

STATE OF NEW YORK
PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

ADDENDUM TO AGENDA

STANDING COMMITTEES

Tentative
June 10, 2011
9:30 a.m.

90 Church Street
4th Floor, Room 4A & 4B
New York City

REVISED TABLE OF CONTENTS

I. COMMITTEE ON CODES, REGULATIONS AND LEGISLATION

Exhibit #1

For Information

- 10-11 Amendment of Subpart 7-2, Subpart 6-1, and Subpart 6-2 of Title 10 NYCRR (Children's Camps, Swimming Pools, Bathing Beaches)
- 09-13 Amendment of Section 2.10 and Part 23 of Title 10 NYCRR (Sexually Transmitted Disease Reporting and Treatment Requirements)

For Adoption

- 10-05 Amendment of Subpart 5-1 of Title 10 NYCRR (Public Water Systems)

For Discussion

Sections 405.1, 700.2, 720.1 and 755.2
(Accreditation Standards)

Section 405.19
(Observation Units)

IV. COMMITTEE ON ESTABLISHMENT AND PROJECT REVIEW

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

ADDITION TO THE AGENDA

Ambulatory Surgery Center - Establish/Construct

Exhibit #10

8. 111340 E EPC, LLC d/b/a Endoscopic Procedure Center
(Onondaga County)

REVISED EXHIBIT

Diagnostic and Treatment Centers - Establish/Construct

Exhibit #11

- | <u>Number</u> | <u>Applicant/Facility</u> |
|---------------|-------------------------------------------------------------------------|
| 1. 082140 E | Ralph Lauren Center for Cancer Care and Prevention
(New York County) |

C. Certificates

ADDITION TO THE AGENDA

Certificate of Amendment of the Certificate of Incorporation

Exhibit #16

- | <u>Applicant</u> |
|----------------------------------------|
| 3. The Guidance Center, Inc. |
| 4. Saratoga Care Family Health Centers |

*** REVISED***

STATE OF NEW YORK
PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

STANDING COMMITTEES

Tentative
June 10, 2011
9:30 a.m.

90 Church Street
4th Floor, Room 4A & 4B
New York City

I. COMMITTEE ON CODES, REGULATIONS AND LEGISLATION

Exhibit #1

*** For Information**

- 10-11 Amendment of Subpart 7-2, Subpart 6-1, and Subpart 6-2 of Title 10 NYCRR (Children's Camps, Swimming Pools, Bathing Beaches)
- 09-13 Amendment of Section 2.10 and Part 23 of Title 10 NYCRR (Sexually Transmitted Disease Reporting and Treatment Requirements)

*** For Adoption**

- 10-05 Amendment of Subpart 5-1 of Title 10 NYCRR (Public Water Systems)

*** For Discussion**

- Sections 405.1, 700.2, 720.1 and 755.2
(Accreditation Standards)
- Section 405.19
(Observation Units)

II. COMMITTEE ON PUBLIC HEALTH

III. COMMITTEE ON HEALTH PLANNING

IV. COMMITTEE ON ESTABLISHMENT AND PROJECT REVIEW

A. Applications for Construction of Health Care Facilities

Cardiac Services - Construction

Exhibit #2

	<u>Number</u>	<u>Applicant/Facility</u>
1.	102022 C	New York Methodist Hospital (Kings County)

Acute Care Services - Construction

Exhibit #3

	<u>Number</u>	<u>Applicant/Facility</u>
1.	102417 C	Queens Hospital Center (Queens County)
2.	111257 C	University Hospital SUNY Health Science Center (Onondaga County)

Ambulatory Surgery Center - Construction

Exhibit #4

	<u>Number</u>	<u>Applicant/Facility</u>
1.	102221 C	NYU Hospitals Center (New York County)
2.	102364 C	NYU Hospitals Center (New York County)
3.	101112 C	Nathan Littauer Hospital Ambulatory Surgery Center (Fulton County)

Hospice - Construction

Exhibit #5

	<u>Number</u>	<u>Applicant/Facility</u>
1.	102407 C	Hospice of Orleans, Inc. (Orleans County)

Residential Health Care Facilities - Construction

Exhibit #6

	<u>Number</u>	<u>Applicant/Facility</u>
1.	101083 C	Eger Health Care and Rehabilitation Center (Richmond County)
2.	102316 C	Hamilton Park Multicare, LLC d/b/a Hamilton Park Nursing and Rehabilitation Center (Kings County)

Transitional Care Units - Construction

Exhibit #7

1.	102365 T	Erie County Medical Center (Erie County)
2.	102366 T	South Nassau Communities Hospital (Nassau County)
3.	102367 T	St. Francis Hospital (Nassau County)
4.	* 102370 T	DEFERRED Good Samaritan Hospital of Suffern (Rockland County)
5.	102371 T	Brookhaven Memorial Hospital Medical Center, Inc. (Suffolk County)
6.	102372 T	Glens Falls Hospital (Warren County)
7.	102373 T	Northern Westchester Hospital (Westchester County)
8.	102374 T	White Plains Hospital Center (Westchester County)

Long Term Home Health Care Program - Construction

Exhibit #8

	<u>Number</u>	<u>Applicant/Facility</u>
1.	111177 C	Village Center for Care (Bronx County)

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

Acute Care Services – Establish/Construct

Exhibit #9

	<u>Number</u>	<u>Applicant/Facility</u>
1.	101153 E	New Island Hospital (Nassau County)
2.	102453 E	North Shore Long Island Jewish Health Care, Inc. (Nassau County)
3.	111074 E	Arnot Health, Inc. (Chemung County)

Ambulatory Surgery Center - Establish/Construct

Exhibit #10

	<u>Number</u>	<u>Applicant/Facility</u>
1.	101134 B	Roosevelt SC, LLC (New York County)
2.	101159 E	Lattimore Road Surgicenter, Inc. d/b/a Lattimore Community Surgicenter (Monroe County)
3.	101160 E	West ASC, LLC d/b/a Camillus Surgery Center (Onondaga County)
4.	101167 B	West Side GI, LLC (New York County)
5.	111133 B	Heritage One Day Surgery, LLC (Onondaga County)
6.	111138 B	Putnam GI, LLC d/b/a Putnam Endoscopy ASC, LLC (Putnam County)
7.	111194 B	East Side Endoscopy (New York County)
8.	* 111340 E	EPC, LLC d/b/a Endoscopic Procedure Center (Onondaga County)

Diagnostic and Treatment Centers - Establish/Construct

Exhibit #11

<u>Number</u>	<u>Applicant/Facility</u>
1. *082140 E	Ralph Lauren Center for Cancer Care and Prevention (New York County)
2. 092199 E	East Coast Rehabilitation, Inc. d/b/a Columbus Center for Medical Rehabilitation (Queens County)
3. 101103 B	Queens Medical Pavilion, LLC (Queens County)
4. 102159 B	Parcare Community Health Network (Kings County)
5. 102256 E	South Brooklyn Medical Administrative Services, Inc. (Kings County)
6. 102363 E	HeartShare Wellness Ltd. – REMOVED BEING HANDLED ADMINISTRATIVELY (Kings County)

Dialysis Services - Establish/Construct

Exhibit #12

<u>Number</u>	<u>Applicant/Facility</u>
1. 091040 B	Palm Gardens Dialysis Center, LLC (Kings County)
2. 092072 B	Mohawk Valley Dialysis Center, Inc. (Montgomery County)
3. 092169 B	Ditmas Park Dialysis Center, LLC (Kings County)

Hospice – Establish/Construct

Exhibit #13

<u>Number</u>	<u>Applicant/Facility</u>
1. 082184 B	Visiting Nurse Service of New York Hospice Care (New York County)

Residential Health Care Facilities - Establish/Construct**Exhibit #14**

<u>Number</u>	<u>Applicant/Facility</u>
1. 062433 B	Brooklyn-Queens Nursing Home (Kings County)
2. 092050 E	Woodbury Center for Health Care (Nassau County)
3. 092056 E	White Plains Center for Nursing Care, LLC (Westchester County)
4. 092156 E	Sprain Brook Manor Rehab, Inc. d/b/a Sprain Brook Manor Nursing Home (Westchester County)
5. 102048 E	Ozone Acquisitions, LLC d/b/a Central Island Healthcare (Nassau County)
6. 102234 E	Wedgewood Care Center, Inc. d/b/a Highfield Gardens Care Center of Great Neck (Nassau County)
7. 102346 E	KFG Operating Two, LLC d/b/a Bensonhurst Center for Rehabilitation and Healthcare (Kings County)
8. 111186 E	Autumn View Health Care Facility, LLC (Erie County)
9. 111188 E	Brookhaven Health Care Facility, LLC (Suffolk County)
10. 111189 E	Garden Gate Health Care Facility (Erie County)
11. 111190 E	Harris Hill Nursing Facility, LLC (Erie County)
12. 111191 E	North Gate Health Care Facility (Niagara County)
13. 111192 E	Seneca Health Care Center (Erie County)
14. 111248 E	Morningstar Care Center, Inc. d/b/a Morningstar Residential Care Center (Oswego County)

Certified Home Health Agencies – Establish/Construct

Exhibit #15

<u>Number</u>	<u>Applicant/Facility</u>
1. 051081 E	Family Aides Certified Services of Nassau, Suffolk Incorporated d/b/a Family Care Certified Services of Nassau (Nassau County)
2. 101147 B	Litson Certified Care, Inc., d/b/a WILLCARE (Ulster County)
3. 101156 E	L. Woerner, Inc., d/b/a HCR (Orleans County)
4. 102080 E	Genesee Region Home Care Association d/b/a Lifetime Care (Cayuga County)
5. 102408 E	PTS of Westchester, Inc. (Westchester County)
6. 102409 E	Personal Touch Home Aides of New York, Inc. (Kings County)

C. Certificates

Certificate of Amendment of the Certificate of Incorporation

Exhibit #16

Applicant

1. UNITE HERE Health Center, Inc.
2. Medina Health Care Foundation, Inc.
3. *The Guidance Center, Inc.
4. *Saratoga Care Family Health Centers

Certificate of Dissolution

Exhibit #17

Applicant

1. Wartburg Diagnostic and Treatment Center, Inc.

D. Home Health Agency Licensures

Home Health Agency Licensures

Exhibit #18

<u>Number</u>	<u>Applicant/Facility</u>
1807L	Angels on Call Homecare, LLC (Dutchess, Rockland, Westchester, Orange, Sullivan, Bronx, Putman, and Ulster Counties)
1880L	ACS Home Care, LLC (Nassau, Queens, Suffolk, Westchester, Bronx, Kings, and New York Counties)
1866L	Bells Homecare, Inc. (Bronx, Queens, Kings, Richmond, Nassau, and New York Counties)
1955L	Centurion Enterprises, LLC (Westchester County)
1659L	Courtesy Care, LLC (Bronx, Richmond, Kings, Westchester, Queens and New York Counties)
1873L	Good Care Agency, Inc. (Bronx, Queens, Kings, Richmond, Nassau and New York Counties)
1857L	HHDL, Inc. d/b/a Home Helpers #58168 (Saratoga, Albany, Warren, Schenectady and Washington Counties)
1893L	Aquinas, LLC d/b/a Senior Helpers (New York, Richmond, Bronx, Westchester, Kings, and Queens Counties)
1890L	SIY Home Care, LLC (Kings, New York and Richmond Counties)
1888L	Senior Care HHA, Inc. (Nassau and Suffolk Counties)

- 1902L Silvervine Homecare Services
(Bronx, Queens, Kings, Richmond, Nassau and
New York Counties)
- 1927L Jodi Lee VanNostrand d/b/a Top Quality Home
Care Agency
(Fulton, Schenectady, Hamilton, Schoharie,
Montgomery and Saratoga Counties)
- 1883L Balanced Home Care, LLC d/b/a Balanced Care
Licensed Home Care Agency/Hudson Valley
Assisted Living Program
(Rockland and Orange Counties)
- 1963L Cortland County Health Department
(Cortland County)
- 1970L Dutchess County Department of Health
(Dutchess County)
- 1945L Schoharie County Department of Health
(Schoharie County)
- 1913L A&B Enterprises of Long Island, Inc.
(Nassau and Queens Counties)
- 1912L Allegiant Home Care, LLC
(Bronx, Queens, Kings, Richmond, Nassau and
New York Counties)
- 1842L Allpro Home and Health Care Services
(Bronx, Richmond, Kings, Westchester, New York
and Queens Counties)
- 1683L Coram Healthcare Corporation of Greater New
York
(See exhibit for counties served)
- 1843L Critical Care Nursing Agency, LLC d/b/a Akshar
Nursing Agency
(Nassau, Suffolk and Queens Counties)

- 1381L Cudley's Home Care Services, Inc.
(Bronx, Queens, Kings, Richmond, Nassau and
New York Counties)
- 1840L Heartland Homecare Agency, Inc.
(Bronx, Richmond, Kings, Westchester, New York
and Queens Counties)
- 1782L I & Y Senior Care, Inc.
(Bronx, Richmond, Kings, Nassau, New York and
Queens Counties)
- 1949L Personal Touch Home Care of Long Island, Inc.
(Nassau, Suffolk and Queens Counties)
- 1950L Personal Touch Home Care of Westchester, Inc.
(Putnam, Rockland, Westchester and Bronx
Counties)
- 1951L Personal Touch Home Care, Inc.
(Bronx, Richmond, Kings, New York, and Queens
Counties)
- 1914L Premier Home Health Care Services, Inc.
(Nassau, Suffolk and Queens Counties)
- 1915L Priority Home Care, Inc.
(Bronx, Richmond, Kings, New York and Queens
Counties)
- 1985L Sterling Glen Care at Home, LLC d/b/a Sterling
Glen Care at Home
(Nassau, Suffolk, Westchester and Queens
Counties)
- 1960L Living Life Home Care, Inc. d/b/a Comfort
Keepers #512
(Westchester, Dutchess, Bronx and Putnam
Counties)
- 1672L Bryan Skilled Home Care, Inc.
(Nassau, Suffolk and Queens Counties)

**State of New York
Public Health and Health Planning Council**

June 16, 2011

Committee on Codes, Regulations and Legislation

I. COMMITTEE ON CODES, REGULATIONS AND LEGISLATION

Exhibit #1

*** For Information**

10-11 Amendment of Subpart 7-2, Subpart 6-1, and Subpart 6-2 of Title 10 NYCRR (Children's Camps, Swimming Pools, Bathing Beaches)

09-13 Amendment of Section 2.10 and Part 23 of Title 10 NYCRR (Sexually Transmitted Disease Reporting and Treatment Requirements)

*** For Adoption**

10-05 Amendment of Subpart 5-1 of Title 10 NYCRR (Public Water Systems)

*** For Discussion**

Sections 405.1, 700.2, 720.1 and 755.2
(Accreditation Standards)

Section 405.19
(Observation Units)

**State of New York
Public Health and Health Planning Council**

June 16, 2011

ADDITION TO THE AGENDA

Ambulatory Surgery Center - Establish/Construct

Exhibit #10

8. 111340 E EPC, LLC d/b/a Endoscopic Procedure Center
(Onondaga County)



Public Health and Health Planning Council

Project # 111340-E

EPC, LLC d/b/a Endoscopic Procedure Center

County: Onondaga (Syracuse)
Purpose: Establishment

Program: Ambulatory Surgery Center
Submitted: April 7, 2011

Executive Summary

Description

University Hospital SUNY Health Sciences Center (SUNY Upstate), a 409-bed public hospital in Syracuse, is requesting approval to acquire Community General Hospital of Greater Syracuse's (CGH's) 50% interest in EPC, LLC d/b/a Endoscopic Procedure Center, a certified Article 28 ambulatory surgery center located at 4900 Broad Street, Syracuse.

EPC, LLC, currently performs gastroenterology procedures exclusively. Operations will not change as a result of this application.

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

Current

EPC, LLC d/b/a Endoscopic Procedure Center

MEMBERS:

- Community General Hospital of Greater Syracuse (50%)
- Associated Gastroenterologists of CNY, LLC (35%)
- Colon Rectal Associates of Central New York, LLP (15%)

Proposed

EPC, LLC d/b/a Endoscopic Procedure Center

MEMBERS:

- SUNY Health Science Center Upstate Medical Univ. (50%)
- Associated Gastroenterologists of CNY, LLC (35%)
- Colon Rectal Associates of Central New York, LLP (15%)

BFA Attachment D provides the names of the owners of Associated Gastroenterologists of CNY, LLC and Colon Rectal Associates of Central New York, LLP.

The proposed transfer of CGH's interests in EPC is part of a larger transaction involving the sale of substantially all of the assets of CGH to SUNY Upstate, as described in CON #111257-C. This membership change will be effective the same date

SUNY Upstate closes on its acquisition of substantially all of CGH assets.

DOH Recommendation
Contingent approval.

Need Summary

This project will allow SUNY Upstate and EPC to work in a collaborative and mutually beneficial relationship, as the providers continue to serve EPC's current patient population. The project will also provide expanded clinical experience in the specialty area of gastroenterology for SUNY Upstate medical students.

Program Summary

There will be no programmatic changes as a result of this CON. SUNY Upstate will appoint as managers the same individuals who have been appointed by CGH.

Based on the information reviewed, the facilities are in substantial current compliance with Section 2802-(3)(e) of the New York State Public Health Law and has provided substantially consistent high level of care.

Financial Summary

There will be no purchase price for SUNY Health Science Center Upstate Medical University to acquire CGH's 50% membership interest in Endoscopic Procedure Center.

Architectural Summary

This project is for Establishment only; therefore, no Architectural recommendation is required.

Recommendations

Health Systems Agency

There will be no HSA recommendation for this application.

Office of Health Systems Management

Approval contingent upon:

1. Submission of a photocopy of an executed amended operating agreement, which is acceptable to the Department of Health. [CSL]

Council Action Date

June 16, 2011.

Need Analysis

Background

EPC is an existing ambulatory surgery center located in Onondaga County. The facility has an established client base in Central New York and generates more 5,000 gastroenterology procedures a year. The applicant expects to perform about the same number of procedures post its transfer to SUNY Upstate.

This project will allow SUNY Upstate and EPC to work in a collaborative and mutually beneficial relationship as the providers continue to serve EPC's current patient population. The project will also provide expanded clinical experience in the specialty area of gastroenterology for SUNY Upstate medical students.

Conclusion

Community-General Hospital of Greater Syracuse is proposing to transfer 50% of the ownership interest in EPC LLC to SUNY Upstate Medical Center. The Center will continue to focus on the services for which it was originally approved.

Recommendation

From a need perspective, approval is recommended.

Programmatic Analysis

Background

This proposed transfer is tied to CON #111257-C, which is a request for SUNY Upstate to purchase CGH and make it a division of SUNY Upstate.

Compliance with Applicable Codes, Rules and Regulations

The medical staff will continue to ensure that procedures performed at the Center conform to generally accepted standards of practice and that privileges granted are within the physician's scope of practice and/or expertise. The Center's admissions policy will include anti-discrimination regarding age, race, creed, color, national origin, marital status, sex, sexual orientation, religion, disability, or source of payment. All procedures will be performed in accordance with all applicable federal and state codes, rules and regulations, including standards for credentialing, anesthesiology services, nursing, patient admission and discharge, a medical records system, emergency care, quality assurance and data requirements.

Character and Competence

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. Based on this information, staff concluded that the facilities have provided a substantially consistent high level of care as defined in New York State Public Health Law 2810(a)(3) and 10NYCRR 600.2 during the past 10 years.

The above reviews revealed nothing which would reflect adversely upon the applicant's character and competence or standing in the community.

Recommendation

From a programmatic perspective, approval is recommended.

Financial Analysis

Purchase Membership Agreement

The applicant provided an executed purchase membership agreement, which is summarized below:

<i>Date:</i>	April 25, 2011
<i>Purpose:</i>	The purchase price will acquire a 50% membership interests in EPC, LLC d/b/a Endoscopic Procedure Center.
<i>Assignor:</i>	Community General Hospital of Greater Syracuse
<i>Assignee:</i>	State University of New York Upstate Medical University
<i>Acquired Assets:</i>	All of Assignor's right, title, and interest in and to the Membership Interest including, without limitation, all rights of Assignor to receive monies and other property or assets due and to become due with respect to the Membership Interest.
<i>Purchase Price:</i>	\$0

The applicant, EPC, LLC d/b/a Endoscopic Procedure Center, has submitted an affidavit 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.

Capability and Feasibility

There is no purchase price associated with this application and as a result, there are no issues of capability. There are no issues of feasibility associated with this application.

Presented as BFA Attachment A is the 2009 and the 2010 certified financial statements of EPC, LLC d/b/a Endoscopic Procedure Center. As shown on Attachment A, the facility had an average positive working capital position and an average positive net asset position during 2009 and 2010. Also, the facility achieved an average operating income of \$769,629 during 2009 and 2010.

Presented as BFA Attachment B are the 2009 certified financial statements and the 2010 internal financial statements of University Hospital of the State of New York. As shown on Attachment B, the facility had an average positive working capital position and an average positive net asset position during the period 2009 through 2010. Also, the facility achieved an average excess of revenues over expenses of \$21,457,610 during the period 2009 through 2010, which was due to appropriations from the State of New York of \$42,448,820 and \$51,439,866 during 2009 and 2010, respectively.

Presented as BFA Attachment C are the 2008 and 2009 certified financial statements of University Hospital of the State University of New York.

As shown, the facility had an average positive working capital position and an average positive net asset position during 2008 and 2009. Also, the facility incurred an average excess of revenues over expenses of \$(8,061,778) during 2008 and 2009. The reason for the 2008 loss was primarily caused by significant write down of old accounts receivable. This transaction accounted for \$30,000,000 of the loss in 2008. To address this, the three SUNY Hospitals are implementing an integrated process that will leverage its future supply purchase.

Recommendation

From a financial perspective, approval is recommended.

Attachments

BFA Attachment A	2009 certified financial statement and 2010 internal financial statements of EPC, LLC d/b/a Endoscopic Procedure Center
BFA Attachment B	Financial Summary- 2009 certified financial statements and the 2010 internal financial statements of University Hospital of the State of New York
BFA Attachment C	Financial Summary- 2008 and 2009 certified financial statements of University Hospital of the State of New York
BF Attachment D	Ownership of Associated Gastroenterologists of CNY, LLC and Colon Rectal Associates of Central New York, LLP
BHFP Attachment	Map

EPC, LLC
d/b/a ENDOSCOPIC PROCEDURE CENTER

AUDITED FINANCIAL STATEMENTS

BALANCE SHEETS

December 31, 2010 and 2009

	ASSETS	
	2010	2009
CURRENT ASSETS		
Cash	\$ 287,528	\$ 248,122
Accounts Receivable, Net of Allowance for Doubtful Accounts of \$61,196 and \$40,781 in 2010 and 2009, Respectively	377,938	340,332
Prepaid Expenses	<u>9,036</u>	<u>4,665</u>
Total Current Assets	674,502	593,119
EQUIPMENT - Net	<u>158,392</u>	<u>292,835</u>
TOTAL ASSETS	<u>\$ 832,894</u>	<u>\$ 885,954</u>
LIABILITIES AND MEMBERS' EQUITY		
CURRENT LIABILITIES		
Current Portion of Long-Term Debt	\$ 28,626	\$ 53,607
Accounts Payable	55,628	140,521
Refundable Deposits	20,000	20,000
Due to Community General Hospital	<u>151,471</u>	<u>105,099</u>
Total Current Liabilities	255,725	319,227
LONG-TERM DEBT - Net of Current Portion	<u>40,628</u>	<u>0</u>
Total Liabilities	296,353	319,227
MEMBERS' EQUITY	<u>536,541</u>	<u>566,727</u>
TOTAL LIABILITIES AND MEMBERS' EQUITY	<u>\$ 832,894</u>	<u>\$ 885,954</u>

EPC, LLC
d/b/a ENDOSCOPIC PROCEDURE CENTER

STATEMENTS OF INCOME AND MEMBERS' EQUITY
Years Ended December 31, 2010 and 2009

	2010	2009
REVENUES		
Facility User Fees	\$ 2,662,849	\$ 2,884,872
Interest Income	<u>722</u>	<u>581</u>
Total Revenues	2,663,571	2,885,453
OPERATING AND ADMINISTRATIVE EXPENSES		
Payroll and Related Expenses	1,145,959	1,176,347
Occupancy	146,547	146,547
Medical Operating Expenses	267,403	270,694
Repairs and Maintenance	97,002	101,477
Office and Administrative Expenses	76,793	74,756
Professional Fees	24,442	19,756
Insurance	46,118	41,037
Depreciation and Amortization	138,160	141,095
Bad Debt Expense	43,173	40,796
Loss on Asset Disposal	0	992
Interest Expense	<u>4,160</u>	<u>6,511</u>
Total Operating and Administrative Expenses	<u>1,989,757</u>	<u>2,020,008</u>
NET INCOME	673,814	865,445
MEMBERS' EQUITY		
Balance, Beginning of Year	566,727	483,432
Less: Distributions	<u>704,000</u>	<u>782,150</u>
Balance, End of Year	<u>\$ 536,541</u>	<u>\$ 566,727</u>

**University Hospital of the State University
of New York Upstate Medical University
Balance Sheet
December 31, 2010 and 2009**

	Draft - For Internal Purposes Only	
	2010	2009
Assets		
Cash	\$ 71,822,313	\$ 54,934,262
Accounts receivable	100,731,681	85,127,075
Other receivable	4,374,780	3,430,674
Inventory	4,016,843	4,016,843
Due from third party	13,705,711	23,710,353
Prepaid expenses and other	1,285,273	410,769
Due from affiliates	18,302,183	19,269,773
Total current assets	214,238,784	190,899,749
Other long term receivables	4,462,467	4,462,467
Limited use assets	18,064,404	11,732,387
Unexpended bond proceeds	16,789,507	16,789,507
Due from third party	-	-
Due from affiliates	73,008,687	73,008,687
Property and equipment, net	259,047,326	258,449,396
Other assets	3,161,016	3,209,204
Total assets	<u>\$ 588,772,191</u>	<u>\$ 558,551,397</u>
Liabilities and Net Assets		
Current debt maturities	\$ 24,377,327	\$ 21,371,846
Accounts payable	30,014,498	21,860,690
Accrued wages	17,127,843	14,892,468
Accrued compensating absences	27,340,733	26,640,731
Accrued expense	2,848,125	2,848,125
Accrued interest	9,472,014	2,624,789
Accrued professional liability	18,302,183	18,302,183
Advances from third-party payors	3,629,000	1,990,800
Due to affiliates	7,521,995	11,320,945
Total current liabilities	140,633,718	121,852,577
Long-term obligations, net of current maturities		
Estimated professional liability	73,008,687	73,008,687
Due to affiliates - STIP	13,808,304	18,683,107
Accrued employee benefits	15,980,894	13,713,950
Capital leases obligations	36,858,034	31,402,219
Long term debt	192,924,755	197,953,538
Total liabilities	<u>473,214,392</u>	<u>456,614,078</u>
Net assets		
Unrestricted	75,816,678	65,693,632
Invested in capital, net of related debt	4,887,210	7,721,793
Restricted for capital acquisitions	34,853,911	28,521,894
Net assets	<u>115,557,799</u>	<u>101,937,319</u>
Total liabilities and net assets	<u>\$ 588,772,191</u>	<u>\$ 558,551,397</u>

**University Hospital of the State University
of New York Upstate Medical University
Balance Sheet
December 31, 2010 and 2009**

	Draft - For Internal Purposes Only	
	2010	2009
Operating revenue		
Net patient service revenue (net of provision for bad debts of \$ 48,188,554 and \$31,981,078, respectively)	\$ 438,898,068	\$ 387,196,738
Federal Social Security Act Disproportionate Hospital reve	92,081,861	102,983,557
Other Revenue	13,521,487	14,619,656
Total Operating Revenue	<u>544,501,416</u>	<u>504,799,951</u>
Operating expenses		
Salaries	234,664,681	212,854,824
Employee benefits	89,682,763	76,820,279
Supplies and other	225,008,935	202,935,480
Depreciation and amortization	22,237,470	18,730,035
Interest expense	171,042	100,543
Assessment	1,519,401	885,348
Total Operating Expenses	<u>573,284,292</u>	<u>512,326,509</u>
Operating Loss	<u>(28,782,876)</u>	<u>(7,526,558)</u>
Non-Operating Revenue (Expense)		
Appropriations from the State of New York	51,439,866	42,448,820
Interest expense on capital related debt	(9,150,757)	(6,843,222)
Interest Income on cash accounts	114,247	1,215,700
Total non-operating income, net	<u>42,403,356</u>	<u>36,821,298</u>
Revenues over expenses	13,620,480	29,294,740
Capital transfers from the State University of New York		(7,889,474)
Contributions for Capital		<u>2,550,000</u>
Increase in net assets	13,620,480	23,955,266
Net assets at the beginning of year	101,937,319	77,982,053
Net assets at end of year	<u>\$ 115,557,799</u>	<u>\$ 101,937,319</u>

**University Hospital of the State University
of New York Upstate Medical University**
Balance Sheets
December 31, 2009 and 2008

	2009	2008
Assets		
Cash	\$ 54,934,262	\$ 5,823,340
Accounts receivable, net of allowance for uncollectible accounts of \$145,343,562 and \$124,585,836, respectively	85,127,075	80,691,555
Other receivable, net	3,430,674	5,661,708
Inventory	4,016,843	4,040,824
Due from third party	23,710,353	46,417,358
Prepaid expenses and other	410,769	373,166
Due from affiliates	19,269,773	4,431,078
Total current assets	190,899,749	147,439,029
Other long term receivables, net	4,462,467	4,486,801
Limited use assets	11,732,387	15,265,938
Unexpended bond proceeds	16,789,507	24,440,418
Due from third party	-	9,402,160
Due from affiliates	73,008,687	104,126,991
Property and equipment, net	258,449,396	234,750,867
Other assets	3,209,204	2,910,509
Total assets	\$ 558,551,397	\$ 542,822,713
Liabilities and Net Assets		
Current debt maturities		
Current debt - STIP	\$ 4,944,447	\$ 4,944,447
Current debt - Capital Lease	11,861,743	9,651,598
Current debt - Bonds	4,565,656	2,854,976
Accounts payable	21,860,690	21,943,602
Accrued wages	14,892,468	13,497,074
Accrued compensating absences	26,640,731	24,584,857
Accrued expense	2,848,125	2,529,315
Accrued interest	2,624,789	2,123,355
Accrued professional liability	18,302,183	4,431,078
Advances from third-party payors	1,990,800	4,990,800
Due to affiliates	11,320,945	21,270,699
Total current liabilities	121,852,577	112,821,801
Long-term obligations, net of current maturities		
Estimated professional liability	73,008,687	104,126,991
Due to affiliates - STIP	18,683,107	25,939,184
Accrued employee benefits	13,713,950	12,365,665
Capital leases obligations	31,402,219	27,214,385
Long term debt	197,953,538	182,372,634
Total liabilities	456,614,078	464,840,660
Net assets		
Unrestricted	57,594,688	22,362,368
Invested in capital, net of related debt	15,820,737	15,913,329
Restricted for capital acquisitions	28,521,894	39,706,356
Net assets	101,937,319	77,982,053
Total liabilities and net assets	\$ 558,551,397	\$ 542,822,713

**University Hospital of the State University
of New York Upstate Medical University**
Statements of Revenues and Expenses and Changes in Net Assets
December 31, 2009 and 2008

	2009	2008
Operating revenue		
Net patient service revenue (net of provision for bad debts of \$ 31,981,078 and \$56,430,611, respectively)	\$ 387,196,738	\$ 325,809,752
Federal Social Security Act Disproportionate Hospital revenue	102,983,557	62,946,005
Other Revenue	14,619,656	12,930,580
Total Operating Revenue	<u>504,799,951</u>	<u>401,686,337</u>
Operating expenses		
Salaries	212,854,824	199,209,954
Employee benefits	76,820,279	74,164,962
Supplies and other	202,935,480	213,872,710
Depreciation and amortization	18,730,035	18,459,245
Interest expense	100,543	883,377
Cash receipts assessment tax	885,348	-0-
Total Operating Expenses	<u>512,326,509</u>	<u>506,590,248</u>
Operating Loss	<u>(7,526,558)</u>	<u>(104,903,911)</u>
Non-operating revenue (expense)		
Appropriations from the State of New York	42,448,820	64,117,251
Interest expense on capital related debt	(6,843,222)	(5,313,265)
Interest income on cash accounts	1,215,700	681,629
Total non-operating income, net	<u>36,821,298</u>	<u>59,485,615</u>
Revenues over expenses (deficiency)	<u>29,294,740</u>	<u>(45,418,296)</u>
Capital transfers (to) from the State University of New York	(7,889,474)	11,594,906
Contributions for Capital	2,550,000	(4,094,010)
Transfer to the State University of New York	-0-	16,898,969
Increase (decrease) in net assets	<u>23,955,266</u>	<u>(21,018,431)</u>
Net assets at the beginning of year	77,982,053	99,000,484
Net assets at end of year	<u>\$ 101,937,319</u>	<u>\$ 77,982,053</u>

BFA Attachment D

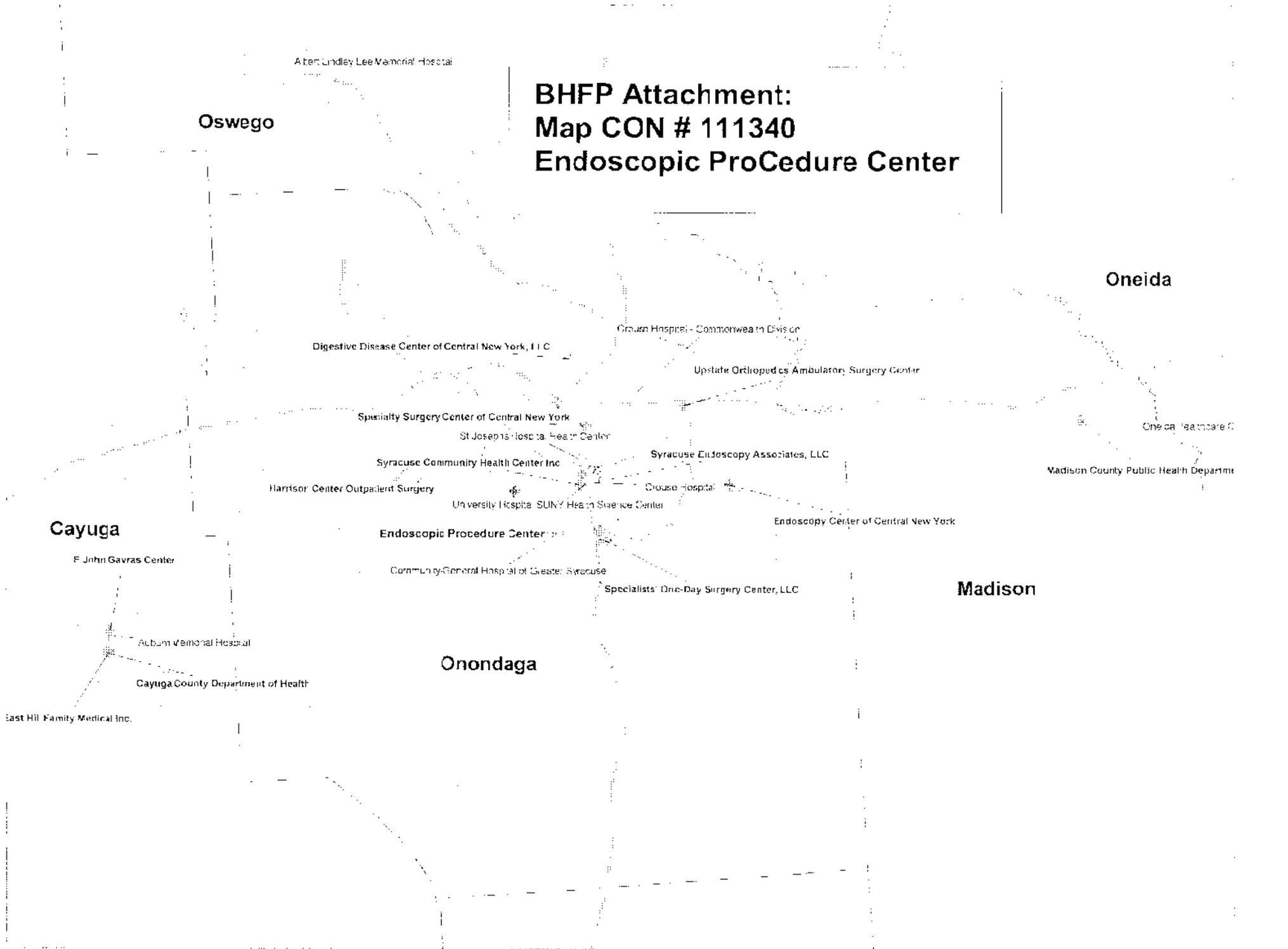
Members of Associated Gastroenterologists of CNY, LLC

Member:	Percent Ownership:
John Dale, MD.	16.666%
Scott Edison, MD.	16.666%
David Heisig, MD.	16.666%
Theodore Koh, MD.	16.666%
John Sun, MD.	16.666%
James Tift, MD.	16.666%

Partners of Colon Rectal Associates of Central New York, LLC

David Halloran, MD.	33.33%
Michael Moffa, MD.	33.33%
Margaret Plocek, MD.	33.33%

BHFP Attachment: Map CON # 111340 Endoscopic ProCedure Center



**State of New York
Public Health and Health Planning Council**

June 16, 2011

REVISED EXHIBIT

Diagnostic and Treatment Centers - Establish/Construct

Exhibit #11

<u>Number</u>	<u>Applicant/Facility</u>
1. 082140 E	Ralph Lauren Center for Cancer Care and Prevention (New York County)



Public Health and Health Planning Council

Project # 082140-E

Ralph Lauren Center for Cancer Care and Prevention

County: New York (New York)
Purpose: Establishment

Program: Diagnostic and Treatment Center
Submitted: November 10, 2008

Executive Summary

Description

Ralph Lauren Center for Cancer Care and Prevention (Ralph Lauren Center), a not-for-profit diagnostic and treatment center (D&TC) located in leased space at 1919 Madison Avenue, New York, was originally approved for 3-year limited life under CON #011190-B in November 2001. Ralph Lauren Center was incorporated in 2002 in New York State as a not-for-profit organization in order to provide individuals with access to the highest quality cancer screening and treatment services.

Ralph Lauren Center was formed via a joint venture agreement between North General Hospital and Memorial Sloan Kettering Cancer Center (MSKCC), operator of Memorial Hospital for Cancer and Allied Diseases. On November 17, 2010 North General Hospital gave notice that it was terminating its participation in the joint venture partnership, therefore, leaving MSKCC as the sole remaining member of the Ralph Lauren Center corporation. The Department is in receipt of a draft termination agreement between North General Hospital and MSKCC relative to this. There is no compensation related to this agreement.

CON #062286-E, submitted by the facility to be granted permanent life, was given a 3-year extension of its limited life in order for the facility to demonstrate financial feasibility as operations were running deficits. That limited life ended in April 2009. From approval of CON #062286-E to now, the facility has been in discussions with the Department regarding their overall feasibility and governance. Through these discussions, the facility has been allowed to continue operations until able to develop a plan to determine the overall viability of this facility.

The application for permanent life certification under CON #082140-E has been updated in order to reflect the revised governance structure and to fund operating deficits through 2013. During this time period, the facility will be receiving additional grant monies of \$2,800,000 per year from MSKCC and Polo/Ralph Lauren, in order to cover the projected shortfalls in the facility's overall operation.

In the interim period, the facility will address its ultimate viability and determine plans for its future.

DOH Recommendation

Contingent approval for a 3-year limited life extension through December 2013.

Need Summary

The Ralph Lauren Center opened in May 2003 to provide education, prevention and early detection and screening services for colon, prostate, cervical and breast cancer. Additionally, state-of-the-art outpatient cancer services are being provided to the residents of Harlem and the surrounding communities.

The Center is focused on meeting the needs of minority and low-income populations in Harlem. It is designed to serve as a prototype for cancer screening and treatment programs for medically underserved populations.

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 applicant has demonstrated the capability to proceed in a financially feasible manner based on their ability to finance any losses, through their overall highly positive net asset position and the proposed grants they will be receiving from both MSKCC of \$1,000,000 per year for the next three years and Polo/Ralph Lauren for \$1,800,000 per year for the next three years.

Architectural Summary

This project is for Establishment action only; therefore, no Architectural recommendation is required.

Recommendations

Health Systems Agency

There will be no HSA recommendation for this application.

Office of Health Systems Management

Approval for a limited life extension through December 2013 is recommended contingent upon:

1. Submission of an executed Termination Agreement acceptable to the Department of Health. [BFA]

Council Action Date

June 16, 2011.

Need Analysis

Background

Ralph Lauren Center for Cancer Care and Prevention (Center) is an Article 28 diagnostic and treatment center located at 1919 Madison Avenue, New York. The applicant seeks CON approval to extend its 3-year limited.

Analysis

Since 2005, the Center has shown steady growth in its outpatient visits. In 2005, the Center recorded 7,892 total visits. In 2007, gynecological services were added and in 2008, endoscopy and urological services were added. By 2009, these visits increased by 43.7% to 11,337 as indicated in Table 1. The applicant attributes its growth in outpatient utilization to its extensive outreach program, advertising, and expansion of clinical services.

As evidenced by its growth in patients' visits, the Center continues to meet its goals of addressing the health care needs of its service area via the use of its unique patient navigator system. The Patient Navigator System assists with the following:

- Insurance application process;
- Designate the use of grant funds and contributions;
- Application for hospital charity care; and
- Support from pharmaceutical assistance programs.

The Center also accepts referrals from its partner and other hospitals, local physicians, local federally qualified health centers, and diagnostic and treatment centers.

Table 1: Outpatient Utilization/Visits: Ralph Lauren Center for Cancer Care and Prevention				
<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>
7,892	7,905	8,901	10,936	11,337

Source Institutional Cost Reports, 2005 -2009

The Table below shows that over the last 5 years, the majority of the Center's patients were enrolled in Medicaid Fee for Service, Medicaid Managed Care, and Medicare.

Table 2: Average Utilization Statistics by Payor: Ralph Lauren Center for Cancer Care and Prevention		
<u>Category</u>	<u>Average Visits ('05 – '09)</u>	<u>Percent</u>
Mcaid FFS – Regular Clinic	1,408	15.0
Mcaid Managed Care	2,045	21.8
Medicare Managed Care	309	3.3
Comm/Cap Managed Care	1,849	19.7
Medicare	1,337	14.2
Blue Cross Blue Shield	113	1.2
Commercial Insurance	518	5.5
Self Pay (Full Fee)	21	0.2
Self Pay (Partial Fee)	75	0.8
Free	844	9.0
Uninsured/Self Pay	37	0.4
Self Insured	838	8.9
Total	9,394	100.0

Source Institutional Cost Reports, 2005 -2009.

Conclusion

Ralph Lauren Center for Cancer Care and Prevention seeks approval to extend its 3-year limited life. The Center has been in operation for eight years and has served the Harlem community. Located in East Harlem, the Center offers its patients personalized attention and community outreach services. The staff consists of medical oncologists, oncology surgeons, nurses, patient navigators and social workers who help community residents to receive the best possible cancer care and screening in their own neighborhood.

Payor data show that the Center is serving the Medicaid population. Over the last 5 years, the facility has experienced significant growth in its outpatient visits, meeting its goals to serve the residents in its service area.

Recommendation

From a need perspective, approval for permanent life is recommended.

Programmatic Analysis

Background

Ralph Lauren Center for Cancer Care was formed via a joint venture agreement between North General Hospital and Memorial Sloan Kettering Cancer Center (MSKCC), operator of Memorial Hospital for Cancer and Allied Diseases. At this point North General Hospital is withdrawing from the joint venture, and thus MSKCC will be the sole member of the Center.

Services provided include: cancer detection and screening for breast, colon, lung, prostate and cervical cancer, and chemotherapy.

Staffing

Staffing will consist of 32 FTEs and includes physicians, technicians, therapists, social workers, and registered and licensed practical nurses under the supervision of a medical director.

Compliance with Applicable Codes, Rules and Regulations

This facility has no outstanding Article 28 surveillance or enforcement actions and, based on the most recent surveillance information, is deemed to be currently operating in substantial compliance with all applicable State and Federal codes, rules and regulations. This determination was made based on a review of the files of the Department of Health, including all pertinent records and reports regarding the facility's enforcement history and the results of routine Article 28 surveys as well as investigations of reported incidents and complaints.

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.

Recommendation

From a programmatic perspective, approval is recommended.

Financial Analysis

Operating Budget

The Statement of Operations, actual 2010 vs. projected for year one (2011) and Year Three (2013) are as follows:

	<u>Current Year</u>	<u>Year One</u>	<u>Year Three</u>
Operating Revenue	\$4,080,449	\$2,364,168	\$2,508,146
Non-operating Revenue	<u>\$4,364,770</u>	<u>\$5,959,405</u>	<u>\$6,126,174</u>
Total Revenue	\$8,445,219	\$8,323,573	\$8,634,320
Total Expenses:	\$10,558,115	\$9,327,770	\$9,822,529

Excess (Deficiency) of Revenue over Expenses prior to Total Non Cash Expense adjustment:	(\$2,112,896)	(\$1,004,197)	(\$1,188,209)
Plus Total Non Cash Expense adjustment:	<u>\$1,217,891</u>	<u>\$1,203,648</u>	<u>\$1,203,648</u>
Adjusted Net Income/(Loss)	(\$895,005)	\$199,451	\$15,439
Visits:	<u>12,022</u>	<u>14,216</u>	<u>15,082</u>
Cost Per visit:	\$878.23	\$656.15	\$651.28

Utilization by payor source for the year's 2007, 2008, 2009 and 2010, and Year 1 and Year 3 projections are as follows:

	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>Year 1 2011</u>	<u>Year 3 2013</u>
Medicaid Fee-For-Service	18.05%	10.79%	8.27%	9.77%	9.83%	9.83%
Medicaid Managed Care	21.82%	26.26%	25.88%	34.92%	33.65%	33.66%
Medicare Fee-For-Service	13.35%	9.97%	12.91%	11.67%	11.38%	11.38%
Commercial Insurance	20.10%	20.40%	22.43%	15.16%	14.65%	14.65%
Self Pay	5.70%	3.41%	3.46%	2.39%	2.41%	2.41%
NYSP	12.18%	14.21%	7.11%	6.94%	7.07%	7.07%
Grant	8.80%	14.96%	19.94%	19.16%	21.01%	21.01%

Termination Agreement

The Department is in receipt of a draft termination agreement between North General Hospital and Memorial Sloan Kettering Cancer Center (MSKCC). The agreement is for the termination of the two party joint venture agreement relating to Ralph Lauren Center for Cancer Care and Prevention. The agreement will sever the joint venture leaving MSKCC as the sole member of Ralph Lauren Center for Cancer Care and Prevention. There is no compensation related to this agreement.

Capability and Feasibility

There are no issues of capability, as the facility is operating. The issue of feasibility is centered on the applicant's ability to offset expenses with revenues and maintain a viable operating entity.

Presented as BFA Attachment A are the 2007, 2008, 2009 certified financial summaries and the 2010 internal financial summary of Ralph Lauren Center for Cancer Care and Prevention. As shown on Attachment A, the facility had an average operational loss of \$4,795,709 over the period shown before grants and contributions, though it had an average positive working capital and net asset position during the period. With the grants over this same time period the facility had an average net loss of \$876,938. The facility however has a net asset balance to cover these losses; the balance as of 12/31/2010 is approximately \$4,721,504. It is noted that the facility leadership has been in discussions with Department staff over rate and financial issues critical to the ongoing feasibility of the facility.

The issue of feasibility is centered on the applicant's ability to offset expenses with revenues. The submitted budget indicates a net income of \$199,451 in year 1 and \$15,439 in Year 3, and assumes receipt of stated grant funds and the total non-cash expense adjustment. Revenues are based on current reimbursement methodologies for diagnostic and treatment services.

The applicant has complied and is current with cost report requirements. Currently, there are no outstanding Medicaid overpayment liabilities.

The applicant has demonstrated the capability to proceed in a financially feasible manner based on their ability to finance any losses, through their overall highly positive net asset position and the proposed grants they will be receiving from both Memorial Sloan Kettering of \$1,000,000 per year for the next three years and Polo/Ralph Lauren for \$1,800,000 per year for the next three years.

Recommendation

From a financial perspective, contingent approval for an extension of limited life through December 2013 is recommended.

Attachments

BFA Attachment A Financial summary, Ralph Lauren Center for Cancer Care and Prevention

**Ralph Lauren Center for Cancer Care and Prevention
Comprehensive Balance Sheet - Actual vs. Budget
Year to Date December 31, 2010**

ASSETS	2010 Actual
<u>Current Assets:</u>	
Cash and Cash Equivalents	\$ 1,726,851
Net Patient Account Receivable	245,973
Grants Receivable	503,747
Other Receivables	-
Prepaid Expenses	193,284
Total Current Assets	\$ 2,669,853
Fixed Assets, at Cost	
Net of Accumulated Depreciation	\$ 3,258,168
Total Assets:	\$ 5,928,023
 <u>LIABILITIES and NET ASSETS</u>	
<u>Current Liabilities:</u>	
Accounts Payable	\$ 175,630
Third Party Adjustments	300,000
Accrued Expenses	660,971
Deferred Revenue	69,915
Due to Foundations	-
Total Current Liabilities	\$ 1,206,517
Subvention Agreement	\$ -
Total Liabilities	\$ 1,206,517
Net Assets:	\$ 4,721,504
Total Liabilities and Net Assets	\$ 5,928,022
	\$ 0
 <i>Note: (1) Cash Balance Includes:</i>	
<i>Unrestricted</i>	\$ 601,255
<i>Temporarily Restricted</i>	925,596
<i>Permentaly Restricted</i>	200,000
Total Cash	\$ 1,726,851

Ralph Lauren Center for Cancer Care and Prevention
Total Profit and Loss - Actual vs. Budget
Year to Date December 31, 2010

	2010
	Total
	<u>Actual</u>
<u>Revenue and Other Support:</u>	
Patient Service Revenue(PSR)	\$ 2,283,290
Grant - PSR	\$ 931,171
PNI Tuition Revenue	\$ 62,450
MSKCC Contributions	\$ 1,899,600
POLO/RALPHLAUREN	\$ -
Released From Restriction	\$ 1,567,384
Philanthropy	\$ 1,409,359
Subvention Release	\$ -
ARIA/EMR - Grant	\$ -
Administrative Fee	\$ 68,336
Realized Def. Rev - Salaries	\$ 98,989
Interest and Other Income	\$ 124,639
Total Revenue and Other Support	<u>\$ 8,445,219</u>
 <u>Expenses:</u>	
Salary and Employee Benefits	\$ 4,383,188
Contract Labor	\$ 95,525
Contracted Services	\$ 66,017
Patient Related	\$ 1,655,490
Charity	\$ 896,670
Rent and Utilities	\$ 506,339
Repairs & Maintenance	\$ 144,407
Administrative Expenses	\$ 509,001
Insurance	\$ 309,237
I.T. Services/Consulting	\$ 181,493
Marketing Expenses	\$ 11,068
Professional/Legal	\$ 581,789
Bad Debts	\$ 358,595
Depreciation	\$ 859,296
Total Expenses	<u>\$ 10,558,115</u>
Operating Surplus/(Deficit)	<u>\$ (2,112,896)</u>

Ralph Lauren Center for Cancer Care and Prevention
Statement of Financial Position
December 31, 2009

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Assets				
Current assets				
Cash and cash equivalents	\$ 900,539	\$ 2,076,188	\$ 1,800,000	\$ 4,776,727
Accounts receivable, net of allowance for doubtful accounts of \$858,790	368,377			368,377
Grants receivable	240,235	633,000		873,235
Pledges receivable		100,000		100,000
Prepaid expenses	48,062			48,062
Total current assets	<u>1,557,213</u>	<u>2,809,188</u>	<u>1,800,000</u>	<u>6,166,401</u>
Pledges receivable, net of current portion		184,947		184,947
Other assets	138,569			138,569
Fixed assets, at cost, net of accumulated depreciation and amortization	<u>4,086,304</u>			<u>4,086,304</u>
Total assets	<u>\$ 5,782,086</u>	<u>\$ 2,994,135</u>	<u>\$ 1,800,000</u>	<u>\$ 10,576,221</u>
Liabilities and net assets				
Current liabilities				
Accounts payable and accrued expenses	\$ 433,626			\$ 433,626
Accrued payroll and employee benefits	272,299			272,299
Due to third party payor	300,000			300,000
Due to foundations	949,128			949,128
Deferred revenue	180,344			180,344
Deferred rent, current portion	15,977			15,977
Total current liabilities	<u>2,151,374</u>			<u>2,151,374</u>
Deferred rent, net of current portion	23,061			23,061
Commitments				
Net assets	<u>3,607,651</u>	<u>\$ 2,994,135</u>	<u>\$ 1,800,000</u>	<u>8,401,786</u>
Total liabilities and net assets	<u>\$ 5,782,086</u>	<u>\$ 2,994,135</u>	<u>\$ 1,800,000</u>	<u>\$ 10,576,221</u>

Ralph Lauren Center for Cancer Care and Prevention
Statement of Activities and Changes in Net Assets
Year Ended December 31, 2009

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Revenue				
Net patient service revenue	\$ 3,594,934			\$ 3,594,934
Medicaid pass-through	16,442			16,442
Total revenue	<u>3,611,376</u>			<u>3,611,376</u>
Expenses				
Program services	7,205,346			7,205,346
Management and general	2,564,468			2,564,468
Total expenses	<u>9,769,814</u>			<u>9,769,814</u>
Change in net assets before support and other income	<u>(6,158,438)</u>			<u>(6,158,438)</u>
Support and other income				
Grants	42,802	\$ 368,808		411,610
Contributions	804,122	-		804,122
Interest income	130,717			130,717
Other income	632,900			632,900
Subvention release	2,000,000			2,000,000
Release from restrictions	2,114,317	(2,114,317)		-
Total support	<u>5,724,858</u>	<u>(1,745,509)</u>		<u>3,979,349</u>
Transfers	<u>400,000</u>		\$ (400,000)	
Change in net assets	(33,580)	(1,745,509)	(400,000)	(2,179,089)
Net assets				
Beginning	3,641,231	4,739,644	2,200,000	10,580,875
Ending	<u>\$ 3,607,651</u>	<u>\$ 2,994,135</u>	<u>\$ 1,800,000</u>	<u>\$ 8,401,786</u>

Ralph Lauren Center for Cancer Care and Prevention
Statement of Functional Expenses
Year Ended December 31, 2009

	<u>Program Services</u>	<u>Management and General</u>	<u>Total</u>
Expenses			
Salaries and fringe	\$ 3,568,974	\$ 1,128,403	\$ 4,697,377
Contract labor	68,733	91,248	159,981
Patient related	1,437,377		1,437,377
Rent and utilities	366,629	193,187	559,816
Repairs and maintenance	97,249	62,715	159,964
Administrative		295,716	295,716
Insurance	181,798	151,646	333,444
Computer services	74,382	153,351	227,733
Professional services		293,036	293,036
Marketing		85,188	85,188
Bad debts	761,052		761,052
Depreciation and amortization	649,152	109,978	759,130
	<u>\$ 7,205,346</u>	<u>\$ 2,564,468</u>	<u>\$ 9,769,814</u>

Ralph Lauren Center for Cancer Care and Prevention
Statement of Financial Position
December 31, 2008

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Assets				
Current assets				
Cash and cash equivalents	\$ 2,838,156	\$ 3,641,409	\$ 2,200,000	\$ 8,679,565
Accounts receivable, net of allowance for doubtful accounts of \$99,481	574,605			574,605
Medicaid pass-through receivable	30,166			30,166
Grants receivable	649,200	726,115		1,375,315
Pledges receivable		100,000		100,000
Prepaid expenses	111,085			111,085
Total current assets	4,203,212	4,467,524	2,200,000	10,870,736
Pledges receivable, net of current portion		272,120		272,120
Other assets	136,301			136,301
Fixed assets, at cost, net of accumulated depreciation and amortization	4,564,447			4,564,447
Total assets	\$ 8,903,960	\$ 4,739,644	\$ 2,200,000	\$ 15,843,604
Liabilities and net assets				
Current liabilities				
Accounts payable and accrued expenses	\$ 324,738			\$ 324,738
Accrued payroll and employee benefits	379,038			379,038
Due to third party payor	300,000			300,000
Due to foundations	925,000			925,000
Deferred revenue	1,279,356			1,279,356
Deferred rent, current portion	15,559			15,559
Total current liabilities	3,223,691			3,223,691
Subvention agreement	2,000,000			2,000,000
Deferred rent, net of current portion	39,038			39,038
Commitments				
Net assets	3,641,231	\$ 4,739,644	\$ 2,200,000	10,580,875
Total liabilities and net assets	\$ 8,903,960	\$ 4,739,644	\$ 2,200,000	\$ 15,843,604

Ralph Lauren Center for Cancer Care and Prevention
Statement of Activities and Change in Net Assets
Year Ended December 31, 2008

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenue				
Net patient service revenue	\$ 2,826,307			\$ 2,826,307
Medicaid pass-through	189,395			189,395
Total revenue	<u>3,015,702</u>			<u>3,015,702</u>
Expenses				
Program services	7,281,054			7,281,054
Management and general	3,079,365			3,079,365
Total expenses	<u>10,360,419</u>			<u>10,360,419</u>
Change in net assets before support and other income	<u>(7,344,717)</u>			<u>(7,344,717)</u>
Support and other income				
Grants	774,717	\$ 610,042		1,384,759
Contributions	112,751	439,104	\$ 209,244	761,099
Interest income	245,417			245,417
Other income	70,901			70,901
Release from restrictions	5,093,274	(5,093,274)		
Total support	<u>6,297,060</u>	<u>(4,044,128)</u>	<u>209,244</u>	<u>2,462,176</u>
Transfers	<u>1,072,844</u>		<u>(1,072,844)</u>	
Change in net assets	25,187	(4,044,128)	(863,600)	(4,882,541)
Net assets				
Beginning	3,616,044	8,783,772	3,063,600	15,463,416
Ending	<u>\$ 3,641,231</u>	<u>\$ 4,739,644</u>	<u>\$ 2,200,000</u>	<u>\$ 10,580,875</u>

Ralph Lauren Center for Cancer Care and Prevention
Statement of Functional Expenses
Year Ended December 31, 2008

	<u>Program Services</u>	<u>Management and General</u>	<u>Total</u>
Expenses			
Salaries and fringe	\$ 3,555,127	\$ 1,077,147	\$ 4,632,274
Contract labor	196,297	41,251	237,548
Patient related	1,649,636		1,649,636
Rent and utilities	436,614	109,700	546,314
Repairs and maintenance	100,472	25,175	125,647
Administrative		614,403	614,403
Insurance	280,569	57,594	338,163
Computer services	172,919	103,221	276,140
Professional services		170,293	170,293
Consulting		765,293	765,293
Marketing	176,152	47,818	223,970
Bad debts	80,494		80,494
Depreciation and amortization	632,774	67,470	700,244
	<u>\$ 7,281,054</u>	<u>\$ 3,079,365</u>	<u>\$ 10,360,419</u>

Ralph Lauren Center for Cancer Care and Prevention
Statement of Financial Position
December 31, 2007

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Assets				
Current assets				
Cash and cash equivalents	\$ 2,117,738	\$ 6,124,520	\$ 2,863,600	\$ 11,105,858
Accounts receivable, net of allowance for doubtful accounts of \$112,399	632,900			632,900
Medicaid pass-through receivable	1,124,315			1,124,315
Grants receivable		1,688,750	200,000	1,888,750
Pledges receivable		100,000		100,000
Prepaid expenses	25,289			25,289
Total current assets	<u>3,900,242</u>	<u>7,913,270</u>	<u>3,063,600</u>	<u>14,877,112</u>
Grants receivable, net of current portion		514,561		514,561
Pledges receivable, net of current portion		355,941		355,941
Other assets	102,223			102,223
Fixed assets, at cost, net of accumulated depreciation and amortization	<u>4,058,512</u>			<u>4,058,512</u>
Total assets	<u>\$ 8,060,977</u>	<u>\$ 8,783,772</u>	<u>\$ 3,063,600</u>	<u>\$ 19,908,349</u>
Liabilities and net assets				
Current liabilities				
Accounts payable and accrued expenses	\$ 1,080,486			\$ 1,080,486
Accrued payroll and employee benefits	366,537			366,537
Due to third party payor	300,000			300,000
Deferred revenue	630,156			630,156
Deferred rent, current portion	13,157			13,157
Total current liabilities	<u>2,390,336</u>			<u>2,390,336</u>
Subvention agreement	2,000,000			2,000,000
Deferred rent, net of current portion	54,597			54,597
Commitments				
Net assets	<u>3,616,044</u>	<u>\$ 8,783,772</u>	<u>\$ 3,063,600</u>	<u>15,463,416</u>
Total liabilities and net assets	<u>\$ 8,060,977</u>	<u>\$ 8,783,772</u>	<u>\$ 3,063,600</u>	<u>\$ 19,908,349</u>

Ralph Lauren Center for Cancer Care and Prevention
Statement of Activities and Changes in Net Assets
Year Ended December 31, 2007

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenue				
Net patient service revenue	\$ 2,207,525			\$ 2,207,525
Medicaid pass-through	1,086,000			1,086,000
Total revenue	<u>3,293,525</u>			<u>3,293,525</u>
Expenses				
Program services	5,229,308			5,229,308
Management and general	1,631,003			1,631,003
Total expenses	<u>6,860,311</u>			<u>6,860,311</u>
Change in net assets before support and other income	<u>(3,566,786)</u>			<u>(3,566,786)</u>
Support and other income				
Grants	416,710	\$ 5,661,634	\$ 200,000	6,278,344
Contributions	39,044	685,881	863,600	1,588,525
Interest income	187,992	139,967		327,959
Other income	38,733			38,733
Subvention release	1,000,000			1,000,000
Release from restrictions	1,630,234	(1,630,234)		
Total support	<u>3,312,713</u>	<u>4,857,248</u>	<u>1,063,600</u>	<u>9,233,561</u>
Change in net assets	<u>(254,073)</u>	4,857,248	1,063,600	5,666,775
Net assets				
Beginning	<u>3,870,117</u>	<u>3,926,524</u>	<u>2,000,000</u>	<u>9,796,641</u>
Ending	<u>\$ 3,616,044</u>	<u>\$ 8,783,772</u>	<u>\$ 3,063,600</u>	<u>\$ 15,463,416</u>

Ralph Lauren Center for Cancer Care and Prevention
Statement of Functional Expenses
Year Ended December 31, 2007

	<u>Program Services</u>	<u>Management and General</u>	<u>Total</u>
Expenses			
Salaries and fringe	\$ 2,224,653	\$ 1,018,256	\$ 3,242,909
Contract labor	363,805	56,534	420,339
Rent and utilities	378,366	79,165	457,531
Patient related	1,267,513		1,267,513
Insurance	273,299	27,391	300,690
Administrative expenses	296,308	382,419	678,727
Bad debts	44,343		44,343
Depreciation and amortization	381,021	67,238	448,259
	<u>\$ 5,229,308</u>	<u>\$ 1,631,003</u>	<u>\$ 6,860,311</u>

**State of New York
Public Health and Health Planning Council**

June 16, 2011

C. Certificates

ADDITION TO THE AGENDA

Certificate of Amendment of the Certificate of Incorporation

Exhibit #16

Applicant

3. The Guidance Center, Inc.
4. Saratoga Care Family Health Centers

New York State Department Of Health

Memorandum

TO: The Public Health and Health Planning Council

FROM: James Dering, General Counsel 

DATE: June 2, 2011

SUBJECT: The Guidance Center, Inc.

The Guidance Center, Inc. (the "Corporation"), a not-for-profit corporation which operates a diagnostic and treatment center under Article 28 of the Public Health Law, requests Public Health and Health Planning Council approval of the attached proposed Certificate of Amendment of its Certificate of Incorporation.

The purposes of the Certificate of Amendment are to change the corporate name to The Guidance Center of Westchester, Inc., change the number of directors, and to amend the corporate purposes to more accurately reflect its current and possible future activities. Department staff has indicated that the proposed amendment would not add any services that would require additional approvals under the Public Health Law. The proposed new purpose only clarifies the language related to Public Health Law regulated activities. Although no new Public Health Law activities will be added, since the Corporate purposes language will be changed, and since the Public Health Council was required to approve the Corporation's Certificate of Incorporation, approval by the Public Health and Health Planning Council of the revisions to the Certificate of Amendment is required by Not-For-Profit Corporation Law Section 804 and by the Department's regulations at 10 NYCRR Section 600.11.

Since the Corporation also provides services licensed by the Office of Mental Health and the Office of Alcoholism and Substance Abuse Services, the attorney for the Corporation has indicated that the Certificate of Amendment is also being submitted to those agencies for their respective reviews.

Also attached for your information are copies of letters, dated January 4, 2011 and May 10, 2011, from the Corporation's attorney stating the current and proposed names and the reasons for the Certificate of Amendment changes.

The Department has no objection to the proposed changes and the Certificate of Amendment is legally acceptable as to form.

Attachments



1005 Avenue of the Americas
New York, NY 10020-6797
+1 212 698 3500 Main
+1 212 698 3530 Fax
www.dechert.com

JONATHAN C. KIM

jonathan.kim@dechert.com
+1 212 698 3855 Direct
+1 212 698 0455 Fax

May 10, 2011

Mary T. Callahan
Division of Legal Affairs
NYS Department of Health
Corning Tower, Empire State Plaza
Albany, New York 12237

Re: The Guidance Center, Inc.

Dear Ms. Callahan:

On June 14, 2010, The Guidance Center, Inc. (the "Company") submitted the Certificate of Amendment of the Certificate of Incorporation of The Guidance Center, Inc. (the "Original Amendment") for your consent and approval pursuant to Section 404 and Section 804 of the Not-for-Profit Corporation Law. By way of letter, dated August 2, 2010 (the "August Letter"), you requested that certain changes be made to the Original Amendment. In addition, since the original submission on June 14, 2010, certain other New York State agencies have also requested that certain changes be made to the Original Amendment. On January 4, 2011, the Company, having revised the Original Amendment to incorporate all such suggested changes (the Original Amendment, with such changes made thereto, the "Revised Amendment"), submitted the Revised Amendment for your consent and approval. On May 2, 2011, you called me to request that I send you a letter explaining the necessity of the changes contemplated by the Revised Amendment. I have discussed the foregoing with the Company, and they have asked me to send you the following description of the services that the Company provides.

According to the Company, the services offered by the Company have changed over time, and while the current services provided by the Company fall within the purpose language found in the Certificate of Incorporation as in effect today, the additional purpose clauses contained in the Revised Amendment attempt to more comprehensively describe the services currently offered by the Company, and, as further described below, potential tutoring services which may be provided by the Company in the future. Accordingly, below please find the additional purpose clauses contemplated to be added to the Company's Certificate of Incorporation by the Revised Amendment, followed by a list of the services offered by the Company which fall under such clauses:

“2(d) To establish, maintain and operate health, mental health, educational, and human service programs, and to solicit, collect and otherwise raise funds for the foregoing purposes.”

The Company currently provides the following services:

- Outpatient mental health services (clinic based and off site);
- Early childhood services (including a therapeutic nursery, social workers in day care sites, an integrated Universal Pre-Kindergarten program, and Early Intervention Services);
- Youth services (that help students overcome barriers to being successful in school);
- Mental health services for adults pursuant to a personal recovery oriented services program;
- Chemical dependency treatment services;
- Housing services; and
- Vocational services.

Additionally, the Company may, in the future, provide tutoring services, in which case, such services would fall under the “educational” purpose language contained in this clause “2(d).”

“2(e) 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.”

The Company currently provides Chemical dependency treatment services. This clause “2(e)” was added at the request of the New York State Office of Alcohol and Substance Abuse Services.

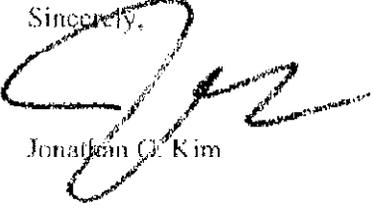
“2(f) To operate early intervention program services within the meaning of Title II-A of Article 25 of the Public Health Law and the Codes Rules and Regulations adopted pursuant thereto as each may be amended from time to time which shall require as a condition precedent before engaging in the conduct of any such services obtaining all approvals required by Title II-A

of Article 25 of the Public Health Law, Title 10 of the Codes of Rules and Regulations of the State of New York, or any other applicable law or regulation.”

The Company currently provides Early childhood services (including a therapeutic nursery, social workers in day care sites, an integrated Universal Pre-Kindergarten program, and Early Intervention Services). This clause “2(D)” was added at your request by your letter dated August 2, 2010.

As the foregoing demonstrates, the changes contemplated by the Revised Amendment are necessary so as to better describe the services that the Company currently provides, and, as described above, potential tutoring services which may be provided by the Company in the future. Should you have any questions, please feel free to contact me at the contact details above. Thank you.

Sincerely,



Jonathan G. Kim

Encs.

cc: Amy Gelles, Executive Director of The Guidance Center, Inc.

JONATHAN C. KIM

jonathan.kim@dechert.com
+1 212 698 3855 Direct
+1 212 698 0455 Fax

January 4, 2011

Colleen Frost
Executive Secretary, Public Health Council
NYS Department of Health
Corning Tower, Room 1441
Albany, New York 12237

Re: The Guidance Center, Inc.

Dear Ms. Frost:

On June 14, 2010, The Guidance Center, Inc. submitted the Certificate of Amendment of the Certificate of Incorporation of The Guidance Center, Inc. (the "Original Amendment") for your consent and approval pursuant to Section 404 and Section 804 of the Not-for-Profit Corporation Law. A copy of the cover letter regarding such submission is enclosed herewith. By way of letter, dated August 2, 2010 (the "August Letter"), Ms. Mary T. Callahan of the NYS Department of Health requested that certain changes be made to the Original Amendment. In addition, since the original submission on June 14, 2010, certain other New York State agencies have also requested that certain changes be made to the Original Amendment. At this time, The Guidance Center, Inc., having revised the Original Amendment to incorporate all such suggested changes (the Original Amendment, with such changes made thereto, the "Revised Amendment"), hereby submits the Revised Amendment for your consent and approval.

Enclosed please find two (2) copies of the Revised Amendment, as well as a copy of the August Letter. Pursuant to such Revised Amendment, The Guidance Center, Inc., desires to make the following amendments to its Certificate of Incorporation:

- 1) Amend the corporate name to "The Guidance Center of Westchester, Inc.";
- 2) Fix the number of directors of the The Guidance Center, Inc., to not less than three nor more than thirty; and
- 3) Amend the corporate purposes of The Guidance Center, Inc.

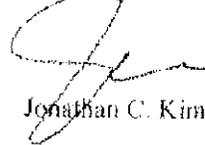
The reasons for the above-described amendments are as follows:

- The Guidance Center, Inc. intends to change its name because it conducts substantially all of its activities in Westchester County, New York, and therefore it believes that changing its name to "The Guidance Center of Westchester, Inc." more accurately reflects the activities and business of The Guidance Center, Inc.
- The Guidance Center, Inc. would like to change size of its Board of Directors in order to give The Guidance Center, Inc., and its members and directors, additional flexibility to fix the size of its Board of Directors from time to time as permitted by the Not-for-Profit Corporation Law.
- Since the date of The Guidance Center, Inc.'s original formation, the needs of the community served by The Guidance Center, Inc. have changed, and continue to change. Accordingly, in order to better serve the community, The Guidance Center, Inc. would like to expand its corporate purposes to better reflect the activities that The Guidance Center, Inc. currently provides and intends to provide in the future.

After reviewing the enclosed Revised Amendment, we respectfully request that you provide your consent and approval with respect thereto.

Should you have any questions, please feel free to contact me at the contact details above. Thank you.

Sincerely,



Jonathan C. Kim

Encs.

cc: Amy Gelles, Executive Director of The Guidance Center, Inc. (w/o encs.)

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
THE GUIDANCE CENTER, INC.

Under Section 803 of the Not-for-Profit Corporation Law

We the undersigned, the President and Secretary of The Guidance Center, Inc., hereby certify:

1. The name of the corporation is The Guidance Center, Inc., and the name under which the corporation was originally formed was The Guidance Center of New Rochelle, Inc.
2. The Certificate of Incorporation of The Guidance Center, Inc. was filed by the Department of State on the 8th day of February, 1950.
3. The corporation was formed under the Membership Corporation Law of the State of New York.
4. The corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law and is a Type C corporation. After giving effect to the amendments to the Certificate of Incorporation referred to herein, the corporation will be a Type C corporation.
5. The Certificate of Incorporation of this corporation is hereby amended to effect the following changes:
 - (a) Paragraph One of the Certificate of Incorporation relating to the corporate name is hereby amended to read in its entirety as follows:
 1. The name of the corporation is The Guidance Center of Westchester, Inc.
 - (b) Paragraph Two of the Certificate of Incorporation relating to the corporate purpose is hereby amended to add the following three clauses as clauses 2(d), 2(e) and 2(f):
 - 2(d) To establish, maintain and operate health, mental health, educational, and human service programs, and to solicit, collect and otherwise raise funds for the foregoing purposes.

2(e) 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.

2(f) To operate early intervention program services within the meaning of Title II-A of Article 25 of the Public Health Law and the Codes 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 obtaining all approvals required by Title II-A of Article 25 of the Public Health Law, Title 10 of the Codes of Rules and Regulations of the State of New York, or any other applicable law or regulation.

(c) Paragraph Five of the Certificate of Incorporation relating to the number of the corporation's directors is hereby amended to read in its entirety as follows:

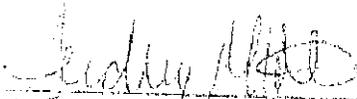
5. The number of the corporation's directors shall be not less than three nor more than thirty.

6. This amendment of the Certificate of Incorporation was authorized by a vote of at least a majority of the entire board of directors of the corporation, and by a vote of a majority of all members entitled to vote thereon at a meeting of members, each held on the 26th day of October, 2010.

7. 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 forward copies of process accepted on behalf of the corporation is 70 Grand Street, New Rochelle, New York, 10801.

8. The Certificate of Incorporation as filed was endorsed and approved by the Department of Social Welfare of the State of New York and by Honorable James W. Bailey, a Justice of the Supreme of the State of New York in Westchester County, and amendments thereto as filed were approved by the Public Health Council of the State of New York Department of Health and by the New York State Department of Social Services. Prior to the delivery of this Certificate of Amendment to the Department of State for filing, the approval and consent of each of the following entities or agencies will be endorsed and annexed to this Certificate: (a) the New York State Education Department, (b) the New York State Office of Alcohol and Substance Abuse Services, (c) the New York State Office of Mental Health, (d) the

Public Health Council of the State of New York Department of Health, and (e) the Supreme Court of the State of New York, Westchester County.



Audrey Mlotek, President



Gene Rostov, Secretary

New York State Department of Health

Memorandum

TO: Public Health and Health Planning Council

FROM: James E. Dering, General Counsel 

DATE: June 6, 2011

SUBJECT: Proposed Certificate of Amendment of the Certificate of Incorporation of Saratoga Care Family Health Centers

Attached is the proposed Certificate of Amendment of the Certificate of Incorporation of Saratoga Care Family Health Centers. This not-for profit corporation seeks approval to change its name to "SCFHC, Inc." The corporation has surrendered the operating certificates for its diagnostic and treatment center and two extension clinics in Saratoga County and closed as of March 31, 2011. Accordingly, the attached certificate also removes from the purposes of the corporation the operation of an Article 28 facility. Public Health and Health Planning Council approval for a change of corporate name and purposes is required by Not-for-Profit Corporation Law § 804 (a) and 10 NYCRR § 600.11 (a) (1).

Also attached is a letter dated May 27, 2011 from Karen E. Sosler, attorney for the corporation, explaining the need for the amendment to the Certificate of Incorporation.

The proposed Certificate of Amendment is in legally acceptable form.

Attachments

ISEMAN, CUNNINGHAM, RIESTER & HYDE, LLP

Attorneys and Counselors at Law

Michael J. Cunningham
Robert H. Iseman
Carol A. Hyde
Brian M. Culnan
Richard A. Frankel
Richard A. Mitchell
Marcia B. Smith
Karen E. Sosler
James P. Lagios
John F. Queenan
Joshua F. Mackey

Frederick C. Riestler
Senior Counselor

9 Thurlow Terrace • Albany, NY 12203
Phone 518-462-3000 Facsimile 518-462-4199
www.icrh.com

2649 South Road • Poughkeepsie, NY 12601
Phone 845-473-8100 Facsimile 845-473-9777

Rachel Ryan*
Laure K. Chisolm**
Penny M. Hahn
Marc A. Antonucci
Linda J. Tenner**
Omer Gil
Frank P. Izzo
Michael W. Deyo
J. Rochelle Cymerman
Michelle Almerda*

May 27, 2011

*Also Admitted in Connecticut
*Also Admitted in Massachusetts
*Also Admitted in New Jersey
**Also Admitted in Vermont

VIA EMAIL AND FEDERAL EXPRESS

Michael M. Stone, Esq.
Assistant Counsel, Bureau of House Counsel
Division of Legal Affairs
NYS Department of Health
Corning Tower Building, Room 2482
Empire State Plaza
Albany, New York 12237-0031

**Re: Application for De-Establishment as Article 28 Operator
Saratoga Care Family Health Centers**

Dear Mick,

We submit this letter on behalf of our client, Saratoga Care Family Health Centers ("Family Health Centers"). In accordance with a plan of closure submitted to the Department of Health in October 2010, Family Health Centers relinquished its Article 28 operating certificates to operate a diagnostic and treatment center and two extension clinics on May 16, 2011. Family Health Centers now seeks approval by the Public Health and Health Planning Council to become "de-established" as an Article 28 operator.

Accordingly, we submit the following documentation for this application:

1. Current certificate of incorporation, as amended (*see* Attachment 1).
2. Proposed certificate of amendment that (a) amends Family Health Center's purposes to remove the operation of a licensed health care facility, and (b) changes Family Health Center's name (*see* Attachment 2).

Michael M. Stone, Esq.

Page 2

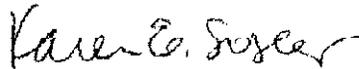
May 27, 2011

3. Board resolutions approving the submission of this application, the certificate of amendment and the name change (see Attachment 3).

If you have any questions or require further documentation, please contact me at (518) 462-3000.

Very truly yours,

ISEMAN, CUNNINGHAM, RIESTER & HYDE, LLP



Karen E. Sosler

Encl.

cc: Gary Foster
Dot Jones
Carol A. Hyde, Esq.

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
SARATOGA CARE FAMILY HEALTH CENTERS

Under Section 803 of the Not-for-Profit Corporation Law

The undersigned, being the SECRETARY of Saratoga Care Family Health Centers (the "Corporation"), does hereby certify:

1. The name of the Corporation is SARATOGA CARE FAMILY HEALTH CENTERS. The Corporation was formed under the name The Benedict Memorial Hospital.
2. The Corporation's original Certificate of Incorporation was filed with the Department of State (then designated as the State Board of Charities) in October 21, 1927 under the Membership Corporation Law of the State of New York.
3. The Corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law ("N-PCL") and is, and shall remain, a Type B corporation as defined in Section 201(b) of the N-PCL despite any changes in purposes.
4. The Corporation's Certificate of Incorporation is hereby amended to affect the following changes:
 - a. CHANGE the Corporation's name to "SCFHC, Inc." and AMEND paragraph 1 of the Certificate of Incorporation to read as follows:
"SCFHC, Inc."
 - b. AMEND paragraph 2 of the Certificate of Incorporation, which sets forth the purposes of the Corporation, to remove any reference to licensed health care services, so that such paragraph shall read in its entirety as follows:
 - "2. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code. Without limiting the generality of the foregoing, the Corporation's purposes shall include (a) supporting the provision of health care services in the community, (b) promoting programs and activities that

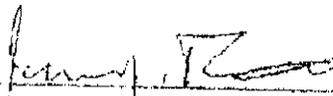
improve the well-being of such community, and (c) strengthening the charitable mission of the member of the Corporation.”

c. AMEND paragraph 5(c) of the Certificate of Incorporation, which presents the address for the mailing of a copy of any process against the Corporation served upon the Secretary of State, to read as follows:

“9. The Secretary of State is hereby designated as the agent of the Corporation upon whom any process against the Corporation may be served, and the address to which the Secretary of State shall mail a copy of any such process is: SCFHC, 211 Church Street, Saratoga Springs, New York 12866.”

5. This Certificate of Amendment was authorized by the Corporation's Member in accordance with Section 802(a)(1) of the N-PCL.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment on this 26 day of MAY, 2011.

By: 

Name: JONATHAN RUBENSTEIN

Title: SECRETARY
BOARD OF TRUSTEES

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
SARATOGA CARE FAMILY HEALTH CENTERS
Under Section 803 of the Not-for-Profit Corporation Law

Filed by:

Karen E. Sosler, Esq.
Iseman, Cunningham, Riester & Hyde, LLP
9 Thurlow Terrace
Albany, New York 12203
(518) 462-3000