

DCLDC

Dutchess County
Local Development
Corporation

Application
For Financial
Assistance

3 Neptune Road
Poughkeepsie, NY 12601
Ph: 845.463.5400 Fx: 845.463.5401
Email: dcedc@dcedc.com
www.dcedc.com

For Office Use
Only Project #: 2015 - 02
Application Received Date: 6/3/15

**APPLICATION TO DUTCHESS COUNTY
LOCAL DEVELOPMENT CORPORATION**

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General Information

- Application Fee:** \$250.00 made payable to DCLDC; due at time of application.
- Administrative Fee:** 1% of the first \$2.5 million and .25% (1/4 of 1%) of the amount in excess of \$2.5 million; due at closing, based upon the amount of the bonds or, in the case of a straight lease transaction, the certified cost of the project.

Instructions

1. Dutchess County Economic Development Corporation (DCEDC) has no authority in the approval of applications and acts only to facilitate appropriate referral to the Dutchess County Local Development Corporation (DCLDC). Applicants may approach the DCLDC directly, however, if you need assistance or require additional information please contact DCEDC at (845)-463-5400.
2. Please answer all questions, attaching additional information as needed. Make sure to indicate "not applicable" or "NA" where appropriate.
3. When submitting the application, be sure to include a check in the amount of \$250.00 made payable to Dutchess County Local Development Corporation.
4. Please complete the Short-Form Environmental Assessment Form (Appendix A) and submit evidence of any prior environmental review by other government agencies.
5. Please submit one copy of the completed application to:

**Dutchess County Local Development Corporation
3 Neptune Road
Poughkeepsie, NY 12601**

Information provided herein will not be made public by the DCLDC prior to the passage of an Inducement Resolution, but may be subject to disclosure under the New York Freedom of Information Act.

This application was prepared by the Dutchess County Economic Development Corporation (DCEDC). Any questions or concerns should be directed to DCEDC at the address below.

**Dutchess County Economic Development Corporation
3 Neptune Road
Poughkeepsie, NY 12601**

Project Description and Purpose:

Acquisition of the property known as Atrium at Mid Hudson located at One Webster Avenue, Poughkeepsie. The proceeds of the Bonds will be used by the Borrower to acquire ownership of an existing four (4) story building plus basement (known as the Atrium Health Center), containing approximately 148,896 rentable square feet, which is located at One Webster Avenue, in Poughkeepsie, New York 12601. The Atrium Health Center will be owned by the Borrower. The Atrium Health Center is a multi-purpose facility, portions of which are (i) leased to and used by the Westchester County Health Care Corporation (the "Westchester Medical Center" or "WMC") for various administrative and support functions (including but not limited to, a laboratory, kitchen, cafeteria, storage space, gift shop, patient registration, pre-admission testing, patient accounting and employee health and wellness) and various patient care services (including, but not limited to, radiology, wound care, specialty clinics, vascular surgery, and trauma department) and (ii) which are leased or subleased to, and used by, certain physicians, physician groups or associations providing a variety of healthcare services (including, but not limited to, urology, internal medicine, pediatrics, digestive disease treatment, psychiatry, oncology and prosthetic and orthotic devices).

A. CORPORATION DATA

1. Applicant Information

Corporation Name:	<u>Hudson Valley Property Holdings, LLC</u>	
Address:	<u>c/o Westchester County Health Care Corporation</u> <u>100 Woods Road</u> <u>Valhalla, NY 10595</u>	
Phone:	<u>(914) 493-7028</u>	
Fax:	<u></u>	
Email:	<u>costelloae@wcmc.com</u>	
Federal Employer ID Number:	<u></u>	
Contact Person Name:	<u>Anthony E. Costello</u>	Title: <u>Senior V.P.,</u> <u>Professional Support</u> <u>Services</u>

2. Entity Information

Not-For-Profit Corporation :

Date of Establishment? May 27, 2015

Place of Organization? New York

If a foreign organization, is Applicant authorized to do business in State of
New York? _____

3. Officers and Directors

List all Officers and Directors of the Not-For Profit Corporation.

Westchester Medical Center is the sole shareholder of WMC-New York, Inc., the sole corporate member of the Applicant. See Attachment A for a detailed description of the Applicant's corporate structure.

The Officers and Directors of WMC are listed on Attachment A.

Please provide a schematic of corporate structure if applicant is a subsidiary of or is otherwise affiliated with another entity.

4. Applicant's Counsel

Name: Manatt, Phelps & Phillips, LLP

Address: 7 Times Square
New York, NY 10036

Attn: Andrew E. Schultz

Phone: 212-790-4528

Fax: 212-790-4545

Email: aschultz@manatt.com

B. PROJECT INFORMATION

1. Describe the proposed acquisition, construction, or reconstruction, and provide a description of costs and expenditures expected. Indicate size of buildings and square feet by usage (i.e.: office, R&D, manufacturing, retail). Describe and list equipment to be purchased as part of the project. Use attachment if necessary.

[See Project Description Above.]

2. Project Address

One Webster Avenue, Poughkeepsie, New York 12601

- a. List Name of Town in which project is located: Poughkeepsie
- b. List Name of School District in which project is located: Hyde Park CSD
- c. List Name of Fire District, if any, in which project is located: Fairview Fire District
- d. List any other taxing authorities, if any, in which the project is located: None

3. Utilities: Indicate which, if any, utilities are on site

Water
 Gas

Electric
 Sanitary/Storm Water

4. Present legal owner of site:

1 Webster Avenue Improvements Holdco, LLC, a Delaware limited liability company

5. Zoning of Project Site:

Current "IN"

Proposed No changes

6. Are any variances needed? If so, please list:

None

7. Principal use of Project after completion: Office Healthcare

8. Facility Relocation or Closure: N/A

Will the project result in the removal of a plant or facility of the Yes No

Applicant from one area of the State of New York to another area of the State of New York?

Will the project result in the removal of a plant or facility of another proposed occupant of the Project from one area of the State of New York to another area of the State of New York?

Yes No

Will the Project result in the abandonment of one or more plants or facilities located in the State of New York?

Yes No

Will the project result in increased employment

Yes No

9. Any Known Environmental Issues:
If yes, please list:

Yes No

C. COST/BENEFIT ANALYSIS

1. Costs = Financial Assistance Provided

$$\begin{aligned} \text{Estimated Mortgage Recording Tax Exemption} = \\ \text{Projected Amount of Mortgage } & \$ 25,500,000 \\ \times \text{Mortgage Recording Tax} & \qquad \qquad \qquad \times .0105 \\ \hline \text{Total: } & \$267,750.00 \end{aligned}$$

(Consult with DCEDC for assistance with this calculation)

2. Benefits = Economic Development Impacts¹

<u>Employment</u>	<u>Full time</u>	<u>Part Time</u>	<u>Seasonal</u>	<u>Total FTE</u>
Current number of employees at project location				231

¹ By assisting with the acquisition financing for the Project, the LDC will help WMC -- New York continue its mission of providing high quality health care to the residents of Dutchess County. There is no expected change in the Employment post closing. The Atrium employment numbers are set forth in this Section 2. In addition, the current employee numbers in Dutchess County are as follows:

Atrium	231
Hospital	1148
MAP	45
Offsite	283
Total:	1707

Number of current employees to be retained

			231
--	--	--	-----

Estimated average annual salary of jobs to be retained

\$58,063.94	\$34,615.97	\$14,102.72	
-------------	-------------	-------------	--

Projected number of employees after year 1

--	--	--	--

Projected number of employees after year 2

--	--	--	--

Average estimated annual salary of jobs to be created

--	--	--	--

Annualized salary range of jobs to be created

N/A

 . To:

--

Projected No. of Construction Jobs

Temporary
n/a

Permanent
n/a

Are employees currently covered by a collective bargaining agreement? No
If yes, Name and Local.
n/a

Are employees provided retirement benefits? Yes No

Are employees provided health benefits? Yes No

New York State corporate taxes paid in prior year \$ n/a

Private funds invested in this project \$ n/a

Net new property tax payments resulting from this project \$ n/a

D. PROJECT COSTS

1. Please give an accurate estimate of the costs of all of the following items.

Land, Building, Machinery and Equipment	\$ 24,500,000.00
Site Work	\$
Architectural	\$
Legal Fees ¹	\$ 418,750.00
Engineering Fees	\$
Financing (transaction) Fees	\$
Issue Costs	\$
LDC Administrative Fees (See page 1)	\$ 81,250.00
Other	\$ 500,000.00
Other List Items	\$
Refunding Bonds, if any	\$
Total Project Cost (plus certain costs of issuance)	<u>\$ 25,500,000.00</u>
Amount of Equity	\$ 0
Amount Financed by Bond Issue	<u>\$ 25,500,000.00</u>
Total Project Cost (plus certain costs of issuance)	<u>\$ 25,500,000.00²</u>

With the 2009/2010 budget, NYS is proposing a change in the fee structure, including the bond issuance fee:

¹ Please include estimated costs of Applicant's Counsel, Agency Counsel, Bond Counsel, Underwriter Counsel and Trustee Counsel. Agency costs such as public hearings and legal notice fees are the responsibility of the Applicant from the time an application is submitted. Applicants are encouraged to discuss the project with DCEDC in order to estimate costs.

2. Total Funds Required \$25,500,000³ Term 15-30 years

3. What portion, if any, of the cost of the Project is to be financed from funds of the Corporation other than from the proposed bond issue?
\$0

4. What is the dollar value of "capital expenditures" (as determined in accordance with the provisions of the Internal Revenue Code) that the Corporation or any related Corporation or person has expended within this County within the last three (3) years?
\$ N/A

² Corporation is requesting that the LDC Bonds also cover certain costs of issuance.
³ A portion of the bonds will be tax exempt and a portion taxable. That will be determined by Bond Counsel, Winston & Strawn LLP.

5. Has the Corporation arranged for the marketing or the purchase of the bond(s)?
If so, please explain.

Corporation is having discussions with commercial banks about a private placement of Bonds.

E. PROJECT CONSTRUCTION SCHEDULE

1. What is the proposed date for commencement of construction or acquisition of the Project?

N/A

2. Give an accurate estimate of time schedule to complete the Project and when the first use of Project Funds is expected to occur.

N/A

3. At what time(s) and in what amount(s) is it estimated that funds will be required?

Closing late July

Will the Corporation be occupying 100% of the completed facility? Yes No
If no, will there be tenants in the remaining space? Yes⁴ Any tenant shall be required to submit annual employee statistics as a condition of the lease.

F. CORPORATION FINANCIAL INFORMATION

Please attach the following information:

1. The Corporation's Audited financial statements for the last two years. **Attached.**
2. A copy of the Corporation's most recent Annual Report. **Attached.**
3. The Corporation's income projections. **N/A**

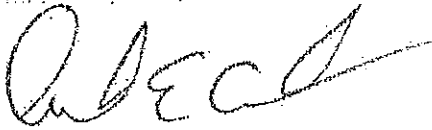
⁴ A portion of the Project is currently occupied by private doctors. They will continue as Tenants post closing. We will provide a breakdown of occupancy.

ITEMS NEEDED FOR A BOND CLOSING

The following items shall be furnished to the LDC within thirty (30) days following a bond closing:

1. Cost of Issuance
2. True Interest Cost
3. CUSIP Number
4. Interest type or rate
5. Trustee bank, address, contact person, and account number
6. Schedule of indebtedness
7. Any other documentation reasonably requested by the DC LDC

Please sign below to indicate that you have read and understand the above and will provide information on a timely basis.



Chief Executive Officer of Applicant

5/14/15

Date

CERTIFICATION

Anthony E. Costello deposes and says that he is
(Name of CEO of Corporation submitting application)

the SR VP of Westchester Medical Center
(Title) (Corporation Name)

the corporation named in the attached application; that he has read the foregoing application and knows the contents thereof; that the same is true to his knowledge.

Deponent further says that the reason this verification is being made by the deponent and not by Westchester Medical Center is because it is a Corporation.
(Corporation Name)

The grounds of deponent's belief relative to all matters in the said application which are not stated upon his own personal knowledge, are investigations which deponent has caused to be made concerning the subject matter of this application as well as information acquired by deponent in the course of his duties as an officer of and from the books and papers of said corporation.

As an officer of said corporation (hereinafter referred to as the "applicant"), deponent acknowledges and agrees that applicant shall be and is responsible for all costs incurred by the Dutchess County Local Development Corporation (hereinafter referred to as the "Agency") acting on behalf of the applicant during the attendant negotiations and leading to the issue of bonds. If, for any reason whatsoever, the applicant fails to conclude or consummate necessary negotiations or fails to act within a reasonable or specified time to take reasonable, proper, or request action, or withdraws, abandons, cancels, or neglects the application, or if the Agency or applicant are unable to find buyers willing to purchase the total bond issue required, then upon presentation of invoice, applicant shall pay to the Agency, its' agents, or assigns, all actual costs incurred with respect to the application, up to that date and time, including fees of bond counsel for the Agency and fees of general counsel for the Agency. Upon successful conclusion and sale of the required bond issue, the applicant shall pay to the Agency an administrative fee set by the Agency not to exceed an amount equal to 1% of the total project cost financed by the bond issue, in accordance with the adopted fee schedule of the Agency.

[Signature]

(Chief Officer of Corporation submitting)

Print Name Anthony E. Costello Title SR VP Date 5/14/15

NOTARY: Sworn to me before this 14th day of May, 2015

[Signature]
Notary Public (Please Affix Stamp)

Jacqueline P. Esquivel
Notary Public, State of New York
No. 018A4692843
Qualified in Westchester County
Commission Expires 08/30/2019

**NEW YORK STATE FINANCIAL REPORTING REQUIREMENTS
FOR LOCAL DEVELOPMENT AGENCIES**

1. New York Law requires financial reporting requirements from all LDC's in New York State.
 - a. All bonds issued, outstanding or retired during the year must indicate the following:

Month and year issued; Interest rate at year end; outstanding beginning of year; issued during year; principal payments during year; outstanding at end of year; and final maturity date. This information will be requested from you in January of each year.
 - b. All new bonds issued need the following supplemental information:

Name of the project; tax exemptions separated by State and local sales tax, County and school taxes; Mortgages recording; Payments in lieu of taxes; New tax revenue if no exemption is granted; number of jobs created and other economic benefits. This information is required each year and will be requested from you in September of each year.
2. The Public Authority Accountability Act of 2005 and the Public Authorities Reform Act of 2009, if determined applicable, impose additional reporting requirements on the DCLDC. The applicant agrees to promptly, diligently and accurately provide all information required by the DCLDC to meet its obligations under these laws.

Please sign below to indicate that you have read and understand the above and will provide information on a timely basis.



Chief Executive Officer of Applicant

5/14/15

Date

NEW YORK STATE EMPLOYMENT REPORTING REQUIREMENTS

Job Listings

The Applicant understands and agrees that, if the Project receives any Financial Assistance from the DCLDC, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the Project will be listed within the New York State Department of Labor Community Services Division (the DOL) and with the One-Stop Center of the service delivery area created by the federal Workforce Investment Act (WIA) in which the Project is located.

First Consideration for Employment

The Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where applicable, the Applicant will first consider persons eligible to participate in WIA programs who shall be referred by the One-Stop Center for new employment opportunities created as a result of the Project.

Annual Employment Reports

The Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the Agency, on an annual basis, reports regarding the number of people employed at the project site.

Signed: _____

Corporation Officer.

Date: _____

Appendix A
Short-Form Environmental Assessment Form

Please complete the following appendix by answering all questions and submit evidence of any prior environmental review by other government agencies. After review by DCEDC and/or DCLDC, Applicant may be required to submit a full Environmental Assessment Form. See Appendix B.

Short Environmental Assessment Form

Part I - Project Information

Instructions for Completing

Part I - Project Information. The applicant or project sponsor is responsible for the completion of Part I. Responses become part of the application for approval or funding, are subject to public review, and may be subject to further verification. Complete Part I based on information currently available. If additional research or investigation would be needed to fully respond to any item, please answer as thoroughly as possible based on current information.

Complete all items in Part I. You may also provide any additional information which you believe will be needed by or useful to the lead-agency; attach additional pages as necessary to supplement any item.

Part I - Project and Sponsor Information See Attachment A for description of Applicant/Sponsor			
Name of Action or Project: Atrium at Mid Hudson			
Project Location (describe, and attach a location map): One Webster Avenue, Poughkeepsie, NY 12601			
Brief Description of Proposed Action: Acquisition of the building known as the Atrium at Mid Hudson located at One Webster Avenue, Poughkeepsie, NY, an existing commercial medical office building (known as the Atrium Health Center), containing approximately 148,896 rentable square feet			
Name of Applicant or Sponsor: Hudson Valley Property Holdings, LLC		Telephone:	
		E-Mail:	
Address: c/o Westchester County Health Care Corporation, 100 Woods Road			
City/PO: Valhalla		State: NY	Zip Code: 10595
1. Does the proposed action only involve the legislative adoption of a plan, local law, ordinance, administrative rule, or regulation? If Yes, attach a narrative description of the intent of the proposed action and the environmental resources that may be affected in the municipality and proceed to Part 2. If no, continue to question 2.		NO <input checked="" type="checkbox"/>	YES <input type="checkbox"/>
2. Does the proposed action require a permit, approval or funding from any other governmental Agency? If Yes, list agency(s) name and permit or approval:		NO <input checked="" type="checkbox"/>	YES <input type="checkbox"/>
3.a. Total acreage of the site of the proposed action? _____ acres		b. Total acreage to be physically disturbed? _____ acres	
c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor? _____ acres			
4. Check all land uses that occur on, adjoining and near the proposed action.			
<input type="checkbox"/> Urban <input type="checkbox"/> Rural (non-agriculture) <input type="checkbox"/> Industrial <input checked="" type="checkbox"/> Commercial <input type="checkbox"/> Residential (suburban)			
<input type="checkbox"/> Forest <input type="checkbox"/> Agriculture <input type="checkbox"/> Aquatic <input type="checkbox"/> Other (specify): _____			
<input type="checkbox"/> Parkland			

	NO	YES	N/A
5. Is the proposed action, a. A permitted use under the zoning regulations?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. Consistent with the adopted comprehensive plan?	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6. Is the proposed action consistent with the predominant character of the existing built or natural landscape?	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7. Is the site of the proposed action located in, or does it adjoin, a state listed Critical Environmental Area? If Yes, identify: _____	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8. a. Will the proposed action result in a substantial increase in traffic above present levels?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. Are public transportation service(s) available at or near the site of the proposed action?	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c. Are any pedestrian accommodations or bicycle routes available on or near site of the proposed action?	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9. Does the proposed action meet or exceed the state energy code requirements? If the proposed action will exceed requirements, describe design features and technologies: _____	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10. Will the proposed action connect to an existing public/private water supply? If No, describe method for providing potable water: _____	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
11. Will the proposed action connect to existing wastewater utilities? If No, describe method for providing wastewater treatment: _____	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
12. a. Does the site contain a structure that is listed on either the State or National Register of Historic Places?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. Is the proposed action located in an archeological sensitive area?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. a. Does any portion of the site of the proposed action, or lands adjoining the proposed action, contain wetlands or other waterbodies regulated by a federal, state or local agency?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. Would the proposed action physically alter, or encroach into, any existing wetland or waterbody? If Yes, identify the wetland or waterbody and extent of alterations in square feet or acres: _____	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Identify the typical habitat types that occur on, or are likely to be found on the project site. Check all that apply: <input type="checkbox"/> Shoreline <input type="checkbox"/> Forest <input type="checkbox"/> Agricultural/grasslands <input type="checkbox"/> Early mid-successional <input type="checkbox"/> Wetland <input type="checkbox"/> Urban <input type="checkbox"/> Suburban			
15. Does the site of the proposed action contain any species of animal, or associated habitats, listed by the State or Federal government as threatened or endangered?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Is the project site located in the 100 year flood plain?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Will the proposed action create storm water discharge, either from point or non-point sources? If Yes, a. Will storm water discharges flow to adjacent properties? <input type="checkbox"/> NO <input type="checkbox"/> YES b. Will storm water discharges be directed to established conveyance systems (runoff and storm drains)? If Yes, briefly describe: _____ <input type="checkbox"/> NO <input type="checkbox"/> YES	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

18. Does the proposed action include construction or other activities that result in the impoundment of water or other liquids (e.g. retention pond, waste lagoon, dam)? If Yes, explain purpose and size: _____ _____	NO	YES
19. Has the site of the proposed action or an adjoining property been the location of an active or closed solid waste management facility? If Yes, describe: _____ _____	NO	YES
20. Has the site of the proposed action or an adjoining property been the subject of remediation (ongoing or completed) for hazardous waste? If Yes, describe: _____ _____	NO	YES
I AFFIRM THAT THE INFORMATION PROVIDED ABOVE IS TRUE AND ACCURATE TO THE BEST OF MY KNOWLEDGE.		
Applicant/sponsor name: _____ Signature: _____	Anthony E Costello <i>A. E. Costello</i>	Date: 5/14/15

PRINT FORM

Attachment A

Corporate Structure of the Applicant

CORPORATE RELATIONSHIP BETWEEN THE APPLICANT AND WESTCHESTER COUNTY HEALTH CARE CORPORATION

The Applicant - Hudson Valley Property Holdings, LLC

Hudson Valley Property Holdings, LLC (the “Applicant”) is a Delaware limited liability company formed on May 27, 2015 for the purpose of purchasing, owning, financing, leasing, managing, and operating the building known as the Atrium at MidHudson. The Applicant is an affiliate of Westchester County Health Care Corporation (the “Corporation”).

WMC-New York, Inc.

Specifically, the Applicant is a wholly-owned subsidiary of WMC-New York, Inc. (“WMC-NY”), which is the Applicant’s sole corporate member. WMC-NY is a tax exempt entity formed under the New York Not-for-Profit Corporation Law exclusively for charitable, scientific and educational purposes within the meaning of Section 170(c)(2)(B) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and for the purposes of supporting, maintaining and otherwise benefiting and being responsive to the needs and objectives of the Corporation. The Corporation is the sole voting member of WMC-NY. (See Attached Corporate Structure Diagram).

The Corporation

The Corporation is a New York public benefit corporation, exempt from federal income tax, and operates Westchester Medical Center (the “Medical Center”), a hospital established under Article 28 of the New York Public Health Law. The Corporation was created by virtue of an amendment to the New York State Public Authorities Law by adding a new Article 10-C, Title 1. The Corporation’s powers, duties and functions are as set forth in the statute and other applicable laws.

THE MEDICAL CENTER

The Medical Center is an academic medical center and the region’s only advanced care and Level 1 trauma center, serving more than 3.6 million people in the seven-county Hudson Valley region, northern New Jersey and lower Connecticut. The Medical Center consists of four major facilities with 895 total beds. The major facilities comprising the Medical Center are: the Main Hospital, the Behavioral Health Center at Westchester and the Maria Fareri Children’s Hospital on the Valhalla Campus and the MidHudson Regional Hospital in Poughkeepsie, New York (“MidHudson”).

MidHudson Regional Hospital

The Corporation purchased substantially all the assets of the bankrupt St. Francis Hospital on May 9, 2014. MidHudson, as St. Francis Hospital was renamed, is a Level II Trauma Center and has 243 inpatient beds, including 100 behavioral health beds. The addition of MidHudson was the first step in the development of a regional integrated delivery system led by the Corporation.

GOVERNANCE OF THE CORPORATION

The Board of Directors

The Corporation is governed by fifteen voting directors, eight of whom are appointed by the Governor of the State of New York and seven of whom are appointed by the Legislature of the County, subject to the approval of the County Executive. In addition, there are four non-voting representatives on the Board of Directors, who include the Chief Executive Officer of the Corporation, one representative selected by the County Executive of the County, one selected by the majority leader of the County Board of Legislators and one selected by the minority leader of the County Board of Legislators.

The following is a list of the members of the Board of Directors of the Corporation as of March 31, 2015, including their business affiliation/occupation and date of term expiration:

<u>Member</u>	<u>Title</u>	<u>Occupation</u>	<u>Term Expiration*</u>
Orlando Adamson, M.D.	Director	Physician – Emergency Medicine Harlem Hospital New York, NY	4/27/18
Claudia Edwards, PhD	Director	Education Consultant College of New Rochelle New Rochelle, NY	07/29/16
William Frishman, M.D.	Director	Physician New York Medical College Valhalla, NY	4/27/15
Rence Garrick, M.D.	Director	Executive Medical Director Westchester Medical Center Valhalla, NY	04/27/19
Herman Geist	Director	Senior Advisor to the Chair of Westchester County Board of Legislators White Plains, NY	04/27/19
Susan Gevertz	Vice Chair	Healthcare Consultant Scarsdale, NY	12/03/18
John Heimerdinger	Secretary	Retired	05/29/15
Mitchell Hochberg	First Vice Chair	Executive Managing Director Mudden Capital LLC New York, NY	09/02/15

<u>Member</u>	<u>Title</u>	<u>Occupation</u>	<u>Term Expiration</u>
Michael Israel	Ex-Officio	President / CEO Westchester Medical Center Valhalla, NY	Serves during his term as President/CEO

<u>Member</u>	<u>Title</u>	<u>Occupation</u>	<u>Term Expiration*</u>
Dennis D. Mehiel	Director	Principal Four M Investments Newark, NJ	04/27/18
Patrick McCoy	Director	Director of Finance Metropolitan Transit Authority New York, NY	4/27/19
Alfredo Quintero	Director	Managing Director Ramirez & Co. Inc. New York, NY	10/09/12
Zubeen Shroff	Vice Chair and Treasurer	Healthcare Consultant Galen Partners Stamford, CT	12/02/11
Michael Staib	Director	Senior Technology Executive Pernod/Richard Brands New York, NY	4/27/18
Mark Tulis	Chair	Attorney-at-Law Oxman, Tulis, Kirkpatrick, Whyatt and Geiger White Plains, NY	07/14/16
James Vodola	Ex-Officio	Certified Public Accountant Pascorp White Plains, NY	
Simon Vukelj	Ex-Officio	Director of Communications Children Tumor Foundation New York, NY	Serves at the pleasure of the appointing authority
Richard G. Wishnie	Ex-Officio	President Richard G. Wishnie & Associates, LLC Briarcliff Manor, NY	Serves at the pleasure of the appointing authority

* Members whose terms have expired hold office until a successor is appointed and qualified.

Officers of the Corporation

The officers of the Board of Directors of the Corporation as of March 31, 2015

Chair of the Board of Directors	Mark Tulis
First Vice Chair of the Board of Directors	Mitchell Hochberg
Vice Chair of the Board of Directors	Susan Gevertz
Vice Chair of the Board of Directors	Zubeen Shroff
Secretary	John Heimerdinger
Treasurer	Zubeen Shroff

Westchester County Health Care Corporation—Table of Organization

June 2, 2015

