y.

Our Lady of Victory Sanitarium -4
11/7/42 496-11 A105816
Ulster-C no type named

CERTIFICATE OF TYPE OF NOT-FOR-PROFIT CORPORATION

B

Certificate of Type of Not-For-Profit Corporation

of

BENEDICTINE HOSPITAL

Under Section 113 of the Not-For-Profit Corporation Law

Dated: August 24, 1973

STATE OF NEW YORK
DEPARTMENT OF STATE
TAX $ none
FILING FEE $ 10
FILED OCT 3 1973
Secretary of State
By

56 Ulster
Type B

RUSK, RUSK & FEENEY
ATTORNEYS AT LAW
254 FAIR STREET
KINGSTON, N. Y. 12401

4

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS, File Number A122422-6 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100009515983 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BENEDICTINE HOSPITAL

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

We the undersigned being respectively the President and the Secretary of the Benedictine Hospital, do certify and state:

1. The name of the corporation is Benedictine Hospital. Such corporation was originally incorporated under the name of Our Lady of Victory Sanitarium.

2. The Certificate of Incorporation was filed in the office of the Secretary of State in the State of New York for Our Lady of Victory Sanitarium on the 7th day of November, 1902, under the Membership Corporations Law. A certificate changing the name to Benedictine Hospital was filed in the office of the Secretary of State of New York on January 5, 1956, under the Membership Corporations Law. A certificate increasing the number of directors of the Benedictine Hospital was filed in the office of the Secretary of State of New York on May 16, 1969, under the Membership Corporations Law.

3. The corporation is a corporation as defined in sub-paragraph (a) (5) of Section 102 of the Not-For-Profit Corporation Law and is a Type B Corporation. The corporate purposes are not being enlarged, limited or otherwise changed by this amendment.

4. The post office address within or without the state to which the Secretary of State shall mail a copy of any notice required by law is 105 Mary's Avenue, Kingston, New York 12401.

CERTIFICATE OF INCORPORATION
OF THE
CERTIFICATE OF AMENDMENT

5. No approval or consent was required to be endorsed on or annexed to its Certificate of Incorporation except that of the State Board of Charities, the State Board of Social Welfare, the Commissioner of Education and a Justice of the Supreme Court of the State of New York.

6. The number of directors of the corporation previously authorized is not less than eleven nor more than nineteen. Such provision is to be amended so as to provide as follows:

"The number of directors of the said corporation shall be not less than eleven nor more than thirty."

7. This amendment of the Certificate of Incorporation was authorized by a majority vote of the entire Board of Directors of the Corporation as there are no members entitled to vote thereon.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this Certificate this 20th day of November, 1973.

Sister Kathleen Sharkey President
SISTER KATHLEEN SHARKEY, President

Sister Theresa Paul Bailey
SISTER THERESA PAUL BAILEY, Secretary

RUBIN, RUSK & PEENEY - ATTORNEYS AT LAW - 284 FAIR ST. - KINGSTON, N. Y. 12401

STATE OF NEW JERSEY)
) ss.:
COUNTY OF UNION)

On the 20th day of November, 1973, before me personally came SISTER KATHLEEN SHARKEY, to me known, who, being by me, duly sworn, did depose and say that she resides at Benedictine Mother House, 851 North Broad Street, Elizabeth, New Jersey; that she is the President of Benedictine Hospital, the corporation described in and which executed the above instrument; that she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that she signed her name thereto by like order.

Notary Public
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Jan. 30, 1978

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

On the 30th day of November, 1973, before me personally came SISTER THERESA PAUL BAILEY, to me known, who, being by me, duly sworn, did depose and say that she resides at 105 Mary's Avenue, Kingston, New York; that she is the Secretary of Benedictine Hospital, the corporation described in and which executed the above instrument; that she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so sffixed by order of the board of directors of said corporation, and that she signed her name thereto by like order.

Notary Public

BRIAN D. SMITH
Notary Public in the State of New York
Resident in and for Ulster County
Commission Expires March 30, 1974

3

RUSK, RUSK & PECKHAM - ATTORNEYS AT LAW - 284 FAIR ST. - KINGSTON, N. Y. 12401

STATE OF NEW JERSEY)
) ss.:
COUNTY OF UNION)

SISTER KATHLEEN SHARKEY, being duly sworn, deposes and says that deponent is the President of Benedictine Hospital, the corporation named in the within instrument; that deponenet has read the foregoing Certificate of Amendment of the Certificate of Incorporation of Benedictine Hospital and knows the contents thereof; and that the same is true to deponent's own knowledge, except as to the matters therein stated to be alleged upon information and belief, and as to those matters deponent believes it to be true.

Sister Kathleen Sharkey, President
SISTER KATHLEEN SHARKEY, President
Benedictine Hospital

Sworn to before me, this
5th day of November, 1973.

Notary Public

NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Jan. 30, 1975

RUSK, ROSE & PEARET - ATTORNEYS AT LAW - 284 FAIR ST. - KINGSTON, N. Y. 12401

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

SISTER THERESA PAUL BAILEY, being duly sworn, deposes and says that deponent is the Secretary of Benedictine Hospital, the corporation named in the within instrument; that deponent has read the foregoing Certificate of Amendment of the Certificate of Incorporation of Benedictine Hospital and knows the contents thereof; and that the same is true to deponent's own knowledge, except as to the matters therein stated to be alleged upon information and belief, and as to those matters deponent believes it to be true.

Sister Theresa Paul Bailey
SISTER THERESA PAUL BAILEY, Secretary
Benedictine Hospital

Sworn to before me, this
30 day of November, 1973.

Brian D. Smith
Notary Public

BRIAN D. SMITH
Notary Public in the State of New York
Qualified in Ulster County
Commission Expires March 30, 1974

5

MUSIC, HUBE & PEARSEY - ATTORNEYS AT LAW - 334 FAIR ST. - KINGSTON, N. Y. 12401

A122422 Our Lady of Mercy Dominican
-6 11/7/02
Ulster Co 49Q-11 Type B
notary 105 Main St Kingston NY

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BENEDICTINE HOSPITAL Cert 11/5/52

B

Dated: November 20, 1973

STATE OF NEW YORK
DEPARTMENT OF STATE
TAX $ None
FILING FEE $ 30
FILED DEC 18 1973
John D. Crimmins
Secretary of State
By
56 Ulster
Type B

RUSK, RUSK & FEENEY
ATTORNEYS AT LAW
254 FAIR STREET
KINGSTON, N. Y. 12401

6

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS, File Number 950223000384 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100009515987 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

DC-08

DC-

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF BENEDICTINE HOSPITAL

F95022300384

UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

We, the undersigned, being the President and Secretary of Benedictine Hospital do hereby certify:

1. The name of the corporation is Benedictine Hospital. The corporation was originally formed under the name of Our Lady Of Victory Sanitarium by certificate filed with the Department of State on November 7, 1902. The original name was changed by a Certificate of Change of Name duly filed with the Department of State on January 5, 1956.

2. The corporation was formed under the Membership Corporations Law and its Certificate of Incorporation dated July 12, 1902 was filed with the Ulster County Clerk's Office on October 29, 1902 and with the Department of State on November 7, 1902.

3. Benedictine Hospital is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law and is a Type B corporation under Section 201 of said law.

4. The Certificate of Incorporation of Benedictine Hospital is hereby amended to effect an enlargement of corporate purposes pursuant to Section 801(b)(2) of the Not-For-Profit Corporation Law of the State of New York. The Certificate of Incorporation is hereby amended by adding a new section 7 which provides:

a. Benedictine Hospital hereby delegates to Vassar Brothers Hospital, a New York not-for-profit corporation, pursuant to Section 701(a) of the Not-For-Profit Corporation Law joint operational decision making authority over and responsibility with Benedictine Hospital for operation an extension clinic in Ulster County, New York providing therapeutic radiology services (the "Therapeutic Radiology Extension Clinic").

b. Benedictine Hospital hereby accepts delegation of authority from Vassar Brothers Hospital for joint operational decision making authority over and responsibility with Benedictine Hospital for the Therapeutic Radiology Extension Clinic.

5. This Amendment to the Certificate of Incorporation of Benedictine Hospital was authorized by the vote of at least

two thirds of the whole number of the members of the Corporation voting in person at a meeting duly held and called for that purpose on the 7th day of September, 1993, at which meeting a quorum was present and acting throughout, and by a vote of at least two thirds of the entire Board of Directors of the Corporation voting in person at a meeting duly held and called for that purpose on the 22nd day of September, 1993, at which meeting a quorum was present and acting throughout.

6. The Secretary of State of the State of New York is hereby designated the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him as agent of the corporation is 105 Mary's Avenue, Kingston, New York 12401.

7. Nothing herein shall authorize this Corporation directly or indirectly to engage in or include among its purposes any of the activities mentioned in Not-For-Profit Corporation Law Section 404(a-n), (r-s) or (u-v).

IN WITNESS WHEREOF, the undersigned has subscribed this Certificate and affirms the statements herein as true under the penalties of perjury this 1st day of December, 1994

BENEDICTINE HOSPITAL

By: Sister Louise Garley O.S.B.
Sr. Louise Garley
President

By: Sister Kathleen Sharkey O.S.B.
Sr. Kathleen Sharkey
Secretary

TOTAL P.04

2

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF ULSTER

In the Matter of the Application for Approval of a Certificate of Amendment of the Certificate of Incorporation of Benedictine Hospital, a not-for-profit corporation	APPROVAL OF CERTIFICATE AMENDMENT OF CERTIFICATE OF INCORPOATION

I, ~~Judge~~ Anthony J. Carpinello, a Justice of the Supreme Court of the State of New York, 3rd Judicial District, upon no objection being raised by the Attorney General of the State of New York, do hereby approve the foregoing certificate of amendment of the certificate of incorporation of Benedictine Hospital pursuant to section 804(a)(ii) of the Not-For-Profit Corporation Law and consent that the same be filed.

Dated: February 23, 1995
Kingston, New York

Hon. Anthony J. Carpinello
Justice of the Supreme Court
3rd Judicial District

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

David E. Daniels, being duly sworn, deposes and says:

1. Your affirmant is the attorney for the subscribers to the foregoing Certificate of Amendment of the Certificate of Incorporation of Benedictine Hospital.

2. No previous application has ever been made to any justice of the Supreme Court for approval of such Certificate of Amendment.

David E. Daniels, Esq.

Sworn to before me this
23rd day of February, 1995

Lisa A. Venske
Notary Public

LISA A. VENSKE
Notary Public, State of New York
Reg# 01VE5013047
Qualified in Dutchess County
Commission Expires July 15, 1995

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

PUBLIC HEALTH COUNCIL

→ BOB - FYI

January 24, 1995

Mr. Thomas A. Dee
Executive Vice President
Benedictine Hospital
105 Mary's Avenue
Kingston, NY 12401

Re: Certificate of Amendment of the Certificate of Incorporation of Benedictine Hospital

Dear Mr. Dee:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 20th day of January, 1995, I hereby certify that the Public Health Council consents to the filing of the Certificate of Amendment to the Certificate of Incorporation of Benedictine Hospital, dated December 1, 1994.

Sincerely,

Karen S. Westervelt
Executive Secretary

5

RESOLUTION

RESOLVED, that the Public Health Council, on this 20th day of January, 1995, approves the filing of the Certificate of Amendment of the Certificate of Incorporation of Benedictine Hospital, dated December 1, 1994.

F950223000384

CERTIFICATE OF

AMENDMENT

OF

BENEDICTINE HOSPITAL

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 23 1995
TAX $
BY:

Filed by:
Ruth A. Dennehey
c/o Colby Attorneys Service Co., Inc.
107 Washington Avenue
Albany, NY 12210

D.C.-08 7

950223000410

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS, File Number 090311000328 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100009515989 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

RESTATED CERTIFICATE OF INCORPORATION

OF

BENEDICTINE HOSPITAL

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

Gabriel Sottile and Michael Ryan, being, respectively, the Chair and Vice-Chair of the Board of Directors of Benedictine Hospital, hereby certify:

FIRST: The name of the corporation is Benedictine Hospital (the "Corporation"). The name under which the Corporation was formed is Our Lady of Victory Sanitarium.

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State on November 7, 1902 pursuant to Chapter 559 of the Laws of 1895 of the State of New York.

THIRD: The Corporation is a corporation as defined in Subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL"). The Corporation is a type B corporation as defined in Section 201 of the NPCL and shall remain a Type B corporation after this Restated Certificate of Incorporation is effectuated.

FOURTH: The Certificate of Incorporation of the Corporation is amended to effect the following amendments pursuant to the NPCL:

1. Paragraph "1," stating the objects or purposes of the Corporation, is hereby renumbered as Paragraph "THIRD," and is hereby amended to expand the purposes of the Corporation. The new Paragraph THIRD, as amended and restated, shall read in full as follows:

"THIRD: The Corporation shall have the following purposes:

(a) To establish, operate and maintain a general hospital in Ulster County, New York pursuant to Article 28 of the Public Health Law;

(b) To assume an identification with the moral and medical teachings of the Roman Catholic Church and to reflect this identification in the policies and practices of the Corporation;

(c) To provide the opportunity for each patient to fulfill his or her religious beliefs with the understanding that not only physical care but spiritual assistance safeguards and enhances the bodily and mental health of each individual;

(d) To affirm the spiritual beliefs concerning life, suffering and death to which the Corporation must be committed in theory and in practice. This encompasses an attitude conducive to total healing which must permeate our health care facilities and every individual associated with it;

(e) To participate, insofar as circumstances may warrant and Catholic philosophy may allow, in any activity permitted by present law or future law designed to promote the general health of the community;

(f) To carry on educational activities related to the delivery of health care services or the promotion of health which, in the opinion of the members of the Corporation's Board may be justified by the facilities, personnel, funds or other requirements that are or can be made available.

(g) To solicit, receive and administer funds, contributions or grants from any source to be applied to charitable, educational and scientific purposes of the Corporation;

(h) To exercise all rights and privileges as a member of one or more other not-for-profit corporations and as a shareholder of one or more business corporations; and

(i) To take any and all actions which are incidental to and not inconsistent with the foregoing purposes of the Corporation and which are lawful for not-for-profit corporations, including, but not limited to, those powers set forth in Section 202 of the NPCL, to the extent such purposes are purposes described in Section 509(a)(1)(2) or (3) of the Internal Revenue Code of 1986, as amended (the "Code"). Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in NPCL Section 404(a) through (n),(p) through (s), (u) and (v), or Social Services Law, Section 460-a. Nothing contained in this Restated Certificate of Incorporation shall authorize the Corporation to establish, operate or maintain a home care services agency, a hospice, or a health maintenance organization or comprehensive health services plan as provided for by Articles 36, 40 and 44 respectively of the Public Health Law. Notwithstanding any other provision of this Restated Certificate of Incorporation, the Corporation is organized

exclusively for charitable, educational and scientific purposes, and the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation.

2. A new Paragraph "SECOND" is hereby added between Paragraph "1" and Paragraph "2," stating that the Corporation is a type B corporation under the NPCL, which shall read in full as follows:

"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 ("NPCL") and is a type B corporation as defined in Section 201 of the NPCL."

3. Paragraph "2," stating the name of the Corporation, is hereby renumbered as Paragraph "FIRST," and inserted before Paragraph "SECOND" and is hereby amended to replace "shall be" with "is". The new Paragraph "FIRST," as amended and restated, shall read in full as follows:

"FIRST: The name of the corporation is Benedictine Hospital (the "Corporation")."

4. A new Paragraph "FOURTH," naming the sole member of the Corporation and reserving certain powers to such member, is hereby added between Paragraph "2" and Paragraph "3," and after Paragraph "THIRD," to read in full as follows:

"FOURTH: The Corporation shall have one member: Health Alliance, Inc. (the "Member"). The Corporation shall have the primary responsibility for assuring its commitment to its charitable mission, the quality of care provided at its facilities and oversight of plant facilities, which may include the employment of operations staff, billing for Corporation services under the Corporation's provider numbers, and the initiation of proposed amendments to the Corporation's policies, procedures and bylaws, the addition and deletion of services and related matters. Subject to the foregoing responsibilities, with respect to the Corporation, the Member shall have the following powers:

- Adopt strategic plans, including, without limitation, plans for the reallocation of services between the Corporation and The Kingston Hospital;

- Credential all licensed health care professionals to be providing services at the Corporation or its affiliates (subject to the adoption by the Corporation of amendments to its medical staff bylaws to the extent required to authorize such action);

- Elect and remove the members of the Board of Directors and board officers of the Corporation, subject to the right of the Benedictine Sisters of Elizabeth, New Jersey (the "Benedictine Sisters") to approve the appointment of directors to the Hospital's board or the removal of a director from the Hospital's board without cause;

- Appoint and remove the corporate officers of the Corporation (which power may be delegated to the Member's chief executive officer) and approve the appointment of the chief executive officer of the Corporation;

- Approve and may initiate the adoption, deletion and amendment of the bylaws of the Corporation;

- Approve and may adopt the annual capital and operating budgets of the Corporation;

- Approve and may initiate the addition or deletion of services at the Corporation;

- Approve and may initiate the filing of certificate of need applications by the Corporation;

- Negotiate and approve all payor, managed care, vendor and equipment contracts for the Corporation;

- Approve the incurrence of any debt by the Corporation;

- Approve any expenditure by the Corporation in aggregate per year above a threshold amount set by the Member that is not included in an approved capital or operating budget;

- Approve and may initiate the commencement and settlement of any litigation by the Corporation;

- Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;

- Approve the dissolution of the Corporation with the approval of the Benedictine Sisters;

- Approve the sale by the Corporation of any assets outside the ordinary course of business or approved within the Corporation's budget;

- Assure that the Corporation remains a Catholic institution and adheres to the Ethical and Religious Directives for Catholic Health Care Services of the National Conference of Catholic Bishops as interpreted by the Archbishop of New York; and

- Exercise any power that is not specifically and explicitly reserved to the Corporation in this Restated Certificate of Incorporation or the bylaws of the Corporation or reserved to the Corporation by law or regulation."

5. A new Paragraph "FIFTH," relating to the role of the Benedictine Sisters and reserved powers vested in the Benedictine Sisters, is hereby added between Paragraphs "2" and "3" and after Paragraph "FOURTH" and shall read as follows:

"FIFTH: In addition to those powers specifically reserved to the Benedictine Sisters in Paragraph FOURTH, the Benedictine Sisters shall also have the following powers with respect to the Corporation:

- Approve any change in the Corporation's mission;

- Assure that pastoral services are provided at the Corporation;

- Approve any conveyance of the real property or the dissolution of the Corporation, and, if such conveyance or dissolution is considered an alienation of property under Canon Law, the Member and the Corporation shall receive such additional approvals as required by Canon Law;

- In the event that the Benedictine Sisters cannot exercise the powers that are reserved to the Benedictine Sisters, the Benedictine Sisters (or their permitted assignee) may assign, in whole but not in part, the reserved powers set forth in Paragraph FOURTH and this Paragraph FIFTH to one other

Catholic religious order or the Archdiocese of New York; and

- The provisions of the Member's and the Corporation's certificates of incorporation and bylaws assuring the continued Catholicity of the Corporation and the powers retained by the Benedictine Sisters as set forth in Paragraph FOURTH and Paragraph FIFTH may not be amended or deleted without the approval of the Benedictine Sisters.

6. A new Paragraph "SIXTH," relating to the term of duration of the Corporation, is hereby added between Paragraphs "2" and "3" and after Paragraph "FIFTH," and shall read as follows:

"SIXTH: The term of duration of the Corporation shall be perpetual."

7. Paragraph "3," relating to the location of the office of the Corporation, is hereby renumbered as Paragraph "SEVENTH," and amended in its entirety. The new Paragraph "SEVENTH", as amended and restated, shall read in full as follows:

"SEVENTH: The office of the Corporation within the State of New York is located in the County of Ulster."

8. Paragraph "4," relating to the size of the governing body of the Corporation, is hereby deleted in its entirety.

9. Paragraph "5," relating to the names and places of residence of the initial directors of the Corporation, is hereby omitted in its entirety.

10. Paragraph "6," relating to the time for the holding of the annual meetings of the Corporation, is hereby deleted in its entirety.

11. Paragraph "7," relating to the delegation of authority between Benedictine Hospital and Vassar Brothers Hospital, is hereby renumbered as Paragraph "EIGHTH". The new Paragraph "EIGHTH" shall read as follows:

"EIGHTH: The Corporation hereby delegates to Vassar Brothers Hospital, a New York not-for-profit corporation, pursuant to Section 701(a) of the Not-For-Profit Corporation Law joint operational decision making authority over and responsibility with the Corporation for operation of an extension clinic in Ulster County, New York providing therapeutic radiology services (the "Therapeutic Radiology Extension Clinic"). The Corporation hereby accepts delegation of authority from Vassar Brothers Hospital for joint operational decision making authority over and responsibility with the Corporation for the Therapeutic Radiology Extension Clinic."

12. A new Paragraph "NINTH," relating to distribution of the assets, income and net earnings of the Corporation, is hereby added after Paragraph "EIGHTH" and shall read in full as follows:

> "NINTH: No part of the assets, income or net earnings of the Corporation shall inure to the benefit of any member, director, trustee, officer or employee of the Corporation, or to any private individual, except as reasonable compensation for services rendered in effecting the purposes of the Corporation."

13. A new Paragraph "TENTH," relating to the dissolution of the Corporation, is hereby added after Paragraph "NINTH" and shall read in full as follows:

> "TENTH: In the event of dissolution of the Corporation, no distribution of any of the property or assets of the Corporation shall be made to any member, director, trustee, officer or employee of the Corporation, or to any private individual, but all of such property and assets shall be distributed to accomplish the charitable, educational and scientific purposes for which the Corporation is organized or distributed to such organizations as the Board of Directors of the Corporation shall direct and which qualify under Section 501(c)(3) of the Code, or the corresponding provision of any successor statute, subject to approval by a justice of the Supreme Court of the State of New York or any other court or judge having jurisdiction."

14. A new Paragraph "ELEVENTH," relating to the agent for service of process and the address for service of process, is hereby added after Paragraph "TENTH" and shall read in full as follows:

> "ELEVENTH: The Secretary 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 shall mail a copy of any process against the Corporation served upon her/him is: 105 Mary's Avenue, Kingston, New York 12401."

FIFTH: The text of the Certificate of Incorporation is hereby restated, as amended, to read in full as follows:

CERTIFICATE OF INCORPORATION

OF

BENEDICTINE HOSPITAL

FIRST: The name of the corporation is Benedictine Hospital (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 ("NPCL") and is a type B corporation as defined in Section 201 of the NPCL.

THIRD: The Corporation shall have the following purposes:

(a) To establish, operate and maintain a general hospital in Ulster County, New York pursuant to Article 28 of the Public Health Law;

(b) To assume an identification with the moral and medical teachings of the Roman Catholic Church and to reflect this identification in the policies and practices of the Corporation;

(c) To provide the opportunity for each patient to fulfill his or her religious beliefs with the understanding that not only physical care but spiritual assistance safeguards and enhances the bodily and mental health of each individual;

(d) To affirm the spiritual beliefs concerning life, suffering and death to which the Corporation must be committed in theory and in practice. This encompasses an attitude conducive to total healing which must permeate our health care facilities and every individual associated with it;

(e) To participate, insofar as circumstances may warrant and Catholic philosophy may allow, in any activity permitted by present law or future law designed to promote the general health of the community;

(f) To carry on educational activities related to the delivery of health care services or the promotion of health which, in the opinion of the members of the Corporation's Board may be justified by the facilities, personnel, funds or other requirements that are or can be made available.

(g) To solicit, receive and administer funds, contributions or grants from any source to be applied to charitable, educational and scientific purposes of the Corporation;

(h) To exercise all rights and privileges as a member of one or more other not-for-profit corporations and as a shareholder of one or more business corporations; and

(i) To take any and all actions which are incidental to and not inconsistent with the foregoing purposes of the Corporation and

which are lawful for not-for-profit corporations, including, but not limited to, those powers set forth in Section 202 of the NPCL, to the extent such purposes are purposes described in Section 509(a)(1)(2) or (3) of the Internal Revenue Code of 1986, as amended (the "Code"). Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in NPCL Section 404(a) through (n),(p) through (s), (u) and (v), or Social Services Law, Section 460-a. Nothing contained in this Restated Certificate of Incorporation shall authorize the Corporation to establish, operate or maintain a home care services agency, a hospice, or a health maintenance organization or comprehensive health services plan as provided for by Articles 36, 40 and 44 respectively of the Public Health Law. Notwithstanding any other provision of this Restated Certificate of Incorporation, the Corporation is organized exclusively for charitable, educational and scientific purposes, and the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation.

FOURTH: The Corporation shall have one member: Health Alliance, Inc. (the "Member"). The Corporation shall have the primary responsibility for assuring its commitment to its charitable mission, the quality of care provided at its facilities and oversight of plant facilities, which may include the employment of operations staff, billing for Corporation services under the Corporation's provider numbers, and the initiation of proposed amendments to the Corporation's policies, procedures and bylaws, the addition and deletion of services and related matters. Subject to the foregoing responsibilities, with respect to the Corporation, the Member shall have the following powers:

- Adopt strategic plans, including, without limitation, plans for the reallocation of services between the Corporation and The Kingston Hospital;
- Credential all licensed health care professionals to be providing services at the Corporation or its affiliates (subject to the adoption by the Corporation of amendments

to its medical staff bylaws to the extent required to authorize such action);

- Elect and remove the members of the Board of Directors and board officers of the Corporation, subject to the right of the Benedictine Sisters of Elizabeth, New Jersey (the "Benedictine Sisters") to approve the appointment of directors to the Hospital's board or the removal of a director from the Hospital's board without cause;

- Appoint and remove the corporate officers of the Corporation (which power may be delegated to the Member's chief executive officer) and approve the appointment of the chief executive officer of the Corporation;

- Approve and may initiate the adoption, deletion and amendment of the bylaws of the Corporation;

- Approve and may adopt the annual capital and operating budgets of the Corporation;

- Approve and may initiate the addition or deletion of services at the Corporation;

- Approve and may initiate the filing of certificate of need applications by the Corporation;

- Negotiate and approve all payor, managed care, vendor and equipment contracts for the Corporation;

- Approve the incurrence of any debt by the Corporation;

- Approve any expenditure by the Corporation in aggregate per year above a threshold amount set by the Member that is not included in an approved capital or operating budget;

- Approve and may initiate the commencement and settlement of any litigation by the Corporation;

- Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;

- Approve the dissolution of the Corporation with the approval of the Benedictine Sisters;

- Approve the sale by the Corporation of any assets outside the ordinary course of business or approved within the Corporation's budget;

- Assure that the Corporation remains a Catholic institution and adheres to the Ethical and Religious Directives for Catholic Health Care Services of the National Conference of Catholic Bishops as interpreted by the Archbishop of New York; and

- Exercise any power that is not specifically and explicitly reserved to the Corporation in this Restated Certificate of Incorporation or the bylaws of the Corporation or reserved to the Corporation by law or regulation.

FIFTH: In addition to those powers specifically reserved to the Benedictine Sisters in Paragraph **FOURTH**, the Benedictine Sisters shall also have the following powers with respect to the Corporation:

- Approve any change in the Corporation's mission;

- Assure that pastoral services are provided at the Corporation;

- Approve any conveyance of the real property or the dissolution of the Corporation, and, if such conveyance or dissolution is considered an alienation of property under Canon Law, the Member and the Corporation shall receive such additional approvals as required by Canon Law;

- In the event that the Benedictine Sisters cannot exercise the powers that are reserved to the Benedictine Sisters, the Benedictine Sisters (or their permitted assignee) may assign, in whole but not in part, the reserved powers set forth in Paragraph FOURTH and this Paragraph FIFTH to one other Catholic religious order or the Archdiocese of New York; and

- The provisions of the Member's and the Corporation's certificates of incorporation and bylaws assuring the continued Catholicity of the Corporation and the powers retained by the Benedictine Sisters as set forth in Paragraph FOURTH and this Paragraph FIFTH may not be amended or deleted without the approval of the Benedictine Sisters.

SIXTH: The term of duration of the Corporation shall be perpetual.

SEVENTH: The office of the Corporation within the State of New York is located in the County of Ulster.

EIGHTH: The Corporation hereby delegates to Vassar Brothers Hospital, a New York not-for-profit corporation, pursuant to Section 701(a) of the Not-For-Profit Corporation Law joint operational decision making authority over and responsibility with the Corporation for operation of an extension clinic in Ulster County, New York providing therapeutic radiology services (the "Therapeutic Radiology Extension Clinic"). The Corporation hereby accepts delegation of authority from Vassar Brothers Hospital for joint operational decision making authority over and responsibility with the Corporation for the Therapeutic Radiology Extension Clinic.

NINTH: No part of the assets, income or net earnings of the Corporation shall inure to the benefit of any member, director, trustee, officer or employee of the Corporation, or to any private individual, except as reasonable compensation for services rendered in effecting the purposes of the Corporation.

TENTH: In the event of dissolution of the Corporation, no distribution of any of the property or assets of the Corporation shall be made to any member, director, trustee, officer or employee of the Corporation, or to any private individual, but all of such property and assets shall be distributed to accomplish the charitable, educational and scientific purposes for which the Corporation is organized or distributed to such organizations as the Board of Directors of the Corporation shall direct and which qualify under Section 501(c)(3) of the Code, or the corresponding provision of any successor statute, subject to approval by a justice of the Supreme Court of the State of New York or any other court or judge having jurisdiction.

ELEVENTH: The Secretary 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 shall mail a copy of any process against the Corporation served upon her/him is: 105 Mary's Avenue, Kingston, New York 12401.

SIXTH: This Restated Certificate of Incorporation of Benedictine Hospital was authorized by the vote of Health Alliance Planning, Inc., its sole member.

IN WITNESS WHEREOF, the undersigned, being at least eighteen (18) years of age, have subscribed and affirmed this Restated Certificate of Incorporation as true under the penalties of perjury on the date indicated next to each of their names:

Chair of the Board of Directors
Dated: May 9, 2008

Vice-Chair of the Board of Directors
Dated: May 9, 2008

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

PUBLIC HEALTH COUNCIL

February 11, 2009

Ms. Cynthia Rozenberg
Vice President Strategic Planning
The Kingston Hospital
741 Grant Avenue
Lake Katrine, New York 12449

Re: Restated Certificate of Incorporation of Benedictine Hospital

Dear Ms. Rozenberg:

AFTER INQUIRY and INVESTIGATION, and in accordance with action taken at a meeting of the Public Health Council held on the 25th of January 2008, I hereby certify that the Public Health Council consents to the filing of the Restated Certificate of Incorporation of Benedictine Hospital, dated May 9, 2008.

Sincerely,

Colleen M. Frost

Colleen M. Frost
Executive Secretary

/cf

At an Ex-Parte Part of the Supreme Court of the State of New York, held in and for the County of Ulster, on the 4th day of ~~February~~ March, 2009.

PRESENT HON. MARY M. WORK
Acting Supreme Court Justice

HON: **Justice.**

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF ULSTER

In the Matter of the Application of

BENEDICTINE HOSPITAL

For Approval of Amendments to Its Certificate of Incorporation Pursuant to §804 of the Not-For-Profit Corporation Law

ORDER

Benedictine Hospital, having duly made application for an order, pursuant to Section 804 of the Not-for-Profit Corporation Law, approving amendments to its certificate of incorporation in accordance with section 804 of the Not-for-Profit Corporation Law, and said application having regularly come to be heard,

Now upon reading of the Verified Petition of said corporation, and the proposed Restated Certificate of Incorporation (the "Certificate") designated as Exhibit A therein, and it appearing that the Attorney General of the State of New York has no objection to said Certificate (as evidenced by the originally executed consent annexed to this Order), and after due deliberation having been held thereon, and it appearing that the interests of said corporation and the public interest will not be adversely affected by the proposed amendment, it is

ORDERED, that the Certificate exhibited therein, be and the same is hereby approved and it is further

ORDERED that the aforesaid Restated Certificate of Incorporation of Benedictine Hospital is authorized to be filed by the Department of State in accordance with Section 804 of the Not-for-Profit Corporation Law, to which certificate a copy of this Order shall be annexed.

ENTER:

March 4, 2009
, J.S.C.

HON. MARY M. WORK
Acting Supreme Court Justice

I, Mary M. Work, a Justice of the Supreme Court of the State of New York for the Third Judicial District do hereby approve of the foregoing Restated Certificate of Incorporation of Benedictine Hospital

and consent that the same be filed.

Date: March 4, 2009

J.S.C.

HON. MARY M. WORK
Acting Supreme Court Justice

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 60 DAYS HEREAFTER.

Paula Gellen 2-20-09

ASSISTANT ATTORNEY GENERAL DATE

090311000328

RESTATED CERTIFICATE OF INCORPORATION
OF
BENEDICTINE HOSPITAL

UNDER SECTION 805 OF THE NOT FOR PROFIT CORPORATION LAW

lcc

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAR 11 2009
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BY: PSZ
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2009 MAR 11 AM 11:35

NIXON PEABODY LLP
677 Broadway, 10th Floor
Albany, New York 12207
(518) 427-2650

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS, File Number 100521000394 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BENEDICTINE HOSPITAL

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

The undersigned, being the Chair of the Board of Directors of Benedictine Hospital (the "Corporation"), hereby certifies:

FIRST. The name of the Corporation is Benedictine Hospital (the "Corporation"). The name under which the Corporation was formed is Our Lady of Victory Sanitarium.

SECOND. The Certificate of Incorporation of the Corporation was filed by the Department of State on November 7, 1902 pursuant to Chapter 559 of the Laws of 1895 of the State of New York.

THIRD. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL"). The Corporation is a Type B corporation under Section 201 of the NPCL and shall remain a Type B corporation after the filing of this Certificate of Amendment. The Secretary of the State of New York is 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 her/him is: Benedictine Hospital, 105 Mary's Avenue, Kingston, New York 12401.

FOURTH. Paragraph "FOURTH" of the Corporation's Certificate of Incorporation, naming the sole member of the Corporation and reserving certain powers to such member, is hereby amended to read as follows.

> **"FOURTH:** The Corporation shall have one member: Health Alliance, Inc. (the "Member"). The Corporation shall have the primary responsibility for assuring its commitment to its charitable mission, the quality of care provided at its facilities and oversight of plant facilities, which may include the employment of operations staff, billing for services under the Corporation's provider numbers, the initiation of proposed amendments to the Corporation's policies, procedures and bylaws, and the addition and deletion of services and related matters. Subject to the foregoing responsibilities, the Member shall have the following powers with respect to the Corporation:

- Adopt strategic plans, including, without limitation, plans for the reallocation of services between the Corporation and The Kingston Hospital;

- Credential all licensed health care professionals who will provide services at the Corporation or its affiliates (subject to the adoption by the Corporation of amendments to its medical staff bylaws to the extent required to authorize such action);

- Supervise, oversee, monitor and participate in the credentialing, quality assurance, risk management and peer review activities of the Corporation and share in any and all credentialing, quality assurance, risk management and peer review decisions of the Corporation;

- Elect and remove the members of the Board of Directors and board officers of the Corporation, subject to the right of the Benedictine Sisters of Elizabeth, New Jersey (the "Benedictine Sisters") to approve the appointment of directors to the Hospital's board or the removal of a director from the Hospital's board without cause;

- Appoint and remove the corporate officers of the Corporation (which power may be delegated to the Member's chief executive officer) and approve the appointment of the chief executive officer of the Corporation;

- Approve and may initiate the adoption, deletion and amendment of the bylaws of the Corporation;

- Approve and may adopt the annual capital and operating budgets of the Corporation;

- Approve and may initiate the addition or deletion of services at the Corporation;

- Approve and may initiate the filing of certificate of need applications by the Corporation;

- Negotiate and approve all payor, managed care, vendor and equipment contracts for the Corporation;

- Approve the incurrence of any debt by the Corporation;

- Approve any expenditure by the Corporation in aggregate per year above a threshold amount set by the Member which is not included in an approved capital or operating budget;

- Approve and may initiate the commencement and settlement of any litigation by the Corporation;

- Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;
- Approve the dissolution of the Corporation with the approval of the Benedictine Sisters;
- Approve the sale by the Corporation of any assets outside the ordinary course of business or approved within the Corporation's budget;
- Assure that the Corporation remains a Catholic institution and adheres to the Ethical and Religious Directives for Catholic Health Care Services of the National Conference of Catholic Bishops as interpreted by the Archbishop of New York; and
- Exercise any power that is not specifically and explicitly reserved to the Corporation in this Certificate of Amendment of the Certificate of Incorporation or the bylaws of the Corporation or reserved to the Corporation by law or regulation."

FIFTH. This Certificate of Amendment of the Certificate of Incorporation of Benedictine Hospital was authorized by the vote of Health Alliance, Inc. its sole member, and by vote of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned subscribed this Certificate of Amendment of the Certificate of Incorporation and hereby affirms under penalties of perjury that its contents are true this 1st day of March, 2010

GABRIEL SOTTILE Chair

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

PUBLIC HEALTH COUNCIL

May 17, 2010

Peter J. Millock, Esq.
Nixon Peabody, LLP
Attorneys at Law
677 Broadway, 10th Floor
Albany, New York 12207

Re: Certificate of Amendment of the Certificate of Incorporation of Benedictine Hospital

Dear Mr. Millock:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 14h day of May, 2010, I hereby certify that the Public Health Council consents to the filing of the Certificate of Amendment of the Certificate of Incorporation of Benedictine Hospital, dated January 5, 2010.

Sincerely,

Colleen M. Frost

Colleen M. Frost
Executive Secretary

/cf

100521000 394

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

BENEDICTINE HOSPITAL

UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

FILED
2010 MAY 21 AM 11:17

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 21 2010
TAX $
BY:
Ulster

NIXON PEABODY LLP
677 Broadway, 10th Floor
Albany, New York 12207
(518) 427-2650

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS, File Number 130205001178 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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130205001178

~~AMENDED AND~~ RESTATED

CERTIFICATE OF INCORPORATION

OF

BENEDICTINE HOSPITAL

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

Michael Ryan and Ward Todd, being, respectively, the Chair and Vice-Chair of the Board of Directors of Benedictine Hospital, hereby certify:

FIRST: The name of the corporation is Benedictine Hospital (the "Corporation"). The name under which the Corporation was formed is Our Lady of Victory Sanitarium.

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State on November 7, 1902 pursuant to Chapter 559 of the Laws of 1895 of the State of New York.

THIRD: The Corporation is a corporation as defined in Subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL"). The Corporation is a type B corporation as defined in Section 201 of the NPCL and shall remain a type B corporation after this Restated Certificate of Incorporation is effectuated.

FOURTH: The Certificate of Incorporation of the Corporation is amended to effect the following amendments pursuant to the NPCL:

RECEIVED
NYS OFFICE OF THE ATTORNEY GENERAL
JAN 29 2013
CLAIMS & LITIGATION
POUGHKEEPSIE OFFICE

1. Paragraph "FIRST," stating the name of the corporation is hereby amended to change the name and to read in full as follows:

"FIRST: The name of the Corporation is HealthAlliance Hospital Mary's Avenue Campus (the "Corporation"). ~~The name under which the Corporation was formed is Our Lady of Victory Sanitarium.~~"

2. Paragraph "THIRD," stating the objects or purposes of the Corporation is hereby amended to change the purposes of the Corporation. Paragraph THIRD, as amended and restated, shall read in full as follows:

"THIRD: The Corporation shall have the following purposes:

(a) To establish, operate and maintain a general hospital in Ulster County, New York pursuant to Article 28 of the Public Health Law;

(b) To participate, insofar as circumstances may warrant, in any activity permitted by present law or future law designed to promote the general health of the community;

(c) To carry on educational activities related to the delivery of health care services or the promotion of health which, in the opinion of the members of the Corporation's Board may be justified by the facilities, personnel, funds or other requirements that are or can be made available;

(d) To solicit, receive and administer funds, contributions or grants from any source to be applied to charitable, educational and scientific purposes of the Corporation;

(e) To exercise all rights and privileges as a member of one or more other not-for-profit corporations and as a shareholder of one or more business corporations; and

(f) To take any and all actions which are incidental to and not inconsistent with the foregoing purposes of the Corporation and which are lawful for not-for-profit corporations, including, but not limited to, those powers set forth in Section 202 of the NPCL, to the extent such purposes are purposes described in Section 509(a)(1), (2), or (3) of the Internal Revenue Code of 1986, as amended (the "Code"). Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in NPCL Section 404(a) through (n), (p) through (s), (u) and (v), or Social Services Law Section 460-a. Nothing contained in this Restated Certificate of Incorporation shall authorize the Corporation to establish, operate or maintain a home care services agency, a hospice, or a health maintenance organization or comprehensive health services plan as provided for by Articles 36, 40 and 44 respectively of the Public Health Law. Notwithstanding any other provision of this Restated Certificate of Incorporation, the Corporation is organized exclusively for charitable, educational and scientific purposes, and the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation.

In the event that the Corporation shall at any time be a private foundation within the meaning of Section 509 of the Code, or the corresponding provision of any future United States internal revenue law, the Corporation, as long as it shall be such a private foundation, shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the Code and shall not engage in any of the following acts:

1. Any act of self-dealing as defined in Section 4941(d) of the Code;
2. Retaining any excess business holdings as defined in Section 4943(c) of the Code;
3. Making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or
4. Making any taxable expenditures as defined in Section 4945(d) of the Code.

3. A new Paragraph "FOURTH," naming the sole member of the Corporation and reserving certain powers to such member, is hereby amended to read in full as follows:

"FOURTH: The Corporation shall have one member: HealthAlliance, Inc. (the "Member"). The Corporation shall have the primary responsibility for assuring its commitment to its charitable mission, the quality of care provided at its facilities and oversight of plant facilities, which may include the employment of operations staff, billing for Corporation services under the Corporation's provider numbers, and the initiation of proposed amendments to the Corporation's policies, procedures and bylaws, the addition and deletion of services and related matters. Subject to the foregoing responsibilities, with respect to the Corporation, the Member shall have the following powers with respect to the Corporation:

- Adopt strategic plans, including, without limitation, plans for the reallocation of services between the Corporation and HealthAlliance Hospital Broadway Campus;
- Credential all licensed health care professionals to be providing services at the Corporation or its affiliates (subject to the adoption by the Corporation of amendments to its medical staff bylaws to the extent required to authorize such action);
- Supervise, oversee, monitor and participate in the credentialing, quality assurance, risk management and peer

review activities of the Corporation and share in any and all credentialing, quality assurance, risk management and peer review decisions of the Corporation;

- Elect and remove the members of the Board of Directors and board officers of the Corporation;
- Appoint and remove the corporate officers of the Corporation (which power may be delegated to the Member's chief executive officer) and approve the appointment of the chief executive officer of the Corporation;
- Approve and may initiate the adoption, deletion and amendment of the bylaws of the Corporation;
- Approve and may adopt the annual capital and operating budgets of the Corporation;
- Approve and may initiate the addition or deletion of services at the Corporation;
- Approve and may initiate the filing of certificate of need applications by the Corporation;
- Negotiate and approve all payor, managed care, vendor and equipment contracts for the Corporation;
- Approve the incurrence of any debt by the Corporation;
- Approve any expenditure by the Corporation in aggregate per year above a threshold amount set by the Member that is not included in an approved capital or operating budget;
- Approve and may initiate the commencement and settlement of any litigation by the Corporation;
- Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;
- Approve the dissolution of the Corporation;
- Approve the sale by the Corporation of any assets outside the ordinary course of business or approved within the Corporation's budget;

- Assure that the Corporation remains a secular institution; and

- Exercise any power that is not specifically and explicitly reserved to the Corporation in this Restated Certificate of Incorporation or the bylaws of the Corporation or reserved to the Corporation by law or regulation."

4. Paragraph "FIFTH," relating to the role of the Benedictine Sisters and reserved powers vested in the Benedictine Sisters, is hereby deleted.

5. Paragraph "SIXTH," is hereby renumbered as Paragraph "FIFTH"; Paragraph "SEVENTH" is hereby renumbered as Paragraph "SIXTH"; Paragraph "EIGHTH" is hereby renumbered as Paragraph "SEVENTH"; Paragraph "NINTH" is hereby renumbered as Paragraph "EIGHTH"; Paragraph "TENTH" is hereby renumbered as Paragraph "NINTH"; Paragraph "ELEVENTH" is hereby renumbered as Paragraph "TENTH".

FIFTH: The text of the Certificate of Incorporation is hereby restated, as amended, to read in full as follows:

~~AMENDED AND RESTATED~~

CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS

FIRST: The name of the corporation is HealthAlliance Hospital Mary's Avenue Campus (the "Corporation"). ~~The name under which the Corporation was formed is Our Lady of Victory Sanitarium.~~

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 ("NPCL") and is a type B corporation as defined in Section 201 of the NPCL.

THIRD: The Corporation shall have the following purposes:

(a) To establish, operate and maintain a general hospital in Ulster County, New York pursuant to Article 28 of the Public Health Law;

(b) To participate, insofar as circumstances may warrant in any activity permitted by present law or future law designed to promote the general health of the community;

(c) To carry on educational activities related to the delivery of health care services or the promotion of health which, in the opinion of the members of the Corporation's Board may be justified by the facilities, personnel, funds or other requirements that are or can be made available;

(d) To solicit, receive and administer funds, contributions or grants from any source to be applied to charitable, educational and scientific purposes of the Corporation;

(e) To exercise all rights and privileges as a member of one or more other not-for-profit corporations and as a shareholder of one or more business corporations; and

(f) To take any and all actions which are incidental to and not inconsistent with the foregoing purposes of the Corporation and which are lawful for not-for-profit corporations, including, but not limited to, those powers set forth in Section 202 of the NPCL, to the extent such purposes are purposes described in Section 509(a)(1), (2), or (3) of the Internal Revenue Code of 1986, as amended (the "Code"). Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in NPCL Section 404(a) through (n), (p) through (s), (u) and (v), or Social Services Law Section 460-a. Nothing contained in this Restated Certificate of Incorporation shall authorize the Corporation to establish, operate or maintain a home care services agency, a hospice, or a health maintenance organization or comprehensive health services plan as provided for by Articles 36, 40 and 44 respectively of the Public Health Law. Notwithstanding any other provision of this Restated Certificate of Incorporation, the Corporation is organized exclusively for charitable, educational and scientific purposes, and the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation.

In the event that the Corporation shall at any time be a private foundation within the meaning of Section 509 of the Code, or the corresponding provision of any future Untied States internal

revenue law, the Corporation, as long as it shall be such a private foundation, shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the Code and shall not engage in any of the following acts:

1. Any act of self-dealing as defined in Section 4941(d) of the Code;

2. Retaining any excess business holdings as defined in Section 4943(c) of the Code;

3. Making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or

4. Making any taxable expenditures as defined in Section 4945(d) of the Code.

FOURTH: The Corporation shall have one member: HealthAlliance, Inc. (the "Member"). The Corporation shall have the primary responsibility for assuring its commitment to its charitable mission, the quality of care provided at its facilities and oversight of plant facilities, which may include the employment of operations staff, billing for Corporation services under the Corporation's provider numbers, and the initiation of proposed amendments to the Corporation's policies, procedures and bylaws, the addition and deletion of services and related matters. Subject to the foregoing responsibilities, with respect to the Corporation, the Member shall have the following powers:

- Adopt strategic plans, including, without limitation, plans for the reallocation of services between the Corporation and HealthAlliance Hospital Broadway Campus;

- Credential all licensed health care professionals to be providing services at the Corporation or its affiliates (subject to the adoption by the Corporation of amendments to its medical staff bylaws to the extent required to authorize such action);

- Supervise, oversee, monitor and participate in the credentialing, quality assurance, risk management and peer review activities of the Corporation and share in any and all

credentialing, quality assurance, risk management and peer review decisions of the Corporation;

- Elect and remove the members of the Board of Directors and board officers of the Corporation;
- Appoint and remove the corporate officers of the Corporation (which power may be delegated to the Member's chief executive officer) and approve the appointment of the chief executive officer of the Corporation;
- Approve and may initiate the adoption, deletion and amendment of the bylaws of the Corporation;
- Approve and may adopt the annual capital and operating budgets of the Corporation;
- Approve and may initiate the addition or deletion of services at the Corporation;
- Approve and may initiate the filing of certificate of need applications by the Corporation;
- Negotiate and approve all payor, managed care, vendor and equipment contracts for the Corporation;
- Approve the incurrence of any debt by the Corporation;
- Approve any expenditure by the Corporation in aggregate per year above a threshold amount set by the Member that is not included in an approved capital or operating budget;
- Approve and may initiate the commencement and settlement of any litigation by the Corporation;
- Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;
- Approve the dissolution of the Corporation;
- Approve the sale by the Corporation of any assets outside the ordinary course of business or approved within the Corporation's budget;
- Assure that the Corporation remains a secular institution; and

- Exercise any power that is not specifically and explicitly reserved to the Corporation in this Restated Certificate of Incorporation or the bylaws of the Corporation or reserved to the Corporation by law or regulation.

FIFTH: The term of duration of the Corporation shall be perpetual.

SIXTH: The office of the Corporation within the State of New York is located in the County of Ulster.

SEVENTH: The Corporation hereby delegates to Vassar Brothers Hospital, a New York not-for-profit corporation, pursuant to Section 701(a) of the Not-For-Profit Corporation Law joint operational decision making authority over and responsibility with the Corporation for operation of an extension clinic in Ulster County, New York providing therapeutic radiology services (the "Therapeutic Radiology Extension Clinic"). The Corporation hereby accepts delegation of authority from Vassar Brothers Hospital for joint operational decision making authority over and responsibility with the Corporation for the Therapeutic Radiology Extension Clinic.

EIGHTH: No part of the assets, income or net earnings of the Corporation shall inure to the benefit of any member, director, trustee, officer or employee of the Corporation, or to any private individual, except as reasonable compensation for services rendered in effecting the purposes of the Corporation.

NINTH: In the event of dissolution of the Corporation, no distribution of any of the property or assets of the Corporation shall be made to any member, director, trustee, officer or employee of the Corporation, or to any private individual, but all of such property and assets shall be distributed to accomplish the charitable, educational and scientific purposes for which the Corporation is organized or distributed to such organizations as the Board of Directors of the Corporation shall direct and which qualify under Section 501(c)(3) of the Code, or the corresponding provision of any successor statute, subject to approval by a justice of the Supreme Court of the State of New York or any other court or judge having jurisdiction.

TENTH: The Secretary 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 shall mail a copy of any process against the Corporation served upon her/him is: 105 Mary's Avenue, Kingston, New York 12401.

SIXTH: This Amended and Restated Certificate of Incorporation was authorized by the vote of HealthAlliance, Inc., its sole member, and of its board of directors.

IN WITNESS WHEREOF, the undersigned, being at least eighteen (18) years of age, have subscribed and affirmed this Amended and Restated Certificate of Incorporation as true under the penalties of perjury on the date indicated next to each of their names:

Michael Ryan
Chair of the Board of Directors
Dated: November 1, 2012

Ward Todd
Vice-Chair of the Board of Directors
Dated: November 1, 2012

THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE. SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

ASSISTANT ATTORNEY GENERAL DATE 1/28/13

PHHPC

PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

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

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

December 26, 2012

Mr. Peter Millock
Nixon Peabody, LLP
677 Broadway, 10th Floor
Albany, New York 12207

Re: Amended and Restated Certificate of Incorporation of Benedictine Hospital

Dear Mr. Millock:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council and Health Planning Council held on the 6th day of December, 2012, I hereby certify that the Public Health and Health Planning Council consents to the filing of the Amended and Restated Certificate of Incorporation of Benedictine Hospital, dated November 1, 2012.

Sincerely,

Colleen M. Frost

Colleen M. Frost
Executive Secretary

/cf

The undersigned, a Justice of the Supreme Court of the State of New York for the Third Judicial District, in which the office of the Corporation is located, hereby approves the foregoing Amended and Restated Certificate of Incorporation of Benedictine Hospital.

Dated: February 4, 2013

Justice, Supreme Court

130205001178

~~AMENDED AND~~ RESTATED

CERTIFICATE OF INCORPORATION
OF
BENEDICTINE HOSPITAL

UNDER SECTION 805 OF THE NOT FOR PROFIT CORPORATION LAW

lcc

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 05 2013
BY: lmb

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2013 FEB -5 PM 2:53
RECEIVED

NIXON PEABODY LLP
677 Broadway, 10th Floor
Albany, New York 12207
(518) 427-2650

1267

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS, File Number 170914000423 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100009515999 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

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CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS

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

The undersigned, being the Chair of the Board of Directors of HealthAlliance Hospital Mary's Avenue Campus, hereby certifies:

1. The name of the corporation is HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS (the "Corporation"). The name under which the Corporation was formed was "Our Lady of Victory Sanitarium."

2. The Certificate of Incorporation of the Corporation was filed by the Department of State on November 7, 1902 pursuant to Chapter 559 of the Laws of 1895 of the State of New York. A Restated Certificate of Incorporation of the Corporation was filed on February 5, 2013.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law of the State of New York (the "NPCL").

4. The Certificate of Incorporation is hereby amended to effect the following changes as authorized under subparagraphs (b)(3), (b)(5) and (b)(8) of Section 801 of the NPCL.

(a) Paragraph FOURTH of the Certificate of Incorporation, which identifies the member of the Corporation and sets forth the member's rights and powers and the powers of the Corporation, is revised to (i) subject certain of the powers of the Corporation to the approval of the Corporation's sole member, HealthAlliance, Inc., and (ii) grant additional

rights and powers to the member of HealthAlliance, Inc., WMC Health Network-Ulster, Inc. Accordingly, Paragraph FOURTH shall be amended in its entirety to read as follows:

"FOURTH: The Corporation shall have one member: HealthAlliance, Inc. (the "Member"). The Corporation shall have the primary responsibility for assuring its commitment to its charitable mission, the quality of care provided at its facilities and oversight of plant facilities, which may include the employment of operations staff, billing for services under the Corporation's provider numbers, the initiation of proposed amendments to the Corporation's policies, procedures and bylaws, and the proposed addition and deletion of services and related matters. Subject to the following responsibilities, the Member shall have the following powers with respect to the Corporation:

- Adopt strategic plans, including, without limitation, plans for the reallocation of services between the Corporation and HealthAlliance Hospital Broadway Campus;

- Credential all licensed health care professionals to be providing services at the Corporation or its affiliates (subject to the adoption by the Corporation of amendments to its medical staff bylaws to the extent required to authorize such action);

- Supervise, oversee, monitor and participate in the credentialing, quality assurance, risk management and peer review activities of the Corporation and share in any and all credentialing, quality assurance, risk management and peer review decisions of the Corporation;

- Elect and remove the members of the Board of Directors and board officers of the Corporation;

- Appoint and remove the corporate officers of the Corporation (which power may be delegated to the Member's chief executive officer) and approve the appointment of the chief executive officer of the Corporation;

- Approve and may initiate the adoption, deletion and amendment of bylaws of the Corporation;

- Approve and may adopt the annual capital and operating budgets of the Corporation, subject to the approval of WMC Health Network-Ulster, Inc. ("WMC-Health");

- Approve and may adopt operating policies and procedures of the Corporation, subject to the approval of WMC-Health;

- Approve and may initiate the addition or deletion of services at the Corporation;

- Approve and may initiate the filing of certificate of need applications by the Corporation;

• Negotiate and approve all vendor and equipment contracts for the Corporation;

• Approve the incurrence of any debt by the Corporation;

• Approve any expenditure by the Corporation in aggregate per year above a threshold amount set by the Member which is not included in an approved capital or operating budget;

• Approve and may initiate the commencement and settlement of any litigation by the Corporation;

• Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;

• Approve the dissolution of the Corporation;

• Approve the sale by the Corporation of any assets outside the ordinary course of business or approved within the Corporation's budget;

• Assure that the Corporation remains a secular institution; and

• Exercise any power that is not specifically and explicitly reserved to the Corporation in this Certificate of Incorporation or the Bylaws of the Corporation, or expressly reserved to the Corporation by law or regulation.

In addition, WMC-Health shall be entitled to exercise all of the following rights and powers with respect to the Corporation:

• Negotiation of payor and managed care contracts on behalf of the Corporation;

• Approval of the annual capital and operating budgets of the Corporation; and

• Approval of the operating policies and procedures of the Corporation.

(b) Paragraph TENTH of the Certificate of Incorporation, regarding service of process, shall be amended in its entirety to read as follows:

"TENTH: The Secretary of 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 shall mail a copy of any process against the Corporation served upon her/him is: Office of Legal Affairs, Attention: General Counsel, Westchester Medical Center, Executive Offices at Taylor Pavilion, 100 Woods Road, Valhalla, NY 10595."

5. This Amendment to the Certificate of Incorporation of the Corporation was authorized by vote of the Board of Directors of the Corporation and written consent of the sole member of the Corporation.

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

Office of Legal Affairs
Attention: General Counsel
Westchester Medical Center
Executive Offices at Taylor Pavilion
100 Woods Road
Valhalla, NY 10595

Dated: February 6, 2017

Name: Thomas Collins
Title: Chair, Board of Directors

THE ATTORNEY GENERAL HEREBY APPROVES THE FOREGOING CERIFICATE OF AMENDMENT FOR FILING WITH THE DEPARTMENT OF STATE

ASSISTANT ATTORNEY GENERAL

JILL FAGER

8/23/17
DATE

PHHPC

PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

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

(518) 402-0964
PHHPC@health.ny.gov

May 23, 2017

Patricia Smyth
Cicero Consulting Associates
701 Westchester Avenue, Suite 210W
White Plains, New York 10604

Re: Certificate of Amendment of the Certificate of Incorporation of HealthAlliance Hospital Mary's Avenue Campus

Dear Ms. Smyth:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health and Health Planning Council held on the 9th day of March, 2017, I hereby certify that the Public Health and Health Planning Council consents to the filing of the Certificate of Amendment of the Certificate of Incorporation of HealthAlliance Hospital Mary's Avenue Campus, dated February 6, 2017.

Sincerely,

Colleen M. Leonard

Colleen M. Leonard
Executive Secretary

/cl

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CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS

(Under Section 803 of the Not-For-Profit Corporation Law of the State of New York)

Filed by:

Christina Van Vort, Esq.
Garfunkel Wild, P.C.
111 Great Neck Road
Great Neck, New York 11021
(516) 393-2200

ICC

STATE OF NEW YORK
DEPARTMENT OF STATE
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BY:

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS, File Number 190115000681 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 16, 2026.

WALTER T. MOSLEY
Secretary of State

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100009516000 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

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CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS

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

The undersigned, being the Chair of the Board of Directors of HealthAlliance Hospital Mary's Avenue Campus, hereby certifies:

1. The name of the corporation is HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS (the "Corporation"). The name under which the Corporation was formed was "Our Lady of Victory Sanitarium."

2. The Certificate of Incorporation of the Corporation was filed by the Department of State on November 7, 1902 pursuant to Chapter 559 of the Laws of 1895 of the State of New York. A Restated Certificate of Incorporation of the Corporation was filed on February 5, 2013. A Certificate of Amendment of the Certificate of Incorporation was filed on September 14, 2017.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law of the State of New York (the "NPCL").

4. The Certificate of Incorporation is hereby amended to effect the following change as authorized under subparagraph (b)(3) of Section 801 of the NPCL. Paragraph FOURTH of the Certificate of Incorporation, which identifies the sole member of the Corporation as HealthAlliance, Inc. ("HealthAlliance"), and sets forth HealthAlliance's rights and powers and the powers of the Corporation, is revised to delete certain rights and powers that WMC Health Network-Ulster, Inc., the sole member of HealthAlliance, has with respect to the Corporation

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and grant certain rights and powers to Westchester County Health Care Corporation.

Accordingly, Paragraph FOURTH shall be amended in its entirety to read as follows:

> "FOURTH: The Corporation shall have one member Health Alliance, Inc. (the "Member"). The Corporation shall have the primary responsibility for assuring its commitment to its charitable mission, the quality of care provided at its facilities and oversight of plant facilities, which may include the employment of operations staff, billing for services under the Corporation's provider numbers, the initiation of proposed amendments to the Corporation's policies, procedures and bylaws, and the proposed addition and deletion of services and related matters. Subject to the following responsibilities, the Member shall have the following powers with respect to the Corporation:
>
> - Adopt strategic plans, including, without limitation, plans for reallocation of services between the Corporation and HealthAlliance Hospital Broadway Campus;
>
> - Credential all licensed health care professionals to be providing services at the Corporation or its affiliates (subject to the adoption by the Corporation of amendments to its medical staff bylaws to the extent required to authorize such action);
>
> - Supervise, oversee, monitor and participate in the credentialing, quality assurance, risk management and peer review activities of the Corporation and share in any and all credentialing, quality assurance, risk management and peer review decisions of the Corporation;
>
> - Elect and remove the members of the Board of Directors and board officers of the Corporation;
>
> - Appoint and remove the corporate officers of the Corporation (which power may be delegated to the Member's chief executive officer) and approve the appointment of the chief executive officer of the Corporation;
>
> - Approve and may initiate the adoption, deletion and amendment of bylaws of the Corporation;
>
> - Approve and may adopt the annual capital and operating budgets of the Corporation, subject to the approval of Westchester County Health Care Corporation ("WCHCC");

- Approve and may adopt operating policies and procedures of the Corporation, subject to the approval of WCHCC;

- Approve and may initiate the addition or deletion of services at the Corporation;

- Approve and may initiate the filing of certificate of need applications by the Corporation, subject to the approval of WCHCC;

- Negotiate and approve all vendor and equipment contracts for the Corporation;

- Approve the incurrence of any debt by the Corporation;

- Approve any expenditure by the Corporation in aggregate per year above a threshold amount set by the Member which is not included in an approved capital or operating budget;

- Approve and may initiate the commencement and settlement of any litigation by the Corporation;

- Approve and may initiate the formation of or the alignment or affiliation with any corporations or other entities;

- Approve the dissolution of the Corporation;

- Approve the sale by the Corporation of any assets outside the ordinary course of business or approved within the Corporation's budget;

- Assure that the Corporation remains a secular institution; and

- Exercise any power that is not specifically and explicitly reserved to the Corporation in this Certificate of Incorporation or the Bylaws of the Corporation, or expressly reserved to the Corporation by law or regulation.

In addition, WCHCC shall be entitled to exercise all of the following rights and powers with respect to the Corporation:

- Negotiation of payor and managed care contracts on behalf of the Corporation;

- Approval of the annual capital and operating budgets of the Corporation;

- Approval of the operating policies and procedures of the Corporation; and

- Approval and initiation of the filing of certificate of need applications by the Corporation."

5. This Amendment to the Certificate of Incorporation of the Corporation was authorized by the sole member of the Corporation.

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

Office of Legal Affairs
Attention: General Counsel
Westchester Medical Center
Executive Offices at Taylor Pavilion
100 Woods Road
Valhalla, NY 10595

Dated: 4-20, 2018

Name: Thomas Collins
Title: Chair, Board of Directors

THE ATTORNEY GENERAL HEREBY APPROVES THE FORGOING CERTIFICATE OF AMENDMENT FOR FILING WITH THE DEPARTMENT OF STATE

ASSISTANT ATTORNEY GENERAL — DATE

Jill Faber 1/10/19

JILL F. FABER

PHHPC

PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

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

(518) 402-0964
PHHPC@health.ny.gov

November 15, 2018

Patricia Smyth
Cicero Consulting Associates
701 Westchester Avenue, Suite 210W
White Plains, New York 10604

Re: Certificate of Amendment of the Certificate of Incorporation of HealthAlliance Hospital Mary's Avenue Campus

Dear Ms. Smyth:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health and Health Planning Council held on the 12th day of April 2018, 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 HealthAlliance Hospital Mary's Avenue Campus, dated April 20, 2018.

Please email a copy of the Notice of Filing to the Operating Certificate Unit, at HFISmb@health.ny.gov

Sincerely,

Colleen M. Leonard

Colleen M. Leonard
Executive Secretary

/cl

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CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS

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

FILED
2019 JAN 15 PM 2:00

FILER

GARFUNKEL WILD, P.C.
ATTORNEYS AT LAW
111 GREAT NECK ROAD
GREAT NECK, NY 11021

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STATE OF NEW YORK
DEPARTMENT OF STATE
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HEALTHALLIANCE HOSPITAL MARY'S AVENUE CAMPUS

RESOLUTION OF THE BOARD OF DIRECTORS NO. 2-2026

WHEREAS, Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC") is a New York public benefit corporation created by the Westchester County Health Care Corporation Act, New York Public Authorities Law §§ 3300–3321, enacted on February 11, 1997 (as may be amended from time to time, the "Act"), performing essential governmental functions and operating health facilities and services pursuant to the Act and applicable laws and regulations; and

WHEREAS, HealthAlliance, Inc. (the "Member" or "HealthAlliance"), is the sole corporate member of HealthAlliance Hospital Mary's Avenue Campus, a New York State not-for-profit corporation (the "Corporation"); and

WHEREAS, to advance their respective public and charitable missions and improve their ability to provide coordinated, high-quality patient care, the Corporation, the Member, and WMC have determined it is in their best interests to further integrate hospital operations by combining the Corporation's license under Article 28 of the New York State Public Health Law ("Article 28") and all related health care services and operations (the "Hospital") with WMC's license, such that the Hospital becomes a licensed location of WMC, benefitting patient populations and communities served both by the Corporation and WMC; and

WHEREAS, in addition to the Corporation, HealthAlliance includes the operations and assets of HealthAlliance Hospital Broadway Campus under a single Article 28 license (together with the Corporation, the "HealthAlliance Hospitals"), and WMC is the ultimate corporate parent of St. Anthony Community Hospital, Warwick, New York, Good Samaritan Hospital of Suffern, N.Y., and Bon Secours Community Hospital (the "Charity Hospitals"), each of which will integrate its Article 28 license with WMC, such that each of the Charity Hospitals and HealthAlliance Hospitals becomes a licensed location of WMC (the "Transaction"); and

WHEREAS, in support of the Transaction, the New York State Department of Health (the "DOH") awarded, through the Safety Net Transformation Program, certain grant funds and regulatory waivers to support the Transaction and the broader integration of the Charity Hospitals and the Hospital into WMC, pursuant to that certain Safety Net Transformation Program Award Letter dated December 17, 2025 (the "Award Letter"), issued by the DOH to WMC, the Member, and Bon Secours Charity Health System, Inc.; and

WHEREAS, the Board of Directors of the Corporation (the "Board") has observed that in addition to the anticipated benefits to be realized through the Award Letter, the Transaction will enable the licensed medical facilities currently operated by the Corporation to gain access to government payer reimbursement and funding available to WMC as a public benefit corporation, and to receive

the benefits of clinical collaboration that will result from being a more integrated part of the WMC system; and

WHEREAS, the Corporation's participation in the Transaction will be consummated through (i) the transfer by the Corporation to WMC of substantially all of the assets and operations of the Corporation related to the operation of the Hospital (the "Transferred Assets") pursuant to the terms of an Asset Transfer and Assumption Agreement (the "Asset Transfer Agreement"), (ii) the assumption by WMC of certain of the Corporation's liabilities related to the Hospital (the "Assumed Liabilities") pursuant to the terms of the Asset Transfer Agreement, and (iii) the entry into a master lease between the Corporation, as landlord, and WMC, as tenant (the "Master Lease"), under which the Corporation will lease to WMC the Corporation-owned real property comprising the Hospital, including the Hospital's main campus located at 105 Mary's Avenue, Kingston (Ulster County), New York 12401, the details of which are set forth in the Master Lease, the terms of which were presented to the Board; and

WHEREAS, HealthAlliance is currently responsible for amounts due under the First Restatement of Consolidated, Amended and Restated Reimbursemcnt Agreement with the Dormitory Authority of the State of New York ("DASNY") dated June 28, 2024, as amended June 30, 2025 (principal amount of $60,274,149.41 as of December 31, 2025) (the "DASNY Reimbursement Agreement") for and on behalf of the Corporation and HealthAlliance Hospital Broadway Campus, and to which DASNY Reimbursement Agreement the Corporation and HealthAlliance Hospital Broadway Campus are guarantors and which debt thereunder is secured by real estate owned by the Corporation and HealthAlliance Hospital Broadway Campus; and

WHEREAS, the Corporation has obtained and presented to the Board an independent valuation of the Transferred Assets and the Master Lease, valued together as an enterprise with the other Charity Hospitals and HealthAlliance Hospitals, which provide a midpoint value of $221,064,000; and

WHEREAS, in support of the Corporation's continued operations following the closing of the Transaction, simultaneously with the execution of the Asset Transfer Agreement, the Corporation and WMC will enter into an Administrative Services Agreement (the "Administrative Services Agreement"), pursuant to which the Corporation will provide administrative and clinical staffing services to WMC at the Hospital, and WMC will reimburse the Corporation for the cost of such staff salaries, benefits, and related operating costs; and

WHEREAS, the Board has reviewed the components of the consideration to be received by the Corporation in connection with the Transaction, including (i) WMC's assumption of the Assumed Liabilities, (ii) WMC's assumption of direct, first-dollar responsibility under the DASNY Reimbursement Agreement, which assumption both relieves the Corporation of its responsibilities related to the DASNY Reimbursement Agreement and constitutes additional consideration over and above the existing guarantee (iii) WMC's commitment to operate the Hospital as a licensed

location of WMC and to maintain the scope and quality of existing clinical programs and services at the Hospital, (iv) the relief from continued operational responsibility and expense for the Hospital, and (v) the financial, capital, and operational benefits available under the Award Letter; and

WHEREAS, after reviewing the components of consideration described above, the Corporation's current financial condition, and the benefits of the Transaction to the Corporation, the Board has determined that the consideration to be received by the Corporation pursuant to the Transaction is fair and reasonable to the Corporation within the meaning of Section 510 of the New York Not-for-Profit Corporation Law (the "NPCL"), and that the assumption of the Assumed Liabilities by WMC, together with the other consideration described above, relieves the Corporation of continued operational responsibility and expense for, and ensures the integration, of the Hospital with WMC, all of which promotes the financial stability of the Hospital, assures the Corporation of the Hospital's continued operation, and is in the best interests of the Corporation; and

WHEREAS, the Board, following approval by the Executive Committee of the Board, has reviewed and considered the proposed Asset Transfer Agreement, Administrative Services Agreement, Master Lease, and other ancillary agreements (collectively, the "Transaction Documents"), which detail the terms and conditions of the Transaction, each in substantially the forms presented to the Board; and

WHEREAS, the Board acknowledges that consummation of the Transaction is subject to the receipt of all required regulatory approvals pursuant to Sections 510 and 511-a of the NPCL (collectively, the "Required Approvals"); and

WHEREAS, the Board acknowledges that upon consummation of the Transaction and effective as of the closing of the Transaction (the "Closing"), certain members of the Board will resign and/or be removed from their positions and the Member will appoint additional individuals to serve as Directors, the Directors who will resign and/or be removed are set forth in Exhibit A, and the Directors who will comprise the Board following the Closing are set forth in Exhibit B; and

WHEREAS, the Board has determined that certain individuals should be appointed as Board Observers, effective as of the Closing, and such Board Observers are set forth in Exhibit C; and

WHEREAS, following the Closing, the Corporation will not dissolve but will be operated as a not-for-profit corporation pursuant to Section 601 of the NPCL to continue to employ certain of the Corporation's employees and to hold certain real property, and the Board further acknowledges that certain modifications to the Corporation's Bylaws to be effective as of the Closing substantially in the form attached hereto as Exhibit D (the "A&R Bylaws") and, ultimately, after receipt of regulatory approvals immediately necessary for the Closing and approval of the Member, to the Corporation's Certificate of Incorporation, substantially in the form attached hereto as Exhibit E (the "Restated COI," together with the A&R Bylaws, the "Governance

Amendments") are necessary to effectuate certain agreed-upon provisions of the Transaction Documents and the purposes of the Transaction; and

WHEREAS, the Board has considered the Corporation's intended use of the consideration to be received by the Corporation in connection with the Transaction, and the Board hereby determines that, following the closing of the Transaction, the Corporation will apply such consideration (including amounts received under the Administrative Services Agreement, the Master Lease, and the other Transaction Documents) to (i) continue to employ its remaining personnel and provide administrative and clinical staffing services in support of the Hospital, (ii) hold and maintain the Corporation's real property, including pursuant to the Master Lease, (iii) satisfy the Corporation's retained liabilities and ongoing operating expenses, and (iv) otherwise carry out the Corporation's remaining charitable activities and purposes post-closing of the Transaction; and

WHEREAS, in light of the foregoing findings, the Board, having reviewed potential conflicts of interest in accordance with the Corporation's Conflict-of-Interest Policy and Section 715 of the NPCL, has determined that there are no officers, directors, or key persons who have an interest in the Transaction that would preclude such person from participating in past or present deliberations or votes of the Board related to the recommendations set forth herein, and finds that it is advisable and in the best interests of the Corporation to (i) approve the Transaction, the Asset Transfer Agreement, the Master Lease, the Administrative Services Agreement, and each of the other Transaction Documents, (ii) approve the Governance Amendments, (iii) authorize the Authorized Officers (as defined below) to finalize and execute the Transaction Documents and to take all actions necessary or desirable to consummate the Transaction, (iv) recommend that the Member, as the sole corporate member of the Corporation, approve the Transaction and the Transaction Documents, and (v) authorize the submission of all materials necessary to obtain the Required Approvals, in each case subject to the consent of the Member, to the foregoing.

NOW THEREFORE, BE IT:

Approval of the Transaction

RESOLVED, that the Board, after careful consideration, hereby (i) determines that the Transaction is in the best interests of the Corporation, (ii) determines, pursuant to Section 510 of the NPCL, that the consideration to be received by the Corporation in connection with the Transaction is fair and reasonable to the Corporation, (iii) determines that the Transaction is in furtherance of, and promotes, the charitable purposes of the Corporation and the interests of its Member, as required by Sections 510 and 511 of the NPCL, by more closely aligning the Hospital with WMC and enhancing access to and the quality of clinical services for the patient populations and communities served by the Corporation and WMC, and (iv) subject to the approval of the Member as the sole corporate member of the Corporation and the receipt of the Required Approvals, hereby approves the Transaction.

RESOLVED, that the Board, following approval by the Executive Committee of the Board, hereby ratifies and approves such approval of the Executive Committee of the Board, the Asset Transfer Agreement, the Administrative Services Agreement, the Master Lease, and each of the other Transaction Documents, in each case in substantially the forms presented to the Board, with such changes therein and additions thereto as the members of the Corporation's senior management (each, an "Authorized Officer"), or any of them acting singly, shall approve, such approval to be conclusively evidenced by the execution and delivery thereof; and the Authorized Officers, or any of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to execute and deliver each of the Transaction Documents to which the Corporation is a party, and to perform the Corporation's obligations thereunder.

Recommendation to the Member

RESOLVED, the Board hereby recommends that the Member, as the sole corporate member of the Corporation, approve the Transaction, the Transaction Documents, and the Governance Amendments, and authorize the Corporation to take such other actions as may be necessary or appropriate to consummate the Transaction; provided that the filing of the Restated COI with the Secretary of State of the State of New York shall follow the receipt of Regulatory Approvals and consummation of the Transaction.

Authorization to Submit 510/511 Petition and Pursue Required Approvals

RESOLVED, that the Authorized Officers, or any of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to prepare, execute, deliver, and file all materials necessary or appropriate to obtain the Required Approvals.

Recognition of Removal and Appointment of Board Members

RESOLVED, that the Board hereby recognizes that the individuals identified on Exhibit A attached hereto have resigned or have been duly removed from the Board by the Member, effective as of the Closing, and that the Member has appointed certain individuals to serve as members of the Board, also effective as of the Closing, such that the membership of the Board following the Closing is identified on Exhibit B attached hereto.

Appointment of Board Observers

RESOLVED, that the Board hereby appoints certain individuals to serve as Board Observers, effective as of the Closing, such that the Board Observers following the Closing are identified on Exhibit C attached hereto.

Amendment and Restatement of the Governance Documents

RESOLVED, that the Board hereby approves the Governance Amendments, consisting of the Restated COI, subject to any required approval of the Member and applicable regulatory filings,

and the A&R Bylaws, with the A&R Bylaws to be contingent upon and only effective upon the Closing of the Transaction, and authorizes the Authorized Officers to execute, acknowledge, deliver, and file the Restated COI and to take all actions necessary, appropriate, or desirable to give effect thereto following receipt of the Regulatory Approvals and consummation of the Transaction.

Authorization to Effectuate the Intent of the Foregoing Resolutions

RESOLVED, that the Corporation is hereby authorized to fully perform its obligations under each of the foregoing and to execute, deliver and perform any such other agreements or amendments and to engage, without limitation, in such other transactions, arrangements or activities as are reasonably related to, or incident to, or which will serve to facilitate or enhance for the benefit of the Corporation, the transactions contemplated by these resolutions, and to enter into such other arrangements or understandings as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and each of the foregoing resolutions; and each Authorized Officer acting singly as authorized from time to time, on behalf of the Corporation, to execute, acknowledge, file and deliver any agreements, certificates, modifications, notices, applications, waivers, consents or other documents, and to take such other actions, including the payment of any fees and expenses, by his or her judgment necessary or desirable in connection with the foregoing resolutions, the taking of any such action to be conclusive evidence that the same has been authorized and approved by the Board.

RESOLVED, that the omission from these resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements, documents or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, the foregoing resolutions.

RESOLVED, that all acts and things previously done by any Authorized Officer or other director, officer, employee or agent of the Corporation, on or prior to the date hereof, in the name and on behalf of the Corporation, in connection with the transactions contemplated by the foregoing resolutions, are in all respects ratified, approved, confirmed and adopted as acts and deeds by and on behalf of the Corporation.

RESOLVED, that these resolutions shall take effect immediately; provided that any resolution authorizing action contingent on the Closing of the Transaction shall be effective only upon the Closing of the Transaction.

* * * * *

STATE OF NEW YORK

)ss:

ULSTER COUNTY

I HEREBY CERTIFY that I have compared the foregoing resolutions with the original resolutions on file in my office, which were duly adopted by the affirmative vote of not less than two-thirds of the entire Board, in accordance with Section 510 of the NPCL, at a legally convened meeting held on the 15th day of July, 2026 and that the same is a true and complete copy therefrom and the whole of the said original.

I further certify that the full Board consists of 7 voting directors, that a quorum of the Board consists of 4 directors, that 7 of such voting directors were present at such meeting, and that 7 of such voting directors voted in favor of the above resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of July, 2026.

Ann Marie Soares
Assistant Secretary
HealthAlliance Hospital Mary's Avenue Campus

HEALTHALLIANCE, INC.

RESOLUTION OF THE BOARD OF DIRECTORS NO. 2-2026

WHEREAS, Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC") is a New York public benefit corporation created by the Westchester County Health Care Corporation Act, New York Public Authorities Law §§ 3300–3321, enacted on February 11, 1997 (as may be amended from time to time, the "Act"), performing essential governmental functions and operating health facilities and services pursuant to the Act and applicable laws and regulations; and

WHEREAS, WMC (the "Member") is the sole corporate member of HealthAlliance, Inc., a New York not-for-profit corporation (the "Corporation"); and

WHEREAS, the Corporation is the sole corporate member of HealthAlliance Hospital Mary's Avenue Campus ("Mary's Avenue") and HealthAlliance Hospital Broadway Campus ("Broadway") (together, the "HealthAlliance Hospitals"), and acts through its Board of Directors (the "Board") as a member of each; and

WHEREAS, to advance their respective public and charitable missions and improve their ability to provide coordinated, high-quality patient care, the Corporation, the HealthAlliance Hospitals, and WMC have determined it is in their best interests to further integrate hospital operations by combining the HealthAlliance Hospitals' license under Article 28 of the New York State Public Health Law ("Article 28") and all related health eare services and operations with WMC's license, such that the HealthAlliance Hospitals become licensed locations of WMC, benefitting patient populations and communities served both by the HealthAlliance Hospitals and WMC; and

WHEREAS, in addition to the HealthAlliance Hospitals, WMC is the ultimate corporate parent of hospitals licensed under Article 28 operated by St. Anthony Community Hospital, Warwick, New York, Good Samaritan Hospital of Suffern, N.Y., and Bon Secours Community Hospital (together, the "Charity Hospitals"), each of which will integrate its Article 28 license with WMC, such that each of the HealthAlliance Hospitals and Charity Hospitals becomes a licensed location of WMC (the "Transaction"); and

WHEREAS, in support of the Transaction, the New York State Department of Health (the "DOH") awarded, through the Safety Net Transformation Program, certain grant funds and regulatory waivers to support the Transaction and the broader integration of the HealthAlliance Hospitals and Charity Hospitals into WMC, pursuant to that certain Safety Net Transformation Program Award Letter dated December 17, 2025 (the "Award Letter"), issued by the DOH to WMC, the Corporation, and Bon Secours Charity Health System, Inc.; and

WHEREAS, the Board of Directors of the Corporation (the "Board") has observed that in addition to the anticipated benefits to be realized through the Award Letter, the Transaction will enable the licensed medical facilities currently operated by the HealthAlliance Hospitals to gain access to

government payer reimbursement and funding available to WMC as a public benefit corporation, and to receive the benefits of clinical collaboration that will result from being a more integrated part of the WMC system; and

WHEREAS, the HealthAlliance Hospitals' participation in the Transaction will be consummated through (i) the transfer by Mary's Avenue and Broadway to WMC of substantially all of the assets and operations related to the operation of the HealthAlliance Hospitals (the "Transferred Assets") pursuant to the terms of applicable Asset Transfer and Assumption Agreements (the "Asset Transfer Agreements"), (ii) the assumption by WMC of certain liabilities of the Corporation, Mary's Avenue, and Broadway related to the operation of the HealthAlliance Hospitals (the "Assumed Liabilities") pursuant to the terms of applicable Asset Transfer Agreements, and (iii) the entry into master leases between Mary's Avenue and Broadway, as respective landlords, and WMC, as tenant under each master lease (the "Master Leases"), under which Mary's Avenue and Broadway will lease to WMC owned real property comprising the HealthAlliance Hospitals, the details of which are set forth in the Master Leases, the terms of which were presented to the Board; and

WHEREAS, the Corporation is currently responsible for amounts due under the First Restatement of Consolidated, Amended and Restated Reimbursement Agreement with the Dormitory Authority of the State of New York ("DASNY") dated June 28, 2024, as amended June 30, 2025 (principal amount of $60,274,149.41 as of December 31, 2025) (the "DASNY Reimbursement Agreement") for and on behalf of Mary's Avenue and Broadway, and to which DASNY Reimbursement Agreement Mary's Avenue and Broadway are guarantors and which debt thereunder is secured by real estate owned by Mary's Avenue and Broadway; and

WHEREAS, the HealthAlliance Hospitals have obtained and presented to the Board an independent valuation of the Transferred Assets and Master Leases, valued together as an enterprise with the Charity Hospitals, which provide a midpoint value of $221,064,000; and

WHEREAS, in support of the HealthAlliance Hospitals' continued operation following the closing of the Transaction, simultaneously with the execution of the Asset Transfer Agreement, Mary's Avenue and WMC will enter into an Administrative Services Agreement (the "Administrative Services Agreement"), pursuant to which Mary's Avenue will provide administrative and clinical staffing services to WMC at the HealthAlliance Hospitals, and WMC will reimburse Mary's Avenue for the cost of such staff salaries, benefits, and related operating costs; and

WHEREAS, the Board has reviewed the components of the consideration to be received by the HealthAlliance Hospitals in connection with the Transaction, including (i) WMC's assumption of the Assumed Liabilities, (ii) WMC's assumption of direct, first-dollar responsibility under the DASNY Reimbursement Agreement, which assumption both relieves Mary's Avenue and Broadway of their responsibilities related to the DASNY Reimbursement Agreement and constitutes additional consideration over and above the existing guarantee (iii) WMC's

commitment to operate the HealthAlliance Hospitals as licensed locations of WMC and to maintain the scope and quality of existing clinical programs and services at the HealthAlliance Hospitals, (iv) the relief from continued operational responsibility and expense for the HealthAlliance Hospitals, and (v) the financial, capital, and operational benefits available under the Award Letter; and

WHEREAS, after reviewing the components of consideration described above, the Corporation's current financial condition, and the benefits of the Transaction to the Corporation and the HealthAlliance Hospitals, the Board has determined that the consideration to be received by the HealthAlliance Hospitals pursuant to the Transaction is fair and reasonable within the meaning of Section 510 of the New York Not-for-Profit Corporation Law (the "NPCL"), and that the assumption of the Assumed Liabilities by WMC, together with the other consideration described above, relieves the Corporation and the HealthAlliance Hospitals of continued operational responsibility and expense for, and ensures the integration of, the HealthAlliance Hospitals with WMC, all of which promotes the financial stability of the HealthAlliance Hospitals, assures the Corporation of the HealthAlliance Hospitals' continued operation, and is in the best interests of the Corporation; and

WHEREAS, the Board, following approval by the Executive Committee of the Board, has reviewed and considered the proposed Asset Transfer Agreements, Administrative Services Agreement, Master Leases, and other ancillary agreements (collectively, the "Transaction Documents"), which detail the terms and conditions of the Transaction, each in substantially the forms presented to the Board; and

WHEREAS, the Board acknowledges that consummation of the Transaction is subject to the receipt of all required regulatory approvals pursuant to Sections 510 and 511-a of the NPCL and review by the Office of the New York Attorney General thereunder (collectively, the "Required Approvals"); and

WHEREAS, the Board acknowledges that upon consummation of the Transaction, and effective as of the closing of the Transaction (the "Closing"), certain members of the Board will resign and/or be removed from their positions and the Member will appoint additional individuals to serve as Directors, the Directors who will resign and/or be removed are set forth in Exhibit A, and the Directors who will comprise the Board following the Closing are set forth in Exhibit B; and

WHEREAS, following the Closing, the HealthAlliance Hospitals will not dissolve but will be operated as not-for-profit corporations pursuant to Section 601 of the NPCL to continue to employ certain employees and to hold certain real property, and the Board further acknowledges that certain modifications to the Corporation's Bylaws to be effective as of the Closing substantially in the form attached hereto as Exhibit C (the "A&R Bylaws") and, ultimately, after receipt of regulatory approvals immediately necessary for the Closing and approval of the Member, to the Corporation's Certificate of Incorporation, substantially in the form attached hereto as Exhibit D (the "Restated COI," together with the A&R Bylaws, the "Governance Amendments") are

necessary to effectuate certain agreed-upon provisions of the Transaction Documents and the purposes of the Transaction; and

WHEREAS, the Corporation, as the sole corporate member of each of Mary's Avenue and Broadway, holds the reserved power to approve amendments to their respective certificates of incorporation and bylaws and to appoint, elect, and remove the members of their respective Boards of Directors; and

WHEREAS, in connection with the consummation of the Transaction and effective as of the Closing, certain members of the Boards of Directors of Mary's Avenue and Broadway (the "Subsidiary Boards") will resign and/or be removed from their positions and the Corporation will appoint additional individuals to serve as Directors, the Directors who will resign and/or be removed are set forth in Exhibit E-1 and Exhibit E-2, and the Directors who will comprise the Subsidiary Boards following the Closing are set forth in Exhibit F-1 and Exhibit F-2; and

WHEREAS, certain modifications to the Bylaws of each of Mary's Avenue and Broadway, to be effective as of the Closing, substantially in the forms attached hereto as Exhibit G-1 and Exhibit G-2 (the "Subsidiary A&R Bylaws"), and, ultimately, after receipt of regulatory approvals immediately necessary for the Closing and approval of the Corporation, to the Certificates of Incorporation of each of Mary's Avenue and Broadway, substantially in the forms attached hereto as Exhibit H-1 and Exhibit H-2 (the "Subsidiary Restated COIs," together with the Subsidiary A&R Bylaws, the "Subsidiary Governance Amendments"), are necessary to effectuate the purposes of the Transaction; and

WHEREAS, the Board has considered the HealthAlliance Hospitals' intended use of the consideration to be received in connection with the Transaction, and the Board hereby determines that, following the Closing of the Transaction, the HealthAlliance Hospitals will apply such consideration (including amounts received under the Administrative Services Agreement, the Master Leases, and the other Transaction Documents) to (i) continue to employ remaining personnel and provide administrative and clinical staffing services in support of the HealthAlliance Hospitals, (ii) hold and maintain real property, including pursuant to the Master Leases, (iii) satisfy retained liabilities and ongoing operating expenses, and (iv) otherwise carry out remaining charitable activities and purposes post-Closing of the Transaction; and

WHEREAS, in light of the foregoing findings, the Board, having reviewed potential conflicts of interest in accordance with the Corporation's Conflict-of-Interest Policy and Section 715 of the NPCL, has determined that there are no officers, directors, or key persons who have an interest in the Transaction that would preclude such person from participating in past or present deliberations or votes of the Board related to the recommendations set forth herein, and finds that it is advisable and in the best interests of the Corporation to (i) approve the Transaction, the Asset Transfer Agreements, the Master Leases, the Administrative Services Agreement, and each of the other Transaction Documents, (ii) in its capacity as the sole corporate member of the HealthAlliance Hospitals, and subject to the approval of the Corporation's own Member and receipt of the

Required Approvals, approve and consent to the disposition by the HealthAlliance Hospitals of substantially all of their assets pursuant to Sections 510 and 511 of the NPCL, (iii) approve the Governance Amendments, (iv) in its capacity as the sole corporate member of the HealthAlliance Hospitals, approve the Subsidiary Governance Amendments, (v) in its capacity as the sole corporate member of the HealthAlliance Hospitals, remove from the Boards of Directors of Mary's Avenue and Broadway, effective as of the Closing, the individuals identified in Exhibit E-1 and Exhibit E-2 attached hereto who have not resigned from their respective Board of Directors and appoint certain individuals to serve as members of the Boards of Directors of Mary's Avenue and Broadway, also effective as of the Closing, such that the Directors identified in Exhibit F-1 and Exhibit F-2 attached hereto will comprise the membership of the respective Boards of Directors following the Closing, (vi) authorize the Authorized Officers (as defined below) to finalize and execute the Transaction Documents and to take all actions necessary or desirable to consummate the Transaction, (vii) recommend that the Member, as the sole corporate member of the Corporation, approve the Transaction, the Transaction Documents, and the Governance Amendments, and (viii) authorize the submission of all materials necessary to obtain the Required Approvals, in each case subject to the consent of the Member to the foregoing.

NOW THEREFORE, BE IT:

Approval of the Transaction

RESOLVED, that the Board, after careful consideration, hereby (i) determines that the Transaction is in the best interests of the Corporation, (ii) determines, pursuant to Section 510 of the NPCL, that the consideration to be received by the HealthAlliance Hospitals in connection with the Transaction is fair and reasonable, (iii) determines that the Transaction is in furtherance of, and promotes, the charitable purposes of the Corporation and the HealthAlliance Hospitals, as required by Sections 510 and 511 of the NPCL, by more closely aligning the HealthAlliance Hospitals with WMC and enhancing access to and the quality of clinical services for the patient populations and communities served by the Corporation, the HealthAlliance Hospitals, and WMC, and (iv) in its capacity as the sole corporate member of the HealthAlliance Hospitals, and subject to the approval of the Member as the sole corporate member of the Corporation and the receipt of the Required Approvals, hereby approves the Transaction and consents to and approves the disposition by the HealthAlliance Hospitals of substantially all of their assets pursuant to Sections 510 and 511 of the NPCL.

RESOLVED, that the Board, following approval by the Executive Committee of the Board, hereby ratifies and approves such approval of the Executive Committee, the Asset Transfer Agreements, the Administrative Services Agreement, the Master Leases, and each of the other Transaction Documents, in each case in substantially the forms presented to the Board, with such changes therein and additions thereto as the members of the Corporation's senior management (each, an "Authorized Officer"), or any of them acting singly, shall approve, such approval to be conclusively evidenced by the execution and delivery thereof; and the Authorized Officers, or any

of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to execute and deliver each of the Transaction Documents to which the Corporation is a party, and to perform the Corporation's obligations thereunder; and, as sole corporate member of the HealthAlliance Hospitals, the Corporation hereby authorizes the HealthAlliance Hospitals to execute and deliver the Transaction Documents to which they are parties.

Recommendation to the Member

RESOLVED, the Board hereby recommends that the Member, as the sole corporate member of the Corporation, approve the Transaction, the Transaction Documents, and the Governance Amendments, and authorize the Corporation to take such other actions as may be necessary or appropriate to consummate the Transaction; provided that the filing of the Restated COI with the Secretary of State of the State of New York shall follow the receipt of Required Approvals and consummation of the Transaction.

Authorization to Pursue Required Approvals

RESOLVED, that the Authorized Officers, or any of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to prepare, execute, deliver, and file all materials necessary or appropriate to obtain the Required Approvals.

Recognition of Resignation, Removal, and Appointment of Board Members

RESOLVED, that the Board hereby recognizes that the individuals identified on Exhibit A attached hereto have resigned or have been duly removed from the Board by the Member, effective as of the Closing, and that the Member has appointed certain individuals to serve as members of the Board, also effective as of the Closing, such that the membership of the Board following the Closing is identified on Exhibit B attached hereto.

Amendment and Restatement of the Governance Documents

RESOLVED, that the Board hereby approves the Governance Amendments, consisting of the Restated COI, subject to any required approval of the Member and applicable regulatory filings, and the A&R Bylaws, with the A&R Bylaws to be contingent upon and only effective upon the Closing of the Transaction, and authorizes the Authorized Officers to execute, acknowledge, deliver, and file the Restated COI and to take all actions necessary, appropriate, or desirable to give effect thereto following receipt of the Required Approvals and consummation of the Transaction.

Approval of Subsidiary Governance Amendments

RESOLVED, that the Board, acting in its capacity as the sole corporate member of each of Mary's Avenue and Broadway, hereby approves the Subsidiary Governance Amendments, consisting of the Subsidiary Restated COIs, subject to any applicable regulatory filings, and the Subsidiary A&R Bylaws, with the Subsidiary A&R Bylaws to be contingent upon and only effective upon the Closing of the Transaction, and authorizes the Authorized Officers, acting singly, to execute, acknowledge, deliver, and/or file such Subsidiary Restated COIs and to take all actions necessary, appropriate, or desirable to give effect thereto following receipt of applicable regulatory approvals and consummation of the Transaction.

Resignation, Removal, and Appointment of Board Members of the HealthAlliance Hospitals

RESOLVED, that the Board, acting in its capacity as the sole corporate member of each of Mary's Avenue and Broadway, hereby approves and removes, effective as of the Closing, the individuals identified in Exhibit E-1 and Exhibit E-2 attached hereto who have not resigned from the Boards of Directors of Mary's Avenue and Broadway, respectively, and approves and appoints, also effective as of the Closing, the individuals identified in Exhibit F-1 and Exhibit F-2 attached hereto to serve as the members of the Boards of Directors of Mary's Avenue and Broadway, respectively, each to hold office in accordance with the applicable certificate of incorporation and bylaws (as amended by the Subsidiary Governance Amendments) and applicable law; and the Authorized Officers, or any of them acting singly, are hereby authorized to take all actions necessary, appropriate, or desirable to give effect to the foregoing.

Authorization to Effectuate the Intent of the Foregoing Resolutions

RESOLVED, that the Corporation is hereby authorized to fully perform its obligations under each of the foregoing and to execute, deliver and perform any such other agreements or amendments and to engage, without limitation, in such other transactions, arrangements or activities as are reasonably related to, or incident to, or which will serve to facilitate or enhance for the benefit of the Corporation, the transactions contemplated by these resolutions, and to enter into such other arrangements or understandings as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and each of the foregoing resolutions; and each Authorized Officer acting singly as authorized from time to time, on behalf of the Corporation, to execute, acknowledge, file and deliver any agreements, certificates, modifications, notices, applications, waivers, consents or other documents, and to take such other actions, including the payment of any fees and expenses, by his or her judgment necessary or desirable in connection with the foregoing resolutions, the taking of any such action to be conclusive evidence that the same has been authorized and approved by the Board.

RESOLVED, that the omission from these resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the

agreements, documents or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, the foregoing resolutions.

RESOLVED, that all acts and things previously done by any Authorized Officer or other director, officer, employee or agent of the Corporation, on or prior to the date hereof, in the name and on behalf of the Corporation, in connection with the transactions contemplated by the foregoing resolutions, are in all respects ratified, approved, confirmed and adopted as acts and deeds by and on behalf of the Corporation.

RESOLVED, that these resolutions shall take effect immediately; provided that any resolution authorizing action contingent on the Closing of the Transaction shall be effective only upon the Closing of the Transaction.

* * * * *

STATE OF NEW YORK

)ss:

ULSTER COUNTY

I HEREBY CERTIFY that I have compared the foregoing resolutions with the original resolutions on file in my office, which were duly adopted by the affirmative vote of not less than two-thirds of the entire Board, in accordance with Section 510 of the NPCL, at a legally convened meeting held on the 15th day of July, 2026 and that the same is a true and complete copy therefrom and the whole of the said original.

I further certify that the full Board consists of 7 voting directors, that a quorum of the Board consists of 4 directors, that 7 of such voting directors were present at such meeting, and that 7 of such voting directors voted in favor of the above resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of July, 2026.

Ann Marie Soares
Assistant Secretary
HealthAlliance, Inc.

NEW YORK STATE | Department of Health

MEMORANDUM

TO: Michael Stelluti
Division of Health Facility Planning and Development

Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

FROM: Kayleigh Gekakis
Associate Attorney, Bureau of Program Counsel
Division of Legal Affairs

SUBJECT: Restated Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York

DATE: November 9, 2026

Please include the above matter on the agendas for the next Establishment and Project Review Committee and Public Health and Health Planning Council meetings.

The attachments relating to this matter include the following:

1. Memorandum to the Public Health and Health Planning Council from Darren Cohen, General Counsel;
2. Photocopy of proposed Restated Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York, executed by Tamer El-Rayess, Chair, Board of Directors, on August 10, 2026;
3. Request letter from Sarah Blumenthal dated August 20, 2026;
4. Certified copy of Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York
5. filed December 4, 1967, with approvals;
6. Certified copy of Restated Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York filed April 11, 1989, with approvals;
7. Certified copy of Certificate of Amendment of Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York filed November 27, 1996, with approvals;
8. Certified copy of Certificate of Amendment of Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York filed December 31, 1999, with approvals;
9. Certified copy of Certificate of Amendment of Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York filed June 23, 2006, with approvals;
10. Certified copy of Restated Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York filed May 19, 2015;
11. Certified copy of Restated Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York filed October 26, 2015, with approvals;
12. Resolution of the Board of Directors No. 3-2026 of St. Anthony's Community Hospital, Warwick, New York, dated July 15, 2026, executed by Ann Marie Soares, Assistant Secretary;
13. Resolution of the Board of Directors No. 3-2026 of Bon Secours Charity Health System, Inc., dated July 15, 2026, executed by Ann Marie Soares, Assistant Secretary.

NEW YORK STATE | Department of Health

MEMORANDUM

Attachments

cc: Jason Corvino

NEW YORK STATE | Department of Health

MEMORANDUM

TO: Public Health and Health Planning Council

FROM: Darren Cohen DC
Deputy Commissioner & General Counsel
Division of Legal Affairs

SUBJECT: Restated Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York

DATE: November 9, 2026

Westchester County Health Care Corporation d/b/a Westchester Medical Center requests Public Health and Health Planning Council ("PHHPC") approval of the Restated Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York ("St. Anthony's"), to change its legal name and conform its stated purposes to its post-closing role as an entity which provides services, employs personnel, and/or holds real property, rather than a licensed hospital operator following its integration into Westchester Medical Center through CON 261086-C.

St. Anthony's was incorporated in 1967 under the name St. Anthony Community Hospital, Warwick, New York, for the purpose of operating a general hospital in Orange County. In 2026, the Department of Health certified St. Anthony's as a new division of Westchester Medical Center via a full asset transfer with no changes to beds or services in connection with a Safety Net Transformation Program award.

Westchester Medical Center now seeks PHHPC approval pursuant to Not-for-Profit Corporation Law § 804, Public Health Law § 2801-a, 10 NYCRR § 600.11 and 610.1 to change the entity's name to St. Anthony's Community Services, Inc. and to remove the language authorizing it to operate a hospital under Article 28 of the Public Health Law, add language defining its purpose as supporting Westchester Medical Center, and add language appointing WMCHealth Western Region, Inc f/k/a Bon Secours Charity Health System, Inc., as its sole corporate member.

The proposed Restated Certificate of Incorporation was authorized by Resolution of the Board of Directors No. 3-2026 of St. Anthony's Community Hospital, Warwick, New York, dated July 15, 2026 and by Resolution of the Board of Directors No. 3-2026 of Bon Secours Charity Health System, Inc. dated July 15, 2026.

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

Attachments.

RESTATED CERTIFICATE OF INCORPORATION OF ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK

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

The undersigned, being the authorized representative of St. Anthony Community Hospital, Warwick, New York (the "Corporation"), hereby certifies:

1. The name of the Corporation is St. Anthony Community Hospital, Warwick, New York. The name under which the Corporation was formed was St. Anthony Community Hospital, Warwick, New York.

2. The Corporation's Certificate of Incorporation was filed by the Department of State on December 4, 1967, pursuant to the Not-for-Profit Corporation Law of the State of New York ("NPCL").

3. The text of the Certificate of Incorporation is restated to effect the following changes:

   a. AMEND Article First, relating to the name of the Corporation, to read in its entirety as follows:

      "1. The name of the Corporation is St. Anthony Community Services, Inc. The Corporation was originally incorporated under the name St. Anthony Community Hospital, Warwick, New York."

   b. REPLACE, in its entirety, Article Third, regarding the Corporation's tax-exempt purposes, to read in its entirety as follows:

      "THIRD: The purpose of the Corporation shall be:

      3.1 The Corporation is formed exclusively for charitable, scientific and educational purposes under the NPCL in order to support the purposes of Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC"), a New York public benefit corporation created by the Westchester County Health Care Corporation Act (L. 1997, c. 11, eff. Feb. 11, 1997) and a tax-exempt organization as described in Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code").

      3.2 In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organizations or organizations, exclusively for charitable purposes, and engage in any lawful act or activity for which corporations may be organized under the NPCL."

   c. REPLACE, in its entirety, Article Fourth, regarding the Corporation's tax-exempt status, to read in its entirety as follows:

"FOURTH: Tax-Exempt Status of the Corporation. The following language relates to the Corporation's tax-exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the Corporation's purposes or powers as set forth herein. Notwithstanding any other provision in this Certificate of Incorporation:

4.1 The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes as specified in Section 501(c)(3) of the Code. The Corporation is organized and shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of WMC. In this capacity, the Corporation shall support the operations of WMC.

4.2 No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, any trustee, director, officer or employee of the Corporation or other private person; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth in Article Fourth hereof.

4.3 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code if the Corporation makes an election thereunder), and the Corporation shall not participate in or intervene in (including the publishing or the distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

4.4 The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, nor shall it carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code.

4.5 During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self dealing (as defined in Section 4941(d) of the Code), from retaining excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code)."

d. DELETE, in its entirety, Article Fifth, regarding net earnings of the Corporation.

e. DELETE, in its entirety, Article Sixth, regarding unpermitted activities and the carrying on of propaganda.

f. DELETE, in its entirety, Article Seventh, regarding any taxable year or years of the Corporation during which it is determined to be a private foundation pursuant to Section 509 of the Code.

g. DELETE, in its entirety, Article Eighth, regarding restrictions on the operations of the Corporation.

h. DELETE, in its entirety, Article Tenth, regarding delegation of authority.

i. DELETE, in its entirety, Article Fourteenth, regarding the manner in which the Corporation conducts business and affairs.

j. RENUMBER Article Ninth, Article Eleventh, Article Twelfth, and Article Thirteenth, as Article Fifth, Article Sixth, Article Seventh, and Article Eighth, respectively.

k. REPLACE, in its entirety, Article Fifth, formerly Article Ninth, regarding the Member of the Corporation, to read in its entirety as follows:

"FIFTH: The sole corporate member of the Corporation shall be WMCHealth Western Region, Inc. f/k/a Bon Secours Charity Health System, Inc., a New York not-for-profit corporation (the "Member"). The Member shall possess all of the powers granted by law to the Member in its capacity as the sole corporate member of the Corporation."

l. REPLACE, in its entirety, Article Sixth, formerly Article Eleventh, regarding the Corporation's dissolution, to read in its entirety as follows:

"SIXTH: In the event of dissolution or final liquidation of the Corporation, subject to compliance with the NPCL, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to WMC, provided that it is organized and operated exclusively for charitable or educational purposes and shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code. In the event that WMC does not so qualify, then said assets shall be distributed to another organization or organizations as determined by the Board of Directors, provided that (a) such organization or organizations are then described in Section 501(c)(3) (or successor provision) of the Code, and (b) in the event of a voluntary dissolution, subject to authorization of the plan of dissolution and distribution of assets as required by Section 1002 of the NPCL."

m. AMEND Article Eighth, formerly Article Thirteenth, regarding the agent of the Corporation, to read in its entirety as follows:

"EIGHTH: The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her is: Executive Director, WMCHealth Western Region, Inc., 255 Lafayette Ave., Suffern, NY 10901."

4. The text of the Certificate of Incorporation of the Corporation is hereby restated, as amended, to read in full as follows:

Certificate of Incorporation of

ST. ANTHONY COMMUNITY SERVICES, INC.

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

FIRST. The name of the Corporation is St. Anthony Community Services, Inc. The Corporation was originally incorporated under the name St. Anthony Community Hospital, Warwick, New York.

SECOND. The Corporation is a corporation as defined in Subsection (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL") and is a charitable corporation as defined in Section 201 of the NPCL.

THIRD. The purpose of the Corporation shall be:

Third.1 The Corporation is formed exclusively for charitable, scientific and educational purposes under the NPCL in order to support the purposes of Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC"), a New York public benefit corporation created by the Westchester County Health Care Corporation Act (L. 1997, c. 11, eff. Feb. 11, 1997) and a tax-exempt organization as described in Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code").

Third.2 In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organizations or organizations, exclusively for charitable purposes, and engage in any lawful act or activity for which corporations may be organized under the NPCL.

FOURTH. Tax-Exempt Status of the Corporation. The following language relates to the Corporation's tax-exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the Corporation's purposes or powers as set forth herein. Notwithstanding any other provision in this Certificate of Incorporation:

Fourth.1 The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes as specified in Section 501(c) (3) of the Code. The Corporation is organized and shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of WMC. In this capacity, the Corporation shall support the operations of WMC.

Fourth.2 No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, any trustee, director, officer or employee of the Corporation or other private person; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth in Article Fourth hereof.

Fourth.3 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code if the Corporation makes an election thereunder), and the Corporation shall not participate in or intervene in (including the publishing or the distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

Fourth.4 The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, nor shall it carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code.

Fourth.5 During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self dealing (as defined in Section 4941(d) of the Code), from retaining excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

FIFTH. The sole corporate member of the Corporation shall be WMCHealth Western Region, Inc. f/k/a Bon Secours Charity Health System, Inc., a New York not-for-profit corporation (the "Member"). The Member shall possess all of the powers granted by law to the Member in its capacity as the sole corporate member of the Corporation.

SIXTH. In the event of dissolution or final liquidation of the Corporation, subject to compliance with the NPCL, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to WMC, provided that it is organized and operated exclusively for

charitable or educational purposes and shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code. In the event that WMC does not so qualify, then said assets shall be distributed to another organization or organizations as determined by the Board of Directors, provided that (a) such organization or organizations are then described in Section 501(c)(3) (or successor provision) of the Code, and (b) in the event of a voluntary dissolution, subject to authorization of the plan of dissolution and distribution of assets as required by Section 1002 of the NPCL.

SEVENTH. The office of the Corporation is located in Orange County, New York.

EIGHTH. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her is: Executive Director, WMCHealth Western Region, Inc., 255 Lafayette Ave., NY 10901.

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5. This Restated Certificate of Incorporation was authorized by vote of the Corporation's Member in accordance with Section 802(a) of the Not-for-Profit Corporation Law.

[SIGNATURE PAGE FOLLOWS]

Docusign Envelope ID: 4F63BEF7-99E5-8129-8184-902EB3D27A6D

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation on this 10th day of August, 2026.

DocuSigned by:

5DDC6BCFCBE64A7...

Name: Tamer El-Rayess
Title: Chair, Board of Directors

RESTATED CERTIFICATE OF INCORPORATION
OF
ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK.

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

Filer's Name and Mailing Address:

Name: [NAME OF FILER]

Company, if Applicable:

Mailing Address:

City, State and Zip Code:

ROPES & GRAY LLP
1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036-8704
WWW.ROPESGRAY.COM

DIVISION OF PLANNING & LICENSURE
PHHPC
SEP - 2 2026
RECEIVED

August 20, 2026

Sarah F. Blumenthal
T +1 212 596 9544
sarah.blumenthal@ropesgray.com

VIA FEDEX

Ms. Colleen M. Leonard
Executive Secretary
Public Health and Health Planning Council
New York State Department of Health
Center for Health Care Facility Planning, Licensure and Finance
Corning Tower, Room 1805
Albany, New York 12237

RE: Request for Name Changes and Related Governance Updates – Post-Asset Transfer Restructuring of WMC-Affiliated Hospital Entities

Dear Ms. Leonard:

On behalf of Westchester County Health Care Corporation d/b/a Westchester Medical Center ("**WMC**"), a New York public benefit corporation, and the affiliated not-for-profit corporations identified below, we respectfully submit this letter and the enclosed materials to the New York State Department of Health ("**DOH**") and the Public Health and Health Planning Council ("**PHHPC**"). We respectfully request approval at the PHHPC Committee and PHHPC Council Meetings, at your earliest convenience, of the proposed amended and restated certificates of incorporation effectuating name changes and related governance updates for each of the following entities: St. Anthony Community Hospital, Warwick, New York ("**St. Anthony**"); Bon Secours Community Hospital ("**BSCH**"); Good Samaritan Hospital of Suffern, N.Y. ("**Good Samaritan**"); HealthAlliance Hospital Mary's Avenue Campus ("**Mary's Avenue**"); and HealthAlliance Hospital Broadway Campus ("**Broadway**") (each, a "**Transferring Corporation**" and collectively, the "**Transferring Corporations**"), Bon Secours Charity Health System, Inc. ("**Charity**") and HealthAlliance, Inc.

This submission follows the integration of four former hospitals, previously operated by the Transferring Corporations as separate subsidiaries of WMC, into WMC as the single licensed operator under Article 28 (the "Transaction"). The Transaction (CON No. 261086-C approved by DOH) closed on July 15, 2026, so we now seek to update the Transferring Corporations' legal names and certificates of incorporation as expeditiously as possible.

This submission supersedes and replaces in its entirety the submission dated October 10, 2025, and the supplemental transmission dated October 27, 2025, regarding proposed name changes and updates to certificates of incorporation. The present request is not related to the changes

proposed in those prior submissions; rather, the Transaction renders the prior submissions obsolete, and this submission presents the current and appropriate set of proposed changes resulting from the Transaction.

I. Transaction Summary

The Transferring Corporations, comprised of five charitable hospitals organized and operating as New York not-for-profit corporations, transferred substantially all of their operating assets to WMC pursuant to separate Asset Transfer Agreements dated May 22, 2026 (each, an "**ATA**"). The Transaction closed on July 15, 2026.

Pursuant to the ATAs and the regulatory approvals obtained, WMC is now the licensed operator of each Transferring Corporation's hospital facility under Article 28 of the New York State Public Health Law. Each Transferring Corporation retains ownership of its real property, which is leased to WMC under master leases. The Transferring Corporations continue to exist as corporate entities to employ personnel, hold real property, and provide support services to WMC, with WMC reimbursing all employee compensation, benefits, and operating costs under Administrative Services Agreements and Master Leases. Broadway, having no employees, has no Administrative Services Agreement but remains a corporate entity holding real property leased to WMC under the terms of a Master Lease. The Transaction was facilitated through the New York State Safety Net Transformation Program, under which New York State has awarded up to $161 million in capital and operating funds to support continued hospital operations.

II. Regulatory Approvals Obtained

The Transaction has received all requisite regulatory approvals including:

1. **New York Attorney General.** On July 15, 2026, the Office of the Attorney General of the State of New York (the "**NYAG**") approved the Transaction (OAG No. NYC-2026-700) pursuant to Sections 510 and 511-a of the Not-for-Profit Corporation Law ("**NPCL**"), based upon a verified petition filed by the Transferring Corporations. A copy of the NYAG approval letter is enclosed.

2. **DOH Administrative Review (CON).** DOH approved the Transaction through administrative review under Certificate of Need Project No. 261086-C.

3. **OMH.** The New York State Office of Mental Health ("**OMH**") approved Prior Approval Review Applications EZ PAR 4841, EZ PAR 4843, and AA 11967 authorizing WMC as sponsor for certain OMH-licensed programs formerly sponsored by the Transferring Corporations.

4. **OASAS.** The New York State Office of Addiction Services and Supports ("**OASAS**") approved, by issuing Operating Certificates authorizing WMC, through its Mid-Hudson

Valley Division, to operate OASAS-licensed addiction services programs formerly operated by the Transferring Corporations.

III. Proposed Name Changes

Following the closing of the Transaction, each Transferring Corporation and Charity seeks to amend and restate its certificate of incorporation to change its legal name and conform its stated purposes to its post-closing role as an entity which provides services, employs personnel, and/or holds real property, rather than a licensed hospital operator. Each Transferring Corporation and Charity will remain a New York not-for-profit corporation following the name change. The proposed name changes are as follows:

Current Legal Name	Proposed New Legal Name
St. Anthony Community Hospital, Warwick, New York	St. Anthony Community Services, Inc.
Bon Secours Community Hospital	Port Jervis Community Services, Inc.
Good Samaritan Hospital of Suffern, N.Y.	Good Samaritan Services of Suffern, N.Y., Inc.
HealthAlliance Hospital Mary's Avenue Campus	HealthAlliance Services Mary's Avenue, Inc.
HealthAlliance Hospital Broadway Campus	HealthAlliance Services Broadway, Inc.
Bon Secours Charity Health System, Inc.	WMCHealth Western Region, Inc.

Additionally, the following hospital extension clinic seeks to change its name:

Current Extension Clinic Name	Proposed Extension Clinic Name
Bon Secours Sleep Disorder Institute	WMCHealth Network Sleep Disorder Institute – Port Jervis

IV. Basis for Approval

We respectfully request that DOH and PHHPC approve the proposed amended and restated certificates of incorporation enclosed herewith. As detailed above, consistent with the approach approved in prior transactions involving post-transfer entity name changes, the underlying

Transaction has received all applicable consents and approvals, including DOH administrative review under CON Project No. 261086-C and NYAG approval. The Transferring Corporations, as former operators of hospitals, are changing their names and stated purposes following the transfer of hospital operations to WMC as the new licensed operator.

V. Enclosed Materials

Enclosed herewith is a complete submission package organized on an entity-by-entity basis. A detailed Schedule of Enclosures follows this letter. The package includes, as applicable for each Transferring Corporation: (1) a certified copy of the current certificate of incorporation and all filed amendments; (2) an executed copy of the proposed amended and restated certificate of incorporation; (3) a copy of the current bylaws approved in connection with the Transaction; (4) a copy of the bylaws effective prior to the closing of the Transaction; (5) an executed resolution of the board of the Transferring Corporation approving the Transaction, the amendment and restatement of the bylaws, and the amendment and restatement of the certificate of incorporation including the proposed name change; and (6) an executed resolution of the sole member of the Transferring Corporation approving the amendment and restatement of the bylaws and certificate of incorporation.

We respectfully request that DOH confirm receipt of this submission and place the enclosed proposed amended and restated certificates of incorporation for consideration and approval on the agenda for the PHHPC Committee and Full Council meetings at your earliest convenience. Should you require any additional information or have any questions regarding this submission, please do not hesitate to contact me via e-mail at sarah.blumenthal@ropesgray.com or by phone at 212-596-9544.

Thank you for your attention to this matter.

Sincerely,

/s/ Sarah Blumenthal

Sarah Blumenthal
Ropes & Gray LLP

cc: Division of Legal Affairs, DOH (DLAHouse@health.ny.gov)
Christine White, Executive Vice President & Chief Legal Officer, WMC (Christine.White@wmchealth.org)

SCHEDULE OF ENCLOSURES

I. St. Anthony Community Hospital, Warwick, New York *(proposed new name: St. Anthony Community Services, Inc.)*

a. Certified copy of the current Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "St. Anthony Community Services, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of St. Anthony Community Hospital, Warwick, New York (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of St. Anthony Community Hospital, Warwick, New York (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of St. Anthony Community Hospital, Warwick, New York approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc., as sole member of St. Anthony Community Hospital, Warwick, New York, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

II. Bon Secours Community Hospital *(proposed new name: Port Jervis Community Services, Inc.)*

a. Certified copy of the current Certificate of Incorporation of Bon Secours Community Hospital and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "Bon Secours Community Services, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of Bon Secours Community Hospital (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of Bon Secours Community Hospital (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of Bon Secours Community Hospital approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc., as sole member of Bon Secours Community Hospital, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

III. Good Samaritan Hospital of Suffern, N.Y. ***(proposed new name: Good Samaritan Services of Suffern, N.Y., Inc.)***

a. Certified copy of the current Certificate of Incorporation of Good Samaritan Hospital of Suffern, N.Y. and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "Good Samaritan Services of Suffern, N.Y., Inc." and conforming stated purposes

c. Amended and Restated Bylaws of Good Samaritan Hospital of Suffern, N.Y. (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of Good Samaritan Hospital of Suffern, N.Y. (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of Good Samaritan Hospital of Suffern, N.Y. approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc., as sole member of Good Samaritan Hospital of Suffern, N.Y., approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

IV. HealthAlliance Hospital Mary's Avenue Campus ***(proposed new name: HealthAlliance Services Mary's Avenue, Inc.)***

a. Certified copy of the current Certificate of Incorporation of HealthAlliance Hospital Mary's Avenue Campus and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "HealthAlliance Services Mary's Avenue, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of HealthAlliance Hospital Mary's Avenue Campus (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of HealthAlliance Hospital Mary's Avenue Campus (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of HealthAlliance Hospital Mary's Avenue Campus approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of HealthAlliance, Inc., as sole member of HealthAlliance Hospital Mary's Avenue Campus, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

V. HealthAlliance Hospital Broadway Campus *(proposed new name: HealthAlliance Services Broadway, Inc.)*

a. Certified copy of the current Certificate of Incorporation of HealthAlliance Hospital Broadway Campus and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "HealthAlliance Services Broadway, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of HealthAlliance Hospital Broadway Campus (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of HealthAlliance Hospital Broadway Campus (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of HealthAlliance Hospital Broadway Campus approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of HealthAlliance, Inc., as sole member of HealthAlliance Hospital Broadway Campus, approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

VI. Bon Secours Charity Health System, Inc *(proposed new name: WMCHealth Western Region, Inc.)*

a. Certified copy of the current Certificate of Incorporation of Bon Secours Charity Health System, Inc. and all filed amendments

b. Executed Restated Certificate of Incorporation changing the legal name to "WMCHealth Western Region, Inc." and conforming stated purposes

c. Amended and Restated Bylaws of Bon Secours Charity Health System, Inc. (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of Bon Secours Charity Health System, Inc. (as in effect prior to the closing of the Transaction on July 15, 2026)

e. Resolution of the Board of Directors of Bon Secours Charity Health System, Inc. approving the Transaction and Amendment and Restatement of Governance Documents (executed July 15, 2026)

f. Resolution of the Board of Directors of WMC Health Network – Rockland, Inc., as sole member of Bon Secours Charity Health System, Inc., approving the amendment and restatement of the bylaws and certificate of incorporation (executed July 15, 2026)

VII. HealthAlliance, Inc.

a. Certified copy of the current Certificate of Incorporation of HealthAlliance, Inc. and all filed amendments

b. Executed Restated Certificate of Incorporation conforming stated purposes

c. Amended and Restated Bylaws of HealthAlliance, Inc. (effective upon the closing of the Transaction on July 15, 2026)

d. Bylaws of HealthAlliance, Inc. (as in effect prior to the closing of the Transaction on July 15, 2026)

e. HealthAlliance, Inc. – Resolutions of the Board of Directors approving the Asset Transfer and Governance Documents (executed July 15, 2026)

f. Resolutions of the Board of Directors of Westchester County Health Care Corporation, as sole member of HealthAlliance, Inc. approving the Asset Transfer and related documents (executed June 3, 2026)

VIII. Parent and Transaction-Level Documents

a. Westchester County Health Care Corporation – Resolutions of the Board of Directors approving the Asset Transfer and related documents (executed June 3, 2026)

b. WMC Health Network-Rockland, Inc. – Resolutions of the Board of Directors approving the Asset Transfer (executed July 15, 2026)

c. WMCHealth Western Region, Inc. (f/k/a Bon Secours Charity Health System, Inc.) – Resolutions of the Board of Directors approving the Asset Transfer and Governance Documents (executed July 15, 2026)

d. WMCHealth Western Region, Inc. (f/k/a Bon Secours Charity Health System, Inc.) – Fourth Amended and Restated Bylaws (as in effect prior to the closing of the Transaction on July 15, 2026)

e. HealthAlliance, Inc. – Resolutions of the Board of Directors approving the Asset Transfer and Governance Documents (executed July 15, 2026)

f. HealthAlliance, Inc. – Amended and Restated Bylaws (as in effect prior to the closing of the Transaction on July 15, 2026)

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK, File Number 651982-12 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007967129 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

651982

CERTIFICATE OF INCORPORATION

OF

ST. ANTHONY COMMUNITY HOSPITAL,
WARWICK, NEW YORK

(Pursuant to Membership Corporations Law)

We, the undersigned, for the purpose of forming a membership corporation pursuant to the Membership Corporations Law of the State of New York, do hereby certify:

1. The name of the proposed corporation shall be St. Anthony Community Hospital, Warwick, New York.

2. The purposes for which it is to be formed are:

(a) To conduct and operate a general hospital, including an outpatient department, and to promote the spiritual and physical welfare of persons requiring hospital services by providing medical and surgical aid, care and treatment.

(b) To acquire by gift, purchase, devise or otherwise, whether from public or private sources, real property necessary or desirable for the conduct of such a hospital and to mortgage, sell and convey any such real property and/or to lease the same, all to the extent permitted by law.

(c) To acquire personal property, both tangible and intangible, by gift, bequest, purchase or otherwise, whether from public or private sources; to establish an endowment fund or other funds for the support and maintenance of the said hospital, and from time to time to increase, reduce or abolish the same.

The foregoing shall be construed both as purposes and as powers and the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers granted to the corporation under the laws of the State of New York.

3. The territory in which its activities are principally to be conducted is the State of New York.

4. The principal office of the corporation is to be located in the Town of Warwick, County of Orange, State of New York.

5. The number of its directors who are to be known as trustees, is to be not less than five (5) nor more than fifteen (15).

6. The names and residences of the trustees until the first annual meeting shall be:

Name	Residence Address
Mother Mary Rosaria Gelsleichter	Mt. Alverno Convent Warwick, New York 10990
Sister Mary James Kerr	Mt. Alverno Convent Warwick, New York 10990

Name	Residence Address
Sister M. Ambrosina McConnin	St. Francis Hospital 25 East Hamilton Place Jersey City, New Jersey
Sister M. Rosaria Jarocki	St. Michael Hospital 306 High Street Newark, New Jersey
Sister Marie Therese Ireland	St. Anthony Hospital Maple Avenue Warwick, New York 10990

7. All of the subscribers to this certificate are of full age; at least two-thirds of them are citizens of the United States; at least one of them is a resident of the State of New York and of the persons named as trustees, at least one is a citizen of the United States and a resident of the State of New York.

8. The proposed corporation is to be a non-stock corporation organized and operated exclusively for eleemosynary purposes, and no part of the earnings of the corporation shall enure to the benefit of any individual, and no officer, trustee, member or employee of the corporation shall receive or be entitled to receive any pecuniary profit from the operation thereof except reasonable compensation for services.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate this 5th day of ~~April~~ June, in the year of our Lord One Thousand Nine Hundred and Sixty-six.

Mother Mary Rosaria Gelsleichter
Mother Mary Rosaria Gelsleichter

Sister Mary James Kerr
Sister Mary James Kerr

Sister M. Ambrosina McConnin
Sister M. Ambrosina McConnin

Sister M. Rosaria Jarocki
Sister M. Rosaria Jarocki

Sister Marie Therese Ireland
Sister Marie Therese Ireland

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

Mother Mary Rosaria Gelsleichter and Sister Mary James Kerr, being duly sworn, depose and say, and each for herself deposes and says, that she is one of the persons described in and who executed the foregoing Certificate of Incorporation, and that she is of full age, a citizen of the United States and a resident of the State of New York.

Mother Mary Rosaria Gelsleichter
Mother Mary Rosaria Gelsleichter

Sister Mary James Kerr
Sister Mary James Kerr

Sworn to before me this 8
day of June, 1966.

Notary Public
Alice O. Daubert, Notary Public
State of New York
Appointed in Orange County
Commission expires March 30, 19 68
No. 782

5

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

On this 8 day of June, 1966, before me personally came Mother Mary Rosaria Gelsleichter and Sister Mary James Kerr, to me known and known to me to be the persons described in and who executed the foregoing Certificate of Incorporation, and they thereupon severally duly acknowledged to me that they executed the same.

Alice O. Daubert
Notary Public

Alice O. Daubert, Notary Public
State of New York
Appointed in Orange County
Commission expires March 30, 19 68
No. 7.8.2.

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

On this 6 day of June, 1966, before me personally came Sister M. Ambrosina McConnin, Sister M. Rosaria Jarocki and Sister Marie Therese Ireland, to me known and known to me to be the persons described in and who executed the foregoing Certificate of Incorporation, and they thereupon severally duly acknowledged to me that they executed the same.

Alice O. Daubert
Notary Public

Alice O. Daubert, Notary Public
State of New York
Appointed in Orange County
Commission expires March 30, 19 68
No. 7.8.2.

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

Sister M. Ambrosina McConnin, being duly sworn, deposes and says, that she is one of the persons described in and who executed the foregoing Certificate of Incorporation, and that she is of full age, a citizen of the United States.

Sister M. Ambrosina McConnin

Sworn to before me this

5 day of June, 1966

Notary Public

Alice C. Daubert, Notary Public
State of New York
Appointed in Orange County
Commission expires March 30, 19[illegible]
No. 7[illegible]

7

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

Sister M. Rosaria Jarocki, being duly sworn, deposes and says, that she is one of the persons described in and who executed the foregoing Certificate of Incorporation, and that she is of full age, a citizen of the United States.

Sister M. Rosaria Jarocki

Sworn to before me this

3 day of January, 1966

Notary Public

Alice O. Daubert, Notary Public
State of New York
Appointed in Orange County
Commission expires March 30, 19[illegible]
No. [illegible]

8

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

Sister Marie Therese Ireland being duly sworn, deposes and says, that she is one of the persons described in and who executed the foregoing Certificate of Incorporation, and that she is of full age, a citizen of the United States.

Sister Marie Therese Ireland
Sister Marie Therese Ireland

Sworn to before me this
8 day of June, 1966

Alice O. Daubert
Notary Public
Alice O. Daubert, Notary Public
State of New York
Appointed in Orange County
Commission expires March 30, 19 68
No. 7.1.2

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

MAURICE D. DOLPHIN, being duly sworn, deposes and says that he is an attorney and counselor at law, a member of the firm of Amend & Amend, attorneys for the subscribers of the annexed Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York, and that no previous application has ever been made for the approval of the said Certificate of Incorporation by any Justice of the Supreme Court of the State of New York.

Maurice D. Dolphin

Sworn to before me this
25th day of November, 1967.

Notary Public

MYLES B. AMEND, JR.
Notary Public, State of New York
No. 31-5060950
Qualified in New York County
Commission Expires March 30, 1969

I, HONORABLE CLARE J. HOYT
a Justice of the Supreme Court of the State of New York for the FIFTH - Judicial District, hereby approve the foregoing Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York.

Dated: November 28, 1967
Warwick, New York

Clare J. Hoyt
Justice of the Supreme Court

10

State of New York — Department of Social Services

State Board of Social Welfare

Albany

Know all Men by These Presents:

At a meeting of the State Board of Social Welfare, held on the sixteenth *day of* November, 1967 *, due inquiry and investigation having been made,* the Board approved the proposed Certificate of Incorporation of ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK, pursuant to Section 35 of the Social Services Law of the State of New York.

In Witness Whereof, the State Board of Social Welfare has caused these presents to be signed in accordance with the provisions of the statutes and its by-laws, and the official seal of the Board and of the Department to be hereunto affixed, this twenty-first *day of* November *, in the year one thousand nine hundred and* sixty-seven.

Secretary

Form WI-163 (Rev. 7/67)

11

651982 - 12

CERTIFICATE OF INCORPORATION

OF

ST. ANTHONY COMMUNITY HOSPITAL,
WARWICK, NEW YORK

(Pursuant to Membership Corporations Law)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 4 1967
TAX $
FILING FEE $ 3

Secretary of State
By

P-36-Orange

AMEND & AMEND
15 WILLIAM STREET
NEW YORK, N. Y. 10005

12

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK, File Number B764861-12 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007967131 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

Restated Certificate of Incorporation

of

ST. ANTHONY COMMUNITY HOSPITAL

Warwick, New York

Under Section 805 of the Not-for-Profit Corporation Law
of the State of New York

Pursuant to the laws of the State of New York (the "State"), particularly the "Not-for-Profit Corporation Law," as amended (the "Statute"), the undersigned hereby certify as follows:

FIRST. The name of the corporation is St. Anthony Community Hospital, Warwick, New York ("Corporation").

SECOND. The Certificate of Incorporation of the Corporation was filed with the Department of State on the ~~first~~ fourth day of December, ~~1955.~~ 1967.

THIRD. The Corporation is a corporation as defined in Subparagraph (a)(5) of Section 102 of the Statute. The Corporation is a Type B corporation as defined in Section 201 of the Statute. The Corporation was not formed for pecuniary profit or financial gain and shall remain a Type B corporation.

FOURTH. The Certificate of Incorporation of the Corporation retains, without modification, the current name, purpose and powers of the corporation, but is hereby amended to effect amendments authorized by the Not-For-Profit Corporation Law. Each amendment is specified below and the text of the Certificate of Incorporation is restated as amended to read in its entirety as set forth under Article "SIXTH" herein, as follows:

4th-A. Deleting the provisions relating to territory heretofore contained in Article 3 and replacing such provisions in Article 3.0 with an identification of the type of corporation;

4th-B. Restating the provisions relating to principal office of the Corporation in the State heretofore contained in Article 4, and now contained in Article 12.0;

4th-C. Restating the provisions relating to the Board of the Corporation heretofore contained in Articles 5 and 6, and now contained in Article 7.0;

4th-D. Deleting the provisions relating to Incorporators heretofore contained in Article 7;

4th-E. Restating the provisions relating to the limitations on activities of the Corporation heretofore contained in Article 8, and now contained in Article 4.0;

4th-F. Adding the provisions relating to the perpetual existence of the Corporation now contained in Article 5.0;

4th-G. Adding the provisions relating to the membership of the Corporation now contained in Article 6.0;

4th-H. As stated in paragraph 4th-C above, restating the provisions relating to the Board of the Corporation heretofore contained Articles 5 and 6, and now contained in Article 7.0;

4th-I. Adding the provisions relating to the officers of the Corporation now contained in Article 8.0;

4th-J. Adding the provisions relating to the Bylaws of the Corporation now contained in Article 9.0;

4th-K. Adding the provisions relating to amendments of the Certificate of Incorporation now contained in Article 10.0;

4th-L. Adding the provisions relating to the dissolution of the Corporation now contained in Article 11.0;

4th-M. As stated in paragraph 4th-B above, restating the provisions relating to principal office of the Corporation in the State heretofore contained in Article 4, and now contained in Article 12.0;

4th-N. Adding the provisions relating to agent of the Corporation now contained in Article 13.0;

4th-O. Adding the provisions relating to conduct of affairs of the Corporation now contained in Article 14.0;

4th-P. Reordering and renumbering Articles and Sections and adding captions thereto.

FIFTH. The amendment and restatement to effect the changes in the Certificate of Incorporation set forth in Article FOURTH above, and to cause the text of the Restated Certificate of Incorporation to read as set forth in Article SIXTH below, were authorized by unanimous vote of all Members of the Board of Directors of the Corporation at a meeting duly held at the present offices of the Corporation located in the Town of Warwick, County of Orange, State of New York, and by the unanimous written consent of the Members of the Corporation.

SIXTH. The text of the Certificate of Incorporation of the Corporation is hereby restated and amended in the manner described under paragraph "FOURTH" above to read as herein set forth in full below ("Restated Certificate of Incorporation"):

1.0 Name

The name of the proposed Corporation shall be St. Anthony Community Hospital, Warwick, New York.

2.0 Purposes and Powers

The purposes for which it is formed are:

(a) to conduct and operate a general hospital, including an outpatient department, and to promote the spiritual and physical welfare of persons requiring hospital services by providing medical and surgical aid, care and treatment.

(b) to acquire by gift, purchase, devise or otherwise, whether from public or private sources, real property necessary or desirable for the conduct of such a hospital and to mortgage, sell and convey any such real property and/or to lease the same, all to the extent permitted by law.

(c) to acquire personal property, both tangible and intangible, by gift, bequest, purchase or otherwise, whether from public or private sources; to establish an endowment fund or other funds for the support and maintenance of the said hospital, and from time to time to increase, reduce or abolish the same.

The foregoing shall be construed both as purposes and as powers and the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers granted by the Corporation under the laws of the State of New York.

Article 3.0 Type

The Corporation is a corporation as defined in Subsection (a)(5) of Section 102 of the Statute and is a Type B corporation as defined in Section 201 of the Statute. The Corporation is intended to qualify as an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations issued thereunder or the corresponding provision of any applicable future United States Internal Revenue statute or regulations (inclusively referred to herein as the "Code"); and as a public charity under Section 509(a)(1) of the Code.

4.0 Limitations

4.1 Distributions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Officer, Member of the Board or Member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Officer, Member of the Board or Member of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, except the Corporation may confer benefits in the form of distributions, in dissolution and otherwise, upon a Member of the Corporation which is an organization described in Section 501(c)(3) of the Code and otherwise qualified under Federal law to receive such distribution.

4.2 Activities. Notwithstanding any other provision of this Certificate of Incorporation:

4.2.1 The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of

the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

4.2.2 With respect to any taxable year or years of the Corporation, if any, during which it is determined to be a private foundation, as defined in Section 509 of the Code, it shall make distributions for such years at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings, as defined in Section 4943(c) of the Code; (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Code.

4.2.3 The Corporation shall not be authorized to engage in the practice of the profession of madicine, or any other profession required to be licensed by Title VIII of the Education Law. Moreover, the Corporation shall not be authorized to establish or 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 36, 40 and 44, respectively , of the Public Health Law, or to solicit, collect

or otherwise raise or obtain any funds, contributions or grants from any source for the establishment or operation of any hospital.

5.0 Term Of Existence

The Corporation shall have perpetual existence.

6.0 Membership of Corporation

6.1 Identification. The Corporation shall have at least one class of Members of the Corporation known as the National Member Class with one Member in such class known as the National Member, identified or selected pursuant to such methods as provided in the Bylaws of the Corporation not inconsistent with this Certificate of Incorporation. The Corporation may have such additional class or classes of Members of the Corporation with one or more Members in each class, vested with such authority and identified or selected pursuant to such methods as provided in the Bylaws of the Corporation not inconeistent with this Certificate of Incorporation.

6.2 Decision-Making Authority and Reserved Powers of National Member. The National Member shall have the following reserved powers and authority, and no action of the Corporation pertaining to the following categories of matters shall be effective until authorized or approved, as the case may be, by the National Member. The National Member shall have all of the authority and power of a member of a corporation under New York law, including, but not limited to, the exclusive authority and power to:

6.1.1 approve the statement of mission and philosophy adopted by the hospital Corporation;

6.1.2 require that the Corporation operate in conformance with its mission and philosophy;

6.1.3 elect and fill vacancies among the officers of the Corporation;

6.1.4 remove the officers of the Corporation, with or without cause;

6.1.5 approve amendments to the certificate of incorporation of the Corporation;

6.1.6 approve any plan of merger, dissolution or consolidation of the Corporation;

6.1.7 adopt corporate bylaws;

6.1.8 approve amendments of corporate bylaws;

6.1.9 elect and fill vacancies among the directors of the Corporation;

6.1.10 remove directors, with or without cause;

6.1.11 approve the debt of the Corporation, in excess of an amount to be fixed from time to time by the National Member, except for debt necessary to finance the cost of compliance with operational or physical plant standards required by law;

6.1.12 approve the sale, acquisition, lease, transfer, mortgage, pledge or other alienation of real or personal property of the Corporation in excess of an amount to be fixed from time to time by the National Member;

6.1.13 approve the capital and operating budgets of the Corporation to ensure that such budgets conform to the mission and philosophy of the Corporation;

6.1.14 approve settlements of litigation when such settlements exceed applicable insurance coverage or the amount of any applicable self-insurance fund;

6.1.15 approve any corporate reorganization of the Corporation and the development, modification or dissolution of any subsidiary organizations of the Corporation;

6.1.16 approve the strategic plan of the Corporation, provided that such right of approval shall not permit the National Member to exercise any of the governance authority which, under applicable law, would require the National Member to receive establishment approval from the Public Health Council.

7.0 Board

The number of directors known as Members of the Board shall be the three (3) persons who shall serve pursuant to the Bylaws. The number of Members of the Board shall hereafter be as provided in the Bylaws and may be increased or decreased from time to time by amendment of the Bylaws; provided that at no time shall such number be less than three (3) persons.

8.0 Officers

The Corporation shall have such Officers, vested with such powers and responsibilities and selected pursuant to such methods as are provided in the Bylaws.

9.0 Bylaws

The power to adopt, alter, amend or repeal Bylaws for the Corporation shall be vested in and only in the National Member of the Corporation as provided in the Bylaws.

10.0 Amendments of Articles

The power to alter, amend or repeal this Certificate of Incorporation shall be vested in and only in the National Member of the Corporation as provided in the Bylaws.

11.0 Dissolution

Upon the dissolution of the Corporation, the National Member of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations as the National Member of the Corporation shall determine, provided such organization or organizations are organized and operated for religious, charitable, educational or scientific purposes and, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code and are otherwise qualified under Federal law to receive such distributions. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

12.0 Principal Office

The place in the State where the initial principal office of the Corporation is to be located is the Town of Warwick, County of Orange, State of New York.

13.0 Agent

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:

Franciscan Sisters of the Poor Health System, Inc.
186 Joralemon Street
Brooklyn, New York 11201
Attention: Secretary

14.0 Conduct Of Affairs

The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law as promulgated by the Roman Catholic Church, the Ethical and Religious Directives for Catholic Health Facilities as promulgated by the United States Catholic Conference, and the statements of mission and philosophy as promulgated by the Franciscan Sisters Of The Poor Health System, Inc., on behalf of the agency(s) for which it serves as steward.

IN WITNESS WHEREOF, the undersigned had made, subscribed ~~and acknowledged~~ this Restated Certificate of Incorporation, this 17th day of March, 1989, and affirm that the statements made herein are true under the penalties of perjury.

Dennis Harrington
President

Kathy Zbylut
Assistant Secretary

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

On the 14th day of March, 1989, before me personally appeared Dennis Harrington, to me known, who, being by me duly sworn, did depose and say that he resides at 15-19 Maple Avenue, Warwick, New York; that he is the President of St. Anthony Community Hospital, Inc., the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors and Members of said corporation; and that he signed his name thereto by like order.

Notary Public

RICHARD SCHIMMEYER
Notary Public, State of New York
No. 4657217
Qualified in Orange County
Commission Expires March 30, 1990

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

On the 17th day of March, 1989, before me personally appeared Kathy Zbylut, to me known, who, being by me duly sworn, did depose and say that she resides at 186 Joralemon Street, Brooklyn, New York; that she is the Assistant Secretary of St. Anthony Community Hospital, Inc., the corporation described in and which executed the foregoing instrument; that she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors and Members of said corporation; and that she signed her name thereto by like order.

Notary Public

LAWRENCE L. [illegible]
Notary Public, State of New York
No. 41-4723153
Qualified in Queens County
Commission Expires March 30, 19[illegible]

F764861 -12

Restated Certificate of
Incorporation of

ST. ANTHONY COMMUNITY
HOSPITAL
Warwick, New York

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

Rec'd
4-10-89
12:26 PM

DE GRAFF, FOY,
CONWAY, HOLT-HARRIS & MEALEY
ATTORNEYS AND COUNSELLORS AT LAW
90 STATE STREET
ALBANY, N. Y. 12207

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 11 1989
AMT. OF CHECK $ 60
FILING FEE $ 30
TAX $
COUNTY FEE $
COPY $ 10
CERT $
REFUND $ 10
SPEC. HANDLE $
BY Orange Type B

378886

MH
Not Type Hosp
12/4/67
637852-12
Warwick Energy Co
11/88
M

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK, File Number 961127000195 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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F961127000195

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

**ST. ANTHONY COMMUNITY HOSPITAL,
WARWICK, NEW YORK**

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

The undersigned, Franciscan Sisters of the Poor Health System, Inc., being the sole member of St. Anthony Community Hospital, Warwick, New York entitled to vote thereon, hereby certifies that:

1. The name of the Corporation is St. Anthony Community Hospital, Warwick, New York (the "Corporation").

2. The Certificate of Incorporation was originally filed in the office of the Secretary of State on December 4, 1967, under the Membership Corporations Law of the State of New York.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York.

4. The Corporation is a Type B corporation under Section 201 of the Not-For-Profit Corporation Law of the State of New York, and it shall continue to be a Type B corporation.

5. The corporate purposes and powers of the Corporation are not enlarged, limited or otherwise changed by this Certificate of Amendment.

6. The Certificate of Incorporation of the Corporation is amended as follows:

(a) Article 6.0, which identifies the Members of the Corporation and addresses the

powers reserved to the Members, is amended to read as follows:

"

6.0 Membership of the Corporation

6.1. Members. The Corporation shall have two classes of Members, the Local Member and the National Member. The sole Local Member of the Corporation is Tri-State Health System, Inc., a New York not-for-profit corporation. The sole National Member is the Franciscan Sisters of the Poor Health System, Inc., a Delaware non-stock corporation.

6.2 Reserved Powers of the National Member. Action by the Corporation shall not be taken until the National Member shall have exercised its reserved powers. The National Member shall possess and exercise all of the power and authority, including the rights and privileges thereof, of members of not-for-profit corporations provided by all applicable law, including all power and authority described in this Certificate of Incorporation, the Bylaws of the Corporation, and in the National System Policies & Procedures Manual of the Franciscan Sisters of the Poor Health System, Inc. ("the Manual"), except to the extent prohibited by the laws of the State of New York and specifically including the power to:

6.2.1 Approve and interpret the statement of mission and philosophy adopted by the Corporation; and to require the Corporation to operate in conformance with its statement of mission and philosophy;

6.2.2 Approve and amend the bylaws and certificate of incorporation of the Corporation;

6.2.3 Fix the number of, and elect, appoint, fill vacancies in and remove, with or without cause, the Trustees; and elect and remove, with or without cause, the chairperson of the Board of Trustees of the Corporation;

6.2.4 Approve any merger, consolidation or dissolution of the Corporation;

6.2.5 Approve any acquisition or any sale, lease, exchange, mortgage, pledge or other alienation of assets or property in excess of an amount to be fixed from time to time by the National Member;

6.2.6 Approve any capital or operating budgets of the Corporation to ensure that such budgets conform to the mission and philosophy of the Corporation;

6.2.7 Approve the debt of the Corporation, in excess of an amount to be fixed from time to time by the National Member, except for debt necessary to finance the cost of

compliance with operational or physical plant standards required by law;

6.2.8 Elect and remove, with or without cause, the chief executive officer of the Corporation provided, however, that the Member shall confer with the Board of Trustees and the Regional Executive concerning the election or removal of the chief executive officer;

6.2.9 Approve the criteria for, and the process of evaluating the performance of the chief executive officer of the Corporation;

6.2.10 Approve settlements of litigation when such settlements exceed applicable insurance coverage or the amount of any applicable self-insurance fund;

6.2.11 Approve any corporate reorganization of the Corporation and the development or dissolution of any subsidiary organizations, including corporations, partnerships or other entities, of the Corporation; and

6.2.12 Approve the strategic plan of the Corporation, provided that such right of approval shall not permit the Members to exercise any of the governance authority under applicable regulations unless the Member has received establishment approval from the Public Health Council of the State of New York.

6.3. Authority of the Local Member. Subject to the National System Unit Dollar Limits of the Local Member, the Local Member shall possess and exercise all of the power and authority, including the rights and privileges thereof, of members of not-for-profit corporations provided by all applicable law, including all power and authority described in this Certificate of Incorporation, in the Bylaws of the Corporation, and in the Manual, other than the power and authority otherwise reserved to the National Member pursuant to such documents.

6.4. Contravention of Law or Regulation. Should compliance with any of the restrictions in this Article require the Corporation to take any action which may contravene any law or regulation to which the Corporation may now or hereafter be subject, or require the establishment of the Member by the Public Health Council, such restriction shall be null and void."

(b) Article 11.0, which addresses the distribution of assets upon dissolution of the Corporation, is amended to read as follows:

"11.0 Dissolution

Upon the dissolution of the Corporation, the Members of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations as the Members or a Class of Members of the Corporation shall determine in accordance with the Bylaws, provided such organization or organizations are organized and operated for religious, charitable, educational or scientific purposes and, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and are otherwise qualified under Federal law to receive such distributions. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine."

7. The Secretary of the State of New York is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served, and the post office address to which the Secretary of State shall mail a copy of any process against the Corporation so served upon him is:

Franciscan Sisters of the Poor Health System, Inc.
708 Third Avenue, Suite 200
New York, New York 10017-4130
Attn: Secretary

8. The foregoing amendments to the Certificate of Incorporation were authorized by the unanimous consent of all of the members of the Corporation entitled to vote thereon pursuant to Section 614 of the Not-For-Profit Corporation Law of the State of New York.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment and affirmed as true the statements made therein under penalties of perjury this 25 day of November, 1996.

Franciscan Sisters of the Poor Health System, Inc.

By: _____
James Flynn, President and CEO

CONSENT OF THE NATIONAL MEMBER
OF
ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK

The undersigned, being the National Member of ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK (the "Corporation") and the sole member of the Corporation entitled to vote thereon, hereby takes the following actions by written consent in lieu of a meeting of the membership:

1. The Certificate of Incorporation of the Corporation shall be amended as provided in the Certificate of Amendment of the Certificate of Incorporation annexed to this Consent as Exhibit "1," and the appropriate officers of the Corporation are authorized and directed to execute such Certificate of Amendment of the Certificate of Incorporation and to cause it to be filed with the Secretary of State of the State of New York.

2. The amended Bylaws annexed to this Consent as Exhibit "2" are hereby adopted as the Bylaws of the Corporation.

Franciscan Sisters of the Poor Health System, Inc.

By: _____
James Flynn, President and CEO

F961127000195

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

**ST. ANTHONY COMMUNITY HOSPITAL,
WARWICK, NEW YORK**

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

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 27 1996
TAX $ 0
BY: JAH
Orange

Filed by:

Iseman, Cunningham, Riester & Hyde
9 Thurlow Terrace
Albany, New York 12203

45. 961127000203

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK, File Number 991231000051 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

Authentication Number: 100007967136 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

F99123100051

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK

(Under Section 803 of Not-For-Profit Corporation Law)

The undersigned, the President of St. Anthony Community Hospital, Warwick, New York, hereby certifies that:

1. The name of the corporation is St. Anthony Community Hospital, Warwick, New York (hereinafter "the Corporation"). The name has not been changed.

2. The Corporation was formed pursuant to the Membership Corporations Law of the State of New York, and the Certificate of Incorporation of said Corporation was filed by the Department of State on December 4, 1967.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York.

4. The Corporation is a Type B corporation under Section 201 of the Not-For-Profit Corporation Law of the State of New York, and it shall continue to be a Type B corporation.

5. The Certificate of Incorporation of the Corporation is hereby amended to change the sole member of the Corporation, to set forth the powers expressly reserved to the Member of the Corporation and to change the address to which the Secretary of State shall mail a copy of any process The corporate powers and purposes of the Corporation are not enlarged, limited or otherwise changed by this Certificate of Amendment.

6. To effectuate the amendment described in paragraph 5 of this Certificate of Amendment, Article 6.0 of the certificate of incorporation which addresses the membership of the Corporation and the powers reserved to the member of the Corporation, and Article 13.0 which addresses the address to which the Secretary of State shall mail a copy of any process are amended to read in its entirety as follows:

6.0 Membership of the Corporation

6.1 Member. The member of the Corporation shall be Bon Secours Charity Health System, Inc., a New York not-for-profit corporation. The sole Member of

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the Corporation shall be entitled to all rights and powers of a member under New York law (except as otherwise limited or provided in this certificate of incorporation or the bylaws of the Corporation), the certificate of incorporation of the Corporation and the bylaws of the Corporation. Action by the Corporation shall not be taken until the sole member of the Corporation has exercised its reserved powers. The following powers are reserved to the sole Member:

(a) Approve and interpret the statement of mission and philosophy adopted by the Corporation, and require the Corporation to operate in conformance with its statement of mission and philosophy;

(b) Approve and amend the bylaws and certificate of incorporation of the Corporation;

(c) Fix the number of, and elect, appoint, fill vacancies in and remove, with or without cause, the directors;

(d) Approve any merger, consolidation or dissolution of the Corporation;

(e) Approve any acquisition or any sale, lease, exchange, mortgage, pledge or other alienation of assets or property in excess of an amount to be fixed from time to time by the Member;

(f) Approve any capital or operating budgets of the Corporation to ensure that such budgets conform to the mission and philosophy of the Corporation;

(g) Approve the debt of the Corporation, in excess of an amount to be fixed from time to time by the Member, except for debt necessary to finance the cost of compliance with operational or physical plant standards required by law;

(h) Elect and remove, with or without cause, the President and Executive Vice President of the Corporation;

(i) Approve the criteria for, and the process of evaluating the performance of, the Executive Vice President of the Corporation;

(j) Approve settlements of litigation when such settlements exceed applicable insurance coverage or the amount of any applicable self-insurance fund;

(k) Approve any corporate reorganization of the Corporation and the development or dissolution of any subsidiary organizations, including

corporations, partnerships or other entities, of the Corporation; and

(l) Approve the strategic plan of the Corporation, provided that such right of approval shall not permit the Member to exercise any of the governance authority under applicable regulations unless the Member has received establishment approval from the Public Health Council of the State of New York.

(m) Exercise any powers the Corporation may have as a member or stockholder of another corporation or participant in any partnership, joint venture, or other entity:

(i) to change the philosophy, objectives and purposes of such corporation, partnership, joint venture or other entity or its ethical and religious standards;

(ii) to amend the certificate of incorporation, bylaws or other organizational agreement of such corporation partnership, joint venture or other entity;

(iii) to dissolve or liquidate such corporation, partnership, joint venture or other entity;

(iv) to elect or remove any of the members of the board of trustees or directors or other governing body of such corporation, partnership, joint venture or other entity;

(v) to appoint or approve the appointment of the president and/or the chief executive officer, managing partner or other similar officer of such corporation, partnership, joint venture or other entity;

(vi) to approve of a merger or consolidation of such corporation, partnership, joint venture or other entity;

(vii) to approve the creation of any subsidiary organization of such corporation or the affiliation of such corporations partnership, joint venture or other entity with any other entity for the purpose of, the joint conduct of business or other programs whether in the form of participation in a corporation, partnership, joint venture, co-tenancy or any other form of ownership or control;

(viii) to approve the conveyance of, or the granting of mortgages, trust deeds or the creation of other liens on, any real property assets of such corporation, partnership, joint venture or other entity (other than conveyances or liens in favor of any public or quasi-public

authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially affect the value of the balance of the property);

(ix) to approve of the conveyance of any other assets of such corporation, partnership, joint venture or other entity, or the incurring of any indebtedness or series of indebtedness by such corporation, partnership, joint venture or other entity, or the guaranteeing of any indebtedness or series of indebtedness by such corporation, partnership, joint venture or other entity, any of which equals or exceeds the amount which requires approval by its member(s) or participant(s) as specified in the governing documents of such corporation, partnership, joint venture or other entity (other than loans to or indebtedness to or guarantees of indebtedness of, wholly-controlled entities within the Bon Secours Health System);

(x) to approve submission by such corporation, partnership, joint venture or other entity of an application for any grant, loan or license from any governmental agency or other authority which might result in the imposition of any conditions or requirements potentially inconsistent with the philosophy and mission of the Sisters of Bon Secours;

(xi) to exercise any powers such corporation, partnership, joint venture or other entity may have as a member of another entity for activities that may require, pursuant to its certificate of incorporation, partnership agreement or joint venture agreement, member or participant approval.

Should compliance with any of the restrictions in this provision require the Corporation to take any action which may contravene any law or regulation to which the Corporation may now or hereafter be subject, or require the licensure or establishment of the Member under Article 28 of the Public Health Law, such restriction shall be null and void.

13.0 Agent

The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is 255 Lafayette Avenue, Suffern, New York, 10901, Att: President.

7. The foregoing amendment to the Certificate of Incorporation of the Corporation was authorized by vote of the Members pursuant to Section 802 of the Not-For-Profit Corporation Law of the State of New York.

8. The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is 255 Lafayette Avenue, Suffern, New York, 10901, Att: President.

[redacted]

IN WITNESS WHEREOF, the undersigned has executed and signed this Certificate of Amendment and affirmed as true the statements made therein under penalties of perjury this 21 day of December ____, 1999.

James A. Martin, President

F99123100051

FILED
Dec 31 16 AM '99

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK

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

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 3 1 1999
TAX $ [illegible]
BY: [illegible]
Orange

Filed By:

Iseman, Cunningham, Riester & Hyde, L.L.P.
9 Thurlow Terrace
Albany, New York 12203
(518) 462-3000

RECEIVED
DEC 30 12 48 PM '99

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK, File Number 060623000085 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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DRAWDOWN
ACCT # J8

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK

(Under Section 803 of Not-For-Profit Corporation Law)

The undersigned, the President of St. Anthony Community Hospital, Warwick, New York, hereby certifies that:

1. The name of the corporation is St. Anthony Community Hospital, Warwick, New York (hereinafter "the Corporation"). The name has not been changed.

2. The Corporation was formed pursuant to the Membership Corporations Law of the State of New York, and the Certificate of Incorporation of said Corporation was filed by the Department of State on December 4, 1967

3 The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York.

4. The Corporation is a Type B corporation under Section 201 of the Not-For-Profit Corporation Law of the State of New York, and it shall continue to be a Type B corporation.

5. The Certificate of Incorporation of the Corporation is hereby amended:

(a) to DELETE in its entirety Article 7.0, which specifies the size of the Board of Directors,

(2) to ADD a new Article 7.0, wherein the Corporation (i) delegates to Bon Secours Charity Health System, Inc. certain responsibilities with respect to the operation of the Corporation and (ii) clarifies the size and management responsibility of the Board of Directors; and

(c) to CHANGE the reference in Article 14.0 to the religious congregation affiliated with the corporation to the Sisters of Bon Secours.

The corporate powers and purposes of the Corporation are not enlarged, limited or otherwise changed by this Certificate of Amendment.

6. To effectuate the amendments described in paragraph 5(b) of this Certificate of

Amendment, Article 7.0 of the certificate of incorporation is hereby added, to read in its entirety as follows:

"Article 7.0 Management of the Corporation

7.1 Management Generally. Except as otherwise required by law or this Certificate of Incorporation, all right, power, and authority of the Corporation shall be vested solely in, and all the business and affairs of the Corporation shall be managed under the direction of, the Member, and no action of the Corporation may be taken without the approval of the Member, unless the right of such approval has been delegated in the manner prescribed by the approved Bylaws of the Corporation; however, any person or entity contracting, agreeing, or otherwise dealing with the Corporation shall be entitled to rely upon a resolution of the Board of Directors authorizing the Corporation to enter into such contract, agreement or other understanding, when such resolution is certified by the President or Executive Vice President of the Corporation as being within the delegated powers of the Board, and any contract, agreement, or other understanding entered into by a person or entity in reliance upon such a certified resolution shall be binding upon the Corporation. The members of the Board of Directors shall be relieved of liability for managerial acts or omissions imposed upon members of the Board of Directors by law to the extent that, and as long as, any discretionary powers of the Board of Directors in the management of corporate affairs are exercised by the Member pursuant to this or any other provision of the Certificate of Incorporation.

7.2 Hospital and Health Care Services Specifically, with respect to the Corporation's authority to operate a hospital and provide other health care services: The Corporation delegates to Bon Secours Charity Health System, Inc. ("BSCHSI"), pursuant to Section 701 of the Not-for-Profit Corporation Law, the following exclusive authority: approve strategic plans; approve capital budgets; approve operating budgets; approve debt, maintain a single, consolidated set of books and financial records; move and share assets in accordance with applicable law and contractual obligations among BSCHSI, Good Samaritan Hospital of Suffern, New York, Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.; combine and centralize administrative and support functions; authority to approve the submission of Certificate of Need applications; and such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, the activation or rescission by the Corporation of the delegation of such decision-making authority to occur by resolution of the Board of Directors of the Corporation setting forth the matters in respect of which the delegation of such decision-making authority is being activated or rescinded; provided, however, that a certified copy of any such resolution shall have been provided to the Department of Health prior to review of any such activation or rescission, and further provided that any amendment to this Certificate of Incorporation to rescind or limit the delegation of such decision-making authority shall require the prior approval of the Public Health Council.

7.3 Board Responsibilities. To the extent delegated by the Member or required by law, the business and affairs of the Corporation shall be managed under the direction of its Board of Directors. The Corporation shall have between seven (7) and nineteen (19) Directors, as determined from time to time by the Member, and who shall be appointed by the Member. All powers of the Corporation delegated to the Board pursuant to the procedure set forth in the Bylaws may be exercised by or under the authority of the Board of Directors."

7. To effectuate the amendment described in paragraph 5(c) of this Certificate of Amendment, Article 14.0 of the certificate of incorporation is hereby amended to read in its entirety as follows:

"14.0 Conduct of Affairs

The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law as promulgated by the Roman Catholic Church, the Ethical and Religious Directives for Catholic Health Care Services as promulgated by the United States Catholic Conference, and the statements of mission and philosophy promulgated by the Sisters of Bon Secours, on behalf of the agency(s) for which it serves as steward "

8 The foregoing amendments to the Certificate of Incorporation of the Corporation were authorized by consent of the Member entitled to vote thereon pursuant to Section 802 of the Not-For-Profit Corporation Law of the State of New York.

9 The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is 255 Lafayette Avenue, Suffern, New York, 10901, Att: President.

IN WITNESS WHEREOF, the undersigned has executed and signed this Certificate of Amendment and affirmed as true the statements made therein under penalties of perjury this 14 day of November, 2002.

Mary L Moran

SISTER MARY L. MORAN, President

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

PUBLIC HEALTH COUNCIL

November 20, 2002

Mr. Frank M. Cicero
Cicero, Velazquez, Cicero & Associates, Inc.
701 Westchester Avenue - Suite 210W
White Plains, New York 10604

Re: Certificate of Amendment of the Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York

Dear Mr. Cicero:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 25th day of January, 2002, I hereby certify that the Public Health Council consents to the filing of the Certificate of Amendment of the Certificate of Incorporation of St. Anthony Community Hospital, Warwick, New York, dated November 14, 2002.

Sincerely,

Donna Peterson for
Karen S. Westervelt
Executive Secretary

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F060623000085

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK

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

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUN 23 2006
TAX $
BY:

Filed By:

Iseman, Cunningham, Riester & Hyde, L.L.P.
60 Cutter Mill Road
Great Neck, New York 11021
(516) 466-5555

DRAWDOWN ACCT. # J8

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK, File Number 150519000347 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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150519000 347

Restated Certificate of Incorporation of

ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK

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

The undersigned, the Chief Executive Officer of ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK (the "Corporation"), hereby certifies that:

1. The name of the Corporation is ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK.

2. The Corporation's Certificate of Incorporation was filed by the Department of State on December 4, 1967, pursuant to the Not-for-Profit Corporation Law of the State of New York ("NPCL").

3. The text of the Certificate of Incorporation is restated to effect the following changes:

   a. RENUMBER Article 1.0, Name, as Article First.

   b. RENUMBER Article 3.0, Type, as Article Second and REPLACE in its entirety with the following new paragraph:

      "SECOND: The Corporation is a corporation as defined in Subsection (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL") and is a charitable corporation as defined in Section 201 of the NPCL."

   c. RENUMBER Article 2.0, Purpose and Purposes, as Article Third.

   d. INSERT new Article Fourth, which shall read in its entirety as follows:

      "FOURTH: The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code."

   e. RENUMBER Article 4.1, Distributions, as Article Fifth, and REPLACE in its entirety with the following new paragraph:

      "FIFTH: No part of the net earnings of the Corporation shall inure to the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Officer, Member of the Board or Member of the

Corporation or any other private individual, shall be entitled to share in the distribution of the Corporation, except the Corporation may confer benefits in the form of distributions, in dissolution and otherwise, upon a Member of the Corporation or its Members so long as such organization is described in Section 501(c)(3) of the Code and otherwise is qualified under Federal law to receive such distribution."

f. RENUMBER Article 4.2.1 and 4.2.2, regarding the Corporation's activities, as Articles Sixth and Seventh, respectively.

g. RENUMBER Article 4.2.3, regarding limitations on the Corporation's activities, as Article Eighth, and REPLACE in its entirety with the following new paragraph:

"EIGHTH: The Corporation shall not be authorized to engage in the practice of the profession of medicine, or any other profession required to be licensed by Title VIII of the Education law."

h. OMIT Article 5.0, Term of Existence.

i. RENUMBER Article 6.1, Members, as Article Ninth and REPLACE in its entirety with the following new paragraph:

"NINTH: The sole member of the Corporation shall be Bon Secours Charity Health System, Inc., a New York not-for-profit corporation (the "Member").

9.1 The powers reserved to the Member are set forth below, and action with respect to any such matters may not be taken by the Corporation without the approval of the Member, and as may be set forth below, the approval(s) of Bon Secours Health System, Inc. ("BSHSI"), the Sisters of Charity of Saint Elizabeth ("Sisters of Charity") and/or WMC Health Network-Rockland, Inc. ("WMC Health Network"), as applicable, in accordance with their respective governing documents. Such exercise of the Member's reserved powers will be effective when the Corporation receives written notice of the appropriate action having been taken by the Member. If approval by BSHSI, the Sisters of Charity and/or WMC Health Network is required, written notice of the appropriate action having been taken by such party is required. BSHSI, the Sisters of Charity and WMC Health Network agree to give notice of its approval or disapproval of the proposed action within thirty (30) calendar days of the notice of proposed action from the other parties. Should any of BSHSI, the Sisters of Charity and/or WMC Health Network fail to give its notice by the 30th calendar day, such party will be deemed to have waived its right to approve or disapprove such action. Notwithstanding the foregoing, any person or entity contracting, agreeing, or otherwise dealing with the Corporation will be entitled to rely upon a resolution of the Board authorizing the Corporation to enter into such contract, agreement or other

understanding, when such resolution is certified by an officer of the Corporation as being within the powers of the Board, and any contract, agreement, or other understanding entered into by a person or entity in reliance upon such a certified resolution will be binding upon the Corporation.

9.2 The Member has been duly licensed pursuant to Article 28 of the New York State Public Health Law as the co-established operator of the Corporation. As such, the Member, acting through its Board of Directors, has accepted the delegation of and exercises the following authorities:

(i) To change the philosophy, objectives or purposes of the Corporation, its mission and vision statements, ethical and religious standards, juridic status or its religious sponsorship (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(ii) To amend any provision of the Certificate or the Bylaws (exercise of this power also requires approval of BSHSI and WMC Health Network; approval of the Sisters of Charity is also required if such amendment would diminish or eliminate the rights of the Sisters of Charity).

(iii) To change the name of the Corporation (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(iv) To dissolve or liquidate the Corporation, or sell all or substantially all of its assets (exercise of this power also requires approval of BSHSI and WMC Health Network).

(v) To merge or consolidate the Corporation (exercise of this power also requires approval of BSHSI and WMC Health Network).

(vi) To create any wholly-owned subsidiary entity (exercise of this power also requires approval of BSHSI and WMC Health Network).

(vii) To create or acquire an interest (e.g., stock, equity interest, membership interest, or partnership interest) in any joint venture entity, or to acquire, sell or transfer all or any part of an interest in any such entity, where entity means any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity in which the Corporation holds an interest, either directly or indirectly (through one or more entities) (exercise

of this power also requires approval of BSHSI and WMC Health Network).

(viii) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony (as that term is defined below) of the Corporation, regardless of value, or any real property, including stable patrimony, of the Corporation (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property) (exercise of this power also requires approval of BSHSI and WMC Health Network). For purposes of this Certificate and the Bylaws, the term "stable patrimony" means the acute care hospital owned and operated by the Corporation.

(ix) Subject to the requirements of law, to incur or guarantee, on behalf of the Corporation, any single instance of indebtedness that exceeds $30,000,000, and to approve the long-term plan of finance and debt structure, and any changes thereto (exercise of this power also requires approval of BSHSI and WMC Health Network, except for any debt necessary to finance the cost of compliance with operational or physical plant standards required by law).

(x) To approve strategic plans.

(xi) To approve capital budgets and operating budgets.

(xii) To maintain a single, consolidated set of books and financial records.

(xiii) To move and share assets in accordance with applicable law and contractual obligations among the Member, Good Samaritan Hospital of Suffern, N.Y., Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.

(xiv) To combine and centralize administrative and support functions.

(xv) To approve the submission of any Certificate of Need applications that add or eliminate services, any plans for closure of the facility operated by the Corporation, or any other application as required by law (exercise of the right to close the facility also requires the approval of BSHSI, the Sisters of Charity and WMC Health Network as it relates to conformance with the mission and philosophy of the Corporation).

(xvi) To exercise such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, the activation or rescission by the Corporation of the delegation of such decision-making authority to occur by resolution of the Board of the Corporation setting forth the matters in respect of which the delegation of such decision-making authority is being activated or rescinded; provided, however, that a certified copy of any such resolution will have been provided to the Department of Health prior to review of any such activation or rescission, and further provided that any amendment to the Certificate to rescind or limit the delegation of such decision-making authority will require the prior approval of the Public Health and Health Planning Council.

9.3 The Corporation further reserves and delegates to BSHSI, the Sisters of Charity and WMC Health Network the following actions:

(i) To WMC Health Network, the appointment of sixty percent (60%) (rounded up to the next whole number) of the Directors, after consultation with BSHSI and the Sisters of Charity, and removal with or without cause, of any such Director so elected.

(ii) To BSHSI and the Sisters of Charity, jointly, the appointment of forty percent (40%) (rounded down to the next whole number) of the Directors (such 40% to include the Sponsor Representative and the Sponsor Representative of Good Samaritan Hospital, if a member of the Board), after consultation with WMC Health Network, and removal with or without cause, of any such Director so elected.

(iii) To BSHSI, the appointment of the Sponsor Representative, after consultation with the Sisters of Charity and WMC Health Network, and removal with or without cause, of any Sponsor Representative so appointed.

Solely for purposes of calculating the number of Directors to be appointed by BSHSI, the Sisters of Charity and WMC Health Network, the President/Chief Executive Officer of the Corporation will not be included in the total number of Directors.

9.4 Powers Reserved with Regard to Subsidiaries of the Corporation. The Member will appoint the Board of Directors of subsidiaries of the Corporation and reserves the authority to approve the actions listed in Section 9.2(i)-(xv) above as to such subsidiaries. In addition to the powers reserved to the Member, action by a subsidiary with respect to any matters set forth below may not be taken without the approval of BSHSI. The

approval of BSHSI is for the purpose of ensuring that the Catholic identity and mission of such subsidiary entity are protected, and the approval of BSHSI will not be unreasonably withheld. Such reserved powers of the Member and BSHSI will be set forth in the governing documents of those subsidiaries, provided, however, that the Member and/or BSHSI may not act with respect to such subsidiaries if such action may be performed only by entities established under Article 28 of the Public Health Law, or as otherwise prohibited by law.

(i) To change the philosophy, objectives or purposes of such subsidiary entity, its mission and vision statements, ethical and religious standards, juridic status or its religious sponsorship.

(ii) To amend any provision of the certificate of incorporation or bylaws of such subsidiary entity.

(iii) To change the name of such subsidiary entity.

(iv) To dissolve or liquidate such subsidiary entity, or sell all or substantially all of its assets (if such subsidiary entity holds stable patrimony).

(v) To merge or consolidate such subsidiary entity (if such subsidiary entity holds stable patrimony).

(vi) To create any wholly-owned subsidiary entity.

(vii) To create or acquire an interest (e.g., stock, equity interest, membership interest, or partnership interest) in any joint venture entity, or to acquire, sell or transfer all or any part of an interest in any such entity, where entity means any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity in which such subsidiary entity holds an interest, either directly or indirectly (through one or more entities).

(viii) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony of such entity, regardless of value, (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property)."

j. DELETE Article 7.1, Management Generally.

k. RENUMBER Article 7.2, Hospital and Health Care Services, as Article Tenth,

and REPLACE all references to "BSCHSI" with "BSCHS" and the reference to "Public Health Council" with "Public Health and Health Planning Council".

l. DELETE Article 7.3, Board Responsibilities, Article 8.0, Officers, Article 9.0, Bylaws, and Article 10.0, Amendments of Articles.

m. RENUMBER Article 11.0, Dissolution, as Article Eleventh, and REPLACE in its entirety with the following new paragraph:

"ELEVENTH: Subject to any approvals required in this Certificate of Incorporation or in the NPCL, and subject to the approval of BSHSI and WMC-Rockland, upon the dissolution of the Corporation for any reason, the Board of Directors of the Corporation shall adopt a plan of dissolution and distribute the assets of the Corporation in accordance with the following:

11.1 After paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations as the Member of the Corporation shall determine, provided such organization or organizations is organized and operated for purposes, and engages in activities, substantially similar to those of the Corporation as described in this Certificate of Incorporation and qualifies as exempt from federal income taxation under Section 501(c)(3) of the Code at the time of such distribution.

11.2 Any of the Corporation's remaining assets not so disposed of under Section 11.1 shall be disposed of by the New York Attorney General or a Justice of the Supreme Court exclusively for such purposes, or to such organization(s) as the New York Attorney General or a Justice of the Supreme Court shall determine, which is exempt from federal income taxation under Section 501(c)(3) of the Code and is organized and operated for purposes, and engages in activities, substantially similar to those of the Corporation as described in this Certificate of Incorporation. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation."

o. RENUMBER Article 12.0, Principal Office, as Article Twelfth, and REPLACE in its entirety with the following new paragraph:

"TWELFTH: The office of the Corporation is located in Orange County, New York."

p. RENUMBER Article 13.0, Agent, as Article Thirteenth, and REPLACE in its entirety with the following new paragraph:

"THIRTEENTH: The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State

shall mail a copy of any process against the Corporation so served by him is: President/Chief Executive Officer, Bon Secours Charity Health System, Inc., 255 Lafayette Ave, Suffern, NY 10901."

q. RENUMBER Article 14.0, Conduct of Affairs, as Article Fourteenth, and REPLACE in its entirety with the following new paragraph:

"FOURTEENTH: The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, as promulgated by the Roman Catholic Church, and the Ethical and Religious Directives for the Catholic Health Care Services, as promulgated by the United States Conference of Catholic Bishops, and the statements of mission and philosophy promulgated by the Sisters of Bon Secours, on behalf of the agency(s) for which it serves as steward."

4. The text of the Certificate of Incorporation is restated as amended to read as set forth in full below:

Certificate of Incorporation of

ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK

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

FIRST: The name of the corporation is ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK (the "Corporation").

SECOND: The Corporation is a corporation as defined in Subsection (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL") and is a charitable corporation as defined in Section 201 of the NPCL.

THIRD: The purposes for which it is formed are:

a. to conduct and operate a general hospital, including an outpatient department, and to promote the spiritual and physical welfare of persons requiring hospital services by providing medical and surgical aid, care and treatment.

b. to acquire by gift, purchase, devise or otherwise, whether from public or private sources, real property necessary or desirable for the conduct of such a hospital and to mortgage, sell and convey any such real property and/or to lease the same, all to the extent permitted by law.

c. to acquire personal property, both tangible and intangible, by gift, bequest, purchase or otherwise, whether from public or private sources; to establish an endowment fund or other funds for the support and maintenance of the said hospital, and from time to time to increase, reduce or abolish the same.

The foregoing shall be construed both as purposes and powers and the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers granted by the Corporation under the laws of the State of New York.

FOURTH: The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

FIFTH: No part of the net earnings of the Corporation shall inure to the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Officer, Member of the Board or Member of the Corporation or any other private individual, shall be entitled to share in the distribution of the Corporation, except the Corporation may confer benefits in the form of distributions, in dissolution and otherwise, upon a Member of the Corporation or its Members so long as such organization is described in Section 501(c)(3) of the Code and otherwise is qualified under Federal law to receive such distribution.

SIXTH: The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

SEVENTH: With respect to any taxable year or years of the Corporation, if any, during which it is determined to be a private foundation, as defined in Section 509 of the Code, it shall make distributions for such years at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings, as defined in Section 4943(c) of the Code, (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Code.

EIGHTH: The Corporation shall not be authorized to engage in the practice of the profession of medicine, or any other profession required to be licensed by Title VIII of the Education law.

NINTH: The sole member of the Corporation shall be Bon Secours Charity Health System, Inc., a New York not-for-profit corporation (the "Member").

9.1 The powers reserved to the Member are set forth below, and action with respect to any such matters may not be taken by the Corporation without the approval of the Member, and as may be set forth below, the approval(s) of Bon Secours Health System, Inc. ("BSHSI"), the Sisters of Charity of Saint Elizabeth ("Sisters of Charity") and/or WMC Health Network-Rockland, Inc. ("WMC Health Network"), as applicable, in accordance with their respective governing documents. Such exercise of the Member's reserved powers will be effective when the Corporation receives written notice of the appropriate action having been taken by the Member. If approval by BSHSI, the Sisters of Charity and/or WMC Health Network is required, written notice of the appropriate action having been taken by such party is required. BSHSI, the Sisters of Charity and WMC Health Network agree to give notice of its approval or disapproval of the proposed action within thirty (30) calendar days of the notice of proposed action from the other parties. Should any of BSHSI, the Sisters of Charity and/or WMC Health Network fail to give its notice by the 30th calendar day, such party will be deemed to have waived its right to approve or disapprove such action. Notwithstanding the foregoing, any person or entity contracting, agreeing, or otherwise dealing with the Corporation will be entitled to rely upon a resolution of the Board authorizing the Corporation to enter into such contract, agreement or other understanding, when such resolution is certified by an officer of the Corporation as being within the powers of the Board, and any contract, agreement, or other understanding entered into by a person or entity in reliance upon such a certified resolution will be binding upon the Corporation.

9.2 The Member has been duly licensed pursuant to Article 28 of the New York State Public Health Law as the co-established operator of the Corporation. As such, the Member, acting through its Board of Directors, has accepted the delegation of and exercises the following authorities:

(i) To change the philosophy, objectives or purposes of the Corporation, its mission and vision statements, ethical and religious standards, juridic status or its religious sponsorship (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(ii) To amend any provision of the Certificate or the Bylaws (exercise of this power also requires approval of BSHSI and WMC Health Network; approval of the Sisters of Charity is also required if such amendment would diminish or eliminate the rights of the Sisters of Charity).

(iii) To change the name of the Corporation (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(iv) To dissolve or liquidate the Corporation, or sell all or substantially all of its assets (exercise of this power also requires approval of BSHSI and WMC Health Network).

(v) To merge or consolidate the Corporation (exercise of this power also requires approval of BSHSI and WMC Health Network).

(vi) To create any wholly-owned subsidiary entity (exercise of this power also requires approval of BSHSI and WMC Health Network).

(vii) To create or acquire an interest (e.g., stock, equity interest, membership interest, or partnership interest) in any joint venture entity, or to acquire, sell or transfer all or any part of an interest in any such entity, where entity means any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity in which the Corporation holds an interest, either directly or indirectly (through one or more entities) (exercise of this power also requires approval of BSHSI and WMC Health Network).

(viii) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony (as that term is defined below) of the Corporation, regardless of value, or any real property, including stable patrimony, of the Corporation (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property) (exercise of this power also requires approval of BSHSI and WMC Health Network). For purposes of this Certificate and the Bylaws, the term "stable patrimony" means the acute care hospital owned and operated by the Corporation.

(ix) Subject to the requirements of law, to incur or guarantee, on behalf of the Corporation, any single instance of indebtedness that

exceeds $30,000,000, and to approve the long-term plan of finance and debt structure, and any changes thereto (exercise of this power also requires approval of BSHSI and WMC Health Network, except for any debt necessary to finance the cost of compliance with operational or physical plant standards required by law).

(x) To approve strategic plans.

(xi) To approve capital budgets and operating budgets.

(xii) To maintain a single, consolidated set of books and financial records.

(xiii) To move and share assets in accordance with applicable law and contractual obligations among the Member, Good Samaritan Hospital of Suffern, N.Y., Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.

(xiv) To combine and centralize administrative and support functions.

(xv) To approve the submission of any Certificate of Need applications that add or eliminate services, any plans for closure of the facility operated by the Corporation, or any other application as required by law (exercise of the right to close the facility also requires the approval of BSHSI, the Sisters of Charity and WMC Health Network as it relates to conformance with the mission and philosophy of the Corporation).

(xvi) To exercise such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, the activation or rescission by the Corporation of the delegation of such decision-making authority to occur by resolution of the Board of the Corporation setting forth the matters in respect of which the delegation of such decision-making authority is being activated or rescinded; provided, however, that a certified copy of any such resolution will have been provided to the Department of Health prior to review of any such activation or rescission, and further provided that any amendment to the Certificate to rescind or limit the delegation of such decision-making authority will require the prior approval of the Public Health and Health Planning Council.

9.3 The Corporation further reserves and delegates to BSHSI, the Sisters of Charity and WMC Health Network the following actions:

(i) To WMC Health Network, the appointment of sixty percent (60%) (rounded up to the next whole number) of the Directors, after consultation with BSHSI and the Sisters of Charity, and removal with or without cause, of any such Director so elected.

(ii) To BSHSI and the Sisters of Charity, jointly, the appointment of forty percent (40%) (rounded down to the next whole number) of the Directors (such 40% to include the Sponsor Representative and the Sponsor Representative of Good Samaritan Hospital, if a member of the Board), after consultation with WMC Health Network, and removal with or without cause, of any such Director so elected.

(iii) To BSHSI, the appointment of the Sponsor Representative, after consultation with the Sisters of Charity and WMC Health Network, and removal with or without cause, of any Sponsor Representative so appointed.

Solely for purposes of calculating the number of Directors to be appointed by BSHSI, the Sisters of Charity and WMC Health Network, the President/Chief Executive Officer of the Corporation will not be included in the total number of Directors.

9.4 Powers Reserved with Regard to Subsidiaries of the Corporation. The Member will appoint the Board of Directors of subsidiaries of the Corporation and reserves the authority to approve the actions listed in Section 9.2(i)-(xv) above as to such subsidiaries. In addition to the powers reserved to the Member, action by a subsidiary with respect to any matters set forth below may not be taken without the approval of BSHSI. The approval of BSHSI is for the purpose of ensuring that the Catholic identity and mission of such subsidiary entity are protected, and the approval of BSHSI will not be unreasonably withheld. Such reserved powers of the Member and BSHSI will be set forth in the governing documents of those subsidiaries, provided, however, that the Member and/or BSHSI may not act with respect to such subsidiaries if such action may be performed only by entities established under Article 28 of the Public Health Law, or as otherwise prohibited by law.

(i) To change the philosophy, objectives or purposes of such subsidiary entity, its mission and vision statements, ethical and religious standards, juridic status or its religious sponsorship.

(ii) To amend any provision of the certificate of incorporation or bylaws of such subsidiary entity.

(iii) To change the name of such subsidiary entity.

(iv) To dissolve or liquidate such subsidiary entity, or sell all or substantially all of its assets (if such subsidiary entity holds stable patrimony).

(v) To merge or consolidate such subsidiary entity (if such subsidiary entity holds stable patrimony).

(vi) To create any wholly-owned subsidiary entity.

(vii) To create or acquire an interest (e.g., stock, equity interest, membership interest, or partnership interest) in any joint venture entity, or to acquire, sell or transfer all or any part of an interest in any such entity, where entity means any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity in which such subsidiary entity holds an interest, either directly or indirectly (through one or more entities).

(viii) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony of such entity, regardless of value, (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property).

TENTH: Specifically, with respect to the Corporation's authority to operate a hospital and provide other health care services: The Corporation delegates to Bon Secours Charity Health System, Inc. ("BSCHS"), pursuant to Section 701 of the Not-for-Profit Corporation Law, the following exclusive authority: approve strategic plans; approve capital budgets; approve operating budgets; approve debt; maintain a single, consolidated set of books and financial records; move and share assets in accordance with applicable law and contractual obligations among BSCHS, Good Samaritan Hospital of Suffern, New York, Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.; combine and centralize administrative and support functions; authority to approve the submission of Certificate of Need applications; and such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, the activation or rescission by the Corporation of the delegation of such decision-making authority to occur by resolution of the Board of Directors of the Corporation setting forth the matters in respect of which the delegation of such decision-making authority is being activated or rescinded; provided, however, that a certified copy of any such resolution shall have been provided to the Department of Health prior to review of any such activation or rescission, and further provided

that any amendment to this Certificate of Incorporation to rescind or limit the delegation of such decision-making authority shall require the prior approval of the Public Health and Health Planning Council.

ELEVENTH: Subject to any approvals required in this Certificate of Incorporation or in the NPCL, and subject to the approval of BSHSI and WMC-Rockland, upon the dissolution of the Corporation for any reason, the Board of Directors of the Corporation shall adopt a plan of dissolution and distribute the assets of the Corporation in accordance with the following:

11.1 After paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations as the Member of the Corporation shall determine, provided such organization or organizations is organized and operated for purposes, and engages in activities, substantially similar to those of the Corporation as described in this Certificate of Incorporation and qualifies as exempt from federal income taxation under Section 501(c)(3) of the Code at the time of such distribution.

11.2 Any of the Corporation's remaining assets not so disposed of under Section 11.1 shall be disposed of by the New York Attorney General or a Justice of the Supreme Court exclusively for such purposes, or to such organization(s) as the New York Attorney General or a Justice of the Supreme Court shall determine, which is exempt from federal income taxation under Section 501(c)(3) of the Code and is organized and operated for purposes, and engages in activities, substantially similar to those of the Corporation as described in this Certificate of Incorporation. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

TWELFTH: The office of the Corporation is located in Orange County, New York.

THIRTEENTH: The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is: President/Chief Executive Officer, Bon Secours Charity Health System, Inc., 255 Lafayette Ave, Suffern, NY 10901.

FOURTEENTH: The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, as promulgated by the Roman Catholic Church, and the Ethical and Religious Directives for the Catholic Health Care Services, as promulgated by the United States Conference of Catholic Bishops, and the statements of mission and philosophy promulgated by the Sisters of Bon Secours, on behalf of the agency(s) for which it serves as steward.

5. This Restated Certificate of Incorporation was authorized by vote of the Corporation's Member in accordance with Section 802(a) of the Not-for-Profit Corporation Law.

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation on this 18th day of May, 2015.

Mary Leahy, M.D.
Chief Executive Officer

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Restated
Certificate of Incorporation of
ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK

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

FILED
2015 MAY 19 PM 12:05

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 19 2015
TAX $
BY:

DRAWDOWN
ACCT # J8

Filed By:

Karen E. Sosler, Esq.
ISEMAN, CUNNINGHAM, RIESTER & HYDE, LLP
9 Thurlow Terrace
Albany, New York 12203
(518) 462-3000

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK, File Number 151026000531 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 05, 2025.

WALTER T. MOSLEY
Secretary of State

BRENDAN C. HUGHES
Executive Deputy Secretary of State

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151026000531

Restated Certificate of Incorporation of

ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK

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

The undersigned, the President/Chief Executive Officer of ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK (the "Corporation"), hereby certifies that:

1. The name of the Corporation is ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK.

2. The Corporation's Certificate of Incorporation was filed by the Department of State on December 4, 1967, pursuant to the Not-for-Profit Corporation Law of the State of New York ("NPCL").

3. The text of the Certificate of Incorporation is restated to effect the following changes:

   a. INSERT in Article Third the following new paragraph, regarding the Corporation's tax-exempt purposes:

      "THIRD: The purposes of the Corporation shall be:

      3.1 Consistent with the charitable purposes of the Sisters of Bon Secours and Sisters of Charity of Saint Elizabeth, religious congregations of the Roman Catholic Church, the charitable health care mission, philosophy and policies of Bon Secours Ministries, the sponsor of the Corporation, through which the health care mission of the Sisters of Bon Secours is furthered, and in conformity with the ethical and moral teachings of the Roman Catholic Church, to be operated and organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code")."

   b. DELETE in Article Third the sentence "The purposes for which it is formed are."

   c. RENUMBER paragraphs (a) through (c) of Article Third as 3.2 through 3.4, respectively.

4. The text of the Certificate of Incorporation is restated as amended to read as set forth in full below:

ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK

Certificate of Incorporation of

ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK

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

FIRST: The name of the corporation is ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK (the "Corporation").

SECOND: The Corporation is a corporation as defined in Subsection (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("NPCL") and is a charitable corporation as defined in Section 201 of the NPCL.

THIRD: The purposes of the Corporation shall be:

3.1 Consistent with the charitable purposes of the Sisters of Bon Secours and Sisters of Charity of Saint Elizabeth, religious congregations of the Roman Catholic Church, the charitable health care mission, philosophy and policies of Bon Secours Ministries, the sponsor of the Corporation, through which the health care mission of the Sisters of Bon Secours is furthered, and in conformity with the ethical and moral teachings of the Roman Catholic Church, to be operated and organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

3.2 To conduct and operate a general hospital, including an outpatient department, and to promote the spiritual and physical welfare of persons requiring hospital services by providing medical and surgical aid, care and treatment.

3.3 To acquire by gift, purchase, devise or otherwise, whether from public or private sources, real property necessary or desirable for the conduct of such a hospital and to mortgage, sell and convey any such real property and/or to lease the same, all to the extent permitted by law.

3.4 To acquire personal property, both tangible and intangible, by gift, bequest, purchase or otherwise, whether from public or private sources; to establish an endowment fund or other funds for the support and maintenance of the said hospital, and from time to time to increase, reduce or abolish the same.

The foregoing shall be construed both as purposes and powers and the foregoing

enumeration of specific purposes shall not be held to limit or restrict in any manner the powers granted by the Corporation under the laws of the State of New York.

FOURTH: The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

FIFTH: No part of the net earnings of the Corporation shall inure to the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Officer, Member of the Board or Member of the Corporation or any other private individual, shall be entitled to share in the distribution of the Corporation, except the Corporation may confer benefits in the form of distributions, in dissolution and otherwise, upon a Member of the Corporation or its Members so long as such organization is described in Section 501(c)(3) of the Code and otherwise is qualified under Federal law to receive such distribution.

SIXTH: The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

SEVENTH: With respect to any taxable year or years of the Corporation, if any, during which it is determined to be a private foundation, as defined in Section 509 of the Code, it shall make distributions for such years at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings, as defined in Section 4943(c) of the Code, (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Code.

EIGHTH: The Corporation shall not be authorized to engage in the practice of the profession of medicine, or any other profession required to be licensed by Title VIII of the Education law.

NINTH: The sole member of the Corporation shall be Bon Secours Charity Health System, Inc., a New York not-for-profit corporation (the "Member").

9.1 The powers reserved to the Member are set forth below, and action with respect to any such matters may not be taken by the Corporation without the approval of the Member, and as may be set forth below, the approval(s) of Bon Secours Health System, Inc. ("BSHSI"), the Sisters of Charity of Saint Elizabeth ("Sisters of Charity") and/or WMC Health Network-Rockland, Inc. ("WMC Health Network"), as applicable, in accordance with their respective governing documents. Such exercise of the Member's reserved powers will be effective when the Corporation receives written notice of the appropriate action having been taken by the Member. If approval by BSHSI, the Sisters of Charity and/or WMC Health Network is required, written notice of the appropriate action having been taken by such party is required. BSHSI, the Sisters of Charity and WMC Health Network agree to give notice of its approval or disapproval of the proposed action within thirty (30) calendar days of the notice of proposed action from the other parties. Should any of BSHSI, the Sisters of Charity and/or WMC Health Network fail to give its notice by the 30th calendar day, such party will be deemed to have waived its right to approve or disapprove such action. Notwithstanding the foregoing, any person or entity contracting, agreeing, or otherwise dealing with the Corporation will be entitled to rely upon a resolution of the Board authorizing the Corporation to enter into such contract, agreement or other understanding, when such resolution is certified by an officer of the Corporation as being within the powers of the Board, and any contract, agreement, or other understanding entered into by a person or entity in reliance upon such a certified resolution will be binding upon the Corporation.

9.2 The Member has been duly licensed pursuant to Article 28 of the New York State Public Health Law as the co-established operator of the Corporation. As such, the Member, acting through its Board of Directors, has accepted the delegation of and exercises the following authorities:

(i) To change the philosophy, objectives or purposes of the Corporation, its mission and vision statements, ethical and religious standards, juridic status or its religious sponsorship (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(ii) To amend any provision of the Certificate or the Bylaws (exercise of this power also requires approval of BSHSI and WMC Health Network; approval of the Sisters of Charity is also required if such amendment would diminish or eliminate the rights of the Sisters of Charity).

(iii) To change the name of the Corporation (exercise of this power also requires approval of BSHSI, the Sisters of Charity and WMC Health Network).

(iv) To dissolve or liquidate the Corporation, or sell all or substantially all of its assets (exercise of this power also requires approval of BSHSI and WMC Health Network).

(v) To merge or consolidate the Corporation (exercise of this power also requires approval of BSHSI and WMC Health Network).

(vi) To create any wholly-owned subsidiary entity (exercise of this power also requires approval of BSHSI and WMC Health Network).

(vii) To create or acquire an interest (e.g., stock, equity interest, membership interest, or partnership interest) in any joint venture entity, or to acquire, sell or transfer all or any part of an interest in any such entity, where entity means any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity in which the Corporation holds an interest, either directly or indirectly (through one or more entities) (exercise of this power also requires approval of BSHSI and WMC Health Network).

(viii) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony (as that term is defined below) of the Corporation, regardless of value, or any real property, including stable patrimony, of the Corporation (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property) (exercise of this power also requires approval of BSHSI and WMC Health Network). For purposes of this Certificate and the Bylaws, the term "stable patrimony" means the acute care hospital owned and operated by the Corporation.

(ix) Subject to the requirements of law, to incur or guarantee, on behalf of the Corporation, any single instance of indebtedness that exceeds $30,000,000, and to approve the long-term plan of finance and debt structure, and any changes thereto (exercise of this power also requires approval of BSHSI and WMC Health Network, except for any debt necessary to finance the cost of compliance with operational or physical plant standards required by law).

(x) To approve strategic plans.

(xi) To approve capital budgets and operating budgets.

(xii) To maintain a single, consolidated set of books and financial records.

(xiii) To move and share assets in accordance with applicable law and contractual obligations among the Member, Good Samaritan Hospital of Suffern, N.Y., Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.

(xiv) To combine and centralize administrative and support functions.

(xv) To approve the submission of any Certificate of Need applications that add or eliminate services, any plans for closure of the facility operated by the Corporation, or any other application as required by law (exercise of the right to close the facility also requires the approval of BSHSI, the Sisters of Charity and WMC Health Network as it relates to conformance with the mission and philosophy of the Corporation).

(xvi) To exercise such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, the activation or rescission by the Corporation of the delegation of such decision-making authority to occur by resolution of the Board of the Corporation setting forth the matters in respect of which the delegation of such decision-making authority is being activated or rescinded; provided, however, that a certified copy of any such resolution will have been provided to the Department of Health prior to review of any such activation or rescission, and further provided that any amendment to the Certificate to rescind or limit the delegation of such decision-making authority will require the prior approval of the Public Health and Health Planning Council.

9.3 The Corporation further reserves and delegates to BSHSI, the Sisters of Charity and WMC Health Network the following actions:

(i) To WMC Health Network, the appointment of sixty percent (60%) (rounded up to the next whole number) of the Directors, after consultation with BSHSI and the Sisters of Charity, and removal with or without cause, of any such Director so elected.

(ii) To BSHSI and the Sisters of Charity, jointly, the appointment of forty percent (40%) (rounded down to the next whole number) of the Directors (such 40% to include the Sponsor Representative and the Sponsor Representative of Good Samaritan Hospital, if a member of the Board), after consultation with WMC Health Network, and removal with or without cause, of any such Director so elected.

(iii) To BSHSI, the appointment of the Sponsor Representative, after consultation with the Sisters of Charity and WMC Health Network, and removal with or without cause, of any Sponsor Representative so appointed.

Solely for purposes of calculating the number of Directors to be appointed by BSHSI, the Sisters of Charity and WMC Health Network, the President/Chief Executive Officer of the Corporation will not be included in the total number of Directors.

9.4 Powers Reserved with Regard to Subsidiaries of the Corporation. The Member will appoint the Board of Directors of subsidiaries of the Corporation and reserves the authority to approve the actions listed in Section 9.2(i)-(xv) above as to such subsidiaries. In addition to the powers reserved to the Member, action by a subsidiary with respect to any matters set forth below may not be taken without the approval of BSHSI. The approval of BSHSI is for the purpose of ensuring that the Catholic identity and mission of such subsidiary entity are protected, and the approval of BSHSI will not be unreasonably withheld. Such reserved powers of the Member and BSHSI will be set forth in the governing documents of those subsidiaries, provided, however, that the Member and/or BSHSI may not act with respect to such subsidiaries if such action may be performed only by entities established under Article 28 of the Public Health Law, or as otherwise prohibited by law.

(i) To change the philosophy, objectives or purposes of such subsidiary entity, its mission and vision statements, ethical and religious standards, juridic status or its religious sponsorship.

(ii) To amend any provision of the certificate of incorporation or bylaws of such subsidiary entity.

(iii) To change the name of such subsidiary entity.

(iv) To dissolve or liquidate such subsidiary entity, or sell all or substantially all of its assets (if such subsidiary entity holds stable patrimony).

(v) To merge or consolidate such subsidiary entity (if such subsidiary entity holds stable patrimony).

(vi) To create any wholly-owned subsidiary entity.

(vii) To create or acquire an interest (e.g., stock, equity interest, membership interest, or partnership interest) in any joint venture entity, or to acquire, sell or transfer all or any part of an interest in any such entity, where entity means any corporation, partnership, limited liability company, unincorporated association, joint venture, or other entity in which such subsidiary entity holds an interest, either directly or indirectly (through one or more entities).

(viii) To convey, grant mortgages or trust deeds or create other liens on, or otherwise pledge or encumber, any stable patrimony of such entity, regardless of value, (other than conveyances or liens in favor of any public or quasi-public authority for access, utilities, road widening and similar functions which do not materially impair the use of the balance of the property or materially and adversely affect the value of the balance of the property).

TENTH: Specifically, with respect to the Corporation's authority to operate a hospital and provide other health care services: The Corporation delegates to Bon Secours Charity Health System, Inc. ("BSCHS"), pursuant to Section 701 of the Not-for-Profit Corporation Law, the following exclusive authority: approve strategic plans; approve capital budgets; approve operating budgets; approve debt; maintain a single, consolidated set of books and financial records; move and share assets in accordance with applicable law and contractual obligations among BSCHS, Good Samaritan Hospital of Suffern, New York, Bon Secours Community Hospital, St. Anthony Community Hospital, Warwick, New York, Villa Frances at the Knolls, Inc., and St. Francis Center at the Knolls, Inc.; combine and centralize administrative and support functions; authority to approve the submission of Certificate of Need applications; and such additional decision-making authority as is permitted to be exercised by a corporation with authority to operate a hospital, the activation or rescission by the Corporation of the delegation of such decision-making authority to occur by resolution of the Board of Directors of the Corporation setting forth the matters in respect of which the delegation of such decision-making authority is being activated or rescinded; provided, however, that a certified copy of any such resolution shall have been provided to the Department of Health prior to review of any such activation or rescission, and further provided that any amendment to this Certificate of Incorporation to rescind or limit the delegation of such decision-making authority shall require the prior approval of the Public Health and Health Planning Council.

ELEVENTH: Subject to any approvals required in this Certificate of Incorporation or in the

NPCL, and subject to the approval of BSHSI and WMC-Rockland, upon the dissolution of the Corporation for any reason, the Board of Directors of the Corporation shall adopt a plan of dissolution and distribute the assets of the Corporation in accordance with the following:

11.1 After paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations as the Member of the Corporation shall determine, provided such organization or organizations is organized and operated for purposes, and engages in activities, substantially similar to those of the Corporation as described in this Certificate of Incorporation and qualifies as exempt from federal income taxation under Section 501(c)(3) of the Code at the time of such distribution.

11.2 Any of the Corporation's remaining assets not so disposed of under Section 11.1 shall be disposed of by the New York Attorney General or a Justice of the Supreme Court exclusively for such purposes, or to such organization(s) as the New York Attorney General or a Justice of the Supreme Court shall determine, which is exempt from federal income taxation under Section 501(c)(3) of the Code and is organized and operated for purposes, and engages in activities, substantially similar to those of the Corporation as described in this Certificate of Incorporation. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

TWELFTH: The office of the Corporation is located in Orange County, New York.

THIRTEENTH: The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation so served by him is: President/Chief Executive Officer, Bon Secours Charity Health System, Inc., 255 Lafayette Ave, Suffern, NY 10901.

FOURTEENTH: The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, as promulgated by the Roman Catholic Church, and the Ethical and Religious Directives for the Catholic Health Care Services, as promulgated by the United States Conference of Catholic Bishops, and the statements of mission and philosophy promulgated by the Sisters of Bon Secours, on behalf of the agency(s) for which it serves as steward.

5. This Restated Certificate of Incorporation was authorized by vote of the Corporation's Member in accordance with Section 802(a) of the Not-for-Profit Corporation Law.

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation on this 19th day of MAY, 2015.

Mary Leahy

Mary Leahy, M.D.
President/Chief Executive Officer

NEW YORK STATE OF OPPORTUNITY. Department of Health

JUL 3 1 2015

ANDREW M. CUOMO
Governor

HOWARD A. ZUCKER, M.D., J.D.
Commissioner

SALLY DRESLIN, M.S., R.N.
Executive Deputy Commissioner

July 28, 2015

Karen E. Sosler, Esq.
Iseman, Cunningham, Reister & Hyde, LLP
9 Thurlow Terrace
Albany, New York 12203

Re: Proposed Restated Certificate of Incorporation of St. Anthony Community Hospital, Warwick, N.Y.

Dear Ms. Sosler:

The above referenced Restated Certificate of Incorporation, dated May 19, 2015 and signed by Mary Leahy, M.D., does not require the formal approval of the Public Health and Health Planning Council or the Commissioner of Health under either the Public Health Law or the Not-for-Profit Corporation Law, since the restated certificate neither changes the corporation's name nor changes substantively a purpose the inclusion of which requires the consent of the Public Health and Health Planning Council or the Commissioner of Health.

The Department of Health does not object to the restated certificate being filed with the Department of State.

Sincerely,

Michael M. Stone
Assistant Counsel
Bureau of House Counsel

STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

POUGHKEEPSIE REGIONAL OFFICE
DIVISION OF REGIONAL AFFAIRS

October 20, 2015

Karen E. Sosler
Iseman Cunningham Riester & Hyde LLP
9 Thurlow Terrace
Albany, NY 12203

Re: **Restated Certificates of Incorporation with Amended Purposes of St. Anthony Community Hospital, Warwick, New York, St. Francis Center at the Knolls, Inc., Villa Frances at the Knolls, Inc., Bon Secours Community Hospital**

Dear Ms. Sosler:

I have completed my review of your Restated Certificate of Incorporation filings for the above referenced entities. The Attorney General has no objection to the filing of said restated certificates of incorporation with the Secretary of State.

The Attorney General hereby approves the proposed Restated Certificates of Incorporation for St. Anthony Community Hospital, Warwick, New York, St. Francis Center at the Knolls, Inc., Villa Frances at the Knolls, Inc., Bon Secours Community Hospital. Said approval is conditioned on submission to the Department of State for filing within 60 days hereafter. A copy of the filed certificates shall be provided to the Attorney General.

Stephen Barry
Assistant Attorney General

151026000531

FILED
2015 OCT 26 PM 1:04

Restated
Certificate of Incorporation of
ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK

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

RECEIVED
2015 OCT 23 PM 4:04

1cc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED OCT 26 2015
TAX $
BY: Luc

Filed By:

Karen E. Sosler, Esq.
ISEMAN, CUNNINGHAM, RIESTER & HYDE, LLP
9 Thurlow Terrace
Albany, New York 12203
(518) 462-3000

DRAWDOWN ACCOUNT #J8

ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK

541

ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK

RESOLUTION OF THE BOARD OF DIRECTORS NO. 3-2026

WHEREAS, Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC") is a New York public benefit corporation created by the Westchester County Health Care Corporation Act, New York Public Authorities Law §§ 3300–3321, enacted on February 11, 1997 (as may be amended from time to time, the "Act"), performing essential governmental functions and operating health facilities and services pursuant to the Act and applicable laws and regulations; and

WHEREAS, Bon Secours Charity Health System, Inc. (the "Member" or "Charity Health System"), is the sole corporate member of the St. Anthony Community Hospital, Warwick, New York, a New York not-for-profit corporation (the "Corporation"); and

WHEREAS, to advance their respective public and charitable missions and improve their ability to provide coordinated, high-quality patient care, the Corporation, the Member, and WMC have determined it is in their best interests to further integrate hospital operations by combining the Corporation's license under Article 28 of the New York State Public Health Law ("Article 28") and all related health care services and operations (the "Hospital") with WMC's license, such that the Hospital becomes a licensed location of WMC, benefitting patient populations and communities served both by the Corporation and WMC; and

WHEREAS, in addition to the Corporation, the Charity Health System includes hospitals licensed under Article 28 operated by Good Samaritan Hospital of Suffern, N.Y. and Bon Secours Community Hospital (together with the Corporation, the " Charity Hospitals"), and WMC is the ultimate corporate parent of HealthAlliance Hospital Mary's Avenue Campus, which includes the operations and assets of HealthAlliance Hospital Broadway Campus under a single Article 28 license (the "HealthAlliance Hospitals"), each of which will integrate its Article 28 license with WMC, such that each of the Charity Hospitals and HealthAlliance Hospitals becomes a licensed location of WMC (the "Transaction"); and

WHEREAS, in support of the Transaction, the New York State Department of Health (the "DOH") awarded, through the Safety Net Transformation Program, certain grant funds and regulatory waivers to support the Transaction and the broader integration of the Charity Health System hospitals and HealthAlliance Hospital Mary's Avenue Campus into WMC, pursuant to that certain Safety Net Transformation Program Award Letter dated December 17, 2025 (the "Award Letter"), issued by the DOH to WMC, the Member, and HealthAlliance, Inc.; and

WHEREAS, the Board of Directors of the Corporation (the "Board") has observed that in addition to the anticipated benefits to be realized through the Award Letter, the Transaction will enable the licensed medical facilities currently operated by the Corporation to gain access to government

payer reimbursement and funding available to WMC as a public benefit corporation, and to receive the benefits of clinical collaboration that will result from being a more integrated part of the WMC system; and

WHEREAS, the Corporation's participation in the Transaction will be consummated through (i) the transfer by the Corporation to WMC of substantially all of the assets and operations of the Corporation related to the operation of the Hospital (the "Transferred Assets") pursuant to the terms of an Asset Transfer and Assumption Agreement (the "Asset Transfer Agreement"), (ii) the assumption by WMC of certain of the Corporation's liabilities related to the Hospital (the "Assumed Liabilities") pursuant to the terms of the Asset Transfer Agreement, and (iii) the entry into a master lease between the Corporation, as landlord, and WMC, as tenant (the "Master Lease"), under which the Corporation will lease to WMC the Corporation-owned real property comprising the Hospital, including the Hospital's main campus located at 15 Maple Avenue, Warwick (Orange County), New York 10990, and the Corporation's licensed extension clinic, the details of which are set forth in the Master Lease, the terms of which were presented to the Board; and

WHEREAS, the Corporation is a member of the obligated group under that certain Master Trust Indenture, dated as of May 1, 2015, as amended and restated as of August 1, 2025, by and among Bon Secours Charity Health System, Inc., Good Samaritan Hospital of Suffern, N.Y., St. Anthony Community Hospital, Warwick, New York, Bon Secours Community Hospital, and U.S. Bank Trust Company (formerly known as U.S. Bank National Association), as Master Trustee (the "Charity MTI"), and is jointly and severally liable for the obligations thereunder, including (i) the Charity Health System Obligated Group Taxable Bonds, Series 2015, issued in an original aggregate principal amount of $122,300,000, of which $83,683,000 remains currently outstanding, and (ii) the $175,000,000 original and currently outstanding aggregate principal amount of Rockland County Economic Assistance Corporation Revenue Bonds, Series 2025 (the "Charity Bonds"); and

WHEREAS, in connection with its receipt of the Transferred Assets and its entry into the Master Lease, the Corporation will become a member of the WMC Obligated Group, and WMC will become directly and jointly liable for all outstanding amounts of the Charity Bonds through the issuance of Replacement Notes with respect to the Charity Bonds (the "Replacement Notes"); and

WHEREAS, the Corporation has obtained and presented to the Board an independent valuation of the Transferred Assets and the Master Lease, valued together as an enterprise with the other Charity Hospitals and HealthAlliance Hospitals, which provide a midpoint value of $221,064,000; and

WHEREAS, in support of the Corporation's continued operations following the closing of the Transaction, simultaneously with the execution of the Asset Transfer Agreement, the Corporation and WMC will enter into an Administrative Services Agreement (the "Administrative Services

Agreement"), pursuant to which the Corporation will provide administrative and clinical staffing services to WMC at the Hospital, and WMC will reimburse the Corporation for the cost of such staff salaries, benefits, and related operating costs; and

WHEREAS, the Board has reviewed the components of the consideration to be received by the Corporation in connection with the Transaction, including (i) WMC's issuance of the Replacement Notes, having a monetary value of $258,683,000 and resulting in the assumption of direct and joint liability for all payments due on behalf of the Corporation corresponding to the Charity Bonds, (ii) WMC's assumption of the Assumed Liabilities, (iii) WMC's commitment to operate the Hospital as a licensed location of WMC and to maintain the scope and quality of existing clinical programs and services at the Hospital, (iv) the relief from continued operational responsibility and expense for the Hospital, and (v) the financial, capital, and operational benefits available under the Award Letter; and

WHEREAS, after reviewing the components of consideration described above, the Corporation's current financial condition, and the benefits of the Transaction to the Corporation, the Board has determined that the consideration to be received by the Corporation pursuant to the Transaction is fair and reasonable to the Corporation within the meaning of Section 510 of the New York Not-for-Profit Corporation Law (the "NPCL"), and that the assumption of the Assumed Liabilities by WMC, together with the other consideration described above, relieves the Corporation of continued operational responsibility and expense for, and ensures the integration, of the Hospital with WMC, all of which promotes the financial stability of the Hospital, assures the Corporation of the Hospital's continued operation, and is in the best interests of the Corporation; and

WHEREAS, the Board, following approval by the Executive Committee of the Board, has reviewed and considered the proposed Asset Transfer Agreement, Administrative Services Agreement, Master Lease, and other ancillary agreements (collectively, the "Transaction Documents"), which detail the terms and conditions of the Transaction, each in substantially the forms presented to the Board; and

WHEREAS, the Board acknowledges that consummation of the Transaction is subject to the receipt of all required regulatory approvals pursuant to Sections 510 and 511-a of the NPCL (collectively, the "Required Approvals"); and

WHEREAS, the Board acknowledges that upon consummation of the Transaction and effective as of the closing of the Transaction (the "Closing"), certain members of the Board will resign and/or be removed from their positions and the Member will appoint additional individuals to serve as Directors, the Directors who will resign and/or be removed are set forth in Exhibit A, and the Directors who will comprise the Board following the Closing are set forth in Exhibit B; and

WHEREAS, the Board has determined that certain individuals should be appointed as Board Observers, effective as of the Closing, and such Board Observers are set forth in Exhibit C; and

WHEREAS, following the Closing, the Corporation will not dissolve but will be operated as a not-for-profit corporation pursuant to Section 601 of the NPCL to continue to employ certain of the Corporation's employees and to hold certain real property, and the Board further acknowledges that certain modifications to the Corporation's Bylaws to be effective as of the Closing substantially in the form attached hereto as Exhibit D (the "A&R Bylaws") and, ultimately, after receipt of regulatory approvals immediately necessary for the Closing and approval of the Member, to the Corporation's Certificate of Incorporation, substantially in the form attached hereto as Exhibit E (the "Restated COI," together with the A&R Bylaws, the "Governance Amendments") are necessary to effectuate certain agreed-upon provisions of the Transaction Documents and the purposes of the Transaction; and

WHEREAS, the Board has considered the Corporation's intended use of the consideration to be received by the Corporation in connection with the Transaction, and the Board hereby determines that, following the closing of the Transaction, the Corporation will apply such consideration (including amounts received under the Administrative Services Agreement, the Master Lease, the Replacement Notes, and the other Transaction Documents) to (i) continue to employ its remaining personnel and provide administrative and clinical staffing services in support of the Hospital, (ii) hold and maintain the Corporation's real property, including pursuant to the Master Lease, (iii) satisfy the Corporation's retained liabilities and ongoing operating expenses, and (iv) otherwise carry out the Corporation's remaining charitable activities and purposes post-closing of the Transaction; and

WHEREAS, in light of the foregoing findings, the Board, having reviewed potential conflicts of interest in accordance with the Corporation's Conflict-of-Interest Policy and Section 715 of the NPCL, has determined that there are no officers, directors, or key persons who have an interest in the Transaction that would preclude such person from participating in past or present deliberations or votes of the Board related to the recommendations set forth herein, and finds that it is advisable and in the best interests of the Corporation to (i) approve the Transaction, the Asset Transfer Agreement, the Master Lease, the Administrative Services Agreement, and each of the other Transaction Documents, (ii) approve the Governance Amendments, (iii) authorize the Authorized Officers (as defined below) to finalize and execute the Transaction Documents and to take all actions necessary or desirable to consummate the Transaction, (iv) recommend that the Member, as the sole corporate member of the Corporation, approve the Transaction and the Transaction Documents, and (v) authorize the submission of all materials necessary to obtain the Required Approvals, in each case subject to the consent of the Member, to the foregoing.

NOW THEREFORE, BE IT:

Approval of the Transaction

RESOLVED, that the Board, after careful consideration, hereby (i) determines that the Transaction is in the best interests of the Corporation, (ii) determines, pursuant to Section 510 of

the NPCL, that the consideration to be received by the Corporation in connection with the Transaction is fair and reasonable to the Corporation, (iii) determines that the Transaction is in furtherance of, and promotes, the charitable purposes of the Corporation and the interests of its Member, as required by Sections 510 and 511 of the NPCL, by more closely aligning the Hospital with WMC and enhancing access to and the quality of clinical services for the patient populations and communities served by the Corporation and WMC, and (iv) subject to the approval of the Member as the sole corporate member of the Corporation and the receipt of the Required Approvals, hereby approves the Transaction.

RESOLVED, that the Board, following approval by the Executive Committee of the Board, hereby ratifies and approves such approval of the Executive Committee of the Board, the Asset Transfer Agreement, the Administrative Services Agreement, the Master Lease, and each of the other Transaction Documents, in each case in substantially the forms presented to the Board, with such changes therein and additions thereto as the members of the Corporation's senior management (each, an "Authorized Officer"), or any of them acting singly, shall approve, such approval to be conclusively evidenced by the execution and delivery thereof; and the Authorized Officers, or any of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to execute and deliver each of the Transaction Documents to which the Corporation is a party, and to perform the Corporation's obligations thereunder.

Recommendation to the Member

RESOLVED, the Board hereby recommends that the Member, as the sole corporate member of the Corporation, approve the Transaction, the Transaction Documents, and the Governance Amendments, and authorize the Corporation to take such other actions as may be necessary or appropriate to consummate the Transaction; provided that the filing of the Restated COI with the Secretary of State of the State of New York shall follow the receipt of Regulatory Approvals and consummation of the Transaction.

Authorization to Submit 510/511 Petition and Pursue Required Approvals

RESOLVED, that the Authorized Officers, or any of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to prepare, execute, deliver, and file all materials necessary or appropriate to obtain the Required Approvals.

Recognition of Removal and Appointment of Board Members

RESOLVED, that the Board hereby recognizes that the individuals identified on Exhibit A attached hereto have resigned or have been duly removed from the Board by the Member, effective as of the Closing, and that the Member has appointed certain individuals to serve as members of the Board, also effective as of the Closing, such that the membership of the Board following the Closing is identified on Exhibit B attached hereto.

Appointment of Board Observers

RESOLVED, that the Board hereby appoints certain individuals to serve as Board Observers, effective as of the Closing, such that the Board Observers following the Closing are identified on Exhibit C attached hereto.

Amendment and Restatement of the Governance Documents

RESOLVED, that the Board hereby approves the Governance Amendments, consisting of the Restated COI, subject to any required approval of the Member and applicable regulatory filings, and the A&R Bylaws, with the A&R Bylaws to be contingent upon and only effective upon the Closing of the Transaction, and authorizes the Authorized Officers to execute, acknowledge, deliver, and file the Restated COI and to take all actions necessary, appropriate, or desirable to give effect thereto following receipt of the Regulatory Approvals and consummation of the Transaction.

Authorization to Effectuate the Intent of the Foregoing Resolutions

RESOLVED, that the Corporation is hereby authorized to fully perform its obligations under each of the foregoing and to execute, deliver and perform any such other agreements or amendments and to engage, without limitation, in such other transactions, arrangements or activities as are reasonably related to, or incident to, or which will serve to facilitate or enhance for the benefit of the Corporation, the transactions contemplated by these resolutions, and to enter into such other arrangements or understandings as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and each of the foregoing resolutions; and each Authorized Officer acting singly as authorized from time to time, on behalf of the Corporation, to execute, acknowledge, file and deliver any agreements, certificates, modifications, notices, applications, waivers, consents or other documents, and to take such other actions, including the payment of any fees and expenses, by his or her judgment necessary or desirable in connection with the foregoing resolutions, the taking of any such action to be conclusive evidence that the same has been authorized and approved by the Board.

RESOLVED, that the omission from these resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements, documents or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, the foregoing resolutions.

RESOLVED, that all acts and things previously done by any Authorized Officer or other director, officer, employee or agent of the Corporation, on or prior to the date hereof, in the name and on behalf of the Corporation, in connection with the transactions contemplated by the foregoing

resolutions, are in all respects ratified, approved, confirmed and adopted as acts and deeds by and on behalf of the Corporation.

RESOLVED, that these resolutions shall take effect immediately; provided that any resolution authorizing action contingent on the Closing of the Transaction shall be effective only upon the Closing of the Transaction.

* * * * *

STATE OF NEW YORK

)ss:

ORANGE COUNTY

I HEREBY CERTIFY that I have compared the foregoing resolutions with the original resolutions on file in my office, which were duly adopted by the affirmative vote of not less than two-thirds of the entire Board, in accordance with Section 510 of the NPCL, at a legally convened meeting held on the 15th day of July, 2026 and that the same is a true and complete copy therefrom and the whole of the said original.

I further certify that the full Board consists of 7 voting directors, that a quorum of the Board consists of 4 directors, that 7 of such voting directors were present at such meeting, and that 7 of such voting directors voted in favor of the above resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of July, 2026.

Ann Marie Soares
Assistant Secretary
St. Anthony Community Hospital

EXHIBIT A

Directors Removed from the Board

See Attachment A-1.

EXHIBIT B

Post-Closing Board of Directors

See Attachment B-1.

EXHIBIT C

Post-Closing Board Observers

See Attachment C-1.

EXHIBIT D

Amended and Restated Bylaws of the Corporation

See Attachment D-1.

EXHIBIT E

Amended and Restated Certificate of Incorporation of the Corporation

See Attachment E-1.

BON SECOURS CHARITY HEALTH SYSTEM, INC.

RESOLUTION OF THE BOARD OF DIRECTORS NO. 3-2026

WHEREAS, Westchester County Health Care Corporation d/b/a Westchester Medical Center ("WMC") is a New York public benefit corporation created by the Westchester County Health Care Corporation Act, New York Public Authorities Law §§ 3300–3321, enacted on February 11, 1997 (as may be amended from time to time, the "Act"), performing essential governmental functions and operating health facilities and services pursuant to the Act and applicable laws and regulations; and

WHEREAS, WMC Health Network-Rockland, Inc. ("WMC Rockland") is the sole corporate member (the "Member") of Bon Secours Charity Health System, Inc., a New York not-for-profit corporation (the "Corporation"). As of September 12, 2025, WMC Rockland became the sole member of the Corporation following the Membership Withdrawal Agreement dated June 20, 2025; and

WHEREAS, the Corporation is the sole corporate member of Good Samaritan Hospital of Suffern, N.Y. ("GSH"), Bon Secours Community Hospital ("BSCH"), and St. Anthony Community Hospital, Warwick, New York ("SACH") (together, the "Charity Hospitals"), and acts through its Board of Directors (the "Board") as a member of each; and

WHEREAS, to advance their respective public and charitable missions and improve their ability to provide coordinated, high-quality patient care, the Corporation, the Charity Hospitals, and WMC have determined it is in their best interests to further integrate hospital operations by combining the GSH, BSCH, and SACH licenses under Article 28 of the New York State Public Health Law ("Article 28") and all related health care services and operations with WMC's license, such that the Charity Hospitals become licensed locations of WMC, benefitting patient populations and communities served both by the Charity Hospitals and WMC; and

WHEREAS, in addition to the Charity Hospitals, WMC is the ultimate corporate parent of HealthAlliance Hospital Mary's Avenue Campus, which includes the operations and assets of HealthAlliance Hospital Broadway Campus under a single Article 28 license (the "HealthAlliance Hospitals"), each of which will integrate its Article 28 license with WMC, such that each of the Charity Hospitals and HealthAlliance Hospitals becomes a licensed location of WMC (the "Transaction"); and

WHEREAS, in support of the Transaction, the New York State Department of Health (the "DOH") awarded, through the Safety Net Transformation Program, certain grant funds and regulatory waivers to support the Transaction and the broader integration of the Charity Hospitals and HealthAlliance Hospitals into WMC, pursuant to that certain Safety Net Transformation Program Award Letter dated December 17, 2025 (the "Award Letter"), issued by the DOH to WMC, the Corporation, and HealthAlliance, Inc.; and

WHEREAS, the Board has observed that in addition to the anticipated benefits to be realized through the Award Letter, the Transaction will enable the licensed medical facilities currently operated by the Charity Hospitals and HealthAlliance Hospitals to gain access to government payer reimbursement and funding available to WMC as a public benefit corporation, and to receive the benefits of clinical collaboration that will result from being a more integrated part of the WMC system; and

WHEREAS, the Charity Hospitals' participation in the Transaction will be consummated through (i) the transfer by GSH, BSCH, and SACH to WMC of substantially all of the assets and operations related to the operation of the Charity Hospitals (the "Transferred Assets") pursuant to the terms of applicable Asset Transfer and Assumption Agreements (the "Asset Transfer Agreements"), (ii) the assumption by WMC of certain liabilities of GSH, BSCH, and SACH related to the operation of the Charity Hospitals (the "Assumed Liabilities") pursuant to the terms of applicable Asset Transfer Agreements, and (iii) the entry into master leases between GSH, BSCH, and SACH, as respective landlords, and WMC, as tenant under each master lease (the "Master Leases"), under which GSH, BSCH, and SACH will lease to WMC owned real property comprising the Charity Hospitals, the details of which are set forth in the Master Leases, the terms of which were presented to the Board; and

WHEREAS, the Charity Hospitals have obtained and presented to the Board an independent valuation of the Transferred Assets and Master Leases, valued together as an enterprise with the HealthAlliance Hospitals, which provide a midpoint value of $221,064,000; and

WHEREAS, in support of the Charity Hospitals' continued operations following the closing of the Transaction, simultaneously with the execution of the Asset Transfer Agreements, GSH, BSCH, and SACH and WMC will enter into respective Administrative Services Agreements (the "Administrative Services Agreements"), pursuant to which GSH, BSCH, and SACH will provide administrative and clinical staffing services to WMC at the Charity Hospitals, and WMC will reimburse GSH, BSCH, and SACH for the costs of such staff salaries, benefits, and related operating costs; and

WHEREAS, the Corporation is a member of the obligated group under that certain Master Trust Indenture, dated as of May 1, 2015, as amended and restated as of August 1, 2025, by and among Bon Secours Charity Health System, Inc., Good Samaritan Hospital of Suffern, N.Y., St. Anthony Community Hospital, Warwick, New York, Bon Secours Community Hospital, and U.S. Bank Trust Company (formerly known as U.S. Bank National Association), as Master Trustee (the "Charity MTI"), and is jointly and severally liable for the obligations thereunder, including (i) the Charity Health System Obligated Group Taxable Bonds, Series 2015, issued in an original aggregate principal amount of $122,300,000, of which $83,683,000 remains currently outstanding, and (ii) the $175,000,000 original and currently outstanding aggregate principal amount of Rockland County Economic Assistance Corporation Revenue Bonds, Series 2025 (the "Charity Bonds"); and

WHEREAS, in connection with the Transaction, the Charity Hospitals will become members of the WMC Obligated Group, and WMC will become jointly liable for all outstanding amounts of the Charity Bonds through the issuance of Replacement Notes with respect to the Charity Bonds (the "Replacement Notes"); and

WHEREAS, the Board has reviewed the components of the consideration to be received by the Charity Hospitals in connection with the Transaction, including (i) the issuance of the Replacement Notes, having a monetary value of $258,683,000 and resulting in the assumption of direct and joint liability for all payments due on behalf of the Corporation corresponding to the Charity Bonds, (ii) WMC's assumption of the Assumed Liabilities, (iii) WMC's commitment to operate the Charity Hospitals as licensed locations of WMC and to maintain the scope and quality of existing clinical programs and services at the Charity Hospitals, (iv) the relief from continued operational responsibility and expense for the Charity Hospitals, and (v) the financial, capital, and operational benefits available under the Award Letter; and

WHEREAS, after reviewing the components of consideration described above, the Corporation's current financial condition, and the benefits of the Transaction to the Corporation and the Charity Hospitals, the Board has determined that the consideration to be received by the Charity Hospitals pursuant to the Transaction is fair and reasonable within the meaning of Section 510 of the New York Not-for-Profit Corporation Law (the "NPCL"), and that the assumption of the Assumed Liabilities by WMC, together with the other consideration described above, relieves the Corporation and the Charity Hospitals of continued operational responsibility and expense for, and ensures the integration of, the Charity Hospitals with WMC, all of which promotes the financial stability of the Charity Hospitals, assures the Corporation of the Charity Hospitals' continued operation, and is in the best interests of the Corporation; and

WHEREAS, the Board, following approval by the Executive Committee of the Board, has reviewed and considered the proposed Asset Transfer Agreements, Administrative Services Agreements, Master Leases, and other ancillary agreements (collectively, the "Transaction Documents"), which detail the terms and conditions of the Transaction, each in substantially the forms presented to the Board; and

WHEREAS, the Board acknowledges that consummation of the Transaction is subject to the receipt of all required regulatory approvals pursuant to Sections 510 and 511-a of the NPCL and review by the Office of the New York Attorney General thereunder (collectively, the "Required Approvals"); and

WHEREAS, the Board acknowledges that upon consummation of the Transaction, and effective as of the closing of the Transaction (the "Closing"), certain members of the Board will resign and/or be removed from their positions and the Member will appoint additional individuals to serve as Directors, the Directors who will resign and/or be removed are set forth in Exhibit A, and the Directors who will comprise the Board following the Closing are set forth in Exhibit B; and

WHEREAS, following the Closing, the Charity Hospitals will not dissolve but will be operated as not-for-profit corporations pursuant to Section 601 of the NPCL to continue to employ certain employees and to hold certain real property, and the Board further acknowledges that certain modifications to the Corporation's Bylaws to be effective as of the Closing substantially in the form attached hereto as Exhibit C (the "A&R Bylaws") and, ultimately, after receipt of regulatory approvals immediately necessary for the Closing and approval of the Member, to the Corporation's Certificate of Incorporation, substantially in the form attached hereto as Exhibit D (the "Restated COI," together with the A&R Bylaws, the "Governance Amendments") are necessary to effectuate certain agreed-upon provisions of the Transaction Documents and the purposes of the Transaction; and

WHEREAS, the Corporation, as the sole corporate member of each of GSH, BSCH, and SACH, holds the reserved power to approve amendments to their respective certificates of incorporation and bylaws and to appoint, elect, and remove the members of their respective Boards of Directors; and

WHEREAS, in connection with the consummation of the Transaction and effective as of the Closing, certain members of the Boards of Directors of GSH, BSCH, and SACH (the "Subsidiary Boards") will resign and/or be removed from their positions and the Corporation will appoint additional individuals to serve as directors, the Directors who will resign and/or be removed are set forth in Exhibit E-1 through Exhibit E-3, and the Directors who will comprise the Subsidiary Boards following the Closing are set forth in Exhibit F-1 through Exhibit F-3; and

WHEREAS, certain modifications to the Bylaws of each of GSH, BSCH, and SACH, to be effective as of the Closing, substantially in the forms attached hereto as Exhibit G-1 through Exhibit G-3 (the "Subsidiary A&R Bylaws"), and, ultimately, after receipt of regulatory approvals immediately necessary for the Closing and approval of the Corporation, to the Certificates of Incorporation of each of GSH, BSCH, and SACH, substantially in the forms attached hereto as Exhibit H-1 through Exhibit H-3 (the "Subsidiary Restated COIs," together with the Subsidiary A&R Bylaws, the "Subsidiary Governance Amendments"), are necessary to effectuate the purposes of the Transaction; and

WHEREAS, the Board has considered the Charity Hospitals' intended use of the consideration to be received in connection with the Transaction, and the Board hereby determines that, following the Closing of the Transaction, the Charity Hospitals will apply such consideration (including amounts received under the Administrative Services Agreements, the Master Leases, and the other Transaction Documents) to (i) continue to employ remaining personnel and provide administrative and clinical staffing services in support of the Charity Hospitals, (ii) hold and maintain real property, including pursuant to the Master Leases, (iii) satisfy retained liabilities and ongoing operating expenses, and (iv) otherwise carry out remaining charitable activities and purposes post-Closing of the Transaction; and

WHEREAS, in light of the foregoing findings, the Board, having reviewed potential conflicts of interest in accordance with the Corporation's Conflict-of-Interest Policy and Section 715 of the NPCL, has determined that there are no officers, directors, or key persons who have an interest in the Transaction that would preclude such person from participating in past or present deliberations or votes of the Board related to the recommendations set forth herein, and finds that it is advisable and in the best interests of the Corporation to (i) approve the Transaction, the Asset Transfer Agreements, the Master Leases, the Administrative Services Agreements, and each of the other Transaction Documents, (ii) in its capacity as the sole corporate member of the Charity Hospitals, and subject to the receipt of the Required Approvals, approve and consent to the disposition by the Charity Hospitals of substantially all of their assets pursuant to Sections 510 and 511 of the NPCL, (iii) approve the Governance Amendments, (iv) in its capacity as the sole corporate member of the Charity Hospitals, approve the Subsidiary Governance Amendments, (v) in its capacity as the sole corporate member of the Charity Hospitals, remove from the Boards of Directors of GSH, BSCH, and SACH, effective as of the Closing, the individuals identified in Exhibit E-1 through Exhibit E-3 attached hereto who have not resigned from their respective Board of Directors and appoint certain individuals to serve as members of the Boards of Directors of GSH, BSCH, and SACH, also effective as of the Closing, such that the Directors identified in Exhibit F-1 through Exhibit F-3 attached hereto will comprise the membership of the respective Boards of Directors following the Closing, (vi) authorize the Authorized Officers (as defined below) to finalize and execute the Transaction Documents and to take all actions necessary or desirable to consummate the Transaction, (vii) recommend that the Member, as the sole corporate member of the Corporation, approve the Governance Amendments, and (viii) authorize the submission of all materials necessary to obtain the Required Approvals.

NOW THEREFORE, BE IT:

Approval of the Transaction

RESOLVED, that the Board, after careful consideration, hereby (i) determines that the Transaction is in the best interests of the Corporation, (ii) determines, pursuant to Section 510 of the NPCL, that the consideration to be received by the Charity Hospitals in connection with the Transaction is fair and reasonable, (iii) determines that the Transaction is in furtherance of, and promotes, the charitable purposes of the Corporation and the Charity Hospitals, as required by Sections 510 and 511 of the NPCL, by more closely aligning the Charity Hospitals with WMC and enhancing access to and the quality of clinical services for the patient populations and communities served by the Corporation, the Charity Hospitals, and WMC, and (iv) in its capacity as the sole corporate member of the Charity Hospitals, and subject to the receipt of the Required Approvals, hereby approves the Transaction and consents to and approves the disposition by the Charity Hospitals of substantially all of their assets pursuant to Sections 510 and 511 of the NPCL.

RESOLVED, that the Board, following approval by the Executive Committee of the Board, hereby ratifies and approves such approval of the Executive Committee, the Asset Transfer Agreements, the Administrative Services Agreements, the Master Leases, and each of the other

Transaction Documents, in each case in substantially the forms presented to the Board, with such changes therein and additions thereto as the members of the Corporation's senior management (each, an "Authorized Officer"), or any of them acting singly, shall approve, such approval to be conclusively evidenced by the execution and delivery thereof; and the Authorized Officers, or any of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to execute and deliver each of the Transaction Documents to which the Corporation is a party, and to perform the Corporation's obligations thereunder; and, as sole corporate member of the Charity Hospitals, the Corporation hereby authorizes the Charity Hospitals to execute and deliver the Transaction Documents to which they are parties.

Recommendation to the Member

RESOLVED, the Board hereby recommends that the Member, as the sole corporate member of the Corporation, approve the Governance Amendments, and authorize the Corporation to take such other actions as may be necessary or appropriate to consummate the Transaction; provided that the filing of the Restated COI with the Secretary of State of the State of New York shall follow the receipt of the Required Approvals and consummation of the Transaction.

Authorization to Pursue Required Approvals

RESOLVED, that the Authorized Officers, or any of them acting singly, are hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to prepare, execute, deliver, and file all materials necessary or appropriate to obtain the Required Approvals.

Recognition of Resignation, Removal, and Appointment of Board Members

RESOLVED, that the Board hereby recognizes that the individuals identified on Exhibit A attached hereto have resigned or have been duly removed from the Board by the Member, effective as of the Closing, and that the Member has appointed certain individuals to serve as members of the Board, also effective as of the Closing, such that the membership of the Board following the Closing is identified on Exhibit B attached hereto.

Amendment and Restatement of the Governance Documents

RESOLVED, that the Board hereby approves the Governance Amendments, consisting of the Restated COI, subject to any required approval of the Member and applicable regulatory filings, and the A&R Bylaws, with the A&R Bylaws to be contingent upon and only effective upon the Closing of the Transaction, and authorizes the Authorized Officers to execute, acknowledge, deliver, and file the Restated COI and to take all actions necessary, appropriate, or desirable to give effect thereto following receipt of the Required Approvals and consummation of the Transaction.

Approval of Subsidiary Governance Amendments

RESOLVED, that the Board, acting in its capacity as the sole corporate member of each of GSH, BSCH, and SACH, hereby approves the Subsidiary Governance Amendments, consisting of the Subsidiary Restated COIs, subject to any applicable regulatory filings, and the Subsidiary A&R Bylaws, with the Subsidiary A&R Bylaws to be contingent upon and only effective upon the Closing of the Transaction, and authorizes the Authorized Officers, acting singly, to execute, acknowledge, deliver, and/or file such Subsidiary Restated COIs and to take all actions necessary, appropriate, or desirable to give effect thereto following receipt of applicable regulatory approvals and consummation of the Transaction.

Resignation, Removal, and Appointment of Board Members of the Charity Hospitals

RESOLVED, that the Board, acting in its capacity as the sole corporate member of each of GSH, BSCH, and SACH, hereby approves and removes, effective as of the Closing, the individuals identified in Exhibit E-1 through Exhibit E-3 attached hereto who have not resigned from the Boards of Directors of GSH, BSCH, and SACH, respectively, and approves and appoints, also effective as of the Closing, the individuals identified in Exhibit F-1 through Exhibit F-3 attached hereto to serve as the members of the Boards of Directors of GSH, BSCH, and SACH, respectively, each to hold office in accordance with the applicable certificate of incorporation and bylaws (as amended by the Subsidiary Governance Amendments) and applicable law; and the Authorized Officers, or any of them acting singly, are hereby authorized to take all actions necessary, appropriate, or desirable to give effect to the foregoing.

Authorization to Effectuate the Intent of the Foregoing Resolutions

RESOLVED, that the Corporation is hereby authorized to fully perform its obligations under each of the foregoing and to execute, deliver and perform any such other agreements or amendments and to engage, without limitation, in such other transactions, arrangements or activities as are reasonably related to, or incident to, or which will serve to facilitate or enhance for the benefit of the Corporation, the transactions contemplated by these resolutions, and to enter into such other arrangements or understandings as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and each of the foregoing resolutions; and each Authorized Officer acting singly as authorized from time to time, on behalf of the Corporation, to execute, acknowledge, file and deliver any agreements, certificates, modifications, notices, applications, waivers, consents or other documents, and to take such other actions, including the payment of any fees and expenses, by his or her judgment necessary or desirable in connection with the foregoing resolutions, the taking of any such action to be conclusive evidence that the same has been authorized and approved by the Board.

RESOLVED, that the omission from these resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described in the

foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements, documents or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, the foregoing resolutions.

RESOLVED, that all acts and things previously done by any Authorized Officer or other director, officer, employee or agent of the Corporation, on or prior to the date hereof, in the name and on behalf of the Corporation, in connection with the transactions contemplated by the foregoing resolutions, are in all respects ratified, approved, confirmed and adopted as acts and deeds by and on behalf of the Corporation.

RESOLVED, that these resolutions shall take effect immediately; provided that any resolution authorizing action contingent on the Closing of the Transaction shall be effective only upon the Closing of the Transaction.

* * * * *

STATE OF NEW YORK

)ss:

ROCKLAND COUNTY

I HEREBY CERTIFY that I have compared the foregoing resolutions with the original resolutions on file in my office, which were duly adopted by the affirmative vote of not less than two-thirds of the entire Board, in accordance with Section 510 of the NPCL, at a legally convened meeting held on the 15th day of July, 2026 and that the same is a true and complete copy therefrom and the whole of the said original.

I further certify that the full Board consists of 7 voting directors, that a quorum of the Board consists of 4 directors, that 7 of such voting directors were present at such meeting, and that 7 of such voting directors voted in favor of the above resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of July, 2026.

Ann Marie Soares
Assistant Secretary
Bon Secours Charity Health System, Inc.

EXHIBIT A

Directors Removed from the Board of the Corporation

See Attachment A-6.

EXHIBIT B

Post-Closing Board of Directors of the Corporation

See Attachment B-6.

EXHIBIT C

Amended and Restated Bylaws of the Corporation

See Attachment D-6.

EXHIBIT D

Amended and Restated Certificate of Incorporation of the Corporation

See Attachment E-6.

EXHIBIT E-1

Directors Removed from the Board of Good Samaritan Hospital of Suffern, N.Y.

See Attachment A-3.

EXHIBIT E-2

Directors Removed from the Board of Bon Secours Community Hospital

See Attachment A-2.

EXHIBIT E-3

Directors Removed from the Board of St. Anthony Community Hospital, Warwick, New York.

See Attachment A-1.

EXHIBIT F-1

Post-Closing Board of Directors of Good Samaritan Hospital of Suffern, N.Y.

See Attachment B-3.

EXHIBIT F-2

Post-Closing Board of Directors of Bon Secours Community Hospital

See Attachment B-2.

EXHIBIT F-3

Post-Closing Board of Directors of St. Anthony Community Hospital, Warwick, New York

See Attachment B-1.

EXHIBIT G-1

Amended and Restated Bylaws of Good Samaritan Hospital of Suffern, N.Y.

See Attachment D-3.

EXHIBIT G-2

Amended and Restated Bylaws of Bon Secours Community Hospital

See Attachment D-2.

EXHIBIT G-3

Amended and Restated Bylaws of St. Anthony Community Hospital of Suffern, N.Y.

See Attachment D-1.

EXHIBIT H-1

RESTATED CERTIFICATE OF INCORPORATION OF GOOD SAMARITAN HOSPITAL OF SUFFERN, N.Y.

See Attachment E-3.

EXHIBIT H-2

RESTATED CERTIFICATE OF INCORPORATION OF BON SECOURS COMMUNITY HOSPITAL

See Attachment E-2.

EXHIBIT H-3

RESTATED CERTIFICATE OF INCORPORATION OF ST. ANTHONY COMMUNITY HOSPITAL, WARWICK, NEW YORK

See Attachment E-1.

NEW YORK STATE | Department of Health

MEMORANDUM

To: Michael Stelluti
Division of Health Facility Planning and Development

Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

From: Trudy Menard, Associate Attorney
Bureau of Program Counsel
Division of Legal Affairs

Date: November 9, 2026

Subject: Approval of the Proposed Certificate of Merger of The Foundation of Catholic Health, Sisters Hospital Foundation, Inc., Kenmore Mercy Foundation, Inc., Mercy Hospital Foundation, Inc., Catholic Health System Continuing Care Foundation, and Mount St. Mary's Hospital Foundation, Inc., into The Foundation of Catholic Health

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This is to request that the above matter be included on the agendas for the next Establishment and Project Review Committee and Public Health and Health Planning Council meetings.

The attachments relating to this matter include the following:

1) Memorandum to the Public Health and Health Planning Council from Darren Cohen, Deputy Commissioner and General Counsel;
2) A request letter from Dorothy E. Shuldman of Phillips Lytle, counsel for the applicant, to the Public Health and Health Planning Council dated May 30, 2025;
3) A photocopy of the executed proposed Certificate of Merger of The Foundation of Catholic Health, Sisters Hospital Foundation, Inc., Kenmore Mercy Foundation, Inc., Mercy Hospital Foundation, Inc., Catholic Health System Continuing Care Foundation, and Mount St. Mary's Hospital Foundation, Inc., into The Foundation of Catholic Health;
4) A certified copy of the Certificate of Incorporation of The Foundation of Catholic Health, as amended, with attachments;
5) A certified copy of the Resolution of the Board of Directors of The Foundation of Catholic Health dated November 7, 2024 authorizing the merger and attachments thereto which include:
    a. Plan of Merger;
    b. Certificate of Merger (omitted; reproduced above);
    c. Verified Petition to New York State Attorney General

6) A certified copy dated March 4, 2025, of the Unanimous Written Consent of the Board of Directors of Sisters Hospital Foundation, Inc. (attachments reproduced above);

7) A certified copy dated March 4, 2025, of the Resolutions of the Board of Directors of Kenmore Mercy Foundation, Inc. (attachments reproduced above);

8) A certified copy dated March 5, 2025, of the Resolutions of the Board of Directors of Mercy Hospital Foundation, Inc. (attachments reproduced above);

9) A certified copy dated March 5, 2025, of the Resolutions of the Board of Directors of Catholic Health System Continuing Care Foundation (attachments reproduced above);

10) A certified copy of the Unanimous Written Consent of the Board of Directors of Mount St. Mary's Hospital Foundation, Inc. dated November 25, 2024. (attachments reproduced above);

11) A certified copy dated March 6, 2025, of the Resolutions of the Board of Directors of Sisters of Charity Hospital of Buffalo, New York (attachments reproduced above);

12) A certified copy dated March 6, 2025, of the Resolutions of the Board of Directors of Kenmore Mercy Hospital (attachments reproduced above);

13) A certified copy dated March 6, 2025, of the Resolutions of the Board of Directors of Mercy Hospital of Buffalo (attachments reproduced above);

14) A certified copy dated March 6, 2025, of the Resolutions of the Board of Directors of Mount St. Mary's Hospital of Niagara Falls (attachments reproduced above);

15) A certified copy of the Resolutions of the Board of Directors of Catholic Health System, Inc., regarding The Foundation of Catholic Health dated December 12, 2024 (attachments reproduced above);

16) A certified copy of the Resolutions of the Board of Directors of Catholic Health System, Inc., regarding Catholic Health System Continuing Care Foundation dated December 12, 2024. (attachments reproduced above).

NEW YORK STATE | Department of Health

MEMORANDUM

To: Public Health and Health Planning Council

From: Darren Cohen DC
Deputy Commissioner and General Counsel
Division of Legal Affairs

Date: November 9, 2026

Subject: Approval of the Proposed Certificate of Merger of The Foundation of Catholic Health, Sisters Hospital Foundation, Inc., Kenmore Mercy Foundation, Inc., Mercy Hospital Foundation, Inc., Catholic Health System Continuing Care Foundation, and Mount St. Mary's Hospital Foundation, Inc., into The Foundation of Catholic Health

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The Foundation of Catholic Health, Sisters Hospital Foundation, Inc., Kenmore Mercy Foundation, Inc., Mercy Hospital Foundation, Inc, Catholic Health System Continuing Care Foundation, and Mount St. Mary's Hospital Foundation, Inc. request Public Health and Health Planning Council approval of their proposed Certificate of Merger in accordance with the requirements of section 909 of the Not-For-Profit Corporation Law.

The Foundation of Catholic Health is a not-for-profit corporation formed in 2023. Its corporate purpose is to benefit and assist, through solicitation of contributions, the healthcare and/or hospital purposes of Catholic Health Systems, Kenmore Mercy Hospital, Mercy Hospital of Buffalo, Sisters Charity Hospital of Buffalo, Mount St. Mary's Hospital of Niagara Falls, WNY Catholic Long Term Care, Inc. McAuley-Seton Home Care Corporation, Niagara Homemaker Services, Inc. and Catholic Health System Program of All-Inclusive Care for the Elderly, Inc.

Kenmore Mercy Foundation, Inc. is a not-for-profit corporation formed in 1980. A Certificate of Amendment was filed in 1981 restating the purpose to solicit, receive hold, maintain and invest real and personal property for the benefit of Kenmore Mercy Hospital.

Mercy Hospital Foundation, Inc. is a not-for-profit corporation formed in 1978. A Certificate of Amendment was filed in 2017 restating the purpose to solicit, hold, maintain, invest money and other property for the benefit of Mercy Hospital of Buffalo and WNY Catholic Long Term Care, Inc, doing business as Father Baker Manor.

Catholic Health System Continuing Care Foundation, Inc. is a not-for-profit corporation formed in 2004. A Certificate of Amendment was filed in 2011 restating the purpose to solicit and receive contributions and maintain and operate an endowment fund for the benefit of Catholic Health System, Inc.

Mount St. Mary's Hospital Foundation, Inc., is a not-for-profit corporation formed in 1989 to acquire, receive, solicit, maintain and invest contributions for the benefit of Mount St. Mary's Hospital of Niagara Falls.

The merger of these foundations will effectuate simplification and eliminate administrative burden of multiple fundraising entities to best support the hospitals, healthcare and other ministries of

Catholic Health by integrating and standardizing support and fundraising services through one surviving entity of the merger, The Foundation of Catholic Health. No changes will be made to The Foundation of Catholic Health's Certificate of Incorporation as a result of these mergers. The Foundation of Catholic Health intends to raise philanthropic dollars through annual appeals, foundation grant applications, personal solicitations and special events.

There is no legal objection to the proposed Certificate of Merger of The Foundation of Catholic Health, Sisters Hospital Foundation, Inc., Kenmore Mercy Foundation, Inc., Mercy Hospital Foundation, Inc., Catholic Health System Continuing Care Foundation, and Mount St. Mary's Hospital Foundation, Inc., into The Foundation of Catholic Health and it is in legally acceptable form.

Attachments.

Dear Public Health and Health Planning Council:

Pursuant to your request, included in the below secure file transfer link for review is a draft submission of the Verified Petition of The Foundation of Catholic Health, Sisters Hospital Foundation, Inc., Kenmore Mercy Foundation, Inc., Mercy Hospital Foundation, Inc., Catholic Health System Continuing Care Foundation, and Mount St. Mary's Hospital Foundation, Inc. for approval of their plan of merger under Section 907-b of the Not-For-Profit Corporation Law, which includes the following documents, among other exhibits: (1) plan of merger, (2) certificates of incorporation and any amendments of the constituent corporations, (3) bylaws of the constituent corporations, and (4) resolutions of each constituent corporation's board of directors, its member, and such member's members and religious sponsors. As indicated in the documents, it is intended that The Foundation of Catholic Health will be the surviving corporation.

Secure File Transfer Link: [redacted]

Please do not hesitate to contact me with any questions or if you should require additional information. Thank you again for your assistance in this matter.

Kind regards,

Dorothy Shuldman

Dorothy E. Shuldman
Associate
One Canalside
125 Main Street
Buffalo, NY 14203-2887
Phone 716 504 5778
Fax 716 852 6100
DShuldman@phillipslytle.com
www.phillipslytle.com
Download vCard

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CERTIFICATE OF MERGER

OF

THE FOUNDATION OF CATHOLIC HEALTH,
SISTERS HOSPITAL FOUNDATION, INC.,
KENMORE MERCY FOUNDATION, INC.,
MERCY HOSPITAL FOUNDATION, INC.,
CATHOLIC HEALTH SYSTEM CONTINUING CARE FOUNDATION,
AND
MOUNT ST. MARY'S HOSPITAL FOUNDATION, INC.

INTO

THE FOUNDATION OF CATHOLIC HEALTH

Under Section 904 of the Not-for-Profit Corporation Law

Pursuant to Section 904 of the Not-for-Profit Corporation Law of the State of New York, the undersigned hereby certify as follows:

1. (a) The name of each constituent corporation to the merger is The Foundation of Catholic Health, Sisters Hospital Foundation, Inc., Kenmore Mercy Foundation, Inc., Mercy Hospital Foundation, Inc., Catholic Health System Continuing Care Foundation and Mount St. Mary's Hospital Foundation, Inc. The name under which Sisters Hospital Foundation, Inc. was formed is Sisters of Charity Hospital Foundation, Inc.

(b) The name of the surviving corporation is The Foundation of Catholic Health ("Surviving Corporation").

2. As to each constituent corporation, the description of the membership and holders of any certificates evidencing capital contributions or

subventions, including their number, classification and voting rights, if any, are as follows:

Name of Corporation	Description & Number of Members	Members Entitled to Vote
The Foundation of Catholic Health	Voting Member - 1	Voting Member
Sisters Hospital Foundation, Inc.	Voting Member – 1	Voting Member
Kenmore Mercy Foundation, Inc.	Voting Member – 1	Voting Member
Mercy Hospital Foundation, Inc.	Voting Member – 1	Voting Member
Catholic Health System Continuing Care Foundation	Voting Member – 1	Voting Member
Mount St. Mary's Hospital Foundation, Inc.	Voting Member - 1	Voting Member

There are no holders of any certificates evidencing capital contributions or subventions for The Foundation of Catholic Health, Sisters Hospital Foundation, Inc., Kenmore Mercy Foundation, Inc., Mercy Hospital Foundation, Inc., Catholic Health System Continuing Care Foundation and Mount St. Mary's Hospital Foundation, Inc.

3. The Certificate of Incorporation of The Foundation of Catholic Health, the Surviving Corporation, as in effect immediately prior to the effective date of the merger, shall be the certificate of incorporation of the Surviving Corporation upon the effective date of the Merger, without any amendments or changes.

4. The date when the Certificate of Incorporation of each constituent corporation to be merged was filed with the Department of State of the State of New York is as follows:

Name of Corporation	Date of Filing
The Foundation of Catholic Health	November 28, 2023
Sisters Hospital Foundation, Inc.	October 15, 1979
Kenmore Mercy Foundation, Inc.	August 20, 1980
Mercy Hospital Foundation, Inc.	March 9, 1978
Catholic Health System Continuing Care Foundation	March 19, 2004
Mount St. Mary's Hospital Foundation, Inc.	July 11, 1989

5. (a) The merger was authorized with respect to The Foundation of Catholic Health at a meeting of the board of directors held on November 7, 2024 by a vote of the majority of the board of directors, followed by approval of the sole member of The Foundation of Catholic Health by vote at a meeting held on December 12, 2024 in conformity with the applicable provisions of the Not-for-Profit Corporation Law of the State of New York.

(b) The merger was authorized with respect to Sisters Hospital Foundation, Inc. by the unanimous written consent of the board of directors of Sisters Hospital Foundation, Inc. which was duly executed on November 20, 2024 followed by approval of the sole member of Sisters Hospital Foundation, Inc. by vote at a meeting held on December 5, 2024 in conformity with the applicable provisions of the Not-for-Profit Corporation Law of the State of New York.

(c) The merger was authorized with respect to Kenmore Mercy Foundation, Inc. at a meeting of the board of directors held on November 7, 2024 by a vote of the majority of the board of directors of Kenmore Mercy Foundation, Inc. followed by approval of the sole member of Kenmore Mercy Foundation, Inc. by vote at

a meeting held on December 5, 2024 in conformity with the applicable provisions of the Not-for-Profit Corporation Law of the State of New York.

(d) The merger was authorized with respect to Mercy Hospital Foundation, Inc. at a meeting of the board of directors held on November 7, 2024 by a vote of the majority of the board of directors of Mercy Hospital Foundation, Inc. followed by approval of the sole member of Mercy Hospital Foundation, Inc. by vote at a meeting held on December 5, 2024 in conformity with the applicable provisions of the Not-for-Profit Corporation Law of the State of New York.

(e) The merger was authorized with respect to Catholic Health System Continuing Care Foundation at a meeting of the board of directors held on November 7, 2024 by a vote of the majority of the board of directors of Catholic Health System Continuing Care Foundation followed by approval of the sole member of Catholic Health System Continuing Care Foundation by vote at a meeting held on December 12, 2024 in conformity with the applicable provisions of the Not-for-Profit Corporation Law of the State of New York.

(f) The merger was authorized with respect to Mount St. Mary's Hospital Foundation, Inc. by the unanimous written consent of the board of directors of Mount St. Mary's Hospital Foundation, Inc. which was duly executed on November 25, 2024 followed by approval of the sole member of Mount St. Mary's Hospital Foundation, Inc. by vote at a meeting held on December 5, 2024 in conformity with the applicable provision of the Not-For-Profit Corporation Law of the State of New York.

IN WITNESS WHEREOF, the undersigned hereby make and sign this Certificate as of the 11th day of February, 2025.

THE FOUNDATION OF CATHOLIC HEALTH

By _____
Name: Sharon Prise Azurin
Title: Chair

SISTERS HOSPITAL FOUNDATION, INC.

By _____
Name: Amy Schmit
Title: Chair

KENMORE MERCY FOUNDATION, INC.

By _____
Name: Daniel Paolini
Title: Chair

MERCY HOSPITAL FOUNDATION, INC.

By _____
Name: Richard Serra
Title: Chair

CATHOLIC HEALTH SYSTEM CONTINUING CARE FOUNDATION

By _____
Name: Vincent Hanley
Title: Chair

MOUNT ST. MARY'S HOSPITAL FOUNDATION, INC.

By _____
Name: Robert Ingrasci
Title: Chair

CERTIFICATE OF MERGER

OF

THE FOUNDATION OF CATHOLIC HEALTH,
SISTERS HOSPITAL FOUNDATION, INC.,
KENMORE MERCY FOUNDATION, INC.,
MERCY HOSPITAL FOUNDATION, INC.,
CATHOLIC HEALTH SYSTEM CONTINUING CARE FOUNDATION,
AND
MOUNT ST. MARY'S HOSPITAL FOUNDATION, INC.

INTO

THE FOUNDATION OF CATHOLIC HEALTH

Under Section 904 of the Not-for-Profit Corporation Law

Phillips Lytle LLP
One Canalside
125 Main Street
Buffalo, New York 14203

NEW YORK STATE DEPARTMENT OF STATE
DIVISION OF CORPORATIONS, STATE RECORDS AND UNIFORM COMMERCIAL CODE

FILING RECEIPT

ENTITY NAME :	THE FOUNDATION OF CATHOLIC HEALTH
DOCUMENT TYPE :	CERTIFICATE OF INCORPORATION
ENTITY TYPE :	DOMESTIC NOT-FOR-PROFIT CORPORATION
DOS ID :	7191907
FILE DATE :	11/28/2023
FILE NUMBER :	231128001187
TRANSACTION NUMBER :	20231128000118-2666165
EXISTENCE DATE :	11/28/2023
DURATION/DISSOLUTION :	PERPETUAL
COUNTY :	ERIE
SERVICE OF PROCESS ADDRESS :	C/O CATHOLIC HEALTH SYSTEM, INC. ATTENTION: PRESIDENT, 144 GENESEE STREET BUFFALO, NY, 14203, USA
ELECTRONIC SERVICE OF PROCESS EMAIL ADDRESS :	N/A
FILER :	PHILLIPS LYTLE LLP 28 E MAIN STREET, SUITE 1400 ROCHESTER, NY, 14614, USA
SERVICE COMPANY :	UNITED CORPORATE SERVICES, INC.
SERVICE COMPANY ACCOUNT :	37
CUSTOMER REFERENCE :	FOUND02631

You may verify this document online at : *http://ecorp.dos.ny.gov*
AUTHENTICATION NUMBER : 100004728570

TOTAL FEES:	$160.00	TOTAL PAYMENTS RECEIVED:	$160.00
FILING FEE:	$75.00	CASH:	$0.00
CERTIFICATE OF STATUS:	$0.00	CHECK/MONEY ORDER:	$0.00
CERTIFIED COPY:	$10.00	CREDIT CARD:	$0.00
COPY REQUEST:	$0.00	DRAWDOWN ACCOUNT:	$160.00
EXPEDITED HANDLING:	$75.00	REFUND DUE:	$0.00

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for THE FOUNDATION OF CATHOLIC HEALTH, File Number 231128001187 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on November 28, 2023.

Brendan C. Hughes
Executive Deputy Secretary of State

Authentication Number: 100004728571 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at http://ecorp.dos.ny.gov

CERTIFICATE OF INCORPORATION
OF
THE FOUNDATION OF CATHOLIC HEALTH

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

FIRST: The name of the corporation is THE FOUNDATION OF CATHOLIC HEALTH.

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

THIRD: The corporation is organized, and at all times shall be operated, exclusively for Catholic charitable, religious, scientific, or educational purposes. Consistent with the foregoing, the specific purpose of the corporation shall be to benefit and assist, through the solicitation of contributions, the healthcare and/or hospital purposes and such other purposes as may be set forth in the respective certificates of incorporation of Catholic Health System, Inc. ("CHS"); Kenmore Mercy Hospital; Mercy Hospital of Buffalo; Sisters of Charity Hospital of Buffalo, New York; Mount St. Mary's Hospital of Niagara Falls; WNY Catholic Long Term Care, Inc.; McAuley-Seton Home Care Corporation; Niagara Homemaker Services, Inc.; and Catholic Health System Program of All-Inclusive Care for the Elderly, Inc., so long as they are charitable not-for-profit corporations and organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and such other affiliated charitable not-for-profit corporations formed to fulfill the mission and purposes of any of the foregoing not-for-profit corporations (collectively, the "Affiliates").

FOURTH: The corporation is formed to engage in an activity or for a purpose requiring consent or approval of a state official, department, board, agency or other body. Such consent or approval is attached.

FIFTH: The Corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

SIXTH: The office of the corporation is to be located in the County of Erie, State of New York.

SEVENTH: The names and addresses of the initial directors of the corporation are:

Filed with the NYS Department of State on 11/28/2023
Filing Number: 231128001187 DOS ID: 7191907

Raymond P. Crane
c/o Partner, Brock, Schechter & Polakoff, LLP
726 Exchange Street/Suite 822
Buffalo, NY 14210

Anthony Eugeni
c/o Woods Oviatt Gilman, LLP
200 Delaware Ave #1200
Buffalo, NY 14202

Vincent Hanley
c/o Bond, Schoeneck & King, PLLC
The Avant Building – Suite 900
Buffalo, NY 14202-2107

Sharon Prise Azurin
c/o Phillips Lytle LLP
One Canalside
125 Main Street
Buffalo, NY 14203

Joyce Williams
c/o Univera Healthcare
205 Park Club Lane
Buffalo, NY 14221

EIGHTH: The Secretary of State of New York is designated as the agent of the corporation, upon whom process against the corporation may be served, and the post office address to which the Secretary of State shall mail a copy of any such process served upon him/her is:

c/o Catholic Health System, Inc.
144 Genesee Street
Buffalo, New York 14203
Attention: President

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

Filed with the NYS Department of State on 11/28/2023
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a. No part of the net earnings of the corporation shall inure to the benefit of any trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no trustee, director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation; except the corporation may make payments, distributions or donations for charitable, religious, educational and scientific purposes to organizations that are exempt from Federal income tax under Section 501(a) of the Code , described in Section 501(c)(3) of the Code and described in Section 509(a)(1) or 509(a)(2) of the Code.

b. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

c. Notwithstanding any other provision of this Certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and by an organization, contributions to which are deductible under the Code.

d. Notwithstanding any other provision of this Certificate of Incorporation, if at any time or times the corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times:

1. The corporation shall distribute all of its income for each taxable year and, if necessary, so much of its principal at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code;

2. The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;

3. The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code;

4. The corporation shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; and

5. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Filed with the NYS Department of State on 11/28/2023
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e. Any references herein to any provision of the Code shall be deemed to mean such provision as now or hereafter existing, amended, or superseded, as the case may be.

TENTH: The management of the affairs of the corporation shall be vested in the board of directors except as otherwise provided in this Certificate of Incorporation or in the by-laws of the corporation.

ELEVENTH: Nothing in this Certificate of Incorporation shall authorize the corporation within the State of New York, to (1) provide hospital services or health related services, as such terms are defined in the New York State Public Health Law (the "PHL"); (2) establish, operate or maintain a hospital, a home care services agency, a hospice, a managed care organization or a health maintenance organization, as provided for by Articles 28, 36, 40 and 44 respectively, of the PHL and implementing regulations; (3) establish and operate an independent practice association; (4) establish, operate, construct, lease, or maintain an adult home, an enriched housing program, a residence for adults, or an assisted living program, as provided for by Article 7 of the New York State Social Services Law; or (5) establish, operate, construct, lease or maintain an assisted living residence, as provided for by Article 46-B of the PHL. Additionally, nothing in this Certificate of Incorporation shall authorize the corporation within the State of New York, to (a) hold itself out as providing or (b) provide any health care professional services that require licensure or registration pursuant to either Title 8 of the New York State Education Law, or the PHL, including, but not limited to, medicine, nursing, psychology, social work, occupational therapy, speech therapy, physical therapy, or radiation technology.

TWELFTH: In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to CHS and/or one or more of the Affiliates, provided that such distributee(s) shall then qualify under Section 501(c)(3) and Section 509(a)(1), (2) or (3) of the Code pursuant to a plan of distribution approved by CHS, and subject to any approvals, consents or proceedings required under applicable governing law regarding the dissolution of not-for-profit corporations. If none of the distributees shall so qualify at the time of dissolution, then distribution shall be made to such other organization or organizations that are organized and operated exclusively for Catholic religious, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) and Section 509(a)(1), (2) or (3) of the Code pursuant to a plan of distribution approved by CHS, and subject to any approvals, consents or proceedings required under applicable governing law regarding the dissolution of not-for-profit corporations.

Filed with the NYS Department of State on 11/28/2023
Filing Number: 231128001187 DOS ID: 7191907

IN WITNESS WHEREOF, the undersigned has made and signed this certificate as of the 16th day of June, 2022.

Lisa Bryning

Lisa Bryning, Incorporator
28 E Main Street, Suite 1400
Rochester, New York 14614

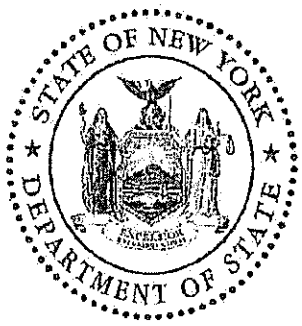
Doc #10330919.7

Filed with the NYS Department of State on 11/28/2023
Filing Number: 231128001187 DOS ID: 7191907

NEW YORK STATE DEPARTMENT OF STATE
DIVISION OF CORPORATIONS, STATE RECORDS AND UNIFORM COMMERCIAL CODE

FILING RECEIPT

ENTITY NAME :	THE FOUNDATION OF CATHOLIC HEALTH
DOCUMENT TYPE :	NAME RESERVATION EXTENSION
ENTITY TYPE :	RESERVATION OF DOMESTIC NOT FOR PROFIT CORPORATION
DOS ID :	6870305
FILE DATE :	09/29/2023
FILE NUMBER :	231002000833
TRANSACTION NUMBER :	20230929000144-2479832
EXISTENCE DATE :	
DURATION/DISSOLUTION :	12/05/2023
COUNTY :	
RESERVATION PIN :	91392528



SERVICE OF PROCESS ADDRESS :	
ELECTRONIC SERVICE OF PROCESS EMAIL ADDRESS :	
FILER :	MARY K. MAHONEY C/O PHILLIPS LYTLE LLP, ONE CANALSIDE 125 MAIN STREET BUFFALO, NY, 14203, USA
SERVICE COMPANY :	UNITED CORPORATE SERVICES, INC.
SERVICE COMPANY ACCOUNT :	37
CUSTOMER REFERENCE :	FOUND72399

You may verify this document online at : http://ecorp.dos.ny.gov
AUTHENTICATION NUMBER : 100004408971

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CERTIFIED COPY:	$0.00	CREDIT CARD:	$0.00
COPY REQUEST:	$0.00	DRAWDOWN ACCOUNT:	$35.00
EXPEDITED HANDLING:	$25.00	REFUND DUE:	$0.00

Filed with the NYS Department of State on 11/28/2023
Filing Number: 231128001187 DOS ID: 7191907

PHHPC

PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

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

(518) 402-0964
PHHPC@health.ny.gov

November 21, 2023

Kelly A. Brunelle
Fulfillment Specialist
100 State Street
Suite 800
Albany, NY 12207

Re: Certificate of Incorporation of The Foundation of Catholic Health

Dear Ms. Brunelle:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health and Health Planning Council held on the 16th day of November 2023, I hereby certify that the Public Health and Health Planning Council consents to the filing of the Certificate of Incorporation of The Foundation of Catholic Health dated June 16, 2022.

Please email a copy of the Notice of Filing to the Operating Certificate Unit, at HFISmb@health.ny.gov

Sincerely,

Colleen M. Leonard

Colleen M. Leonard
Executive Secretary

/ms

Filed with the NYS Department of State on 11/28/2023
Filing Number: 231128001187 DOS ID: 7191907

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, on this 16th day of November 2023, approves the filing of the Certificate of Incorporation of The Foundation of Catholic Health, dated June 16, 2022.

Filed with the NYS Department of State on 11/28/2023
Filing Number: 231128001187 DOS ID: 7191907



Phillips Lytle LLP

Federal Express

August 25, 2026

Trudy A. Menard
Associate Attorney
NYS Department of Health
Division of Legal Affairs | Bureau of Program Counsel
Empire State Plaza
2415 Corning Tower
Albany, NY 12237

Re: Consent to file Certificate of Merger of The Foundation of Catholic Health (the "Corporation"), Sisters Hospital Foundation, Inc., Kenmore Mercy Foundation, Inc., Mercy Hospital Foundation, Inc., Catholic Health System Continuing Care Foundation, Inc. and Mount St. Mary's Hospital Foundation, Inc. With and Into the Corporation (the "Merger") by New York State Department of Health/Public Health and Health Planning Council ("PHHPC")

Dear Ms. Menard:

In response to certain additional questions in connection with the above-referenced matter, we provide the following responses:

1. Regarding the fundraising activities to be taken by the Corporation, as set forth in its Certificate of Incorporation, the specific purpose of the Corporation is to benefit and assist, through the solicitation of contributions, the healthcare and/or hospital purposes and such other purposes as may be set forth in the respective certificates of incorporation of Catholic Health System, Inc.; Kenmore Mercy Hospital; Mercy Hospital of Buffalo; Sisters of Charity Hospital of Buffalo, New York; Mount St. Mary's Hospital of Niagara Falls; WNY Catholic Long Term Care, Inc.; McAuley-Seton Home Care Corporation; Niagara Homemaker Services, Inc.; and Catholic Health System Program of All-Inclusive Care for the Elderly, Inc., so long as they are charitable not-for-profit corporations and organizations described in Section 501(c)(3) of the Internal

ATTORNEYS AT LAW

SHARON PRISE AZURIN, PARTNER DIRECT 716 847 7088 SAZURIN@PHILLIPSLYTLE.COM

ONE CANALSIDE 125 MAIN STREET BUFFALO, NEW YORK 14203-2887 PHONE 716 847 8400 FAX 716 852 6100

NEW YORK: ALBANY, BUFFALO, CHAUTAUQUA, GARDEN CITY, NEW YORK, ROCHESTER | CHICAGO, IL | WASHINGTON, DC | CANADA: WATERLOO REGION | PHILLIPSLYTLE.COM

Revenue Code, and such other affiliated charitable not-for-profit corporations formed to fulfill the mission and purposes of any of the foregoing not-for-profit corporations. More specifically, the Corporation raises philanthropic dollars through annual appeals, foundation grant applications, personal solicitations and special events including an annual gala, a golf tournament and a pickle ball tournament.

2. Following is additional information regarding the Corporation's current Board of Directors:*

Name & Address	Occupation/Employer Name & Address	Present Affiliations with Healthcare, Insurance or Other Non-Profit Organizations
Joan G. Aul 6471 Edgewood Dr. Lockport, NY 14094	Retired - Banking	• Mount St. Mary's Hospital Foundation, Inc. - Director • Grigg Lewis Foundation - Board Member • St. John the Baptist RC Church - Trustee • HART - Board Member
Sharon Prise Azurin 42 Hillsboro Dr. Orchard Park, NY 14127	Phillips Lytle LLP One Canalside 125 Main Street Buffalo, NY 14203 Occupation/Title: Attorney/Partner	• Mercy Hospital Foundation, Inc. - Director, Vice Chair

*All individuals listed below are currently members of the Board of Directors of The Foundation of Catholic Health.

Name & Address	Occupation/Employer Name & Address	Present Affiliations with Healthcare, Insurance or Other Non-Profit Organizations
Anthony J. Delmonte Jr. 9510 Boxwood Dr. Clarence Ctr., NY 14032	M&T Bank 575 Main Street, 2nd Floor Buffalo, NY 14203 Occupation/Title: Banker/EVP Business Banking Market Manager	• Mount St. Mary's Hospital Foundation, Inc. - Director, Secretary • Catholic Charities of WNY - Director, Vice Chair • Episcopal Community Housing - Director, Chair • Musical Fare Theater - Board Member
Anthony Louis Eugeni 1285 87th St. Niagara Falls, NY 14304	Woods Oviatt Gilman, LLP 200 Delaware Ave #1200 Buffalo, NY 14202 Occupation/Title: Attorney/Partner	• Mount St. Mary's Hospital Foundation, Inc. - Director, Vice Chair • Our Lady of Peace Nursing Home - Director • Niagara Falls Boys & Girls Club - Director • Niagara Falls Country Club - Director
James Gottstine 65 Brompton Court Orchard Park, NY 14127	Ciminelli Real Estate Corp. 50 Fountain Plaza Suite 500 Buffalo, NY 14202 Occupation/Title: Real Estate/ CFO	• Mercy Hospital Foundation, Inc. - Director

Name & Address	Occupation/Employer Name & Address	Present Affiliations with Healthcare, Insurance or Other Non-Profit Organizations
Vincent O. Hanley 4965 Spaulding Dr. Clarence, NY 14031	Bond, Schoeneck & King, PLLC The Avant Building Suite 900 200 Delaware Avenue Buffalo, NY 14202-2107 Occupation/Title: Attorney/Partner	• Mercy Hospital Foundation, Inc. - Director • Catholic Health System Continuing Care Foundation - Director, Chair • Society of St. Vincent de Paul of Buffalo & Western New York, Inc. - Director
Craig Harris 6395 Pincherry Way Lake View, NY 14085	Catholic Health System, Inc. 144 Genesee Street 6th Floor Buffalo, NY 14203 Occupation/Title: Healthcare Administration/VP, Development Catholic Health System, Inc.; Executive Director The Foundation of Catholic Health	• Catholic Health System, Inc. - VP, Development • Buffalo Zoological Society Board - Director • The Buffalo Club - Board, 3rd VP • Lions Club International - Hamburg Chapter - Member • Charter School for Health Sciences - Advisory Board Member

Name & Address	Occupation/Employer Name & Address	Present Affiliations with Healthcare, Insurance or Other Non-Profit Organizations
Jonathan J. Heraty 320 Independence Dr. Orchard Park, NY 14127	BMO Bank NA 320 S Canal St. Chicago, IL 60606 Occupation/Title: Banking/ Director	• Catholic Health System Continuing Care Foundation - Director, Secretary • St. Bernadette Parish - Finance Council Member
Michael Hofer 20 Creekwood Dr. Lancaster, NY 14086	Elevance Health 220 Virginia Avenue Indianapolis, IN 46204 Occupation/Title: Executive Leader, Hospital & Health Care/VP & Chief Growth Officer - Elevance Health Government Business	• Elevance Health - Vice President • Wellpoint IPA of NY LLC - Affiliated entity with Elevance Health • Sisters Hospital Foundation, Inc. - Director • YMCA Buffalo/Niagara - Board Member, Finance Committee Chair
Robert Ingrasci 605 Maple Ave. Niagara Falls, NY 14305	Lumsden McCormick LLP 369 Franklin Street Buffalo, NY 14202 Occupation/Title: CPA/Partner	• Mount St. Mary's Hospital Foundation, Inc. - Director, Chair • Niagara University - Trustee
Mary E. Knotts 5144 Woodland Dr. Lewiston, NY 14092	Retired	• Mount St. Mary's Hospital Foundation, Inc. - Director

Name & Address	Occupation/Employer Name & Address	Present Affiliations with Healthcare, Insurance or Other Non-Profit Organizations
Joyce Markewicz 9 Edgewater Dr. Orchard Park, NY 14127	Catholic Health System, Inc. 144 Genesee Street 6th Floor Buffalo, NY 14203 Occupation/Title: Health System Executive/President & CEO	• Catholic Health System, Inc. - President & CEO, Ex-Officio Director** • CH Emmaus, Treasurer • Catholic Medical Partners -IPA Board Member • D'Youville University - Trustee
James Millard 94 Pasadena Place Williamsville, NY 14221	Mirror Matter 135 Delaware Ave. Suite 600 Buffalo, NY 14202 Occupation/Title: Ad Agency Founder/Managing Director	• Kenmore Mercy Foundation, Inc. - Director

** In her capacity as President & CEO of Catholic Health System, Inc. ("CHS"), Ms. Markiewicz holds an ex-officio position as Director on the Board of Directors for CHS and substantially all of its affiliated non-profit and/or healthcare organizations including the following: Catholic Health System Continuing Care Foundation, Kenmore Mercy Foundation, Inc., Mercy Hospital Foundation, Inc., Mount St. Mary's Hospital Foundation, Inc., Sisters Hospital Foundation, Inc., Sisters of Charity Hospital of Buffalo, New York, Mercy Hospital of Buffalo, Kenmore Mercy Hospital, Mount St. Mary's Hospital of Niagara Falls, WNY Catholic Long Term Care, Inc. d/b/a Father Baker Manor, McAuley-Seton Home Care Corporation, Niagara Homemaker Services, Inc. d/b/a Mercy Home Care of Western New York, Catholic Health System Program of All-Inclusive Care for the Elderly, Inc., Our Lady of Victory Renaissance Corporation, Catholic Health System Infusion Pharmacy, Inc., Nazareth Home of the Franciscan Sisters of the Immaculate Conception and St. Francis Geriatric Healthcare Services, Inc. d/b/a St. Francis Park.

Name & Address	Occupation/Employer Name & Address	Present Affiliations with Healthcare, Insurance or Other Non-Profit Organizations
David C. Mineo 6405 Landstone Dr. Clarence Ctr., NY 14032	Madison Title Agency 1125 Ocean Ave. Lakewood, NJ 08701 Occupation/Title: Attorney/Chief Compliance Officer	• Kenmore Mercy Foundation, Inc. - Director
Daniel Stephen Paolini 89 Treebrooke Court Buffalo, NY 14221	Consulting Business Owner 135 Burroughs Dr. Buffalo, NY 14226 Occupation/Title: Consulting Business Owner/CEO	• Kenmore Mercy Foundation, Inc. - Director, Chair
James Robert Roaldi 110 Ruskin Rd. East Aurora, NY 14052	M&T Bank 1 M&T Plaza Buffalo, NY 14203 Occupation/Title: Banking, Accounting, Finance/ Commercial Segment CFO	• Sisters Hospital Foundation, Inc. - Director, Treasurer
John A. Russo Jr. 8913 Deer Run Rd. Boston, NY 14025	Hamburg Brewing Company 6553 Boston State Rd. Hamburg, NY 14075	• Mercy Hospital Foundation, Inc. - Director, Secretary

Name & Address	Occupation/Employer Name & Address	Present Affiliations with Healthcare, Insurance or Other Non-Profit Organizations
	Occupation/Title: Self Employed/President and Owner	
Amy M. Schmitt 89 Crescent Ave. Buffalo, NY 14214	University of Buffalo ORIED 516 Capen Hall Buffalo, NY 14260 Occupation/Title: Higher Education Administration/ Assistant VP/Chief of Staff	• Sisters Hospital Foundation - Director, Chair • Josephine Goodyear Foundation - Director • FeedMore WNY-Capital Campaign Community Advisory Committee
Ryan Thomas Schultz 84 Bentham Parkway Buffalo, NY 14222	OneBridge 170 Franklin Street Buffalo, NY 14202 Occupation/Title: Sales/SVP of Business Development	• Kenmore Mercy Foundation, Inc. - Director
Richard Serra 163 Virgil Ave. Buffalo, NY 14216	Retired - Consultant	• Mercy Hospital Foundation, Inc. - Director, Chair
John W. Shaflucas 2 Smallwood Dr. Amherst, NY 14226	Shaflucas Architects PC 1260 Sweet Home Rd. Amherst, NY 14228	• N/A

Name & Address	Occupation/Employer Name & Address	Present Affiliations with Healthcare, Insurance or Other Non-Profit Organizations
	Occupation/Title: Architect/President; Building Landlord	
Michael Szymoniak 900 Delaware Ave. 105 Buffalo, NY 14209	Lawley LLC 361 Delaware Ave. Buffalo, NY 14209 Occupation/Title: Employee Benefits and Insurance Consultant/Partner and Shareholder	• Kenmore Mercy Foundation, Inc. - Director, Secretary • Hilbert College - Advisory Council
Joyce V. Williams 23 Cornwall Ave. Buffalo, NY 14215	Univera Healthcare 205 Park Club Lane Williamsville, NY 14221 Occupation/Title: Lead Operations Unit Coordinator	• Univera Healthcare • Sisters Hospital Foundation - Director, Secretary

Also enclosed as Exhibit A is a copy of the executed Certification of Board Resolutions authorizing the Merger by the Corporation's Secretary.

We respectfully request a letter of consent from PHHPC to permit filing of the proposed Certificate of Merger with the New York State Department of State.

Thank you for your assistance and please do not hesitate to contact me should you have any additional questions.

Very truly yours,

Phillips Lytle LLP

By Sharon Prise Azurin

Sharon Prise Azurin

SPAsm
Enclosure
Doc #13397084.4

cc: Colleen M. Leonard (via e-mail)
Executive Secretary,
Public Health and Health Planning Council
NYS Department of Health
Corning Tower, Rm 1805
Empire State Plaza
Albany, New York 12237

Leonardo Sette-Camara, Esq. (via e-mail)
General Counsel
Catholic Health System, Inc.
144 Genesee Street
6th Floor- West
Buffalo, New York 14203

Dorothy E. Shuldman, MPH, Esq. (via e-mail)
Associate Legal Counsel
Catholic Health System, Inc.
144 Genesee Street
6th Floor- West
Buffalo, New York 14203

Exhibit A

Certification of Board Resolutions

(follows this page)

CERTIFICATION

OF THE

RESOLUTIONS

OF THE

BOARD OF DIRECTORS

OF

THE FOUNDATION OF CATHOLIC HEALTH

The undersigned Secretary of The Foundation of Catholic Health, a New York not-for-profit corporation (the "Corporation"), hereby certifies that attached hereto is a true, complete and correct copy of the resolutions duly adopted by the Board of Directors of the Corporation in accordance with law, at a meeting duly called and held the 7th day of November, 2024, which are in full force and have not been modified or amended.

IN WITNESS WHEREOF, the undersigned has executed this Certification this 22 day of May, 2025.

Joyce Williams, Secretary

PROPOSED RESOLUTIONS
FOR THE
BOARD OF DIRECTORS
OF
THE FOUNDATION OF CATHOLIC HEALTH

WHEREAS, each of The Foundation of Catholic Health ("Foundation of Catholic Health"), Sisters Hospital Foundation, Inc. ("Sisters Hospital Foundation"), Kenmore Mercy Foundation, Inc. ("Kenmore Mercy Foundation"), Mercy Hospital Foundation, Inc. ("Mercy Hospital Foundation"), Catholic Health System Continuing Care Foundation ("Continuing Care Foundation") and Mount St. Mary's Hospital Foundation, Inc. ("Mount St. Mary's Foundation" and, collectively with Foundation of Catholic Health, Sisters Hospital Foundation, Mercy Hospital Foundation, Kenmore Mercy Foundation, and Continuing Care Foundation, the "Constituent Corporations") desire to merge, with Foundation of Catholic Health being the surviving corporation under the name of "The Foundation of Catholic Health"; and

WHEREAS, subject to all required member and other required or recommended approvals, the Board of Directors (the "Board") of Foundation of Catholic Health deems it to be fair, reasonable and in the best interests of Foundation of Catholic Health for Foundation of Catholic Health to merge with the other Constituent Corporations and into Foundation of Catholic Health, with Foundation of Catholic Health being the surviving corporation pursuant to a plan of merger substantially in the form attached hereto as Exhibit A (the "Plan of Merger") and as evidenced by a Certificate of Merger substantially in the form attached hereto as Exhibit B (the "Certificate of Merger");

NOW, THEREFORE BE IT

RESOLVED, that, subject to approval by Catholic Health System, Inc. ("Catholic Health"), as the sole member of Foundation of Catholic Health, and approval and/or ratification as may be necessary or appropriate by Catholic Health's corporate members and religious sponsors, as may be applicable, the Board of Foundation of Catholic Health hereby approves the merger of Foundation of Catholic Health with the other Constituent Corporations into Foundation of Catholic Health with Foundation of Catholic Health being the surviving corporation under the name of Foundation of Catholic Health, the Plan of Merger and Certificate of Merger; and

RESOLVED, that, the Board of Foundation of Catholic Health approves and ratifies the submission of the Plan of Merger and Certificate of Merger to Catholic Health for approval as the sole corporate member of Foundation of Catholic Health; and

RESOLVED, that, subject to approval by Catholic Health, and the approval and/or ratification by the Catholic Health members and sponsors, as may be applicable or appropriate, the proper officers of Foundation of Catholic Health be, and each of them acting alone is, hereby authorized on behalf of Foundation of Catholic Health to execute, deliver and submit the Certificate of Merger, Plan of Merger and/or any documents in connection with the Certificate of Merger or the Plan of Merger as may be necessary or appropriate (collectively, the "Transaction Documents") to such regulatory or governmental agencies as may be necessary including, without limitation, the New York State Department of Health and/or Public Health and Health Planning Council, the New York State Attorney General or a justice of the New York State Supreme Court and the New York State Department of State; and

RESOLVED, that should the New York State Department of Health, the New York State Public Health and Health Planning Council, the New York State Attorney General, a justice of the New York State Supreme Court, or the New York State Secretary of State or any other regulatory or governmental agencies require modifications to the Plan of Merger, the Certificate of Merger or any other Transaction Documents, or should any non-substantive modifications to the foregoing documents be required, the proper officers of Foundation of Catholic Health be, and each of them acting alone is, hereby authorized to approve or reject such modifications in their sole discretion, and shall report such action to the Board of Foundation of Catholic Health; and

RESOLVED, that each officer of Foundation of Catholic Health, as applicable, acting alone is authorized on behalf of Foundation of Catholic Health, to consent to and enter into all documents and to take such further action necessary or appropriate on behalf of Foundation of Catholic Health, in connection with the Certificate of Merger, Plan of Merger, the Transaction Documents and the matters set forth in the foregoing resolutions; and

RESOLVED, that each of the documents referenced in these resolutions or deemed to be necessary or appropriate in connection with the matters set forth in the foregoing resolutions shall be in such form and content as the proper officers of Foundation of Catholic Health executing same shall approve, his or her approval to be conclusively evidenced by his or her execution thereof; and

RESOLVED, that each officer of Foundation of Catholic Health is hereby designated as a proper officer of Foundation of Catholic Health for the purposes of these resolutions.

EXHIBIT A

Plan of Merger

(Follows this Page)

PLAN OF MERGER

This plan of merger ("Plan"), dated as of the ____ day of _____, 2024, by and among The Foundation of Catholic Health, a New York not-for-profit corporation having an office at 144 Genesee Street, Buffalo, New York 14203 ("Foundation of Catholic Health"), Sisters Hospital Foundation, Inc., a New York not-for-profit corporation having an office at 144 Genesee Street, Buffalo, New York 14203 ("Sisters Hospital Foundation"), Kenmore Mercy Foundation, Inc., a New York not-for-profit corporation having an office at 144 Genesee Street, Buffalo, New York 14203 ("Kenmore Mercy Foundation"), Mercy Hospital Foundation, Inc., a New York not-for-profit corporation having an office at 144 Genesee Street, Buffalo, New York 14203 ("Mercy Hospital Foundation"), Catholic Health System Continuing Care Foundation, a New York not-for-profit corporation having an office at 144 Genesee Street, Buffalo, New York 14203 ("Continuing Care Foundation"), and Mount St. Mary's Hospital Foundation Inc., a New York not-for-profit corporation having an office at 144 Genesee Street, Buffalo, New York 14203 ("MSM Hospital Foundation"). The Foundation of Catholic Health, Sisters Hospital Foundation, Kenmore Mercy Foundation, Mercy Hospital Foundation, Continuing Care Foundation, and MSM Hospital Foundation are hereinafter sometimes collectively referred to as the "Constituent Corporations" and each individually a "Constituent Corporation".

WHEREAS, Catholic Health System, Inc., a New York not-for-profit corporation ("Catholic Health") is the sole member of each of Foundation of Catholic Health and Continuing Care Foundation; and

WHEREAS, Catholic Health is the sole member of Sisters of Charity Hospital of Buffalo, New York, a New York not-for-profit corporation ("Sisters Hospital"), which is the sole member of Sisters Hospital Foundation; and

WHEREAS, Catholic Health is the sole member of Mercy Hospital of Buffalo ("Mercy Hospital"), which is the sole member of Mercy Hospital Foundation; and

WHEREAS, Catholic Health is the sole member of Kenmore Mercy Hospital ("Kenmore Mercy"), which is the sole member of Kenmore Mercy Foundation; and

WHEREAS, Catholic Health is the sole member of Mount St. Mary's Hospital of Niagara Falls, a New York not-for-profit Corporation ("MSM Hospital" and collectively with Sisters Hospital, Mercy Hospital and Kenmore Mercy, the "Hospitals") which is the sole member of MSM Hospital Foundation; and

WHEREAS, each of the Franciscan Sisters of St. Joseph ("FSSJ") and The Diocese of Buffalo, N.Y. (the "Diocese") are all of the members of Catholic Health (collectively, the "Catholic Health Corporate Members"); and

WHEREAS, each of FSSJ and the Diocese are all of the sponsoring authorities of Catholic Health (collectively, the "Catholic Health Sponsoring Authorities"); and

WHEREAS, the current structure of the Constituent Corporations is administratively burdensome and operationally redundant; and

WHEREAS, Catholic Health, the Catholic Health Corporate Members, the Catholic Health Sponsoring Authorities, the Hospitals and the Constituent Corporations want to be as agile as possible to adjust and respond to market changes and efficiencies in order to best support the hospitals, healthcare and other ministries of Catholic Health, and to do this, it is critical that Catholic Health and the Constituent Corporations continue to integrate and standardize support and fundraising services and staffing; and

WHEREAS, by merging each of the Constituent Corporations into one entity that supports all of the ministries, services and programs of Catholic Health rather than remaining separate entities, operational efficiencies will be improved and a streamlined decision making process will be implemented; and

WHEREAS, the proposed merger and anticipated process improvements will allow more focus on sustainable fundraising opportunities and greater ability to bring in needed philanthropic funds to support the hospitals, healthcare and other ministries of Catholic Health more fluidly, while clarifying to the community that there is one foundation serving the entire system but still allowing donors to designate that gifts be directed to specific hospitals, ministries or other programs or services, if desired; and

WHEREAS, Catholic Health, the Catholic Health Corporate Members, the Catholic Health Sponsoring Authorities, the respective applicable Hospitals and the Constituent Corporations desire to merge each of the Foundation of Catholic Health, Sisters Hospital Foundation, Kenmore Mercy Foundation, Mercy Hospital Foundation, Continuing Care Foundation and MSM Hospital Foundation into the Foundation of

Catholic Health and intend that the Foundation of Catholic Health be the corporation surviving the merger under the name of The Foundation of Catholic Health, of which surviving corporation Catholic Health shall continue to be the sole corporate member.

NOW, THEREFORE, in consideration of the foregoing premises and of the mutual representations, warranties and covenants contained herein, the parties agree as follows:

ARTICLE I

MERGER

1.1 Merger. At the Effective Date (as defined below), each of the Foundation of Catholic Health, Sisters Hospital Foundation, Kenmore Mercy Foundation, Mercy Hospital Foundation, Continuing Care Foundation and MSM Hospital Foundation shall be merged into the Foundation of Catholic Health subject to the terms and conditions contained herein and in accordance with the laws of the State of New York (the "Merger"). The Merger shall become effective upon receipt of all necessary approvals from appropriate governing or regulatory authorities and the filing of a Certificate of Merger with the New York State Department of State (the "Effective Date"), unless otherwise agreed to by the Constituent Corporations.

1.2 Surviving Corporation. On the Effective Date, the Foundation of Catholic Health shall be the corporation surviving the Merger and retain the name of The Foundation of Catholic Health (the "Surviving Corporation").

ARTICLE II

EFFECT OF MERGER

2.1 **Effect of Merger**. From and after the Effective Date, the Surviving Corporation shall, without limitation, have all the rights and all of the duties of a surviving corporation as set forth in Section 905(b) of the New York Not-for-Profit Corporation Law.

2.2 **Certificate of Incorporation**. From and after the Effective Date, and until further amended as provided by law, the Certificate of Incorporation of the Foundation of Catholic Health shall be the Certificate of Incorporation of the Surviving Corporation.

2.3 **By-Laws**. From and after the Effective Date, and until further amended as provided by law, the By-Laws of the Foundation of Catholic Health shall be the By-Laws of the Surviving Corporation.

2.4 **Directors**. From and after the Effective Date, the Board of Directors of the Surviving Corporation will be composed initially of the persons set forth on Schedule 2.4 hereto.

2.5 **Executive Committee**. From and after the Effective Date, the Executive Committee of the Board of Directors of the Surviving Corporation will be composed initially of the persons set forth on Schedule 2.5 hereto.

2.6 **Officers**. From and after the Effective Date, the officers of the Surviving Corporation will be composed initially of the officers set forth on Schedule 2.6 hereto.

ARTICLE III

MEMBERSHIP

3.1 **Membership of Constituent Corporations**. Catholic Health is the sole member of each of the Foundation of Catholic Health and Continuing Care Foundation. Sisters Hospital of Buffalo is the sole member of Sisters Hospital Foundation. Mercy Hospital of Buffalo is the sole member of Mercy Hospital Foundation. Kenmore Mercy Hospital is the sole member of Kenmore Mercy Foundation. MSM Hospital is the sole member of MSM Hospital Foundation. Accordingly, Catholic Health is the sole member, directly or indirectly, of each of the Constituent Corporations.

3.2 **Membership of Surviving Corporation**. From and after the Effective Date, the Surviving Corporation shall continue to have Catholic Health as its sole member.

3.3 **No Capital Contributions**. As to each Constituent Corporation, there are no holders of capital certificates or subventions, no certificates evidencing capital contribution or subvention and there are presently no outstanding capital contributions.

ARTICLE IV

REGULATORY APPROVALS

The Constituent Corporations shall use their best efforts to obtain all necessary regulatory approvals, including, without limitation, the approval of the New York State Department of Health, the New York State Public Health and Health Planning Council, the New York State Attorney General and/or the Supreme Court of the Eighth Judicial District of the State of New York.

ARTICLE V

REPRESENTATIONS AND WARRANTIES OF SISTERS HOSPITAL FOUNDATION

Sisters Hospital Foundation hereby represents and warrants to each of the other Constituent Corporations as follows:

5.1 Corporate Organization and Qualification. Sisters Hospital Foundation is a not-for-profit corporation duly organized, validly existing and in good standing under the laws of the State of New York and has full power and authority to own, operate and lease its properties as presently owned, operated and leased and to carry on its business as now and heretofore conducted. Sisters Hospital Foundation was formed under the name Sisters of Charity Hospital Foundation, Inc. Sisters Hospital Foundation is qualified as a tax-exempt organization under Section 501(c)(3) of the Internal Code of 1986, as amended; such tax status has not been revoked or challenged and Sisters Hospital Foundation is not under examination or audit by, nor has received or been threatened by any question or notice from, any Federal, state or local taxing authorities where other such authorities with jurisdiction over not-for-profit entities and their operations with respect to Sisters Hospital Foundation's tax status or any other matter.

5.2 Authority Relative to the Plan. The execution, delivery and performance of the Plan by Sisters Hospital Foundation and consummation by it of the transactions contemplated hereby, have been duly and effectively authorized by all necessary

corporate action, and the Plan constitutes a legal, valid and binding obligation of Sisters Hospital Foundation enforceable against it in accordance with its terms.

5.3 **Effect of the Plan**. The execution, delivery and performance of the Plan by Sisters Hospital Foundation and the consummation by it of the transactions contemplated hereby (i) do not require the consent, waiver, approval, license or authorization of any person or public authority except as provided in Article IV and Section 5.2 hereof; (ii) except for certain agreements requiring the consents of one or more third parties in order to remain in effect following the Effective Date, which consents shall be obtained by Sisters Hospital Foundation prior to the Effective Date, do not conflict with or result in a breach of Sisters Hospital Foundation's Certificate of Incorporation or By-Laws or any mortgage, deed of trust, license, lease, indenture or other agreement or other instrument, or any order, judgment, decree, statute, regulation or any other restriction of any kind or character, to which Sisters Hospital Foundation is a party or by which Sisters Hospital Foundation or any of its assets may be bound or give to others any right to terminate, or result in termination of any provision of such instruments; and (iii) except for certain agreements requiring the consents of one or more third parties in order to remain in effect following the Effective Date, which consents shall be obtained by Sisters Hospital Foundation prior to the Effective Date, do not result in the creation of any lien, charge or encumbrance upon any of the property or assets of Sisters Hospital Foundation or in the acceleration or maturity of any debt of Sisters Hospital Foundation.

5.4 **Compliance with Laws**. Sisters Hospital Foundation has complied in all material respects with all laws, regulations and orders applicable to Sisters Hospital Foundation or its operations and is not in default in any material respects under any contract or any other instrument to which it is a party.

5.5 **Litigation**. There is no material action, suit, proceeding or investigation pending or, to Sisters Hospital Foundation's knowledge, threatened against or affecting Sisters Hospital Foundation or any of its assets except as set forth on Schedule 5.5 attached hereto for which adequate insurance and/or reserves exist.

5.6 **Undisclosed Liabilities**. There are no material liabilities or obligations of Sisters Hospital Foundation, individually or in the aggregate or any nature which are not reflected or reserved for in the Sisters Hospital Foundation Internal Revenue Service Form 990 for its fiscal year ended December 31, 2023 or since the end of the last period reflected on Sisters Hospital Foundation's financial statements dated as of September 30, 2024.

5.7 **Membership**. Catholic Health is the sole member of Sisters Hospital and Sisters Hospital is the sole member of Sisters Hospital Foundation.

ARTICLE VI

REPRESENTATIONS AND WARRANTIES OF KENMORE MERCY FOUNDATION

Kenmore Mercy Foundation represents and warrants to each of the other Constituent Corporations as follows:

6.1 **Corporate Organization and Qualification**. Kenmore Mercy Foundation is a not-for-profit corporation duly organized, validly existing and in good standing

under the laws of the State of New York and has full power and authority to own, operate and lease its properties as presently owned, operated and leased and to carry on its business as now and heretofore conducted. Kenmore Mercy Foundation is qualified as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; such tax status has not been revoked or challenged and Kenmore Mercy Foundation is not under examination or audit by, nor has received or been threatened by any question or notice from, any Federal, state or local taxing authorities where other such authorities with jurisdiction over not-for-profit entities and their operations with respect to Kenmore Mercy Foundation's tax status or any other matter.

6.2 **Authority Relative to the Plan**. The execution, delivery and performance of the Plan by Kenmore Mercy Foundation and consummation by it of the transaction contemplated hereby, have been duly and effectively authorized by all necessary corporate action, and the Plan constitutes a legal, valid and binding obligation of Kenmore Mercy Foundation enforceable against it in accordance with its terms.

6.3 **Effect of the Plan**. The execution, delivery and performance of the Plan by Kenmore Mercy Foundation and the consummation by it of the transactions contemplated hereby (i) do not require the consent, waiver, approval, license or authorization of any person or public authority except as provided in Article IV and Section 6.2; (ii) except for certain agreements requiring the consents of one or more third parties in order to remain in effect following the Effective Date, which consents shall be obtained by Kenmore Mercy Foundation prior to the Effective Date, do not conflict with

or result in a breach of Kenmore Mercy Foundation's Certificate of Incorporation or By-Laws or any mortgage, deed of trust, license, lease, indenture or other agreement or other instrument, or any order, judgment, decree, statute, regulation or any other restriction of any kind or character, to which Kenmore Mercy Foundation is a party or by which Kenmore Mercy Foundation or any of its assets may be bound or give to others any right to terminate, or result in termination of any provision of such instruments; and (iii) except for certain agreements requiring the consents of one or more third parties in order to remain in effect following the Effective Date, which consents shall be obtained by Kenmore Mercy Foundation prior to the Effective Date, do not result in the creation of any lien, charge or encumbrance upon any of the property or assets of Kenmore Mercy Foundation or in the acceleration or maturity of any debt of Kenmore Mercy Foundation.

6.4 **Compliance with Laws**. Kenmore Mercy Foundation has complied in all material respects with all laws, regulations and orders applicable to Kenmore Mercy Foundation or its operations and is not in default in any material respects under any contract or any other instrument to which it is a party.

6.5 **Litigation**. There is no material action, suit, proceeding or investigation pending or, to Kenmore Mercy Foundation's knowledge, threatened against or affecting Kenmore Mercy Foundation or any of its assets except as set forth on Schedule 6.5 attached hereto for which adequate insurance and/or reserves exist.

6.6 **Undisclosed Liabilities**. There are no material liabilities or obligations of Kenmore Mercy Foundation, individually or in the aggregate or any nature which are

not reflected or reserved for in the Kenmore Mercy Foundation Internal Revenue Service Form 990 for its fiscal year ended December 31, 2023 or since the end of the last period reflected on Kenmore Mercy Foundation's financial statements dated as of September 30, 2024.

6.7 **Membership**. Catholic Health is the sole member of Kenmore Mercy Hospital and Kenmore Mercy Hospital is the sole member of Kenmore Mercy Foundation.

ARTICLE VII

REPRESENTATIONS AND WARRANTIES OF MERCY HOSPITAL FOUNDATION

Mercy Hospital Foundation represents and warrants to each of the other Constituent Corporations as follows:

7.1 **Corporate Organization and Qualification**. Mercy Hospital Foundation is a not-for-profit corporation duly organized, validly existing and in good standing under the laws of the State of New York and has full power and authority to own, operate and lease its properties as presently owned, operated and leased and to carry on its business as now and heretofore conducted. Mercy Hospital Foundation is qualified as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; such tax status has not been revoked or challenged and Mercy Hospital Foundation is not under examination or audit by, nor has received or been threatened by any question or notice from, any Federal, state or local taxing authorities where other such authorities with jurisdiction over not-for-profit entities

and their operations with respect to Mercy Hospital Foundation's tax status or any other matter.

7.2 **Authority Relative to the Plan**. The execution, delivery and performance of the Plan by Mercy Hospital Foundation and consummation by it of the transaction contemplated hereby, have been duly and effectively authorized by all necessary corporate action, and the Plan constitutes a legal, valid and binding obligation of Mercy Hospital Foundation enforceable against it in accordance with its terms.

7.3 **Effect of the Plan**. The execution, delivery and performance of the Plan by Mercy Hospital Foundation and the consummation by it of the transactions contemplated hereby (i) do not require the consent, waiver, approval, license or authorization of any person or public authority except as provided in Article IV and Section 7.2; (ii) except for certain agreements requiring the consents of one or more third parties in order to remain in effect following the Effective Date, which consents shall be obtained by Mercy Hospital Foundation prior to the Effective Date, do not conflict with or result in a breach of Mercy Hospital Foundation's Certificate of Incorporation or By-Laws or any mortgage, deed of trust, license, lease, indenture or other agreement or other instrument, or any order, judgment, decree, statute, regulation or any other restriction of any kind or character, to which Mercy Hospital Foundation is a party or by which Mercy Hospital Foundation or any of its assets may be bound or give to others any right to terminate, or result in termination of any provision of such instruments; and (iii) except for certain agreements requiring the consents of one or more third parties in order to remain in effect following the Effective Date, which

consents shall be obtained by Mercy Hospital Foundation prior to the Effective Date, do not result in the creation of any lien, charge or encumbrance upon any of the property or assets of Mercy Hospital Foundation or in the acceleration or maturity of any debt of Mercy Hospital Foundation.

7.4 **Compliance with Laws**. Mercy Hospital Foundation has complied in all material respects with all laws, regulations and orders applicable to Mercy Hospital Foundation or its operations and is not in default in any material respects under any contract or any other instrument to which it is a party.

7.5 **Litigation**. There is no material action, suit, proceeding or investigation pending or, to Mercy Hospital Foundation's knowledge, threatened against or affecting Mercy Hospital Foundation or any of its assets except as set forth on Schedule 7.5 attached hereto for which adequate insurance and/or reserves exist.

7.6 **Undisclosed Liabilities**. There are no material liabilities or obligations of Mercy Hospital Foundation, individually or in the aggregate or any nature which are not reflected or reserved for in the Mercy Hospital Foundation Internal Revenue Service Form 990 for its fiscal year ended December 31, 2023 or since the end of the last period reflected on Mercy Hospital Foundation's financial statements dated as of September 30, 2024.

7.7 **Membership**. Catholic Health is the sole member of Mercy Hospital and Mercy Hospital is the sole member of Mercy Hospital Foundation.

ARTICLE VIII

REPRESENTATIONS AND WARRANTIES OF CONTINUING CARE FOUNDATION

Continuing Care Foundation represents and warrants to each of the other Constituent Corporations as follows:

8.1 Corporate Organization and Qualification. Continuing Care Foundation is a not-for-profit corporation duly organized, validly existing and in good standing under the laws of the State of New York and has full power and authority to own, operate and lease its properties as presently owned, operated and leased and to carry on its business as now and heretofore conducted. Continuing Care Foundation is qualified as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; such tax status has not been revoked or challenged Continuing Care Foundation is not under examination or audit by, nor has received or been threatened by any question or notice from, any Federal, state or local taxing authorities where other such authorities with jurisdiction over not-for-profit entities and their operations with respect to Continuing Care Foundation's tax status or any other matter.

8.2 Authority Relative to the Plan. The execution, delivery and performance of the Plan by Continuing Care Foundation and consummation by it of the transaction contemplated hereby, have been duly and effectively authorized by all necessary corporate action, and the Plan constitutes a legal, valid and binding obligation of Continuing Care Foundation enforceable against it in accordance with its terms.

8.3 **Effect of the Plan**. The execution, delivery and performance of the Plan by Continuing Care Foundation and the consummation by it of the transactions contemplated hereby (i) do not require the consent, waiver, approval, license or authorization of any person or public authority except as provided in Article IV and Section 8.2; (ii) except for certain agreements requiring the consents of one or more third parties in order to remain in effect following the Effective Date, which consents shall be obtained by Continuing Care Foundation prior to the Effective Date, do not conflict with or result in a breach of Continuing Care Foundation's Certificate of Incorporation or By-Laws or any mortgage, deed of trust, license, lease, indenture or other agreement or other instrument, or any order, judgment, decree, statute, regulation or any other restriction of any kind or character, to which Continuing Care Foundation is a party or by which Continuing Care Foundation or any of its assets may be bound or give to others any right to terminate, or result in termination of any provision of such instruments; and (iii) except for certain agreements requiring the consents of one or more third parties in order to remain in effect following the Effective Date, which consents shall be obtained by Continuing Care Foundation prior to the Effective Date, do not result in the creation of any lien, charge or encumbrance upon any of the property or assets of Continuing Care Foundation or in the acceleration or maturity of any debt of Continuing Care Foundation.

8.4 **Compliance with Laws**. Continuing Care Foundation has complied in all material respects with all laws, regulations and orders applicable to Continuing Care

Foundation or its operations and is not in default in any material respects under any contract or any other instrument to which it is a party.

8.5 Litigation. There is no material action, suit, proceeding or investigation pending or, to Continuing Care Foundation's knowledge, threatened against or affecting Continuing Care Foundation or any of its assets except as set forth on Schedule 8.5 attached hereto for which adequate insurance and/or reserves exist.

8.6 Undisclosed Liabilities. There are no material liabilities or obligations of Continuing Care Foundation, individually or in the aggregate or any nature which are not reflected or reserved for in the Continuing Care Foundation Internal Revenue Service Form 990 for its fiscal year ended December 31, 2023 or since the end of the last period reflected on Continuing Care Foundation's financial statements dated as of September 30, 2024.

8.7 Membership. Catholic Health is the sole member of Continuing Care Foundation.

ARTICLE IX

REPRESENTATIONS AND WARRANTIES OF MSM HOSPITAL FOUNDATION

MSM Hospital Foundation represents and warrants to each of the other Constituent Corporations as follows:

9.1 Corporate Organization and Qualification. MSM Hospital Foundation is a not-for-profit corporation duly organized, validly existing and in good standing under the laws of the State of New York and has full power and authority to own, operate and lease its properties as presently owned, operated and leased and to carry

on its business as now and heretofore conducted. MSM Hospital Foundation is qualified as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; such tax status has not been revoked or challenged and MSM Hospital Foundation is not under examination or audit by, nor has received or been threatened by any question or notice from, any Federal, state or local taxing authorities where other such authorities with jurisdiction over not-for-profit entities and their operations with respect to MSM Hospital Foundation's tax status or any other matter.

9.2 **Authority Relative to the Plan**. The execution, delivery and performance of the Plan by MSM Hospital Foundation and consummation by it of the transaction contemplated hereby, have been duly and effectively authorized by all necessary corporate action, and the Plan constitutes a legal, valid and binding obligation of MSM Hospital Foundation enforceable against it in accordance with its terms.

9.3 **Effect of the Plan**. The execution, delivery and performance of the Plan by MSM Hospital Foundation and the consummation by it of the transactions contemplated hereby (i) do not require the consent, waiver, approval, license or authorization of any person or public authority except as provided in Article IV and Section 9.2; (ii) except for certain agreements requiring the consents of one or more third parties in order to remain in effect following the Effective Date, which consents shall be obtained by MSM Hospital Foundation prior to the Effective Date, do not conflict with or result in a breach of MSM Hospital Foundation's Certificate of Incorporation or By-Laws or any mortgage, deed of trust, license, lease, indenture or other agreement or

other instrument, or any order, judgment, decree, statute, regulation or any other restriction of any kind or character, to which MSM Hospital Foundation is a party or by which MSM Hospital Foundation or any of its assets may be bound or give to others any right to terminate, or result in termination of any provision of such instruments; and (iii) except for certain agreements requiring the consents of one or more third parties in order to remain in effect following the Effective Date, which consents shall be obtained by MSM Hospital Foundation prior to the Effective Date, do not result in the creation of any lien, charge or encumbrance upon any of the property or assets of MSM Hospital Foundation or in the acceleration or maturity of any debt of MSM Hospital Foundation.

9.4 **Compliance with Laws**. MSM Hospital Foundation has complied in all material respects with all laws, regulations and orders applicable to MSM Hospital Foundation or its operations and is not in default in any material respects under any contract or any other instrument to which it is a party.

9.5 **Litigation**. There is no material action, suit, proceeding or investigation pending or, to MSM Hospital Foundation's knowledge, threatened against or affecting MSM Hospital Foundation or any of its assets except as set forth on Schedule 9.5 attached hereto for which adequate insurance and/or reserves exist.

9.6 **Undisclosed Liabilities**. There are no material liabilities or obligations of MSM Hospital Foundation, individually or in the aggregate or any nature which are not reflected or reserved for in the MSM Hospital Foundation Internal Revenue Service Form 990 for its fiscal year ended December 31, 2023 or since the end of the last period

reflected on MSM Hospital Foundation's financial statements dated as of September 30, 2024.

9.7 **Membership**. Catholic Health is the sole member of MSM Hospital, which is the sole member of MSM Hospital Foundation.

ARTICLE X

REPRESENTATIONS AND WARRANTIES OF FOUNDATION OF CATHOLIC HEALTH

Foundation of Catholic Health represents and warrants to each of the other Constituent Corporations as follows:

10.1 **Corporate Organization and Qualification**. Foundation of Catholic Health is a not-for-profit corporation duly organized, validly existing and in good standing under the laws of the State of New York and has full power and authority to own, operate and lease its properties as presently owned, operated and leased and to carry on its business as now and heretofore conducted. Foundation of Catholic Health is qualified as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; such tax status has not been revoked or challenged and Foundation of Catholic Health is not under examination or audit by, nor has received or been threatened by any question or notice from, any Federal, state or local taxing authorities where other such authorities with jurisdiction over not-for-profit entities and their operations with respect to Foundation of Catholic Health's tax status or any other matter.

10.2 Authority Relative to the Plan. The execution, delivery and performance of the Plan by Foundation of Catholic Health and consummation by it of the transaction contemplated hereby, have been duly and effectively authorized by all necessary corporate action, and the Plan constitutes a legal, valid and binding obligation of Foundation of Catholic Health enforceable against it in accordance with its terms.

10.3 Effect of the Plan. The execution, delivery and performance of the Plan by Foundation of Catholic Health and the consummation by it of the transactions contemplated hereby (i) do not require the consent, waiver, approval, license or authorization of any person or public authority except as provided in Article IV and Section 12.2; (ii) except for certain agreements requiring the consents of one or more third parties in order to remain in effect following the Effective Date, which consents shall be obtained by Foundation of Catholic Health prior to the Effective Date, do not conflict with or result in a breach of Foundation of Catholic Health's Certificate of Incorporation or By-Laws or any mortgage, deed of trust, license, lease, indenture or other agreement or other instrument, or any order, judgment, decree, statute, regulation or any other restriction of any kind or character, to which Foundation of Catholic Health is a party or by which Foundation of Catholic Health or any of its assets may be bound or give to others any right to terminate, or result in termination of any provision of such instruments; and (iii) except for certain agreements requiring the consents of one or more third parties in order to remain in effect following the Effective Date, which consents shall be obtained by Foundation of Catholic Health prior to the Effective Date, do not result in the creation of any lien, charge or encumbrance upon any of the

property or assets of Foundation of Catholic Health or in the acceleration or maturity of any debt of Foundation of Catholic Health.

10.4 Compliance with Laws. Foundation of Catholic Health has complied in all material respects with all laws, regulations and orders applicable to Foundation of Catholic Health or its operations and is not in default in any material respects under any contract or any other instrument to which it is a party.

10.5 Litigation. There is no material action, suit, proceeding or investigation pending or, to Foundation of Catholic Health's knowledge, threatened against or affecting Foundation of Catholic Health or any of its assets except as set forth on Schedule 10.5 attached hereto for which adequate insurance and/or reserves exist.

10.6 Undisclosed Liabilities. There are no material liabilities or obligations of Foundation of Catholic Health, individually or in the aggregate or any nature which are not reflected or reserved for in the Foundation of Catholic Health Internal Revenue Service Form 990-N for its fiscal year ended December 31, 2023 or since the end of the last period reflected on Foundation of Catholic Health's financial statements dated as of September 30, 2024.

10.7 Membership. Catholic Health is the sole member of Foundation of Catholic Health.

ARTICLE XI

COVENANTS

11.1 Access to Properties and Records. Between the date of the Plan and the Effective Date, each Constituent Corporation shall give to each of the other Constituent

Corporations and each of their authorized representatives, full access, during reasonable business hours to any and all premises, properties, contracts, commitments, books, records and affairs and will cause its officers to furnish to the officers of the other Constituent Corporations any and all financial, technical, and operating data and other information pertaining to its business as reasonably requested from time to time.

11.2 **Conduct of the Constituent Corporation's Business Prior to the Effective Date**. From the date of the Plan to the Effective Date:

(a) Except as otherwise expressly provided in the Plan or as set forth on Schedule 11.2(a) attached hereto, or as each of the other Constituent Corporations may otherwise consent to in writing, each Constituent Corporation shall not engage in any activity or enter into any transaction outside of the ordinary and usual course of its business or which would be inconsistent with the terms of the Plan or which would render inaccurate as of the Effective Date any of the representations and warranties set forth in Articles V, VI, VII, VIII, IX, or X, respectively, as if such representations and warranties were made at and as of the Effective Date.

(b) Each Constituent Corporation shall use its best efforts to preserve intact its business organization and its good will with employees, patients, suppliers, medical staff members and donors, and others having business relations with them.

(c) Each Constituent Corporation shall use its best efforts to obtain all consents and approvals required to enable it to carry out the transaction contemplated by the Plan.

ARTICLE XII

CONDITIONS PRECEDENT TO OBLIGATION OF EACH OF THE CONSTITUENT CORPORATIONS TO CONSUMMATE CLOSING

The obligations of each of the Constituent Corporations under this Plan are, at the option of such Constituent Corporations, subject to the satisfaction of the following conditions on or before the Effective Date:

12.1 Approvals.

(a) The Plan shall have been approved by the Board of Directors of each of the Constituent Corporations, by Sisters Hospital as the sole member of Sisters Hospital Foundation, by Mercy Hospital as the sole member of Mercy Hospital Foundation, by Kenmore Mercy as the sole member of Kenmore Mercy Foundation, by MSM Hospital as the sole member of MSM Hospital Foundation, by Catholic Health in its capacity as the sole member of each of Foundation of Catholic Health and Continuing Care Foundation and/or as the sole member of each of the sole members of the other Constituent Corporations, as applicable, and all of the requisite approvals and compliance with legal requirements contemplated by Article IV shall have been obtained or satisfied.

(b) The Plan shall have been approved and ratified by the Catholic Health Corporate Members and the Catholic Health Sponsoring Authorities.

12.2 Compliance by the Constituent Corporations. Each of the Constituent Corporations shall have performed all obligations and agreements and complied with all covenants contained in the Plan to be performed and complied with by each

Constituent Corporation prior to or at the Effective Date and the representations and warranties of each Constituent Corporation set forth in the Plan shall be accurate in all material respects, at and as of the Effective Date with the same force and effect as though made on and as of the Effective Date, except for activities or transactions which have taken place after the date of the Plan which are expressly permitted by the Plan.

12.3 Consents. Each Constituent Corporation shall have obtained any required consents under any agreement, contract or commitment and shall have obtained or renewed any and all permits, licenses and other governmental and official authorizations necessary to conduct the business of the applicable Constituent Corporation and to consummate the transactions contemplated by the Plan.

12.4 Legal Proceedings. No action or proceeding shall have been commenced against any Constituent Corporation or any of its respective officers, directors or trustees seeking to enjoin or restrain the Merger or any of the transactions contemplated by the Plan.

12.5 Absence of Change. There shall have been no material adverse change in the business or financial condition of any Constituent Corporation.

ARTICLE XIII

TERMINATION

13.1 Termination. The Plan may be terminated at any time prior to the Effective Date whether before or after submission to or approval by Catholic Health on its own behalf and in its capacity as the sole member of each of the Constituent Corporations: (a) upon the mutual consent of the board of directors of all of the

Constituent Corporations; (b) by the board of directors of any Constituent Corporation if any of their conditions set forth in Article XII is not satisfied or waived; or (c) by any of the Constituent Corporations if the Constituent Corporation has determined in its sole discretion, exercising good faith, that the transactions contemplated by the Plan have become inadvisable or impracticable, by reason of the institution or threat by any governmental authority or third party of litigation in respect to the transactions contemplated by the Plan.

13.2 **Effect of Termination**. In the event of termination of the Plan as provided in Section 13.1, the Plan shall become void and of no further force and effect, and there shall be no liability on the part of any Constituent Corporation, except for liabilities arising from breach of the Plan. In the event of termination, each of the Constituent Corporations shall pay its own expenses incurred in connection with the transactions contemplated hereby.

ARTICLE XIV

CONFIDENTIALITY

Each Constituent Corporation acknowledges that the information supplied under the Plan shall constitute confidential, proprietary, and/or privileged information. Each Constituent Corporation agrees to utilize such information only to fulfill its obligations under the Plan and that such information shall be utilized only in accordance with all applicable laws and regulations. Each Constituent Corporation agrees to: (i) protect the other Constituent Corporations' confidential, proprietary and/or privileged information, and (ii) cease any and all utilization of the other

Constituent Corporations' confidential, proprietary and/or privileged information immediately following any termination of the Plan. Each Constituent Corporation party agrees to hold harmless and indemnify the other Constituent Corporations for any liability, cost (including reasonable attorneys' fees and court cost), obligations, claim, action, or judgment that is attributable to or arises out of the breaching party's violation of its obligations under this provision.

ARTICLE XV

MISCELLANEOUS

15.1 Entire Agreement. The Plan constitutes the entire agreement and supersedes all prior agreements and understandings, both written or oral, between and among the Constituent Corporations with respect to the subject matter hereof and neither shall be liable or bound to the other in any manner by warranties or representations except as specifically set forth herein or expressly required to be made or delivered pursuant hereto.

15.2 Modifications. Any amendment, change or modification of the Plan shall be void unless in writing and agreed to by all of the Constituent Corporations.

15.3 Further Assurances. From time to time after the Effective Date, each Constituent Corporation will execute all such instruments and take all such actions as the other Constituent Corporations shall request in connection with effectuating the intent and purposes of and all transactions and things contemplated by the Plan, including, without limitation, the execution and delivery of any and all confirmatory and other instruments in addition to those to be delivered on the Effective Date, and

any and all actions which may reasonably be necessary or desirable to complete the transactions contemplated hereby.

15.4 No Assignment, No Third Party Rights. None of the Constituent Corporations may assign its rights hereunder to any other person and any such attempted assignment shall be void. The Plan is solely for the benefit of the Constituent Corporations hereto and is not intended for the benefit of any other person and no other person shall have any right or interest under the Plan.

15.5 Headings. The headings in the Plan are for purposes of reference only and shall not limit or otherwise affect the meanings hereof.

15.6 Governing Law. The Plan shall be governed, construed and enforced in accordance with the laws of the State of New York.

Disclosure Schedules to Plan of Merger

Schedules

Schedule 2.4	Board of Directors of the Surviving Corporation
Schedule 2.5	Executive Committee of the Surviving Corporation
Schedule 2.6	Officers of the Surviving Corporation
Schedule 5.5	Sisters Hospital Foundation Litigation
Schedule 6.5	Kenmore Mercy Foundation Litigation
Schedule 7.5	Mercy Hospital Foundation Litigation
Schedule 8.5	Continuing Care Foundation Litigation
Schedule 9.5	MSM Hospital Foundation Litigation
Schedule 10.5	Foundation of Catholic Health Litigation
Schedule 11.2(a)	Permitted Activities

Schedule 2.4

Board of Directors of the Surviving Corporation

Joan Aul
Sharon Prise Azurin
Thomas Bestpitch
Anthony Delmonte, Jr.
Anthony Eugeni
Thomas Gleason
James Gottstine
Vince Hanley
Craig Harris (ex-officio, non-voting as Vice President, Development of Catholic Health)
Jonathon Heraty
Michael Hofer
Robert Ingrasci
Mary Knotts
Joyce Markiewicz (ex-officio, voting as President & CEO of Catholic Health)
James Millard
David Mineo
Daniel Paolini
James Roaldi
John Russo
Amy Schmit
Ryan Schultz
Richard Serra
John Shaflucas
Michael Szymoniak
Joyce Williams

Schedule 2.5

Executive Committee of the Surviving Corporation

Each of the officers of the Surviving Corporation then in office (all of whom shall be members of the Board of Directors of the Surviving Corporation), plus such additional directors as may be recommended by the Chair and approved by the Board.

See Schedule 2.6 for Officers of the Surviving Corporation.

Schedule 2.6

Officers of the Surviving Corporation

Chair	-	Sharon Prise Azurin
Vice Chair	-	To be determined
Treasurer	-	Anthony Eugeni
Secretary	-	Joyce Williams
Executive Director	-	Craig Harris (ex-officio as Vice President, Development of Catholic Health System, Inc.)

PL DRAFT
5/30/2025

ATTORNEY GENERAL OF THE STATE OF NEW YORK
COUNTY OF ERIE

In the Matter of the Application of The Foundation of Catholic Health, Sisters Hospital Foundation, Inc., Kenmore Mercy Foundation, Inc., Mercy Hospital Foundation, Inc., Catholic Health System Continuing Care Foundation, and Mount St. Mary's Hospital Foundation, Inc. For an Order Approving Their Plan of Merger Under Section 907-b of the Not-for-Profit Corporation Law and Authorizing the Filing of a Certificate of Merger under Section 904 of the Not-for-Profit Corporation Law	**VERIFIED PETITION**

TO: THE OFFICE OF THE ATTORNEY GENERAL OF THE STATE OF NEW YORK
MAIN PLACE TOWER, SUITE 300A
350 MAIN STREET
BUFFALO, NY 14202

Petitioners, The Foundation of Catholic Health ("Foundation of Catholic Health"), Sisters Hospital Foundation, Inc. ("Sisters Hospital Foundation"), Kenmore Mercy Foundation, Inc. ("Kenmore Mercy Foundation"), Mercy Hospital Foundation, Inc. ("Mercy Hospital Foundation"), Catholic Health System Continuing Care Foundation ("Continuing Care Foundation"), and Mount St. Mary's Hospital Foundation, Inc. ("MSM Hospital Foundation," and together with Foundation of Catholic Health, Sisters Hospital Foundation, Kenmore Mercy Foundation, Mercy Hospital Foundation, and Continuing Care Foundation, collectively referred to as the "Petitioners" and each individually a "Petitioner") by Sharon Prise Azurin, Amy Schmit, Daniel Paolini, Richard Serra, Vincent Hanley, and Robert Ingrasci for their Verified Petition herein respectfully allege:

1. Sharon Prise Azurin is the chair of the board of directors of Foundation of Catholic Health, a domestic not-for-profit corporation duly organized and existing under and by virtue of the laws of the State of New York with its principal office at 144 Genesee Street, city of Buffalo, Erie County, New York.

2. Amy Schmit is the chair of the board of directors of Sisters Hospital Foundation, a domestic not-for-profit corporation duly organized and existing under and by virtue of the laws of the State of New York with its principal office at 144 Genesee Street, city of Buffalo, Erie County, New York.

3. Daniel Paolini is the chair of the board of directors of Kenmore Mercy Foundation, a domestic not-for-profit corporation duly organized and

existing under and by virtue of the laws of the State of New York with its principal office at 144 Genesee Street, city of Buffalo, Erie County, New York.

4. Richard Serra is the chair of the board of directors of Mercy Hospital Foundation, a domestic not-for-profit corporation duly organized and existing under and by virtue of the laws of the State of New York with its principal office at 144 Genesee Street, city of Buffalo, Erie County, New York.

5. Vincent Hanley is the chair of the board of directors of Continuing Care Foundation, a domestic not-for-profit corporation duly organized and existing under and by virtue of the laws of the State of New York with its principal office at 144 Genesee Street, city of Buffalo, Erie County, New York.

6. Robert Ingrasci is the chair of the board of directors of MSM Hospital Foundation, a domestic not-for-profit corporation duly organized and existing under and by virtue of the laws of the State of New York with its principal office at 144 Genesee Street, city of Buffalo, Erie County, New York.

7. Catholic Health System, Inc. ("Catholic Health") is a domestic not-for-profit corporation duly organized and existing under and by virtue of the laws of the State of New York and the sole member of each of Foundation of Catholic Health and Continuing Care Foundation. Catholic Health is also the sole member of the following domestic not-for-profit corporations duly organized and existing under and by virtue of the laws of the State of New York, Sisters of Charity Hospital of Buffalo, New York ("SOCH"), Mercy Hospital of Buffalo ("MHB"), Kenmore Mercy Hospital ("KMH"), and Mount St. Mary's Hospital of Niagara Falls ("MSMH"), which are the sole members of Sisters Hospital Foundation, Mercy Hospital Foundation, Kenmore Mercy Foundation, and MSM Hospital Foundation, respectively.

8. A copy of the plan of merger ("Plan of Merger") for the Petitioners is attached hereto as **Exhibit 1**.

9. The Foundation of Catholic Health's certificate of incorporation, amended and restated bylaws[1] and certificate of good standing are attached hereto as **Exhibit 2**.

[1] Note to Draft: Foundation of Catholic Health's board of directors approved amended and restated bylaws, subject to the approval of its sole member, Catholic Health, at its meeting held on May 22, 2025. Catholic Health is expected to meet to approve such amended and restated bylaws on June 5, 2025; therefore, as of the date of the draft submission, the version of the bylaws in Exhibit 2 is the draft version. A final version of the amended and restated bylaws will be included with the final submission of the verified petition. See paragraph 51 for a summary of the changes within the amended and restated bylaws.

10. Sisters Hospital Foundation's (i) certificate of incorporation and amendment, (ii) certificate of merger of St. Joseph Hospital Foundation, Inc. and Sisters Hospital Foundation into Sisters Hospital Foundation, (iii) bylaws, and (iv) certificate of good standing are attached hereto as **Exhibit 3**.

11. Kenmore Mercy Foundation's certificate of incorporation and amendments, amended and restated bylaws and certificate of good standing are attached hereto as **Exhibit 4**.

12. Mercy Hospital Foundation's restated certificate of incorporation, amended and restated bylaws and certificate of good standing are attached hereto as **Exhibit 5**.

13. Continuing Care Foundation's restated certificate of incorporation, bylaws and certificate of good standing are attached hereto as **Exhibit 6**.

14. MSM Hospital Foundation's certificate of incorporation and amendments, amended and restated bylaws and certificate of good standing are attached hereto as **Exhibit 7**.

15. Foundation of Catholic Health's board of directors approved the Plan of Merger, as required by New York Not-for-Profit Corporation Law ("N-PCL") § 902 upon its adoption at a meeting duly called and held on November 7, 2024 pursuant to N-PCL § 902. The total number of the board of directors is six, including five voting directors and one ex-officio non-voting director. A quorum consists of not less than a majority of the entire board of directors present, pursuant to the bylaws of the Petitioner, and a quorum was present at such meeting. The number of voting directors present at the meeting was five and all voted unanimously in favor of the Plan of Merger pursuant to N-PCL § 902(a). A certified copy of the resolutions of the board of directors of Foundation of Catholic Health is attached hereto as **Exhibit 8**.

16. Sisters Hospital Foundation's board of directors approved the Plan of Merger, as required by N-PCL § 902 upon its adoption by unanimous written consent pursuant to N-PCL §§ 708 and 902. The total number of the board of directors is eight, including seven voting directors and one ex-officio non-voting director. A quorum consists of not less than a majority of the entire board of directors present, pursuant to the bylaws of the Petitioner. A certified copy of the unanimous written consent of the board of directors of Sisters Hospital Foundation is attached hereto as **Exhibit 9**.

17. Kenmore Mercy Foundation's board of directors approved the Plan of Merger, as required by N-PCL § 902 upon its adoption at a meeting duly called and held on November 7, 2024 pursuant to N-PCL § 902. The total number of the board of directors is eight, including seven voting directors

and one ex-officio non-voting director. A quorum consists of not less than a majority of the entire board of directors present, pursuant to the bylaws of the Petitioner, and a quorum was present at such meeting. The number of voting directors present at the meeting was seven and all voted unanimously in favor of the Plan of Merger pursuant to N-PCL § 902(a). A certified copy of the board of directors of the resolutions of Kenmore Mercy Foundation is attached hereto as **Exhibit 10**.

18. Mercy Hospital Foundation's board of directors approved the Plan of Merger, as required by N-PCL § 902 upon its adoption at a meeting duly called and held on November 7, 2024 pursuant to N-PCL § 902. The total number of the board of directors is seven, including six voting directors and one ex-officio non-voting director. A quorum consists of not less than a majority of the entire board of directors present, pursuant to the bylaws of the Petitioner, and a quorum was present at such meeting. The number of voting directors present at the meeting was four and all voted unanimously in favor of the Plan of Merger pursuant to N-PCL § 902(a). A certified copy of the resolutions of the board of directors of Mercy Hospital Foundation is attached hereto as **Exhibit 11**.

19. Continuing Care Foundation's board of directors approved the Plan of Merger, as required by N-PCL § 902 upon its adoption at a meeting duly called and held on November 7, 2024 pursuant to N-PCL § 902. The total number of the board of directors is four. A quorum consists of not less than a majority of the entire board of directors present, pursuant to the bylaws of the Petitioner, and a quorum was present at such meeting. The number of voting directors present at the meeting was three and all voted unanimously in favor of the Plan of Merger pursuant to N-PCL § 902(a). A certified copy of the resolutions of the board of directors of Continuing Care Foundation is attached hereto as **Exhibit 12**.

20. MSM Hospital Foundation's board of directors approved the Plan of Merger, as required by N-PCL § 902 upon its adoption by unanimous written consent pursuant to N-PCL §§ 708 and 902. The total number of the board of directors is eight, including seven voting directors and one ex-officio non-voting director. A quorum consists of not less than a majority of the entire board of directors present, pursuant to the bylaws of the Petitioner. A certified copy of the unanimous written consent of the board of directors of MSM Hospital Foundation is attached hereto as **Exhibit 13**.

21. The board of directors of SOCH, the sole member of Sisters Hospital Foundation, approved the Plan of Merger, as required by N-PCL §903 upon its adoption at a meeting duly called and held on December 5, 2024 pursuant to N-PCL § 903. The total number of the board of directors is eleven. A quorum consists of not less than a majority of the entire board of directors

present in person, pursuant to the bylaws of the Petitioner, and a quorum was present at such meeting. The number of directors present at the meeting was nine and all voted unanimously in favor of the Plan of Merger pursuant to N-PCL § 903(a)(2). A certified copy of the resolutions of the board of directors of SOCH is attached hereto as **Exhibit 14**.

22. The board of directors of KMH, the sole member of Kenmore Mercy Foundation, approved the Plan of Merger, as required by N-PCL §903 upon its adoption at a meeting duly called and held on December 5, 2024 pursuant to N-PCL § 903. The total number of the board of directors is eleven. A quorum consists of not less than a majority of the entire board of directors present in person, pursuant to the bylaws of the Petitioner, and a quorum was present at such meeting. The number of directors present at the meeting was nine and all voted unanimously in favor of the Plan of Merger pursuant to N-PCL § 903(a)(2). A certified copy of the resolutions of the board of directors of KMH is attached hereto as **Exhibit 15**.

23. The board of directors of MHB, the sole member of Mercy Hospital Foundation, approved the Plan of Merger, as required by N-PCL §903 upon its adoption at a meeting duly called and held on December 5, 2024 pursuant to N-PCL § 903. The total number of the board of directors is eleven. A quorum consists of not less than a majority of the entire board of directors present in person, pursuant to the bylaws of the Petitioner, and a quorum was present at such meeting. The number of directors present at the meeting was nine and all voted unanimously in favor of the Plan of Merger pursuant to N-PCL § 903(a)(2). A certified copy of the resolutions of the board of directors of MHB is attached hereto as **Exhibit 16**.

24. The board of directors of MSMH, the sole member of the MSM Hospital Foundation, approved the Plan of Merger, as required by N-PCL §903 upon its adoption at a meeting duly called and held on December 5, 2024 pursuant to N-PCL § 903. The total number of the board of directors is eleven. A quorum consists of not less than a majority of the entire board of directors present in person, pursuant to the bylaws of the Petitioner, and a quorum was present at such meeting. The number of directors present at the meeting was nine and all voted unanimously in favor of the Plan of Merger pursuant to N-PCL § 903(a)(2). A certified copy of the resolutions of the board of directors of MSMH is attached hereto as **Exhibit 17**.

25. The board of directors of Catholic Health, the sole member of Foundation of Catholic Health approved the Plan of Merger, as required by N-PCL § 903 upon its adoption at a meeting duly called and held on December 12, 2024 pursuant to N-PCL § 903. The total number of the board of directors is twenty. A quorum consists of not less than a majority of the entire board of directors present in person, pursuant to the bylaws of the Petitioner. The

number of directors present at the meeting was nineteen and all voted unanimously in favor of the Plan of Merger pursuant to N-PCL § 903(a)(2). A certified copy of the resolutions of the board of directors of Catholic Health approving of the Plan of Merger in its capacity as the sole member of Foundation of Catholic Health is attached hereto as **Exhibit 18**.

26. The board of directors of Catholic Health, the sole member of Continuing Care Foundation approved the Plan of Merger, as required by N-PCL § 903 upon its adoption at a meeting duly called and held on December 12, 2024 pursuant to N-PCL § 903. The total number of the board of directors is twenty. A quorum consists of not less than a majority of the entire board of directors present in person, pursuant to the bylaws of the Petitioner. The number of directors present at the meeting was nineteen and all voted unanimously in favor of the Plan of Merger pursuant to N-PCL § 903(a)(2). A certified copy of the resolutions of the board of directors of Catholic Health approving of the Plan of Merger in its capacity as the sole member of Continuing Care Foundation is attached hereto as **Exhibit 19**.

27. Further, the board of directors of Catholic Health as the sole member, directly and indirectly, of each of the Petitioners and/or pursuant to the reserved powers of Catholic Health in the certificates of incorporation and bylaws of the Petitioners, SOCH, KMH, MHB, and MSMH, approved the Plan of Merger, as required by N-PCL § 903 upon its adoption at a meeting duly called and held on December 12, 2024 pursuant to N-PCL § 903. The total number of the board of directors is twenty. A quorum consists of not less than a majority of the entire board of directors present in person, pursuant to the bylaws of the Petitioner. The number of directors present at the meeting was nineteen and all voted unanimously in favor of the Plan of Merger pursuant to N-PCL § 903(a)(2). A certified copy of the resolutions of the board of directors of Catholic Health approving of the Plan of Merger in its capacity as the sole member, directly or indirectly, of the Petitioners is attached hereto as **Exhibit 20**.

28. In addition to the required approvals obtained pursuant to the N-PCL and with respect to certain reserved powers of Catholic Health as noted above, the Franciscan Sisters of St. Joseph of Hamburg, New York, Inc. and The Diocese of Buffalo, N.Y., serving as both the members and religious sponsors of Catholic Health, voted unanimously to approve the Plan of Merger consistent with such entities' reserved powers within Catholic Health's certificate of incorporation and bylaws. A certified copy of the resolutions of the members and religious sponsors of Catholic Health is attached hereto as **Exhibit 21**.

29. The Petitioners, SOCH, KMH, MHB, MSMH, Catholic Health, and Catholic Health's members and religious sponsors, want to be as agile as possible to

adjust and respond to market changes and efficiencies in order to best support the hospitals, healthcare and other ministries of Catholic Health, and to do this, it is critical that Catholic Health and the Petitioners continue to integrate and standardize support and fundraising services and staffing. By merging each of the Petitioners into one entity that supports all of the ministries, services and programs of Catholic Health rather than remaining separate entities, operational efficiencies will be improved and a streamlined decision making process will be implemented. The purpose of the Petitioners will be promoted by the proposed merger and anticipated process improvements as it will allow for more focus on sustainable fundraising opportunities and greater ability to bring in needed philanthropic funds to support the hospitals, healthcare and other ministries of Catholic Health more fluidly, while clarifying to the community that there is one foundation serving the entire system but still allowing donors to designate that gifts be directed to specific hospitals, ministries or other programs or services, if desired. The objects and purposes of each of the Petitioners to be promoted by the proposed merger herein are as follows:

a. Foundation of Catholic Health: "The corporation is organized, and at all times shall be operated, exclusively for Catholic charitable, religious, scientific, or educational purposes. Consistent with the foregoing, the specific purpose of the corporation shall be to benefit and assist, through the solicitation of contributions, the healthcare and/or hospital purposes and such other purposes as may be set forth in the respective certificates of incorporation of Catholic Health System, Inc. ("CHS"); Kenmore Mercy Hospital; Mercy Hospital of Buffalo; Sisters of Charity Hospital of Buffalo, New York; Mount St. Mary's Hospital of Niagara Falls; WNY Catholic Long Term Care, Inc.; McAuley-Seton Home Care Corporation; Niagara Homemaker Services, Inc.; and Catholic Health System Program of All-Inclusive Care for the Elderly, Inc., so long as they are charitable not-for-profit corporations and organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and such other affiliated charitable not-for-profit corporations formed to fulfill the mission and purposes of any of the foregoing not-for-profit corporations (collectively, the "Affiliates")."

b. Sisters Hospital Foundation: "The corporation is organized, and at all times shall be operated exclusively for charitable, religious, scientific, or educational purposes. Consistent with the foregoing, the specific purpose of the corporation shall be to support the charitable, religious, scientific or educational purposes of the Sisters of Charity Hospital of Buffalo, New York, Inc., or its successor so long as it is an organization described in Section 501(c)(3) of the Internal Revenue Code. For this purpose the corporation shall solicit, receive, hold, maintain, invest and reinvest money and other real and personal property and from time to time as the

Board of Directors may deem prudent, and upon the request of the Sisters of Charity Hospital of Buffalo, New York, Inc., the Board of Directors in its discretion may disburse the same and/or income therefrom to the Sisters of Charity Hospital of Buffalo, New York, Inc."

c. Kenmore Mercy Foundation: "The corporation is organized, and at all times shall be operated exclusively for charitable, religious, scientific or educational purposes. Consistent with the foregoing, the specific purpose of the corporation shall be to support the charitable, religious, scientific or educational purposes of Kenmore Mercy Hospital of Kenmore, New York, or its successor so long as it is an organization described in Section 501(c)(3) of the Internal Revenue Code. For this purpose the corporation shall solicit, receive, hold, maintain, invest and reinvest money and other real and personal property and froth time to time as the Board of Trustees may deem prudent, and upon the request of Kenmore Mercy Hospital of Kenmore, New York, the Board of Trustees in its discretion may disburse the same and/or income therefrom to Kenmore Mercy Hospital of Kenmore, New York."

d. Mercy Hospital Foundation: "To conduct activities for charitable, educational, literary or scientific purposes for the benefit of Mercy Hospital of Buffalo ("Mercy Hospital") and WNY Catholic Long Term Care, Inc. doing business as Father Baker Manor ("Father Baker"). The object of the corporation shall be to effectuate in the following respects:

(a) To acquire, receive, solicit, hold, maintain, invest and reinvest, money and other property, real, personal, tangible or intangible and, from time to time, disburse the same and/or the income therefrom to Mercy Hospital and Father Baker, at either of their requests, to be used exclusively in furtherance of their non-profit, educational, scientific or charitable purposes which are set forth in their respective charters.

(b) To conduct or participate in any fundraising process or other activity that advances the purposes of the corporation.

(c) To assist in the financing of either of Mercy Hospital's or Father Baker's facilities, operations, buildings, or equipment which are employed in carrying out said scientific, educational or charitable purposes, but no such money or property shall be received, acquired or accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than Mercy Hospital or Father Baker or for purposes other than those stated herein.

(d) To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the

powers hereinbefore set forth and to the same extent as natural persons might or could do, either alone or through the agency of other corporations, banks, organizations, foundations, funds, institutions, governmental bodies or individuals.

The corporation is formed to engage in an activity or for a purpose requiring consent or approval of a state official, department, board, agency or other body. Such consent or approval is attached."

e. Continuing Care Foundation: "The corporation is organized, and at all times shall be operated exclusively for charitable, religious, scientific, or educational purposes. Consistent with the foregoing, the specific purposes of the corporation shall be

(1) To solicit and receive contributions and establish, maintain and operate an endowment fund for the charitable purposes of providing direct and indirect support, in such form and amount as shall be determined by the board of directors of the corporation in its sole discretion, to and for the sole and exclusive benefit of Catholic Health System, Inc. (the "System"), or its successor, to support its long term care and home care ministries so long as such organization is described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

(2) For these purposes, the corporation shall solicit, receive, hold, maintain, invest and reinvest money and other real and personal property from time to time as the board of directors may deem prudent.

(3) The corporation shall not engage in or include among its purposes any of the activities mentioned in subparagraphs (a), (c) through (n), (p) through (s), (u) or (v) of Section 404 of the Not-for-Profit Corporation Law.

(4) Nothing contained in this Certificate of Incorporation shall authorize the corporation to establish, operate or maintain a hospital, or to provide hospital services or health related services, or to operate a home care services agency, a hospice or a health maintenance organization, or to provide a comprehensive health services plan, as defined in and covered by Articles 28, 36, 40 and 44, respectively, of the Public Health Law. In addition, the corporation's purposes do not authorize the corporation to establish, operate or maintain an adult home, residence for adults or enriched housing program as provided for by Article 7 of the Social Services Law."

f. MSM Hospital Foundation: "The purposes for which the Corporation is to be formed as follows:

(a) To receive, hold, manage and distribute funds and property in order to provide financial assistance to Mount St. Mary's Hospital of Niagara Falls in the performance of its purpose.

(b) To provide, conduct sponsor and promote programs, projects, grants, research and activities in order to financially assist Mount St. Mary's Hospital of Niagara Falls and such other not-for-profit entity with its principal office in New York State engaged in rendering health care services, in the performance of its purposes, and to provide goods, materials, services, fixtures, personalty and realty to and for Mount St. Mary's Hospital of Niagara Falls and such other not-for-profit entity above referenced as may be deemed appropriate in the discretion of the Board of Trustees of this Corporation.

(c) To accept, receive, solicit, hold, invest and administer gifts, legacies, bequests, devises, funds, benefits and trust monies or property of any sort of nature, without limitation as to amount or value, for the purposes hereinabove mentioned.

(d) To hold, control, invest, manage, sell, transfer and exchange the aforesaid monies and properties and to collect and receive the income and profits therefrom, subject to the provisions of the Not-For-Profit Corporation Law.

(e) In addition to the foregoing corporate purposes, the Corporation shall have all of the general powers set forth in Section 202 of the Not-For-Profit Corporation Law.

(f) Nothing contained in the Certificate of Incorporation shall authorize the Corporation to establish, operate or maintain a hospital or to provide hospital services or health related services or to operate a home care service agency, a hospice, a health maintenance organization or to provide a comprehensive health services plan as provided for in Articles 28, 36, 40 and 44 of the Public Health Law.

(g) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law)."

30. As to the property, liabilities and annual income of Foundation of Catholic Health, the following is a statement of all (i) property and the manner in which it is held, (ii) liabilities, and (iii) the amount and sources of the annual income: please see audited financial statements for the year ending December 31, 2024, financial statements for the period ending April 30, 2025 and the filed IRS form 990-N for the year ending December 31, 2023 attached hereto as **Exhibit 22**.

31. As to the property, liabilities and annual income of Sisters Hospital Foundation, the following is a statement of all (i) property and the manner in which it is held, (ii) liabilities, and (iii) the amount and sources of the annual income: please see audited financial statements for the year ending December 31, 2024, financial statements for the period ending April 30, 2025 and the filed IRS form 990 for the year ending December 31, 2023 attached hereto as **Exhibit 23**.

32. As to the property, liabilities and annual income of Kenmore Mercy Foundation, the following is a statement of all (i) property and the manner in which it is held, (ii) liabilities, and (iii) the amount and sources of the annual income: please see audited financial statements for the year ending December 31, 2024, financial statements for the period ending April 30, 2025 and the filed IRS form 990 for the year ending December 31, 2023 attached hereto as **Exhibit 24**.

33. As to the property, liabilities and annual income of Mercy Hospital Foundation, the following is a statement of all (i) property and the manner in which it is held, (ii) liabilities, and (iii) the amount and sources of the annual income: please see audited financial statements for the year ending December 31, 2024, financial statements for the period ending April 30, 2025 and the filed IRS form 990 for the year ending December 31, 2023 attached hereto as **Exhibit 25**.

34. As to the property, liabilities and annual income of Continuing Care Foundation, the following is a statement of all (i) property and the manner in which it is held, (ii) liabilities, and (iii) the amount and sources of the annual income: please see audited financial statements for the year ending December 31, 2024, a copy of the financial statements for the period ending April 30, 2025, and the filed IRS form 990 for the year ending December 31, 2023 attached hereto as **Exhibit 26**.

35. As to the property, liabilities and annual income of MSM Hospital Foundation, the following is a statement of all (i) property and the manner in which it is held, (ii) liabilities, and (iii) the amount and sources of the annual income: please see audited financial statements for the year ending December 31, 2024, financial statements for the period ending April 30, 2025, and the

filed IRS form 990 for the year ending December 31, 2023 attached hereto as **Exhibit 27**.

36. At the meetings of the boards of directors of Foundation of Catholic Health, Kenmore Mercy Foundation, Mercy Hospital Foundation, and Continuing Care Foundation at which the resolutions approving the Plan of Merger were adopted, no votes were cast against the resolutions. The boards of directors of Sisters Hospital Foundation and MSM Hospital Foundation approved the Plan of Merger via a unanimous written consent pursuant to N-PCL § 708.

37. At the meetings of the boards of directors of SOCH, KMH, MHB, and MSMH at which the resolutions approving the Plan of Merger were adopted, no votes were cast against the resolutions.

38. At the meeting of the board of directors of Catholic Health at which the resolutions approving the Plan of Merger were adopted, no votes were cast against the resolutions.

39. At the meeting of the members and religious sponsors of Catholic Health at which the resolutions approving the Plan of Merger were adopted, no votes were cast against the resolutions.

40. Each Petitioner is a domestic not-for-profit corporation duly formed under the N-PCL and the proposed merger is authorized by N-PCL §901.

41. Please see **Exhibits 28 - 33** attached hereto regarding the restricted funds of the Petitioners. The following shall occur with respect to the funds of the Petitioners:

Upon acceptance for filing by the New York State Department of State of the Certificate of Merger **[INSERT DATE]** (the "Effective Date), the Foundation of Catholic, the surviving corporation, shall identify all unrestricted funds of each of the Petitioners immediately prior to the Effective Date and shall give due consideration in the exercise of its discretion which Petitioner was the source of such funds in the expenditure thereof. Such unrestricted funds will continue to be used for the purposes of the Petitioner for which the funds were raised and will be designated as separate accounts within the accounting system of Foundation of Catholic Health under the name of each Petitioner.

Foundation of Catholic Health shall further segregate all of the donor restricted funds and endowment funds held by Foundation of Catholic Health, Sisters Hospital Foundation, Kenmore Mercy Foundation, Mercy Hospital Foundation, Continuing Care Foundation, and MSM Hospital Foundation, respectively, immediately prior to Effective Date into separate

sub-accounts to be designated as the "Foundation of Catholic Health Restricted Funds," "Sisters Hospital Foundation Restricted Funds," "Kenmore Mercy Foundation Restricted Funds," "Mercy Hospital Foundation Restricted Funds," "Continuing Care Foundation Restricted Funds," or "MSM Hospital Foundation Restricted Funds," as the case may be, to be used in accordance with any applicable donor or endowment restrictions relating to the campus, programs or services formerly owned, operated or provided by SOCH, KMH, MHB, MSMH, Catholic Health System Home and Community Based Care, or Catholic Health.

New funds received on or after the Effective Date will be used for the purposes as set forth in Foundation of Catholic Health's certificate of incorporation.

42. No restricted fund of a Petitioner will be required to be returned, transferred or conveyed to any third party by reason of the merger.[2]

43. The New York State Department of Health's Public Health and Health Planning Council approved the Certificate of Merger by letter dated [**INSERT DATE**], attached hereto as **Exhibit 34**.[3]

44. Upon information and belief, no person or entity has raised, or has a reasonable basis to raise, objections to the merger or consolidation.

45. The members of the board of directors of Foundation of Catholic Health as of the date of the resolutions approving the Plan of Merger are as follows:
    a. Sharon Prise Azurin
    b. Joyce Williams
    c. Anthony Eugeni
    d. Vince Hanley
    e. Joyce Markiewicz
    f. Craig Harris

46. The members of the board of directors of Sisters Hospital Foundation as of the date of the resolutions approving the Plan of Merger are as follows:
    a. Amy Schmit
    b. Joyce Williams
    c. James Roaldi
    d. Thomas Bestpitch
    e. Michael Hofer
    f. Meghan Aldrich
    g. Joyce Markiewicz

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[2] Note to Draft: See Exhibit 32, regarding the Statement on Restricted Funds for Continuing Care Foundation, and the footnote on page 8 regarding the restricted funds for certain accounts that may require cy pres relief.
[3] Note to Draft: Not available as of the date of this draft. To be included with final submission.

h. Anne E. Snyder

47. The members of the board of directors of Kenmore Mercy Foundation as of the date of the resolutions approving the Plan of Merger are as follows:
    a. Daniel Paolini
    b. James Millard
    c. David Mineo
    d. Ryan Schultz
    e. Michael Szymoniak
    f. Walter Ludwig
    g. Joyce Markiewicz
    h. Susan Jandzinski

48. The members of the board of directors of Mercy Hospital Foundation as of the date of the resolutions approving the Plan of Merger are as follows:
    a. Richard Serra
    b. Sharon Prise Azurin
    c. James Gottstine
    d. John Russo
    e. Martin Boryszak
    f. Joyce Markiewicz
    g. Deanna Messinger

49. The members of the board of directors of Continuing Care Foundation as of the date of the resolutions approving the Plan of Merger are as follows:
    a. Vincent Hanley
    b. Jonathon Heraty
    c. Thomas Gleason
    d. Joyce Markiewicz

50. The members of the board of directors of MSM Hospital Foundation as of the date of the resolutions approving the Plan of Merger are as follows:
    a. Robert Ingrasci
    b. Anthony Eugeni
    c. Joan Aul
    d. Anthony Delmonte, Jr.
    e. Mary Knotts
    f. James Garvey
    g. Joyce Markiewicz
    h. Ashley Misko

51. In anticipation of the merger, Sisters Hospital Foundation, Kenmore Mercy Foundation, Mercy Hospital Foundation, Continuing Care Foundation, and MSM Hospital Foundation reduced the total number of their boards of directors to the minimum required under each Petitioner's bylaws. Further,

also in anticipation of the merger, on December 12, 2024, Foundation of Catholic Health as the surviving corporation, increased its board of directors members to include members of the boards of directors of Sisters Hospital Foundation, Kenmore Mercy Foundation, Mercy Hospital Foundation, Continuing Care Foundation, and MSM Hospital Foundation. Additionally, effective as of February 25, 2025 the board of directors of Foundation of Catholic Health took the following actions pursuant to its bylaws: (i) appointed additional officers of the corporation; (ii) appointed the initial members of the Audit Committee; (iii) established the Governance Committee, a committee of the board of directors, and appointed its initial members; (iv) established the Finance and Investment Committee, a committee of the board of directors, and appointed its initial members; and (v) established the Development Committee, a committee of the corporation, and appointed its initial members. Lastly, during Foundation of Catholic Health's May 22, 2025 board of directors meeting, the board (i) appointed chairs to each of the committees created on February 12, 2025, and (ii) approved amended and restated bylaws subject to the approval of its sole member, Catholic Health, to allow for the appointment of honorary and emeritus directors and to amend the terms on scheduling the annual meeting. (See **Exhibit 2** for the amended and restated bylaws.) There are no anticipated changes to the membership of the Petitioners in preparation of the merger, nor are there anticipated changes to the membership of Foundation of Catholic Health as a result of the merger. There were no other governance or organizational changes made by the Petitioners in advance of the merger. A copy of the changes to the board of directors of Foundation of Catholic Health in advance of the merger is attached hereto as **Exhibit 35**. Copies of Foundation of Catholic Health's resolutions effective February 25, 2025 to appoint officers, establish committees and appoint committee members are attached hereto as **Exhibits 36 - 40**.

52. There are no letters of intent or any other agreements entered into by any Petitioner in connection with the proposed merger.

53. No previous application for the relief prayed for herein has been made.

WHEREFORE, it is jointly requested by Petitioners that an order be made herein, pursuant to N-PCL § 907, approving the aforesaid plan of merger and authorizing the filing, pursuant to N-PCL § 904, of the Certificate of Merger of Petitioners into The Foundation of Catholic Health under N-PCL § 904, and granting such other and further relief as may be just and proper.

[*Signature Page to Follow*]

IN WITNESS WHEREFORE, the Petitioners have caused this petition to be executed this ___ day of _____, 2025 by

THE FOUNDATION OF CATHOLIC HEALTH

By _____
Name: Sharon Prise Azurin
Title: Chair

SISTERS HOSPITAL FOUNDATION, INC.

By _____
Name: Amy Schmit
Title: Chair

KENMORE MERCY FOUNDATION, INC.

By _____
Name: Daniel Paolini
Title: Chair

MERCY HOSPITAL FOUNDATION, INC.

By _____
Name: Richard Serra
Title: Chair

CATHOLIC HEALTH SYSTEM CONTINUING CARE FOUNDATION

By _____
Name: Vincent Hanley
Title: Chair

MOUNT ST. MARY'S HOSPITAL FOUNDATION, INC.

By _____
Name: Robert Ingrasci
Title: Chair

STATE OF NEW YORK)
SS)
COUNTY OF ERIE)

Sharon Prise Azurin, being duly sworn, deposes and says:

I am the Chair of The Foundation of Catholic Health and make this verification at the direction of its Board of Directors. I have read the foregoing petition and know the contents thereof to be true of my own knowledge, except those matters stated on information and belief, and, as to those matters, I believe them to be true.

_____
(Signature)

Sworn to before me this
____day of _____, 2025.

_____
Notary Public

STATE OF NEW YORK)
SS)
COUNTY OF ERIE)

Amy Schmit, being duly sworn, deposes and says:

I am the Chair of Sisters Hospital Foundation, Inc. and make this verification at the direction of its Board of Directors. I have read the foregoing petition and know the contents thereof to be true of my own knowledge, except those matters stated on information and belief, and, as to those matters, I believe them to be true.

_____
(Signature)

Sworn to before me this
____day of _____, 2025.

_____
Notary Public

STATE OF NEW YORK)
SS)
COUNTY OF ERIE)

Daniel Paolini, being duly sworn, deposes and says:

I am the Chair of Kenmore Mercy Foundation, Inc. and make this verification at the direction of its Board of Directors. I have read the foregoing petition and know the contents thereof to be true of my own knowledge, except those matters stated on information and belief, and, as to those matters, I believe them to be true.

_____

(Signature)

Sworn to before me this
____day of _____, 2025.

_____

Notary Public

STATE OF NEW YORK)
SS)
COUNTY OF ERIE)

Richard Serra, being duly sworn, deposes and says:

I am the Chair of Mercy Hospital Foundation, Inc. and make this verification at the direction of its Board of Directors. I have read the foregoing petition and know the contents thereof to be true of my own knowledge, except those matters stated on information and belief, and, as to those matters, I believe them to be true.

_____
(Signature)

Sworn to before me this
____day of _____, 2025.

_____
Notary Public

STATE OF NEW YORK)
SS)
COUNTY OF ERIE)

Vincent Hanley, being duly sworn, deposes and says:

I am the Chair of Catholic Health System Continuing Care Foundation and make this verification at the direction of its Board of Directors. I have read the foregoing petition and know the contents thereof to be true of my own knowledge, except those matters stated on information and belief, and, as to those matters, I believe them to be true.

_____

(Signature)

Sworn to before me this
____day of _____, 2025.

_____

Notary Public

STATE OF NEW YORK)
SS)
COUNTY OF ERIE)

Robert Ingrasci, being duly sworn, deposes and says:

I am the Chair of Mount St. Mary's Hospital Foundation, Inc. and make this verification at the direction of its Board of Directors. I have read the foregoing petition and know the contents thereof to be true of my own knowledge, except those matters stated on information and belief, and, as to those matters, I believe them to be true.

_____

(Signature)

Sworn to before me this
____day of _____, 2025.

_____

Notary Public

CERTIFICATION

OF THE

UNANIMOUS WRITTEN CONSENT

OF THE

BOARD OF DIRECTORS

OF

SISTERS HOSPITAL FOUNDATION, INC.

The undersigned Secretary of the Sisters Hospital Foundation, Inc., a New York not-for-profit corporation (the "Corporation"), hereby certifies that attached hereto is a true, complete and correct copy of the unanimous written consent duly executed by the Board of Directors of the Corporation in accordance with law, on the 20th day of November, 2024, which is in full force and has not been modified or amended.

IN WITNESS WHEREOF, the undersigned has executed this Certification this 4th day of March, 2025.

Joyce Williams, Secretary

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UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
SISTERS HOSPITAL FOUNDATION, INC.

The undersigned, being all of the voting members of the board of directors (the "Board of Directors") of Sisters Hospital Foundation, Inc., a New York not-for-profit corporation (the "Corporation"), do hereby consent to the adoption of the following resolutions and the taking of the following actions without a meeting, pursuant to Section 708(b) of the New York Not-for-Profit Corporation Law and Article 5, Section 14 of the Corporation's by-laws, which consent may be executed and delivered via electronic transmission and in any number of identical counterparts, each of which for all purposes is to be deemed an original, and all of which constitute, collectively, one consent:

RESOLVED, that the Resolutions of the Board of Directors of the Corporation in the form attached hereto as **Exhibit 1** is hereby, approved, authorized, ratified and confirmed in all respects.

[*signature page to follow*]

Docusign Envelope ID: AEB8AC6B-1A7F-4CBD-854E-0D849F5B7B82

IN WITNESS WHEREOF, the undersigned voting members of the Board of Directors of Sisters Hospital Foundation, Inc., have duly executed this Written Consent as of the ___ day of November, 2024.

Signed by:
Meghan Aldrich
7879583CA7CC443...
Meghan Aldrich

Signed by:
Thomas Bestpitch
B9616F560E46446...
Thomas Bestpitch

Signed by:
Michael Hofer
42404F1881BF4FB...
Michael Hofer

Signed by:
Joyce Markiewicz
5CCBAC82326248A...
Joyce Markiewicz

Signed by:
James Roaldi
89CAA752C64450...
James Roaldi

Signed by:
Amy Schmit
CCB512A87A8D421...
Amy Schmit

Signed by:
Joyce V. Williams
DE363C2E030740B...
Joyce Williams

Doc #12270116.1

EXHIBIT 1

Resolutions of the Board of Directors of
Sisters Hospital Foundation, Inc.

(Follows this Page)

RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF
SISTERS HOSPITAL FOUNDATION, INC.

WHEREAS, each of The Foundation of Catholic Health ("Foundation of Catholic Health"), Sisters Hospital Foundation, Inc. ("Sisters Hospital Foundation"), Kenmore Mercy Foundation, Inc. ("Kenmore Mercy Foundation"), Mercy Hospital Foundation, Inc. ("Mercy Hospital Foundation"), Catholic Health System Continuing Care Foundation ("Continuing Care Foundation") and Mount St. Mary's Hospital Foundation, Inc. ("Mount St. Mary's Foundation" and, collectively with Foundation of Catholic Health, Sisters Hospital Foundation, Mercy Hospital Foundation, Kenmore Mercy Foundation, and Continuing Care Foundation, the "Constituent Corporations") desire to merge, with Foundation of Catholic Health being the surviving corporation under the name of "The Foundation of Catholic Health"; and

WHEREAS, subject to all required member and other required or recommended approvals, the Board of Directors (the "Board") of Sisters Hospital Foundation deems it to be fair, reasonable and in the best interests of Sisters Hospital Foundation for Sisters of Hospital Foundation to merge with the other Constituent Corporations and into Foundation of Catholic Health, with Foundation of Catholic Health being the surviving corporation pursuant to a plan of merger substantially in the form attached hereto as Exhibit A (the "Plan of Merger") and as evidenced by a Certificate of Merger substantially in the form attached hereto as Exhibit B (the "Certificate of Merger");

NOW, THEREFORE BE IT

RESOLVED, that, subject to approval by Sisters of Charity Hospital of Buffalo, New York ("Sisters of Charity Hospital"), as the sole member of Sisters Hospital Foundation, and approval and/or ratification as may be necessary or appropriate by each of Catholic Health System, Inc. ("Catholic Health") and Catholic Health's corporate members and religious sponsors, as may be applicable, the Board of Sisters Hospital Foundation hereby approves the merger of Sisters Hospital Foundation with the other Constituent Corporations into Foundation of Catholic Health with Foundation of Catholic Health being the surviving corporation under the name of The Foundation of Catholic Health, the Plan of Merger and Certificate of Merger; and

RESOLVED, that, the Board of Sisters Hospital Foundation approves and ratifies the submission of the Plan of Merger and Certificate of Merger to Sisters of Charity Hospital for approval as the sole corporate member of Sisters Hospital Foundation; and

RESOLVED, that, subject to approval by Sisters of Charity Hospital, and the approval and/or ratification by Catholic Health and the Catholic Health members and sponsors, as may be applicable or appropriate, the proper officers of Sisters Hospital Foundation be, and each of them acting alone is, hereby authorized on behalf of Sisters Hospital Foundation to execute, deliver and submit the Certificate of Merger, Plan of Merger and/or any documents in connection with the Certificate of Merger or the Plan of Merger as may be necessary or appropriate (collectively, the "Transaction Documents") to such regulatory or governmental agencies as may be necessary including, without limitation, the New York State Department of Health and/or Public Health and Health Planning Council, the New York State Attorney General or a justice of the New York State Supreme Court and the New York State Department of State; and

RESOLVED, that should the New York State Department of Health, the New York State Public Health and Health Planning Council, the New York State Attorney General, a justice of the New York State Supreme Court, or the New York State Secretary of State or any other regulatory or governmental agencies require modifications to the Plan of Merger, the Certificate of Merger or any other Transaction Documents, or should any non-substantive modifications to the foregoing documents be required, the proper officers of Sisters Hospital Foundation be, and each of them acting alone is, hereby authorized to approve or reject such modifications in their sole discretion, and shall report such action to the Board of Sisters Hospital Foundation; and

RESOLVED, that each officer of Sisters Hospital Foundation, as applicable, acting alone is authorized on behalf of Sisters Hospital Foundation, to consent to and enter into all documents and to take such further action necessary or appropriate on behalf of Sisters Hospital Foundation, in connection with the Certificate of Merger, Plan of Merger, the Transaction Documents and the matters set forth in the foregoing resolutions; and

RESOLVED, that each of the documents referenced in these resolutions or deemed to be necessary or appropriate in connection with the matters set forth in the foregoing resolutions shall be in such form and content as the proper officers of Sisters Hospital Foundation executing same shall approve, his or her approval to be conclusively evidenced by his or her execution thereof; and

RESOLVED, that each officer of Sisters Hospital Foundation is hereby designated as a proper officer of Sisters Hospital Foundation for the purposes of these resolutions.

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UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
SISTERS HOSPITAL FOUNDATION, INC.

The undersigned, being all of the voting members of the board of directors (the "Board of Directors") of Sisters Hospital Foundation, Inc., a New York not-for-profit corporation (the "Corporation"), do hereby consent to the adoption of the following resolutions and the taking of the following actions without a meeting, pursuant to Section 708(b) of the New York Not-for-Profit Corporation Law and Article 5, Section 14 of the Corporation's by-laws, which consent may be executed and delivered via electronic transmission and in any number of identical counterparts, each of which for all purposes is to be deemed an original, and all of which constitute, collectively, one consent:

RESOLVED, that the Resolutions of the Board of Directors of the Corporation in the form attached hereto as **Exhibit 1** is hereby, approved, authorized, ratified and confirmed in all respects.

[*signature page to follow*]

Docusign Envelope ID: AEB8AC6B-1A7F-4CBD-854E-0D849F5B7B82

IN WITNESS WHEREOF, the undersigned voting members of the Board of Directors of Sisters Hospital Foundation, Inc., have duly executed this Written Consent as of the ___ day of November, 2024.

Signed by:
Meghan Aldrich
7879583CA7CC443...
Meghan Aldrich

Signed by:
Thomas Bestpitch
B9616F560E46446...
Thomas Bestpitch

Signed by:
Michael Hofer
42404F1881BF4FB...
Michael Hofer

Signed by:
Joyce Markiewicz
5CCBAC82326248A...
Joyce Markiewicz

Signed by:
James Roaldi
89CAA752C64450...
James Roaldi

Signed by:
Amy Schmit
CCB512A87A8D421...
Amy Schmit

Signed by:
Joyce V. Williams
DE363C2E030740B...
Joyce Williams

Doc #12270116.1

RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF
SISTERS HOSPITAL FOUNDATION, INC.

WHEREAS, each of The Foundation of Catholic Health ("Foundation of Catholic Health"), Sisters Hospital Foundation, Inc. ("Sisters Hospital Foundation"), Kenmore Mercy Foundation, Inc. ("Kenmore Mercy Foundation"), Mercy Hospital Foundation, Inc. ("Mercy Hospital Foundation"), Catholic Health System Continuing Care Foundation ("Continuing Care Foundation") and Mount St. Mary's Hospital Foundation, Inc. ("Mount St. Mary's Foundation" and, collectively with Foundation of Catholic Health, Sisters Hospital Foundation, Mercy Hospital Foundation, Kenmore Mercy Foundation, and Continuing Care Foundation, the "Constituent Corporations") desire to merge, with Foundation of Catholic Health being the surviving corporation under the name of "The Foundation of Catholic Health"; and

WHEREAS, subject to all required member and other required or recommended approvals, the Board of Directors (the "Board") of Sisters Hospital Foundation deems it to be fair, reasonable and in the best interests of Sisters Hospital Foundation for Sisters of Hospital Foundation to merge with the other Constituent Corporations and into Foundation of Catholic Health, with Foundation of Catholic Health being the surviving corporation pursuant to a plan of merger substantially in the form attached hereto as Exhibit A (the "Plan of Merger") and as evidenced by a Certificate of Merger substantially in the form attached hereto as Exhibit B (the "Certificate of Merger");

NOW, THEREFORE BE IT

RESOLVED, that, subject to approval by Sisters of Charity Hospital of Buffalo, New York ("Sisters of Charity Hospital"), as the sole member of Sisters Hospital Foundation, and approval and/or ratification as may be necessary or appropriate by each of Catholic Health System, Inc. ("Catholic Health") and Catholic Health's corporate members and religious sponsors, as may be applicable, the Board of Sisters Hospital Foundation hereby approves the merger of Sisters Hospital Foundation with the other Constituent Corporations into Foundation of Catholic Health with Foundation of Catholic Health being the surviving corporation under the name of The Foundation of Catholic Health, the Plan of Merger and Certificate of Merger; and

RESOLVED, that, the Board of Sisters Hospital Foundation approves and ratifies the submission of the Plan of Merger and Certificate of Merger to Sisters of Charity Hospital for approval as the sole corporate member of Sisters Hospital Foundation; and

RESOLVED, that, subject to approval by Sisters of Charity Hospital, and the approval and/or ratification by Catholic Health and the Catholic Health members and sponsors, as may be applicable or appropriate, the proper officers of Sisters Hospital Foundation be, and each of them acting alone is, hereby authorized on behalf of Sisters Hospital Foundation to execute, deliver and submit the Certificate of Merger, Plan of Merger and/or any documents in connection with the Certificate of Merger or the Plan of Merger as may be necessary or appropriate (collectively, the "Transaction Documents") to such regulatory or governmental agencies as may be necessary including, without limitation, the New York State Department of Health and/or Public Health and Health Planning Council, the New York State Attorney General or a justice of the New York State Supreme Court and the New York State Department of State; and

RESOLVED, that should the New York State Department of Health, the New York State Public Health and Health Planning Council, the New York State Attorney General, a justice of the New York State Supreme Court, or the New York State Secretary of State or any other regulatory or governmental agencies require modifications to the Plan of Merger, the Certificate of Merger or any other Transaction Documents, or should any non-substantive modifications to the foregoing documents be required, the proper officers of Sisters Hospital Foundation be, and each of them acting alone is, hereby authorized to approve or reject such modifications in their sole discretion, and shall report such action to the Board of Sisters Hospital Foundation; and

RESOLVED, that each officer of Sisters Hospital Foundation, as applicable, acting alone is authorized on behalf of Sisters Hospital Foundation, to consent to and enter into all documents and to take such further action necessary or appropriate on behalf of Sisters Hospital Foundation, in connection with the Certificate of Merger, Plan of Merger, the Transaction Documents and the matters set forth in the foregoing resolutions; and

RESOLVED, that each of the documents referenced in these resolutions or deemed to be necessary or appropriate in connection with the matters set forth in the foregoing resolutions shall be in such form and content as the proper officers of Sisters Hospital Foundation executing same shall approve, his or her approval to be conclusively evidenced by his or her execution thereof; and

RESOLVED, that each officer of Sisters Hospital Foundation is hereby designated as a proper officer of Sisters Hospital Foundation for the purposes of these resolutions.

CERTIFICATION

OF THE

RESOLUTIONS

OF THE

BOARD OF DIRECTORS

OF

KENMORE MERCY FOUNDATION, INC.

The undersigned Secretary of Kenmore Mercy Foundation, Inc., a New York not-for-profit corporation (the "Corporation"), hereby certifies that attached hereto is a true, complete and correct copy of the resolutions duly adopted by the Board of Directors of the Corporation in accordance with law, at a meeting duly called and held the 7th day of November, 2024, which are in full force and have not been modified or amended.

IN WITNESS WHEREOF, the undersigned has executed this Certification this 4 day of March, 2025.

Michael Szymoniak, Secretary

PROPOSED RESOLUTIONS
FOR THE
BOARD OF DIRECTORS
OF
KENMORE MERCY FOUNDATION, INC.

WHEREAS, each of The Foundation of Catholic Health ("Foundation of Catholic Health"), Sisters Hospital Foundation, Inc. ("Sisters Hospital Foundation"), Kenmore Mercy Foundation, Inc. ("Kenmore Mercy Foundation"), Mercy Hospital Foundation, Inc. ("Mercy Hospital Foundation"), Catholic Health System Continuing Care Foundation ("Continuing Care Foundation") and Mount St. Mary's Hospital Foundation, Inc. ("Mount St. Mary's Foundation" and, collectively with Foundation of Catholic Health, Sisters Hospital Foundation, Mercy Hospital Foundation, Kenmore Mercy Foundation, and Continuing Care Foundation, the "Constituent Corporations") desire to merge, with Foundation of Catholic Health being the surviving corporation under the name of "The Foundation of Catholic Health"; and

WHEREAS, subject to all required member and other required or recommended approvals, the Board of Directors (the "Board") of Kenmore Mercy Foundation deems it to be fair, reasonable and in the best interests of Kenmore Mercy Foundation for Kenmore Mercy Foundation to merge with the other Constituent Corporations and into Foundation of Catholic Health, with Foundation of Catholic Health being the surviving corporation pursuant to a plan of merger substantially in the form attached hereto as Exhibit A (the "Plan of Merger") and as evidenced by a Certificate of Merger substantially in the form attached hereto as Exhibit B (the "Certificate of Merger");

NOW, THEREFORE BE IT

RESOLVED, that, subject to approval by Kenmore Mercy Hospital ("Kenmore Mercy Hospital"), as the sole member of Kenmore Mercy Foundation, and approval and/or ratification as may be necessary or appropriate by each of Catholic Health System, Inc. ("Catholic Health") and Catholic Health's corporate members and religious sponsors, as may be applicable, the Board of Kenmore Mercy Foundation hereby approves the merger of Kenmore Mercy Foundation with the other Constituent Corporations into Foundation of Catholic Health with Foundation of Catholic Health being the surviving corporation under the name of The Foundation of Catholic Health, the Plan of Merger and Certificate of Merger; and

RESOLVED, that, the Board of Kenmore Mercy Foundation approves and ratifies the submission of the Plan of Merger and Certificate of Merger to Kenmore Mercy Hospital for approval as the sole corporate member of Kenmore Mercy Foundation; and

RESOLVED, that, subject to approval by Kenmore Mercy Hospital, and the approval and/or ratification by Catholic Health and the Catholic Health members and sponsors, as may be applicable or appropriate, the proper officers of Kenmore Mercy Foundation be, and each of them acting alone is, hereby authorized on behalf of Kenmore Mercy Foundation to execute, deliver and submit the Certificate of Merger, Plan of Merger and/or any documents in connection with the Certificate of Merger or the Plan of Merger as may be necessary or appropriate (collectively, the "Transaction Documents") to such regulatory or governmental agencies as may be necessary including, without limitation, the New York State Department of Health and/or Public Health and Health Planning Council, the New York State Attorney General or a justice of the New York State Supreme Court and the New York State Department of State; and

RESOLVED, that should the New York State Department of Health, the New York State Public Health and Health Planning Council, the New York State Attorney General, a justice of the New York State Supreme Court, or the New York State Secretary of State or any other regulatory or governmental agencies require modifications to the Plan of Merger, the Certificate of Merger or any other Transaction Documents, or should any non-substantive modifications to the foregoing documents be required, the proper officers of Kenmore Mercy Foundation be, and each of them acting alone is, hereby authorized to approve or reject such modifications in their sole discretion, and shall report such action to the Board of Kenmore Mercy Foundation; and

RESOLVED, that each officer of Kenmore Mercy Foundation, as applicable, acting alone is authorized on behalf of Kenmore Mercy Foundation, to consent to and enter into all documents and to take such further action necessary or appropriate on behalf of Kenmore Mercy Foundation, in connection with the Certificate of Merger, Plan of Merger, the Transaction Documents and the matters set forth in the foregoing resolutions; and

RESOLVED, that each of the documents referenced in these resolutions or deemed to be necessary or appropriate in connection with the matters set forth in the foregoing resolutions shall be in such form and content as the proper officers Kenmore Mercy Foundation executing same shall approve, his or her approval to be conclusively evidenced by his or her execution thereof; and

RESOLVED, that each officer of Kenmore Mercy Foundation is hereby designated as a proper officer of Kenmore Mercy Foundation for the purposes of these resolutions.

CERTIFICATION

OF THE

RESOLUTIONS

OF THE

BOARD OF DIRECTORS

OF

MERCY HOSPITAL FOUNDATION, INC.

The undersigned Secretary of Mercy Hospital Foundation, Inc., a New York not-for-profit corporation (the "Corporation"), hereby certifies that attached hereto is a true, complete and correct copy of the resolutions duly adopted by the Board of Directors of the Corporation in accordance with law, at a meeting duly called and held the 7th day of November, 2024, which are in full force and have not been modified or amended.

IN WITNESS WHEREOF, the undersigned has executed this Certification this 5 day of March, 2025.

Johan Russo, Secretary

PROPOSED RESOLUTIONS
FOR THE
BOARD OF DIRECTORS
OF
MERCY HOSPITAL FOUNDATION, INC.

WHEREAS, each of The Foundation of Catholic Health ("Foundation of Catholic Health"), Sisters Hospital Foundation, Inc. ("Sisters Hospital Foundation"), Kenmore Mercy Foundation, Inc. ("Kenmore Mercy Foundation"), Mercy Hospital Foundation, Inc. ("Mercy Hospital Foundation"), Catholic Health System Continuing Care Foundation ("Continuing Care Foundation") and Mount St. Mary's Hospital Foundation, Inc. ("Mount St. Mary's Foundation" and, collectively with Foundation of Catholic Health, Sisters Hospital Foundation, Mercy Hospital Foundation, Kenmore Mercy Foundation, and Continuing Care Foundation, the "Constituent Corporations") desire to merge, with Foundation of Catholic Health being the surviving corporation under the name of "The Foundation of Catholic Health"; and

WHEREAS, subject to all required member and other required or recommended approvals, the Board of Directors (the "Board") of Mercy Hospital Foundation deems it to be fair, reasonable and in the best interests of Mercy Hospital Foundation for Mercy Hospital Foundation to merge with the other Constituent Corporations and into Foundation of Catholic Health, with Foundation of Catholic Health being the surviving corporation pursuant to a plan of merger substantially in the form attached hereto as Exhibit A (the "Plan of Merger") and as evidenced by a Certificate of Merger substantially in the form attached hereto as Exhibit B (the "Certificate of Merger");

NOW, THEREFORE BE IT

RESOLVED, that, subject to approval by Mercy Hospital of Buffalo, New York ("Mercy Hospital"), as the sole member of Mercy Hospital Foundation, and approval and/or ratification as may be necessary or appropriate by each of Catholic Health System, Inc. ("Catholic Health") and Catholic Health's corporate members and religious sponsors, as may be applicable, the Board of Mercy Hospital Foundation hereby approves the merger of Mercy Hospital Foundation with the other Constituent Corporations into Foundation of Catholic Health with Foundation of Catholic Health being the surviving corporation under the name of The Foundation of Catholic Health, the Plan of Merger and Certificate of Merger; and

RESOLVED, that, the Board of Mercy Hospital Foundation approves and ratifies the submission of the Plan of Merger and Certificate of Merger to Mercy Hospital for approval as the sole corporate member of Mercy Hospital Foundation; and

RESOLVED, that, subject to approval by Mercy Hospital, and the approval and/or ratification by Catholic Health and the Catholic Health members and sponsors, as may be applicable or appropriate, the proper officers of Mercy Hospital Foundation be, and each of them acting alone is, hereby authorized on behalf of Mercy Hospital Foundation to execute, deliver and submit the Certificate of Merger, Plan of Merger and/or any documents in connection with the Certificate of Merger or the Plan of Merger as may be necessary or appropriate (collectively, the "Transaction Documents") to such regulatory or governmental agencies as may be necessary including, without limitation, the New York State Department of Health and/or Public Health and Health Planning Council, the New York State Attorney General or a justice of the New York State Supreme Court and the New York State Department of State; and

RESOLVED, that should the New York State Department of Health, the New York State Public Health and Health Planning Council, the New York State Attorney General, a justice of the New York State Supreme Court, or the New York State Secretary of State or any other regulatory or governmental agencies require modifications to the Plan of Merger, the Certificate of Merger or any other Transaction Documents, or should any non-substantive modifications to the foregoing documents be required, the proper officers of Mercy Hospital Foundation be, and each of them acting alone is, hereby authorized to approve or reject such modifications in their sole discretion, and shall report such action to the Board of Mercy Hospital Foundation; and

RESOLVED, that each officer of Mercy Hospital Foundation, as applicable, acting alone is authorized on behalf of Mercy Hospital Foundation, to consent to and enter into all documents and to take such further action necessary or appropriate on behalf of Mercy Hospital Foundation, in connection with the Certificate of Merger, Plan of Merger, the Transaction Documents and the matters set forth in the foregoing resolutions; and

RESOLVED, that each of the documents referenced in these resolutions or deemed to be necessary or appropriate in connection with the matters set forth in the foregoing resolutions shall be in such form and content as the proper officers Mercy Hospital Foundation executing same shall approve, his or her approval to be conclusively evidenced by his or her execution thereof; and

RESOLVED, that each officer of Mercy Hospital Foundation is hereby designated as a proper officer of Mercy Hospital Foundation for the purposes of these resolutions.

CERTIFICATION

OF THE

RESOLUTIONS

OF THE

BOARD OF DIRECTORS

OF

CATHOLIC HEALTH SYSTEM CONTINUING CARE FOUNDATION

The undersigned Secretary of Catholic Health System Continuing Care Foundation, a New York not-for-profit corporation (the "Corporation"), hereby certifies that attached hereto is a true, complete and correct copy of the resolutions duly adopted by the Board of Directors of the Corporation in accordance with law, at a meeting duly called and held the 7th day of November, 2024, which are in full force and have not been modified or amended.

IN WITNESS WHEREOF, the undersigned has executed this Certification this 6 day of March, 2025.

Jonathon Heraty, Secretary

PROPOSED RESOLUTIONS
FOR THE
BOARD OF DIRECTORS
OF
CATHOLIC HEALTH SYSTEM CONTINUING CARE FOUNDATION, INC.

WHEREAS, each of The Foundation of Catholic Health ("Foundation of Catholic Health"), Sisters Hospital Foundation, Inc. ("Sisters Hospital Foundation"), Kenmore Mercy Foundation, Inc. ("Kenmore Mercy Foundation"), Mercy Hospital Foundation, Inc. ("Mercy Hospital Foundation"), Catholic Health System Continuing Care Foundation ("Continuing Care Foundation") and Mount St. Mary's Hospital Foundation, Inc. ("Mount St. Mary's Foundation" and, collectively with Foundation of Catholic Health, Sisters Hospital Foundation, Mercy Hospital Foundation, Kenmore Mercy Foundation, and Continuing Care Foundation, the "Constituent Corporations") desire to merge, with Foundation of Catholic Health being the surviving corporation under the name of "The Foundation of Catholic Health"; and

WHEREAS, subject to all required member and other required or recommended approvals, the Board of Directors (the "Board") of Catholic Health System Continuing Care Foundation deems it to be fair, reasonable and in the best interests of Catholic Health System Continuing Care Foundation for Catholic Health System Continuing Care Foundation to merge with the other Constituent Corporations and into Foundation of Catholic Health, with Foundation of Catholic Health being the surviving corporation pursuant to a plan of merger substantially in the form attached hereto as Exhibit A (the "Plan of Merger") and as evidenced by a Certificate of Merger substantially in the form attached hereto as Exhibit B (the "Certificate of Merger");

NOW, THEREFORE BE IT

RESOLVED, that, subject to approval by Catholic Health System, Inc. ("Catholic Health"), as the sole member of Continuing Care Foundation, and approval and/or ratification as may be necessary or appropriate by Catholic Health's corporate members and religious sponsors, as may be applicable, the Board of Continuing Care Foundation hereby approves the merger of Continuing Care Foundation with the other Constituent Corporations into Foundation of Catholic Health with Foundation of Catholic Health being the surviving corporation under the name of The Foundation of Catholic Health, the Plan of Merger and Certificate of Merger; and

RESOLVED, that, the Board of Continuing Care Foundation approves and ratifies the submission of the Plan of Merger and Certificate of Merger to Catholic Health for approval as the sole corporate member of Continuing Care Foundation; and

RESOLVED, that, subject to approval by Catholic Health, and the approval and/or ratification by the Catholic Health members and sponsors, as may be applicable or appropriate, the proper officers of Continuing Care Foundation be, and each of them acting alone is, hereby authorized on behalf of Continuing Care Foundation to execute, deliver and submit the Certificate of Merger, Plan of Merger and/or any documents in connection with the Certificate of Merger or the Plan of Merger as may be necessary or appropriate (collectively, the "Transaction Documents") to such regulatory or governmental agencies as may be necessary including, without limitation, the New York State Department of Health and/or Public Health and Health Planning Council, the New York State Attorney General or a justice of the New York State Supreme Court and the New York State Department of State; and

RESOLVED, that should the New York State Department of Health, the New York State Public Health and Health Planning Council, the New York State Attorney General, a justice of the New York State Supreme Court, or the New York State Secretary of State or any other regulatory or governmental agencies require modifications to the Plan of Merger, the Certificate of Merger or any other Transaction Documents, or should any non-substantive modifications to the foregoing documents be required, the proper officers of Continuing Care Foundation be, and each of them acting alone is, hereby authorized to approve or reject such modifications in their sole discretion, and shall report such action to the Board of Continuing Care Foundation; and

RESOLVED, that each officer of Continuing Care Foundation, as applicable, acting alone is authorized on behalf of Continuing Care Foundation, to consent to and enter into all documents and to take such further action necessary or appropriate on behalf of Continuing Care Foundation, in connection with the Certificate of Merger, Plan of Merger, the Transaction Documents and the matters set forth in the foregoing resolutions; and

RESOLVED, that each of the documents referenced in these resolutions or deemed to be necessary or appropriate in connection with the matters set forth in the foregoing resolutions shall be in such form and content as the proper officers Continuing Care Foundation executing same shall approve, his or her approval to be conclusively evidenced by his or her execution thereof; and

RESOLVED, that each officer of Continuing Care Foundation is hereby designated as a proper officer of Continuing Care Foundation for the purposes of these resolutions.

CERTIFICATION

OF THE

UNANIMOUS WRITTEN CONSENT

OF THE

BOARD OF DIRECTORS

OF

MOUNT ST. MARY'S HOSPITAL FOUNDATION, INC.

The undersigned Secretary of the Mount St. Mary's Hospital Foundation, Inc., a New York not-for-profit corporation (the "Corporation"), hereby certifies that attached hereto is a true, complete and correct copy of the unanimous written consent duly executed by the Board of Directors of the Corporation in accordance with law, on the 25th day of November, 2024, which is in full force and has not been modified or amended.

IN WITNESS WHEREOF, the undersigned has executed this Certification this 10th day of March, 2025.

Anthony Delmonte, Jr., Secretary

Docusign Envelope ID: F05A59CE-7069-4783-98BF-0C1E52D59BED

UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
MOUNT ST. MARY'S HOSPITAL FOUNDATION, INC.

The undersigned, being all of the voting members of the board of directors (the "Board of Directors") of Mount St. Mary's Hospital Foundation, Inc., a New York not-for-profit corporation (the "Corporation"), do hereby consent to the adoption of the following resolutions and the taking of the following actions without a meeting, pursuant to Section 708(b) of the New York Not-for-Profit Corporation Law and Article 5, Section 14 of the Corporation's by-laws, which consent may be executed and delivered via electronic transmission and in any number of identical counterparts, each of which for all purposes is to be deemed an original, and all of which constitute, collectively, one consent:

RESOLVED, that the Resolutions of the Board of Directors of the Corporation in the form attached hereto as **Exhibit 1** is hereby, approved, authorized, ratified and confirmed in all respects.

[*signature page to follow*]

Docusign Envelope ID: F05A59CE-7069-4783-98BF-0C1E52D59BED

IN WITNESS WHEREOF, the undersigned voting members of the Board of Directors of Mount St. Mary's Hospital Foundation, Inc., have duly executed this Written Consent as of the 25th day of November, 2024.

Signed by:
Joan Aul
58A204E6056444C...
Joan Aul

Signed by:
Anthony J Delmonte Jr
5386488097E848D...
Anthony Delmonte, Jr.

Signed by:
Anthony Eugeni
C70360CA140D405...
Anthony Eugeni

Signed by:
James Garvey
B23505E15EAE468...
James Garvey

Signed by:
Robert Ingrasci
F325B381A42E448...
Robert Ingrasci

Signed by:
0B2D78D4C29A428...
Mary Knotts

Signed by:
Joyce Markiewicz
B1FC034509C944D...
Joyce Markiewicz

Doc #12270973.1

Docusign Envelope ID: F05A59CE-7069-4783-98BF-0C1E52D59BED

EXHIBIT 1

Resolutions of the Board of Directors of
Mount St. Mary's Hospital Foundation, Inc.

(Follows this Page)

PROPOSED RESOLUTIONS
FOR THE
BOARD OF DIRECTORS
OF
MOUNT ST. MARY'S HOSPITAL OF NIAGARA FALLS

WHEREAS, each of The Foundation of Catholic Health ("Foundation of Catholic Health"), Sisters Hospital Foundation, Inc. ("Sisters Hospital Foundation"), Kenmore Mercy Foundation, Inc. ("Kenmore Mercy Foundation"), Mercy Hospital Foundation, Inc. ("Mercy Hospital Foundation"), Catholic Health System Continuing Care Foundation ("Continuing Care Foundation") and Mount St. Mary's Hospital Foundation, Inc. ("Mount St. Mary's Foundation" and, collectively with Foundation of Catholic Health, Sisters Hospital Foundation, Mercy Hospital Foundation, Kenmore Mercy Foundation, and Continuing Care Foundation, the "Constituent Corporations") desire to merge, with Foundation of Catholic Health being the surviving corporation under the name of "The Foundation of Catholic Health"; and

WHEREAS, subject to all required member and other required or recommended approvals, the Board of Directors of Mount St. Mary's Foundation approved the merger of Mount St. Mary's Foundation with the other Constituent Corporations and into Foundation of Catholic Health, with Foundation of Catholic Health being the surviving corporation pursuant to a plan of merger substantially in the form attached hereto as Exhibit A (the "Plan of Merger") and as evidenced by a Certificate of Merger substantially in the form attached hereto as Exhibit B (the "Certificate of Merger"); and

WHEREAS, Mount St. Mary's Hospital of Niagara Falls (Mount St. Mary's Hospital") is the sole corporate member of Mount St. Mary's Foundation; and

WHEREAS, subject to all required member and other required or recommended approval, the Board of Directors (the "Board") of Mount St. Mary's Hospital, on behalf of Mount St. Mary's Hospital as the sole corporate member of Mount St. Mary's Foundation, deems it to be fair, reasonable and in the best interests of Mount St. Mary's Foundation to merge with the other Constituent Corporations and into the Foundation of Catholic Health, with Foundation of Catholic Health being the entity surviving the merger.

NOW, THEREFORE BE IT

RESOLVED, that, subject to approval and/or ratification as may be necessary or appropriate by each of Catholic Health System, Inc. ("Catholic Health") and Catholic Health's corporate members and religious sponsors, as may be applicable, the Board of Mount St. Mary's Hospital, on behalf of Mount St. Mary's Hospital as the sole member of Mount St. Mary's Foundation, hereby approves the merger of Mount St. Mary's

Foundation with the other Constituent Corporations into Foundation of Catholic Health with Foundation of Catholic Health being the surviving corporation under the name of The Foundation of Catholic Health, the Plan of Merger and Certificate of Merger; and

RESOLVED, that, the Board of Mount St. Mary's Hospital, on behalf of Mount St. Mary's Hospital as the sole corporate member of Mount St. Mary's Foundation, hereby approves and ratifies the submission of the Plan of Merger and Certificate of Merger to Catholic Health for approval as the sole corporate member of Mount St. Mary's Hospital; and

RESOLVED, that, subject to the approval and/or ratification by Catholic Health and the Catholic Health members and sponsors, as may be applicable or appropriate, the Board of Mount St. Mary's Hospital hereby approves submission of the Certificate of Merger, Plan of Merger and/or any documents in connection with the Certificate of Merger or the Plan of Merger as may be necessary or appropriate (collectively, the "Transaction Documents") to such regulatory or governmental agencies as may be necessary including, without limitation, the New York State Department of Health and/or Public Health and Health Planning Council, the New York State Attorney General or a justice of the New York State Supreme Court and the New York State Department of State; and

RESOLVED, that should the New York State Department of Health, the New York State Public Health and Health Planning Council, the New York State Attorney General, a justice of the New York State Supreme Court, or the New York State Secretary of State or any other regulatory or governmental agencies require modifications to the Plan of Merger, the Certificate of Merger or any other Transaction Documents, or should any non-substantive modifications to the foregoing documents be required, the proper officers of Mount St. Mary's Hospital and Mount St. Mary's Foundation, as applicable, be, and each of them acting alone is, hereby authorized to approve or reject such modifications in their sole discretion, and shall report such action to the Board of Mount St. Mary's Hospital and the Board of Directors of Mount St. Mary's Foundation; and

RESOLVED, that each officer of Mount St. Mary's Hospital, acting alone is authorized on behalf of Mount St. Mary's Hospital, to consent to and enter into all documents and to take such further action necessary or appropriate on behalf of Mount St. Mary's Hospital as the sole corporate member of Mount St. Mary's Foundation, in connection with the Certificate of Merger, Plan of Merger, the Transaction Documents and the matters set forth in the foregoing resolutions; and

RESOLVED, that each of the documents referenced in these resolutions or deemed to be necessary or appropriate in connection with the matters set forth in the foregoing resolutions shall be in such form and content as the proper officers of Mount

St. Mary's Hospital and/or Mount St. Mary's Foundation executing same shall approve, his or her approval to be conclusively evidenced by his or her execution thereof; and

RESOLVED, that each officer of Mount St. Mary's Hospital is hereby designated as a proper officer of Mount St. Mary's Hospital for the purposes of these resolutions.

CERTIFICATION

OF THE

RESOLUTIONS

OF THE

BOARD OF DIRECTORS

OF

SISTERS OF CHARITY HOSPITAL OF BUFFALO, NEW YORK

The undersigned Secretary of Sisters of Charity Hospital of Buffalo, New York, a New York not-for-profit corporation (the "Corporation"), the sole member of Sisters Hospital Foundation, Inc., hereby certifies that attached hereto is a true, complete and correct copy of the resolutions duly adopted by the Board of Directors of the Corporation in accordance with law, at a meeting duly called and held the 5th day of December, 2024, which are in full force and have not been modified or amended.

IN WITNESS WHEREOF, the undersigned has executed this Certification this 4th day of March, 2025.

Leonardo Sette-Camara, Secretary

PROPOSED RESOLUTIONS
FOR THE
BOARD OF DIRECTORS
OF
SISTERS OF CHARITY HOSPITAL OF BUFFALO, NEW YORK

WHEREAS, each of The Foundation of Catholic Health ("Foundation of Catholic Health"), Sisters Hospital Foundation, Inc. ("Sisters Hospital Foundation"), Kenmore Mercy Foundation, Inc. ("Kenmore Mercy Foundation"), Mercy Hospital Foundation, Inc. ("Mercy Hospital Foundation"), Catholic Health System Continuing Care Foundation ("Continuing Care Foundation") and Mount St. Mary's Hospital Foundation, Inc. ("Mount St. Mary's Foundation" and, collectively with Foundation of Catholic Health, Sisters Hospital Foundation, Mercy Hospital Foundation, Kenmore Mercy Foundation, and Continuing Care Foundation, the "Constituent Corporations") desire to merge, with Foundation of Catholic Health being the surviving corporation under the name of "The Foundation of Catholic Health"; and

WHEREAS, subject to all required member and other required or recommended approvals, the Board of Directors of Sisters Hospital Foundation approved the merger of Sisters Hospital Foundation with the other Constituent Corporations and into Foundation of Catholic Health, with Foundation of Catholic Health being the surviving corporation pursuant to a plan of merger substantially in the form attached hereto as Exhibit A (the "Plan of Merger") and as evidenced by a Certificate of Merger substantially in the form attached hereto as Exhibit B (the "Certificate of Merger"); and

WHEREAS, Sisters of Charity Hospital of Buffalo, New York ("Sisters of Charity Hospital") is the sole corporate member of Sisters Hospital Foundation; and

WHEREAS, subject to all required member and other required or recommended approvals, the Board of Directors (the "Board") of Sisters of Charity Hospital, on behalf of Sisters of Charity Hospital as the sole corporate member of Sisters Hospital Foundation, deems it to be fair, reasonable and in the best interests of Sisters Hospital Foundation to merge with the other Constituent Corporations and into the Foundation of Catholic Health, with Foundation of Catholic Health being the entity surviving the merger.

NOW, THEREFORE BE IT

RESOLVED, that, subject to approval and/or ratification as may be necessary or appropriate by each of Catholic Health System, Inc. ("Catholic Health") and Catholic Health's corporate members and religious sponsors, as may be applicable, the Board of Sisters of Charity Hospital, on behalf of Sisters of Charity Hospital as the sole corporate

member of Sisters Hospital Foundation, hereby approves the merger of Sisters Hospital Foundation with the other Constituent Corporations into Foundation of Catholic Health with Foundation of Catholic Health being the surviving corporation under the name of The Foundation of Catholic Health, the Plan of Merger and Certificate of Merger; and

RESOLVED, that, the Board of Sisters of Charity Hospital, on behalf of Sisters of Charity Hospital as the sole corporate member of Sisters Hospital Foundation, hereby approves and ratifies the submission of the Plan of Merger and Certificate of Merger to Catholic Health for approval as the sole corporate member of Sisters of Charity Hospital; and

RESOLVED, that, subject to the approval and/or ratification by Catholic Health and the Catholic Health members and sponsors, as may be applicable or appropriate, the Board of Sisters of Charity Hospital, on behalf of Sisters of Charity Hospital as the sole corporate member of Sisters Hospital Foundation, hereby approves submission of the Certificate of Merger, Plan of Merger and/or any documents in connection with the Certificate of Merger or the Plan of Merger as may be necessary or appropriate (collectively, the "Transaction Documents") to such regulatory or governmental agencies as may be necessary including, without limitation, the New York State Department of Health and/or Public Health and Health Planning Council, the New York State Attorney General or a justice of the New York State Supreme Court and the New York State Department of State; and

RESOLVED, that should the New York State Department of Health, the New York State Public Health and Health Planning Council, the New York State Attorney General, a justice of the New York State Supreme Court, or the New York State Secretary of State or any other regulatory or governmental agencies require modifications to the Plan of Merger, the Certificate of Merger or any other Transaction Documents, or should any non-substantive modifications to the foregoing documents be required, the proper officers of Sisters of Charity Hospital and Sisters Hospital Foundation, as applicable, be, and each of them acting alone is, hereby authorized to approve or reject such modifications in their sole discretion, and shall report such action to the Board of Sisters of Charity Hospital and the Board of Directors of Sisters Hospital Foundation; and

RESOLVED, that each officer of Sisters of Charity Hospital, acting alone is authorized on behalf of Sisters of Charity Hospital, to consent to and enter into all documents and to take such further action necessary or appropriate on behalf of Sisters of Charity Hospital as the sole corporate member of Sisters Hospital Foundation, in connection with the Certificate of Merger, Plan of Merger, the Transaction Documents and the matters set forth in the foregoing resolutions; and

RESOLVED, that each of the documents referenced in these resolutions or deemed to be necessary or appropriate in connection with the matters set forth in the foregoing resolutions shall be in such form and content as the proper officers of Sisters of Charity Hospital and/or Sisters Hospital Foundation executing same shall approve, his or her approval to be conclusively evidenced by his or her execution thereof; and

RESOLVED, that each officer of Sisters of Charity Hospital is hereby designated as a proper officer of Sisters of Charity Hospital for the purposes of these resolutions.

Doc #12303226.1

CERTIFICATION

OF THE

RESOLUTIONS

OF THE

BOARD OF DIRECTORS

OF

KENMORE MERCY HOSPITAL

The undersigned Secretary of Kenmore Mercy Hospital, a New York not-for-profit corporation (the "Corporation"), the sole member of Kenmore Mercy Foundation, Inc., hereby certifies that attached hereto is a true, complete and correct copy of the resolutions duly adopted by the Board of Directors of the Corporation in accordance with law, at a meeting duly called and held the 5th day of December, 2024, which are in full force and have not been modified or amended.

IN WITNESS WHEREOF, the undersigned has executed this Certification this 6th day of March, 2025.

Leonardo Sette-Camara, Secretary

PROPOSED RESOLUTIONS
FOR THE
BOARD OF DIRECTORS
OF
KENMORE MERCY HOSPITAL

WHEREAS, each of The Foundation of Catholic Health ("Foundation of Catholic Health"), Sisters Hospital Foundation, Inc. ("Sisters Hospital Foundation"), Kenmore Mercy Foundation, Inc. ("Kenmore Mercy Foundation"), Mercy Hospital Foundation, Inc. ("Mercy Hospital Foundation"), Catholic Health System Continuing Care Foundation ("Continuing Care Foundation") and Mount St. Mary's Hospital Foundation, Inc. ("Mount St. Mary's Foundation" and, collectively with Foundation of Catholic Health, Sisters Hospital Foundation, Mercy Hospital Foundation, Kenmore Mercy Foundation, and Continuing Care Foundation, the "Constituent Corporations") desire to merge, with Foundation of Catholic Health being the surviving corporation under the name of "The Foundation of Catholic Health"; and

WHEREAS, subject to all required member and other required or recommended approvals, the Board of Directors of Kenmore Mercy Foundation approved the merger of Kenmore Mercy Foundation with the other Constituent Corporations and into Foundation of Catholic Health, with Foundation of Catholic Health being the surviving corporation pursuant to a plan of merger substantially in the form attached hereto as Exhibit A (the "Plan of Merger") and as evidenced by a Certificate of Merger substantially in the form attached hereto as Exhibit B (the "Certificate of Merger"); and

WHEREAS, Kenmore Mercy Hospital ("Kenmore Mercy Hospital") is the sole corporate member of Kenmore Mercy Foundation; and

WHEREAS, subject to all required member and other required or recommended approvals, the Board of Directors (the "Board") of Kenmore Mercy Hospital, on behalf of Kenmore Mercy Hospital as the sole corporate member of Kenmore Mercy Foundation, deems it to be fair, reasonable and in the best interests of Kenmore Mercy Foundation to merge with the other Constituent Corporations and into the Foundation of Catholic Health, with Foundation of Catholic Health being the entity surviving the merger.

NOW, THEREFORE BE IT

RESOLVED, that, subject to approval and/or ratification as may be necessary or appropriate by each of Catholic Health System, Inc. ("Catholic Health") and Catholic Health's corporate members and religious sponsors, as may be applicable, the Board of Kenmore Mercy Hospital, on behalf of Kenmore Mercy Hospital as the sole corporate

member of Kenmore Mercy Foundation, hereby approves the merger of Kenmore Mercy Foundation with the other Constituent Corporations into Foundation of Catholic Health with Foundation of Catholic Health being the surviving corporation under the name of The Foundation of Catholic Health, the Plan of Merger and Certificate of Merger; and

RESOLVED, that, the Board of Kenmore Mercy Hospital, on behalf of Kenmore Mercy Hospital as the sole corporate member of Kenmore Mercy Foundation, hereby approves and ratifies the submission of the Plan of Merger and Certificate of Merger to Catholic Health for approval as the sole corporate member of Kenmore Mercy Hospital; and

RESOLVED, that, subject to approval and/or ratification by Catholic Health and the Catholic Health members and sponsors, as may be applicable or appropriate, the Board of Kenmore Mercy Hospital, on behalf of Kenmore Mercy Hospital as the sole corporate member of Kenmore Mercy Foundation, hereby approves submission of the Certificate of Merger, Plan of Merger and/or any documents in connection with the Certificate of Merger or the Plan of Merger as may be necessary or appropriate (collectively, the "Transaction Documents") to such regulatory or governmental agencies as may be necessary including, without limitation, the New York State Department of Health and/or Public Health and Health Planning Council, the New York State Attorney General or a justice of the New York State Supreme Court and the New York State Department of State; and

RESOLVED, that should the New York State Department of Health, the New York State Public Health and Health Planning Council, the New York State Attorney General, a justice of the New York State Supreme Court, or the New York State Secretary of State or any other regulatory or governmental agencies require modifications to the Plan of Merger, the Certificate of Merger or any other Transaction Documents, or should any non-substantive modifications to the foregoing documents be required, the proper officers of Kenmore Mercy Hospital and Kenmore Mercy Foundation, as applicable, be, and each of them acting alone is, hereby authorized to approve or reject such modifications in their sole discretion, and shall report such action to the Board of Kenmore Mercy Hospital and the Board of Directors of Kenmore Mercy Foundation; and

RESOLVED, that each officer of Kenmore Mercy Hospital, acting alone is authorized on behalf of Kenmore Mercy Hospital, to consent to and enter into all documents and to take such further action necessary or appropriate on behalf of Kenmore Mercy Hospital as the sole corporate member of Kenmore Mercy Foundation, in connection with the Certificate of Merger, Plan of Merger, the Transaction Documents and the matters set forth in the foregoing resolutions; and

RESOLVED, that each of the documents referenced in these resolutions or deemed to be necessary or appropriate in connection with the matters set forth in the foregoing resolutions shall be in such form and content as the proper officers of Kenmore Mercy Hospital and/or Kenmore Mercy Foundation executing same shall approve, his or her approval to be conclusively evidenced by his or her execution thereof; and

RESOLVED, that each officer of Kenmore Mercy Hospital is hereby designated as a proper officer of Kenmore Mercy Hospital for the purposes of these resolutions.

Doc #12303337.1

CERTIFICATION

OF THE

RESOLUTIONS

OF THE

BOARD OF DIRECTORS

OF

MERCY HOSPITAL OF BUFFALO

The undersigned Secretary of Mercy Hospital of Buffalo, a New York not-for-profit corporation (the "Corporation"), the sole member of Mercy Hospital Foundation, Inc., hereby certifies that attached hereto is a true, complete and correct copy of the resolutions duly adopted by the Board of Directors of the Corporation in accordance with law, at a meeting duly called and held the 5th day of December, 2024, which are in full force and have not been modified or amended.

IN WITNESS WHEREOF, the undersigned has executed this Certification this 6th day of March, 2025.

Leonardo Sette-Camara, Secretary

PROPOSED RESOLUTIONS
FOR THE
BOARD OF DIRECTORS
OF
MERCY HOSPITAL OF BUFFALO

WHEREAS, each of The Foundation of Catholic Health ("Foundation of Catholic Health"), Sisters Hospital Foundation, Inc. ("Sisters Hospital Foundation"), Kenmore Mercy Foundation, Inc. ("Kenmore Mercy Foundation"), Mercy Hospital Foundation, Inc. ("Mercy Hospital Foundation"), Catholic Health System Continuing Care Foundation ("Continuing Care Foundation") and Mount St. Mary's Hospital Foundation, Inc. ("Mount St. Mary's Foundation" and, collectively with Foundation of Catholic Health, Sisters Hospital Foundation, Mercy Hospital Foundation, Kenmore Mercy Foundation, and Continuing Care Foundation, the "Constituent Corporations") desire to merge, with Foundation of Catholic Health being the surviving corporation under the name of "The Foundation of Catholic Health"; and

WHEREAS, subject to all required member and other required or recommended approvals, the Board of Directors of Mercy Hospital Foundation approved the merger of Mercy Hospital Foundation with the other Constituent Corporations and into Foundation of Catholic Health, with Foundation of Catholic Health being the surviving corporation pursuant to a plan of merger substantially in the form attached hereto as Exhibit A (the "Plan of Merger") and as evidenced by a Certificate of Merger substantially in the form attached hereto as Exhibit B (the "Certificate of Merger"); and

WHEREAS, Mercy Hospital of Buffalo ("Mercy Hospital") is the sole corporate member of Mercy Hospital Foundation; and

WHEREAS, subject to all required member and other required or recommended approvals, the Board of Directors (the "Board") of Mercy Hospital, on behalf of Mercy Hospital as the sole corporate member of Mercy Hospital Foundation, deems it to be fair, reasonable and in the best interests of Mercy Hospital Foundation to merge with the other Constituent Corporations and into the Foundation of Catholic Health, with Foundation of Catholic Health being the entity surviving the merger.

NOW, THEREFORE BE IT

RESOLVED, that, subject to approval and/or ratification as may be necessary or appropriate by each of Catholic Health System, Inc. ("Catholic Health") and Catholic Health's corporate members and religious sponsors, as may be applicable, the Board of Mercy Hospital, on behalf of Mercy Hospital as the sole corporate member of Mercy Hospital Foundation; hereby approves the merger of Mercy Hospital Foundation with

the other Constituent Corporations into Foundation of Catholic Health with Foundation of Catholic Health being the surviving corporation under the name of The Foundation of Catholic Health, the Plan of Merger and Certificate of Merger; and

RESOLVED, that, the Board of Mercy Hospital, on behalf of Mercy Hospital as the sole corporate member of Mercy Hospital Foundation, hereby approves and ratifies the submission of the Plan of Merger and Certificate of Merger to Catholic Health for approval as the sole corporate member of Mercy Hospital; and

RESOLVED, that, subject to approval and/or ratification by Catholic Health and the Catholic Health members and sponsors, as may be applicable or appropriate, the Board of Mercy Hospital, on behalf of Mercy Hospital as the sole corporate member of Mercy Hospital Foundation, hereby approves submission of the Certificate of Merger, Plan of Merger and/or any documents in connection with the Certificate of Merger or the Plan of Merger as may be necessary or appropriate (collectively, the "Transaction Documents") to such regulatory or governmental agencies as may be necessary including, without limitation, the New York State Department of Health and/or Public Health and Health Planning Council, the New York State Attorney General or a justice of the New York State Supreme Court and the New York State Department of State; and

RESOLVED, that should the New York State Department of Health, the New York State Public Health and Health Planning Council, the New York State Attorney General, a justice of the New York State Supreme Court, or the New York State Secretary of State or any other regulatory or governmental agencies require modifications to the Plan of Merger, the Certificate of Merger or any other Transaction Documents, or should any non-substantive modifications to the foregoing documents be required, the proper officers of Mercy Hospital and Mercy Hospital Foundation, as applicable, be, and each of them acting alone is, hereby authorized to approve or reject such modifications in their sole discretion, and shall report such action to the Board of Mercy Hospital and the Board of Directors of Mercy Hospital Foundation; and

RESOLVED, that each officer of Mercy Hospital, acting alone is authorized on behalf of Mercy Hospital, to consent to and enter into all documents and to take such further action necessary or appropriate on behalf of Mercy Hospital as the sole corporate member of Mercy Hospital Foundation, in connection with the Certificate of Merger, Plan of Merger, the Transaction Documents and the matters set forth in the foregoing resolutions; and

RESOLVED, that each of the documents referenced in these resolutions or deemed to be necessary or appropriate in connection with the matters set forth in the foregoing resolutions shall be in such form and content as the proper officers of Mercy Hospital and/or Mercy Hospital Foundation executing same shall approve, his or her approval to be conclusively evidenced by his or her execution thereof; and

RESOLVED, that each officer of Mercy Hospital is hereby designated as a proper officer of Mercy Hospital for the purposes of these resolutions.

Doc #12303460.1

CERTIFICATION

OF THE

RESOLUTIONS

OF THE

BOARD OF DIRECTORS

OF

MOUNT ST. MARY'S HOSPITAL OF NIAGARA FALLS

The undersigned Secretary of Mount St. Mary's Hospital of Niagara Falls, a New York not-for-profit corporation (the "Corporation"), the sole member of Mount St. Mary's Hospital Foundation, Inc., hereby certifies that attached hereto is a true, complete and correct copy of the resolutions duly adopted by the Board of Directors of the Corporation in accordance with law, at a meeting duly called and held the 5th day of December, 2024, which are in full force and have not been modified or amended.

IN WITNESS WHEREOF, the undersigned has executed this Certification this 6th day of March, 2025.

Leonardo Sette-Camara, Secretary

PROPOSED RESOLUTIONS
FOR THE
BOARD OF DIRECTORS
OF
MOUNT ST. MARY'S HOSPITAL OF NIAGARA FALLS

WHEREAS, each of The Foundation of Catholic Health ("Foundation of Catholic Health"), Sisters Hospital Foundation, Inc. ("Sisters Hospital Foundation"), Kenmore Mercy Foundation, Inc. ("Kenmore Mercy Foundation"), Mercy Hospital Foundation, Inc. ("Mercy Hospital Foundation"), Catholic Health System Continuing Care Foundation ("Continuing Care Foundation") and Mount St. Mary's Hospital Foundation, Inc. ("Mount St. Mary's Foundation" and, collectively with Foundation of Catholic Health, Sisters Hospital Foundation, Mercy Hospital Foundation, Kenmore Mercy Foundation, and Continuing Care Foundation, the "Constituent Corporations") desire to merge, with Foundation of Catholic Health being the surviving corporation under the name of "The Foundation of Catholic Health"; and

WHEREAS, subject to all required member and other required or recommended approvals, the Board of Directors of Mount St. Mary's Foundation approved the merger of Mount St. Mary's Foundation with the other Constituent Corporations and into Foundation of Catholic Health, with Foundation of Catholic Health being the surviving corporation pursuant to a plan of merger substantially in the form attached hereto as Exhibit A (the "Plan of Merger") and as evidenced by a Certificate of Merger substantially in the form attached hereto as Exhibit B (the "Certificate of Merger"); and

WHEREAS, Mount St. Mary's Hospital of Niagara Falls (Mount St. Mary's Hospital") is the sole corporate member of Mount St. Mary's Foundation; and

WHEREAS, subject to all required member and other required or recommended approval, the Board of Directors (the "Board") of Mount St. Mary's Hospital, on behalf of Mount St. Mary's Hospital as the sole corporate member of Mount St. Mary's Foundation, deems it to be fair, reasonable and in the best interests of Mount St. Mary's Foundation to merge with the other Constituent Corporations and into the Foundation of Catholic Health, with Foundation of Catholic Health being the entity surviving the merger.

NOW, THEREFORE BE IT

RESOLVED, that, subject to approval and/or ratification as may be necessary or appropriate by each of Catholic Health System, Inc. ("Catholic Health") and Catholic Health's corporate members and religious sponsors, as may be applicable, the Board of Mount St. Mary's Hospital, on behalf of Mount St. Mary's Hospital as the sole member of Mount St. Mary's Foundation, hereby approves the merger of Mount St. Mary's

Foundation with the other Constituent Corporations into Foundation of Catholic Health with Foundation of Catholic Health being the surviving corporation under the name of The Foundation of Catholic Health, the Plan of Merger and Certificate of Merger; and

RESOLVED, that, the Board of Mount St. Mary's Hospital, on behalf of Mount St. Mary's Hospital as the sole corporate member of Mount St. Mary's Foundation, hereby approves and ratifies the submission of the Plan of Merger and Certificate of Merger to Catholic Health for approval as the sole corporate member of Mount St. Mary's Hospital; and

RESOLVED, that, subject to the approval and/or ratification by Catholic Health and the Catholic Health members and sponsors, as may be applicable or appropriate, the Board of Mount St. Mary's Hospital hereby approves submission of the Certificate of Merger, Plan of Merger and/or any documents in connection with the Certificate of Merger or the Plan of Merger as may be necessary or appropriate (collectively, the "Transaction Documents") to such regulatory or governmental agencies as may be necessary including, without limitation, the New York State Department of Health and/or Public Health and Health Planning Council, the New York State Attorney General or a justice of the New York State Supreme Court and the New York State Department of State; and

RESOLVED, that should the New York State Department of Health, the New York State Public Health and Health Planning Council, the New York State Attorney General, a justice of the New York State Supreme Court, or the New York State Secretary of State or any other regulatory or governmental agencies require modifications to the Plan of Merger, the Certificate of Merger or any other Transaction Documents, or should any non-substantive modifications to the foregoing documents be required, the proper officers of Mount St. Mary's Hospital and Mount St. Mary's Foundation, as applicable, be, and each of them acting alone is, hereby authorized to approve or reject such modifications in their sole discretion, and shall report such action to the Board of Mount St. Mary's Hospital and the Board of Directors of Mount St. Mary's Foundation; and

RESOLVED, that each officer of Mount St. Mary's Hospital, acting alone is authorized on behalf of Mount St. Mary's Hospital, to consent to and enter into all documents and to take such further action necessary or appropriate on behalf of Mount St. Mary's Hospital as the sole corporate member of Mount St. Mary's Foundation, in connection with the Certificate of Merger, Plan of Merger, the Transaction Documents and the matters set forth in the foregoing resolutions; and

RESOLVED, that each of the documents referenced in these resolutions or deemed to be necessary or appropriate in connection with the matters set forth in the foregoing resolutions shall be in such form and content as the proper officers of Mount

St. Mary's Hospital and/or Mount St. Mary's Foundation executing same shall approve, his or her approval to be conclusively evidenced by his or her execution thereof; and

RESOLVED, that each officer of Mount St. Mary's Hospital is hereby designated as a proper officer of Mount St. Mary's Hospital for the purposes of these resolutions.

CERTIFICATION

OF THE

RESOLUTIONS REGARDING THE FOUNDATION OF CATHOLIC HEALTH

OF THE

BOARD OF DIRECTORS

OF

CATHOLIC HEALTH SYSTEM, INC.

The undersigned Assistant Secretary of Catholic Health System, Inc. a New York not-for-profit corporation (the "Corporation"), hereby certifies that attached hereto is a true, complete and correct copy of the resolutions duly adopted by the Board of Directors of the Corporation in accordance with law, at a meeting duly called and held the 12th day of December, 2024, which are in full force and have not been modified or amended.

IN WITNESS WHEREOF, the undersigned has executed this Certification this 6th day of March, 2025.

Leonardo Sette-Camara, Assistant Secretary

PROPOSED RESOLUTIONS
FOR THE
BOARD OF DIRECTORS
OF CATHOLIC HEALTH SYSTEM, INC.
REGARDING THE FOUNDATION OF CATHOLIC HEALTH

WHEREAS, each of The Foundation of Catholic Health ("Foundation of Catholic Health"), Sisters Hospital Foundation, Inc. ("Sisters Hospital Foundation"), Kenmore Mercy Foundation, Inc. ("Kenmore Mercy Foundation"), Mercy Hospital Foundation, Inc. ("Mercy Hospital Foundation"), Catholic Health System Continuing Care Foundation ("Continuing Care Foundation") and Mount St. Mary's Hospital Foundation, Inc. ("Mount St. Mary's Foundation" and, collectively with Foundation of Catholic Health, Sisters Hospital Foundation, Mercy Hospital Foundation, Kenmore Mercy Foundation, and Continuing Care Foundation, the "Constituent Corporations") desire to merge, with Foundation of Catholic Health being the surviving corporation under the name of "The Foundation of Catholic Health"; and

WHEREAS, subject to all required member and other required or recommended approvals, the Board of Directors of Foundation of Catholic Health approved the merger of Foundation of Catholic Health with the other Constituent Corporations and into Foundation of Catholic Health, with Foundation of Catholic Health being the surviving corporation pursuant to a plan of merger substantially in the form attached hereto as Exhibit A (the "Plan of Merger") and as evidenced by a Certificate of Merger substantially in the form attached hereto as Exhibit B (the "Certificate of Merger"); and

WHEREAS, Catholic Health System, Inc. ("Catholic Health") is the sole corporate member of Foundation of Catholic Health; and

WHEREAS, subject to all required or recommended member and/or religious sponsor approvals and/or ratifications, the Board of Directors (the "Board") of Catholic Health, on behalf of Catholic Health as the sole corporate member of Foundation of Catholic Health, deems it to be fair, reasonable and in the best interests of Foundation of Catholic Health to merge with the other Constituent Corporations and into Foundation of Catholic Health, with Foundation of Catholic Health being the entity surviving the merger.

NOW, THEREFORE BE IT

RESOLVED, that, subject to approval and/or ratification as may be necessary or appropriate by Catholic Health's corporate members and religious sponsors, as may be applicable, the Board of Catholic Health, on behalf of Catholic Health as the sole corporate member of Foundation of Catholic Health hereby approves the merger of

Foundation of Catholic Health with the other Constituent Corporations into Foundation of Catholic Health with Foundation of Catholic Health being the surviving corporation under the name of The Foundation of Catholic Health, the Plan of Merger and Certificate of Merger; and

RESOLVED, that, the Board of Catholic Health, on behalf of Catholic Health as the sole corporate member of Foundation of Catholic Health, hereby approves and ratifies the submission of the Plan of Merger and Certificate of Merger to Catholic Health's members and sponsors for approval and/or ratification; and

RESOLVED, that, subject to approval and/or ratification by the Catholic Health members and sponsors, as may be applicable or appropriate, the Board of Catholic Health on behalf of Catholic Health as the sole corporate member of Foundation of Catholic Health, hereby approves submission of the Certificate of Merger, Plan of Merger and/or any documents in connection with the Certificate of Merger or the Plan of Merger as may be necessary or appropriate (collectively, the "Transaction Documents") to such regulatory or governmental agencies as may be necessary including, without limitation, the New York State Department of Health and/or Public Health and Health Planning Council, the New York State Attorney General or a justice of the New York State Supreme Court and the New York State Department of State; and

RESOLVED, that should the New York State Department of Health, the New York State Public Health and Health Planning Council, the New York State Attorney General, a justice of the New York State Supreme Court, or the New York State Secretary of State or any other regulatory or governmental agencies require modifications to the Plan of Merger, the Certificate of Merger or any other Transaction Documents, or should any non-substantive modifications to the foregoing documents be required, the proper officers of Catholic Health and Foundation of Catholic Health be, and each of them acting alone is, hereby authorized to approve or reject such modifications in their sole discretion, and shall report such action to the Board of Catholic Health and the Board of Directors of Foundation of Catholic Health; and

RESOLVED, that each officer of Catholic Health, acting alone is authorized on behalf of Catholic Health, to consent to and enter into all documents and to take such further action necessary or appropriate on behalf of Catholic Health as the sole corporate member of Foundation of Catholic Health, in connection with the Certificate of Merger, Plan of Merger, the Transaction Documents and the matters set forth in the foregoing resolutions; and

RESOLVED, that each of the documents referenced in these resolutions or deemed to be necessary or appropriate in connection with the matters set forth in the foregoing resolutions shall be in such form and content as the proper officers of

Catholic Health and/or Foundation of Catholic Health executing same shall approve, his or her approval to be conclusively evidenced by his or her execution thereof; and

RESOLVED, that each officer of Catholic Health is hereby designated as a proper officer of Catholic Health for the purposes of these resolutions.

These resolutions shall take effect immediately.

Dated: December 12, 2024

Doc #12321820.1

CERTIFICATION

OF THE

RESOLUTIONS REGARDING CATHOLIC HEALTH SYSTEM CONTINUING CARE FOUNDATION

OF THE

BOARD OF DIRECTORS

OF

CATHOLIC HEALTH SYSTEM, INC.

The undersigned Assistant Secretary of Catholic Health System, Inc. a New York not-for-profit corporation (the "Corporation"), hereby certifies that attached hereto is a true, complete and correct copy of the resolutions duly adopted by the Board of Directors of the Corporation in accordance with law, at a meeting duly called and held the 12th day of December, 2024, which are in full force and have not been modified or amended.

IN WITNESS WHEREOF, the undersigned has executed this Certification this 6th day of March, 2025.

Leonardo Sette-Camara, Assistant Secretary

PROPOSED RESOLUTIONS
FOR THE
BOARD OF DIRECTORS
OF
CATHOLIC HEALTH SYSTEM, INC.
REGARDING CATHOLIC HEALTH SYSTEM
CONTINUING CARE FOUNDATION

WHEREAS, each of The Foundation of Catholic Health ("Foundation of Catholic Health"), Sisters Hospital Foundation, Inc. ("Sisters Hospital Foundation"), Kenmore Mercy Foundation, Inc. ("Kenmore Mercy Foundation"), Mercy Hospital Foundation, Inc. ("Mercy Hospital Foundation"), Catholic Health System Continuing Care Foundation ("Continuing Care Foundation") and Mount St. Mary's Hospital Foundation, Inc. ("Mount St. Mary's Foundation" and, collectively with Foundation of Catholic Health, Sisters Hospital Foundation, Mercy Hospital Foundation, Kenmore Mercy Foundation, and Continuing Care Foundation, the "Constituent Corporations") desire to merge, with Foundation of Catholic Health being the surviving corporation under the name of "The Foundation of Catholic Health"; and

WHEREAS, subject to all required member and other required or recommended approvals, the Board of Directors of Continuing Care Foundation approved the merger of Continuing Care Foundation with the other Constituent Corporations and into Foundation of Catholic Health, with Foundation of Catholic Health being the surviving corporation pursuant to a plan of merger substantially in the form attached hereto as Exhibit A (the "Plan of Merger") and as evidenced by a Certificate of Merger substantially in the form attached hereto as Exhibit B (the "Certificate of Merger"); and

WHEREAS, Catholic Health System, Inc. ("Catholic Health") is the sole corporate member of Continuing Care Foundation; and

WHEREAS, subject to all required or recommended member and/or religious sponsor approvals and/or ratifications, the Board of Directors (the "Board") of Catholic Health, on behalf of Catholic Health as the sole corporate member of Continuing Care Foundation, deems it to be fair, reasonable and in the best interest of Continuing Care Foundation to merge with the other Constituent Corporations and into Foundation of Catholic Health, with Foundation of Catholic Health being the entity surviving the merger.

NOW, THEREFORE BE IT

RESOLVED, that, subject to approval and/or ratification as may be necessary or appropriate by Catholic Health's corporate members and religious sponsors, as may be applicable, the Board of Catholic Health, on behalf of Catholic Health as the sole

corporate member of Continuing Care Foundation, hereby approves the merger of Continuing Care Foundation with the other Constituent Corporations into Foundation of Catholic Health with Foundation of Catholic Health being the surviving corporation under the name of The Foundation of Catholic Health, the Plan of Merger and Certificate of Merger; and

RESOLVED, that, the Board of Catholic Health, on behalf of Catholic Health as the sole corporate member of Continuing Care Foundation, hereby approves and ratifies the submission of the Plan of Merger and Certificate of Merger to Catholic Health's members and sponsors for approval and/or ratification; and

RESOLVED, that, subject to approval and/or ratification by the Catholic Health members and sponsors, as may be applicable or appropriate, the Board of Catholic Health on behalf of Catholic Health as the sole corporate member of Continuing Care Foundation, hereby approves submission of the Certificate of Merger, Plan of Merger and/or any documents in connection with the Certificate of Merger or the Plan of Merger as may be necessary or appropriate (collectively, the "Transaction Documents") to such regulatory or governmental agencies as may be necessary including, without limitation, the New York State Department of Health and/or Public Health and Health Planning Council, the New York State Attorney General or a justice of the New York State Supreme Court and the New York State Department of State; and

RESOLVED, that should the New York State Department of Health, the New York State Public Health and Health Planning Council, the New York State Attorney General, a justice of the New York State Supreme Court, or the New York State Secretary of State or any other regulatory or governmental agencies require modifications to the Plan of Merger, the Certificate of Merger or any other Transaction Documents, or should any non-substantive modifications to the foregoing documents be required, the proper officers of Catholic Health and Continuing Care Foundation be, and each of them acting alone is, hereby authorized to approve or reject such modifications in their sole discretion, and shall report such action to the Board of Catholic Health and the Board of Directors of Continuing Care Foundation; and

RESOLVED, that each officer of Catholic Health, acting alone is authorized on behalf of Catholic Health, to consent to and enter into all documents and to take such further action necessary or appropriate on behalf of Catholic Health as the sole corporate member of Continuing Care Foundation, in connection with the Certificate of Merger, Plan of Merger, the Transaction Documents and the matters set forth in the foregoing resolutions; and

RESOLVED, that each of the documents referenced in these resolutions or deemed to be necessary or appropriate in connection with the matters set forth in the foregoing resolutions shall be in such form and content as the proper officers of

Catholic Health and/or Continuing Care Foundation executing same shall approve, his or her approval to be conclusively evidenced by his or her execution thereof; and

RESOLVED, that each officer of Catholic Health is hereby designated as a proper officer of Catholic Health for the purposes of these resolutions.

These resolutions shall take effect immediately.

Dated: December 12, 2024

Doc #12321774.1