



MEMORANDUM

To: Lisa Thompson
Division of Health Facility Planning

Colleen Leonard, Executive Secretary
Public Health and Health Planning Council

From: Mark Schweitzer 
Senior Attorney
Bureau of Health Facility Planning and Development

Date: September 11, 2019

Subject: Catskill Regional Medical Center: Corporate Name Change

Greater Hudson Valley Health, Inc. has asked PHHPC to approve a corporate name change of its member hospital, Catskill Regional Medical Center, to “Garnet Health Medical Center- Catskills” for re-branding purposes. PHHPC previously approved a change of name from “Community General Hospital of Sullivan County” to “Catskill Regional Medical Center” in 2009.

Pursuant to NY NPC §803-a and 10 NYCRR § 600.11, PHHPC must consent to these changes prior to the filing of any amended certificate.

There is no legal objection to the name change and the Certificate of Amendment of the Restated Certificate of Incorporation of Catskill Regional Medical Center is in legally acceptable form.

Attachments.

The attachments relating to this matter include the following:

- 1) Memorandum to the Public Health and Health Planning Council from Richard J. Zahnleuter, General Counsel;
- 2) An executed photocopy of a letter from David Smith, VP- Marketing and Strategic Planning for Greater Hudson Valley Health System, Inc. requesting the restated Certificate of Incorporation for change of purpose.

- 3) An executed photocopy of a letter from Colleen M. Leonard, Executive Secretary of PHHPC in Albany, New York affirming that the request is waiting for review and approval from the Bureau of Health Facility Planning and Development.
- 4) An executed photocopy of the Restated Certificate of Incorporation of Catskill Regional Medical Center (2009).
- 5) An executed photocopy of the October 8, 2000 Public Health Council "consent to file" letter for the 2009 Restated Certificate of Incorporation of Catskill Regional Medical Center.
- 6) A photocopy of the Restated Certificate of Incorporation of Catskill Regional Medical Center (2010).
- 7) An executed photocopy of the proposed Certificate of Amendment of the Restated Certificate of Incorporation of Catskill Regional Medical Center (2019).
- 8) Executed Attorney's Certification for approval of Certificates of Amendment to the GHVHS, ORMC and CRMC Certificates of Incorporation.
- 9) Resolutions of the Boards of Directors of Catskill Regional Medical Center and Greater Hudson Valley Health system, Inc.



Department
of Health

MEMORANDUM

To: Public Health and Health Planning Council (PHHPC)

From: Richard J. Zahnleuter
General Counsel 

Date: September 11, 2019

Subject: Catskill Regional Medical Center: Corporate Name Change

Greater Hudson Valley Health, Inc. has asked PHHPC to approve a corporate name change of its member hospital, Catskill Regional Medical Center, to “Garnet Health Medical Center- Catskills” for re-branding purposes. PHHPC previously approved a change of name from “Community General Hospital of Sullivan County” to “Catskill Regional Medical Center” in 2009.

Pursuant to NY NPC §803-a and 10 NYCRR § 600.11, PHHPC must consent to these changes prior to the filing of any amended certificate.

There is no legal objection to the name change and the Certificate of Amendment of the Restated Certificate of Incorporation of Catskill Regional Medical Center is in legally acceptable form.



June 27, 2019

Ms. Colleen M. Leonard, Executive Secretary
Public Health and Health Planning Council
Center for Health Care Facility Planning, Licensure and Finance
New York Department of Health
Corning Tower, Room 1805
Albany, New York 12237

RE: Request for Corporate Name Change

Dear Ms. Leonard,

In accordance with 10 NYCRR Section 600.11, I am writing on behalf of Greater Hudson Valley Health System and its member hospitals (Orange Regional Medical Center and Catskill Regional Medical Center) seeking NY State Department of Health approval of the following corporate name changes for GHVHS and its member hospitals:

- Greater Hudson Valley Health System, Inc. will become Garnet Health
- Orange Regional Medical Center will become Garnet Health Medical Center
- **Catskill Regional Medical Center will become Garnet Health Medical Center – Catskills**

Please note the three aforementioned entities all currently maintain separate articles of incorporation; therefore, enclosed for your reference are copies of the proposed Certificates of Amendment of the Certificates of Incorporation for each entity, together with the respective current Certificates of Incorporation.

GHVHS and its member hospitals maintain multiple brands, which has resulted in public confusion and varying degrees of consumer recognition. Over the past year GHVHS has begun a system-wide re-branding initiative to help unify the organization's various entities and promote a simpler, more recognizable name for its patients and the general public.

Please contact me at dsmith@ghvhs.org with any questions you have or if you require additional information. Thank you for your time and attention to this matter.

Sincerely,

David L. Smith

VP- Marketing & Strategic Planning

PHHPC

PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

Empire State Plaza, Corning Tower, Room 1805
Albany, New York 12237

(518) 402-0964
PHHPC@health.state.ny.us

July 1, 2019

David L. Smith
Greater Hudson Valley Health System
707 East Main Street
Middletown, NY 10940

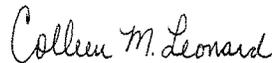
Re: Certificate of Amendment of the Restated Certificate of Incorporation of Greater Hudson Valley Health System, Inc.

Dear Mr. Smith:

I have received your letter dated June 27, 2019, regarding the Certificate of Amendment of the Restated Certificate of Incorporation of Greater Hudson Valley Health System, Inc. for approval under Section 803 of the Not-for-Profit Corporation Law of the State of New York. Your letter has been forwarded to the Division of Legal Affairs, Bureau of Health Facility Planning and Development for review and approval.

You will be notified when this request has been approved, or if additional information is required. Division of Legal Affairs staff may be reached at (518) 473-3303 if you have any questions.

Sincerely,



Colleen M. Leonard
Executive Secretary

cc: DLA

/cl

100205000300

CSC 45
DRAW DOWN

RESTATED

CERTIFICATE OF INCORPORATION

OF

CATSKILL REGIONAL MEDICAL CENTER

Under Section 805 of the Not-For-Profit Corporation Law

2009
(1st Doc. -
Change of
Name)

The undersigned, Gerald J. Skoda and Marc A. Baez, certify that they are the Chairman and Secretary, respectively, of Catskill Regional Medical Center, a New York not-for-profit corporation (hereinafter, the "Corporation"), and do hereby further certify as follows:

1. The name of the Corporation is CATSKILL REGIONAL MEDICAL CENTER. The name under which the Corporation was originally formed was Community General Hospital of Sullivan County.
2. The Certificate of Consolidation by which the Corporation was formed was filed by the Department of State of the State of New York on January 31, 1967, under the Membership Corporation Law ("MCL") of the State of New York. The corporations consolidated thereby were Hebrew Hospital Association of Sullivan County and Liberty-Maimonides Hospital. The Certificate of Incorporation of Hebrew Hospital Association of Sullivan County was filed in the Office of the Secretary of State of the State of New York on January 26, 1923, under the MCL. The Certificate of Incorporation of Liberty-Maimonides Hospital, originally named Maimonides Lodge Hospital Association, was filed in the Office of the Secretary of State of the State of New York on February 9, 1924, under the MCL. The Certificate of Change of Name from Maimonides Lodge Hospital Association to Liberty-Maimonides Hospital was filed in the Office of the Secretary of State of the State of New York on December 26, 1951.
3. The Corporation's Certificate of Incorporation is hereby amended to effect changes authorized by the New York Not-For-Profit Corporation Law ("NPCL"), specifically as follows:
 - (a) deleting Article FIFTH thereof, which provided for the number of Trustees of the Corporation, such provision (regarding Directors) to be made in the Bylaws of the Corporation henceforth;
 - (b) omitting Article SIXTH thereof, which identified the initial Trustees of the Corporation, in accordance with Section 805(c) of the NPCL;
 - (c) deleting Article SEVENTH thereof, which provided for the mode of carrying out the consolidation of Hebrew Hospital Association of Sullivan County and Liberty-

Maimonides Hospital, such consolidation having been completed and no provisions of Article SEVENTH remaining operative;

- (d) replacing Article EIGHTH thereof, as previously amended, which provided the purposes of the Corporation, with new Article THIRD, which has been substantially revised (i) in accordance with provisions of the Internal Revenue Code of 1986, as amended (the "Code"), (ii) in accordance with provisions of the NPCL, and (iii) to more clearly and comprehensively describe the nature and extent of the Corporation's current and planned activities.
 - (e) inserting new Articles FOURTH and FIFTH, which provide the extent of and certain limitations on the Corporation's powers under the NPCL, in keeping with current practice;
 - (f) inserting new Article SIXTH, which provides that the Corporation has a sole member, and provides that certain powers regarding governance of the Corporation are reserved to that member;
 - (g) inserting new Articles SEVENTH, EIGHTH, NINTH AND TENTH, which provide for the Corporation's organization and operation as a public charity within the meaning of the Code, in keeping with current practice;
 - (h) reorganizing and renumbering other provisions for clarity, ease of reference and comporment with current practice.
4. This Restated Certificate of Incorporation was authorized by the affirmative vote of a majority of the Board of Trustees of the Corporation, in accordance with the provisions of Sections 708, 802(a)(2) and 805(a) of the NPCL.
5. The text of the Certificate of Incorporation of the Corporation, as amended hereby, is restated to read in its entirety as follows:

FIRST: The name of the Corporation is Catskill Regional Medical Center.

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law ("NPCL") and the Corporation is a Type B corporation pursuant to Section 201 of the NPCL.

THIRD: The Corporation is organized, and shall be operated, exclusively for charitable and educational purposes within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, in particular, for the purposes of:

- (a) acquiring, erecting, establishing, conducting and maintaining, as authorized under Article 28 of the N.Y. Public Health Law, a general hospital or hospitals, educating and training personnel and maintaining a dispensary or dispensaries, and extended care facilities for the care and treatment of injured, sick and diseased persons of both sexes, regardless of creed, race, religion, national origin, color and sexual orientation, in the County of Sullivan;
- (b) the employment of all lawful means for the raising of funds for the support and maintenance of said institution and the transaction of such other business as may be necessary or desirable in connection therewith;
- (c) ensuring compliance with all applicable federal, State and local laws, rules and regulations, including the New York Public Health Law, Mental Health Law and Education Law and to adopt policies and practices consistent therewith;
- (d) establishing, conducting and maintaining a skilled nursing unit within an acute care hospital, or as a separate facility located in juxtaposition to an acute care facility, for the purpose of (i) providing long-term, inpatient medical care dictated by diagnosis and under the direction of a medical director, (ii) providing continuous nursing service under professional nurse direction, and (iii) providing comprehensive preventive, rehabilitative, social spiritual and emotional care, without restriction as to race, religion, creed, color, gender, sexual orientation or national origin; and
- (e) engaging in any other lawful act that is incidental to or connected with the foregoing purposes or in advancement thereof, except as otherwise limited herein.

FOURTH:

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Section 202 of the NPCL, together with the power to solicit and receive grants, bequests and contributions for the purposes of the Corporation and the power to maintain a fund or funds of real or personal property in furtherance of the Corporation's purposes. The Corporation shall have the right to exercise all other powers which are, or hereafter may be, conferred by law upon a corporation organized for the above purposes or incidental to the conferred powers. Notwithstanding the foregoing, the Corporation shall not have the power to engage in any activities which are not in furtherance of its purposes as set forth in Article THIRD hereof, or which are reserved to the Member hereunder.

FIFTH:

Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Section 404(a)-(v) of the NPCL, without the Corporation first having obtained the consent or approval from the appropriate governmental authority with respect thereto.

SIXTH:

The Corporation shall have a single corporate member which shall be Greater Hudson Valley Health System, a New York not-for-profit corporation (the "Member"). The Member, acting through its Board of Directors, shall have of the following reserved powers as the sole corporate member of the Corporation (it being understood that, in each instance when the Member has the right to approve an action of the Corporation, such action can only be taken by the Corporation through its Board of Trustees and can only be taken after approval by the Member):

- (a) to appoint the Board of Trustees of the Corporation in accordance with the procedure set forth in the Bylaws of the Corporation;
- (b) to approve Certificate of Need applications for the Corporation for any new clinical programs or services that meet the threshold dollar amount or other requirements established by law for the submission of Certificate of Need applications (or their legal equivalent) to the New York State Department of Health;
- (c) to approve the annual strategic plan of the Corporation following approval of such strategic plan by the Board of Trustees of the Corporation;
- (d) to approve amendments to the Bylaws and/or Certificate of Incorporation of the Corporation;
- (e) to approve the operating and capital budgets of the Corporation;
- (f) to approve (i) any borrowings by the Corporation in excess of \$5,000,000 per loan or \$5,000,000 in the aggregate per year, unless such borrowings are included in the Corporation's approved budget, (ii) any guarantees or similar credit enhancing mechanisms to be entered into by the Corporation in excess of \$5,000,000 per debt so guaranteed or enhanced or \$5,000,000 in the aggregate per year, and (iii) any capital or operating leases in the amount of \$5,000,000 per

transaction or \$5,000,000 in the aggregate per year, unless such leases are included in the Corporation's approved budget; and

- (g) to approve any merger, consolidation or non-judicial dissolution of the Corporation.

SEVENTH: Notwithstanding anything to the contrary in this Certificate, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as: (A) a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (B) a corporation contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code.

EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

NINTH: No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code) and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements in connection with), any political campaign on behalf of or in opposition to any candidate for public office.

TENTH: In the event of dissolution, all of the remaining assets and property of the Corporation shall, after payment of or due provision for all necessary expenses thereof, be distributed to one or more such other charitable or educational organizations having similar purposes and missions to that of the Corporation as are then in existence and qualifying under Section 501(c)(3) of the Code, or a corresponding provision of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, in accordance with a plan approved by the Board of Trustees of the Corporation subject to compliance with an order of a Justice of the Supreme Court of the State of New York.

ELEVENTH: The office of the Corporation in the State of New York is to be located in Sullivan County.

TWELFTH:

The Secretary of State of New York is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation which is served upon the Secretary is:

Catskill Regional Medical Center
P.O. Box 800
68 Harris Bushville Road
Harris, NY 12742-0800

{Signature Page Follows}

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been signed, and the statements made herein are affirmed as true under penalties of perjury, this 20th day of June, 2009.

Gerald J. Skoda
Name: Gerald J. Skoda
Title: Chairman of the Board

Marc A. Baez
Name: Marc A. Baez
Title: Secretary of the Board

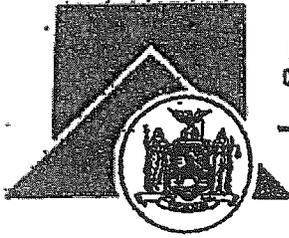
THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE. SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

Nicholas G. ...
ASSISTANT ATTORNEY GENERAL
DATE
11/25/09

I, the undersigned Justice of the Supreme Court of the State of New York Third Judicial District, do hereby approve the foregoing Restated Certificate of Incorporation of CATSKILL REGIONAL MEDICAL CENTER.

December 30, 2009

Mark M. Meddaugh
MARK M. MEDDAUGH
JISC



STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING TOWER BUILDING
ALBANY, N.Y. 12237

PUBLIC HEALTH COUNCIL

October 8, 2009

Mr. Steven Ruwoldt
Chief Executive Officer
Catskill Regional Medical Center
Post Office Box 800
68 Harris-Bushville Road
Harris, New York 12742

Re: Restated Certificate of Incorporation of Catskill Regional Medical Center

Dear Mr. Ruwoldt:

AFTER INQUIRY and INVESTIGATION, and in accordance with action taken at a meeting of the Public Health Council held on the 8th of May 2009, I hereby certify that the Public Health Council consents to the filing of the Restated Certificate of Incorporation of Catskill Regional Medical Center, dated June 20, 2009.

Sincerely,


Colleen M. Frost
Executive Secretary

/cf

100205000 300

RESTATED CERTIFICATE OF INCORPORATION

OF

CATSKILL REGIONAL MEDICAL CENTER

Section 805 of the Not-For-Profit Corporation Law

CSC 45
DRAW DOWN

2010 FEB -5 AM 11:39

FILED

Filer: Epstein Becker & Green, P.C.
14th Floor
250 Park Avenue
New York, NY 10177
Cust. Ref#254826Mpj

DRAWDOWN

*GT-R
MMR*

lee
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED FEB 05 2010
TAXS _____
Y: BE
S 11

RECEIVED
2010 FEB -4 PM 4:07

RECEIVED
2010 JAN 19 PM 3:06

333

2019

**CERTIFICATE OF AMENDMENT
OF THE
RESTATED CERTIFICATE OF INCORPORATION
OF
CATSKILL REGIONAL MEDICAL CENTER**

(Under Section 803 of the Not-For-Profit Corporation Law)

The undersigned, Scott Batulis, hereby certifies that he is the President of Catskill Regional Medical Center (the "Corporation"), and does hereby further certify as follows:

1. The name of the Corporation is Catskill Regional Medical Center. The name under which the Corporation was formed is "Community General Hospital of Sullivan County".
2. The Corporation's Restated Certificate of Incorporation was filed by the Department of State on February 5, 2010.
3. The Corporation was formed under the New York Not-for-Profit Corporation Law.
4. The Corporation is a not-for-profit corporation as defined in subparagraph (a)(5) of Section 102 of the New York Not-for-Profit Corporation Law.
5. The Corporation's Restated Certificate of Incorporation is amended as follows:

- a. Paragraph FIRST of the Restated Certificate of Incorporation regarding the name of the corporation is hereby amended to read in its entirety as follows:

FIRST: The name of the Corporation is GARNET HEALTH MEDICAL CENTER – CATSKILLS.

- b. Paragraph SIXTH of the Restated Certificate of Incorporation regarding the corporate member is hereby amended to read in its entirety as follows (but only to update the names of referenced entities and correct typographical errors, and not to make any changes to the Member's reserved powers):

SIXTH: The Corporation shall have a single corporate member which shall be Garnet Health, a New York not-for-profit corporation (the "Member"). The Member, acting through its Board of Directors, shall have the following reserved powers as the sole corporate member of the Corporation (it being understood that, in each instance when the Member has the right to approve an action of the Corporation, such action can only be taken by the Corporation through its Board of Directors after approval by the Member):

- (a) To appoint the Board of Directors of the Corporation in accordance with the procedure set forth in the Bylaws of the Corporation;

- (b) To approve Certificate of Need applications for the Corporation for any new clinical programs or services that meet the threshold dollar amount or other requirements established by law for the submission of Certificate of Need applications (or their legal equivalent) to the New York State Department of Health;
 - (c) To approve the annual strategic plan of the Corporation following approval of such strategic plan by the Corporation's Board of Directors;
 - (d) To approve amendments to the Bylaws and/or Certificate of Incorporation of the Corporation;
 - (e) To approve the operating and capital budgets of the Corporation;
 - (f) To approve: (i) any borrowings by the Corporation in excess of \$5,000,000 per loan or \$5,000,000 in the aggregate per year, unless such borrowings are included in the Corporation's approved budget, (ii) any guarantees or similar credit enhancing mechanisms to be entered into by the Corporation in excess of \$5,000,000 per debt so guaranteed or enhanced or \$5,000,000 in the aggregate per year, and (iii) any capital or operating leases in the amount of \$5,000,000 per transaction or \$5,000,000 in the aggregate per year, unless such leases are included in the Corporation's approved budget; and
 - (g) To approve any merger, consolidation or non-judicial dissolution of the Corporation.
- c. Paragraph TWELFTH of the Restated Certificate of Incorporation regarding the address for service of process is hereby amended to read in its entirety as follows:

TWELFTH: The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

707 East Main Street
Middletown, NY 10940
Attention: President

6. This Certificate of Amendment was authorized by the affirmative vote of a majority of the Board of Directors of the Corporation's sole corporate Member.

IN WITNESS WHEREOF, this Certificate of Amendment of the Corporation's Restated Certificate of Incorporation has been signed, and the statements made herein are affirmed as true under the penalties of perjury, this 27th day of June, 2019.



Scott Batulis, President

Filer's Name:
Fox Rothschild, LLP
101 Park Avenue
New York, NY 10178

FILING RECEIPT

=====

ENTITY NAME: CATSKILL REGIONAL MEDICAL CENTER

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)
PURPOSES PROVISIONS RESTATED

COUNTY: SULL

=====

FILED:02/05/2010 DURATION:***** CASH#:100205000333 FILM #:100205000300

FILER:

EPSTEIN BECKER & GREEN, P.C.
14TH FLOOR
250 PARK AVENUE
NEW YORK, NY 10177

ADDRESS FOR PROCESS:

REGISTERED AGENT:



=====

SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

FEEs	90.00
FILING	30.00
TAX	0.00
CERT	0.00
COPIES	10.00
HANDLING	50.00

PAYMENTS	90.00
CASH	0.00
CHECK	0.00
CHARGE	0.00
DRAWDOWN	90.00
OPAL	0.00
REFUND	0.00

=====

254826MPJ

DOS-1025 (04/2007)

ATTORNEY'S CERTIFICATION

JOSEPH M. ANESI, being duly admitted and in good standing to practice law in the State of New York, hereby certifies that:

- (a) he is the Vice President and General Counsel of Greater Hudson Valley Health System, Inc. (GHVHS), the sole corporate member and active parent corporation of Orange Regional Medical Center (ORMC) and Catskill Regional Medical Center (CRMC); and
- (b) following is a true and complete extract from the minutes of the June 26, 2019 meeting of the GHVHS Board of Directors approving Certificates of Amendment to the GHVHS, ORMC and CRMC Certificates of Incorporation:

Approval of Certificates of Amendment to the GHVHS, ORMC and CRMC Certificates of Incorporation

WHEREAS, the Board previously resolved to change the name of the Corporation to "Garnet Health", and authorized the corresponding rebranding initiative; and

WHEREAS, commensurate with the rebranding initiative, the names of Orange Regional Medical Center and Catskill Regional Medical Center will be changed to "Garnet Health Medical Center" and "Garnet Health Medical Center – Catskills" respectively; and

WHEREAS, changing the names of GHVHS, ORMC and CRMC requires filing a Certificate of Amendment of each entity's Certificate of Incorporation with the New York Department of State; and

WHEREAS, the current Certificate of Incorporation of each entity requires the Board's approval of each Certificate of Amendment prior to filing;

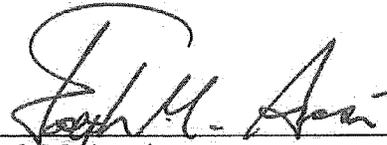
NOW THEREFORE, upon motion duly made, seconded and carried, it is:

RESOLVED, that the Certificates of Amendment to the Certificates of Incorporation of each of the following entities, in the form and substance appended to these resolutions, are hereby approved for the purpose of changing the name of each entity as shown:

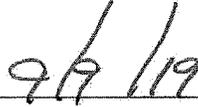
The entity currently named...	will be renamed as...
Greater Hudson Valley Health System, Inc.	Garnet Health
Orange Regional Medical Center	Garnet Health Medical Center
Catskill Regional Medical Center	Garnet Health Medical Center – Catskills

and it is further

RESOLVED, that the President and General Counsel of the Corporation are hereby authorized and directed, either individually or through other officers in their discretion, and upon the advice of counsel and other consultants, to execute any and all documents and to take all other action that may be necessary or appropriate to effectuate the preceding resolution.



Joseph M. Anesi



Date

RESOLUTIONS
of the
BOARDS OF DIRECTORS
of
CATSKILL REGIONAL MEDICAL CENTER
and
GREATER HUDSON VALLEY HEALTH SYSTEM, INC.

Presented at the June 26, 2019 joint meeting

WHEREAS, the Boards of Directors of Catskill Regional Medical Center (the “Corporation”) and its sole corporate member and active parent Greater Hudson Valley Health System, Inc. wish to change the name of the Corporation to “Garnet Health Medical Center – Catskills”; and

WHEREAS, changing the name of the Corporation requires filing a Certificate of Amendment of its Certificate of Incorporation with the New York Department of State; and

WHEREAS, the current Certificate of Incorporation requires Board approval of the Certificate of Amendment prior to filing;

NOW THEREFORE, upon motion duly made, seconded and carried, it is:

RESOLVED, that the Certificate of Amendment to the Corporation’s Certificate of Incorporation, in the form and substance appended to these resolutions, is hereby approved for the purpose of changing the name of the Corporation to “**Garnet Health Medical Center - Catskills**”;

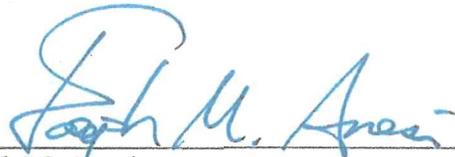
and it is further

RESOLVED, that the President and General Counsel of the Corporation are hereby authorized and directed, either individually or through other officers in their discretion, and upon the advice of counsel and other consultants, to execute any and all documents and to take all other action that may be necessary or appropriate to effectuate the preceding resolution.

ATTORNEY'S CERTIFICATION

JOSEPH M. ANESI, being duly admitted to the bar and in good standing to practice law in the State of New York, hereby certifies that:

- (a) he is the Vice President and General Counsel of **Catskill Regional Medical Center** (CRMC) and its sole corporate member and active parent Greater Hudson Valley Health System, Inc. (GHVHS); and
- (b) attached hereto are accurate and complete copies of resolutions passed by the CRMC and GHVHS Boards of Directors on June 26, 2019, approving the amendment of CRMC's Certificate of Incorporation to change its name to "Garnet Health Medical Center – Catskills".



Joseph M. Anesi



Date