

CALL TO ORDER - 2:00 PM

Mr. Pagán

Executive Session | Facility Governing Body Report

Mr. Pagán

➤ NYC Health + Hospitals | Lincoln

Semi-Annual Governing Body Report (Written Submission Only)

➤ NYC Health + Hospitals | Queens

1. OPEN PUBLIC SESSION - 3:00 PM

Mr. Pagán

Approval of Meeting Minutes – January 26, 2023

2. Chair’s Report

3. President’s Report

Dr. Katz

- 4. Authorizing the creation of two not-for-profit public benefit corporation subsidiaries to facilitate New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) taking advantage of opportunities consistent with its mission to expand the members currently served by its subsidiary, MetroPlus Health Plan, Inc. (“MetroPlus”), through the establishment of a subsidiary public benefit corporation to hold a license under Article 43 of the New York Insurance Law (an “Article 43 License”) and a second not-for-profit subsidiary public benefit corporation to function as a Managed Services Organization (an “MSO”) substantially as set forth in the proposed certificates of incorporation and bylaws attached; and further**

Dr. Katz

Approving the roster of members of the board of directors of the two subsidiaries that appears in Appendix A attached to this resolution.

(Presented to the MetroPlus Board: 01/31/2023)

VENDEX: NA / EEO: NA

- 5. Authorizing the New York City Health and Hospitals Corporation (the “System”) to contract with NYSARC, Inc. (“NYSARC”), contingent upon the inclusion of a termination clause in the contract that can be exercised after 1 year at the directive of the Board if additional funding is not identified for this program, for respite services for adult patients with intellectual or developmental disabilities (“IDD”) for a term of three years with two 1-year options exercisable only by the System for an amount not to exceed \$8,500,000.**

Dr. Calamia

(Presented to the Medical and Professional Affairs Committee: 02/06/2023)

VENDEX: Approved / EEO: Approved

- 6. Authorizing the New York City Health and Hospitals Corporation (the “System”) to exercise a best interest extension for three months on its existing contract with Crothall Facilities Management, Inc. (“Crothall”) for biomedical program management for an amount not to exceed \$9,369,806 for the three-month extension period.**

Dr. Calamia

(Presented to the Medical and Professional Affairs Committee: 02/06/2023)

VENDEX: Approved / EEO: Approved

- 7. Authorizing New York City Health and Hospitals Corporation (the “System”) to execute a contract with Jemco Electrical Contractors, Inc. (the “Contractor”) to complete an upgrade of Emergency Electrical Service Type I at NYC Health + Hospitals/Metropolitan Hospital Center (“Metropolitan”) for a term to equal the duration of the proposed construction project for an amount, including a 10% project contingency of \$745,300, not to exceed \$8,198,300.**

Mr. Peña-Mora

(Presented to the Capital Committee: 02/06/2023)

VENDEX: Approved / EEO: Approved

8. Amending the resolution adopted at the September 2022 meeting of the Board of Directors of New York City Health and Hospitals Corporation (the “System”) that authorized an 18-year lease with 90-02 QB Holdings LLC for approximately 40,000 square feet on the ground floor of 90-02 Queens Boulevard, Elmhurst, Queens, New York for use by NYC Health + Hospitals/Elmhurst and NYC Health + Hospitals/Queens for administrative office space such amendment to correct the name of the Landlord to be **9002 Commercial Unit LLC**.
 (Presented Directly to the Board)
VENDEX: NA / EEO: NA

Mr. Peña-Mora

9. Authorizing New York City Health and Hospitals Corporation (the “System”) to execute **stand-by requirements contracts with Array Architects, P.C., Perkins Eastman Architects, DPC, Gensler Architecture, Design & Planning, P.C., NBBJ Architecture PLLC, BDP Architecture, P.C., Moody Nolan, Inc., Perkins & Will Architects, P.C.** (the “Architects”) to provide master planning and facility assessment services across the System over a term of six years with the System holding two 1-year renewal options for an amount not to exceed \$16,000,000.
 (Presented to the Capital Committee: 02/06/2023)
VENDEX: All Approved / EEO: All Pending

Mr. Pagán

Committee and Subsidiary Reports

- Medical and Professional Affairs Committee
- Capital Committee
- HHC Capital Corporation (Subsidiary)
- MetroPlus Health (Subsidiary)

>>Old Business<<
 >>New Business<<
 >>Adjournment<<

Dr. Calamia
 Mr. Peña-Mora
 Ms. Wang
 Ms. Piñero-Hernandez

Mr. Pagán

NEW YORK CITY HEALTH AND HOSPITALS CORPORATION

A meeting of the Board of Directors of New York City Health and Hospitals Corporation was held in room 1701 at 50 Water Street, New York, New York 10004 on the 26th day of January, 2023 at 2:00 P.M., pursuant to a notice, which was sent to all of the Directors of New York City Health and Hospitals Corporation and which was provided to the public by the Secretary. The following Directors participated in person:

Mr. José Pagán
Mr. Matthew Siegler
Dr. Machelles Allen
Ms. Karen St. Hilaire
Mr. Robert Nolan
Ms. Erin Kelly
Ms. Sally Hernandez-Piñero
Ms. Freda Wang
Ms. Anita Kawatra
Dr. Michelle Morse
Dr. William Fisher
Dr. Patricia Marthone

José Pagán, Chair of the Board, called the meeting to order at 2:03 p.m. Mr. Pagán chaired the meeting and Colicia Hercules, Corporate Secretary, kept the minutes thereof.

Mr. Pagán noted that Dr. Michelle Morse is representing Dr. Ashwin Vasan; Matthew Siegler, Senior Vice President, Managed Care and Growth, is representing Dr. Mitchell Katz; Erin Kelly is representing Deputy Mayor Anne Williams-Isom; Karen St. Hilaire is representing Gary Jenkins and Dr. William Fisher is representing Cristina Chang - all in a voting capacity.

EXECUTIVE SESSION

Upon motion made and duly seconded, the members voted to convene in executive session because the matters to be discussed involved confidential and privileged information regarding patient medical information.

OPEN SESSION

The Board reconvened in public session at 3:03 p.m.

Mr. Pagán welcomed Dr. Christina Chang who was appointed the Acting Executive Deputy Commissioner for Mental Hygiene as a member of the NYC Health + Hospitals Board of Directors.

Mr. Pagán noted that Dr. Michelle Morse is representing Dr. Ashwin Vasan; Dr. Machelles Allen is representing Dr. Mitchell Katz; Erin Kelly is representing Deputy Mayor Anne Williams-Isom; Karen St. Hilaire is representing Gary Jenkins and Dr. William Fisher is representing Cristina Chang - all in a voting capacity.

CHAIR'S REPORT

Mr. Pagán advised that during the Executive Session, the Board received and approved a governing body oral and written report from NYC Health + Hospitals/Susan Smith McKinney Nursing and Rehabilitation Facility, Health + Hospitals/Henry J. Carter Specialty Hospital and Henry J. Carter Nursing Facility.

The Board also received and approved a semi-annual governing body written report from NYC Health + Hospitals/Seaview Nursing and Rehabilitation Facility.

According to Article VI; Section 3B - of the System's Bylaws, at each meeting of the Board the Executive Committee shall make a report of all action taken by it since its last report to the Board.

Mr. Pagán noted that the **Executive Committee** convened on December 15, 2022 at 2:00 p.m.

The **Executive Committee** convened in executive session and received and approved a governing body oral and written report from NYC Health + Hospitals/Bellevue.

The Executive Committee also received and approved semi-annual governing body written reports from NYC Health + Hospitals/Jacobi and NYC Health + Hospitals/North Central Bronx.

The Executive Committee convened in public session and considered and approved the following action items:

1. Funding authorization through December 31, 2023 with the **State University of New York Health Science Center of Brooklyn** for services at Health + Hospitals/Kings County and Health + Hospitals/South Brooklyn Health for a not to exceed amount of \$12,221,174 which includes a 10% contingency.
2. Authorized a five-year license agreement with the **New York Police Department** for roof space on the main building of Health + Hospitals/Elmhurst and the N Building at Health + Hospitals/Queens for the operation of radio communication equipment with the occupancy fee waived.

3. Authorized a five-year license agreement with **Sprint Spectrum Reality Company LLC** for roof space at Lincoln hospital at an annual occupancy fee of approximately \$362 per square foot or \$108,604 per year to be escalated by 3% per year for a five-year total of \$576,595.
4. Authorized a funding increase for **Array Architects, Inc.** for architectural/engineering services for the renovation of space Bellevue and Woodhull for the OTxHU project from \$10,477,880 to \$16,887,169 including a 10% contingency of \$1,535,197.

ADOPTION OF EXECUTIVE COMMITTEE MEETING MINUTES

The minutes of the **Executive Committee** meeting held on December 15, 2022 were presented to the Board. Then, on motion duly made and seconded, the Board unanimously adopted the minutes.

RESOLVED, that the minutes of the meeting of the Executive Committee held on December 15, 2022 copies of which have been presented to the Board be, and hereby are, adopted.

VENDEX APPROVALS

Mr. Pagán noted there is one item on the agenda requiring Vendex approval, its approval is currently pending. There are two from previous Board meetings pending Vendex approval. No approvals were received since the Board last met.

The Board will be notified as outstanding Vendex approvals are received.

ACTION ITEM 2: AMENDED

Mr. Pagán read the resolution

Approving the New York City Health and Hospitals Corporation **Annual Board Committee Assignments Effective February 1, 2023**, as set forth in the attachment hereto as mandated by Article VI, Section 1(C) of the By-Laws.

Further authorizing, as set forth in Article V, Section 1 of the By-Laws- **the Vice Chair shall be chosen by the Board from among themselves and shall be elected annually, - the appointment of Ms. Freda Wang as the Vice Chair of the Board of Directors**
(Presented Directly to the Board: 01/26/2023)

AMENDMENT

Ms. Hernandez-Piñero requested an amendment to remove Soraya Pares from the subsidiary Board assignment for Metroplus Health Plan, Inc.

Soraya Pares resigned from the Metroplus Health Plan, Inc. Board of Directors on Thursday, April 8th, 2021.

Mr. Pagán noted the update for the record.

Hearing no further comments or questions, upon motion duly made and seconded, the Board unanimously approved the resolution.

ACTION ITEM 3: AMENDED

Ms. Wang read the resolution

Authorizing the New York City Health and Hospitals Corporation (the "System") to contact with **Ambulnz Holdings, LLC** (the "Contractor") for a single-vendor patient transportation system for a term of three years with two 1-year options exercisable only by the System for an amount not to exceed \$94,762,581.

(Presented to the Finance Committee: 01/09/2023)

AMENDMENT

Mr. Siegler requested that the name Ambulnz Holdings, LLC be amended to Ambulnz NY, LLC on the existing resolution.

AMENDED - Authorizing the New York City Health and Hospitals Corporation (the "System") to contract **with Ambulnz NY Holdings, LLC** (the "Contractor") for a single-vendor patient transportation system for a term of three-years with two 1-year options exercisable only by the System for an amount not to exceed \$94,762,581.

(Presented to the Finance Committee: 01/09/2023)

Ms. Katelyn Prieskorn, Senior Director provided background information on the existing contract due to expire in April 2024 and the current state detailing the three scopes of work. Ms. Prieskorn discussed the RFP criteria, provided an overview of the procurement process and the MWBE goal setting and plan.

The Board asked about the level of resources available to the System for intra-facility emergency transportation and routine discharges. Mr. Siegler explained that the vendor will have a dedicated pool of resources in the City for the System and will use those resources for level-loading across the System. In the event of a surge, the Vendor will bring additional floating resources to complement the existing dedicated resources.

Mr. Siegler responded to questions from the Board regarding the

transition between the existing contractor and the new vendor. The System, facilities and the vendors are working on strategies to transition and phase work as the existing vendor scales down while the new vendor scales up with minimal impact to patient care needs. During this transitional period some facilities may use both contractors. Mr. Siegler confirmed that this contractor does not interface with the 911-Emergency System.

Mr. Siegler and Ms. Prieskorn estimate about fifty thousand ambulance trips were made last year between critical intra-facility transfers and discharges combined.

In response to questions from the Board regarding MWBE utilization plan, Ms. Prieskorn explained that Ambulnz NY Holdings LLC will self-perform and will use MWBE sub-contractors for staffing and supplies which amounts to a ten percent MWBE subcontract of their contract value.

The Board asked if the not-to-exceed amount approved in March of 2022 would be sufficient to cover the one-year transition period leading to the contract expiration date in April of 2024. Mr. Siegler confirmed that the amount will be sufficient and that the System pays for volume services rendered.

Mr. Siegler highlighted additional terms under the new contract specific to service level agreements and performance targets.

Following questions from the Board, Mr. Siegler responded, that he did not anticipate changes in patients' financial expenses for these transportation services. The cost of transportation services for uninsured patients will be absorbed by the facility.

After discussion, upon motion duly made and seconded, the Board unanimously approved the resolution.

PRESIDENT REPORT

Mr. Pagán advised the Board that the President's report was emailed and included in the materials for their review. He welcomed questions from the Board.

COMMITTEE AND SUBSIDIARY REPORTS

Mr. Pagán noted that the Committee and Subsidiary reports were e-mailed for review and were submitted into the record. He welcomed questions or comments regarding the reports.

OLD BUSINESS/NEW BUSINESS

ADJOURNMENT

Hearing no old business or new business to bring before the New York City Health and Hospitals Corporation Board of Directors, the meeting was adjourned at 3:35 P.M.



Colicia Hercules
Corporate Secretary

COMMITTEE REPORTS

Equity, Diversity and Inclusion Committee Meeting - January 9, 2023

As Reported by: José Pagán

Committee Members Present: José Pagán, Sally Hernandez-Piñero, Freda Wang, Mabelle Allen, and Michelle Morse

CALL TO ORDER

The meeting of the Equity, Diversity and Inclusion Committee of the NYC Health + Hospitals' Board was called to order at 10:05 a.m.

Dr. José Pagán noted for the record that Dr. Mabelle Allen is representing Dr. Mitchell Katz in a voting capacity and Dr. Michelle Morse is representing Dr. Ashwin Vasan virtually in a listening capacity only.

Dr. Pagán moved for a motion to adopt the minutes of the October 17, 2022 meeting.

Upon motion made and duly second the minutes of the October 17, 2022 meeting was unanimously approved.

DIVERSITY AND INCLUSION UPDATE

Ivelesse Mendez-Justiniano, the System's Chief Learning Officer and Interim Chief Diversity & Inclusion Officer provided an overview of the System's 2022 diversity and inclusion achievements and activities.

Ms. Mendez-Justiniano indicated that from January - December 2022 there were almost 1.5 million interpreter request calls fulfilled, which resulted in 20.9 million interpretation minutes. Top language requests for interpreter services included Spanish, Bengali, and Mandarin.

There were over 218k diversity and inclusion training completed System-wide in 2022. Top trainings included Sexual Harassment Prevention, Culturally Responsive Services, and Interreligious Awareness for Patient-Centered Care.

Board Member Sally Hernandez-Piñero inquired about the criteria for training being required. Ms. Mendez-Justiniano explained that either there is a regulatory agency that warrants training in a particular area, or there is a law that dictates employers provide training (i.e. sexual harassment prevention), or senior leadership at H+H requests training to be required in alignment with the System's strategic priorities.

Ms. Mendez-Justiniano then provided an ethnicity and gender breakdown of training completed, noting the top five titles that have completed 1 or more Diversity & Inclusions training modules are: Nurse, Physician/Fellow/Resident, Patient Care Associate/Technician, Clerical Associate, and Service Aide.

Dr. Mabelle Allen requested to see a comparison of the System's overall staff demographics to the training completion demographics to see if they

align; Ms. Mendez-Justiniano indicated she will report back at the next meeting.

In response to questions, Ms. Mendez-Justiniano indicated that there will be an unconscious bias training roll-out System-wide to all HR staff, which includes providing unconscious bias strategies in hiring.

Ms. Mendez-Justiniano also indicated that she will provide an update on the "others" category within job titles that have completed training to highlight what is included in that bucket.

Ms. Mendez-Justiniano then presented updates in the Gender Equity category. She confirmed that the Long Term Care Equality Index (LEI) application was submitted. The main difference in this year's application was that the Office of Diversity & Inclusion collaborated with all of the Post-Acute Care facilities and submitted one application on behalf of the System. An additional new component of the LEI application was the LGBTQ Executive Briefing Training which was required to be completed by all Post-Acute leaders. H+H achieved 100% compliance as all 153 Post-Acute Care leaders completed the training.

Ms. Mendez-Justiniano also reported that a Transgender Non-Conforming (TGNC) in-patient room assignment guidance document was finalized and released. This document will assist facilities when patients come in seeking rooms based on what gender they identify with. Additionally, a Transgender Non-Conforming (TGNC) Transition Letter was created to support Trans employees on their trans journey, including who would like to address their colleagues about their transition and how they would like to be referred to moving forward.

Ms. Mendez-Justiniano provided an overview of key System events which include:

- 10/12/22 - Hispanic Heritage Month Panel, 70 attendees
- 11/22/22 - Transgender Week Panel: "Journey Towards Inclusivity with our Transgender Community", 84 attendees
- 12/5/22 - Industry Panel Event focusing on Nursing and Medical Lab Technologists in partnership with NYC Board of Education, 75 attendees
- 1/30/23 - Diversity Equity and Inclusion, panel event scheduled with Empower (new retirement services vendor)

Ms. Mendez-Justiniano highlighted several System wide communications with a Diversity & Inclusion focus. Some of these communications included: Transgender Awareness Week, Native American Heritage Month, and International Day of Persons with Disabilities.

Ms. Mendez-Justiniano presented the Committee with the 2023 Diversity Calendar, which is available in print and digitally. For the first time ever, the calendar features H+H employees, and thereby showcases the organization's diversity.

Lastly, Ms. Mendez-Justiniano discussed plans for the upcoming year which include:

- Conducting a System-wide Needs Assessment in regards to language access, training, gender equity, and health equity
- Participation in the American Hospital Association (AHA) Health Equity Roadmap Initiative
- Creation of an updated ODI strategy and Health Equity Transformation model for the System based on results from the Needs Assessment and the Health Equity Roadmap
- Updating the Diversity & Inclusion website
- Expanding training opportunities
- Increasing collaboration with Community Based Organizations
- Medical Interpreter Skills Training (MIST) expansion to include Haitian Creole
- Publishing the Linguistic Access Library to serve as a central repository for staff who speak a second language and have been assessed in terms of their level of proficiency
- Creation of a Language Access Coordinator Toolkit
- Piloting language assessment initiative for bilingual clinicians (Gotham)
- Piloting restroom signage project (per Executive Order 16 regarding single-sex facilities) at Woodhull

Dr. Pagán asked if there was any old business or new business, and hearing none, the meeting concluded and was adjourned at 10:43 a.m.

Finance Committee MEETING - January 09, 2023

As Reported By: Freda Wang

Committee Members Present: Freda Wang, Machelles Allen, MD, Barbara Lowe, Sally Hernandez-Piñero, José Pagán; Dr. Patricia Marthone

Health + Hospitals Employees in Attendance:

Michline Farag, Linda DeHart, James Cassidy, Matthew Siegler, Katelyn Prieskorn, Baily Jones, Rafelina Hernandez, Colicia Hercules

CALL TO ORDER

Ms. Wang called the meeting of the New York City Health + Hospitals Board of Directors Finance Committee Meeting to order at 12:04 p.m.

Ms. Wang noted for the record that Dr. Machelles Allen is representing Dr. Mitchell Katz in a voting capacity.

Ms. Wang called for a motion to approve the December 5, 2022 minutes of the Finance Committee meeting.

Upon motion made and duly seconded the minutes of the Finance Committee meeting held on December 5, 2022 were adopted.

ACTION ITEM: Patient Transportation

Mr. Matthew Siegler - Senior Vice President - Office of Patient Growth read the resolution into the record and proceeded with the presented:

Authorizing New York City Health and Hospitals Corporation (the "System") to contract with Ambulnz Holdings, LLC (the "Contractor") for a single-vendor patient transportation system for a term of three-years with two 1-year options exercisable only by the system for an amount not to exceed \$94,762,581.

Ms. Katelyn Prieskorn - Senior Director, began by providing the background and current state of Patient Transportation. NYC H+H requires a reliable ambulance and ambulette transportation contract that builds on the single vendor contract from 2019 and expands the contract scope and incentives to align with System needs for intra-facility transfers. Prior contract terms and scope of work were noted. The current on-demand transportation contract led to a series of improvements in consolidating transportation services through one vendor. However, as a result of COVID-19 and a Statewide/Nationwide staffing shortage for EMTs, and Paramedics, and thus the need to revisit the contract and open up for a new RFP. Further aligning the contractual incentives with a new vendor to be able to drive performance forward and continue the gains made on inter-facility transfers and optimize length of stay by consistency around discharged timeliness. The new transportation RFP was released in August 3, 2022 for three scopes of work. These include dedicated Advance Life Support (ALS) resources for emergent inter-facility transfers, all other ambulance and ambulette transportation including non-critical transfers and routine discharges, and Transfer Center Services.

Ms. Prieskorn continued by providing an overview of the procurement process and RFP criteria. All vendors considered were closely evaluated and have a strong experience with similarly large health care systems. Ambulnz Holdings, LLC was the highest rated proposer for each scope of work.

In terms of M/WBE goal setting, the vendor diversity team analyzed the availability of MWBEs to perform the scopes of work identified for subcontracting and their capacity to perform at the scale of such scopes of work. The vendor diversity team identified only one MWBE ambulance vendor that currently provide the services in NYC and only two MWBE ambulette vendors. Both of these vendors did not meet the minimum criteria for responding to the RFP. These vendors would be able to operate as subcontractors but not as the prime contractor. We expected that staffing services would be self-performed in line with our historical experiences.

An overview of the MWBE plan was presented. Ambulnz Holdings, LLC proposed a different business model than anticipated and the model does not involve any subcontracting to ambulance or ambulette vendors; however, it does use contracted staffing services. Further, Ambulnz Holdings, LLC has done extensive and successful work under the T2 program where it met a 30% MWBE goal and as result has incorporated MWBE participation into its business practices. Although no goal was set in the RFP for MWBE subcontracting, due to Ambulnz Holdings, LLC's different business model, it was able to commit to a minimum of 10% MWBE utilization. Ambulnz Holdings, LLC has identified and proposed contracting with two MWBE vendors and this represents 10% of the total contract value. Ambulnz Holdings, LLC has also agreed to continue

to explore opportunities with H+H to grow that percentage over the contract lifespan.

Ms. Prieskorn continued by presenting the implementation plan. Ambulnz Holdings, LLC proposal includes co-branded ambulances and leased hour Advanced Life Support (ALS) and Basic Life Support (BLS) ambulances, designed to guarantee availability for critical inter-facility transfers and timely discharges. The implementation plan is to be finalized with Ambulnz Holdings, LLC and current vendor and contingent on successful implementation and documented performance from Ambulnz Holdings, LLC. The target timeframe for the next several months were noted.

Ms. Wang polled the committee for questions.

Ms. Hernandez-Piñero inquired on the business model, how is the model operated under the prior vendor and under Ambulnz Holdings.

Ms. Prieskorn responded that in the current model there are a number of resources that are pooled resources. This means our request as a System as well as any other system that the vendor works with, are all competing for the same resources. In this new model, there are dedicated resources to both our System and our facilities. Even if the vendor is working with a different system, our resources are our own, and the systems would not be able to leverage those resources.

Ms. Hernandez-Piñero continued inquiring if there is some analytical work done to assess what the appropriate level of resources is, and then you still have the ability to access more if the demand levels are beyond what was anticipated, correct?

Ms. Prieskorn agreed. We are going through a series of conversations currently, looking at our current demand, our volume of transports, the time of day that these transports occur and we are matching that with a number of resources that would be needed. That comes to our dedicated model. Ambulnz also offers resources that are pooled in which we could leverage if we have a request exceeding that volume of dedicated resources that we have available to us.

Ms. Wang added, if the estimate for what is dedicated is too high, are we going to be paying for unused?

Ms. Prieskorn noted that is a great question. What have built into the contract is that ability to look at our dedicated resource hours, and if there is a high idle rate, we can reduce that number of hours that we have requested dedicated resources. That is the expectation we would have to minimize the inefficiencies under that could be experienced under that model.

Ms. Hernandez-Piñero asked what did we learn under the old model and what could have been done differently; possibly the penalties could be one thing.

Ms. Prieskorn responded yes, the penalties are considerable. It aligns the contractual obligations with the needs of the System. If the vendor

performs well they have incentives to do so, if they do not we have the ability to dis-incentivize them. We have also learned that the technology that our staff used to both monitor and make requests is better facilitated directly through the EMR through Epic. This vendor has the ability to do that, and it streamlines the transportation requests process for our facility staff and also enables our units to be able to see on a map, here is where the resource is, and thereby have a sense of how quickly are they going to be arriving to the facility and assist that patient. That minimizes the at-scene time that the ambulance or ambulance crew is waiting for that patient discharge to occur.

Ms. Hernandez-Piñero inquired regarding a sentence on page 3, includes requirements for EMR transportation request integration to minimize duplicate documentation maximize insurance capture, what does that mean?

Ms. Prieskorn responded that having the integration with EMR will allow our facility staff to pull the demographic information from the patient's chart automatically, and not duplicate the insurance information. In the current state, our facilities staff are typing in the demographic's information, the insurance information, there are opportunities to refine that process and ensure that happens consistently. This integration would ensure that it happens automatically, the demographics and insurance information would flow through the request.

Ms. Lowe added as we have a lot of activity on the road every day and night of competing entities, how do we work out the labor issue if there were any?

Mr. Siegler noted that the staffing of these vehicles was the number one challenge for our current vendor and will be the number one challenge for this vendor. It is a critical period for this workforce around the whole country. The scale of the sign-on bonus for people, the level of pay for EMTs, it has dramatically changed versus three years ago. Ambulnz as a model and as an employer, is an attractive one. They are going to be making a big push to staff up for this, and monitoring how that proceeds and how successful they are at that, will be one of the things that will determine how successful this contract is. One of the attractive things about Ambulnz is that they have done a great work for us through the T2 program. Their founder and CEO's, parents both worked at Bellevue and they view this as a commitment to the City and to our System in a profound way. Certainly, there is financial interest for them in this, however, our experience with them has been positive. There will be open lines of communication and a lot of good work with them to make these critical staffing investment and other things happen to be successful here as it is a big step.

Ms. Lowe inquired regarding the financing of the trucks. Will it be financed by us or Ambulnz?

Mr. Siegler responded, Ambulnz is factoring it in and we have been impressed to see the age of the trucks that they require for their fleet, how quickly they refresh them, and that is very important for us and they will be financing them themselves.

Ms. Lowe asked regarding the training, and added that we are hopeful there is good alignment with our standards.

Mr. Siegler responded that they are responsible for their own training. A key area we would like to explore and it is important to us is joint performance improvement, "package time," how quickly when our patient is ready to go, how can our teams work together to transfer that patient from the bed to the ambulance, the speed of that in minutes means a great deal. Having a partner that can work with us on that and shares joint training standards, and then we can build together.

Ms. Lowe inquired regarding the training, who is administering the training and will we lead the training of their staff?

Mr. Siegler responded that we will not lead the training of their staff it is their separate responsibility.

Ms. Hernandez-Piñero added that we talked about performance and lesson learned and this is a big contract for a critical service; Our ability to pivot on these things is limited just because of how integrated it is and what we do, so how timely we were able to intervene when the service began to degrade under a prior vendor, have we learned how to monitor and address those kinds of issues?

Ms. Prieskorn responded, absolutely. The first piece is to build up the contract incentives and make sure those are aligned so that they keep their staffing levels to where we need to be. The second is transparency on data and their ability to have resources around the System. We will be tracking very closely their on-time compliance, will be continuing to monitor and evaluate what happens in situations in which they are on-time compliance was not met, is there a systemic issue or a one off. How do we address those systemic issues with performance improvement projects? But jointly by our team and their leadership team, and potentially the facility that may be involved as well.

Mr. Siegler added that the key learnings from that process are reflected in the scope of work in the RFP. With our current vendor we push them and invested more within our allotted amount from the Board to have them dedicate resources in strategic locations between key facilities so we would place a vehicle dedicated either at South Brooklyn Hospital or between Kings and SBH, a separate vehicle near the Tri-borough bridge, because it's central to a few of our hospitals. That model had some success, but our ability to double down on it and to put as much dedicated resources as we wanted was not there with the previous vendor. Similarly, on the data transparency side, Katelyn did a tremendous job of tracking and daily, weekly meetings with this vendor, the back-end data infrastructure with the current vendor is not as unified, integrated and high quality as the Ambulnz data systems. Those two things are very real and tangible changes in investments that we used in designing the RFP and then rating this vendor.

Dr. Allen thanked the team for their availability over the weekend while we were planning to support the voluntary hospitals that would go on strike.

Dr. Allen inquired regarding the facilities that are being targeted. Are we targeting the level 1 trauma sites or are we targeting all of our facilities?

Ms. Prieskorn responded we are targeting all facilities. For ease of rollout, is easier for the vendor to go borough by borough. If we feel we need to scale up differently as a result of the strike or other circumstances this vendor has been more than happy to modify the implementation plan and adjust the rollout dates based on the System's needs.

Dr. Allen asked regarding metrics. We may lose out in trying to retain our patients with H+H as some hospitals may show up quicker, are there benchmarks that we can follow or benchmarks that we can compete with the voluntary ambulances?

Mr. Siegler responded, certainly the SLAs that we have in our current contract and that we are exploring with the new one, we view as market standards within 20 minutes arrival for any emergency transport over 85 percent of the time has been the standard. Some voluntary hospitals have traditionally parked their ambulance at our facilities and just waited, so that certainly reduces the average for a trip time. We have struggled to beat that with our current vendor, the current model and the constraints of the System. That is certainly something we look at. We know the transportation teams at different private facilities and looked at it and try to line ourselves up with the market but that does seem like a metric we measure ourselves against and we will continue to push on.

Dr. Allen asked if there are incentives built into this.

Mr. Siegler responded that will be key and it will be part of this contract. We cannot formally negotiate and finalize the contract until we obtain complete Board approval. The vendor know that is where we are headed and it will be a fundamental part of what we will require for this contract.

Ms. Wang inquired regarding the contract value. Prior contract was \$22M for the four years. Ms. Prieskorn agreed.

Ms. Wang continued, we are approving \$94M for the 5 years for the new contract.

Ms. Prieskorn added, our spent under the prior vendor was about \$5.5M annually and with the additional scopes of work and the investments that we are looking to make, and having those resources available, dedicated. That accounts for the increase spend.

Ms. Wang added, we demonstrated how important that was in terms of the value that it helps us capture and retain and hopefully, it will continue. As mentioned, the dedicated services, three scopes of work, the first one did not previously exist. I did not hear what was said on the transfer center.

Ms. Prieskorn explained the transfer center is the medical communication center, effectively the call center which our physicians utilize in order to transfer a patient from one facility to the next. The transfer center follows a series of protocols to be able to connect the referring provider with the appropriate team at the destination facility and so they can make the physician connection. They work with that assignment teams at the destination and then they facilitate transportation with our vendor.

Ms. Wang added, we did not have that in the contract before. This is new also. How was that performed before?

Mr. Siegler added that we had a separate vendor with a separate scope of work. Ambulnz applied to do it and we thought the integration of all the scope was a better result for us. As integrated as it is in the electronic health record, there is still a value of doctor to doctor, nurse to nurse, which bed is this patient going to, how far away are they, what do they need, and making sure people are not waiting on hold and connecting them directly. It is still something we want to work on and we may bring it in house at some point. It is a function that a lot of Systems do themselves.

Ms. Wang added that she wondered if it was in house before, but it was stated H+H used a separate vendor.

Mr. Siegler continued that it is just a question of how we want to work and that Ambulnz is open to partnering with H+H closely and we will build something good with them.

Ms. Hernandez-Piñero asked if Ambulnz would be able to give us some scenarios of how well they are doing, through our QAPI. The medical management is very critical at their level. Just wondering if we have that role as well.

Mr. Siegler responded it is an excellent idea. However, we will not build into the contract. Certainly, reporting on clinical outcomes we track ourselves, but bringing it to the quality committee is a great idea and if they are open to that, we would be happy to bring that. Thanks for the suggestion.

Following the discussion and upon motion made and duly seconded, the Committee unanimously approved the resolution for consideration by the Board.

FINANCIAL UPDATE

Mr. Cassidy opened the presentation with the FY-23 Cash Projections. The System expects to close December with approximately \$450M (20 days cash-on-hand). The System also expects to close January with approximately \$600M (26 days cash-on-hand). In addition, we continue to work closely with the City on our remaining liabilities due to them as we continue to closely monitor our cash position in relation to any ongoing uncertainty around patient volume and COVID-19.

Mr. Cassidy presented the State/Federal Risks and New Opportunities. The System works towards the successful implementation of UPL conversion,

Special Populations, and Behavioral Health Centers of Excellence. Further, receive all retro, lump-sum fee-for-service UPL payments. We continue to advocate, alongside other safety-net coalitions, to avoid any cuts to Medicaid rates or the 340B pharmacy benefit. Push for new opportunities to increase reimbursement for safety-net systems, including eliminating DSH cuts and changing the federal DSH cap status to enable safety-net systems to earn a margin. We also request the continuation of workforce flexibility and telehealth parity to help H+H continue to rebound from COVID-19 and enable us to continue to best care for our patients.

Ms. Wang polled the committee for questions.

Ms. Lowe asked if there is information on the web regarding the financial plan for the common person to see.

Mr. Cassidy responded that we bring our financial plan on a cash basis to the Board each year, we will bring that at our next meeting.

Ms. DeHart added that beyond what is reported in the meeting, H+H budget is not put up on the web. The Mayor's report is presented differently. There is our financial plan which is incorporated into the City's financial plan. But at this point, we could say it maybe once a year and sometimes twice a year published on the City's site.

Dr. Allen inquired in regards to the bullets where we are looking to receive some payments and the bullets we are looking to avoid cuts, has this been monetized at all? How does it work out in our favor?

Mr. Cassidy responded that from the perspective of the first bullet, those are definitely the biggest dollar figures, but it is a lot of items that we have been waiting on for a long time. Most of it is to help meet our financial plan at the end of the day. It is not necessarily a ton of new money beyond what we have been hoping for. Certainly, getting all the approvals would be very beneficial from a cash perspective.

Ms. Wang asked if Special population would be new money.

Ms. DeHart responded that we believe this would be new money. However, we are still working through that proposal with the State and CMS. It ultimately depends specifically on what CMS approves and we have a lot of projecting to do there in terms of what we think will happen with that population over time. First and for most, that program is really an investment to improved care management and improved care outcomes for a very vulnerable high need population. Over the long term, given our track record, with Care management and risk arrangements, we expect to see some benefit. Ms. Wang added the first bullet is almost money that we already are owed.

Ms. DeHart added it is a mix. The UPL payment and retros is definitely money that we are owed and we have specific amounts that we are expecting.

Ms. Wang added the conversion is more just stabilizing our cash flow as opposed to generating new dollars.

Ms. Dehart agreed and added that special populations and behavioral health would be newer programs and based on how we have managed these types of special funding programs in the past, they replace things that may have cycled out. In that sense they may not necessarily be new funding, although they are new programs that we are not currently budgeted to receive.

Dr. Allen asked if we do not get the money that is owed to us, or the new money and we cannot avoid the cuts, how much trouble are we in financially?

Ms. DeHart responded that we continue to manage with the City and we have a contingency built into our financial plan that we expect to work out the majority of these items and their value is yet to be determined. With the potential risks under the State budget, we evaluate as we go. We built a little bit of cushion in our plan to anticipate some of these things that may ultimately impact us but we are still managing it. We have an ongoing analysis on our five-year plan of how we are going to deal with not just these items, but other cost pressures that we have. There is a balance of initiatives and if these things come to fruition, we would have plans in place to address them within the financial plan.

Ms. Wang added that it would not be good not to receive it.

Dr. Allen inquired in regards to the work with NYSA and the voluntary hospitals agreements with the 18% salary increases, providing the benefits, if we had to take that on, how does that fit into our budgetary projections in simple terms. Is it going to be a major impact for us to meet NYSA and what the voluntary are agreeing to?

Ms. DeHart responded that we built in some baseline assumptions and collective bargaining increases over time in our financial plan. It may not exactly line out to what is ultimately negotiated. However, we continue to look to the City as they have been for the past few years funding collective bargaining for us. That has been a huge assistance to our financial plans. We would continue to have those conversations. There are many things externally that have potential to escalate cost or affect revenues. We balance that in our discussions internally, what can we do to improve and find savings, what do we need to discuss with the City about how we work with them to deal with our overall financial plan.

Dr. Allen and Ms. Wang thanked the team.

Ms. Jones commenced a presentation providing the programmatic update on HERRC. On October 7, 2022 Mayor Eric Adams announced a State of Emergency based on the arrival of thousands of individuals and families seeking asylum in NYC. Mayor Adams issued an Emergency Executive Order 224 which ordered the opening of Humanitarian Emergency Relief and Recovery Centers (HERRC) and tasked H+H with oversight. The services provided by the HERRC sites were noted. As trends in arrivals of asylum seekers to NYC remain unpredictable, the length of the program and quantity of HERRC sites remains unknown.

Ms. Jones informed the Committee that approximately \$92.4M has been committed for HERRC through December. There are currently 4 sites open supporting these individuals. OMB has agreed to provide H+H with sufficient

revenue through the HERRC MOU with the Mayor's Office to cover HERRC expenses.

Ms. Wang asked how many individuals are residing at these 4 sites.

Ms. Jones responded that she does not have the exact number, but about seven thousand last week.

Ms. Hernandez-Piñero commented regarding the projected 1 billion dollars for migrants proposed by the Mayor, as we do not know what his number includes seems far from the \$94M.

Mr. Cassidy responded the billion dollars that the mayor has been referencing includes all the City agencies, includes the work that we are doing for the HERRCs as well as the other agencies such as the Office of emergency management, department of social services and department of homeless services. HPD is also doing work under that billion dollars as it would be a city-wide effort through the entirety of fiscal year 2023.

Ms. Hernandez-Piñero inquired regarding the additional services we offer, such as providing the social services and food and clothing, shelter, are we using other agencies to do that or are we doing that ourselves?

Ms. Jones responded that it is a mix. We have a lot of vendors supporting that work as well as working with others in the task force.

Ms. Wang asked regarding the \$94M does it include these services that we are managing. Ms. Jones agreed and added it is what we have incurred so far through December for the sites that are operational.

Ms. Wang asked regarding medical care, is it all onsite care?

Ms. Jones agreed and added that we have health vans that are at certain sites that provide intake of people arriving as well as vaccines and other basic medical care as needed.

Ms. Wang added that if they are taken to a hospital, is that also counted in that care once they arrive at the hospital or no?

Mr. Cassidy responded that this is not inclusive of care in our facilities, only at the sites associated with HERRC.

Mr. Pagán inquired on the financial side, how does this impact our cash flow; do we get the funds to cover those incurred expenses right away?

Mr. Cassidy agreed and added that we have been working with OMB in terms of the revenues that they have available, that they put in their financial plan to draw the funds as we paid them out. We have paid out less than we have committed, and we are continuing to work with them on an ongoing basis to ensure that it does not negatively impact our cash flow.

ADJOURNMENT

There being no further business before this committee, the meeting adjourned at 12:49 PM.

Strategic Planning Committee Meeting - January 09, 2023

As Reported by: Dr. José Pagán

Committee members present: Dr. José Pagán, Sally Hernandez-Piñero, Freda Wang, Dr. Patricia Marthone, Dr. Machelles Allen

Dr. José Pagán, called the January 9th, 2023 meeting of the Strategic Planning Committee (SPC) to order at 11:01 am and notify the Committee that Dr. Machelles Allen will be representing Dr. Katz in a voting capacity.

Upon motion made and duly seconded the minutes of the October 17, 2022 Strategic Planning Committee meeting was unanimously approved.

INFORMATION ITEMS

Matthew Siegler, Senior Vice President, Managed Care and Executive Director of OneCity Health/ACO turned the meeting over to Deborah Brown, Senior Vice President, External and Regulatory Affairs to present on the Government Affairs Overview updates that are affecting our System's performance.

Federal Update

Ms. Brown reported that the Omnibus package was passed and signed at the end of 2022, beginning of 2023, which had a number of provisions that were beneficial to us. It expanded telehealth flexibilities through the end of 2024, avoided a significant Medicare cut for another two years, and created two hundred new GME slots, one hundred of which are specific for Psych. There was an omission for the Valid Act. The Valid Act creates more regulation on laboratory developed tests, the absence of the Valid Act will help us in continuing to serve our patients.

Community Project Funding provided us with \$10.5 Million to fund projects within the district. Looking ahead we are having many representatives touring our facilities as we continue to build relationships.

State Update

Ms. Brown reported that Albany is back in session. Due to the redistricting there have been some shifts in representation, resulting in meet and greets with the new representatives, starting with the process of budget advocacy.

City

Ms. Brown reported that we have a great relationship with the Speakers office and look forward to continuing that work together as we enter this year's budget cycle.

Mr. Siegler and Dr. Eric Wei, Senior Vice President, Chief Quality Officer, reported on FY-23 Q1 (July 1 to September 30, 2022)
Performance

Positive Trends:

Quality and Outcomes

2. Follow-up appointment kept within 30 days after behavioral health discharge: **53.4%** from 41.5% (target: 50%)
4. % Left without being seen in ED: **4.2%** from 4.4% (target 4.0%)
3. Hgb A1c control <8: **67.4%** from 65.3% (revised target: 67.6%)

Culture of Safety

18. Total Wellness Encounters: **1,664 encounters** from 1,402 (target: 600)

Access to Care

15. Unique Primary Care Patients: **426,238** from 413,908 (target: 405,000)

Financial Sustainability

12. Post Acute Care Total AR days: **49 days** from 52 days (target: 55 days)
14. Enterprise Data Center Migration progress: **Project timeline remains 5/2021-5/2023**
 - **As of July-September 2022, 66% of 2-year project is complete**
 - **FY23 Q1 milestones are 100% complete** (target: 100%)

Steady Trends

Financial Sustainability

10. % of Uninsured patients enrolled in health insurance coverage or financial assistance: Remains at **88%** (target: 90%)
12. Total AR days per month: Remains at **49.7 days** (target: 45)

Negative Trends: (better than or close to target)

Financial Sustainability

9. Patient Care Revenue/Expenses - Slightly decreased from prior quarter, at **73.3%** from 74.8% (remains better than target of 65%)
11. % of MetroPlus medical spend at NYC Health + Hospitals: **42%** from 44% (is close to target of 45%)

Access to Care

16. # of e-consults: **105,478** from 107,027 (remains better than target of 95,100)

17. NYC Care: **106,520** from 113,180 (remains better than target of 100,000)

Negative Trends:

Quality and Outcomes

1. Post Acute Care (PAC): All Cause Hospitalization rate: **2.1 per 1,000 care days** from 1.82 per 1,000 care days (target: 1.6 per 1,000 care days)

Care Experience

6. Inpatient care - overall rating: **61.7%** from 63.2% (target: 66.3%)
7. Ambulatory care - recommend provider office: reduced slightly to **84.2%** from 85.4% (target: 87.0%)
8. MyChart Activations: **66%** from 71.3% (target: 75%)

Equity Measures:

Racial & Social Equity Measures

19. % of New Physician Hires being underrepresented minority (URM), as follows: Women: 45%; Ethnic Groups Hired other than White: **Asian (20.5%); Black or African American (5.2%); Hispanic or Latino (5.2%); American Indian (0.3%); Native Hawaiian or Other Pacific Islander (0.3%)**
20. **New Measure:** # of Equity Lenses Applied to Performance Improvement (PI) Projects with Data: FY22 Q4 (April-June 2022): **40** (achieved target of 40), FY23 Q1 (July-September 2022): **8** (Note: this contains partial data only and will be updated in the next reporting quarter)

COVID-19 Metrics:

COVID-19

27. % of Occupied Beds: **72%** from 76.5%
- #. % of COVID-19 Occupied Beds: **5%** from 3%
- #. # of COVID-19 Therapies - Oral Antivirals: **13,478** from 10,230
- #. # of COVID-19 Therapies - Infusion Treatments: **2,040** from 1,787
22. Total # of COVID-19 Test Administered: **213,118** from 337,717
23. Total # of COVID-19 Positive Tests: **25,240** from 31,619
25. COVID-19 Vaccine: # 1st Dose: **6,540** from 5,567
26. COVID-19 Vaccine: # 2nd Dose: **3,432** from 4,044
- ##. Booster Vaccines administered: **268,494** (October 2021 through November 2022)

NEXT STEPS

Mr. Siegler reported that the Community Health Needs Assessment Implementation Plan is our strategic plan and guiding document for

the System. The priority is to spotlight key programs and the steps we have taken to achieve these major goals in health equity, chronic disease, and facilitating access to services.

FOLLOW-UP ITEMS:

- The Committee expressed an interest in looking into what may have changed to be driving the increase in acute care hospitalization rate, such as uncontrolled hypertension or diabetes.
- The Committee expressed an interest in looking into how the clinical encounter is being changed or rethought of.

Dr. José Pagán thanked the presenters.

There being no old business, nor new business, the meeting was adjourned at 11:51 am.

Community Relations Committee MEETING - January 10, 2023
As Reported by Robert Nolan
Committee Members Present: Mr. Robert Nolan, Deborah Brown representing Dr. Mitchell Katz, Sally Hernandez-Piñero & José Pagán; Dr. Patricia Marthone join 5:30

Mr. Robert Nolan called the meeting of the Community Relations Committee meeting to order at 5:15 p.m.

Mr. Nolan apologize for the technical difficulties that is causing the meeting to be available on the NYC Health + Hospitals in an audio capacity only.

Mr. Nolan noted for the record, Deborah Brown is representing Dr. Mitchell Katz in a voting capacity; also noted for the record Dr. Patricia Marthone present virtually in a viewing capacity only.

Quorum was established - the minutes of the Community Relations Committee meeting held on November 15, 2022 was reviewed and upon motion made, and duly seconded the minutes was unanimously approved.

Mr. Nolan started his report by congratulation NYC Health + Hospitals/ South Brooklyn Health for welcoming the City's public health system's first baby of 2023 at the stroke of midnight. This is the Brooklyn couple's first boy. The City's public health system delivers approximately 15,000 babies annually. The City's public health system's 11 hospitals provide expert prenatal care, labor and delivery services, family planning, comprehensive gynecology, women's health and primary care outpatient medical support for women at every stage of life.

Scheduled to present annual verbal reports this evening are the following CABs:

1. NYC Health + Hospitals/ Carter

2. NYC Health + Hospitals/ East New York
3. NYC Health + Hospitals/ Kings
4. NYC Health + Hospitals/ Queens

Mr. Nolan turned the meeting over to Senior Vice President Deborah Brown, to present the President's report on behalf of Dr. Katz.

Ms. Brown noted that Dr. Katz's full report is submitted into the record and proceeded to highlight a few items:

- NYC Health + Hospitals announced a successful first year of its Peer Academy, a training program for people who have lived experience with mental health or substance use conditions to become peer counselors. In the first class this spring, students ranged in age from their 20s to their 60s, with an average age of 43. Twelve of the 18 graduates in the first class have been hired as peer counselors at NYC Health + Hospitals. Twenty additional students graduate from the program. NYC Health + Hospitals currently has 83 peers on staff across the system, the largest hospital-based peer workforce in the city.
- NYC Health + Hospitals/North Central Bronx received the Top Teaching Hospital designation from The Leapfrog Group, one of only 58 hospitals nationwide to earn the award this year. This follows the award last month of an A grade from the Leapfrog Group for North Central Bronx, the only hospital in the Bronx to receive the designation.
- NYC Health + Hospitals honored 32 nurse professionals from across the health system as part of its annual Nursing Excellence Awards. 24 nurses were recognized for Excellence in Clinical Nursing, and 4 nurses were recognized system wide for their efforts in leadership, volunteering, education, mentorship, and home or ambulatory care. Another 4 nurses received the DAISY Award for Nurses Advancing Health Equity, created by the DAISY Foundation to honor nurses who go above and beyond in caring for patients and families who are disadvantaged demographically, psycho-socially, or economically.
- NYC Health + Hospitals/South Brooklyn Health joins a premier group of health care organizations that have received the prestigious Pathway to Excellence designation from the American Nurses Credentialing Center (ANCC).

NYC Health + Hospitals' bestowed its highest honor upon supporters of nurses and the nursing profession at the third annual Josephine Bolus Nursing Champion Award to Barbara A. Lowe, a retired nurse executive and public health educator and a current Board Member of NYC Health + Hospitals.

PRESENTERS:

Mr. Nolan thanked Ms. Brown for the report - and moved agenda to the (4) facilities presenting their verbal annual reports. Each presentation is allotted 5 minutes, and we are grateful for the work that went into

preparing them. Thank you in advance to all of our speakers for their time and commitment to the System.

NYC Health + Hospitals/ Carter

Mr. Travon Butler, Carter CAB Representative, started his report with an update on the COVID response at his facility. COVID activity continues to increase but Carter COVID cases are low and nursing home staff and patients are required to be fully vaccinated. Visitors must also show a negative COVID test before entering the building. Carter also introduced new dialysis treatment program - LTACH & Nursing Facility Inpatient Dialysis - which allows carter to admit vent dependent dialysis patients and residents.

Carter produced some of the highest Press Ganey scores for both patient experience and staff engagement. Carter continues to earn a CMS 5-Star rating and was included on Newsweek Magazine's Besting Nursing Homes List as number 4 in a list of over 600 in NYC. NYS DOH approved Carters Nursing Aide Certification Program, which is open to the community, and in 2023 they plan an outpatient radiology and rehab service in the hospital and expanded medical services like telemetry, ventilator services, CT scan, ultrasound and bone density.

Mr. Nolan asked about frequent complaints listed in the written report regarding communication from the hospital. CEO Floyd Long of Carter explained that new technology was being used to improve communication with parent families. Delays in case was due to our call bell response, management has increase the rounding with the residents to better anticipate the resident's needs, note the survey was during the pandemic where families was not allow into the facility to help with resident needs and staffing was a challenge.

NYC Health + Hospitals/ East New York

Ms. Vere Gibbs, CAB Chair for East New York CAB, started her report with an update on the 19,000-dose vaccination effort underway at their facility. COVID has impacted the workforce due to illness effecting worker attendance. East New York received \$1.6 million in HVAC and electrical upgrades from the NYC Council and \$100,000 from NYS Senator Roxane Persaud for new furniture and \$110,000 for upgrades to the main entryway and exterior. The site hosted Borough President Antonio Reynoso to showcase its services. East New York CAB participated in a HIV Testing Day event, Breast Cancer Awareness event, World Aids Day event, and Holiday Toy Giveaway for Pediatrics.

Mr. Nolan asked about frequent complaints listed in the written report regarding staff challenges which are faced across the hospital system, especially in the GYN clinic, he requested a status update on recruitment for GYN. A representative from the facility indicated that they are working closely with PAGNY to help with recruitment.

NYC Health + Hospitals/ Carter

Ms. Hernandez-Piñero asked Carter what is their current utilization for the dialysis clinic; Mr. Long indicated that the hospital have 19 units with a

daily census of about 14 per day and the Nursing Home have 8 unites at a daily census of 7-8.

NYC Health + Hospitals/ Kings

Ms. Jewel James, Kings CAB Representative, started her report by providing an overview on the COVID response at their facility. Borough President Reynoso allocation of \$15.6 million of capital funding to improve Kings County's Mother-Baby and NICU maternal health units. Kings Hospital recertified as a Level 1 Trauma Center in April, and as an Advanced Primary Stroke Center.

The community issues is reflective of the Community Health Needs Assessment, remediation of these issues are being addressed through the process.

In 2022 the facility has successfully completed its regulatory surveys. HCAHPS and patient satisfaction scores continue to improve.

As for frequent complaints, her report outlined a need to improve patient satisfaction. The facility is planning to conduct care improvement contests, provider rounds in the Emergency Department, MyChart utilization trainings, and establishing a patient property working group.

NYC Health +Hospitals/ Queens

Ms. Robin Hogans, Queens CAB Chair, started her report by outlining the ongoing COVID response that proved over 115,000 doses to the community.

Queens is working on a master plan that includes replacement of their linear accelerator, renovating the interventional radiology suite, replacing OBGYN ultrasounds, IV pumps, and installing a DaVinci robot.

Queens received a Leapfrog Hospital Patient Safety Grade of A. There were significant improvements in HCAHPS scores.

Ms. Hogans' outlined how Queens Hospital resolves grievances against staff through internal investigations. Queens Hospital also received designation as an Advanced Primary Stroke Center.

Follow-up: the Committee request a more information on the master plan at the next report.

ADJOURNMENT:

Meeting adjourned at 5:58 P.M

SUBSIDIARY REPORTS

MetroPlus Health Plan, Inc.

Board of Directors Meeting Update - Tuesday, December 13th, 2022

As Reported By: Sally Hernandez-Piñero

Draft subject to adoption at the next MetroPlusHealth Board of Directors meeting on Thursday, March 30th, 2023.

Sally Hernandez-Piñero, Chair of the Board, called the meeting to order at 2:06 P.M.

PRESIDENT & CEO UPDATE

Dr. Schwartz, President & CEO, presented MetroPlusHealth's 2023 Strategy which included the Six Strategic Pillars.

ADOPTION OF THE MINUTES

The minutes from the Board of Directors meeting held on Tuesday, September 13th, 2022, were presented to the Board. On a motion by Ms. Hernandez Piñero and duly seconded, the Board adopted the minutes.

ACTION ITEM

Sally Hernandez-Piñero advised that we begin the meeting by covering the action items.

A **first resolution** was presented by Christopher Roker, Chair of the Finance Committee, for Board approval.

Adopting the Annual Operating Budget and Expense Authority of the MetroPlus Health Plan, Inc. (the "Plan"), for Calendar Year 2023.

Lauren Leverich, Chief Financial Officer, provided a detailed overview of the 2023 Budget.

Board Members asked questions regarding membership projects.

Lauren Leverich responded, and Dr. Schwartz further expanded on Lauren's response.

There being no questions or comments, on a motion by Christopher Roker and duly seconded, the resolution was unanimously adopted by the Board.

ACTION ITEM

A **second resolution** was presented by Christopher Roker, Finance Committee Chair for Board approval.

Authorizing the Executive Director of MetroPlus Health Plan, Inc. to negotiate and execute a contract with Finity, Inc. for education, engagement, and rewards services for a term of three (3) years with two 1-year options to renew, solely exercisable by MetroPlus, for an amount not to exceed \$2,600,000 million per year.

Eleanor Sorrentino, Deputy Executive Director of Quality Management, provided an overview of the Background, Overview of Procurement, RFP Criteria, Vendor and Proposal Highlights, Vendor Performance Metrics, MWBE Certification and Approval Request.

There being no questions or comments, on a motion by Christopher Roker and duly seconded, the resolution was unanimously adopted by the Board.

ACTION ITEM

A **third resolution** was presented by Vallencia Lloyd, Chair of the Customer Experience & Marketing Committee, for Board approval.

Authorizing the Executive Director of MetroPlus Health Plan, Inc. ("MetroPlus" or the "Plan") to negotiate and execute a contract with TheStayWell Company, LLC ("Staywell") to provide member and provider newsletters services for a term of 3 years with two options to renew for a 1-year term, each solely exercisable by MetroPlus, for an amount not to exceed \$315,000 per year.

Kathryn Knox Soman, Director of Creative Services & Brand Management, provided an overview of the Background, Overview of Procurement, RFP Criteria, Vendor and Proposal Highlights and CRC Approval Request.

There being no questions or comments, on a motion by Vallencia Lloyd and duly seconded, the resolution was unanimously adopted by the Board.

ACTION ITEM

A **fourth resolution** was presented by Dr. Eric Wei, Chair of the Quality Assurance & Performance Improvement Committee, for Board approval.

Authorizing the Executive Director of MetroPlus Health Plan, Inc. ("MetroPlusHealth" or the "Plan") to negotiate and execute a contract with Cityblock IPA NY LLC ("Cityblock") to provide care management services to 5,000 high-cost Medicaid (dual and non-dual) members for a term of 3 years with two options to renew for a 1-year term, each solely exercisable by MetroPlus, for an amount not to exceed \$2,000,000 per year.

Madeline Rivera, Senior Director of Integrated Case Management, provided an overview of the Background, Scope of Work Overview and Goals, Overview of Procurement, RFP Criteria, Proposal Highlights, Cityblock Functions, Diversity and Approval Request.

Board members asked questions and made comments.

Dr. Sanjiv Shah, Chief Medical Officer, responded to the questions and Dr. Schwartz further expanded on Dr. Shah's explanation.

There being no further questions or comments, on a motion by Dr. Wei and duly seconded, the resolution was unanimously adopted by the Board.

ACTION ITEM

A **fifth resolution** was presented by Dr. Eric Wei, Chair of the Quality Assurance & Performance Improvement Committee, for Board approval.

Authorizing the Executive Director of MetroPlus Health Plan, Inc. ("MetroPlus" or the "Plan") to negotiate and execute a contract with Inovalon, Inc ("Inovalon") to provide QARR/HEDIS software and support services for a term of three years with two options to renew for a 1-year term, solely exercisable by MetroPlus, for an amount not to exceed \$1,500,000 per year.

Eleanor Sorrentino, Deputy Executive Director of Quality Management, provided an overview of the Background, Overview of Procurement, RFP Criteria, Vendor & Proposal Highlights, Supplier Diversity and Approval Request.

Board members asked questions regarding the agreement.

Both Dr. Schwartz and Lauren Leverich provided a brief overview and explanation.

There being no further questions or comments, on a motion by Dr. Wei and duly seconded, the resolution was adopted by the Board; Vallencia Lloyd abstained from voting on this resolution.

ACTION ITEM

A **sixth resolution** was presented by Dr. Eric Wei, Chair of the Quality Assurance & Performance Improvement Committee, for Board approval.

Authorizing the Executive Director of MetroPlus Health Plan, Inc. ("MetroPlusHealth" or the "Plan") to negotiate and execute a contract with eviCore healthcare MSI, LLC ("eviCore") to provide radiology benefit management services for a term of 3 years with two options to renew for a 1-year term, each solely exercisable by MetroPlus, for an amount not to exceed \$2,733,600 per year in administrative fees.

Dr. Glendon Henry, Senior Medical Director, provided an overview of the Background, Overview of Procurement, RFP Criteria, Vendor and Proposal Highlights, Scope Overview (Delegated Services), Pricing and Service Level Agreements, Diversity and MWBE and Approval Request.

Board members asked questions regarding the agreement and services.

Both Dr. Schwartz and Dr. Shah provided an explanation.

There being no further questions or comments, on a motion by Dr. Wei and duly seconded, the resolution was unanimously adopted by the Board.

ACTION ITEM

A **seventh resolution** was presented by Dr. Eric Wei, Chair of the Quality Assurance & Performance Improvement Committee, for Board approval.

Authorizing the Executive Director of MetroPlus Health Plan, Inc. ("MetroPlus" or the "Plan") to negotiate and execute a contract with Cotiviti, Inc. ("Cotiviti") to provide Special Investigation Unit (SIU) and Fraud, Waste, and Abuse (FWA) services for a term of 3 years with

two options to renew for a 1-year term, each solely exercisable by MetroPlus, for an amount not to exceed \$1,880,258 per year.

Dr. Sanjiv Shah, Chief Medical Officer and Shawn Muller, Director of SIU provided an overview of the Background, Settlement Trajectory from 2019 to Present Day, Scope Overview, Overview of Procurement, RFP Criteria, Vendor Selection, Vendor and Proposal Highlights, Timeline, WMBE and Approval Request.

Board members asked questions regarding the partnership agreement.

Shawn Mullen provided his feedback and Dr. Schwartz further expanded on the partnership.

There being no further questions or comments, on a motion by Dr. Wei and duly seconded, the resolution was unanimously adopted by the Board.

ACTION ITEM

An **eighth resolution** was presented by Vallencia Llyod, Chair of the Customer Experience & Marketing Committee, for Board approval.

Authorizing the Executive Director of MetroPlus Health Plan, Inc. ("MetroPlus" or the "Plan"), to increase the spending authority for the contract with Gartner, Inc. ("Gartner") dated July 11, 2022, and to allocate additional funds for consulting services for the fulfillment of the contract for an amount not to exceed \$845,257 for the total 1-year term.

Ganesh Ramratan, Chief Information Officer, provided an overview of the Background, Spending Authority Request, CPS Solutions Requirements, CPS Replacement Project - Risk and Assessment, Gartner's Added Value, Gartner's Project Methodology, Gartner Project Milestones, Gartner Engagement Expansion, Core System Transition Activities and Approval Request.

Board members asked questions regarding the requirements and requests. Ganesh Ramratan provided an explanation.

There being no further questions or comments, on a motion by Vallencia Lloyd and duly seconded, the resolution was unanimously adopted by the Board.

ACTION ITEM

A **ninth resolution** was presented by Robert Micillo, Chief Information Security Officer, for Board approval.

MetroPlus Health Plan Inc. ("MetroPlus") seeks the Executive Committee's approval for continuation of the Plan's Cybersecurity Program.

Robert Micillo provided a brief overview of the Agenda, MetroPlusHealth Cybersecurity Program, What We're Protecting, Proposed Cybersecurity Regulations, Risk and Reportable Security Events, Privacy and Security Risk Assessments, Cyber Intelligence Tools and Services, Disaster Recovery and Business Continuity, Training and Awareness, System Health, Delegated Vendor Security Tracking and Delegated Vendors.

There being no questions or comments, on a motion by Robert Micillo and duly seconded, the resolution was unanimously adopted by the Board.

There being no further business, Sally Hernandez-Piñero adjourned the meeting at 4:02 P.M.

HHC ACO INC. BOARD OF DIRECTORS

As Reported by Dr. Katz
December 16, 2022

The Board of Directors of HHC ACO Inc. (the "Board"), NYC Health + Hospitals' subsidiary not-for-profit Accountable Care Organization (the "ACO"), convened on December 16, 2022 to go over and accept the audit of HHC ACO Inc.'s Financial Statements for the fiscal year ended June 30, 2022, give an update on the PY 2021 Finalized Distribution payment amounts, PY 2022 Expenditure Projections, and a report on the ACO's clinical plan.

The meeting of the Board was called to order by Mitchell Katz, M.D. at 1:03 PM.

On a motion duly made and seconded, the Board unanimously voted to approve the minutes of the September 15, 2022 meeting without correction or modification.

Among other matters, the Board discussed the following:

- The ACO's Proposed Board Meetings for 2023.

The Board approved the following resolutions:

- Acceptance by the Board of Directors of the ACO of the report of Grant Thornton LLP, the ACO's independent auditors, and the audited financial statements of the ACO for the fiscal year ended June 30, 2022.

There being no further business, Dr. Katz adjourned the meeting at approximately 1:47 PM.

OUR TOP ACCOMPLISHMENTS OF 2022

As we kick off 2023, we took a look back at all our accomplishments from the past year. Together, we emerged from the height of the COVID-19 pandemic stronger and more united in many ways. We solved new challenges, marked major milestones, invested in patient care and responded with excellence to the needs of the diverse communities we serve. I am incredibly proud of all the work we have done together, and look forward to an exciting, rewarding year ahead.

Here is a list of our biggest accomplishments of 2022:

- [NYC Care reached 100,000 members](#) showing once again that NYC Health + Hospitals is a beacon for all New Yorkers, regardless of immigration status or ability to pay. Learn how NYC Care helped [patient Wendell Wells](#) afford medical care and manage his diabetes.
- We launched [Housing for Health](#) to connect our homeless patients to housing, and we have already housed over 400 patients. You can hear about the impact the program is making from [patient Jesus Cerda](#) and his psychiatrist, Dr. Kelania Jimenez.
- Our post-acute facilities were recognized in the America's Best Nursing Homes 2023 list by Newsweek, and [Seaview ranked #1 in New York State!](#) The State has over 600 nursing homes, so it is a huge accomplishment that all of our post-acute facilities made the list.
- We opened our [third Gotham Health COVID-19 Center of Excellence](#) to provide specialized care to New Yorkers with long COVID, offering a pulmonologist, cardiologist, and a mental health specialist on site.
- New York State tapped our Virtual ExpressCare service to [offer COVID-19 Paxlovid therapeutics statewide](#). Virtual ExpressCare administered the most Paxlovid prescriptions of any provider in New York City.
- B-HEARD, the powerful new program where NYC Health + Hospitals social workers and FDNY EMTs respond to 911 mental health calls, [expanded to 10 additional police precincts](#), covering Washington Heights, Inwood, the South Bronx, East New York, and Brownsville.
- When the mpox outbreak hit New York City, we rose to the challenge - administering over [15,000 mpox vaccinations](#) at our hospitals and mobile sites stationed outside of clubs and sex parties to meet the community where they are and make vaccination easy and convenient.
- Speaking of mobile outreach, our [award-winning](#) SHOW (Street Health Outreach & Wellness) vans expanded this year to include [buprenorphine treatment for people with opioid use disorder](#) - a life-saving

intervention to broaden the vans' already sizeable impact. The vans had over 91,000 engagements with patients this year, including over 39,000 COVID tests and nearly 3,000 vaccinations.

- All 11 of our hospitals now offer plant-based lunches and dinners as the default choice, so our patients can see how delicious plant-based meals can be. We served nearly 341,400 plant-based meals in 2022.
- Our dedicated City, State, and Federal elected officials contributed \$103,669 million to our facilities, the largest amount of capital funding we have ever received in a budget cycle. This funding has enabled many improvements at our facilities, including [new cardiology equipment](#), [expanded integrated women's health services](#), and [updated ultrasound equipment](#) and tools to improve the digital care experience at NYC Health + Hospitals/South Brooklyn Health; a [state-of-the-art birthing center](#) at NYC Health + Hospitals/Woodhull; supporting a [new outpatient dialysis center](#) at NYC Health + Hospitals/Queens; a [new CT scanner, portable C-ARM, and ultrasound machines](#) at NYC Health + Hospitals/Metropolitan; and a [new Hyperbaric chamber](#) and expanded Hyperbaric Medicine services at NYC Health + Hospitals/Jacobi.
- We committed an unprecedented [\\$747 million with Minority- and Women-owned Businesses \(M/WBEs\)](#) - an increase of more than 3,000% since 2017.
- We provided care to [nearly 5,000 asylum seekers](#) who arrived at the Port Authority, and we helped to set up the Humanitarian Emergency Response and Relief Centers that offered temporary shelter, a critical support as our new neighbors navigated one of the most stressful situations imaginable.
- All 11 of our hospitals are now [officially Baby-Friendly](#). This achievement was years in the making - NYC Health + Hospitals/Harlem led the way in 2008 and NYC Health + Hospitals/Kings County rounded out the list in August.
- MetroPlus Health membership grew to over 700,000 members - more than the population of Washington, D.C.!
- 2022 was a big year for our nurses. [NYC Health + Hospitals/Kings County](#) and [NYC Health + Hospitals/South Brooklyn Health](#) received the prestigious Pathway to Excellence Award, and NYC Health + Hospitals/Elmhurst and South Brooklyn Health received [Beacon awards for nursing excellence](#).

RESPIRATORY ILLNESSES

Across the country and in New York City, the waves of respiratory syncytial virus and influenza peaked before the New Year. And the expected winter uptick of coronavirus did not materialize as it did during the holidays in 2021 when we still had many unvaccinated people and last winter when the highly transmissible omicron variant generated a new wave of illness.

We continue to support access to COVID-19 therapeutics through clinic, telehealth and mobile-based access points. And we remain focused on getting more New Yorkers to get their COVID invariant booster vaccine and their flu shot. We also continue our work to provide the very best care and treatment for people with COVID and those suffering with Long COVID.

Through our AfterCare program, more than 440,000 New Yorkers who tested positive for COVID have been contacted since March 2022 and offered information and tools related to Long COVID, as well as referrals to health and social services to support their recovery. Last month we began to offer these clients free transportation to medical appointments. We are also making sure that New Yorkers suffering from long COVID know help is nearby at any of our three Centers of Excellence in the Bronx, Queens and Brooklyn.

CARING FOR ASYLUM SEEKERS

Since June, more than 30,000 asylum seekers flooded into the Big Apple – an unprecedented humanitarian crisis that demanded an unprecedented response. NYC Health + Hospitals rose to that challenge in every way possible, and assisting asylum seekers remains a major daily effort. The City opened four Humanitarian Emergency Response and Relief Centers (HERRCs) to provide all asylum seekers a comfortable place to stay while they establish themselves in their new country. This week, Mayor Adams announced the opening of a fifth HERRC at Brooklyn Cruise Terminal for single adult men. We expect to open other sites for families with children. Each facility is tailored to the specific needs of the population it serves: single adults, adult families, or families with children. The centers offer a one stop concentration of services, including a comfortable place to stay, fresh meals, round-the-clock medical care, access to vaccinations, mental health support, language interpretation, school enrollment, insurance enrollment, and resettlement services. With thousands of asylum seekers currently in our care, NYC Health + Hospitals is ensuring that our newest neighbors have the services and supports they need to complete their journeys.

NEW YEAR'S BABIES

As we said goodbye to 2022, we were also busy saying hello to some healthy and happy New Year's babies. Our Labor and Delivery teams throughout the system love to lay claims to the very first arrival, but this year, for the 4th year in a row, that honor goes to NYC Health + Hospitals/South Brooklyn Health who welcomed Kingsley Mei at the stroke of midnight. Kingsley Mei weighed in at 6 lbs. 7.6 oz. and measured 19 inches, born to parents Dexin and Holly. The Brooklyn couple have two daughters, this is their first boy. Kingsley's mom was rushed to the hospital after going into labor on the subway. EMS took mom to the closest hospital. What a way to start the New Year!

NYC HEALTH + HOSPITALS NURSING HOMES RANK AMONG TOP 10 IN NEW YORK STATE

It does not get better than #1. NYC Health + Hospitals/Sea View has been named the best skilled nursing facility in all of New York State – and there are about 600 across the State. But that is not all. The annual

Newsweek list ranked NYC Health + Hospitals/Carter #4, NYC Health + Hospitals/Coler #5 and NYC Health + Hospitals/Gouverneur #8. And making the list for the first time: NYC Health + Hospitals/ McKinney came in at #36. This was a great holiday gift and recognition for our hardworking post-acute care staff. Newsweek's, State and national recognition is really about the dedication and focus our employees bring to the job every day, providing care for our most vulnerable populations. This year's ranking identifies the top 475 facilities in the country and breaks down the awards by State. The rankings are based on four criteria including a performance data score, a reputation score and a COVID-19 score. Congratulations to all of our Post-Acute Care teams for this remarkable accomplishment.

NYC HEALTH + HOSPITALS NOW SERVING CULTURALLY-DIVERSE PLANT-BASED MEALS AS PRIMARY DINNER OPTION AT ALL 11 PUBLIC HOSPITALS

NYC Health + Hospitals is now offering plant-based dishes as the primary dinner option for inpatients at all of our 11 public hospitals. NYC Health + Hospitals/Bellevue, Harlem, and South Brooklyn Health most recently joined our other hospitals now serving new, tasty "chef's choice" meals to hospitalized patients. The meals are inspired by the flavors of Latin America, Asia, and other places that represent the System's diverse patient population. We serve 3 million meals a year. We expect to serve about 850,000 plant-based meals in 2023 and have plans to expand the plant-based menu options. Access to culturally diverse, nutritious food in our hospitals helps introduce healthy diets and habits that patients can maintain once discharged. With the assistance of our Food Service team and registered dietitians, we are educating patients about the benefits of plant-powered diets and strategies to implement them in their daily lives empowering New Yorkers to make healthier food choices.

NYC CARE PROMOTES MEMBERSHIP

The NYC Health + Hospitals NYC Care team has continued to implement a robust communications and outreach strategy to increase NYC Care membership from 112,057 members as of mid-January. Last Thursday, NYC Care presented to 47 community-based organizations as part of the sixth event in the "Healthy City" health care webinar. This has supplemented other virtual presentations to community members, in partnership with the Mayor's Public Engagement Unit, the City Department of Health, and New York State of Health. Last week, The Joint Commission published a [blog post](#) and [podcast interview](#), where NYC Executive Director Dr. Jiménez explained the program's commitment to reducing healthcare inequities in New York City. Finally, as Lunar New Year celebrations kicked off over the weekend, our CBO partner Korean Community Services supported tabling events in Queens to connect AAPI New Yorkers to the program, and the Mayor's Office of Immigrant Affairs joined the Flushing parade on Sunday and shared NYC Care materials. Looking forward to the spring, the team will continue to support numerous in-person and virtual tabling events, develop updated multilingual materials, and kick off a citywide marketing campaign to engage NYC Care members and enroll new members.

OMAR FATTAL TO LEAD HEALTH SYSTEM'S BEHAVIORAL HEALTH SERVICES

I am pleased to announce that Omar Fattal, MD, MPH is our new System Chief for Behavioral Health and Co-Deputy Chief Medical Officer. Dr. Fattal will lead the System's efforts to expand psychiatric and substance use services, run innovative training programs for behavioral health staff, and implement strategies to recruit and retain staff. Dr. Fattal is also a psychiatrist at the NYC Health + Hospitals/Bellevue Pride Clinic and a Clinical Associate Professor in the Department of Psychiatry at the New York University Grossman School of Medicine. Dr. Fattal is a member of the editorial board of the LGBT Health Journal, and an ad hoc reviewer for the Journal of Immigrant and Minority Health. His peer-reviewed publications include most recently "Rapid Telepsychiatry Implementation During Covid-19," "Combat Stress Management and Resilience," and "A Brief Overview of Advances in LGBT Mental Health Advocacy in Lebanon." NYC Health + Hospitals is the largest provider of behavioral health in New York City. The System provides almost 60% of behavioral health services citywide serving over 75,000 patients.

EXTERNAL AND COMMUNITY AFFAIRS UPDATE

City - There are a number of City Council hearings and activities coming up in February:

- 2/6 - Oversight Hearing "Mental Health Involuntary Removals and Mayor Adams' Recently Announced Plan"
- 2/8 - City Council Speaker Adrienne Adams is touring NYC Health + Hospitals/Metropolitan
- 2/23 - City Council Bill Hearing "Establishing an Office of Healthcare Accountability"

Our facility teams are working on submissions for their new capital needs to local elected officials. As always, we are grateful for their support.

State - The 2023 NYS Legislative session is under way. Earlier this month, Governor Kathy Hochul delivered her 2023 State of the State Address outlining her plan for Achieving the New York Dream. The Governor outlined key components to make a more affordable, more livable and safer New York, including strengthening mental health care and building a health care System for the future. We expect these proposals to be outlined in Executive budget and look forward to working with the Governor and the Legislature to ensure that we can continue to provide high quality care and expand access to care for the communities' we serve. We were fortunate to meet with Acting Commissioner of Health Dr. Jim McDonald recently, and we look forward to an upcoming meeting next week with new Assembly Health Chair AM Amy Paulin.

Federal - The Consolidated Appropriations Act of 2023, enacted during the last week of December, included a number of items of importance to NYC Health + Hospitals. It waived the 4% Medicare PAYGO cut slated to go into effect this year, extended a number of CMS telehealth flexibilities through December 31, 2024, and awarded \$10.5 million to our health System via Congressionally Directed Spending allocations. These awards will support project in six of our hospitals: Harlem, Woodhull, Elmhurst, Jacobi, Lincoln and Kings County. It will also allow for a number of important programming and infrastructure improvements. We are grateful to our

Representatives and Senators for their unfailing support in this process, led by Senate Majority Leader Charles Schumer.

We were pleased to welcome our new Members of Congress Dan Goldman and Jerry Nadler who now represent NYC Health + Hospitals/Gouverneur and Bellevue Hospital. We look forward to working with them in their new districts.

The COVID-19 Public Health Emergency was extended through April 11, 2023. HHS will give at least 60 days' notice prior to their intent to end the PHE.

NEWS AROUND THE HEALTH SYSTEM

- [NYC Health + Hospitals/Bellevue Coronary Care Unit Recognized With American Association of Critical-Care Nurses Gold-Level Beacon Award for Excellence](#)
- [NYC Health + Hospitals Leadership Named to City & State's "2023 Health Care Power 100" List](#)
- [Omar Fattal, MD, MPH to Lead Behavioral Health at NYC Health + Hospitals](#)
- [NYC Health + Hospitals/Bellevue Awarded \\$1 Million in Recognition of Outstanding Care for Trauma Patient](#)
- [NYC Health + Hospitals Now Serving Culturally-Diverse Plant-Based Meals As Primary Dinner Option for Inpatients at All of Its 11 Public Hospitals](#)
- [Newsweek Ranks NYC Health + Hospitals/Sea View Nursing Home #1 in the State; Three Other NYC Health + Hospitals Skilled Nursing Facilities Ranked Among Top Ten](#)
- [At the Stroke of Midnight, City's Public Health System's First Baby of 2023 Born at NYC Health + Hospitals/South Brooklyn Health](#)
- [NYC Health + Hospitals/Jacobi Earns Prestigious Surgical Quality Designation from the American College of Surgeons](#)
- [Three NYC Health + Hospitals Employees Named to Crain's Inaugural List of "Notable Asian Leaders"](#)
- [NYC Health + Hospitals Now Offering Updated COVID-19 Bivalent Shot for Children Under Age 5 and As Young as 6 Months](#)
- [NYC Health + Hospitals Celebrates Its Peer Academy's First Year](#)

RESOLUTION - 04

Authorizing the **creation of two not-for-profit public benefit corporation subsidiaries to facilitate New York City Health and Hospitals Corporation (“NYC Health + Hospitals”)** taking advantage of opportunities consistent with its mission to expand the members currently served by its subsidiary, MetroPlus Health Plan, Inc. (“**MetroPlus**”), through the establishment of a subsidiary public benefit corporation to hold a license under Article 43 of the New York Insurance Law (an “**Article 43 License**”) and a second not-for-profit subsidiary public benefit corporation to function as a Managed Services Organization (an “**MSO**”) substantially as set forth in the proposed certificates of incorporation and bylaws attached; and further

Approving the roster of members of the board of directors of the two subsidiaries that appears in Appendix A attached to this resolution.

WHEREAS, Pursuant to McKinney's Unconsolidated Laws, Section 7385.20 and Article XIII of the NYC Health + Hospitals' Bylaws, NYC Health + Hospitals has the power to organize wholly-owned subsidiary public benefit corporations to exercise and perform any part of its functions or activities; and

WHEREAS, MetroPlus, an existing subsidiary of NYC Health + Hospitals, is certified under Article 44 of the New York Public Health Law (an “Article 44 License”) as a prepaid health services plan which provides its members with coverage subject to premiums that are community-rated and not experience-rated; and

WHEREAS, for a not-for-profit to issue health insurance products to groups with premiums that are experience-rated rather than community-rated, a license pursuant to Article 43 of the New York Insurance Law is required; and

WHEREAS, MetroPlus, as a health insurance plan operating under an Article 44 License, may not also hold an Article 43 License within a single corporate structure; and

WHEREAS, management of NYC Health + Hospitals and that of MetroPlus see business opportunities in providing experience rated group health insurance plans; and

WHEREAS, if NYC Health + Hospitals were to enter the market for experience rated group plans under an Article 43 License, it would be important to create a separate subsidiary to serve as a Management Services Organization (an “**MSO**”) to facilitate the proper allocation of costs and services between the subsidiaries offering health insurance products and also to allow the MSO to provide the third-party administrator services under the “MetroPlusHealth OneX” to self-insured group health plans which it is authorized to provide and that was supported by the NYC Health + Hospitals' Board in March 2022 (“**OneX**”); and

WHEREAS, the Board of Directors of MetroPlus adopted the attached resolution on January 31, 2023 urging the NYC Health + Hospital's Board of Directors to authorize the creation of new subsidiary public benefit corporations, one authorized to hold an Article

43 License and to provide the health insurance products that may be offered by a corporation with such a license and the second to function as an MSO; and

WHEREAS, the Board of Directors of NYC Health + Hospitals is encouraged to authorize the creation of a subsidiary corporation to be named, subject to the approval of the New York Department of Financial Services, MetroPlus Health Gold, Inc. to hold an Article 43 License and a second subsidiary to be named “MetroPlusHealth OneX, Inc.” to act as an MSO in accordance with the certificates of incorporation and bylaws attached hereto; and

WHEREAS, as a condition of their appointment, the NYC Health + Hospitals’ Board of Directors will first vote to approve members of the boards of directors of the two proposed new corporations; and

WHEREAS, the Board of Directors of MetroPlusHealth OneX, Inc. will include the President of H+H or his designee and the Executive Director of the MSO, *ex officio*, and five members nominated by the President of H+H and approved by the Board; and

WHEREAS, the Board of Directors of MetroPlusHealth Gold, Inc. will consist of the Member’s President or his designee and the Executive Director of MetroPlusHealth Gold, Inc., *ex officio*, at least six members nominated by the Member’s President, and up to six members nominated by the MetroPlus Health Executive Director who are members of a plan offered by the MetroPlus Health, with all directors to be approved by the Member’s Board.

NOW THEREFORE BE IT RESOLVED, that the Board of Directors of New York City Health and Hospitals Corporation (“**NYC Health + Hospitals**”) hereby authorizes the creation of two not-for-profit public benefit subsidiaries to facilitate NYC Health + Hospitals taking advantage of opportunities consistent with its mission to expand the members currently served by its subsidiary, MetroPlus Health Plan, Inc. (“**MetroPlus**”), through the establishment of a subsidiary public benefit corporation to hold a license under Article 43 of the New York Insurance Law (an “**Article 43 License**”) and a second not-for-profit subsidiary public benefit corporation to function as a Managed Services Organization (an “**MSO**”) substantially as set forth in the proposed certificates of incorporation and bylaws attached; and it is

FURTHER RESOLVED, that the individuals listed in the attached Appendix A be and the same hereby are approved as directors of the two subsidiaries.

APPENDIX A

Board of Directors for MetroPlus Health OneX, Inc.

Sally Hernandez-Pinero, Chair, term through February 28, 2024

Christopher Roker, term through February 28, 2024

Sherif Sakr, term through September 24, 2025

Vallencia Lloyd, term through January 28, 2026

Eric Wei, M.D., term through February 22, 2028

Ex Officio:

Matthew Siegler, designee of the President of Health and Hospitals, *ex officio*

Talya Schwartz, M.D., Executive Director

Initial Board of Directors for MetroPlus Health Gold, Inc.

Sally Hernandez-Pinero, Chair, term through February 28, 2024

Ex Officio:

Matthew Siegler, designee of the President of Health and Hospitals, *ex officio*

Talya Schwartz, M.D., Executive Director

**EXECUTIVE SUMMARY
AUTHORIZATION TO FORM
METROPLUS HEALTH GOLD, INC.
AND
METROPLUSHEALTH ONEX, INC.
AS SUBSIDIARY PUBLIC BENEFIT CORPORATIONS**

BACKGROUND: Pursuant to its statutory power to create subsidiary public benefit corporations, NYC Health + Hospitals created MetroPlus in April 2000. MetroPlus operates a prepaid health services plan under Article 44 of the New York Public Health Law which permits the sale of health insurance with premiums set based on the health profile of the community at large. There is a need for health insurance issued under Article 43 of the New York Insurance Law tailored for groups consisting of not-for-profit, governmental, union and smaller business companies with premiums that will be set based on the health profile of the group to be insured, i.e., the premiums will be experience rated. It is not permitted for a single corporation with an Article 44 License to issue both community rated plans and experience rated plans. Accordingly, authorization is sought to create a subsidiary public benefit corporation to operate under Article 43 of the New York Insurance Law.

Considerable work in the operation of a health maintenance organization involves the administration and management of claims. These functions can be performed within a health insurance organization or can be contracted to an outside MSO. In March 2022, MetroPlus advised the NYC Health + Hospitals Board that it was structuring an internal division to perform as an MSO. With the formation of the proposed Article 43 subsidiary, there will be more need for an MSO. With the increased work across two separately licensed business lines, the need will increase to allocate MSO costs between such entities as well as any third parties who contract for the MSO services. Accordingly, authorization is sought to create a subsidiary public benefit corporation to take on and expand the work of the internal MetroPlus MSO.

PROPOSAL: The NYC Health + Hospitals Board of Directors is asked to authorize the creation of two NY public benefit corporations: MetroPlus Health Gold, Inc. to operate under Article 43 of the New York Insurance Law to provide health insurance to groups with premiums to be experience rated; and MetroPlusHealth OneX, Inc. to function as an MSO.

GOVERNANCE: All members of the two boards of directors will be subject to the vote of the NYC Health + Hospitals Board of Directors.

MetroPlusHealth Growth and Expansion

NYC Health + Hospitals Board of Directors Meeting

Thursday, February 23, 2023

Dr. Mitchell Katz, NYC H+H CEO

Dr. Talya Schwartz, MetroPlusHealth CEO

Requested Actions by H+H Board

- Authorize Health+Hospitals to establish two new subsidiaries, one to hold an Article 43 license and one to be a Managed Services Organization (MSO), and to approve members of the initial boards of directors.
- Article 43 is a not-for-profit license for certain commercial health insurance products MetroPlusHealth currently holds a not-for-profit HMO license (Article 44 license). State law prohibits one corporation from holding both an Article 43 and an Article 44 license.
- To manage the distribution of resources between the subsidiaries, including the cost allocation of employees, facilities, and other costs, H+H needs a third subsidiary to be the MSO. The MSO would also be able to provide third-party administrator (TPA) services for self-funded ERISA plans.
- The MetroPlusHealth Board adopted a resolution on January 31, 2023 recommending that the Health+Hospitals Board of Directors authorize the two new subsidiaries.

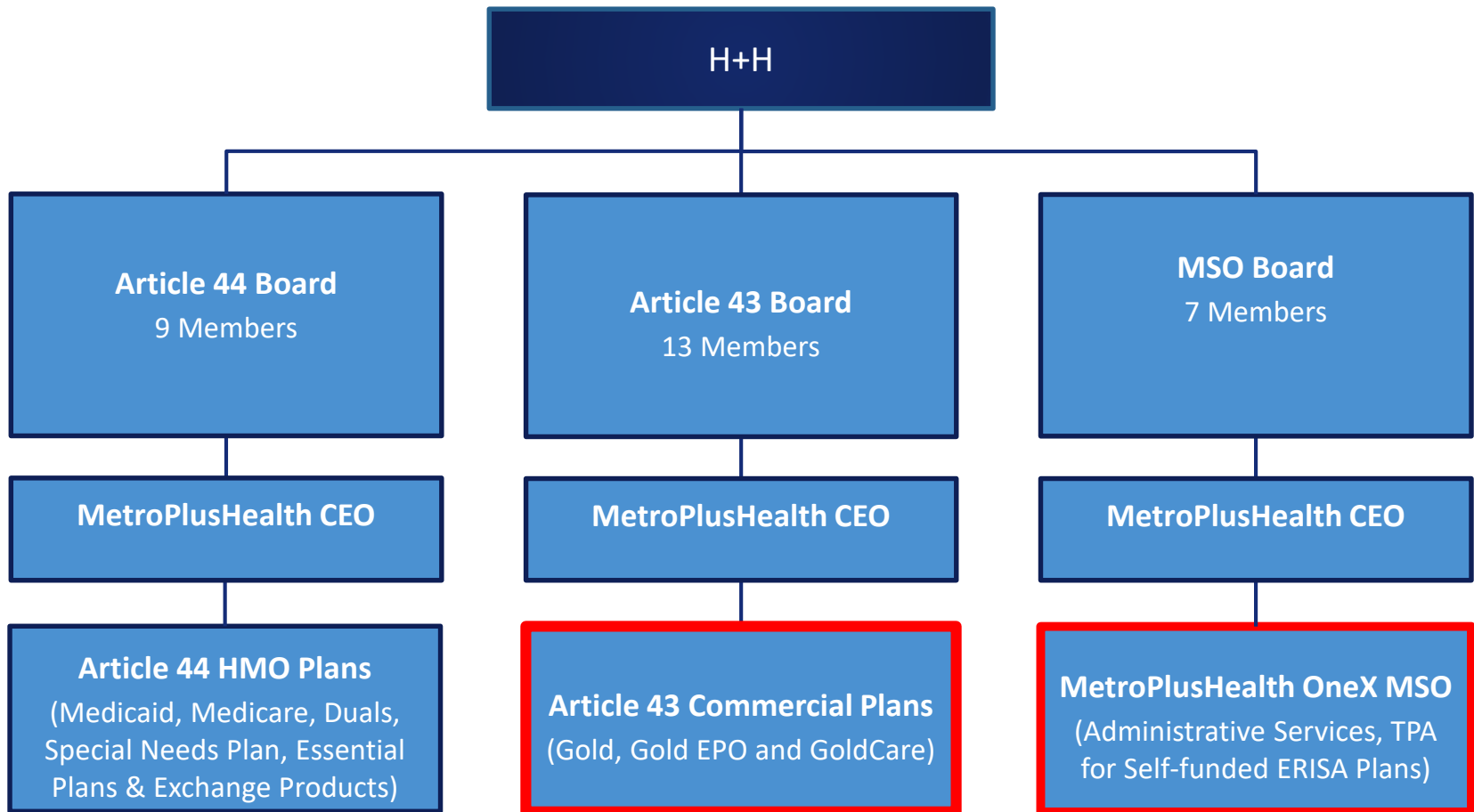
Opportunities for Article 43

- An Article 43 License would allow MetroPlusHealth to issue experience rated products which are attractive and affordable to many types of employers and associations. Here are three examples:
 - Not-for-profit organizations, many of which have contracts with NYC to provide social services. These groups employ about 17K employees.
 - Gig workers via associations.
 - City work force through a proposal MetroPlusHealth has submitted with a national insurance company in response to the New York City solicitation for health insurance. Because of City requirements, MetroPlusHealth must offer an experience rated product under an Article 43 License.

The “Why”

- **MISSION:** The new license will further the H+H mission of providing quality access to comprehensive care and treatment, both physical and mental, to all New Yorkers, including for cash-strapped not-for-profit social service entities seeking to provide affordable health insurance for their workers.
- **FINANCES:** The expanded opportunities may provide financial resources that may be used to sustain the MetroPlusHealth and H+H services during difficult economic periods.
- **INDUSTRY NORM:** The structure of separate subsidiaries for government and commercial products together with an MSO is the industry norm and reflects the logical next step in the maturation of MetroPlusHealth.
- **BUILDING ON SUCCESS:** GoldCare large group product launched in 2016 for daycare workers. The product offers comprehensive benefit with minimal cost-sharing.
- **CAPABILITY:** MetroPlusHealth is well positioned to take advantage of new opportunities because of current financial strength, reputation for quality and proven successful track record.

Proposed Corporate Structure



BOARD MEMBERSHIP

- The Board is asked to approve initial members of the boards of the two proposed subsidiaries as set forth in the by-laws attached to the proposed resolution.
- The existing MetroPlusHealth Board has nine members. Five of the members are members of the H+H Board of Directors or an officer or employee of H+H. Two members are individuals covered by a MetroPlusHealth plan.
- The MSO would have the same members as the current MetroPlusHealth Board but without the plan members.
- The Article 43 Corporation, as required by law, would have a 13-member board and only three members may be either a board member of H+H or an officer or employee of H+H. In addition, six members must be individuals covered by an plan provided by the Article 43 Corporation. The three H+H employees and officers can be counted toward this requirement.

MetroPlusHealth Capabilities



MetroPlusHealth Success

- Due to continued successes, MetroPlusHealth is prepared to expand its operations.
- 717,000 current members, the highest enrollment ever.
 - Increase of more than 200,000 members in the past three years.
 - Despite rapid growth, the Plan continues to perform as well or better than before.
- MetroPlusHealth received its highest quality score ever in Medicare: a 4-star rating from CMS.
- Despite pandemic challenges, with H+H Board approval, it has successfully insourced Behavioral Health (“BH”), in 10/2021.
- Highest Google review rating ever at 4.1 stars out of 5.
- 30 industry recognition awards in 2022.

Proposed New Corporate Structure to Support Growth and Expansion

ARTICLES OF INCORPORATION and BY-LAWS

- The Health+Hospitals Board of Directors is asked to approve the Articles of Incorporation and the By-Laws for the two new subsidiaries, including the following corporate names:
 - Article 43 Corp. - MetroPlus Health Gold, Inc.
 - MSO - MetroPlusHealth OneX, Inc.

- The Articles and By-Laws for the new subsidiaries will follow the same structure as for the existing MetroPlus subsidiary.
 - The new subsidiaries will be wholly-owned subsidiaries.
 - All of the Board members are appointed only with the approval of the H+H Board of Directors and serve at the pleasure of the H+H Board of Directors.
 - The Articles and By-Laws will have the same requirements for Health+Hospitals Board of Director approvals that are currently in the Articles of Incorporation for MetroPlus Health (e.g., changes in corporate structure, disposition of property, and approval of contracts over \$3 million).

NYS Approval | Required Reserve Funding

- As part of the licensure process, MetroPlusHealth Article 43 Corporation will have to demonstrate that it has sufficient reserves to obtain New York Department of Financial Services approval.
- The existing MetroPlusHealth would provide the necessary funding to MetroPlusHealth Article 43 Corporation. It is anticipated that the amount of required funding will be approximately \$90 million, \$60 million for the projected new members and \$30 million currently in reserve for the existing Gold members who would be moved to the new Article 43 Corporation.
- MetroPlusHealth has sufficient funds available to provide the funds for the necessary reserve and there will be no financial impact on H+H by these funds being provided by MetroPlusHealth.

Proposed Resolution

NOW THEREFORE BE IT RESOLVED, that the Board of Directors of New York City Health and Hospitals Corporation (“**NYC Health + Hospitals**”) hereby authorizes the creation of two not-for-profit public benefit subsidiaries to facilitate NYC Health + Hospitals taking advantage of opportunities consistent with its mission to expand the members currently served by its subsidiary, MetroPlus Health Plan, Inc. (“**MetroPlus**”), through the establishment of a subsidiary public benefit corporation to hold a license under Article 43 of the New York Insurance Law (an “**Article 43 License**”) and a second not-for-profit subsidiary public benefit corporation to function as a Managed Services Organization (an “**MSO**”) substantially as set forth in the proposed certificates of incorporation and bylaws attached.

FURTHER RESOLVED, that the individuals listed in the attached Appendix A be and the same hereby are approved as directors of the two subsidiaries.

**CERTIFICATE OF INCORPORATION
OF**

METROPLUS HEALTH GOLD, INC.

**AS A PUBLIC BENEFIT CORPORATION UNDER SECTION 7385(20) OF THE
UNCONSOLIDATED LAWS OF THE STATE OF NEW YORK**

DRAFT

CERTIFICATE OF INCORPORATION

OF

METROPLUS HEALTH GOLD, INC.

**AS A PUBLIC BENEFIT CORPORATION UNDER SECTION 7385(20) OF THE
UNCONSOLIDATED LAWS OF THE STATE OF NEW YORK**

The undersigned, a natural person over the age of eighteen years, for the purpose of forming a corporation pursuant to Section 7385(20) of the Unconsolidated Laws of the State of New York, hereby certifies as follows:

FIRST: The name of the Corporation is MetroPlus Health Gold, Inc. (hereinafter referred to as the “**Corporation**”).

SECOND: The sole member of the Corporation shall be the New York City Health and Hospitals Corporation (the “**Member**”).

THIRD: The duration of the Corporation shall be perpetual.

FOURTH: The principal office of the Corporation shall be located in the County and State of New York.

FIFTH: The Corporation is formed to engage in any lawful act or activity for which a public benefit corporation may be organized under Section 7385(20) of the Unconsolidated Laws of the State of New York, including, without limitation: (a) to perform studies, feasibility surveys and planning with respect to the development and formation of health insurance products; in conjunction therewith, to accumulate compile and analyze statistics and such other data as will promote the health, safety and welfare of the general public; and (b) upon obtaining a license pursuant to Article 43 of the Insurance Law to operate as a health services corporation from the Superintendent of the New York State Department of Financial Services (“the Superintendent”), to issue and manage health insurance products, to an enrolled population, and to have and exercise all powers necessary and convenient to effect any or all of the foregoing purposes for which the entity is formed, together with all the powers now or hereafter granted to it by the State of New York. Notwithstanding any other provision of this certificate of incorporation to the contrary, nothing contained herein shall authorize the Corporation to establish, operate, construct, lease or maintain a hospital or to provide hospital services or health-related services or to operate a drug maintenance program, a certified home health agency, or a hospice as defined and covered by Articles 28, 33, 36 and 40, respectively, of the Public Health Law, or to solicit, collect or otherwise raise or obtain funds, contributions, or grants from any source for the establishment or operation of any hospital.

SIXTH: The Corporation shall adhere to the provisions of Article 74 of New York Insurance Law regarding any rehabilitation, liquidation, conservation, or dissolution of the Corporation.

SEVENTH: The Board of Directors of the Corporation, the composition of which shall adhere to the requirements of New York Insurance Law §4301(k)(1), shall have the authority and responsibility for the general management, control and supervision of the Corporation's affairs, business, activities and assets, provided, however, the Member shall have the sole power with respect to:

- A. electing and removing the members of the Board of Directors;
- B. amending this Certificate of Incorporation;
- C. adopting, amending and repealing the Bylaws of the Corporation;
- D. selling, transferring or otherwise disposing of all or substantially all of the assets of the Corporation;
- E. dissolving the Corporation, or the filing of a petition for bankruptcy (or similar state process for receivership, liquidation or rehabilitation);
- F. acquiring, merging with or otherwise combining with another corporation, partnership, joint venture or other entity;
- G. entering into a contract, other than with the Member or a wholly-owned subsidiary of the Member or a health care service provider, with an annual value in excess of Three Million Dollars (\$3,000,000);
- H. entering into a management or administrative services agreement with a third party, other than in the ordinary course of business;
- I. mortgaging, pledging, granting a security interest in, or otherwise encumbering any of the property or assets of the Corporation, with the exception of a purchase money security interest granted in the ordinary course of business;
- J. terminating, modifying or developing additional employee benefit plans and pension plans; and
- K. selecting outside legal counsel.

EIGHTH: Pursuant to New York Insurance Law §1212(a), the Superintendent and the Secretary of State of New York are hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation which is served is:

50 Water Street
7th Floor
New York, New York 10004

NINTH: MISCELLANEOUS

- A. The Corporation shall not be conducted or operated for profit and no part of the net earnings of the Corporation shall inure to the benefit of any individual, nor shall any of the profits or assets of the Corporation be used other than for the purposes of the Corporation. Reasonable compensation, however, may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.
- B. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized exclusively for charitable, scientific, religious, or educational purposes, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code, Section 2055(a)(2) of the Code, or Section 2522(a)(2) of the Code.
- C. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

TENTH: In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by the operation of law, the property or other assets of the Corporation remaining after the payment, satisfaction, and discharge of liabilities or obligations, shall be distributed entirely for one more exempt purposes within the meaning of Section 501(c)(3) of the Code, subject to the order of the Supreme Court as and when provided by law or shall be distributed to the federal government, or to a state or local government, for a public purpose. No individual shall have any right, title, or interest in or to any of the remaining assets of the Corporation.

ELEVENTH: The names and addresses of the persons to be the Corporation's initial Board of Directors are as follows:

Sally Hernandez-Piñero

Matthew Siegler.

Talya Schwartz

IN WITNESS WHEREOF, I have made, signed and acknowledged this Certificate of Incorporation this day of _____, 2023.

DRAFT

BYLAWS

OF

METROPLUS HEALTH GOLD, INC.

DRAFT

**CERTIFICATE OF INCORPORATION
OF**

METROPLUS HEALTH ONEX, INC.

**AS A PUBLIC BENEFIT CORPORATION UNDER SECTION 7385(20) OF THE
UNCONSOLIDATED LAWS OF THE STATE OF NEW YORK**

DRAFT

CERTIFICATE OF INCORPORATION

OF

METROPLUS HEALTH ONEX, INC.

**AS A PUBLIC BENEFIT CORPORATION UNDER SECTION 7385(20) OF THE
UNCONSOLIDATED LAWS OF THE STATE OF NEW YORK**

The undersigned, a natural person over the age of eighteen years, for the purpose of forming a corporation pursuant to Section 7385(20) of the Unconsolidated Laws of the State of New York, hereby certifies as follows:

FIRST: The name of the Corporation is MetroPlus Health OneX, Inc. (hereinafter referred to as the “**Corporation**”).

SECOND: The sole member of the Corporation shall be the New York City Health and Hospitals Corporation (the “**Member**”).

THIRD: The duration of the Corporation shall be perpetual.

FOURTH: The principal office of the Corporation shall be located in the County and State of New York.

FIFTH: The Corporation is formed to engage in any lawful act or activity for which a public benefit corporation may be organized under Section 7385(20) of the Unconsolidated Laws of the State of New York, including, without limitation: (a) to provide services for subsidiaries of the Member that provide health insurance products; (b) to perform studies, feasibility surveys and planning with respect to the development and formation of health insurance products and third-party administrator services to parties other than subsidiaries of the Member; in conjunction therewith, to accumulate compile and analyze statistics and such other data as will promote the health, safety and welfare of the general public; and (b) to have and exercise all powers necessary and convenient to effect any or all of the foregoing purposes for which the entity is formed, together with all the powers now or hereafter granted to it by the State of New York. Notwithstanding any other provision of this certificate of incorporation to the contrary, nothing contained herein shall authorize the Corporation to establish, operate, construct, lease or maintain a hospital or to provide hospital services or health-related services or to operate a drug maintenance program, a certified home health agency, or a hospice as defined and covered by Articles 28, 33, 36 and 40, respectively, of the Public Health Law, or to solicit, collect or otherwise raise or obtain funds, contributions, or grants from any source for the establishment or operation of any hospital.

SIXTH: The Board of Directors of the Corporation shall have the authority and responsibility for the general management, control and supervision of the Corporation’s affairs, business, activities and assets, provided, however, the Member shall have the sole power with respect to:

- A. electing and removing the members of the Board of Directors;
- B. amending this Certificate of Incorporation;
- C. adopting, amending and repealing the Bylaws of the Corporation;
- D. selling, transferring or otherwise disposing of all or substantially all of the assets of the Corporation;
- E. dissolving the Corporation, or the filing of a petition for bankruptcy (or similar state process for receivership, liquidation or rehabilitation);
- F. acquiring, merging with or otherwise combining with another corporation, partnership, joint venture or other entity;
- G. entering into a contract, other than with the Member or a wholly-owned subsidiary of the Member or a health care service provider, with an annual value in excess of Three Million Dollars (\$3,000,000);
- H. entering into a management or administrative services agreement with a third party, other than in the ordinary course of business;
- I. mortgaging, pledging, granting a security interest in, or otherwise encumbering any of the property or assets of the Corporation, with the exception of a purchase money security interest granted in the ordinary course of business;
- J. terminating, modifying or developing additional employee benefit plans and pension plans; and
- K. selecting outside legal counsel.

SEVENTH: The Secretary of State of New York is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation which is served upon him is:

50 Water Street
7th Floor
New York, New York 10004

EIGHTH: MISCELLANEOUS

- A. The Corporation shall not be conducted or operated for profit and no part of the net earnings of the Corporation shall inure to the benefit of any individual, nor shall any of the profits or assets of the Corporation be used other than for the purposes of the Corporation. Reasonable compensation, however, may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.

- B. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized exclusively for charitable, scientific, religious, or educational purposes, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code, Section 2055(a)(2) of the Code, or Section 2522(a)(2) of the Code.
- C. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

NINTH: In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by the operation of law, the property or other assets of the Corporation remaining after the payment, satisfaction, and discharge of liabilities or obligations, shall be distributed entirely for one more exempt purposes within the meaning of Section 501(c)(3) of the Code, subject to the order of the Supreme Court as and when provided by law or shall be distributed to the federal government, or to a state or local government, for a public purpose. No individual shall have any right, title, or interest in or to any of the remaining assets of the Corporation.

TENTH: The names and addresses of the persons to be the Corporation's initial Board of Directors are as follows:

Sally Hernandez-Pinero

Matthew Siegler

Talya Schwartz, M.D.

Vallencia Lloyd

Sherif Sakr

Eric Wei, M.D.

Christopher Roker

IN WITNESS WHEREOF, I have made, signed and acknowledged this Certificate of Incorporation this day of _____, 2023.

DRAFT

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ARTICLE I

PREAMBLE

MetroPlus Health Gold, Inc. is a public benefit corporation created pursuant to Chapter 35, NYS Consolidated Laws and the New York City Health and Hospitals Corporation Act (L. 1969 C. 1016).

In order to provide for the orderly operation of the Corporation, the Member of the Corporation adopts the following By-Laws:

ARTICLE II

NAME AND PLACE OF BUSINESS

Section 1. Name.

The name of the corporation is MetroPlus Health Gold, Inc. (the “**Corporation**” or “**MetroPlus Health Gold**”).

Section 2. Location.

The principal place of business of the Corporation shall be in the City of New York, County of New York, and the State of New York. The Corporation may have offices and places of business at such other places within the State of New York and shall be determined by its member.

ARTICLE III

STATEMENT OF PURPOSES

The purposes of the Corporation include:

- (A) To provide and deliver high quality, dignified and comprehensive health care and treatment to individuals who are members of any insurance product issued by MetroPlus Health Gold ;
- (B) To extend equally to all those served, health services of a high quality, in an atmosphere of human care and respect;
- (C) To focus on the need for preventive primary care health services;
- (D) To operate in a manner consistent with the goals and objectives of the New York City Health and Hospitals Corporation and its mission to serve the people of New York City.

ARTICLE IV

MEMBERSHIP

The sole member of the Corporation shall be New York City Health and Hospitals Corporation (the “**Member**”).

ARTICLE V

BOARD OF DIRECTORS

Section 1. General Powers.

The property, business and affairs of the Corporation shall be managed by the Board of Directors, the composition of which shall adhere to the requirements of New York Insurance Law §4301. In the management and control of the property, business, and affairs of the Corporation, the Board of Directors may exercise all of the powers of the Corporation except such as may be otherwise reserved by the law or these By-Laws or the Corporation's Certificate of Incorporation.

Section 2. Number and Qualifications of Directors.

(A) Number. The number of members of the Board of Directors shall be thirteen (13) directors, including the two (2) *ex officio* members described below.

(B) Qualifications. All members of the Board of Directors of the Corporation shall be, except for *ex officio* members or their designees, approved by the Board of Directors of the Member and, after approval, appointed by the Chair of the Member's Board of Directors. The Board of Directors shall include: (i) at least six (6) directors nominated by the Member's President shall be qualified to represent the public interest and (ii) at least six (6) members who are members of a plan offered by the Corporation. The Executive Director of the Corporation shall nominate members of such a plan as necessary to satisfy such requirements. The Member's President or their designee, and the Executive Director of the Corporation, or their successors, shall be directors *ex officio*. A member of the Board of Directors, including the *ex officio* officers, may satisfy the requirements of either or both (i) and (ii) above. No more than two (2) Directors may be employees of the Corporation who also serve as officers of the Corporation. No more than three (3) Directors may be a medical professional (other than a medical professional engaged full time in public health, public welfare, medical research or medical education), or an employee, trustee, or officer of a hospital system (including the Member), or any combination thereof. The Chair of the Board of Directors shall be nominated by the Chair of the Member's Board of Directors

and approved by the Member's Board of Directors. Directors shall perform their Board responsibilities personally only and cannot perform such responsibilities by proxy or by agent, except as otherwise provided in these By-Laws.

- (A) (C) Term of Office. The directors of the Corporation, other than the directors who serve *ex officio*, shall be approved by resolution of the Member's Board of Directors and appointed by the Chair of the Member's Board of Directors in accordance with Section 2(B), above and shall serve for staggered terms of five (5) years, subject to earlier removal as provided herein. Notwithstanding the foregoing, the term of the initial directors, other than the directors serving *ex officio*, shall be as reflected in Attachment A to these By-Laws. Directors will continue to serve until a replacement has been appointed. No person who has served as a Director of the Corporation for ten consecutive years shall thereafter serve an additional term of office until at least one year has elapsed since the expiration of their prior term of office.
- (D) Removal. Any Director of the Corporation selected by the President of the Member may be removed by the President of the Member, subject to the approval of the Board of Directors of the Member or the prior delegation of such authority by the Board of Directors of the Member. The Member Board of Directors may vote to remove a director for any reason. A Director of the Corporation shall automatically forfeit their office if that individual (i) fails to attend at least one of the regular meetings of the Board of Directors held during any period of eighteen (18) consecutive months, unless such absence is excused by the full Board of Directors. In the even of an excused absence, it shall be entered into the Board Minutes.

Section 3. Meetings.

- (B) Annual Public Meeting. The Board of Directors shall hold an annual public meeting at such date, place and hour as shall be designated in the notice to the public of the annual public meeting. Such meeting serves as the annual meeting of the Board of Directors mandated by law. Such notice shall be given not later than thirty (30) days before the meeting.

- (C) Regular Meetings. Regular meetings of the Board of Directors shall be held on a schedule determined annually by the Board of Directors, but in no event shall regular meetings be held less than quarterly. The Board of Directors shall assemble to conduct the business of the Corporation at least four times annually, once in each quarter, and shall for each such assembly provide prior notice to and shall include in each such assembly each enrollee or consumer representative.
- (C) Special Meetings. Special Meetings of the Board of Directors shall be held whenever called by the Chair of the Board of Directors, the Executive Director or by four (4) directors. Any and all business may be transacted at a special meeting which may be transacted at a regular meeting of the Board of Directors.
- (D) Time and Place of Meeting. The Board of Directors may hold its meetings at such time or times and such place or places within or without the State of New York as the Board of Directors may, from time to time, by resolution determine or as shall be designated in the respective notices or waivers of notice thereof.
- (E) Notice of Meetings. Notices, beyond those required by law, of regular meetings of the Board or of any adjourned meeting need not be given. Notices of special meetings of the Board of Directors, or of any meeting of any committee of the Board of Directors, except the Executive Committee, which shall meet when deemed necessary, shall be mailed by the Secretary to each director or member of such committee, addressed to him or her at his or her residence or usual place of business, at least three (3) days before the day on which such meeting is to be held, or shall be sent by email or other similar mode of communication or be delivered personally or by telephone not later than the day before the date on which such meeting is to be held. Such notice shall include the time and place of such meeting. Notice of any such meeting need not be given to any director or member of the committee, however, if waived by the director in writing or by email or other similar mode of communications, whether before or after such meeting shall be held, or if he or she shall be present at such meeting and shall not protest the lack of notice to him or her prior thereto or at its commencement.

(F) Quorum and Manner or Acting. A majority of the whole number of directors shall be present, as defined in Section 5(3)(L), at any meeting of the Board of Directors in order to constitute a quorum for the transaction of business at any such meeting, and the vote of a majority of those directors present at any such meeting at which a quorum is present shall be necessary for the passage of any resolution or act of the Board of Directors, except as otherwise expressly required by these By-Laws. In the absence of quorum for any such meeting, a majority of the directors present thereat may adjourn such meeting, from time to time, until quorum shall be present.

(G) Rules. Robert's Rules of Order shall prevail at all meetings of the Board of Directors except as otherwise herein provided.

(H) Order of Business. The order of business of each meeting of the Board of Directors shall be as follows:

1. Acceptance of the minutes of the last Regular meeting and all Special meetings;
2. Chair's Report;
3. Executive Director's Report;
4. Old and New Business;
5. Committee Reports;
6. Adjournment.

However, it shall be within the discretion of the person acting as chair of the meeting to deviate from the order of business herein provided.

(I) Organization. At each meeting of the Board of Directors, one of the following shall act as Chair of the meeting and preside thereat, in the following order of precedence:

(i) the Chair of the Board of Directors; (ii) the Vice-Chair of the Board of Directors; (iii) the Executive Director; or (iv) any director chosen by a majority of the directors present thereat. The Secretary or, in his or her absence, any person whom the Chair shall appoint shall act as Secretary of such meeting and shall keep the minutes thereof.

(J) Minutes of Meetings. Minutes of all meetings of the Board of Directors and its committees, including a record of attendance, must be kept. Upon approval, such minutes shall be signed by the Secretary and permanently filed and maintained in the principal office of the Corporation.

(K) Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or such committee consent in writing to the adoption of a resolution authorizing the action.

(L) Video Conference. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a video conference or similar communications equipment allowing all persons participating in the meeting to hear and see each other at the same time. Participation by such means shall constitute being present at a meeting.

Section 4. Resignation

Any director, other than a director holding office *ex officio*, may resign at any time by giving written notice of resignation, including an effective date thereof, to the Chair of the Board of Directors. Any such resignation shall take effect at the time specified therein. If no effective date is specified therein, the resignation shall take effect thirty (30) days from the date of receipt of such notification by the Chair of the Board of Directors. Directors representing MetroPlus Health Gold members shall resign within thirty (30) days of their termination of MetroPlus Health Gold membership, whether such termination shall be voluntary or involuntary. A director holding office *ex officio* may resign as a director only upon termination or resignation of their employment by the Corporation or the Member, as the case may be.

Section 5. Vacancies

Within ten (10) days after a vacancy in the Board of Directors, the Corporation shall notify the Superintendent of the New York Department of Financial Services (“Superintendent”) in writing that the vacancy exists. All directors appointed to fill vacancies on the Board of Directors shall be nominated, approved and appointed by the same process described in Section 2(B) as the director to be replaced. Whenever a director resigns or is removed, except for directors serving *ex officio*, the director shall be replaced by the Member by a director nominated, approved and appointed in the same manner as applied to the initial appointment of the departing director. A director appointed to fill a vacancy shall be appointed for the unexpired portion of the term of his or

her predecessor in office. Within ten (10) days of filling any vacancy, the Corporation shall notify the Superintendent in writing of (i) the name and address of the new Director; (ii) whether such Director is representative of any member hospital, a licensed medical professional, an individual covered by the insurance contracts of the corporation, or a member of the general public; and (iii) a biographical statement of the individual.

ARTICLE VI

OFFICERS OF THE BOARD OF DIRECTORS

Section 1. Titles.

The officers of the Board of Directors shall be a Chair of the Board of Directors and a Vice-Chair of the Board of Directors. The Chair of the Board of Directors shall be nominated by the Chair of the Board of Directors of the Member and confirmed in the manner described in these By-Laws. The Vice-Chair shall be chosen by the Board of Directors from among themselves.

Section 2. Duties and Functions.

- (A) Chair. The Chair of the Board of Directors shall: (i) preside at meetings of the Board of Directors; (ii) be an *ex officio* member of all committees; (iii) appoint committees with the approval of the Board of Directors; and (iv) perform such duties as from time to time may be assigned by the Board of Directors.
- (B) Vice-Chair. The Vice-Chair of the Board of Directors shall, if the Chair of the Board of Directors shall be absent or shall be unable to act, preside at all meetings of the Board of Directors. The Vice-Chair of the Board of Directors shall perform such duties as from time to time may be assigned by the Board of Directors.
- (C) Other Presiding Officers. If both the Chair and the Vice-Chair of the Board of Directors shall be absent, or in any other way may be unable to serve, then the Executive Director shall serve as Presiding Officer. If he or she is absent or is otherwise unable to serve, the Board shall, by majority vote of those present, pick a member to be Presiding Officer at that meeting.

ARTICLE VII

COMMITTEES

Section 1. General Provisions.

- (A) Standing and Special Committees. Committees of the Board shall be standing or special. A standing committee is one whose functions are determined by a continuous need. The function and duration of a special committee shall be determined by its specific assignment, as stated in a resolution of the Board of Directors creating it.
- (B) Composition. Each of the standing committees shall be composed of the Chair of the Board of Directors, the Executive Director, and at least one (1) member of the Board of Directors appointed in the manner hereinafter specified.
- (C) Appointment. The Chair of the Board of Directors shall annually appoint, with the approval of a majority of the Board of Directors, members of the Board of Directors to the standing committees.
- (D) Committees Chair. The Chair of each committee, both standing and special, shall be designated by a majority vote of the Board of Directors.
- (E) Meetings. Each standing committee shall meet as deemed necessary.
- (F) Quorum. A quorum, which shall be at least more than one-half of all the members of a committee, standing or special, shall be required for a committee to transact any business unless otherwise stated in these By-Laws.
- (G) Committee Action. All actions of a committee, standing or special, shall be taken by a majority vote of the members in attendance at a committee meeting.
- (H) Board Committee Reports. Each committee shall report to the Board of Directors, at its regular meetings, on all business transacted by it since the last regular Board of Directors meeting.
- (I) Staff Committee Reports. The Board of Directors shall establish a timetable for review and approval or key plan functions, including, but not limited to, financial reports and quality

assurance reports. The schedule and types of reports required shall be sufficient for the Board of Directors to accurately monitor the Corporation's financial and operational performance.

(K) Special Committees. The Board of Directors may, by resolution passed by a majority of the whole number of directors, designate special committees, each committee to consist of two (2) or more directors, one of whom shall be the Chair of the Board of Directors, and each such committee shall have the duties and the functions as shall be provided in such resolution.

Section 2. Standing Committees.

The following committees shall be designated as standing committees:

Executive Committee

Finance Committee

Quality Assurance and Process Improvement Committee

Audit & Compliance Committee

Customer Services and Marketing Committee

Section 3. Executive Committee.

(A) Designation and Membership. The Executive Committee shall be composed of the Chair of the Board, who shall be the Chair of the Executive Committee; the Executive Director; and three (3) other members appointed by the Chair of the Board of Directors with the approval of the Board.

(B) Functions and Powers. The Executive Committee, subject to any limitations prescribed by the Board of Directors, shall possess and may exercise during the intervals between meetings of the Board of Directors, the powers of the Board of Directors in the management of the business and affairs of the Corporation except for the power to fill vacancies in any committee of the Board of Directors or the power to amend or repeal these by-laws or to adopt new by-laws. At each meeting of the Board of Directors, the Executive Committee shall make a report of all actions taken by it since its last report to the Board of Directors.

(C) Meetings and Quorum. The Executive Committee shall meet as often as deemed

necessary and expedient at such times and places as shall be determined by the Executive Committee. Three (3) members of the Executive Committee shall constitute a quorum. The Chair of the Board of Directors shall preside at meetings of the Executive Committee and, in his or her absence, the Executive Director shall preside thereat. All members of the Board of Directors shall be duly notified prior to all Executive Committee meetings.

Section 4. Finance Committee.

The Finance Committee shall consist of members designated by the Board of Directors. The Senior Vice President with responsibility for Finance and Revenue Management of the Member, or his or her designee, shall serve as an *ex officio* member of the Finance Committee. The duties and responsibilities of the Finance Committee shall be to act on behalf of the Board of Directors for purposes of monitoring the finances of the Corporation, including, without limitation, overseeing preparation of the budget of the Corporation, reviewing periodic financial statements of the Corporation, and monitoring the Corporation's financial performance.

Section 5. Quality Assurance and Process Improvement Committee.

The Quality Assurance Committee shall consist of individuals nominated by the Executive Director and appointed by the Board of Directors. The Quality Assurance Committee shall act on behalf of the Board of Directors for purposes of discharging the governing body's obligations to oversee the quality assurance process for the Corporation. The Board of Directors shall, at least annually, assess the performance of the Quality Assurance Committee in fulfilling the governing body's quality assurance responsibilities. Any member of the Board of Directors may attend meetings of the Quality Assurance Committee and may refer any quality assurance issue for deliberation or for actions by the Quality Assurance Committee. Members of the Board of Directors may also discuss quality assurance issues or problems concerning the Corporation at any meeting of the Board of Directors.

The duties and responsibilities of the Quality Assurance Committee shall include the following:

- (A) Assuring that the Corporation is fulfilling mandates in the areas of quality assurance,

credentialing of physicians and dentists, overall operations and responsiveness to Federal, State and other regulatory surveillance and enforcement activities. This shall include oversight of efforts to review services to improve the quality of medical and dental care of members; and to ensure that information gathered pursuant to the programs is utilized to review and to revise policies and procedures;

- (B) Assuring that there is a systematic and effective mechanism for communication among members of the Board of Directors in their role as members of the governing body, and the administration and medical staff serving the Corporation. This communication should facilitate direct participation by the governing body in quality assurance activities and other issues of importance as set forth above;
- (C) Monitoring the progress of contracted facilities; including the provision of services by individual providers, and at the Corporation towards meeting appropriate Corporation goals and objectives related to its health care programs; and
- (D) Reviewing quality assurance activities of the Corporation on at least a quarterly basis.

Section 6. Audit and Compliance Committee.

The Audit and Compliance Committee shall consist of independent members designated by the Board. The duties and responsibilities of the Audit and Compliance Committee shall be to:

- A) oversee the Corporation's financial reporting and compliance activities;
- B) monitor the effectiveness of internal controls and corporate compliance activities;
- C) review internal and external audit findings and recommendations;
- D) pre-approve all audit and permissible non-audit services;
- E) approve selection, retention or termination of independent auditors;
- F) monitor risk exposures and ensure adequate disclosure;
- G) oversee of compliance with laws and regulations;
- H) periodically meet with the Corporation's internal auditor and Compliance Officer;
- I) Conduct a bi-annual self-assessment to evaluate overall performance of the Committee.

Section 7. Customer Services and Marketing Committee

The Customer Services and Marketing Committee shall consist of members designated by the Board of Directors. The duties and responsibilities of the Customer Services and Marketing Committee shall be to act on behalf of the Board of Directors for the purposes of serving as the liaison between the members and MetroPlus Gold.

ARTICLE VIII

OFFICERS OF THE CORPORATION

The officers of the Corporation shall be the Executive Director (and Chief Executive Officer), the Chief Financial Officer, the Chief Medical Officer, the Chief Operating Officer and a Secretary. The General Counsel of the Member shall act as general counsel to the Corporation.

Section 2. Appointment.

The Executive Director (and Chief Executive Officer) shall be chosen by the Board of Directors from persons other than themselves and shall serve at the pleasure of the Board of Directors. The Executive Director shall appoint all other officers of the Corporation. All such other officers are subject to removal by the Executive Director.

Section 3. Resignation.

Any officer may resign at any time by giving written notice of resignation, which may include an effective date therefor, to the Executive Director. Such resignation shall take effect when accepted by the Executive Director.

Section 4. Duties and Functions.

- (A) Executive Director. The Executive Director shall have general charge of the business and affairs of the Corporation and shall have the direction of all other officers, agents and employees. He or she shall, in the absence of the Chair of the Board of Directors and the Vice-Chair of the Board of Directors, preside at all meetings of the Board of Directors. The Executive Director may assign such duties to the other officers of the Corporation as he or she deems appropriate.
- (B) Corporate Management. The Executive Director may appoint a Chief Financial Officer, a Chief Operating Officer and a Chief Medical Officer. These individuals shall have such powers and duties as shall be prescribed by the Executive Director subject to approval by the Board of Directors.

(C) Secretary. The Secretary shall keep the records of all meetings of the Board of Directors and the Executive Committee. He or she shall affix the seal of the Corporation to all deeds, contracts, bonds or other instruments requiring the Corporate seal when the same shall have been signed on behalf of the Corporation by a duly authorized officer. The Secretary shall be the custodian of all contracts, deeds, documents and all other corporate records (except accounting records).

Section 5. Compensation of Officers.

Officers who are full-time employees of the Corporation shall receive reasonable compensation for their services, the compensation of the Executive Director to be determined by the Member's President and the compensation of all other officers to be determined by the Executive Director.

ARTICLE IX

CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 1. Execution of Documents.

The Board of Directors shall designate the officers, employees and agents of the Corporation who shall have the power to execute and deliver deeds, contracts, mortgages, bonds, indentures, checks, drafts and other orders for the payment of money and other documents for and in the name of the Corporation and may authorize such officers, employees and agents to delegate such power (including authority to redelegate) by written instrument to other officers, employees, or agents of the Corporation.

Section 2. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation or otherwise in such banks or trust companies organized in New York or national banks doing business in New York City as the Board of Directors shall determine.

ARTICLE X

BOOKS AND RECORDS

The books and records of the Corporation may be kept at such places within the State of New York as the Board of Directors may from time to time determine.

ARTICLE XI

SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall bear the full name of the Corporation and the words and figures “Corporate Seal 2023 New York.”

ARTICLE XII

FISCAL YEAR

The fiscal year of the Corporation shall end on the last day of December in each year.

ARTICLE XIII

AUDITS

The Board of Director shall engage an independent certified or registered public accountant to make an annual audit of the Corporation.

ARTICLE XIV

CONFLICTS OF INTEREST

Chapter 68 of the Charter of the City of New York defines a "code of ethics" which outlines the standards of conduct governing the relationship between private interests and the proper discharge of official duties of all employees and directors of the Member, including those who are working for the Corporation or who are directors of the Corporation. Chapter 68 embodies an extensive recitation of acts that constitute conflicts of interest and are thereby prohibited.

The Board of Directors is committed to recognizing the Corporation's responsibility to organizational ethics and expects, therefore, every employee and Board of Directors member to support and adhere to the principles and policies set forth in Chapter 68.

ARTICLE XV

WAIVER OF NOTICE

Wherever under the provisions of these By-Laws or of any corporate law of the State of New York, the Corporation, the Member, the Board of Directors, or any committee thereof is authorized to take any action or hold any meetings after call, notice, the lapse of any prescribed period of time, or any other prerequisite, such action may be taken or such meeting may be held without such call, notice, lapse of time, or other prerequisite if at any time before or after such action be completed, such requirements be waived in writing by every person entitled to notice or to participate in such action.

ARTICLE XVI

AMENDMENTS

These By-Laws may be altered or repealed by the vote of the Member's Board of Directors at a regular meeting or at any special meeting.

BYLAWS

OF

METROPLUS HEALTH ONEX, INC.

DRAFT

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ARTICLE I

PREAMBLE

MetroPlus Health OneX, Inc. is a public benefit corporation created pursuant to Chapter 35, NYS Consolidated Laws and the New York City Health and Hospitals Corporation Act (L. 1969 C. 1016).

In order to provide for the orderly operation of the Corporation, the Member of the Corporation adopts the following By-Laws:

ARTICLE II

NAME AND PLACE OF BUSINESS

Section 1. Name.

The name of the corporation is MetroPlus Health OneX, Inc. (the “**Corporation**” or “**MetroPlus Health OneX**”).

Section 2. Location.

The principal place of business of the Corporation shall be in the City of New York, County of New York, and the State of New York. The Corporation may have offices and places of business at such other places within the State of New York and shall be determined by its member.

ARTICLE III

STATEMENT OF PURPOSES

The purposes of the Corporation include:

- (A) To provide and deliver services to subsidiaries of the Health and Hospitals Corporation that are established to provide insurance products, and also to provide high quality third-party administrator services to self-funded ERISA plans;
- (B) To extend equally to all those served, services of a high quality, in an atmosphere of human care and respect;
- (C) To focus on the need for preventive primary care health services;
- (D) To operate in a manner consistent with the goals and objectives of the New York City Health and Hospitals Corporation and its mission to serve the people of New York City.

ARTICLE IV

MEMBERSHIP

The sole member of the Corporation shall be New York City Health and Hospitals Corporation (the “**Member**”).

ARTICLE V

BOARD OF DIRECTORS

Section 1. General Powers.

The property, business and affairs of the Corporation shall be managed by the Board of Directors. In the management and control of the property, business, and affairs of the Corporation, the Board of Directors may exercise all of the powers of the Corporation except such as may be otherwise reserved by the law or these By-Laws or the Corporation's Certificate of Incorporation.

Section 2. Number and Qualifications of Directors.

- (A) Number. The number of members of the Board of Directors shall be seven (7) directors, including the two (2) *ex officio* members described below.
- (B) Qualifications. All members of the Board of Directors of the Corporation shall be, except for *ex officio* members or their designees, approved by the Board of Directors of the Member and, after approval, appointed by the Chair of the Member's Board of Directors. The Member's President or their designee, and the Executive Director of the Corporation, or their successors, shall be directors *ex officio*. The Chair of the Board of Directors shall be nominated by the Chair of the Member's Board of Directors and approved by the Member's Board of Directors. Directors shall perform their Board responsibilities personally only and cannot perform such responsibilities by proxy or by agent, except as otherwise provided in these By-Laws.
- (C) Term of Office. The directors of the Corporation, other than the directors who serve *ex officio*, shall be approved by resolution of the Member's Board of Directors and appointed by the Chair of the Member's Board of Directors in accordance with Section 2(B), above and shall serve for staggered terms of five (5) years, subject to earlier removal as provided herein. Notwithstanding the foregoing, the term of the initial directors, other than the directors serving *ex officio*, shall be as reflected in Attachment A to these By-Laws. Directors will continue to serve until a replacement has been appointed.
- (D) Removal. Any Director of the Corporation selected by the President of the Member may

be removed by the President of the Member, subject to the approval of the Board of Directors of the Member or the prior delegation of such authority by the Board of Directors of the Member. The Member Board of Directors may vote to remove a director for any reason.

Section 3. Meetings.

- (A) Annual Public Meeting. The Board of Directors shall hold an annual public meeting at such date, place and hour as shall be designated in the notice to the public of the annual public meeting. Such meeting serves as the annual meeting of the Board of Directors mandated by law. Such notice shall be given not later than thirty (30) days before the meeting.
- (B) Regular Meetings. Regular meetings of the Board of Directors shall be held on a schedule determined annually by the Board of Directors. The Board of Directors shall assemble to conduct the business of the Corporation at least four times annually, once in each quarter.
- (C) Special Meetings. Special Meetings of the Board of Directors shall be held whenever called by the Chair of the Board of Directors, the Executive Director or by four (4) directors. Any and all business may be transacted at a special meeting which may be transacted at a regular meeting of the Board of Directors.
- (D) Time and Place of Meeting. The Board of Directors may hold its meetings at such time or times and such place or places within or without the State of New York as the Board of Directors may, from time to time, by resolution determine or as shall be designated in the respective notices or waivers of notice thereof.
- (E) Notice of Meetings. Notices, beyond those required by law, of regular meetings of the Board or of any adjourned meeting need not be given. Notices of special meetings of the Board of Directors, or of any meeting of any committee of the Board of Directors, except the Executive Committee, which shall meet when deemed necessary, shall be mailed by the Secretary to each director or member of such committee, addressed to him or her at his or her residence or usual place of business, at least three (3) days before the day on which such meeting is to be held, or shall be sent by email or other similar mode of

communication or be delivered personally or by telephone not later than the day before the date on which such meeting is to be held. Such notice shall include the time and place of such meeting. Notice of any such meeting need not be given to any director or member of the committee, however, if waived by the director in writing or by email or other similar mode of communications, whether before or after such meeting shall be held, or if he or she shall be present at such meeting and shall not protest the lack of notice to him or her prior thereto or at its commencement

(F) Quorum and Manner or Acting. A majority of the whole number of directors shall be present, as defined in Section 5(3)(L), at any meeting of the Board of Directors in order to constitute a quorum for the transaction of business at any such meeting, and the vote of a majority of those directors present at any such meeting at which a quorum is present shall be necessary for the passage of any resolution or act of the Board of Directors, except as otherwise expressly required by these By-Laws. In the absence of quorum for any such meeting, a majority of the directors present thereat may adjourn such meeting, from time to time, until quorum shall be present.

(G) Rules. Robert's Rules of Order shall prevail at all meetings of the Board of Directors except as otherwise herein provided.

(H) Order of Business. The order of business of each meeting of the Board of Directors shall be as follows:

1. Acceptance of the minutes of the last Regular meeting and all Special meetings;
2. Chair's Report;
3. Executive Director's Report;
4. Old and New Business;
5. Committee Reports;
6. Adjournment.

However, it shall be within the discretion of the person acting as chair of the meeting to deviate from the order of business herein provided.

(I) Organization. At each meeting of the Board of Directors, one of the following shall act as Chair of the meeting and preside thereat, in the following order of precedence:

(i) the Chair of the Board of Directors; (ii) the Vice-Chair of the Board of Directors; (iii) the Executive Director; or (iv) any director chosen by a majority of the directors present thereat. The Secretary or, in his or her absence, any person whom the Chair shall appoint shall act as Secretary of such meeting and shall keep the minutes thereof.

(J) Minutes of Meetings. Minutes of all meetings of the Board of Directors and its committees, including a record of attendance, must be kept. Upon approval, such minutes shall be signed by the Secretary and permanently filed and maintained in the principal office of the Corporation.

(K) Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or such committee consent in writing to the adoption of a resolution authorizing the action.

(L) Video Conference. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a video conference or similar communications equipment allowing all persons participating in the meeting to hear and see each other at the same time. Participation by such means shall constitute being present at a meeting.

Section 4. Resignation

Any director, other than a director holding office *ex officio*, may resign at any time by giving written notice of resignation, including an effective date thereof, to the Chair of the Board of Directors. Any such resignation shall take effect at the time specified therein. If no effective date is specified therein, the resignation shall take effect thirty (30) days from the date or receipt of such notification by the Chair of the Board of Directors. A director holding office *ex officio* may resign as a director only upon termination or resignation of their employment by the Corporation or the Member, as the case may be.

Section 5. Vacancies and Removal

All directors appointed to fill vacancies on the Board of Directors shall be nominated, approved and appointed by the same process described in Section 2(B) as the director to be replaced.

Whenever a director resigns or is removed, except for directors serving *ex officio*, the director shall be replaced by the Member by a director nominated, approved and appointed in the same manner as applied to the initial appointment of the departing director. A director appointed to fill a vacancy shall be appointed for the unexpired portion of the term of his or her predecessor in office.

ARTICLE VI

OFFICERS OF THE BOARD OF DIRECTORS

Section 1. Titles.

The officers of the Board of Directors shall be a Chair of the Board of Directors and a Vice-Chair of the Board of Directors. The Chair of the Board of Directors shall be nominated by the Chair of the Board of Directors of the Member and confirmed in the manner described in these By-Laws. The Vice-Chair shall be chosen by the Board of Directors from among themselves.

Section 2. Duties and Functions.

- (A) Chair. The Chair of the Board of Directors shall: (i) preside at meetings of the Board of Directors; (ii) be an *ex officio* member of all committees; (iii) appoint committees with the approval of the Board of Directors; and (iv) perform such duties as from time to time may be assigned by the Board of Directors.
- (B) Vice-Chair. The Vice-Chair of the Board of Directors shall, if the Chair of the Board of Directors shall be absent or shall be unable to act, preside at all meetings of the Board of Directors. The Vice-Chair of the Board of Directors shall perform such duties as from time to time may be assigned by the Board of Directors.
- (C) Other Presiding Officers. If both the Chair and the Vice-Chair of the Board of Directors shall be absent, or in any other way may be unable to serve, then the Executive Director shall serve as Presiding Officer. If he or she is absent or is otherwise unable to serve, the Board shall, by majority vote of those present, pick a member to be Presiding Officer at that meeting.

ARTICLE VII

COMMITTEES

Section 1. General Provisions.

- (A) Standing and Special Committees. Committees of the Board shall be standing or special. A standing committee is one whose functions are determined by a continuous need. The function and duration of a special committee shall be determined by its specific assignment, as stated in a resolution of the Board of Directors creating it.
- (B) Composition. Each of the standing committees shall be composed of the Chair of the Board of Directors, the Executive Director, and at least one (1) member of the Board of Directors appointed in the manner hereinafter specified.
- (C) Appointment. The Chair of the Board of Directors shall annually appoint, with the approval of a majority of the Board of Directors, members of the Board of Directors to the standing committees.
- (D) Committees Chair. The Chair of each committee, both standing and special, shall be designated by a majority vote of the Board of Directors.
- (E) Meetings. Each standing committee shall meet as deemed necessary.
- (F) Quorum. A quorum, which shall be at least more than one-half of all the members of a committee, standing or special, shall be required for a committee to transact any business unless otherwise stated in these By-Laws.
- (G) Committee Action. All actions of a committee, standing or special, shall be taken by a majority vote of the members in attendance at a committee meeting.
- (H) Board Committee Reports. Each committee shall report to the Board of Directors, at its regular meetings, on all business transacted by it since the last regular Board of Directors meeting.
- (I) Staff Committee Reports. The Board of Directors shall establish a timetable for review and approval or key plan functions, including, but not limited to, financial reports and

quality assurance reports. The schedule and types of reports required shall be sufficient for the Board of Directors to accurately monitor the Corporation's financial and operational performance.

- (K) Special Committees. The Board of Directors may, by resolution passed by a majority of the whole number of directors, designate special committees, each committee to consist of two (2) or more directors, one of whom shall be the Chair of the Board of Directors, and each such committee shall have the duties and the functions as shall be provided in such resolution.

Section 2. Standing Committees.

The following committees shall be designated as standing committees:

Executive Committee

Finance Committee

Quality Assurance and Process Improvement Committee

Audit & Compliance Committee

Customer Services and Marketing Committee

Section 3. Executive Committee.

- (A) Designation and Membership. The Executive Committee shall be composed of the Chair of the Board, who shall be the Chair of the Executive Committee; the Executive Director; and three (3) other members appointed by the Chair of the Board of Directors with the approval of the Board.
- (B) Functions and Powers. The Executive Committee, subject to any limitations prescribed by the Board of Directors, shall possess and may exercise during the intervals between meetings of the Board of Directors, the powers of the Board of Directors in the management of the business and affairs of the Corporation except for the power to fill vacancies in any committee of the Board of Directors or the power to amend or repeal these by-laws or to adopt new by-laws. At each meeting of the Board of Directors, the Executive Committee shall make a report of all actions taken by it since its last report to the Board of Directors.

(C) Meetings and Quorum. The Executive Committee shall meet as often as deemed necessary and expedient at such times and places as shall be determined by the Executive Committee. Three (3) members of the Executive Committee shall constitute a quorum. The Chair of the Board of Directors shall preside at meetings of the Executive Committee and, in his or her absence, the Executive Director shall preside thereat. All members of the Board of Directors shall be duly notified prior to all Executive Committee meetings.

Section 4. Finance Committee.

The Finance Committee shall consist of members designated by the Board of Directors. The Senior Vice President with responsibility for Finance and Revenue Management of the Member, or his or her designee, shall serve as an *ex officio* member of the Finance Committee. The duties and responsibilities of the Finance Committee shall be to act on behalf of the Board of Directors for purposes of monitoring the finances of the Corporation, including, without limitation, overseeing preparation of the budget of the Corporation, reviewing periodic financial statements of the Corporation, and monitoring the Corporation's financial performance.

Section 5. Quality Assurance and Process Improvement Committee.

The Quality Assurance Committee shall consist of individuals nominated by the Executive Director and appointed by the Board of Directors. The Quality Assurance Committee shall act on behalf of the Board of Directors for purposes of discharging the governing body's obligations to oversee the quality assurance process for the Corporation. The Board of Directors shall, at least annually, assess the performance of the Quality Assurance Committee in fulfilling the governing body's quality assurance responsibilities. Any member of the Board of Directors may attend meetings of the Quality Assurance Committee and may refer any quality assurance issue for deliberation or for actions by the Quality Assurance Committee. Members of the Board of Directors may also discuss quality assurance issues or problems concerning the Corporation at any meeting of the Board of Directors.

The duties and responsibilities of the Quality Assurance Committee shall include the following:

- (A) Assuring that the Corporation is fulfilling mandates in the areas of quality assurance, credentialing of physicians and dentists, overall operations and responsiveness to Federal, State and other regulatory surveillance and enforcement activities. This shall include oversight of efforts to review services to improve the quality of medical and dental care of members; and to ensure that information gathered pursuant to the programs is utilized to review and to revise policies and procedures;
- (B) Assuring that there is a systematic and effective mechanism for communication among members of the Board of Directors in their role as members of the governing body, and the administration and medical staff serving the Corporation. This communication should facilitate direct participation by the governing body in quality assurance activities and other issues of importance as set forth above;
- (C) Monitoring the progress of contracted facilities; including the provision of services by individual providers, and at the Corporation towards meeting appropriate Corporation goals and objectives related to its health care programs; and
- (D) Reviewing quality assurance activities of the Corporation on at least a quarterly basis.

Section 6. Audit and Compliance Committee.

The Audit and Compliance Committee shall consist of independent members designated by the Board. The duties and responsibilities of the Audit and Compliance Committee shall be to:

- A) oversee the Corporation's financial reporting and compliance activities;
- B) monitor the effectiveness of internal controls and corporate compliance activities;
- C) review internal and external audit findings and recommendations;
- D) pre-approve all audit and permissible non-audit services;
- E) approve selection, retention or termination of independent auditors;
- F) monitor risk exposures and ensure adequate disclosure;
- G) oversee of compliance with laws and regulations;
- H) periodically meet with the Corporation's internal auditor and Compliance Officer;
- I) Conduct a bi-annual self-assessment to evaluate overall performance of

the Committee.

Section 7. Customer Services and Marketing Committee.

The Customer Services and Marketing Committee shall consist of members designated by the Board of Directors. The duties and responsibilities of the Customer Services and Marketing Committee shall be to act on behalf of the Board of Directors for the purposes of serving as the liaison between the members and MetroPlus Gold.

ARTICLE VIII

OFFICERS OF THE

CORPORATION

The officers of the Corporation shall be the Executive Director (and Chief Executive Officer), the Chief Financial Officer, the Chief Medical Officer, the Chief Operating Officer and a Secretary. The General Counsel of the Member shall act as general counsel to the Corporation.

Section 2. Appointment.

The Executive Director (and Chief Executive Officer) shall be chosen by the Board of Directors from persons other than themselves and shall serve at the pleasure of the Board of Directors. The Executive Director shall appoint all other officers of the Corporation. All such other officers are subject to removal by the Executive Director.

Section 3. Resignation.

Any officer may resign at any time by giving written notice of resignation, which may include an effective date therefor, to the Executive Director. Such resignation shall take effect when accepted by the Executive Director.

Section 4. Duties and Functions.

- (A) Executive Director. The Executive Director shall have general charge of the business and affairs of the Corporation and shall have the direction of all other officers, agents and employees. He or she shall, in the absence of the Chair of the Board of Directors and the Vice-Chair of the Board of Directors, preside at all meetings of the Board of Directors. The Executive Director may assign such duties to the other officers of the Corporation as he or she deems appropriate.
- (B) Corporate Management. The Executive Director may appoint a Chief Financial Officer, a Chief Operating Officer and a Chief Medical Officer. These individuals shall have such powers and duties as shall be prescribed by the Executive Director subject to approval by the Board of Directors.

(C) Secretary. The Secretary shall keep the records of all meetings of the Board of Directors and the Executive Committee. He or she shall affix the seal of the Corporation to all deeds, contracts, bonds or other instruments requiring the Corporate seal when the same shall have been signed on behalf of the Corporation by a duly authorized officer. The Secretary shall be the custodian of all contracts, deeds, documents and all other corporate records (except accounting records).

Section 5. Compensation of Officers.

Officers who are full-time employees of the Corporation shall receive reasonable compensation for their services, the compensation of the Executive Director to be determined by the Member's President and the compensation of all other officers to be determined by the Executive Director.

ARTICLE IX

CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 1. Execution of Documents.

The Board of Directors shall designate the officers, employees and agents of the Corporation who shall have the power to execute and deliver deeds, contracts, mortgages, bonds, indentures, checks, drafts and other orders for the payment of money and other documents for and in the name of the Corporation and may authorize such officers, employees and agents to delegate such power (including authority to redelegate) by written instrument to other officers, employees, or agents of the Corporation.

Section 2. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation or otherwise in such banks or trust companies organized in New York or national banks doing business in New York City as the Board of Directors shall determine.

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BOOKS AND RECORDS

The books and records of the Corporation may be kept at such places within the State of New York as the Board of Directors may from time to time determine.

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SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall bear the full name of the Corporation and the words and figures "Corporate Seal 2023 New York."

ARTICLE XII

FISCAL YEAR

The fiscal year of the Corporation shall end on the last day of December in each year.

ARTICLE XIII

AUDITS

The Board of Director shall engage an independent certified or registered public accountant to make an annual audit of the Corporation.

ARTICLE XIV

CONFLICTS OF INTEREST

Chapter 68 of the Charter of the City of New York defines a "code of ethics" which outlines the standards of conduct governing the relationship between private interests and the proper discharge of official duties of all employees and directors of the Member, including those who

are working for the Corporation or who are directors of the Corporation. Chapter 68 embodies an extensive recitation of acts that constitute conflicts of interest and are thereby prohibited.

The Board of Directors is committed to recognizing the Corporation's responsibility to organizational ethics and expects, therefore, every employee and Board of Directors member to support and adhere to the principles and policies set forth in Chapter 68.

ARTICLE XV

WAIVER OF NOTICE

Wherever under the provisions of these By-Laws or of any corporate law of the State of New York, the Corporation, the Member, the Board of Directors, or any committee thereof is authorized to take any action or hold any meetings after call, notice, the lapse of any prescribed period of time, or any other prerequisite, such action may be taken or such meeting may be held without such call, notice, lapse of time, or other prerequisite if at any time before or after such action be completed, such requirements be waived in writing by every person entitled to notice or to participate in such action.

ARTICLE XVI

AMENDMENTS

These By-Laws may be altered or repealed by the vote of the Member's Board of Directors at a regular meeting or at any special meeting.

RESOLUTION - 05

Authorizing the New York City Health and Hospitals Corporation (the “**System**”) to contract with **NYSARC, Inc.** (“**NYSARC**”), contingent upon the inclusion of a termination clause in the contract that can be exercised after 1 year at the directive of the Board if additional funding is not identified for this program, for respite services for adult patients with intellectual or developmental disabilities (“**IDD**”) for a term of three years with two 1-year options exercisable only by the System for an amount not to exceed \$8,500,000.

WHEREAS, there are currently only limited respite services available for adult patients with IDD to provide an opportunity for families of such patients to get support in managing the care of their loved ones and to support such patients in their residential programs; and

WHEREAS, in October 2019, under the New York State Delivery System Reform Incentive Payment program (“**DSRIP**”), the System with its DSRIP arm, OneCity Health entered into a one-year agreement with NYSARC, Inc. to provide short-term mental health respite services as an alternative to medically unnecessary hospitalization for an amount not-to-exceed of \$1,724,130; and

WHEREAS, in keeping with the goals of DSRIP, the 2019 contract gave the System a chance to experiment with new contracting structures aimed at reducing unnecessary hospital admissions and the System was able to confirm the value of its contract with NYSARC; and

WHEREAS, upon the expiration of the DSRIP NYSARC contract, the System entered into a one-year “best interest” extension of the NYSARC agreement; and

WHEREAS, to complete the transition from the special DSRIP procurement rules to normal System procurement rules, the System issued an RFP for IDD respite services, five vendors attended a pre-proposal conference, two vendors presented proposals after which the Evaluation Committee gave the NYSARC the highest rating, an evaluation endorsed by the Contract Review Committee; and

WHEREAS, NYSARC had already demonstrated the quality of its work through its performance under its DSRIP agreement and the one-year best interest extension; and

WHEREAS, as a not-for-profit organization NYSARC is exempt from the System’s MWBE subcontracting requirements; and

WHEREAS, the System’s Senior Vice President for Medical and Professional Affairs will be responsible for the management of the proposed contract.

NOW THEREFORE, be it

RESOLVED, that the New York City Health and Hospitals Corporation (the “**System**”) be and hereby is authorized to contract with **NYSARC, Inc.** (“**NYSARC**”), contingent upon the inclusion of a termination clause in the contract that can be exercised after 1 year at the directive of the Board if additional funding is not identified for this program, for respite services for a term of three years with two 1-year options exercisable only by the System for an amount not to exceed \$8,500,000.

EXECUTIVE SUMMARY
NYSARC, INC.
RESPITE SERVICES FOR ADULT PATIENTS WITH INTELLECTUAL OR
DEVELOPMENTAL DISABILITIES

- OVERVIEW:** There are currently only limited respite services available for adult patients with IDD to provide an opportunity for families of such patients to get support in managing the care of their loved ones and to support such patients in their residential programs. DSRIP was designed to allow health care providers to experiment with novel contracting structures by providing additional funding and encouraging “Participants” in each “Participating Provider Systems” to contract with each other. Under DSRIP, the System with its DSRIP arm, OneCity Health entered into a one-year agreement with NYSARC to provide short-term mental health respite services as an alternative to medically unnecessary hospitalization for an amount not-to-exceed of \$1,724,130. Upon the expiration of the DSRIP NYSARC contract, the System entered into a one-year “best interest” extension of the NYSARC agreement.
- PROCUREMENT:** To complete the transition from the special DSRIP procurement rules to normal System procurement rules, the System issued an RFP for IDD respite services, five vendors attended a pre-proposal conference, two vendors presented proposals after which the Evaluation Committee gave the NYSARC the highest rating, an evaluation endorsed by the Contract Review Committee.
- COSTS:** The total not-to-exceed cost for the proposed contract over its full potential five-year term will not exceed \$8,500,000.
- MWBE:** As a not-for-profit organization NYSARC is exempt from the System’s MWBE subcontracting requirements.

To: Colicia Hercules
Chief of Staff, Office of the Chair

From: Keith Tallbe
Senior Counsel
Office of Legal Affairs

Keith Tallbe

Digitally signed by
Keith Tallbe
Date: 2022.12.20
13:48:23 -05'00'

Re: Vendor Responsibility, EEO and MWBE status for Board review of contract

Vendor: NYSARC, Inc.

Date: December 20, 2022

The below chart indicates the vendor's status as to vendor responsibility, EEO and MWBE:

Vendor Responsibility

Approved

EEO

Approved

MWBE

N/A

The above status is consistent and appropriate with the applicable laws, regulations, and operating procedures to allow the Board of Directors to approve this contract.

Respite Services Program for Patients with Intellectual/Developmental Disabilities (IDD)

Application to Award Contract – NYSARC, Inc.

**Board of Directors Meeting
February 23, 2023**

Machelle Allen, MD
System Chief Medical Officer, Medical and Professional Affairs

Richard Freeman
Senior AVP, Office of Behavioral Health

Jennifer Morrison-Diallo
Director of Mental Health Services – MH/IDD Unit/Kings County Hospital

- Authorizing the New York City Health and Hospitals Corporation (the “System”) to contract with NYSARC, Inc. (“NYSARC”), contingent upon the inclusion of a termination clause in the contract that can be exercised after 1 year at the directive of the Board if additional funding is not identified for this program, for respite services for adult patients with intellectual or developmental disabilities (“IDD”) for a term of three years with two 1-year options exercisable only by the System for an amount not to exceed \$8,500,000.

- Respite services for patients with intellectual or developmental disabilities(IDD) provide an opportunity for families of those patients to have additional support in managing the care of their loved ones.
- Across the five boroughs there is a significant lack in respite services where adults with IDD can go to a different setting when they need a “break” from their current community setting and a place to provide other much needed clinical supports (therapy, community habilitation). The current level of respite services throughout NY are available for mostly children who reside in the community with families and have self-direction
- At other hospitals/outpatient settings (outside of NYC Health + Hospitals), to our knowledge there are no other alternative options to support individuals with mental health/IDD diagnoses in the New York City area.
- The lack of crisis respite services results in high utilization of emergency room services due to crises that could have potentially been averted if there was another option for the individual

NYSARC Clinical Service Delivery:

- Five-bed respite in Brooklyn for individuals who can be connected and enrolled in OPWDD but pending approval and are also in need of housing. Currently the only respite services in NYC which is located in Brooklyn, NY, has been operating since 2019
- Crisis emergency supports for individuals living in family homes
- Testing and other community linkage services to aid in enrollment for OPWDD waiver services **Note currently the wait time or availability for this testing can be up to 6+ months if this service didn't exist, and they **cannot** get housing without it.

Clinical Services and Programmatic Elements:

In the NYSARC respite house, individuals receive a continuum of specialty services which can generalize to similar services they would receive in the community when transitioning into their permanent OPWDD group home:

- Care coordination services- by OPWDD care manager and NYSARC licensed clinical social worker
- Psychological and behavioral support services by psychologist and behavior intervention specialists which are both present in the house
- Peer counseling services and vocational rehabilitation services
- Groups provided by contracted licensed creative arts therapist (LCAT)
- 24/7 clinical care by 2:1 individual to staff ratio by direct support professionals (trained specifically to work with individuals with complex behavioral health needs)

Admission Criteria:

- Only take individuals who are currently in a NYC Health and Hospitals facility - this can be a CPEP, psychiatric inpatient or medical inpatient unit. ***The goal is for people to be able to transition into the community and not wait in a hospital setting which is a completely inappropriate place for them to live.***
- Individuals must be able to connect to OPWDD waiver services
- MUST have some proof of neurodevelopmental disability PRIOR to age 22 (**Note, without these two things, the NYSARC respite program cannot link them to OPWDD services and therefore find housing for them)

Outcome Metrics:

- Over the past 3 years of operation, NYSARC has served approximately 8-10 people per year. Within the individuals served, there typically has not been an extremely long wait list, with on average 1-3 people “waiting for a bed”
- There have been no readmissions for NYC Health + Hospitals clients referral who have received their services.
- **Average LOS**
 - 10/2019-2020 (82 days)
 - 2021 (122 days)
 - 2022 (257 days)
- **Successful Placements**
 - 10/2019-2020 (11)
 - 2021 (8)
 - 2022 (6) *data not up to date
- **Total Savings**
 - 10/2019-2020 (\$1,158,608)
 - 2021 (\$1,250,480)
 - 2022 (\$2,664,288)



Cost Comparison

Cost for patients at NYSARC vs Hospital 2019-2020			
Patient	LOS	Hospital (\$1,276/day)	NYSARC (\$550/day)
1	193	\$246,268	\$106,150
2	33	\$42,108	\$18,150
3	28	\$35,728	\$15,400
4	109	\$139,084	\$59,950
5	43	\$54,868	\$23,650
6	146	\$186,296	\$80,300
7	175	\$223,300	\$96,250
8	38	\$48,488	\$20,900
9	19	\$24,244	\$10,450
10	91	\$116,116	\$50,050
11	33	\$42,108	\$18,150
		\$1,158,608	\$499,400

Average length of stay 83 days

This data is from patients admitted to NYSARC respite house from 2019-2020. It includes LOS per person and a comparison of cost if the person was still at a hospital compared to what NYSARC costs per day.

Possible Reimbursement Revenues:

- To date there have been no reimbursable services through the NYSARC respite house, per say, however, with staffing the program and potential off-shoots of the program with Qualified Health Professionals (e.g., social work, psychologists, psychiatrists) there could be billable revenue from crisis work completed in the community which can be reimbursed at high rates (e.g., similar to mobile crisis work where it can be billed in 15-minute increments with upwards of \$95 per hour).
- This is certainly something that should be examined of how to build this into the current program so it can also be cost/savings effective, but also reimbursable at a decent rate.
- Working partnerships with OMH/OPWDD to create other similar services to this pilot program

Timeline of RFP

- In October of 2019, OneCity Health, a subsidiary of NYC Health + Hospitals, entered into a one-year agreement with NYSARC to provide short-term mental health respite services as an alternative to medically unnecessary hospitalization. The agreement was approved by the OneCity Health Executive Committee and OneCity's Board of Directors with a not-to-exceed amount of \$1,724,130
- On September 28, 2021, the CRC approved a best interest renewal to extend the current agreement from July 1, 2021, to June 30, 2022, at a not to exceed amount of \$1,700,000. The contract was eventually extended for a total of 9 months with an expiration date of March 31, 2023.
- The Office of Behavioral Health issued a RFP in October 2022 to explore market for these services
- The Office of Behavioral Health is actively pursuing additional funding streams from Office of Mental Health (OMH), Office for People with Developmental Disabilities (OPWDD) and other possible grants.

NYSARC, Inc. Contract History

Year/Date	Time Frame	Total Contract Price	Effective Dates	Notes
10/11/2019	One year	\$1,724,130	10/11/19 - 10/10/20	Initial Contract (OneCity)
2020	2-month extension	\$0	10/11/20 - 12/31/20	No Cost Extension
2020	6-month extension	\$400,000	1/1/20 - 6/30/21	NYSARC received grant from Mother Cabrini, reduced our cost
9/28/2021	1 year extension	\$1,700,000	7/1/21 - 6/30/21	
7/1/2022	6-month extension	\$850,000	7/1/22 - 12/31/22	
1/1/2023	3-month extension	\$425,999	1/1/23 - 3/31/23	
2/6/2023 Request	3 year (with two 1-year renewable options*)	\$5,100,000	4/1/23 - 3/31/26	\$1,700,00 year
	1 year renewal option *	1,700,000	4/1/26 - 3/31/27	1st one year renewable option at discretion of H+H.
	1 year renewal option *	1,700,000	4/1/27 - 3/31/28	Last one year renewable option at discretion of H+H.
	*H+H will also be able to end contract after year 3 or 4 by opting out of either renewal.	8,500,000		Total 5 year contract if both option years exercised.

- **10/13/22:** RFP published on City Record, sent directly to 2 vendors
- **10/19/22:** Pre-proposal conference held, 5 vendors attended
- **11/11/22:** Proposal deadline, 2 proposals received
- **11/18/22:** Vendors presented proposal solution to Evaluation Committee. Internal debrief took place after presentations
- **12/05/22:** Evaluation Committee submitted final scores. NYSARC, Inc. was the highest rated proposer

RFP Criteria

- **Minimum criteria:**
 - Applicants must be nonprofit entities with at least three years of experience providing:
 - Respite and crisis services for patient with IDD
 - Psychological testing for individuals with IDD
 - Annual revenue over \$1,000,000

- **Substantive Criteria:**
 - 30% Quality of Referral Approach
 - 30% Cost
 - 30% Experience and Qualifications of Vendor
 - 10% Implementation Plan

- **Evaluation Committee:**
 - Deputy Chief Medical Officer
 - Director of Mental Health Services/Kings
 - Chief of Service for Behavioral Health/Kings
 - Chief of Service for Behavioral Health/Bellevue
 - Director of Social Work
 - CPEP Director/Jacobi

**Department of Supply Chain
Vendor Performance Evaluation**

NYSARC, Inc.

DESCRIPTION	ANSWER
Did the vendor meet its budgetary goals, exercising reasonable efforts to contain costs, including change order pricing?	Yes
Has the vendor met any/all of the minority, women and emerging business enterprise participation goals and/or Local Business enterprise requirements, to the extent applicable?	n/a
Did the vendor and any/all subcontractors comply with applicable Prevailing Wage requirements?	n/a
Did the vendor maintain adequate records and logs, and did it submit accurate, complete and timely payment requisitions, fiscal reports and invoices, change order proposals, timesheets and other required daily and periodic record submissions (as applicable)?	Yes
Did the vendor submit its proposed subcontractors for approval in advance of all work by such subcontractors?	n/a
Did the vendor pay its suppliers and subcontractors, if any, promptly?	n/a
Did the vendor and its subcontractors perform the contract with the requisite technical skill and expertise?	n/a
Did the vendor adequately supervise the contract and its personnel, and did its supervisors demonstrate the requisite technical skill and expertise to advance the work	Yes
Did the vendor adequately staff the contract?	Yes
Did the vendor fully comply with all applicable safety standards and maintain the site in an appropriate and safe condition?	Yes
Did the vendor fully cooperate with the agency, e.g., by participating in necessary meetings, responding to agency orders and assisting the agency in addressing complaints from the community during the construction as applicable?	Yes
Did the vendor adequately identify and promptly notify the agency of any issues or conditions that could affect the quality of work or result in delays, and did it adequately and promptly assist the agency in resolving problems?	Yes
Performance and Overall Quality Rating Satisfactory	Satisfactory

Board of Directors Request

- Authorizing the New York City Health and Hospitals Corporation (the “System”) to contract with NYSARC, Inc. (“NYSARC”), contingent upon the inclusion of a termination clause in the contract that can be exercised after 1 year at the directive of the Board if additional funding is not identified for this program, for respite services for adult patients with intellectual or developmental disabilities (“IDD”) for a term of three years with two 1-year options exercisable only by the System for an amount not to exceed \$8,500,000.
- Anticipated contract start date is April 1, 2023
- MWBE: According to the minimum criteria, all vendors had to be non-profit community-based organizations, which are not eligible to be certified MWBEs, so procurements that solicit to these firms are excluded from the MWBE program. Additionally, NYSARC is self performing the services.
- EEO status is approved

Appendix



Clinical Impacts:

- Many of these individuals prior to this service being open were sitting in emergency rooms/medical ED beds or CPEP waiting for housing and to get connected to services.
- Prior to this service being available, there were NO other options to support individuals (especially those over 21) trying to get enrolled into OPWDD services
- Important flow throughout both emergency room settings and inpatient units for a population which is already discriminated against on multiple levels. Helps significantly with provider burnout supporting them in these hospital settings in which staff do not have training or expertise to support these individuals in these settings.

Cost savings analysis-

- Avg reimbursement for inpatient psych/medical stay- \$1276 per day (NOTE: this does NOT include staffing (1:1/2:1), bed block (denying another patient a bed), and other hospital care costs.
- Avg rate per day for NYSARC- \$550, therefore less than half of what it costs for the person to be in the hospital
- **If the person is in an ER it is even more cost effective to move them to a respite program, as the billing rate is significantly higher (approx. \$3000 per day)

Placement Referral Process

Decision for placement in the respite house:

- One page referral forms as well as accompanying clinical information such as recent psychological testing, psychiatric evaluations, psychosocial and any other pertinent information is sent to the NYSARC clinical intake team.
- Typically, referrals are sent mainly from Kings County hospital consultation to determine if it is an appropriate referral (meaning there can be movement in a relatively reasonable amount of time)
- Referrals can also be sent via other hospitals to the NYSARC clinical team and reviewed for appropriateness as well.
- **Ultimately admission decisions are made by the clinical team at NYSARC respite home to ensure that the person is a good clinical fit with other individuals in the program.**

RESOLUTION - 06

Authorizing the New York City Health and Hospitals Corporation (the “System”) to exercise a best interest extension for three months on its existing contract with **Crothall Facilities Management, Inc. (“Crothall”)** for biomedical program management for an amount not to exceed \$9,369,806 for the three-month extension period.

WHEREAS, the System contracted with Crothall as the result of an RFP in 2014 and the approval of its Board of Directors for a term to expire March 31, 2023 for an amount not to exceed \$252,884,799; and

WHEREAS, under the existing contract, Crothall manages the System’s substantial inventory of biomedical equipment including dialysis, lab equipment, chillers, stretchers, Correctional Health biomedical equipment, IT support, warehousing of equipment and transportation; and

WHEREAS, the System has initiated a new RFP to identify an appropriate contractor to perform the functions being performed under the existing contract; and

WHEREAS, the System requires a three-month extension of the current Crothall agreement to allow sufficient time to complete the new RFP and obtain the approval of the Board for a new agreement; and

WHEREAS, the System’s Senior Vice President for Supply Chain Services will be responsible for the management of the contract including its proposed extension.

NOW THEREFORE, be it

RESOLVED, that the New York City Health and Hospitals Corporation (the “System”) be and hereby is authorized to exercise a best interest extension for three months on its existing contract with Crothall Facilities Management, Inc. (“Crothall”) for biomedical program management for an amount not to exceed \$9,369,806

EXECUTIVE SUMMARY
CROTHALL FACILITIES MANAGEMENT, INC.
BIOMEDICAL PROGRAM MANAGEMENT

- OVERVIEW:** The System contracted with Crothall as the result of an RFP in 2014 and the approval of its Board of Directors for a term to expire March 31, 2023 for an amount not to exceed \$252,884,799. Under the existing contract, Crothall manages the System's substantial inventory of biomedical equipment including dialysis, lab equipment, chillers, stretchers, Correctional Health biomedical equipment, IT support, warehousing of equipment and transportation.
- NEED:** The System has initiated a new RFP to identify an appropriate contractor to perform the functions being performed under the existing agreement. The System requires a three-month extension of the current Crothall agreement to allow sufficient time to complete the new RFP and obtain the approval of the Board for a new agreement
- COSTS:** The total not-to-exceed cost for the proposed three-month best interest extension will not exceed \$9,369,806.

To: Colicia Hercules
Chief of Staff, Office of the Chair

From: Keith Tallbe
Senior Counsel
Office of Legal Affairs

Keith Tallbe

Digitally signed
by Keith Tallbe
Date: 2022.12.20
13:52:32 -05'00'

Re: Vendor Responsibility, EEO and MWBE status for Board review of contract

Vendor: Crothall Facilities Management Inc.

Date: December 20, 2022

The below chart indicates the vendor's status as to vendor responsibility, EEO and MWBE:

Vendor Responsibility

Approved

EEO

Approved

MWBE

N/A

The above status is consistent and appropriate with the applicable laws, regulations, and operating procedures to allow the Board of Directors to approve this contract.

Crothall Facilities Management, Inc
Biomedical Managed Services

Application for
Three Month Best Interest Contract Extension

Board of Directors Meeting
February 6, 2023

Joe Wilson
Senior Assistant Vice President
Supply Chain Services

For Board Consideration

- Authorizing the New York City Health and Hospitals Corporation (the “System”) to exercise a best interest extension for three months on its existing contract with Crothall Facilities Management, Inc. (“Crothall”) for biomedical program management for an amount not to exceed \$9,369,806 for the three-month extension period.

Background / Current State

- Crothall Facilities Management, Inc (Crothall Healthcare) manages Biomedical services for all of NYC Health + Hospitals, which includes Acute Care, Gotham, Long Term Care facilities, and Correctional Health. The agreement provides management staff as well as equipment maintenance.
- New York City Health + Hospitals contracted with Crothall Healthcare Services as a result of an RFP in 2014.
- The Crothall Biomed agreement was board approved with a not to exceed cost \$252,884,799 for the term of the contract.
- RFP and agreement were being managed by the Office of Contracts & Control (OCC). In 2017, OCC merged with Supply Chain, the agreement & relationship management were transferred to Supply Chain.
- Over the course of the agreement the scope of work expanded to cover services such as dialysis, lab equipment, chillers, stretchers, Correctional Health equipment, IT support, warehousing and transportation.
- Current agreement expires March 31, 2023.

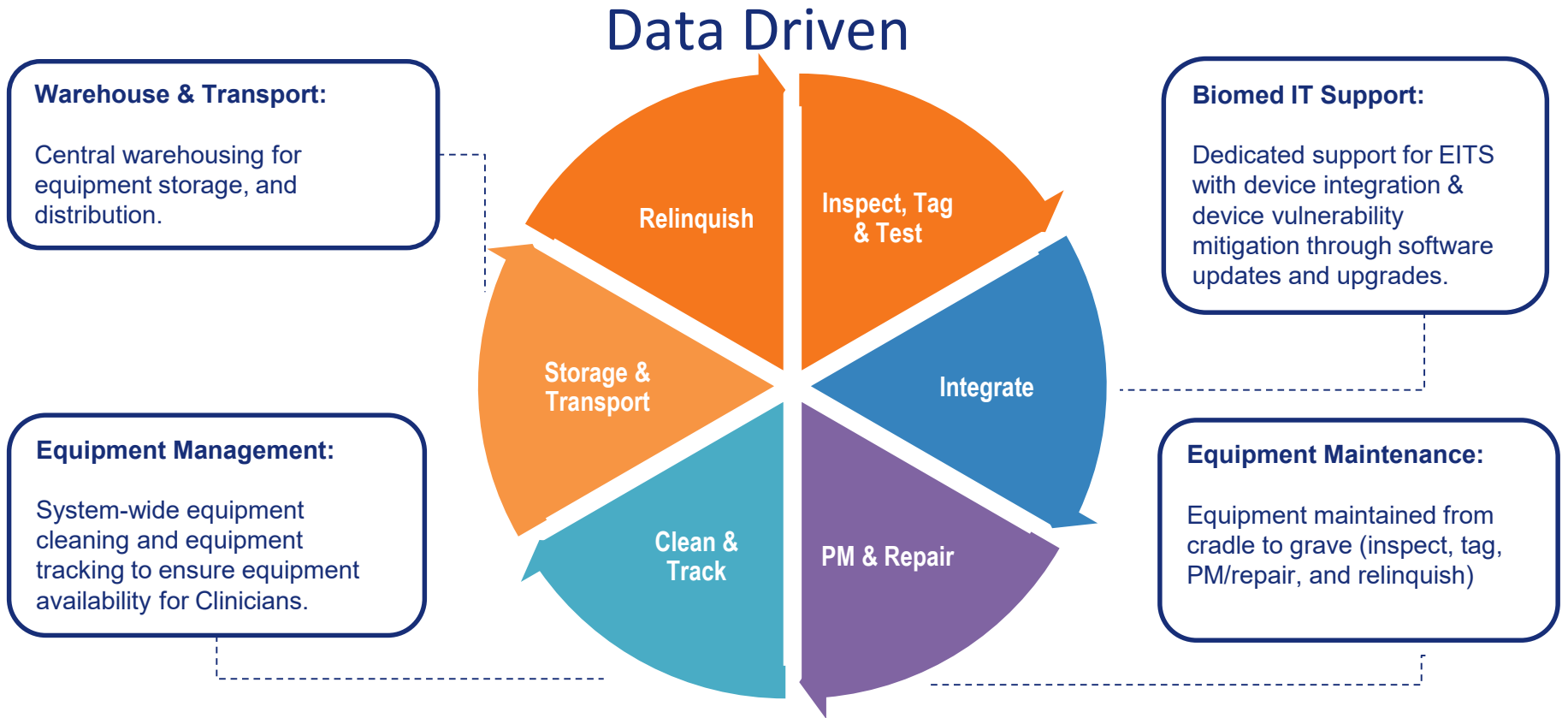
Overview of Procurement

- Per the OP 100-05, NYC Health + Hospitals has issued a RFP to identify a provider and award an agreement for the next 10 years.
- The new RFP scope of work has evolved from break fix to full management program which includes equipment repair, maintenance, equipment management, IT support, warehousing, and transportation.
- The initial timeline to complete the RFP was extended due to the enhanced scope of work. Timeline to develop the scope for each service vertical with Facility Leadership, IT, Nursing, and other service lines extended the target date.
- NYC Health + Hospitals seeks to extend the current agreement with Crothall Healthcare for an additional three months under the best interest extension to provide services until a new agreement is implemented


RFP Scope of Service

NYCH+H requires an outside service to manage the ever changing medical equipment technology, specific needs of IT security, connectivity to systems, equipment management on the floors, and biomedical warehousing services.

Program to be driven by analytics and data for strategic decisions with PM planning, capital planning, and technology consideration.



Vendor Performance

 Department of Supply Chain Vendor Performance Evaluation Crothall Biomed	
DESCRIPTION	ANSWER
Did the vendor meet its budgetary goals, exercising reasonable efforts to contain costs, including change order pricing?	Yes
Has the vendor met any/all of the minority, women and emerging business enterprise participation goals and/or Local Business enterprise requirements, to the extent applicable?	n/a
Did the vendor and any/all subcontractors comply with applicable Prevailing Wage requirements?	Yes
Did the vendor maintain adequate records and logs, and did it submit accurate, complete and timely payment requisitions, fiscal reports and invoices, change order proposals, timesheets and other required daily and periodic record submissions (as applicable)?	Yes
Did the vendor submit its proposed subcontractors for approval in advance of all work by such subcontractors?	Yes
Did the vendor pay its suppliers and subcontractors, if any, promptly?	Yes
Did the vendor and its subcontractors perform the contract with the requisite technical skill and expertise?	Yes
Did the vendor adequately supervise the contract and its personnel, and did its supervisors demonstrate the requisite technical skill and expertise to advance the work?	Yes
Did the vendor adequately staff the contract?	Yes
Did the vendor fully comply with all applicable safety standards and maintain the site in an appropriate and safe condition?	Yes
Did the vendor fully cooperate with the agency, e.g., by participating in necessary meetings, responding to agency orders and assisting the agency in addressing complaints from the community during the construction as applicable?	Yes
Did the vendor adequately identify and promptly notify the agency of any issues or conditions that could affect the quality of work or result in delays, and did it adequately and promptly assist the agency in resolving problems?	Yes
Performance and Overall Quality Rating Satisfactory	Strong

- Authorizing the New York City Health and Hospitals Corporation (the “System”) to exercise a best interest extension for three months on its existing contract with Crothall Facilities Management, Inc. (“Crothall”) for biomedical program management for an amount not to exceed \$9,369,806 for the three-month extension period.

Agreement Term	Contract Amount
Original Not to exceed (NTE):	\$ 252,884,799
Three month Extension:	\$ 9,369,806
Total	\$ 262,214,605

RESOLUTION - 07

Authorizing New York City Health and Hospitals Corporation (the “System”) to execute a contract with **Jemco Electrical Contractors, Inc.** (the “Contractor”) to complete an upgrade of Emergency Electrical Service Type I at NYC Health + Hospitals/Metropolitan Hospital Center (“Metropolitan”) for a term up to 30 months for the proposed construction project for an amount, including a 10% project contingency of \$745,300, not to exceed \$8,198,300.

WHEREAS, the Centers for Medicare and Medicaid Services cited the emergency electrical system (the “EES”) at Metropolitan for failing to meet current National Fire Protection Association codes and the New York State Department of Health also noted the deficiency and gave Metropolitan a limited period within which to upgrade the EES; and

WHEREAS, the System conducted a competitive Request for Proposals procurement to find a contractor to perform this work; and

WHEREAS, proposals were solicited by an RFP, 8 prospective electrical contractors attended a site tour of Metropolitan in late September 2022, three firms submitted formal proposals by the October 1, 2022 deadline and the evaluation committee determined that the Contractor’s proposal represented the best value for the System which determination was endorsed by the Contract Review Committee; and

WHEREAS, although the System awarded a standby Job Order Contract (a “JOCS” contract) to the Contractor in September, 2022 with the Board’s approval, the System determined that, because of the scale of the Metropolitan EES upgrade, more competitive pricing would result from a project-based procurement that would also avoid exhausting all the authorized funding of the JOCS contract with a single job; and

WHEREAS, the Contractor has been evaluated as “Good” based on past work performed for the System and

WHEREAS, the Contractor has committed to a 31% MWBE subcontracting plan; and

WHEREAS, the System’s Office of Facility Development will be responsible for the management of the proposed agreement.

NOW THEREFORE, be it

RESOLVED, that the New York City Health and Hospitals Corporation (the “System”) be and hereby is authorized to execute a contract with **Jemco Electrical Contractors, Inc.** (the “Contractor”) to complete an upgrade of Emergency Electrical Service Type I at NYC Health + Hospitals/Metropolitan Hospital Center (“Metropolitan”) for a term to equal the duration of the proposed construction project for an amount, including a 10% project contingency of \$745,300, not to exceed \$8,198,300.

EXECUTIVE SUMMARY
UPGRADE OF EMERGENCY ELECTRICAL SYSTEM
AT NYC HEALTH + HOSPITALS/METROPOLITAN HOSPITAL
JEMCO ELECTRICAL CONTRACTORS

OVERVIEW: The Centers for Medicare and Medicaid Services cited the emergency electrical system (the “EES”) at Metropolitan for failing to meet current National Fire Protection Association codes and the New York State Department of Health also noted the deficiency and gave Metropolitan a limited period within which to upgrade the EES.

PROCUREMENT Although the System awarded a standby Job Order Contract (a “JOCS” contract) to the Contractor in September, 2022 with the Board’s approval, the System determined that, because of the scale of the Metropolitan EES upgrade, more competitive pricing would result from a project-based procurement that would also avoid exhausting all the authorized funding of the JOCS contract with a single job. Accordingly, the System conducted a competitive Request for Proposals procurement to find a contractor to perform the Metropolitan EES upgrade. Proposals were solicited by an RFP, 8 prospective electrical contractors attended a site tour of Metropolitan in late September 2022, three firms submitted formal proposals by the October 1, 2022 deadline and the evaluation committee determined that the Contractor’s proposal represented the best value for the System which determination was endorsed by the Contract Review Committee.

PROJECT: EES is the system that provides separation of emergency power into three distribution branches: 1) Critical (Red outlets for monitors, medical equipment in patient care areas, etc.); 2) Life Safety (exit lights, emergency lighting & fire alarm); and 3) Equipment (medical air pumps, vacuum pumps, HVAC, boilers, etc.

TERMS: The proposed contract will be up to 30 months for the project and will not cost more than \$8,198,300 which includes a 10% project contingency of \$745,300.

FINANCING: The proposed work will be financed with City Capital.

MWBE: The contractor has committed to a 31% MWBE subcontracting plan.

To: Colicia Hercules
Chief of Staff, Office of the Chair

From: Keith Tallbe Rivera-
Senior Counsel Bazan, Digital signed by
Rivera-Bazan, Email
Date: 2023.01.26
13:15:59 -0500
Office of Legal Affairs mali

Re: Vendor responsibility, EEO and MWBE status

Vendor: Jemco Electrical Contractors, Inc.

Date: January 26, 2023

The below chart indicates the vendor's status as to vendor responsibility, EEO and MWBE:

<u>Vendor Responsibility</u>	<u>EEO</u>	<u>MWBE</u>
Approved	Approved	32.8% - Utilization Plan

The above status is consistent and appropriate with the applicable laws, regulations, and operating procedures to allow the Board of Directors to approve this contract.

Request to Award Contract to Jemco Electrical Contractors, Inc.

For Emergency Electrical System Upgrade Type I (EES) at Metropolitan Hospital

Board of Directors Meeting February 23, 2023

Manuel Saez – Senior Assistant Vice President, OFD
Oscar Gonzalez – Senior Assistant Vice President, OFD
Tamika Campbell – Director of Capital Design, OFD/Metropolitan

Request for Consideration

Authorizing New York City Health and Hospitals Corporation (the “**System**”) to execute a contract with Jemco Electrical Contractors, Inc. (the “**Contractor**”) to complete an upgrade of Emergency Electrical Service Type I at NYC Health + Hospitals/Metropolitan Hospital Center (“**Metropolitan**”) for a term up to 30 months for the proposed construction project for an amount, including a 10% project contingency of \$745,300, not to exceed \$8,198,300.

Program Background

- The EES Type I is the Emergency Electrical System that provides separation of emergency power into three distribution branches:
 - 1) Critical (Red outlets for monitors, medical equipment in patient care areas, etc.)
 - 2) Life Safety (exit lights, emergency lighting & fire alarm)
 - 3) Equipment (medical air pumps, vacuum pumps, HVAC, boilers, etc.)
- The current state of Metropolitan existing system does not meet current National Fire Protection Association (NFPA) codes and must be upgraded as required by the NYS DOH and CMS in order to comply with the NFPA requirements for critical branch separation.
- NYC Health + Hospitals / Metropolitan was cited by Center Medicare and Medicaid Services (CMS) and granted a Time Waiver by NYS DOH for the duration of construction.
- The EES Type I project will take approximately 30 months to bring the system up to code by running three new branches to support emergency power throughout the facility

Overview of Procurement

- 9/19/22 & 9/20/22: Site tour for bidders; 8 contractors attended
- 10/12/22: Proposal deadline, 3 proposals received
- 10/28/22: Pre-qualification meeting with lowest responsible bidder – JEMCO

Construction Contract

- Sourced via public bid
- Jemco Electrical Contractors, Inc. was the lowest of three (3) bidders
- MWBE 31% subcontractor utilization plan presented

Subcontractor	Certification	Supplies/Services	Utilization Plan %	Utilization \$s
DEUTSCHER & DAUGHTER	WBE	Service	2	\$149,060
PARK AVE BUILDING & ROOF	MBE	Supplies	5	\$372,650
TEDCO GROUP	MBE	Service	2	\$149,060
TURTLE & HUGHES	WBE	Supplies	20	\$1,490,600
LB Consulting Inc.	WBE	Service	2	\$149,060
Total			31%	\$2,310,430

- Contract amount is **\$7,453,000**
- Jemco is currently one of our JOCs Electrical Contractor (2020-2022) and also a previous JOCs Electrical Contractor (2018-2020). Evaluations for both contracts were rated 84% and 93% respectively. Additionally, the ratings listed in MOCs included 2 Excellent and 4 Good.
- Expected to begin Spring 2023 completion in expected in Fall 2025

Performance Evaluation

Vendor Performance Evaluation	
Jemco	
DESCRIPTION	ANSWER
Did the vendor meet its budgetary goals, exercising reasonable efforts to contain costs, including change order pricing?	Yes
Has the vendor met any/all of the minority, women and emerging business enterprise participation goals and/or Local Business enterprise requirements, to the extent applicable?	Yes
Did the vendor and any/all subcontractors comply with applicable Prevailing Wage requirements?	Yes
Did the vendor maintain adequate records and logs, and did it submit accurate, complete and timely payment requisitions, fiscal reports and invoices, change order proposals, timesheets and other required daily and periodic record submissions (as applicable)?	Yes
Did the vendor submit its proposed subcontractors for approval in advance of all work by such subcontractors?	Yes
Did the vendor pay its suppliers and subcontractors, if any, promptly?	Yes
Did the vendor and its subcontractors perform the contract with the requisite technical skill and expertise?	Yes
Did the vendor adequately supervise the contract and its personnel, and did its supervisors demonstrate the requisite technical skill and expertise to advance the work?	Yes
Did the vendor adequately staff the contract?	Yes
Did the vendor fully comply with all applicable safety standards and maintain the site in an appropriate and safe condition?	Yes
Did the vendor fully cooperate with the agency, e.g., by participating in necessary meetings, responding to agency orders and assisting the agency in addressing complaints from the community during the construction as applicable?	Yes
Did the vendor adequately identify and promptly notify the agency of any issues or conditions that could affect the quality of work or result in delays, and did it adequately and promptly assist the agency in resolving problems?	Yes
Performance and Overall Quality Rating Satisfactory	Good

71% - 80% ----- Satisfactory
81% - 90% ----- Good
91% - 100% ----- Excellent

Project Budget

Metropolitan EES	
Construction	\$7,453,000
Project Contingency (10%)	\$745,300
Total	\$8,198,300*

*Full funding for this project has been allocated and CP is pending with OMB for approval

Board of Directors Request

Authorizing New York City Health and Hospitals Corporation (the “**System**”) to execute a contract with Jemco Electrical Contractors, Inc. (the “**Contractor**”) to complete an upgrade of Emergency Electrical Service Type I at NYC Health + Hospitals/Metropolitan Hospital Center (“**Metropolitan**”) for a term up to 30 months for the proposed construction project for an amount, including a 10% project contingency of \$745,300, not to exceed \$8,198,300.

RESOLUTION - 08

Amending the resolution adopted at the September 2022 meeting of the Board of Directors of New York City Health and Hospitals Corporation (the “**System**”) that authorized an 18-year lease with 90-02 QB Holdings LLC for approximately 40,000 square feet on the ground floor of 90-02 Queens Boulevard, Elmhurst, Queens, New York for use by NYC Health + Hospitals/Elmhurst and NYC Health + Hospitals/Queens for administrative office space such amendment to correct the name of the Landlord to be **9002 Commercial Unit LLC**.

WHEREAS, the System’s Board of Directors adopted the attached resolution authorizing the execution of the lease described above; and

WHEREAS, the building in which the proposed office space is divided into condominium units but the condominium is “synthetic” meaning that each unit is controlled by the original owner through a set of special purpose limited liability entities all owned by the original building owner; and

WHEREAS, the September resolution and the early drafts of the lease prepared by the landlord’s attorneys gave the owner of the commercial unit the System is to rent as 90-02 QB Holdings LLC; and

WHEREAS, when an execution version of the lease was presented, the name of the owner had been changed to 9002 Commercial Unit LLC, which is the correct owner of the unit to be leased; and

WHEREAS, it is necessary for the September resolution to be amended to correct the name of the landlord to 9002 Commercial Unit LLC.

NOW THEREFORE, it is hereby resolved that the resolution adopted at the September 2022 meeting of the Board of Directors of New York City Health and Hospitals Corporation (the “**System**”) that authorized an 18-year lease with **90-02 QB Holdings LLC** for approximately 40,000 square feet on the ground floor of 90-02 Queens Boulevard, Elmhurst, Queens, New York for use by NYC Health + Hospitals/Elmhurst and NYC Health + Hospitals/Queens for administrative office space be and the same is amended to correct the name of the Landlord to be **9002 Commercial Unit LLC**.

RESOLUTION - 05

Authorizing New York City Health and Hospitals Corporation (the “System”) to sign an 18-year lease with 90-02 QB Holdings LLC (“Landlord”) for approximately 40,000 square feet on the ground floor of **90-02 Queens Boulevard, Queens, New York** for use by NYC Health + Hospitals/Elmhurst (“Elmhurst”) and NYC Health + Hospitals/Queens (“Queens”) for administrative office space at an initial rent of \$37/rentable square feet or \$1,480,000/yr which will escalate over the term to reach \$45/rentable square feet over the final seven years of the term for a total base rent over the term of \$28,520,000 after taking into account one year of free rent; provided that operating expense escalations payable to Landlord projected to total \$1,732,000 over the lease term are not included in base rent for a total payable to Landlord over the term projected to be \$30,252,004.

WHEREAS, Elmhurst and Queens both have several large construction projects planned that will displace administrative staff requiring swing space for the next 3 – 4 years until construction is completed; and

WHEREAS, the two hospitals are already congested and some of the planned construction will convert administrative space to space for clinical services increasing the need for supplemental administrative space outside of the Hospital; and

WHEREAS, Queens similarly has planned construction that will convert administrative space to space for clinical and non-clinical support use and will require supplemental administrative space outside of the hospitals; and

WHEREAS, the proposed lease of the Premises will both supply a temporary home for some administrative services during the period of the planned construction and a permanent home for some of such functions following the repurposing of their original space for clinical services as part of the planned work; and

WHEREAS, the Building was selected based on a search of the area, its close proximity to both Elmhurst and Queens confirmation that the proposed rent is a competitive rate in line with the market; and

WHEREAS, Landlord, at its cost, will perform all work necessary to deliver to the System a fully code compliant “vanilla box;” and

WHEREAS, and Landlord will then perform the tenant fit-out including the purchase of all needed furniture in accordance with the System’s plans and specifications under a Landlord financed budget of \$2M; and

WHEREAS, the System will purchase its electricity directly from the local utility but the cost of cleaning and rubbish removal will be included in the rent; and

WHEREAS, the proposed lease will be managed by the Chief Executive Officer of Elmhurst.

RESOLVED, that the New York City Health and Hospitals Corporation (the “System”) be and hereby is authorized to sign an 18-year lease with 90-02 QB Holdings LLC (“Landlord”) for approximately 40,000 square feet on the ground floor of 90-02 Queens Boulevard, Queens, New York (the “Building”) for use by NYC Health + Hospitals/Elmhurst (“Elmhurst”) and NYC Health + Hospitals/Queens for administrative office space at an initial rent of \$37/rentable square feet or \$1,480,000/yr which will escalate over the term to reach \$45/rentable square feet over the final seven years of the term for a total rent over the term of \$28,520,000; provided that operating expense escalations payable to Landlord projected to total \$1,732,000 over the lease term are not included in base rent for a total payable to Landlord over the term of projected to be \$30,252,004

**EXECUTIVE SUMMARY
PROPOSED LEASE
WITH 90-02 QB HOLDINGS LLC
FOR SUPPLEMENTARY OFFICE SPACE FOR
NYC HEALTH + HOSPITALS/ELMHURST AND NYC HEALTH + HOSPITALS/QUEENS**

OVERVIEW: Elmhurst and Queens both have several large construction projects planned that will displace administrative staff requiring swing space for the next 3 – 4 years until construction is completed. Furthermore, the two hospitals are already congested and some of the planned construction will convert administrative space to space for clinical services increasing the need for supplemental administrative space outside of the hospitals.

The proposed lease of the Premises will both supply a temporary home for some administrative services during the period of the planned Elmhurst and Queens construction and a permanent home for some of such functions following the repurposing of their original space for clinical services as part of the work planned for Elmhurst and Queens.

SITE SELECTION: The Premises was selected after an energetic space search conducted by both the System's real estate consultant and by Elmhurst and Queens leadership. The Premises is close to both hospitals which is a major advantage. The proposed lease terms are at fair market value and include valuable concessions by Landlord.

FINANCING: Expense

TERMS:

BASE RENT: \$37/sf, or \$1,480,000/yr. for yrs. 1-5
\$41/sf, or \$1,640,000/yr. for yrs. 6-10
\$45/sf, or \$1,800,000/yr. for yrs. 11-18

OPERATING COST INCREASES: Payable to Landlord based on actual increases in the costs of insurance, labor staff the building, repairs and electricity for common areas and building-wide systems. Annual increase is estimated to be \$1.25/SF/Year. These are estimated to total \$1,732,000 over the term.

REAL ESTATE TAXES: Payable to the City but will be entirely abated so there will be no cost.

ELECTRICITY: Payable directly to the utility and projected to total \$3,043,877 over the term.

CLEANSING AND RUBBISH REMOVAL: Included in rent

September 29, 2022

September 8, 2022

Leora Jontef
Assistant Vice President Housing + Real Estate
New York City Health and Hospitals Corporation
50 Water Street
New York, NY. 10004

Re: 90-02 Queens Blvd Queens New York 11373

Dear Leora:

When evaluating 90-02 Queens Blvd, there are a limited number of commercial properties that should be considered as a subset of buildings for comparison purposes. These are buildings which are in proximity to the Queens Blvd property.

7201 Queens Blvd- New Development. Asking rents are \$50.00 per square foot with a Tenant Improvement Allowance is \$50.00 a foot.

6224 Roosevelt Avenue- New Development. Asking rents are \$50.00 per square foot with a Tenant Improvement Allowance of \$25.00 a foot.

9808 Queens Blvd- 36,000 feet of lower-level space is being marketed at \$45.00 per square foot with a Tenant Improvement Allowance of \$40.00 a foot.

9525 Queens Blvd- 84,000 feet split between 3 floors. Space is being marketed at \$45.00 per square foot with a Tenant Improvement Allowance of \$40.00 a foot.

In addition to the attached comps, below are the most recent closed transactions in Queens.

Amazon Fulfillment Center – 3850 21st Street, Long Island City

19,669 square feet with 73,540 feet of adjacent land.
\$56.43 per square foot Triple Net.

Aldi-Queens Place Mall – 8801 Queens Blvd (Directly across the street)

35,000 square feet of lower-level space.
\$40.00 per square foot, modified gross with \$50.00 in Tenant Improvement Allowance

Retro Fitness – 9277 Queens Blvd

16,250 square feet, 2nd floor space.
\$37.00 per square foot, \$600,000 annual, modified gross. As is, no Tenant Improvement Allowance.

Lenox Hill Radiology – 3716 Greenpoint Avenue

13,000 square feet between 2 floors with an additional 2,500 square foot lobby.
\$42.00 per square foot, \$650,000 annual, modified gross.

Lenox Hill Radiology – 8812 Queens Blvd

9,500 square feet. Ground floor space.
\$105.00 per square foot. \$1,000,000 annual, modified gross. Turnkey installation.

Although all information furnished regarding property for sale, rental, or financing is from sources deemed reliable, such information has not been verified, and no express representation is made nor is any to be implied as to the accuracy thereof, and it is submitted subject to errors, omissions, change of price, rental or other conditions, prior sale, lease or financing, or withdrawal without notice and to any special conditions imposed by our principal.

NEWMARK

Rents in Queens are between \$40.00 to \$50.00 per foot. If you discount the asking rent by 10% as the taking deal, the starting rent of \$37.00 per foot at 90-02 Queens Blvd is well within the comparable range. Additionally, we are receiving a turnkey installation valued at \$70.00 a foot (\$50.00 with an additional \$20.00 of Landlords Base Building work) and furniture which should be valued at \$20.00 to \$25.00 a foot.

Should you have any questions, please call me.



Ira Rovitz
Executive Managing Director
Newmark
Office: 212-372-2469
Mobile: 347-952-0159

Approved:
September 29, 2022

Although all information furnished regarding property for sale, rental, or financing is from sources deemed reliable, such information has not been verified, and no express representation is made nor is any to be implied as to the accuracy thereof, and it is submitted subject to errors, omissions, change of price, rental or other conditions, prior sale, lease or financing, or withdrawal without notice and to any special conditions imposed by our principal.

NEWMARK

**NYC Health + Hospitals/Elmhurst
NYC Health + Hospitals/Queens**

**Lease Request with 90-02 QB Holdings LLC
for 40,000 SF of office space at
90-02 Queens Blvd, Queens, NY**

**Board of Directors Meeting
September 29, 2022**

Helen Arteaga, CEO, NYC Health + Hospitals/Elmhurst
Neal J. Moore, CEO, NYC Health + Hospitals/Queens
Leora Jontef, AVP, Housing + Real Estate



Request for Consideration

Authorizing New York City Health and Hospitals Corporation (the “System”) to sign an 18-year lease **with 90-02 QB Holdings LLC** (“Landlord”) for approximately 40,000 square feet on the ground floor of 90-02 Queens Boulevard, Queens, New York for use by NYC Health + Hospitals/Elmhurst (“Elmhurst”) and NYC Health + Hospitals/Queens (“Queens”) for administrative office space at an initial rent of \$37/rentable square feet or \$1,480,000/yr which will escalate over the term to reach \$45/rentable square feet over the final seven years of the term for a total base rent over the term of \$28,520,000 after taking into account one year of free rent; provided that operating expense escalations payable to Landlord projected to total \$1,732,000 over the lease term are not included in base rent for a total payable to Landlord over the term projected to be \$30,252,004.

Approved.
September 29, 2022



Background: Queens Hospital Center

- Queens provides 269 beds to the community.
- Queens is scheduled to benefit from \$44 Million in capital projects over the next 5 years.
- Projects Include:
 - N4 renovation
 - P4 out-patient behavior health primary care clinic
 - Out-patient “retail” pharmacy

Approved:
September 29,
2023



Background: Elmhurst Hospital

- Elmhurst Hospital provides 545 beds to the community.
- Elmhurst is scheduled to benefit from \$160M capital projects over the next 5 years, with additional support projected moving forward.
- Projects Include:
 - Labor & Delivery
 - Woman's Health Pavilion
 - Ambulatory Surgery
 - Emergency Department
 - Fire Systems Upgrades
 - NICU
 - NeuroICU



Approved:
September 29, 2023



New Office Space in Queens

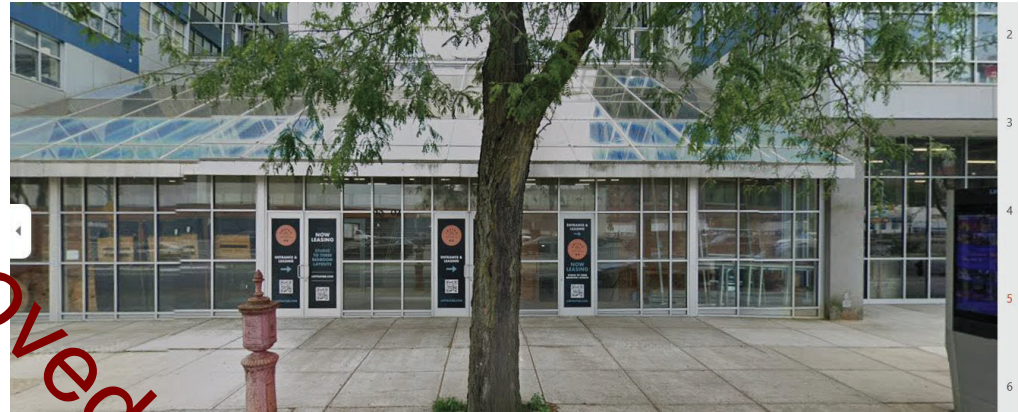
- Opportunity to create shared office space for some back office functions.
- The project will allow Queens and Elmhurst to open up space for critical capital projects and new clinical programs.
- Convenient and attractive location near both hospitals on a major Queens thoroughfare.

Approved:
September 29, 2022



Office Space at 90-02 Queens Blvd

- New office space on Queens Blvd to accommodate 91 employees from Elmhurst and 50 employees from Queens who perform back office functions.
- Travel distance is 15-20 minutes from Elmhurst and Queens Hospitals.
- Location is accessible to various modes of transportation and includes parking.
- On H+H shuttle route between Elmhurst and Queens Hospitals, with stops every 30 minutes.
- Trains: R, M (local), F, E
- Bus: Q29, Q32, Q53, Q58, Q60, Q46, Q65, Q25, Q34, Q88



Approved:
September 29, 2022



Lease Terms

This resolution requests a new lease for 40,000 square feet of ground floor office space.

- 18 year term commences after landlord completes construction work.
- The landlord will do base building work and supply furniture. The landlord will contribute \$2M (\$50/sf) towards the cost of outfitting the space including the installation of lighting, carpeting and construction of interior partition walls.
 - Twelve months of free rent will commence when work is complete.
- Base Rent is \$37/sf or \$1,480,000 annually. This will escalate by 10% every five years. The proposed rent is fair market for office space in Queens.
- H+H Annual Expenses:
 - Real Estate Taxes: No payment. H+H will be sole occupant of condominium unit.
 - Electricity: H+H will directly pay for electricity.
 - Operating Expense Escalation: H+H will be proportionate share of increases in operating costs over the first year's actual expenses.
 - The main operating expenses are insurance, labor to staff the building, repairs and electricity for common areas and building-wide systems.
 - Annual increase is estimated to be \$.25/SF/Year.

Approved:
September 29, 2022



Rent and Estimated Expenses

	Yrs 1-5	Yrs 6-10	Yrs 11-18	Total
Base Rent to Landlord	\$5,920,000	\$8,200,000	\$14,400,000	\$28,520,000
Est. Operating Expense Escalations to Landlord	\$98,800	\$369,200	\$1,264,000	\$1,732,000
Est. Electricity	\$690,188	\$800,117	\$1,553,572	\$3,043,877
Real Estate Taxes	\$0	\$0	\$0	\$0

Approved:
September 29, 2022



Board of Directors Request

Authorizing New York City Health and Hospitals Corporation (the “System”) to sign an 18-year lease with **90-02 QB Holdings LLC** (“Landlord”) for approximately 40,000 square feet on the ground floor of 90-02 Queens Boulevard, Queens, New York for use by NYC Health + Hospitals/Elmhurst (“Elmhurst”) and NYC Health + Hospitals/Queens (“Queens”) for administrative office space at an initial rent of \$37/rentable square feet or \$1,480,000/yr which will escalate over the term to reach \$45/rentable square feet over the final seven years of the term for a total base rent over the term of \$28,520,000 after taking into account one year of free rent; provided that operating expense escalations payable to Landlord projected to total \$1,732,000 over the lease term are not included in base rent for a total payable to Landlord over the term projected to be \$30,252,004.

Approved: 29, 2023



RESOLUTION - 09

Authorizing New York City Health and Hospitals Corporation (the “System”) to **execute stand-by requirements contracts with Array Architects, P.C. Perkins Eastman Architects, DPC, Gensler Architecture, Design & Planning, P.C., NBBJ Architecture PLLC, BDP Architecture, P.C., Moody Nolan, Inc., Perkins & Will Architects, P.C.** (the “Architects”) to provide master planning and facility assessment services across the System over a term of six years with the System holding two 1-year renewal options for an amount not to exceed \$16,000,000.

WHEREAS, currently the System lacks a systematic and consistent measure of the condition of its facilities across its various campuses that makes it difficult to effectively prioritize available capital funding and to avoid an entirely reactive response to deteriorating building conditions; and

WHEREAS, the System will benefit from a System-wide assessment of the condition of its facilities to prioritize needed improvements based on which elements are passed their useful lives or are approaching such state, which are energy inefficient and where the System’s ability to grow or reconfigure its services is limited by its physical plant; and

WHEREAS, to procure the professional services to conduct such an assessment, the System issued a Request for Proposals on August 2, 2022, a pre-proposal conference was conducted on August 18, 2022 with thirty companies in attendance, nine firms submitted proposals, the evaluation committee gave six firms the highest rating and the Contract Review Committee endorsed the recommendation to award contracts to the six Architects; and

WHEREAS, five of the seven Architects have done previous work for the System,

WHEREAS, the Architects have all committed to MWBE subcontracting plans of 30% or more; and

WHEREAS, the System’s Office of Facility Development will be responsible for the management of the proposed agreements.


NOW THEREFORE, be it

RESOLVED, that the New York City Health and Hospitals Corporation (the “System”) be and hereby is authorized to execute stand-by requirements contracts with Array Architects, P.C. Perkins Eastman Architects, DPC, Gensler Architecture, Design & Planning, P.C., NBBJ Architecture PLLC, BDP Architecture, P.C., Moody Nolan, Inc., Perkins & Will Architects, P.C. (the “Architects”) to provide master planning and facility assessment services across the System over a term of six years with the System holding two 1-year renewal options for an amount not to exceed \$16,000,000.

EXECUTIVE SUMMARY
MASTER PLANNING AND FACILITY CONDITIONS SURVEY
SYSTEM-WIDE STAND-BY REQUIREMENTS CONTRACTS ARRAY ARCHITECTS,
P.C. PERKINS EASTMAN ARCHITECTS, DPC, GENSLER ARCHITECTURE,
DESIGN & PLANNING, P.C., NBBJ ARCHITECTURE PLLC, BDP ARCHITECTURE,
P.C., MOODY NOLAN, INC., PERKINS & WILL ARCHITECTS, P.C.

- OVERVIEW:** The System lacks a systematic and consistent assessment of the condition of its facilities across its various campuses that makes it difficult to effectively prioritize available capital funding and to avoid an entirely reactive response to deteriorating building conditions. The System will benefit from a System-wide assessment of the condition of its facilities to prioritize needed improvements based on which elements are passed their useful lives or are approaching such state, which are energy inefficient and where the System's ability to grow or reconfigure its services is limited by its physical plant.
- PROCUREMENT** The System issued a Request for Proposals on August 2, 2022. A pre-proposal conference was conducted on August 18, 2022. Thirty companies attended. Nine firms submitted proposals. The evaluation committee gave six firms the highest rating and the Contract Review Committee endorsed the recommendation to award contracts to the six Architects.
- TERMS:** The proposed contract will be for six years with the System holding two 1-year renewal options for an amount not to exceed \$16,000,000.
- FINANCING:** The proposed work will be financed with City Capital.
- MWBE:** Each architect has committed to a MWBE plan of 30% or more.

To: Colicia Hercules
Chief of Staff, Office of the Chair

From: Keith Tallbe 
Senior Counsel
Office of Legal Affairs

Re: Vendor responsibility, EEO and MWBE status

Vendor: System Wide master Planning

Date: February 16, 2023

The below chart indicates the vendor's status as to vendor responsibility, EEO and MWBE:

<u>Vendor</u>	<u>Vendor Responsibility</u>	<u>EEO</u>	<u>MWBE</u>
Array Architects, P.C.	Approved	Pending	35.3%
Perkins Eastman Architects, DPC	Approved	Pending	36%
Gensler Architecture, Design & Planning, P.C.	Approved	Pending	30%
NBBJ Architecture PLLC	Approved	Pending	45%
BDP Architecture, P.C.	Approved	Pending	47%
Moody Nolan, Inc.	Approved	Pending	100%
Perkins & Will Architects, P.C.	Approved	Pending	36%

The above status is consistent and appropriate with the applicable laws, regulations, and operating procedures to allow the Board of Directors to approve this contract.

Request to Award Master Planning and Facility Assessment Services

System-wide stand-by requirements contracts with
Array Architects, P.C.
Perkins Eastman Architects, DPC
Gensler Architecture
Design & Planning, P.C.
NBBJ Architecture PLLC
BDP Architecture, P.C.
Moody Nolan, Inc., Perkins
Will Architects, P.C.

Board of Directors Meeting
February 23 , 2023

Manuel Saez, PhD. Sr. AVP, OFD
Oscar Gonzalez, Sr. AVP, OFD
Al Channer, Sr. Director, OFD

Board of Directors Request

Authorizing New York City Health and Hospitals Corporation (the “System”) to **execute stand-by requirements contracts with Array Architects, P.C. Perkins Eastman Architects, DPC, Gensler Architecture, Design & Planning, P.C., NBBJ Architecture PLLC, BDP Architecture, P.C., Moody Nolan, Inc., Perkins & Will Architects, P.C.** (the “Architects”) to provide master planning and facility assessment services across the System over a term of six years with the System holding two 1-year renewal options for an amount not to exceed \$16,000,000.

Background

- A comprehensive master plan is needed because:
 - Buildings and major infrastructure across all campuses are at various ages and conditions are not documented in a consistent manner.
 - Aging buildings and systems do not conform to current standards for delivering state of the art care.
 - Growth of services can be limited by the physical environment.
 - Major infrastructure components are nearing the end of their useful life.
 - Energy efficiency of current buildings are not in line with system goals.

- The Facility Master Planning will be done sequential rather than concurrent. This will assure the facility leaders, OFD team and the selected vendors will have adequate time to meet the expected outcomes of this work.

- This work will be awarded to a pool of seven (7) design firms to complete over several years. If at the end of the contract completion there are open projects, the contract will extend to ensure project completion.
 - The work will be assigned via mini-RFP to the vendors in the pool

Master Planning and Assessment Benefits

- Develop a comprehensive physical plan to better align clinical services with the business goals.
- Better utilize existing and future capital investments.
- Realize efficiencies with thoughtful planning of clinical services.
- Promote growth and patient safety.
- Proactive long term planning for all campuses.
- More uniform long term spending in Capital Plan.

Master Planning Kickoff Process

- A mini-RFP within the pool of seven vendors will be conducted to determine vendor award for each engagement
- We are assembling system Governance Team made up of clinical and operational leaders
 - First meeting with vendors and facility leadership for each engagement
 - Community Health Needs Assessment
 - Health + Hospitals strategic pillars
- Kick off meeting at facility to begin master planning engagement
- Check-in with system governance team during process to provide update and ensure alignment
- Final report out to facility leadership and system governance team

RFP Criteria

➤ **Minimum criteria:**

- 7 years in business
- Licensed Design Professionals
- Minimum 5 years of healthcare design services
- MWBE Plan, waiver, or certification

➤ **Substantive Criteria**

- 30% Approach and Methodology
- 25% Appropriateness & Quality of Firms Experience
- 20% Qualifications of Proposers Consultants and Staffing
- 15% MWBE
- 10% Cost

➤ **Evaluation Committee:**

- OFD - 4 representatives
- Facilities - 4 representatives
- Managed Growth -1 representative
- Finance -1 representative
- M&PA -1 representative
- EITS -1 representative

Overview of Procurement

- 8/2/22: RFP published on City Record
- 8/18/22: Pre-Proposal conference held, 30 vendors attended
- 09/19/22: Proposal deadline, 9 proposals received
- 10/18/22: Evaluation committee debriefed on all vendor proposals
- 11/28/22: Evaluation committee submitted 1st round of scores

- 01/17/23 - 01/20/23: Vendor presentations took place and evaluation Committee submitted final scoring. Below are the highest rated proposers
 - Array Architects, P.C.
 - Perkins Eastman Architects, DPC
 - Gensler Architecture, Design & Planning, P.C.
 - NBBJ Architecture PLLC
 - BDP Architecture, P.C.
 - Moody Nolan, Inc.
 - Perkins & Will Architects, P.C.

- Only one vendor – Perkins Eastman has evaluations with MOCs and all are excellent (5), while H+H has worked with Perkins Eastman, Gensler, NBBJ, and Moody Nolan on previous projects, MOCs does not have evaluations for these vendors.
- H+H has not worked with BDP or Perkins & Will

M/WBE Analysis

Awarded Vendors' MWBE Utilization Plan Summary

Vendor Name	MWBE Vendor	Subcontracted SOW	NYC/NYS	UP Goal %
Array Architects	Lera Consulting	Structure Engineering	M/WBE	36%
	Lakhani & Jordan Engineers	MEP/FP Engineering	MBE	
	Ellana, Inc	Cost Estimating	WBE	
Perkins Eastman	Lakhani & Jordan Engineers	MEP/FP Engineering	MBE	30%
	Ysrael A. Seinuk PC	Structural Engineer	MBE	
	Toscano Clements Taylor LLC	Cost Estimator	WBE	
	Cerami & Associates	Acoustical Specialist	WBE	
	Caso & Associates	Expeditor	M/WBE	
	Jablonski Building Conservation	Lighting Specialis	WBE	
Gensler	GC Engineering Associates	MEP/FP Engineering	MBE	30%
	Collectif Engineering PLLC	MEP/FP Engineering	MBE	
	The Hatfield Group	Structural Engineering	WBE	
	Medical Equipment Resources	Equipment Planning	WBE	
	Ellana, Inc.	Cost Estimating	WBE	

M/WBE Analysis (continued)

Awarded Vendors' MWBE Utilization Plan Summary

Vendor Name	MWBE Vendor	Subcontracted SOW	NYC/NYS	UP Goal %
NBBJ	Susan Brady Lighting Design	Lighting	WBE	45%
	Lera Consulting	Structural Engineering	M/WBE	
	JFK&M CG LLC	MEP Engineering	WBE	
	Sherpa Construction Consul	Cost Estimator	MBE	
	Shen Milsom & Wilke	Medical Equipment	MBE	
BDP Architecture	Studio A + T	Architecture	MBE	47%
	Martha Schwartz Partners	Landscape Architecture	WBE	
	JFK&M CG LLC	MEP Engineering	WBE	
Moody Nolan	Moody Nolan	System-wide Master Panning	MBE	100%
Perkins & Will	The Switzer Group	Architecture		36%
	Ricardo Zunita Architecture & Planning, PC	Urban Planning		
	Collado Engineering, PC	MEP/FP		
	LERA Consulting Structural Engineers	Structural Engineering		
	Cerami & Associates, Inc	Acoustics, AV, IT, Security		
	TSquared	Signage		
	Chesapeake Healthcare Planning, LLC	Medical Equipment		
	CCI	Code Consulting		
	The Tocci Group	Cost Estimating		

Board of Directors Request

- The Office of Facilities Development is seeking approval to enter into contract with **Array Architects, P.C. Perkins Eastman Architects, DPC, Gensler Architecture, Design & Planning, P.C., NBBJ Architecture PLLC, BDP Architecture, P.C., Moody Nolan, Inc., Perkins & Will Architects, P.C** for:
 - a) a not-to-exceed amount to \$16,000,000 and
 - b) a contract term to six years with two one-year renewal options, to provide Master Planning and Facility Assessment services for all campuses of the Health system, to develop a comprehensive proactive Capital Plan to better service our communities, and to align with the Health Systems goals and initiatives.

- Annual budget of \$2M to complete two to four facilities per year based on size and complexity.