

**STATE OF NEW YORK**  
**PUBLIC HEALTH AND HEALTH PLANNING COUNCIL**

**ANNUAL MEETING**

**AGENDA**

*February 10, 2022*

*Immediately following the Committee on Codes, Regulations and Legislation Meeting  
(Codes scheduled to begin at 10:15 a.m.)*

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

**I. INTRODUCTION OF OBSERVERS**

Jeffrey Kraut, Chair

**II. ELECTION OF OFFICERS**

**A. Election of Vice Chairperson**

**B. Announce Committee Chairpersons and Vice Chairpersons**

- Committee on Codes, Regulations and Legislation
- Committee on Establishment and Project Review
- Committee on Health Planning
- Committee on Public Health
- Ad Hoc Committee to Lead the State Health Improvement Plan

**III. APPROVAL OF MINUTES**

December 9, 2021 Meeting Minutes

January 11, 2022 Special PHHPC Meeting Minutes

**IV. REPORT OF DEPARTMENT OF HEALTH ACTIVITIES**

**A. Report of the Department of Health**

Mary T. Bassett, M.D., M.P.H., Commissioner of Health

**B. Report of the Office of Public Health**

Ursula Bauer, PhD, MPH, Deputy Commissioner, Office of Public Health

**V. REGULATION**

**Report of the Committee on Codes, Regulations and Legislation**

Angel Gutiérrez, M.D., Chair of the Committee on Codes, Regulations and Legislation

**For Emergency Adoption**

20-06 Amendment of Part 2, Section 405.3 and Addition of Section 58-1.14 to Title 10 NYCRR (Investigation of Communicable Disease; Isolation and Quarantine)

20-07 Amendment of Section 2.60 of Title 10 NYCRR & Repeal of Subpart 66-3 of Title 10 NYCRR (Face Coverings for COVID-19 Prevention)

21-15 Addition of Sections 2.9 and 2.62 to Title 10 NYCRR (COVID-19 Reporting and Testing)

**For Adoption**

21-19 Amendment of Sections 600.1 and 600.2 of Title 10 NYCRR (Article 28 Nursing Homes; Establishment; Notice and Character and Competence Requirements)

**VI. PROJECT REVIEW RECOMMENDATIONS AND ESTABLISHMENT ACTIONS**

**Report of the Committee on Establishment and Project Review**

Gary Kalkut, M.D., Vice Chair of Establishment and Project Review Committee

**A. APPLICATIONS FOR CONSTRUCTION OF HEALTH CARE FACILITIES**

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

**CON Applications**

**Acute Care Services - Construction**

	<b><u>Number</u></b>	<b><u>Applicant/Facility</u></b>	<b><u>E.P.R.C. Recommendation</u></b>
1.	212135 C	University Hospital SUNY Health Science Center (Onondaga County)	Contingent Approval

**Hospice Services - Construction**

	<b><u>Number</u></b>	<b><u>Applicant/Facility</u></b>	<b><u>E.P.R.C. Recommendation</u></b>
1.	212149 C	Hospice of Jefferson County/Palliative Care of Jefferson County (Jefferson County)	Contingent Approval

**CATEGORY 2:** Applications Recommended for Approval with the Following:

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

**CON Applications**

**Acute Care Services - Construction**

	<b><u>Number</u></b>	<b><u>Applicant/Facility</u></b>	<b><u>E.P.R.C. Recommendation</u></b>
1.	212113 C	North Shore University Hospital (Nassau County) Mr. Kraut – Recusal Dr. Strange – Recusal	Contingent Approval

**CATEGORY 3:** Applications Recommended for Approval with the Following:

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

**NO APPLICATIONS**

**CATEGORY 4:** Applications Recommended for Approval with the Following:

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

**NO APPLICATIONS**

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

**NO APPLICATIONS**

**CATEGORY 6:** Applications for Individual Consideration/Discussion

**NO APPLICATIONS**

**B. APPLICATIONS FOR ESTABLISHMENT AND CONSTRUCTION OF HEALTH CARE FACILITIES**

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

**CON Applications**

**Ambulatory Surgery Centers – Establish/Construct**

	<b><u>Number</u></b>	<b><u>Applicant/Facility</u></b>	<b><u>E.P.R.C. Recommendation</u></b>
1.	201004 B	Pelham Parkway SC, LLC d/b/a Pelham Parkway Surgery Center (Bronx County)	Contingent Approval

**Diagnostic and Treatment Centers – Establish/Construct**

	<b><u>Number</u></b>	<b><u>Applicant/Facility</u></b>	<b><u>E.P.R.C. Recommendation</u></b>
1.	192211 B	Beach Channel D&TC, LLC d/b/a Beach Channel Diagnostic and Treatment Center (Queens County)	Contingent Approval
2.	211085 B	KD Hudson Ventures, LLC d/b/a Avalon Medical Group (Orange County)	Contingent Approval

**Dialysis Centers – Establish/Construct**

	<b><u>Number</u></b>	<b><u>Applicant/Facility</u></b>	<b><u>E.P.R.C. Recommendation</u></b>
1.	211201 E	MVNY Partners I, LLC d/b/a U.S. Renal Care Faxton Dialysis (Oneida County)	Contingent Approval
2.	211202 B	MVNY Partners II, LLC d/b/a U.S. Renal Care St. Luke’s Home Dialysis (Oneida County)	Contingent Approval
3.	211203 B	MVNY Partners III, LLC d/b/a U.S. Renal Care Masonic Care Community Dialysis (Oneida County)	Contingent Approval
4.	211204 B	MVNY Partners IV, LLC d/b/a U.S. Renal Care Rome Dialysis (Oneida County)	Contingent Approval



5.	211205 B	MVNY Partners V, LLC d/b/a U.S. Renal Care Herkimer Dialysis (Herkimer County)	Contingent Approval
6.	211206 B	MVNY Partners VI, LLC d/b/a U.S. Renal Care Hamilton Dialysis (Madison County)	Contingent Approval
7.	211207 B	MVNY Partners VII, LLC d/b/a U.S. Renal Care Oneida Dialysis (Madison County)	Contingent Approval

**Certified Home Health Agencies – Establish/Construct**

	<u>Number</u>	<u>Applicant/Facility</u>	<u>E.P.R.C. Recommendation</u>
1.	202185 E	Wellbound II LLC (Westchester County)	Contingent Approval

**CATEGORY 2:** Applications Recommended for Approval with the Following:

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

**CON Applications**

**Ambulatory Surgery Centers – Establish/Construct**

	<u>Number</u>	<u>Applicant/Facility</u>	<u>E.P.R.C. Recommendation</u>
1.	202057 B	Premier SC, LLC t/b/k/a Premier Ambulatory Surgery Center of New York, LLC (Queens County) Dr. Lim – Interest/Abstaining	Contingent Approval

**CATEGORY 3:** Applications Recommended for Approval with the Following:

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

**CON Applications**

**Diagnostic and Treatment Centers – Establish/Construct**

	<u>Number</u>	<u>Applicant/Facility</u>	<u>E.P.R.C. Recommendation</u>
1.	211151 B	W Medical, LLC d/b/a W Health Center (Kings County) Dr. Gutierrez – Opposed at EPRC	Contingent Approval

2. 211226 E Perry Avenue Family Medical, Inc. Contingent Approval  
(Bronx County)  
Dr. Bennett – Abstained at EPRC

**CATEGORY 4:** Applications Recommended for Approval with the Following:

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

**NO APPLICATIONS**

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

**NO APPLICATIONS**

**CATEGORY 6:** Applications for Individual Consideration/Discussion

**NO APPLICATIONS**

**VII. NEXT MEETING**

March 24, 2022, Albany  
Tuesday, April 5, 2022, Albany

**VIII. ADJOURNMENT**

**UNIVERSITY HOSPITAL OF THE STATE UNIVERSITY OF  
NEW YORK UPSTATE MEDICAL UNIVERSITY**

Balance Sheets

December 31, 2020 and 2019

(in thousands of dollars)

<u>Assets and Deferred Outflows of Resources</u>	<u>2020</u>	<u>2019</u>
Current assets:		
Cash and cash held by the State	\$ 339,877	\$ 153,151
Patient accounts receivable, net of allowance for doubtful accounts of approximately \$220,700 and \$198,300, respectively	125,042	134,483
Estimated disproportionate share receivable	109,733	139,068
Due from third-party payors	2,698	7,572
Other receivables, net	30,727	33,646
Due from State of New York	4,670	387
Due from State of New York - professional liability	5,642	3,650
Inventories	19,482	10,245
Prepaid expenses and other	17,777	4,755
Total current assets	<u>655,648</u>	<u>486,957</u>
Assets whose use is limited:		
Internally designated	634	777
Limited use assets	23,157	7
Unexpended bond proceeds	212	-
Estimated disproportionate share receivable, net of current portion	56,322	43,677
Other long-term receivables and other assets, net	7,368	22,579
Due from State of New York - professional liability, net of current portion	132,916	131,418
Capital assets, net	437,862	428,989
Total assets	<u>1,314,119</u>	<u>1,114,404</u>
Deferred outflows of resources	<u>228,881</u>	<u>89,770</u>
Total assets and deferred outflows of resources	<u>\$ 1,543,000</u>	<u>\$ 1,204,174</u>
<u>Liabilities, Deferred Inflows of Resources and Net Position</u>		
Current liabilities:		
Current maturities of long-term debt and capital lease obligations	30,182	20,464
Accounts payable and accrued expenses	100,170	117,595
Accrued salaries and wages	43,506	30,139
Accrued employee benefits	54,157	44,004
Accrued interest	5,029	4,532
Due to State of New York - professional liability	5,642	3,650
Due to third-party payors	56,289	48,827
Medicare advance	44,254	-
Due to State of New York	5,589	8,053
Total current liabilities	<u>344,818</u>	<u>277,264</u>
Long-term obligations, net of current maturities:		
Due to State of New York - professional liability	132,916	131,418
Net pension liability	293,557	87,884
Due to State of New York	11,388	15,854
Medicare advance	36,036	-
Accrued employee benefits	35,919	23,185
Capital lease obligations	35,824	30,767
Long-term debt	304,665	298,987
Total liabilities	<u>1,195,123</u>	<u>865,359</u>
Deferred inflows of resources	<u>52,345</u>	<u>57,542</u>
Total liabilities and deferred inflows of resources	<u>1,247,468</u>	<u>922,901</u>
Net position:		
Net investment in capital assets	89,596	71,868
Unrestricted	205,936	209,405
Total net position	<u>295,532</u>	<u>281,273</u>
Commitments, contingencies and uncertainties (notes 2, 4, 6 and 7)		
Total liabilities, deferred inflows of resources and net position	<u>\$ 1,543,000</u>	<u>\$ 1,204,174</u>

See accompanying notes to financial statements.

**UNIVERSITY HOSPITAL OF THE STATE UNIVERSITY OF  
NEW YORK UPSTATE MEDICAL UNIVERSITY**

Statements of Revenues, Expenses and Changes in Net Position

Years ended December 31, 2020 and 2019

*(in thousands of dollars)*

	<u>2020</u>	<u>2019</u>
Operating revenues:		
Net patient service revenue (net of provision for bad debts of approximately \$62,000 and \$71,000, respectively)	\$ 914,289	\$ 918,336
Disproportionate share revenue	184,508	197,440
Other operating revenues	<u>180,826</u>	<u>134,323</u>
Total operating revenues	<u>1,279,623</u>	<u>1,250,099</u>
Operating expenses:		
Salaries and wages	447,895	414,835
Employee benefits - other	147,981	134,475
Pension expense	94,355	44,423
Supplies and other expenses	670,429	571,826
Professional liability	7,658	2,112
Depreciation and amortization	<u>46,889</u>	<u>46,058</u>
Total operating expenses	<u>1,415,207</u>	<u>1,213,729</u>
Operating gain (loss)	<u>(135,584)</u>	<u>36,370</u>
Non-operating revenues (expenses):		
State of New York appropriations, net	19,578	23,609
State of New York professional liability appropriation	7,658	2,112
Interest expense on capital-related debt	(14,453)	(14,004)
Interest income	1,194	4,114
Coronavirus relief assistance	120,424	-
Gain on investment	<u>662</u>	<u>-</u>
Total non-operating revenues, net	<u>135,063</u>	<u>15,831</u>
Excess (deficiency) of revenues over expenses	(521)	52,201
Transfers to Upstate Medical University	-	(454)
Net transfers from (to) the State University of New York	5,560	(2,668)
Capital appropriations	<u>9,220</u>	<u>12,735</u>
Increase in net position	14,259	61,814
Net position, beginning of year	<u>281,273</u>	<u>219,459</u>
Net position, end of year	<u>\$ 295,532</u>	<u>\$ 281,273</u>

See accompanying notes to financial statements.

**Upstate University Hospital**

Project # 212135

BFA Attachment A cont.

**Balance Sheet**

**June 30, 2021**

**Internal/Unaudited**

(Dollars in thousands)

**ASSETS AND DEFERRED OUTFLOWS OF RESOURCES**

<u>Current Assets:</u>	<u>6/30/2021</u>
Cash	\$ 239,585
Accounts Receivable, Net	120,615
Estimated Disproportionate Share Receivable	208,841
Due From Third-Party Payors	1,112
Other Receivables	30,711
Due From State of New York - Professional Liability	5,642
Due From State of New York	3,284
Inventory	19,482
Prepays and Other Assets	30,599
<b>Total Current Assets</b>	<b>659,869</b>
Other Long Term Receivables, Net	6,129
Assets Whose Use Is Limited	57,297
Unexpended bond proceeds	212
Estimated Disproportionate Share Receivable, net	54,257
Due From State of New York - Professional Liability	132,916
Property, Plant and Equipt, Net	439,305
<b>Total Assets</b>	<b>1,349,985</b>
Deferred Outflows of Resources	229,639
<b>Total Assets and Deferred Outflows of Resources</b>	<b>\$ 1,579,624</b>

**LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND NET ASSETS**

<u>Current Liabilities:</u>	
Current Debt Maturities	\$ 42,180
Accounts Payable	99,337
Accrued Wages	45,728
Accrued Employee Benefits	65,069
Accrued Interest	4,710
Estimated Professional Liability	5,642
Due to Third Party Payors	92,052
Due to Affiliates	5,179
<b>Total Current Liabilities</b>	<b>359,896</b>
Due to State of New York - Professional Liability	132,916
Net Pension Liability	141,264
Due to Affiliate	10,750
Due to Third Party Payors	33,189
Accrued Employee Benefits	27,182
Capital Lease Obligations	62,900
Long-term debt	292,002
<b>Total Liabilities</b>	<b>1,060,099</b>
Deferred Inflow of Resources	206,050
<b>Total liabilities and deferred inflow of resources</b>	<b>1,266,149</b>
Unrestricted	215,078
Net Invested in Capital Assets	98,397
<b>Net Assets</b>	<b>313,475</b>
<b>Total Liabilities, Deferred Inflows and Net Assets</b>	<b>\$ 1,579,624</b>

<b>Upstate University Hospital</b> <b>Statement of Revenues, Expenses and Change in Net Position</b> <b>Six Months Ended June 30, 2021</b> <b>Internal/Unaudited</b> 9/24/2021		<b>YTD Total</b> <b>Jan - Jun 2021</b>
<b>INPATIENT REVENUE</b>		
Gross Charges		\$ 1,174,479,620
Contractual Allowances		(900,644,160)
Reserve For Bad Debt		(13,603,231)
Net Inpatient Revenue		260,232,229
<b>OUTPATIENT REVENUE</b>		
Gross Charges		775,408,996
Contractual Allowances		(617,048,591)
Reserve For Bad Debt		(14,824,023)
Net Outpatient Revenue		143,536,381
Net Patient Revenue		403,768,610
Pools and Retros (Pmts)		3,064,555
Disproportionate Share (DSH)		93,819,145
Appropriations from State of New York		217,549
Federal COVID Support		-
Other Revenue		75,958,290
Total Revenue		576,828,149
<b>OPERATING EXPENSES</b>		
Salaries and Wages		192,246,739
Contract labor		29,607,776
Fringe Benefits		79,884,519
Supplies and Other		262,462,327
Depreciation and Amortization		19,384,734
Interest		5,915,405
Total Expenses		589,501,499
OPERATING INCOME (LOSS)		(12,673,350)
<b>NON-OPERATING INCOME (LOSS)</b>		
Gain on Redemption of Equity Certificates		-
GASB 68 Pension Reserve Differential (a)		11,662,441
NET INCOME (LOSS)		(1,010,909)
Capital Appropriations		189,201
Transfers to SUNY and UMU		-
Capital Gifts and Grants		8,715,936
<b>INCREASE (DECREASE) IN NET POSITION</b>		<b>\$ 7,894,228</b>

(a) Represents the difference between the pension expense reserve required by GASB 68 and the Hospital's employer cash contribution requirement.

Legal Agreement

Project # 212135  
BFA Attachment B

**Acknowledgement of Intent to Transfer Jurisdiction**

The applicant has submitted an executed Acknowledge of Intent to Transfer Jurisdiction of Buidlign7 from OMH to SUNY Building, as summarized below.

Date:	August 25, 2021
From:	New York State Office of Mental Health (OMH)
To:	State University of New York Upstate Medical University (SUNY)
Premises Real Property:	Building 7, on the grounds of the Hutchings Psychiatric Center in Syracuse, NY (located at 620 Madison Ave, Syracuse) and is owned by the People of the State of New York. The Premises which are to be subdivided from the campus of the Hutchings Psychiatric Center and consists of approximately 1.66 acres with Building 7 situated thereon, comprised of a basement and three floors with approximately 31,506 square footage.
FMV:	Fair market value (FMV) of the building is \$11,650,000 based on an appraisal report by CNY Pomeroy Appraisers, Inc.
Debt:	SUNY will assume a part of the outstanding bond debt related to Building 7 at the time of the transfer of jurisdiction
Building 7 outstanding Debt:	\$8,925,957 debt as of May 2021 with a 5.01% interest rate and remaining term of 19 years. (The New York State Division of the Budget (DOB) will recharacterize the existing bond debt from OMH to SUNY)

**HOSPICE OF JEFFERSON COUNTY, INC. AND  
HOSPICE FOUNDATION OF JEFFERSON COUNTY, INC.**

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
SEPTEMBER 30, 2020  
(With Comparative Totals for 2019)**

	<u>2020</u>	<u>2019</u>
<b>ASSETS</b>		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 607,853	\$ 455,812
Accounts receivable, net of allowance for doubtful accounts of \$226,348 and \$50,000 in 2020 and 2019, respectively	307,883	279,227
Current portion of pledges receivable	79,225	106,788
Prepaid expenses and other assets	<u>21,553</u>	<u>31,177</u>
Total current assets	1,016,514	873,004
PLEDGES RECEIVABLE, net	111,084	188,021
INVESTMENTS	3,130,451	3,130,908
INVESTMENT IN THE COMMUNITY FOUNDATION	1,519,896	1,494,693
PROPERTY AND EQUIPMENT, net	<u>2,914,701</u>	<u>3,124,645</u>
Total assets	<u>\$ 8,692,646</u>	<u>\$ 8,811,271</u>
<b>LIABILITIES AND NET ASSETS</b>		
CURRENT LIABILITIES:		
Line-of-credit	\$ 52,039	\$ -
Accounts payable and accrued expenses	77,984	47,029
Accrued payroll and related liabilities	161,712	176,167
Paycheck Protection Program loan	<u>410,000</u>	<u>-</u>
Total current liabilities	<u>701,735</u>	<u>223,196</u>
NET ASSETS:		
Without donor restrictions	7,147,212	7,828,938
With donor restrictions	<u>843,699</u>	<u>759,137</u>
Total net assets	<u>7,990,911</u>	<u>8,588,075</u>
Total liabilities and net assets	<u>\$ 8,692,646</u>	<u>\$ 8,811,271</u>



**HOSPICE OF JEFFERSON COUNTY, INC. AND  
HOSPICE FOUNDATION OF JEFFERSON COUNTY, INC.**

**CONSOLIDATED STATEMENT OF ACTIVITIES AND CHANGE IN NET ASSETS  
FOR THE YEAR ENDED SEPTEMBER 30, 2020**  
(With Comparative Totals for 2019)

	<u>2020</u>	<u>2019</u>
<b>REVENUE AND SUPPORT WITHOUT DONOR RESTRICTIONS:</b>		
Net patient service revenue	\$ 2,297,372	\$ 2,464,259
Contributions	295,466	340,433
Net assets released from restrictions	5,390	100,000
Investment and other income	<u>180,543</u>	<u>87,752</u>
Total revenue and support without donor restrictions	<u>2,778,771</u>	<u>2,992,444</u>
<b>EXPENSES:</b>		
Program services	2,760,080	2,634,031
Management and general	547,322	463,532
Fundraising	<u>190,613</u>	<u>181,001</u>
Total expenses	<u>3,498,015</u>	<u>3,278,564</u>
Deficiency of revenue and support over expenses without donor restrictions	(719,244)	(286,120)
GAIN ON INVESTMENTS, net	<u>37,518</u>	<u>171,087</u>
Change in net assets without donor restrictions	<u>(681,726)</u>	<u>(115,033)</u>
<b>NET ASSETS WITH DONOR RESTRICTIONS:</b>		
Contributions	88,284	588,079
Gain on investments	1,668	2,368
Net assets released from restrictions	<u>(5,390)</u>	<u>(100,000)</u>
Change in net assets with donor restrictions	<u>84,562</u>	<u>490,447</u>
CHANGE IN NET ASSETS	(597,164)	375,414
NET ASSETS - beginning of year	<u>8,588,075</u>	<u>8,212,661</u>
NET ASSETS - end of year	<u>\$ 7,990,911</u>	<u>\$ 8,588,075</u>

Northwell Health, Inc.

Consolidated Statements of Financial Position  
(In Thousands)

	December 31	
	2020	2019
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 830,955	\$ 535,619
Short-term investments	3,619,297	2,931,431
Accounts receivable for services to patients, net	1,276,235	1,285,542
Accounts receivable for physician activities, net	271,784	255,893
Current portion of pledges receivable	51,076	47,316
Current portion of insurance claims receivable	45,232	44,256
Other current assets	498,422	349,832
Total current assets	<u>6,593,001</u>	<u>5,449,889</u>
Long-term investments	3,970,226	2,532,060
Pledges receivable, net of current portion	100,339	99,971
Property, plant and equipment, net	5,858,662	5,548,317
Right-of-use assets – operating leases	942,817	959,622
Insurance claims receivable, net of current portion	136,067	151,214
Other assets	466,603	415,610
Total assets	<u>\$ 18,067,715</u>	<u>\$ 15,156,683</u>
<b>Liabilities and net assets</b>		
Current liabilities:		
Short-term borrowings	\$ 95,000	\$ 95,000
Accounts payable and accrued expenses	1,082,632	989,611
Accrued salaries and related benefits	1,327,075	984,572
Current portion of operating lease obligations	132,289	118,163
Current portion of finance lease obligations	7,995	7,263
Current portion of long-term debt	58,924	56,950
Current portion of insurance claims liability	45,232	44,256
Current portion of malpractice and other insurance liabilities	187,777	184,506
Current portion of Medicare advances	374,408	–
Current portion of estimated payables to third-party payers	306,581	338,251
Total current liabilities	<u>3,617,913</u>	<u>2,818,572</u>
Accrued retirement benefits, net of current portion	755,697	646,738
Operating lease obligations, net of current portion	845,642	869,879
Finance lease obligations, net of current portion	250,069	227,819
Long-term debt, net of current portion	3,650,825	3,715,934
Insurance claims liability, net of current portion	136,067	151,214
Malpractice and other insurance liabilities, net of current portion	1,601,430	1,336,641
Medicare advances, net of current portion	655,821	–
Other long-term liabilities	908,630	634,490
Total liabilities	<u>12,422,094</u>	<u>10,401,287</u>
Commitments and contingencies		
Net assets:		
Without donor restrictions	4,861,852	4,063,674
With donor restrictions	783,769	691,722
Total net assets	<u>5,645,621</u>	<u>4,755,396</u>
Total liabilities and net assets	<u>\$ 18,067,715</u>	<u>\$ 15,156,683</u>

See accompanying notes.

Northwell Health, Inc.

Consolidated Statements of Operations  
(In Thousands)

	Year Ended December 31	
	2020	2019
Operating revenue:		
Net patient service revenue	\$ 9,081,218	\$ 9,500,259
Physician practice revenue	2,055,320	2,093,076
Total patient revenue	<u>11,136,538</u>	<u>11,593,335</u>
CARES Act Provider Relief Fund revenue	1,209,679	-
Other operating revenue	1,020,400	833,653
Net assets released from restrictions used for operations	63,846	60,279
	<u>13,430,463</u>	<u>12,487,267</u>
Operating expenses:		
Salaries	7,021,865	6,410,803
Employee benefits	1,592,007	1,446,365
Supplies and expenses	4,167,383	3,788,695
Depreciation and amortization	540,960	510,653
Interest	160,948	152,444
	<u>13,483,163</u>	<u>12,308,960</u>
(Deficiency) excess of operating revenue over operating expenses, excluding Health Insurance Companies	(52,700)	178,307
Health Insurance Companies excess of operating revenue over operating expenses	26,285	10,067
Total (deficiency) excess of operating revenue over operating expenses	<u>(26,415)</u>	<u>188,374</u>
Non-operating gains and losses:		
Investment income	186,311	171,744
Change in net unrealized gains and losses and change in value of equity method investments	526,009	401,110
Change in fair value of interest rate swap agreements designated as derivative instruments	(283)	(464)
Non-operating net periodic benefit credit (cost)	895	(57,579)
Loss on refunding of long-term debt	-	(519)
Other non-operating gains and losses	123,364	(30,906)
Total non-operating gains and losses	<u>836,296</u>	<u>483,386</u>
Excess of revenue and gains and losses over expenses	809,881	671,760
Net assets released from restrictions for capital asset acquisitions	44,881	47,052
Change in fair value of interest rate swap agreements designated as cash flow hedges	(751)	(733)
Pension and other postretirement liability adjustments	(52,261)	9,105
Other changes in net assets	(3,572)	(8,336)
Increase in net assets without donor restrictions	<u>\$ 798,178</u>	<u>\$ 718,848</u>

See accompanying notes.

Northwell Health, Inc.

Consolidated Statements of Changes in Net Assets  
(In Thousands)

Years Ended December 31, 2020 and 2019

	Net Assets		
	Without Donor Restrictions	With Donor Restrictions	Total
Net assets, January 1, 2019	\$ 3,344,826	\$ 638,709	\$ 3,983,535
Contributions and grants	–	127,262	127,262
Investment income	–	10,257	10,257
Change in net unrealized gains and losses and change in value of equity method investments	–	29,714	29,714
Excess of revenue and gains and losses over expenses	671,760	–	671,760
Net assets released from restrictions for:			
Capital asset acquisitions	47,052	(47,052)	–
Operations	–	(60,279)	(60,279)
Non-operating activities	–	(14,088)	(14,088)
Change in fair value of interest rate swap agreements designated as cash flow hedges	(733)	–	(733)
Pension and other postretirement liability adjustments	9,105	–	9,105
Other changes in net assets	(8,336)	7,199	(1,137)
Increase in net assets	718,848	53,013	771,861
Net assets, December 31, 2019	\$ 4,063,674	\$ 691,722	\$ 4,755,396

	Net Assets		
	Without Donor Restrictions	With Donor Restrictions	Total
Net assets, January 1, 2020	\$ 4,063,674	\$ 691,722	\$ 4,755,396
Contributions and grants	–	161,440	161,440
Investment income	–	12,519	12,519
Change in net unrealized gains and losses and change in value of equity method investments	–	28,419	28,419
Excess of revenue and gains and losses over expenses	809,881	–	809,881
Net assets released from restrictions for:			
Capital asset acquisitions	44,881	(44,881)	–
Operations	–	(63,846)	(63,846)
Non-operating activities	–	(10,959)	(10,959)
Change in fair value of interest rate swap agreements designated as cash flow hedges	(751)	–	(751)
Pension and other postretirement liability adjustments	(52,261)	–	(52,261)
Other changes in net assets	(3,572)	9,355	5,783
Increase in net assets	798,178	92,047	890,225
Net assets, December 31, 2020	\$ 4,861,852	\$ 783,769	\$ 5,645,621

See accompanying notes.

**Northwell Health, Inc.**

**Consolidated Statements of Financial Position  
September 30, 2021 and December 31, 2020 (In Thousands)**

	(Unaudited) September 30, 2021	(Audited) December 31, 2020
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 493,850	\$ 830,955
Short-term investments	4,546,871	3,619,297
Accounts receivable for services to patients, net	1,437,163	1,276,235
Accounts receivable for physician activities, net	289,272	271,784
Current portion of pledges receivable	59,254	51,076
Current portion of insurance claims receivable	45,232	45,232
Other current assets	468,869	498,422
Total current assets	<u>7,340,511</u>	<u>6,593,001</u>
Long-term investments	3,742,998	3,970,226
Pledges receivable, net of current portion	120,333	100,339
Property, plant and equipment, net	6,090,478	5,858,662
Right-of-use assets – operating leases	981,543	942,817
Insurance claims receivable, net of current portion	117,817	136,067
Other assets	494,350	466,603
Total assets	<u>\$ 18,888,030</u>	<u>\$ 18,067,715</u>
<b>Liabilities and net assets</b>		
Current liabilities:		
Short-term borrowings	\$ 95,000	\$ 95,000
Accounts payable and accrued expenses	1,145,457	1,082,632
Accrued salaries and related benefits	1,303,471	1,327,075
Current portion of operating lease obligations	136,390	132,289
Current portion of finance lease obligations	7,102	7,995
Current portion of long-term debt	62,403	58,924
Current portion of insurance claims liability	45,232	45,232
Current portion of malpractice and other insurance liabilities	186,849	187,777
Current portion of Medicare advances	765,098	374,408
Current portion of estimated payables to third-party payers	450,500	306,581
Total current liabilities	<u>4,197,502</u>	<u>3,617,913</u>
Accrued retirement benefits, net of current portion	793,032	755,697
Operating lease obligations, net of current portion	880,590	845,642
Finance lease obligations, net of current portion	246,428	250,069
Long-term debt, net of current portion	3,595,226	3,650,825
Insurance claims liability, net of current portion	117,817	136,067
Malpractice and other insurance liabilities, net of current portion	1,746,615	1,601,430
Medicare advances, net of current portion	3,849	655,821
Other long-term liabilities	873,260	908,630
Total liabilities	<u>12,454,319</u>	<u>12,422,094</u>
Commitments and contingencies		
Net assets:		
Without donor restrictions	5,553,978	4,861,852
With donor restrictions	879,733	783,769
Total net assets	<u>6,433,711</u>	<u>5,645,621</u>
Total liabilities and net assets	<u>\$ 18,888,030</u>	<u>\$ 18,067,715</u>

See accompanying notes.

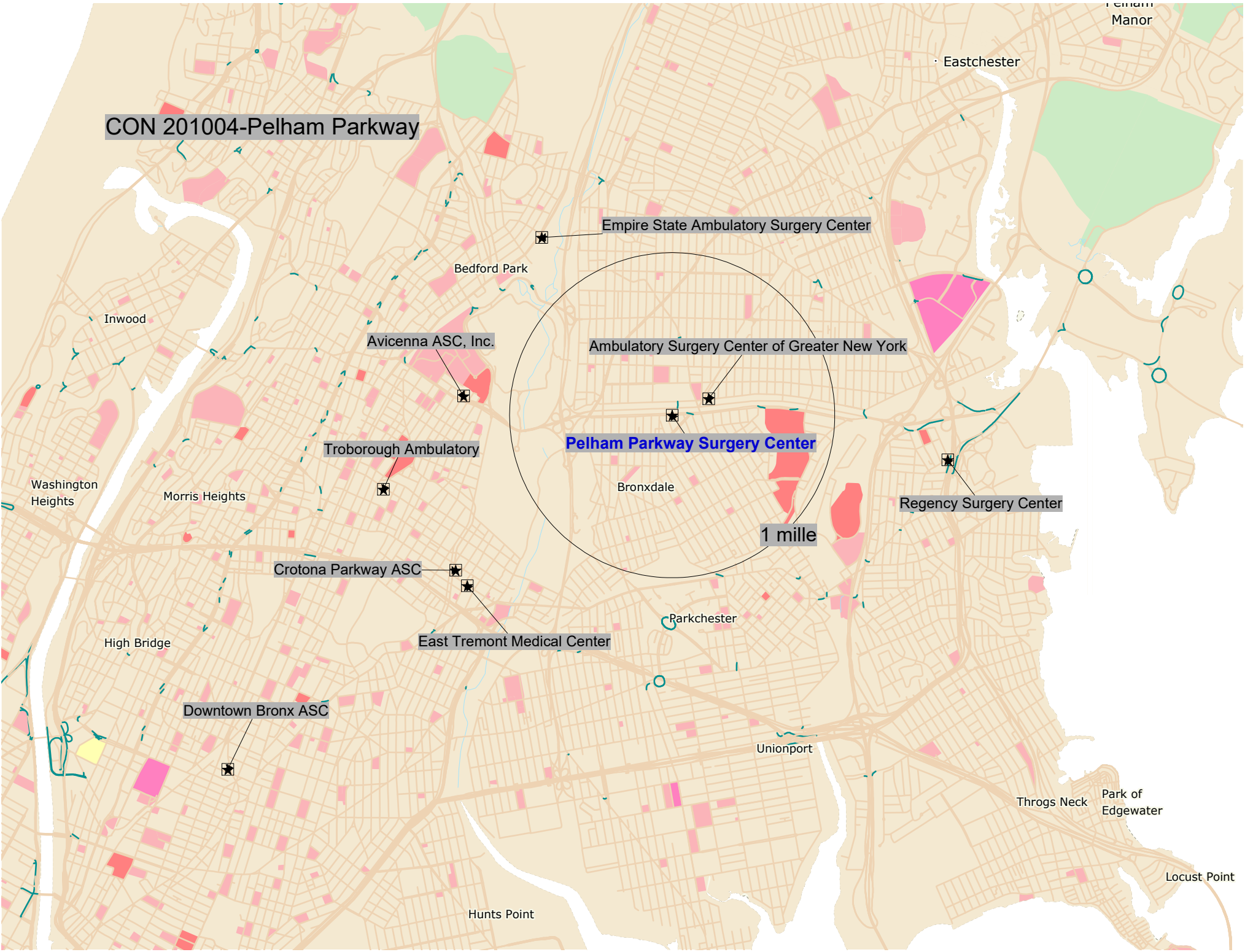
**Northwell Health, Inc.**

**Consolidated Statements of Operations  
For the Nine Months Ended September 30, 2021 and 2020 (In Thousands)**

	(Unaudited) 2021	(Unaudited) 2020
Operating revenue:		
Net patient service revenue	\$ 7,744,875	\$ 6,524,858
Physician practice revenue	1,920,860	1,433,626
Total patient revenue	<u>9,665,735</u>	<u>7,958,484</u>
CARES Act Provider Relief Fund revenue	26,986	891,772
Other operating revenue	946,358	705,718
Net assets released from restrictions used for operations	48,613	56,112
Total operating revenue	<u>10,687,692</u>	<u>9,612,086</u>
Operating expenses:		
Salaries	5,480,173	5,163,063
Employee benefits	1,224,500	1,196,974
Supplies and expenses	3,318,571	2,969,577
Depreciation and amortization	442,208	408,963
Interest	118,920	120,096
Total operating expenses	<u>10,584,372</u>	<u>9,858,673</u>
Excess (deficiency) of operating revenue over operating expenses	103,320	(246,587)
Non-operating gains and losses:		
Investment income	294,022	68,375
Change in net unrealized gains and losses and change in value of equity method investments	101,445	99,971
Change in fair value of interest rate swap agreements designated as derivative instruments	495	(444)
Non-operating net periodic benefit credit (cost)	2,763	(12,079)
Other non-operating gains and losses	183,963	(15,521)
Total non-operating gains and losses	<u>582,688</u>	<u>140,302</u>
Excess (deficiency) of revenue and gains and losses over expenses	686,008	(106,285)
Net assets released from restrictions for capital asset acquisitions	14,635	16,427
Change in fair value of interest rate swap agreements designated as cash flow hedges	1,234	(1,234)
Other changes in net assets	(9,751)	(2,436)
Increase (decrease) in net assets without donor restriction	<u>\$ 692,126</u>	<u>\$ (93,528)</u>

See accompanying notes.

**CON 201004-Pelham Parkway**



**Lease Agreement**

The applicant has submitted an executed lease agreement that includes the site to be occupied, the terms of which are summarized below:

Premises:	1000 Pelham Parkway South, Bronx, NY 10461
Landlord:	Morningside Acquisition II, LLC
Tenant:	Morningside Acquisition I, LLC
Term:	30 Years
Rental:	\$1,399,000 per year (\$116,583.33 per month)
Provisions:	Tenant is responsible for real estate taxes, taxes, assessments, insurance, utilities.

**License Agreement**

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

Licensed Space:	1 <sup>st</sup> floor of premises at 1000 Pelham Parkway South, Bronx, NY 10461
Licensor:	Morningside Acquisition I, LLC d/b/a Morningside Nursing and Rehabilitation Center
Licensee:	Pelham Parkway SC, LLC
Term:	10 Years
License Fee:	\$400,000 per year (\$33,333.33 per month) for the first year. Fee will increase at 3% of the base year rent for years 2 through 10.
Provisions:	License fee is inclusive of all related utilities, including but not limited to electricity and water consumption. Licensee is responsible for insurance.

The applicant has submitted an affidavit confirming that the lease and licensing agreement is a non-arm's length agreement as common ownership exists between the manager(s) / member(s) of Pelham Parkway SC, LLC as licensee, and Morningside Acquisition I, LLC as licensor to the proposed Center who is also a tenant to Morningside Acquisition II, LLC the landlord and owner of the real property.

The applicant has submitted letters from two NYS licensed realtors attesting to the reasonableness of the per square footage rental.



**PELHAM PARKWAY SC, LLC**

**ESTABLISH A MULTI SPECIALTY AMBULATORY SURGERY CENTER**

**PRO FORMA BALANCE SHEET**

ASSETS

Cash	\$	983,120
Leasehold Improvements	\$	5,580,075
Equipment	\$	2,813,652

TOTAL ASSETS \$9,376,847

LIABILITIES AND MEMBERS EQUITY

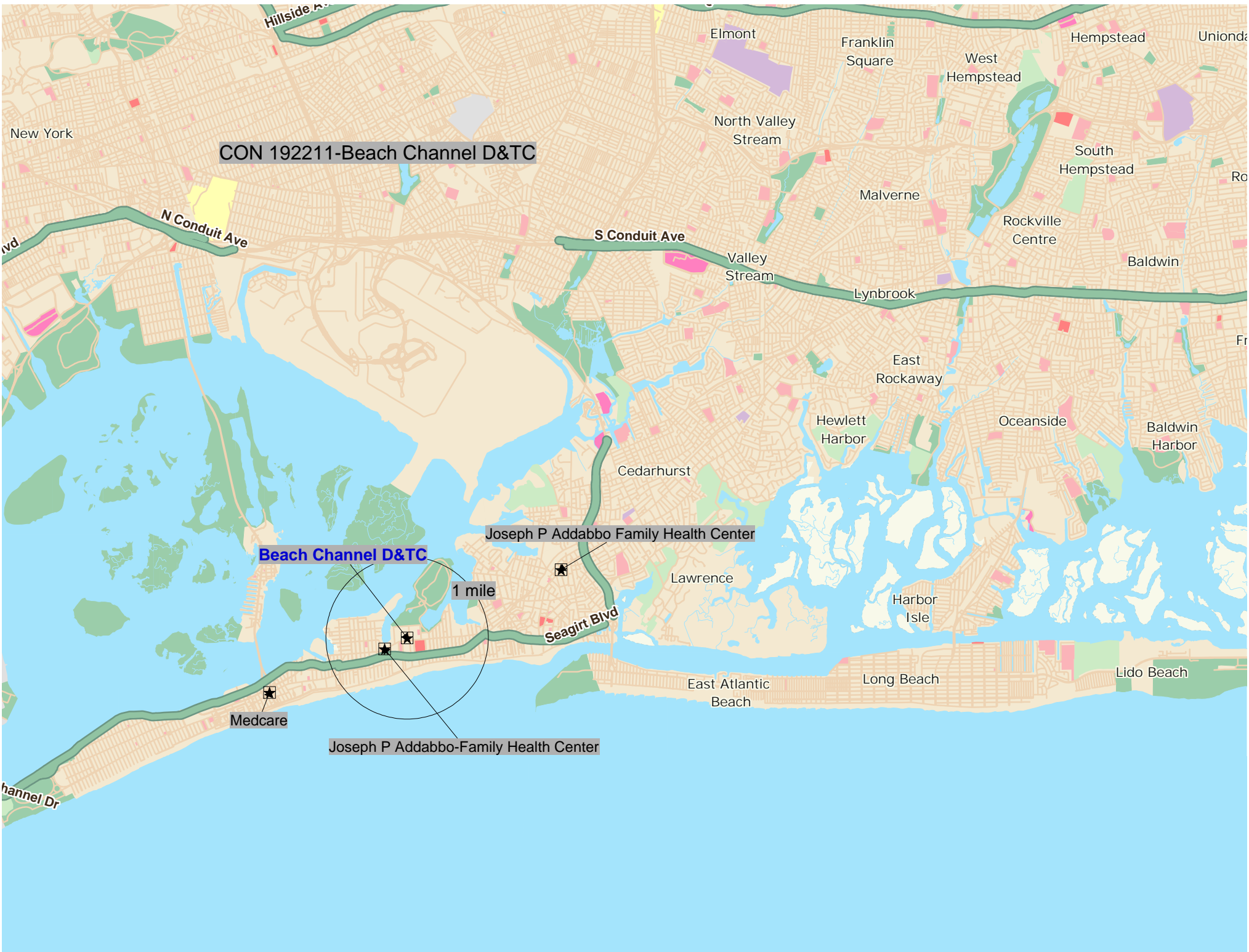
LIABILITIES

Working Capital Loan	\$491,560
Long Term Loan	\$7,134,668

TOTAL LIABILITIES \$7,626,228

MEMBERS EQUITY \$1,750,619

TOTAL LIABILITIES AND  
MEMBERS EQUITY \$9,376,847



**Cardiff Bay Center, LLC**  
**D/B/A Peninsula Nursing and Rehabilitation Center**  
**Balance Sheet**  
**December 31, 2020 And 2019**

CON# 192211  
BFA Attachment B

**ASSETS**

CURRENT ASSETS:	<u>2020</u>	<u>2019</u>
Cash	\$ 525,171	\$ 825,263
Accounts Receivable (Net)	2,995,130	4,948,093
Prepaid Expenses	1,077,382	955,081
Due from Third Party Payors	689,865	201,566
TOTAL CURRENT ASSETS	<u>5,287,548</u>	<u>6,930,003</u>
FIXED ASSETS (Net):	<u>4,759,970</u>	<u>2,964,136</u>
OTHER ASSETS:		
Escrow Deposits	839,509	701,482
Due from Related Party	263,568	248,963
Security Deposits	13,450	13,450
Resident Funds	235,466	200,799
TOTAL OTHER ASSETS	<u>1,351,993</u>	<u>1,164,694</u>
TOTAL ASSETS	<u>\$ 11,399,511</u>	<u>\$ 11,058,833</u>

**LIABILITIES & EQUITY**

CURRENT LIABILITIES:		
Line of Credit	\$ 1,325,000	\$ 1,325,000
Accounts Payable	3,756,025	3,225,208
Accrued Payroll & Taxes	859,148	787,046
Accrued Expenses	484,995	599,065
Due to Third Party Payors	-	148,842
TOTAL CURRENT LIABILITIES	<u>6,425,168</u>	<u>6,085,161</u>
LONG TERM LIABILITIES:		
Other Payables	38,895	-
Due to Related Parties	3,399,848	3,399,416
Advances from Members	400,000	400,000
Resident Funds Payable	235,466	200,799
TOTAL LONG TERM LIABILITIES	<u>4,074,209</u>	<u>4,000,215</u>
MEMBERS' EQUITY	<u>900,134</u>	<u>973,457</u>
TOTAL LIABILITIES & MEMBERS' EQUITY	<u>\$ 11,399,511</u>	<u>\$ 11,058,833</u>

**Cardiff Bay Center, LLC**  
**D/B/A Peninsula Nursing and Rehabilitation Center**  
**Statement of Operations and Members' Equity**  
**Years Ended December 31, 2020 And 2019**

CON# 192211  
BFA Attachment B Cont.

	2020		2019	
	Amount	Per Day	Amount	Per Day
<b>OPERATING INCOME:</b>				
Net Patient Service Income	\$ 22,340,319	\$ 370.99	\$ 25,013,690	\$ 367.30
Other Operating Income	1,779,931	29.56	415,322	6.10
<b>TOTAL OPERATING INCOME</b>	<b>24,120,250</b>	<b>400.55</b>	<b>25,429,012</b>	<b>373.40</b>
<b>OPERATING EXPENSES:</b>				
Administrative Services	1,572,085	26.11	2,422,717	35.57
Fiscal Services	693,335	11.51	704,513	10.34
Plant, Operations & Maintenance	5,602,029	93.02	5,328,147	78.24
Patient Food Services	1,882,084	31.25	1,929,819	28.34
Housekeeping Services	847,070	14.07	989,752	14.54
Laundry Services	214,677	3.56	252,559	3.71
Nursing Administration	1,116,749	18.54	1,690,490	24.82
Medical Care Services	428,534	7.12	585,022	8.58
Leisure Time Activities	422,190	7.01	547,688	8.05
Social Services & Admitting	476,052	7.90	425,778	6.26
Security Services	312,033	5.18	257,848	3.78
Ancillary Service Centers	1,832,785	30.43	2,160,173	31.72
Program Service Centers	6,789,323	112.75	6,840,969	100.45
Medicaid Assessment	1,083,531	17.99	1,275,088	18.72
COVID - 19 Costs	921,096	15.30	-	-
<b>TOTAL OPERATING EXPENSES</b>	<b>24,193,573</b>	<b>401.74</b>	<b>25,410,563</b>	<b>373.12</b>
<b>NET INCOME(LOSS)</b>	<b>(73,323)</b>	<b>\$ <u>(1.19)</u></b>	<b>18,449</b>	<b>\$ <u>0.28</u></b>
<b>MEMBERS' EQUITY:</b>				
Balance as of Beginning of Period	973,457		1,019,008	
Members' Distributions	-		(64,000)	
<b>TOTAL MEMBERS' EQUITY - END OF PERIOD</b>	<b>\$ 900,134</b>		<b>\$ 973,457</b>	

CARDIFF BAY CENTER, LLC  
dba PENINSULA NURSING AND REHABILITATION CENTER

CON# 192211  
BFA Attachment C

BALANCE SHEET

ASSETS

July 31, 2021

**CURRENT ASSETS**

Cash and Cash Equivalents	\$	50,779
Patient Accounts Receivable (net of allowance for doubtful accounts)		4,579,873
Prepaid Expenses		281,040
Escrow		1,675,371

**TOTAL CURRENT ASSETS** \$ 6,587,063

Security Deposits	\$	13,450
Fixed Assets (net of accumulated depreciation)		4,688,761
Patient Funds		348,708

**TOTAL ASSETS** \$ 11,637,982

LIABILITIES AND MEMBERS EQUITY

**CURRENT LIABILITIES**

Accounts Payable	\$	4,070,005
Line of Credit		1,725,000.00
Accrued Payroll, Sick and Vacation		707,449
Accrued Payroll Taxes		229,744
Accrued Expenses		429,769

**TOTAL CURRENT LIABILITIES** \$ 7,161,967

Due to Landlord	\$	3,460,836
Patient Funds		348,708

**TOTAL LIABILITIES** \$ 10,971,511

Members Equity		666,471
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**TOTAL LIABILITIES AND MEMBERS EQUITY** \$ 11,637,982

**CARDIFF BAY CENTER, LLC**  
**dba PENINSULA NURSING AND REHABILITATION CENTER**

CON# 192211  
 BFA Attachment C Cont.

**STATEMENT OF INCOME AND MEMBERS EQUITY**

	<b>Seven Months Ended</b>	
	<b>July 31, 2021</b>	
	<u><b>Amount</b></u>	<u><b>Per Day</b></u>
<b>OPERATING INCOME</b>		
Patient Service Income	\$ 12,307,581	\$ 375.90
Other Income	12,484	0.38
<b>TOTAL OPERATING INCOME</b>	<u>\$ 12,320,065</u>	<u>\$ 376.28</u>
<b>OPERATING EXPENSES</b>		
Administrative Services	\$ 823,413	\$ 25.15
Fiscal Services	377,958	11.55
Plant, Operations and Maintenance Services	3,139,643	54.42
Patient Food Services	986,600	30.13
Housekeeping Services	473,781	14.48
Laundry Services	101,275	3.09
Nursing Administration Services	572,834	17.50
Medical Care Services	297,943	9.10
Leisure Time Services	224,137	6.84
Social Services & Admissions	273,599	8.35
Security Services	153,190	4.68
Ancillary Services	1,109,055	33.87
Program Services	3,954,658	113.44
<b>TOTAL OPERATING EXPENSES</b>	<u>\$ 12,488,086</u>	<u>\$ 332.60</u>
<b>NET INCOME FROM OPERATIONS</b>	\$ (168,021)	43.68
<b>NET OTHER OPERATING ACTIVITIES</b>		
Medicaid Assessment Revenue	\$ 489,664	\$ 14.96
Medicaid Assessment Expense	(555,300)	(16.96)
<b>NET INCOME</b>	<u>\$ (233,664)</u>	<u>\$ 41.68</u>
<b>MEMBERS EQUITY</b>		
Opening Equity	900,135	
<b>BALANCE, END OF PERIOD</b>	<u>\$ 666,471</u>	

DRAFT

**BFA Attachment D  
CON 192211**

**Master Lease Rental Agreement**

The applicant has submitted an executed amended and restated master lease for the building. The terms are summarized below:

Date:	April 7, 2014
Premises:	101,721 sq. ft. located at 50-15 Beach Channel Drive, Queens, New York 11797
Lessor:	Beach 50 <sup>th</sup> Street, LLC
Lessee:	Cardiff Bay Center, LLC
Term:	50-Year terminating on the 50 <sup>th</sup> anniversary of the commencement date of the facility.
Rent:	\$2,150,000 per annum increase annually by 2% for the term.

The master lease agreement is a non-arm's length arrangement as the landlord and tenant entities have identical membership. Specifically, the members of Beach 50<sup>th</sup> Street LLC and Cardiff Bay Center, LLC are as follows: Pasquale DeBenedictis (25.05%), Alex Solovey (25.05%), Leopold Friedman (24.90%), Michael Melnicke (25%).

**License Agreement**

The applicant submitted a draft license agreement for the proposed D&TC space. The terms are summarized below:

Premises:	2,700 sq. ft. located at 50-15 Beach Channel Drive, Queens, New York 11797
Sublessor:	Cardiff Bay Center, LLC
Licensee:	Beach Channel D&TC, LLC
Term:	10 Years
Rental:	Years 1 & 2: \$175,793 (\$65.10 per sq. ft.); Year 3: \$186,341 (\$69.01 per sq. ft.) Year 4: \$190,999 (\$70.74 per sq. ft.); Year 5: \$195,774 (\$72.50 per sq. ft.); Year 6: \$200,669 (\$74.32 per sq. ft.); Year 7: 205,685 (\$76.17 per sq. ft.); Year 8: \$210,827 (\$78.08 per sq. ft.); Year 9: \$216,098 (\$80.03 per sq. ft.); Year 10: \$221,501 (\$82.03 per sq. ft.)
Provisions:	Either party may terminate this license upon sixty (60) days advance notice for any reason. In the case of breach of agreement, ten (10) days advance notice in writing is required. The license agreement is subject and subordinate to Peninsula N&RC's lease for the premises of which the licenses space is part, and to all mortgages, liens or other encumbrances upon the premises which Peninsula N&RC does business.

Beach Channel Diagnostic and Treatment Center

Pro Forma Balance Sheet

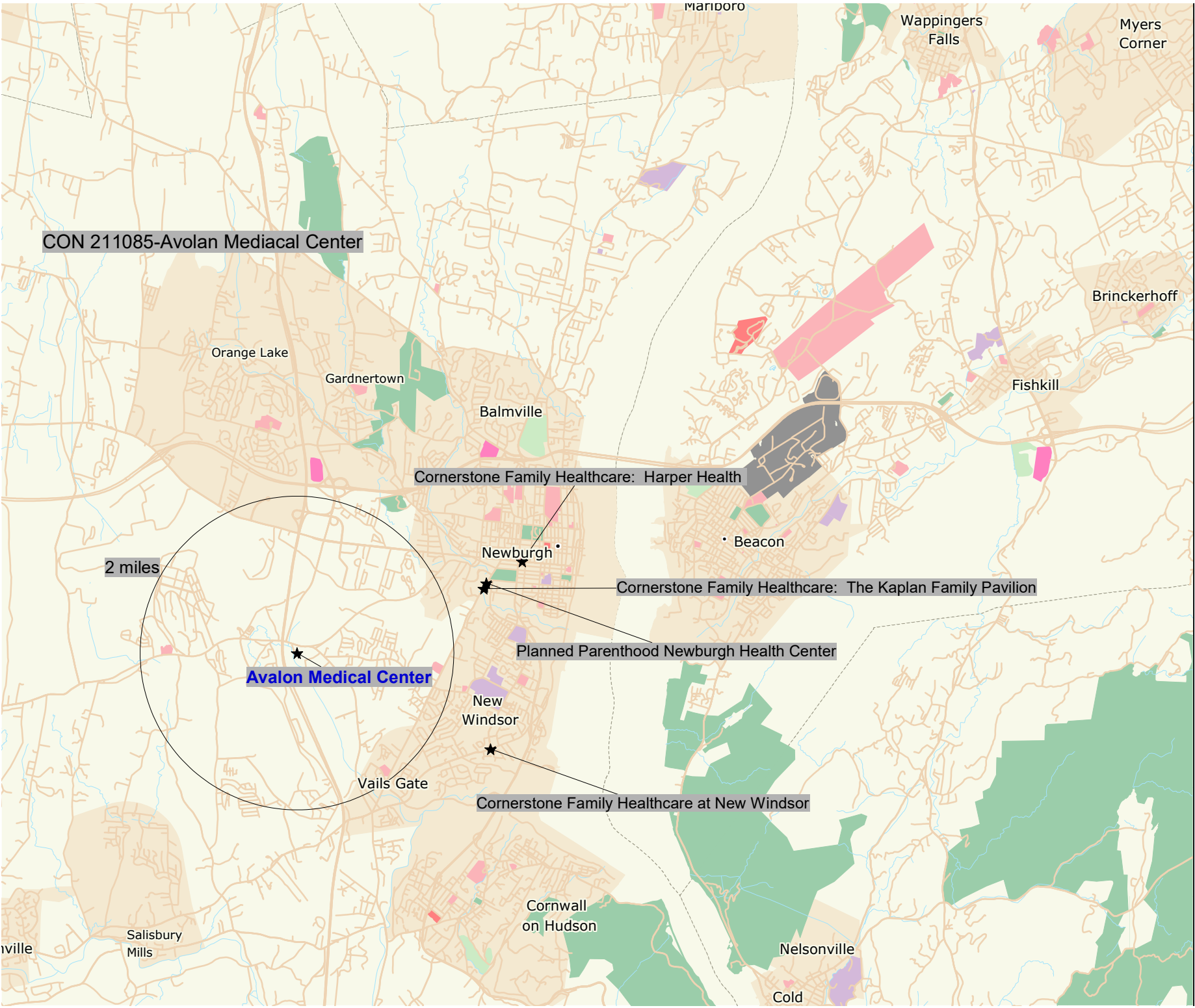
ASSETS

Cash	\$	196,444
Leasehold Improvement	\$	-
Moveable/Fixed Equipment	\$	-
Total Assets	\$	196,444

LIABILITIES & MEMBERS EQUITY

Long Term Debt	\$	-
Short Term Debt	\$	-
Total Liabilities	\$	-
Members Equity	\$	196,444
Total Liabilities and Members Equity	\$	196,444





CON 211085-Avolan Mediacal Center

2 miles

**Avalon Medical Center**

Cornerstone Family Healthcare: Harper Health

Cornerstone Family Healthcare: The Kaplan Family Pavilion

Planned Parenthood Newburgh Health Center

Cornerstone Family Healthcare at New Windsor

Mariboro

Wappingers Falls

Myers Corner

Orange Lake

Gardnertown

Balmville

Brinckerhoff

Fishkill

Newburgh

Beacon

New Windsor

Vails Gate

Cornwall on Hudson

Nelsonville

Salisbury Mills

Cold

KD Hudson Ventures, LLC d/b/a Avalon Medical Group

Pro Forma Balance Sheet

ASSETS:

Cash	\$573,778
Moveable Equipment	246,117
Leasehold Improvements	<u>2,115,862</u>
TOTAL ASSETS	\$2,935,757

LIABILITIES:

Bank Loan	\$2,125,781
Working Capital Loan	<u>286,889</u>
TOTAL LIABILITIES	\$2,412,670

NET ASSETS	\$523,087
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**Lease Rental Agreement**

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

Premises	6,000 square feet located at 121 Executive Drive, New Windsor, New York
Lessor	Poughkeepsie Properties, LLC
Lessee	KD Hudson Ventures, LLC
Term	5-year term with a 5-year renewable
Rental	\$90,000 annually (\$15.00 per sq.ft.). The rental payments during the renewable term is \$90,000 annually
Provisions	The lessor shall be responsible for real estate taxes, utilities, insurance, and maintenance

The applicant provided an affidavit indicating that the lease agreement will be an arm's length lease arrangement. The applicant submitted two real estate letters attesting to the reasonableness of the per square foot rental.

Allocation of Combined Purchase Price by Clinic

	1. Article 28 and Operational Assets	2. Non-clinical Assets	Combined Purchase Price
MVNY Partners I, LLC dba U.S. Renal Care Faxton Dialysis	\$1,297,059	\$2,010,308	\$3,307,367
MVNY Partners II, LLC dba U.S. Renal Care St. Luke's Home Dialysis	\$255,882	\$549,174	\$805,056
MVNY Partners III, LLC dba U.S. Renal Care Masonic Care Community Dialysis	\$529,412	\$877,605	\$1,407,017
MVNY Partners IV, LLC dba U.S. Renal Care Rome Dialysis	\$264,706	\$369,312	\$634,018
MVNY Partners V, LLC dba U.S. Renal Care Herkimer Dialysis	\$264,706	\$751,413	\$1,016,119
MVNY Partners VI, LLC dba U.S. Renal Care Hamilton Dialysis	\$158,824	\$753,711	\$912,535
MVNY Partners VII, LLC dba U.S. Renal Care Oneida Dialysis.	\$229,412	\$1,688,478	\$1,917,889
	\$3,000,000	\$7,000,000	\$10,000,000

**U. S. Renal Care, Inc.  
Affiliate List**

**211201 -211207  
BFA Attachment C**

**NEW YORK CLINICS**

DSI Dutchess Dialysis, Inc. d/b/a DSI Dutchess Dialysis  
2585 South Road  
Poughkeepsie, NY 12601  
Operating Cert No. 1363201R

DSI Dutchess Dialysis, Inc. d/b/a DSI Newburgh Dialysis  
39 North Plank Rd Ste 5  
Newburgh, NY 12550-2124  
Operating Cert No. 1363201R

USRC Cheektowaga, Inc. d/b/a U.S. Renal Care Cheektowaga Dialysis  
2875 Union Rd Suite 13 C/D  
Cheektowaga NY 14225  
Operating Cert No. 1455203R

USRC Pelham, LLC d/b/a U.S. Renal Care Pelham Parkway Dialysis 1400  
Pelham Parkway South Building 5  
Bronx, New York 10461-1138  
Operating Cert No. 7000288R

USRC South Flushing, LLC d/b/a U.S. Renal Care South Flushing Dialysis  
71-12 Park Ave  
Flushing, New York 11365 – 4105  
Operating Cert No. 7003285R

USRC Tonawanda, Inc. d/b/a U.S. Renal Care Tonawanda Dialysis  
3161 Eggert Rd  
Tonawanda NY 14150  
Operating Cert No. 1472200R

USRC West Cheektowaga, LLC d/b/a U.S. Renal Care Amherst Dialysis  
2880 Sheridan Dr  
Tonawanda, NY 14150-9419  
Operating Cert No. 1455204R

USRC West Cheektowaga, LLC d/b/a U.S. Renal West Cheektowaga  
Dialysis 2681 Harlem Road  
Cheektowaga, NY 14225-9998  
Operating Cert No. 1455204R

USRC Williamsville, Inc. d/b/a U.S. Renal Care Williamsville Dialysis  
7964 Transit Rd Suite 8-A  
Williamsville NY 14221  
Operating Cert No. 142103R

**Income Statement**  
**For the Twelve Months Ending Thursday, December 31, 2020**  
**New York Consolidated**  
**Accounting Basis - Accrual**

	<u>FY 2019</u>	<u>Q1 2020</u>	<u>Q2 2020</u>	<u>Q3 2020</u>	<u>Q4 2020</u>	<u>Nov 2020</u>	<u>Dec 2020</u>	<u>YTD 2020</u>
<b>Total Treatments</b>	<b>134,463</b>	<b>34,376</b>	<b>35,141</b>	<b>35,698</b>	<b>35,138</b>	<b>11,077</b>	<b>11,997</b>	<b>140,353</b>
Revenue Before Reserve and Bad Debt Expense	54,054,676	14,727,619	16,349,662	15,535,140	14,435,447	4,556,589	4,540,468	61,047,867
Revenue Reserve	(2,032,901)	(515,365)	(550,909)	(71,973)	(71,064)	(140,125)	236,841	(1,209,312)
Bad Debt Expense	78,231	0	(23,992)	104,538	0	0	0	80,545
<b>Net Revenue</b>	<b>52,100,006</b>	<b>14,212,254</b>	<b>15,774,761</b>	<b>15,567,705</b>	<b>14,364,383</b>	<b>4,416,464</b>	<b>4,777,309</b>	<b>59,919,100</b>
<b>Facility Expenses</b>								
Labor Expense	14,531,578	3,806,930	3,862,411	3,811,514	3,849,193	1,316,354	1,239,562	15,330,047
Medical Supplies	2,923,974	757,665	755,264	803,316	789,046	243,908	280,699	3,105,291
Medications	6,096,319	1,480,713	1,435,267	1,450,666	1,247,942	432,779	342,552	5,614,589
Medical Director Fees	1,021,895	267,744	293,115	294,083	236,306	98,028	40,250	1,091,248
Rent	2,400,050	698,839	638,649	583,201	(1,134,529)	181,389	(1,535,976)	786,161
Management Fee	3,833,121	974,063	1,065,568	2,075,074	(19,175)	253,846	(637,820)	4,095,530
Other Expenses	4,097,746	1,022,682	1,079,120	1,261,650	1,212,015	407,415	264,107	4,575,467
<b>Total Facility Expenses</b>	<b>34,904,683</b>	<b>9,008,636</b>	<b>9,129,394</b>	<b>10,279,504</b>	<b>6,180,798</b>	<b>2,933,719</b>	<b>(6,626)</b>	<b>34,598,333</b>
<b>Facility EBITDA</b>	<b>17,195,323</b>	<b>5,203,618</b>	<b>6,645,367</b>	<b>5,288,201</b>	<b>8,183,585</b>	<b>1,482,745</b>	<b>4,783,935</b>	<b>25,320,767</b>
<b>As a Percent of Revenue</b>	<b>31.8%</b>	<b>35.3%</b>	<b>40.6%</b>	<b>34.0%</b>	<b>56.7%</b>	<b>32.5%</b>	<b>105.4%</b>	<b>41.5%</b>
Interest Expense	(3,010,584)	(811,969)	(781,160)	(726,037)	(1,030,991)	(256,104)	(524,937)	(3,350,157)
Depreciation	2,170,838	535,770	691,117	694,844	667,575	232,137	203,652	2,589,305
Loss on Early Retirement of Debt	0	0	0	0	(641,692)	(641,692)	0	(641,692)
Gain (Loss) on Sale of Assets	1,016	0	0	0	0	0	0	0
Transaction and Settlement Costs	2,749,594	325,620	0	0	0	0	0	325,620
Pandemic Costs	0	23,266	790,806	272,845	310,088	(14,571)	233,276	1,397,005
Pandemic Costs-Grant Relief	0	0	(783,077)	(184,533)	(198,557)	(7,664)	(140,551)	(1,166,167)
Income Taxes	841,281	62,862	77,320	91,326	750,083	13,434	683,365	981,591
<b>Total Non-Operating Expenses</b>	<b>2,752,145</b>	<b>135,549</b>	<b>(4,994)</b>	<b>148,445</b>	<b>(143,494)</b>	<b>(674,460)</b>	<b>454,805</b>	<b>135,505</b>
<b>Net Income</b>	<b>14,443,178</b>	<b>5,068,069</b>	<b>6,650,361</b>	<b>5,139,756</b>	<b>8,327,079</b>	<b>2,157,205</b>	<b>4,329,130</b>	<b>25,185,262</b>



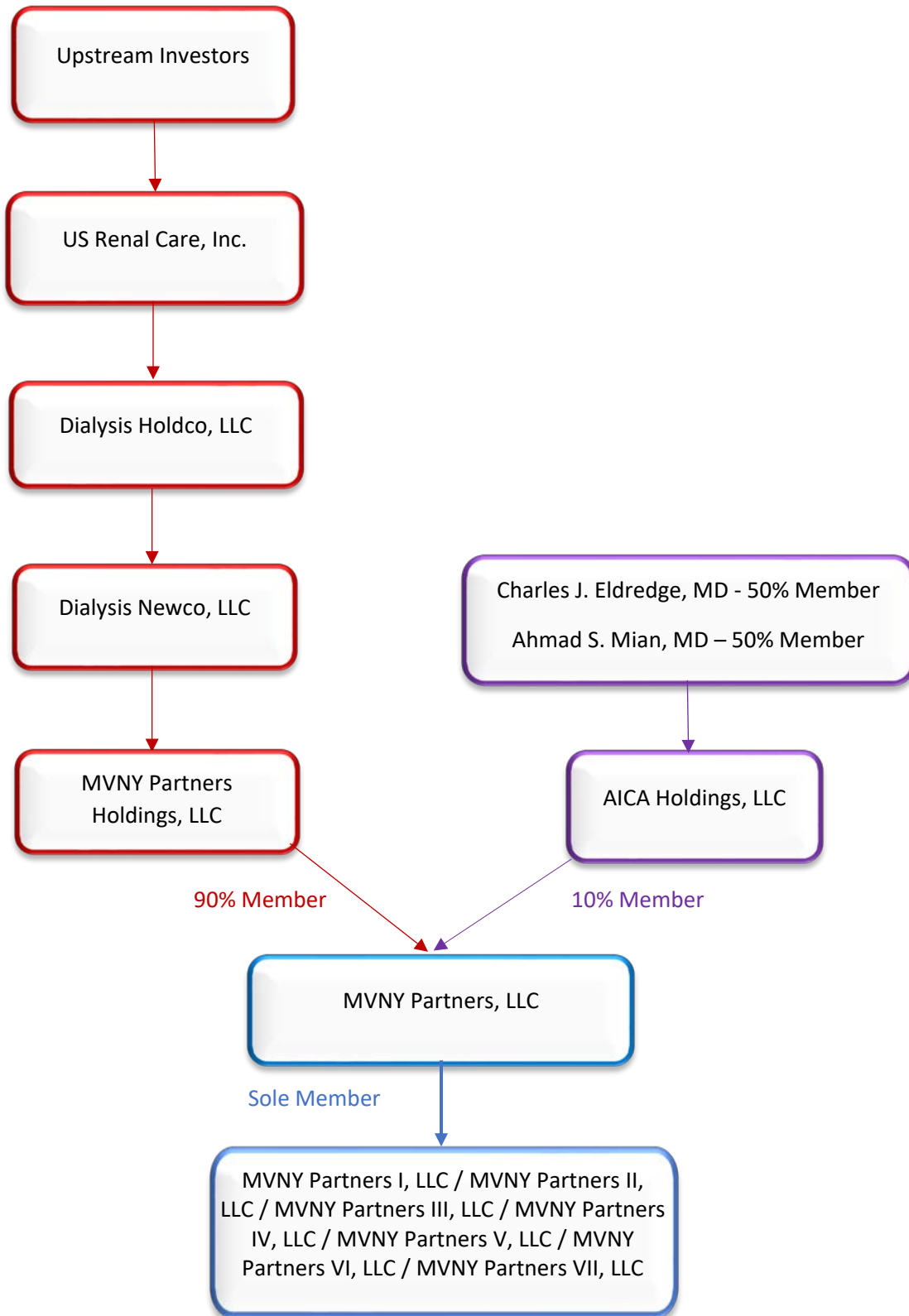
**Income Statement**  
**For the Six Months Ending Wednesday, June 30, 2021**  
**Consolidated U.S. Renal Care, Inc and Subsidiaries**  
**Accounting Basis - Accrual**

	<u>FY 2020</u>	<u>Q3 2020</u>	<u>Q4 2020</u>	<u>Q1 2021</u>	<u>Q2 2021</u>	<u>May 2021</u>	<u>Jun 2021</u>	<u>YTD 2021</u>	<u>YTD Budget</u>
<b>Total Treatments</b>	<b>140,353</b>	<b>35,698</b>	<b>35,138</b>	<b>31,847</b>	<b>32,960</b>	<b>11,036</b>	<b>11,069</b>	<b>64,807</b>	<b>64,364</b>
Revenue Before Reserve and Bad Debt Expense	61,047,867	15,535,140	14,435,447	12,273,269	12,897,696	4,261,310	4,331,353	25,170,965	24,685,240
Revenue Reserve	(1,209,312)	(71,973)	(71,064)	(354,797)	(371,837)	(121,560)	(125,726)	(726,634)	(702,863)
Bad Debt Expense	80,545	104,538	0	0	0	0	0	0	0
<b>Net Revenue</b>	<b>59,919,100</b>	<b>15,567,705</b>	<b>14,364,383</b>	<b>11,918,472</b>	<b>12,525,859</b>	<b>4,139,750</b>	<b>4,205,627</b>	<b>24,444,331</b>	<b>23,982,377</b>
<b>Facility Expenses</b>									
Labor Expense	15,330,047	3,811,514	3,849,193	3,632,143	3,763,678	1,207,270	1,301,491	7,395,820	7,363,023
Medical Supplies	3,105,291	803,316	789,046	699,846	702,394	246,098	236,331	1,402,240	1,472,335
Medications	5,614,589	1,450,666	1,247,942	774,949	793,364	251,849	274,236	1,568,314	1,527,651
Medical Director Fees	1,091,248	294,083	236,306	270,336	271,291	90,430	90,430	541,626	593,951
Rent	786,161	583,201	(1,134,529)	653,725	592,147	210,526	212,081	1,245,871	1,334,695
Management Fee	4,095,530	2,075,074	(19,175)	1,025,752	763,567	289,522	289,522	1,789,318	2,059,633
Other Expenses	4,575,467	1,261,650	1,212,015	1,308,950	1,350,883	412,045	409,884	2,659,833	2,157,782
<b>Total Facility Expenses</b>	<b>34,598,333</b>	<b>10,279,504</b>	<b>6,180,798</b>	<b>8,365,701</b>	<b>8,237,324</b>	<b>2,707,740</b>	<b>2,813,975</b>	<b>16,603,022</b>	<b>16,509,070</b>
<b>Facility EBITDA</b>	<b>25,320,767</b>	<b>5,288,201</b>	<b>8,183,585</b>	<b>3,552,771</b>	<b>4,288,535</b>	<b>1,432,010</b>	<b>1,391,652</b>	<b>7,841,309</b>	<b>7,473,307</b>
<b>As a Percent of Revenue</b>	<b>41.5%</b>	<b>34.0%</b>	<b>56.7%</b>	<b>28.9%</b>	<b>33.3%</b>	<b>33.6%</b>	<b>32.1%</b>	<b>31.2%</b>	
Interest Expense	(3,350,157)	(726,037)	(1,030,991)	(795,702)	(872,425)	(284,823)	(305,767)	(1,668,127)	(1,487,582)
Depreciation	2,589,305	694,844	667,575	610,614	184,741	124,975	116,737	795,355	1,189,146
Loss on Early Retirement of Debt	(641,692)	0	(641,692)	0	0	0	0	0	0
Transaction and Settlement Costs	325,620	0	0	0	0	0	0	0	0
Pandemic Costs	1,397,005	272,845	310,088	489,390	452,789	159,982	138,170	942,179	0
Pandemic Costs-Grant Relief	(1,166,167)	(184,533)	(198,557)	(152,266)	(74,976)	(21,544)	(34,567)	(227,243)	0
Income Taxes	981,591	91,326	750,083	33,641	37,548	11,375	15,155	71,189	4,800
<b>Total Non-Operating Expenses</b>	<b>135,505</b>	<b>148,445</b>	<b>(143,494)</b>	<b>185,677</b>	<b>(272,323)</b>	<b>(10,035)</b>	<b>(70,272)</b>	<b>(86,647)</b>	<b>(293,636)</b>
<b>Net Income</b>	<b>25,185,262</b>	<b>5,139,756</b>	<b>8,327,079</b>	<b>3,367,094</b>	<b>4,560,858</b>	<b>1,442,045</b>	<b>1,461,924</b>	<b>7,927,956</b>	<b>7,766,943</b>

# MVNY Partners I, LLC

dba U.S. Renal Care Faxton Dialysis

## Organizational Chart





**U.S. RENAL CARE, INC. AND SUBSIDIARIES**  
Consolidated Balance Sheets  
December 31, 2020 and 2019  
(Dollars in thousands, except share information)

**211201 - 211207**  
**BFA Attachment E**

<b>Assets</b>	<b>2020</b>	<b>2019</b>
Cash and cash equivalents	\$ 313,584	252,049
Accounts receivable, net	144,933	155,177
Inventories	17,736	15,749
Other receivables	61,708	36,171
Other current assets	17,918	14,476
Total current assets	555,879	473,622
Property and equipment, net	264,695	280,016
Investments in unconsolidated affiliates	35,575	33,670
Amortizable intangibles, net	51,782	60,456
Other intangibles	97,600	97,600
Goodwill	2,544,424	2,534,966
Other long-term assets	5,741	2,891
Total assets	\$ 3,555,696	3,483,221
<b>Liabilities and Equity</b>		
Accounts payable	\$ 22,356	20,210
Accrued compensation and benefits	58,780	44,496
Accrued expenses	148,905	129,597
Current portion of long-term debt and capital lease obligations	23,476	21,672
Contract liabilities	123,318	—
Total current liabilities	376,835	215,975
Long-term debt and capital lease obligations, net of current portion	2,026,900	2,033,263
Other long-term liabilities	21,423	5,987
Deferred tax liability, net	76,987	71,422
Total liabilities	2,502,145	2,326,647
Commitments and contingencies		
U.S. Renal Care, Inc. equity:		
Common stock (\$0.01 par value. Authorized shares, 100; issued and outstanding, 100 shares)	—	—
Additional paid-in capital	767,582	772,877
(Accumulated deficit) retained earnings	(49,731)	23,867
Accumulated other comprehensive loss	(8,136)	—
Total U.S. Renal Care, Inc. stockholders' equity	709,715	796,744
Noncontrolling interests (including redeemable interests with redemption values of \$112,653 and \$119,971)	343,836	359,830
Total equity	1,053,551	1,156,574
Total liabilities and equity	\$ 3,555,696	3,483,221

See accompanying notes to consolidated financial statements.

**U.S. RENAL CARE, INC. AND SUBSIDIARIES**

Consolidated Statements of Operations

Year ended December 31, 2020 and Period from June 28, 2019 to December 31, 2019 (Successor),

and Period from January 1, 2019 to June 27, 2019 (Predecessor)

(Dollars in thousands)

	Successor		Predecessor
	2020	Period from June 28 to December 31, 2019	Period from January 1 to June 27, 2019
Net operating revenue:	\$ 1,284,382	668,402	650,012
Operating expenses:			
Patient care costs	918,572	465,723	448,211
General and administrative	115,493	56,342	46,234
Transaction and legal costs	30,343	54,695	41,215
Pandemic costs, net	9,934	—	—
Depreciation and amortization	86,906	43,014	44,224
Equity in earnings of unconsolidated affiliates	(5,456)	(2,761)	(3,046)
Total operating expenses	1,155,792	617,013	576,838
Operating income	128,590	51,389	73,174
Interest expense, net	162,878	93,716	78,266
Loss (gain) on sale of assets	4,300	(127,148)	(1,092)
Income (loss) before income taxes	(38,588)	84,821	(4,000)
Income tax (benefit) provision	(8,690)	33,080	19,123
Net (loss) income	(29,898)	51,741	(23,123)
Less net income attributable to noncontrolling interests	43,700	27,874	27,213
Net (loss) income attributable to U.S. Renal Care, Inc.	\$ (73,598)	23,867	(50,336)

See accompanying notes to consolidated financial statements.

## Consolidated U.S. Renal Care, Inc and Subsidiaries

## Internal Balance Sheet

May 31, 2021

211201 - 211207

BFA Attachment E, cont

	<u>May 2021</u>
Assets	
Cash	\$ 470,037,165
A/R, Net	161,461,971
Other Receivables	29,331,174
Inventory	16,212,220
Other Current Assets	19,585,272
<b>Total Current Assets</b>	<b>696,627,802</b>
PP&E, Net	263,554,513
Goodwill and Other Intangibles, Net	2,751,097,742
Other Assets	(22,115,594)
<b>Total Assets</b>	<b>3,689,164,464</b>
Liabilities	
Accounts Payable and Accrued Expenses	\$ 151,345,989
Accrued Payroll	62,778,329
Current Portion of Long Term Debt	26,392,136
Other Current Liabilities	112,282,288
<b>Total Current Liabilities</b>	<b>352,798,742</b>
Capital Leases	14,681,633
1st Lien Term Debt	1,723,266,467
2nd Lien Term Debt	492,338,560
Notes Payable	27,043,456
Intercompany Payable	(14,213,346)
Other LT Liabilities	73,011,399
<b>Total Long Term Liabilities</b>	<b>2,316,128,169</b>
<b>Total Liabilities</b>	<b>2,668,926,911</b>
Equity	
Additional Paid in Capital	763,467,232
Noncontrolling Interest	340,890,613
Retained Earnings	(82,041,387)
Accumulated Other Comprehensive Income (Loss)	(2,078,905)
<b>Total Equity</b>	<b>1,020,237,553</b>
<b>Total Liabilities &amp; Equity</b>	<b>3,689,164,464</b>

Consolidated U.S. Renal Care, Inc and Subsidiaries  
Internal Income Statement  
May 31, 2021

211201 - 211207  
BFA Attachment E, cont

FY '21 YTD

Revenue Before Reserve and Bad Debt Expense	\$ 511,495,940
Revenue Reserve	(13,276,635)
Bad Debt Expense	3,801
<b>Net Revenue</b>	<b>498,223,106</b>

Facility Expenses	
Labor Expense	171,021,334
Medical Supplies	37,313,859
Medications	31,849,104
Calcimimetics	773,284
Medical Director Fees	13,640,662
Rent	29,814,535
Other Expenses	65,139,668
<b>Total Facility Expenses</b>	<b>349,552,446</b>

Management Fee	(1,766,080)
Corporate Expenses	50,868,618
Earnings from Investments	(1,263,561)
Minority Interest Expenses	16,085,240

Non-Operating Expenses	
Interest Expense	64,589,285
Depreciation	36,508,455
Loss on Early Retirement of Debt	0
(Gain) Loss on Sale of Assets	(19,274)
General Service Fee	3,125,000
Other Non-Cash Expense	729,078
Pandemic Costs	21,438,742
Pandemic Costs-Grant Relief	(6,212,495)
Transaction, Settlements and Other Non Recurring Costs	2,858,853
<b>Total Non-Operating Expenses</b>	<b>123,017,644</b>

Net Income Before Income Taxes (38,271,201)

Income Taxes (2,200,594)

**Net Income (36,070,607)**

**Operating Asset Transfer Agreement (OATA)**

Date:	March 1, 2021
Buyer:	MVNY Partners, LLC
Seller:	Faxton-St. Luke's Healthcare.
Business:	Seven Dialysis Centers: (1) CON 211201, Regional Dialysis Center Faxton Campus; (2) CON 211202, St. Luke's Home Dialysis Center; (3) CON 211203, Masonic Care Community; (4) CON 211204, Rome Dialysis Center; (5) CON 211205, Herkimer Dialysis Center; (6) CON 211206, Hamilton Dialysis Center; and (7) CON 211207, Oneida Dialysis.
Transferred Assets:	All tangible and intangible assets free and clear of any liens, rights and properties of the Seller used or useable exclusively in connection with the Dialysis Business, including patient lists, files and records, pharmaceuticals inventory; assumed clinical contracts, transferable permits, third party dialysis software, right to collect accounts receivable outstanding as of license transfer date, and phone numbers.
Purchase Price	\$3,000,000 in liquid resources paid at closing

**Bill of Sale, Assignment and Assumption Agreement (BSAAA)**

Seller:	MVNY Partners, LLC
Buyer (Allocated Price):	MVNY Partners I, LLC (\$1,297,059)
Buyer (Allocated Price):	MVNY Partners II, LLC (\$255,882)
Buyer (Allocated Price):	MVNY Partners III, LLC (\$529,412)
Buyer (Allocated Price):	MVNY Partners IV, LLC (\$264,706)
Buyer (Allocated Price):	MVNY Partners IV, LLC (\$264,706)
Buyer (Allocated Price):	MVNY Partners VI, LLC (\$158,824)
Buyer (Allocated Price):	MVNY Partners VII, LLC (\$229,412)
Transferred Assets for Each Site:	The Article 28 operational assets and non-clinical assets inclusive of leasehold improvements, equipment, water system, supplies and assumed contracts.

**Administrative Services Agreements**

Each site will enter into an administrative services agreement with Dialysis Newco, LLC, as follows:

Administrator:	Dialysis Newco, LLC
Services Provided:	Personnel training, monitoring, and oversight; provide supplies and prescription drugs; coordinate billing and collections; bookkeeping and accounting; funds management; negotiate reasonable liability insurance; policy and procedure development; repairs and maintenance; provide access to proprietary software; quality assurance and review; obtain and maintain licenses, permits, accreditation and provider numbers; compliance assistance; manage legal actions; staff and expenditure management.
CON 211201	10 years; \$535,000 the first year, renegotiated annually, anticipated to be approximately \$610,000 in the third year
CON 211202	10 years; \$110,000 the first year, renegotiated annually, anticipated to be approximately \$120,000 in the third year
CON 211203	10 years; \$80,000 the first year, renegotiated annually, anticipated to be approximately \$95,000 in the third year
CON 211204	10 years; \$130,000 the first year, renegotiated annually, anticipated to be approximately \$150,000 in the third year
CON 211205	10 years; \$110,000 the first year, renegotiated annually, anticipated to be approximately \$120,000 in the third year
CON 211206	10 years; \$80,000 the first year, renegotiated annually, anticipated to be approximately \$95,000 in the third year
CON 211207	10 years; \$105,000 the first year, renegotiated annually, anticipated to be approximately \$115,000 in the third year

**Lease Agreement - 211201**

Date:	March 1, 2021
Premises:	12,062 sq. ft. located at 1676 Sunset Ave., Utica, NY 13502
Landlord:	Faxton-St. Lukes's Healthcare
Lessee/ Assignor:	MVNY Partners, LLC
Assignee:	MVNY Partners I, LLC
Term:	To February 29, 2024, option to renew four (4), 3-year terms
Rental:	\$301,550 per year (\$25.00 per sq. ft., \$25,129 per month) - adjusted by CPI for each renewal term
Provisions:	Tenant will be responsible for maintenance, utilities, and real estate taxes.

**Lease Agreement - 211202**

Date:	March 1, 2021
Premises:	4,025 sq. ft. located at 1650 Champlin Ave., Utica, NY 13502
Landlord:	Faxton-St. Luke's Healthcare
Lessee/ Assignor:	MVNY Partners, LLC
Assignee:	MVNY Partners II, LLC
Term:	To February 29, 2024, option to renew four (4), 3-year renewal terms
Rental:	\$100,625 per year (\$25.00 per sq. ft., \$8,385 per month) - adjusted by CPI for each renewal term
Provisions:	Tenant will be responsible for maintenance, utilities, and real estate taxes.

**Lease Agreement - 211203**

Date:	February 23, 2021
Premises:	2,635 square feet at 10 Eaton Street, Suite 102, Hamilton NY 13346
Landlord:	Trustees of the Masonic Hall and Asylum Fund d/b/a Masonic Care Community
Lessee/Assignor:	Faxton-St. Luke's Healthcare
Assignee/Assignor:	MVNY Partners, LLC
Assignee:	MVNY Partners III, LLC
Term:	Five years with a 10-year extension option
Rent:	\$36,888 annually (\$3,074 per month)
Provisions:	Insurance, maintenance and utilities will be paid for by applicant.

**Lease Agreement - 211204**

Date:	February 26, 2021
Premises:	4,225 sq. ft. located at 91 Perimeter Road, Rome, NY 13440
Landlord:	Mohawk Glen Associates, LLC
Lessee/Assignor:	Faxton-St. Luke's Healthcare
Assignee/Assignor:	MVNY Partners, LLC
Assignee:	MVNY Partners IV, LLC
Term:	To November 30, 2025 with automatic 1-year renewal.
Rental:	\$65,192 per year (\$15.43 per sq. ft., \$5,433 per month)
Provisions:	Tenant will be responsible for maintenance, utilities & real estate taxes.

**Lease Agreement - 211205**

Date:	March 1, 2021
Premises:	3,081 sq. ft. located at 201 East State Street, Herkimer, NY 13350
Landlord:	Faxton-St. Lukes's Healthcare
Lessee/ Assignor:	MVNY Partners, LLC
Assignee:	MVNY Partners V, LLC
Term:	To February 29, 2024, option renewal four (4), 3-year renewal terms
Rental:	\$61,620 per year (\$20.00 per sq. ft., \$5,135 per month) - adjusted byCPI for each renewal term
Provisions:	Tenant will be responsible for maintenance, utilities, and real estatetaxes.

**Lease Agreement - 211206**

Date:	March 1, 2021
Premises:	2,635 square feet at 10 Eaton Street, Suite 102, Hamilton NY 13346
Landlord:	Dariel Realty Corp.
Lessee/ Assignor:	Faxton-St. Lukes Healthcare
Assignee/Assignor:	MVNY Partners, LLC
Assignee:	MVNY Partners VI, LLC
Term:	Five years with a 10-year extension option
Rent:	\$36,888 annually (\$3,074 per month)
Provisions:	Insurance, maintenance and utilities will be paid for by applicant.

**Lease Agreement - 211207**

Date:	February 26, 2021
Premises:	6,139 square feet at 131 Main Street, Suite 201, Oneida NY 133421
Landlord:	Cosbros Properties, LLC
Lessee/ Assignor:	Faxton-St. Lukes Healthcare
Assignee/ Assignor:	MVNY Partners LLC
Assignee:	MVNY Partners VII, LLC
Term:	Ten years with a 5-year extension option
Rent:	\$78,272.28 annually (\$6,522.69 per month) Years 1-5 \$81,341.75 annually (\$6, 778.48 per month) Years 6-10
Provisions:	Insurance, maintenance and utilities will be paid for by applicant.

**MVNY Partners I**  
**dba U.S. Renal Care Faxton Dialysis**  
CON Application

Pro Forma Balance Sheet

Assets

Current Assets

Cash-Operating	\$520,000
Due from Others	\$0
Inventories	\$119,153
Prepaid Expenses & Deposits	\$52,602
Fixed Assets, net of Accumulated Depreciation	\$1,097,240
Total Assets	\$1,788,994

Liabilities and Members' Equity

Capital Leases for Routine Replacements	\$511,481
Total Liabilities	\$511,481
Members' Equity	
Members' Capital	\$520,000
Net Gain/(Loss) on Transferred Assets	\$757,513
Total Owners' Equity	\$1,277,513
Total Liabilities & Owners' Equity	\$1,788,994



**MVNY Partners II**  
**dba U.S. Renal Care St. Luke's Home Dialysis**  
CON Application

Pro Forma Balance Sheet

Assets

Current Assets

Cash-Operating	120,000
Due from Others	0
Inventories	24,301
Prepaid Expenses & Deposits	11,864
Fixed Assets, net of Accumulated Depreciation	170,674
Total Assets	326,839

Liabilities and Members' Equity

Capital Leases for Routine Replacements	99,512
Total Liabilites	99,512
Members' Equity	
Members' Capital	120,000
Net Gain/(Loss) on Transferred Assets	107,327
Total Owners' Equity	227,327
Total Liabilities & Owners' Equity	326,839

**MVNY Partners III**  
**dba U.S. Renal Care Masonic Care Community Dialysis**  
CON Application

Pro Forma Balance Sheet

Assets

Current Assets

Cash-Operating	\$385,056
Due from Others	\$0
Inventories	\$43,115
Prepaid Expenses & Deposits	\$20,153
Fixed Assets, net of Accumulated Depreciation	\$311,105
Total Assets	\$759,429

Liabilities and Members' Equity

Capital Leases for Routine Replacements	\$232,194
Total Liabilites	\$232,194
Members' Equity	
Members' Capital	\$385,056
Net Gain/(Loss) on Transferred Assets	\$142,179
Total Owners' Equity	\$527,235
Total Liabilities & Owners' Equity	\$759,429

**MVNY Partners IV**  
**dba U.S. Renal Care Rome Dialysis**  
CON Application

Pro Forma Balance Sheet

Assets

Current Assets

Cash-Operating	\$130,000
Due from Others	\$0
Inventories	\$29,004
Prepaid Expenses & Deposits	\$12,804
Fixed Assets, net of Accumulated Depreciation	\$398,812
Total Assets	\$570,621

Liabilities and Members' Equity

Capital Leases for Routine Replacements	\$290,344
Total Liabilities	\$290,344
Members' Equity	
Members' Capital	\$130,000
Net Gain/(Loss) on Transferred Assets	\$150,277
Total Owners' Equity	\$280,277
Total Liabilities & Owners' Equity	\$570,621

**MVNY Partners V**  
**dba U.S. Renal Care Herkimer Dialysis**  
CON Application

Pro Forma Balance Sheet

Assets

Current Assets

Cash-Operating	\$110,000
Due from Others	\$0
Inventories	\$24,301
Prepaid Expenses & Deposits	\$12,369
Fixed Assets, net of Accumulated Depreciation	\$526,413
Total Assets	\$673,083

Liabilities and Members' Equity

Capital Leases for Routine Replacements	\$102,378
Total Liabilities	\$102,378
Members' Equity	
Members' Capital	\$110,000
Net Gain/(Loss) on Transferred Assets	\$460,705
Total Owners' Equity	\$570,705
Total Liabilities & Owners' Equity	\$673,083

**MVNY Partners VI**  
**dba U.S. Renal Care Hamilton Dialysis**  
CON Application

Pro Forma Balance Sheet

Assets

Current Assets

Cash-Operating	\$165,355
Due from Others	\$0
Inventories	\$17,806
Prepaid Expenses & Deposits	\$8,990
Fixed Assets, net of Accumulated Depreciation	\$615,211
Total Assets	\$807,362

Liabilities and Members' Equity

Capital Leases for Routine Replacements	\$201,890
Total Liabilites	\$201,890
Members' Equity	
Members' Capital	\$165,355
Net Gain/(Loss) on Transferred Assets	\$440,117
Total Owners' Equity	\$605,472
Total Liabilities & Owners' Equity	\$807,362

**MVNY Partners VII**  
**dba U.S. Renal Care Oneida Dialysis**  
CON Application

Pro Forma Balance Sheet

Assets

Current Assets

Cash-Operating	\$210,141
Due from Others	\$0
Inventories	\$22,733
Prepaid Expenses & Deposits	\$7,084
Fixed Assets, net of Accumulated Depreciation	\$1,303,478
Total Assets	\$1,543,436

Liabilities and Members' Equity

Capital Leases for Routine Replacements	\$0
Total Liabilities	\$0

Members' Equity

Members' Capital	\$210,141
Net Gain/(Loss) on Transferred Assets	\$1,333,295
Total Owners' Equity	\$1,543,436

Total Liabilities & Owners' Equity	\$1,543,436
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**Consolidated U.S. Renal Care, Inc and Subsidiaries**  
**Projected Internal Income Statement**  
**FY 2022 - 2023**

211201 - 211207  
BFA Attachment H

	FCST 2022	FCST 2023
Revenue Before Reserve and Bad		
Debt Expense	\$ 1,440,479,933	\$ 1,590,170,242
Revenue Reserve	(39,613,198)	(43,729,682)
Bad Debt Expense	6,516	5,903
<b>Net Revenue</b>	<b>1,400,873,251</b>	<b>1,546,446,463</b>
Facility Expenses		
Labor Expense	454,977,555	493,707,354
Medical Supplies	99,268,132	107,718,296
Medications	84,729,941	91,942,546
Calcimimetics	2,057,210	2,232,330
Medical Director Fees	36,289,011	39,378,100
Rent	79,317,264	86,069,117
Other Expenses	156,335,203	159,461,907
<b>Total Facility Expenses</b>	<b>912,974,315</b>	<b>980,509,649</b>
Management Fee	(3,244,063)	(3,244,063)
Corporate Expenses	122,084,683	124,526,377
Earnings from Investments	(3,423,340)	(3,423,340)
Minority Interest Expenses	58,272,231	83,980,625
Non-Operating Expenses		
Interest Expense	164,807,113	166,827,553
Depreciation	104,308,596	110,525,211
Loss on Early Retirement of Debt	0	0
(Gain) Loss on Sale of Assets	0	0
General Service Fee	7,500,000	7,500,000
Other Non-Cash Expense	3,758,713	3,758,713
Pandemic Costs	0	0
Pandemic Costs-Grant Relief	0	0
Transaction, Settlements and Other		
Non Recurring Costs	5,000,000	5,000,000
<b>Total Non-Operating Expenses</b>	<b>285,374,422</b>	<b>293,611,477</b>
Net Income Before Income Taxes	28,835,002	70,485,738
Income Taxes	7,208,750	17,621,435
<b>Net Income</b>	<b>21,626,251</b>	<b>52,864,304</b>

Date:	August 13, 2020
Purpose:	To purchase all rights of the Seller to own and operate the CHHA, and all of the CHHA's assets.
Seller:	The Bethel Nursing Home Company, Inc.
Buyer:	Amber Court at Home, LLC
Assets Acquired:	All of Seller's right, title and interest in the following: CHHA business and operation; policies, procedures manual and computer software; goodwill; Certificate of Authorization issued by the Department of Health; copies of all other books and records relating to the business; all licenses, registrations, CONs, authorizations, permits and any other regulatory approvals held or owned by seller relating to the ownership or operation of the business and the assets.
Assumed Liabilities:	Buyer shall not assume any obligations, expense or liability of the Seller.
Purchase Price:	\$1,000,000
Payment of the Purchase Price:	\$100,000 cash down payment and the balance \$900,000 cash at closing

The applicant will fund the purchase price via proposed members' equity. BFA Attachment A presents the net worth statements of the proposed members, which shows sufficient equity.

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/r surcharges, assessments or fees due from the transferor pursuant to Article 36 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 December 18, 2020, the facility had no outstanding Medicaid liabilities.

Date:	November 1, 2020
Premises:	485 Kings Highway, Brooklyn NY
Landlord:	485 Kings Corp
Tenant:	Wellbound II LLC
Term:	5 years
Rent:	\$14,400 annually (\$1,200 per month)
Provisions:	Tenant shall be responsible for utility services, waste removal, water charges & sewer rent, real estate taxes.

The applicant has attested that the lease is an arm's length arrangement, as the landlord and tenant have no relationship. The applicant has also submitted letters from two New York realtors attesting to the rent reasonableness.



Wellbound Pro Forma Balance Sheet

ASSETS:

Cash	\$422,913
Goodwill	<u>1,000,000</u>
TOTAL ASSETS	\$1,422,913

LIABILITIES \$0

NET ASSETS \$1,422,913

**Bethel Nursing & Rehab Center at Ossining**  
**Balance Sheets**

**ASSETS**

	<u>June 30, 2021</u>	<u>December 31, 2020</u>
Cash	\$ 84,282	\$ (40,508)
Restricted Cash - Security Deposits	100,019	100,019
Patient Funds	9,438	48,700
Assets Limited As To Use	-	-
Accounts Receivable	219,172	366,905
Other Receivable	-	-
Due from Medicaid	-	-
Inventory	27,843	27,843
Prepaid Expenses	(5,449)	7,401
Unamortized Costs	173,756	191,318
Fixed Assets	1,599,030	1,584,635
Total Assets	<u>2,208,092</u>	<u>2,286,313</u>

**LIABILITIES AND FUND BALANCE**

	<u>June 30, 2021</u>	<u>December 31, 2020</u>
Accounts Payable	\$ 1,237,646	\$ 1,527,445
Accrued Payroll Expenses and Taxes Payable	517,894	690,054
Accrued Expenses	129,763	113,888
Payable To Third Party and Private Payors	(43,839)	166,583
Other Liabilities	-	-
Patient Funds	9,438	48,700
Current Portion of Long Term Debt	1,517,500	2,000,000
Long Term Debt	1,031,540	422,444
Other Long Term Liabilities	-	-
Due To/From Related Company	2,304,495	1,722,002
Fund Balance	(4,496,345)	(4,404,803)
Total Liabilities and Fund Balance	<u>2,208,092</u>	<u>2,286,313</u>

Fac 20 Bethel Nursing Home Co. Inc.  
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NURSING HOME STATEMENT OF EARNINGS  
For the Period Ending June 30, 2021

CURRENT PERIOD

YEAR - T O - D A T E

	Actual	Budget	Variance	% Var	Actual	Budget	Variance	% Var
<b>GROSS OPERATING REVENUE</b>								
Private	2,741	49,589	(46,847)	(94)	128,059	299,186	(171,127)	(57)
Medicaid & Hospice	125,240	91,144	34,096	37	758,635	549,902	208,733	38
Cash Assessment Add on - Medicaid	8,368	6,834	1,535	22	50,488	41,230	9,259	22
Medicare	74,551	149,352	(74,800)	(50)	693,428	901,087	(207,659)	(23)
Commercial Insurance	20,694	68,195	(47,501)	(70)	115,552	411,441	(295,889)	(72)
<b>TOTAL GROSS REVENUE</b>	<b>231,595</b>	<b>365,113</b>	<b>(133,517)</b>	<b>(37)</b>	<b>1,746,163</b>	<b>2,202,847</b>	<b>(456,684)</b>	<b>(21)</b>
<b>ANCILLARY AND OTHER REVENUES</b>								
Medicare Part B	3,673	6,589	(2,915)	(44)	29,350	39,751	(10,401)	(26)
Barber & Beauty	0	0	0		102	0	102	
Cafeteria	35	0	35		35	0	35	
Other Misc Income	111,678	0	111,678		596,608	0	596,608	
Bad Debt	(3,616)	(3,616)	0	0	(21,818)	(21,819)	1	0
<b>TOTAL ANCILL.&amp; OTHER REVENUES</b>	<b>111,770</b>	<b>2,972</b>	<b>108,798</b>	<b>3661</b>	<b>604,277</b>	<b>17,931</b>	<b>586,346</b>	<b>3270</b>
<b>TOTAL REVENUES</b>	<b>343,366</b>	<b>368,085</b>	<b>(24,719)</b>	<b>(7)</b>	<b>2,350,439</b>	<b>2,220,778</b>	<b>129,661</b>	<b>6</b>
<b>OPERATING EXPENSES</b>								
Nursing Department	142,573	121,426	(21,148)	(17)	821,044	732,662	(88,382)	(12)
Laboratory Services	1,202	986	(216)	(22)	13,782	5,951	(7,832)	(132)
Radiology Services	315	658	342	52	3,233	3,967	734	19
Pharmacy Services	5,550	5,219	(331)	(6)	34,509	31,489	(3,020)	(10)
Dental Services	1,900	1,890	(10)	(1)	11,402	11,405	3	0
Medical Directors Office	3,250	3,123	(127)	(4)	19,501	18,844	(657)	(3)
Medical Records	916	932	16	2	5,524	5,623	99	2
Rehabilitation Therapy Services	25,739	22,923	(2,816)	(12)	153,763	138,301	(15,463)	(11)
Recreation	4,863	4,819	(43)	(1)	27,715	29,078	1,362	5
Social Services	4,263	2,807	(1,456)	(52)	23,531	16,935	(6,596)	(39)
Communications	2,039	2,219	180	8	12,504	13,389	885	7
Administration	6,786	6,697	(89)	(1)	41,963	40,404	(1,559)	(4)
Food Service	37,852	41,436	3,584	9	256,896	249,999	(6,897)	(3)
Housekeeping & Laundry Expense	13,312	17,966	4,654	26	84,238	108,394	24,156	22
Plant Operations & Grounds	34,981	23,667	(11,313)	(48)	145,184	148,815	3,631	2
Insurance Expense	5,013	4,606	(407)	(9)	30,245	27,787	(2,458)	(9)
Depreciation & Amortization	9,685	9,685	0	0	58,433	58,432	(1)	0
Employee Fringe Benefits	74,391	58,711	(15,680)	(27)	385,674	354,221	(31,453)	(9)
Other Operating Expenses	26,705	31,965	5,260	16	131,544	192,272	60,729	32
Management Fee	25,814	25,814	0	0	155,746	155,746	0	0
<b>TOTAL EXPENSES</b>	<b>427,150</b>	<b>387,550</b>	<b>(39,600)</b>	<b>(10)</b>	<b>2,416,431</b>	<b>2,343,714</b>	<b>(72,717)</b>	<b>(3)</b>
<b>TOTAL INCOME (LOSS) FROM OPERATIONS</b>	<b>(83,784)</b>	<b>(19,465)</b>	<b>(64,320)</b>	<b>330</b>	<b>(65,991)</b>	<b>(122,936)</b>	<b>56,944</b>	<b>(46)</b>

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SCHEDULE TO COMPARATIVE STATEMENTS  
For the Period Ending June 30, 2021

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	CURRENT PERIOD				YEAR - T O - D A T E			
	Actual	Budget	Variance	% Var	Actual	Budget	Variance	% Var
<b>NURSING DEPARTMENT</b>								
Salaries- Nursing Administration	274	10,484	10,210	97	53,426	63,251	9,825	16
Salaries- Registered Nurses	22,173	18,364	(3,810)	(21)	144,043	110,795	(33,248)	(30)
Salaries- LPN's	19,405	16,769	(2,637)	(16)	121,807	101,170	(20,637)	(20)
Salaries- Cert. Nursing Assistants	48,647	44,923	(3,724)	(8)	304,514	271,096	(33,418)	(12)
RN Nursing Agency Fees	32,619	19,313	(13,306)	(69)	113,459	116,522	3,063	3
CNA Nursing Agency Fees	4,745	793	(3,952)	(498)	27,527	4,787	(22,741)	(475)
COVID Supplies	1,000	0	(1,000)		4,354	0	(4,354)	
Contracted Services	600	329	(271)	(82)	805	1,984	1,179	59
Computer Maintenance	375	247	(128)	(52)	3,675	1,488	(2,187)	(147)
Oxygen	267	140	(127)	(91)	1,839	843	(996)	(118)
Medical Supplies	9,165	8,384	(782)	(9)	25,344	50,581	25,237	50
General Equipment Repairs	0	0	0		2,000	0	(2,000)	
Office Supplies & Expenses	0	41	41	100	0	248	248	100
Other Supplies & Materials	0	99	99	100	66	595	529	89
Other Expenses	563	268	(295)	(110)	563	1,617	1,054	65
Educational Fees	120	41	(79)	(192)	200	248	48	19
Bed Rental	2,620	1,233	(1,387)	(113)	17,423	7,438	(9,985)	(134)
<b>TOTAL NURSING DEPARTMENT</b>	<b>142,573</b>	<b>121,426</b>	<b>(21,148)</b>	<b>(17)</b>	<b>821,044</b>	<b>732,662</b>	<b>(88,382)</b>	<b>(12)</b>
<b>HOSPICE SERVICES</b>								
<b>LABORATORY /CONSOLIDATED BILLING</b>								
Contracted Service	1,202	986	(216)	(22)	13,782	5,951	(7,832)	(132)
<b>TOTAL LAB/CONSOLIDATED BILLING</b>	<b>1,202</b>	<b>986</b>	<b>(216)</b>	<b>(22)</b>	<b>13,782</b>	<b>5,951</b>	<b>(7,832)</b>	<b>(132)</b>
<b>RADIOLOGY/CONSOLIDATED BILLING</b>								
Contracted Services	315	658	342	52	3,233	3,967	734	19
<b>TOTAL RAD/CONSOLIDATED BILLING</b>	<b>315</b>	<b>658</b>	<b>342</b>	<b>52</b>	<b>3,233</b>	<b>3,967</b>	<b>734</b>	<b>19</b>
<b>PHARMACY SERVICES</b>								
Prescription Drugs & Medicine	4,855	4,521	(334)	(7)	30,339	27,274	(3,065)	(11)
Drug Consulting Fees	695	699	4	1	4,170	4,215	45	1
<b>TOTAL PHARMACY SERVICES</b>	<b>5,550</b>	<b>5,219</b>	<b>(331)</b>	<b>(6)</b>	<b>34,509</b>	<b>31,489</b>	<b>(3,020)</b>	<b>(10)</b>
<b>PHYSICIAN SERVICES</b>								
<b>DENTAL SERVICES</b>								
Dental Fees	1,900	1,890	(10)	(1)	11,402	11,405	3	0
<b>TOTAL DENTAL SERVICES</b>	<b>1,900</b>	<b>1,890</b>	<b>(10)</b>	<b>(1)</b>	<b>11,402</b>	<b>11,405</b>	<b>3</b>	<b>0</b>
<b>MEDICAL DIRECTORS OFFICE</b>								
Medical Director Fee	3,250	3,123	(127)	(4)	19,501	18,844	(657)	(3)
<b>TOTAL MEDICAL DIRECTOR FEE</b>	<b>3,250</b>	<b>3,123</b>	<b>(127)</b>	<b>(4)</b>	<b>19,501</b>	<b>18,844</b>	<b>(657)</b>	<b>(3)</b>

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SCHEDULE TO COMPARATIVE STATEMENTS  
For the Period Ending June 30, 2021

	CURRENT PERIOD				YEAR - TO - DATE			
	Actual	Budget	Variance	% Var	Actual	Budget	Variance	% Var
<b>MEDICAL RECORDS DEPARTMENT</b>								
Salaries	916	916	0	0	5,524	5,524	0	0
Office Supplies & Expenses	0	16	16	100	0	99	99	100
<b>TOTAL MEDICAL RECORDS DEPARTMENT</b>	<b>916</b>	<b>932</b>	<b>16</b>	<b>2</b>	<b>5,524</b>	<b>5,623</b>	<b>99</b>	<b>2</b>
<b>PHYSICAL THERAPY DEPARTMENT</b>								
Salaries	19,515	15,604	(3,911)	(25)	108,024	94,144	(13,879)	(15)
Contracted Services	0	296	296	100	0	1,785	1,785	100
wheelchair, Splints, Other	0	411	411	100	0	2,479	2,479	100
<b>TOTAL PHYSICAL THERAPY DEPT.</b>	<b>19,515</b>	<b>16,311</b>	<b>(3,204)</b>	<b>(20)</b>	<b>108,024</b>	<b>98,409</b>	<b>(9,615)</b>	<b>(10)</b>
<b>OCCUPATIONAL THERAPY DEPARTMENT</b>								
Salaries	4,814	5,502	688	13	36,943	33,197	(3,746)	(11)
Contracted Services	300	0	(300)		2,100	0	(2,100)	
<b>TOTAL OCCUPATIONAL THERAPY DEPT.</b>	<b>5,114</b>	<b>5,502</b>	<b>388</b>	<b>7</b>	<b>39,043</b>	<b>33,197</b>	<b>(5,846)</b>	<b>(18)</b>
<b>SPEECH THERAPY DEPARTMENT</b>								
Salaries	1,110	1,110	0	0	6,697	6,695	(2)	0
<b>TOTAL SPEECH THERAPY DEPT.</b>	<b>1,110</b>	<b>1,110</b>	<b>0</b>	<b>0</b>	<b>6,697</b>	<b>6,695</b>	<b>(2)</b>	<b>0</b>
<b>RECREATION DEPARTMENT</b>								
Salaries	4,502	4,112	(390)	(9)	26,364	24,810	(1,554)	(6)
Entertainment	361	451	90	20	853	2,720	1,867	69
Office supplies & Expenses	0	10	10	100	0	60	60	100
Activity Supplies	0	247	247	100	499	1,488	989	66
<b>TOTAL RECREATION DEPARTMENT</b>	<b>4,863</b>	<b>4,819</b>	<b>(43)</b>	<b>(1)</b>	<b>27,715</b>	<b>29,078</b>	<b>1,362</b>	<b>5</b>
<b>SOCIAL SERVICE DEPARTMENT</b>								
Salaries	4,263	2,789	(1,474)	(53)	23,531	16,826	(6,705)	(40)
Office supplies	0	18	18	100	0	109	109	100
<b>TOTAL SOCIAL SERVICES</b>	<b>4,263</b>	<b>2,807</b>	<b>(1,456)</b>	<b>(52)</b>	<b>23,531</b>	<b>16,935</b>	<b>(6,596)</b>	<b>(39)</b>
<b>COMMUNICATIONS</b>								
Salaries	0	0	0		0	0	0	
Telephone Expense	1,454	1,521	66	4	8,878	9,174	296	3
Cable	585	699	114	16	3,625	4,215	590	14
<b>TOTAL COMMUNICATIONS</b>	<b>2,039</b>	<b>2,219</b>	<b>180</b>	<b>8</b>	<b>12,504</b>	<b>13,389</b>	<b>885</b>	<b>7</b>
<b>ADMINISTRATION DEPARTMENT</b>								
Salaries	5,778	4,932	(846)	(17)	34,863	29,753	(5,110)	(17)

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SCHEDULE TO COMPARATIVE STATEMENTS  
For the Period Ending June 30, 2021

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	C U R R E N T P E R I O D				Y E A R - T O - D A T E			
	Actual	Budget	Variance	% Var	Actual	Budget	Variance	% Var
Office Supplies & Expenses	371	740	369	50	2,322	4,463	2,141	48
Postage	144	0	(144)		288	0	(288)	
Professional Fees & Consultants	493	812	319	39	3,991	4,898	907	19
Travel & Conferences	0	164	164	100	398	992	594	60
Telephone	0	49	49	100	100	298	198	66
<b>TOTAL ADMINISTRATION DEPARTMENT</b>	<b>6,786</b>	<b>6,697</b>	<b>(89)</b>	<b>(1)</b>	<b>41,963</b>	<b>40,404</b>	<b>(1,559)</b>	<b>(4)</b>
<b>FOOD SERVICE</b>								
Salaries	6,766	5,931	(834)	(14)	41,667	35,786	(5,881)	(16)
Contracted Services	17,909	16,750	(1,159)	(7)	132,332	101,058	(31,274)	(31)
Meat & Seafood	(742)	0	742		(742)	0	742	
Fruits & Vegetables	(643)	0	643		(643)	0	643	
Groceries	(257)	0	257		(257)	0	257	
Milk, Ice Cream, Dairy	(289)	0	289		(289)	0	289	
Baked Goods	(405)	0	405		(88)	0	88	
Beverages	(12)	0	12		(123)	0	123	
Dietary Supplements	(28)	0	28		(28)	0	28	
Smallware	0	0	0		330	0	(330)	
Cleaning Supplies	(65)	0	65		(65)	0	65	
Maintenance Equipment Repair	1,703	699	(1,004)	(144)	6,088	4,215	(1,873)	(44)
Paper & Plastic	(70)	0	70		(70)	0	70	
Rental Expense	5,956	5,956	0	0	35,936	35,937	1	0
Transfer Revenue Cost Out	8,028	12,100	4,072	34	42,845	73,003	30,158	41
<b>TOTAL FOOD SERVICE EXPENSE</b>	<b>37,852</b>	<b>41,436</b>	<b>3,584</b>	<b>9</b>	<b>256,896</b>	<b>249,999</b>	<b>(6,897)</b>	<b>(3)</b>
<b>HOUSEKEEPING &amp; LAUNDRY EXPENSE</b>								
Salaries	9,204	13,063	3,859	30	57,292	78,812	21,520	27
COVID Supplies	0	0	0		2,053	0	(2,053)	
Other Supplies & Expenses	788	763	(25)	(3)	3,131	4,606	1,475	32
Exterminating Contracted Services	0	229	229	100	0	1,380	1,380	100
Contracted Services	3,320	3,911	591	15	21,762	23,597	1,835	8
<b>TOTAL HOUSEKEEPING &amp; LAUNDRY</b>	<b>13,312</b>	<b>17,966</b>	<b>4,654</b>	<b>26</b>	<b>84,238</b>	<b>108,394</b>	<b>24,156</b>	<b>22</b>
<b>PLANT OPERATION &amp; GROUNDS</b>								
Salaries	5,797	3,843	(1,953)	(51)	28,673	23,188	(5,485)	(24)
Repairs & Maintenance	4,072	2,492	(1,579)	(63)	7,724	15,038	7,314	49
Electrical Repairs	0	205	205	100	0	1,240	1,240	100
Elevator Maintenance Contracted Sev.	800	1,065	265	25	4,800	6,427	1,627	25
Other Contracted Services	15,445	8,393	(7,052)	(84)	43,446	50,542	7,096	14
Electricity	6,642	4,184	(2,458)	(59)	22,847	17,816	(5,032)	(28)
Fuel	1,144	1,128	(16)	(1)	22,498	17,940	(4,558)	(25)
Sewer Use Tax	207	315	108	34	403	2,412	2,009	83
Other Supplies & Materials	39	904	865	96	12,919	5,455	(7,464)	(137)
Water	835	1,137	302	27	1,875	8,759	6,884	79

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SCHEDULE TO COMPARATIVE STATEMENTS  
For the Period Ending June 30, 2021

	CURRENT PERIOD				YEAR - T O - D A T E			
	Actual	Budget	Variance	% Var	Actual	Budget	Variance	% Var
TOTAL PLANT OPERATION & GROUNDS	34,981	23,667	(11,313)	(48)	145,184	148,815	3,631	2
TAXES & LICENSES								
INSURANCE								
Insurance Expense	5,013	4,606	(407)	(9)	30,245	27,787	(2,458)	(9)
TOTAL INSURANCE EXPENSE	5,013	4,606	(407)	(9)	30,245	27,787	(2,458)	(9)
DEPRECIATION & AMORTIZATION								
Buildings	77	77	0	(1)	462	462	0	0
Building Service Systems	5,363	5,363	0	0	32,357	32,357	0	0
Fixed Equipment	884	884	0	0	5,332	5,331	(1)	0
Major Moveable Equipment	1,249	1,249	0	0	7,537	7,538	1	0
Major Moveable Computers	678	678	0	0	4,092	4,091	(1)	0
Minor Equipment	785	785	0	0	4,736	4,736	0	0
Land Improvements	279	279	0	0	1,686	1,686	0	0
Hospice	370	370	0	0	2,231	2,232	1	0
TOTAL DEPRECIATION & AMORT.	9,685	9,685	0	0	58,433	58,432	(1)	0
EMPLOYEES FRINGE BENEFITS								
FICA	12,228	11,487	(741)	(6)	81,543	69,307	(12,236)	(18)
Commuter Mobility Tax	524	511	(13)	(3)	3,401	3,080	(321)	(10)
Disability	82	82	0	0	496	496	0	0
Unemployment	986	986	0	0	424	5,951	5,527	93
Workers Compensation	11,228	11,228	0	0	67,745	67,745	0	0
Uniform Allowance	205	205	0	0	1,238	1,240	2	0
Health Insurance Non-Union	3,800	3,205	(594)	(19)	21,601	19,340	(2,261)	(12)
Life Insurance Non-Union	91	99	7	7	640	595	(45)	(8)
1199-Union Health & Welfare	40,051	27,710	(12,340)	(45)	176,935	167,186	(9,749)	(6)
1199 Union- Pension	10,964	10,056	(908)	(9)	67,545	60,672	(6,872)	(11)
1199-Union Training & Upgrading	653	599	(54)	(9)	4,020	3,611	(409)	(11)
1199-Union Child Care	436	399	(36)	(9)	2,681	2,408	(273)	(11)
Benefits Allocated to Pines	(7,684)	(7,976)	(292)	4	(47,592)	(48,125)	(533)	1
Benefits Allocated to BNRC	1,420	710	(710)	(100)	8,570	4,286	(4,284)	(100)
Benefits Allocated to/from LIFE	(592)	(592)	0	0	(3,572)	(3,571)	1	0
TOTAL EMPLOYEE BENEFITS	74,391	58,711	(15,680)	(27)	385,674	354,221	(31,453)	(9)
OTHER OPERATING EXPENSES								
Mortgage Debt Service	13,278	17,500	4,222	24	83,891	105,000	21,109	20
Sewer Taxes	250	460	210	46	2,568	2,777	209	8
Cash Receipt Assessment	13,177	14,005	828	6	73,530	84,495	10,965	13
Other Operating Expense-Interest	0	0	0		891	0	(891)	
Late Fees	0	0	0		(29,336)	0	29,336	
TOTAL OTHER OPERATING EXPENSES	26,705	31,965	5,260	16	131,544	192,272	60,729	32

Fac 20 Bethel Nursing Home Co. Inc.  
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SCHEDULE TO COMPARATIVE STATEMENTS  
For the Period Ending June 30, 2021

	C U R R E N T P E R I O D				Y E A R - T O - D A T E			
	Actual	Budget	Variance	% Var	Actual	Budget	Variance	% Var
MANAGEMENT FEE								
Managment Fee- Corporate	25,814	25,814	0	0	155,746	155,746	0	0
TOTAL MANAGEMENT FEES	25,814	25,814	0	0	155,746	155,746	0	0
TOTAL EXPENSES	427,150	387,550	(39,600)	(10)	2,416,431	2,343,714	(72,717)	(3)



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NURSING HOME STATEMENT OF EARNINGS  
For the Period Ending June 30, 2021

	C U R R E N T P E R I O D				Y E A R - T O - D A T E			
	Actual	Budget	Variance	% Var	Actual	Budget	Variance	% Var
CERTIFIED HOME HEALTH AGENCY								
REVENUES								
Nursing Service	95	0	95		1,990	0	1,990	
(Less) Contractual Adjustment	0	0	0		(57)	0	(57)	
<b>TOTAL NET REVENUE</b>	<b>95</b>	<b>0</b>	<b>95</b>		<b>1,933</b>	<b>0</b>	<b>1,933</b>	
EXPENSES								
Salaries	684	0	(684)		6,286	0	(6,286)	
Computer Maintenance	2,263	0	(2,263)		16,574	0	(16,574)	
Telephone	292	0	(292)		574	0	(574)	
Professional Fees & Consultants	747	0	(747)		2,035	0	(2,035)	
Travel & Conference	0	0	0		204	0	(204)	
Office Supplies & Expenses	548	0	(548)		1,805	0	(1,805)	
Cash Receipt Assessment	0	0	0		5	0	(5)	
<b>TOTAL EXPENSES</b>	<b>4,532</b>	<b>0</b>	<b>(4,532)</b>		<b>27,484</b>	<b>0</b>	<b>(27,484)</b>	
<b>TOTAL NET INCOME (LOSS)</b>	<b>(4,437)</b>	<b>0</b>	<b>(4,437)</b>		<b>(25,551)</b>	<b>0</b>	<b>(25,551)</b>	

CON 202057-Premier SC, LLC

Queens Surgical Center

New York Surgery Center Queens

Pro-Medi ASC

North Queens Surgical Center

2 miles

Gramercy Surgery Center, Inc. - Queens

Premier SC, LLC

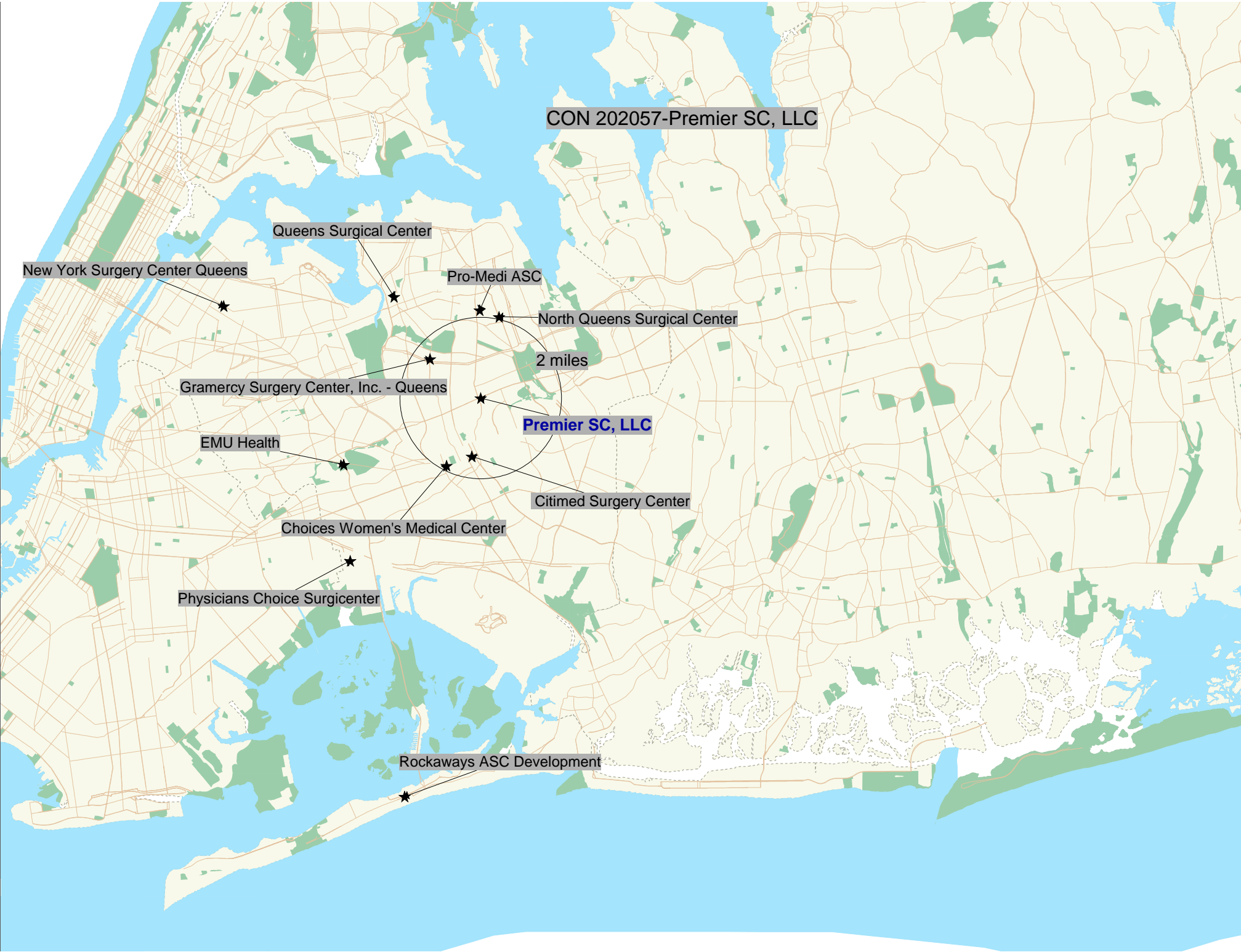
EMU Health

Citimed Surgery Center

Choices Women's Medical Center

Physicians Choice Surgicenter

Rockaways ASC Development



**MEDISYS HEALTH NETWORK  
DRAFT  
10/31/21 Balance Sheet**

	Medisys Health Network	Jamaica Hospital	Advanced Center	VWE Properties	Medisys Service Corp.	Nursing Home	MediSys Ambulance	Ventures	Jamaica RX	Medisys Management LLC	FRR Recovery	Medisys MTS	TJH Medical Services,	Jamaica Psychiatric	Flushing Hospital	Combined Total	Eliminations	Consolidated Total
<b>Current Assets:</b>																		
Cash and Investments	\$ 7,768,645	\$ 3,185,529	\$ 18,103	\$ -	\$ 129,024	\$ 1,859,066	\$ -	\$ 623	\$ -	\$ 141,255	\$ 35,555	\$ 1,664	\$ -	\$ 176,002	\$ 36,881,649	\$ 50,197,115		\$ 50,197,115
Accounts Receivable, Net	-	50,786,396	419,491	104,697	-	4,339,866	-	-	-	-	-	-	-	-	33,669,999	89,320,449		89,320,449
AWUIL, Current Portion	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-
Inventory	-	10,727,341	-	-	-	-	-	-	1,146,431	-	-	-	-	-	5,240,550	17,114,322		17,114,322
Prepaid and Others	141,475	2,559,917	45,733	-	195,348	899,909	7,802	-	-	30,248	243	-	1,298,455	40,493	3,538,177	8,757,800		8,757,800
Due from Parent Company	-	-	-	-	1,144,419	-	-	16,909,689	260,000	-	-	5,512	-	-	-	18,319,620	(18,319,620)	-
Due from Related Companies	10,489,371	6,500,001	-	-	1,100,214	-	-	2,163,909	-	-	-	37,227	2,527,969	-	-	22,818,691	(22,818,691)	-
Due from Third Party	-	14,406,395	-	-	-	-	-	-	-	-	-	-	-	-	4,237,471	18,643,866		18,643,866
<b>Total Current Assets</b>	<b>18,399,491</b>	<b>88,165,579</b>	<b>483,327</b>	<b>104,697</b>	<b>2,569,005</b>	<b>7,098,841</b>	<b>7,802</b>	<b>19,074,221</b>	<b>1,406,431</b>	<b>171,503</b>	<b>35,798</b>	<b>44,403</b>	<b>3,826,424</b>	<b>216,495</b>	<b>83,567,846</b>	<b>225,171,863</b>	<b>(41,138,311)</b>	<b>184,033,552</b>
<b>Assets Whose Use is Limited</b>																		
RRD Restricted & DASNY Account	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-
Special Requirement Fund	-	23,851,087	-	2,912,722	-	-	-	-	-	-	-	-	-	-	8,383,161	35,146,970		35,146,970
Risk Retention Fund	-	807,888	-	-	-	-	-	-	-	-	-	-	-	-	-	807,888		807,888
Escrow Fund	-	-	-	-	-	14,075,099	-	-	-	-	-	-	-	-	-	14,075,099		14,075,099
Board Designated Fund	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-
<b>Total AWUIL</b>	<b>-</b>	<b>24,658,975</b>	<b>-</b>	<b>2,912,722</b>	<b>-</b>	<b>14,075,099</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>8,383,161</b>	<b>50,029,957</b>	<b>-</b>	<b>50,029,957</b>
<b>Less AWUIL req. for current</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Noncurrent AWUIL</b>	<b>-</b>	<b>24,658,975</b>	<b>-</b>	<b>2,912,722</b>	<b>-</b>	<b>14,075,099</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>8,383,161</b>	<b>50,029,957</b>	<b>-</b>	<b>50,029,957</b>
<b>PP&amp;E, Net</b>	<b>16,907,940</b>	<b>54,370,550</b>	<b>96,845</b>	<b>3,499,328</b>	<b>-</b>	<b>19,779,297</b>	<b>659,084</b>	<b>-</b>	<b>94,663</b>	<b>774,988</b>	<b>6,956</b>	<b>-</b>	<b>1,951,157</b>	<b>-</b>	<b>59,503,481</b>	<b>157,644,289</b>	<b>-</b>	<b>157,644,289</b>
Goodwill	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-
Long Term Investments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-
Due From Third party, Net of Current	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-
Capitalized Financing Costs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-
Investments in Joint Ventures	150,000	33,266,758	-	-	1,333,498	-	-	103,000	-	-	-	-	-	-	36,691,287	71,544,543		71,544,543
Defined Benefit Plan Asset	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-
Other Assets	-	37,479,240	-	-	-	1,884,672	-	-	-	-	-	-	-	-	-	39,363,912		39,363,912
<b>Total Assets</b>	<b>\$ 35,457,431</b>	<b>\$ 237,941,102</b>	<b>\$ 580,172</b>	<b>\$ 6,516,747</b>	<b>\$ 3,902,503</b>	<b>\$ 42,837,909</b>	<b>\$ 666,886</b>	<b>\$ 19,177,221</b>	<b>\$ 1,501,094</b>	<b>\$ 946,491</b>	<b>\$ 42,754</b>	<b>\$ 44,403</b>	<b>\$ 5,777,581</b>	<b>\$ 216,495</b>	<b>\$ 188,145,775</b>	<b>543,754,564</b>	<b>(41,138,311)</b>	<b>502,616,253</b>
<b>Current Liabilities:</b>																		
Cash Overdraft	-	-	-	37,360	-	-	30,953	-	39,886	-	-	-	716,562	-	-	824,761		824,761
Long Term Debt - Current	-	968,333	-	-	-	189,773	5,621	-	-	-	-	-	-	-	3,020,811	4,184,538		4,184,538
Notes & Loans Payable	592,563	1,007,486	-	-	-	-	-	-	-	-	-	-	-	-	454,155	2,054,204		2,054,204
AP & Accrued Exp	3,302,577	27,040,569	57,669	15,134	60,934	757,759	44,065	24,884	1,070,585	154,527	27,879	12,746	2,751,010	73,673	26,761,384	62,155,395		62,155,395
Accrued Payroll	-	48,981,697	680,862	-	-	1,899,669	22,004	-	-	2,421,880	131,301	-	7,571,086	1,085,364	16,646,497	79,440,360		79,440,360
Capital Lease Liabilities - Current	-	2,685,571	-	-	-	-	-	-	-	-	-	-	-	-	-	2,685,571		2,685,571
Pension Payable - Current	-	-	-	-	-	170,143	-	-	-	-	-	-	-	-	304,039	474,182		474,182
Deferred Revenue	-	1,697,711	-	-	-	-	-	-	-	-	-	-	-	-	-	1,697,711		1,697,711
Advance Deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-	7,326,142	7,326,142		7,326,142
Due to Parent Company	-	-	303,845	3,005,455	-	163,369	1,270,080	-	-	7,351,794	6,968,328	-	1,498,384	325,701	100,274,165	121,161,121	(121,161,121)	-
Due to Related Party, Current	-	-	3,963,394	5,212,524	-	33,682,449	1,419,246	-	5,780,506	409,388	3,807,280	-	-	994,579	66,521,920	121,791,286	(121,791,286)	-
Due to Third Party, Current	-	5,195,544	-	-	-	842,921	-	-	-	-	-	-	-	-	319,252	6,357,717		6,357,717
Malpractice Short-Term	-	13,834,245	-	-	-	-	-	-	-	-	-	-	-	-	2,940,603	16,774,848		16,774,848
Other Current Liabilities	45,696	76,043	-	-	10,970	-	-	-	-	-	25,772	-	137,755	16,529	1,015,500	1,328,265		1,328,265
<b>Total Current Liabilities</b>	<b>3,940,836</b>	<b>101,487,199</b>	<b>5,005,770</b>	<b>8,270,473</b>	<b>71,904</b>	<b>37,706,083</b>	<b>2,791,969</b>	<b>24,884</b>	<b>6,890,977</b>	<b>10,337,589</b>	<b>10,960,560</b>	<b>12,746</b>	<b>12,674,797</b>	<b>2,495,846</b>	<b>225,584,468</b>	<b>428,256,101</b>	<b>(242,952,407)</b>	<b>185,303,694</b>
Notes & Loans Payable - LT	1,993,949	40,739,648	-	6,665,000	-	32,701,203	-	-	-	-	-	-	-	-	5,864,808	87,964,608		87,964,608
Capitalized Lease Obligation - LT	-	6,299,713	-	-	-	-	-	-	-	-	-	-	-	-	3,370,692	9,670,405		9,670,405
Pension Payable - LT	(272,073)	742,221	-	-	-	1,884,672	-	-	-	-	-	-	-	-	-	2,354,820		2,354,820
Malpractice Self-Insurance	-	-	-	-	-	-	-	-	-	-	-	-	-	-	25,432,557	25,432,557		25,432,557
Malpractice - LT	-	29,797,674	-	-	-	-	-	-	-	-	-	-	-	-	-	29,797,674		29,797,674
Malpractice - LT CCC	-	62,702,695	-	-	-	-	-	-	-	-	-	-	-	-	-	62,702,695		62,702,695
Due to Related Party, LT	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-
Other Non-Current Liabilities	-	7,083	-	-	-	-	-	-	-	-	-	-	-	-	-	7,083		7,083
<b>Total liabilities</b>	<b>5,662,712</b>	<b>241,776,233</b>	<b>5,005,770</b>	<b>14,935,473</b>	<b>71,904</b>	<b>72,291,958</b>	<b>2,791,969</b>	<b>24,884</b>	<b>6,890,977</b>	<b>10,337,589</b>	<b>10,960,560</b>	<b>12,746</b>	<b>12,674,797</b>	<b>2,495,846</b>	<b>260,252,525</b>	<b>646,185,943</b>	<b>(242,952,407)</b>	<b>403,233,536</b>
<b>Net Assets:</b>																		
Unrestricted	29,794,719	(3,835,131)	(4,425,598)	(8,418,726)	3,830,599	(29,454,049)	(2,125,083)	19,152,337	(5,389,883)	(9,391,098)	(10,917,806)	31,657	(6,897,216)	(2,279,351)	(72,106,750)	(102,431,379)	201,814,096	99,382,717
Temporarily Restricted	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-
Minority Interest	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-
Permanently Restricted	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-
<b>Total Net Assets</b>	<b>29,794,719</b>	<b>(3,835,131)</b>	<b>(4,425,598)</b>	<b>(8,418,726)</b>	<b>3,830,599</b>	<b>(29,454,049)</b>	<b>(2,125,083)</b>	<b>19,152,337</b>	<b>(5,389,883)</b>	<b>(9,391,098)</b>	<b>(10,917,806)</b>	<b>31,657</b>	<b>(6,897,216)</b>	<b>(2,279,351)</b>	<b>(72,106,750)</b>	<b>(102,431,379)</b>	<b>201,814,096</b>	<b>99,382,717</b>
<b>Total Liabilities and NA</b>	<b>\$ 35,457,431</b>	<b>\$ 237,941,102</b>	<b>\$ 580,172</b>	<b>\$ 6,516,747</b>	<b>\$ 3,902,503</b>	<b>\$ 42,837,909</b>	<b>\$ 666,886</b>	<b>\$ 19,177,221</b>	<b>\$ 1,501,094</b>	<b>\$ 946,491</b>	<b>\$ 42,754</b>	<b>\$ 44,403</b>	<b>\$ 5,777,581</b>	<b>\$ 216,495</b>	<b>\$ 188,145,775</b>	<b>\$ 543,754,564</b>	<b>\$ (41,138,311)</b>	<b>\$ 502,616,253</b>

**MEDISYS HEALTH NETWORK  
DRAFT  
10/31/21 P&L**

	Medisys Health Network	Jamaica Hospital	Advanced Center	VWE Properties	Medisys Service Corp.	Nursing Home	Medisys Ambulance	Ventures	Jamaica RX	Medisys Management LLC	FRR Recovery	Medisys MTS	TJH Medical Services	Jamaica Psychiatric	Flushing Hospital	Combined Total	Eliminations	Consolidated Total
<b>Unrestricted Revenue / Other Support:</b>																		
Net Patient Service Revenue	\$ -	\$ 325,048,149	\$ 4,952,841	\$ -	\$ -	\$ 27,775,487	\$ 651,816	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 167,116,406	\$ 525,544,699		\$ 525,544,699
Capitation Revenue	-	218,084,588	-	-	-	-	-	-	-	-	-	-	105,001	-	499,072,818	717,262,407		717,262,407
Investment Income	229,192	168,016	-	99	160,243	5,308	-	51	-	90	-	-	-	-	278,672	841,671		841,671
Other Revenue and Gains	3,341,069	191,246,310	135,098	1,343,354	-	619,085	-	114	8,248,744	23,458,006	2,777,839	627,690	81,606,188	10,164,492	118,473,331	442,041,320	(96,253,852)	345,787,468
Total Unrestricted Revenue / Other Support	3,570,261	734,547,063	5,087,939	1,343,453	160,243	28,399,880	651,816	165	8,248,744	23,458,096	2,777,839	627,690	81,711,189	10,164,492	784,941,227	1,685,690,097	(96,253,852)	1,589,436,245
<b>Expenses</b>																		
Salaries and Wages	1,283,661	269,699,315	1,657,013	-	-	10,834,214	311,698	-	-	17,628,445	1,346,183	-	55,552,371	8,003,136	123,152,007	489,468,043		489,468,043
Employee Benefits	32,845	95,225,584	1,339,674	-	-	4,515,666	114,844	-	-	4,749,746	443,076	-	7,178,889	1,098,054	49,536,001	164,234,379		164,234,379
Out of Network Capitation	-	185,139,282	-	-	-	-	-	-	-	-	-	-	-	-	479,416,851	664,556,133		664,556,133
Supplies and Other	988,271	164,768,217	2,960,638	72,766	13,637	8,118,838	451,192	20,759	8,728,127	1,002,032	988,434	604,284	12,136,779	331,130	78,654,752	279,839,856	(96,253,852)	183,586,004
Ins Exp - Malpractice	-	8,271,956	-	-	-	433,539	-	-	-	-	-	-	6,810,385	183,614	6,721,792	22,421,286		22,421,286
Depreciation and amortization	1,070,800	8,871,062	42,731	637,175	-	1,698,615	18,964	-	22,755	75,031	268	-	303,316	-	5,082,593	17,823,310		17,823,310
Interest Expense	124,195	1,166,751	-	334,375	-	1,552,581	1,109	1,674	-	2,753	-	-	(61)	-	720,398	3,903,775		3,903,775
Total Expenses	3,499,772	733,142,167	6,000,056	1,044,316	13,637	27,153,453	897,807	22,433	8,750,882	23,458,007	2,777,961	604,284	81,981,679	9,615,934	743,284,394	1,642,246,782	(96,253,852)	1,545,992,930
Profit (Loss) from Operations	70,489	1,404,896	(912,117)	299,137	146,606	1,246,427	(245,991)	(22,268)	(502,138)	89	(122)	23,406	(270,490)	548,558	41,656,833	43,443,315	0	43,443,315
<b>Other Non-Operating Income/(Expense):</b>																		
Prov Uncol Amts D/F Related Party	-	(8,392,170)	-	-	-	-	-	-	-	-	-	-	-	-	-	(8,392,170)	8,392,170	-
Provision for Bad Debt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Taxes for Unrelated Business	-	538	-	-	-	-	-	-	-	-	-	-	-	-	-	538	-	538
Loss on Extinguishment Debt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Investment in Managed Care	-	5,180,000	-	-	-	-	-	-	-	-	-	-	-	-	-	5,180,000	-	5,180,000
Contributions	-	999,421	-	-	-	-	-	-	-	-	-	-	-	-	138,573	1,137,994	-	1,137,994
Gain on Sale of Investment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Unrealized Gain/(Loss)- All Security	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Excess (Deficit) of Revenues and Other Support Over Expenses	70,489	(807,315)	(912,117)	299,137	146,606	1,246,427	(245,991)	(22,268)	(502,138)	89	(122)	23,406	(270,490)	548,558	41,795,406	41,369,677	8,392,170	49,761,847
<b>Changes in Unrestricted Net Asset</b>																		
Grant for Capital Purposes	-	438,635	-	-	-	-	-	-	-	-	-	-	-	-	-	438,635	-	438,635
Equity Transfer of Plant Assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Change in Minimum Pension Liability	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Prov Uncol Amts D/F Related Party	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Assets Released from Restriction	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Pension Actuarial (Loss) Gain	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Equity Transfer of Rel Parties	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Gain on Sale of Real Estate	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Change in Realized Gains	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(202,553)	(202,553)	-	(202,553)
Change in Unrealized G/L Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Realized G/L Other Trade Sec	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Increase (Decrease) in Unrestricted NA	\$ 70,489	\$ (368,680)	\$ (912,117)	\$ 299,137	\$ 146,606	\$ 1,246,427	\$ (245,991)	\$ (22,268)	\$ (502,138)	\$ 89	\$ (122)	\$ 23,406	\$ (270,490)	\$ 548,558	\$ 41,592,853	\$ 41,605,759	\$ 8,392,170	\$ 49,997,929

### Master Lease Agreement

Date	April 23, 2019
Premises	7,934 square feet located at 176-60 Union Turnpike, Fresh Meadows, New York.
Lessor	Utopia Center Development, LLC
Lessee	TJH Medical Services, P.C.
Term	10 years
Rental	Year One-\$333,228 (\$42.00 per sqft) with a 3% increase thereafter.
Provisions	The lessee shall be responsible for utilities, maintenance, real estate taxes and insurance.

### Sublease Agreement

Premises	7,934 square feet located at 176-60 Union Turnpike, Fresh Meadows, New York.
Sublessor	TJH Medical Services, P.C.
Sublessee	Premier SC, LLC
Term	10 years
Rental	\$333,228 (\$42.00 per sqft) with a 3% increase thereafter.
Provisions	The sublessee shall be responsible for utilities, maintenance, real estate taxes and insurance.

**PREMIER AMBULATORY SURGERY CENTER OF NEW YORK, LLC**

**ESTABLISH A MULTI-SPECIALTY FREESTANDING AMBULATORY SURGERY CENTER**

**PRO FORMA BALANCE SHEET**

**ASSETS**

Cash	\$614,740
New Leasehold Improvements / Other Assets	\$10,576,961
<b>TOTAL ASSETS</b>	<b>\$11,191,701</b>

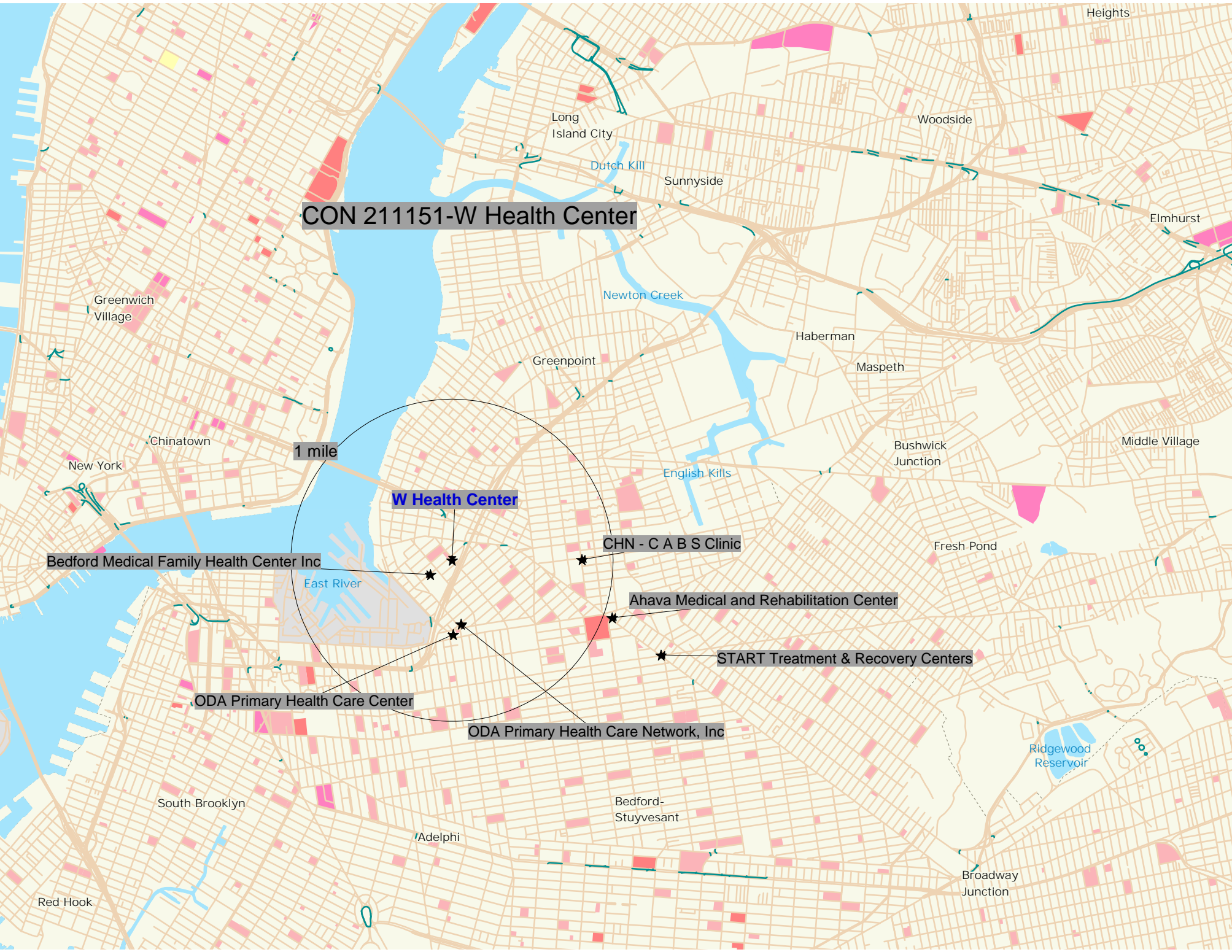
**LIABILITIES AND MEMBER EQUITY**

**LIABILITIES**

<b>TOTAL LIABILITIES</b>	<b>\$6,000,000</b>
<b>MEMBER EQUITY</b>	<b><u>\$5,191,701</u></b>

<b>TOTAL LIABILITIES AND MEMBER EQUITY</b>	<b>\$11,191,701</b>
--	---------------------





**CON 211151-W Health Center**

**1 mile**

**W Health Center**

**CHN - C A B S Clinic**

**Ahava Medical and Rehabilitation Center**

**START Treatment & Recovery Centers**

**ODA Primary Health Care Center**

**ODA Primary Health Care Network, Inc**

**Bedford Medical Family Health Center Inc**

Lease Agreement

Date:	April 1, 2021
Premises:	1,915 sqft on the second floor of 70 Lee Avenue, Brooklyn, NY
Lessor:	Lee Avenue Estates
Lessee:	W Medical, LLC
Term:	9 years
Rental:	\$120,000 for year one with an annual \$3,000 a year increase (\$62.66 Per sq. Ft)
Provisions:	The lessor shall be responsible for insurance, taxes, and utilities.





CON# 211226  
BFA Attachment B

**Stock Purchase Agreement:**

Date:	Upon approval by PHHPC – Closing will transfer the following:
Seller:	Perry Avenue Medical Center, Inc. (Share Holders 100% change in shares.)
Buyer:	Aleksandr Babakhanov M.D. - 85%, Gitel Stiel, M.D. - 15%
Asset Acquired:	Seller will deliver to the buyers: Stock certificates; employment agreements/records; copies of resignations by current officers; a certificate in good standing by the Secretary of State of New York; lease and amendment; benefit plan documents and The Hull Avenue RP Agreement duly executed from Hull Ave. Realty, LLC, past financial statements; current contracts: cost reports; compliance reports, and the lease consent and amendment.  Buyers will deliver to sellers: The Balance; the employment Agreement by and between Rita and the Company, duly executed by the Company; the Employment Agreement by and between Kishore and the Company, duly executed by the Company; and the RP Agreements duly executed by the RP Purchaser.
Assumption of Liabilities:	All liabilities already executed and obligations of the past business, lease agreements and benefits and salary expenses.
Purchase Price:	\$5,500,000 for 100% which is 200 shares.
Payment of Purchase Price:	Aleksandr Babakhanov, M.D.- Paid \$550,000 held in escrow and will pay residual of \$385,000 equity at closing. Gitel Stiel, M.D. will pay \$165,000 in equity at closing. *Flushing Bank submitted a letter of interest for \$4,400,000.

Share Holders	Escrow Deposit	Remaining Equity Required	Total Payments when closing occurs
Aleksandr Babakhanov, M.D.	\$550,000	\$385,000	\$935,000
Gitel Stiel, M.D.	\$0	\$165,000	\$165,000
*Bank Loan	\$0	\$4,400,000	\$4,400,000
Total	\$550,000	\$4,950,000	\$5,500,000

<b>Lease Document</b>	
Date:	August 24, 2021
Premises:	3071 Perry Avenue, Bronx, NY 10467 (Ground Floor)
Landlord:	Cora Avenue Family Medical, Inc.
Tenant:	Perry Avenue Family Medical, Inc.
Term:	10 Years
Rent:	\$1150,000 annually increased by 3% annually
Provisions:	Tenant shall be responsible for utilities for the premises it occupy's.

**Perry Ave. Family Medical Center**  
**Balance Sheet**  
**As of July 31, 2021**

CON # 211226  
BFA Attachment C

	<u>\$</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
Cash/Bank Accounts	828,108.00
<b>Total Current Assets</b>	<u><b>828,108.00</b></u>
<b>Other Current Assets</b>	
Employee Loan	2,800.00
<b>Total Other Current Assets</b>	<u><b>2,800.00</b></u>
<b>Fixed Assets</b>	
Equipments and Furniture	668,506.00
Accumulated Depreciation	(662,186.00)
<b>Total Fixed Assets</b>	<u><b>6,320.00</b></u>
<b>Other Assets</b>	
Security Deposits	37,500.00
<b>Total Other Assets</b>	<u><b>37,500.00</b></u>
<b>TOTAL ASSETS</b>	<u><u><b>874,728.00</b></u></u>
<b>LIABILITIES AND EQUITY</b>	
<b>Current Liabilities</b>	
Credit Cards Payable	31,294.00
Salaries and Contracts Payable	9,030.00
<b>Total Current Liabilities</b>	<u><b>40,324.00</b></u>
<b>Other Current Liabilities</b>	
SBA PPP Loan Round 2	319,194.00
<b>Total Other Current Liabilities</b>	<u><b>319,194.00</b></u>
<b>Equity</b>	<u><b>515,210.00</b></u>
<b>TOTAL LIABILITIES AND EQUITY</b>	<u><u><b>874,728.00</b></u></u>

Perry Avenue Family Medical  
Profit & Loss  
January through July 2021

CON # 211226  
BFA Attachment C Cont.

	<u>\$</u>
<b>Income</b>	<b>3,231,905.00</b>
<b>Expenses</b>	
Advertising and Promotion	3,936.00
Answering Services	649.00
Automobile Expense	2,571.00
Bank & Credit Card Charges	13,360.00
Billing Service	122,704.00
Cleaning	10,718.00
CME	1,554.00
Computer and Internet Expenses	15,945.00
Consultancy Fees	80,000.00
Contract Labor	433,285.00
Corporation Tax	1,000.00
Dues and Subscriptions	3,803.00
Employee Benefit	824.00
Equipment Lease	1,456.00
Gift	251.00
Insurance Expense	90,148.00
Lease Expenses	7,769.00
Licenses & Permits	3,244.00
Management Fees	60,000.00
Meals Expenses	588.00
Medical Records and Supplies	92,327.00
Office Supplies	9,093.00
Payroll Processing Fees	6,637.00
Payroll Taxes	87,549.00
Postage and Delivery Charges	806.00
Professional Fees	24,420.00
Public Goods Pool	1,967.00
Recruitment Fees	1,426.00
Rent Expense	70,986.00
Repairs and Maintenance	3,855.00
Salary	688,868.00
Telephone Expense	8,883.00
Travel Expense	2,540.00
Uniforms	1,725.00
Utilities	16,320.00
Waste Removal	24,716.00
<b>Total Expenses</b>	<b>1,895,923.00</b>
<b>Net Ordinary Income Before Other Expenses &amp; Officer's and Relative Salary</b>	<b>1,335,982.00</b>
<b>Other Expenses &amp; Officer's and Relative Salary</b>	
Interest Exp	451.00
Officer's and Relative Salary	700,000.00
<b>Total Other Expenses &amp; Officer's and Relative Salary</b>	<b>700,451.00</b>
<b>Net Income</b>	<b>635,531.00</b>

**PERRY AVENUE FAMILY MEDICAL, INC.**  
**(A Corporation)**

CON# 211226  
BFA Attachment D

**BALANCE SHEET**

December 31, 2020

**ASSETS**

**FIXED ASSETS**

Building & Other Depreciable Assets	666,525.00
Less: Accumulated Depreciation	<u>(662,186.00)</u>
<b>TOTAL FIXED ASSETS</b>	<b>4,339.00</b>

**CURRENT ASSETS**

Cash and Cash Equivalents (Overdraft)	6,697.00
Accounts Receivable (Less Allowances for Doubtful Accounts)	<u>1,708,760.00</u>
<b>TOTAL CURRENT ASSETS</b>	<b>1,715,457.00</b>

**OTHER ASSETS**

Security Deposit	37,500.00
Employee Loan	<u>8,800.00</u>
<b>TOTAL OTHER ASSETS</b>	<b>46,300.00</b>

**TOTAL ASSETS**

**1,766,096.00**

**LIABILITIES AND STOCKHOLDER'S EQUITY**

**CURRENT LIABILITIES**

Accounts Payable	7,492.00
Payroll Liabilities	4,440.00
Pension Payable	152,769.00
PPP Loan	<u>319,174.00</u>
<b>TOTAL CURRENT LIABILITIES</b>	<b>483,875.00</b>

**STOCKHOLDERS EQUITY**

Capital Stock	15,394.00
Retained Earnings	<u>1,266,827.00</u>
<b>TOTAL STOCKHOLDERS EQUITY</b>	<b>1,282,221.00</b>

**TOTAL LIABILITIES AND STOCKHOLDERS EQUITY**

**1,766,096.00**

**PERRY AVENUE FAMILY MEDICAL, INC.**  
**(A Corporation)**

CON#211226  
BFA Attachment D

**STATEMENTS OF INCOME AND RETAINED EARNINGS**

**Year Ended December 31, 2020**

**REVENUES**

Patient Fees	4,337,912.00
Patient Refunds	(1,274.00)
<b>TOTAL REVENUES</b>	<b><u>4,336,638.00</u></b>

**OPERATING EXPENSES**

Salaries- Schedule I	2,317,878.00
Employee benefits- Schedule II	284,083.00
Medical Expenses- Schedule III	911,235.00
Property Costs- Schedule IV	203,734.00
Administrative and General - Schedule V	776,146.00
<b>TOTAL OPERATING EXPENSES</b>	<b><u>4,493,076.00</u></b>

**NET PROFIT**

**(156,438.00)**

**RETAINED EARNINGS**

**1,269,959.00**

**SHAREHOLDERS DISTRIBUTION**

**3,132.00**

**RETAINED EARNINGS- END OF YEAR**

**1,266,827.00**

PERRY AVENUE FAMILY MEDICAL, INC.  
(A Corporation)

December 31, 2019

ASSETS

**FIXED ASSETS**

Building & Other Depreciable Assets	662,090.00
Less: Accumulated Depreciation	<u>(661,558.00)</u>
<b>TOTAL FIXED ASSETS</b>	<b>532.00</b>

**CURRENT ASSETS**

Cash and Cash Equivalents	55,651.00
Accounts Receivable (Less Allowances for Doubtful Accounts)	<u>1,560,143.00</u>
<b>TOTAL CURRENT ASSETS</b>	<b>1,615,794.00</b>

**OTHER ASSETS**

Security Deposit	37,500.00
Employee Loan	<u>9,050.00</u>
<b>TOTAL OTHER ASSETS</b>	<b>46,550.00</b>

<b>TOTAL ASSETS</b>	<b><u>1,662,876.00</u></b>
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LIABILITIES AND STOCKHOLDERS' EQUITY

**CURRENT LIABILITIES**

Accounts Payable	43,640.00
Payroll Liabilities	6,066.00
Pension Payable	<u>171,379.00</u>
<b>TOTAL CURRENT LIABILITIES</b>	<b>221,085.00</b>

**STOCKHOLDERS EQUITY**

Capital Stock	15,394.00
Retained Earnings	<u>1,426,397.00</u>
<b>TOTAL STOCKHOLDERS EQUITY</b>	<b>1,441,791.00</b>

<b>TOTAL LIABILITIES AND STOCKHOLDERS EQUITY</b>	<b><u>1,662,876.00</u></b>
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PERRY AVENUE FAMILY MEDICAL, INC.  
(A Corporation)

STATEMENTS OF INCOME AND RETAINED EARNINGS

Year Ended December 31, 2019

REVENUES	
Patient Fees	4,522,112.00
Patient Refunds	<u>(5,717.00)</u>
TOTAL REVENUES	4,516,395.00
OPERATING EXPENSES	
Salaries- Schedule I	2,224,317.00
Employee benefits- Schedule II	304,341.00
Medical Expenses- Schedule III	1,042,431.00
Property Costs- Schedule IV	207,082.00
Administrative and General - Schedule V	<u>681,853.00</u>
TOTAL OPERATING EXPENSES	4,460,024.00
NET PROFIT	<u>56,371.00</u>
RETAINED EARNINGS	1,480,440.00
SHAREHOLDERS DISTRIBUTION	54,043.00
RETAINED EARNINGS- END OF YEAR	<u>1,426,397.00</u>