

New York State Department of Health Certificate of Need Application

Schedule 2 - Worksheet

Table 2A-1 Personal Information Tracking

* Refer to the instructions on Worksheet Pages 1 and 2 to determine who should submit Schedule 2 and then enter the names accordingly on the following worksheet. Attach additional sheets if necessary. Attachment # .


Legal Operator - List Stockholder(s), Officer(s), Director(s), LLC Member(s) or Directors or Manager(s) or Partners(s) Under Each Entity Named	Title or Position That Requires This Individual to Submit Schedule 2	Mark "X" if Required to Submit this Schedule		
		2A	2B	2C
	- Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	- Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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		2A	2B	2C
	Planned Parenthood of WNY Board of Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	Planned Parenthood of WNY Board of Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	Planned Parenthood of WNY Board of Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	Planned Parenthood of WNY Board of Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

* Please note exception for CHHAs on prior pages.

**PLANNED PARENTHOOD OF
WESTERN NEW YORK, INC.**

SINGLE AUDIT REPORTING PACKAGE

December 31, 2012

PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.

SINGLE AUDIT REPORTING PACKAGE

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December 31, 2012

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INDEPENDENT AUDITORS' REPORT

The Board of Directors
Planned Parenthood of Western New York, Inc.

Report on the Financial Statements

We have audited the accompanying combined balance sheets of Planned Parenthood of Western New York, Inc. (the Agency) as of December 31, 2012 and 2011, and the related combined statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these combined financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these combined financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the combined financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the combined financial statements referred to above present fairly, in all material respects, the financial position of the Agency as of December 31, 2012 and 2011, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Additional Information

Our audits were conducted for the purpose of forming an opinion on the combined financial statements as a whole. The accompanying schedule of expenditures of federal awards on page 15 is presented for purposes of additional analysis as required by U.S. Office of Management and Budget Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*, and is also not a required part of the combined financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the combined financial statements. The information has been subjected to the auditing procedures applied in the audit of the combined financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the combined financial statements or to the combined financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated July 30, 2013 on our consideration of the Agency's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements, and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Agency's internal control over financial reporting and compliance.

A handwritten signature in blue ink that reads "Lumsden & McCormick, LLP". The signature is written in a cursive, flowing style.

July 30, 2013

PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.

Combined Balance Sheets

December 31,	2012	2011
Assets		
Current assets:		
Cash	\$ 534,990	\$ 903,925
Patient receivables, net of estimated uncollectibles of \$403,000 and \$598,000	128,309	226,754
Contributions receivable (Note 3)	248,474	197,874
Grants receivable	741,161	752,711
Other receivables	73,983	25,870
Inventory	93,467	94,063
Prepaid expenses and other assets	51,235	162,535
Estimated third-party payor settlements	263,000	-
	<u>2,134,619</u>	<u>2,363,732</u>
Contributions receivable - noncurrent (Note 3)	118,143	85,594
Investments (Note 4)	517,794	464,381
Property and equipment, net (Note 5)	1,233,839	1,339,617
Charitable remainder annuity trust (Note 6)	523,050	490,910
	<u>\$ 4,527,445</u>	<u>\$ 4,744,234</u>
Liabilities and Net Assets		
Current liabilities:		
Current portion of long-term debt (Note 8)	\$ 33,459	\$ 285,203
Accounts payable and accrued expenses	238,325	282,329
Accrued wages and related benefits	182,369	138,172
Deferred revenue	492,315	663,705
Estimated third-party payor settlements	-	46,354
	<u>946,468</u>	<u>1,415,763</u>
Long-term debt (Note 8)	223,061	-
Net assets:		
Unrestricted	2,419,400	2,483,464
Temporarily restricted (Note 10)	890,427	796,918
Permanently restricted	48,089	48,089
	<u>3,357,916</u>	<u>3,328,471</u>
	<u>\$ 4,527,445</u>	<u>\$ 4,744,234</u>

See accompanying notes.

Combined Statements of Activities

For the years ended December 31,	2012	2011
Unrestricted net assets:		
Revenue:		
Patient service fees (net of contractual allowances and discounts)	\$ 2,621,608	\$ 2,722,106
Less: provision for bad debts	(156,893)	(213,096)
Net patient service fees less provision for bad debts	2,464,715	2,509,010
Grants from governmental agencies	3,063,526	2,909,545
Grants from governmental agencies - equipment related	-	10,739
Contributions and foundation grants	167,399	126,331
Investment earnings (Note 3)	53,553	(9,657)
Miscellaneous	119,779	92,141
Total revenue	5,868,972	5,638,109
Net assets released from restrictions	244,159	214,988
Total revenue and other support	6,113,131	5,853,097
Expenses:		
Program services:		
Patient services	3,964,290	3,540,240
Educational services	635,488	661,714
Marketing and community relations	195,873	207,893
Supporting services	1,069,155	1,117,086
Fundraising	312,389	257,873
Total expenses	6,177,195	5,784,806
Change in unrestricted net assets	(64,064)	68,291
Temporarily restricted net assets:		
Contributions	337,668	214,070
Net assets released from restrictions	(244,159)	(214,988)
Change in temporarily restricted net assets	93,509	(918)
Change in net assets	29,445	67,373
Net assets - beginning (Note 2)	3,328,471	3,261,098
Net assets - ending	\$ 3,357,916	\$ 3,328,471

Combined Statements of Functional Expenses

For the year ended December 31, 2012

	Program Services			Total Program Services
	Patient Services	Educational Services	Marketing and Community Relations	
Salaries	\$ 1,774,749	\$ 360,895	\$ 41,246	\$ 2,176,890
Payroll taxes and employee benefits	401,695	81,685	9,336	492,716
Total salaries and related expenses	2,176,444	442,580	50,582	2,669,606
Activities	564	28,392	6,312	35,268
Advertising and marketing	2,704	6,469	12,641	21,814
Bad debts - contributions	-	-	-	-
Computer services	301,846	-	6,254	308,100
Conferences and meetings	93	546	8,210	8,849
Consultants	101,964	5,874	4,196	112,034
Contraceptives and medical supplies	428,767	7,599	-	436,366
Delivery, disposal and storage	33,252	2,338	609	36,199
Dues and memberships	51,577	13,015	72,977	137,569
Educational materials	6	1,624	150	1,780
Equipment lease	12,940	4,091	1,902	18,933
Insurance	64,325	-	-	64,325
Interest	21,963	-	-	21,963
Laboratory services	74,043	-	-	74,043
Maintenance and repairs	63,796	7,705	-	71,501
Minor equipment	16,930	9,375	-	26,305
Miscellaneous	45,947	-	-	45,947
Occupancy	76,268	12,705	761	89,734
Office supplies	29,846	2,372	792	33,010
Postage	4,564	107	540	5,211
Printing	18,730	3,102	15,602	37,434
Professional fees	15,915	15,005	4,547	35,467
Recruitment and staff training	641	325	-	966
Rent	226,929	35,877	3,354	266,160
Special events	1,476	459	-	1,935
Subscriptions	745	-	644	1,389
Telephone	48,139	10,628	2,173	60,940
Travel	21,300	20,571	1,410	43,281
Total expenses before depreciation	3,841,714	630,759	193,656	4,666,129
Depreciation	122,576	4,729	2,217	129,522
Total expenses	\$ 3,964,290	\$ 635,488	\$ 195,873	\$ 4,795,651

See accompanying notes.

Supporting Services	Fundraising	Total
\$ 525,530	\$ 147,492	\$ 2,849,912
118,947	33,383	645,046
644,477	180,875	3,494,958
2,315	10,216	47,799
-	-	21,814
-	27,063	27,063
68,813	2,807	379,720
38,844	1,020	48,713
29,371	16,026	157,431
-	-	436,366
2,524	1,646	40,369
49,045	4,134	190,748
60	-	1,840
2,773	2,428	24,134
17,961	-	82,286
10,197	590	32,750
-	-	74,043
12,054	801	84,356
42,424	110	68,839
877	-	46,824
55,133	761	145,628
4,552	56	37,618
1,089	1,550	7,850
4,139	8,807	50,380
455	9,548	45,470
7,457	-	8,423
28,558	3,354	298,072
-	34,623	36,558
80	113	1,582
17,827	2,435	81,202
13,721	1,209	58,211
1,054,746	310,172	6,031,047
14,409	2,217	146,148
\$ 1,069,155	\$ 312,389	\$ 6,177,195

PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.

Combined Statements of Functional Expenses

For the year ended December 31, 2011

	Program Services			
	Patient Services	Educational Services	Marketing and Community Relations	Total Program Services
Salaries	\$ 1,617,301	410,953	\$ 64,748	\$ 2,093,002
Payroll taxes and employee benefits	354,836	70,853	35,558	461,247
Total salaries and related expenses	1,972,137	481,806	100,306	2,554,249
Activities	1,851	50,840	5,214	57,905
Advertising and marketing	3,752	-	10,487	14,239
Computer services	233,502	-	8,175	241,677
Conferences and meetings	7,654	-	3,029	10,683
Consultants	56,961	3,444	2,660	63,065
Contraceptives and medical supplies	419,745	7,679	-	427,424
Delivery, disposal and storage	33,219	1,288	356	34,863
Dues and memberships	49,938	12,960	61,865	124,763
Educational materials	492	159	150	801
Equipment lease	12,520	3,219	1,301	17,040
Insurance	62,845	-	-	62,845
Interest	28,155	-	50	28,205
Laboratory services	63,775	-	-	63,775
Maintenance and repairs	70,155	1,592	24	71,771
Minor equipment	15,028	7,590	-	22,618
Miscellaneous	993	-	-	993
Occupancy	107,048	10,022	512	117,582
Office supplies	20,268	1,162	1,484	22,914
Postage	5,531	10	530	6,071
Printing	16,651	15,845	4,946	37,442
Professional fees	12,095	590	590	13,275
Recruitment and staff training	633	5,640	-	6,273
Rent	244,501	32,092	2,973	279,566
Special events	-	-	-	-
Subscriptions	588	-	644	1,232
Telephone	49,805	9,009	1,813	60,627
Travel	16,490	15,363	784	32,637
Total expenses before depreciation	3,506,332	660,310	207,893	4,374,535
Depreciation	33,908	1,404	-	35,312
Total expenses	\$ 3,540,240	\$ 661,714	\$ 207,893	\$ 4,409,847

See accompanying notes.

Supporting Services	Fundraising	Total
\$ 531,669	\$ 130,521	\$ 2,755,192
123,029	28,463	612,739
654,698	158,984	3,367,931
21,546	14,603	94,054
-	-	14,239
61,741	2,971	306,389
30,322	2,864	43,869
45,423	20,793	129,281
-	-	427,424
1,891	567	37,321
66,474	4,534	195,771
170	-	971
2,375	1,487	20,902
16,476	-	79,321
12,650	876	41,731
-	-	63,775
2,277	24	74,072
4,436	1,141	28,195
3,996	-	4,989
6,596	512	124,690
2,848	107	25,869
725	1,396	8,192
255	9,816	47,513
30,636	1,475	45,386
970	4,250	11,493
25,271	2,973	307,810
-	24,271	24,271
-	102	1,334
18,065	3,090	81,782
8,476	1,037	42,150
1,018,317	257,873	5,650,725
98,769	-	134,081
\$ 1,117,086	\$ 257,873	\$ 5,784,806

Combined Statements of Cash Flows

For the years ended December 31,	2012	2011
Cash flows from operating activities:		
Change in net assets	\$ 29,445	\$ 67,373
Adjustments to reconcile change in net assets to net cash flows from operating activities:		
Depreciation	146,148	134,081
Provision for bad debts	183,956	213,096
Net realized and unrealized (gains) losses on investments	(44,985)	14,713
Net change in other operating assets and liabilities:		
Patient receivables	(58,448)	149,350
Contributions receivable, net	(110,212)	(13,142)
Grants receivable	11,550	205,882
Other receivables	(48,113)	(25,870)
Inventory	596	13,986
Prepaid expenses and other assets	111,300	(7,029)
Charitable remainder annuity trust	(32,140)	26,860
Accounts payable and accrued expenses	(44,004)	(39,180)
Accrued wages and related benefits	44,197	(60,044)
Deferred revenue	(171,390)	244,063
Estimated third-party payor settlements	(309,354)	46,354
Net operating activities	(291,454)	970,493
Investing activities:		
Purchase of investments, net	(8,428)	(4,615)
Property and equipment expenditures	(40,370)	(19,561)
Net investing activities	(48,798)	(24,176)
Financing activities:		
Net payments on short-term borrowings	-	(230,000)
Repayments of long-term debt	(28,683)	(25,592)
Net financing activities	(28,683)	(255,592)
Net change in cash	(368,935)	690,725
Cash - beginning	903,925	213,200
Cash - ending	\$ 534,990	\$ 903,925

See accompanying notes.

Notes to Combined Financial Statements

1. Summary of Significant Accounting Policies:

Organization:

Planned Parenthood of Western New York, Inc. (the Agency) is a non-profit corporation that provides family planning services to moderate and low-income women primarily in Western New York State. The combined financial statements include the Agency and its member organization, the Foundation for Planned Parenthood of Western New York, Inc. (the Foundation). The Foundation's purpose is to solicit, collect and invest funds on behalf of the Agency.

The Agency and Foundation have the same management, but maintain separate Boards of Directors. All significant intercompany accounts and transactions have been eliminated in the accompanying financial statements.

In May 2013, the Boards of Directors of PPWNY and Planned Parenthood of the [REDACTED] approved a plan to merge the two entities. If approved by the New York State Department of Health, the merger will become effective January 1, 2014.

Subsequent Events:

The Agency has evaluated events and transactions for potential recognition or disclosure in the financial statements through July 30, 2013, the date the financial statements were available to be issued.

Cash:

Cash in financial institutions potentially subjects the Agency to concentrations of credit risk since it may exceed insured limits at various times throughout the year.

Patient Accounts Receivable:

Patient accounts receivable are reduced by an allowance for doubtful accounts. In evaluating the collectability of patient accounts receivable, the Agency analyzes its past history and identifies trends for each of its major payor sources of revenue to estimate the appropriate allowance for doubtful accounts and provision for bad debts. Management regularly reviews data about these major payor sources of revenue in evaluating the sufficiency of the allowance for doubtful accounts.

For receivables associated with services provided to patients who have third-party coverage, the Agency analyzes contractually due amounts and provides an allowance for doubtful accounts and a provision for bad debts, if necessary (for example, for expected uncollectible deductibles and copayments on accounts for which the third-party payor has not yet paid, or for payors who are known to have financial difficulties that make the realization of amounts due unlikely). For receivables associated with self-pay patients (which includes both patients without insurance and patients with deductible and copayment balances due for which third-party coverage exists for part of the bill), the Agency records a significant provision for bad debts in the period of service on the basis of its past experience, which indicates that many patients are unable or unwilling to pay the portion of their bill for which they are financially responsible. The difference between the standard rates (or the discounted rates if negotiated) and the amounts actually collected after all reasonable collection efforts have been exhausted is charged off against the allowance for doubtful accounts.

Contributions:

Contributions that are restricted by the donor are reported as an increase in unrestricted net assets if the restriction expires in the reporting period in which the support is recognized. All other donor-restricted contributions are reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

Unconditional promises to give that are expected to be collected within one year are recorded as contributions receivable at their net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of estimated future cash flows. The discounts on those amounts are computed using an appropriate interest rate applicable to the year in which the promise is received. Amortization of the discount is included in contribution revenue.

Inventory:

Inventory consists of medical supplies and is valued at the lower of first-in, first-out cost or market.

Investments:

Investments are stated at fair value as determined by quoted prices in active markets.

The Agency is also a beneficiary of funds held in trust by Community Foundation For Greater Buffalo and Foundation For Jewish Philanthropies. Amounts in these funds consist primarily of cash, marketable securities, and other items stated at fair value, and earnings are periodically distributed to the Agency. The Agency recognizes its rights to eligible assets held by these organizations on its behalf on the balance sheets as part of investments. The net valuation change of these assets is recognized as part of investment income on the accompanying statements of activities.

Property and Equipment:

Property and equipment is stated at cost or fair market value at the date of donation, net of accumulated depreciation. Depreciation is provided using the straight-line method over estimated service lives. Maintenance and repairs are charged to expense as incurred; significant improvements are capitalized.

Government Grant Revenue:

The Agency receives substantial funding from grants provided through State and Federal governmental agencies based on budgets annually approved by the grantor agencies. Revenue from grants is deferred and recognized over the periods to which the grants relate.

Grant revenue from governmental agencies recognized in 2011 includes amounts designated specifically for property and equipment expenditures totaling and \$10,739. No amounts were recognized in 2012.

Net Patient Service Fees:

The majority of the Agency's total patient service revenue is derived from patients admitted under Medicaid and other third-party insurance programs. The Agency has agreements with third-party payors that provide for payments to the Agency at amounts different from its established rates.

The Agency recognizes patient services revenue associated with services provided to patients who have third-party payor coverage on the basis of contractual rates for the services rendered. For uninsured patients that do not qualify for charity care, the Agency recognizes revenue on the basis of its standard rates for services provided (or on the basis of discounted rates, if negotiated or provided by policy). On the basis of historical experience, a significant portion of the Agency's uninsured patients will be unable or unwilling to pay for the services provided. Thus, the Agency records a significant provision for bad debts related to uninsured patients in the period the services are provided.

Payment arrangements include prospectively determined service rates, reimbursed costs, and discounted charges. Net patient service revenue is reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered, including estimated retroactive adjustments under reimbursement agreements with third-party payors. Retroactive adjustments are accrued on an estimated basis in the period the related services are rendered and adjusted in future periods as final settlements are determined.

Revenue from the Medicaid program accounted for approximately 48% (39% in 2011) of net patient service fee revenue for the year ended December 31, 2012. Laws and regulations governing the Medicaid program are extremely complex and subject to interpretation. As a result, there is at least a reasonable possibility that recorded estimates will change by a material amount in the near term.

Charity Care:

The Agency provides care to patients who meet certain criteria under its charity care policy without charge or at amounts less than its established rates. Because the Agency does not pursue collection of amounts determined to qualify as charity care, they are not reported as revenue.

The estimated cost of services and supplies furnished under the Agency's charity care policy, determined using a cost to charges calculation, aggregated approximately \$926,000 and \$1,241,000 in 2012 and 2011.

Temporarily Restricted Net Assets:

Temporarily restricted net assets are those whose use by the Agency has been limited by donors to a specific time period or purpose.

Permanently Restricted Net Assets:

Permanently restricted net assets have been restricted by donors to be maintained by the Agency in perpetuity. The Agency has interpreted the New York State Prudent Management of Institutional Funds Act (NYPMIFA), effective September 17, 2010, and prior law, Uniform Management of Institutional Funds Act (UMIFA), as requiring the preservation of the fair value of the original gift as of the gift date of donor-restricted endowment funds, absent explicit donor stipulations to the contrary. As a result of this interpretation, the Agency classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of a donor gift instrument at the time the accumulation is added to the fund. Beginning in 2011, investment earnings of non-trusteed donor-restricted endowment funds are classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Agency in a manner consistent with the standard of prudence prescribed by NYPMIFA. In accordance with NYPMIFA, the Agency considers the following factors to appropriate or accumulate donor-restricted endowment funds:

- Duration and preservation of the fund
- Purposes of the Agency and the fund
- General economic conditions
- Possible effects of inflation and deflation
- Expected total return from income and appreciation of investments
- Other Agency resources
- Where appropriate and circumstances would otherwise warrant, alternatives to expenditure of the endowment fund, giving due consideration to the effect that such alternatives may have on the Agency
- Investment policy of the Agency

Use of Estimates:

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Functional Allocation of Expenses:

The Agency's costs of providing its various programs and activities have been summarized on a functional basis in the statements of activities and functional expenses. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Income Taxes:

The Agency is a 501(c)(3) corporation exempt from income taxes under Section 501(a) of the Internal Revenue Code. The Agency believes it is no longer subject to examination by Federal and State taxing authorities for years prior to 2009.

2. Prior Period Adjustment:

During 2012, the Agency learned it was the beneficiary of a previously unrecorded charitable remainder annuity trust (CRAT). Accordingly, the financial statements for 2011 have been retroactively restated, which resulted in an increase in net assets totaling \$517,770 as of January 1, 2011, and an expense totaling \$26,860 in 2011 to recognize the decrease in its fair value to \$490,910 at December 31, 2011.

3. Contributions Receivable:

Contributions receivable include promises to give to the Agency's annual campaigns:

	2012	2011
Gross contributions receivable	\$ 408,617	\$ 316,968
Less: allowance for uncollectible pledges	(33,000)	(26,000)
Unamortized discount	(9,000)	(7,500)
	<u>\$ 366,617</u>	<u>\$ 283,468</u>
Amounts due in:		
Less than one year	\$ 248,474	
One to five years	154,043	
Thereafter	6,100	
	<u>\$ 408,617</u>	

Gross unconditional promises to give from 4 donors total \$120,000 at December 31, 2012.

4. Investments:

	2012	2011
Mutual funds	\$ 233,840	\$ 270,647
Money market funds	100,637	100,604
Corporate debt	139,018	50,865
Common stock	10,296	8,881
Equity securities	1,061	961
Funds held by third parties	32,942	32,423
	<u>\$ 517,794</u>	<u>\$ 464,381</u>

Investment earnings for the years indicated is as follows:

	2012	2011
Net realized and unrealized gains (losses)	\$44,985	\$(14,713)
Interest and dividends (net of investment fees of \$100 and \$50 in 2012 and 2011)	8,568	5,056
	<u>\$53,553</u>	<u>\$ (9,657)</u>

5. Property and Equipment:

	2012	2011
Land	\$ 92,086	\$ 92,086
Building and improvements	1,062,674	1,062,674
Leasehold improvements	999,102	975,957
Equipment and furniture	1,472,690	1,455,465
Construction in progress	159,172	159,172
	<u>3,785,724</u>	<u>3,745,354</u>
Less accumulated depreciation	2,551,885	2,405,737
	<u>\$ 1,233,839</u>	<u>\$ 1,339,617</u>

Construction in progress at December 31, 2012 and 2011 includes costs associated with a computer software upgrade funded primarily through a New York State Department of Health grant. The software is expected to be implemented by September 2013.

6. Charitable Remainder Annuity Trust:

The Agency has a beneficial interest in an irrevocable split interest agreement set up as a charitable remainder annuity trust. In accordance with the agreement, quarterly payments of \$12,610 will be made to the beneficiaries for 14 years; the remaining balance in 2023 will then be received by the Agency. The trust contains primarily marketable equity securities. The estimated current value is calculated using an appropriate discount rate.

7. Short-Term Borrowings:

The Agency has available a \$650,000 bank demand line of credit with interest at prime, secured by the Agency's receivables and equipment. No amounts were outstanding at December 31, 2012 and 2011.

8. Long-Term Debt

	2012	2011
Bank mortgage note payable, monthly installments of \$2,788 plus interest at prime through August 2020, secured by related property.	\$ 256,520	\$ 285,203
Less current portion	33,459	285,203
	<u>\$ 223,061</u>	<u>\$ -</u>

Aggregate maturities on long-term debt subsequent to December 31, 2012 are:

2013	\$ 33,459
2014	33,459
2015	33,459
2016	33,459
2017	33,459
Thereafter	89,225
	<u>\$ 256,520</u>

9. Commitments and Contingencies:

The Agency leases certain equipment and office space under the terms of operating leases. Total rent expense for the years ended December 31, 2012 and 2011 amounted to \$322,206 and \$328,712

Future minimum annual payments due on noncancelable leases at December 31, 2012 are:

2013	\$ 304,100
2014	215,800
2015	101,400
2016	48,000
2017	48,000
Thereafter	100,000
	<u>\$ 817,300</u>

The Agency is a member of a workers' compensation self-insurance trust that provided workers' compensation benefits to eligible employees of the Agency and other group member employers through December 31, 2011. On January 1, 2012, the trust ceased to provide ongoing workers' compensation coverage, and is liquidating prior claims. Pursuant to the trust agreement, each participating organization has joint and several liability for trust obligations that could arise during the liquidation process, and the Agency could receive a refund or be assessed additional contributions. No amounts have been recorded in these financial statements for a refund or additional assessment since the amount of adjustment, if any, has not been determined. The Agency began to purchase commercial workers' compensation insurance coverage effective January 1, 2012.

10. Temporarily Restricted Net Assets:

Temporarily restricted net assets as of December 31, 2012 and 2011 are available for the following purposes or periods:

	2012	2011
Contributions receivable (time restricted)	\$ 366,617	\$283,468
Charitable remainder annuity trust	523,050	490,190
Time restricted for future programs	760	460
Property and equipment purchases	-	22,800
	<u>\$ 890,427</u>	<u>\$796,918</u>

11. Retirement Plan:

The Agency has a salary reduction savings plan covering essentially all full-time employees. The Agency matches 80% of the employees' contributions up to a maximum percentage of gross salaries as determined annually by the Board of Directors (4% for 2012 and 2011). Participants are immediately vested in employer contributions. The Agency's contribution to the Plan amounted to \$61,000 and \$65,000 for the years ended December 31, 2012 and 2011.

12. Cash Flows Information:

Net cash flows from operating activities reflect cash payments for interest expense of \$32,750 and \$41,731 for the years ended December 31, 2012 and 2011.

Additional Information
Combining Balance Sheet

December 31, 2012 (with comparative totals for 2011)

	2012				2011
	Agency	Foundation	Eliminations	Total	Total
Assets					
Current assets:					
Cash	\$ 534,990	\$ -	\$ -	\$ 534,990	\$ 903,925
Patient receivables, net	128,309	-	-	128,309	226,754
Contributions receivable	248,474	-	-	248,474	197,874
Grants receivable	741,161	3,013	(3,013)	741,161	752,711
Other receivables	73,983	-	-	73,983	25,870
Inventory	93,467	-	-	93,467	94,063
Prepaid expenses and other assets	51,235	-	-	51,235	162,535
Estimated third-party payor settlements	263,000	-	-	263,000	-
	<u>2,134,619</u>	<u>3,013</u>	<u>(3,013)</u>	<u>2,134,619</u>	<u>2,363,732</u>
Contributions receivable - noncurrent	118,143	-	-	118,143	85,594
Investments	161,723	356,071	-	517,794	464,381
Property and equipment, net	1,233,839	-	-	1,233,839	1,339,617
Charitable remainder annuity trust	523,050	-	-	523,050	490,910
	<u>\$ 4,171,374</u>	<u>\$ 359,084</u>	<u>\$ (3,013)</u>	<u>\$ 4,527,445</u>	<u>\$ 4,744,234</u>
Liabilities and Net Assets					
Current liabilities:					
Current portion of long-term debt	\$ 33,459	\$ -	\$ -	\$ 33,459	\$ 285,203
Accounts payable and accrued expenses	241,338	-	(3,013)	238,325	282,329
Accrued wages and related benefits	182,369	-	-	182,369	138,172
Deferred revenue	492,315	-	-	492,315	663,705
Estimated third-party payor settlements	-	-	-	-	46,354
	<u>949,481</u>	<u>-</u>	<u>(3,013)</u>	<u>946,468</u>	<u>1,415,763</u>
Long-term debt	223,061	-	-	223,061	-
Net assets:					
Unrestricted:	2,083,405	335,995	-	2,419,400	2,483,464
Temporarily restricted	890,427	-	-	890,427	796,918
Permanently restricted	25,000	23,089	-	48,089	48,089
	<u>2,998,832</u>	<u>359,084</u>	<u>-</u>	<u>3,357,916</u>	<u>3,328,471</u>
	<u>\$ 4,171,374</u>	<u>\$ 359,084</u>	<u>\$ (3,013)</u>	<u>\$ 4,527,445</u>	<u>\$ 4,744,234</u>

Additional Information
Combining Statement of Activities

For the year ended December 31, 2012 (with comparative totals for 2011)

	2012			2011
	Agency	Foundation	Total	Total
Unrestricted net assets:				
Revenue:				
Patient service fees (net of contractual allowances and discounts)	\$ 2,621,608	\$ -	\$ 2,621,608	\$ 2,722,106
Less: provision for bad debts	(156,893)	-	(156,893)	(213,096)
Net patient service fees less provision for bad debts	2,464,715	-	2,464,715	2,509,010
Grants from governmental agencies	3,063,526	-	3,063,526	2,909,545
Grants from governmental agencies - equipment related	-	-	-	10,739
Contributions and foundation grants	167,399	-	167,399	126,331
Investment earnings	20,626	32,927	53,553	(9,657)
Miscellaneous	119,779	-	119,779	92,141
Total revenue	5,836,045	32,927	5,868,972	5,638,109
Net assets released from restrictions	244,159	-	244,159	214,988
Total revenue and other support	6,080,204	32,927	6,113,131	5,853,097
Expenses:				
Program services:				
Patient services	3,964,290	-	3,964,290	3,540,240
Educational services	635,488	-	635,488	661,714
Marketing and community relations	195,873	-	195,873	207,893
Supporting services	1,069,155	-	1,069,155	1,117,086
Fundraising	312,389	-	312,389	257,873
Total expenses	6,177,195	-	6,177,195	5,784,806
Change in unrestricted net assets	(96,991)	32,927	(64,064)	68,291
Temporarily restricted net assets:				
Contributions	337,668	-	337,668	214,070
Net assets released from restrictions	(244,159)	-	(244,159)	(214,988)
Change in temporarily restricted net assets	93,509	-	93,509	(918)
Change in net assets	(3,482)	32,927	29,445	67,373
Net assets - beginning (Note 2)	3,002,314	326,157	3,328,471	3,261,098
Net assets - ending	\$ 2,998,832	\$ 359,084	\$ 3,357,916	\$ 3,328,471

Schedule of Expenditures of Federal Awards

For the year ended December 31, 2012

<u>Federal Grantor/Pass-Through Grantor/Program Title</u>	<u>CFDA Number</u>	<u>Grantor Number</u>	<u>Expenditures</u>
<u>U.S. Department of Health and Human Services</u>			
Passed through New York State Department of Health			
Family Planning_Services	93.217	C-027051	\$ 406,468
Medical Assistance Program	93.778	C-026994	168,480
Preventive Health Services_Sexually Transmitted Diseases			
Control Grants	93.977	C-027051	14,765
Maternal and Child Health Services Block Grant to the States	93.994	C-027051	242,317
Maternal and Child Health Services Block Grant to the States	93.994	C-026994	46,860
Total Expenditures of Federal Awards			\$ 878,890

Notes to Schedule of Expenditures of Federal Awards

1. Summary of Significant Accounting Policies:

Basis of Accounting

Basis of Presentation

The accompanying Schedule of Expenditures of Federal Awards presents the activity of all known federal awards programs administered by Planned Parenthood of Western New York, Inc. (the Agency), an entity as described in Note 1 to its combined financial statements. Federal awards received directly from federal agencies, as well as federal awards passed through from other governmental agencies, are included on the Schedule of Expenditures of Federal Awards.

The Agency uses the accrual basis of accounting for its federal programs, consistent with the combined financial statements.

The amounts reported as federal expenditures were obtained from the appropriate financial reports for the applicable programs and periods. The amounts reported in these federal financial reports are prepared from records maintained for each program, which are periodically reconciled to the Agency's financial reporting system.

Indirect Costs

Indirect costs and administrative allowances are set by Federal awarding agencies by contractual rates.

REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

INDEPENDENT AUDITORS' REPORT

The Board of Directors
Planned Parenthood of Western New York, Inc.

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the combined financial statements of Planned Parenthood of Western New York, Inc. (the Agency) as of and for the year ended December 31, 2012, and the related notes to the combined financial statements, and have issued our report thereon dated July 30, 2013.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Agency's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Agency's internal control. Accordingly, we do not express an opinion on the effectiveness of the Agency's internal control.

Our consideration of internal control was for the limited purpose described in the preceding paragraph and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and therefore, material weaknesses or significant deficiencies may exist that were not identified. However, as described in the accompanying schedule of findings and questioned costs, we identified a certain deficiency that we consider to be a material weakness [2012-01].

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Compliance and Other Matters

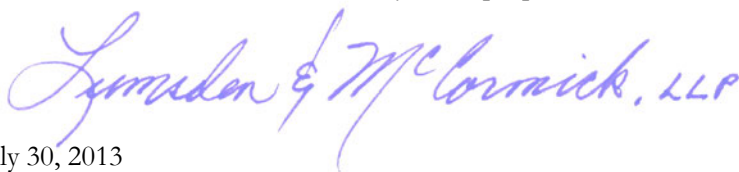
As part of obtaining reasonable assurance about whether the Agency's combined financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

The Agency's Response to the Finding

The Agency's response to the finding identified in our audit is described in the accompanying schedule of findings and questioned costs. The Agency's response was not subjected to the auditing procedures applied in the audit of the combined financial statements, and, accordingly, we express no opinion on it.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Agency's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Agency's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

A handwritten signature in blue ink that reads "Lunden & McCormick, LLP". The signature is written in a cursive, flowing style.

July 30, 2013

REPORT ON COMPLIANCE FOR EACH MAJOR FEDERAL PROGRAM AND REPORT ON INTERNAL CONTROL OVER COMPLIANCE

INDEPENDENT AUDITORS' REPORT

The Board of Directors
Planned Parenthood of Western New York, Inc.

Report on Compliance for Each Major Federal Program

We have audited Planned Parenthood of Western New York, Inc.'s (the Agency) compliance with the types of compliance requirements described in the *OMB Circular A-133 Compliance Supplement* that could have a direct and material effect on each of the Agency's major federal programs for the year ended December 31, 2012. The Agency's major federal programs are identified in the summary of auditors' results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with the requirements of laws, regulations, contracts, and grants applicable to its federal programs.

Auditors' Responsibility

Our responsibility is to express an opinion on compliance for each of the Agency's major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Those standards and OMB Circular A-133 require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about the Agency's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination on the Agency's compliance.

Opinion on Each Major Federal Program

In our opinion, the Agency complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended December 31, 2012.

Report on Internal Control Over Compliance

Management of the Agency is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered the Agency's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and to test and report on internal control over compliance in accordance with OMB Circular A-133, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the Agency's internal control over compliance.

Our consideration of internal control over compliance was for the limited purpose described in the preceding paragraph and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies and therefore, material weaknesses or significant deficiencies may exist that were not identified. However, as discussed below, we identified a certain deficiency in internal control over compliance that we consider to be a material weakness.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A material weakness in internal control over compliance is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. We consider the deficiency in internal control over compliance described in the accompanying schedule of findings and questioned costs as item 2012-02 to be a material weakness. A significant deficiency in internal control over compliance is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

The Agency's response to the internal control over compliance finding identified in our audit is described in the accompanying schedule of findings and questioned costs. The Agency's response was not subjected to the auditing procedures applied in the audit of compliance and, accordingly, we express no opinion on the response.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of OMB Circular A-133. Accordingly, this report is not suitable for any other purpose.

A handwritten signature in blue ink that reads "Lumsden & McCormick, LLP". The signature is written in a cursive, flowing style.

July 30, 2013

Schedule of Findings and Questioned Costs

For the year ended December 31, 2012

Section I. Summary of Auditors' Results

Financial Statements

Type of auditors' report issued:	<i>Unqualified</i>
Internal control over financial reporting:	
• Material weakness(es) identified?	Yes [2012-01]
• Significant deficiency(ies) identified?	None reported
Noncompliance material to financial statements noted?	No

Federal Awards

Internal control over major programs:	
• Material weakness(es) identified?	Yes [2012-02]
• Significant deficiency(ies) identified?	None reported
Type of auditors' report issued on compliance for major programs:	<i>Unqualified</i>
Any audit findings disclosed that are required to be reported in accordance with section 510(a) of Circular A-133?	No
Identification of major programs:	

<u>CFDA #</u>	<u>Name of Federal Program or Cluster</u>	<u>Amount</u>
93.217	Family Planning_Services	\$ 406,468
93.778	Medical Assistance Program	168,480
93.977	Preventive Health Services_Sexually Transmitted Diseases Control Grants	14,765
93.994	Maternal and Child Health Services Block Grant to the States	289,177
		<u>\$ 878,890</u>

Dollar threshold used to distinguish between type A and type B programs:	\$300,000
Auditee qualified as low-risk auditee?	Yes

Schedule of Findings and Questioned Costs

For the year ended December 31, 2012

Section II. Financial Statement Findings

2012-01	Condition:	Adequate internal controls were not in place to prevent a misappropriation of Agency assets. The Agency had a lack of segregation of duties within the accounting department, as well as an override of mitigating controls, impacting the cash disbursements cycle. Because of the lack of controls, one individual had access to the general ledger and accounts payable system, had access to blank check stock, reconciled bank accounts and prepared other general ledger account analyses and reconciled various general ledger accounts. Mitigating controls including review of unopened bank statements by someone independent of the cash disbursements cycle were chronically overridden.
	Criteria:	Internal controls should be in place to safeguard Agency assets and allow management or employees during the course of performing their normal assigned functions to prevent or detect a misappropriation of assets.
	Cause:	The Agency lacked a proper segregation of accounting duties and mitigating controls surrounding the cash disbursements cycle were overridden.
	Effect:	The Agency had a defalcation loss of \$45,436 in 2012.
	Recommendation:	We recommend the Agency revise the current structure of the accounting department to ensure a proper segregation of duties is achieved and control procedures be followed.
	Views of Responsible Officials and Planned Corrective Actions:	Management is in agreement with the recommendation and is in the process of developing a new structure for the accounting department. The Agency should review its existing policies and procedures and create a segregation of duties whereby no one individual has access to multiple areas within the same cycle and where control procedures are not overridden and are performed timely.

Schedule of Findings and Questioned Costs

For the year ended December 31, 2012

Section III. Federal Award Findings and Questioned Costs

U.S. Department of Health and Human Services

2012-02 Family Planning_Services – CFDA No. 93.217; Grant No. C-027051; Grant period – year ended December 31, 2012;
Medical Assistance Program – CFDA No. 93.778; Grant No. C-026994; Grant period – year ended December 31, 2012;
Preventive Health Services_Sexually Transmitted Diseases Control Grants – CFDA No. 93.977; Grant No. C-027051; Grant period – year ended December 31, 2012;
Maternal and Child Health Services Block Grant to the States – CFDA No. 93.994; Grant No. C-027051; Grant period – year ended December 31, 2012;
Maternal and Child Health Services Block Grant to the States – CFDA No. 93.994; Grant No. C-026994; Grant period – year ended December 31, 2012

Material Weakness:

The material weakness at Finding 2012-01 also applies to each of these grants.

PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.

Summary Schedule of Prior Audit Findings

December 31, 2012

No findings were reported in the prior year and as such, no corrective action plan is needed.

NEW YORK
state department of
HEALTH

Nirav R. Shah, M.D., M.P.H.
Commissioner

Sue Kelly
Executive Deputy Commissioner

August 21, 2013

Ms. Barbara Asheld
677 Broadway, 10th Floor
Albany, NY 12207

Re: Application No. 131329
Planned Parenthood of Central and Western New York, Inc.

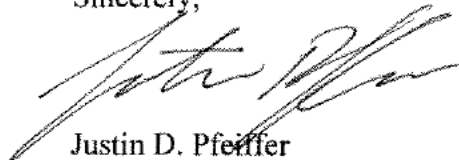
Dear Ms. Asheld:

Review of the above referenced application by the Bureau of House Counsel has revealed the need for the following information and documentation.

Please submit evidence of site control, acceptable to the Department, for all sites currently operated by Planned Parenthood of the [REDACTED] Inc., and which will be absorbed into Planned Parenthood of Central and Western New York, Inc.

If you have any questions regarding the above, you may contact me at (518) 473-1403.

Sincerely,



Justin D. Pfeiffer
Senior Attorney
Bureau of House Counsel

Niraj R. Shah, M.D., M.P.H.
Commissioner

NEW YORK
State Department of
HEALTH

Steve Kelly
Executive Deputy Commissioner

August 23, 2013

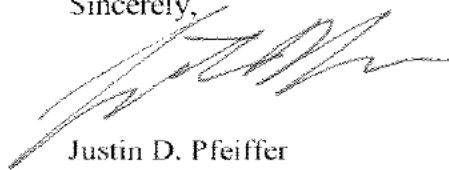
Ms. Barbara Asheld
677 Broadway, 10th Floor
Albany, NY 12207

Re: Application No. 131329
Planned Parenthood of Central and Western New York, Inc.

Dear Ms. Asheld:

Please disregard my letter of August 21, 2013, identifying a legal contingency with respect to the above referenced application. If you have any questions regarding the above, you may contact me at (518) 473-1403.

Sincerely,



Justin D. Pfeiffer
Senior Attorney
Bureau of House Counsel

Nirav R. Shah, M.D., M.P.H.
Commissioner

NEW YORK
state department of
HEALTH

Sue Kelly
Executive Deputy Commissioner

October 23, 2013

Peter J. Millock
Nixon Peabody
677 Broadway, 10th Floor
Albany, New York 12207

RE: 131329-E

Planned Parenthood of Central and
Western New York, Inc.
(Erie County)
Merge Planned Parenthood of [REDACTED]
[REDACTED] and Planned Parenthood of Western
New York with the surviving entity to be renamed
Planned Parenthood of Central and Western
New York, Inc.

Dear Mr. Millock:

I am pleased to inform you that, based on action taken at its meeting on October 3, 2013, the Public Health and Health Planning Council proposes to approve the above application providing the contingencies set forth in the enclosed resolution are first satisfied. Pursuant to 10 NYCRR section 600.4, documentation to satisfy the contingencies imposed by the Council shall be submitted to the Division of Health Facility Planning within sixty (60) days of receipt of this letter, to:

Barbara DelCogliano, Director
Bureau of Project Management
Division of Health Facility Planning
Office of Health Systems Management
NYS Department of Health
Empire State Plaza
Corning Tower, Room 1842
Albany, New York 12237

In addition to the contingencies, the proposed approval included the enclosed conditions. You are expected to comply with the conditions throughout the operation of this project, including any and all conditions pertaining to specified timeframes.

Before beginning any aspect of this project, you must submit written materials to satisfy the enclosed contingencies and receive written approval from the Public Health and Health Planning Council indicating the satisfaction of all contingencies.

This letter should not be construed as approval to file, with the Secretary of State, a certificate of incorporation, a certificate of amendment to a certificate of incorporation, a restated certificate of incorporation, an application for authority, articles of organization or any amendments thereto, or any other legal documents. A separate Public Health and Health Planning Council approval letter will be issued, as necessary, for the filing of documents with the Secretary of State after all contingencies are satisfied.

Also, this letter should not be construed as approval of property or lease costs submitted in support of this application, nor is this letter an assurance or recommendation that property costs or lease amounts as specified in the application will be reimbursable.

If you have any questions concerning this letter, please contact the Bureau of Project Management at 518-402-0911.

Sincerely,

A handwritten signature in black ink, appearing to read 'Karen Westervelt', with a long horizontal flourish extending to the right.

Karen Westervelt
Deputy Commissioner
Offices of Primary Care and Health Systems
Management

Enclosure

RESOLUTION

RESOLVED, that the Public Health and Health Planning Council, pursuant to the provisions of Section 2801-a of the Public Health Law, on this 3rd day of October, 2013, having considered any advice offered by the Regional Health Systems Agency, the staff of the New York State Department of Health, and the Establishment and Project Review Committee of this Council and after due deliberation, hereby proposes to approve the following application to merge Planned Parenthood of [REDACTED] and Planned Parenthood of Western New York with the surviving entity to be renamed Planned Parenthood of Central and Western New York, Inc. and with the contingencies, if any, as set forth below and providing that each applicant fulfills the contingencies and conditions, if any, specified with reference to the application, and be it further

RESOLVED, that upon fulfillment by the applicant of the conditions and contingencies specified for the application in a manner satisfactory to the Public Health and Health Planning Council and the New York State Department of Health, the Secretary of the Council is hereby authorized to issue the approval of the Council of the application, and be it further

RESOLVED, that any approval of this application is not to be construed as in any manner releasing or relieving any transferor (of any interest in the facility that is the subject of the application) of responsibility and liability for any Medicaid (Medicaid Assistance Program -- Title XIX of the Social Security Act) or other State fund overpayments made to the facility covering the period during which any such transferor was an operator of the facility, regardless of whether the applicant or any other entity or individual is also responsible and liable for such overpayments, and the State of New York shall continue to hold any such transferor responsible and liable for any such overpayments, and be it further

RESOLVED, that upon the failure, neglect or refusal of the applicant to submit documentation or information in order to satisfy a contingency specified with reference to the application, within the stated time frame, the application will be deemed abandoned or withdrawn by the applicant without the need for further action by the Council, and be it further

RESOLVED, that upon submission of documentation or information to satisfy a contingency specified with reference to the application, within the stated time frame, which documentation or information is not deemed sufficient by Department of Health staff, to satisfy the contingency, the application shall be returned to the Council for whatever action the Council deems appropriate.

NUMBER:

131329 E

FACILITY/APPLICANT:

Planned Parenthood of Central and Western
New York

APPROVAL CONTINGENT UPON:

1. The submission of lease amendments providing site control for at least five years that are acceptable to the Department of Health. [BFA, CSL]

APPROVAL CONDITIONAL UPON:

1. The project must be completed within two years from the Public Health and Health Planning Council recommendation letter. Failure to complete the project within the prescribed time shall constitute an abandonment of the application by the applicant and an expiration of the approval. [PMU]

Documentation submitted to satisfy the above-referenced contingencies
(4 copies) should be submitted within sixty (60) days to:

Barbara DelCogliano
Director
Bureau of Project Management
NYS Department of Health
Empire State Plaza
Corning Tower, Room 1842
Albany, New York 12237

NEW YORK
state department of
HEALTH

Nirav R. Shah, M.D., M.P.H.
Commissioner

Sue Kelly
Executive Deputy Commissioner

September 3, 2013

Peter Millock
Nixon Peabody
677 Broadway, 10th Floor
Albany, New York 12207

RE: 131329-E

Planned Parenthood of Central and Western New York, Inc.
(Erie County)
Merge Planned Parenthood of [REDACTED]
and Planned Parenthood of Western New York with the
surviving entity to be renamed Planned Parenthood of
Central and Western New York, Inc.

Dear Mr. Millock:

Please be advised that the above captioned application has been scheduled for review by the Establishment/Project Review Committee of the Public Health and Health Planning Council on September 12, 2013, Committee meetings begin at 10:00 a.m. (Please check meeting schedule on website) at the New York State Department of Health offices in New York City located at 90 Church Street, 4th Floor, Meeting Rooms #4A/B. A copy of the exhibit, to be reviewed at the meeting, can be found at www.health.state.ny.us/facilities/public_health_and_health_planning_council/. It is suggested that anyone wishing to attend this meeting email phhpc@health.state.ny.us by September 9, 2013 so your name can be placed on a security list to gain entrance into the building. Please note you must have photo identification to enter the meeting room.

Subsequently, the application will be considered by the Public Health and Health Planning Council on Thursday, October 3, 2013, located at 90 Church Street, 4th Floor, Meeting Rooms #4 A/B. It is suggested that anyone wishing to attend this meeting email phhpc@health.state.ny.us by September 30, 2013 so your name can be placed on a security list to gain entrance into the building. Again, you are kindly reminded that photo identification is required to enter the meeting rooms.

The above stated meetings can be accessed via webcast through the following internet address:
www.health.state.ny.us/events/webcasts

Sincerely,



Colleen M. Frost
Executive Secretary
Public Health and Health Planning Council

HEALTH.NY.GOV
facebook.com/NYSDOH
twitter.com/HealthNYGov

Application Number: 131329
Facility Name: Planned Parenthood of Western NY, Inc
Merge Planned Parenthood of [REDACTED] and Planned Parenthood of Western
Project Description: New York with the surviving entity to be renamed Planned Parenthood of Central and Western
New York, Inc.

Created By: Kristina Thouin, Financial Analysis and
Review on 07/15/2013

Correspondence Type: Request for Additional Information

Recipient: Applicant

Correspondence Visible To: All

Message:

Request for additional information

Attachments:

131329-E Planned Parenthood of Central and Western New York, Inc.doc  **

Created By: Applicant on 07/31/2013

Correspondence Type: Request for Additional Information

Recipient: Financial Analysis and Review

Correspondence Visible To: All


Message:

RESPONSE to BFA questions, att: Kristina Thouin Question #1. Provide the name, address and length and expiration of the term for each extension clinic of PPWNY and [REDACTED]. Answer #1. A summary of the leases is provided in the attached Chart. I have also attached a fully signed lease amendment for the West [REDACTED] site and new lease negotiated with a new landlord for the Canandaigua site. Question #2: Explain what the \$18,235,381 in financing is for. Answer #2: Schedule 9 includes combined revenue of \$18,235,381 as a source of cash for this project. This describes combined revenue of the merging entities. No project specific financing is anticipated. Revenue details are provided in Schedule 9 Attachment 2 above. Question #3: Provide the 2012 certified financial statements and 2013 internal financial statements as of June 30 for Planned Parenthood of [REDACTED] and Planned Parenthood of Western New York. If applicable, address the reason(s) for any losses and steps implemented to improve operations. Answer #3: Attached please find the 2012 certified financial statements for PP [REDACTED] and PP Western NY. We have attached internal financial statements for [REDACTED] as of May 31, 2012. We expect to have internal financial statements for PPWNY by August 9, 2013 and ask you to grant us an extension for submitting them. We will forward them to you as soon as possible. [REDACTED] operating losses have been driven primarily by a shortage of health center professional staff; it has had several open positions throughout the year. [REDACTED] is planning to address this by hiring additional staff. In addition, the Planned Parenthood Federation Move the Dot team is expected to visit both [REDACTED] and PPWNY in August to review and offer recommendations to improve operations and the bottom line for both entities. This team is made up of experts from Clinical Operations, Human Resources, Information Technology, Finance, and Revenue Cycle and has had great success at other affiliates they visited. Barbara A. Asheld Counsel Nixon Peabody LLP 677 Broadway 10th Floor Albany, NY 12207 P (518) 427-2659 F (866) 666-4935 basheld@nixonpeabody.com

Attachments:

2012 PPWNY Final Financial Statements.pdf  **

Copy of SAS 114 letter - Final.pdf  **

FIRM_DM-#14543408-v1-summary_of_Clinic_Leases.DOC  **

Ltr to Planned Parenthood [REDACTED] 2012 RC Final.pdf  **


Management Letter - Final.pdf  **

Planned Parenthood [REDACTED] 2012 Financial Statements Final.pdf  **

Planned Parenthood [REDACTED] 2012 ML Final.pdf  **

Planned Parenthood [REDACTED] 2012 SA Final.pdf  **

[REDACTED] 053113 balance sheet.PDF  **

[REDACTED] Next Phase Canandaigua Lease July 1, 2013 signed.pdf  **

Schedule 9 Attachment 2 Sources.xlsx  **

[REDACTED] Lease.pdf  **

Created By: Kristina Thouin , Financial Analysis and Review **on** 08/07/2013

Correspondence Type: Request for Additional Information

Recipient: Applicant

Correspondence Visible To: All

Message:

Along with the internal financial statments for PPWNY please respond to some additional questions attached. Thank you.

Attachments:

131329-E Planned Parenthood of Central and Western New York, Inc 2.doc  **

Created By: Applicant **on** 08/20/2013

Correspondence Type: Request for Additional Information

Recipient: Financial Analysis and Review

Correspondence Visible To: All

Message:

In an 8/16/13 telephone conference between K. Thouin and B. Asheld, Ms. Thouin identified the following items as outstanding for BFA: 1. A revised pro-forma to match the 2012 certified financial statements 2. Internal financial statements as of May (or June) for PPWNY 3. Amendments for all leases providing for at least a 5 year term. Items 1 and 2 are attached. We are in the process of obtaining lease amendments and ask that this appear as a contingency on approval of the application if we are not able to submit them by the time submissions are needed for the application to make the 10/3/13 PHHPC meeting. If BFA requires additional information please advise asap. Barbara A. Asheld, Counsel Nixon Peabody LLP 677 Broadway 10th Floor Albany, NY 12207 P (518) 427-2659 F (866) 666-4935
basheld@nixonpeabody.com

Attachments:

SCHEDULE 5 Attachment 1 Bal Sheet - Final.xlsx  **

PPWNY 06302013 Financials.pdf  **

Created By: Kristina Thouin , Financial Analysis and Review **on** 08/26/2013

Correspondence Type: Request for Additional Information

Recipient: Applicant

Correspondence Visible To: All

Message:

Barbara, I need one last thing. PPWNY had a \$250,000 loss as of June 30, 2013. Please explain the reason for the loss and steps implemented to improve. If you could get me a response by this afternoon it would be greatly appreciated. Thank you, Kris

Created By: Applicant **on** 08/27/2013

Correspondence Type: Request for Additional Information

Recipient: Financial Analysis and Review

Correspondence Visible To: All

Message:

The \$250,000 deficit at PPWNY was a planned deficit connected to implementation of its electronic medical records project and diversion of staff to that effort. PPWNY expects the bottom line to improve once EHR is implemented. To address the deficit and in anticipation of the merger PPWNY and [REDACTED] are currently undergoing a Planned Parenthood Federation of America (PPFA) efficiency review. They have on site currently a 10 member team from the PPFA doing an efficiency study of both the PPWNY and [REDACTED] operations. The team is looking at staffing, IT, productivity, billing and revenue cycles management and will make recommendations to improve efficiency and the bottom line. By the end of this week they will have on-site integration teams established to implement the best practice recommendations of the PPFA team and prepare for merge. They have also assigned an integration manager to head project management around merger integration. They expect productivity and efficiency to increase once EHR and the recommendations of the PPFA team are implemented. Please let me know if you need more. Barbara A. Asheld Nixon Peabody LLP 677 Broadway, 10th Floor Albany, NY 12207 (518) 427-2659



PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

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

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

December 6, 2013

Mr. Peter J Millock
Attorney
Nixon Peabody
677 Broadway, 10th Floor
Albany, New York 12207

Re: Certificate of Merger of Planned Parenthood of the [REDACTED] and
Planned Parenthood of Western New York, Inc.

Dear Mr. Millock:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health and Health Planning Council held on the 3rd day of October, 2013, I hereby certify that the Certificate of Merger of Planned Parenthood of the [REDACTED] and Planned Parenthood of Western New York, Inc., as attached is approved.

Sincerely,

A handwritten signature in black ink that reads "Colleen M. Frost". The signature is written in a cursive, flowing style.

Colleen M. Frost
Executive Secretary

/cf

ATTACHMENT 4-A-1

Certificate of Merger

CERTIFICATE OF MERGER
OF
PLANNED PARENTHOOD OF THE [REDACTED]
[REDACTED]
AND
PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.
INTO
PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.

UNDER SECTION 904 OF THE NOT-FOR-PROFIT CORPORATION LAW

The undersigned, [REDACTED] and [REDACTED] being the Chair and Secretary of Planned Parenthood of the [REDACTED] Inc., and [REDACTED] [REDACTED] being the Chair and Secretary of Planned Parenthood of Western New York, Inc., said corporations being domestic corporations organized and existing under and by virtue of the laws of the State of New York, hereby certify:

(1) The names of the constituent corporations are Planned Parenthood of the [REDACTED] and Planned Parenthood of Western New York, Inc. The name of the surviving corporation is Planned Parenthood of Western New York, Inc. Planned Parenthood of the [REDACTED] was formed under the name of Planned Parenthood [REDACTED] and [REDACTED] Planned Parenthood of Western New York, Inc. was formed under the [REDACTED]
[REDACTED]

(2) The membership and holders of certificate evidencing capital contributions and subventions, including their number, classification, and voting rights, as to each constituent corporation, are described as follows:

The Planned Parenthood of the [REDACTED] has no corporate members. The members of Planned Parenthood of Western New York, Inc. are the voting members of its board of directors.

(3) The Certificate of Incorporation of Planned Parenthood of the [REDACTED] [REDACTED] was filed under the name Planned Parenthood [REDACTED] and [REDACTED] [REDACTED] by the Department of State on November 13, 1969. The certificate of incorporation of Planned Parenthood of the Western New York, Inc. was filed under the name [REDACTED] Incorporated by the Department of State on April 30, 1971.

(4) The amendments or changes in the certificate of incorporation of the surviving corporation which are to be effected by the merger are as follows:

1. Paragraph 1 of the Certificate of Incorporation of Planned Parenthood of Western New York, Inc., setting forth the surviving Corporation's name, shall be amended in full to read as follows:

"1. The name of the Corporation (the "Corporation") is PLANNED PARENTHOOD OF CENTRAL AND WESTERN NEW YORK, INC."

2. Paragraph 2, setting forth the surviving Corporation's status under the Not-for-Profit Corporation Law, shall be amended to read in full as follows:

"2. The Corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law. The Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law. The Corporation shall have no members."

3. Paragraph 3(b)(3) and (6), setting forth the surviving Corporation's powers and purposes, shall be amended by the addition of a new paragraph 3(b)(3) and revision of paragraph 3(b)(6), and existing paragraphs 3(b)(3)-(6) shall be renumbered 3(b)(4)-(7), to read in full as follows:

"(b) To contribute to the health, stability, and happiness of families and individuals (1) by providing general and technical information on the value of planned parenthood and by helping to create public opinion favorable to it; (2) by providing medically approved reproductive and other health care services in conformity with the laws of the State of New York; (3) by providing sexual assault support services; (4) by providing comprehensive, age-appropriate sexuality education; (5) by providing means, through referral or otherwise, for childless women to obtain specialized medical advice on fertility problems; (6) by serving as demonstration centers for medical students, medical residents, nurses, and members of other professional disciplines; and (7) by supporting research in human reproduction;"

4. Paragraph (3)(c), setting forth the surviving Corporation's powers and purposes, shall be amended to read in full as follows:

"(c) To provide information about family planning;"

5. Paragraph 5, setting forth the surviving Corporation's operational territory, shall be amended to read in full as follows:

"5. The territory in which the Corporation's operations are principally to be conducted is [REDACTED] Counties in the State of New York."

6. Paragraph 6, setting forth the principal location of the surviving Corporation, shall be amended to read in full as follows:

"6. The principal office of the Corporation will be located in [REDACTED] County in the State of New York."

(5) The Certificate of Incorporation of Planned Parenthood of Western New York, Inc. shall be amended and restated in its entirety to read as follows:

1. The name of the Corporation is PLANNED PARENTHOOD OF CENTRAL AND WESTERN NEW YORK, INC.

2. The Corporation is a Corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law. The Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law. The Corporation shall have no members.

3. The objects and purposes of the Corporation are as follows:

(a) To be in harmony with the objects and purposes of the Planned Parenthood Federation of America, Inc., which is to provide leadership for the universal acceptance of family planning as an essential element of responsible parenthood, stable family life and social harmony; the provision of the necessary services; and the promotion of research in the field of human reproduction;

(b) To contribute to the health, stability, and happiness of families and individuals (1) by providing general and technical information on the value of planned parenthood and by helping to create public opinion favorable to it; (2) by providing medically approved reproductive and other health care services in conformity with the laws of the State of New York; (3) by providing sexual assault support services; (4) by providing comprehensive, age-appropriate sexuality education; (5) by providing means, through referral or otherwise, for childless women to obtain

specialized medical advice on fertility problems; (6) by serving as demonstration centers for medical students, medical residents, nurses, and members of other professional disciplines; and (7) by supporting research in human reproduction;

- (c) To provide information about family planning;
- (d) To plan, construct, erect, build, acquire, reconstruct, own, maintain and operate diagnostic and treatment centers pursuant to Article 28 of the Public Health Law, provided, however, that no such diagnostic and treatment center shall be operated without the prior approval of the New York State Department of Health;
- (e) To provide at such diagnostic and treatment centers services and facilities to out-of-hospital or ambulatory patients, by or under the supervision of a physician, for the prevention, diagnosis and treatment of human disease, pain, injury, deformity or physical condition;
- (f) To raise funds to carry out the purposes of the Corporation; and
- (g) To do any other lawful thing incidental to, connected with or useful, suitable or proper for the furtherance or accomplishment of the foregoing purposes.

The objects and purposes provided for herein shall be subject to the approvals or consents of such regulatory authorities as may be required by law. The Corporation is not being formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

4. It is the intention of the Corporation to qualify and remain qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Accordingly:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of any member (other than an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended), trustee, director, or 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 (other than an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended), trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of the corporate assets or dissolution of the Corporation.
- (b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence

legislation; nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office, provided that the Corporation may attempt to influence legislation on the local, state or federal level through an attempt to affect the opinions of the general public or any segment thereof, and through communication with any member or employee of a legislative body, or with any government official or employee who may participate in the formulation of the legislation. Such attempt may be made directly by the Corporation or indirectly by supporting organizations which attempt to influence legislation on the Corporation's behalf or in their common interest.

(c) Notwithstanding any other provision of this Certificate of Incorporation, this Corporation is organized exclusively for charitable, educational, religious, or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or by a corporation, contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1986, as amended.

(d) In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by operation of law, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Directors shall determine. Any of such assets not so disposed shall be disposed to other organizations which then qualify under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which the Corporation was formed.

5. The territory in which the Corporation's operations are principally to be conducted is [REDACTED]
[REDACTED] Counties in the State of New York.

6. The principal office of the Corporation will be located in the [REDACTED] County in the State of New York.

7. The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any such process against the Corporation served upon the Secretary of State is: Nixon Peabody LLP, 677 Broadway, Albany, New York 12207.

(6) The merger was authorized with respect to Planned Parenthood of the [REDACTED] in the following manner:

A plan of merger and this certificate of merger were adopted by the board of directors of Planned Parenthood of the [REDACTED] at a meeting on May 15, 2013, by the vote of a majority of the directors present at the time of the vote, a quorum being present.

(7) The merger was authorized with respect to Planned Parenthood of Western New York, Inc. in the following manner:

A plan of merger and this certificate of merger were adopted by the board of directors of Planned Parenthood of Western New York, Inc. at a meeting on May 15, 2013, by vote of a majority of the directors present at the time of the vote, a quorum being present at the time. The board submitted the plan and certificate to a vote of the members. The plan and certificate were approved by a vote of two-thirds of the members at a duly called meeting of the members on May 15, 2013, at which a quorum was present.

IN WITNESS WHEREOF, the undersigned have, on behalf of each constituent corporation, signed this certificate and hereby affirm it as true under the penalties of perjury.

PLANNED PARENTHOOD OF THE [REDACTED] By: [REDACTED] By: [REDACTED]	PLANNED PARENTHOOD OF WESTERN NEW YORK, INC. By: _____ [REDACTED] Chair By: _____ [REDACTED] Secretary

STATE OF NEW YORK)
)
COUNTY OF MONROE)

██████████ being sworn, deposes and says that she is one of the persons described in and who executed the foregoing Certificate, that she has read the same and knows the contents thereof, and that the statements contained therein are true.

Sworn to before me this 24
day of May, 2013.

Barbara A. Kerschick
Notary Public

BARBARA A. KEIRSBILCK
Notary Public, State of New York
Monroe County Reg. #01KE6270285
Commission Expires 10/15/2016

STATE OF NEW YORK)
)
) SS.:
COUNTY OF MONROE)

██████████ being sworn, deposes and says that she is one of the persons described in and who executed the foregoing Certificate, that she has read the same and knows the contents thereof, and that the statements contained therein are true.

Sworn to before me this 21
day of May, 2013.

[Signature]
Notary Public

JEREMY RICHARD DICUFFA
Notary Public - State of New York
NO. 01DI6235690
Qualified in Onondaga County
My Commission Expires 2/15/15

PLANNED PARENTHOOD OF THE

[REDACTED]

By: _____
[REDACTED] Chair

By: _____
[REDACTED] Secretary

**PLANNED PARENTHOOD OF
WESTERN NEW YORK, INC.**

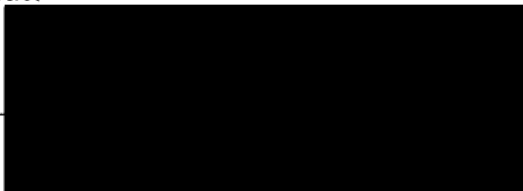
By

By

[REDACTED]

STATE OF NEW YORK)
) ss.:
COUNTY OF MONROE)

██████████ being sworn, deposes and says that she is one of the persons described in and who executed the foregoing Certificate, that she has read the same and knows the contents thereof, and that the statements contained therein are true.



Sworn to before me this 15th
day of May, 2013.


Notary Public

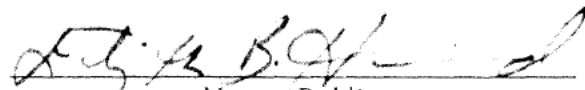
ELIZABETH BROOKE HARNED
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 08/18/2015

STATE OF NEW YORK)
) ss.:
COUNTY OF MONROE)

██████████ being sworn, deposes and says that she is one of the persons described in and who executed the foregoing Certificate, that she has read the same and knows the contents thereof, and that the statements contained therein are true.



Sworn to before me this 15th
day of May, 2013.


Notary Public

ELIZABETH BROOKE HARNED
Notary Public, State of New York
Qualified in ██████ County
My Commission Expires 08/18/2015


CERTIFICATE OF MERGER
OF
PLANNED PARENTHOOD OF THE [REDACTED]
AND
PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.
INTO
PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.


UNDER SECTION 904 OF THE NOT-FOR-PROFIT CORPORATION LAW

Filed by:

NIXON PEABODY LLP
677 Broadway, 10th Floor
Albany, New York 12207

Application Number: 131329
Facility Name: Planned Parenthood of Western NY, Inc
Merge Planned Parenthood of [REDACTED] and Planned Parenthood of Western
Project Description: New York with the surviving entity to be renamed Planned Parenthood of Central and Western
New York, Inc.

Created By: Office of Counsel on 08/21/2013
Correspondence Type: Contingent Approval Letter
Recipient: Applicant
Correspondence Visible To: All
Message:
Please see attached.
Attachments:
2013.08.21 Planned Parenthood Contingency Letter.pdf  **

Created By: Office of Counsel on 08/23/2013
Correspondence Type: Status Update
Recipient: Applicant
Correspondence Visible To: All
Message:
Please see attached.
Attachments:
2013.08.23 Planned Parenthood No Contingency Letter.pdf  **



Public Health and Health Planning Council

Project #131329-E

Planned Parenthood of Central and Western New York, Inc.

County: Erie County

Purpose: Establishment

Program: Diagnostic and Treatment Center

Submitted: June 18, 2013

Executive Summary

Description

This application requests approval to merge Planned Parenthood of [REDACTED] and Planned Parenthood of Western New York, Inc. (PPWNY) into one surviving corporation which will be renamed Planned Parenthood of Central and Western New York, Inc. (PPCWNY)

[REDACTED] and PPWNY, both not-for-profit corporations, are affiliates of the Planned Parenthood Federation of America. [REDACTED] operates one diagnostic and treatment center and four extension clinics and PPWNY operates one diagnostic and treatment center and five extension clinics including a mobile van. Both entities offer reproductive health care, counseling and referral. PPCWNY will operate all centers currently operated by the constituent corporations without any significant changes in service.

The applicant states that the proposed merger would better serve the current and future needs of the respective communities currently served by the existing corporations. The merger is anticipated to expand the applicant's fund raising capacity and bring together a talented diverse staff, while retaining local control and personal service.

DOH Recommendation

Contingent Approval

Need Summary

The merger will allow the organizations to collaborate and maximize the resources of the two agencies. In addition, PPCWNY expects the merger will result in an overall reduction in senior staff costs, enhanced fundraising capabilities, improved purchasing and vendor services, and a stronger organization with a long term future.

Program Summary

Based on the information reviewed, staff found nothing that would reflect adversely upon the applicant's character and competence or standing in the community.

Financial Summary

There are no costs associated with this application.

There are no budgeted incremental operating expenses or revenues associated with this project since patient care services will not be affected or interrupted.

Recommendations

Health Systems Agency

There will be no HSA recommendation of this application.

Office of Health Systems Management

Approval contingent upon:

1. The submission of lease amendments providing site control for at least five years that are acceptable to the Department of Health. [BFA, CSL]

Approval conditional upon:

1. The project must be completed within two years from the Public Health and Health Planning Council recommendation letter. Failure to complete the project within the prescribed time shall constitute an abandonment of the application by the applicant and an expiration of the approval. [PMU]

Council Action Date

October 3, 2013.

Need Analysis

Background

The applicant seeks approval to merge Planned Parenthood of Western NY, Inc. and Planned Parenthood of the [REDACTED] Inc. ([REDACTED]) into a single entity.

Analysis

The entities have the following certified services:

Planned Parenthood of Western NY, Inc.:

Family Planning O/P; and

Primary Medical Care O/P.

Planned Parenthood of the [REDACTED] Inc.:

[REDACTED] O/P;

Clinic Part Time Services;

Family Planning O/P; and

Prenatal O/P.

Both entities offer reproductive health care services, including annual examinations, pap tests, breast and cervical cancer screening, HIV testing, counseling and referral, [REDACTED] services and all FDA-approved methods of birth control.

The relevant service areas are the following counties:

[REDACTED]

In 2010, the total population of the 14 counties in the service area was approximately 3.1 million residents; of these, 51.3 percent were female. The applicant indicated the two entities recorded more than 52,000 visits in 2012; 93 percent of which were female and 7 percent were male. PPWNY's clinical services are designed to reduce barriers to care by providing appointment access through a call center, flexible appointments options, including walk-in services, on-site access to screening for several public assistance programs, laboratory and some pharmacy services, and referrals for care that falls outside the family planning arena.

Conclusion

A merger of the two affiliates would assure a secure long term future and enhance the organization's ability to continue its mission in the communities that it serves.

Recommendation

From a need perspective, approval is recommended.

Programmatic Analysis

Background

Planned Parenthood of [REDACTED] Inc., which operates one diagnostic and treatment center (D&TC) and four extension clinics, proposes to merge into Planned Parenthood of Western New York, which operates one D&TC and five extension clinics including a mobile van. The surviving entity is to be renamed Planned Parenthood of Central and Western New York, Inc. (PPCWNY). While there will be no changes in clinic sites or current services, the merger will permit a reduction in senior staff costs, enhanced fundraising capabilities, more efficient purchasing and vendor services, and allow for comprehensive strategic planning.

Character and Competence

The Board of Directors of the merged entity (PPCWNYS) will combine the existing boards of the two merging entities. The post-merger Board of Directors will be comprised of thirty-one (31) individuals who share ties to the communities served and have a history of commitment to Planned Parenthood's mission. Board Officers have been identified as:

Name	Position
	Chair
	Vice-Chair
	Secretary
	Treasurer

Staff from the Division of Certification & Surveillance reviewed the disclosure information submitted regarding licenses held, formal education, training in pertinent health and/or related areas, employment history, a record of legal actions, and a disclosure of the applicant's ownership interest in other health care facilities. Licensed individuals were checked against the Office of Medicaid Management, the Office of Professional Medical Conduct, and the Education Department databases as well as the US Department of Health and Human Services Office of the Inspector General Medicare exclusion database.

Additionally, the staff from the Division of Certification & Surveillance reviewed the ten-year surveillance history of all associated facilities. Sources of information included the files, records, and reports found in the Department of Health. Included in the review were the results of any incident and/or complaint investigations, independent professional reviews, and/or comprehensive/focused inspections. The review found that any citations were properly corrected with appropriate remedial action.

Recommendation

From a programmatic perspective, approval is recommended.

Financial Analysis

Plan of Merger

Under the proposed plan of merger, the constituent corporations will merge into one surviving corporation which will be named Planned Parenthood of Central and Western New York, Inc. The board of directors will initially combine the boards of the constituent corporations. The board of directors of the surviving corporation, in accordance with the bylaws, will elect future board members. Presented as BFA Attachment A is the organizational chart of Planned Parenthood of Central and Western New York, Inc. The applicant has submitted an original affidavit, which is acceptable to the Department, in which the applicant agrees, notwithstanding any agreement, arrangement or understanding between the applicant and the transferor to the contrary, to be liable and responsible for any Medicaid overpayments made to the facility and/or surcharges, assessments or fees due from the transferor pursuant to Article 28 of the Public Health Law with respect to the period of time prior to the applicant acquiring its interest, without releasing the transferor of its liability and responsibility.

Lease Rental Agreements

The applicant has provided the location of the sites it leases, summarized below:

Planned Parenthood of [REDACTED]

Address: 3,000 sq. ft. located at 15 LaFayette Avenue, Canandaigua
Lessor: Next Phase Plan, LLC
Rental: \$55,428/year
Term: 22 months ending April 30, 2015 with the option to renew for an additional five years.

Planned Parenthood of Western New York, Inc.

Address: 15,750 sq. ft. located at [REDACTED]
Lessor: FBBT/US Properties, LLC
Rental: \$145,992/year
Term: 3 years ending July 31, 2014

Address: 5,000 sq. ft. located at [REDACTED]
Lessor: 1093 Group, LLC
Rental: \$48,000/year
Term: 10 years ending March 31, 2019

Address: 4,200 sq. ft. located at [REDACTED]
Lessor: Bueme Development
Rental: \$51,000/year
Term: 4 years ending December 31, 2016

Address: 2,900 sq. ft. located at [REDACTED]
Lessor: Fleischer & Burgio
Rental: \$44,076/year
Term: 3 years ending April 30, 2014

Pursuant to Not-for-Profit Corporation Law 905(b)(3), when an entity merges, the surviving entity automatically assumes all the liabilities of the absorbed entity including leases, therefore no assignment is required.

Operating Budget

The applicant has indicated there are no incremental operating expenses or revenues associated with this project since patient care services will not be affected or interrupted.

Capability and Feasibility

There is no consideration for the merger, other than the assumption of liabilities of the merging entities. Presented as BFA Attachment B is the pro-forma balance sheet which indicates Planned Parenthood of Central and Western New York, Inc. will initiate operations with a positive net asset position of \$10,701,856. The pro-forma balance sheet is based on 2012 certified financial statements for each facility.

BFA Attachment C, a financial summary for Planned Parenthood of [REDACTED] Inc., indicates that the facility has maintained positive working capital and net assets and experienced net income from operations of \$103,662. BFA Attachment D, a financial summary for Planned Parenthood of [REDACTED] as of May 31, 2013, shows the facility has maintained positive working capital and net assets and generated a net income of \$137,000 after investments are accounted for.

BFA Attachment E, a financial summary for Planned Parenthood of Western New York, Inc., indicates that the facility has maintained positive working capital and net assets and generated net income of \$29,445 after contributions are taken into account. BFA Attachment F, a financial summary for Planned Parenthood of Western New York, Inc. as of June 30, 2013, shows the facility has maintained positive

working capital and net assets and experienced a loss of \$250,000. The loss is due to the implementation of their electronic medical records.

In anticipation of the merger both operations are currently undergoing a Planned Parenthood Federation of America review to increase productivity and efficiency.

Based on the preceding, and subject to the noted contingency, it appears that the applicant has demonstrated the capability to proceed in a financially feasible manner; and approval is recommended.

Recommendation

From a financial perspective, contingent approval is recommended.

Attachments

BFA Attachment A	Organizational Chart
BFA Attachment B	Pro-forma Balance Sheet
BFA Attachment C	Financial Summary, Planned Parenthood of [REDACTED]
BFA Attachment D	Internal Financial Summary as of May 31, 2013, Planned Parenthood of [REDACTED]
BFA Attachment E	Financial Summary, Planned Parenthood of Western New York, Inc.
BFA Attachment F	Internal Financial Summary as of June 30, 2013, Planned Parenthood of Western New York, Inc.



PUBLIC HEALTH AND HEALTH PLANNING COUNCIL

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

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

December 6, 2013

Mr. Peter J Millock
Attorney
Nixon Peabody
677 Broadway, 10th Floor
Albany, New York 12207

Re: Application No. 131329 E Planned Parenthood of Central and Western New York, Inc.
(Erie County)

Dear Mr. Millock:

I HEREBY CERTIFY THAT AFTER INQUIRY and investigation, the application of Planned Parenthood of Central and Western New York, Inc. is APPROVED, the contingencies having now been fulfilled satisfactorily. The Public Health and Health Planning Council considered this application and imposed the contingencies at its meeting of October 3, 2013. You are expected to comply with the condition listed on the October 23, 2013 letter from Karen Westervelt.

Public Health and Health Planning Council approval is not to be construed as approval of property costs or the lease submitted in support of the application. Such approval is not to be construed as an assurance or recommendation that property costs or lease amounts as specified in the application will be reimbursable under third party payor reimbursement guidelines.

To complete the requirements for certification approval, please contact the Western Regional Office/Buffalo of the New York State Office of Health Systems Management, 584 Delaware Avenue, Buffalo, New York 14202-1295, or (716) 847-4320, within 30 days of receipt of this letter.

Sincerely,

A handwritten signature in black ink that reads "Colleen M. Frost". The signature is written in a cursive, flowing style.

Colleen M. Frost
Executive Secretary

/cf

Application Number: 131329
Facility Name: Planned Parenthood of Western NY, Inc
Merge Planned Parenthood of [REDACTED] and Planned Parenthood of Western
Project Description: New York with the surviving entity to be renamed Planned Parenthood of Central and Western
New York, Inc.

Submission Type:	Application - Full Review- Establishment - Change in Ownership		
Project Status:	Project Complete	Project Status Date:	12/31/2013
Review Level:	Full	Received Date:	06/18/2013
Total Project Cost:	\$0.00	Initial Review Date:	06/21/2013
		Acknowledgment Date:	06/25/2013

Main Site Information

Facility Name:	Planned Parenthood of Western NY, Inc		
	Facility ID:	223	
Physical Address:	[REDACTED]		
	Facility Type:	Diagnostic and Treatment Center	
County:	[REDACTED]		
	Region:	Western	
Current Operator:	Planned Parenthood of Western NY, Inc	Operating Certificate Number:	1401235R
	[REDACTED]	Current Operator County:	
Proposed Operator:	Planned Parenthood of Central and Western New York, Inc. (renamed Planned Parenthood of Western New York)	Proposed Operator County:	[REDACTED]
	[REDACTED]		

Contact Information

Name:	Peter Millock	Title:	Attorney
Email:	pmillock@nixonpeabody.com	Address:	677 Broadway, 10th Floor 10th Floor Albany, NY 12207
User ID:	pm460277		
Phone:	(518) 427-2651		
Fax:	(866) 947-1238		

Alternate Contact Information

Name:	Barbara Asheld	Email:	basheld@nixonpeabody.com
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Other

Withdrawn Date:		SubBatch2:	OZ
SubBatch1:	30		
CON Codes List:			

Application Number: 131329
Facility Name: Planned Parenthood of Western NY, Inc
Merge Planned Parenthood of [REDACTED] and Planned Parenthood of Western
Project Description: New York with the surviving entity to be renamed Planned Parenthood of Central and Western
New York, Inc.

Created By: Donna Wang, Certification and Surveillance - Hospital
Services on 08/01/2013

Correspondence Type: Request for Additional Information

Recipient: Applicant

Correspondence Visible To: All

Message:

Review of your application revealed the need for the following additional information: 1) You indicated the post-merger board of directors will be comprised of 35 individuals, however, we have no Schedule 2A & 2Cs for [REDACTED] or [REDACTED]. Please submit. 2) [REDACTED] answered "No" to Question 6.8, yet attached to her Schedule 2A a resume in the name of [REDACTED] and is referred to on your post-merger board of directors list as [REDACTED]. Please clarify. 3) Question 6.8 for member [REDACTED] JD is incomplete. Has Ms. [REDACTED] ever been known by any other name/alias? Thank you. Donna Wang 518-408-5867.

Created By: Applicant on 08/13/2013

Correspondence Type: Request for Additional Information

Recipient: Certification and Surveillance - Hospital Services

Correspondence Visible To: All

Message:

The following is submitted in reply to the request of Donna Wang for additional information: Question #1: You indicated the post-merger board of directors will be comprised of 35 individuals, however, we have no Schedule 2A & 2Cs for [REDACTED] or [REDACTED]. Please submit. Answer #1: Attached please find the signed and notarized Schedule 2A and 2C for [REDACTED] and [REDACTED] have left the Planned Parenthood of the [REDACTED] Board and will not be members of the PPCWNY board. It will have 31 members. Question #2: [REDACTED] answered "No" to Question 6.8, yet attached to her Schedule 2A a resume in the name of [REDACTED] and is referred to on your post-merger board of directors list as [REDACTED]. Please clarify. Answer #2: [REDACTED] has left the board and will not be a member of the PPCWNY Board. Question #3: 6.8 for member [REDACTED] JD is incomplete. Has Ms. [REDACTED] ever been known by any other name/alias? Answer #3: Ms. [REDACTED] advises that she has never changed her name or used an alias. Barbara Asheld, Esq. Nixon Peabody LLP 518-427-2659 basheld@nixonpeabody.com

Attachments:

[REDACTED] - Schedule 2A & 2C - [REDACTED].pdf**

NEW YORK
state department of
HEALTH

Nirav R. Shah, M.D., M.P.H.
Commissioner

Sue Kelly
Executive Deputy Commissioner

June 25, 2013

Mr. Peter J. Millock
Attorney
Nixon Peabody
677 Broadway, 10th Floor
Albany, New York 12207

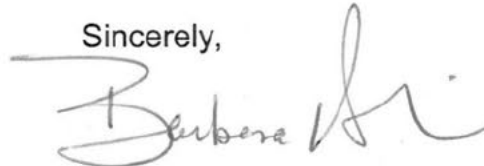
Re: 131329 E
Planned Parenthood of Central and
Western New York, Inc.
(Erie County)
Merge Planned Parenthood of
[REDACTED] and
Planned Parenthood of Western New
York with the surviving entity to be
renamed Planned Parenthood of
Central and Western New York, Inc.

Dear Mr. Millock:

The above referenced CON application, for which you have been designated the contact person, has been distributed to all reviewing units and, if operating, your local health systems agency for processing in accordance with 10 NYCRR 710. Please refer to the enclosed Important Notice for further information with respect to this process.

The mandatory review of your project for the criteria of public need, financial feasibility, and character and competence as required by the Public Health Law may determine that the proposal is unapprovable. Therefore, prior to entering into any contractual commitments or commencing construction, the final determination of the Director of the OHSM and the Public Health and Health Planning Council must be obtained.

Sincerely,



Barbara De Cogliano
Director
Bureau of Project Management

Enclosure
BD/MRC/ap

IMPORTANT NOTICE

TO: Applicants

FROM: Bureau of Project Management

SUBJECT: Additional Information Concerning the Processing of Your
CON Application

All correspondence from the Department of Health (DOH) will be directed to the contact person identified in this application. Should the contact person change during processing, written notification should be made to the Bureau of Project Management. Please identify all subsequent submissions (correspondence, plans, additional information, etc.) with the assigned project number.

You may receive requests for additional information from DOH. Please respond within the time frame noted to assure that further processing is not delayed. You may also voluntarily submit any additional information which you believe might facilitate the review of your proposal, unless specific deadlines have otherwise been established. If timely, the submission of additional information will not result in a disruption of the processing of the application unless such information represents a substantial change in the proposal, thereby revising the project. If your application is required to be presented at the Public Health and Health Planning Council, the transmission of additional information must be received sufficiently in advance of the application's presentation to enable distribution and review, since it is the desire of DOH not to defer action on applications that are scheduled for council meetings.

Questions or comments with respect to this application should be addressed to the Bureau of Project Management at (518) 402-0911.

August 7, 2013

Mr. Peter J. Millock
Attorney
Nixon Peabody
677 Broadway, 10th Floor
Albany, NY 12207

RE: 131329-E Planned Parenthood of Central and
Western New York, Inc. (Erie County)

Dear Mr. Millock:

Review of the above application has revealed the need for the additional information requested in the enclosure from the Bureau of Financial Analysis. In preparing answers to the questions, please repeat each question and then provide the answer. Please submit your response via your New York State Electronic Certificate of Need account within 14 days of the date of this letter in accordance with 10 NYCRR, 600.2.

Processing of your application by the Bureau of Financial Analysis cannot be completed until the information is received and reviewed. Also, if this project requires review by the Public Health and Health Planning Council, such review may have to be delayed if the requested information is not received promptly. Accordingly, while you have 14 days to respond, you are encouraged to submit the response at your earliest opportunity.

If you have any questions on the information being requested, please contact Kristina Thouin at 518-402-0953 or klt01@health.state.ny.us.

The following information is required to complete the review of the above referenced application.

1. Submit an organizational chart for Planned Parenthood of Central and Western New York, Inc.
2. Explain in more detail how the shortage of health center professional staff has affected operational losses for [REDACTED]
3. Explain the losses from operations for Planned Parenthood of Western New York, Inc. as of December 31, 2012.
4. With both entities showing an operational loss more detail is needed as to how they will improve operations once merged.
5. Provide draft lease assignment agreements with at least five year renewals indicating Planned Parenthood of Central and Western New York, Inc. as the tenant.

6. Is the pro forma balance sheet based on 2012 certified financial statements? If so, please explain why each line item doesn't match? Revise if applicable.

Sincerely,

Kristina Thouin

Nirav R. Shah, M.D., M.P.H.
Commissioner

NEW YORK
state department of
HEALTH

Sue Kelly
Executive Deputy Commissioner

July 15, 2013

Mr. Peter J. Millock
Attorney
Nixon Peabody
677 Broadway, 10th Floor
Albany, NY 12207

RE: 131329-E Planned Parenthood of Central and
Western New York, Inc. (Erie County)

Dear Mr. Millock:

Review of the above application has revealed the need for the additional information requested in the enclosure from the Bureau of Financial Analysis. In preparing answers to the questions, please repeat each question and then provide the answer. Please submit your response via your New York State Electronic Certificate of Need account within 14 days of the date of this letter in accordance with 10 NYCRR, 600.2.

Processing of your application by the Bureau of Financial Analysis cannot be completed until the information is received and reviewed. Also, if this project requires review by the Public Health and Health Planning Council, such review may have to be delayed if the requested information is not received promptly. Accordingly, while you have 14 days to respond, you are encouraged to submit the response at your earliest opportunity.

If you have any questions on the information being requested, please contact Kristina Thouin at 518-402-0953 or klt01@health.state.ny.us.

The following information is required to complete the review of the above referenced application.

1. Provide the name, address and length and expiration of the term for each extension clinic of PPWNY and [REDACTED]
2. Explain what the \$18,235,381 in financing is for.
3. Provide the 2012 certified financial statements and 2013 internal financial statements as of June 30 for Planned Parenthood of [REDACTED] and Planned Parenthood of Western New York. If applicable, address the reason(s) for any losses and steps implemented to improve operations.

Sincerely,

Kristina Thouin

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

[REDACTED]

This statement must be completed by directors of not-for-profit corporations who are not contributing capital in support of the project. The form is completed in lieu of Schedule 2B. This schedule is required for all not-for-profit Article 7 applications and for Article 28, 36 & 40 establishment applications.

Statement of Business Associations with Health Facilities

☒ I do NOT receive any income directly or indirectly from any other health care facility.

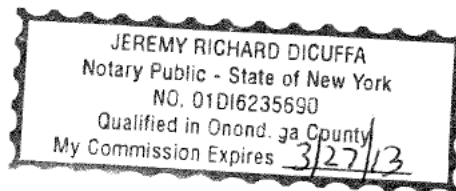
☐ I do receive income directly or indirectly from the following health care facilities. For each, please briefly describe the nature of the relationship and method of payment.

--

Has the original of this document been signed and notarized? Yes ☒ No ☐

SIGN	[REDACTED]	DATE	3/27/13
X	[REDACTED]		
PRINT	[REDACTED]		
TITLE	DIRECTOR, [REDACTED]		

NOTARY	[Signature]	DATE	3/27/13
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ATTACHMENT 1-A

Joint Resolutions

**RESOLUTIONS
OF
THE BOARD OF DIRECTORS OF
PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.**

The following resolutions were adopted by a majority vote of the Board of Directors of Planned Parenthood of Western New York, Inc. (the "Corporation") at a meeting duly noticed at which a quorum was present held on May 15, 2013:

WHEREAS, the Board of Directors has evaluated the benefits of merging with Planned Parenthood of the [REDACTED] Inc. (" [REDACTED] " and

WHEREAS, The Board of Directors has carefully reviewed the finances, management and operations of [REDACTED] and the Board and management of the Corporation have held numerous meetings and had numerous communications with the Board and management of [REDACTED] and

WHEREAS, the Board of Directors has reviewed a due diligence report prepared by Nixon Peabody, LLP; and

WHEREAS, the Board of Directors has concluded that a merger with [REDACTED] would allow the merged entity to realize administrative savings, to create an infrastructure that would allow the improvement and expansion of services, and to become more attractive to prospective charitable donors and other grantors; and

WHEREAS, the Board of Directors has concluded that a merger with [REDACTED] would permit the Corporation to advance its corporate mission and better serve the residents of Western New York,

NOW, THEREFORE, IT IS HEREBY

RESOLVED THAT: The Board of Directors hereby approves the annexed Certificate of Merger and Plan of Merger under which [REDACTED] will merge into the Corporation and the Corporation will change its name to "Planned Parenthood of Central and Western New York, Inc." and otherwise amend its certificate of incorporation as described in the certificate of merger; and it is further

RESOLVED THAT: The Board of Directors hereby approves the annexed By-laws of the merged corporation; and

RESOLVED THAT: The Board of Directors hereby authorizes the Chief Executive Officer to prepare and file and secure approval of a certificate of need application for such merger; and it is further

RESOLVED THAT: The Board of Directors hereby authorizes the Chief Executive Officer to prepare, execute and submit a request to the Internal Revenue Service to confirm the tax exempt status of the merged corporation; and it is further

RESOLVED THAT: The Board of Directors hereby authorizes the Chief Executive Officer to take such other actions as may be necessary to approve the Certificate of Merger and certificate of need application, implement the Plan of Merger, and perfect the request for confirmation from the Internal Revenue Service.

[REDACTED]
[REDACTED] Secretary
Dated: May 15, 2013

**RESOLUTIONS
OF
THE MEMBERS OF
PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.**

The following resolutions were adopted by a vote of two-thirds of the Members of Planned Parenthood of Western New York, Inc. (the "Corporation") at a meeting duly noticed at which a quorum was present held on May 15, 2013:

WHEREAS, the Members have evaluated the benefits of merging with Planned Parenthood of the [REDACTED] Inc. (" [REDACTED] " and

WHEREAS, the Members have carefully reviewed the finances, management and operations of [REDACTED] and the Members and management of the Corporation have held numerous meetings and had numerous communications with the Board and management of [REDACTED] and

WHEREAS, the Members have reviewed a due diligence report prepared by Nixon Peabody, LLP; and

WHEREAS, the Members have concluded that a merger with [REDACTED] would allow the merged entity to realize administrative savings, to create an infrastructure that would allow the improvement and expansion of services, and to become more attractive to prospective charitable donors and other grantors; and

WHEREAS, the Members have concluded that a merger with [REDACTED] would permit the Corporation to advance its corporate mission and better serve the residents of Western New York,

NOW, THEREFORE, IT IS HEREBY

RESOLVED THAT: The Members hereby approve the annexed Certificate of Merger and Plan of Merger under which [REDACTED] will merge into the Corporation and the Corporation will change its name to "Planned Parenthood of Central and Western New York, Inc." and otherwise amend its certificate of incorporation as described in the certificate of merger; and it is further

RESOLVED THAT: The Members hereby approve the annexed By-laws of the merged corporation; and

RESOLVED THAT: The Members hereby authorize the Chief Executive Officer to prepare and file and secure approval of a certificate of need application for such merger; and it is further

RESOLVED THAT: The Members hereby authorize the Chief Executive Officer to prepare, execute and submit a request to the Internal Revenue Service to confirm the tax exempt status of the merged corporation; and it is further

RESOLVED THAT: The Members hereby authorize the Chief Executive Officer to take such other actions as may be necessary to approve the Certificate of Merger and certificate of need application, implement the Plan of Merger, and perfect the request for confirmation from the Internal Revenue Service.

[REDACTED]
Secretary

Dated: May 15, 2013

**RESOLUTIONS
OF
THE BOARD OF DIRECTORS OF
PLANNED PARENTHOOD OF THE [REDACTED]**

The following resolutions were adopted by a majority vote of the Board of Directors of Planned Parenthood of the [REDACTED] (the "Corporation") at a meeting duly noticed at which a quorum was present held on May 15, 2013:

WHEREAS, the Board of Directors has evaluated the benefits of merging with Planned Parenthood of Western New York, Inc. ("PPWNY"); and

WHEREAS, the Board of Directors has carefully reviewed the finances, management and operations of PPWNY and the Board and management of the Corporation have held numerous meetings and had numerous communications with the Board and management of PPWNY; and

WHEREAS, the Board of Directors has reviewed a due diligence report prepared by Nixon Peabody, LLP; and

WHEREAS, the Board has concluded that a merger with PPWNY would allow the merged entity to realize administrative savings, to create an infrastructure that would allow the improvement and expansion of services, and to become more attractive to prospective charitable donors and other grantors; and

WHEREAS, the Board has concluded that a merger with PPWNY would permit the Corporation to advance its corporate mission and better serve the residents of Central New York,

NOW, THEREFORE, IT IS HEREBY

RESOLVED THAT: The Board of Directors hereby approves the annexed Certificate of Merger and Plan of Merger under which the Corporation will merge into PPWNY and PPWNY will change its name to "Planned Parenthood of Central and Western New York, Inc." and otherwise amend its certificate of incorporation as described in the certificate of merger; and it is further

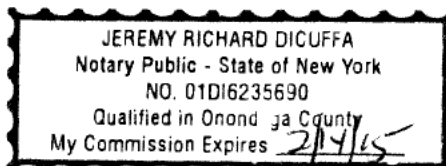
RESOLVED THAT: The Board of Directors hereby approves the annexed By-laws of the merged corporation; and

RESOLVED THAT: The Board of Directors hereby authorizes the Chief Executive Officer to prepare and file and secure approval of a certificate of need application for such merger; and it is further

RESOLVED THAT: The Board of Directors hereby authorizes the Chief Executive Officer to take such other actions as may be necessary to approve the Certificate of Merger and certificate of need application and implement the Plan of Merger.

[REDACTED]
[REDACTED] Secretary

Dated: May 15, 2013



5/21/2013

ATTACHMENT 3-B-1

Leases and Deeds

List of Leases and Deeds

Deed for [REDACTED]

Deed for [REDACTED]

Deed for [REDACTED]

Deed for [REDACTED]

Mobil Unit Registration

Deed for [REDACTED]

Lease for [REDACTED]

Lease for [REDACTED]

Lease for [REDACTED]

Lease for [REDACTED]

Lease for Lafayette Avenue

ATTACHMENT 3-B-2

Anti-Kickback Letter



[REDACTED]

June 13, 2013

To Whom It May Concern:

Planned Parenthood of Western New York has assessed the financial/referral structure of the merger with Planned Parenthood of the [REDACTED] Inc., in light of anti-kickback and self-referral laws, with the consultation of legal counsel, and Planned Parenthood of Western New York, Inc. has concluded that proceeding with this proposal is appropriate.

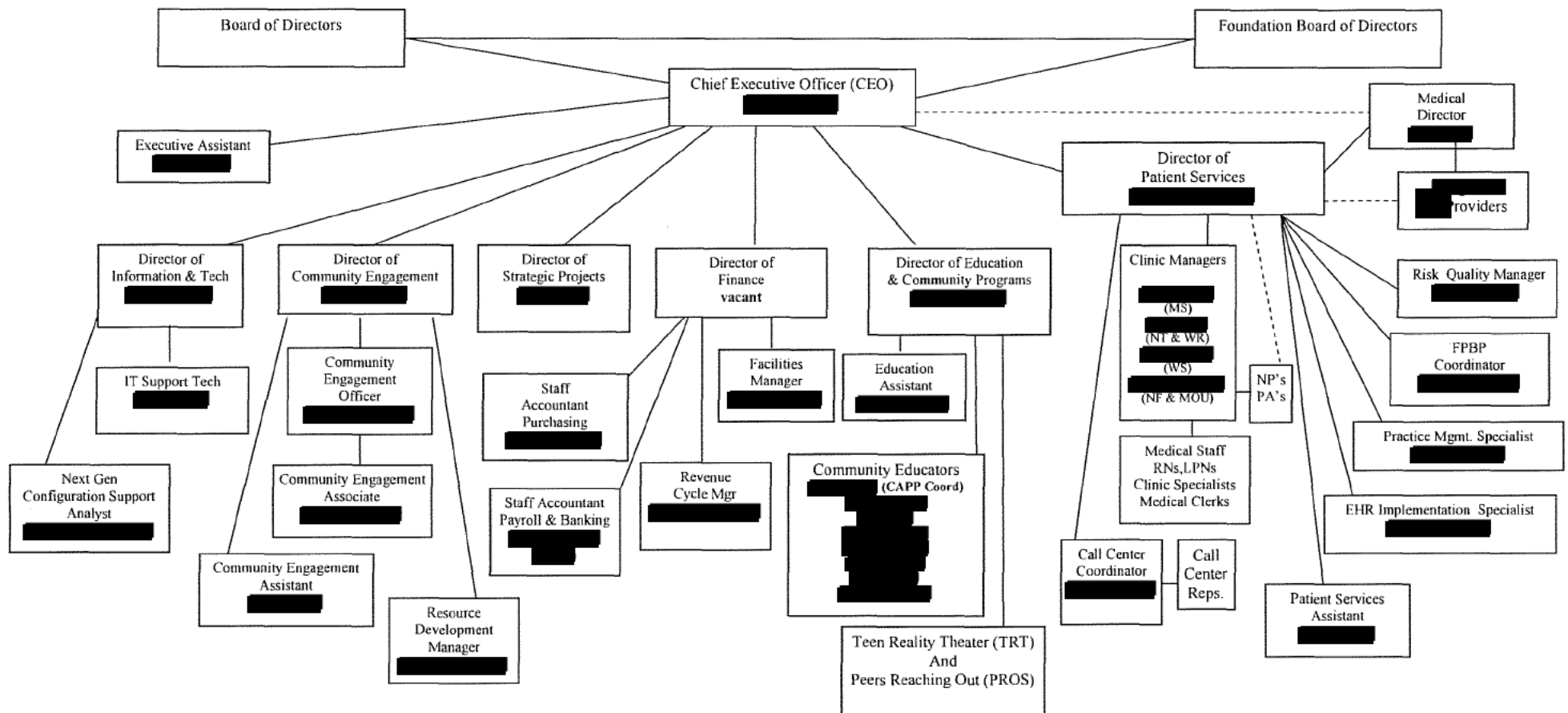
[REDACTED]

CEO

ATTACHMENT 3-B-3

Organizational Chart

**Planned Parenthood of Western New York
Organizational Chart
February 2013**



Outsourced Functions

HR— managed by CEO

Billing—managed by [REDACTED]

Reviewed & updated by RQM-PRC 11/12/2012

ATTACHMENT 3-B-4

Directors and Board Officers

Planned Parenthood of Western New York

Board of Directors and Board Officers

[REDACTED]

BOARD OFFICERS

Board Chair

Vice-Chair

Secretary

Treasurer

[REDACTED]

ATTACHMENT 3-B-5

Certificate of Incorporation

of

Planned Parenthood of Western New York, Inc.

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of PLANNED PARENTHOOD OF WESTERN NEW YORK, INC. was filed on 04/30/1971, under the name of [REDACTED] [REDACTED] [REDACTED] INCORPORATED, as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation. I further certify the following:

A certificate changing name to [REDACTED] [REDACTED] [REDACTED] [REDACTED] was filed on 10/05/1973.

A Certificate of Amendment was filed on 10/22/1986.

Certificate of Change was filed on 03/05/2004.

A Certificate of Merger and Name Change, changing its name to PLANNED PARENTHOOD OF THE WESTERN NEW YORK, INC. was filed on 11/02/2006.

A certificate changing name to PLANNED PARENTHOOD OF WESTERN NEW YORK, INC. was filed on 10/14/2010.

I further certify that no other documents have been filed by such corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 12th day of February
two thousand and thirteen.*



Daniel Shapiro
Special Deputy Secretary of State



FILING RECEIPT

ENTITY NAME: PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)
PROCESS NAME

COUNTY: ERIE

FILED:10/14/2010 DURATION:***** CASH#:101014000457 FILM #:101014000414

FILER:

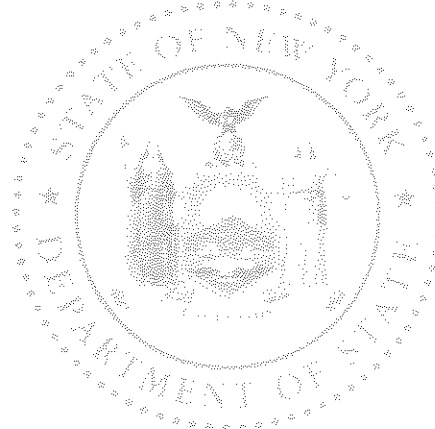
NIXON PEABODY LLP
677 BROADWAY, 10TH FLOOR

ALBANY, NY 12207

ADDRESS FOR PROCESS:

NIXON PEABODY LLP
677 BROADWAY, 10TH FLOOR
ALBANY, NY 12207

REGISTERED AGENT:



SERVICE COMPANY: M & D LEGAL

SERVICE CODE: FX

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	90.00
CHARGE	0.00
DRAWDOWN	0.00
OPAL	0.00
REFUND	0.00

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on October 15, 2010.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

**CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION OF
PLANNED PARENTHOOD OF THE WESTERN NEW YORK, INC.**

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

The undersigned, being the Chair and Secretary, respectively, of Planned Parenthood of the Western New York, Inc. (the "Corporation") do hereby certify as follows:

1. The name of the Corporation is Planned Parenthood of the Western New York, Inc (the "Corporation"). The Corporation was formed under that name under section 402 of the Not-For-Profit Corporation Law (the "NPCL").
2. The Certificate of Incorporation of the Corporation was filed by the Department of State, under the name [REDACTED] Incorporated on April 30, 1971. Its name was changed to [REDACTED] on October 5, 1973. The Corporation was the surviving entity of a merger with [REDACTED] which was filed by the Department of State on November 2, 2006.
3. The Corporation is a corporation as defined in subparagraph (a)(5) of section 102 of the NPCL. The Corporation is a Type B Corporation under section 201 of said law and, after this amendment, it shall be Type B Corporation.
4. The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any such process against the Corporation served upon the Secretary is: Peter J. Millock, Nixon Peabody LLP, 30 South Pearl Street, Albany, New York 12207.
5. The purpose of this certificate is to (i) correct a typographical error in the Corporation's name by removing the word "the" and (ii) to update the Corporation's address for service upon it. To effect this correction and update, the Certificate of Incorporation is hereby amended as follows:
 - a. Paragraph 1, setting forth the Corporation's name, is amended in full to read as follows:

"1. The name of the Corporation (the "Corporation") is Planned Parenthood of Western New York, Inc."
 - b. Paragraph 7, setting forth the address for service of process upon the Corporation is amended to read in full as follows:

"7. The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any such process against the Corporation served upon the Secretary of State shall be Nixon Peabody LLP, 677 Broadway, 10th Floor, Albany, New York 12207."

6. This Certificate of Amendment and the specific amendments to the Certificate of Incorporation described in Paragraph 5 above were authorized by written consent of all members of the Board of Directors of the Corporation entitled to vote thereon as of May 19, 2010.

The Corporation has no members.

7. Because none of the powers or purposes of the Corporation are affected by the amendments described in Paragraph 5 above, the consent of the Office of the Attorney General and the New York State Supreme Court is not required.

8. A letter from the New York State Department of Health's Bureau of House Counsel, stating that they have no objection to the filing of this Certificate of Amendment, is attached.

[THIS SPACE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, we have executed this Certificate of Amendment this 21st
day of ~~May~~, 2010.
June

[Redacted]
[Redacted], Chair

[Redacted]
[Redacted], Secretary

STATE OF NEW YORK)
) ss.:
COUNTY OF _____)

Sharon R. Prior
Notary Public State of New York
#01PR0026284
Niagara County
Commission Exp 06/14/2011

On this 21st June day of ~~May~~, 2010, before me, the subscriber, David Brock, to me known
and known to me to be the person described in and who executed the foregoing Certificate of
Amendment and duly acknowledged to me that he executed the same.

Sharon R. Prior
Notary Public

STATE OF NEW YORK)
) ss.:
COUNTY OF _____)

Sharon R. Prior
Notary Public State of New York
#01PR0026284
Niagara County
Commission Exp 06/14/2011

On this 21st June day of ~~May~~, 2010, before me, the subscriber, Holly Levy, to me known
and known to me to be the person described in and who executed the foregoing Certificate of
Amendment and duly acknowledged to me that he executed the same.

Sharon R. Prior
Notary Public



STATE OF NEW YORK DEPARTMENT OF HEALTH

Corning Tower The Governor Nelson A. Rockefeller Empire State Plaza Albany, New York 12237

Richard F. Daines, M.D.
Commissioner

James W. Clyne, Jr.
Executive Deputy Commissioner

September 27, 2010

Peter J. Millock
677 Broadway – 10th Floor
Albany, New York 12207-2996

Re: Certificate of Amendment of the Certificate of Incorporation of Planned Parenthood
of the Western New York, Inc.

Dear Mr. Millock:

The above referenced certificate of amendment, dated June 21, 2010 and signed by [REDACTED] and [REDACTED] does not require the formal approval of the Public Health Council or the Commissioner of Health under either the Public Health Law or the Not-for-Profit Corporation Law, since the certificate neither changes substantively the corporation's name nor amends substantively the corporation's purposes under Article 28 of the Public Health Law.

The Department of Health does not object to the certificate being filed with the Department of State.

Sincerely,

Michael M. Stone
Assistant Counsel
Bureau of House Counsel

101 014000 414

RECEIVED

2010 OCT 14 AM 10:02

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION OF
PLANNED PARENTHOOD OF THE WESTERN NEW YORK, INC.

UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

ERIC

1-CC
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 14 2010

TAX \$ _____

BY: 2w

ERIC

Filed by:

NIXON PEABODY LLP
677 Broadway, 10th Floor
Albany, New York 12207
(518) 427-2650

2010 OCT 14 AM 11:34

FILED

101 014000 457

FILING RECEIPT

=====

ENTITY NAME: PLANNED PARENTHOOD OF THE WESTERN NEW YORK, INC.

DOCUMENT TYPE: MERGER (DOM. NFP) COUNTY: ERIE
COUNTY PURPOSES PROCESS NAME PROVISIONS

SERVICE COMPANY: ** NO SERVICE COMPANY ** SERVICE CODE: 00

CONSTITUENT NAME: [REDACTED] INC.

=====

FILED:11/02/2006 DURATION:***** CASH#:061102000898 FILM #:061102000823

ADDRESS FOR PROCESS	EFFECT DATE
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NIXON PEABODY LLP	11/02/2006
30 SOUTH PEARL ST., STE. 900	
ALBANY, NY 12207	

REGISTERED AGENT

FILER	FEE	AMOUNT	PAYMENT	AMOUNT
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	FILING	30.00	CASH	0.00
	TAX	0.00	CHECK	90.00
NIXON PEABODY LLP	CERT	0.00	CHARGE	0.00
30 SOUTH PEARL ST	COPIES	10.00	DRAWDOWN	0.00
	HANDLING	50.00	OPAL	0.00
ALBANY, NY 12207			REFUND	0.00

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

November 2, 2006



A handwritten signature in black ink, appearing to read "D. A. ...", is written over the signature line.

Special Deputy Secretary of State

F061102000823

**CERTIFICATE OF MERGER
OF**

PLANNED PARENTHOOD OF [REDACTED]

AND

PLANNED PARENTHOOD OF [REDACTED]

INTO

PLANNED PARENTHOOD OF [REDACTED]

UNDER SECTION 904 OF THE NOT-FOR-PROFIT CORPORATION LAW

The undersigned, [REDACTED] and [REDACTED], being the Chair and Secretary of Planned Parenthood of [REDACTED], and [REDACTED] and [REDACTED] being the Chair and Secretary of Planned Parenthood of [REDACTED], said corporations being domestic corporations organized and existing under and by virtue of the laws of the State of New York, hereby certify:

(1) The names of the constituent corporations are Planned Parenthood of [REDACTED] [REDACTED], and Planned Parenthood of [REDACTED]. Planned Parenthood [REDACTED] was formed under the name of Planned Parenthood of [REDACTED] [REDACTED] Planned Parenthood of [REDACTED] was formed under the name [REDACTED] [REDACTED] Incorporated. The name of the surviving corporation is Planned Parenthood of [REDACTED].

(2) The membership and holders of certificate evidencing capital contributions and subventions, including their number, classification, and voting rights, as to each constituent corporation, are described as follows:

The members of Planned Parenthood of [REDACTED] are the voting members of its board of directors. The members of Planned Parenthood of [REDACTED] [REDACTED] are the voting members of its board of directors.

(3) The Certificate of Incorporation of Planned Parenthood of [REDACTED] was filed under the name [REDACTED] by the Department of State on April 30, 1971. The certificate of incorporation of Planned Parenthood of [REDACTED] was filed under the name Planned Parenthood of [REDACTED] by the Department of State on November 10, 1971.

(4) The amendments or changes in the certificate of incorporation of the surviving corporation which are to be effected by the merger are as follows:

1. Paragraph 1 of the Certificate of Incorporation of Planned Parenthood of [REDACTED], setting forth the surviving Corporation's name, is amended in full to read as follows:

"1. The name of the Corporation (the "Corporation") is Planned Parenthood of the Western New York, Inc."

2. A new Paragraph 2 shall be inserted, setting forth the surviving Corporation's status under the Not-for-Profit Corporation Law, to read in full follows:

"2. The Corporation is a corporation as defined in Section 102 (a)(5) of the Not-for-Profit Corporation Law. The Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law. The members of the Corporation are the voting members of its board of directors."

3. The existing Paragraph 2, setting forth the surviving Corporation's purposes, shall be renumbered as Paragraph 3 and is amended in its entirety to read as follows:

"3. The objects and purposes of the Corporation are as follows:

- (a) To be in harmony with the objects and purposes of the Planned Parenthood Federation of America, Inc., which is to provide leadership for the universal acceptance of family planning as an essential element of responsible parenthood, stable family life and social harmony; the provision of the necessary services; and the promotion to research in the field of human reproduction;
- (b) To contribute to the health, stability, and happiness of families and individuals (1) by providing general and technical information on the value of Planned Parenthood and by helping to create public opinion favorable to it; (2) by providing medically approved reproductive and other

health care services in conformity with the laws of the State of New York; (3) by providing comprehensive, age-appropriate sexuality education; (4) by providing means, through referral or otherwise, for childless women to obtain specialized medical advice on fertility problems; (5) by serving as demonstration centers for medical students, nurses, and members of other professional disciplines; and (6) by supporting research in human reproduction.

- (c) To provide information for family planning and to study the social and economic consequences of various rates of population increase;
- (d) To plan, construct, erect, build, acquire, reconstruct, own, maintain and operate diagnostic and treatment centers pursuant to Article 8 of the Public Health Law, provided, however, that no such diagnostic and treatment center shall be operated without the prior approval of the New York State Department of Health;
- (e) To provide such diagnostic and treatment centers services and facilities to out-of-hospital or ambulatory patients, by or under the supervision of a physician, for the prevention, diagnosis and treatment of human disease, pain, injury, deformity or physical condition;
- (f) To raise funds to carry out the purposes of the Corporation; and
- (g) To do any other lawful thing incidental to, connected with or useful, suitable or proper for the furtherance or accomplishment of the foregoing purposes.

The objects and purposes provided for herein shall be subject to the approvals or consents of such regulatory authorities as may be required by law. The Corporation is not being formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained."

4. A new Paragraph 4 shall be inserted, setting forth the surviving Corporation's tax exempt status under the Internal Revenue Code, to read in full as follows:

"4. It is the intention of the Corporation to qualify and remain qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Accordingly:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of any member (other than an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended), trustee, director, or 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 (other than an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended), trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of the corporate assets or dissolution of the Corporation.
- (b) Consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to, candidate for public office, provided that the Corporation may attempt to influence legislation on the local, State or Federal level through an attempt to affect the opinions of the general public or any segment thereof, and through communication with any member or employee of a legislative body, or with any government official or employee who may participate in the formulation of the legislation. Such attempt may be made directly by the Corporation or indirectly by supporting organizations which attempt to influence legislation on the Corporation's behalf or in their common interest.
- (c) Notwithstanding any other provision of this Certificate of Incorporation, this Corporation is organized exclusively for charitable, educational, religious, or scientific purposes as specified in Section 501(c)) of the Internal Revenue Code of 1986, as amended, and shall of carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)) of the Internal Revenue Code of 1986 or by a corporation, contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1986, as amended.
- (d) In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by operation of law, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation

in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Directors shall determine. Any of such assets not so disposed shall be disposed to other organizations which then qualify under Section 501(e)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which the Corporation was formed."

5. The existing Paragraph 4, setting forth the surviving Corporation's operational territory, shall be renumbered Paragraph 5 and is amended to read in full as follows:

"5. The territory in which the Corporation's operations are principally to be conducted is [REDACTED] and [REDACTED] Counties in the State of New York."

6. The existing Paragraph 5, setting forth the principal location of the surviving Corporation, shall be renumbered Paragraph 6 and amended to read in full as follows:

"6. The office of the Corporation will be located in [REDACTED] County in the State of New York."

7. The existing Paragraphs 6, 7, 8 and 10, setting forth, respectively, the number of the surviving Corporation's directors, the names and addresses of the Corporation's initial directors and referencing the New York State Department of Health's consent to the incorporation of the surviving Corporation, are deleted.

8. The existing Paragraph 9, setting forth the address for service of process upon the surviving Corporation, shall be renumbered Paragraph 7 and amended to read in full as follows:

"7. The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any such process against the Corporation served upon the Secretary of State shall be Nixon Peabody LLP, 30 South Pearl Street, Suite 900, Albany, New York 12207.

- (5) The merger was authorized with respect to Planned Parenthood of [REDACTED] in the following manner:

A plan of merger and this certificate of merger were adopted by the board of directors of Planned Parenthood of [REDACTED] at a meeting on December 12, 2005, by vote of a majority of the directors present at the time of the vote, a quorum being present at the time. The board submitted the plan and certificate to a vote of the members. Notice of meeting was given to each member whether or not entitled to vote. A copy of the plan of merger and certificate of merger accompanied the notice. The plan and certificate were approved by a unanimous vote at a duly called meeting of the members on December 12, 2005, at which a quorum was present, with no blank votes or abstentions.

- (6) The merger was authorized with respect to Planned Parenthood of [REDACTED] in the following manner:

A plan of merger and this certificate of merger were adopted by the board of directors of Planned Parenthood of [REDACTED] at a meeting on December 12, 2005, by vote of two-thirds of the votes cast by the directors present at the time of the vote, a quorum being present at the time. The board submitted the plan and certificate to a vote of the members. Notice of meeting was given to each member whether or not entitled to vote. A copy of the plan of merger and certificate of merger accompanied the notice. The plan and certificate were approved by a unanimous vote at a duly called meeting of the members on December 12, 2005, at which a quorum was present, with no blank votes or abstentions.

IN WITNESS WHEREOF, the undersigned have, on behalf of each constituent corporation, signed this certificate and hereby affirm it as true under the penalties of perjury.

PLANNED PARENTHOOD OF [REDACTED]	PLANNED PARENTHOOD OF [REDACTED]
[REDACTED]	

STATE OF NEW YORK)
)
COUNTY OF NIAGARA)

[REDACTED], being sworn, deposes and says that she is one of the persons described in and who executed the foregoing Certificate, that she has read the same and knows the contents thereof, and that the statements contained therein are true.

Sworn to before me this 10th
day of ~~December~~, 2005. January, 2006

David G. Brock
Notary Public
State of New York
My Commission Expires November 30, 2009

STATE OF NEW YORK)
COUNTY OF NIAGARA)

██████████, being sworn, deposes and says that she is one of the persons described in and who executed the foregoing Certificate, that she has read the same and knows the contents thereof, and that the statements contained therein are true.

Sworn to before me this 10th
day of ~~December, 2005.~~ January, 2006

David G. Brook
DAVID G. BROOK
Notary Public State of New York
My Commission Expires Nov. 30, 2009

STATE OF NEW YORK)
)
COUNTY OF ERIE)

██████████ being sworn, deposes and says that she is one of the persons described in and who executed the foregoing Certificate, that she has read the same and knows the contents thereof, and that the statements contained therein ██████████

Sworn to before me this 12th
day of December, 2005.

David G Brock
 Notary Public
 DAVID G. BROCK
 Notary Public State of New York
 Qualified in Erie County
 Commission Expires November 30th 2009

STATE OF NEW YORK
COUNTY OF ERIE

██████████, being sworn, deposes and says that she is one of the persons described in and who executed the foregoing Certificate, that she has read the same and knows the contents thereof, and that the statements contained therein are true.

Sworn to before me this 12th
day of December, 2005.

David G Brock
Notary Public
DAVID G. BROCK
Notary Public State of New York
Qualified in Erie County
Commission Expires November 30th 2009



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

PUBLIC HEALTH COUNCIL

August 25, 2006

Mr. Peter Millock
Attorney at Law
Nixon Peabody, LLP
30 South Pearl Street
Albany, New York 12207

Re: Certificate of Merger of Planned Parenthood of [REDACTED], and
Planned Parenthood of [REDACTED] into Planned Parenthood of [REDACTED]
[REDACTED]

Dear Mr. Millock:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 7th day of July, 2006 I hereby certify that the enclosed Certificate of Merger of Planned Parenthood of [REDACTED] and Planned Parenthood of [REDACTED] into Planned Parenthood of [REDACTED], is approved.

Sincerely,

Donna W. Peterson
Executive Secretary

Enclosure

/cf

10

At an Ex-Parte Part of the Supreme
Court of the State of New York, held
in and for the County of Niagara, on
the 27th day of ~~September~~ *October*, 2006.

PRESENT

HON: RICHARD C. KLOOGH, SR. ~~Justice~~ *AJSC*

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NIAGARA

In the Matter of the Application of

PLANNED PARENTHOOD OF [REDACTED]
[REDACTED]

and

PLANNED PARENTHOOD [REDACTED]
[REDACTED]

For an Approval of Plan of Merger Pursuant to §907 of the Not-
For-Profit Corporation Law

ORDER

Corp Index No. *7821*

Planned Parenthood of [REDACTED] and Planned Parenthood of [REDACTED]
[REDACTED], having duly made joint application for an order, pursuant to Section 907
of the Not-for-Profit Corporation Law, approving the Plan of Merger of said corporations and
authorizing the filing of a Certificate of Merger in accordance with section 904 of the Not-for-
Profit Corporation Law, and said application having regularly come to be heard,

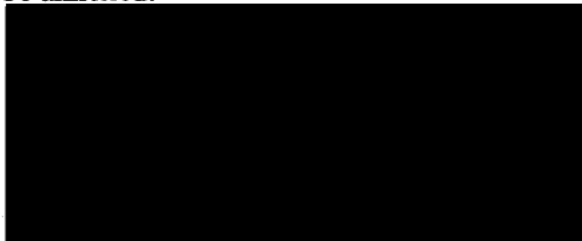
Now upon reading of the Verified Petition of said corporations, and the Plan of Merger
designated as Exhibit C therein, and it appearing that the Attorney General of the State of New
York has no objection to said Plan, and after due deliberation having been held thereon, and it
appearing that the interests of said corporations and the public interest will not be adversely
affected by the proposed merger, it is

ORDERED, that the Plan of Merger exhibited therein be and the same is hereby approved and it is further

ORDERED, that the use of any restricted assets held by the constituent corporations, designated as either Temporarily Restricted (funds that have been restricted by the Board of Directors of the constituent corporations for specific uses) or Permanently Restricted (funds whose use has been designated for specific purposes by donors to the constituent corporations), shall not change as a result of the merger.

ORDERED that the aforesaid Certificate of Merger is authorized to be filed by the Department of State in accordance with Section 904 of the Not-For-Profit Corporation Law, to which certificate a copy of this Order shall be annexed.

ENTER:



GRANTED

OCT 27 2006
BY *Jo Anne Gazy*
JO ANNE GAZY
COURT CLERK

THE ATTORNEY GENERAL HEREBY APPEARS HEREIN,
HAS NO OBJECTION TO THE GRANTING OF
JUDICIAL APPROVAL HEREON. ACKNOWLEDGES
RECEIPT OF STATUTORY NOTICE AND DEMANDS
SERVICE OF ALL PAPERS SUBMITTED HEREIN
INCLUDING ALL ORDERS JUDGMENTS AND
ENDORSEMENTS OF THE COURT SAID NO OBJECTION
IS CONDITIONED ON SUBMISSION OF THE MATTER
TO THE COURT WITHIN 30 DAYS HEREAFTER.

William F. ... 10-18-06
ASSISTANT ATTORNEY GENERAL DATE

F 061102000 823

CERTIFICATE OF MERGER
OF
PLANNED PARENTHOOD OF [REDACTED]
AND
PLANNED PARENTHOOD OF [REDACTED]
INTO
PLANNED PARENTHOOD OF [REDACTED]

UNDER SECTION 904 OF THE NOT-FOR-PROFIT CORPORATION LAW

FILED

2006 NOV -2 PM 2:52

1cc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED NOV 02 2006

TAX \$
BY: fmh

Niagara/Eric

Filed by:

NIXON PEABODY LLP
30 South Pearl Street
Albany, New York 12207

ATTACHMENT 3-B-6

Bylaws

of

Planned Parenthood of Western New York, Inc.

PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.

BYLAWS

Revised 9/22/06

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BYLAWS
OF
PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.

ARTICLE I - NAME

The name of the Corporation is PLANNED PARENTHOOD OF WESTERN NEW YORK, INC., or as otherwise provided in the Certificate of Incorporation as amended from time to time, hereinafter referred to as "the Agency".

ARTICLE II - AFFILIATION

The Agency shall at all times be a non-profit organization qualifying for federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, shall maintain affiliation with Planned Parenthood Federation of America, Inc. ("PPFA"), and shall operate its program in conformity with accepted medical standards established by the National Medical Committee of PPFA and in conformity with the standards of affiliation as detailed in the Bylaws of PPFA. The Agency is responsible for ensuring that all of its activities, programs, services and pronouncements, and those of any sub-unit, are in conformity with PPFA Standards and Policies and shall publicly support the purposes and policies of PPFA.

ARTICLE III - MISSION

Planned Parenthood of Western New York, Inc. is a trusted provider of reproductive and other health care, education and advocacy, committed to empowering responsible decision-making and the advancement of reproductive rights for all.

ARTICLE IV- OFFICE

The principal office of the Agency shall be located in the Greater Western New York area as the Board of Directors may determine. The books of the Agency shall be kept at the principal office and shall contain the Certificate of Incorporation, the Bylaws, the minutes of Board meetings and other pertinent documents.

ARTICLE V- MEMBERS AND MEMBERSHIP

The membership of the Agency will consist of two classes of members, Voting and Associate (non-voting).

- a) The Board of Directors will constitute the voting membership of the Agency and each Director will have one vote in any matter before the Board of Directors. Ex-officio members of the Board will not be voting members.
- b) The Board of Directors may, in its discretion, appoint a non-voting Advisory Board and/ or Honorary Board.
 - (1) Advisory Board (if any):
 - individuals who support the purpose and goals of the Agency; and
 - attend and regularly participate in a committee of the Agency by invitation of its chair;
 - appointment to the Advisory Board is temporary, for the duration of the individual's association with the Agency.
 - (2) Honorary Board (if any):
 - recognizes people for their noteworthy contribution to the Agency, whether that be through service or financial assistance;
 - appointment to the Honorary Board is a life-long appointment.

ARTICLE VI-BOARD OF DIRECTORS

Section 1: General Powers

The affairs of the Agency shall be managed under the direction of the Board of Directors (the "Board") and its elected officers. The Board shall have full power to carry out the affairs of the Agency and to formulate policy. The Board is ultimately responsible for the financial well being of the corporation, and it will be the responsibility of the Board to:

- a) Hire, supervise, evaluate annually, in writing, and retain or terminate the services of the Chief Executive Officer, to whom the Board shall delegate responsibility and authority for the Agency's operational management;
- b) Review the balance sheet and statement of activities at least quarterly to ensure the financial well-being of the Agency;

c) Approve personnel policies as contained in the employee handbook and union contracts that conform to applicable local, state and federal laws and that have been given prior review by legal counsel; and

d) Adopt and monitor the annual budget, approve an independent auditor, review the annual audit, and have an opportunity to meet with the independent auditor without staff present.

Section 2: Composition

There shall be not less than fifteen elected directors. The specific number of directors at any given time shall be as fixed by the Board. To the extent possible, the membership of the Board shall include representatives from the various communities served by the Agency.

Section 3: Election

a) Directors shall be elected by the voting membership at the Annual Meeting, which shall be held at such time as the Board shall determine, from a slate of candidates developed and presented by the Board Nominating and Leadership Development Committee. The names and qualifications of candidates shall be presented to the Board at the regular meeting of the Board preceding the Annual Meeting, unless otherwise determined by the Board.

b) Vacancies occurring on the Board may be filled at any regular or special meeting of the Board by election from candidates presented by the Board Nominating and Leadership Development Committee.

Section 4: Tenure

a) Directors elected at the Annual Meeting shall serve for a term of three years, which term shall begin on the January 1 next following such Annual Meeting.

b) In the event a director is elected at a time other than the Annual Meeting, such director shall serve until the next Annual Meeting, unless the director is filling the unexpired term of another director in which case the new director shall serve the balance of the unexpired term. A director so elected may serve two additional consecutive three year terms.

c) Unless otherwise provided in Section 4(b) above, directors may be elected for a maximum of two full three year terms and shall not be eligible to serve an additional term until one year has elapsed.

d) Any director who serves as Chair of the Board during the third year of his or her second full term, shall remain a director for one additional year following his or her term as Chair.

e) Any director who serves as First Vice Chair during the third year of his or her second full term, shall remain a director, if elected Chair, and for one additional year following his or her term as Chair.

Section 5: Affirmative Action

The slate of candidates presented to the Board shall, to the greatest degree possible, ensure that Board membership is representative of the racial, ethnic and socioeconomic diversity of the communities it serves. No person shall be excluded from membership on the Board on the basis of race, color, ethnicity or national origin, religion, sex, age, gender or sexual orientation, disability, income or marital status.

Section 6: Duties of Directors

- a) The primary duty of the Directors shall be to manage the affairs of the Agency as stated in Sections 701 (a) and 717 of the New York Not-for-Profit Corporation Law.
- b) Directors shall support the mission, philosophy, purpose and goals of the Agency.
- c) Directors shall attend regular and other meetings of the Board.
- d) Directors shall promote the Agency in the community but are not authorized to serve as spokespersons for the Agency or the Board.
- e) Directors shall both participate in and contribute to the Agency's fund raising efforts.

Section 7: Conflict of Interest and Incurring of Agency Obligations

- a) No Board member, employee or volunteer of the agency may use his/her position to further the manufacture, distribution, promotion or sale of any materials, products or services in which he or she has any direct or indirect interest.
- b) In the absence of fraud, no contract or transaction between the Agency and any of its directors or officers or any corporation or other entity in which any of such directors or officers is a director or officer, or is financially interested, shall be void or voidable for this reason alone or by reason that the director or officer was present at a meeting of the Board, or of a committee thereof, which approved such contract or transaction, provided that the material facts of such common directorship, office, or financial or other interest is disclosed or known to the Board or committee, and that the Board or committee approves such transaction or contract by a vote sufficient for such purpose without the vote of such interested director. Such director may, however, be counted in determining the presence of a quorum at such meeting.
- c) Except as otherwise provided in these Bylaws, no member of the Board may obligate the Agency without specific authority of the Board. No director may seek or accept payments, loans, services or personal gifts, other than gifts of nominal value, from an individual or representative of a business doing or seeking to do business with the Agency. No gifts of cash or cash equivalents are permitted.
- d) On at least an annual basis, each director shall submit a disclosure form to the Agency, which form shall identify those corporations or other entities in which such director has a financial or other interest.

Section 8: Resignation, Removal, and Leave of Absence

a) Any director may resign by giving written notice of his or her resignation to the Chair or Secretary of the Board who shall present it to the Board at the first meeting after its receipt. The resignation shall be effective upon acceptance by the Board.

b) Any director may be removed, with or without cause, by a vote of two-thirds (2/3) of the Board of Directors at any meeting if quorum requirements are fulfilled.

c) Any director who is absent from four (4) or more Board meetings without contact in one year will be presumed to have resigned. In exceptional circumstances the Chair may waive automatic resignation.

d) Any director may request a leave of absence from the Board, and such leave shall be granted contingent upon approval by the Chair. The leave of absence shall be for a specified period of time, and shall run concurrently with the director's term of office. While on leave, the director will continue as a non-voting member of the Board.

Section 9: Reimbursement for Expenses and Indemnification

a) Right of Indemnification: Each director and officer of the Agency, whether or not then in office, and any person whose testator or intestate was such a director or officer, shall be indemnified by the Agency for, and in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the Not-For-Profit Corporation Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the Agency shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a director or officer only if such action or proceeding (or part thereof) was authorized by the Board.

b) Advancement of Expenses: Expenses incurred by a director or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article VI may be paid by the Agency in advance of the final disposition of such action or proceeding upon (i) the receipt of an undertaking by or on behalf of such director or officer to repay such advancement in case such director or officer is ultimately found not to be entitled to indemnification as authorized by this Article VI and (ii) approval by the Board acting by a quorum consisting of directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then by vote of a majority of the entire voting Board. To the extent permitted by law, the Board will not be required to find that the director or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Agency makes any advance payment of expenses hereunder.

c) Availability and Interpretation: To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article VI (i) shall be available with respect to events occurring prior to the adoption of this Article VI, (ii) shall continue to exist after any rescission or restrictive amendment of this Article VI with respect to

events occurring prior to such rescission or amendment, (iii) will be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director or officer (or, if applicable, at the sole discretion of the testator or intestate of such director or officer seeking such rights), on the basis of applicable law in effect at the time such rights are claimed and (iv) will be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Agency and the director or officer for whom such rights are sought were parties to a separate written agreement.

d) Other rights: The rights of indemnification and to the advancement of expenses provided in this Article VI will not be deemed exclusive of any other rights to which any director or officer of the Agency or other person may now or hereafter be otherwise entitled, whether contained in the certificate of incorporation, these by-laws, resolution of the Board or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article VI will not be deemed exclusive of any rights, pursuant to statute or otherwise, of any director or officer of the corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof

e) Severability: If this Article VI or any part hereof is held to be unenforceable in any respect by a court of competent jurisdiction, it will be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article VI will remain fully enforceable. Any payments made pursuant to this Article VI will be made out of funds legally available therefore.

ARTICLE VII - MEETINGS OF THE BOARD OF DIRECTORS

Section 1: Meetings

a) Meetings of the Board shall be held at least six (6) times per year.

b) Pursuant to Article VI, Section 2 of these Bylaws, the size of the Board will be determined from time to time by the Board, provided that there shall not be less than fifteen directors at any time. A quorum for the transaction of business shall be at least one more than one half of the entire Board (which shall include the total number of directors entitled to vote that the Agency would have if there were no vacancies at the time of such meeting), unless otherwise required by law. Directors on leave of absence will not be counted when determining a quorum. A vote of a majority of those present at any meeting at which a quorum is present will be the act of the Board unless otherwise required by law.

c) Notices of regular meetings of the Board shall be given to each member of the Board not less than three (3) nor more than ten (10) days in advance of such meetings. Notice may be by mail, telephone, e-mail or fax.

Section 2: Special Meetings

a) Special meetings of the Board may be called by or at the request of an officer or upon the written request of not less than one-fifth (1/5) of the voting Board or any four voting members of the Board, whichever is greater, presented to an officer of the Board or Chief Executive Officer who shall then notify the Board. The person or persons authorized to call special meetings of the Board shall fix the time for the meeting. Such meetings shall be held within the service area of the Agency.

b) Notice of any special meeting of the Board shall be sent in such a manner that it could reasonably be expected to be received at least twenty-four (24) hours prior to the meeting. Notice may be by mail, telephone, e-mail or fax. Such notice shall specify the nature of the business to be transacted at the meeting. Any director may waive notice, in writing, of any meeting. The attendance of any director at any meeting will constitute a waiver of notice of such meeting.

Section 3: Annual Meeting

a) An Annual Meeting of the Board shall be held once each year at a time and place designated by the Board. The Annual Meeting shall be held for the purpose of electing officers and directors, approving annual work plans and budget, and for the transaction of such other business as may properly come before the meeting.

b) Directors shall be notified in writing of the Annual Meeting not less than three (3) nor more than ten (10) days in advance of such meeting.

Section 4: Unanimous Written Consent

Any action by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting, if consent in writing setting forth the action to be taken is signed by all the directors entitled to vote with respect to the subject matter thereof.

ARTICLE VIII-OFFICERS

Section 1: Officers and Qualifications

The officers of the Board will be a Chair, one or more Vice Chairs, a Secretary, a Treasurer and a Chief Executive Officer. Officers, with the exception of the Chief Executive Officer, who will be appointed by the Board, shall be members of the Board. No director may be elected to hold the office of Vice Chair, Secretary or Treasurer for a term that will run after the third year of his or her second full term as director. A director may accede to the office of Chair for a term to run in the year following his or her second full term as director.

Section 2: Election

a) The Chair, Vice Chair(s), Treasurer and Secretary shall be elected by the Board at the Annual Meeting from a slate of candidates developed by the Board Nominating and Leadership Development Committee. The names and qualifications of candidates shall be presented to the Board at the regular meeting of the Board preceding the Annual Meeting, unless otherwise determined by the Board. Additional nominations may be submitted to the Board Nominating and Leadership Development Committee at least twenty (20) days prior to the Annual Meeting by written petition signed by not less than four (4) members of the Board. These additional nominations shall also be circulated to the Board in advance of the Annual Meeting. In the event of such additional nominations, voting shall be by written ballot and majority of the votes cast shall elect.

b) Vacancies in the offices of Chair, Vice Chair(s), Treasurer or Secretary shall be filled by election at a regular or special meeting of the Board from candidates selected and presented by the Board Nominating and Leadership Development Committee in consultation with the Executive Committee. Notice of the vacancy and the names and qualifications of candidates will be given to the Board no less than ten (10) days prior to the meeting at which the election is to be held. All reasonable efforts shall be made to fill vacancies in these offices within sixty (60) days.

Section 3: Tenure

a) Officers elected at the Annual Meeting will assume their duties on the following January 1 and serve for a term of one year or until their successor is elected. Officers elected to fill a vacancy shall assume their duties upon their election and serve until the next Annual Meeting or until their successors are elected.

b) The Secretary, Treasurer and any Vice Chair may be reelected for consecutive terms, provided such terms run while they are eligible to serve as directors.

c) The Chair may not serve for more than two (2) consecutive terms, unless he/she has assumed the duties of the office to fill a vacancy.

Section 4: Duties of Officers

a) The Chair is the senior officer of the Agency and will call and preside at all meetings of the Board. The Chair will appoint, with Board approval, the chairpersons of all committees except the chair of the Board Nominating and Leadership Development Committee, who will be elected as hereinafter provided. The Chair will sign all contracts authorized by the Board or delegate such duty to another officer. The Chair will appoint representatives of the membership to attend regional and national meetings of PPFA.

b) The First Vice Chair will perform all duties of the Chair in the event of the Chair's absence or inability to act and such other duties as are designated by the Chair and Board.

c) The Treasurer is the chief financial officer of the Board and has responsibility for the custody and control of all funds. The Treasurer shall cause all debts and obligations of the Agency to be paid, and shall cause to be furnished an annual audited statement of the Agency, in compliance with Section 519 of New York Not-for-Profit Corporation Law. The Treasurer shall also furnish to the Board a monthly statement or financial report. The Treasurer will chair the Financial Resources Committee.

d) The Secretary is responsible for recording the minutes of all meetings of the Board, and will perform such other duties as are designated by the Chair and the Board.

e) The Chief Executive Officer's duties are as stated in Article XII hereof.

Section 5: Removal

Any officer of the Board may be removed by the Board with or without cause by a two-thirds (2/3) vote of the Board at any meeting if quorum requirements are fulfilled.

ARTICLE IX - COMMITTEES

Section 1: Committees of the Board

a) The standing committees of the Board shall be: Executive Committee, Financial Resources Committee, and Board Nominating and Leadership Development Committee.

b) Other committees, ad hoc and special, may be appointed by the Chair, when necessary, or as directed by the Board.

Section 2: Chairpersons - General

a) Chairpersons shall be chosen from among the elected members of the Board.

b) Chairpersons are responsible for the minutes of their respective committee meetings and for furnishing reports to the Chair as requested. Chairpersons are responsible for notifying members of their committees as to time, dates and locations of committee meetings. Committee chairpersons are also responsible for determining the agenda of committee meetings, for conducting planning of Agency policy consistent with the charge of their committees, and for presenting policy recommendations from their committee to the Board for action.

Section 3: Committee Membership - General

a) Except as otherwise specifically provided herein, each committee's membership will be appointed by the Chair and shall include at least three members of the current Board, one of whom shall be the chairperson of the committee. Vacancies on any committee shall be filled by the Chair.

b) Committee membership also may include community representatives chosen to serve on a committee by the chairperson, with the approval of the Chair. Any such community representatives will serve as non-voting members of such committees.

c) The Chair is an ex officio, voting member of all committees and will be counted as a member of each committee for all purposes. The Chief Executive Officer, or his/her delegate, is an ex officio, non-voting member of all committees.

d) Any committee member may be excused from a committee meeting during deliberations regarding issues which may present a conflict of interest for such committee member.

Section 4: Committee Meetings and Responsibilities - General

a) Committees will meet as necessary as determined by the chairperson of each committee but, in no event, less than two (2) times per year.

b) Except as otherwise provided below, the presence at a meeting of one-third (1/3) of the voting committee membership, but in all circumstances not less than two directors, will constitute a quorum and a majority vote of those present shall be an act of the committee.

c) No committee, including the Executive Committee, has authority to take action on the Board's behalf unless specifically stated in the Bylaws or Board policies or unless expressly authorized or directed by the Board.

d) Each committee shall report to the Chief Executive Officer and the Board at regular intervals.

Section 5: Executive Committee

a) Membership will consist of the officers of the Board and the Chief Executive Officer.

b) The presence of a majority of the current voting membership of the Executive Committee, including either the Chair or the First Vice Chair, will constitute a quorum for the transaction of business by the Executive Committee.

c) Subject to the limitations set forth in Section 712 of the New York Not-for-Profit Corporation Law, the Executive Committee will exercise all functions of the Board in the intervals between regularly scheduled meetings of the Board except as to matters involving the employment of the Chief Executive Officer and the incurring of contractual obligations by the Agency in excess of \$5,000.00 which have not been approved for the current operating budget. Except for these matters, all business requiring transaction in the intervals between Board meetings, and as described under Committee Responsibilities, will be carried out with full authority by the Executive Committee, provided that action taken by the Executive Committee may be rescinded by a vote of two-thirds (2/3) of the full Board at the special or regularly scheduled meeting of the Board immediately following the action or discovery of the action by the full Board. The chairperson shall notify the Board of any significant action taken on behalf of the

Board by the Executive Committee not less than three (3) days prior to the regular meeting of the Board following the action.

d) The Executive Committee shall conduct an annual evaluation of the Chief Executive Officer drawing on input from the entire Board, culminating in a written evaluation. The Chair and First Vice Chair, or other member of the Board as designated by the Chair, shall meet with the Chief Executive Officer to review the results of the evaluation.

e) The Executive Committee shall review, develop and recommend personnel policies as necessary to the Board and assure implementation of the Agency's affirmative action plan.

f) The Chief Executive Officer and/or Chair may bring to the Executive Committee issues not otherwise covered by the standing committees.

Section 6: Financial Resources Committee

a) The Treasurer will be chair of the Financial Resources Committee.

b) The Financial Resources Committee shall monitor the financial operations and financial status of the Agency; shall make financial policy and planning recommendations to the Board for action; shall review and recommend the implementation of the Agency operating budget; shall recommend for Board approval a firm to complete the Agency audit annually; and shall report, as necessary, to the Board on the financial status and transactions of the Agency.

Section 7: Board Nominating and Leadership Development Committee

a) The members of the Board Nominating and Leadership Committee will be elected by the Board at the Annual Meeting of the Board, and vacancies occurring on the Committee may be filled (or new members added to the Committee) at any regular or special meeting of the Board, from a slate of candidates presented by the committee for such election.

b) To the extent possible, membership on the Board Nominating and Leadership Development Committee shall reflect the racial, ethnic and socioeconomic diversity of the community. At least one member of the Board Nominating and Leadership Development Committee must be African American, Latino, Native American, Asian American or other person of color as defined in Article XVIII of the Bylaws of PPFA.

c) The Chairperson of the Board Nominating and Leadership Development committee shall be elected by the members of the Committee at the first meeting of the committee in each calendar year.

d) Members of the Board Nominating and Leadership Development Committee will serve for a term of one year to commence upon their election and to expire upon the election of their successors. No person may serve more than four consecutive terms.

e) The Board Nominating and Leadership Development Committee will solicit from the Board, from agency staff and other possible sources, the names of qualified potential candidates and shall develop a slate of candidates for membership on the Board of the Agency and of the Board of the Planned Parenthood of [REDACTED] (the "Foundation") to be presented, along with the qualifications of these candidates, to the Board as set forth in these Bylaws. Such slate shall be voted upon at the Annual Meeting. Such slate of candidates shall, to the greatest degree possible, ensure that Board membership is representative of the racial, ethnic and socioeconomic diversity of the community.

f) The Board Nominating and Leadership Development Committee also shall develop a slate of candidates for the offices of Chair, Vice Chair(s), Treasurer and Secretary to be presented, along with the qualifications of the candidates, to the Board as set forth in these Bylaws. Such slate shall be voted upon at the Annual Meeting.

g) The Board Nominating and Leadership Development Committee will assist in the orientation, monitoring and training of new members of the Board of the Agency and of the Foundation and in general development for members of both Boards.

ARTICLE X- SUBSIDIARY AND AUXILIARY GROUPS

The Board may establish subsidiary and auxiliary groups to promote the purposes and goals of the Agency. Any such subsidiary or auxiliary group must comply with the Bylaws and the Policies and Procedures of the Agency.

ARTICLE XI - LEGAL COUNSEL

Legal counsel will be appointed by the Chair with the approval of the Board. His/her function will be advisory. At the discretion of the Chief Executive Officer, or at the direction of the Chair, all legal matters will be referred to counsel for opinion and advice.

ARTICLE XII- CHIEF EXECUTIVE OFFICER

Section 1: Responsibilities

The Chief Executive Officer of the Agency is a non-voting member of all standing committees,. She/he will have general and active management and control of the business and affairs of the Agency subject to the control of the Board; and, except where by law the signature of the Chair is required, or unless as otherwise delegated by the Board, the Chief Executive Officer will possess the same power and authority as the Chair of the Agency to execute all certificates, contracts or other documents or instruments of the Agency that may be authorized by the Board.

The Chief Executive Officer shall be responsible to the Board for:

- a) management of the Agency, implementation of policies, employment, supervision and termination of staff;
- b) development of annual work plans, objectives and priorities consistent with the Agency long range plan and policies;
- c) development of annual and special budgets in collaboration with the Financial Resources Committee;
- d) adherence to generally accepted accounting practices;
- e) ensuring agency compliance with all appropriate local, state and federal regulations and PPFA standards;
- f) routine reporting to support Board monitoring responsibilities;
- g) development and maintenance of risk management activities to include adequate insurance to protect the Agency;
- h) signing all contracts for ongoing grant programs, service agreements, contracts with vendors and other providers, and checks within the Financial Resources Committee policies, and deeds, leases, transfers, contracts, bonds, notes and other instruments as authorized by the Board;
- i) preparing Board agendas, in consultation with the Chair;
- j) actively seeking funding for agency programs;
- k) developing positive community relations by promoting public awareness and understanding of the Agency philosophy and programs;
- l) participating in state and PPFA activities as possible.

Section 2: Liaison with the Board

The Chief Executive Officer's chief liaison to the Board will
be the Chair.

Section 3: Indemnification

The Chief Executive Officer will be indemnified for reasonable expenses and costs, including attorney's fees actually and necessarily incurred by him or her, in connection with any action or proceeding, in court or otherwise, by reason of his or her acting in the capacity of Chief Executive Officer to the extent the Agency is insured against such expenses and costs,

ARTICLE XIII- GENERAL POLICIES

Section 1: Execution of Instruments

All deeds, leases, transfers, contracts, bonds, notes, and other instruments authorized to be executed by an officer of the Agency in its behalf shall be signed by the Chair, the Chief Executive Officer or the Treasurer except as the Board may in these Bylaws or in particular cases otherwise determine.

Section 2: Media Releases

It is the policy of the Agency that the Chief Executive Officer be responsible for reviewing the content of media releases and advertising copy and when, in his/her judgment, the subject matter requires it, request approval of the Board and/or legal counsel prior to its publication or use.

Section 3: Restriction Regarding Employees

a) No employee of the Agency, or relative of an employee of the Agency, may serve on the Board or hold an elective office of the Agency.

b) No employee of PPFA, or any affiliate thereof, may serve on the Board or hold an elective office of the Agency.

Section 4: Use of Facilities

It is the policy of the Agency that it will not enter into any contract or other arrangement for the use of any facility that discriminates in its membership policies or otherwise whether written or in practice, on the basis of race, color, religion, sex, ethnicity or national origin, age, gender or sexual orientation, disability, marital status or other bases protected by applicable law.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised constitute the ruling authority in all cases where they do not conflict with these Bylaws or any rules of procedure duly adopted by the Board.

ARTICLE XV- AMENDMENTS AND REVIEW

The Bylaws may be amended by the Board at any regular or special meeting, provided a copy of the proposed amendment or a statement of its purpose is been sent to all members of the Board with the notice of the meeting.

ARTICLE XVI - IN EVENT OF DISSOLUTION

Upon the dissolution of the Agency, all of the assets of the Agency remaining after the payment or satisfaction of its liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or any corresponding section of any future Federal tax code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

ARTICLE XVII - RULES OF PROCEDURE

The Board or the Executive Committee, with the approval of the Board, may promulgate, amend or revoke such Rules of Procedure for the conduct of the affairs of this organization as it, from time to time, deems fit; provided such rules may not be inconsistent with these Bylaws and shall be put in writing and attached hereto.

ARTICLE XVIII - CORPORATE SEAL

The Agency may have a seal which shall be kept at the principal office of the Agency and used as permitted and authorized by law in connection with the Agency's affairs.

Adopted:

809353

ATTACHMENT 4-A-1

Certificate of Merger

CERTIFICATE OF MERGER
OF
PLANNED PARENTHOOD OF THE [REDACTED]
[REDACTED]
AND
PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.
INTO
PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.

UNDER SECTION 904 OF THE NOT-FOR-PROFIT CORPORATION LAW

The undersigned, [REDACTED] and [REDACTED] being the Chair and Secretary of Planned Parenthood of the [REDACTED] [REDACTED] and [REDACTED] and [REDACTED] [REDACTED] being the Chair and Secretary of Planned Parenthood of Western New York, Inc., said corporations being domestic corporations organized and existing under and by virtue of the laws of the State of New York, hereby certify:

(1) The names of the constituent corporations are Planned Parenthood of the [REDACTED] and Planned Parenthood of Western New York, Inc. The name of the surviving corporation is Planned Parenthood of Western New York, Inc. Planned Parenthood of the [REDACTED] was formed under the name of Planned Parenthood [REDACTED] Planned Parenthood of Western New York, Inc. was formed under the name [REDACTED]
[REDACTED]

(2) The membership and holders of certificate evidencing capital contributions and subventions, including their number, classification, and voting rights, as to each constituent corporation, are described as follows:

The Planned Parenthood of the [REDACTED] has no corporate members. The members of Planned Parenthood of Western New York, Inc. are the voting members of its board of directors.

(3) The Certificate of Incorporation of Planned Parenthood of the [REDACTED] [REDACTED] was filed under the name Planned Parenthood [REDACTED] [REDACTED] by the Department of State on November 13, 1969. The certificate of incorporation of Planned Parenthood of the Western New York, Inc. was filed under the name [REDACTED] by the Department of State on April 30, 1971.

(4) The amendments or changes in the certificate of incorporation of the surviving corporation which are to be effected by the merger are as follows:

1. Paragraph 1 of the Certificate of Incorporation of Planned Parenthood of Western New York, Inc., setting forth the surviving Corporation's name, shall be amended in full to read as follows:

"1. The name of the Corporation (the "Corporation") is PLANNED PARENTHOOD OF CENTRAL AND WESTERN NEW YORK, INC."

2. Paragraph 2, setting forth the surviving Corporation's status under the Not-for-Profit Corporation Law, shall be amended to read in full as follows:

"2. The Corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law. The Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law. The Corporation shall have no members."

3. Paragraph 3(b)(3) and (6), setting forth the surviving Corporation's powers and purposes, shall be amended by the addition of a new paragraph 3(b)(3) and revision of paragraph 3(b)(6), and existing paragraphs 3(b)(3)-(6) shall be renumbered 3(b)(4)-(7), to read in full as follows:

"(b) To contribute to the health, stability, and happiness of families and individuals (1) by providing general and technical information on the value of planned parenthood and by helping to create public opinion favorable to it; (2) by providing medically approved reproductive and other health care services in conformity with the laws of the State of New York; (3) by providing sexual assault support services; (4) by providing comprehensive, age-appropriate sexuality education; (5) by providing means, through referral or otherwise, for childless women to obtain specialized medical advice on fertility problems; (6) by serving as demonstration centers for medical students, medical residents, nurses, and members of other professional disciplines; and (7) by supporting research in human reproduction;"

4. Paragraph (3)(c), setting forth the surviving Corporation's powers and purposes, shall be amended to read in full as follows:

"(c) To provide information about family planning;"

5. Paragraph 5, setting forth the surviving Corporation's operational territory, shall be amended to read in full as follows:

"5. The territory in which the Corporation's operations are principally to be conducted is [REDACTED] Counties in the State of New York."

6. Paragraph 6, setting forth the principal location of the surviving Corporation, shall be amended to read in full as follows:

"6. The principal office of the Corporation will be located in [REDACTED] County in the State of New York."

(5) The Certificate of Incorporation of Planned Parenthood of Western New York, Inc. shall be amended and restated in its entirety to read as follows:

1. The name of the Corporation is PLANNED PARENTHOOD OF CENTRAL AND WESTERN NEW YORK, INC.

2. The Corporation is a Corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law. The Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law. The Corporation shall have no members.

3. The objects and purposes of the Corporation are as follows:

(a) To be in harmony with the objects and purposes of the Planned Parenthood Federation of America, Inc., which is to provide leadership for the universal acceptance of family planning as an essential element of responsible parenthood, stable family life and social harmony; the provision of the necessary services; and the promotion of research in the field of human reproduction;

(b) To contribute to the health, stability, and happiness of families and individuals (1) by providing general and technical information on the value of planned parenthood and by helping to create public opinion favorable to it; (2) by providing medically approved reproductive and other health care services in conformity with the laws of the State of New York; (3) by providing sexual assault support services; (4) by providing comprehensive, age-appropriate sexuality education; (5) by providing means, through referral or otherwise, for childless women to obtain

specialized medical advice on fertility problems; (6) by serving as demonstration centers for medical students, medical residents, nurses, and members of other professional disciplines; and (7) by supporting research in human reproduction;

- (c) To provide information about family planning;
- (d) To plan, construct, erect, build, acquire, reconstruct, own, maintain and operate diagnostic and treatment centers pursuant to Article 28 of the Public Health Law, provided, however, that no such diagnostic and treatment center shall be operated without the prior approval of the New York State Department of Health;
- (e) To provide at such diagnostic and treatment centers services and facilities to out-of-hospital or ambulatory patients, by or under the supervision of a physician, for the prevention, diagnosis and treatment of human disease, pain, injury, deformity or physical condition;
- (f) To raise funds to carry out the purposes of the Corporation; and
- (g) To do any other lawful thing incidental to, connected with or useful, suitable or proper for the furtherance or accomplishment of the foregoing purposes.

The objects and purposes provided for herein shall be subject to the approvals or consents of such regulatory authorities as may be required by law. The Corporation is not being formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

4. It is the intention of the Corporation to qualify and remain qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Accordingly:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of any member (other than an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended), trustee, director, or 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 (other than an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended), trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of the corporate assets or dissolution of the Corporation.
- (b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence

legislation; nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office, provided that the Corporation may attempt to influence legislation on the local, state or federal level through an attempt to affect the opinions of the general public or any segment thereof, and through communication with any member or employee of a legislative body, or with any government official or employee who may participate in the formulation of the legislation. Such attempt may be made directly by the Corporation or indirectly by supporting organizations which attempt to influence legislation on the Corporation's behalf or in their common interest.

(c) Notwithstanding any other provision of this Certificate of Incorporation, this Corporation is organized exclusively for charitable, educational, religious, or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or by a corporation, contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1986, as amended.

(d) In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by operation of law, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Directors shall determine. Any of such assets not so disposed shall be disposed to other organizations which then qualify under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which the Corporation was formed.

5. The territory in which the Corporation's operations are principally to be conducted is [REDACTED]
[REDACTED] Counties in the
State of New York.

6. The principal office of the Corporation will be located in the [REDACTED] County in the State of New York.

7. The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any such process against the Corporation served upon the Secretary of State is: Nixon Peabody LLP, 677 Broadway, Albany, New York 12207.

(6) The merger was authorized with respect to Planned Parenthood of the [REDACTED] in the following manner:

A plan of merger and this certificate of merger were adopted by the board of directors of Planned Parenthood of the [REDACTED] at a meeting on May 15, 2013, by the vote of a majority of the directors present at the time of the vote, a quorum being present.

(7) The merger was authorized with respect to Planned Parenthood of Western New York, Inc. in the following manner:

A plan of merger and this certificate of merger were adopted by the board of directors of Planned Parenthood of Western New York, Inc. at a meeting on May 15, 2013, by vote of a majority of the directors present at the time of the vote, a quorum being present at the time. The board submitted the plan and certificate to a vote of the members. The plan and certificate were approved by a vote of two-thirds of the members at a duly called meeting of the members on May 15, 2013, at which a quorum was present.

IN WITNESS WHEREOF, the undersigned have, on behalf of each constituent corporation, signed this certificate and hereby affirm it as true under the penalties of perjury.

PLANNED PARENTHOOD OF THE	PLANNED PARENTHOOD OF
<div data-bbox="175 256 776 298" style="background-color: black; height: 20px; width: 100%;"></div>	WESTERN NEW YORK, INC.
By <div data-bbox="219 298 812 615" style="background-color: black; width: 100%; height: 150px;"></div>	By: _____ <div data-bbox="906 403 1075 445" style="background-color: black; width: 60px; height: 20px;"></div> Chair
By <div data-bbox="219 615 812 688" style="background-color: black; width: 100%; height: 35px;"></div>	By: _____ <div data-bbox="906 550 1185 592" style="background-color: black; width: 120px; height: 20px;"></div> Secretary

STATE OF NEW YORK)
)
COUNTY OF MONROE)

██████████ being sworn, deposes and says that she is one of the persons described in and who executed the foregoing Certificate, that she has read the same and knows the contents thereof, and that the statements contained therein are true.

Sworn to before me this 24
day of May, 2013.

Barbara A. Kerschick
Notary Public

BARBARA A. KEIRSBILCK
Notary Public, State of New York
Monroe County Reg. #01KE6270285
Commission Expires 10/15/2016

STATE OF NEW YORK)
)
) SS.:
COUNTY OF MONROE)

██████████ being sworn, deposes and says that she is one of the persons described in and who executed the foregoing Certificate, that she has read the same and knows the contents thereof, and that the statements contained therein are true.

Sworn to before me this 21
day of May, 2013.

[Signature]
Notary Public

JEREMY RICHARD DICUFFA
Notary Public - State of New York
NO. 01DI6235690
Qualified in Onondaga County
My Commission Expires 2/15/15

PLANNED PARENTHOOD OF THE

[REDACTED]

By: _____
[REDACTED] Chair

By: _____
[REDACTED] Secretary

**PLANNED PARENTHOOD OF
WESTERN NEW YORK, INC.**

By: [REDACTED]

By: [REDACTED]
[REDACTED] Secretary

STATE OF NEW YORK)
)
COUNTY OF MONROE)

██████████ being sworn, deposes and says that she is one of the persons described in and who executed the foregoing Certificate, that she has read the same and knows the contents thereof, and that the statements contained therein are true.

Sworn to before me this 15th
day of May, 2013.

[Signature]
Notary Public

ELIZABETH BROOKE HARNED
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 08/18/2015

STATE OF NEW YORK)
)
COUNTY OF MONROE)

██████████ being sworn, deposes and says that she is one of the persons described in and who executed the foregoing Certificate, that she has read the same and knows the contents thereof, and that the statements contained therein are true.

Sworn to before me this 15th
day of May, 2013.

Notary Public

ELIZABETH BROOKE HARNED
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 08/18/20 15

CERTIFICATE OF MERGER
OF
PLANNED PARENTHOOD OF THE [REDACTED]
AND
PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.
INTO
PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.
UNDER SECTION 904 OF THE NOT-FOR-PROFIT CORPORATION LAW

Filed by:

NIXON PEABODY LLP
677 Broadway, 10th Floor
Albany, New York 12207

ATTACHMENT 4-A-2

Medicaid Audit Liability Affidavit

AFFIDAVIT

STATE OF NEW YORK)
) ss.:
COUNTY OF ERIE)

██████████ being duly sworn, deposes and says:

1. I am the Chief Executive Officer of Planned Parenthood of Western New York, Inc. The board of directors of Planned Parenthood of Western New York, Inc. has authorized me to attest as set forth below.
2. Planned Parenthood of Western New York, Inc. agrees, notwithstanding any agreement or understanding between itself and Planned Parenthood of the [REDACTED] to the contrary, to be liable and responsible for any Medicaid overpayments made to Planned Parenthood of the [REDACTED] and/or surcharges, assessments, or fees due from the Planned Parenthood of the [REDACTED] pursuant to Article 28 of the Public Health Law for the period of time prior to the merger of Planned Parenthood of the [REDACTED] into Planned Parenthood of Western New York, Inc., if such merger takes place.
3. I declare under penalty of perjury that the foregoing is true and correct.

Sworn to before me this 14 day
of June, 2013.


Notary Public

ELIZABETH BROOKE HARRIS
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 08/16/2015

ATTACHMENT 4-A-3

Agreement of Merger

**PLAN OF MERGER
OF
PLANNED PARENTHOOD OF THE [REDACTED]
AND
PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.
INTO
PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.**

**ARTICLE I
Names of Constituent Corporations
and of Surviving Corporation**

The names of the constituent corporations are Planned Parenthood of the [REDACTED] and Planned Parenthood of Western New York, Inc. The name of the surviving corporation is Planned Parenthood of Western New York, Inc. Planned Parenthood of the [REDACTED] was formed under the name Planned Parenthood [REDACTED] and [REDACTED] Planned Parenthood of Western New York, Inc. was formed under the name [REDACTED] Incorporated.

**ARTICLE II
Membership**

The membership of each constituent corporation is described as follows:
The Planned Parenthood of the [REDACTED] has no corporate members.
The members of Planned Parenthood of Western New York, Inc. are the voting members of its board of directors.

**ARTICLE III
Terms and Conditions of Proposed Merger**

1. The surviving corporation will have no members.
2. Initially, the board of directors of the surviving corporation will combine the boards of each of the constituent corporations.

3. After the initial election of directors, the board of directors of the surviving corporation will elect directors in accordance with bylaws adopted by the board of directors of the surviving corporation.

ARTICLE IV

Amendments or Changes in Certificate of Incorporation of Surviving Corporation

The amendments or changes in the certificate of incorporation of the surviving corporation to be effected by the merger are as follows:

1. The Certificate of Incorporation of Planned Parenthood of Western New York, Inc. shall be amended and restated in its entirety to read as follows:
 1. The name of the Corporation is PLANNED PARENTHOOD OF CENTRAL AND WESTERN NEW YORK, INC.
 2. The Corporation is a Corporation as defined in Section 102 (a)(5) of the Not-for-Profit Corporation Law. The Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law. The voting members of the Corporation are the voting members of its board of directors. Associate members are non-voting.
 3. The objects and purposes of the Corporation are as follows:
 - (a) To be in harmony with the objects and purposes of the Planned Parenthood Federation of America, Inc., which is to provide leadership for the universal acceptance of family planning as an essential element of responsible parenthood, stable family life and social harmony; the provision of the necessary services; and the promotion to research in the field of human reproduction;
 - (b) To contribute to the health, stability, and happiness of families and individuals (1) by providing general and technical information on the value of planned parenthood and by helping to create public opinion favorable to it; (2) by providing medically approved reproductive and other health care services in conformity with the laws of the State of New York; (3) by providing sexual assault support services; (4) by providing comprehensive, age-appropriate sexuality education; (5) by providing means, through referral or otherwise, for childless women to obtain specialized medical advice on fertility problems; (6) by serving as demonstration centers for medical students,

medical residents, nurses, and members of other professional disciplines; and (7) by supporting research in human reproduction;

- (c) To provide information for family planning;
- (d) To plan, construct, erect, build, acquire, reconstruct, own, maintain and operate diagnostic and treatment centers pursuant to Article 28 of the Public Health Law, provided, however, that no such diagnostic and treatment center shall be operated without the prior approval of the New York State Department of Health;
- (e) To provide at such diagnostic and treatment centers services and facilities to out-of-hospital or ambulatory patients, by or under the supervision of a physician, for the prevention, diagnosis and treatment of human disease, pain, injury, deformity or physical condition;
- (f) To raise funds to carry out the purposes of the Corporation; and
- (g) To do any other lawful thing incidental to, connected with or useful, suitable or proper for the furtherance or accomplishment of the foregoing purposes.

The objects and purposes provided for herein shall be subject to the approvals or consents of such regulatory authorities as may be required by law. The Corporation is not being formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

- 4. It is the intention of the Corporation to qualify and remain qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Accordingly:
 - (a) No part of the net earnings of the Corporation shall inure to the benefit of any member (other than an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended), trustee, director, or 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 (other than an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended), trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of the corporate assets or dissolution of the Corporation.

- (b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office., provided that the Corporation may attempt to influence legislation on the local, state or federal level through an attempt to affect the opinions of the general public or any segment thereof, and through communication with any member or employee of a legislative body, or with any government official or employee who may participate in the formulation of the legislation. Such attempt may be made directly by the Corporation or indirectly by supporting organizations which attempt to influence legislation on the Corporation's behalf or in their common interest.
- (c) Notwithstanding any other provision of this Certificate of Incorporation, this Corporation is organized exclusively for charitable, educational, religious, or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or by a corporation, contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1986, as amended.
- (d) In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by operation of law, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Directors shall determine. Any of such assets not so disposed shall be disposed to other organizations which then qualify under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which the Corporation was formed.

5. The territory in which the Corporation's operations are principally to be conducted is [REDACTED] and [REDACTED] Counties in the State of New York.
6. The principal office of the Corporation will be located in the [REDACTED] County in the State of New York.
7. The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any such process against the Corporation served upon the Secretary of State is: Nixon Peabody LLP, 677 Broadway, Albany, New York 12207.

ARTICLE V

Miscellaneous Provisions

1. **Effective Date of Merger.** The proposed merger shall become effective upon the filing of the certificate of merger by the Secretary of State and the certificate of merger shall not contain any provision to the contrary.
2. **Abandonment of Plan.** Notwithstanding authorization of this plan by the constituent corporations, if, at any time prior to the filing of the certificate of merger by the Secretary of State, it becomes the opinion of the board of directors of either of the constituent corporations that events or circumstances have occurred which render it inadvisable to consummate the merger, this plan of merger may be abandoned. The filing of the certificate of merger by the Secretary of State shall conclusively establish that this plan has not been abandoned.
3. **Expenses of Merger/Assumption of Liabilities.** The constituent corporations shall share all the expenses of carrying this plan into effect and accomplishing the merger, and the surviving corporation shall assume and be liable for all of the liabilities of each of the constituent corporations.
4. **Counterparts.** For the convenience of the parties and to facilitate approval of this plan, any number of counterparts of this plan may be executed and each such executed counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this plan of merger has been subscribed on behalf of Planned Parenthood of the [REDACTED] on May 15, 2013, and on behalf of Planned Parenthood of Western New York, Inc. on May 15, 2013, by the undersigned duly authorized officers of those corporations, the plan having been duly adopted by the board of directors of Planned Parenthood of the [REDACTED] on May 15, 2013 and, the board of directors and members of Planned Parenthood of Western New York, Inc. on May 15, 2013.

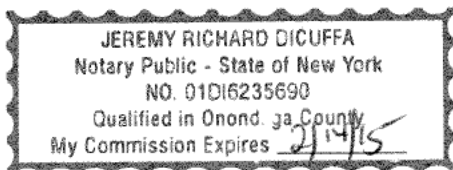
PLANNED PARENTHOOD OF THE

[REDACTED]
By: [REDACTED]
By: [REDACTED]

PLANNED PARENTHOOD OF
WESTERN NEW YORK, INC.

By: _____
[REDACTED] Chair

By: _____
[REDACTED] Secretary



Jeremy DiCuffa
5/24/2013

BARBARA A. KEIRSBILCK
Notary Public, State of New York
Monroe County Reg. #01KE6270285
Commission Expires 10/15/2016

Barbara A. Keirsbilck
5/24/2013

4. Counterparts. For the convenience of the parties and to facilitate approval of this plan, any number of counterparts of this plan may be executed and each such executed counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this plan of merger has been subscribed on behalf of Planned Parenthood of the [REDACTED] on May 15, 2013, and on behalf of Planned Parenthood of Western New York, Inc. on May 15, 2013, by the undersigned duly authorized officers of those corporations, the plan having been duly adopted by the board of directors of Planned Parenthood of the [REDACTED] on May 15, 2013 and, the board of directors and members of Planned Parenthood of Western New York, Inc. on May 15, 2013.

PLANNED PARENTHOOD OF THE

[REDACTED]
[REDACTED]

By: _____
[REDACTED] Chair

By: _____
[REDACTED] Secretary

PLANNED PARENTHOOD OF
WESTERN NEW YORK, INC.

By: _____
[REDACTED]
By: _____
[REDACTED]

ATTACHMENT 14-C-1

List of Officers and Directors

Planned Parenthood of Central and Western New York, Inc.

Board of Directors and Board Officers

[REDACTED]

[REDACTED]

BOARD OFFICERS

Board Chair

Vice-Chair

Secretary

Treasurer

[REDACTED]

ATTACHMENT 14-C-2

Certificate of Merger

CERTIFICATE OF MERGER
OF
PLANNED PARENTHOOD OF THE [REDACTED]
[REDACTED]
AND
PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.
INTO
PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.

UNDER SECTION 904 OF THE NOT-FOR-PROFIT CORPORATION LAW

The undersigned, [REDACTED] and [REDACTED] being the Chair and Secretary of Planned Parenthood of the [REDACTED] Inc., and [REDACTED] and [REDACTED] [REDACTED] being the Chair and Secretary of Planned Parenthood of Western New York, Inc., said corporations being domestic corporations organized and existing under and by virtue of the laws of the State of New York, hereby certify:

(1) The names of the constituent corporations are Planned Parenthood of the [REDACTED] and Planned Parenthood of Western New York, Inc. The name of the surviving corporation is Planned Parenthood of Western New York, Inc. Planned Parenthood of the [REDACTED] was formed under the name of Planned Parenthood [REDACTED] and [REDACTED] Planned Parenthood of Western New York, Inc. was formed under the name [REDACTED] Incorporated.

(2) The membership and holders of certificate evidencing capital contributions and subventions, including their number, classification, and voting rights, as to each constituent corporation, are described as follows:

The Planned Parenthood of the [REDACTED] has no corporate members. The members of Planned Parenthood of Western New York, Inc. are the voting members of its board of directors.

(3) The Certificate of Incorporation of Planned Parenthood of the [REDACTED] [REDACTED] was filed under the name Planned Parenthood [REDACTED] and [REDACTED] [REDACTED] by the Department of State on November 13, 1969. The certificate of incorporation of Planned Parenthood of the Western New York, Inc. was filed under the name [REDACTED] Incorporated by the Department of State on April 30, 1971.

(4) The amendments or changes in the certificate of incorporation of the surviving corporation which are to be effected by the merger are as follows:

1. Paragraph 1 of the Certificate of Incorporation of Planned Parenthood of Western New York, Inc., setting forth the surviving Corporation's name, shall be amended in full to read as follows:

"1. The name of the Corporation (the "Corporation") is PLANNED PARENTHOOD OF CENTRAL AND WESTERN NEW YORK, INC."

2. Paragraph 2, setting forth the surviving Corporation's status under the Not-for-Profit Corporation Law, shall be amended to read in full as follows:

"2. The Corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law. The Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law. The Corporation shall have no members."

3. Paragraph 3(b)(3) and (6), setting forth the surviving Corporation's powers and purposes, shall be amended by the addition of a new paragraph 3(b)(3) and revision of paragraph 3(b)(6), and existing paragraphs 3(b)(3)-(6) shall be renumbered 3(b)(4)-(7), to read in full as follows:

"(b) To contribute to the health, stability, and happiness of families and individuals (1) by providing general and technical information on the value of planned parenthood and by helping to create public opinion favorable to it; (2) by providing medically approved reproductive and other health care services in conformity with the laws of the State of New York; (3) by providing sexual assault support services; (4) by providing comprehensive, age-appropriate sexuality education; (5) by providing means, through referral or otherwise, for childless women to obtain specialized medical advice on fertility problems; (6) by serving as demonstration centers for medical students, medical residents, nurses, and members of other professional disciplines; and (7) by supporting research in human reproduction;"

4. Paragraph (3)(c), setting forth the surviving Corporation's powers and purposes, shall be amended to read in full as follows:

"(c) To provide information about family planning;"

5. Paragraph 5, setting forth the surviving Corporation's operational territory, shall be amended to read in full as follows:

"5. The territory in which the Corporation's operations are principally to be conducted is [REDACTED] and [REDACTED] Counties in the State of New York."

6. Paragraph 6, setting forth the principal location of the surviving Corporation, shall be amended to read in full as follows:

"6. The principal office of the Corporation will be located in [REDACTED] County in the State of New York."

(5) The Certificate of Incorporation of Planned Parenthood of Western New York, Inc. shall be amended and restated in its entirety to read as follows:

1. The name of the Corporation is PLANNED PARENTHOOD OF CENTRAL AND WESTERN NEW YORK, INC.

2. The Corporation is a Corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law. The Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law. The Corporation shall have no members.

3. The objects and purposes of the Corporation are as follows:

(a) To be in harmony with the objects and purposes of the Planned Parenthood Federation of America, Inc., which is to provide leadership for the universal acceptance of family planning as an essential element of responsible parenthood, stable family life and social harmony; the provision of the necessary services; and the promotion of research in the field of human reproduction;

(b) To contribute to the health, stability, and happiness of families and individuals (1) by providing general and technical information on the value of planned parenthood and by helping to create public opinion favorable to it; (2) by providing medically approved reproductive and other health care services in conformity with the laws of the State of New York; (3) by providing sexual assault support services; (4) by providing comprehensive, age-appropriate sexuality education; (5) by providing means, through referral or otherwise, for childless women to obtain

specialized medical advice on fertility problems; (6) by serving as demonstration centers for medical students, medical residents, nurses, and members of other professional disciplines; and (7) by supporting research in human reproduction;

- (c) To provide information about family planning;
- (d) To plan, construct, erect, build, acquire, reconstruct, own, maintain and operate diagnostic and treatment centers pursuant to Article 28 of the Public Health Law, provided, however, that no such diagnostic and treatment center shall be operated without the prior approval of the New York State Department of Health;
- (e) To provide at such diagnostic and treatment centers services and facilities to out-of-hospital or ambulatory patients, by or under the supervision of a physician, for the prevention, diagnosis and treatment of human disease, pain, injury, deformity or physical condition;
- (f) To raise funds to carry out the purposes of the Corporation; and
- (g) To do any other lawful thing incidental to, connected with or useful, suitable or proper for the furtherance or accomplishment of the foregoing purposes.

The objects and purposes provided for herein shall be subject to the approvals or consents of such regulatory authorities as may be required by law. The Corporation is not being formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

4. It is the intention of the Corporation to qualify and remain qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Accordingly:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of any member (other than an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended), trustee, director, or 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 (other than an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended), trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of the corporate assets or dissolution of the Corporation.
- (b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence

legislation; nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office, provided that the Corporation may attempt to influence legislation on the local, state or federal level through an attempt to affect the opinions of the general public or any segment thereof, and through communication with any member or employee of a legislative body, or with any government official or employee who may participate in the formulation of the legislation. Such attempt may be made directly by the Corporation or indirectly by supporting organizations which attempt to influence legislation on the Corporation's behalf or in their common interest.

(c) Notwithstanding any other provision of this Certificate of Incorporation, this Corporation is organized exclusively for charitable, educational, religious, or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or by a corporation, contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1986, as amended.

(d) In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by operation of law, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Directors shall determine. Any of such assets not so disposed shall be disposed to other organizations which then qualify under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which the Corporation was formed.

5. The territory in which the Corporation's operations are principally to be conducted is [REDACTED] and [REDACTED] Counties in the State of New York.

6. The principal office of the Corporation will be located in the [REDACTED] County in the State of New York.

7. The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any such process against the Corporation served upon the Secretary of State is: Nixon Peabody LLP, 677 Broadway, Albany, New York 12207.

(6) The merger was authorized with respect to Planned Parenthood of the [REDACTED] in the following manner:

A plan of merger and this certificate of merger were adopted by the board of directors of Planned Parenthood of the [REDACTED] at a meeting on May 15, 2013, by the vote of a majority of the directors present at the time of the vote, a quorum being present.

(7) The merger was authorized with respect to Planned Parenthood of Western New York, Inc. in the following manner:

A plan of merger and this certificate of merger were adopted by the board of directors of Planned Parenthood of Western New York, Inc. at a meeting on May 15, 2013, by vote of a majority of the directors present at the time of the vote, a quorum being present at the time. The board submitted the plan and certificate to a vote of the members. The plan and certificate were approved by a vote of two-thirds of the members at a duly called meeting of the members on May 15, 2013, at which a quorum was present.

IN WITNESS WHEREOF, the undersigned have, on behalf of each constituent corporation, signed this certificate and hereby affirm it as true under the penalties of perjury.

PLANNED PARENTHOOD OF THE [REDACTED] By: [REDACTED] By: [REDACTED]	PLANNED PARENTHOOD OF WESTERN NEW YORK, INC. By: _____ [REDACTED] Chair By: _____ [REDACTED] Secretary

STATE OF NEW YORK)
)
COUNTY OF MONROE) ss.:

_____ being sworn, deposes and says that she is one of the persons described in and who executed the foregoing Certificate, that she has read the same and knows the contents thereof, and that the statements contained therein are true.

Sworn to before me this 24
day of May, 2013.

Barbara A. Keirsbilck
Notary Public

BARBARA A. KEIRSBILCK
Notary Public, State of New York
Monroe County Reg. #01KE6270285
Commission Expires 10/15/2016

STATE OF NEW YORK)
)
COUNTY OF ~~MONROE~~) ss.:

Onondaga

_____ being sworn, deposes and says that she is one of the persons described in and who executed the foregoing Certificate, that she has read the same and knows the contents thereof, and that the statements contained therein are true.

Sworn to before me this 21
day of May, 2013.

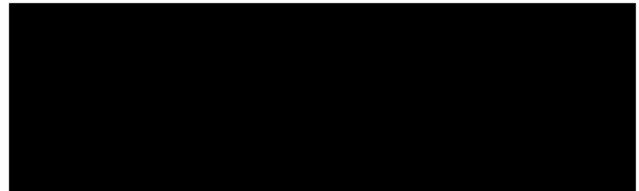
Jeremy Richard DiCuffa
Notary Public

JEREMY RICHARD DICUFFA
Notary Public - State of New York
NO. 01DI6235690
Qualified in Onondaga County
My Commission Expires 2/14/15

PLANNED PARENTHOOD OF THE [REDACTED]	PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.
By: _____ [REDACTED] Chair	[REDACTED]
By: _____ [REDACTED] Secretary	

STATE OF NEW YORK)
)
COUNTY OF MONROE) ss.:

██████████ being sworn, deposes and says that she is one of the persons described in and who executed the foregoing Certificate, that she has read the same and knows the contents thereof, and that the statements contained therein are true.



Sworn to before me this 15th
day of May, 2013.


Notary Public

ELIZABETH BROOKE HARNED
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 08/18/2015

STATE OF NEW YORK)
)
COUNTY OF MONROE) ss.:

██████████ being sworn, deposes and says that she is one of the persons described in and who executed the foregoing Certificate, that she has read the same and knows the contents thereof, and that the statements contained therein are true.



Sworn to before me this 15th
day of May, 2013.


Notary Public

ELIZABETH BROOKE HARNED
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 08/18/2015

CERTIFICATE OF MERGER
OF
PLANNED PARENTHOOD OF THE [REDACTED]
AND
PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.
INTO
PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.
UNDER SECTION 904 OF THE NOT-FOR-PROFIT CORPORATION LAW

Filed by:

NIXON PEABODY LLP
677 Broadway, 10th Floor
Albany, New York 12207

ATTACHMENT 14-C-3

Bylaws

BY-LAWS
OF
PLANNED PARENTHOOD OF CENTRAL AND WESTERN NEW YORK, INC.

Adopted: _____

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**BY-LAWS
OF
PLANNED PARENTHOOD OF CENTRAL AND WESTERN NEW YORK, INC.**

ARTICLE 1 - NAME

The name of the Corporation is Planned Parenthood of Central and Western New York, (hereinafter referred to as the “Corporation”).

ARTICLE 2 - AFFILIATION

The Corporation shall at all times be a not-for-profit organization qualifying for federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, shall maintain affiliation with Planned Parenthood Federation of America, Inc. (“PPFA”), and shall operate its program in conformity with accepted medical standards established by the National Medical Committee of PPFA and in conformity with the standards of affiliation as detailed in the by-laws of PPFA. The Corporation is responsible for ensuring that all of its activities, programs, services and pronouncements, and those of any sub-unit, are in conformity with PPFA Standards and Policies and shall publicly support the purposes and policies of PPFA.

ARTICLE 3 - PURPOSES

The purposes of the Corporation are set forth in its Certificate of Incorporation as it may be amended.

ARTICLE 4 - MEMBERS

The Corporation shall have no members.

ARTICLE 5 - BOARD OF DIRECTORS

Section 1. Power of the Board and Qualifications of Directors. The Corporation shall be managed by its Board of Directors. Each Director shall be at least eighteen (18) years of age. No employee of the Corporation, other than the Chief Executive Officer, and no employee of PPFA or of a PPFA affiliate, may be a member of the Board of Directors.

Section 2. Number of Directors and Term of Office.

(a) The Board of Directors shall consist of not less than three (3) nor more than thirty-five (35) members. The number of Directors shall be determined from time to time by resolution of the entire Board of Directors, provided that no decrease in the number of Directors shall shorten the term of any incumbent Director. As used in these By-laws, “entire Board of Directors” means the total number of Directors entitled to vote if there were no vacancies.

(b) Each Director shall be elected at the annual meeting of the Corporation and shall serve until a successor is elected. For the purpose of staggering the terms of Directors,

the Board of Directors shall be divided into three classes as nearly equal in number as possible. At the first annual meeting following the adoption of these By-laws, the term of office of the first class of Directors shall be for one year, the term of office of the second class of Directors shall be for two years, and the term of office of the third class of Directors shall be for three years. At each annual meeting thereafter, Directors shall be elected for a term of three years to replace those Directors whose term of office has expired. If the number of Directors is changed by the Board under Section 2(a), any newly created directorships or any decrease in directorships shall be apportioned among the classes as to make all classes as nearly equal in number as possible. No Director, other than a Director also serving as a corporate officer, shall serve more than two full consecutive terms. One year shall lapse before a person is eligible for re-election as a Director.

(c) The Board of Directors shall not discriminate in the election of its members on the basis of race, color, religion, sex, national origin, age, sexual orientation, disability, income or marital status. The Board shall seek a Board composition that is diverse by such factors.

(d) Each Director shall have one vote.

Section 3. Organization. At each meeting of the Board of Directors, the Chair, or, in the absence of the Chair, the Vice Chair, shall preside, or in the absence of either of such officers, a chair chosen by a majority of the Directors present shall preside. The Secretary shall act as secretary of the Board of Directors. In the event the Secretary shall be absent from any meeting of the Board of Directors, the meeting shall select its secretary.

Section 4. Resignations and Removal of Directors.

(a) Any Director of the Corporation may resign at any time by giving written notice to the Chair, or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.

(b) Any or all of the Directors may be removed for cause by vote of two-thirds (2/3) of the Directors present provided there is a quorum of not less than a majority of the entire Board of Directors present at the meeting of Directors at which such action is taken.

Section 5. Newly Created Directorships and Vacancies. Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board of Directors for any reason shall be filled by vote of a majority of Directors then in office, regardless of their number. Directors elected to fill newly created Directorships shall hold office until their successors have been elected or appointed and qualified; there shall be no classification of these Directors until the next annual meeting at which the election of Directors is in the regular order of business, and until their successors are elected and have qualified.

Section 6. Action by the Board of Directors.

(a) Except as otherwise provided by law or in these By-laws, the act of the Board of Directors means action at a meeting of the Board by vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time.

(b) Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

(c) Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 7. Place of Meeting. The Board of Directors may hold its meetings at the principal office of the Corporation, or at such place or places within or without the State of New York as the Board of Directors may from time to time by resolution determine.

Section 8. Annual Meeting. The Board of Directors shall meet for the purpose of the election of Directors and Officers and the transaction of other business on an annual basis in December of each year. Notice of such meeting need not be given.

Section 9. Regular Meetings. Regular meetings of the Board of Directors shall be held without notice not less than four (4) times per year at such times as are fixed by resolution of the Board of Directors.

Section 10. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the Chair, or by one-third (1/3) of the members of the Board of Directors. Notice shall be given orally, by fax, by e-mail, or by mail and shall state the purposes, time and place of the meeting. If notice is given orally, in person or by telephone, it shall be given not less than one (1) day before the meeting; if it is given by fax, by e-mail or by mail, it shall be given not less than three (3) days before the meeting.

Section 11. Waivers of Notice. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

Section 12. Quorum.

(a) One-third (1/3) of the entire Board of Directors shall constitute a quorum for the transaction of business.

(b) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any Director.

Section 13. Compensation. Directors shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

Section 14. Annual Report. The Chief Executive Officer shall annually arrange to have a firm of independent public accountants selected by the Board, present a report showing in appropriate detail the following:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the twelve-month fiscal period terminating not more than six months prior to said meeting.

(b) The principal changes in assets and liabilities, including trust funds, during said fiscal period.

(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period.

(d) The expenses or disbursements of the Corporation for both general and restricted purposes, during said fiscal period.

This report shall be filed with the records of this Corporation and a copy thereof entered in the minutes of the proceedings of the meeting at which it is presented.

ARTICLE 6 – COMMITTEES

Section 1. Governance Committee. There shall be a Governance Committee of not less than five (5) Directors who shall be elected by the Board of Directors at each Annual Meeting and shall serve until the next Annual Meeting. The Governance Committee shall be responsible for identification of candidates for Board directors and officers and for Board orientation and evaluation. At the same meeting at which the Annual Report described in Article 5, Section 14 of these By-laws is presented, the Governance committee shall report the number of members of the Board as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period and a statement of the place where the names and places of residence of the current Directors may be found.

Section 2. Finance Committee. There shall be a Finance Committee consisting of the Board Treasurer, at least four (4) other Directors elected by the Board, and such non-Board members as the Board shall elect. Director members and non-Board members shall be elected by the Board at each Annual Meeting and shall serve until the next Annual Meeting. The Finance Committee shall be chaired by the Board Treasurer and shall (1) develop, with the Chief Financial Officer, an annual budget for approval by the Board; (2) review periodic financial statements and analyses prepared by staff; (3) keep the Board informed of the general financial status of the Corporation; (4) regularly review the Corporation's financial policies; (5) serve as the Audit Committee; and (6) perform such other duties as the Board may from time to time assign.

Section 3. Executive Committee. There shall be an Executive Committee composed of the Chair, Vice Chair, Secretary and Treasurer of the Board and such other Board members as the Board may elect from time to time. The Executive Committee shall meet at the request of the Board Chair upon written or oral notice of at least twenty four (24) hours. The Executive Committee shall have authority to act in the management of the affairs of the

Corporation during the intervals between meetings of the Board, provided, however, the Executive Committee shall have no authority to (1) fill vacancies in the Board or any committee; (2) amend, repeal or adopt by-laws; (3) amend or repeal any resolution of the Board that by its terms may not be amended or repealed by the Executive Committee. All actions at a duly held meeting of the Executive Committee shall be reported at the next meeting of the Board of Directors.

Section 4. Special Committees. The Board of Directors may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee.

Section 5. Meetings. Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the Chair or the chair of the committee or by vote of a majority of all the members of the committee.

Section 6. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of the committees of the Board shall be subject at all times to the directions of the Board of Directors.

Section 7. Tenure of Members of Committees of Board. Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

ARTICLE 7 – OFFICERS

Section 1. Number. The Officers of the Board shall be a Chair, a Vice Chair, a Treasurer, a Secretary and such other officers as the Board of Directors may in its discretion determine. No offices may be held by the same person.

Section 2. Term of Office and Qualifications. Those officers whose titles are specifically mentioned in Section 1 of this Article 7 shall be elected by the Board of Directors at its Annual Meeting. The term of office of each officer shall extend to the second Annual Meeting of Directors following the Annual Meeting at which the officer was elected and until the officer's successor is elected or appointed and qualified.

Section 3. Additional Officers. Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine.

Section 4. Removal of Officers. Any officer may be removed by the Board of Directors with or without cause at any time.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, or to the Chair or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if not time be specified, then upon delivery.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors.

Section 7. Chair. The Chair shall preside at all meetings of the members and of the Board of Directors at which the Chair is present. The Chair shall also perform such other duties as may be assigned from time to time by the Board.

Section 8. Vice Chair. In the absence or incapacity to act as the Chair, or if the office of the Chair be vacant, the Vice Chair shall preside at meetings of the Board, and shall perform the duties and exercise the powers of the Chair, subject to the right of the Board from time to time to extend or confine such powers and duties or to assign them to others. The Vice Chair shall have such powers and shall perform such other duties as may be assigned by the Board of Directors or the Chair.

Section 9. Treasurer. The Treasurer shall, if required by the Board of Directors obtain a bond for the faithful discharge of his or her duties, in such sum and with such sureties as the Board of Directors shall require. The Treasurer shall assure the books of account are safely and securely maintained and shall be responsible for all funds and securities of the Corporation, and deposit all such funds in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 10. Secretary. It shall be the duty of the Secretary to act as secretary of all meetings of the Board of Directors, and to assure the minutes of all such meetings and of any committee meetings which may keep minutes are taken and securely maintained in a proper book or books to be provided for that purpose; the Secretary shall see that all notices required to be given by the Corporation are duly given and served; the Secretary shall prepare, or cause to be prepared, for use at meetings of the Board the list or record of Directors referred to in Article 6, Section 1 of these By-laws and shall certify such list; the Secretary shall keep a current list of the Corporation's Directors and Officers and their residence addresses; the Secretary shall assure the seal of the Corporation is securely maintained and shall affix the seal, or cause it to be affixed, to all agreements, documents and other papers requiring the same. The Secretary shall have custody of or arrange for the secure maintenance of all contracts and other documents which are not in the custody of or maintained by the Treasurer of the Corporation, or in the custody of some other person authorized by the Board of Directors to have such custody or maintain such records.

Section 11. Assignment and Transfer of Stocks, Bonds and Securities. The Chair, the Vice Chair, the Treasurer, the Secretary, and each of them, shall have power to assign, or to endorse for transfer, under the corporate seal, and to deliver, any stock, bonds, subscription rights, or other securities, or any beneficial interest therein, held or owned by the Corporation.

ARTICLE 8 – PRESIDENT AND CHIEF EXECUTIVE OFFICER

Section 1. President and Chief Executive Officer (CEO). The Board of Directors may appoint and employ a chief administrator of the Corporation, designated as

President and CEO, who shall serve at the pleasure of the Board. The President and CEO shall be an ex officio member of the Board without a vote.

Section 2. Duties of the President and CEO. The President and CEO shall carry out the policies, objectives, programs and procedures adopted by the Board of Directors and shall have responsibility for the performance of the Corporation's functions, operations and activities. The performance of the President and CEO shall be reviewed annually and in accordance with the policies and procedures that the Board shall adopt and review from time to time.

ARTICLE 9 - CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 1. Execution of Contracts. The Board of Directors, except as these By-laws otherwise provide, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these By-laws, no officers, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

Section 3. Checks, Drafts, Etc. All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE 10 - INDEMNIFICATION AND INSURANCE

Section 1. Authorized Indemnification. Unless clearly prohibited by law or Section 2 of this Article 10, the Corporation shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this section, (a) is or was a Director or Officer of the Corporation, or (b) in addition is serving or served, in any capacity, at the request of the Corporation, as a Director or Officer of any other Corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

Section 2. Prohibited Indemnification. The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 3. Advancement of Expenses. The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article 10. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4. Indemnification of Others. Unless clearly prohibited by law or Section 2 of this Article 10, the Board of Directors may approve Corporation indemnification as set forth in Section 1 of this Article 10 or advancement of expenses as set forth in Section 3 of this Article 10, to a person (or the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise,.

Section 5. Determination of Indemnification. Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board of Directors shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-laws. Before indemnification can occur the Board of Directors must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article 10. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-laws.

Section 6. Binding Effect. Any person entitled to indemnification under these By-laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-laws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7. Insurance. The Corporation is not required to purchase directors and officers liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article 10 or operation of law and it may insure directly the Directors, Officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article 10 as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

Section 8. Nonexclusive Rights. The provisions of this Article 10 shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Corporation with any Director, Officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article 10, subject in all cases to the limitations of Section 2 of this Article 10.

ARTICLE 11 - CONFLICTS OF INTEREST

Section 1. Definition of Conflicts of Interest. A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any family member (spouse, domestic partner, grandparents, parents, children, grandchildren, great grandchildren, brothers or sisters (whether whole or half-blood), and spouses of these individuals); or (c) any organization in which he or a family member is a director, trustee, officer, member, partner or more than 10% of the total (combined) voting power. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

Section 2. Disclosure of Conflicts of Interest. A Director or Officer shall disclose a conflict of interest:

- (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee;
- (b) prior to entering into any contract or transaction involving the conflict;
- (c) as soon as possible after the Director or Officer learns of the conflict; and
- (d) on the annual conflict of interest disclosure form.

The Secretary of the Corporation shall distribute annually to all Directors, Officers and key employees (as identified by the Corporation), a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Corporation and whether the process for approval set forth in this policy was used. Such disclosure form may require disclosure of other relationships that may not constitute an actual conflict of interest, but which are required to be disclosed in order for the Corporation to comply with its annual reporting requirements.

Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest. A Director or Officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts surrounding any potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into. Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction, including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

Section 4. Validity of Actions. No contract or other transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its Directors or Officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or Officer or Officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's or Officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or Officers. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director or Officer should not be present at the meeting.

Section 5. Employee Conflicts of Interest. An employee of the Corporation with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the Corporation decisions which are the subject of the conflict will be determined. The Chair shall be responsible for determining the proper way for the Corporation to handle Corporation decisions which involve unresolved employee conflicts of interest. In making such determinations, the President may consult with legal counsel. The Chair shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the Chair has approved.

ARTICLE 12 - COMPENSATION

Section 1. Reasonable Compensation. It is the policy of the Corporation to pay no more than reasonable compensation for personal services rendered to the Corporation by corporate officers and employees. The Directors of the Corporation shall not receive compensation for fulfilling their duties as Directors, although Directors may be reimbursed for actual out-of-pocket expenses which they incur in order to fulfill their duties as Directors. Expenses of spouses will not be reimbursed by the Corporation unless the expenses are necessary to achieve a Corporation purpose.

Section 2. Approval of Compensation. The Board of Directors must approve in advance the amount of all compensation for corporate officers of the Corporation. Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the Corporation to the officer is reasonable in amount in light of the position, responsibility and qualification of the officer for the position held, including the result of an evaluation of the officer's prior performance for the Corporation, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the Corporation to the individual in payment for services. At the time of the discussion and decision concerning an officer's compensation, the officer should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances.

The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.

ARTICLE 13 – GENERAL

Section 1. Office. The principal office of the Corporation shall be at [REDACTED] or elsewhere in the State of New York as the Board of Directors may determine.

Section 2. Books and Records. There shall be kept at the office of the Corporation (1) correct and completed books and records of account, (2) minutes of the proceedings of the members, the Board of Directors and (3) a current list of the Directors and Officers of the Corporation and their residence addresses, (4) a copy of these By-laws, (5) a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service, and (6) copies of the past three (3) years information returns to the Internal Revenue Service.

Section 3. Seal. The corporate seal shall be in the form of a circle and shall have inscribed thereon the following: Planned Parenthood of Central and Western New York, Inc., 2013, New York Not-for-Profit Corporation.

Section 4. Loans to Directors and Officers. No loans other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its Directors or Officers, or to any other Corporation, firm, association or other entity in which one

or more of its Directors or Officers are directors or officers or hold a substantial financial interest except as allowed by law.

Section 5. Fiscal Year. The fiscal year of the Corporation shall commence January 1 in each calendar year and end on December 31.

ARTICLE 14 - AMENDMENTS

The By-laws of the Corporation may be amended or repealed by Board of Directors.

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

--

This statement must be completed by directors of not-for-profit corporations who are not contributing capital in support of the project. The form is completed in lieu of Schedule 2B. This schedule is required for all not-for-profit Article 7 applications and for Article 28, 36 & 40 establishment applications.

Statement of Business Associations with Health Facilities

☒ I do NOT receive any income directly or indirectly from any other health care facility.

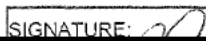
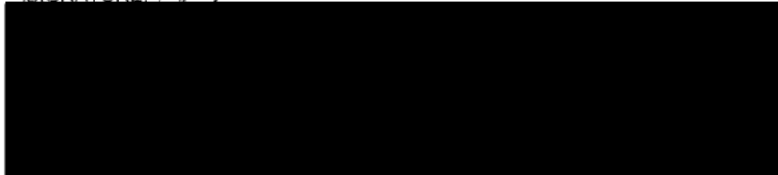
☐ I do receive income directly or indirectly from the following health care facilities. For each, please briefly describe the nature of the relationship and method of payment.

--

Has the original of this document been signed and notarized?

Yes ☒

No ☐

SIGNATURE: 	DATE
	2/25/13
TITLE	
Community Policies Liaison / Director	
NOTARY	DATE
Donna Winstanley	2-25-13

DONNA WINSTANLEY
Notary Public, State of New York
Qualified in Niagara County
My Commission Expires 6/30/2014

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

Davod G. Brock

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Statement of Business Associations with Health Facilities

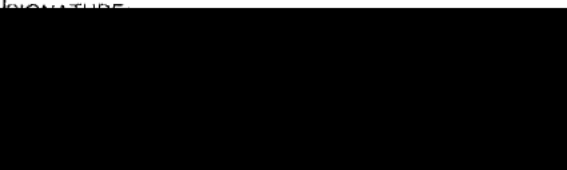
☒ I do NOT receive any income directly or indirectly from any other health care facility.

☐ I do receive income directly or indirectly from the following health care facilities. For each, please briefly describe the nature of the relationship and method of payment.

Has the original of this document been signed and notarized?

Yes ☒

No ☐

SIGNATURE	DATE
	2/8/2013
TITLE	
Director	

NOTARY	DATE
<i>Janice M. Moore</i>	2/8/13

JANICE M. MOORE
Notary Public, State Of New York
Qualified in Erie County
My Commission Expires Sept. 30, 2013

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

[REDACTED]

This statement must be completed by directors of not-for-profit corporations who are not contributing capital in support of the project. The form is completed in lieu of Schedule 2B. This schedule is required for all not-for-profit Article 7 applications and for Article 28, 36 & 40 establishment applications.

Statement of Business Associations with Health Facilities

- ☐ I do NOT receive any income directly or indirectly from any other health care facility.
- ☒ I do receive income directly or indirectly from the following health care facilities. For each, please briefly describe the nature of the relationship and method of payment.

[REDACTED]

Has the original of this document been signed and notarized? Yes ☒ No ☐

SIGNATURE: [REDACTED]	DATE
[REDACTED]	03/19/2013
[REDACTED]	
[REDACTED]	
TITLE	
Doctor	

NOTARY	DATE
[Signature]	3/19/13

JUDITH A. MacKAY
NOTARY PUBLIC, State of New York
No. 01MA4885289
Qualified in Monroe County
My Commission Expires Feb. 9, 2015

**New York State Department of Health
Certificate of Need Application**

Schedule 2B

Schedule 2B - Personal Financial Statement

To be filled out by sole proprietors, general partners, LLC members and managers, shareholders, officers and directors of business corporations and directors of not-for-profit corporations who contribute capital. Directors of not-for-profit corporations who do not contribute capital should complete Schedule 2C instead.

N.B. Exceptions for CHHAs are in schedule 2A.

LAST NAME		FIRST NAME		MIDDLE INITIAL
STREET ADDRESS				
CITY	STATE	ZIP CODE	TELEPHONE	SOCIAL SECURITY NO
BUSINESS OR PROFESSION				
NAME OF EMPLOYER				
LIST OTHER BUSINESS VENTURES IN WHICH YOU ARE A PARTNER OR AN OFFICER:				

SALARY	
FEES OR COMMISSION	
OTHER (SPECIFY)	

In the following section, describe any contingent liabilities:
In the following section, describe your business ventures:

**New York State Department of Health
Certificate of Need Application**

Schedule 2B

1. Balance Sheet: Summarizes from following sections

ASSETS		LIABILITIES	
Cash (Section II)		Notes Payable (Section VII)	
Stocks and Bonds (Section III)		A. Banks	
Accounts Receivable		B. Relatives	
Notes Receivable		C. Health Care Facility	
A. Due from Relatives and Friends		D. Other (Specify)	
B. Due from others - Good		Accounts Payable	
C. Due from others - Doubtful		A. Health Care Facilities	
Real Estate Owned (Section V)		B. Other (Specify)	
Cash Surrender Value of Life Insurance		Mortgages Payable	
Health Facility Realty Interests		A. Health Care Facilities	
Health Facility Operational Interests		B. Other (Specify)	
Business Interests (Itemize) (Section VIII):		Federal and State Income Taxes Payable	
1		Other Accrued Taxes & Interests Payable	
2		Installment Contracts Payable	
3		Other Liabilities (Itemize)	
4		1	
5		2	
6		3	
TOTAL		TOTAL	
AMOUNT OF ASSETS PLEDGED		AMOUNT OF LIABILITIES SECURED	

NET WORTH	
-----------	--

2. CASH ON HAND

Name of Bank	Account #	Account Balance	Amt. Pledged (if any)
Cash on Hand			
Total as Per Statement			

**New York State Department of Health
Certificate of Need Application**

Schedule 2B

3. STOCKS AND BONDS

Stock ="S", Bond = "B"	Name of Security (example "US Gov't. Series --")	In Name of	If Pledged, State to Whom	Present Market Value

4. Real Estate Owned

Location, Type of Property	Date Acquired	Title in Name of	Cost	Recent Appraised Value	Method of Payment	Mortgage amount	
						Original	Current

5. Real Estate Mortgages Owned

Type of Lien (1st, 2nd, 3rd, etc.), Location and Type of Property	Mortgages of Record	Original Amount	Method of Payment	Present Amount

Are there any principle payments, interest or taxes in arrears?

Yes ☐ No ☐

Are there any unrecorded assignments:

Yes ☐ No ☐

If Yes to either question, please explain below:

--

**New York State Department of Health
Certificate of Need Application**

Schedule 2B

6. Life Insurance

Face Amount	Name of Company	Beneficiary	Loans Against Policy	Type of Policy	Cash Value

Are any of the above policies assigned except for loans as above? Yes ☐ No ☐

If Yes, please explain below:

--

7. Notes Payable

Payable to Whom?	Indicate Method of Borrowing and How Note is Endorsed, Guaranteed, or Secured	Interest Rate	Current Balance Due

8. Business Interests

Are any of the assets business interests? If yes, they must be supported by the latest available certified financial statements and/or federal income tax returns for the appropriate entity.	Yes <input type="checkbox"/>	No <input type="checkbox"/>	Attachment Title(s):

The undersigned hereby certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Has the original of this document been signed and notarized? Yes ☐ No ☐

SIGNATURE:	DATE
X	
PRINT OR TYPE NAME	
TITLE	
NOTARY	DATE

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

[Redacted]

This statement must be completed by directors of not-for-profit corporations who are not contributing capital in support of the project. The form is completed in lieu of Schedule 2B. This schedule is required for all not-for-profit Article 7 applications and for Article 28, 36 & 40 establishment applications.

Statement of Business Associations with Health Facilities

☒ I do NOT receive any income directly or indirectly from any other health care facility.

☐ I do receive income directly or indirectly from the following health care facilities. For each, please briefly describe the nature of the relationship and method of payment.

--

Has the original of this document been signed and notarized? Yes ☐ No ☐

[Redacted Signature]	DATE
	2/13/13

NOTARY	DATE
<i>[Signature]</i>	2/13/13

TERRIL LATENDO
Notary Public, State of New York
Queens County
My Commission Expires 2/22/14

July 30, 2013

The Board of Directors
Planned Parenthood of Western New York, Inc.

We have audited the financial statements of Planned Parenthood of Western New York, Inc. (the Agency) for the year ended December 31, 2012, and have issued our report thereon. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards, *Government Auditing Standards* and OMB Circular A-133, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our letter to you dated January 3, 2013. Professional standards also require that we communicate to you the following information related to our audit.

Significant Audit Findings

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the Agency are described in Note 1 to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during 2012. We noted no transactions entered into by the Agency during the year for which there is a lack of authoritative guidance or consensus.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimates affecting the financial statements were:

- Allowance for uncollectible accounts receivables and contributions receivable.
- Estimates for refundable advances and amounts due to funding sources and other contractual allowances on program service receivables.
- Useful lives on depreciable assets.

Management's estimates are based on firm concepts and reasonable assumptions of future events. We evaluated these key factors and assumptions used to develop the estimates in determining they are reasonable in relation to the financial statements as a whole.

Certain financial statement disclosures are particularly sensitive because of their significance to financial statement users. We evaluated all disclosures in relation to the financial statements as a whole, and determined that they are reasonable.

The financial statement disclosures are neutral, consistent, and clear.

Difficulties Encountered in Performing the Audit

The audit was delayed pending the results of a forensic audit and receipt of certain requested schedules and audit documentation.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. Significant audit adjustments made by the Agency include:

- Increase January 1, 2011 charitable remainder annuity trust asset and net assets - \$517,000
- Decrease 2011 charitable remainder annuity trust asset and contributions - \$27,000
- Increase charitable remainder annuity trust asset and contributions - \$32,000
- Decrease grant receivable and deferred grant revenue - \$100,000
- Increase allowance for uncollectible accounts receivable and bad debts expense - \$100,000
- Increase estimated third-party payor receivable and net patient service fees - \$167,000
- Increase cash and increase net patient service fees - \$16,000
- Increase miscellaneous expense (\$45,000), decrease cash (\$7,000), increase accounts payable (\$20,000), increase accrued wages and related benefits (\$7,000), decrease laboratory services expense (\$4,000), and decrease dues and membership expense (\$7,000)

Other miscellaneous adjustments were recorded to arrive at final financial statement totals.

Disagreements with Management

For purposes of this letter, a disagreement with management is a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditors' report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Representations

We have requested certain representations from management that are included in the management representation letter consistent with the financial statement audit report date.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Agency's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to our retention as the Agency's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

Other Matters

With respect to the supplementary information accompanying the financial statements, we made certain inquiries of management and evaluated the form, content, and methods of preparing the information to determine that the information complies with U.S. generally accepted accounting principles, the method of preparing it has not changed from the prior period, and the information is appropriate and complete in relation to our audit of the financial statements. We compared and reconciled the supplementary information to the underlying accounting records used to prepare the financial statements or to the financial statements themselves.

• • • • •

This report is intended solely for the use of the Board of Directors, management and others within the Agency and is not intended to be and should not be, used by anyone other than these specified parties.

Symaden & McCormick, LLP

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

[Redacted]

This statement must be completed by directors of not-for-profit corporations who are not contributing capital in support of the project. The form is completed in lieu of Schedule 2B. This schedule is required for all not-for-profit Article 7 applications and for Article 28, 36 & 40 establishment applications.

Statement of Business Associations with Health Facilities

☒ I do NOT receive any income directly or indirectly from any other health care facility.

☐ I do receive income directly or indirectly from the following health care facilities. For each, please briefly describe the nature of the relationship and method of payment.

[Redacted]

Has the original of this document been signed and notarized?

Yes ☒

No ☐

SIGNATURE	DATE
[Redacted]	May 25, 2013
PF	
MEMBER OF BOARD OF DIRECTORS	

NOTARY	DATE
[Signature]	25 May 2013

LAURENCE GERE BOUSQUET
Notary Public in the State of New York
Qualified in Onondaga County No. 4754284
My Commission Expires: January 9, 2014

New York State Department of Health
Certificate of Need Application

Schedule 2C

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Name of individual:

[Redacted]

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[Redacted]

Has the original of this document been signed and notarized?

Yes ☒

No ☐

SIGNATURE	DATE
X [Redacted]	2/27/13
PRINT	
TITLE	
Director	

NOTARY	DATE
[Signature]	2/27/13

MARY HELEN McNEAL
Notary Public, State of New York
Qual. in Onon. Co. No. 02MC6228527
My Commission Expires Sept. 20, 2014

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

[REDACTED]

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--

Has the original of this document been signed and notarized?

Yes ☒

No ☐

SIGNATURE:	DATE
[REDACTED]	2/15/13
TITLE	
[REDACTED] Board Member	

NOTARY	DATE
Deborah H. Lamphron	2/15/13

DEBORAH H. LAMPHRON
Notary Public State of New York
Qualified in Monroe County
Commission Expires 11-6-2013

13

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

[REDACTED]

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☐ I do receive income directly or indirectly from the following health care facilities. For each, please briefly describe the nature of the relationship and method of payment.

--

Has the original of this document been signed and notarized?

Yes ☒

No ☐

SIGNATURE [REDACTED]	DATE 2/13/2013
TITLE Treasurer	

NOTARY [Signature]	DATE 2/13/13
-----------------------	-----------------

SARAH M. FALLON
NOTARY PUBLIC-STATE OF NEW YORK
No. 02FA6083473
Qualified in Erie County
Commission Expires November 18, 2014

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

[REDACTED]

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☐ I do receive income directly or indirectly from the following health care facilities. For each, please briefly describe the nature of the relationship and method of payment.

--

Has the original of this document been signed and notarized? Yes ☒ No ☐

SIGNATURE	DATE
X [REDACTED]	2/8/13
PR	
TITLE	

NOTARY	DATE
Lisa M. Rutkowski	2/8/13

LISA M. RUTKOWSKI
Notary Public, State of New York
Open No. 4998055
Qualified in Erie County
My Commission Expires 8/14/20 14

* Please note exception for CHHAs on prior pages.

DOH-155 A Schedule 2 Worksheet
(10/26/2011)

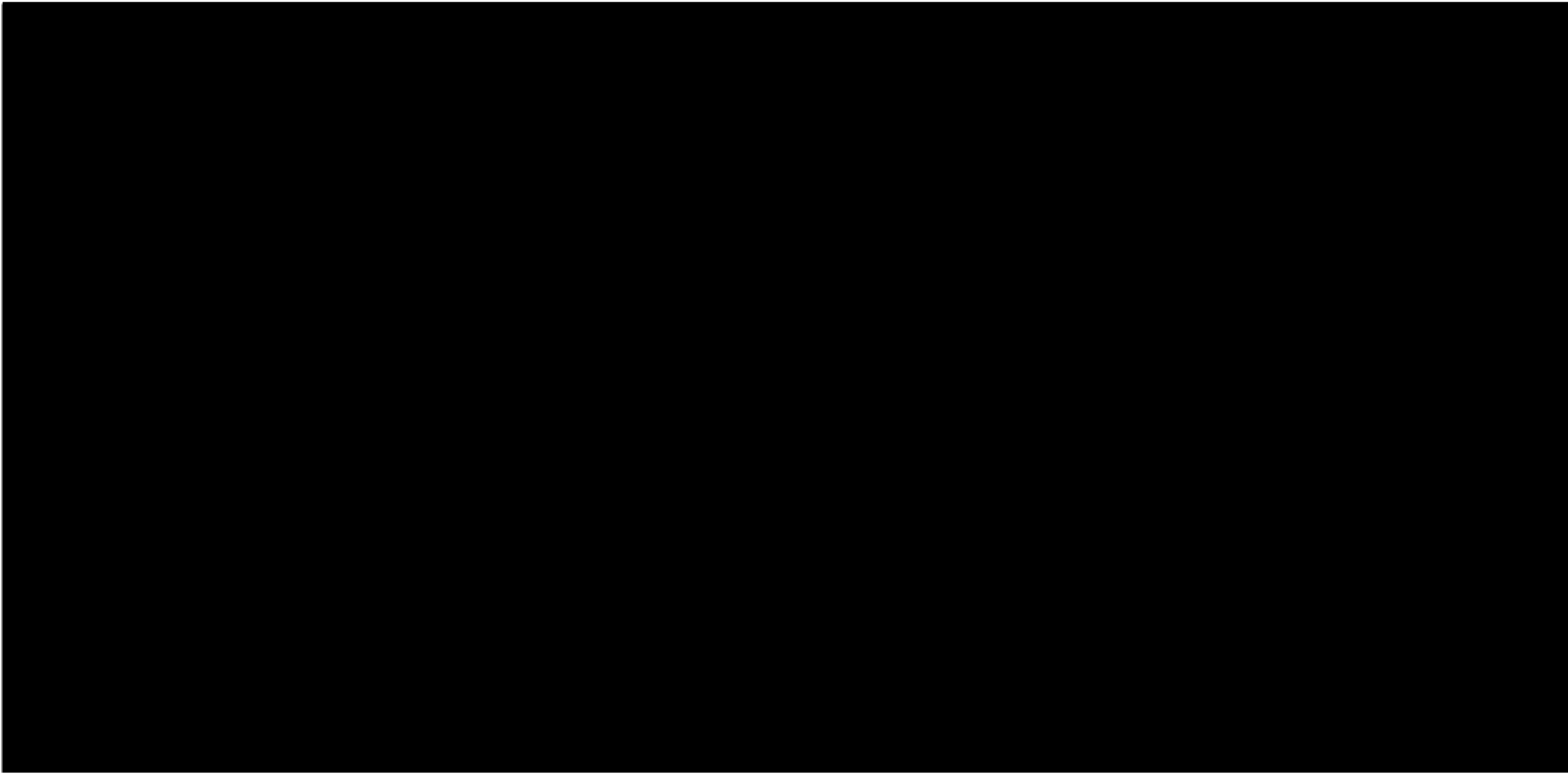
Worksheet

New York State Department of Health

Schedule

14.3

Certificate of Need Application



**New York State Department of Health
Certificate of Need Application****Schedule 2C****Schedule 2C - Director's Statement for Not-for-Profit Applicants**

Name

--	--

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--

Has the original of this document been signed and notarized? Yes No

SIGNATURE	DATE
X	3/20/13
PRIN	
TITLE	

NOTARY	DATE
	3/20/13

JASON R. DENNY
Notary Public in the State of New York
Qualified in Onondaga Co. No. 02DE6225525
My Commission Expires July 26, 2014

The review of out-of-state operations should not be initiated until the application is assigned a project number and the Department of Health (Department) program reviewer instructs you to send the required information to the state regulatory agencies. Ensure that the project name and number are entered on the New York State Department of Health Compliance Report Form.

Note that the term "health care entity" includes hospitals; nursing homes; home care agencies; hospices; diagnostic and treatment centers; ambulatory surgery facilities; adult day health care programs; laboratories; health maintenance organizations; pharmacies; alcohol and substance abuse programs; facilities for the mentally ill; facilities for the mentally retarded and developmentally disabled; adult care facilities; enriched housing programs; assisted living programs; and rehab facilities. Please include only those agencies, facilities and programs that are actually licensed or certified in their respective states.

Instructions

1. For **each affiliated health care entity** located in a state other than New York State, complete the applicant's portion of the two-page New York State Department of Health Compliance Report Form. Enter the project number at the top of the form. In the first paragraph, enter the applicant's name* and the date on which the completed form must be returned to the Department. Allow thirty days for a response. In the next four gray-shaded fields, provide all identifying information for the entity being reviewed, including its name, address, license or certificate number and the time period for which the review should be conducted. New York State requires a ten-year compliance history. If the entity has been operational or affiliated for less than ten years, enter the entire time period with which it was affiliated with the applicant or board member.
2. Using the sample letter provided, forward to the appropriate regulatory agency in each state copies of the Compliance Report Forms. Enter the applicant's name in the first paragraph. In the second paragraph, enter the name of the appropriate Department reviewer to whom the completed form should be returned and the due date (as entered on the Compliance Report Form). In the last paragraph, reference the program reviewer as the contact person and provide the reviewer's phone number. Contact information regarding program reviewers is provided at the end of Schedule 2D. Enclose a stamped, addressed envelope to facilitate the state's reply.
N.B. Some states charge a fee for this information. The applicant is responsible for the payment of such fees.

N.B. The application cannot be finalized and forwarded for council action until all replies from the states have been received. The applicant is responsible for completing this process.

3. Forward to the appropriate program reviewer a copy of all correspondence (including copies of the Compliance Report Form) prepared for the out-of-state review. Reference the project name and number. If the review is being conducted for board member affiliations, please clarify which board members are affiliated with which health care entities.

*If the out-of-state review is being conducted for a board member's affiliations, ensure the Compliance Report Form reflects the name of the applicant and not the name of the board member.

Planned Parenthood of Central and Western New York, Inc.
Extension Clinic Sites

Address	Current Lessee	Landlord	Term of lease or most recent lease amendment/modification	Leasehold Expiration Date
2697 Main St. Buffalo	PPWNY	[REDACTED]	3 years	July 31, 2014
[REDACTED]	PPWNY	[REDACTED]	4 years	December 31, 2016
[REDACTED]	PPWNY	[REDACTED]	10 years	March 31, 2019
[REDACTED]	PPWNY	[REDACTED]	3 years	April 30, 2014
15 Lafayette Center, Canandaigua	[REDACTED]	[REDACTED]	22 months	April 30, 2015 with right to renew until April 30, 2020

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

--

This statement must be completed by directors of not-for-profit corporations who are not contributing capital in support of the project. The form is completed in lieu of Schedule 2B. This schedule is required for all not-for-profit Article 7 applications and for Article 28, 36 & 40 establishment applications.

Statement of Business Associations with Health Facilities

☐ I do NOT receive any income directly or indirectly from any other health care facility.

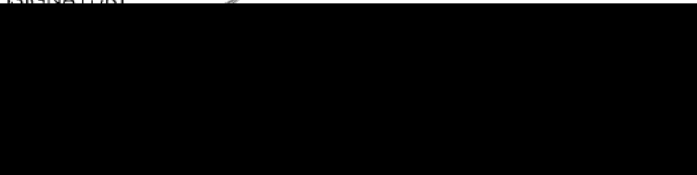
☐ I do receive income directly or indirectly from the following health care facilities. For each, please briefly describe the nature of the relationship and method of payment.


--

Has the original of this document been signed and notarized?

Yes ☒

No ☐

SIGNATURE	DATE
	2/8/13
TITLE	

NOTARY	DATE
	2/8/13

KARYL PEREZ

Notary Public, State of New York
Qualified in Erie County
Commission Expires Nov. 2, 20 14

Schedule 2B - Personal Financial Statement

To be filled out by sole proprietors, general partners, LLC members and managers, shareholders, officers and directors of business corporations and directors of not-for-profit corporations who contribute capital. Directors of not-for-profit corporations who do not contribute capital should complete Schedule 2C instead.

N.B. Exceptions for CHHAs are in schedule 2A.

LAST NAME		FIRST NAME		MIDDLE INITIAL
STREET ADDRESS				
CITY	STATE	ZIP CODE	TELEPHONE	SOCIAL SECURITY NO
BUSINESS OR PROFESSION				
NAME OF EMPLOYER				
LIST OTHER BUSINESS VENTURES IN WHICH YOU ARE A PARTNER OR AN OFFICER:				

SALARY	
FEES OR COMMISSION	
OTHER (SPECIFY)	

In the following section, describe any contingent liabilities:
In the following section, describe your business ventures:

Schedule 2B

ASSETS		LIABILITIES	
Cash (Section II)		Notes Payable (Section VII)	
Stocks and Bonds (Section III)		A. Banks	
Accounts Receivable		B. Relatives	
Notes Receivable		C. Health Care Facility	
A. Due from Relatives and Friends		D. Other (Specify)	
B. Due from others - Good		Accounts Payable	
C. Due from others - Doubtful		A. Health Care Facilities	
Real Estate Owned (Section V)		B. Other (Specify)	
Cash Surrender Value of Life Insurance		Mortgages Payable	
Health Facility Realty Interests		A. Health Care Facilities	
Health Facility Operational Interests		B. Other (Specify)	
Business Interests (Itemize) (Section VIII):		Federal and State Income Taxes Payable	
1		Other Accrued Taxes & Interests Payable	
2		Installment Contracts Payable	
3		Other Liabilities (Itemize)	
4		1	
5		2	
6		3	
TOTAL		TOTAL	
AMOUNT OF ASSETS PLEDGED		AMOUNT OF LIABILITIES SECURED	

2. CASH ON HAND

Name of Bank	Account #	Account Balance	Amt. Pledged (if any)
Cash on Hand			
Total as Per Statement			

3. STOCKS AND BONDS

Stock ="S", Bond = "B"	Name of Security (example "US Gov't. Series --")	In Name of	If Pledged, State to Whom	Present Market Value

4. Real Estate Owned

Location, Type of Property	Date Acquired	Title in Name of	Cost	Recent Appraised Value	Method of Payment	Mortgage amount	
						Original	Current

5. Real Estate Mortgages Owned

Type of Lien (1st, 2nd, 3rd, etc.), Location and Type of Property	Mortgages of Record	Original Amount	Method of Payment	Present Amount

Are there any principle payments, interest or taxes in arrears?

Yes ☐ No ☐

Are there any unrecorded assignments:

Yes ☐ No ☐

If Yes to either question, please explain below:

**New York State Department of Health
Certificate of Need Application**

Schedule 2B

6. Life Insurance

Face Amount	Name of Company	Beneficiary	Loans Against Policy	Type of Policy	Cash Value

Are any of the above policies assigned except for loans as above? Yes ☐ No ☐

If Yes, please explain below:

--

7. Notes Payable

Payable to Whom?	Indicate Method of Borrowing and How Note is Endorsed, Guaranteed, or Secured	Interest Rate	Current Balance Due

8. Business Interests

Are any of the assets business interests? If yes, they must be supported by the latest available certified financial statements and/or federal income tax returns for the appropriate entity.	Yes <input type="checkbox"/> No <input type="checkbox"/>	Attachment Title(s):

The undersigned hereby certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Has the original of this document been signed and notarized? Yes ☐ No ☐

SIGNATURE:	DATE
X	
PRINT OR TYPE NAME	
TITLE	
NOTARY	DATE

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

[Redacted]

This statement must be completed by directors of not-for-profit corporations who are not contributing capital in support of the project. The form is completed in lieu of Schedule 2B. This schedule is required for all not-for-profit Article 7 applications and for Article 28, 36 & 40 establishment applications.

Statement of Business Associations with Health Facilities

☒ I do NOT receive any income directly or indirectly from any other health care facility.

☐ I do receive income directly or indirectly from the following health care facilities. For each, please briefly describe the nature of the relationship and method of payment.

[Redacted]

Has the original of this document been signed and notarized?

Yes ☒

No ☐

SIGNATURE:	DATE
[Redacted]	2/13/13
TITLE	
Member, Board of Directors, Planned Parenthood of Western New York	

NOTARY	DATE
[Signature]	2/13/13

TERRELL L. TEMPIO
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 4/22/14

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

--	--	--

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--

Has the original of this document been signed and notarized?

Yes ☐

No ☐

SIGNATURE:	DATE
X [REDACTED]	
PR [REDACTED]	
TITLE	

NOTARY	DATE
Meaghan S. Sowinski	3/12/2013

MEAGHAN S. SOWINSKI
No. 01SO6107054
Notary Public State of New York
Qualified in Niagara County
My Commission Expires 03/15/20
01/16/16

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

[Redacted]

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[Redacted]

Has the original of this document been signed and notarized?

Yes ☒

No ☐

SIGNATURE:	DATE
[Redacted]	2/20/13
Treasurer - Board of Directors	

NOTARY	DATE
[Signature]	2/20/13

Notary Public, State of New York
MONROE COUNTY
Notary Expires Sept. 25, 2013

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

--	--	--

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--

Has the original of this document been signed and notarized?

☒ Yes

☐ No

SIGNATURE	DATE
X [REDACTED]	2/16/2013
PRINT OR TYPE NAME	
TITLE	

NOTARY	DATE
Karen M. Bellavigna	2/16/13

KAREN M BELLAVIGNA
Notary Public-State of New York
No. 01BE6074018
Qualified in MADISON COUNTY
My Commission Expires MAY 8, 2014

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

[REDACTED]

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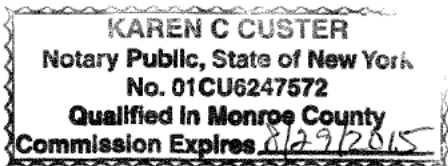
Has the original of this document been signed and notarized?

Yes ☒

No ☐

SIGNATURE	DATE
X [REDACTED]	2/11/2013
PRINTED NAME	
TITLE	

NOTARY	DATE
Karen C. Custer	2/11/2013



New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

[Redacted]	
------------	--

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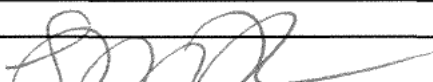
--

Has the original of this document been signed and notarized?

Yes ☒

No ☐

[Redacted]	DATE
	02/13/13
TITLE	
Board Member	

NOTARY	DATE
	2/13/13

SARAH M. FALLON
NOTARY PUBLIC-STATE OF NEW YORK
No. 02FA6083473
Qualified in Erie County
Commission Expires November 18, 2014

New York State Department of Health
Certificate of Need Application

Schedule 2C

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Name of individual:

[Redacted]

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[Redacted]

Has the original of this document been signed and notarized?

Yes ☒

No ☐

SIGNATURE	DATE
X [Redacted]	3/19/13
PR	
TITLE	
Board member	
State of New York: County of Monroe	

NOTARY	DATE
Donna J. Harrington	3-19-2013

STATE OF NY, COUNTY OF MONROE
ON THIS 19 DAY OF March IN THE YEAR 2013
PERSONALLY APPEARED Mary Alice Smith
Donna J. Harrington
SIGNATURE OF NOTARY PUBLIC

DONNA J. HARRINGTON
Notary Public, State of New York
No. 01HA6034061
Qualified in Monroe County
Commission Expires: Dec. 6, 20 13

New York State Department of Health
Certificate of Need Application

Schedule 2C

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Name of individual:

[Redacted]

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[Redacted]

Has the original of this document been signed and notarized?

Yes ☒

No ☐

SIGNATURE:	DATE
[Redacted]	2/13/2013
[Redacted]	
[Redacted]	
TITLE	
Board Member	

NOTARY	DATE
Kathleen A. McQuade	2/13/2013

KATHLEEN A. MCQUADE
Lic. #01018051824
Notary Public-State of New York
Qualified in Niagara County
My Commission Expires DECEMBER 4TH 2014

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

[Redacted]

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--

Has the original of this document been signed and notarized? Yes ☒ No ☐

[Redacted Signature]	DATE
	2/13/13

NOTARY	DATE
Patricia Elizabeth Scanlon	2/13/13

PATRICIA ELIZABETH SCANLON
NOTARY PUBLIC-STATE OF NEW YORK
No. 01SC6261970
Qualified in Erie County
My Commission Expires May 21, 2016

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

[Redacted]

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[Redacted]

Has the original of this document been signed and notarized?

Yes ☒

No ☐

SIGNATURE:	DATE
[Redacted]	2/13/13
[Redacted]	2/12/13
[Redacted]	
[Redacted]	
Assistant Professor	

NOTARY	DATE
<i>Louise M. Berry</i>	2/13/13

LOUISE M. BERRY
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 4/16/2014

July 30, 2013

The Board of Directors
Planned Parenthood of Western New York, Inc.

In planning and performing our audit of the financial statements of Planned Parenthood of Western New York, Inc. (the Agency) as of and for the year ended December 31, 2012, in accordance with auditing standards generally accepted in the United States of America, we considered the Agency's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Agency's internal control. Accordingly, we do not express an opinion on the effectiveness of the Agency's internal control.

Our consideration of internal control was for the limited purpose described in the preceding paragraph and was not designed to identify all deficiencies in internal control that might be significant deficiencies or material weaknesses and therefore there can be no assurance that all such deficiencies have been identified.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or combination of deficiencies in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. We consider the first deficiency addressed below to be a material weakness.

RECOMMENDATIONS

Financial Accounting and Internal Controls (prior year, in part)

During the year, the Agency experienced turnover in two key accounting positions. Consequently, certain previously established control procedures were not performed consistently during 2012.

During our audit, we noted the following internal control deficiencies that could cause the financial statements to be materially misstated or allow assets to be misappropriated:

- Various balance sheet accounts were not reconciled at December 31, 2012.
- Account reconciliations did not consistently have indication of review and approval.
- Journal entries were not consistently reviewed and approved prior to posting, and journal entries selected for testing lacked supporting documentation.
- Current procedures include the opening and review of the bank statements prior to the statements being forwarded to the accountant for use in preparation of the bank reconciliations. This process was not followed consistently throughout the year.
- Cash was not posted timely to the general ledger. Rather, cash was posted at month end from the bank statements reflecting actual deposits, not from cash receipt ledgers.
- One personnel file selected for testing was unable to be located.

- Management advised us that payroll edit reports were reviewed during the year; however, the reviewed edit reports could not be located for testing during audit.
- Contractual allowances and allowances for uncollectible accounts on patient receivables were calculated using prior year data, resulting in audit adjustments.
- Certain credit card transactions selected for testing were missing certain supporting documentation.
- One individual had access to blank check stock, had access to the general ledger and accounts payable systems, posted journal entries, and reconciled the bank accounts monthly. This created a lack of segregation of duties and resulted in a misappropriation of Agency assets.

In light of the above, we offer the following recommendations:

- Key accounts should be reconciled monthly. These reconciliations should be reviewed and approved by someone other than the preparer.
- Journal entries should be reviewed and approved prior to posting. The approval process should include review of supporting documentation, which should be filed with the journal entries. Indication of such approval should also be maintained.
- Bank statements should be opened and clearing items should be reviewed prior to forwarding the statements to the accountant for reconciliation. Bank reconciliations should be reviewed and approved by someone other than the preparer and the review should include the original bank statements rather than copies.
- As checks are signed manually, check signers should consider tracking the starting and ending check numbers on check runs, to ensure continuity and verify no checks are missing.
- Cash receipts should be posted daily based on the cash receipt ledgers. This will help determine whether all cash received was properly deposited.
- Payroll edit reports should be reviewed after each payroll cycle and evidence of that review should be documented.
- Contractual allowances and allowances for uncollectible accounts on patient receivables should be reviewed and updated based on current information.
- All receipts for credit card purchases should be collected and matched to the credit card statements prior to payment.
- The Agency should review the job duties of accounting staff to maximize segregation of duties to the extent possible and assign responsibility for supervision, review and documented approval of key processes. This will minimize the risk that any one employee is able to misappropriate assets and successfully conceal those actions.

Additionally, the external auditors assist in the preparation of the annual audited financial statements and related disclosures. While it is typical of an organization of the Agency's size to receive auditor assistance with financial statement preparation and guidance on the proper application of generally accepted accounting principles, professional standards require us to advise you of our involvement.

Fixed Assets (prior year update)

Fixed assets are tracked using an Excel spreadsheet. We continue to encourage management to consider purchasing a fixed asset module compatible with the current general ledger software system, or a comparable system, to facilitate the recording and reporting of fixed assets.

Health Insurance Employee Contributions (prior year update)

In the prior year, we noted an instance where an employee was contributing less than required amount for the health insurance plan they selected. In the current year, we noted no issues relating to the contributions for insurance.

Contributions Receivable (prior year update)

The Agency is the recipient of many multi-year pledges. These pledges should be discounted to their net present value of future cash flows. Additionally, management should estimate and record an allowance for the amounts that are anticipated to ultimately become uncollectible. In the current year, pledge activity was better monitored and allowances were deemed appropriate.

This communication is intended solely for the information and use of the Board of Directors, management and others within the Agency and is not intended to be and should not be used by anyone other than these specified parties.

Lynden & McCormick, LLP

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

[REDACTED]

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--

Has the original of this document been signed and notarized?

Yes ☒

No ☐

[REDACTED]	DATE
	3/26/13
TITLE	
Director	

NOTARY	DATE
<i>Teresa Sheffield</i>	3/26/13

TERESA SHEFFIELD
Notary Public, State of New York
No. 01SH6250062
Qualified in Monroe County
Commission Expires 10/17/2015

PLANNED PARENTHOOD

OF THE [REDACTED]

BALANCE SHEET

MAY 31, 2013

(with Comparative Totals for December 31, 2012)

	(\$000)	(\$000)
	May	December 31, 2012
ASSETS		
CURRENT ASSETS:		
Cash & Cash Equivalents	\$ 84	\$ 395
Accounts Receivable Program Service Fees:		
Program service fees, net of allowance for doubtful accounts of approximately \$654 at May 31, 2013 and \$668 at December 31, 2012	1,389	1,711
Accounts Receivable - Other	21	51
Grant Receivables	1,024	543
United Way Receivable	93	98
Inventory, prepaid expenses, and other assets	351	184
Total current assets	2,962	2,982
INVESTMENTS	4,950	4,522
PROPERTY & EQUIPMENT, net	2,086	2,165
INTEREST IN POOLED INCOME FUND	125	125
INTEREST IN CHARITABLE REMAINDER TRUSTS	295	295
	10,418	10,089
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES		
Line-of-credit	685	1,205
Current portion of mortgages payable	50	45
Accounts payable and accrued expenses	915	1,061
Deferred revenue	798	45
Total current liabilities	2,448	2,356
MORTGAGES PAYABLE, net of current portion	365	390
Total liabilities	2,813	2,746
NET ASSETS	7,480	7,343
	10,293	10,089

PLANNED PARENTHOOD OF THE [REDACTED]
CONSOLIDATED STATEMENT OF ACTIVITIES AND CHANGE IN NET ASSETS
FOR THE MONTH ENDED 05/31/2013

(\$000)

The Month of May

January - May 2013

Budget 2013

Current Actual	Current Budget	Favorable / (Unfav.) to Budget	Prior Year Actual	Favorable / (Unfav.) to Prior YR		Favorable / (Unfav.) to Budget				Favorable / (Unfav.) to Prior YR			2013 Full Year Budget	Remaining in 2013 to Match Budget	
						Current YTD	YTD Budget	Amount	Percent	Prior YTD	Amount	Percent		Amount	80%
Revenues															
Health Center Services															
21	31	(10)	34	(13)	Self-Pay	100	144	(44)	-30.56%	422	(322)	-76.3%	309	209	68%
165	284	(119)	177	(12)	Commercial Insurance	724	1,370	(646)	-47.15%	1,161	(437)	-37.6%	3,298	2,574	78%
8	13	(5)	5	3	Medicare	40	64	(24)	-37.50%	52	(12)	-23.1%	143	103	72%
351	307	44	279	72	Medicaid	1,391	1,404	(13)	-0.93%	1,122	269	24.0%	3,351	1,960	58%
127	0	127	174	(47)	Medicaid Managed Care	608	0	608		174	434		0	(608)	#DIV/0!
672	635	37	669	3	Health Center Services	2,863	2,982	(119)	-3.99%	2,931	(68)	-2.3%	7,101	4,238	60%
Government grants															
302	272	30	288	14	Department of Health (DOH)	1,404	1,358	46	3.39%	1,293	111	8.6%	3,260	1,856	57%
34	36	(2)	35	(1)	[REDACTED]	176	181	(5)	-2.76%	173	3	1.7%	434	258	59%
0	0	0	0	0	Meaningful Use	0	0	0	#DIV/0!	0	0	#DIV/0!	212	212	100%
1	18	(17)	0	1	Other	8	89	(81)	-91.01%	0	8	#DIV/0!	21	13	62%
337	326	11	323	14	Government grants	1,588	1,628	(40)	-2.46%	1,466	122	8.3%	3,927	2,339	60%
Private Support															
20	45	(25)	33	(13)	Annual Campaign	151	240	(89)	-37.08%	141	10	7.1%	727	576	79%
20	8	12	0	20	Capital Campaign	20	42	(22)	-52.38%	0	20	#DIV/0!	100	0	0%
23	13	10	26	(3)	United Way	109	66	43	65.15%	127	(18)	-14.2%	159	50	31%
0	0	0	1	(1)	Patient Donations	2	0	2	#DIV/0!	3	(1)	-33.3%	0	(2)	#DIV/0!
5	1	4	4	1	Special Events	10	4	6	150.00%	24	(14)	-58.3%	0	(10)	#DIV/0!
0	34	(34)	4	(4)	Non-Government Grants	3	84	(81)	-96.43%	10	(7)	-70.0%	402	399	99%
0	0	0	0	0	Bequests & Endowment	20	0	20	#DIV/0!	0	20	#DIV/0!	0	(20)	#DIV/0!
68	101	(33)	68	0	Private Support	315	436	(121)	-27.75%	305	10	3.3%	1,388	993	72%
1	3	(2)	4	(3)	Other Revenue	17	10	7	70.00%	33	(16)	-48.5%		(17)	#DIV/0!
1,078	1,065	13	1,064	14	Total Revenues	4,783	5,056	(273)	-5.40%	4,735	48	1.0%	12,416	7,553	61%
Expenses															
Salary & Benefit Expense															
535	535	0	524	(11)	Salaries	2,475	2,508	33	1.32%	2,414	(61)	-2.5%	6,049	3,574	59%
121	107	(14)	107	(14)	Benefits	571	555	(16)	-2.88%	487	(84)	-17.2%	1,350	779	58%
7	2	(5)	0	(7)	Temporary Help	12	8	(4)	-50.00%	28	16	57.1%	19	7	37%
663	644	(19)	631	(32)	Salary & Benefit Expense	3,058	3,071	13	0.42%	2,929	(129)	-4.4%	7,418	4,360	59%

The Month of May

Current Actual	Current Budget	Favorable / (Unfav.) to Budget	Prior Year Actual	Favorable / (Unfav.) to Prior YR
0	29	29	39	39
12	19	7	11	(1)
10	4	(6)	49	39
4	3	(1)	5	1
1	6	5	17	16
54	69	15	16	(38)
(14)	(14)	0	0	14
67	116	49	137	70
166	109	(57)	134	(32)
2	4	2	3	1
8	11	3	9	1
13	14	1	16	3
189	138	(51)	162	(27)
53	47	(6)	43	(10)
3	13	10	16	13
56	60	4	59	3
10	11	1	14	4
8	7	(1)	8	0
18	18	0	22	4
12	12	0	12	0
10	10	0	10	0
1	9	8	5	4
23	31	8	27	4
24	2	(22)	24	0
17	17	0	13	(4)
8	8	0	7	(1)
5	5	0	8	3
3	18	15	0	(3)
4	6	2	5	1

Contract Services

Medical Fees	76	146	70	47.95%	169	93	55.0%	330	254	77%
Legal & Audit Fees	70	95	25	26.32%	48	(22)	-45.8%	225	155	69%
Program Services	48	23	(25)	-108.70%	224	176	78.6%	77	29	38%
HR Services	21	20	(1)	-5.00%	23	2	8.7%	46	25	54%
IT Services	47	30	(17)	-56.67%	52	5	9.6%	350	303	87%
Other Contract Services	328	338	10	2.96%	82	(246)	-300.0%	535	207	39%
Expense Offset - PPWNY Billing	(70)	(70)	0	0.00%	0	70	#DIV/0!	(188)	(98)	58%

Contract Services

Supplies

Medical Supplies	561	544	(17)	-3.13%	438	(123)	-28.1%	1,230	669	54%
Program Supplies	16	22	6	27.27%	19	3	15.8%	63	47	75%
Office Supplies & Postage	42	45	3	6.67%	41	(1)	-2.4%	108	66	61%
Advertising & Printing	54	78	24	30.77%	77	23	29.9%	188	134	71%

Supplies

Occupancy

Occupancy	270	232	(38)	-16.38%	228	(42)	-18.4%	557	287	52%
Equipment Rental	68	65	(3)	-4.62%	69	1	1.4%	157	89	57%

Occupancy

Travel & Meetings

Mileage	46	56	10	17.86%	55	9	16.4%	138	92	67%
Meetings	41	44	3	6.82%	27	(14)	-51.9%	109	68	62%

Travel & Meetings

Dues & Membership

PPFA Dues	58	60	2	3.33%	59	1	1.7%	145	87	60%
FPA Dues	49	50	1	2.00%	45	(4)	-8.9%	119	70	59%
Other Dues	13	53	40	75.47%	18	5	27.8%	119	106	89%

Dues & Membership

Capital Purchases

Depreciation	83	85	2	2.35%	73	(10)	-13.7%	203	120	59%
Professional liability Ins.	38	38	0	0.00%	37	(1)	-2.7%	90	52	58%

Interest

Bad debt expense

Other

(\$000)

January - May 2013

Budget 2013

Favorable / (Unfav.) to Budget				Favorable / (Unfav.) to Prior YR					
Current YTD	YTD Budget	Amount	Percent	Prior YTD	Amount	Percent	2013 Full Year Budget	Remaining in 2013 to Match Budget	
								Amount	80%
76	146	70	47.95%	169	93	55.0%	330	254	77%
70	95	25	26.32%	48	(22)	-45.8%	225	155	69%
48	23	(25)	-108.70%	224	176	78.6%	77	29	38%
21	20	(1)	-5.00%	23	2	8.7%	46	25	54%
47	30	(17)	-56.67%	52	5	9.6%	350	303	87%
328	338	10	2.96%	82	(246)	-300.0%	535	207	39%
(70)	(70)	0	0.00%	0	70	#DIV/0!	(188)	(98)	58%
520	582	62	10.65%	598	78	13.0%	1,395	875	
561	544	(17)	-3.13%	438	(123)	-28.1%	1,230	669	54%
16	22	6	27.27%	19	3	15.8%	63	47	75%
42	45	3	6.67%	41	(1)	-2.4%	108	66	61%
54	78	24	30.77%	77	23	29.9%	188	134	71%
673	689	16	2.32%	575	(98)	-17.0%	1,589	916	58%
270	232	(38)	-16.38%	228	(42)	-18.4%	557	287	52%
68	65	(3)	-4.62%	69	1	1.4%	157	89	57%
338	297	(41)	-13.80%	297	(41)		714	376	53%
46	56	10	17.86%	55	9	16.4%	138	92	67%
41	44	3	6.82%	27	(14)	-51.9%	109	68	62%
87	100	13	13.00%	82	(5)	-6.1%	247	160	65%
58	60	2	3.33%	59	1	1.7%	145	87	60%
49	50	1	2.00%	45	(4)	-8.9%	119	70	59%
13	53	40	75.47%	18	5	27.8%	119	106	89%
120	163	43	26.38%	122	2	1.6%	383	263	69%
99	14	(85)	-607.14%	70	(29)	-41.4%	24	(75)	-313%
83	85	2	2.35%	73	(10)	-13.7%	203	120	59%
38	38	0	0.00%	37	(1)	-2.7%	90	52	58%
25	26	1	3.85%	31	6	19.4%	63	38	60%
4	89	85	95.51%	(18)	(22)	122.2%	215	211	98%
29	26	(3)	-11.54%	45	16	35.6%	75	46	61%

The Month of May

Current Actual	Current Budget	Favorable / (Unfav.) to Budget	Prior Year Actual	Favorable / (Unfav.) to Prior YR
1,077	1,063	(14)	1,095	18

1	2	(1)	(31)	32
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23	0	23	(245)	268
3	0	3	2	1
26	0	26	(243)	269
0	0	0	0	0
26	0	26	(243)	269

\$27	\$2	\$25	(\$274)	\$301
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\$1,104	\$1,065		\$821	
1,077	1,063		1,095	
\$27	\$2		(\$274)	

Total Expenses

Gain(loss) from Operations

Non operating revenue / (expense)

Investments

Prior Year Adjustment (OMIG)

Net Gain (Loss) on Investments

Interest & Dividends

Investments

Other

Total Non operating activity

Change in net assets

Total revenue

Total expense

Change in net assets

Change in Net Assets

Total Revenue

Net Margin 2.63%

(\$000)

January - May 2013

Favorable / (Unfav.) to Budget				Favorable / (Unfav.) to Prior YR			2013 Full Year Budget	Remaining in 2013 to Match Budget	
Current YTD	YTD Budget	Amount	Percent	Prior YTD	Amount	Percent		Amount	80%
5,074	5,180	106	2.05%	4,841	(233)	-4.8%	12,416	7,342	59%
(291)	(124)	(167)	134.68%	(106)	(185)	174.5%	0		

0	0	0		0		
410	0	410		155	255	164.5%
18	0	18		19	(1)	-5.3%
428	0	428		174	254	146.0%
0	0	0		0	0	
428	0	428		174	254	146.0%

\$137	(\$124)	\$261	-210.48%	\$68	\$69	101.5%	\$0
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\$5,211	\$5,056		\$4,909		\$12,416
5,074	5,180		4,841		12,416
\$137	(\$124)		\$68		\$0

\$137

\$5,211

FOOTNOTE: Certain line items have been reclassified from prior year in order to be consistent with current year's classifications. These reclassifications do not have an impact on the bottom line.

Commercial Lease Agreement

This Commercial Lease Agreement ("Lease") is made and effective July 1, 2013, by and between Next Phase Plan LLC ("Landlord") and Planned Parenthood of [REDACTED] Inc. ("Tenant") of [REDACTED]

Landlord is the owner of land and improvements commonly known as Lafayette Center, Lafayette Ave Canandaigua, New York 14424.

Landlord makes available for lease a portion of the Building designated as 15 LAFAYETTE CENTER APPROXIMATELY 3,200 S.F. (the "Leased Premises") as shown on the drawing attached hereto as Exhibit A. In addition the Tenant shall have use of common facilities. The term "Common Facilities" as used herein shall be construed to mean all areas, space, equipment, signs and special services provided by the Landlord for the common or joint use of the occupants of the Leased Premises, and their employees, agents, customers, and other invitees, including, without limitation, parking areas, access roads, driveways, retaining walls, landscaped areas, truck serviceways, pedestrian malls (enclosed or open), courts, stairs, ramps and sidewalks.

Landlord desires to lease the Leased Premises to Tenant, and Tenant desires to lease the Leased Premises from Landlord for the term, at the rental and upon the covenants, conditions and provisions herein set forth.

THEREFORE, in consideration of the mutual promises herein, contained and other good and valuable consideration, it is agreed:

1. Term.

A. Landlord hereby leases the Leased Premises to Tenant, and Tenant hereby leases the same from Landlord, for an "Initial Term" beginning July 1, 2013 ("Commencement Date") and ending April 30, 2015 ("Termination Date").

B. Tenant may renew the Lease for one extended term of five (5) years ("Extended Term"). During the Extended Term, the Rent shall increase at the rate of 3% per year commencing May 1, 2015. Tenant may renew the Lease for a second extended term of five (5) years ("Second Extended Term"). Landlord and Tenant will agree to the terms and conditions of the Second Extended Term after Tenant issues its notice as provided herein, but prior to the commencement of the Second Extended Term. In the event Landlord and Tenant are not able to agree to the terms and conditions of the Second Extended Term, then this Lease will expire at the expiration of the Extended Term. Tenant shall exercise such renewal option by giving written notice to Landlord not less than six (6) months prior to the expiration of the Initial Term and the Extended Term, as the case may be.

C. Cancellation: Upon one year's notice to the Landlord, the Tenant shall have the option to cancel this lease without penalty should the Tenant no longer be eligible for federal monies to operate family planning services.

2. Rental.

A. During the Initial Term, Tenant shall pay to Landlord rent of:

- \$55,428.00 per year, payable in installments of \$4,619.00 per month commencing on July 1, 2013 through April 30, 2014
- \$56,256.00 per year, payable in installments of \$4,688.00 per month commencing on May 1, 2014 through April 30, 2015
- Each installment payment shall be due in advance on the first day of each calendar month during the lease term to Landlord at 3564 Otetiana Point or at such other place designated by written notice from Landlord or Tenant.
- If the rent is not paid within five (5) days of its due date there shall be a 2% late charge.
- The rental payment amount for any partial calendar months included in the lease term shall be prorated on a daily basis.
- Landlord has received a Security Deposit of \$1,500.

3. Use

Leased Premises are to be used for health care services and other uses ancillary thereto and for no other purpose. Any change in the use must be consented to by the Landlord, which consent will not unreasonably be withheld, conditioned or delayed.

4. Sublease and Assignment.

Tenant shall have the right without Landlord's consent, to assign this Lease to a corporation with which Tenant may merge or consolidate, to any subsidiary of Tenant, to any corporation under common control with Tenant, or to a purchaser of substantially all of Tenant's assets. Except as set forth above, Tenant shall not sublease all or any part of the Leased Premises, or assign this Lease in whole or in part without Landlord's consent, such consent not to be unreasonably withheld, conditioned or delayed.

5. Repairs.

A. Landlord's Obligations. Landlord shall maintain the building in good order, condition, and repair and make all necessary repairs and/or replacements thereto, including, without limitation, the structure of the roof and exterior walls, and footings and foundations, all plumbing and sewage facilities within the base Building, roof top heating, ventilation and air conditioning and electrical supply from the municipality to the electrical box (the addition of such convenience features as additional outlets, GFI outlets or upgraded wiring for the tenant's business and the like shall be the responsibility of the Tenant). Landlord shall also maintain, repair and replace as necessary any and all parking

areas, loading and unloading areas, trash areas, roadways, sidewalks, walkways, parkways, driveways, landscaped areas, striping, bumpers, and irrigation systems, common area lighting facilities, fences, gates and Common Facilities.

B. Tenant's Obligations. Subject to Landlord's obligations of maintenance and repair in Section 6(A), Tenant shall keep and maintain the interior of the Leased Premises, including without limitation, interior walls, interior doors, and door frames and Tenant's signs and exterior doors, in a clean, safe, sanitary and good operating condition and in compliance with all legal requirements, shall take good care thereof and make all repairs and replacements thereto and shall suffer no waste or injury thereto. Tenant shall maintain in good working order and repair the heating, ventilation and air conditioning system located within the Premises. Tenant shall arrange for, and pay the costs associated with, trash removal and janitorial service for the Leased Premises. At the expiration or earlier termination of the Lease Term, Tenant shall surrender the Leased Premises in the same order and condition in which they were on the Lease Commencement Date (ordinary wear and tear consistent with the permitted use hereunder excepted).

C. Condition on Termination. On the last day of the Term, or on any sooner termination, Tenant shall surrender the Leased Premises to Landlord in the same condition as received, ordinary wear and tear excepted. Tenant shall repair any damage to the Leased Premises occasioned by the installation or removal of Tenant's trade fixtures, alterations, furnishings and equipment.

6. Alterations and Improvements.

The Tenant shall not alter, change, or add to the Leased Premises without first obtaining Landlord's written consent, which consent, shall not be unreasonably withheld, conditioned or delayed. Tenant shall have the right to place and install personal property, trade fixtures, equipment and other temporary installations in and upon the Leased Premises, and fasten the same to the Leased Premises. All personal property, equipment, machinery, trade fixtures and temporary installations, whether acquired by Tenant at the commencement of the Lease term or placed or installed on the Leased Premises by Tenant thereafter, shall remain Tenant's property free and clear of any claim by Landlord. Tenant shall have the right to remove the same at any time during the term of this Lease provided that all damage to the Leased Premises caused by such removal shall be repaired by Tenant at Tenant's expense.

In the event that any mechanic's lien is filed against the Leased Premises as a result of alterations, additions or improvements made by the Tenant ("Tenant Liens"), within thirty (30) days after written notice to Tenant of the filing thereof, Tenant will discharge by bonding or payment of the Tenant Liens.

7. Property Taxes.

Landlord shall pay, prior to delinquency, all general real estate taxes and installments of special assessments coming due during the Lease term on the Leased

Premises on the Leased Premises. Tenant shall be responsible for paying all personal property taxes with respect to Tenant's personal property at the Leased Premises.

8. Insurance.

A. If the Leased Premises or any other part of the Building is damaged by fire or other casualty resulting from the direct act or negligence of Tenant or any of Tenant's agents, employees or invitees, rent shall not be diminished or abated while such damages are under repair, and Tenant shall be responsible for the costs of repair not covered by insurance.

B. Landlord shall maintain fire, extended coverage insurance, vandalism and sprinkler leakage on the Building and the Leased Premises in an amount equal to 100 percent of the reasonably estimated replacement cost thereof. Tenant shall be responsible, at its expense, for fire and extended coverage insurance on all of its personal property, including removable trade fixtures, located in the Leased Premises.

C. Tenant and Landlord shall, each at its own expense, maintain a policy or policies of comprehensive general liability insurance with respect to the respective activities of each in the Building with the premiums thereon fully paid on or before due date, such insurance to afford minimum protection of not less than \$1,000,000 combined single limit coverage of bodily injury, property damage or combination thereof. Landlord shall be listed as an additional insured on Tenant's policy or policies of comprehensive general liability insurance, and Tenant shall provide Landlord with current Certificates of Insurance evidencing Tenant's compliance with this Paragraph. Tenant shall obtain the agreement of Tenant's insurers to notify Landlord that a policy is due to expire at least (10) days prior to such expiration. Landlord shall not be required to maintain insurance against thefts within the Leased Premises or the Building.

9. Utilities.

Tenant shall pay all charges for water, sewer, gas, electricity, telephone and other services and utilities used by Tenant on the Leased Premises during the term of this Lease unless otherwise expressly agreed in writing by Landlord. In the event that any utility or service provided to the Leased Premises is not separately metered, Landlord shall pay the amount due and separately invoice Tenant for Tenant's pro rata share of the charges. Tenant shall pay such amounts within fifteen (15) days of invoice. Tenant acknowledges that the Leased Premises are designed to provide healthcare service use, electrical facilities and lighting. Tenant shall not use any equipment or devices that utilizes excessive electrical energy or which may, in Landlord's reasonable opinion, overload the wiring or interfere with electrical services to other tenants.

10. Signs.

Following Landlord's consent, Tenant shall have the right to place on the Leased Premises, at locations selected by Tenant, any signs which are permitted by applicable

RSR

zoning ordinances and private restrictions. Landlord may refuse consent to any proposed signage that is in Landlord's opinion too large, deceptive, unattractive or otherwise inconsistent with or inappropriate to the Leased Premises or use of any other tenant. Landlord shall assist and cooperate with Tenant in obtaining any necessary permission from governmental authorities or adjoining owners and occupants for Tenant to place or construct the foregoing signs. The cost of any signage is at the Tenant's expense. Tenant shall repair all damage to the Leased Premises resulting from the removal of signs installed by Tenant.

11. Entry.

Landlord shall have the right to enter upon the Leased Premises at reasonable hours and upon 24 hours notice to inspect the same, to make repairs or alterations, and to show it to possible buyers, lenders, or tenants, provided Landlord shall not thereby unreasonably interfere with Tenant's business on the Leased Premises. In the event of an emergency, Landlord shall have the right of entry at any time and may perform any acts related to safety, protection, preservation or improvement of the Premises. Tenant must give Landlord keys to all locks. Locks may not be changed or additional locks installed without Landlord's consent. Landlord recognizes that Tenant operates a medical facility at the Premises and that patient confidential is a primary concern to Tenant. In the event the Landlord and its agents and employees enter into the Premises, Landlord and its agents and employees agree to keep any patient or patient information observed during such visit confidential.

12. Building Rules.

Tenant will comply with the rules of the Building adopted and altered by Landlord from time to time and will cause all of its agents, employees, invitees and visitors to do so; all changes to such rules will be sent by Landlord to Tenant in writing

13. Damage and Destruction.

Subject to Section 8 A. above, if the Leased Premises or any part thereof or any appurtenance thereto is so damaged by fire, casualty or structural defects that the same cannot be used for Tenant's purposes, then Tenant shall have the right within ninety (90) days following damage to elect by notice to Landlord to terminate this Lease as of the date of such damage. In the event of minor damage to any part of the Leased Premises, and if such damage does not render the Leased Premises unusable for Tenant's purposes, Landlord shall promptly repair such damage at the cost of the Landlord. In making the repairs called for in this paragraph, Landlord shall not be liable for any delays resulting from strikes, governmental restrictions, inability to obtain necessary materials or labor or other matters which are beyond the reasonable control of Landlord. Tenant shall be relieved from paying rent and other charges during any portion of the Lease term that the Leased Premises are inoperable or unfit for occupancy, or use, in whole or in part, for Tenant's purposes. Rentals and other charges paid in advance for any such periods shall be credited on the next ensuing payments, if any, but if no further payments are to be made,

any such advance payments shall be refunded to Tenant. The provisions of this paragraph extend not only to the matters aforesaid, but also to any occurrence which is beyond Tenant's reasonable control and which renders the Leased Premises, or any appurtenance thereto, inoperable or unfit for occupancy or use, in whole or in part, for Tenant's purposes.

14. Tenant Default.

If default shall at any time be made by Tenant in the payment of rent when due to Landlord as herein provided, and if said default shall continue for fifteen (15) days after written notice thereof shall have been given to Tenant by Landlord, or if default shall be made in any of the other covenants or conditions to be kept, observed and performed by Tenant, and such default shall continue for thirty (30) days after notice thereof in writing to Tenant by Landlord, provided that if such default cannot be cured within such thirty (30) day period but Tenant commences such cure within such thirty (30) day period and diligently pursues such cure thereafter, the thirty (30) day period shall be extended for such period of time as may be reasonably necessary to complete such cure but rent shall continue. Landlord may declare the term of this Lease ended and terminated by giving Tenant written notice of such intention, and if possession of the Leased Premises is not surrendered, Landlord may reenter said Leased Premises. Landlord shall have, in addition to the remedy above provided, any other right or remedy available to Landlord on account of any Tenant default, either in law or equity. Landlord shall be entitled to reasonable attorney's fees and costs incurred due to Tenant's default. Notwithstanding the foregoing, neither party shall be liable to the other for consequential or other indirect damages of the other (including, without limitation, lost profits or business interruption).

15. Quiet Possession.

Landlord covenants and warrants that upon performance by Tenant of its obligations hereunder, Landlord will keep and maintain Tenant in exclusive, quiet, peaceable and undisturbed and uninterrupted possession of the Leased Premises during the term of this Lease.

16. Condemnation.

A. Total Condemnation. If any legally, constituted authority condemns the whole Leased Premises, this Lease shall cease when the public authority takes possession, and Rent shall abate as of the date of the taking. Such termination shall be without prejudice to the rights of either party to recover compensation from the condemning authority for any loss or damage caused by the condemnation. Neither party shall have any rights in or to any award made to the other by the condemning authority.

B. Partial Condemnation.

i. If less than the whole but more than twenty percent (20%) of the Leased Premises shall be taken, Tenant shall have the right to terminate this Lease or, subject to Landlord's right of termination as set forth in *Section 17(B)(ii)*, to continue in

RSR

possession of the remainder of the Leased Premises and shall notify Landlord in writing within ten (10) days after notice of such taking of Tenant's intention. If twenty percent (20%) or less of the Leased Premises shall be so taken, the Term shall cease with respect to the part so taken as of the day possession shall be taken, and Tenant shall pay rent up to that day for the part so taken.

ii. If more than twenty percent (20%) of the Building or more than twenty percent (20%) of the Leased Premises shall be taken, Landlord may, by notice to Tenant delivered on or before the date surrendering possession, terminate this Lease.

iii. In the event this Lease is not so terminated, Tenant shall remain in the portion of the Leased Premises not so taken, and all of the terms, provisions, covenants, conditions, and agreements contained herein shall continue in effect with respect to the portion not so taken, except that rent shall be reduced in proportion to the amount of the Leased Premises taken, and Landlord shall, to the extent of severance damages received by Landlord in connection with such condemnation, repair any damage to the Leased Premises caused by such condemnation except to the extent that Tenant has been reimbursed therefor by the condemning authority. Tenant shall pay any amount in excess of such severance damages required to complete such repair.

17. Subordination.

Tenant accepts this Lease subject and subordinate to any mortgage, deed of trust or other lien presently existing or hereafter arising upon the Leased Premises, or upon the Building and to any renewals, refinancing and extensions thereof, but Tenant agrees that any such mortgagee shall have the right at any time to subordinate such mortgage, deed of trust or other lien to this Lease provided, however, that Landlord will use its commercially reasonable efforts to obtain a standard non-disturbance agreement from its current and all future lenders which will protect Tenant's tenancy provided that Tenant is not in default hereunder. Landlord is hereby irrevocably vested with full power and authority to subordinate this Lease to any mortgage, deed of trust or other lien now existing or hereafter placed upon the Leased Premises of the Building, and Tenant agrees upon demand to execute such further instruments subordinating this Lease or attorning to the holder of any such liens as Landlord may reasonably request. In the event that Tenant should fail to execute any instrument of subordination herein require to be executed by Tenant promptly as requested, Tenant hereby irrevocably constitutes Landlord as its attorney-in-fact to execute such instrument in Tenant's name, place and stead, it being agreed that such power is one coupled with an interest. Tenant agrees that it will from time to time upon request by Landlord execute and deliver to such persons as Landlord shall request a statement in recordable form certifying that this Lease is unmodified and in full force and effect (or if there have been modifications, that the same is in full force and effect as so modified), stating the dates to which rent and other charges payable under this Lease have been paid, stating that Landlord is not in default hereunder (or if Tenant alleges a default stating the nature of such alleged default) and further stating such other matters as Landlord shall reasonably require.

18. Security Deposit.

The Security Deposit shall be held by Landlord without liability for interest and as security for the performance by Tenant of Tenant's covenants and obligations under this Lease, it being expressly understood that the Security Deposit shall not be considered an advance payment of rental or a measure of Landlord's damages in case of default by Tenant. Unless otherwise provided by mandatory non-waivable law or regulation, Landlord may commingle the Security Deposit with Landlord's other funds. Landlord may, from time to time, without prejudice to any other remedy, use the Security Deposit to the extent necessary to make good any arrearages of rent or to satisfy any other covenant or obligation of Tenant hereunder. Following any such application of the Security Deposit, Tenant shall pay to Landlord on demand the amount so applied in order to restore the Security Deposit to its original amount. If Tenant is not in default at the termination of this Lease, the balance of the Security Deposit remaining after any such application shall be returned by Landlord to Tenant. If Landlord transfers its interest in the Premises during the term of this Lease, Landlord may assign the Security Deposit to the transferee and thereafter shall have no further liability for the return of such Security Deposit.

19. Notice.

Any notice required or permitted under this Lease shall be deemed sufficiently given or served if sent by United States certified mail, return receipt requested, addressed as follows:

If to Landlord to: Next Phase Plan LLC
 3564 Otetiana Point
 Canandaigua, New York 14424

If to Tenant to: Planned Parenthood of [REDACTED]
 [REDACTED]
 [REDACTED]
 [REDACTED]

Landlord and Tenant shall each have the right from time to time to change the place notice is to be given under this paragraph by written notice thereof to the other party.

20. Public Health Law Compliance

The Landlord acknowledges that his rights of reentry into the Leased Premises set forth in this Lease do not confer on him the authority to operate a hospital as defined in article 28 of the Public Health law on the Leased Premises and agrees that he will give the New York State Department of Health, Tower Building, Empire State Plaza, Albany, N.Y. 12237, notification by certified mail of his intent to reenter the Leased Premises or to initiate dispossession proceedings or that the Lease is due to expire, at least 30 days prior to the date on which the landlord intends to exercise a right of reentry or to initiate such proceedings or at least 60 days before expiration of the Lease.

Upon receipt of notice from the Landlord of his intent to exercise his right of reentry or upon the service of process in dispossess proceedings and 60 days prior to the expiration of the Lease, the Tenant shall immediately notify by certified mail the New York State Department of Health, Tower Building, Empire State Plaza, Albany, NY 12237, of the receipt of such notice or service of such process or that the Lease is about to expire.

21. Waiver.

No waiver of any default of Landlord or Tenant hereunder shall be implied from any omission to take any action on account of such default if such default persists or is repeated, and no express waiver shall affect any default other than the default specified in the express waiver and that only for the time and to the extent therein stated. One or more waivers by Landlord or Tenant shall not be construed as a waiver of a subsequent breach of the same covenant, term or condition.

22. Memorandum of Lease.

The parties hereto contemplate that this Lease should not and shall not be filed for record, but in lieu thereof, at the request of either party, Landlord and Tenant shall execute a Memorandum of Lease to be recorded for the purpose of giving record notice of the appropriate provisions of this Lease.

23. Headings.

The headings used in this Lease are for convenience of the parties only and shall not be considered in interpreting the meaning of any provision of this Lease.

24. Successors.

The provisions of this Lease shall extend to and be binding upon Landlord and Tenant and their respective legal representatives, successors and assigns.

25. Consent.

Landlord shall not unreasonably withhold or delay its consent with respect to any matter for which Landlord's consent is required or desirable under this Lease.

26. Performance.

If there is a default with respect to any of Landlord's covenants, warranties or representations under this Lease, and if the default continues more than fifteen (15) days after notice in writing from Tenant to Landlord specifying the default, Tenant may, at its option and without affecting any other remedy hereunder, cure such default and deduct the cost thereof from the next accruing installment or installments of rent payable hereunder

until Tenant shall have been fully reimbursed for such expenditures, together with interest thereon at a rate equal to the lesser of twelve percent (12%) per annum or the then highest lawful rate. If this Lease terminates prior to Tenant's receiving full reimbursement, Landlord shall pay the unreimbursed balance plus accrued interest to Tenant on demand. Tenant shall have, in addition to the remedy above provided any other right or remedy available to Tenant on account of Landlord's default either at law or equity. Notwithstanding the foregoing, neither party shall be liable to the other for consequential or other indirect damages of the other (including, without limitation, lost profits or business interruption).

27. Compliance with Law.

As of the Commencement Date, Tenant shall comply with all laws, orders, ordinances and other public requirements now or hereafter pertaining to Tenant's use of the Leased Premises. Landlord shall comply with all laws, orders, ordinances and other public requirements now or hereafter affecting the Leased Premises. If any part of this Lease is not legal, the rest of the Lease will be unaffected.

28. Final Agreement.

This Agreement terminates and supersedes all prior understandings or agreements on the subject matter hereof including, but not limited to, a lease dated November 1, 1991 between [REDACTED] and [REDACTED] a sublease between [REDACTED] and [REDACTED] dated July 1, 1994, a sublease between [REDACTED] and Planned Parenthood of [REDACTED] dated October 6, 1996, an Addendum to Lease dated April 13, 2005 between [REDACTED] and Planned Parenthood of [REDACTED] and an Addendum to Lease dated January 28, 2010 between [REDACTED] and Planned Parenthood of [REDACTED]. This Agreement may be modified only by a further writing that is duly executed by both parties.

29. Governing Law.

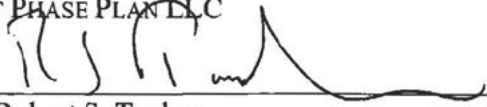
This Agreement shall be governed, construed and interpreted by, through and under the Laws of the State of New York.

[The remainder of this page is intentionally left blank; signatures on following pages]

IN WITNESS WHEREOF, the parties have executed this Lease as of the day and year first above written.

LANDLORD

NEXT PHASE PLAN LLC



BY: Robert S. Taylor
TITLE: Member

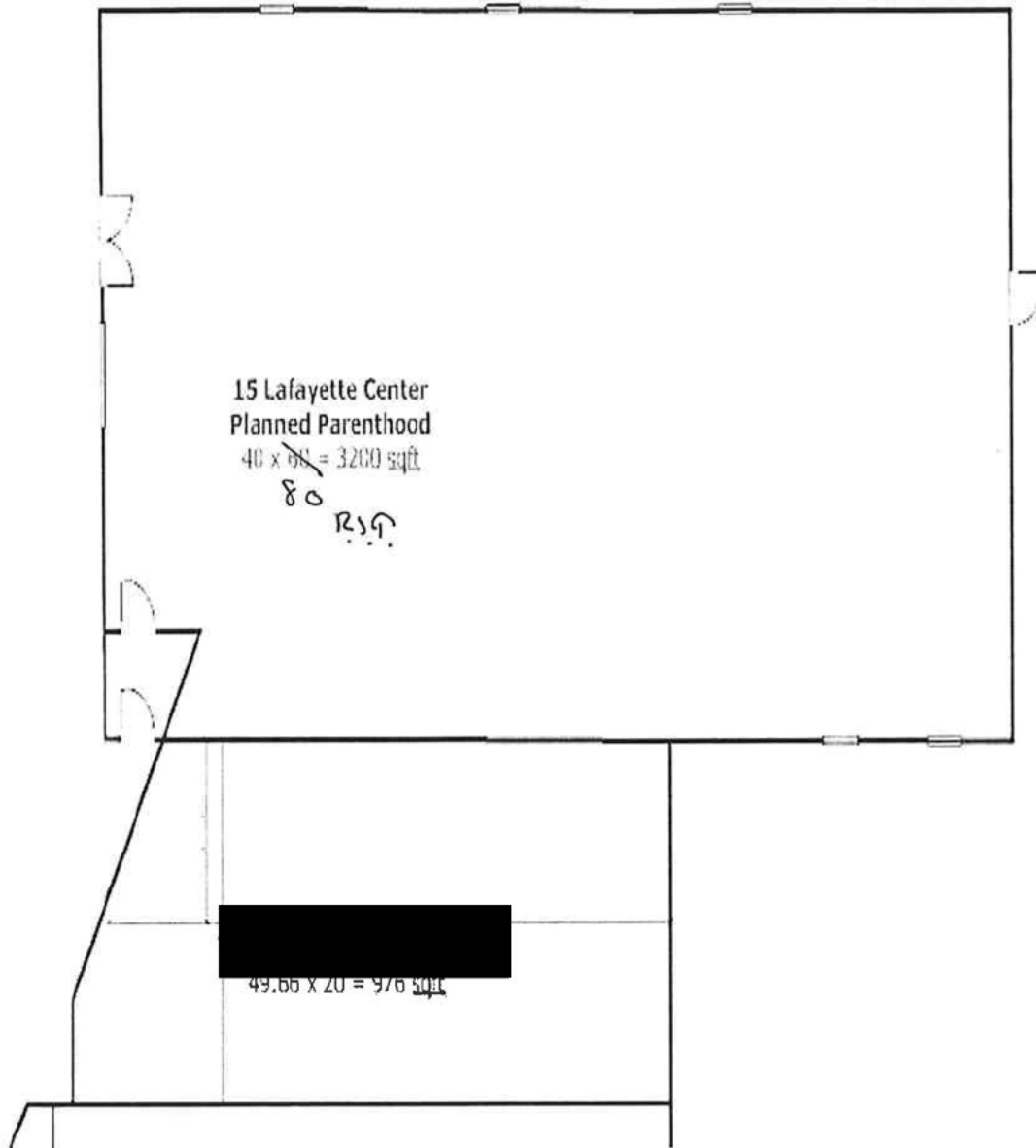
TENANT

PLANNED PARENTHOOD OF 




Exhibit A

Leased Premises



RST

PLANNED PARENTHOOD

OF WESTERN NEW YORK, INC.

BALANCE SHEET

JUNE 30, 2013

(with Comparative Totals for December 31, 2012)

	(\$000)	(\$000)
	June	December 31, 2012
ASSETS		
CURRENT ASSETS:		
Cash & Cash Equivalents	\$ 225	\$ 535
Accounts Receivable Program Service Fees:		
Program service fees, net of allowance for doubtful		
accounts of approximately \$403 at June 30, 2013 and		
\$403 at December 31, 2012	309	128
Contributions Receivable	136	248
Grant Receivables	1,434	741
Accounts Receivable - Other	47	74
Inventory, prepaid expenses, and other assets	158	145
Estimated 3rd Party payor settlements	263	263
Total current assets	2,572	2,134
INVESTMENTS	162	162
PROPERTY & EQUIPMENT, net	1,168	1,234
CONTRIBUTIONS RECEIVABLE - Noncurrent		118
INTEREST IN CHARITABLE REMAINDER TRUSTS	523	523
	<u>\$ 4,425</u>	<u>\$ 4,171</u>
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES		
Current portion of mortgages payable	\$ 33	\$ 34
Accounts payable and accrued expenses	202	238
Accrued wages and related benefits	307	182
Deferred revenue	924	492
Total current liabilities	1,466	946
MORTGAGES PAYABLE, net of current portion	207	223
Total liabilities	1,673	1,169
NET ASSETS	2,752	3,002
	<u>\$ 4,425</u>	<u>\$ 4,171</u>

Planned Parenthood of Western New York
Consolidated Statement of Activities and Changes in Net Assets
For the Six Months Ended June 30, 2013
(000's)

	YTD Actual	YTD Budget	Fav/(Unfav) Variance
Revenue			
Government Grants	\$1,733	\$1,518	\$215
Service Revenue	\$1,377	\$1,401	(\$24)
Private Fundraising	\$86	\$250	(\$164)
Other	\$0	\$5	(\$5)
Private Grants (Restricted)	<u>\$0</u>	<u>\$79</u>	<u>(\$79)</u>
TOTAL REVENUE	\$3,196	\$3,253	(\$57)
Expenses			
Salaries	\$1,582	\$1,602	\$20
Fringe Benefits	\$394	\$387	(\$7)
Supplies	\$327	\$269	(\$58)
Occupancy	\$349	\$268	(\$81)
Dues & Membership	\$84	\$89	\$5
Capital Purchases	\$43	\$211	\$168
Admin/General Operating	\$661	\$602	(\$59)
Other	<u>\$6</u>	<u>\$43</u>	<u>\$37</u>
TOTAL EXPENSES	\$3,446	\$3,471	\$25
Gain/(Loss) from Operations	<u>(\$250)</u>	<u>(\$218)</u>	<u>(\$32)</u>

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

--	--

This statement must be completed by directors of not-for-profit corporations who are not contributing capital in support of the project. The form is completed in lieu of Schedule 2B. This schedule is required for all not-for-profit Article 7 applications and for Article 28, 36 & 40 establishment applications.

Statement of Business Associations with Health Facilities

☒ I do NOT receive any income directly or indirectly from any other health care facility.

☐ I do receive income directly or indirectly from the following health care facilities. For each, please briefly describe the nature of the relationship and method of payment.

--

Has the original of this document been signed and notarized?

Yes ☒

No ☐

Signature		DATE
X		2/25/13
PR		
TITLE	DIRECTOR	

NOTARY	DATE
Barbara A. Keirsbilck	2/25/13

BARBARA A. KEIRSBILCK
Notary Public, State of New York
Monroe County Reg. #01KE6270285
Commission Expires 10/15/2016

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

--	--	--

This statement must be completed by directors of not-for-profit corporations who are not contributing capital in support of the project. The form is completed in lieu of Schedule 2B. This schedule is required for all not-for-profit Article 7 applications and for Article 28, 36 & 40 establishment applications.

Statement of Business Associations with Health Facilities

☐ I do NOT receive any income directly or indirectly from any other health care facility.

☒ I do receive income directly or indirectly from the following health care facilities. For each, please briefly describe the nature of the relationship and method of payment.

--

Has the original of this document been signed and notarized? Yes ☒ No ☐

SIGNATURE		DATE
X		2/13/13
PRINT OF		
TITLE	Board Member	

NOTARY	DATE
<i>[Signature]</i>	2/13/13

TERILL, LeTEMPIO
Notary Public, State of New York
Qualified
My Commission Expires 4/22/14

Schedule 1 - Forms Required For All CON Applications

Contents:

- **Schedule 1 A - General Information**
- **Schedule 1 B - Abbreviated Executive Summary**
- **Schedule 1 C - Other Facilities Owned or Controlled by the Applicant**

**New York State Department of Health
Certificate of Need Application**

Schedule 1A

Schedule 1 A - General Information - All Applicants

Main Site	MAIN SITE PFI	MEDICAID PROVIDER ID	TYPE OF FACILITY	MAIN SITE NAME	
	223	00474960	D&T Center	Planned Parenthood of Western New York, Inc.	
	STREET & NUMBER				
	2697 Main Street				
	CITY		COUNTY	ZIP	
	Buffalo		Erie	14214	

Project Site	PROJECT SITE PFI	MEDICAID PROVIDER ID	TYPE OF FACILITY	PROJECT SITE NAME	
	N/A				
	STREET & NUMBER				
	CITY		COUNTY	ZIP	

Operator Information	OPERATING CERTIFICATE NUMBER		TYPE OF FACILITY	LEGAL ENTITY THAT WILL OPERATE OF THE FACILITY (or proposed operator)	
	1401235R (PPWNY)		D&T Center	Planned Parenthood of Central and Western New York, Inc.	
	2701216R ([REDACTED])				
	STREET & NUMBER				
	[REDACTED]				
	CITY		COUNTY	ZIP	
	[REDACTED]		[REDACTED]	[REDACTED]	

Is the applicant an existing facility? If yes, attach a photocopy of the resolution of partners, corporate directors, or LLC managers, as the case may be, authorizing the project.		YES <input checked="" type="checkbox"/> NO <input type="checkbox"/>	Title of Attachment: #1-A
Is the applicant part of an "established article 28" network" as defined in section 401.1(j) of 10 nycrr? If yes, attach a statement that identifies the network and describes the applicant's affiliation. Attach an organizational chart, if available.		YES <input type="checkbox"/> NO <input checked="" type="checkbox"/>	

Type of Application: Establishment ☒ Construction ☐ Administrative ☐ Limited ☐

Total Project Cost: \$0.00

Amount of Application Fee (see Schedule 8) \$2,000.00

Acknowledgement And Attestation

I hereby certify, under penalty of perjury, that I am duly authorized to subscribe and submit this application on behalf of the applicant: ☒

I further certify that the information contained in this application and its accompanying schedules and attachments are accurate, true and complete in all material respects. I acknowledge and agree that this application will be processed in accordance with the provisions of articles 28, 36 and 40 of the public health law and/or article 7 of the social services law, and implementing regulations, as the case may be.

SIGNATURE	DATE
[REDACTED]	6.14.2013
PRINT OR TYPE NAME	TITLE
[REDACTED]	Chief Executive Officer

New York State Department of Health Certificate of Need Application

Schedule 1A

Contacts:

Applicant should identify the operator's chief executive officer, or equivalent official, to whom all official correspondence from DOH about this application should be addressed

CHIEF EXECUTIVE	NAME AND TITLE OF CHIEF EXECUTIVE		
	[REDACTED] Chief Executive Officer PPWNY		
	STREET & NUMBER		
	2697 Main Street		
	CITY	STATE	ZIP
	Buffalo	New York	14214
	TELEPHONE	FAX NUMBER	E-MAIL ADDRESS
	[REDACTED]	[REDACTED]	[REDACTED]

Applicant may designate a second person to whom copies of all official correspondence from DOH about this application should be addressed. (This could be the applicants attorney, or a consultant)

CONTACT INFORMATION	CONTACT PERSON'S COMPANY	NAME AND TITLE OF CONTACT PERSON	
	Nixon Peabody LLP	Peter J. Millock, Esq.	
	STREET & NUMBER		
	677 Broadway		
	CITY	STATE	ZIP
	Albany	New York	12207
	TELEPHONE	FAX NUMBER	E-MAIL ADDRESS
	518-427-2651	866-947-1239	pmillock@nixonpeabody.com

The applicant's lead attorney should be identified:

ATTORNEY	NAME		
	Peter J. Millock, Esq., Nixon Peabody LLP		
	STREET & NUMBER		
	677 Broadway		
	CITY	STATE	ZIP
	Albany	New York	12207
	TELEPHONE	FAX NUMBER	E-MAIL ADDRESS
	518-427-2651	866-947-1239	pmillock@nixonpeabody.com

If a consultant prepared the application, the consultant should be identified:

CONSULTANT	NAME		
	NONE		
	STREET & NUMBER		
	CITY	STATE	ZIP
	TELEPHONE	FAX NUMBER	E-MAIL ADDRESS

**New York State Department of Health
Certificate of Need Application**

Schedule 1A

The applicant's lead accountant should be identified:

ACCOUNTANT	NAME		
	[REDACTED] VP & CFO		
	STREET & NUMBER		
	[REDACTED]		
	CITY	STATE	ZIP
	[REDACTED]	[REDACTED]	[REDACTED]
	TELEPHONE	FAX NUMBER	E-MAIL ADDRESS
[REDACTED]	[REDACTED]	[REDACTED]	

Checklist of Schedules Included in This Application

Schedule Number	Schedule Name	Required	Included
1	General Information Forms	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2a	Personal Qualifying Information	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2b	Personal Financial Statement	<input type="checkbox"/>	<input type="checkbox"/>
2c	Not-For-Profit Director's Statement	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3b	Basic Legal Information and Documentation	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4	Ownership Transfers Only- Additional Legal Information For All Articles	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5	Working Capital Financing Plan (Not Applicable for Article 7)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6	Architectural Submission	<input type="checkbox"/>	<input type="checkbox"/>
7	Environmental Assessment	<input type="checkbox"/>	<input type="checkbox"/>
8	Project & Subproject Cost Summary	<input type="checkbox"/>	<input type="checkbox"/>
9	Proposed Plan For Project Financing	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
10	Space & Construction Cost Distribution	<input type="checkbox"/>	<input type="checkbox"/>
11	Movable Equipment	<input type="checkbox"/>	<input type="checkbox"/>
12a	Adult Care Facilities Program Information	<input type="checkbox"/>	<input type="checkbox"/>
12c	Architectural	<input type="checkbox"/>	<input type="checkbox"/>
12d	Project Financing or Lease	<input type="checkbox"/>	<input type="checkbox"/>
12e	Projected Start Up Operating Budget- (2 Years)	<input type="checkbox"/>	<input type="checkbox"/>
12f	Operating Budget- Adult Care Facility -Full Occupancy	<input type="checkbox"/>	<input type="checkbox"/>
13a	Assurances	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
13b	Staffing	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
13c	Annual Operating Costs	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
13d	Annual Operating Revenues	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
16a	Hospital Program Information	<input type="checkbox"/>	<input type="checkbox"/>
16b	Community Need	<input type="checkbox"/>	<input type="checkbox"/>
16c	Impact of CON Application - Hospital Operating Certificate	<input type="checkbox"/>	<input type="checkbox"/>
16d	Hospital Outpatient Departments	<input type="checkbox"/>	<input type="checkbox"/>
16e	Hospital Utilization/Discharge and Patient Days	<input type="checkbox"/>	<input type="checkbox"/>
16f	Hospital Facility Access	<input type="checkbox"/>	<input type="checkbox"/>
17a	Diagnostic & Treatment Center Program Information	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
17b	Community Need	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
17c	Impact of CON Application - D&TCs Operating Certificate	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
17d	D&TC Allocation of Operating Costs	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
17e	D&TC Statement of Revenue	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
18a	Residential Health Care Facility (RHCF) Program Information	<input type="checkbox"/>	<input type="checkbox"/>
18b	Impact of CON Application - RHCF Operating Certificate	<input type="checkbox"/>	<input type="checkbox"/>
18c	RHCF Space & Construction Cost Distribution	<input type="checkbox"/>	<input type="checkbox"/>
18d	RHCF Statement of Functional Expenses	<input type="checkbox"/>	<input type="checkbox"/>
18e	RHCF Analysis of Net Patient Revenue & Total Operating Revenue	<input type="checkbox"/>	<input type="checkbox"/>
19a	Adult Day Health Care Programs (ADHCP) Program Information	<input type="checkbox"/>	<input type="checkbox"/>
19b	ADHCP Services-Staffing/Program Information	<input type="checkbox"/>	<input type="checkbox"/>
20a	OMH Component (If Applicable)	<input type="checkbox"/>	<input type="checkbox"/>
21a	CHHA and LTHHCP Program Information	<input type="checkbox"/>	<input type="checkbox"/>
21b	Impact of CON Application - CHHA & LTHHCP Operating Certificate	<input type="checkbox"/>	<input type="checkbox"/>
21d	CHHA/LTHHCP Operating Cost	<input type="checkbox"/>	<input type="checkbox"/>
21e	CHHA/LTHHCP Projected Operating Revenue	<input type="checkbox"/>	<input type="checkbox"/>
21f	CHHA/LTHHCP Projected Utilization By Payer Category	<input type="checkbox"/>	<input type="checkbox"/>
22a	Hospices Program Information	<input type="checkbox"/>	<input type="checkbox"/>
22b	Impact of CON Application - Hospices Operating Certificate	<input type="checkbox"/>	<input type="checkbox"/>
22d	Hospices Operating Costs	<input type="checkbox"/>	<input type="checkbox"/>
22e	Hospices Utilization and Revenue Estimates	<input type="checkbox"/>	<input type="checkbox"/>

**New York State Department of Health
Certificate of Need Application**

Schedule 1B

Schedule 1 B - Abbreviated Executive Summary

Instructions:

In the space below, i.e., no more than one page, provide a succinct overview of your proposal. This may be done in bullet format. The purpose of the Abbreviated Executive Summary (AES) is to give the reviewer a conceptual understanding of the proposal. The AES should summarize the key elements of the proposed project. Details will be contained in the appropriate schedules of the application.

Planned Parenthood of [REDACTED] [REDACTED] ([REDACTED]) proposes to merge into Planned Parenthood of Western New York (PPWNY) with the surviving entity to be renamed "Planned Parenthood of Central and Western New York, Inc." (PPCWNY).

[REDACTED] currently serves 18,000 patients per year in [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] and [REDACTED] Counties. It operates one diagnostic and treatment center and four extension clinics. It has 140 employees. It receives Comprehensive Adolescent Pregnancy Prevention program funding from the NYS Department of Health and, for nearly 20 years, has provided a youth development model pregnancy prevention program called "In Control." [REDACTED] also provides [REDACTED] crisis services in five counties.

PPWNY currently serves 13,000 patients per year in [REDACTED] [REDACTED] [REDACTED] [REDACTED] and [REDACTED] Counties. It operates one diagnostic and treatment center, and five extension clinics including one mobile van. It has 100 employees. It receives Comprehensive Adolescent Pregnancy Prevention program funding from the NYS Department of Health.

Both entities offer reproductive health care including annual examinations, pap tests, breast and cervical cancer screening, HIV testing, counseling and referral, [REDACTED] services and all FDA-approved methods of birth control.

The application includes no changes in current services, no addition or reduction of clinic sites and no expansion or diminution of special services. The array of services provided by each merging entity will remain the same.

The merger of [REDACTED] and PPWNY will permit an overall reduction in senior staff costs, enhanced fundraising capabilities, more efficient purchasing and vendor services, and more comprehensive strategic planning. The merged entity will use the opportunities and advantages created by the merger to improve and extend services to more patients and clients, in particular those who are hard to serve because of economic status, geographic location, race, gender, color or age. By merging, the applicant seeks to strengthen both agencies operationally and financially and to better serve the Central and Western New York communities.

Since both agencies are affiliates of the Planned Parenthood Federation of America, they have a common mission, have been subject to the same quality, operational and financial standards, share information technology (IT) services and work closely together. The merged entity will combine the boards of directors of the merging entities. Each board member has deep commitment to the shared mission and close ties to the communities served.

The merger reflects a national trend toward consolidation of health services providers and, specifically in New York State, the merger of Planned Parenthood chapters.

**New York State Department of Health
Certificate of Need Application**

Schedule 1C

Schedule 1 C - Other Facilities Owned or Controlled by the Applicant

(Establishment Applications only)

Does the applicant or any related entity (parent, member or subsidiary corporation) operate or control any of the following in New York State?

FACILITY TYPE - NEW YORK STATE	FACILITY TYPE CODE	
Hospital	HOS	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
Nursing Home	NH	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
Diagnostic and Treatment Center	DTC	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
Licensed Home Care Services Agency	LHH	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
Certified Home Health Agency	CHH	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
Hospice	HSP	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
Adult Home	ADH	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
Assisted Living Program	ALP	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
Long Term Home Health Care Program	LTC	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
Enriched Housing Program	EHP	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
Health Maintenance Organization	HMO	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
Other	OTH	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

**New York State Department of Health
Certificate of Need Application**

Schedule 1C

For each facility or agency referenced above, enter the name, the PFI and facility type in the chart below.

	FACILITY NAME:	PFI	FACILITY TYPE
1	Planned Parenthood of Western New York, Inc.	223	D&T Center
2	Planned Parenthood of the [REDACTED]	423	D&T Center
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
15			
16			

**New York State Department of Health
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Schedule 1C

In addition to the information provided on the above chart, provide a complete list of all health care, adult care, behavioral, or mental health facilities, programs or agencies located outside New York State that are affiliated with the applicant corporation, as well as with parent, member and subsidiary corporations. For each health care entity identified, provide the full name, address, and type of services provided. In conjunction with this list, provide documentation from the regulatory agency in the state(s) where affiliations are noted, reflecting that the facilities/programs/agencies have operated in substantial compliance with applicable codes, rules and regulations for the past ten years (or for the period of the affiliation, whichever is shorter). To assist you in securing this information, a recommended form and a sample letter of inquiry are provided in Schedule 2 D.

Please list the facilities outside of New York State that are owned or controlled by the applicant:

	FACILITY NAME AND ADDRESS:	Services provided:	STATE/ COUNTRY	FACILITY TYPE
1	NONE			
2				
3				
4				
5				
6				
7				
8				
9				
10				

Schedule 3

CON Forms Related to Legal Issues

Contents:

- **Schedule 3A - General Instructions and Definitions For Legal Schedules (No data entry required - informational schedule only)**
- **Schedule 3B – Basic Legal Information and Documentation**

Schedule 3A: General Instructions and Definitions For Legal Schedules

This schedule applies to all Establishment and Full Construction Applicants and some Administrative Applications.

Definitions

1. "PHL" refers to the New York State Public Health Law.
2. "SSL" refers to the New York State Social Services Law.
3. "10 NYCRR" refers to Title 10 (Health) of the Official Compilation of the Codes, Rules and Regulations of the State of New York.
4. "18 NYCRR" refers to Title 18 (Social Services) of the Official Compilation of the Codes, Rules and Regulations of the State of New York.
5. "Department" refers to the New York State Department of Health.
6. "Commissioner" refers to the Commissioner of the Department.
7. "Article 28" refers to Article 28 of the PHL, which governs general hospitals, nursing homes and diagnostic and treatment centers.
8. "Article 36" refers to Article 36 of the PHL, which governs certified home health agencies and long term home health care programs.
9. "Article 40" refers to Article 40 of the PHL, which governs hospices.
10. "Article 44" refers to Article 44 of the PHL, which governs health maintenance organizations.
11. "Article 7" refers to Article 7 of the SSL, which governs adult homes, enriched housing programs and residences for adults.
12. "Facility" refers to all types of facilities, institutions, agencies or other entities regulated under Articles 7, 28, 36, 40, or 44.

General Instructions

1. Unless otherwise specifically indicated, the required paper copies of legal documentation submitted should be photocopies of fully executed original documents and **not** the originals themselves. The electronic copies of legal documents should be legible scanned images in PDF format of fully executed original documents.
2. Whenever a requested legal document has been amended, modified, or restated, all amendment(s), modification(s) and/or restatement(s) should also be submitted.
3. Attachments to legal schedules should be numbered sequentially for each particular schedule. The list of attachments should be completed for each required schedule, with either the number of the attachment or a check in the "Not Applicable" column. In instances where the "Not Applicable" option is not offered, inclusion of the documentation is mandatory.

[If you believe this submission contains information which may be excepted from disclosure pursuant to a FOIL request, you may so indicate to the NYSDOH and if so, must identify those sections of the submission. DOH will review your claim and make a determination in the event a FOIL request is received.]

Schedule 3B – Basic Legal Information and Documentation

Instructions:

1. The following applicants must complete Part I in its entirety:
 - a. All Article 7 applicants.
 - b. Article 28 applicants seeking establishment or combined establishment and construction approval.
 - c. Article 36 applicants seeking establishment approval.
 - d. Article 40 applicants seeking establishment approval.
2. The appropriate section of Part II must also be completed, depending on the applicant's type of legal entity, as follows:
 - a. Applicants that are sole proprietors must complete Section A.
 - b. Applicants that are general partnerships must complete Section B.
 - c. Applicants that are registered limited liability partnerships must complete Section C.
 - d. Applicants that are not-for-profit corporations must complete Section D.
 - e. Applicants that are business corporations must complete Section E
 - f. Applicants that are limited liability companies must complete Section F.
3. All Article 28 applicants must complete Part III in its entirety.

N.B.: Whenever a requested legal document has been amended, modified, or restated, all amendment(s), modification(s) and/or restatement(s) should also be submitted.

I. All Applicants

- A. Is the name of the facility different from the name of the applicant's legal entity?
☐ Yes ☒ No

If yes, submit the Certificate of Assumed Name. Attachment # .

- B. Is the applicant a natural person? ☐ Yes ☒ No

If no, type of legal entity:

- ☐ Sole Proprietor (See II.A. below)
☐ General Partnership (See II.B below)
☐ Registered Limited Liability Partnership (See II.C below)
☒ Not-for-Profit Corporation (See II.D below)
☐ Business Corporation (See II.E below)
☐ Limited Liability Company (See II.F below)
☐ Other, specify .

- C. For Article 36 applicants only: Does the applicant have any partners, members or stockholders that are not natural persons?
☐ Yes ☐ No

If yes, the applicant must comply with the requirements of PHL 3611.

- D. For Article 36 business corporations only: Is the corporation publicly traded?
☐ Yes ☐ No

New York State Department of Health
Certificate of Need Application

Schedule 3B

If yes, submit the most recently filed Securities Exchange Commission Form 10K.
Attachment # .

- E. Submit documentation of how the applicant has or will obtain site control. Lease agreements for Article 28 facilities, and for hospice residences and the inpatient components of Article 40 facilities, must contain the language set forth in 10 NYCRR 600.2(d) or 790.2(d), respectively. Attachment # 3-B-1.

- F. Are any of the directors or owners (partners, stockholders or members) of the applicant physicians who are in a position to make referrals to the facility?
☒ Yes ☐ No

If yes, submit a signed statement that the proposed financial/referral structure has been assessed in light of anti-kickback and self-referral laws, with the consultation of legal counsel, and it is concluded that proceeding with the proposal is appropriate.
Attachment # 3-B-2.

- G. Submit an organizational chart showing the applicant's legal structure.
Attachment # 3-B-3.

- H. Does the applicant intend to enter into any agreement(s) involving the management, administrative, billing and/or consulting services for the facility, including, but not limited to, operational policies.
☐ Yes ☒ No

If yes, submit the proposed agreement(s) and the remaining questions in this part I.
Attachment # .

If no, skip to Part II as applicable.

- I. Has the proposed management entity previously received establishment approval under either Article 7, 28, 36 or 40 of the PHL?
☐ Yes ☐ No

- J. Enter on the following chart, the addresses of the facilities/agencies owned, operated or managed by the proposed management entity and the time period that each was owned, operated or managed by the proposed management entity. Include out-of-state entities. Attach additional sheets, if necessary.
Attachment # .

Facility Name	Type of Facility	Facility Address	Time Period Owned or Managed

- K. For each facility named in Question J above, documentation must be submitted reflecting its current and past compliance with the applicable regulations in the state in which it operates. This information is required for the most recent ten-year period, or for the period it was owned, operated or managed by the proposed management entity, whichever is less. See Schedule 2D for instructions on how to acquire this documentation.

New York State Department of Health
Certificate of Need Application

Schedule 3B

- L. Has the proposed management entity been the subject of an administrative action related to the ownership, operation or management of any health care facility or agency?

☐ Yes ☐ No

If yes, provide further details regarding the administrative action in the space below.

--

- M. Are there any criminal actions pending against the proposed management entity?

☐ Yes ☐ No

If yes, provide further details regarding the criminal action in the space below.

--

- N. Are there now or have there been any civil or administrative actions initiated by either the Medicare or Medicaid programs against the proposed management entity?

☐ Yes ☐ No

If yes, provide further details regarding the administrative action in the space below.

--

II. Additional Documentation Depending on Type of Legal Entity

Submit the following legal documentation as applicable for the applicant's type of legal entity.

A. Sole Proprietors

1. Name of Individual Proprietor:

--

2. Certificate of Doing Business: Attachment # .

3. Schedules 2A and 2B

B. General Partnerships

1. On the following chart, list the partners, partnership interest and percentage ownership for each partner: Attach additional sheets if necessary.
Attachment # .

Partner Name	Partnership Interest	Percentage Ownership

New York State Department of Health
Certificate of Need Application

Schedule 3B

2. Partnership Agreement: Attachment # .
3. Certificate of Doing Business as a Partnership: Attachment # .
4. Schedules 2A and 2B for each partner

N.B. Partnership agreements for Article 28, Article 36 and Article 40 applicants must contain the language set forth in 10 NYCRR 600.1(5)(ii), 760.2 (c)(2) or 790.1 (c)(2), respectively. Refer to Schedule 12B, Part II for language that must be included in partnership agreements for Article 7 general partnerships.

C. Registered Limited Liability Partnerships

1. On the following chart, list the partners, partnership interest and percentage ownership for each partner: Attach additional sheets if necessary.
Attachment # .

Partner Name	Partnership Interest	Percentage Ownership

2. Partnership Agreement: Attachment # .
3. Certificate of Doing Business as a Partnership: Attachment # .
4. Certificate of Registration: Attachment # .
5. Schedules 2A and 2B for each partner

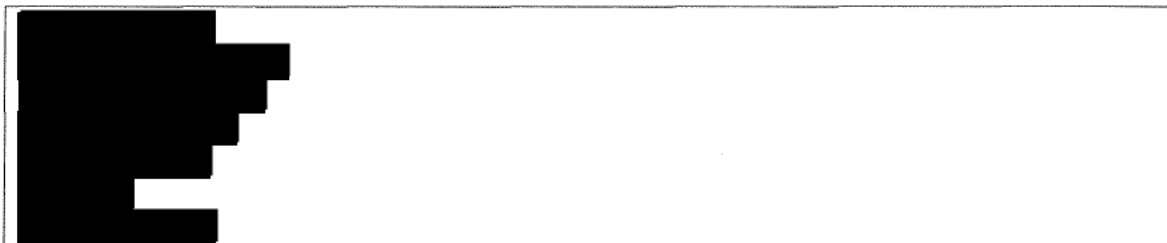
N.B. Registered limited liability partnerships are not a proper entity for adult care facilities. See 600.1(5)(ii) of 10 NYCRR for language that must be included in partnership agreements for Article 28 registered limited liability partnerships.

D. Not-for-Profit Corporations

1. Does the corporation have any members? ☒ Yes ☐ No

If yes, list the names of the members below.

<div style="background-color: black; width: 100px; height: 100px;"></div>



2. On the following chart, list the names of the officers and directors of the applicant corporation and indicate the position held by each. Attach additional sheets if necessary. Attachment #3-B-4.

New York State Department of Health
Certificate of Need Application

Schedule 3B

Officer/Director Name	Position Held
See Attachment 3-B-4	

3. Certificate of Incorporation: Attachment #3-B-5.
4. Bylaws: Attachment #3-B-6.
5. If the applicant is not a New York corporation, Application for Authority to Do Business in New York: Attachment # .
6. Schedule 2A for each director
7. Schedule 2B for directors who contribute capital in support of the project
8. Schedule 2C for directors who do not contribute capital in support of the project

E. Business Corporations

1. On the following chart, list the stockholders, stock interest and percentage of ownership for each stockholder. Attach additional sheets if necessary. Attachment # .

Stockholder Name	Stock Interest	Percentage Ownership

2. On the following chart, list the names of the officers and directors of the applicant corporation and indicate the position held by each. Attach additional sheets if necessary. Attachment # .

Officer/Director Name	Position Held

New York State Department of Health
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Schedule 3B

3. Certificate of Incorporation: Attachment # .
4. Bylaws: Attachment # .
5. If the applicant is not a New York corporation, Application for Authority to Do Business in New York: Attachment # .
6. Schedule 2A for each officer, director and stockholder
7. Schedule 2B for each stockholder

N.B. Only stockholders who own ten percent or more of a certified home health agency's issued stock must submit Schedule 2B. Stockholders of all other applicants, regardless of percentage ownership, must submit Schedule 2B.

F. Limited Liability Companies

1. On the following chart, list the members, membership interest and percentage of ownership for each member. Attach additional sheets if necessary.
Attachment # .

Member Name	Membership Interest	Percentage Ownership

2. List the managers below.

--

3. Articles of Organization: Attachment # .
4. Operating Agreement: Attachment # .
5. If the applicant is not a New York limited liability company, Application for Authority to Do Business in New York: Attachment # .

6. Schedule 2A for each member and manager

7. Schedule 2B for each member

N.B. Only members who own ten percent or more of a CHHA's membership interest must submit Schedule 2B. Members of all other applicants, regardless of percentage of ownership, must submit Schedule 2B.

III. Representative Governance

A. Ownership

1. Is the applicant, or any of its owners, employed by, an owner, officer, director, or manager of, or in any way affiliated with, or acting on behalf, or for the benefit of, an outside entity which will be involved with (including through a lease, contract or agreement), or benefit from, the ownership or operation of the proposed facility?

☐ Yes ☒ No

If yes, in the space below, identify the outside entity and the nature of the relationship.

2. Are there any contractual restrictions, existing or proposed, on the ability of the owners of the applicant to assign, transfer or sell their ownership interests or voting rights in the applicant? ☐ Yes ☐ No

If yes, provide copies of the existing or proposed arrangements.

Attachment # .

B. Consulting/Administrative Agreements

1. Does this proposal include a consulting or administrative agreement?

☐ Yes ☒ No

If no, skip to Section C.

If yes, attach a copy of this agreement (if not already submitted with the CON), and continue with the questions in this section.

Attachment # .

2. Describe in the space below the services to be provided under the agreement.

3. Describe in the space below the relationship between the applicant/operator and the consultant.

4. Who/what owns the consultant entity?

New York State Department of Health
Certificate of Need Application

Schedule 3B

5. Who will manage the subject facility on a day-to-day business?

6. Who employs the facility manager?

7. Will there be any subcontracts or assignments with other entities?

☐ Yes ☐ No

If yes, attach copies of the agreements. Attachment #

Describe the agreements:

8. What percentage of facility revenues flow to the consultant?

%

9. Is the consultant also an equipment lessor for the facility?

☐ Yes ☐ No

10. Is the consultant a real property lessor for the facility?

☐ Yes ☐ No

11. Who is responsible for financial decisions and by whom is this person is employed?

C. Financing

Will another entity provide financing for this CON project?

☐ Yes ☒ No

If yes, define the lender and it relationship to the applicant and consultant.

Completed by:

Enter Name:



Enter Date:

4/10/13

SCHEDULE 3B ATTACHMENTS

Complete the section labeled "All Applicants." Then, check the box(es) that apply to your organizational structure and enter the corresponding information for each attached document. If the document is not applicable, enter "N/A" in the column labeled "Attachment Title."

DOCUMENT	ATTACHMENT TITLE	ATTACH #	ELECTRONIC FILE NAME*
ALL APPLICANTS			
Certificate of Assumed Name			
Form SEC 10K			
Documentation of Site Control		3-B-1	
Anti-Kickback Statement		3-B-2	
Organizational Chart		3-B-3	
Management Agreement			
List of Out-of-State Entities			
<input type="checkbox"/> SOLE PROPRIETORS			
Certificate of Doing Business			
<input type="checkbox"/> GENERAL PARTNERSHIPS			
List of Additional Partners			
Partnership Agreement			
Certificate of Doing Business as a Partnership			
<input type="checkbox"/> REGISTERED LIMITED LIABILITY PARTNERSHIPS			
List of Additional Partners			
Partnership Agreement			
Certificate of Doing Business as a Partnership			
Certificate of Registration			
<input checked="" type="checkbox"/> NOT-FOR-PROFIT CORPORATIONS			
List of Additional Officers & Directors		3-B-4	
Certificate of Incorporation		3-B-5	
Bylaws		3-B-6	
Application for Authority to do Business in NYS			

* PDF Format Preferred

SCHEDULE 3B ATTACHMENTS (continued)

DOCUMENT	ATTACHMENT TITLE	ATTACH #	ELECTRONIC FILE NAME*
<input type="checkbox"/> BUSINESS CORPORATIONS			
List of Additional Stockholders			
List of Additional Officers & Directors			
Certificate of Incorporation			
Bylaws			
Application for Authority to do Business in NYS			
<input type="checkbox"/> LIMITED LIABILITY COMPANIES			
List of Additional Members			
Articles of Organization			
Operating Agreement			
Application for Authority to do Business in NYS			
<input type="checkbox"/> REPRESENTATIVE GOVERNANCE			
Restrictions on Ability of Applicant to Assign Ownership			
Consulting/Administrative Agreement			
Subcontracts or Assignments with Other Entities			
OTHER ATTACHMENTS (SPECIFY)			

* PDF Format Preferred

Schedule 4

Legal Information for Ownership Transfers

Contents:

- **Schedule 4A – Legal Information for Ownership Transfers**
- **Schedule 4B – Medicaid Affidavit**

New York State Department of Health
Certificate of Need Application

Schedule 4A

Schedule 4A – Legal Information for Ownership Transfers

Instructions:

All applicants seeking establishment approval for a change of ownership must complete Part I. The appropriate section of Part II must also be completed, depending on the type of ownership transfer.

N.B.: Whenever a requested legal document has been amended, modified, or restated, all amendment(s), modification(s) and/or restatement(s) should also be submitted.

I. General Information

A. Type of Ownership Change (check one)

- ☐ Transfer of Assets (also Section II.A)
☐ Change in Active Member of an Article 28, 36 or 40 Facility (also Section II.B)
☐ Change in Passive Member of an Article 36 Certified Home Health Agency (also Section II.C)
☒ Statutory Merger or Consolidation (also Section II.D)
☐ Transfer of Partnership Interest (also Section II.E)
Total Percentage Interest to be Transferred: %
☐ Transfer of Stock (also Section II.E)
Total Percentage Interest to be Transferred: %
☐ Transfer of Membership Interest (also Section II.E)
Total Percentage Interest to be Transferred: %

B. Will there be a change in the facility name after the ownership transfer?

- ☒ Yes ☐ No

If yes, current name of facility:

Planned Parenthood of Western New York, Inc.

New name of facility:

Planned Parenthood of Central and Western New York, Inc.

Submit a fully executed proposed version of one of the following documents reflecting the name change, as appropriate. (check one)

- ☐ Certificate of Assumed Name: Attachment #
☐ Certificate of Amendment to the Certificate of Incorporation:
Attachment # 4-A-1.
☐ Certificate of Amendment to the Articles of Organization:
Attachment # .

**New York State Department of Health
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Schedule 4A

C. Submit one of the following.

- ☐ A financial statement setting forth the purchase price for the ownership interest or assets being acquired and the financial resources of the applicant to make the purchase, or the basis on which the acquisition will be financed; or Attachment # .
- ☐ If a transfer by gift; submit a statement of the relationship between the parties. Attachment # .

D. For Article # facilities, submit an original affidavit from the applicant, which is acceptable to the Department, in which the applicant agrees, notwithstanding any agreement, arrangement or understanding between the applicant and the transferor to the contrary, to be liable and responsible for any Medicaid overpayments made to the facility and/or any surcharges, assessments or fees due to the transferor pursuant to Article # 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. A model affidavit is found in Schedule 4B. Attachment # 4-A-2.

II. Additional Information Depending on Type of Ownership Change

Submit the following legal documentation as applicable for the type of ownership transfer.

A. Asset Transfers

1. Evidence that all assets necessary for the ownership and operation of the facility, including site control, will be transferred to the applicant. Such documentation might include:
 - a. Purchase and Sale Agreement: Attachment # .
 - b. Contribution Agreement: Attachment # .
 - c. Assignment and Assumption Agreement: Attachment # ; or
 - d. Additional Transfer Documents: Attachment # .
2. Applicable legal documentation as for initial establishment, depending on the type of facility and the type of legal entity, if not included in Schedule 3B. Attachment # .
3. The following documentation, depending on the seller's type of legal entity and whether it will be dissolved following the proposed transfer:
 - a. If the seller is a not-for-profit corporation or a business corporation, a fully executed, proposed Certificate of Amendment to its Certificate of Incorporation or Certificate of Dissolution, as the case may be. Attachment # .

**New York State Department of Health
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Schedule 4A

- b. If the seller is a limited liability company, a fully executed, proposed Certificate of Amendment to its Articles of Organization or Articles of Dissolution, as the case may be. Attachment # .

B. Change in Active Member of an Article 28, 36 or 40 Facility

Complete Schedule 15, 21G or 22F, depending on the type of facility.

C. Change in Passive Member of an Article 36 Facility

Complete Schedule 21G

D. Statutory Merger or Consolidation

1. Agreement of Merger or Consolidation, as applicable: Attachment # 4-A-3.
2. Certificate of Merger or Consolidation, as applicable: Attachment # 4-A-1.

E. Ownership Interest Transfers

Complete Schedules 12G, 15, 21G or 22F, depending on the type of facility.

**New York State Department of Health
Certificate of Need Application**

Schedule 4A

SCHEDULE 4A ATTACHMENTS

Complete the section labeled "General Information." Then, check the box(es) that apply to your organizational structure and enter the corresponding information for each attached document. If the document is not applicable, enter "N/A" in the column labeled "Attachment Title."

DOCUMENT	ATTACHMENT TITLE	ATTACH #	FILENAME*
GENERAL INFORMATION			
Certificate of Assumed Name or Certificate of Amendment	Certificate of Merger	4-A-1	Attachment 4-A-1 Certificate of Merger
Financial Statement or Statement of Transfer by Gift			
Medicaid Affidavit		4-A-2	Attachment 4-A-2 Medicaid Audit Liability Affidavit
<input type="checkbox"/> ASSET TRANSFERS			
Evidence of Assets to be Transferred			
Applicable Legal Documentation for Initial Establishment			
If Seller is a Corporation, Certificate of Amendment or Certificate of Dissolution			
If Seller is an LLC, Certificate of Amendment or Articles of Dissolution			
<input checked="" type="checkbox"/> STATUTORY MERGER OR CONSOLIDATION			
Agreement of Merger or Consolidation	Plan of Merger	4-A-3	Attachment 4-A-3 Agreement of Merger
Certificate of Merger or Consolidation	Certificate of Merger	4-A-1	Attachment 4-A-1 Certificate of Merger
ADDITIONAL ATTACHMENTS (SPECIFY)			

**New York State Department of Health
Certificate of Need Application**

Schedule 4A

*** PDF Format Preferred**

Pro Forma Balance Sheet - Opening Day
Planned Parenthood of Central and Western New York (a)
(New Establishment)

Schedule 5, Attachment 1

2013
PPCWN

ASSETS

Current Assets

Cash and cash equivalents	\$930,258
Program Service Fees Receivable (net)	\$2,102,051
Contributions Receivable	\$346,062
Government Grants Receivable	\$1,283,671
Other Receivables	\$73,983
Inventory and Prepaids	<u>\$379,830</u>
	\$5,115,855

Investments	\$3,149,061
Limited Use Investments	\$1,891,043
Property and Equipment (net)	\$3,399,102
Contributions Receivable - noncurrent	\$118,143
Interest in PIF and CRUTS	<u>\$942,745</u>
	\$9,500,094

TOTAL ASSETS \$14,615,949

LIABILITIES AND NET ASSETS

Current Liabilities

Accounts Payable and Accrued Expenses	\$1,480,712
Line of Credit	\$1,205,000
Deferred Revenue	\$537,266
Current Portion of Long Term Debt	<u>\$82,146</u>
	\$3,305,124

Mortgages Payable (net) \$608,969

TOTAL LIABILITIES \$3,914,093

Net Assets \$10,701,856

\$14,615,949

(a) Proposed Name

SCHEDULE 5

ATTACHMENT 1

Pro Forma Balance Sheet

Pro Forma Balance Sheet - Opening Day
Planned Parenthood of Central and Western New York (a)
(New Establishment)

Schedule 5, Attachment 1

	2013 PPCWNY
ASSETS	
Current Assets	
Cash and cash equivalents	\$915,722
Program Service Fees Receivable (net)	\$1,939,051
Contributions Receivable	\$465,705
Government Grants Receivable	\$1,287,671
Other Receivables	\$302,404
Inventory and Prepaids	<u>\$379,830</u>
	\$5,290,383
Investments	\$2,791,992
Limited Use Investments	\$1,891,043
Property and Equipment (net)	\$3,399,102
Interest in PIF and CRUTS	<u>\$419,695</u>
	\$8,501,832
TOTAL ASSETS	<u>\$13,792,215</u>
LIABILITIES AND NET ASSETS	
Current Liabilities	
Accounts Payable and Accrued Expenses	\$1,361,880
Line of Credit	\$1,205,000
Deferred Revenue	\$637,266
Current Portion of Long Term Debt	<u>\$305,208</u>
	\$3,509,354
Mortgages Payable (net)	\$385,908
TOTAL LIABILITIES	\$3,895,262
Net Assets	<u>\$9,896,953</u>
	<u>\$13,792,215</u>

(a) Proposed Name

Schedule 5 - CON Form Regarding Working Capital Plan

Contents:

- **Schedule 5 - Working Capital Plan**

**New York State Department of Health
Certificate of Need Application**

Schedule 5

Working Capital Financing Plan

1. Working Capital Financing Plan and Pro Forma Balance Sheet:

This section should be completed in conjunction with the monthly Cash Flow. The general guidelines for working capital requirements are two months of first year expenses for changes of ownership and two months' of third year expenses for construction projects. Any deviation from these guidelines must be supported by the monthly cash flow analysis. If working capital is required for the project, all sources of working capital must be indicated clearly. Borrowed funds are limited to 50% of total working capital requirements. If borrowed funds are a source of working capital, please summarize the terms below, and attach a letter of interest from the intended source of funds, to include an estimate of the principal, term, interest rate and payout period being considered. Also, describe and document the source(s) of working capital equity.

List Titles of Attachments related to Borrowed Funds	List Filenames of Attachments
Example: <i>First borrowed fund source</i>	Example: <i>first_bor_fund.pdf</i>
N/A	

In the section below, briefly describe and document the source(s) of working capital equity

Working capital will be derived from cash on hand from the two merging organizations and liquid investments (equities and money market funds). This cash on hand is generated from patient service revenue, fundraising (foundations and individual gifts), and distributions from our investments. In addition, each year as a recipient of the NYS DOH Family Planning grant, we receive grant money to support patient services to uninsured women. Lastly, a line of credit is available when required.

2. Pro Forma Balance Sheet

This section should be completed for all new establishment and change in ownership applications. On a separate attachment identified below, provide a pro forma (opening

**New York State Department of Health
Certificate of Need Application**

Schedule 5

day) balance sheet. If the operation and real estate are to be owned by separate entities, provide a pro forma balance sheet for each entity. Fully identify all assumptions used in preparation of the pro forma balance sheet. If the pro forma balance sheet(s) is submitted in conjunction with a change in ownership application, on a line-by-line basis, provide a comparison between the submitted pro forma balance sheet(s), the most recently available facility certified financial statements and the transfer agreement. Fully explain and document all assumptions.

List Titles of Attachments Related to Pro Forma Balance Sheets	List Filenames of Attachments
Example: <i>Attachment to operational balance sheet</i>	Example: <i>Operational_bal_sheet.pdf</i>
Pro forma balance sheet	Schedule 5 - Attachment 1

SCHEDULE 5

ATTACHMENT 1

Pro Forma Balance Sheet

Pro Forma Balance Sheet - Opening Day
Planned Parenthood of Central and Western New York (a)
(New Establishment)

Schedule 5, Attachment 1

	2013
	PPCWN
ASSETS	
Current Assets	
Cash and cash equivalents	\$915,722
Program Service Fees Receivable (net)	\$1,939,051
Contributions Receivable	\$465,705
Government Grants Receivable	\$1,287,671
Other Receivables	\$302,404
Inventory and Prepaids	<u>\$379,830</u>
	\$5,290,383
Investments	\$2,791,992
Limited Use Investments	\$1,891,043
Property and Equipment (net)	\$3,399,102
Interest in PIF and CRUTS	<u>\$419,695</u>
	\$8,501,832
TOTAL ASSETS	<u>\$13,792,215</u>
LIABILITIES AND NET ASSETS	
Current Liabilities	
Accounts Payable and Accrued Expenses	\$1,361,880
Line of Credit	\$1,205,000
Deferred Revenue	\$637,266
Current Portion of Long Term Debt	<u>\$305,208</u>
	\$3,509,354
Mortgages Payable (net)	\$385,908
TOTAL LIABILITIES	\$3,895,262
Net Assets	<u>\$9,896,953</u>
	<u>\$13,792,215</u>

(a) Proposed Name

Schedule 9 - Attachment 2 Sources of Cash
Planned Parenthood of Central and Western New York
(New Establishment)

Source	Amount
Gouvernement Grants	\$6,724,683
Patient Fees (Self Pay, Insurance, Medicaid)	\$9,467,519
Fundraising	\$1,786,003
Interest and Dividends	\$76,402
Other	<u>\$180,774</u>
Total Sources of Cash (Operations)	<u>\$18,235,381</u>

SCHEDULE 9
ATTACHMENT 1
Leases

Planned Parenthood of Central and Western New York
(New Establishment)
Leases

Schedule 9, Attachment 1

Lessor	Address	Purchase Value	Square Footage	Total Art. 28	Monthly Payment
[REDACTED]	[REDACTED]	N/A	15,750	15,750	\$12,166
[REDACTED]	[REDACTED]	N/A	5,000	5,000	\$4,000
[REDACTED]	[REDACTED]	N/A	4,200	4,200	\$4,000
[REDACTED]	[REDACTED]	N/A	2,900	2,900	\$3,673
[REDACTED]	[REDACTED]	N/A	1,400	0	\$1,000
[REDACTED]	[REDACTED]	N/A	2,500	0	\$1,941
Next Phase Plan LLC	15 LaFayette Avenue, Canandaigua, NY 14424	N/A	3,000	3,000	\$4,596
[REDACTED]	[REDACTED]	N/A	300	0	\$971
[REDACTED]	[REDACTED]	N/A	250	0	\$400
[REDACTED]	[REDACTED]	N/A	250	0	\$218
[REDACTED]	[REDACTED]	N/A	300	0	\$500

SCHEDULE 9

ATTACHMENT 2

Proposed Funding

Schedule 9 - Attachment 2 Sources of Cash
Planned Parenthood of Central and Western New York
(New Establishment)

Source	Amount
Governement Grants	\$6,724,683
Patient Fees (Self Pay, Insurance, Medicaid)	\$9,467,519
Fundraising	\$1,786,003
Interest and Dividends	\$76,402
Other	<u>\$180,774</u>
Total Sources of Cash (Operations)	<u><u>\$18,235,381</u></u>

SCHEDULE 9

ATTACHMENT 3

PPWNY Audited Statements 12/31/11

And

PPWNY Unaudited Statements 12/31/12

UNAUDITED

Planned Parenthood of Western New York

December 31, 2012

2012

ASSETS

Current Cash Assets:

Cash and Cash Equivalents	520,454
A/R (less allowance)	228,309
Contributions Receivable	368,117
Grant Receivable	745,161
Accounts Receivable Other	302,404
Inventories	93,895
Prepaid Expenses	50,807

Total Current Assets: **2,309,147**

Investments **160,724**

Property & Equipment (Net) **1,233,839**

3,703,710

LIABILITIES AND NET ASSETS

Current Liabilities:

Demand Note Payable	-
Accounts Payable	198,058
Accrued Expenses	103,803
Refundable Advance	592,315
Current Portion of Long-Term Debt	256,521

Total Current Liabilities: **1,150,697**

Long-Term Debt **-**

Net Assets:

Unrestricted	2,323,636
Temporarily Restricted	201,364
Permanently Restricted	28,013

2,553,013

3,703,710

UNAUDITED

Planned Parenthood of Western New York December 2012 Statement of Activities (Operating + Restricted Budgets)

	Actuals 12/31/2012	YTD Budget 2012	Variance Actual to Budget \$	Variance Actual to Budget %	YTD Actuals 12/31/2011
REVENUE:					
Grants From Government	2,917,287	3,015,637	(98,350)	-3.26%	2,632,918
Service Revenue	2,667,493	2,551,994	115,499	4.53%	2,534,371
Private Fundraising	520,289	407,500	112,789	27.68%	317,282
Other	30,885	40,000	(9,115)	-22.79%	31,088
<i>Private Grants (Restricted)</i>	<i>55,000</i>	<i>218,746</i>	<i>(163,746)</i>	<i>n/a</i>	<i>65,526</i>
<i>Private Grants (Pass through)</i>	<i>50,240</i>		<i>50,240</i>		
Total Revenue	6,241,194	6,233,877	7,317	0.12%	5,581,185
EXPENSE:					
Salaries & Wages	2,782,722	2,843,533	(60,811)	-2.14%	2,488,586
Fringe Benefits	640,219	622,942	17,277	2.77%	519,470
Recruitment and Retention	57,136	49,300	7,836	15.89%	49,426
Admin/General Operating Expense	949,118	825,389	123,729	14.99%	949,276
Activities and Programs	102,794	99,978	2,816	2.82%	101,060
Marketing and Advertising	11,048	17,750	(6,702)	-37.76%	8,250
Medical Expense	519,206	617,625	(98,419)	-15.94%	442,059
Educational Resource Expense	1,798	9,090	(7,292)	-80.22%	1,986
Dues and Member.	269,341	251,979	17,362	6.89%	179,150
Occupancy Expense	492,398	485,959	6,439	1.33%	436,643
Equipment Expense	254,744	391,976	(137,232)	-35.01%	244,739
<i>Expenses related to Private Grants</i>					
<i>Salaries/Wages and Fringe</i>	<i>71,833</i>	<i>-</i>	<i>71,833</i>	<i>n/a</i>	<i>18,971</i>
<i>Admin/General Operating</i>	<i>50,240</i>	<i>-</i>	<i>50,240</i>	<i>n/a</i>	<i>46,555</i>
Total Operating Expenses	6,202,598	6,215,521	(12,923)	-0.21%	5,486,171
Total Surplus/(Deficit)	38,596	18,356	20,240		95,014

**PLANNED PARENTHOOD OF
WESTERN NEW YORK, INC.**

SINGLE AUDIT REPORTING PACKAGE

December 31, 2011

PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.

SINGLE AUDIT REPORTING PACKAGE

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December 31, 2011

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INDEPENDENT AUDITORS' REPORT

The Board of Directors
Planned Parenthood of Western New York, Inc.

We have audited the accompanying combined balance sheets of Planned Parenthood of Western New York, Inc. (the Agency) as of December 31, 2011 and 2010, and the related combined statements of activities, functional expenses and cash flows for the years then ended. These combined financial statements are the responsibility of the Agency's management. Our responsibility is to express an opinion on these combined financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the combined financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the combined financial statements referred to above present fairly, in all material respects, the financial position of the Agency as of December 31, 2011 and 2010, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated May 31, 2012 on our consideration of the Agency's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audits.

Our audits were conducted for the purpose of forming an opinion on the combined financial statements. The combining balance sheet and combining statement of activities on pages 12 and 13 are presented for purposes of additional analysis and are not a required part of the financial statements of the Agency. The schedule of expenditures of federal awards on page 14 is presented for purposes of additional analysis as required by U.S. Office of Management and Budget Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*, and is not a required part of the combined financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the combined financial statements. The information has been subjected to the auditing procedures applied in the audit of the combined financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the combined financial statements or to the combined financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the combined financial statements as a whole.

A handwritten signature in cursive script that reads "Lyndon & McCormick, LLP". The signature is written in dark ink and is positioned above the date.

May 31, 2012

PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.

Combined Balance Sheets

December 31,	2011	2010
Assets		
Current assets:		
Cash	\$ 903,925	\$ 213,200
Patient receivables, net of estimated uncollectibles of \$598,000 and \$937,000	226,754	589,200
Contributions receivable (Note 2)	197,874	178,386
Grants and other receivables	778,581	958,593
Inventory	94,063	108,049
Prepaid expenses and other assets	162,535	155,506
	<u>2,363,732</u>	<u>2,202,934</u>
Contributions receivable - noncurrent (Note 2)	85,594	91,940
Investments (Note 3)	464,381	474,479
Property and equipment, net (Note 4)	<u>1,339,617</u>	<u>1,454,137</u>
	<u>\$ 4,253,324</u>	<u>\$ 4,223,490</u>
Liabilities and Net Assets		
Current liabilities:		
Short-term borrowings (Note 5)	\$ -	\$ 230,000
Current portion of long-term debt (Note 6)	285,203	25,833
Accounts payable and accrued expenses	282,329	321,509
Accrued wages and related benefits	138,172	198,216
Deferred revenue	663,705	419,642
Estimated third-party payor settlements	46,354	-
	<u>1,415,763</u>	<u>1,195,200</u>
Long-term debt (Note 6)	-	284,962
Net assets:		
Unrestricted	2,482,744	2,414,453
Temporarily restricted (Note 8)	306,728	280,786
Permanently restricted	48,089	48,089
	<u>2,837,561</u>	<u>2,743,328</u>
	<u>\$ 4,253,324</u>	<u>\$ 4,223,490</u>

See accompanying notes.

PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.

Combined Statements of Activities

For the years ended December 31,	2011	2010
Unrestricted net assets:		
Revenue:		
Grants from governmental agencies	\$ 2,909,545	\$ 3,183,679
Grants from governmental agencies - equipment related	10,739	146,337
Net patient service fees	2,722,106	2,934,181
Contributions and foundation grants	126,331	137,483
Investment earnings (Note 3)	(9,657)	46,936
Miscellaneous	92,141	144,459
Total revenue	5,851,205	6,593,075
Net assets released from restrictions	214,988	216,745
Total revenue and other support	6,066,193	6,809,820
Expenses:		
Program services:		
Patient services	3,753,336	4,197,154
Educational services	661,714	691,087
Marketing and community relations	207,893	192,713
Supporting services	1,117,086	1,121,905
Fundraising	257,873	238,012
Total expenses	5,997,902	6,440,871
Change in unrestricted net assets	68,291	368,949
Temporarily restricted net assets:		
Contributions	240,930	179,427
Net assets released from restrictions	(214,988)	(216,745)
Change in temporarily restricted net assets	25,942	(37,318)
Change in net assets	94,233	331,631
Net assets - beginning	2,743,328	2,411,697
Net assets - ending	\$ 2,837,561	\$ 2,743,328

See accompanying notes.

PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.

Combined Statements of Functional Expenses

For the year ended December 31, 2011

	Program Services			Total Program Services
	Patient Services	Educational Services	Marketing and Community Relations	
Salaries	\$ 1,617,301	\$ 410,953	\$ 64,748	\$ 2,093,002
Payroll taxes and employee benefits	354,836	70,853	35,558	461,247
Total salaries and related expenses	1,972,137	481,806	100,306	2,554,249
Activities	1,851	50,840	5,214	57,905
Advertising and marketing	3,752	-	10,487	14,239
Bad debts	213,096	-	-	213,096
Computer services	233,502	-	8,175	241,677
Conferences and meetings	7,654	-	3,029	10,683
Consultants	56,961	3,444	2,660	63,065
Contraceptives and medical supplies	419,745	7,679	-	427,424
Delivery, disposal and storage	33,219	1,288	356	34,863
Dues and memberships	49,938	12,960	61,865	124,763
Educational materials	492	159	150	801
Equipment lease	12,520	3,219	1,301	17,040
Insurance	62,845	-	-	62,845
Interest	28,155	-	50	28,205
Laboratory services	63,775	-	-	63,775
Maintenance and repairs	70,155	1,592	24	71,771
Minor equipment	15,028	7,590	-	22,618
Miscellaneous	993	-	-	993
Occupancy	107,048	10,022	512	117,582
Office supplies	20,268	1,162	1,484	22,914
Postage	5,531	10	530	6,071
Printing	16,651	15,845	4,946	37,442
Professional fees	12,095	590	590	13,275
Recruitment and staff training	633	5,640	-	6,273
Rent	244,501	32,092	2,973	279,566
Special events	-	-	-	-
Subscriptions	588	-	644	1,232
Telephone	49,805	9,009	1,813	60,627
Travel	16,490	15,363	784	32,637
Total expenses before depreciation	3,719,428	660,310	207,893	4,587,631
Depreciation	33,908	1,404	-	35,312
Total expenses	\$ 3,753,336	\$ 661,714	\$ 207,893	\$ 4,622,943

See accompanying notes.

Supporting Services	Fundraising	Total
\$ 531,669	\$ 130,521	\$ 2,755,192
123,029	28,463	612,739
654,698	158,984	3,367,931
21,546	14,603	94,054
-	-	14,239
-	-	213,096
61,741	2,971	306,389
30,322	2,864	43,869
45,423	20,793	129,281
-	-	427,424
1,891	567	37,321
66,474	4,534	195,771
170	-	971
2,375	1,487	20,902
16,476	-	79,321
12,650	876	41,731
-	-	63,775
2,277	24	74,072
4,436	1,141	28,195
3,996	-	4,989
6,596	512	124,690
2,848	107	25,869
725	1,396	8,192
255	9,816	47,513
30,636	1,475	45,386
970	4,250	11,493
25,271	2,973	307,810
-	24,271	24,271
-	102	1,334
18,065	3,090	81,782
8,476	1,037	42,150
1,018,317	257,873	5,863,821
98,769	-	134,081
\$ 1,117,086	\$ 257,873	\$ 5,997,902

PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.

Combined Statements of Functional Expenses

For the year ended December 31, 2010

	Program Services			Total Program Services
	Patient Services	Educational Services	Marketing and Community Relations	
Salaries	\$ 1,891,765	476,224	\$ 47,973	\$ 2,415,962
Payroll taxes and employee benefits	488,729	31,362	17,652	537,743
Total salaries and related expenses	2,380,494	507,586	65,625	2,953,705
Activities	3,684	43,646	170	47,500
Advertising and marketing	975	-	21,627	22,602
Bad debts	186,394	-	-	186,394
Computer services	183,638	-	8,200	191,838
Conferences and meetings	4,413	-	813	5,226
Consultants	42,208	17,460	2,860	62,528
Contraceptives and medical supplies	436,573	6,658	620	443,851
Delivery, disposal and storage	35,590	1,268	372	37,230
Dues and memberships	58,153	13,694	66,329	138,176
Educational materials	539	5,930	-	6,469
Equipment lease	12,332	1,881	1,329	15,542
Insurance	71,413	-	-	71,413
Interest	42,462	-	-	42,462
Laboratory services	77,638	-	-	77,638
Maintenance and repairs	63,606	1,272	91	64,969
Minor equipment	7,073	65	-	7,138
Miscellaneous	615	-	-	615
Occupancy	136,562	10,854	1,485	148,901
Office supplies	24,102	2,859	67	27,028
Postage	2,929	372	1,733	5,034
Printing	18,792	4,615	10,089	33,496
Professional fees	11,890	580	580	13,050
Recruitment and staff training	2,460	235	-	2,695
Rent	260,601	37,071	3,180	300,852
Special events	19,231	1,416	-	20,647
Subscriptions	18,860	3,661	1,182	23,703
Telephone	38,087	9,652	1,677	49,416
Travel	21,932	18,908	4,684	45,524
Total expenses before depreciation	4,163,246	689,683	192,713	5,045,642
Depreciation	33,908	1,404	-	35,312
Total expenses	\$ 4,197,154	\$ 691,087	\$ 192,713	\$ 5,080,954

See accompanying notes.

Supporting Services	Fundraising	Total
\$ 516,018	\$ 107,254	\$ 3,039,234
106,700	26,222	670,665
622,718	133,476	3,709,899
11,493	650	59,643
-	-	22,602
-	-	186,394
16,241	2,785	210,864
25,054	1,125	31,405
69,452	38,612	170,592
-	-	443,851
2,747	372	40,349
56,330	2,362	196,868
-	3,650	10,119
2,028	1,439	19,009
44,970	-	116,383
18,889	204	61,555
-	-	77,638
5,931	91	70,991
13,254	-	20,392
1,024	-	1,639
8,507	1,485	158,893
3,407	436	30,871
3,710	2,343	11,087
5,724	10,194	49,414
32,833	1,450	47,333
2,913	300	5,908
27,028	3,180	331,060
-	30,439	51,086
837	872	25,412
15,744	1,960	67,120
6,903	587	53,014
997,737	238,012	6,281,391
124,168	-	159,480
\$ 1,121,905	\$ 238,012	\$ 6,440,871

Combined Statements of Cash Flows

For the years ended December 31,	2011	2010
Cash flows from operating activities:		
Change in net assets	\$ 94,233	\$ 331,631
Adjustments to reconcile change in net assets to net cash flows from operating activities:		
Depreciation	134,081	159,480
Bad debts expense	213,096	186,394
Net realized and unrealized (gains) losses on investments	14,713	(46,069)
Net change in other operating assets and liabilities:		
Patient receivables	149,350	7,504
Contributions receivable, net	(13,142)	28,264
Grants and other receivables	180,012	126,691
Inventory	13,986	(2,875)
Prepaid expenses and other assets	(7,029)	(74,202)
Accounts payable and accrued expenses	(39,180)	(298,815)
Accrued wages and related benefits	(60,044)	10,099
Deferred revenue	244,063	(31,133)
Estimated third-party payor settlements	46,354	-
Net operating activities	970,493	396,969
Investing activities:		
Purchase of investments, net	(4,615)	(31)
Property and equipment expenditures	(19,561)	(166,791)
Net investing activities	(24,176)	(166,822)
Financing activities:		
Net payments on short-term borrowings	(230,000)	(135,707)
Proceeds from issuance of debt	-	325,000
Repayments of long-term debt	(25,592)	(349,351)
Net financing activities	(255,592)	(160,058)
Net change in cash	690,725	70,089
Cash - beginning	213,200	143,111
Cash - ending	\$ 903,925	\$ 213,200

See accompanying notes.

Notes to Combined Financial Statements

1. Summary of Significant Accounting Policies:

Organization:

Planned Parenthood of Western New York, Inc. (the Agency) is a non-profit corporation that provides family planning services to moderate and low-income women primarily in Western New York State. The combined financial statements include the Agency and its member organization, the Foundation for Planned Parenthood of Western New York, Inc. (the Foundation). The Foundation's purpose is to solicit, collect and invest funds on behalf of the Agency.

The Agency and Foundation have the same management, but maintain separate Boards of Directors. All significant intercompany accounts and transactions have been eliminated in the accompanying financial statements.

Subsequent Events:

The Agency has evaluated events and transactions for potential recognition or disclosure in the financial statements through May 31, 2012, the date the financial statements were available to be issued.

Cash:

Cash in financial institutions potentially subjects the Agency to concentrations of credit risk since it may exceed insured limits at various times throughout the year.

Patient Accounts Receivable:

Patient accounts receivable are presented net of an allowance for doubtful accounts. The Agency provides an allowance for doubtful collections based upon a review of outstanding receivables, historical collection information, and existing economic conditions. Patient receivables are due 30 days after the date of service. Receivables past due more than 90 days are considered delinquent. Delinquent receivables are generally written off based on individual credit evaluation and specific circumstances of the patient and other third-party payors.

Contributions:

Contributions that are restricted by the donor are reported as an increase in unrestricted net assets if the restriction expires in the reporting period in which the support is recognized. All other donor-restricted contributions are reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

Unconditional promises to give that are expected to be collected within one year are recorded as contributions receivable at their net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of estimated future cash flows. The discounts on those amounts are computed using an appropriate interest rate applicable to the year in which the promise is received. Amortization of the discount is included in contribution revenue.

Inventory:

Inventory consists of medical supplies and is valued at the lower of first-in, first-out cost or market.

Investments:

Investments are stated at fair value as determined by quoted prices in active markets.

The Agency is also a beneficiary of funds held in trust by Community Foundation of Greater Buffalo and Foundation of Jewish Philanthropies. Amounts in these funds consist primarily of cash and marketable securities stated at fair value, and are periodically distributed to the Agency. The Agency recognizes its rights to eligible assets held by these organizations on its behalf on the balance sheets as part of investments. The net valuation change of these assets is recognized as part of investment income on the accompanying statements of activities.

Property and Equipment:

Property and equipment is stated at cost or fair market value at the date of donation, net of accumulated depreciation. Depreciation is provided using the straight-line method over estimated service lives. Maintenance and repairs are charged to expense as incurred; significant improvements are capitalized.

Government Grant Revenue:

The Agency receives substantial funding from grants provided through State and Federal governmental agencies based on budgets annually approved by the grantor agencies. Revenue from grants is deferred and recognized over the periods to which the grants relate.

Grant revenue from governmental agencies recognized in 2011 and 2010 includes amounts designated specifically for property and equipment expenditures totaling \$10,739 and \$146,337.

Net Patient Service Fees:

The Agency receives net patient service fees from patients admitted under Medicaid and other third-party insurance programs. The Agency has agreements with third-party payors that provide for payments to the Agency at amounts different from its established rates.

Payment arrangements include prospectively determined service rates, reimbursed costs, and discounted charges. Net patient service revenue is reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered, including estimated retroactive adjustments under reimbursement agreements with third-party payors. Retroactive adjustments are accrued on an estimated basis in the period the related services are rendered and adjusted in future periods as final settlements are determined.

Revenue from the Medicaid program accounted for approximately 37% (40% in 2010) of net patient service fee revenue for the year ended December 31, 2011. Laws and regulations governing the Medicaid program are extremely complex and subject to interpretation. As a result, there is at least a reasonable possibility that recorded estimates will change by a material amount in the near term.

Charity Care:

The Agency provides care to patients who meet certain criteria under its charity care policy without charge or at amounts less than its established rates. Because the Agency does not pursue collection of amounts determined to qualify as charity care, they are not reported as revenue.

The estimated cost of services and supplies furnished under the Agency's charity care policy, determined using a cost to charges calculation, aggregated approximately \$1,241,000 and \$1,502,000 in 2011 and 2010.

Temporarily Restricted Net Assets:

Temporarily restricted net assets are those whose use by the Agency has been limited by donors to a specific time period or purpose.

Permanently Restricted Net Assets:

Permanently restricted net assets have been restricted by donors to be maintained by the Agency in perpetuity. The Agency has interpreted the New York State Prudent Management of Institutional Funds Act (NYPMIFA), effective September 17, 2010, and prior law, Uniform Management of Institutional Funds Act (UMIFA), as requiring the preservation of the fair value of the original gift as of the gift date of donor-restricted endowment funds, absent explicit donor stipulations to the contrary. As a result of this interpretation, the Agency classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of a donor gift instrument at the time the accumulation is added to the fund. Beginning in 2011, investment earnings of non-trusteed donor-restricted endowment funds are classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Agency in a manner consistent with the standard of prudence prescribed by NYPMIFA. In accordance with NYPMIFA, the Agency considers the following factors to appropriate or accumulate donor-restricted endowment funds:

- Duration and preservation of the fund
- Purposes of the Agency and the fund
- General economic conditions

- Possible effects of inflation and deflation
- Expected total return from income and appreciation of investments
- Other Agency resources
- Where appropriate and circumstances would otherwise warrant, alternatives to expenditure of the endowment fund, giving due consideration to the effect that such alternatives may have on the Agency
- Investment policy of the Agency

Use of Estimates:

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Functional Allocation of Expenses:

The Agency's costs of providing its various programs and activities have been summarized on a functional basis in the statements of activities and functional expenses. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Income Taxes:

The Agency is a 501(c)(3) corporation exempt from income taxes under Section 501(a) of the Internal Revenue Code. The Agency believes it is no longer subject to examination by Federal and State taxing authorities for years prior to 2008.

2. Contributions Receivable:

Contributions receivable include promises to give to the Agency's annual campaigns:

	2011	2010
Gross contributions receivable	\$ 316,968	\$ 280,326
Less: allowance for uncollectible pledges	(26,000)	(5,000)
Unamortized discount	(7,500)	(5,000)
	<u>\$ 283,468</u>	<u>\$ 270,326</u>

Amounts due in:

Less than one year	\$ 197,874
One to five years	112,094
Thereafter	7,000
	<u>\$ 316,968</u>

Gross unconditional promises to give from four donors total \$95,000 at December 31, 2011.

3. Investments:

	2011	2010
Mutual funds	\$ 270,647	\$ 279,299
Money market funds	100,604	98,860
Corporate debt	50,865	50,634
Common stock	8,881	11,754
Equity securities	961	1,022
Funds held by third parties	32,423	32,910
	<u>\$ 464,381</u>	<u>\$ 474,479</u>

Investment earnings for the years indicated is as follows:

	2011	2010
Net realized and unrealized gains (losses)	\$ (14,713)	\$ 46,069
Interest and dividends (net of investment fees of \$50 and \$25 in 2011 and 2010)	5,056	867
	<u>\$ (9,657)</u>	<u>\$ 46,936</u>

4. Property and Equipment:

	2011	2010
Land	\$ 92,086	\$ 92,086
Building and improvements	1,062,674	1,062,674
Leasehold improvements	975,957	973,765
Equipment and furniture	1,455,465	1,438,096
Construction in progress	159,172	159,172
	<u>3,745,354</u>	<u>3,725,793</u>
Less accumulated depreciation	2,405,737	2,271,656
	<u>\$ 1,339,617</u>	<u>\$ 1,454,137</u>

Construction in progress at December 31, 2011 and 2010 includes costs associated with a computer software upgrade funded primarily through a New York State Department of Health grant. Installation was completed in April 2012.

5. Short-Term Borrowings:

The Agency has available a \$650,000 bank demand line of credit with interest at prime, secured by the Agency's receivables and equipment. Amounts outstanding on this line totaled \$230,000 at December 31, 2010. No amounts were outstanding at December 31, 2011.

6. Long-Term Debt

	2011	2010
Bank mortgage note payable, monthly installments of \$3,573 including interest at 5.7% through July 2012, with a balloon payment of \$266,909 due August 2012, secured by related property.	\$ 285,203	\$ 310,795
Less current portion	285,203	25,833
	<u>\$ -</u>	<u>\$ 284,962</u>

7. Commitments

The Agency leases certain equipment and office space under the terms of operating leases. Total rent expense for the years ended December 31, 2011 and 2010 amounted to \$328,712 and \$350,069.

Future minimum annual payments due on noncancelable leases at December 31, 2011 are:

2012	\$ 297,800
2013	253,100
2014	165,800
2015	50,400
	<u>\$ 767,100</u>

8. Temporarily Restricted Net Assets:

Temporarily restricted net assets as of December 31, 2011 and 2010 are available for the following purposes or periods:

	2011	2010
Contributions receivable (time restricted)	\$ 283,468	\$ 270,326
Time restricted for future programs	460	10,460
Property and equipment purchases	22,800	-
	<u>\$ 306,728</u>	<u>\$ 280,786</u>

9. Retirement Plan:

The Agency has a salary reduction savings plan covering essentially all full-time employees. The Agency matches 80% of the employees' contributions up to a maximum percentage of gross salaries as determined annually by the Board of Directors (4% for 2011 and 2010). Participants are immediately vested in employer contributions. The Agency's contribution to the Plan amounted to \$61,000 and \$63,000 for the years ended December 31, 2011 and 2010.

10. Workers' Compensation Trust:

The Agency is a member of a workers' compensation self-insurance trust that provides workers' compensation benefits to eligible employees of the Agency and other group member employers. Under the terms of the trust, the Agency makes annual contributions based on reported salaries paid to employees, using a rate based formula. Based on actual experience, the Agency could receive a refund or pay additional contributions. Under the trust agreement, each participating organization has joint and several liability for trust obligations. For financial statement purposes, no amounts have been recorded for any refund or additional assessment.

11. Cash Flows Information:

Net cash flows from operating activities reflect cash payments for interest expense of \$41,731 and \$59,881 for the years ended December 31, 2011 and 2010.

PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.

Additional Information
Combining Balance Sheet

December 31, 2011 (with comparative totals for 2010)

	2011				2010
	Agency	Foundation	Eliminations	Total	Total
Assets					
Current assets:					
Cash	\$ 903,925	\$ -	\$ -	\$ 903,925	\$ 213,200
Patient receivables, net	226,754	-	-	226,754	589,200
Contributions receivable	197,874	-	-	197,874	178,386
Grants and other receivables	778,581	3,013	(3,013)	778,581	958,593
Inventory	94,063	-	-	94,063	108,049
Prepaid expenses and other assets	162,535	-	-	162,535	155,506
	2,363,732	3,013	(3,013)	2,363,732	2,202,934
Contributions receivable - noncurrent	85,594	-	-	85,594	91,940
Investments	141,237	323,144	-	464,381	474,479
Property and equipment, net	1,339,617	-	-	1,339,617	1,454,137
	\$ 3,930,180	\$ 326,157	\$ (3,013)	\$ 4,253,324	\$ 4,223,490
Liabilities and Net Assets					
Current liabilities:					
Short-term borrowings	\$ -	\$ -	\$ -	\$ -	\$ 230,000
Current portion of long-term debt	285,203	-	-	285,203	25,833
Accounts payable and accrued expenses	285,342	-	(3,013)	282,329	321,509
Accrued wages and related benefits	138,172	-	-	138,172	198,216
Deferred revenue	663,705	-	-	663,705	419,642
Estimated third-party payor settlements	46,354	-	-	46,354	-
	1,418,776	-	(3,013)	1,415,763	1,195,200
Long-term debt	-	-	-	-	284,962
Net assets:					
Unrestricted:	2,179,676	303,068	-	2,482,744	2,414,453
Temporarily restricted	306,728	-	-	306,728	280,786
Permanently restricted	25,000	23,089	-	48,089	48,089
	2,511,404	326,157	-	2,837,561	2,743,328
	\$ 3,930,180	\$ 326,157	\$ (3,013)	\$ 4,253,324	\$ 4,223,490

PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.

Additional Information
Combining Statement of Activities

For the year ended December 31, 2011 (with comparative totals for 2010)

	2011			2010
	Agency	Foundation	Total	Total
Unrestricted net assets:				
Revenue:				
Grants from governmental agencies	\$ 2,909,545	\$ -	\$ 2,909,545	\$ 3,183,679
Grants from governmental agencies - equipment related	10,739	-	10,739	146,337
Net patient service fees	2,722,106	-	2,722,106	2,934,181
Contributions and foundation grants	126,331	-	126,331	137,483
Investment earnings	(8,680)	(977)	(9,657)	46,936
Miscellaneous	92,141	-	92,141	144,459
Total revenue	5,852,182	(977)	5,851,205	6,593,075
Net assets released from restrictions	214,988	-	214,988	216,745
Total revenue and other support	6,067,170	(977)	6,066,193	6,809,820
Expenses:				
Program services:				
Patient services	3,753,336	-	3,753,336	4,197,154
Educational services	661,714	-	661,714	691,087
Marketing and community relations	207,893	-	207,893	192,713
Supporting services	1,117,086	-	1,117,086	1,121,905
Fundraising	257,873	-	257,873	238,012
Total expenses	5,997,902	-	5,997,902	6,440,871
Change in unrestricted net assets	69,268	(977)	68,291	368,949
Temporarily restricted net assets:				
Contributions	240,930	-	240,930	179,427
Net assets released from restrictions	(214,988)	-	(214,988)	(216,745)
Change in temporarily restricted net assets	25,942	-	25,942	(37,318)
Change in net assets	95,210	(977)	94,233	331,631
Net assets - beginning	2,416,194	327,134	2,743,328	2,411,697
Net assets - ending	\$ 2,511,404	\$ 326,157	\$ 2,837,561	\$ 2,743,328

Schedule of Expenditures of Federal Awards

For the year ended December 31, 2011

<u>Federal Grantor/Pass-Through Grantor/Program Title</u>	<u>CFDA Number</u>	<u>Grantor Number</u>	<u>Expenditures</u>
<u>U.S. Department of Health and Human Services</u>			
<u>Passed through New York State Department of Health</u>			
Family Planning Services	93.217	C-027051	\$ 448,538
Medical Assistance Program	93.778	C-026994	168,480
Maternal and Child Health Services Block Grant to the States	93.994	C-027051	224,269
Maternal and Child Health Services Block Grant to the States	93.994	C-026994	60,060
Total Expenditures of Federal Awards			\$ 901,347

Notes to Schedule of Expenditures of Federal Awards

1. Summary of Significant Accounting Policies:

Basis of Presentation:

The accompanying Schedule of Expenditures of Federal Awards presents the activity of all federal awards programs administered by Planned Parenthood of Western New York, Inc. (the Agency), an entity as defined in Note 1 to its combined financial statements. Federal awards received directly from federal agencies, as well as federal awards passed through from other governmental agencies, are included on the Schedule of Expenditures of Federal Awards.

The amounts reported as federal expenditures were obtained from the appropriate financial reports for the applicable program and periods. The amounts reported in these federal financial reports are prepared from records maintained for each program, which are periodically reconciled to the Agency's financial reporting system.

Indirect Costs:

Indirect costs and administrative allowances are set by Federal awarding agencies by contractual rates.

Basis of Accounting:

The Agency uses the accrual basis of accounting for its federal programs, consistent with the financial statements.

**REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON
COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL
STATEMENTS PERFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING
STANDARDS***

The Board of Directors
Planned Parenthood of Western New York, Inc.

We have audited the combined financial statements of Planned Parenthood of Western New York, Inc. (the Agency) as of and for the year ended December 31, 2011, and have issued our report thereon dated May 31, 2012. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control over Financial Reporting

Management is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing our audit, we considered the Agency's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the combined financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Agency's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Agency's internal control over financial reporting.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies, or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Agency's combined financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of combined financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

This report is intended solely for the information and use of management, the Board of Directors, others within the Agency, federal awarding agencies and pass-through entities. It is not intended to be and should not be used by anyone other than these specified parties.

Lyndon & McCormick, LLP

May 31, 2012

**INDEPENDENT AUDITORS' REPORT ON COMPLIANCE WITH REQUIREMENTS THAT
COULD HAVE A DIRECT AND MATERIAL EFFECT ON EACH MAJOR PROGRAM AND
ON INTERNAL CONTROL OVER COMPLIANCE IN ACCORDANCE WITH OMB
CIRCULAR A-133**

The Board of Directors
Planned Parenthood of Western New York, Inc.

Compliance

We have audited Planned Parenthood of Western New York, Inc.'s (the Agency) compliance with the types of compliance requirements described in the *OMB Circular A-133 Compliance Supplement* that could have a direct and material effect on each of the Agency's major federal programs for the year ended December 31, 2011. The Agency's major federal programs are identified in the summary of auditors' results section of the accompanying schedule of findings and questioned costs. Compliance with the requirements of laws, regulations, contracts, and grants applicable to each of its major federal programs is the responsibility of the Agency's management. Our responsibility is to express an opinion on the Agency's compliance based on our audit.

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and OMB Circular A-133, *Audits of States, Local Governments, and Nonprofit Organizations*. Those standards and OMB Circular A-133 require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about the Agency's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion. Our audit does not provide a legal determination on the Agency's compliance with those requirements.

In our opinion, the Agency complied, in all material respects, with the compliance requirements referred to above that could have a direct and material effect on its major federal programs for the year ended December 31, 2011.

Internal Control over Compliance

Management of the Agency is responsible for establishing and maintaining effective internal control over compliance with the requirements of laws, regulations, contracts, and grants applicable to federal programs. In planning and performing our audit, we considered the Agency's internal control over compliance with the requirements that could have a direct and material effect on a major federal program in order to determine the auditing procedures for the purpose of expressing our opinion on compliance and to test and report on internal control over compliance in accordance with OMB Circular A-133, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the Agency's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A material weakness in internal control over compliance is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be deficiencies, significant deficiencies, or material weaknesses. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses, as defined above.

This report is intended solely for the information and use of management, the Board of Directors, others within the Agency, federal awarding agencies, and pass-through entities. It is not intended to be and should not be used by anyone other than these specified parties.

A handwritten signature in cursive script that reads "Lunden & McCormick, LLP". The signature is written in dark ink and is positioned above the date.

May 31, 2012

Schedule of Findings and Questioned Costs

For the year ended December 31, 2011

Section I. Summary of Auditors' Results

Financial Statements

Type of auditors' report issued:	<i>Unqualified</i>
Internal control over financial reporting:	
• Material weakness(es) identified?	No
• Significant deficiency(ies) identified?	None reported
Noncompliance material to financial statements noted?	No

Federal Awards

Internal control over major programs:	
• Material weakness(es) identified?	No
• Significant deficiency(ies) identified?	None reported
Type of auditors' report issued on compliance for major programs:	<i>Unqualified</i>
Any audit findings disclosed that are required to be reported in accordance with section 510(a) of Circular A-133?	No

Identification of major programs:

<u>CFDA #</u>	<u>Name of Federal Program or Cluster</u>	<u>Amount</u>
93.217	Family Planning Services	\$ 448,538
93.778	Medical Assistance Program	168,480
93.994	Maternal and Child Health Services Block Grant to the States	284,329
		<u>\$ 901,347</u>

Dollar threshold used to distinguish between type A and type B programs:	\$300,000
Auditee qualified as low-risk auditee?	No

Section II. Financial Statement Findings

No matters were reported.

Section III. Federal Award Findings and Questioned Costs

No matters were reported.

PLANNED PARENTHOOD OF WESTERN NEW YORK, INC.

Summary Schedule of Prior Audit Findings

December 31, 2011

No findings were reported in the prior year and as such, no corrective action plan is needed.

SCHEDULE 9
ATTACHMENT 5
Fundraising

Schedule 9, Attachment 5 - Fundraising
Planned Parenthood of Central and Western New York
(New Establishment)

Program:	Amount Expected in <u>2014</u>	<u>Notes</u>
Individual Contributions	\$1,707,000	Annual campaign - unrestricted or temporary restricted donations
Endowment	\$5,000	Permanently restricted donatiopns
Capital Campaign	\$100,000	New capital campaign - may be a mixture of unrestricted, temporarily restricted and restricted donations
Events	<u>\$75,000</u>	Unrestricted from special events
Total Annual Fundraising	<u>\$1,887,000</u>	

SCHEDULE 9

ATTACHMENT 6

Fundraising History

Schedule 9, Attachment 6 - Fundraising History
Planned Parenthood of Central and Western New York
(New Establishment)

	2010	2011	2012
Planned Parenthood of Western New York:			
Individual Contributions	\$316,910	\$317,282	\$520,289
Endowment	\$0	\$0	\$0
Special Events	\$0	\$0	\$0
Planned Parenthood of the [REDACTED] Inc.:			
Individual Contributions	\$1,169,347	\$1,235,010	\$1,185,934
Endowment	\$0	\$0	\$5,000
Special Events	\$0	\$0	\$74,780
Grand Total	\$1,486,257	\$1,552,292	\$1,786,003

SCHEDULE 9

ATTACHMENT 7

Professional Fundraiser Documentation

SCHEDULE 9

ATTACHMENT 8

Government Grants

Schedule 9, Attachment 8

Planned Parenthood of Central and Western New York

Government Grants

(New establishment)

	Annual Amount	Dates
Planned Parenthood of the [REDACTED] Inc.:		
Title X Family Planning	\$2,661,424	1/1/13-12/31/13
CAPP	\$500,000	1/1/12-12/31/15
[REDACTED] Prevention Program	\$222,468	7/1/11-6/30/15
[REDACTED] - NYS Office of Victim Services	\$162,844	10/1/09-9/30/14
[REDACTED] - Division of Criminal Justice Services	\$26,700	1/1/13-12/31/13
[REDACTED] - NYS Coalition Against Sexual Assault	\$18,833	6/1/12-5/31/13
Planned Parenthood of Western New York:		
Title X Family Planning	\$2,172,884	1/1/12-12/31/12
CAPP	\$600,000	1/1/12-12/31/12
Grand Total	\$6,365,153	

Nirav R. Shah, M.D., M.P.H.
Commissioner

NEW YORK
state department of
HEALTH

Sue Kelly
Executive Deputy Commissioner

September 14, 2012

██████████, Director of Patient Services
Planned Parenthood of Western New York, Inc.
2697 Main St
Buffalo, NY 14214

Re: C-027051
2012 Family Planning Program

Dear Ms. ██████████

Enclosed are the finalized detailed budget (Appendix B-3), and workplan pages approved by the Bureau of Maternal & Child Health for Planned Parenthood of Western New York, Inc. to provide family planning services for the contract period January 1, 2012 – December 31, 2012. This approved detailed budget and workplan will append the initial summary budget and standardized workplan used to expedite the contract process through the Office of the State Comptroller.

You must adhere to this approved detailed budget and work plan now on file in the Bureau of Maternal & Child Health. Any proposed modifications to the detailed budget must be submitted to the bureau for prior approval.

If you have any questions, please contact me at (518) 474-4569 or Phyllis Bain at (518) 474-3368.

Sincerely,



Amy Hauptli
Health Program Administrator
Bureau of Maternal & Child Health
Administration Unit

Enclosure

cc: Karen Nelson
Phyllis Bain
Karen Hansford

Family Planning
Planned Parenthood of Western New York, Inc.

Appendix B-3

Contract Number: C-027051

FUNDING PERIOD: 1/1/12-12/31/12

EIN [REDACTED]

Municipality Code

THIS IS A SUMMARY VERSION OF YOUR BUDGET FOR 1/1/12-12/31/12. YOU MUST ADHERE TO THE APPROVED DETAILED BUDGET CURRENTLY ON FILE IN THE DIVISION OF FAMILY HEALTH FISCAL UNIT. ANY CHANGES TO THE DETAILED BUDGET MUST BE SUBMITTED TO THE DIVISION OF FAMILY HEALTH FISCAL UNIT FOR APPROVAL.

**APPROVED
BUDGET
AMOUNT**

Personal Service- Title / Incumbent

Total Personal Service **\$1,463,068.00**

Other Than Personal Services (OTPS)

Contractual	213,819.00
Equipment	
Staff Development	4,149.00
Other	323,499.00

Subtotal (OTPS) **\$541,467.00**

Expansion to High Risk/Underserved Population Award	155,000.00
Infertility Prevention Project Award	13,349.00

Grand Total **\$2,172,884.00**

Federal funds are being used to partially support this contract. The Catalog of Federal Domestic Assistance (CFDA) numbers for these funds are: Title X 93.217 20%, MCH 93.994 10%, and CDC 93.977 41%.

Quarantillo, Carol

From: Kimberly A. Seward <kas14@health.state.ny.us>
Sent: Friday, May 25, 2012 11:58 AM
To: [REDACTED]
Cc: [REDACTED]
Subject: APPROVED 2012 CAPP Budget for C-026994 Planned Parenthood of Western New York, Inc.
Attachments: APPROVED rev 5-24 PPWNY C-026994 2012 Budget Readjustment Draft (2).xls; E&R.doc; ac3253s_fe.pdf; ac3253s_numbers_descriptions.pdf; bsroe to e-mail.xls; Document.pdf

[REDACTED], Director of Community Programs
Planned Parenthood of Western New York, Inc.
C-026994

Dear Ms. [REDACTED]

Enclosed for your records is the detailed budget (Appendix B-1) as approved by the Bureau of Maternal and Child Health for Planned Parenthood of Western New York, Inc. to provide CAPP services for the period January 1, 2012 – December 31, 2012.

This approved budget appends the summary budget which was used by the Department to expedite the renewal of your CAPP contract through the Office of the State Comptroller.

You must adhere to this approved detailed line item budget as negotiated with the Department which reflects your specific contract period activities and is now on file in the Bureau of Maternal and Child Health. Any budget changes must be submitted to my attention on a budget modification form. Final budget modification requests must be received by November 15, 2012. Minor changes of less than \$100 per line may be submitted through December 31, 2012.

If you have any questions, please contact me at (518) 474-4569 or Carolyn Perry at (518) 473-6172.

Per Appendix C-1 of your executed contract, all quarterly vouchers shall be submitted no later than 45 days after the end date of the period for which reimbursement is being claimed. To request reimbursement mail a signed original standard voucher form AC 92, BSROE (Budget Statement and Report of Expenditure), and E&R (Expenditure and Revenue report) to:

Kimberley Seward
New York State Department of Health
BMCH Admin Unit
Empire State Plaza
Corning Tower, Room 878
Albany, NY 12237-0657

Enclosure

cc: [REDACTED]
[REDACTED]

Here is your approved detailed budget:

(See attached file: APPROVED rev 5-24 PPWNY C-026994 2012 Budget Readjustment Draft (2).xls)

Please be sure to evaluate the patient portals during the year to ensure use is at least 90% Teen/Youth. If it is found that more than 10% is adult use, you will have to cost allocate a portion of this.

Here is the BSROE, E&R form, and voucher to use for the Jan-March claim: *(See attached file: E&R.doc)(See attached file: ac3253s_fe.pdf)(See attached file: ac3253s_numbers_descriptions.pdf)(See attached file: bsroe to e-mail.xls)*

Since your APPROVED detailed budget differed from the one used to execute your contract, here is a copy of that modification for your records:

(See attached file: Document.pdf)

Contractor: Planned Parenthood of Western New York, Inc.

Contract Number: C-026994

Appendix B-1

**NYSDOH Comprehensive Adolescent Pregnancy Prevention
SUMMARY BUDGET REQUEST**

1/01/2012 - 12/31/2012

BUDGET MODIFICATION

	Current Approved Budget	Modification +/-	Revised Budget
1. PERSONAL SERVICE			
Salaries	303,877.00	-2,052.00	301,825.00
Fringe	69,892.00	-472.00	69,420.00
Subtotal Personal Services	373,769.00	-2,524.00	371,245.00
2. NONPERSONAL SERVICE			
Contractual	0.00	0.00	0.00
Supplies and Materials	29,870.00	10,134.00	40,004.00
Equipment	7,100.00	7,600.00	14,700.00
Travel	6,764.00	-115.00	6,649.00
Operating Expenses	57,459.00	2,639.00	60,098.00
Other	125,038.00	-17,734.00	107,304.00
Subtotal Nonpersonal Services	226,231.00	2,524.00	228,755.00
3. Grand Total	\$600,000.00	\$0.00	\$600,000.00

APPROVED: _____

FISCAL UNIT - DIVISION OF
FAMILY & LOCAL HEALTH

DATE: 5-24-12

Schedule 9 - CON Forms Regarding Project Financing

Contents:

- **Schedule 9 - Proposed Plan for Project Financing**

**New York State Department of Health
Certificate of Need Application**

Schedule 9

Schedule 9 Proposed Plan for Project Financing:

I. Summary of Proposed Financial plan:

Check all that apply and fill in corresponding amounts.

	Type	Amount
<input checked="" type="checkbox"/>	A. Lease	See Schedule 9, Attachment 1
<input checked="" type="checkbox"/>	B. Cash	18,235,381
<input type="checkbox"/>	C. Land	
<input type="checkbox"/>	D. Other	
<input type="checkbox"/>	E. Mortgage, Notes, or Bonds	
<input type="checkbox"/>	Total Project Financing (Sum A to E) (equals line 10, Column C of Sch. 8b)	

If refinancing is used, please complete area below.

<input type="checkbox"/>	Refinancing	
<input type="checkbox"/>	Total Mortgage/Notes/Bonds (Sum E) plus Refinancing:	

II. Details

A. Leases

	Not Applicable	Title of attachment
1. List each lease with corresponding cost as if purchased each leased item. Breakdown each lease by total project cost and subproject costs, if applicable.	<input type="checkbox"/>	See Schedule 9, Attachment 1
2. Attach a copy of the proposed lease(s).	<input type="checkbox"/>	
3. Submit an affidavit indicating any business or family relationships between principals of the landlord and tenant.	<input checked="" type="checkbox"/>	
4. If applicable, provide a copy of the lease assignment agreement and the Landlord's consent to the proposed lease assignment.	<input checked="" type="checkbox"/>	
5. If applicable, identify separately the total square footage to be occupied by the Article 28 facility and the total square footage of the building.	<input type="checkbox"/>	See Schedule 9, Attachment 1
6. Attach two letters from independent realtors verifying square footage rate.	<input checked="" type="checkbox"/>	

New York State Department of Health Certificate of Need Application

Schedule 9

7. For all capital leases as defined by FASB Statement No. 13, "Accounting for Leases", provide the net present value of the monthly, quarterly or annual lease payments.	<input type="checkbox"/>	See Schedule 9, Attachment 1
---	--------------------------	------------------------------

B. Cash - Not required for limited review

Type	Amount
Accumulated Funds	See Schedule 9, Attachment 2
Sale of Existing Assets	
Gifts (fundraising program)	
Government Grants	
Other	
TOTAL CASH	

	Not Applicable	Title of attachment
1. Provide a breakdown of the sources of cash. See sample table above.	<input type="checkbox"/>	See Schedule 9, Attachment 2
2. Attach a copy of the latest certified financial statement and interim monthly or quarterly financial reports to cover the balance of time to date.	<input type="checkbox"/>	See Schedule 9, Attachments 3 & 4
3. If amounts are listed in "Accumulated Funds" provide cross-reference to certified financial statement or Schedule 2b, if applicable.	<input checked="" type="checkbox"/>	
4. Attach a full and complete description of the assets to be sold, if applicable.	<input checked="" type="checkbox"/>	
5. If amounts are listed in "Gifts (fundraising program)": <ul style="list-style-type: none"> Provide a breakdown of total amount expected, amount already raised, and any terms and conditions affixed to pledges. If a professional fundraiser has been engaged, submit fundraiser's contract and fundraising plan. Provide a history of recent fund drives, including amount pledged and amount collected 	<input type="checkbox"/>	1,887,000 See Schedule 9, Attachments 5, 6 & 7
6. If amounts are listed in "Government Grants": <ul style="list-style-type: none"> List the grant programs which are to provide the funds with corresponding amounts. Include the date the application was submitted. Provide documentation of eligibility for the funds. Attach the name and telephone number of the contact person at the awarding Agency(ies). 	<input type="checkbox"/>	See Schedule 9, Attachment 8
7. If amounts are listed in "Other" attach a description of the source of financial support and documentation of its availability.	<input checked="" type="checkbox"/>	
8. Current Department policy requires a minimum equity contribution of 10% of total project cost (Schedule 8b line 10).	<input checked="" type="checkbox"/>	

C. Mortgage, Notes, or Bonds - Not required for limited review

1. Provide a breakdown of the terms of the mortgage. See sample table below.

**New York State Department of Health
Certificate of Need Application**

Schedule 9

	Total Project	Units
Interest	See financial statements for [REDACTED] (Note 10) and PPWNY (Note 6) for details of existing mortgages. No new mortgages are required for the merger.	%
Term		Years
Payout Period		Years
Principal		\$

	Not Applicable	Title of attachment
2. Attach a copy of a letter of interest from the intended source of permanent financing that indicates principal, interest, term, and payout period.	<input checked="" type="checkbox"/>	
3. If New York State Dormitory Authority (DASNY) financing, then attach a copy of a letter from a mortgage banker.	<input checked="" type="checkbox"/>	
4. If the financing of this project becomes part of a larger overall financing, then a new business plan inclusive of a feasibility package for the overall financing will be required for DOH review prior to proceeding with the combined financing.	<input checked="" type="checkbox"/>	

D. Land: Not required for limited review

1. Provide details for the land including but not limited to; appraised value, historical cost, and purchase price. See sample table below.

	Total Project
Appraised Value	
Historical Cost	
Purchase Price	
Other	

	Not Applicable	Title of attachment
2. If amounts are listed in "Other", attach documentation and a description as applicable.	<input checked="" type="checkbox"/>	
3. Attach a copy of the Appraisal. Supply the appraised date and the name of the appraiser.	<input checked="" type="checkbox"/>	
4. Submit a copy of the proposed purchase/option agreement.	<input checked="" type="checkbox"/>	
5. Provide an affidavit indicating any and all relationships between seller and the proposed operator/owner.	<input checked="" type="checkbox"/>	

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E. Other - Not required for limited review

1. Provide listing and breakdown of other financing mechanisms.

	Total Project
Notes	
Stock	
Other	

	Not Applicable	Title of attachment
2. Attach documentation and a description of the method of financing.	<input checked="" type="checkbox"/>	

F. Refinancing - Not required for limited Review

	Not Applicable	Title of attachment
1. Provide a breakdown of the terms of the refinancing, including principal, interest rate, and term remaining.	<input checked="" type="checkbox"/>	
2. Attach a description of the mortgage to be refinanced. Provide full details of the existing debt and refinancing plan inclusive of original and current amount, term, assumption date, and refinancing fees. The term of the debt to be refunded may not exceed the remaining average useful life of originally financed assets. If existing mortgage debt will not be refinanced, provide documentation of consent from existing lien holders of the proposed financing plan.	<input checked="" type="checkbox"/>	

Schedule 13- CON Forms Applicable to all Article 28 Facilities

Contents:

- **Schedule 13 A - Assurances**
- **Schedule 13 B - Staffing**
- **Schedule 13 C - Annual Operating Costs**
- **Schedule 13 D - Annual Operating Revenue**

NOT APPLICABLE

Schedule 14 - Additional Legal Information - Article 28

Contents:

- **Schedule 14A - Additional Legal Information - Article 28
Business Corporations and General Partnerships**
- **Schedule 14B - Additional Legal Information Article 28 Limited
Liability Companies**
- **Schedule 14C - Additional Legal Information Article 28 Not-For-
Profit Corporations**
- **Schedule 14D - Additional Legal Information Article 28 General
and Limited Liability Partnerships**

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Schedule 14c Additional Legal Information Article 28 Not-For-Profit Corporations

Instructions:

Article 28 applicants seeking establishment or combined establishment and construction approval that are *not-for-profit corporations* must complete this Schedule in its entirety.

N.B.: Whenever a requested legal document has been amended, modified, or restated, all amendment(s), modification(s) and/or restatement(s) should also be submitted.

I. Directors

A. Number of director positions set by bylaws or otherwise fixed:

(See Not-for-Profit Corporation Law 702.)

B. Number of director positions currently filled:

C. Explain how and by whom the directors will be appointed or elected:

Initial directors after merger are the directors of the two merging entities. Thereafter, the board itself will elect the directors.

II. Members

A. In the following table, identify each member of the applicant:

Member:	Address
new entity will have no members	
current Board of Directors are current members of PPWNY	
██████ has no members	

B. For each member, attach the following documentation:

1. A list of the name and position held for each officer and director;

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Schedule 14C

2. Certificate of Incorporation; and
3. Bylaws.

III. Reserved Powers

A. Are or will any of the following powers be reserved to any of the applicant's member(s):

Appointment or dismissal of hospital management-level employees and medical staff, except the election or removal of corporate officers.

Yes ☐ No ☒

Member:

Approval of hospital operating and capital budgets.

Yes ☐ No ☒

Member:

Adoption or approval of hospital operating policies and procedures.

Yes ☐ No ☒

Member:

Approval of certificate of need applications filed by or on behalf of the
hospital.

Yes ☐ No ☒

Member:

If yes, attach documentation of approval for this application.

Approval of hospital debt necessary to finance the cost of compliance with operational or physical plant standards required by law.

Yes ☐ No ☒

Member:

Approval of hospital contracts for management or for clinical services.

Yes ☐ No ☒

Member:

Approval of settlements of administrative proceedings or litigation to which the hospital is a party, except approval of settlements of litigation that exceed insurance coverage or any applicable self-insurance fund.

Yes ☐ No ☒

Member:

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N.B.: If any of the applicant's members have been or will be delegated any of these powers, the member itself must have or obtain establishment approval. If so, submit Schedule 2a for each individual listed in item B(1) above. Directors who contribute capital to the project must also submit Schedule 2b. Directors who do not contribute capital to the project must also submit Schedule 2c.

B. Do any of the applicant's members reserve the power to approve certificate of need applications to ensure that they conform to the facility's stated mission and philosophy?

Yes ☐ No ☒

Member:

If yes, attach documentation of approval for this application.

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SCHEDULE 14C CHECKLIST OF ATTACHMENTS

DOCUMENT	NA	Atta- ched	Attach- ment number	Electronic Document file name
Members	<input checked="" type="checkbox"/>	<input type="checkbox"/>		
List of officers and directors	<input type="checkbox"/>	<input checked="" type="checkbox"/>	14-C-1	Attachment 14-C-1, List of Officers and Directors
Certificate of Incorporation	<input type="checkbox"/>	<input checked="" type="checkbox"/>	14-C-2	Attachment 14-C-2, Certificate of Merger
Bylaws	<input type="checkbox"/>	<input checked="" type="checkbox"/>	14-C-3	Attachment 14-C-3, Bylaws

Schedule 15 - Additional Legal Information - Article 28 Ownership Transfers

Contents:

- **Schedule 15 - Additional Legal Information - Article 28
Ownership Transfers**

Schedule 17

CON Forms Specific to

Diagnostic and Treatment Centers

Article 28

Contents:

- **Schedule 17 A - D&TC Program Information**
- **Schedule 17 B - D&TC Community Need**
- **Schedule 17 C - Impact of CON Application on D&TC Operating Certificate**
- **Schedule 17 D - D&TC Allocation of Operating Costs**
- **Schedule 17 E - D&TC Statement of Revenue**

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Schedule 17 A - Diagnostic and Treatment Center Program Information.

See "Schedules Required for Each Type of CON" to determine when this form is required.

Instructions: In the space below, briefly indicate how the facility intends to comply with state and federal regulations. If the application involves conversion of an existing practice, state who owns the practice and how the conversion will be done. If there are other entities utilizing the same space or resources, please state exactly how the space and resources will be allocated. Also, provide a description of the other entities.

Together, Planned Parenthood of the [REDACTED] ([REDACTED]) and Planned Parenthood of Western New York (PPWNY) have nearly 90 years of experience providing family planning and educational services. They each operate a licensed Article 28 diagnostic and treatment center and extension clinics that provide reproductive health examinations; comprehensive sexuality education and information; birth control information (abstinence plus); birth control methods; emergency contraception, sexually transmitted disease education, diagnosis and treatment; HIV testing and counseling; pregnancy testing and full options counseling, infertility and cancer screening, colposcopy and cryotherapy; mid life services, and [REDACTED] services.

Both entities have extensive Quality Assurance/Continuous Quality Improvement programs in place that provide for ongoing review of all aspects of patient care, education and advocacy. Administrative systems, including medical practice policies, OSHA/Exposure control plans, and CLIA/laboratory manuals complying with diagnostic and treatment center requirements under Public Health Law Article 28 are maintained. Both entities have regular NYS DOH program reviews and each have undergone required Planned Parenthood Federation of American (PPFs) accreditation reviews. During this four day review which occurs every three years, a PPFA accreditation team inspects all sites to evaluate clinic procedures, medical standards and administrative oversight. PPFA uses this accreditation process to ensure that each of its affiliates conforms to the highest medical standards and procedures. After its interviews and visits to every site, the PPFA accreditation team recommended full accreditation for both [REDACTED] and PPWNY through 2015. These entities have a long tradition of providing high quality services to the community, working closely with the NYS DOH and its Certificate and Surveillance Unit and PPFA to ensure compliance with state and federal regulations.

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Schedule 17B

Schedule 17 B - Community Need

See "Schedules Required for Each Type of CON" to determine when this form is required.

Public Need Summary:

Briefly summarize on this schedule, why the project is needed. Use additional paper, as necessary. If the following items have been addressed in the project narrative, please cite the relevant section and pages.

1. Identify the relevant service area (e.g., Minor Civil Division(s), Census Tract(s), street boundaries, Zip Code(s), Health Professional Shortage Area (HPSA) etc.)

The relevant service areas will be the counties of [REDACTED]

2. Provide a quantitative and qualitative description of the population to be served. (Qualitative data may include median income, ethnicity, payor mix, etc.)

The total population in the 14 county area, according to the 2012 Census Data, was approximately 2.7 million people of which 50.4% are women and 13.2% are living below the poverty line. This data follows closely with overall NYS data with the exception of median salary which is \$49,310 for the counties in this area and \$56,951 in NYS.

There were 31,025 unduplicated patients served in the [REDACTED] and PPWNY area in 2012 resulting in 52,488 visits. Of these patients 93% were female and 7% were male. Sixty-two percent identified themselves as White, 27% identified as Black/African American, 6% identified as Other/Unknown, and the remaining 5% identified as American Indian, Alaskan Native, Asian, Pacific Islander or Multi-Racial. Patient ages span a wide range from 1% being under the age of 15 years, 8% between 15-17 years, 11% between 18-19 years, 33% between 20-24 years, 23% between 25-29 years, and the remaining 24% of patients being 30 years and older. Most of the patient population lives in poverty with 62% of the patients falling in the 100% or less than the federal poverty level and an additional 38% falling 101% to more than 250% of the federal poverty level. In the [REDACTED] and PPWNY patient base 49% are utilizing public health insurance and 15% fall in the partial to no fee category. In addition, the combined affiliates served more than 22,233 education participants with the over 55% of the participants falling in the High School and College age groups.

3. Document the current and projected demand for the proposed services. If the proposed services are covered by a DOH need methodology, demonstrate how the proposed service is consistent with it.

Demand for services the Western and Central New York Region are high as demonstrated by the fact 13.3 percent of people living in the area are living in poverty. The NYS unemployment rate is currently at 7.6 % and the poor job market and economy make more families in need of high quality, low or no cost health care services. Approximately 50.4% of the population in this region is female and the combined health centers currently see over 28,000 female patients annually of whom the majority is at or below the federal poverty guidelines. Twenty-two percent of the population of this region is less than 18 years of age and will be in need of reproductive services for many years to come. This makes access to reproductive health care extremely important for this area of New York.

4. (a) Describe how this project responds to and reflects the needs of the residents in the community you propose to serve.

As the data above suggests, 13.2% of the population residing in the 14 county region lives in poverty and the current data of the combined entity has near all of the patients at or below the federal poverty guidelines. Both [REDACTED] and PPWNY serve a diverse patient population. Sixty-two percent of the current patients identify as White, 27% identify as Black/African American and 7% identify as having a Hispanic background.

All services (including education and counseling on family planning options, sexuality, nutrition, wellness, and mental health) are integral components of the care delivered. Clinical services are designed to reduce barriers to care by providing appointment access through a call center, flexible appointment options, including walk-in services, on-site access to screening for several public assistance programs, laboratory and some pharmacy services, and referrals for care that falls outside the family planning arena. Prevention of illness, early detection and treatment of disease and health maintenance

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Schedule 17B

provide the focus of care delivered across the region. Additionally, contraceptive counseling, STI testing and treatment is offered universally to male patients. Colposcopy is provided in the [redacted] County and [redacted] County locations and access to [redacted] services are provided in [redacted] and [redacted] Counties. Contraceptive services and education are provided within the [redacted] as an outreach program associated with the NYS DOH and Department of Corrections. All services are offered on a sliding fee scale so that no one is ever denied access to services due to an inability to pay. Both [redacted] and PPWNY have active programs to enroll eligible patients in the Family Planning Benefit Program (FPBP). This ensures that low-income individuals have access to needed reproductive health care.

All adolescents receive age-appropriate and confidential services from the time of their first contact with the call center through their follow-up care. Planned Parenthood's encourage family participation in all of its family planning counseling sessions with minors. This discussion includes strategies to help minors involve their parents in the decision-making process. Documentation that this discussion occurred between a staff member and a minor is included in the medical record. Confidential services are based on the adolescents' income, and assistance with application for appropriate New York State programs is handled within each health center.

Both agencies offer a variety of education programs and resources designed to suit the needs of every age group, including parents, educators, and social service professionals who deal with sexuality and sexual health issues. The Outreach and Education Departments has been engaging the public about ways to address the prevention of unintended pregnancy and sexually transmitted diseases for over 40 years. The target audience for both agencies includes adolescents, substance abusing men and women, incarcerated adults and adolescents, homeless, persons with disabilities, immigrants and migrant workers and the African-American and Hispanic and Latino communities.

(b) Describe how this project is consistent with your facility's Community Service Implementation Plan (voluntary not-for-profit hospitals) or strategic plan (other providers).

[redacted] and PPWNY launched new strategic planning process in 2010 facilitated by [redacted], past [redacted] board member and chair. Both affiliates had approved three year strategic plans in 2010 and 2011 and inherent in both plans was ensuring financially sustainable business models through collaboration and maximizing resources. The potential merger of [redacted] and PPWNY continued to be discussed at both the staff and board levels with a focus being on collaboration between agencies. As the need for a new practice management system and further movement towards implementation of electronic health records became apparent, [redacted] and PPWNY agreed to a joint implementation team for the project. Both affiliates implemented the practice management system (NextGen) in early 2012. As the new practice management system was in place [redacted] and PPWNY consolidated billing departments for further efficiency. Currently implementation of the first stage of electronic health records is scheduled for June 11, 2013 with full implementation following later in the year. Many additional departments have been collaborating throughout this time frame in a variety of areas from IT, Finance, CQRM, Development, Human Resources, Patient Services, Education and Government Programs. The boards believe strongly that a merged affiliate serving central and western New York will assure a secure, long term future for Planned Parenthood's mission in the communities we serve through out the region and is inherent in both strategic plans.

5. Describe where and how the population to be served currently receives the proposed services.

Currently services are provided across the 14 county region in 10 health centers and one mobile unit. There are two health centers in [redacted] County ([redacted] and [redacted]) and two health centers in [redacted] County ([redacted] and [redacted]) providing reproductive health care. There is one health center providing [redacted] services in [redacted] County ([redacted]) and there is a mobile unit associated with this same health center that provides reproductive health services across the [redacted] area. In [redacted] County there is one health center ([redacted]) providing reproductive health care with outreach care provided in the [redacted] which resides in [redacted] County. [redacted] County houses two health centers ([redacted] and [redacted]) both providing reproductive health care and one additionally providing [redacted] services. There is one health center in [redacted] County ([redacted]) providing reproductive health services. Our health center farthest east in the region resides in [redacted] County ([redacted]) and provides both reproductive health care as well as [redacted] services.

Quality and Accreditation:

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1. Please cite relevant accreditations, certifications or awards attained by the applicant which build confidence in services of high quality. Examples include certification as a Federally Qualified Neighborhood Health Center.

As stated above, both entities have extensive Quality Assurance/Continuous Quality Improvement programs in place that provide for ongoing review of all aspects of patient care, education and advocacy. Administrative systems, including medical practice policies, OSHA/Exposure control plans, and CLIA/laboratory manuals complying with diagnostic and treatment center requirements under Public Health Law Article 28 are maintained. Both entities have regular NYS DOH program reviews and each have undergone required Planned Parenthood Federation of American (PPFs) accreditation reviews. During this four day review which occurs every three years, a PPFA accreditation team inspects all sites to evaluate clinic procedures, medical standards and administrative oversight. PPFA uses this accreditation process to ensure that each of its affiliates conforms to the highest medical standards and procedures. After its interviews and visits to every site, the PPFA accreditation team recommended full accreditation for both [REDACTED] and PPWNY through 2015. These entities have a long tradition of providing high quality services to the community, working closely with the NYS DOH and its Certificate and Surveillance Unit and PPFA to ensure compliance with state and federal regulations. Additionally, both agencies have had Article 28 reviews within the past year and PPWNY recently completed a Title X Review in April 2013. PPRSR was asked to be one of two clinical locations for the Office of Population Affairs review of the Department of Health in 2011.

2. Describe relevant programs or resources the applicant will bring to the new facility. Include existing programs that have proven track records at the applicant's other sites, if applicable, as well as programs the applicant plans for the future. Such programs include:
 - a. Programs specially tailored to the health needs of the population of the service area.
 - b. Grant funded programs.
 - c. Scholarships or fellowships.

[REDACTED] and PPWNY plan to utilize the existing facilities named in this document at the time of proposed merger.

3. Describe the applicant's experience or track record serving similar populations:

[REDACTED] and PPWNY plan to utilize the existing facilities named in this document at the time of proposed merger.

Primary and Specialty Care Services Review Criteria: Expansion of Services

When a CON application proposes conversion of a group or solo medical practice to Article 28 status, the applicant must provide a written analysis of the effect of the proposal on the following factors:

1. The full time equivalent (FTE) number of primary care physicians and specialists, by specialty, engaged in the practice after the conversion compared with the number before conversion.

2. The (FTE) number of non-physician providers of primary care and specialty care, by specialty, such as Physician Assistants, Certified Nurse Practitioners, Physical Therapists, and Dental Assistants after the conversion compared with the number before conversion.

3. The number of primary care and specialty visits, by specialty, after the conversion compared with the number before conversion.

4. The array of services to underserved clients after the conversion compared with the number before conversion.

Target Population and Service Area:

All applications involving primary care services must provide a written analysis that clearly demonstrates that the proposal meets at least one of the following criteria. For criteria that do not apply, enter "not applicable":

1. The proposed clinic is in an underserved area as indicated by location in a Health Professional Shortage Area (HPSA) or Medically Underserved Area (MUA).

2. The population to be served exhibits poor health status, as measured by factors such as high levels of inpatient discharges for ambulatory care sensitive conditions (ACSC), incidences of diseases and conditions in excess of standards in Healthy People 2010 or other pertinent indicators.

3. The primary care services of the proposed clinic will be targeted to a group or population with special needs or conditions that make it difficult for them to obtain adequate primary care in clinics or physician practices serving the general population. Examples of such needs and conditions are:
- Developmental disabilities.
 - HIV.
 - Alcohol Substance Abuse.
 - Health needs relating to aging.
 - Mental Health needs.
 - Homelessness
 - Linguistic or cultural barriers in obtaining access to primary care.
-

Capacity of Existing Primary Care Providers

The project narrative should describe existing primary care services in the proposed service area. The narrative should include the number and location of existing D&TCs, extension clinics and part-time clinics and a summary of primary care services available through private practices. The narrative should indicate whether travel time and transportation are factors in access to primary care. Examples of travel related issues include topography, seasonal weather conditions, and availability of public transportation. Applicants are not expected to describe the volume of services delivered by existing providers, since they will rarely have access to such data, but the project narrative should indicate that the applicant is reasonably familiar with the overall availability of primary care in the targeted area.

In instances where the target area is likely to already have significant primary care resources, the CON proposal will be reviewed for the following need related factors:

- The ratio of primary care physicians to population in the proposed service area. HPSA uses a ratio of 1.0 FTE physicians to 3000 persons; Medicaid Managed Care uses a ratio of 1 to 1500.
- The number of primary care physicians in the proposed service area who are "active" in serving the Medicaid population. This is often measured as physicians who are reimbursed \$5000 or more per year by Medicaid.
- The annual number of primary care visits per person by Medicaid eligible persons in the proposed service area. An average lower than 2.0 visits per person is often considered a problem.
- The percentage of the Medicaid population that is enrolled in Managed care will be taken into account where appropriate.
- The current volume of primary care visits to existing D&TC and Extension clinics.

Not all of the above criteria need be evaluated for all applications. The number will vary depending on the type and location of services proposed and on how thoroughly the application addresses need in the project narrative and the related schedules.

Need Review for Specialty Clinics:

Applications not involving primary care services must also provide a written analysis that clearly demonstrates that the need exists for the proposed services

1. Is the proposed clinic in an underserved area as indicated by location in a Health Professional Shortage Area (HPSA) or Medically Underserved Area (MUA)?
-

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2. Describe in very specific terms the patients who require the specialty services, including the number of patients and their specific health problems, and how the proposed facility will meet their needs better than existing providers.

3. In the case of Dental clinics, is the application supported by the local Health Department? Is the proposal supported by the Department of Health's Bureau of Dental Services? Is the applicant participating in current dental health initiatives? Has the applicant consulted with resources such as the New York State Oral Health Technical Assistance Center?

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Schedule 17C

Impact of Proposed CON on Diagnostic & Treatment Center Operating Certificate

TABLE 17C-1 AUTHORIZED SERVICES

Instructions:

For applications requesting changes to more than one location, complete a separate Table 17-C-1 for each location

For Chronic Dialysis Services only, enter only location below and proceed to page 2

Column c: Mark "x" in the box only if the service currently appears on the operating certificate (OpCert) not including requested changes

Column d: Mark "x" in the box this CON application seeks to add. Column e: Mark "x" in the box this CON application seeks to decertify.

Column f: Mark "x" in the box corresponding to all the services that will ultimately appear on the OpCert.

LOCATION:

Corportae Headquarters/

(Enter street address of facility)

☒ **MOBILE CLINIC DESIGNATION (217) ***

Check box only if extension clinic is mobile

(A mobile clinic must be an extension clinic with a fixed main site)

a	b	c	d	e	f
		Existing	Add	Remove	Proposed
	201	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
ADULT DAY HEALTH	58	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ADULT DAY HEALTH - AIDS	172	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
AMBULATORY SURGERY**					
MULTI-SPECIALTY**	204	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
SINGLE-SPECIALTY** (UNDESIGNATED)	205	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
GASTROENTEROLOGY**	202	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
OPHTHAMOLOGY**	195	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ORTHOPEDICS**	203	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
AUDIOLOGY O/P(See Section 700.2)	159	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
BIRTHING SERVICE O/P	180	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
CERTIFIED MENTAL HEALTH SERVICES O/P***	53	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
CHEMICAL DEPENDENCE-REHABILITATION O/P	150	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
CLINIC OMRDD ARTICLE 16 SERVICES	218	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
CLINIC PART TIME SERVICES****	18	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
CLINICAL LABORATORY SERVICES O/P	018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
CT SCANNER	400	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
DENTAL O/P	145	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FAMILY PLANNING O/P	148	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
HEALTH FAIRS O/P	197	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
HYPERBARIC CHAMBER	401	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
LINEAR ACCELERATOR	402	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
LITHOTRIPSY O/P	223	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
MAGNETIC RESONANCE IMAGING (MRI)	403	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
MEDICAL SOCIAL SERVICES O/P	50	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
METHADONE MAINTENANCE O/P	149	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
MULTIPHASIC SCREENING FACILITY	305	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
MULTIPHASIC SCREENING O/P	188	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
NUCLEAR MEDICINE – DIAGNOSTIC O/P	224	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
NUCLEAR MEDICINE – THERAPEUTIC O/P	225	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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- * *MOBILE CLINIC: For each site where the Mobile Clinic vehicle will be parked to provide services, a separate "Mobile Clinic Site Approval Request" must be attached. A blank form is included below.*
- ** *AMBULATORY SURGERY requires additional approval by Medicare*
- ** *MENTAL HEALTH requires additional approval by Office of Mental Health*
- *
- ** *PART-TIME CLINICS: For each site, enclose a completed copy of form DOH-4-197 (9/00),*
- ** *which is available from:*
Project Management Group, Division of Health Facility Planning, Offices of Primary Care and Health Systems Management,
New York State Department of Health, Corning Tower, ESP, Room 1842, Albany, NY
12237

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TABLE 17C-1 AUTHORIZED SERVICES (cont.)

a	b	c	d	e	f
		Existing	Add	Remove	Proposed
NUTRITIONAL O/P	185	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
OPHTHAMOLOGY O/P	227	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
OPTOMETRY O/P	228	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
OUTPATIENT SURGERY	68	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
PEDIATRICS O/P	152	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
PET SCANNER	404	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
PHARMACEUTICAL SERVICES	073	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
PHYSICAL MEDICINE AND REHABILITATION O/P	160	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
PODIATRY O/P	177	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
PRENATAL O/P	081	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
PRIMARY MEDICAL CARE O/P	071	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
PSYCHOLOGY O/P	085	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RADIOLOGY - DIAGNOSTIC	184	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RADIOLOGY - THERAPEUTIC	230	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RENAL DIALYSIS – HOME TRAINING O/P	37	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THERAPY - OCCUPATIONAL O/P	146	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THERAPY - PHYSICAL O/P	147	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THERAPY - RESPIRATORY O/P	231	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THERAPY - SPEECH LANGUAGE PATHOLOGY	155	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THERAPY - VOCATIONAL REHABILITATION	107	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TRANSFUSION SERVICES - FULL	102	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TRANSFUSION SERVICES - LIMITED	189	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
WELL-CHILD	186	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

END STAGE RENAL DISEASE (ESRD)

TABLE 17C-1(a) CAPACITY	Existing	Add	Remove	Proposed
CHRONIC DIALYSIS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If application involves dialysis service with existing capacity, complete the following table:

TABLE 17C-1(b) PROCEDURES	Last 12 mos	2 years prior	3 years prior
CHRONIC DIALYSIS			

All Chronic Dialysis applicants must provide information requested on the following page in compliance with 10 NYCRR 670.6.

**New York State Department of Health
Certificate of Need Application**

Schedule 17C

END STAGE RENAL DISEASE (cont.)

1. Provide a five-year analysis of projected costs and revenues that demonstrates that the proposed dialysis services will be utilized sufficiently to be financially feasible.

2. Provide evidence that the proposed dialysis services will enhance access to dialysis by patients, including members of medically underserved groups which have traditionally experienced difficulties obtaining access to health care, such as; racial and ethnic minorities, women, disabled persons , and residents of remote rural areas.

3. Provide evidence that the hours of operation and admission policy of the facility will promote the availability of dialysis at times preferred by the patients, particularly to enable patients to continue employment.

4. Provide evidence that the facility is willing to and capable of safely serving patients.

5. Provide evidence that the proposed facility will not jeopardize the quality of care or the financial viability of existing dialysis facilities. This evidence should be derived from analysis of factors including, but not necessarily limited to current and projected referral and use patterns of both the proposed facility and existing facilities. A finding that the proposed facility will jeopardize the financial viability of one or more existing facilities will not of itself require a recommendation to of disapproval.

New York State Department of Health Certificate of Need Application

Schedule 17C

Table 17C-2 - Projected Utilization of Services:

The number of projected "visits" should be listed in this table for each existing or proposed certified service. Visits should be estimated for the current, first and third year of the project. This table should contain visit estimates for services at this site alone, not for the applicant's other sites.

(Service classification and description are from the listings above)		Current Year	1st Full Year of project	3rd Full Year of project
Service Classification Code	Description	<i>Visits</i>	<i>Visits</i>	<i>Visits</i>
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
148	Family Planning	52000	52000	54600
Total Visits:				

**New York State Department of Health
Certificate of Need Application**

Schedule 17C

Mobile Clinic Site Approval Request:

One form must be submitted for each proposed mobile clinic site. Please feel free to photocopy this form as necessary. You may attach additional sheets as necessary.

Facility Name		
Proposed Site Address		
CITY	COUNTY	ZIP
Type of Facility at Site		
Name and Title of Representative at site:		
Type of Service		

Is mobile clinic in a self-contained vehicle or is equipment moved into the temporary site?

--

Schedule of operation

--

Justification for service at this site

--

List of current sites where these services will no longer be offered

--

D&TC Allocation of Operating Costs

See "Schedules Required for Each Type of CON" to determine when this form is required.

This schedule breaks out operating costs across various categories. A two page table must be completed for the current, first and third year of operation.

New York State Department of Health
Certificate of Need Application

Schedule 17D

Table 17D-1 D&TC Allocation of Operating Costs

Current Year: from 1/1/2013 to 12/31/2013 (m/d/yyyy)

a	b	c	d	e	f	g	h	i	j	k
		Salary & Wages	Employee Benefits	Purchased Contract & Services	Supplies	General Costs	Donations	Total Before Distribution	Distribution of Facility Costs	Total After Distribution
328	TOTAL ADJUSTED COSTS									
	I. Core Cost Centers									
329	a. Administration	\$2,037,356	\$434,206	\$1,234,779	\$62,935	\$1,382,544	\$639,225	\$5,791,045	\$125,449	\$2,916,494
330	b. Facility	\$132,100	\$18,279	\$18,187	\$343	\$230,281		\$399,190	(\$399,190)	
331	c. Patient Transportation									
332	Subtotal	\$2,169,456	\$452,486	\$1,252,966	\$63,278	\$1,612,825	\$639,225	\$6,190,235	(\$273,741)	\$5,916,494
	II. Patient Care Cost Centers									
	a. Multi-service. Child Health									
333	1. Medical									
334	2. Dental									
335	3. Laboratory									
336	4. X-Ray									
337	5. Pharmacy									
338	6. Mental Health									
339	7. Rehab. Therapies									
340	8. Other Health									
341	SUBTOTAL a									
	b. Family Planning									
342	1. Reproductive Health Care	\$3,418,768	\$748,708	\$645,335	\$1,057,084	\$1,656,898		\$7,526,793	\$163,050	\$7,689,843
343	2. Laboratory	\$244,198	\$53,479	\$46,095	\$75,506	\$118,350		\$537,628	\$11,646	\$549,274
344	3. Pregnancy Counseling	\$1,220,989	\$267,396	\$230,477	\$377,530	\$591,749		\$2,688,140	\$58,232	\$2,746,372
345	4. Community Service	\$207,410	\$45,014	\$325	\$9,791	\$75,641		\$338,182	\$7,326	\$345,507
346	SUBTOTAL b	\$5,091,365	\$1,114,598	\$922,232	\$1,519,911	\$2,442,638		\$11,090,743	\$240,254	\$11,330,997
351	SUBTOTAL c	\$548,442	\$119,027	\$252,410	\$300,045	\$325,951		\$1,545,875	\$33,488	\$1,579,363
	d. Cerebral Palsy & Rehab.									
352	1. Medical									
353	2. Dental									
354	3. Speech and Hearing									

Certificate of Need Application

Table 17D-1 D&TC Allocation of Operating Costs

Current Year Continued:

a	b	c	d	e	f	g	h	i	j	k
		Salary & Wages	Employee Benefits	Purchased Contract & Services	Supplies	General Costs	Donations	Total Before Distribution	Distribution of Facility Costs	Total After Distribution
	d. Cerebral Palsy & Rehab. (cont.)									
355	4. Physical Therapy									
356	5. Occupational Therapy									
357	6. Other Therapies									
358	7. Mental Health									
359	8. Medical Social Services									
360	SUBTOTAL d									
	e. Methadone Maintenance									
361	1. Medical									
362	2. Mental Health									
363	3. Dispensing									
364	SUBTOTAL e									
	f. Hemodialysis									
365	1. Medical									
366	2. Chronic Dialysis									
367	3. Home Dialysis									
368	4. Peritoneal Dialysis									
369	SUBTOTAL f									
	g. Dental									
370	1. Dental Services									
371	2. Dental Laboratory									
372	TOTAL (i & ii)									
	h. Speech & Hearing									
373	1.									
374	2.									
375	3.									
376	SUBTOTAL g									
	i. Drug Free.									
377	1.									
378	2.									
379	3.									
380	SUBTOTAL i									
	j. Hemophilia									
381	1.									
382	2.									
384	3.									
389	SUBTOTAL j									

Certificate of Need Application

Table 17D-1 D&TC Allocation of Operating Costs

First Year of project: from 1/1/2014 to 12/31/14 (m/d/yyyy)

a	b	c	d	e	f	g	h	i	j	k
		Salary & Wages	Employee Benefits	Purchased Contract & Services	Supplies	General Costs	Donations	Total Before Distribution	Distribution of Facility Costs	Total After Distribution
328	TOTAL ADJUSTED COSTS									
	I. Core Cost Centers									
329	a. Administration	\$2,078,103	\$442,891	\$1,259,474	\$64,194	\$1,410,195	\$652,009	\$5,906,866	\$127,958	\$6,034,823
330	b. Facility	\$134,743	\$18,645	\$18,550	\$350	\$234,887		\$407,174	(\$407,174)	
331	c. Patient Transportation									
332	Subtotal	\$1,212,845	\$461,535	\$1,278,025	\$64,544	\$1,645,082	\$652,009	\$6,314,040	(\$279,216)	\$6,034,823
	II. Patient Care Cost Centers									
	a. Multi-service. Child Health									
333	1. Medical									
334	2. Dental									
335	3. Laboratory									
336	4. X-Ray									
337	5. Pharmacy									
338	6. Mental Health									
339	7. Rehab. Therapies									
340	8. Other Health									
341	SUBTOTAL a									
	b. Family Planning									
342	1. Reproductive Health Care	\$3,487,144	\$763,683	\$658,241	\$1,078,226	\$1,690,035		\$7,677,329	\$166,311	\$7,843,639
343	2. Laboratory	\$249,082	\$54,549	\$47,017	\$77,016	\$120,717		\$548,381	\$11,879	\$560,260
344	3. Pregnancy Counseling	\$1,245,408	\$272,744	\$235,086	\$385,081	\$603,584		\$2,741,903	\$59,397	\$2,801,300
345	4. Community Service	\$211,559	\$45,914	\$332	\$9,986	\$77,154		\$344,945	\$7,472	\$352,418
346	SUBTOTAL b	\$5,193,192	\$1,136,890	\$940,676	\$1,550,309	\$2,491,491		\$11,312,558	\$245,059	\$11,557,617
351	SUBTOTAL c	\$559,411	\$121,408	\$257,458	\$306,046	\$332,470		\$1,576,793	\$34,157	\$1,610,950
	d. Cerebral Palsy & Rehab.									
352	1. Medical									
353	2. Dental									
354	3. Speech and Hearing									

New York State Department of Health
Certificate of Need Application
Table 17D-1 D&TC Allocation of Operating Costs

Schedule 17D

First Year Continued

a	b	c	d	e	f	g	h	i	j	k
		Salary & Wages	Employee Benefits	Purchased Contract & Services	Supplies	General Costs	Donations	Total Before Distribution	Distribution of Facility Costs	Total After Distribution
	d. Cerebral Palsy & Rehab. (cont.)									
355	4. Physical Therapy									
356	5. Occupational Therapy									
357	6. Other Therapies									
358	7. Mental Health									
359	8. Medical Social Services									
360	SUBTOTAL d									
	e. Methadone Maintenance									
361	1. Medical									
362	2. Mental Health									
363	3. Dispensing									
364	SUBTOTAL e									
	f. Hemodialysis									
365	1. Medical									
366	2. Chronic Dialysis									
367	3. Home Dialysis									
368	4. Peritoneal Dialysis									
369	SUBTOTAL f									
	g. Dental									
370	1. Dental Services									
371	2. Dental Laboratory									
372	TOTAL (l & llg)									
	h. Speech & Hearing									
373	1.									
374	2.									
375	3.									
376	SUBTOTAL g									
	i. Drug Free.									
377	1.									
378	2.									
379	3.									
380	SUBTOTAL i									
	j. Hemophilia									
381	1.									
382	2.									
384	3.									
389	SUBTOTAL j									

New York State Department of Health
Certificate of Need Application

Schedule 17D

Table 17D-1 D&TC Allocation of Operating Costs

Third Year of project from 1/1/2016 to 12/31/16 (m/d/yyyy)

a	b	c	d	e	f	g	h	i	j	k
		Salary & Wages	Employee Benefits	Purchased Contract & Services	Supplies	General Costs	Donations	Total Before Distribution	Distribution of Facility Costs	Total After Distribution
328	TOTAL ADJUSTED COSTS									
	I. Core Cost Centers									
329	a. Administration	\$2,139,224	\$455,917	\$1,296,518	\$66,082	\$1,451,671	\$671,186	\$6,080,597	\$131,721	\$6,212,318
330	b. Facility	\$138,705	\$19,193	\$19,096	\$360	\$241,795		\$419,150	(\$419,150)	
331	c. Patient Transportation									
332	Subtotal	\$2,277,928	\$475,110	\$1,315,614	\$66,442	\$1,693,466	\$671,186	\$6,499,747	(\$287,428)	\$6,212,318
	II. Patient Care Cost Centers									
	a. Multi-service. Child Health									
333	1. Medical									
334	2. Dental									
335	3. Laboratory									
336	4. X-Ray									
337	5. Pharmacy									
338	6. Mental Health									
339	7. Rehab. Therapies									
340	8. Other Health									
341	SUBTOTAL a									
	b. Family Planning									
342	1. Reproductive Health Care	\$3,589,707	\$786,144	\$677,601	\$1,109,939	\$1,739,742		\$7,903,133	\$171,202	\$8,074,335
343	2. Laboratory	\$256,408	\$56,153	\$48,400	\$79,281	\$124,267		\$564,509	\$12,229	\$576,738
344	3. Pregnancy Counseling	\$1,282,038	\$280,766	\$242,000	\$396,407	\$621,337		\$2,822,547	\$61,144	\$2,883,691
345	4. Community Service	\$217,781	\$47,265	\$341	\$10,280	\$79,424		\$355,091	\$7,692	\$362,783
346	SUBTOTAL b	\$5,345,933	\$1,170,327	\$968,343	\$1,595,907	\$2,564,770		\$11,645,280	\$252,266	\$11,897,547
351	SUBTOTAL c	\$575,864	\$124,978	\$265,030	\$315,048	\$342,249		\$1,623,169	\$35,162	\$1,658,331
	d. Cerebral Palsy & Rehab.									
352	1. Medical									
353	2. Dental									
354	3. Speech and Hearing									

Certificate of Need Application

Table 17D-1 D&TC Allocation of Operating Costs

Third Year Continued:

a	b	c	d	e	f	g	h	i	j	k
		Salary & Wages	Employee Benefits	Purchased Contract & Services	Supplies	General Costs	Donations	Total Before Distribution	Distribution of Facility Costs	Total After Distribution
	d. Cerebral Palsy & Rehab. (cont.)									
355	4. Physical Therapy									
356	5. Occupational Therapy									
357	6. Other Therapies									
358	7. Mental Health									
359	8. Medical Social Services									
360	SUBTOTAL d									
	e. Methadone Maintenance									
361	1. Medical									
362	2. Mental Health									
363	3. Dispensing									
364	SUBTOTAL e									
	f. Hemodialysis									
365	1. Medical									
366	2. Chronic Dialysis									
367	3. Home Dialysis									
368	4. Peritoneal Dialysis									
369	SUBTOTAL f									
	g. Dental									
370	1. Dental Services									
371	2. Dental Laboratory									
372	TOTAL (I & IIg)									
	h. Speech & Hearing									
373	1.									
374	2.									
375	3.									
376	SUBTOTAL g									
	i. Drug Free.									
377	1.									
378	2.									
379	3.									
380	SUBTOTAL i									
	j. Hemophilia									
381	1.									
382	2.									
384	3.									
389	SUBTOTAL j									

New York State Department of Health Certificate of Need Application

Schedule 17E

Schedule 17 E - D&TC Statement of Revenue:

This schedule consists of: "Detailed Monthly Cash Flow Analysis for the first year of operations to be submitted as an attachment; and analysis of:"

- Patient Revenue
- Other Operating Revenue
- Non-Operating Revenue
- Charges

Provide a breakdown of the utilization (threshold visits) by payer source. Provide supporting calculations for the rates assumed for each payer.

Table 17E-1 D&TC Statement of Revenue

I. Patient Revenue	Commercial	Fee for Service	
	Medicare		
	Medicaid		
	Private Pay		
	OASAS		
	OMH		
	Charity Care		
	Bad Debt		
	Ordered Ambulatory Services		
II. Other Operating Revenue	All Other		
	TOTAL		
	Sale of Literature		
	Sale of Supplies to Other than Patients		
	Telephone		
III. Non-Operating Revenue	Other		
	TOTAL		
	Gifts, Legacies, and Bequests		
	Grants		
	Community Health Center (Sec 330)		
	Maternal and Child Health (Title V)		
	WIC Administrative Funds		
	Primary and Ambulatory Care Program		
	Local Health Assistance Funds		
	Family Planning		
	Other Grants (Specify)		
IV. Total Revenue (I, II, and III)	Other Non-Operating Revenue		
	TOTAL		

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

[Redacted]

This statement must be completed by directors of not-for-profit corporations who are not contributing capital in support of the project. The form is completed in lieu of Schedule 2B. This schedule is required for all not-for-profit Article 7 applications and for Article 28, 36 & 40 establishment applications.

Statement of Business Associations with Health Facilities

☒ I do NOT receive any income directly or indirectly from any other health care facility.

☐ I do receive income directly or indirectly from the following health care facilities. For each, please briefly describe the nature of the relationship and method of payment.

--

Has the original of this document been signed and notarized?

Yes ☒

No ☐

[Redacted]	DATE
	2/13/13
Board Member	

NOTARY	DATE
<i>[Signature]</i>	2/13/13

TERRI L. LoTEMPIO
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 4/22/14

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

--	--

This statement must be completed by directors of not-for-profit corporations who are not contributing capital in support of the project. The form is completed in lieu of Schedule 2B. This schedule is required for all not-for-profit Article 7 applications and for Article 28, 36 & 40 establishment applications.

Statement of Business Associations with Health Facilities

☒ I do NOT receive any income directly or indirectly from any other health care facility.


☐ I do receive income directly or indirectly from the following health care facilities. For each, please briefly describe the nature of the relationship and method of payment.

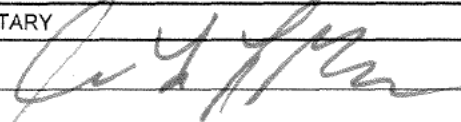
--

Has the original of this document been signed and notarized?

Yes ☒

No ☐

SIGNATURE:	DATE
X 	2/13/13
PRI	
TITLE	
Board Member	

NOTARY 	DATE
	2/13/13

TERRIL LoTEMPIO
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 4/22/14

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

This statement must be completed by directors of not-for-profit corporations who are not contributing capital in support of the project. The form is completed in lieu of Schedule 2B. This schedule is required for all not-for-profit Article 7 applications and for Article 28, 36 & 40 establishment applications.

Statement of Business Associations with Health Facilities

☒ I do NOT receive any income directly or indirectly from any other health care facility.

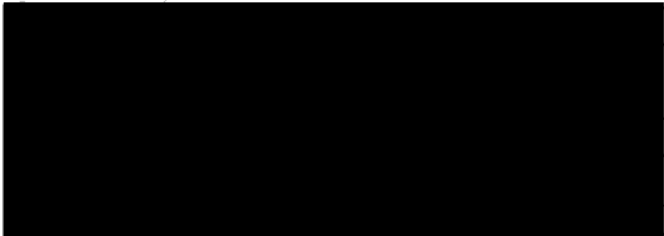
☐ I do receive income directly or indirectly from the following health care facilities. For each, please briefly describe the nature of the relationship and method of payment.

--

Has the original of this document been signed and notarized?

Yes ☒

No ☐

	DATE
	3/1/2013
Director	

NOTARY	DATE
Elizabeth B. Harned	3/1/2013

ELIZABETH BROOKE HARNED
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 08/18/2013

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

[REDACTED]	
------------	--

This statement must be completed by directors of not-for-profit corporations who are not contributing capital in support of the project. The form is completed in lieu of Schedule 2B. This schedule is required for all not-for-profit Article 7 applications and for Article 28, 36 & 40 establishment applications.

Statement of Business Associations with Health Facilities

☒ I do NOT receive any income directly or indirectly from any other health care facility.

☐ I do receive income directly or indirectly from the following health care facilities. For each, please briefly describe the nature of the relationship and method of payment.

--

Has the original of this document been signed and notarized?

Yes ☒

No ☐

SIGNATURE:	DATE
[REDACTED]	2/21/13
TITLE	
Member, Board of Directors	
NOTARY	DATE
Chas G Cox	2/21/13

CHARLES G. COX
Notary Public, State of New York
Monroe County Reg. #01CO6263460
Commission Expires 06/11/20 16

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

--

This statement must be completed by directors of not-for-profit corporations who are not contributing capital in support of the project. The form is completed in lieu of Schedule 2B. This schedule is required for all not-for-profit Article 7 applications and for Article 28, 36 & 40 establishment applications.

Statement of Business Associations with Health Facilities

☒ I do NOT receive any income directly or indirectly from any other health care facility.


☐ I do receive income directly or indirectly from the following health care facilities. For each, please briefly describe the nature of the relationship and method of payment.

--

Has the original of this document been signed and notarized?

Yes ☒

No ☐

SIGNATURE	DATE
X 	2/22/13
PR	
TIT	

NOTARY <i>Sharon A. Carden</i>	DATE 2/22/13

SHARON A. CARDEN
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 2/22/2013

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

[Redacted]

This statement must be completed by directors of not-for-profit corporations who are not contributing capital in support of the project. The form is completed in lieu of Schedule 2B. This schedule is required for all not-for-profit Article 7 applications and for Article 28, 36 & 40 establishment applications.

Statement of Business Associations with Health Facilities

☒ I do NOT receive any income directly or indirectly from any other health care facility.

☐ I do receive income directly or indirectly from the following health care facilities. For each, please briefly describe the nature of the relationship and method of payment.

[Redacted]

Has the original of this document been signed and notarized?

Yes ☒

No ☐

SIGNATURE:	DATE
[Redacted]	20 Feb '13
TITLE	
Director	

NOTARY	DATE
Samuel Noel	2/20/13

SAMUEL E. NOEL
Notary Public, State of New York
No. 01903051031
Qualified in Monroe County
Commission Expires November 13, 2014.

New York State Department of Health
Certificate of Need Application

Schedule 2C

Schedule 2C - Director's Statement for Not-for-Profit Applicants

Name of individual:

--	--

This statement must be completed by directors of not-for-profit corporations who are not contributing capital in support of the project. The form is completed in lieu of Schedule 2B. This schedule is required for all not-for-profit Article 7 applications and for Article 28, 36 & 40 establishment applications.

Statement of Business Associations with Health Facilities

☒ I do NOT receive any income directly or indirectly from any other health care facility.

☐ I do receive income directly or indirectly from the following health care facilities. For each, please briefly describe the nature of the relationship and method of payment.

--

Has the original of this document been signed and notarized?

Yes ☒

No ☐

SIGNATURE		DATE
X		2/8/13
PRINT OR		
TITLE	Director	
NOTARY		DATE 2/13/13

Frank Mazzeella III
Notary Public, State of New York
No. 02MA6184188
Qualified in Monroe County
Commission Expires April 28, 2016