Schedule 14

**Article 28 - Additional Legal Information**

Contents:

* **Schedule 14A - Business Corporations and General Partnerships**
* **Schedule 14B - Limited Liability Companies**
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**Schedule 14 – Additional Legal Information for Article 28 Applicants**

Article 28 applicants seeking establishment or combined establishment and construction approval must complete the relevant section of this Schedule in its entirety.

**Schedule 14A - Business Corporations**

Article 28 applicants seeking establishment or combined establishment and construction approval that are ***business corporations*** must complete this Section 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.***

1. **Affidavits:** Attach the originals of stockholder affidavits from each stockholder including the specific information set forth in 10 NYCRR 620.1(b).
2. **Stock Certificate:** Attach a sample stock certificate including the specific language set forth in 10 NYCRR 620.1(a)(4).

***N.B.: The Certificate of Incorporation must comply with the language requirements set forth in 10 NYCRR 620.1(a).***

1. **Limited Liability Corporation Stockholders:**  Does the applicant have any stockholders that are limited liability companies (LLCs)? Yes [ ]  No [ ]

**If Yes**, identify each LLC-stockholder in the following table or by uploading a table as an attachment to this Schedule. Attachment #

|  |  |
| --- | --- |
| Name of LLC Shareholder | Address |
|       |       |
|       |       |
|       |       |
|       |       |

1. **Documentation for LLC Stockholders:** For each LLC-stockholder (2nd Level Stockholder), attach the following documentation:
2. A list providing the name, membership interest and percentage ownership interest in the 2nd Level Stockholder and indirect ownership percentage in the Article 28 business corporation. (Indirect ownership is determined by multiplying the percentage of ownership in each entity. For example, if A owns 10 percent of a 2nd Level Stockholder which itself owns 80 percent of an Article 28 business corporation, A owns an indirect ownership interest of eight percent in the Article 28 business corporation.) for each member;

***N.B.: All members of the 2nd Level Stockholder must be natural persons***.

1. A list of all members and managers;
2. Articles of Organization; and
3. Operating Agreement.
4. **Articles of Organization:** In addition to any other provisions required by the Limited Liability Company Law, the Articles of Organization of the 2nd Level Stockholder must include provisions to the following effect:
5. That all members of must be natural persons and that this provision may not be deleted, modified or amended without the prior approval of the New York State Department of Health; and
6. That notwithstanding anything to the contrary in the Articles of Organization or the Operating Agreement, transfers, assignments or other dispositions of membership interests or voting rights must be effectuated in accordance with section 2801-a(4)(c) of the Public Health Law and that this provision may not be deleted, modified or amended without the prior approval of the New York State Department of Health.
7. **Operating Agreement:** The Operating Agreement of the 2nd Level Stockholder must include provisions to the following effect:
8. That all members must be natural persons and that this provision may not be deleted, modified or amended without the prior approval of the New York State Department of Health;
9. That notwithstanding anything to the contrary in the Articles of Organization or the Operating Agreement, transfers, assignments or other dispositions of membership interests or voting rights must be effectuated in accordance with section 2801-a(4)(c) of the Public Health Law and that this provision may not be deleted, modified or amended without the prior approval of the New York State Department of Health; and
10. That, if the 2nd Level Stockholder will be managed by managers who are not members, the following powers with respect to the ownership and operation of the Article 28 business corporation are reserved to the members of the 2nd Level Stockholder:
	1. direct independent authority over the appointment or dismissal of hospital management-level employees and medical staff,
	2. approval of hospital operating and capital budgets and independent control of the books and records,
	3. adoption or approval of hospital operating policies and procedures and independent adoption of policies affecting the delivery of health care services,
	4. authority over the disposition of assets and authority to incur liabilities not normally associated with day-today operations,
	5. approval of certificate of need applications filed by or on behalf of the hospital,
	6. approval of hospital debt necessary to finance the cost of compliance with operational or physical plant standards required by law,
	7. approval of hospital contracts for management or for clinical services, and
	8. approval of settlements of administrative proceedings or litigation to which the hospital is a party, and that this provision may not be deleted, modified or amended without the prior approval of the Department of Health.

**SCHEDULE 14A CHECKLIST OF ATTACHMENTS**

| **DOCUMENT** | **NA** | **Attached** | **Attachment number** | **Electronic Document file name**  |
| --- | --- | --- | --- | --- |
| **Business Corporations** |
| Stockholder affidavits  | [ ]  | [ ]  |       |       |
| Sample stock certificate | [ ]  | [ ]  |       |       |
| **Stockholder-LLCs** |
| List of members | [ ]  | [ ]  |       |       |
| List of managers | [ ]  | [ ]  |       |       |
| Articles of Organization | [ ]  | [ ]  |       |       |
| Operating Agreement | [ ]  | [ ]  |       |       |

Schedule 14B - Limited Liability Companies

Article 28 applicants seeking establishment or combined establishment and construction approval that are ***limited liability companies***must complete this Section 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. Articles of Organization

Provisions to the following effect must be included:

1. The name of the LLC which must contain either the words "Limited Liability Company" or the abbreviations "LLC" or "L.L.C.";
2. Designation of the Secretary of State as agent of the LLC for service of process and an address to which the Secretary of State may mail a copy of any such process;
3. How the LLC will be managed and that neither the management structure nor the provision setting forth such structure may be deleted, modified or amended without the prior approval of the New York State Department of Health;
4. If the LLC will be managed by managers who are not members, that the manager may not be changed without the prior approval of the New York State Department of Health;
5. That the powers and purposes of the LLC are limited to the ownership and operation of the Article 28 facility specifically named and the location of the facility by street address, city, town, village or locality and county;

***N.B.: The powers and purposes may also include the operation of an Article 36 facility, an Article 40 facility and/or an Article 44 entity if the applicant has received all appropriate approvals and certifications.***

1. The location of the principal office of the LLC, which must be the same address as the facility; and
2. That notwithstanding anything to the contrary in the Articles of Organization or the Operating Agreement, transfers, assignments or other dispositions of New York State Department of Health membership interests or voting rights must be effectuated in accordance with section 2801-a(4)(b) of the Public Health Law.

**II. Operating Agreement**

Provisions to the following effect must be included:

1. That the powers and purposes of the LLC are limited to the ownership and operation of the Article 28 facility specifically named and the location of the facility by street address, city, town, village or locality and county;
2. That notwithstanding anything to the contrary in the Articles of Organization or the Operating Agreement, transfers, assignments or other dispositions of membership interests or voting rights must be effectuated in accordance with section 2801-a(4)(b) of the Public Health Law;
3. How the LLC will be managed and that neither the management structure nor the provision setting forth such structure may be deleted, modified or amended without the prior approval of the Department of Health;
4. If the LLC will be managed by managers who are not members, that the manager may not be changed without the prior approval of the Department of Health; and
5. If the LLC will be managed by managers who are not members, that the following powers are reserved to the members:
6. direct independent authority over the appointment or dismissal of hospital management-level employees and medical staff;
7. approval of hospital operating and capital budgets and independent control of the books and records;
8. adoption or approval of hospital operating policies and procedures and independent adoption of policies affecting the delivery of health care services;
9. authority over the disposition of assets and authority to incur liabilities not normally associated with day-to-day operations;
10. approval of certificate of need applications filed by or on behalf of the hospital;
11. approval of hospital debt necessary to finance the cost of compliance with operational or physical plant standards required by law;
12. approval of hospital contracts for management or for clinical services; and
13. approval of settlements of administrative proceedings or litigation to which the hospital is a party.

**III. Management**

Will the applicant be managed by managers who are not members? Yes [ ]  No [ ]

**If Yes**, attach the proposed Management Agreement between the applicant and the manager, which must meet the following requirements and be approved by the Commissioner.

1. The management agreement must include provisions to the following effect:
2. A description of the proposed roles of the members of the Article 28 LLC during the period of the proposed management contract, which must clearly reflect retention by the members of ongoing responsibility for statutory and regulatory compliance,
3. A provision that clearly recognizes that the responsibilities of the members of the Article 28 LLC are in no way obviated by entering into a management agreement and that any powers not specifically delegated to the manager through the provisions of the management agreement remain with the members,
4. The following powers are reserved to the members of the Article 28 LLC:
	1. direct independent authority over the appointment or dismissal of hospital management-level employees and medical staff;
	2. approval of hospital operating and capital budgets and independent control of the books and records;
	3. adoption or approval of hospital operating policies and procedures and independent adoption of policies affecting the delivery of health care services;
	4. authority over the disposition of assets and authority to incur liabilities not normally associated with day-today operations;
	5. approval of certificate of need applications filed by or on behalf of the hospital;
	6. approval of hospital debt necessary to finance the cost of compliance with operational or physical plant standards required by law;
	7. approval of hospital contracts for management or for clinical services; and
	8. approval of settlements of administrative proceedings or litigation to which the hospital is a party; and that this provision may not be deleted; modified or amended without the prior approval of the Department of Health.
5. The following language:

"Notwithstanding any other provision in this contract, the facility remains responsible for ensuring that any service provided pursuant to this contract complies with all pertinent provisions of Federal, State and local statutes, rules and regulations.",

1. A plan for assuring maintenance of the fiscal stability, the level of services provided and the quality of care rendered by the facility during the term of the management agreement, and
2. Retention of authority by the members of the Article 28 LLC to discharge the manager and its employees from their positions at the facility with or without cause on not more than 90 days’ notice. In such event, the facility shall notify the Department in writing at the time the manger is notified. The members of the Article 28 LLC must provide a plan for the operation of the facility subsequent to the discharge of the manager and such plan must be submitted with the notification to the Department.
3. That the manager may not be changed and its responsibilities and obligations under the management agreement may not be subcontracted, assigned or otherwise assumed without the prior approval of the Department of Health;
4. The members of the Article 28 LLC must retain sufficient authority and control to discharge its statutory and regulatory responsibility. The following powers must be specifically reserved to the Article 28 LLC members:
5. Direct independent authority over the appointment or dismissal of the facility’s management-level employees and medical staff,
6. Approval of the facility’s operating and capital budgets and independent control of the books and records,
7. Adoption or approval of the facility’s operating policies and procedures and independent adoption of policies affecting the delivery of health care services,
8. Authority over the disposition of assets and authority to incur liabilities not normally associated with day-to-day operations,
9. Approval of certificate of need applications filed by or on behalf of the facility,
10. Approval of debt necessary to finance the cost of compliance with operational or physical plant standards required by law,
11. Approval of the facility’s contracts for management or for clinical services, and
12. Approval of settlements of administrative proceedings or litigation to which the facility is a party;
13. An Article 28 LLC desiring to be managed by managers who are not members must submit a proposed written management agreement to the Department at least 60 days before the intended effective date, unless a shorter period is approved in writing by the Commissioner, due to extraordinary circumstances. In addition, the Article 28 LLC shall also submit, within the same time frame, the following:
14. Documentation demonstrating that the proposed manager holds all necessary approvals to do business within New York,
15. Documentation of the goals and objectives of the management arrangement, including a mechanism for periodic evaluation by the members of the Article 28 LLC of the effectiveness of the arrangement in meeting those goals and objectives,
16. Evidence of the manager's financial stability,
17. Information necessary to determine that the character and competence of the proposed manager, and its principals, officers and directors, are satisfactory, including evidence that all facilities it has managed within New York have provided a substantially consistent high level of care in accordance with applicable statutes and regulations, during the term of any management agreement contract or the period they held an operating certificate, and
18. Evidence that it is financially feasible for the facility to enter into the proposed management agreement for the term of the agreement and for a period of one year following expiration, recognizing that the costs of the agreement are subject to all applicable provisions of Part 86 of 10 NYCRR. To demonstrate evidence of financial feasibility, the facility shall submit projected operating and capital budgets for the required periods. Such budgets shall be consistent with previous certified financial statements and be subject to future audits;
19. During the period between a facility's submission of a request for initial approval of a management contract and disposition of that request, a facility may not enter into any arrangement for management contract services other than a written interim consultative agreement with the proposed manager. Any interim agreement must be consistent with these provisions and submitted to the Department no later than five days after its effective date.
20. The term of a management contract shall be limited to three years and may be renewed for additional periods not to exceed three years only when authorized by the Commissioner. The Commissioner shall approve an application for renewal provided that compliance with this section and the following provisions can be demonstrated:
	1. That the goals and objectives of the arrangement have been met within specified time frames,
	2. That the quality of care provided by the facility during the term of the arrangement has been maintained or has improved, and
	3. That the level of service to meet community needs and patient access to care and services has been maintained or improved.

**IV. Membership Certificates**

Does the applicant intend to issue membership certificates? Yes [ ]  No [ ]

**If Yes**, attach a sample membership certificate including the following legend:

"That notwithstanding anything to the contrary in the Articles of Organization or the Operating Agreement, transfers, assignments or other dispositions of membership interests or voting rights must be effectuated in accordance with section 2801-a(4)(b) of the Public Health Law."

##### V. Business Corporation Members

Does the applicant have any members which are business corporations? Yes [ ]  No [ ]

**If Yes**:

1. Identify each business corporation-member (2nd level member) in the following table or by uploading a table as an attachment to this Schedule. Attachment #

|  |  |
| --- | --- |
| **2nd Level Member:** | **Address** |
|       |       |
|       |       |
|       |       |
|       |       |

1. For each business corporation-member, attach the following documentation:
2. A list providing the name, stock interest and percentage ownership interest in the 2nd Level Member and indirect ownership percentage in the Article 28 LLC for each stockholder. (Indirect ownership is determined by multiplying the percentage of ownership in each entity. For example, if A owns 10 percent of a 2nd Level Member which itself owns 80 percent of an Article 28 LLC, A owns an indirect ownership interest of eight percent in the Article 28 LLC.);

***N.B.: All stockholders of the 2nd Level Member must be natural persons.***

1. A list providing the name and position held for each officer and director; and
2. Certificate of Incorporation. In addition to any other provisions required by the Business Corporation Law, the Certificate of Incorporation of the 2nd Level Member must include provisions to the following effect:
	1. That all stockholders must be natural persons and that this provision may not be deleted, modified or amended without the prior approval of the New York State Department of Health; and
	2. That notwithstanding anything to the contrary in the Certificate of Incorporation or the Bylaws, transfers, assignments or other dispositions of ownership interests or voting rights must be effectuated in accordance with section 2801-a(4)(b) of the Public Health Law and that this provision may not be deleted, modified or amended without the prior approval of the New York State Department of Health.

**VI. General or Registered Limited Liability Partnership Members**

Does the applicant have any members which are general or registered limited liability partnerships? Yes [ ]  No [ ]

**If Yes**:

1. Identify each partnership-member (2nd level member) in the following table or by uploading a table as an attachment to this Schedule. Attachment #

| 2nd Level Member: | Address |
| --- | --- |
|       |       |
|       |       |
|       |       |
|       |       |
|       |       |
|       |       |

B. For each partnership-member, attach the following documentation:

1. A list providing the name, partnership interest and percentage ownership interest in the 2nd Level Member and indirect ownership percentage in the Article 28 LLC for each partner. (Indirect ownership is determined by multiplying the percentage of ownership in each entity. For example, if A owns 10 percent of a 2nd Level Member which itself owns 80 percent of an Article 28 LLC, A owns an indirect ownership interest of eight percent in the Article 28 LLC.); and

***N.B.: All partners of the 2nd Level Member must be natural persons.***

1. The Partnership Agreement of the 2nd Level Member must include provisions to the following effect:
2. That all partners must be natural persons and that this provision may not be deleted, modified or amended without the prior approval of the New York State Department of Health;
3. That transfers, assignments or other dispositions of partnership interests or voting rights must be effectuated in accordance with section 2801-a(4)(b) of the Public Health Law and that this provision may not be deleted, modified or amended without the prior approval of the New York State Department of Health;
4. Contain the language set forth in 10 NYCRR 600.1(b)(5)(ii).

**VII. Not-for-Profit Corporation Members**

Does the applicant have any members which are not-for-profit corporations? Yes [ ]  No [ ]

**If Yes**:

1. Identify each not-for-profit corporation-member (2nd Level Member) in this table or by uploading a table as an attachment to this Schedule. Attachment #

| **2nd Level Member:** | **Address** |
| --- | --- |
|       |       |
|       |       |
|       |       |
|       |       |

1. For each not-for-profit corporation-member, attach the following documentation:
2. A list providing the name and interest or position held for each member, director, and officer;
3. Certificate of Incorporation; and
4. Bylaws.
5. Are any of the following powers reserved to any of the corporation’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: |       |

**N.B.:** If any of the corporation’s members have been or will be delegated any of these powers, the member itself must have or obtain establishment approval as an active 2nd level member. If so, submit Schedule 2A for each individual listed in item VII(B)(1) above. Directors who contribute capital in support of the project must also submit Schedule 2B. Directors who do not contribute capital in support of the project must also submit Schedule 2C.

**VIII. Limited Liability Company Members**

Does the applicant have any members which are also LLCs? Yes [ ]  No [ ]

**If Yes**:

1. Identify each LLC 2nd level member in this table or by uploading a table as an attachment to this Schedule. Attachment #

| 2nd Level Member | Address |
| --- | --- |
|       |       |
|       |       |
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1. For each LLC-member, attach the following documentation:
2. A list providing the name, membership interest and percentage ownership interest in the 2nd Level Member and indirect ownership percentage in the Article 28 LLC. (Indirect ownership is determined by multiplying the percentage of ownership in each entity. For example, if A owns 10 percent of a 2nd Level Member which itself owns 80 percent of an Article 28 LLC, A owns an indirect ownership interest of eight percent in the Article 28 LLC.)

***N.B.: All members of the 2nd Level Member must be natural persons.***

1. A list of all members and managers;
2. Articles of Organization; and
3. Operating Agreement.
4. In addition to any other provisions required by the Limited Liability Company Law, the Articles of Organization of the 2nd Level Member must include provisions to the following effect:
5. That all members must be natural persons and that this provision may not be deleted, modified or amended without the prior approval of the New York State Department of Health;
6. That transfers, assignments or other dispositions of membership interests or voting rights must be effectuated in accordance with section 2801-a(4)(b) of the Public Health Law and that this provision may not be deleted, modified or amended without the prior approval of the New York State Department of Health.
7. The Operating Agreement of the 2nd Level Member must include provisions to the following effect:
8. That all members must be natural persons and that this provision may not be deleted, modified or amended without the prior approval of the New York State Department of Health,
9. That notwithstanding anything to the contrary in the Articles of Organization or the Operating Agreement, transfers, assignments or other dispositions of membership interests or voting rights must be effectuated in accordance with section 2801-a(4)(b) of the Public Health Law and that this provision may not be deleted, modified or amended without the prior approval of the New York State Department of Health; and
10. That, if the 2nd Level Member will be managed by managers who are not members, that the following powers with respect to the ownership and operation of the Article 28 LLC are reserved to the members of the 2nd Level Member:
11. direct independent authority over the appointment or dismissal of hospital management-level employees and medical staff;
12. approval of hospital operating and capital budgets and independent control of the books and records;
13. adoption or approval of hospital operating policies and procedures and independent adoption of policies affecting the delivery of health care services;
14. authority over the disposition of assets and authority to incur liabilities not normally associated with day-today operations;
15. approval of certificate of need applications filed by or on behalf of the hospital;
16. (approval of hospital debt necessary to finance the cost of compliance with operational or physical plant standards required by law;
17. approval of hospital contracts for management or for clinical services; and
18. approval of settlements of administrative proceedings or litigation to which the hospital is a party; and that this provision may not be deleted; modified or amended without the prior approval of the Department of Health.

**SCHEDULE 14B CHECKLIST OF ATTACHMENTS**

| **DOCUMENT** | **NA** | **Attached** | **Attachment number** | **Electronic Document file name**  |
| --- | --- | --- | --- | --- |
| Management Agreement | [ ]  | [ ]  |       |       |
| Sample membership certificate | [ ]  | [ ]  |       |       |
| **Business Corporation- Members** |
| Members | [ ]  | [ ]  |       |       |
| List of stockholders | [ ]  | [ ]  |       |       |
| List of officers and directors | [ ]  | [ ]  |       |       |
| Certificate of Incorporation | [ ]  | [ ]  |       |       |
| **Not-for-Profit Corporation- Members** |
| Members | [ ]  | [ ]  |       |       |
| List of members | [ ]  | [ ]  |       |       |
| List of officers and directors | [ ]  | [ ]  |       |       |
| Certificate of Incorporation | [ ]  | [ ]  |       |       |
| Bylaws | [ ]  | [ ]  |       |       |
| Documentation of approval for the application | [ ]  | [ ]  |       |       |
| **Limited Liability Company - Members** |
| Members | [ ]  | [ ]  |       |       |
| List of members | [ ]  | [ ]  |       |       |
| List of managers | [ ]  | [ ]  |       |       |
| Articles of Organization | [ ]  | [ ]  |       |       |
| Operating Agreement | [ ]  | [ ]  |       |       |
| **General or Registered Limited Liability Company - Members** |
| List of Partners | [ ]  | [ ]  |       |       |
| Partnership Agreement | [ ]  | [ ]  |       |       |

**Schedule 14C - Not-For-Profit Corporations**

Article 28 applicants seeking establishment or combined establishment and construction approval that are ***not-for-profit corporations***must complete this Section 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:

**II. Members**

A. Identify each member of the applicant in this table or by uploading a table as an attachment to this Schedule. Attachment #

|  |  |
| --- | --- |
| Member: | Address |
|       |       |
|       |       |
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|       |       |
|       |       |

B. If applicable, for each member, attach the following documentation:

1. A list of the name and position held for each officer and director;
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: |       |

**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 II(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.

**SCHEDULE 14C CHECKLIST OF ATTACHMENTS**

| **DOCUMENT** | **NA** | **Attached** | **Attachment number** | **Electronic Document file name** |
| --- | --- | --- | --- | --- |
| Members | [ ]  | [ ]  |       |       |
| List of officers and directors | [ ]  | [ ]  |       |       |
| Certificate of Incorporation | [ ]  | [ ]  |       |       |
| Bylaws | [ ]  | [ ]  |       |       |

**Schedule 14D - General or Registered Limited Liability Partnerships**

Article 28 applicants seeking establishment or combined establishment and construction approval that are ***general or registered limited liability partnerships***must complete this Section in its entirety.

1. The language in Section A of this schedule must be included in the Partnership Agreements for Article 28 applicants seeking establishment or combined establishment and approval that are partnerships.
2. The language in section B of this schedule must be included in the Certificate of Registration for Article 28 applicants seeking establishment or combined establishment and construction approval that are registered limited liability partnerships.

***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.***

1. Partnership Agreement – The language in section 600.1(b)(5)(ii) of 10 NYCRR must be included in its entirety for general or registered limited liability partnerships.
2. Certificate of Registration – must include provisions to the following effect::
3. That the powers and purposes specifically include the ownership and operation of the facility and the name of the facility; and
4. That, notwithstanding anything to the contrary in the Certificate of Partnership agreement, transfers, assignments or other dispositions of partnership interests or voting rights must be effectuated in accordance with section 2801-4(b) of the PHL.

**SCHEDULE 14D CHECKLIST OF ATTACHMENTS**

| **DOCUMENT** | **NA** | **Attached** | **Attachment number** | **Electronic Document file name** |
| --- | --- | --- | --- | --- |
| Certificate of Registration | [ ]  | [ ]  |       |       |