Proposition to:

SUNY The State University of New York

Office of Business Operations & Procurement

Request for Proposal

X002654

Healthcare Services at
Long Island College Hospital
and Purchase of Property

Due March 19, 2014
# Table of Contents

**Part I - B2:** Cover Letter ........................................................................................................ 1

**Part I - B11:** Letter of Intent ................................................................................................. 3

**Part I - B12:** Evidence of Financing and Equity
   - Letter of Interest .................................................................................................................. 5
   - Proof of Funding Availability .............................................................................................. 6

**Part I - E:** Copy of Letter of Confidentiality (Original under Separate Cover) ....................... 8
   Copy of FOIL Letter (Original under Separate Cover) ........................................................... 9

**Part J: Narrative .......................................................................................................................... 10

1. Description of Organization to be involved in Proposal ......................................................... 10
2. Description of Proposer ........................................................................................................... 21
3. Term Sheet – See Exhibit C Below ............................................................................................ 23
4. Transaction Structure ............................................................................................................. 23
5. Financial Capacity and Resources ........................................................................................... 24
6. Proposal Timeline .................................................................................................................... 27
7. Other Considerations ................................................................................................................ 27

**Attachments and Exhibits**

Attachment 1: Submission Identification Form ........................................................................... 29
Attachment 2: Registration and Confidentiality Agreement ....................................................... 30
Attachment 4: Non-Collusion Certification .................................................................................. 31
Exhibit B: Procurement Lobbying Act Certification ....................................................................... 33
Exhibit C: Term Sheet ...................................................................................................................... 35
Form 107: MWBE Utilization Plan (Requirement Waived) ............................................................ 39
Form 108: Staffing Plan (Requirement Waived) ............................................................................. 39
Form 104: Equal Employment Policy Statement (Requirement Waived) .................................... 39
NYS Vendor Responsibility Questionnaire ..................................................................................... 40
Bios of Principals and further information .................................................................................. 50
Jordana Lohre
Senior Contract Manager
Office of Business Operations & Procurement, S112
State University of New York
State University Plaza
Albany, New York 12246

Dear Mr. Lohre,

On behalf of LANA Acquisitions, LLC (LANA), formed by Mr. George Weinberger and Mr. Allen Gross, I am pleased to submit herewith a proposal to provide healthcare services at Long Island College Hospital (LICH) and purchase the Property. All of the details of the Request for Proposals have been carefully reviewed and its instructions are understood.

LANA is proposing to purchase the LICH properties for the non-contingent purchase price of $230,000,000 which exceeds the Minimum Price requirements set forth in the RFP.

The proposal included herein represents a dedicated effort to address the myriad, vital and immediate healthcare needs of the northwestern section of Brooklyn, including many high poverty areas with growing populations of young families as well as an increasing senior cohort. Meeting the needs of these communities is the highest priority of LANA and the model described herein is the outcome of thorough research on the most medically and financially viable means of successfully addressing those needs. The model being proposed will be further developed through consultation with community members, including significant community representation on the Medical Board of Trustees of LANA and give voice to the wishes of neighborhood residents.

Utilizing the new model for high need areas pioneered by Montefiore Medical Center, considered the best approach to providing immediate community care, we will open an Urgent Care/“freestanding” Emergency Room. The UC/ER will be incorporated into an Article 28, Federally Qualified Health Care Center (FQHC) which will feature a broad range of primary and specialty care services including, but not limited to: Adult Medicine, Pediatrics, Family Practice, Geriatrics, Women’s Health, Obstetrics, Cardiology, Podiatry, Urology, Physical Rehabilitation Therapy, Dentistry, Dermatology, Gastroenterology, Otolaryngology, Ophthalmology, Optometry, Podiatry, Allergy and Immunology, Laboratory Services, and Nutrition.

In addition, the medical center will house a Dialysis Center, an Ambulatory Surgery Center, a Prenatal and Family Planning department, as well as an OMH Licensed Article
31 Mental Health Clinic, and will employ a new approach to ensure that patients' health services are appropriate and coordinated. We propose to incorporate balanced, diversified practices in various specialties offering a high level of care. For further details on the proposed services and specialties and how they will meet the community needs please see pages 9–15 of the Narrative Section, Part 1, "Description of Organization", subsections e(i), e(ii), e(iii). The response is reflective of the community needs discussed at the mandatory community health care presentation on March 3, 2014 attended by Abe Eisner and the details given at the mandatory SUNY site meeting attended by George Weinberger, on March 5, 2014, on behalf of LANA Acquisitions, LLC.

The proposal reflects ongoing discussions between the principals of LANA and health care facility operators, including a large Article 28 FQHC that will provide the health services described herein. Due to the short time frame allotted for the response to this RFP, these discussions have not yet been completed, and at this time the name of the partnering entity is still confidential. However, the agreement is close to a favorable conclusion. The new information will be forwarded to SUNY as soon as it is finalized. LANA will be ready to open the Urgent Care Center in May 2014 (pending SUNY contract award and execution by May) so that there will be continuity of medical services.

My colleagues and I look forward to providing medical and other services to the community, thereby developing a strong, mutually satisfying relationship.

Sincerely yours,

George Weinberger
Chairman of the Board
Letter of Intent

Dear Mr. Lohre,

This Letter of Intent will confirm our commitment to perform the following roles in the context of the plan to provide health care services at the Long Island College Hospital (LICH), and to purchase LICH property, plant and equipment.

George Weinberger, Chairman of the Board of LANA Acquisitions, LLC located at 50 Broadway, New York, NY, 10004 will take responsibility for the following:

1: Recruit qualified, experienced and certified physicians and physician groups to provide the wide range of medical and health services to be offered at the facility.
2: Negotiate and arrange favorable leases to attract qualified, experienced and certified physicians and physician groups to the medical center.
3: Establish a medical center in order to provide critically needed services for the local community and its environs.
4: Oversees the ongoing operations of the medical center in order to provide critically needed services for the local community and its environs.

With 36 years of experience as the leader of health care related institutions, and having reinvigorated and maintained their financial sustainability, he is qualified and committed to performing the above listed roles.

Allen Gross, president of LANA Acquisitions, LLC located at 50 Broadway, New York, NY, 10004 will take responsibility for the following:

1: Financing and Equity – Will assume responsibility of all of the financing with respect to the purchase of the LICH core property, plant, equipment and non-core property (the "Property") as well as real estate and other development costs associated with the project.
2: Real Estate Development - Will manage the development including the
renovation and construction as needed, in order to provide health care services
at the LICH campus.

With 35 years of real estate experience, having successfully developed well over $1
billion of residential, office, retail and hospitality real estate; having a reputation for
maintaining strong lender and equity partner relationships; and with experience dealing
with medical and healthcare facilities, Mr. Gross has the qualifications to provide the
required funds and development expertise for the Long Island College Hospital
transaction.

Sincerely,

George Weinberger
Chairman of the Board
LANA Acquisitions, LLC
Letter of Interest

From: Tim Mackey [mailto:tMackey@elliottmgmt.com]
Sent: Tuesday, March 18, 2014 3:35 PM
To: Allen Gross
Cc: Fred Bronstein
Subject: RE: Letter of Interest for Long Island College Hospital Development Project ("Project")

Thanks Allen. These development plans seem like a good investment candidate for Elliott; therefore, we are interested in this opportunity as you work through the RFP process.

Tim Mackey
212-974-3385 (trading desk)
646-596-6131 (cell)
tmackey@elliottmgmt.com

Thank you.

As noted in above Letter of Interest, Elliott Management views LANA Acquisition LLC project as a good investment. Elliott Management was founded in 1977 and is multi strategy securities trading program. The company employs 305 people, including 135 investment professionals, in four countries. Elliott manages approximately $22.0 billion dollars from institutions, foundations, endowments and other investors. The company’s specialty is in distressed and event-driven situations. Elliott has acted in the past as an equity partner with Mr. Allen Gross on the 5 Beekman project, and therefore has a strong interest the current project with LANA Acquisition as noted by Mr. Tim Mackey in the above email. Mackey is the Elliott Portfolio manager responsible for direct commercial real estate investment in the Americas.
J. Request for Proposal

1. Description of Organization to be involved in Proposal

a) Provide a detailed description of the Offeror, including the proposing organization

LANA Acquisitions, LLC (LANA) is headed by, George Weinberger, who is Chairman of the Board, and Allen Gross, President. Resumes for the principals are attached.

George Weinberger is currently Chairman of the Board of Trustees of New York Community Hospital of Brooklyn, 2525 Kings Highway Brooklyn, NY 11229, and was instrumental in the financial turnaround of NY Community Hospital as well as the New Vista Nursing Home. Mr. Weinberger is a seasoned and innovative business and philanthropic leader, highly active in the areas of healthcare and education. (Additional professional accomplishments and information about Mr. Weinberger is given in section 1c). Mr. Weinberger is a developer and a principal owner of the Medical Building at 813 Quentin Road in Brooklyn which is fully occupied.

Allen Gross brings over 35 years of real estate expertise to the company. As Chairman and CEO of GFI Development Company, 50 Broadway, New York, NY, 10004, Mr. Gross has led the development effort of numerous notable projects, including 144 North 8th Street, a 41-unit condo building in Williamsburg, Brooklyn; Century Vintage, a six story, 31-unit condo development in Greenpoint, Brooklyn, as well as Newport Towers and Parc Vendome, both situated in midtown Manhattan. Since 2007, Gross has successfully developed over $1 billion of residential, office, retail and hospitality real estate, leading to the transformation and cultivation of neighborhoods and city blocks in both Manhattan and Brooklyn. Mr. Gross has an ongoing positive relationship with the local CD2.

For detailed information see bios of Mr. Gross and Mr. Weinberger in attachments listing significant accomplishments.

Corporate structure: LANA Acquisitions, LLC is a limited liability corporation.

Nature of relationships between entities: George Weinberger and Allen Gross are principals of LANA Acquisitions, LLC.

b) Disclosure of all consultants and counsel involved in preparing the Proposal or involved in consummation of transaction including whether any such consultant has contingent financial relationships with Offeror. All content was prepared by Mr. Weinberger and Mr. Gross and staff. No outside consultants were involved.
c) Overview of healthcare services provided by Offeror:

Organizational structure: These facilities will be governed by a medical Board of Trustees that will have significant community representation. George Weinberger will chair this board.

Service area / Clinical service strengths: Mr. Weinberger, one of the principals of LANA Acquisitions, and Chairman of the BOD, has been overseeing the provision of healthcare services in New York Community Hospital, including but not limited to: Ambulatory Surgery Center, Anesthesiology, Cardiology, Colorectal Surgery, Coronary/Intensive Care Unit, Diagnostic Radiology, Emergency Services, Endoscopy, Nephrology/Dialysis, Ophthalmology, Orthopedic Surgery, Pain Management, Podiatry, Progressive Care/Respiratory Care, Center/Pulmonary Division, Urology, and Vascular Surgery. Under Weinberger’s guidance, the NY Community Hospital is well known for maintaining patient safety as the highest priority; patient-centered, compassionate and caring attention; highest quality of care with evidence-based treatment; efficient use of time and equipment; reduced waiting time for appointments; equitable distribution of physicians’ care regardless of patient characteristics and demographics; and respect for the culture, needs and values of each patient.

Weinberger’s proven track record in maintaining excellence of care, along with strong fiscal viability, has been demonstrated through his many successful years of managing healthcare facilities.

Describe all of the governance models in the system with respect to any owned, sponsored or otherwise affiliated Article 28 hospitals and other facilities.

Although there has been a very short time frame offered by SUNY, LANA is already in the process of negotiations with an Article 28 FQHC, which will provide the health care services described on the referenced site.

d) Provide a detailed description of the healthcare services proposed to be provided at or near the LICH campus.

Specific services to be provided: Utilizing the new model pioneered by Montefiore Medical Center, LANA will open an Urgent Care Center/Free-standing Emergency Room. The ER will be incorporated into the Federally Qualified Health Center (FQHC) in the LICH Polak building at 363 Hicks Street. The FQHC will offer a full array of physician services including:

1. Urgent Care/Free-standing Emergency Room
2. Article 28 Diagnostic and Treatment Center
   a. Primary Care and Specialty services include, but are not limited to:
      • Adult Medicine
      • Family Practice
- Geriatrics
- Women's Health and Obstetrics
- Behavioral health
- Pediatrics
  - General
  - Ophthalmology
  - Urology
  - Cardiology
  - Dentistry
- Specialties
  - Cardiology
  - Podiatry
  - Allergy
  - Urology
  - Dermatology
  - Gastroenterology
  - Otolaryngology
  - Ophthalmology
- Dentistry
- Physical Rehabilitation / Physical Therapy
- Laboratory Services
- Nutrition
- Optometry

3. Article 28 Ambulatory Surgery Center
4. OMH Licensed Article 31 Mental Health Clinic Services
5. Prenatal and Family Planning
6. Ambulance Services
7. Dialysis center

The remaining floors of the FQHC building will include nursing home facilities with approximately 150-200 beds.

In addition, individuals requiring hospital care will have five (5) hospitals within a five (5) mile radius of 363 Hicks Street. Beekman Hospital is 3.8 miles away; New York Methodist Hospital is 2.8 miles; Brooklyn Hospital Center 2 miles; Lutheran Medical Center is a distance of 4 miles and Maimonides Medical Center is 5 miles away.

The LANA FQHC will provide continuity of care to the patient/family through its holistic team-based approach and focus on the "whole person." LANA will involve all concerned collaborators in the care process, with both recipients and providers working together across settings and throughout the course of illness, to address the unique needs and preferences of each individual
patient and family. The attending medical team is led by a physician who uses electronic health records, facilitating high-quality yet cost-effective medical care, development of goals and evaluation of care outcomes. The collaboration of a whole team of professionals who know the patient and work together to give each patient personal care creates an experience which is much easier and less confusing than the fragmented care most patients encounter. A health center using electronic records ensures that much valuable information and many collegial exchanges will not be lost; that the patient does not need to go over his/her information with each provider; and ultimately, each patient can be better helped to make decisions about his/her care because LANA will understand the ‘whole’ patient, as well as his/her family history and personal health.

LANA plans to support nationally recognized clinical care initiatives as well as quality and safety metrics that improve the delivery of outcomes of healthcare through the collection, monitoring and tracking of data and the reporting of performance metrics. These reports will assist LANA in identifying specific areas of success and targeting the areas needing improvement. Quality of care will be measured by using healthcare metrics that are recognized in the industry for tracking level of quality and safe care. Therefore, all performance measures and monitored tracking of received care will be evidence based.

LANA’s Federally Qualified Health Center is committed to providing patients ease of service in addition to efficient and quality care. Additional specifics include:

- **Hours of operation**: The FQHC will maintain a 24 hour, 7 day a week schedule for the 24 hour Urgent Care Center/Free-standing Emergency Room (ER). Hours for outpatient services and the clinic will vary by department.

- **The number of physicians** will vary as well, depending on the department and services offered, with an overall average of 1-3 doctors per department.

- **Anticipated locations**, to the extent practicable: LANA plans to purchase all available properties, utilizing the 363 Hicks Street, Polak Pavilion, for medical needs to provide LANA services, which will include:
  - Private doctor’s offices;
  - Article 28 FQHC Diagnostic and Treatment Center services;
  - Free-standing Emergency Room;
  - Article 28 nursing home facility;
  - Article 28 Ambulatory Surgery Center; and
  - Article 31 mental health services.

**Other Facilities**: The upper floors of the FQHC building will be used for a **nursing home**. Another building will potentially be used for an **assisted living** facility, and 91-95 Pacific Street will be used for a **public school**, given the huge need for schools in the area. The remaining buildings will be used for real estate development.
Describe all of the governance models in the system with respect to any owned, sponsored or otherwise affiliated Article 28 hospitals and other facilities.
Although there has been a very short time frame offered by SUNY, LANA is already in the process of negotiation with an Article 28 FQHC, which will provide the health care services described on the referenced site.

(e) Medical services anticipated:

(i) Proposed in-patient services:
Expected number of beds: The proposed model does not include in-patient services or any in-patient beds. However, the alternative plan set forth by LANA Acquisitions is the most highly effective healthcare structure for this community. The Article 28 FQHC model, operating side-by-side with an Urgent Care Center/free-standing Emergency Room, a Dialysis Center, an Ambulatory Surgery Center, a Prenatal and Family Planning Department, an OMH Licensed Article 31 Mental Health Clinic, nursing home facilities, and an assisted living home will ensure optimal use of the LICH property. Developing the existing antiquated facilities into a modern, high quality hospital would not be a financially viable proposition. Additionally, the current low rates for Medicaid/Medicare reimbursement payments would result in significant losses for such an institution.

(ii) The medical specialties (e.g., obstetrics, oncology) LANA will offer a broad range of medical specialties through collaboration with an FQHC provider in order to make such services financially feasible. Private practices will also rent space expanding the availability of medical specialties overall. Specialties will include: Obstetrics, Pediatric Ophthalmology, Pediatric Urology, Pediatric Cardiology, Cardiology, Podiatry, Allergy, Urology, Dermatology, Gastroenterology, Otolaryngology, Ophthalmology, Dentistry, Physical Rehabilitation / Physical Therapy, Nutrition, and Dentistry.

(iii) How the Medical-Services Plan will meet the needs of the community.

Regional Strategic Plan:

Because healthcare services are a vital service need for the health and welfare of all New York City residents, the healthcare services sector provides a large portion of jobs that fuels the health of the New York State and New York City economy. State and City regional strategic plans are cognizant of the economic role that the healthcare sector provides. As one of the largest employers, the healthcare industry is a major contributor to the State economy; healthcare and
social assistance services comprise 16% of all New York State jobs. However, at the same time, many of the “safety net” hospitals serving low-income communities in New York City are operating with budget deficits (NYC, Strategic Plan, p. 12). Therefore the LANA Medical Services Plan will try to add jobs at the same time that it provides accessible and quality healthcare services to all sectors of its communities in Northwest and Central Brooklyn.

Of the barriers to economic development, two relate to the healthcare sector: (#5) “An aging population with increasing health care needs requires a cost-efficient, outcomes-based continuum of care.” (#6) An “increasing population with chronic diseases impacts the quality of the workforce and increases the cost of doing business for employers” (Page 11). With an appreciation of the economic constraints to the public health issue in a community, city and state, LANA is planning to provide cost-effective healthcare services to the sick; help inform the public about healthy lifestyles and effective usage of healthcare resources, and maintain economic functionality by providing a broad spectrum of jobs in its Federally Qualified Health Center, stand-alone Emergency Room and Ambulatory Surgery Center; private physicians’ offices; and nursing home and assisted living facilities for seniors.

In addition, LANA will combat obesity and chronic diseases, which burdens employers and threatens economic growth. “The rate of overweight and obesity among much of the Southern Tier population exceeds 60%, and with rapid aging, is driving increasing rates of chronic disease, especially diabetes” (p. 14). LANA plans to work to educate the public in the prevention of disease and manage disease in patients to improve overall community health. At the same time, LANA seeks to integrate electronic medical record applications and administrative best practices to lower the costs. Mr. Weinberger’s expertise in technology and hospital systems will allow LANA to be proactive in working with other entities to leverage research expertise and seek to centralize technological applications in healthcare service provision. Accordingly, LANA is committed to delivering effective outcomes at affordable costs. This is a win-win outcome for everyone, for individuals and patients and for employers and State/City governments.

Components of the Medical Services Plan relate to NYC’s regional strategic plan by addressing the need of:

- **Brooklyn neighborhoods**—by developing a well-organized FQHC, broad-based health care services for Northwest and Central Brooklyn;
- **Seniors**—by transforming a LICH facility area into a nursing home for seniors needing 24/7 care and assisted living capacity for ambulatory seniors (page 23);
- **Low Income Populations**—by providing an FQ Health Center with quality care and sliding fees;

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- **Healthcare Workforce Development**—by focusing on collaboration with workforce development nonprofits, governmental entities, such as Workforce 1, and training centers to assure a steady and qualified supply of healthcare professionals;
- **LANA Staff**—by hiring staff from LICH whenever possible and by emphasizing retention strategies in LANA’s staff development policies and procedures;
- **Business Employers**—by helping to combat chronic disease and obesity at reasonable costs that increase the ability of employers to provide healthcare benefits to their workers and lesson the number of required worker sick days, thereby increasing the productivity of workers; and
- **State/City economic growth**—by lowering the cost of effective healthcare through the technological strategy of integrated, area-wide medical record systems.

**Healthcare for the Brooklyn Community**

The medical services plan will provide valuable services to the catchment neighborhoods in Brooklyn that relied on healthcare services of the Long Island College Hospital. Many of the surrounding neighborhoods are medically underserved areas. The model being used for the proposed facility, the Article 28 Federally Qualified Health Center (FQHC), will provide comprehensive physician-based services for critical healthcare solutions.

LANA’s **Medical Services Plan** contains important services that are needed by the serviced communities, including:

- Urgent Care/Free-standing Emergency Room
- Article 28 Federally Qualified health Center with primary care and specialty services
- OMH Licensed Article 31 Mental Health Clinic
- Prenatal and Family Planning
- Dialysis center
- Ambulance Services

According to the Health Resources and Services Administration (HRSA) of the US Department of Health and Human Services (DHHS), several neighborhoods to be served by LANA lack sufficient medical professionals to meet the needs of their communities. The areas that are considered **Health Professional Shortage Areas** (HPSA) are Medicaid-eligible Bushwick, Bedford-Stuyvesant and Williamsburg. Therefore, LANA proposes to provide necessary and accessible health professionals in a health center environment to these physician-underserved communities. LANA plans to provide the following healthcare components to meet the needs of the communities it will serve, including but not limited to:

- Adult medicine
- Family practice
- Women’s health
- Geriatrics
- Pediatrics
- Behavioral health
- Laboratory Services
- Specialties

LANA will address some of the issues that plague surrounding neighborhoods. In Northwest Brooklyn (NW Brooklyn), the area of Kings County where LICH is located, negative health risk factors include lack of insurance, high poverty, obesity, high blood pressure, high cholesterol, and high rates of lead poisoning. The most recent NYC DOHMH’s Community Health Profile for Northwest Brooklyn includes Brooklyn Heights, Carroll Gardens, Clinton Hill, Downtown Brooklyn, Fort Greene, Park Slope, and Red Hook. The health profile of these 300,000 individuals includes the following information:

- 20% of the population lives at or below poverty;
- 24% of adults are uninsured or went without insurance in the past year;
- 18% of adults are obese;
- 25% of adults were told by a healthcare professional that they have high blood pressure and cholesterol;
- 1,439 adults per 100,000 are living with HIV/AIDS; and
- 88% of children in these communities were tested for lead poisoning, of which 38% of children tested positive for lead poisoning.

The results of these and similar risk factors translate into higher disease/death rates for NW Brooklyn than Brooklyn and New York City overall, especially in the following categories: lead poisoning, AIDS case rate, death rates due to cancer and overall death rates. “In 2003-2004, the average annual death rate in Northwest Brooklyn was nearly 10% higher than in Brooklyn and 15% higher than in New York City overall” (Profile, NW Brooklyn, page 4). Similarly, while cancer is the second leading cause of death in NYC, NW Brooklyn has a death rate due to cancer that is higher than Brooklyn and NYC overall.

The Community Health Profile for Central Brooklyn describes the health and needs of the Williamsburg and Bushwick neighborhoods, areas also served by LICH’s healthcare delivery.

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3 Please note that percentages have been rounded.
4 NYC DOHMH, Olson EC, Van Wye G, Kerker B, Thorpe L, Frieden TR. Take Care Bushwick and Williamsburg.
In these communities, the 38% poverty rate is significantly higher than NW Brooklyn (20%), Brooklyn (25%) and NYC (21%). In Williamsburg and Bushwick, poverty is impacted by the number of persons who: are unemployed, under-employed and working at minimum/low wages; have weak English language skills; and lack even a high school diploma. Brooklyn has the second highest high school dropout rate, with 24%, or one in four residents, not graduating with a high school diploma (NYC Strategic Plan, p. 11). Therefore, the high number of persons living below poverty, with concomitant high numbers of persons who live at 200% of the poverty level, is a significant risk factor that affects overall health.

As in the NW Brooklyn profile, other similar risk factors predominate, such as, higher death rates, lead poisoning rate, etc. In Bushwick and Williamsburg, death rates were 15% higher than in Brooklyn and over 20% higher than in New York City (2003-2004). The actual impact of these statistics can be felt by realizing that Central Brooklyn is near the bottom of all NYC neighborhoods, ranking 37 of 42, in terms of how many persons do not live to the average age of 75 years (Profile, Central Brooklyn, p. 4).

A Community Health Needs Assessment (CHNA), The Need for Caring in North and Central Brooklyn, was undertaken as to determine the perceptions that residents have about their needs, barriers and gaps in access to healthcare services in North and Central Brooklyn.⁵ “These [North and Central Brooklyn] communities have long been designated as medically underserved and in need of more equal treatment” (page 11). The neighborhoods prioritized in this assessment were: Bedford-Stuyvesant, Bushwick, Brownsville, Crown Heights, Cypress Hills, East Flatbush, East New York, Flatbush, Fort Greene, Prospect Heights and Williamsburg, Downtown Brooklyn, Gowanus, and Greenpoint. The study (The Need for Caring, p. 3) found that:

- 85% of respondents said that they would prefer to receive care in their neighborhood because of the convenience. Only 19% said that they did not receive any healthcare in their community.
- 50% of surveyed residents said they or household members had visited an emergency room in the past two years.
- Half of respondents had a limited ability to secure health care services. When asked why, 48% said barriers to healthcare included the lack of quality care, differences in culture and inability to speak/understand English, limited hours of service and attitudes of providers. 20% of respondents said insurance issues or lack of insurance made health care difficult to access; 23% said long waits for/appointments created undue hardship and 9% said the cost of care was unaffordable.

⁵ Moses, Ngozi with the Community Health Planning Workgroup (CHPW), the Commission on the Public’s Health System (CHPS), NY Lawyers the Public Interest (NYLPI) and the CUNY Institute for Health Equity (CIHE). The Need for Caring in North and Central Brooklyn, January 2013, page 11.
• When asked which healthcare services households had difficulty accessing in their neighborhood, 100% of respondents said a dentist.

The above study validates the need for the Article 28 Federally Qualified Health Center model, which is the framework for the proposed facility. LANA is proposing to provide: neighborhood-based, accessible, quality professional healthcare providers, supported by a stand-alone emergency room, translation services, conveniently long hours of healthcare service and bilingual staff, etc.

The LANA facility will satisfy the needs of the largest number of respondents in The Need for Caring in North and Central Brooklyn healthcare assessment and serve the highest percentage of healthcare needs (Pages 9-12). The facility is planning to include two primary healthcare sources and various specialty departments that meet assessed needs, such as:

• An Article 28 Federally Qualified Health Center that participates in Medicare and Medicaid; participates with private insurers at a higher reimbursement rate; and accepts all insurance with fees adjusted based on ability to pay.

• A Community Health Center environment with sufficient and accessible doctors, since 16% to 24% of assessment respondents relied on community health centers and 20% had difficulty in paying for health insurance.

• Private doctors offices, since 36% - 44 % of respondents wanted to use their doctors in an office setting and primary care doctors were deemed a community need.

• A neighborhood-oriented healthcare facility, since the majority of residents preferred local facilities for which they travelled 30 minutes or less, using their most common modes of transportation (walking, bus or subway).

• A stand-alone Emergency Room, since 50% of assessment respondents reported using the emergency room in the past two years, the majority of whom made 1-2 visits, most commonly for asthma and high blood pressure issues. 57% African-Americans and 52% of Latinos 52.5% had the highest utilization of the Emergency Room (ER) in the last two years.

• Specialty service areas to meet Comprehensive community needs will include: Allergy, Cardiology, Dentistry, Dermatology, Gastroenterology, Nutrition, Obstetrics, Ophthalmology, Optometry Otolaryngology, Podiatry, Physical Rehabilitation/Physical Therapy and Urology.
• **Dental clinic**, since a dentist was the service deemed to be most lacking by the highest number of assessment respondents.

• **Other medical specialties**, including cardiology, obstetrics, pediatrics, and mental health services, which were frequently mentioned as needed in the community.

• **Bilingual healthcare information** to promote healthier lifestyles, especially in low-income, immigrant and non-English speaking households who have minimal access to medical and lifestyle information.

• **Referrals and information** about resources and other service providers for residents without the ability and/or knowledge base to locate care for their health needs and for special populations.

• **Nursing home** facility, with approximately 150-200 beds, to help care for the many frail and/or ill elderly.

• **Assisted Living** facility to provide ambulatory seniors who need a modicum of care to still maintain their independence, but in a supported environment.

• **Psycho-social support for patients and their families**: In addition to the provision of high-quality comprehensive medical care, LANA understands that all patients need additional support with their special needs and concerns. Pastoral and patient representative services will be available upon request. There will be assistance for family members of patients, such as flexible hours and multilingual staff.

The planned nursing home and assisted living components will be important in servicing the projected and dramatic increase in the community’s elderly population, with the number of people age 65 and over projected to rise 44.2%, from 938,000 in 2000, to 1.35 million in 2030 (NYC, Strategic Plan, page 10).

LANA plans to integrate other cost-effective measures that will maintain efficient use of State/City healthcare resources and funding. LANA will reach out to healthcare users who, for instance, come to the emergency room for the flu instead of to a Medicaid accepting health center or doctor. Bilingual informational meetings and/or printed materials might help to solve the misuse of resources.

LANA also envisions a broader approach to healthcare provision, rather than only a 'disease-response' system of healthcare service provision. LANA will maintain a commitment to serving the community with a healthy lifestyle approach to healthcare, stressing **preventative services**, ...
such as educational programs, support groups, health screenings and other unique programs. These initiatives will strive to encourage the community to take charge of their health before disease manifests itself.

f) Proposed relationships with other hospitals, systems or healthcare providers:

Patients of LANA will have access to services offered at any nearby hospital including Beckman Hospital, New York Methodist Hospital, Brooklyn Hospital Center, Lutheran Hospital and Maimonides Medical Center. Health care services will be provided by an Article 28 FQHC Diagnostic and Treatment center. The upper floors will be used for a nursing home. Doctors with private practices will rent space and be available to help meet the community health needs.

g) Compliance history for the proposed health care operator and all affiliates:

All of the facilities owned, operated and chaired by Mr. Weinberger maintain excellent compliance records, including compliance with all City, State and Federal requirements mandated by healthcare regulatory agencies, government licensing entities and financial institutions.

Parent subsidiaries: Not Applicable

Sibling affiliates: Not Applicable

h) Detailed description of pending or threatened litigation of Offeror, including the proposing organization or any collaborator:

There is no pending or threatening litigation for LANA Acquisitions, LLC.

Any judgments, orders or integrity or compliance agreements applicable to Offeror, including the proposing organization or any collaborator that may affect ability to execute proposed project:

There are no pending or threatening litigations/judgments for LANA Acquisitions, LLC.

2. Description of Proposal

a) Define the overall nature of the proposal and how it relates to each of the objectives as described in PART 2.A, (page 16 in RFP) above. Provide detail on each component of the proposal and describe the relationship between components. A business plan is desirable.
Relationship of the proposal to each of the objectives in PART 2.A: Realistic Method Which Supports the Continuation of Health Care Operations: The proposal of LANA Acquisitions, LLC offers a realistic method to continue health care operations after SUNY exits, as early as May 2014. The Urgent Care Center model can be implemented expeditiously thereby ensuring the maintenance of health care services throughout the interim period between SUNY’s withdrawal and the implementation of the ultimate plan, without additional costs to SUNY.

SUNY Preferences: The proposed hybrid model, featuring an Urgent Care Center / Free-standing Emergency Room, Article 28, FQHC and a broad array of departments (described above), will ensure optimal use of the LICH facility, unlike the less financially viable option of implementing a full-service emergency room, an intensive care unit, and in-patient beds. Currently, the LICH facility is described as a “troubled institution” with antiquated medical equipment. As such, the development of a full-fledged hospital with in-patient beds would involve prohibitive costs. Additionally, the current low rates for Medicaid/Medicare reimbursement rates would result in significant losses for such an institution.

At the same time, a 100-bed facility would not adequately address the inpatient medical needs of the community members who would choose a larger nearby hospital for these healthcare services. Rather, community members require localized urgent care and high quality outpatient care services as well as services for the elderly.

As recommended by SUNY, LANA Acquisitions plans to form an affiliation with a teaching hospital. LANA is currently exploring, through its broad network of healthcare institutions, which affiliation will be most beneficial to the community.

Mr. Gross, one of the principal officers of LANA Acquisitions, is extensively involved in community projects benefiting Brooklyn Community District 2 (CD2) and is closely familiar with the needs of district residents, including the vital and urgent health care needs of the young community families and its seniors. The proposed healthcare services are aligned with these needs as demonstrated in the NYC Regional Economic Development Council Strategic Plan, November 14, 2011, and the Community Health Needs Assessment, The Need for Caring in North and Central Brooklyn. These studies strongly support the necessity for the proposed Article 28 Federally Qualified Health Center model featuring a broad range of primary and specialty care services including, but not limited to: Adult Medicine, Pediatrics, Family Practice, Geriatrics, Women’s Health, Obstetrics, Cardiology, Podiatry, Urology, Physical Rehabilitation Therapy, Dentistry, Dermatology, Gastroenterology, Otolaryngology, Ophthalmology, Optometry, Podiatry, Allergy and Immunology, Laboratory Services, and Nutrition as well as a Dialysis Center, an Ambulatory Surgery Center, a Prenatal and Family Planning department, an OMH Licensed Article 31 Mental Health Clinic, nursing home facilities, and an assisted living home. Specifically, the proposed plan is aligned with the NYC REDC Plan which references the need for services to Brooklyn neighborhoods, for seniors, and low-income populations. Also,
LANA Acquisitions is proposing to collaborate with workforce development organizations, hire LICUH staff whenever possible, and assist employers to offer healthcare benefits to their employees. In general, this model will lower the cost of health care services in the area thus stimulating NYC economic growth. For further detail on the alignment of the proposed healthcare services with community needs please see Section J.1 above.

Sale of the Property: To effectively address the community needs, LANA Acquisitions, LLC plans to purchase all of the LICUH property at a non-contingent purchase price of $230,000,000, which exceeds the Minimum Purchase Price.

Inter-relationship between Proposed Components: The proposed components include an Urgent Care Center/“Free-standing” emergency room, Article 28, Federally Qualified Health Care Center (FQHC), a Dialysis Center, an Ambulatory Surgery Center, a Prenatal and Family Planning department, an OMII Licensed Article 31 Mental Health Clinic, nursing home facilities, and an Assisted Living Facility. Having all of these services co-located will ensure that patients in each department/center will benefit from the shared expertise of staff and the integration of health care services. This model will ensure a seamless continuum of care for neighborhood residents.

a) Describe the type of Health Care Entity(ies) proposed: An Article 28 FQHC Diagnostic and Treatment Center, a nursing home, an Ambulatory Surgery Center and a Free-standing Emergency Room.

3. Term Sheet
a) Complete the Term Sheet attached as Exhibit C. All sections must be completed regardless of the description included in Offeror's Proposal. Please see Exhibit C.

b) NOTE THAT THE TERM SHEET MUST PROVIDE THAT FOR ANY PARCEL(S) OF REAL ESTATE USED FOR THE DELIVERY OF THE MEDICAL-SERVICES PLAN BY THE SUCCESSFUL OFFEROR, DEED RESTRICTIONS WILL BE PLACED ON THOSE PARCEL(S) TO ASSURE THE USE OF THE PROPERTY FOR COMMUNITY HEALTH-SERVICES FOR NOT LESS THAN 20 YEARS.

4. Transaction Structure

a) Legal structure of the proposed transaction (i.e., affiliation, joint venture, asset purchase, acquisition, etc.)

LANA Acquisitions, LLC is a limited liability corporation.

b) Reasoning for the structural preference.
An LLC is the most effective structure for managing this form of enterprise.

c) Which governmental, regulatory or third party approvals are necessary to proposed transaction.

Certificates of Need (CON) from the NY State Department of Health (DOH) will be necessary for the Article 28 Diagnostic and Treatment Center, Nursing Homes and Ambulatory Surgery Center. A Certificate of Need (CON) from the New York State Office of Mental Health (OMH) will be needed for the Article 31 services. Zoning approvals will be needed as well.

d) Identify and discuss key factors related to proposal.

There are numerous key factors related to LANA’s proposal. The need for health care is a critical need to which LANA’s healthcare facilities will be responding with this project. Given the 42.8% of the population in CD1 and 49% in CD4 that are on income support, a FQHC facility is a necessity in order for this large portion of the community to be able to afford health care. There is also an overwhelming need for senior care in the surrounding community. CD1 has 40 assisted living beds available and 200 ambulatory service beds for a community of 14,866 seniors. CD2 has 10,812 seniors with only 46 adult care beds available and 1,071 nursing home beds. CD4 has 8,387 seniors with only 240 residential health care beds, 30 residential adult care beds and 70 single unit supporting housing units. Given the extreme lack of beds for seniors, LANA’s intention to develop a nursing home and assisted living health care facility are key factors in helping meet community needs. Another key factor is the need for more schools especially in nearby CD2 where 81.9% of the population is below age 18.6

e) Identify potential problem areas with any proposed transaction involving the LICH campus.

Renovations are needed both to create the FQHC and various other initiatives. Whenever renovations are required, there is the possibility of problems arising from the renovation process.

5. Financial Capacity and Resources:

a) Provide the financial plan for implementation of proposal:

- **Capital needs** will be provided by investors that have invested in prior projects with the principals of LANA.

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6 Community District Profile done by NY City Dept. of planning based on the US 2010 Census
• **Working capital needs** will be provided by investors that have invested in prior projects with the principals of LANA. 
  See Letter of Interest from Tim Mackey of Elliott Management in attachments.

**Source(s) of expected funding:**

• **Elliott Management** has expressed strong interest in being an equity partner with the project. As a company, they manage approximately 22 billion dollars from institutions, foundations, endowments and other investors. Founded in 1977, Elliott Management pursues a diversified, multi-strategy trading program primarily focused on distressed securities, a broad range of arbitrage and event-driven activities, direct capitalization of companies, structured credit, real estate investments and commodities trading. Elliott Management has a culture that emphasizes thoroughness, hard work, creativity and tenacity. The company employs 305 people, including 135 investment professionals, in four countries. The company’s specialty is in distressed and event-driven situations. Elliott has acted in the past as an equity partner with Mr. Allen Gross on the 5 Beckman project, and therefore has a strong interest in the current project with LANA Acquisition.

• **HSBC Bank, USA** is the primary manager of Allen Gross’ lending account for more than 20 years. Mr. Gross has had a banking relationship with HSBC Bank spanning 30+ years, which includes over $1 billion in construction loans. The bank has expressed an interest in a lending relationship for the debt of this project.

Other dedicated funds will become available upon acceptance.

**Financial References for Allen Gross:**

• Frank Bergold  
  HSBC Bank USA, N.A.  
  Senior Vice President  
  (212) 525-6544  
  francis.j.bergold@us.hsbc.com

*Note:* As stated above, Frank Bergold has been the primary manager of Mr. Gross’ lending account for 20+ years. The account has facilitated over $1 billion in construction loans through the 30 year span of this banking relationship.

• Robert Ivanhoe  
  Greenberg Traurig LLP  
  Chair, Global Real Estate Practice; Co-Chair, REIT Group

Page 16 of 19
Note: Robert Ivahoe is the Chair of Greenberg Traurig LLP's Real Estate Practice Group. Mr. Ivahoe has been recognized by Chambers and Partners USA, The New York Observer and Real Estate New York as one of the leading real estate attorneys in New York City and throughout the United States. Mr. Ivahoe has represented Mr. Gross in many real estate transactions throughout his career.

- Abraham Roth
  Roth & Co, LLP
  Founder and Managing Partner
  Direct - (718) 975-5302
  Company - 718 236 1600 ext 301
  aroth@rothco.com

Note: Abraham Roth, Managing Partner of Roth & Co, LLP, has over 40 years of experience in a broad range of accounting and consulting roles for businesses and not-for-profit organizations. As founder of Roth & Company LLP in 1978, Abraham has played the principal role in the development of the firm, which has grown to include 65 staff persons. It has become the largest, and most widely recognized firm in the Brooklyn area. Mr. Roth has been handling the personal financials of Mr. Gross for over 30 years.

George Weinberger's References

Wayne Osten
Director of New York Presbyterian Healthcare System
212-746-3220/3577

Barry Stern
President, New York Community Hospital of Brooklyn
718-692-5301

Shmuel Lefkowitz
Vice President for Community Affairs, Agudath Israel of America
b) Specify the financial sources available to capitalize the proposed transaction and provide details, including proposing organization's financial statements and commitment letters or letters of intent, if applicable.

See accountants' letters in attachments section. In addition, Mr. Gross will furnish financials upon request. Mr. Weinberger will furnish financials upon request.

6. Proposal Timeline

a) Provide a timeline showing the necessary approvals, and any regulatory filings and approvals, required for the implementation of the proposal(s).

Certificates of Need (CON) from the NY State Department of Health (DOH) will be necessary for the Article 28 Diagnostic and Treatment Center, Nursing Homes and Ambulatory Surgery Center. A Certificate of Need (CON) from the New York State Office of Mental Health OMH will be needed for the Article 31 services. Zoning approvals will be needed as well.

Department of Building approval should take 6-9 months to receive.

In May of 2014, the Urgent Care Center will open if a contract has been signed.7

LANA will immediately start recruiting physicians so that by the end of 2015, all positions will be filled.

The conversion or adaptation of the project to fully required use will take 12 - 18 months.

7. Other Considerations

a) Provide information on other factors deemed appropriate for consideration as part of the proposal.

There will be representation from the community on the LANA Board giving voice to the community in all decisions.

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7If no contract has been signed, the center will be unable to open; it will open for operation as soon as the contract is signed.
GFI Development Company, where Allen Gross is Chairman and CEO, is a New York-based real estate developer that focuses on opportunistic projects in major metropolitan areas. Led by a senior management team with over 60 years of combined experience, GFI Development has earned the reputation for expertise, innovation, collaboration and exceeding its goals. Since 2007, GFI Development Company has successfully developed over $1 billion of residential, office, retail and hospitality real estate. Currently, GFI Development is developing approximately $750 million of residential, hospitality and commercial projects. (See attachments Further Information on Allen Gross and his Projects for further details)

Source(s) of expected funding: Elliott Management, founded in 1977, is a diversified, multi-strategy trading program primarily focused on distressed securities, a broad range of arbitrage and event-driven activities, direct capitalization of companies, structured credit, real estate investments and commodities trading with a culture emphasizes on thoroughness, hard work, creativity and tenacity multi strategy securities trading program. The company employs 305 people, including 135 investment professionals, in four countries. Elliott manages approximately $22 billion from institutions, foundations, endowments and other investors. The company’s specialty is in distressed securities and event-driven situations. Elliott has acted in the past as an equity partner with Mr. Gross on the 5 Beekman project, and therefore has a strong interest in the current project with LANA Acquisition.
## Attachment 1
### Submission Identification Form

<table>
<thead>
<tr>
<th><strong>RFP Number:</strong> X002654</th>
<th><strong>RFP Title/Issue Date:</strong> February 26, 2014</th>
</tr>
</thead>
</table>

### Offeror Information

**Legal Business Name of Offeror:** New Corporation LANA Acquisitions, LLC  
**Offeror's Federal Tax Identification Number:** 46-5124591  
**DBA – Doing Business As (if applicable)**  
**NYS Vendor ID Number:** TBD

**Street Address:** 50 Broadway  
**City:** New York  
**State:** NY  
**Zip Code:** 10004

If applicable, place an "x" in the appropriate box: (check all that apply)

1. Small Business (if checked, provide # of employees) ______
2. Minority Owned Business New York State Certified
3. Women-Owned Business New York State Certified

**Total number of people employed by firm? TBD**  
**Total number of people employed by firm in New York State? TBD**

**Are the prices quoted in your bid the same as, or lower than, that quoted to other corporations, institutions or governmental agencies for similar services and/or like equipment or supplies?**

- [ ] YES  
- [ ] NO  
  **If NO, please explain:** Not Applicable

**Does your firm agree that all presentations and materials will be free from racial, religious or sexual bias?**

- [ ] YES  
- [ ] NO

Please indicate if you or any officer of your organization, or any party owning or controlling more than ten (10) percent of your equity if you are a corporation or other entity with equity, or any member if you are a firm or association, is an officer or employee of the State of New York, or of a Public Benefit Corporation of the State of New York.

**List Names and Titles**

- None

**If you are not submitting a bid, place an "x" in the box and return this page only.**

- We are unable to submit a bid at this time because:  
  **Explain:** Not Applicable

**Signature:**  
**Title:** President  
**Phone:** 212-668-1444  
**Extension:**  
**E-mail address:** agross@gtcap.com  
**Printed Name:** Allen Gross  
**Date:** 3/18/2014  
**Website:** http://www.gtcap.com/

### Restricted Period

In accordance with the requirements of New York State Finance Law Sections 139j and 139k ("Lobbying Law"), the restricted period for this procurement is now in effect. Therefore, all communications regarding this procurement must be handled through the State University of New York's designated contacts only.
Attachment 2
Registration and Confidentiality Agreement

In consideration of registering as an Offeror for Request for Proposal X002654 of the State University of New York ("RFP") and of receiving access to certain information relating to such RFP, Offeror, and its representatives and agents, shall treat all information obtained from SUNY and/or Downstate at LICH Holding Company, Inc. in connection with this RFP (the "Confidential Information") confidentially, and shall not discuss, publish, divulge, disclose or allow to be disclosed the Confidential Information to any other Offerors or any other person, firm or entity, including press or other media, without SUNY's prior written approval. Offerors shall refer all press and other inquiries concerning the RFP and the Confidential Information, without further comment, to SUNY.

Agreed to this 18 day of March, 2014

Name of Offeror: LANA Acquisition, LLC

By: [Signature]

Name: Allen Gross

Title: President

Address: 50 Broadway, New York, NY, 10004

Email Address: agross@gficap.com
Telephone: 212-668-1444
Attachment 4
Non-Collusion Certification

BY SUBMISSION OF THIS PROPOSAL, OFFEROR AND EACH PERSON SIGNING ON BEHALF OF OFFEROR CERTIFIES, AND IN THE CASE OF JOINT PROPOSAL, EACH PARTY THERETO CERTIFIES AS TO ITS OWN ORGANIZATION, UNDER PENALTY OF PERJURY, THAT TO THE BEST OF HIS/HER KNOWLEDGE AND BELIEF:

[1] The proposed non-contingent purchase price of this proposal has been arrived at independently, without collusion, consultation, communication, or agreement, for the purposes of restricting competition, as to any matter relating to such price with any other offeror or with any competitor;

[2] Unless otherwise required by law, the price which has been quoted in this proposal has not been knowingly disclosed by the Offeror and will not knowingly be disclosed by the Offeror prior to opening, directly or indirectly, to any other offeror or to any competitor; and

[3] No attempt has been made or will be made by the Offeror to induce any other person, partnership or corporation to submit or not to submit a proposal for the purpose of restricting competition.

A PROPOSAL SHALL NOT BE CONSIDERED FOR AWARD NOR SHALL ANY AWARD BE MADE WHERE [1], [2], [3] ABOVE HAVE NOT BEEN COMPLIED WITH; PROVIDED HOWEVER, THAT IF IN ANY CASE THE OFFEROR(S) CANNOT MAKE THE FOREGOING CERTIFICATION, THE OFFEROR SHALL SO STATE AND SHALL FURNISH BELOW A SIGNED STATEMENT WHICH SETS FORTH IN DETAIL THE REASONS THEREFOR:

[AFFIX ADDENDUM TO THIS PAGE IF SPACE IS REQUIRED FOR STATEMENT.]

Subscribed to under penalty of perjury under the laws of the State of New York, this 18th day of March, 2014 as the act and deed of said corporation or partnership.

IF OFFEROR(S) (ARE) A PARTNERSHIP, COMPLETE THE FOLLOWING:

NAMES OF PARTNERS OR PRINCIPALS LEGAL RESIDENCE

IF OFFEROR(S) (ARE) A CORPORATION, COMPLETE THE FOLLOWING:

NAMES LEGAL RESIDENCE

President: Allen Gross 50 Broadway, New York, NY, 10004
Secretary
Treasurer
Chairman of the Board: George Weinberger
Secretary
Treasurer

LANA Acquisitions, LLC

SUNY LICH RFP 002654
31
Identifying Data
Offeror: LANA Acquisitions, LLC
Street Address: 50 Broadway
City, Town, Zip New York, NY 10004
Telephone: 212-668-1444 Title: President

If applicable, Responsible Corporate Officer Name

Allen Gross
President

Signature

Joint or combined proposals by companies or firms must be certified on behalf of each participant:

Legal name of person, firm or corporation
Legal name of person, firm or corporation

Signature
Name
Title
Street Address
City, State Zip

Signature
Name
Title
Street Address
City, State Zip
Exhibit B
Procurement Lobbying Act Certification

State Finance Law §§139-j and 139-k, enacted by Ch. 1 L. 2005, as amended by Ch. 596 L. 2005, effective January 1, 2006, regulate lobbying on government procurement, including procurements by State University to obtain commodities and services and to undertake real estate transactions.

Generally, the law restricts communications between a potential vendor or a person acting on behalf of the vendor, including its lobbyist, to communications with the officers and employees of the procuring agency designated in each solicitation to receive such communications. Further, the law prohibits a communication (a "Contact") that a reasonable person would infer as an attempt to unduly influence the award, denial or amendment of a contract. These restrictions apply to each contract in excess of $15,000 during the "restricted period" (the time commencing with the earliest written notice of the proposed procurement and ending with the later of approval of the final contract by the agency, or, if applicable, the State Comptroller). The agency must record all Contacts, and, generally, **must deny an award of contract to a vendor involved in a knowing and willful Contact**. Each agency must develop guidelines and procedures regarding Contacts and procedures for the reporting and investigation of Contacts. The agency's procurement record must demonstrate compliance with these new requirements.

Accordingly, neither a potential offeror nor a person acting on behalf of the offeror should contact any individual at SUNY other than the person designated in this RFP as SUNY's Designated Contact, nor attempt to unduly influence award of the contract. SUNY will make a record of all Contacts, and such record of Contacts will become part of the procurement record for this RFP. A determination that an offeror or a person acting on behalf of the offeror has made intentionally a Contact or provided inaccurate or incomplete information as to its past compliance with State Finance Law §§139-j and 139-k is likely to result in denial of the award of contract under this RFP. Additional sanctions may apply.

Offeror must complete the following and attach to its proposal:

1. As defined in State Finance Law §§ 139-j (1)(a), has a governmental agency made a
determination of non-responsibility with respect to the Offeror within the previous four years
where such a finding was due to a violation of State Finance Law §§ 139-j or the intentional
provision of false or incomplete information with respect to previous determinations of non-
responsibility?  NO  YES  If yes, attach explanation

2. Has a governmental entity terminated or withheld a procurement contract with the Offeror
because of violations of State Finance Law §§ 139-j or the intentional provision of false or
incomplete information with respect to previous determinations of non-responsibility?  NO
YES  If yes, attach explanation

CERTIFICATION:

By signing below the Offeror affirms and certifies that it: (1) has reviewed and understands the
Policy and Procedure of SUNY, related to SFL §§ 139-j and 139-k, (2) agrees to comply with
SUNY's procedure relating to Contacts with respect to this procurement, and (3) has provided
information that is complete, true, and accurate with respect to SFL §§ 139-j and 139-k. Offeror
understands that SUNY reserves the right to terminate any resulting contract in the event it is
found that the certification filed by the Offeror in accordance with State Finance Law §§ 139-j and
139-k was intentionally false or intentionally incomplete. Upon such finding, SUNY may
exercise its termination right by providing written notification to the Offeror in accordance with
the written notification terms of the contract.

Firms Name and Address:
LANA Acquisitions
50 Broadway
New York, NY, 10004

FEIN #: 46-5124591

Telephone Number:  (212) 668-1444

Fax Number:  ____________

Email Address:  agross@gficap.com

Offeror's Name and Title:  Allen Gross

Offeror's Signature:  

Date: 3/18/2014
Offerors are directed to fill out all sections of the Term Sheet regardless of the project included in an Offeror’s Proposal.

This Term Sheet does not create or give rise to any contractual or other legally binding or enforceable rights, obligations or liabilities of any kind on the part of SUNY, Downstate at LICH Holding Company, Inc. ("Holding Company"), or the Offeror; it being the intent of the parties that only a subsequently formalized written agreement covering the matters set forth herein, if duly authorized, executed and delivered by the respective parties, shall bind such parties and then only with respect to such covered matters. Indicate any deviations from the Term Sheet by marking deletions as strike-through and additions as underlined. Note: that deviations may not be accepted by SUNY or Holding Company.

Offeror acknowledges that this Term Sheet does not include all terms and conditions for the proposed transactions. Moreover, Offeror acknowledges that the terms and conditions included in this Term Sheet are subject to change.

Note: “Contract of Sale,” “agreement,” “definitive agreement” and “contract” all refer to the formalized written agreement covering the matters set forth in this RFP.

A. Offeror [describe Offeror as required in PART 2.J.1 above of the RFP]

B. Sites – Indicate which properties are included (X) in the Proposal including proposed use.

<table>
<thead>
<tr>
<th>X</th>
<th>Building</th>
<th>Address</th>
<th>Proposed Use</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td>Fuller Pavilion</td>
<td>339-357 Hicks, 70-76 Atlantic</td>
<td>To be determined real estate use</td>
</tr>
<tr>
<td>X</td>
<td>Othmer Pavilion</td>
<td>91-95 Pacific</td>
<td>Public School</td>
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<td>X</td>
<td>Henry Street Building</td>
<td>97 Amity, 340 Henry</td>
<td>To be determined real estate use</td>
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<td>Polak Pavilion</td>
<td>363 Hicks</td>
<td>Urgent Care/Free standing ER; Article 28 FQHC; assisted living facility</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>(potential); nursing home; OMH Licensed Article 31 Mental Health Clinic</td>
</tr>
<tr>
<td>X</td>
<td>Pohlemus Building</td>
<td>348-352 Henry</td>
<td>To be determined real estate use</td>
</tr>
<tr>
<td>X</td>
<td>349 Henry Building</td>
<td>349 Henry, 115 Amity</td>
<td>assisted living facility (potential); nursing home</td>
</tr>
<tr>
<td>X</td>
<td>Parking Garage</td>
<td>350-352 Hicks</td>
<td>To be determined real estate use</td>
</tr>
<tr>
<td>X</td>
<td>Engineer Building</td>
<td>385-389 Hicks</td>
<td>To be determined real estate use</td>
</tr>
<tr>
<td>X</td>
<td>Cobble Hill Condominium</td>
<td>124-134 Atlantic</td>
<td>To be determined real estate use</td>
</tr>
<tr>
<td>X</td>
<td>94 Amity Residences</td>
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<td>To be determined real estate use</td>
</tr>
<tr>
<td>X</td>
<td>86 Amity</td>
<td>86 Amity</td>
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<tr>
<td>X</td>
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<tr>
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<td>336 Flatbush</td>
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<tr>
<td>X</td>
<td>184 Sterling</td>
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<td>To be determined real estate use</td>
</tr>
<tr>
<td>X</td>
<td>112 Pacific Street</td>
<td>112 Pacific Street</td>
<td>assisted living facility (potential); nursing home</td>
</tr>
</tbody>
</table>
C. Health Services
   All Health Services will be provided at the Polak Pavion, located at 363 Hicks Street.

D. Financial Terms
1. Non-Contingent Cash Purchase price: $ Two Hundred and Thirty Million Dollars
   "$230,000,000"

The cash purchase price will be due upon conveyance of the Property to the Successful Offeror.

2. Taxes
   Successful Offeror shall pay all transfer taxes, mortgage recording taxes and sales taxes
   imposed by the City and the State of New York in connection with the transaction contemplated
   herein.

E. Development Requirements
   The Successful Offeror will be required to finance all renovations necessary for the provision of
   any proposed health services. Describe all necessary renovations for the provision of proposed
   health services.

F. Closing Dates for Contract of Sale
1. The Closing Date shall be no more than six (6) months subsequent to execution and
   delivery of the contract of sale.

2. Holding Company shall have the right, in its sole discretion, to extend the Closing Date.

3. Upon the request of the Successful Offeror, Holding Company may grant no more than
   one one-month extension to the Closing Date upon receipt of $170,000.00 in
   consideration of the extension.

4. Notwithstanding anything to the contrary contained herein, if the conveyance of the
   Property does not occur on or before the Closing Date as unequivocally established by
   Holding Company in a "time of the essence closing notice," Holding Company shall have
   the right to declare a default under the contract of sale and retain the down payment on
   behalf of itself and SUNY.

G. Preliminary Obligations
1. Successful Offeror is responsible for securing all necessary approvals.

2. Upon submission of its proposal and with confirmation ______ thirty ______ ( 30 ) days prior
   to the
   Closing Date the Successful Offeror must transmit to Holding Company the following:
   a) Evidence of financing and equity, in the form of executed financial commitments
      and statements of the availability of dedicated funds, certified by the appropriate
      officer of Successful Offeror, in an aggregate amount that is sufficient to satisfy
      the non-contingent purchase price and to renovate any of the properties in which
      health services will be provided, together with a revised construction budget for
      such space(s), on terms that Holding Company reasonably determines will permit
      the proposed development to be completed.
   b) Letters of intent executed by potential tenants of any space(s) in which health
      services will be provided if by other than the Successful Offeror.

3. If Successful Offeror fails to satisfy any of the preliminary obligations then, at Holding
   Company's discretion, the agreement shall terminate, upon notice to Successful Offeror
from Holding Company. The Successful Offeror, SUNY, and Holding Company shall not have any further rights, duties or obligations hereunder, and Holding Company may retain the down payment on behalf of itself and SUNY as liquidated damages for Successful Offeror's failure to close.

H. Conditions for Closing
1. The Board of Directors of Holding Company shall have approved the disposition of the Property to the Successful Offeror in accordance with the Contract.
2. All approvals necessary to the disposition of the Property to the Successful Offeror in accordance with the Contract shall have been obtained.
3. Successful Offeror shall have paid for or have reimbursed the appropriate party for any additional appraisal for the Property.

I. Additional Conditions of the Sale
1. Due Diligence. The Successful Offeror will be permitted on the Property prior to closing for only non-invasive inspections or minimum work required to develop plans and pursue financing; provided that Holding Company has sufficient security to ensure the Successful Offeror will proceed to closing regardless of the testing results.
2. The Property will be disposed of in "As Is" condition.

J. Deed Provisions
The Deed shall prescribe the following, post-closing, covenants and conditions that shall encumber the Property:
1. If the following conditions are not satisfied, then Holding Company, in consultation with and on behalf of SUNY, shall have the right to declare that it is exercising its right of re-acquisition for condition broken and may thereupon re-enter the Property, without paying Successful Offeror or any subsequent owner of the Site any consideration:
   a) The Successful Offeror has not provided health services in accordance with a schedule to be agreed upon with SUNY prior to the execution of a contract of sale.
   b) Commencement of construction and/or renovation of the Property to be used for health services has not occurred within ___ (12) months from the date of conveyance.
   c) Licensing or similar authorizations necessary for the provision of health services is not in effect by the completion of construction or lapses, or is revoked, suspended, or surrendered, and a substitute provider reasonably acceptable to SUNY is not secured within ___ (24) months of such event.
   d) Successful Offeror has not obtained a Temporary Certificate of Occupancy ("TCO") for the properties in which health services are to be provided within a prescribed time period after commencement of construction, such time period to be agreed upon with SUNY prior to the execution of a contract of sale.

The time period for the satisfaction of the above conditions shall be subject to extensions as a result of "Unavoidable Delays". Unavoidable Delays shall mean delays incurred by Successful Offeror or its tenants due to strikes, lockouts or other labor disputes, severe weather conditions, earthquakes or other acts of God, inability to obtain labor or materials due to restrictions of
Governmental Authorities, enemy action, civil commotion, fire or other casualty, acts of war or terrorism, or court orders not resulting from any unlawful action or breach of contract of Successful Offeror or any affiliate thereof; provided, in each case. Successful Offeror shall have given SUNY and Holding Company notice of such unavoidable delays promptly following Successful Offeror having obtained knowledge of the occurrence of same, and where and when possible the Successful Offeror diligently pursues the completion of the project.

K. Other

1. As Is

   a) At the closing of the transactions contemplated by the Agreement, the Successful Offeror will covenant that it is fully familiar with the physical condition, state of repair and tenancies or occupancies encumbering the Property, will not make any claim regarding the condition of the Property, and agrees to accept the Property "as is". The Successful Offeror will be responsible for all required environmental remediation.

   b) At the closing of the transactions contemplated by the Agreement, the Successful Offeror will covenant that it has not been induced by and has not relied upon any representations, warranties or statements, whether oral or written, express or implied, made by SUNY or Holding Company, or any agent, employee or other representative of any of them or by any broker or any other person representing or purporting to represent any of them concerning the Property, its state of title, condition or state of repair, the absence or presence of hazardous waste and materials upon or under the Property, or any other matter affecting or relating to the Property or this transaction which are not expressly set forth in the agreement.

2. Continuing Obligations

   a) The Deed for each Property shall provide that no subsequent sale or refinancing shall occur without SUNY or Holding Company’s prior approval (such entity to be designated in the contract of sale) for a period of _______3 months____ after closing, and as to such Property as will be used for health services, for a period of [not less than 20 years] _____ after closing.

   b) The Deed for each Property to be used for the provision of health services as specified in the contract of sale shall provide that all leases for spaces to be used for health services shall be subject to the prior approval of the New York State Department of Health for a period of _______12 months____ after closing.

   c) The foregoing provisions shall run with the land.
The following forms are not included in the proposal, as per a telephone conversation with Administrative Assistant, Kathleen Rowe. The forms were not available on the SUNY website, as instructed, and therefore the requirements for these forms were waived from the proposal.

**Form 107**: MWBE Utilization Plan

**Form 108**: Staffing Plan

**Form 104**: Equal Employment
NEW YORK STATE
VENDOR RESPONSIBILITY QUESTIONNAIRE
FOR-PROFIT BUSINESS ENTITY

You have selected the For-Profit Non-Construction questionnaire which may be printed and completed in this format or, for your convenience, may be completed online using the New York State VendRep System.

COMPLETION & CERTIFICATION

The person(s) completing the questionnaire must be knowledgeable about the vendor’s business and operations. An owner or officer must certify the questionnaire and the signature must be notarized.

NEW YORK STATE VENDOR IDENTIFICATION NUMBER (VENDOR ID)

The Vendor ID is a ten-digit identifier issued by New York State when the vendor is registered on the Statewide Vendor File. This number must now be included on the questionnaire. If the business entity has not obtained a Vendor ID, contact the OSC Help Desk at ciohelpdesk@osc.state.ny.us or call 866-370-4672.

DEFINITIONS

All underlined terms are defined in the “New York State Vendor Responsibility Definitions List,” found at www.osc.state.ny.us/vendrep/documents/questionnaire/definitions.pdf. These terms may not have their ordinary, common or traditional meanings. Each vendor is strongly encouraged to read the respective definitions for any and all underlined terms. By submitting this questionnaire, the vendor agrees to be bound by the terms as defined in the “New York State Vendor Responsibility Definitions List” existing at the time of certification.

RESPONSES

Every question must be answered. Each response must provide all relevant information which can be obtained within the limits of the law. However, information regarding a determination or finding made in error which was subsequently corrected is not required. Individuals and Sole Proprietors may use a Social Security Number but are encouraged to obtain and use a federal Employer Identification Number (EIN).

REPORTING ENTITY

Each vendor must indicate if the questionnaire is filed on behalf of the entire Legal Business Entity or an Organizational Unit within or operating under the authority of the Legal Business Entity and having the same EIN. Generally, the Organizational Unit option may be appropriate for a vendor that meets the definition of “Reporting Entity” but due to the size and complexity of the Legal Business Entity, is best able to provide the required information for the Organizational Unit, while providing more limited information for other parts of the Legal Business Entity and Associated Entities.

ASSOCIATED ENTITY

An Associated Entity is one that owns or controls the Reporting Entity or any entity owned or controlled by the Reporting Entity. However, the term Associated Entity does not include “sibling organizations” (i.e., entities owned or controlled by a parent company that owns or controls the Reporting Entity), unless such sibling entity has a direct relationship with or impact on the Reporting Entity.

STRUCTURE OF THE QUESTIONNAIRE

The questionnaire is organized into eleven sections. Section I is to be completed for the Legal Business Entity. Section II requires the vendor to specify the Reporting Entity for the questionnaire. Section III refers to the individuals of the Reporting Entity, while Sections IV-VIII require information about the Reporting Entity. Section IX pertains to any Associated Entities, with one question about their Officials/Owners. Section X relates to disclosure under the Freedom of Information Law (FOIL). Section XI requires an authorized contact for the questionnaire information.
NEW YORK STATE
VENDOR RESPONSIBILITY QUESTIONNAIRE
FOR-PROFIT BUSINESS ENTITY

I. LEGAL BUSINESS ENTITY INFORMATION

<table>
<thead>
<tr>
<th>Legal Business Entity Name*</th>
<th>EIN</th>
</tr>
</thead>
<tbody>
<tr>
<td>LANA Acquisitions LLC</td>
<td>46-5124591</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Address of the Principal Place of Business (street, city, state, zip code)</th>
<th>New York State Vendor Identification Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>50 Broadway NY NY 10004</td>
<td>Application Pending</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Telephone</th>
<th>Fax</th>
</tr>
</thead>
<tbody>
<tr>
<td>(212) 837-4510 ext.</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Email</th>
<th>Website</th>
</tr>
</thead>
<tbody>
<tr>
<td><a href="mailto:agross@gficap.com">agross@gficap.com</a></td>
<td></td>
</tr>
</tbody>
</table>

**Additional Legal Business Entity Identities:** If applicable, list any other DBA, Trade Name, Former Name, Other Identity, or EIN used in the last five (5) years and the status (active or inactive).

<table>
<thead>
<tr>
<th>Type</th>
<th>Name</th>
<th>EIN</th>
<th>Status</th>
</tr>
</thead>
</table>

1.0 Legal Business Entity Type – Check appropriate box and provide additional information:

- [ ] Corporation (including PC)
- [x] Limited Liability Company (LLC or PLLC)
- [ ] Partnership (including LLP, LP or General)
- [ ] Sole Proprietor
- [ ] Other

If Other, explain:

1.1 Was the Legal Business Entity formed or incorporated in New York State? [x] Yes [ ] No

If "No," indicate jurisdiction where Legal Business Entity was formed or incorporated and attach a Certificate of Good Standing from the applicable jurisdiction or provide an explanation if a Certificate of Good Standing is not available.

- [x] United States State Delaware
- [ ] Other Country

Explain, if not available:

1.2 Is the Legal Business Entity publicly traded? [ ] Yes [x] No

If "Yes," provide CIK Code or Ticker Symbol

1.3 Does the Legal Business Entity have a DUNS Number? [ ] Yes [x] No

If "Yes," Enter DUNS Number

*All underlined terms are defined in the “New York State Vendor Responsibility Definitions List,” which can be found at www.osc.state.ny.us/vendrep/documents/questionnaire/definitions.pdf.
### I. LEGAL BUSINESS ENTITY INFORMATION

1.4 If the **Legal Business Entity**'s **Principal Place of Business** is not in New York State, does the **Legal Business Entity** maintain an office in New York State?

   (Select "N/A," if **Principal Place of Business** is in New York State.)

   - [ ] Yes
   - [ ] No
   - [x] N/A

   If “Yes,” provide the address and telephone number for one office located in New York State.

1.5 Is the **Legal Business Entity** a New York State certified **Minority-Owned Business Enterprise (MBE)**, **Women-Owned Business Enterprise (WBE)**, **New York State Small Business (SB)** or a federally certified **Disadvantaged Business Enterprise (DBE)**?

   If “Yes,” check all that apply:

   - [ ] New York State certified **Minority-Owned Business Enterprise (MBE)**
   - [ ] New York State certified **Women-Owned Business Enterprise (WBE)**
   - [ ] New York State Small Business (SB)
   - [ ] Federally certified **Disadvantaged Business Enterprise (DBE)**

   - [ ] Yes
   - [x] No

1.6 Identify **Officials** and **Principal Owners**, if applicable. For each person, include name, title and percentage of ownership. Attach additional pages if necessary. If applicable, reference to relevant SEC filing(s) containing the required information is optional.

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Percentage Ownership (Enter 0% if not applicable)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Allen Gross</td>
<td>President</td>
<td>50</td>
</tr>
<tr>
<td>George Weinberger</td>
<td>Chairman of the Board</td>
<td>50</td>
</tr>
</tbody>
</table>
II. REPORTING ENTITY INFORMATION

2.0 The Reporting Entity for this questionnaire is:

Note: Select only one.

☒ Legal Business Entity

Note: If selecting this option, "Reporting Entity" refers to the entire Legal Business Entity for the remainder of the questionnaire. (SKIP THE REMAINDER OF SECTION II AND PROCEED WITH SECTION III.)

☐ Organizational Unit within and operating under the authority of the Legal Business Entity

SEE DEFINITIONS OF "REPORTING ENTITY" AND "ORGANIZATIONAL UNIT" FOR ADDITIONAL INFORMATION ON CRITERIA TO QUALIFY FOR THIS SELECTION.

Note: If selecting this option, "Reporting Entity" refers to the Organizational Unit within the Legal Business Entity for the remainder of the questionnaire. (COMPLETE THE REMAINDER OF SECTION II AND ALL REMAINING SECTIONS OF THIS QUESTIONNAIRE.)

IDENTIFYING INFORMATION

a) Reporting Entity Name

Address of the Primary Place of Business (street, city, state, zip code) | Telephone ext.

b) Describe the relationship of the Reporting Entity to the Legal Business Entity.

c) Attach an organizational chart

d) Does the Reporting Entity have a DUNS Number? □ Yes □ No

If "Yes," enter DUNS Number

e) Identify the designated manager(s) responsible for the business of the Reporting Entity. For each person, include name and title. Attach additional pages if necessary.

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>
INSTRUCTIONS FOR SECTIONS III THROUGH VII

For each "Yes," provide an explanation of the issue(s), relevant dates, the government entity involved, any remedial or corrective action(s) taken and the current status of the issue(s). For each "Other," provide an explanation which provides the basis for not definitively responding "Yes" or "No." Provide the explanation at the end of the section or attach additional sheets with numbered responses, including the Reporting Entity name at the top of any attached pages.

### III. LEADERSHIP INTEGRITY

*Within the past five (5) years, has any current or former reporting entity official or any individual currently or formerly having the authority to sign, execute or approve bids, proposals, contracts or supporting documentation on behalf of the reporting entity with any government entity been:*

<table>
<thead>
<tr>
<th>3.0 Sanctioned relative to any business or professional permit and/or license?</th>
<th>☐ Yes ☒ No ☐ Other</th>
</tr>
</thead>
<tbody>
<tr>
<td>3.1 Suspended, debarred, or disqualified from any government contracting process?</td>
<td>☐ Yes ☒ No ☐ Other</td>
</tr>
<tr>
<td>3.2 The subject of an investigation, whether open or closed, by any government entity for a civil or criminal violation for any business-related conduct?</td>
<td>☐ Yes ☒ No ☐ Other</td>
</tr>
<tr>
<td>3.3 Charged with a misdemeanor or felony, indicted, granted immunity, convicted of a crime or subject to a judgment for:</td>
<td>☐ Yes ☒ No ☐ Other</td>
</tr>
<tr>
<td>a) Any business-related activity; or</td>
<td></td>
</tr>
<tr>
<td>b) Any crime, whether or not business-related, the underlying conduct of which was related to truthfulness?</td>
<td></td>
</tr>
</tbody>
</table>

For each "Yes" or "Other" explain:

### IV. INTEGRITY – CONTRACT BIDDING

*Within the past five (5) years, has the reporting entity:*

<table>
<thead>
<tr>
<th>4.0 Been suspended or debarred from any government contracting process or been disqualified on any government procurement, permit, license, concession, franchise or lease, including, but not limited to, debarment for a violation of New York State Workers’ Compensation or Prevailing Wage laws or New York State Procurement Lobbying Law?</th>
<th>☐ Yes ☒ No</th>
</tr>
</thead>
<tbody>
<tr>
<td>4.1 Been subject to a denial or revocation of a government prequalification?</td>
<td>☐ Yes ☒ No</td>
</tr>
<tr>
<td>4.2 Been denied a contract award or had a bid rejected based upon a non-responsibility finding by a government entity?</td>
<td>☐ Yes ☒ No</td>
</tr>
<tr>
<td>4.3 Had a low bid rejected on a government contract for failure to make good faith efforts on any Minority-Owned Business Enterprise, Women-Owned Business Enterprise or Disadvantaged Business Enterprise goal or statutory affirmative action requirements on a previously held contract?</td>
<td>☐ Yes ☒ No</td>
</tr>
<tr>
<td>4.4 Agreed to a voluntary exclusion from bidding/contracting with a government entity?</td>
<td>☐ Yes ☒ No</td>
</tr>
<tr>
<td>4.5 Initiated a request to withdraw a bid submitted to a government entity in lieu of responding to an information request or subsequent to a formal request to appear before the government entity?</td>
<td>☐ Yes ☒ No</td>
</tr>
</tbody>
</table>

For each "Yes," explain:
**V. INTEGRITY – CONTRACT AWARD**

*Within the past five (5) years, has the reporting entity:*

<table>
<thead>
<tr>
<th>Question</th>
<th>Answer</th>
</tr>
</thead>
<tbody>
<tr>
<td>5.0 Been suspended, cancelled or terminated for cause on any government contract including, but not limited to, a non-responsibility finding?</td>
<td>☐ Yes ✗ No</td>
</tr>
<tr>
<td>5.1 Been subject to an administrative proceeding or civil action seeking specific performance or restitution in connection with any government contract?</td>
<td>☐ Yes ✗ No</td>
</tr>
<tr>
<td>5.2 Entered into a formal monitoring agreement as a condition of a contract award from a government entity?</td>
<td>☐ Yes ✗ No</td>
</tr>
</tbody>
</table>

For each “Yes,” explain:

---

**VI. CERTIFICATIONS/LICENSES**

*Within the past five (5) years, has the reporting entity:*

<table>
<thead>
<tr>
<th>Question</th>
<th>Answer</th>
</tr>
</thead>
<tbody>
<tr>
<td>6.0 Had a revocation, suspension or disbarment of any business or professional permit and/or license?</td>
<td>☐ Yes ✗ No</td>
</tr>
<tr>
<td>6.1 Had a denial, decertification, revocation or forfeiture of New York State certification of Minority-Owned Business Enterprise, Women-Owned Business Enterprise or federal certification of Disadvantaged Business Enterprise status for other than a change of ownership?</td>
<td>☐ Yes ✗ No</td>
</tr>
</tbody>
</table>

For each “Yes,” explain:

---

**VII. LEGAL PROCEEDINGS**

*Within the past five (5) years, has the reporting entity:*

<table>
<thead>
<tr>
<th>Question</th>
<th>Answer</th>
</tr>
</thead>
<tbody>
<tr>
<td>7.0 Been the subject of an investigation, whether open or closed, by any government entity for a civil or criminal violation?</td>
<td>☐ Yes ✗ No</td>
</tr>
<tr>
<td>7.1 Been the subject of an indictment, grant of immunity, judgment or conviction (including entering into a plea bargain) for conduct constituting a crime?</td>
<td>☐ Yes ✗ No</td>
</tr>
<tr>
<td>7.2 Received any OSHA citation and Notification of Penalty containing a violation classified as serious or willful?</td>
<td>☐ Yes ✗ No</td>
</tr>
<tr>
<td>7.3 Had a government entity find a willful prevailing wage or supplemental payment violation or any other willful violation of New York State Labor Law?</td>
<td>☐ Yes ✗ No</td>
</tr>
<tr>
<td>7.4 Entered into a consent order with the New York State Department of Environmental Conservation, or received an enforcement determination by any government entity involving a violation of federal, state or local environmental laws?</td>
<td>☐ Yes ✗ No</td>
</tr>
<tr>
<td>7.5 Other than previously disclosed:</td>
<td>☐ Yes ✗ No</td>
</tr>
<tr>
<td>a) Been subject to fines or penalties imposed by government entities which in the aggregate total $25,000 or more; or</td>
<td></td>
</tr>
<tr>
<td>b) Been convicted of a criminal offense pursuant to any administrative and/or regulatory action taken by any government entity?</td>
<td></td>
</tr>
</tbody>
</table>

For each “Yes,” explain:
## VIII. FINANCIAL AND ORGANIZATIONAL CAPACITY

### 8.0 Within the past five (5) years, has the Reporting Entity received any formal unsatisfactory performance assessment(s) from any government entity on any contract?

- [ ] Yes
- [x] No

If "Yes," provide an explanation of the issue(s), relevant dates, the government entity involved, any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.

### 8.1 Within the past five (5) years, has the Reporting Entity had any liquidated damages assessed over $25,000?

- [ ] Yes
- [x] No

If "Yes," provide an explanation of the issue(s), relevant dates, contracting party involved, the amount assessed and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.

### 8.2 Within the past five (5) years, have any liens or judgments (not including UCC filings) over $25,000 been filed against the Reporting Entity, which remain undischarged?

- [ ] Yes
- [x] No

If "Yes," provide an explanation of the issue(s), relevant dates, the Lien holder or Claimant’s name(s), the amount of the lien(s) and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.

### 8.3 In the last seven (7) years, has the Reporting Entity initiated or been the subject of any bankruptcy proceedings, whether or not closed, or is any bankruptcy proceeding pending?

- [ ] Yes
- [x] No

If "Yes," provide the bankruptcy chapter number, the court name and the docket number. Indicate the current status of the proceedings as “Initiated,” “Pending” or “Closed.” Provide answer below or attach additional sheets with numbered responses.

### 8.4 During the past three (3) years, has the Reporting Entity failed to file or pay any tax returns required by federal, state or local tax laws?

- [ ] Yes
- [x] No

If "Yes," provide the taxing jurisdiction, the type of tax, the liability year(s), the tax liability amount the Reporting Entity failed to file/pay and the current status of the tax liability. Provide answer below or attach additional sheets with numbered responses.

### 8.5 During the past three (3) years, has the Reporting Entity failed to file or pay any New York State unemployment insurance returns?

- [ ] Yes
- [x] No

If "Yes," provide the years the Reporting Entity failed to file/pay the insurance, explain the situation and any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.

### 8.6 During the past three (3) years, has the Reporting Entity had any government audit(s) completed?

- [ ] Yes
- [x] No

- [ ] Yes
- [x] No

If "Yes," did any audit of the Reporting Entity identify any reported significant deficiencies in internal control, fraud, illegal acts, significant violations of provisions of contract or grant agreements, significant abuse or any material disallowance?

If "Yes" to 8.6 a), provide an explanation of the issue(s), relevant dates, the government entity involved, any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.
IX. ASSOCIATED ENTITIES

This section pertains to any entity(ies) that either controls or is controlled by the reporting entity. (See definition of “associated entity” for additional information to complete this section.)

<table>
<thead>
<tr>
<th>9.0 Does the Reporting Entity have any Associated Entities?</th>
</tr>
</thead>
<tbody>
<tr>
<td>Note: All questions in this section must be answered if the Reporting Entity is either:</td>
</tr>
<tr>
<td>– An Organizational Unit; or</td>
</tr>
<tr>
<td>– The entire Legal Business Entity which controls, or is controlled by, any other entity(ies).</td>
</tr>
<tr>
<td>If “No,” SKIP THE REMAINDER OF SECTION IX AND PROCEED WITH SECTION X.</td>
</tr>
<tr>
<td>□ Yes □ No</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>9.1 Within the past five (5) years, has any Associated Entity Official or Principal Owner been charged with a misdemeanor or felony, indicted, granted immunity, convicted of a crime or subject to a judgment for:</th>
</tr>
</thead>
<tbody>
<tr>
<td>a) Any business-related activity; or</td>
</tr>
<tr>
<td>b) Any crime, whether or not business-related, the underlying conduct of which was related to truthfulness?</td>
</tr>
<tr>
<td>If “Yes,” provide an explanation of the issue(s), the individual involved, his/her title and role in the Associated Entity, his/her relationship to the Reporting Entity, relevant dates, the government entity involved, any remedial or corrective action(s) taken and the current status of the issue(s).</td>
</tr>
<tr>
<td>□ Yes □ No</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>9.2 Does any Associated Entity have any currently undischarged federal, New York State, New York City or New York local government liens or judgments (not including UCC filings) over $50,000?</th>
</tr>
</thead>
<tbody>
<tr>
<td>If “Yes,” provide an explanation of the issue(s), identify the Associated Entity’s name(s), EIN(s), primary business activity, relationship to the Reporting Entity, relevant dates, the Lien holder or Claimant’s name(s), the amount of the lien(s) and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.</td>
</tr>
<tr>
<td>□ Yes □ No</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>9.3 Within the past five (5) years, has any Associated Entity:</th>
</tr>
</thead>
<tbody>
<tr>
<td>a) Been disqualified, suspended or debarred from any federal, New York State, New York City or other New York local government contracting process?</td>
</tr>
<tr>
<td>□ Yes □ No</td>
</tr>
<tr>
<td>b) Been denied a contract award or had a bid rejected based upon a non-responsibility finding by any federal, New York State, New York City, or New York local government entity?</td>
</tr>
<tr>
<td>□ Yes □ No</td>
</tr>
<tr>
<td>c) Been suspended, cancelled or terminated for cause (including for non-responsibility) on any federal, New York State, New York City or New York local government contract?</td>
</tr>
<tr>
<td>□ Yes □ No</td>
</tr>
<tr>
<td>d) Been the subject of an investigation, whether open or closed, by any federal, New York State, New York City, or New York local government entity for a civil or criminal violation with a penalty in excess of $500,000?</td>
</tr>
<tr>
<td>□ Yes □ No</td>
</tr>
<tr>
<td>e) Been the subject of an indictment, grant of immunity, judgment, or conviction (including entering into a plea bargain) for conduct constituting a crime?</td>
</tr>
<tr>
<td>□ Yes □ No</td>
</tr>
<tr>
<td>f) Been convicted of a criminal offense pursuant to any administrative and/or regulatory action taken by any federal, New York State, New York City, or New York local government entity?</td>
</tr>
<tr>
<td>□ Yes □ No</td>
</tr>
<tr>
<td>g) Initiated or been the subject of any bankruptcy proceedings, whether or not closed, or is any bankruptcy proceeding pending?</td>
</tr>
<tr>
<td>□ Yes □ No</td>
</tr>
</tbody>
</table>

For each “Yes,” provide an explanation of the issue(s), identify the Associated Entity’s name(s), EIN(s), primary business activity, relationship to the Reporting Entity, relevant dates, the government entity involved, any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.
NEW YORK STATE
VENDOR RESPONSIBILITY QUESTIONNAIRE
FOR-PROFIT BUSINESS ENTITY

X. FREEDOM OF INFORMATION LAW (FOIL)

10. Indicate whether any information supplied herein is believed to be exempt from disclosure under the Freedom of Information Law (FOIL).
   Note: A determination of whether such information is exempt from FOIL will be made at the time of any request for disclosure under FOIL.

   □ Yes  ☒ No

   If "Yes," indicate the question number(s) and explain the basis for the claim.

XI. AUTHORIZED CONTACT FOR THIS QUESTIONNAIRE

<table>
<thead>
<tr>
<th>Name</th>
<th>Telephone</th>
<th>Fax</th>
</tr>
</thead>
<tbody>
<tr>
<td>George Weinberger</td>
<td>(718) 219-1810</td>
<td>Email</td>
</tr>
<tr>
<td>Title</td>
<td></td>
<td><a href="mailto:cddaf@aol.com">cddaf@aol.com</a></td>
</tr>
<tr>
<td>Chairman of the Board</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
NEW YORK STATE
VENOR RESPONSIBILITY QUESTIONNAIRE
FOR-PROFIT BUSINESS ENTITY

Certification

The undersigned: (1) recognizes that this questionnaire is submitted for the express purpose of assisting New York State
government entities (including the Office of the State Comptroller (OSC)) in making responsibility determinations
regarding award or approval of a contract or subcontract and that such government entities will rely on information
disclosed in the questionnaire in making responsibility determinations; (2) acknowledges that the New York State
government entities and OSC may, in their discretion, by means which they may choose, verify the truth and accuracy of
all statements made herein; and (3) acknowledges that intentional submission of false or misleading information may
result in criminal penalties under State and/or Federal Law, as well as a finding of non-responsibility, contract suspension
or contract termination.

The undersigned certifies that he/she:

- is knowledgeable about the submitting Business Entity’s business and operations;
- has read and understands all of the questions contained in the questionnaire;
- has not altered the content of the questionnaire in any manner;
- has reviewed and/or supplied full and complete responses to each question;
- to the best of his/her knowledge, information and belief, confirms that the Business Entity’s responses are true,
  accurate and complete, including all attachments, if applicable;
- understands that New York State government entities will rely on the information disclosed in the questionnaire
  when entering into a contract with the Business Entity; and
- is under an obligation to update the information provided herein to include any material changes to the Business
  Entity’s responses at the time of bid/proposal submission through the contract award notification, and may be
  required to update the information at the request of the New York State government entities or OSC prior to the
  award and/or approval of a contract, or during the term of the contract.

Signature of Owner/Official

Printed Name of Signatory: George Weinberger

Title: Chairman of the Board

Name of Business: LANA Acquisitions LLC

Address: 50 Broadway

City, State, Zip: NY, N.Y. 10004

Sworn to before me this 18 day of March, 20 __.

Notary Public

ROBIN C. SCHeINER
Notary Public, State of New York
No. 01SC6267626
Qualified In Rockland County
Commission Expires August 27, 2016
BIO: GEORGE WEINBERGER

George Weinberger, Chairman of the Board of Trustees of New York Community Hospital of Brooklyn, is a seasoned business and philanthropic leader, highly active in the areas of Healthcare, Education and Jewish Communal Affairs.

Mr. Weinberger is esteemed in the Healthcare industry, acknowledged for transforming financially distressed organizations into successful entities. Under his stewardship as Chairman of the Board, the near bankrupt New York Community Hospital (NYCH) turned into one of only three hospitals in Brooklyn that is profitable and has remained profitable for the past 15 years.

Mr. Weinberger founded and served as president of American Healthcare Systems, a company that developed the Eagle financial information system for the hospital industry, that is now utilized by most of the leading New York healthcare institutions, including New York Presbyterian Hospital and its hospital network, Mount Sinai Medical Center, Long Island Jewish Medical Center, and Continuum Health Partners (St. Luke’s Roosevelt Hospital, Beth Israel Medical Center), SUNY Downtown Medical Center and Long Island College Hospital. Mr. Weinberger was one of the developers of the system, and guided its development for many years.

American Healthcare Systems was acquired by SMS, the leading healthcare computing company in the world, in 1997, and is now a part of Siemens Medical Solutions. Mr. Weinberger continues as leader of the American Healthcare Systems organization within Siemens.

Mr. Weinberger serves as a member of the Information Systems Committee of The New York Presbyterian Hospital Network.

Mr. Weinberger is the principal owner of the New Vista Nursing Home since 2005. Under his leadership, the home has been profitable and has a 99% occupancy rate. The US News and World Report lists New Vista as a five-star facility; one of the best nursing homes in New Jersey, in contrast to its previous record.

In the area of Education, Mr. Weinberger is on the Executive Board of a 15,000-student network of schools for Russian immigrants in Israel. He is also on the Boards of Beth Medrash Govoha of Lakewood, New Jersey, the largest school of Jewish learning in the world, and of Mesivta Torah Vodaath, one of the oldest Jewish schools in the City of New York, with divisions from pre-school through post-graduate Jewish education. He also oversees several programs for at-risk youth in the South Brooklyn community.

In communal affairs, he is on the Board of Professional Career Services, a not-for-profit training and placement agency for out-of-work heads of households. He also serves as Chairman Emeritus of the Board of Trustees of Agudath Israel of America, a national Jewish advocacy and service organization. He is involved in many issues facing the community and takes a leadership role in their resolution. He acts as an advisor to a number of communal institutions and leaders of Jewish communities throughout the nation.

Mr. Weinberger is a graduate of Brooklyn College of the City University of New York in Mathematics and has a graduate degree from New York University. In his early career, he was one of the founders of the Department of Computer and Information Science at Brooklyn College and served as Deputy Chairperson of the Department. He has presented a number of papers at scholarly computer science conferences throughout the country and has published in the Healthcare Computing trade press.
New Vista
300 Broadway, Newark, NJ 07104
(973) 484-4222
Medicare/Medicaid: Medicare and Medicaid
Number of Medicare/Medicaid beds: 340
Ownership: For profit - Partnership
Continuing Care Retirement Community: No
Part of a chain: No

Overall Rating:
From ratings in health inspections, nurse staffing, and measures of medical quality of care.

Health Inspections »
How well this home met health and safety standards for food preparation and other nursing-home activities in the latest three state inspections. Such inspections are conducted at least every 15 months.
See health inspections details »

Nurse Staffing »
Average number of hours per day of care received per resident from nurses at all levels.
See nurse staffing details »

Quality Measures »
Percentages of residents who got recommended care such as flu vaccinations, and percentages of residents who had pain, bedsores, urinary tract infections, and other care-related problems.
See quality measures details »

Fire Safety »
How well this home met National Fire Protection Association standards in the most recent inspection.
See fire safety details »

Penalties
This nursing home has not been fined or denied payment in the last three years.
