

**HHC ACO INC.
MINUTES OF THE
BOARD OF DIRECTORS MEETING
February 28, 2022
New York City**

Conducted via WebEx

ATTENDEES

BOARD MEMBERS

Richard Becker, M.D.
Andrea Cohen, Esq.
Nicole Jordan-Martin
Gary Kalkut, M.D.
Mitchell Katz, M.D.
Jasmin Moshirpur, M.D.
Daniel Napolitano, M.D.
Hyacinth Peart
Warren Seigel, M.D.
Matthew Siegler
John Ulberg

NYC HEALTH + HOSPITALS STAFF

Nancy Barnicle
Monique Bean
Shunsuke Ito
David Leung
Michael Levitin
Stanislav Seleznyov
Leland Soiefer, M.D.
David Stevens, M.D.
Joanna Weiner, Esq.

Other

Lori Donnell

CALL TO ORDER

The meeting of the Board of Directors of HHC ACO Inc. (the “Board”) was called to order by Mr. Matthew Siegler, CEO of the ACO, at 12:31 PM.

OLD BUSINESS

The Board unanimously voted to approve the minutes of the December 14, 2021 meeting without modification.

NEW BUSINESS

Mr. Siegler opened the meeting and introduced Dr. Daniel Napolitano as the Chief Population Health Officer of Community Healthcare Network who will serve *ex officio* as a member of the ACO Board.

Mr. Siegler presented the following resolution to the Board:

Authorizing that each of the following persons be elected to serve in the offices of the Corporation set forth opposite their respective names below, subject to such person's resignation or removal, in accordance with the laws of the State of New York and the By-Laws of the Corporation until such person's successor is duly elected and qualified:

<u>Name</u>	<u>Office</u>
Mitchell Katz, MD	Chairman
Matthew Siegler	Chief Executive Officer
Gary Kalkut, MD	Vice President
Andrea Cohen, Esq.	Secretary
John Ulberg	Treasurer

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

Mr. Siegler presented the updated ACO's Performance Year 2021 Shared Savings Forecast, which was based on CMS data from January – December 2021. Mr. Siegler explained that the ACO is not projected to generate any earned shared savings for the ACO in Performance Year 2021, is not projected to owe money to CMS. The trend of utilization remained largely consistent.

Mr. Siegler presented an update on the Performance Year 2020 Distribution Payments. The ACO Board of Directors previously discussed establishing a Deferred Fund to defer distribution of a portion of the Performance Year 2020 shared savings to future years. Due to concerns from some of our labor partners regarding the Deferred Fund, ACO leadership is proposing that the Deferred Fund be eliminated and that the full distribution be made for Performance Year 2020.

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 Amended and Restated 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.

ADJOURNMENT

There being no further business, Mr. Siegler adjourned the meeting at approximately 12:42 PM.

Respectfully submitted,

Andrea G.
Cohen

Digitally signed by Andrea
G. Cohen
Date: 2022.09.14
12:14:48 -04'00'

Andrea Cohen, Esq.
Secretary