

**HHC ACO INC.
MINUTES OF THE
BOARD OF DIRECTORS MEETING
October 7, 2021
New York City**

**Conducted via WebEx as permitted by Article 7 of the Public Officer's Law (as amended
by Part E of Chapter 417 of the Laws of 2021)**

ATTENDEES

BOARD MEMBERS

Richard Becker, M.D.
Andrea Cohen, Esq.
Lori Donnell
Nicole Jordan-Martin
Jasmin Moshirpur, M.D.
Hyacinth Peart
Warren Seigel, M.D.
Matthew Siegler
John Ulberg

NYC HEALTH + HOSPITALS STAFF

Shunsuke Ito
Michael Levitin
Stanley Liang
Catherine Patsos, Esq.
Stanislav Seleznyov
Leland Soiefer, M.D.
David Stevens, M.D.
Joanna Weiner, Esq.

Other

David Gross, Community Healthcare Network

CALL TO ORDER

The meeting of the Board of Directors of HHC ACO Inc. (the "Board") (the "ACO") was called to order by Mr. Matthew Siegler, CEO of the ACO, at 2:02 PM. Dr. Mitchell Katz delegated his authority to Mr. Siegler to preside over the Board Meeting as Chair in Dr. Katz's absence.

OLD BUSINESS

The Board unanimously voted to approve the minutes of the February 2, 2021 meeting without correction or modification.

NEW BUSINESS

Mr. Siegler opened the meeting and introduced Dr. Richard Becker as the new CEO of PAGNY who will serve *ex officio* as a member of the ACO Board.

Mr. Siegler presented the ACO's performance from Performance Year 2020. The ACO earned 96.87% for its quality performance and \$11,415,300 in Performance Payments.

Mr. Michael Levitin, Director of Quality Management for the ACO, presented the details of the ACO's quality performance from Performance Year 2020. The ACO had a significant performance improvement in Colorectal Screening (due to the availability of a take home test), but a decline in Depression Screening, Breast Cancer Screening, Statin for CVD, and HTN Control, resulting from an increase in tele-visits (rather than in-person visits) due to COVID.

Mr. Siegler presented the ACO's Performance Year 2021 Expenditure Projections, which were based on CMS data from January – June 2021. Mr. Siegler stated that the ACO is not projected to generate any earned shared savings for the ACO in Performance Year 2021. The projected cost per admission in 2021 is greater than the cost per admission in 2019. This difference may be due to complex conditions in our admitted patients resulting from COVID-related delays in seeking care. The ACO team is exploring the possible explanations for increase in expenditure, and how to better manage the costs of our patients.

Mr. Siegler proposed a change to the Performance Year 2020 distribution model, by adding a "Deferred Distribution Fund," The Deferred Distribution Fund is a mechanism by which the ACO can hold a portion of shared savings earned in one Performance Year to be distributed in subsequent Performance Years in which the ACO does not generate shared savings. Mr. Siegler presented the ACO's High-Priority Pathway immediate and long-term plan, for its high-risk patients (patients with 2 or more admissions). The ACO Central Office team has reached out to patients designated as high-risk, in order to identify and meet their immediate needs. These patients were then referred to care coordination and chronic disease management teams. The ACO team will continue identifying high-risk patients, and working with Primary Care teams and clinical partners to decrease utilization.

Upon hearing there were no further questions, Mr. Siegler presented the following resolution to the Board.

Authorizing the Chief Executive Officer of the ACO to negotiate and execute an amendment to the ACO Participation Agreements and Collaborator Agreements consistent with the distribution methodology set forth in the Proposed 2020 Performance Payment Allocation (Exhibit B), and distribute the 2020 Performance Payment in accordance with such Agreements as amended.

The motion to adopt the resolution was duly seconded and unanimously approved by the Board.

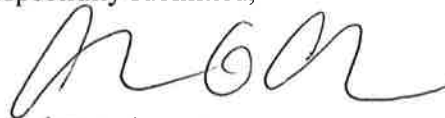
Mr. Siegler presented the distribution process and timeline, and stated that the ACO is targeting to complete the distribution in January 2022.

Mr. Siegler reminded that the next Board meeting will be held in December 2021. The financial audit for Fiscal Year 2021 and the finalized distribution amounts will be presented at the meeting.

ADJOURNMENT

There being no further business, Mr. Siegler adjourned the meeting at approximately 2:40 PM.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'A. Cohen', written in a cursive style.

Andrea Cohen, Esq.
Secretary