

CALL TO ORDER - 2:00 PM

Executive Session

1. **OPEN PUBLIC SESSION - 2:30 PM** Approval of Meeting Minutes – April 27, 2023

2. **Chair’s Report**

3. **President’s Report**

4. Authorizing New York City Health and Hospitals Corporation (the “System”) to **extend its affiliation with State University of New York Health Science Center at Brooklyn, a/k/a Downstate Health Sciences University (“DHSU”) for services at NYC Health + Hospitals/Kings County and NYC Health + Hospitals/South Brooklyn Health** through June 30, 2026 for a total not-to exceed \$62,164,598 which includes a 10% contingency.

(Presented to the Medical and Professional Affairs Committee: 04/08/2023)

Vendex: NA / EEO: NA

5. **Amending the resolution adopted at the February 23, 2023** by the Board of Directors of the New York City Hospital Corporation regarding the authorization of a subsidiary public benefit corporation to be established to hold a license under Article 43 of the New York Insurance Law by **approving the name of the new subsidiary to be MetroPlus Health Trio, Inc. and substituting the name “MetroPlus Health Trio, Inc.” for “MetroPlus Health Gold, Inc.”** throughout such resolution.

(Presented to the Executive Committee: 05/ 25/2023)

Vendex: NA / EEO: NA

6. **Approving Frederick Covino to be a member of the Board of Directors of the subsidiary public benefit corporation to be established to hold a license under Article 43 of the New York Insurance Law** (“Article 43 Corporation.”) as authorized by the Board of Directors of the New York City Health and Hospitals Corporation at its meeting of February 23, 2023, to serve in such capacity for a term through May 25, 2028.

(Presented to the Executive Committee: 05/ 25/2023)

Vendex: NA / EEO: NA

7. **Approving Kara Silverman, RN, CNM, MS to be a member of the Board of Directors of the subsidiary public benefit corporation to be established to hold a license under Article 43 of the New York Insurance Law** (“Article 43 Corporation”) as authorized by the Board of Directors of the New York City Health and Hospitals Corporation at its meeting of February 23, 2023, to serve in such capacity for a term through May 25, 2028.

(Presented to the Executive Committee: 05/ 25/2023)

Vendex: NA / EEO: NA

8. **Approving Salvatore Russo to be a member of the Board of Directors of the subsidiary public benefit corporation to be established to hold a license under Article 43 of the New York Insurance Law** (“Article 43 Corporation”) as authorized by the Board of Directors of the New York City Health and Hospitals Corporation at its meeting of February 23, 2023, to serve in such capacity for a term through May 25, 2028

(Presented to the Executive Committee: 05/ 25/2023)

Vendex: NA / EEO: NA

9. **Approving Vallencia M. Lloyd to be a member of the Board of Directors of the subsidiary public benefit corporation to be established to hold a license under Article 43 of the New York Insurance Law** (“Article 43 Corporation”) as authorized by the Board of Directors of the New York City Health and Hospitals Corporation at its meeting of February 23, 2023, to serve in such capacity for a term through January 28, 2026.

(Presented to the Executive Committee: 05/ 25/2023)

Vendex: NA / EEO: NA

Mr. Pagán

Mr. Pagán

Mr. Pagán

Dr. Katz

Mr. Pagán

Mr. Pagán

Mr. Pagán

Mr. Pagán

Mr. Pagán

Mr. Pagán

<p>10. Authorizing the New York City Health and Hospitals Corporation (the “System”) to execute an agreement with Crothall Facilities Management, Inc. (“Crothall”) for biomedical program management for an initial term of eight years with two one-year options solely exercisable by the System in an amount not to exceed \$504,327,705 for the entire contract term. (Presented to the Medical and Professional Affairs Committee: 04/08/2023) Vendex: Approved / EEO: Approved</p>	Mr. Pagán
<p>11. Authorizing the New York City Health and Hospitals Corporation (the “System”) to execute an agreement with Sodexo Inc. (“Sodexo”) for laundry processing and linen distribution services for an initial term of five years with one one-year option solely exercisable by the System in an amount not to exceed \$145,548,888 for the entire contract term. (Presented to the Finance Committee: 04/08/2023) Vendex: Approved / EEO: Approved</p>	Mr. Pagán
<p>12. Authorizing the New York City Health and Hospitals Corporation (the “System”) to execute a five-year contract with Health Resources Optimization, Inc. (“Health ROI”) for coding denials management services for an amount not to exceed \$6,820,780. (Presented to the Finance Committee: 04/08/2023) Vendex: Pending / EEO: Approved</p>	Mr. Pagán
<p>13. Authorizing the New York City Health and Hospitals Corporation (the “System”) to sign a five-year license agreement with Everytable, PBC (“Everytable”) for its use and occupancy of 414 square feet at NYC Health + Hospitals/Metropolitan (“Metropolitan”) for a retail food operation at an initial rate of \$50/square foot or \$20,000 per year to increase by 2% per year for a total occupancy fee over the term of \$107,723.63 such agreement to be terminable by both parties on thirty days’ notice without cause. (Presented to the Capital Committee: 04/08/2023) Vendex: NA / EEO: NA</p>	Mr. Pagán
<p>14. Authorizing the New York City Health and Hospitals Corporation (the “System”) to sign a five-year license agreement with Everytable, PBC (“Everytable”) for its use and occupancy of approximately 1,000 square feet at NYC Health + Hospitals/Jacobi (“Jacobi”) for retail food operations at an initial rate of \$25/square foot or \$25,000 per year to increase by 2% per year for a total occupancy fee over the term of \$130,101 with such agreement to be terminable by each party on thirty days without cause. (Presented to the Capital Committee: 04/08/2023) Vendex: NA / EEO: NA</p>	Mr. Pagán
<p>15. Authorizing the New York City Health and Hospitals Corporation (the “System”) to sign a five-year license agreement with Everytable, PBC (“Everytable”) for its use and occupancy of approximately 381 square feet at NYC Health + Hospitals/South Brooklyn Health (“South Brooklyn”) for a retail food operation at an initial rate of \$28/square foot or \$10,668 per year to increase by 2% per year for a total occupancy fee over the term of \$55,516.70 with such agreement to be terminable by each party on thirty days’ notice without cause. (Presented to the Capital Committee: 04/08/2023) Vendex: NA / EEO: NA</p>	Mr. Pagán
<p>16. Authorizing New York City Health and Hospitals Corporation (the “System”) to enter into a contract with Nalco Company, LLC (“Nalco”) to provide water management services and maintenance services of secondary disinfection systems across the System over a term of three (3) years with the System holding two (2) one (1) year renewal options for a base contract amount of ten million three hundred and ninety-five thousand dollars (\$10,395,000) including a 20% contingency of two million seventy-nine thousand dollars (\$2,079,000) for a not to exceed amount of twelve million four hundred seventy four thousand dollars (\$12,474,000). (Presented to the Capital Committee: 04/08/2023) Vendex: Approved / EEO: Pending</p>	Mr. Pagán

17. Authorizing the New York City Health and Hospitals Corporation (the “System”) to execute a five-year renewal license agreement with **Williamsburg Housing Preservation L.P. (the “Licensor”) for use and occupancy of approximately 1,742 rentable square feet of space located on the first floor at 333 Roebling Street, Brooklyn (the “Licensed Premises”), to operate a pediatric primary care and women’s health clinic** (the “Clinic”) managed by NYC Health + Hospitals/Gotham Health at an annual occupancy fee of \$6,347 or \$3.64/rentable square feet, which will increase by 3% per year to reach \$4.10/rentable square foot over the term for a total occupancy fee over the five-year term of \$33,695 with each party having the right to terminate on thirty days’ notice without cause.
(Presented to the Capital Committee: 04/08/2023)
Vendex: NA / EEO: NA

Mr. Pagán

18. Authorizing New York City Health and Hospitals Corporation (the “System”) to further increase the funding by \$1,960,238 for its previously executed agreement with **Array Architects, Inc. (“Array”) for architectural/engineering services for the renovation of space at NYC Health + Hospitals/Bellevue Hospital (“Bellevue”) and NYC Health + Hospitals/Woodhull Hospital (“Woodhull”) in connection with the System’s Correctional Health Services (“CHS”) initiative to treat its patients who require higher levels of care in its Outposted Therapeutic Housing Units (“OTxHU”), which follows previous funding increases of \$1,814,880 authorized in November 2021 and \$6,409,289 in November 2022, such that the current funding increase from \$16,887,169 to \$18,847,407 is to cover design costs at Bellevue only.**
(Presented to the Capital Committee: 04/08/2023)
Vendex: Approved / EEO: Approved

Mr. Pagán

19. Authorizing New York City Health and Hospitals Corporation (the “System”) to increase the funding for its agreement with **AECOM USA, Inc. (“AECOM”) to provide program management services at NYC Health + Hospitals/Bellevue Hospital (“Bellevue”) and NYC Health + Hospitals/ Woodhull Hospital (“Woodhull”) in connection with the System’s Correctional Health Services (“CHS”) initiative to treat its patients who require higher levels of care in its Outposted Therapeutic Housing Units (“OTxHU”) in Bellevue and Woodhull such that the funding is increased from \$15,136,567 to \$16,635,305 to cover program management costs at Bellevue only.**
(Presented to the Capital Committee: 04/08/2023)
Vendex: Approved / EEO: Approved

Mr. Pagán

20. Authorizing New York City Health and Hospitals Corporation (the “System”) to increase the funding of its contract with **Consigli Construction Co., Inc. (the “CM”) to serve as construction manager/builder under a guaranteed maximum price (“GMP”) structure for the construction and construction management of the System’s Correctional Health Services (“CHS”) Outposted Therapeutic Housing Unit (“OTxHU”) initiative at NYC Health + Hospitals/Bellevue (“Bellevue”) from the \$140,339,695 inclusive of 10% contingency approved by the Board in May, 2022 to \$159,969,414 by adding \$19,629,719 for additional construction and construction management services resulting from design changes.**
(Presented to the Capital Committee: 04/08/2023)
Vendex: Approved / EEO: Approved

Mr. Pagán

COMMITTEE REPORTS

- Governance Committee
- Community Relations Committee
- Medical and Professional Affairs Committee
- Capital Committee
- Strategic Planning Committee
- Finance Committee

Mr. Pagán
Mr. Nolan
Mr. Pagán
Mr. Pagán
Mr. Pagán
Mr. Pagán

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

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 **27th day of April, 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
Dr. Mitchell Katz
Ms. Anne Williams-Isom Left at 3:00p.m.
Ms. Erin Kelly - Joined at 3p.m.
Dr. Vincent Calamia
Ms. Karen St. Hilaire - Joined at 2:04p.m.
Dr. William Fisher
Ms. Barbara Lowe
Mr. Robert Nolan
Ms. Anita Kawatra
Dr. Michelle Morse
Ms. Jackie Rowe-Adams

José Pagán, Chair of the Board, called the meeting to order at 2:02 p.m. Mr. Pagán chaired the meeting and Colicia Hercules, Corporate Secretary, kept the minutes thereof.

Mr. Pagán noted that Dr. William Fisher is representing Deepa Avula, Dr. Michelle Morse is representing Dr. Ashwin Vasan and Karen St. Hilaire is representing Molly Wasow Park - 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 3:16 p.m.

Mr. Pagán noted that Ms. Karen St. Hilaire is representing Molly Wasow Park, Erin Kelly is representing Deputy Mayor Ann Williams-Isom, Dr. William Fisher is representing Deepa Avula and Dr. Michelle Morse is representing Dr. Ashwin Vasan - all in a voting capacity.

ACTION ITEM 1 - ADOPTION OF MINUTES

The minutes of the Board of Directors meeting held on March 30, 2023 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 Board of Directors held on March 30, 2023 copies of which have been presented to the Board be, and hereby are, adopted.

ITEM 2 - CHAIR'S REPORT

Mr. Pagán advised that during the Executive Session, the Board received and approved governing body oral and written reports from NYC Health + Hospitals/Queens and NYC Health + Hospitals/ Kings County.

The Board received and approved the 2022 performance improvement and evaluation plan written submitted by NYC Health + Hospitals/Gotham/East New York.

The Board also received and approved the semi-annual governing body written submission from NYC Health + Hospitals/Elmhurst.

ACKNOWLEDGEMENTS

Mr. Pagán provided brief highlights from his participation in the NYC Health + Hospitals/Queens leadership session at the Joint Commission triennial survey. He complimented the leadership staff at the facility and Central Office for their hard work and successful Survey.

Mr. Pagán thanked Board member Ms. Rowe-Adams for her site visits at NYC Health and Hospitals/ Kings County, NYC Health and Hospitals/ Bellevue, NYC Health and Hospitals/Harlem, NYC Health and Hospitals/Elmhurst, and NYC Health and Hospitals/Metropolitan. Ms. Rowe-Adams shared highlights from each of her visits. She toured these facilities and was very impressed with the services available to patients and residents, customer service and physical environment of the facility. She will continue with her visits to all the acute-care sites and encouraged other members to join her.

Mr. Pagán also thanked Board members Mr. Nolan, Dr. Morse and Ms. Rowe-Adams for attending the NYC Health + Hospitals Behavioral Health Program (BH4NYC) to support behavioral health professions Reception at

Gracie Mansion on April 25th. BH4NYC will provide grants to clinicians who meet the eligible criteria for loan repayment. Mr. Nolan shared brief notes from the event, overall it was a great event.

CORPORATE OFFICER APPOINTMENT

During executive session, the Board received and approved the Governance Committee recommendation to appoint Hillary Jalon to the corporate Officer title of Vice President for Quality Management.

NYC HEALTH AND HOSPITALS FY2023 ANNUAL PUBLIC MEETINGS

Mr. Pagán gave the schedule for fiscal year 2023 NYC Health + Hospitals' Annual Public Meeting series and encouraged members of the Community to register to speak.

Bronx - May 16th at Jacobi Hospital

Brooklyn - June 13th at Woodhull Hospital

VENDEX APPROVALS

Mr. Pagán noted there no items on the agenda requiring Vindex approval. There are two items from previous Board meetings pending Vindex approval. One approval was received since the Board last met.

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

ITEM 3 - PRESIDENT REPORT

COVID-19 UPDATE

Following updates by the Centers for Disease Control and Prevention (CDC) late last month, NYC Health + Hospitals began to offer the Pfizer-BioNTech bivalent vaccine as a single-dose booster to children 6 months to 4 years of age who completed their primary series of the Pfizer-BioNTech monovalent vaccine at least two months ago. The CDC also added COVID-19 vaccines to the child immunization schedule. Beginning at 6 months, the Pfizer-BioNTech primary series with the bivalent vaccine as the third dose will be part of the immunization schedule.

The System will continue to be a gateway for New Yorkers seeking COVID-19 testing, treatment, and vaccination, regardless of their insurance or immigration status.

PROTECTING ACCESS TO MEDICATION ABORTION

The United States Supreme Court allowed the abortion drug Mifepristone to remain on the market while an appeal of the Texas

judge's ruling moves forward. The System's abortion care providers will continue to offer the full scope of abortion options to patients, including medication abortion using mifepristone, and will adapt the protocol as needed to comply with the law.

HELPING THOUSANDS OF PATIENTS KEEP MEDICAID COVERAGE

A federal requirement automatically keeping people on Medicaid during the COVID-19 pandemic, is now coming to an end. In partnership with Managed Care Organizations such as MetroPlusHealth and HealthFirst, our health System has outreach strategies and education campaigns to help patients avoid disruptions in coverage and uninterrupted access to health care.

EXPANDING HOUSING NAVIGATION SERVICES TO DOUBLE NUMBER OF UNHOUSED PATIENTS WHO GET HELP APPLYING FOR HOUSING

As part of the Housing for Health initiative, NYC Health + Hospitals is investing \$10m over the next 3 years to match approximately 600 patients a year with housing navigation experts from the nonprofit consortium, Coordinated Behavioral Care, to help patients find housing they qualify for, complete applications, accompany them to view apartments and help them settle into a new home with their rent paid by City and Federal rental subsidies.

BUILDING MORE AFFORDABLE AND SUPPORTIVE HOUSING ON HOSPITAL CAMPUS

In another project that is part of the Housing for Health initiative, Dr. Katz attended the groundbreaking event on a new, \$41.5 million, 93-unit apartment building on the campus of NYC Health + Hospitals/Woodhull in Brooklyn. This project is a partnership with the NYC Department of Housing Preservation and Development (HPD) and Comunilife. Patients experiencing homelessness will be selected for 56 units of supportive housing, will receive services from Comunilife and health care from Woodhull Hospital. The building is expected to open in 2025 and is the second phase of a affordable and supportive housing development on the hospital campus which opened in 2019 with 89 units. This project is one of several that will contribute to the commitment to create nearly 650 new affordable homes in the next five years.

NYC HEALTH + HOSPITALS RECEIVES HIGHEST RATING FOR MEETING FEDERAL HOSPITAL PRICE TRANSPARENCY REQUIREMENTS

In a new national study by Turquoise Health, NYC Health + Hospitals earned the highest rating for sharing hospital pricing data

and meeting federal requirements to help consumer understand the cost of health care. The study analyzed pricing data posted online by more than 5,300 hospitals across the country. Since 2021, federal law has required hospitals to publicly post information about their standard prices and negotiated discount rates for common health services. In addition to posting price data online, NYC Health + Hospitals has extensive financial counseling support services for patients to make health care affordable and accessible.

RESPONDING TO THE HUMANITARIAN CRISIS

NYC Health + Hospitals has operated nine Humanitarian Emergency Response and Relief Centers (HERRCs) for nearly 14,500 asylum seekers since the crisis began. The family and adult humanitarian centers provide a one-stop concentration of services, including three fresh meals and healthy snacks, round-the-clock medical care, access to vaccinations, mental health support, language interpretation, school enrollment, insurance enrollment, and resettlement services. To date, HERRC staff have provided asylum seekers more than 16,000 vaccinations—including about 10,000 vaccinations to children and enrolled over 10,000 people in health insurance. Nearly 5,000 asylum seekers have been reconnected with their families or reached their desired destination.

CELEBRATING OUR DIVERSE ROOTS ON IMMIGRANT HERITAGE WEEK

Results of a recent survey shows that the System's essential workforce speaks 66 different languages. Everything about its varied ancestry and heritage supports the core values of NYC Health + Hospitals to provide equitable access to quality health care, with respect and compassion for the diverse communities we serve.

PROMOTING HEALTH CARE AND SOCIAL SERVICES AVAILABLE TO IMMIGRANT COMMUNITIES ON STATEN ISLAND

NYC Health + Hospitals and NYC Care team partnered with MetroPlus Health to host a resource fair on April 21 to connect more Staten Islanders, particularly new immigrants in the borough to a wide range of health care and social services support. A number of Staten Island community partners and City agencies, including Project Hospitality/El Centro, NY Foundling, La Colmena, the Mayor's Office to End Domestic and Gender-Based Violence, the Mayor's Office of Immigrant Affairs, African Refuge, and the United Network for Early Childhood Education Provider Network were in attendance.

KEEPING CHILDBIRTH SAFE FOR ALL

April 10 kicked off national Black Maternal Mortality week. Since 2018, the System has been committed to the Maternal Mortality Reduction Project, a series of initiatives designed to make childbirth

a joyful and life affirming experience for patients of all backgrounds and circumstances. One component of the project is regular, systemwide training of more than 2,000 Labor and Delivery nurses at all 11 facilities.

INAUGURAL FACULTY DEVELOPMENT DAY

NYC Health + Hospitals hosted an Inaugural Faculty Development Day on April 18 with the Equity and Access Council of the Equity Diversity and Inclusion Committee of the Board of Directors to showcase academic advancement opportunities for staff. Special speakers included Mr. Pagán, Chairperson of our Board of Directors and Chairman of the NYU Department of Global Public Health, and Dr. Joan Reede, Harvard Medical School's first dean for diversity and community partnership. The day-long conference had over 140 registrants.

ACTION ITEM 4:

Dr. Talya Schwartz read the resolution

Reappointing Dr. Eric Wei as a member of the Board of Directors of MetroPlus Health Plan, Inc., a public benefit corporation formed pursuant to Section 7385(20) of the Unconsolidated Laws of New York ("MetroPlus"), to serve for an additional five-year term beginning April 2023, in such capacity until a successor has been duly elected and qualified, or as otherwise provided in the Bylaws.

(Presented to the MetroPlus Health Board: 03/30/2023)

The Board complimented Dr. Wei on his accomplishments.

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

ACTION ITEM 3:

Dr. Talya Schwartz read the resolution

Reappointing Mark Power as a member of the Board of Directors of MetroPlus Health Plan, Inc. ("MetroPlus"), a public benefit corporation formed pursuant to Section 7385(20) of the Unconsolidated Laws of New York ("MetroPlus") to serve for an additional five-year term beginning April 2023, in such capacity until a successor has been duly elected and qualified, or as otherwise provided in the Bylaws.

(Presented to the MetroPlus Health Board: 03/30/2023)

Dr. Schwartz explained that Mr. Powers is a member of the community and covered by MetroPlus health plan.

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

COMMITTEE REPORTS

Mr. Pagán noted that the Committee 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 3:44 P.M.



Colicia Hercules
Corporate Secretary

COMMITTEE REPORTS

AUDIT COMMITTEE MEETING - April 3, 2023

As Reported by: Freda Wang

Committee Members Present: Feniosky Peña-Mora, Freda Wang, Dr. Mitchell Katz, Erin Kelly joined at 11:02

The meeting was called to order by Freda Wang, at 11:05 a.m. and noted for the record that Sally Hernandez-Piñero might be joining virtually.

Per By-Laws - Section 14. Committee Attendance. If any member of a standing or special committee of the Board will not be present at a scheduled committee meeting, the member may ask the Chair of the Board to request that another Board member, not a member of that committee, attend the scheduled meeting and be counted as a member for purposes of quorum and voting.

José Pagán has designated Erin Kelly representing Anne Williams-Isom to attend this Committee meeting and be counted as a member of purposes of quorum and voting.

Ms. Wang, requested a motion to adopt the minutes of the Audit Committee meeting held on December 5, 2022. A motion was made and duly seconded with all in favor to adopt the minutes.

Presentations:

Office of the Comptroller:

2023 Annual Audit Planning Process

Ms. Tami Radinsky, presented the Audit Planning Process. She stated that she has been working with Mr. David Guzman and James Linhart and the rest of the team to get ready for the 2023 Audit. The timing and scope of the audit are the same as in prior years. The first slide outlines our responsibilities similar to the past, which is to perform an audit for New York City Health + Hospitals for the year ending in June 2023. We will be working as well with our insurance team, who will be doing the New York City Health + Hospitals Accountable Care Organization ("ACO") financial statements for the year ending June 30, 2023, as well as the health plan statutory financial statement audit that was just presented for 2022. They will be working with 2023 shortly as well as the annual statutory financial statements for the fiscal year ending December 31, 2023 for New York City Health + Hospitals insurance company.

Ms. Radinsky reported that they also perform a variety of other reports, such as the cost reports for fiscal year ending June 30, 2023 the AHCF and the RHCF. These are similar responsibilities to prior years, if there are any material weaknesses or significant deficiencies we will come back and present that at the end of our audit.

The next slide is the responsibility of the Board, which is those charged with governance and their responsibilities include overseeing the financial reporting process and setting a positive tone and discussing any significant matters, as well as informing Grant Thornton of any fraud that they are aware of.

Ms. Radinsky, mentioned the responsibilities of Management preparing the financial statements under US GAP, designing and implementing internal controls, communicating any significant accounting policies. Management is responsible for informing Grant Thornton of any fraud and subsequent events with a written representation letter.

Ms. Radinsky presented the timelines for the audit, which are consistent with the prior year. Grant Thornton is currently in the April-May timeframe, where they work with management to design an engagement letter to do some initial meetings and coordinate timing with the clients as well as start the planning procedures. The risk assessment is conducted in May-June, to assess whether there are any changes in the current year and build those risks into the risk assessment, which ultimately helps them develop their audit plan. Grant Thornton plans on doing that interim field work preliminary risk assessment in the beginning of the summer and the June timeframe.

Ms. Radinsky stated that Grant Thornton will be discussing testing areas whether it be over grants or significant risk areas during the year, which will make the year-end timing more efficient and an easier process. The goal is to come back in September-October to perform the final field work for the detailed testing then present that to the Audit Committee in October.

Ms. Radinsky presented the timeframe for MetroPlus, which follows on the June 30 year end. They just presented one of their financial statements and then Grant Thornton does the cost reports for the ACO.

Ms. Wang asked if the ACO June 30th was the timeframe, and Ms. Radinsky confirmed.

Ms. Wang asked if MetroPlus gets consolidated at year end, Ms. Radinsky also confirmed.

Mr. Peña-Mora stated that he recalls last year NYC Health + Hospitals received a material weakness, and asked if this will impose a delay in the timeline.

Ms. Radinsky said that they can look at that when the schedules are done, and that they will work with Mr. Guzman and Mr. Linhart on this.

Mr. David Guzman mentioned that they working to prepare these schedules; however, we have an engagement with KPMG and a lot of their work hinges on how they move forward with certain components of grants revenue. So right now, we are in a holding pattern until that work is complete.

Ms. Radinsky turned over the presentation to Steve Dioguardi.

Mr. Dioguardi, indicated the key risk areas and the key procedures they perform over these areas. He stated that they start with patient accounts, receivables, and related contracts and contractual allowances, where they spend a significant amount of time. He stated that Grant Thornton performs a host of procedures, but focus a lot on historical cash collections and seeing how those match up with the revenue streams that are recognized during the year. They also look at cash collections and how they were recorded in the prior years; accounts receivables.

Mr. Dioguardi, mentioned that they look at management and methodology for estimating allowances, paying particular attention to any assumptions that management is making. They have recognized that a lot of those assumptions manifest themselves in terms of a certain allowance type percentages. Grant Thornton tests the assumptions and usually base it on historical collections as well as other factors. The other area they pay attention to relates to revenues in the estimated settlements due to third party payors. These are generally long-term liabilities and receivables to Medicare and Medicaid as well as other payors. These are in the Medicare and Medicaid cost reports that are filed each year, which generally take about 3 to 5 years to ultimately settle with the Center for Medicare and Medicaid Services ("CMS"). Toward the end of that there is generally some type of settlement whether it be payable from NYC Health and Hospitals back to CMS or vice versa. They look at those estimates and see how reasonable they are. Grant Thornton has a specialist that comes in to look at these assumptions.

Mr. Dioguardi stated that the pension liability expenses and overhead liabilities is a significant area of the organization's financial statements. Within these are two high-level of estimations that relate to assumptions that are utilized by the actuaries that do the ultimate calculation for NYC Health and Hospitals, which relies on those actuarial evaluations to ultimately record the liabilities and related expenses in the financial statements. From an audit perspective, Grant Thornton has its own internal specialists that do the actuaries, and they will review those actuarial evaluations and test the underlying data, to ensure that the match is ultimately reported within the financial statements.

Ms. Wang asked that if in reviewing the NYC Health + Hospitals pension, do they have the ability to pull out the NYC Health + Hospitals pieces and review them separately, and would there be an instance where they find that the sort of actuarial assumptions maybe or should be different from one population to the other.

Mr. David Dioguardi stated that what their teams have uncovered that there is no significant impact on the populations between all the different components of the pension plan. It also does not affect the ultimate liability so that we are looking at this as one large population versus individual populations from an assumption's perspective. It does not change the ultimate liability or expense all that much. So, although

there could be a difference, it is not going to be material to the overall pension plan or to the overall organization within the pension plan.

Mr. Dioguardi mentioned that the first area of grant revenue, that came out in last year's report will be reviewed once management is ready to provide GT with that information. They will then review the grant schedules and start testing the underlying data, which will include all the various grant expenditures. Grant Thornton will test that underlying data to make sure it is accurate and complete. They will review management's calculations to make sure that all the expenditures are being reported for the grant revenues are unique to this year, and have not been utilized in prior years.

Ms. Radinsky noted that the key point is to make sure that the 331 data will not change as of June 30th. There will be three more months of data whether it be a high-risk area grants or fixed assets. They are trying to avoid coming in and testing the schedule on March 31st and at the end of the year and that schedule through March has changed. Once management has the March 31st data and is comfortable with it, they will come in and audit it.

Ms. Wang asked what happens in the last quarter?

Ms. Radinsky stated that they will make selections from the last periods. For example, they could pull 75% of their selections that would be in the first nine months of the year, then have 25% of their testing at year end.

Mr. Diogaurdi added that the purpose is to spread out the workload over a period of time. It also helps to identify whether there are any potential problems early on that management and Grant Thornton will have the opportunity to make sure get corrected prior to closing June 30th financial statement.

Ms. Wang asked if this is a different process from prior years because of the deficiency or the weakness.

Ms. Radinsky responded that they did attempt to test early in prior years, but the data was not ready. When there is a material weakness and the sample size changes, the scope does increase. Our sample sizes will probably be higher and we might have other work that they will need to pay close attention to.

Mr. Diogaurdi stated that for capital assets for fiscal year 2023, the organization is adapting a tool that simplifies all the leases the System has, whether historically they have been called operating leases or capital leases. In the past, the capital leases would appear in the financial statements as on the balance sheet. Operating leases would only manifest themselves in the financial statements as an operating lease expense within the income statement. Under GASB 87, those

operating leases are now going to be behaving much like the capital leases, so all of the leases will appear on the financial statements as a lease liability.

Ms. Wang asked what drove that change.

Mr. Dioguardi responded that it was about transparency within the financial statements. For example, if you have an operating lease for a building for ten years there could be millions of dollars committed within that lease arrangement, but as an operating lease that would not show up as a liability; it would show up year to year as an expense. This makes it more transparent.

Ms. Wang asked if this was for equipment.

Mr. Dioguardi responded that the leases were for equipment and property.

Ms. Radinsky mentioned that the hardest step is to identify all the leases that are out there. Finance is going through that process right now, and is close to finalizing that data. Grant Thornton will then start to test it.

Ms. Wang stated that we do a lot on leases basis. Ms. Radinsky confirmed it was a big number on our balance sheets.

Ms. Wang asked what can we expect to see, if this will be a big change in our balance sheet

Ms. Radinsky responded that yes, that the balance sheet will grow dramatically. This happens in all organizations it is not specific to NYC Health + Hospitals, and this year is the first year we are drafting it.

Mr. Peña-Mora stated that most of the leases from property goes through the Capital Committee of which he is the chair, and they have had discussions on how do we present the leases for approval to the Capital Committee as well as to the Board. He asked if there any particular issues that we should be aware of?

Ms. Radinsky stated that they would look at the leases and get back to the Audit Committee.

Mr. Peña-Mora stated that structuring these in a particular way may help to organize how we view the leases.

Mr. Guzman stated that this would benefit us from a structure stand point so that we also can incorporate any structures to our current leases and that he would work with the Grant Thornton team on this.

Mr. Peña-Mora stated that it would be great if they looked at our new leases.

Ms. Wang asked if the utility taxes and other expenses be incorporated in the liability.

Ms. Radinsky said she would look into this once they send her the new leases.

Mr. Peña Mora, said that we are committed to some charges that we must pay, and asked Grant Thornton to look into them.

Mr. Dioguardi, mentioned that the core team audits the financial statements of MetroPlus that are presented to NYC Health + Hospitals and two of their most significant risk areas related to the claims payable. He stated that there were no notable changes to the audit procedures or risk assessment. The accounting estimates third party liabilities as well as the pension liabilities. Grant Thornton identified significant estimates related to capital assets and estimated useful lives. There will be some estimates probably within the least liability as it relates to interest rates that are used. Grant Thornton needs to ensure that any risks and material misstatement are appropriately mitigated in the financial statements and disclosures. Grant Thornton reviews the financial statements for accuracy and completeness. They make sure that anything that is applicable to the organization is required to be disclosed in the financial statements.

Mr. Peña-Mora noted that the IRS is also looking at not-for-profit organizations, and asked whether there anything that Grant Thornton is seeing from the IRS in terms of auditing that are at risk to our organization?

Ms. Radinsky mentioned that they have worked with the System's tax team, and they are the best ones to share best practices.

Mr. Diogaurdi stated that from an IRS perspective it is important to note that this is related to other federal funding that has been received through the Provider Relief Fund grants. The U.S. Department of Health and Human Services Office of Inspector General ("OIG") has already started to perform their audits of organizations' expenditures of these funds.

Ms. Radinsky, mentioned that the oversight agencies are more interested in FEMA expense, and whether the FEMA expenses are appropriate.

Ms. Radinsky, stated that they are working with a technology team who specializes in health care as part of their audit, and they look at the System's key financial systems that impact the finance part of NYC Health and Hospitals. They do not do control-based audits; but they do understand the key systems and they identify any information technology risks and any controls that support, and test the designs effectiveness of them. Then, they come back at the end of the year and report on any recommendations or enhancements.

Ms. Radinsky commented on gaps in GASB 87, and in conjunction with GASB 87 is GASB 96, which is very similar to GASB 87. It focuses on the technology arrangements that NYC Health + Hospitals has.

Internal Audits:

NYC Comptroller's Office: Medical and Surgical supplies in the nursing homes.

Mr. O'Keefe stated that this audit started in 2020. The last request for an update came in January. We responded in February that all of their recommendations have been implemented, so this audit can be closed.

On February 13, 2023 there was an entrance conference with the New York City Comptroller's Office and NYC Health + Hospitals initiating a review of access to mental health services within Correctional Health Services and the process for providing those services. This audit is in the information gathering and scoping period. They have collected documents and had interviews with people. They estimate that this audit will take 12 - 18 months

Nurse on boarding update

Mr. O'Keefe reported that Internal Audits has made a System-wide review on agency nurse hiring, and should be finished with this in the next couple of months.

Patient Valuables (Bellevue Hospital)

Mr. O'Keefe mentioned that this audit is looking into everything that is handled for the patient from cash, jewelry, clothes and whatever else comes with the patient to the hospital and how it is handled at our facilities. We assess if these items are being returned to the right patient or if the items are not being collected.

Dr. Katz commented that Internal Audits should make sure that we consider unusual items to be vouchered as well. We have had controversy in that a patient who has marijuana, whether this gets returned to them? If they have a knife is this returned? There might be differences in local processes as to what happens with these items.

Mr. O'Keefe mentioned that Internal Audits is looking to update the property policy that was written in 1993. Those items will have to be taken into account. We are looking at Bellevue and already have seen where patients come in with bikes, which we do not normally think as being vouchered.

Dr. Katz stated that in 1993 marijuana was illegal but today it is not, so we have to make sure that the policy and the practice go hand in hand.

Mr. O'Keefe stated that the identification of the property should be very descriptive.

The idea of using lockers for patients' property that they want to hold onto, such as cash, cell phone, etc. was discussed.

Mr. O'Keefe stated that Internal Audits is undertaking the risk assessment process. They are working with an outside consultant to try

to develop a risk assessment process for the System, which would help Internal Audits develop an audit plan for the year. It will take some time to get a good plan up and running for a system as large as NYC Health + Hospitals.

Mr. O'Keefe mentioned that they are a small department with only three people, and there will be four people as of next week.

Dr. Katz, mentioned that this is very important to Sally, and she has wanted to see this happen.

Mr. O'Keefe, stated that Internal Audits has not done a comprehensive risk assessment, and that they are still trying to catch up on the audits that were already on the way. They are also looking at cashiering as well as some other audits many of which have not been reviewed in several years. Internal Audits has been speaking with various facilities and Central Office to learn what risks they see, working with Catherine Patsos in the Office of Corporate Compliance.

Auxiliary Audits:

Mr. O'Keefe reported that they are working with an outside auditing company The Bonadio Group. Internal Audits did go through an analysis of the Auxiliaries' finances to make sure they are getting the appropriate audit service (i.e. report, compilation or audit), and not getting a higher level of service. As a result, they downsized a lot of the audits to reports.

Office of Corporate Compliance Reports:

Monitoring Excluded Individuals and Vendors

Ms. Catherine Patsos reported that from November 17, 2022 through March 13, 2023, there were no individuals or entities that were on the Office of Inspector General or the Office of the Medicaid Inspector General's exclusion lists. Nor were there any providers identified on the National Plan and Provider Enumeration System or the Death Master File.

Privacy Incidents and Related Reports

Ms. Patsos reported that there were 98 incidents that were entered into the Office of Corporate Compliance's case management data system. Of those, 38 were found to be violations of NYC Health + Hospitals HIPAA policies and procedures, and 25 were not violations. Of the 98, 35 are still under investigation. Of the 38 that were violations, 21 were determined to be breaches. Those breaches resulted from a variety of causes, including providing the incorrect after visit summary or discharge paperwork to a patient, registration errors, emailing PHI, providing a wrong medication to a patient (which was stopped before the patient took the medication), photographs of patients, reviewing colleagues medical records without justification, looking up medical

records without justification, vendor disclosing information to the wrong recipient, and documentation being provided to the wrong patient.

Ms. Patsos reported that there were 54 HIPAA incidents that were reported during the December Audit Committee meeting, of which 33 were still under investigation at the time of that meeting. All 33 of them have since been closed. Of the 33 incidents that were still under investigation, 22 were found to be violations of the System's Operating Procedures, and 11 were not violations. Of those 22 incidents, 9 were determined to be breaches, which resulted from registration errors, providing the wrong after visit summary to a patient, uploading documentation to the wrong patient medical record, the accessing of medical records of a colleague, a missing hard drive, and a vendor disclosing medical records to a wrong recipient.

Ms. Patsos reported that the Office of Corporate Compliance ("OCC") received three letters from the Office for Civil Rights ("OCR") between November 17, 2022 and March 13, 2023. On November 22nd the OCC received a letter regarding a complaint that the OCR received in October 2022, from patient who alleged that, despite several attempts at requesting their medical records, they were not provided. The OCR determined to resolve this matter informally by providing technical assistance, by enclosing material explaining privacy rule and patients' right to access their medical records.

The next letter received on February 16th, 2023 regarding a complaint that the OCR received on November 9, 2022, from a patient who alleged that Jacobi had denied their request for an accounting of the disclosure of their medical record. The OCR again determined to resolve this matter informally by providing the same technical advice. The OCC, however, did investigate this complaint, and discovered that Jacobi had sent the individual an accounting of their disclosures on November 9, 2022, which happened to be the same day that the OCR received the complaint. That accounting of disclosures indicated there were no disclosures of records outside of the allowable disclosures for treatment, payment or health care operations, and the OCC will inform the OCR of that finding.

On February 24, 2023, the OCC received a letter from the OCR regarding a complaint it received on November 18, 2022, from a patient who alleged that Woodhull had disclosed their protected health information when a physician disclosed that information to the physician's family member. The OCR did request data and information on this particular incident, which the OCC provided on March 20, 2023. The OCC did investigate this incident and determined that there was insufficient evidence to support the complainant's allegations.

Compliance Reports

Ms. Catherine Patsos reported that, during the reporting period, there were a total of 83 compliance reports entered into the tracking database, 2 of which were red reports that were actually the same allegations about a workforce member using foul language with a patient. This allegation

was determined to be unsubstantiated. There were also 41 yellow and 40 green, which were of lesser impact.

Billing and Coding Auditing Services:

Ms. Patsos reported that the OCC has engaged KPMG to conduct billing and coding auditing services, and that this process is underway. KPMG has been in the process of gathering information and conducting interviews with various people throughout the System in order to prepare their risk assessment to determine which areas of billing and coding they will be reviewing. This risk assessment is about to be completed this week.

Ms. Patsos also mentioned that the OCC will be recruiting a compliance coder, who will work with KPMG, since part of their scope is to educate someone from the OCC on billing and coding auditing.

Ms. Wang asked if this person will look at practices to audit billing and compliance, and whether KPMG will help us to determine what to review.

Ms. Patsos responded that KPMG will do the risk assessment to determine which areas of billing and coding need to be reviewed based on the documentation that they have received and interviews they have conducted. For example, KPMG interviewed people from Managed Care, from Health Information Management department, and Revenue Cycle. Based on that information they will determine the risk areas that will be reviewed.

Ms. Wang asked if once this is done will the information be shared with the Audit Committee.

Ms. Patsos responded that yes, it will be.

Dr. Katz commented that the use of the consultants is to get them to teach the organization how to do it, rather than our hiring someone and assuming that one or two people can figure it out. We have KPMG that can advise us, but we get the advantage of their knowledge.

Ms. Wang agreed that this would be a good idea.

HIPAA Risk Analysis and Security Assessment:

Ms. Patsos reported that for 2023, Coalfire has assessed all the Skilled Nursing Facilities ("SNFs") and are currently gathering documentation and conducting interviews with the Acute Care Facilities.

Ms. Wang asked if there were any findings.

Ms. Patsos responded that the OCC just received the workbooks, which identify different risks and compliance areas for the SNFs. These are currently being reviewed and have not yet been finalized.

Ms. Wang asked if these reports will be shared with the Audit Committee?

Ms. Patsos replied yes, they will be.

Ms. Patsos informed the committee that in December 2022 OMIG issued a final ruling that affected the requirements of an effective compliance program. OMIG made major changes to the compliance program requirements including that contracts with certain vendors must specify that they are subject to the System's compliance program. Those would be vendors that are subject to the System's risk areas. In addition, the OCC must review all compliance policies and procedures at least annually and determine that they are being followed and are effective, evaluate the effectiveness of the System's compliance training and make sure that the OCC does routine internal and external audits. The OCC must also conduct annual reviews of the compliance program to determine whether the requirements have been met and whether it is effective. This would include onsite visits, interviews, record reviews and surveys. The results of the reviews must be shared with the Chief Executive Officer, Senior Management, the compliance committee, and the Board of directors.

There are also new requirements for the System's Enterprise Compliance Committee, which include coordinating with the Chief Compliance Officer to ensure that the System's policies and procedures are current, accurate and complete, and that the compliance training is completed, advocating for the adoption and implementation of required modifications to the compliance program and allocation of resources to the Chief Corporate Compliance Officer.

Ms. Wang asked if this is a big change, and if we have to put in place a lot of processes, and whether there was a plan for compliance with the new requirements.

Ms. Patsos stated that the OCC will be adding this to the Corporate Compliance Work Plan.

Ms. Wang asked if there is a timeline for implementing the requirements.

Ms. Patsos stated that the regulations are in effect as of the end of March, and that OMIG has always had the authority to review the compliance program requirements, but now they have specifically put into their regulations their ability to audit.

Finally, in the Compliance/HIPAA training completion, the System had higher completion rates in various different areas across the Systems.

Mr. Peña-Mora, asked Mr. O'Keefe if his meetings with management include Gotham, or only the major facilities.

Mr. O'Keefe mentioned this will happen at the larger facilities first, but we want to meet with everyone across the Systems.

Ms. Wang proposed to convene to go to executive session.

Returning from executive session.

Ms. Wang opened the floor to old business, new business.

None.

She moved to adjourn the meeting at 11:04am.

Equity, Diversity and Inclusion Committee Meeting - April 3, 2023
As Reported by: Feniosky Peña-Mora
Committee Members Present: Feniosky Peña-Mora, José Pagán, Mitchell Katz, Freda Wang - left at 11:26, and Erin Kelly

CALL TO ORDER

The meeting of the Equity, Diversity and Inclusion Committee of the NYC Health + Hospitals' Board was called to order at 11:20 a.m.

Per By-Laws - Section 14. Committee Attendance. If any member of a standing or special committee of the Board will not be present at a scheduled committee meeting, the member may ask the Chair of the Board to request that another Board member, not a member of that committee, attend the scheduled meeting and be counted as a member for purposes of quorum and voting.

José Pagán has designated Erin Kelly representing Anne Williams-Isom to attend this Committee meeting and be counted as a member of purposes of quorum and voting.

Mr. Peña-Mora moved for a motion to adopt the minutes of the January 9, 2023 meeting.

Upon motion made and duly second the minutes of the January 9, 2023 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 latest diversity and inclusion achievements and activities.

Ms. Mendez-Justiniano reported on updates in the Language Access category, which included the following:

- Translation of 23 documents in English into other languages which were made available for staff
- Ability to offer interpretation services to all patients when in the street/community via the new Street Health Outreach and Wellness (SHOW) vans
- Placement of Jacobi and other H+H facilities to priority list for over the phone interpretation calls over non-healthcare agencies

There were over 10k diversity and inclusion training completed System-wide in January and February 2023. Top trainings included Sexual Harassment Prevention, Interreligious Awareness for Patient-Centered Care, and Strategies for Fostering Inclusion in the Workplace. Ms.

Mendez-Justiniano then provided an ethnicity and gender breakdown of training completed, noting that the System's overall staff demographics aligns with the training completion demographics.

Ms. Mendez-Justiniano continued on to highlight other achievements which included:

- Addition of key documents to the Essential Documents Directory, translated from English to the top 13 languages and made available to all staff
- Printing and distribution of 500+ Diversity Calendars for 2023
- Internal review of LGBTQ+ content on the Office of Diversity & Inclusion Insider pages to ensure it is user friendly and easily accessible
- Re-launch of Pride Health Advisory Council meetings to be in-person

Ms. Mendez-Justiniano then presented updates in the Gender Equity category. There were several virtual trainings and live workshops held throughout January and February, which included the Achieving Health Equity for LGBTQ+ People training. Ms. Mendez-Justiniano also confirmed that the System's Long-Term Care Equality Index (LEI) application for Post-Acute Care is awaiting to receive a final decision on whether the designation will be awarded. She went on to share that the System is gearing up for Pride Month in June and currently in the process of finalizing collateral and ensuring staff participation and representation.

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

- 2/9/23 - Hosted Black History Month Panel: Racial Differences and Disparities in Healthcare for African Americans, 148 attendees
- 2/15/23 - Participated in Diversity Equity and Inclusion Empower Panel Event, over 7,000 registered
- 2/28/23 - Impact of Race in Workplace Dynamics: Race Matters, 145 attendees

Ms. Mendez-Justiniano highlighted several System wide communications with a Diversity & Inclusion focus. Some of these communications included: Black History Month, International Women's Day, and the Holy Month of Ramadan.

Ms. Mendez-Justiniano was happy to announce that NYC Health + Hospitals received global recognition and was awarded the 2023 International Inclusion Award and the 2023 Diversity Champion Award.

She went on to highlight current ongoing projects, some of which include: ensuring restroom signage across the system is up to date and compliant with current laws and Human Resources training focused on

enhancing communication using LGBTQ+ affirming best practices.

Ms. Mendez-Justiniano continued on to present a Joint Commission update, as new and revised requirements to reduce healthcare disparities have been introduced, which apply to Ambulatory Care, Behavioral Health, and Hospitals. The Standard is that reducing healthcare disparities is a quality and safety priority and it is accompanied by six elements of performance. The Office of Diversity & Inclusion is working jointly with the Office of Quality & Safety and the Office of Population Health to ensure compliance with the new standard across all facilities.

Ms. Mendez-Justiniano was pleased to share that the Office of Diversity & Inclusion is working on applying for a grant via the NYC Unity Project, intended to build capacity at NYC Health + Hospitals/Elmhurst in advance of a Pride Health Center opening at this facility. The grant submission will be focused on affirming clinical care for Transgender, Gender Non-Conforming adults. This training is a prerequisite for staff prior to the opening of the pride health center.

Lastly, Ms. Mendez-Justiniano discussed upcoming plans based on open initiatives:

- Participation in Mayor's Office Initiative - Student Apprenticeships
- Conducting review of LGBTQ+ e-learning modules to ensure all training is up to date and relevant
- Participation in the Health Equity Roadmap Transformation Model

EQUITY AND ACCESS COUNCIL UPDATE

Dr. Nichola Davis, Chief of Population Health and Co-Chair of the Equity and Access Council ("Council") initiated the presentation by providing an overview of the four workgroups under the Equity and Access Council. She indicated that the Workplace Inclusion workgroup, specifically the African American Caribbean American workgroup, would be providing an update today. She introduced the co-chairs for the group, Ms. Christie Davis and Ms. Dionne Durant.

Ms. Durant addressed the purpose of the group, which is to develop programming to bridge the gap between what unites the African American and Caribbean American groups internal and external to the NYC Health + Hospitals while educating on the diverse heritage and cultures. In addition, the inclusion group will help to educate the health system on the value of these ethnic groups to the productivity and longevity of the health system.

Ms. Davis then shared photographs of when the group was launched in August 2022 at the African American Day Parade.

Ms. Durant indicated facts that drive the African American Caribbean American inclusion group include:

- A large portion of staff members employed by the System identify as African American or Caribbean American
- Several of the hospitals within the System are in communities of color or mixed cultural populations and service members of the African American and Caribbean American communities

Ms. Davis went on to present activities the group has planned which include the following:

- Educational workshops covering topics which express the diverse cultures and include health disparities affecting the African American and Caribbean American diaspora.
- Day of Solidarity which will explore the concept of solidarity in the context of the inclusion group.
- Multicultural Day to celebrate and bring awareness to the diaspora of African American and Caribbean American culture.

Ms. Davis also highlighted key dates for the group to consider. These include: Black History Month, National Caribbean American Heritage Month, International Day for the Remembrance of the Slave Trade and its Abolition, West Indian Day Parade, and African American Day Parade.

Ms. Durant then spoke of potential workshop topics:

- What are our differences vs. what unites us?
- Inclusion journey as an African American or Caribbean American
- The topic of privilege for any race/color
- First generation immigrant navigating NYC systems
- Highlighting notable achievements of H+H staff who are African American & Caribbean American

Ms. Davis shared details of the group's Black History Month event, which included a three-part virtual series, featuring Ruth D. Hunt as speaker.

Ms. Durant continued on to discuss indicators of success for the group which include: number of activities scheduled and completed, pre/post tests, workshop attendance, and publicity on the Insider, and workshop

or event outcomes.

Ms. Davis concluded the presentation by sharing the group's first achievement, which was a photo feature on the Insider.

Mr. Peña-Mora inquired if a workshop will be conducted to educate on the meaning and significance of Juneteenth. Ms. Davis and Ms. Durant confirmed they would both like to host an educational workshop regarding Juneteenth. They will reconvene with their group to discuss options. Mr. Peña-Mora also asked if Kwanzaa was going to be considered in terms of educating and informing. Both Ms. Davis and Ms. Durant agreed they will look into it.

Mr. Peña-Mora asked if there was any old business or new business, and hearing none, the meeting concluded and was adjourned at 11:55 a.m.

<p>INFORMATION TECHNOLOGY COMMITTEE - April 3, 2023 - 50 Water Street AS REPORTED BY: Feniosky Peña-Mora COMMITTEE MEMBERS PRESENT: Feniosky Peña-Mora, Dr. Mitchell Katz, Freda Wang representing José A. Pagán, Barbara Lowe</p>

Mr. Feniosky Peña-Mora, Chair of the Committee, called the April 3rd, 2023, meeting of the Information Technology (IT) Committee to order at 12:00 P.M.

Per By-Laws - Section 14. Committee Attendance. If any member of a standing or special committee of the Board will not be present at a scheduled committee meeting, the member may ask the Chair of the Board to request that another Board member, not a member of that committee, attend the scheduled meeting and be counted as a member for purposes of quorum and voting.

José Pagán has designated Freda Wang to attend this Committee meeting and be counted as a member of purposes of quorum and voting.

Mr. Peña-Mora proposed a motion to adopt the minutes of the IT Committee meeting held on November 1, 2022.

Upon motion made and duly seconded the minutes of November 1, 2022 IT Committee meeting were unanimously approved.

Mr. Peña-Mora turned the meeting over to Dr. Kim Mendez, Senior Vice President and Corporate Chief Information Officer to carry on the agenda, she was joined by Jeff Lutz, Chief Technology Officer, Apoorva Karia, AVP EITS Finance & Administration, Soma Bhaduri, Chief Information Security Officer, and Katherine Thayer, Chief Applications Officer.

Dr. Mendez shared the NYC H+H IT FY-2024 Goals. Dr. Mendez highlighted that each one of the goals and domains are aligned with the strategic

pillars and all are aligned with System's mission, vision and core values.

Dr. Mendez then provided updates on the the data center migration. The first migration was completed and went live in September of 2022. IT is currently moving to Go Live with the second data center, Cyrus One, the end of May 2023. As of March 31, 2023, EITS is 92 percent complete with the transition to Go Live at the second data center. The project remains on target and on budget for this transition. This data center will be live for the end of May, there will be a final transition for Epic EHR toward the end of September. Dr. Mendez shared a visual of the timeline.

Dr. Mendez shared Epic's new browser (Hyperdrive) migration is rolling out across the enterprise. The first Go Live went very well, and is expected to be completed by mid-April 2023. Hyperdrive is a new web-based client developed by Epic, it provides the tools for Epic to continue improving functionality within the System, and also simplifies the upgrades by decoupling from the environment. Dr. Katz asked if the current Epic pulls an older version of the Explorer that is currently being used. Mr. Lutz responded that it is the back end; the development tools that are used to present the interface. Hyperdrive will allow us to deploy quicker, the user will not experience significant change, but it will allow them to do a better and tighter integration and a smoother experience of what an end-user will see on a web-based type of application. Ms. Lowe asked if H+H ever "married" any epic / EHR elements with the labor / daily nursing staffing. Dr. Mendez responded, once we move into the advance scheduling system in UKG, there will be an opportunity to take advantage of that functionality in Epic.

Dr. Mendez moved on to present the Clinical Applications Updates. She kicked-off with an overview of NYC H+H Epic Community Connect which will support NYC DOHMH with our instance of Epic EHR. DOHMH transition from a variety of federated electronic health records to having 1 single instance of New York City Health and Hospitals Epic. By doing this there will be an extension of the ambulatory electronic health record as well as revenue cycle and reporting. DOHMH is implementing their own version of Cerner lab as well as the office of technology and innovations (OTI) will be providing network and hardware for DOHMH. In addition, several new interfacing will need to be built out for DOHMH regulatory reporting. Dr. Mendez shared a visual timeline, highlighting an October 2023 anticipated Go Live. Katherine Thayer, Chief Application Officer is leading this project.

Dr. Mendez then shared an update on the downtime web data entry. This new Epic feature provides the data of individual patients as they are moving throughout our System (admission, discharge or transfer (ADT)), in the event of a down-time. This gives the ability to keep up-to-date patient census information, and have the capability of understanding where the patient is. Previously this type of down-time patient

tracking was done manually on paper. The roll-out of this feature has an anticipated completion date of May 2023.

Dr. Mendez shared the Epic fourth quarter 2022 and first quarter 2023 upgrades and Go Lives. Dr. Katz responded that he saw the impact of Epic Willow and how he can see the improvements based on how recently they have turned it on. Dr. Mendez highlighted that there is additional training for those who need additional support.

Dr. Mendez then introduced a new project for implement Nuvolo, a new bio medical device database (CMMI). This will sit on top of the ServiceNow platform. This software will allow the team to add all of the bio medical devices into the existing database, which is called Configuration Management Database (CMDB) and then connect those together. EITS is partnering with the biomedical device vendor Crothall. Dr. Mendez highlighted some of the benefits of Nuvolo. This is projected to start phasing in in July 2023.

Dr. Mendez closed with the awards and accomplishments of the EITS team. Mr. Lutz highlighted that H+H is gold certified with Everbridge, which positions H+H in the top 6% of their customers. Everbridge helps during emergency management or any kind of crisis and supports communication across the System. Dr. Mendez highlighted the Project Management Office (PMO) as they were nominated for 2022 amazing employee of the year award and also highlighted the 10th Annual Nursing Informatics Council Virtual Conference was held in December 2022 and was a great success.

Mr. Peña-Mora had a couple follow-up questions. He asked if the data from the downtime web data entry will be locally encrypted. Dr. Mendez responded that that it is and it is still within the Epic system, Mr. Lutz added that it sits at the facilities within the H+H network. Dr. Mendez gave further details on how it works, highlighting that in the event the system goes down and staff are unable to go into Epic, across all facilities there is a business continuity access (BCA) printer where the information is backed up and retained for printing. This system is being refreshed every 30 minutes. In addition, the new downtime web data entry feature assists in tracking the movement of a patient during down time ultimately decreasing the reconciliation process at the end. Mr. Peña-Mora asked if the local repository located at the unit level, or at a facility level. Mr. Lutz, said the first (BCA printer) is local to every unit. The downtime web data entry requires staff to go to the webpage for them to continue to update the status of the patient. That then gets synced back into Epic once it comes back available. Dr. Mendez added that the caring of the patient is at the unit level, and the movement of the patient is at the facility level.

Ms. Lowe asked how does the system alert and block suspicious activity. Dr. Mendez responded there is a multi-layer defense mechanism for the H+H System. Before the human/staff intervention our technology supports the containment of whatever a potential nefarious

agent is seeking access. Mr. Peña-Mora asked for an education session on the cyber security for the Board to go over the different levels of redundancy that H+H has. Dr. Mendez replied that EITS would be more than happy to do so.

Mr. Peña-Mora then asked how has Epic Wisdom implementation been going. Ms. Thayer responded that there was a similar approach as Epic Willow, there was a phased implementation. The first sites went live in July of 2022, and we were able to take lessons learned, work through them, and apply that for the next round of sites that went live in October 2022. There was an improvement on the workflows.

Mr. Peña-Mora thanked EITS for the work being done to keep H+H afloat.

Mr. Peña-Mora asked if there are any old business or new business to bring to the committee, hearing none, Mr. Peña-Mora then adjourned the meeting at 12:40 pm.

SUBSIDIARY REPORTS

**HHC ACO INC. ANNUAL SOLE MEMBER MEETING - March 30, 2023
REPORT FOR CALENDAR YEAR 2022**

As Reported by: José Pagán

Members Present: Freda Wang, Dr. Mitchell Katz, Karen St. Hilaire, Dr. Vincent Calamia; Dr. William Fisher, Dr. Patricia Marthone, Sally Hernandez-Piñero, Feniosky Peña-Mora, Jackie Rowe-Adams

The 2022 Annual Sole Member Meeting of HHC ACO Inc., NYC Health + Hospitals' subsidiary not-for-profit Accountable Care Organization ("ACO"), convened on March 30, 2023 at 1:10 p.m. Dr. José Pagán, Chair of the NYC Health + Hospitals Board of Directors called the meeting to order to discuss historical program performance and governance matters.

Mr. Pagán noted for the record Dr. William Fisher is representing Deepa Avula and Karen St. Hilaire is representing Molly Wasow Park - both in a voting capacity.

Upon motion made and duly seconded the minutes of the December 16, 2021 Annual Sole Member Meeting was unanimously approved.

The Board considered the following resolution:

Authorizing that each of the following persons be elected, effective immediately, to serve as a Director of HHC ACO Inc. (the "ACO") Board of Directors in accordance with the laws of the State of New York, until such person's successor is duly elected and qualified, subject to such person's earlier death, resignation, removal, or termination of his or her employment with any entity that has executed an ACO Participation Agreement or ACO Agreement:

Mitchell Katz, M.D.;

Matthew Siegler, Esq.;

John Ulberg, Jr., M.P.H.;

Andrea Cohen, Esq.;

Nicole Jordan-Martin, M.P.A.;

Hyacinth Peart, a Medicare beneficiary Director;

A Director who shall be the Chief Executive Officer of Physician Affiliate Group of New York, P.C. ("PAGNY");

A Director to be named by NYC Health + Hospitals to represent physicians employed by New York University Grossman School of Medicine and providing services in NYC Health + Hospitals

facilities, as specified in a writing by NYC Health + Hospitals that is delivered to the Chairman of the ACO;

A Director to be named by the Icahn School of Medicine at Mount Sinai, doing business as Mt Sinai Elmhurst Faculty Practice (the "Elmhurst FPP"), as specified in a writing by the Elmhurst FPP that is delivered to the Chairman of the ACO;

A Director to be named pursuant to a designation by a majority in number of the Presidents of Coney Island Medical Practice Plan, P.C., Downtown Bronx Medical Associates, P.C., Harlem Medical Associates, P.C., and Metropolitan Medical Practice Plan, P.C. (the "PAGNY FPPs"), as specified in a writing by such majority that is delivered to the Chairman of the ACO; and

A Director to be named by Community Healthcare Network, Inc. (the "Non-Affiliate Participant"), as specified in a writing by such Non-Affiliate Participant that is delivered to the Chairman of the ACO.

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

Among other matters, the Board discussed the following:

- Matthew Siegler, Chief Executive Officer of HHC ACO Inc., reported on the ACO's Participant Change, a Projected Recap of PY 2021, and on the PY 2022 Shared Savings Forecast.
- Dr. David Stevens, Chief Medical Officer of HHC ACO Inc., provided an overview of current quality performance and quality improvement initiatives. Dr. Stevens also went over the ACO's plan for Reducing Avoidable Admissions by presenting a Driver Diagram and CAHPS scores.

ADJOURNMENT

There being no old business, nor new business, the meeting was adjourned at 1:50 pm.

MetroPlus Health Plan, Inc.

Board of Directors Meeting Update - Thursday, March 30th, 2023

As Reported By: Sally Hernandez-Piñero

Draft subject to adoption at the next MetroPlusHealth Board of Directors meeting on Thursday, June 8th, 2023.

Sally Hernandez Piñero, Chair of the Board called the meeting to order at 10:34 A.M.

ADOPTION OF THE MINUTES

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

The minutes from the Special Board of Directors meeting held on Tuesday, January 31st, 2023, were presented to the Board. On a motion by Sally Hernandez-Piñero and duly seconded, the Board adopted the minutes.

ACTION ITEM

A first resolution was presented by Sally Hernandez Piñero, Chair of the Board, for Board approval.

Reappointing Dr. Eric Wei, M.D. as a member of the Board of Directors of MetroPlus Health Plan, Inc., a public benefit corporation formed pursuant to Section 7385(20) of the Unconsolidated Laws of New York ("MetroPlus"), to serve in such capacity until a successor has been duly elected and qualified, or as otherwise provided in the Bylaws.

Dr. Wei advised that he accepted his reappointment.

There being no further questions or comments, on a motion by Sally Hernandez-Piñero and duly seconded, the resolution for Dr. Eric Wei's reappointment for a 5-year term was unanimously adopted by the Board.

ACTION ITEM

A second resolution was presented by Sally Hernandez Piñero, Board Chair, for Board approval.

Approving a resolution to be presented to the Board of Directors of the New York City Health and Hospitals Corporation ("the System") to reappoint Mark Power as a member of the Board of Directors of MetroPlus Health Plan, Inc. ("MetroPlus"), to serve in such capacity until a successor has been duly elected and qualified, or as otherwise provided in the Bylaws.

Mark Power advised that he accepted his reappointment.

There being no further questions or comments, on a motion by Sally Hernandez Piñero and duly seconded, the resolution for Mark Power's reappointment for a 5-year term was unanimously adopted by the Board.

INFORMATIONAL ITEM

Dana Wilson, Lead Audit Partner with Grant Thornton reviewed the 2022 Annual MetroPlusHealth Audit Presentation.

PRESIDENT & CEO UPDATE

Dr. Schwartz, President & CEO, provided an update on MetroPlusHealth's Corporate Structure.

Board Members asked questions about the Corporate Structure; Steven Stein Cushman, Chief Counsel responded.

NEW BUSINESS

Sally Hernandez-Piñero, Chair of the Board, moved on to New Business. Ganesh Ramratan, Chief Information Officer, provided an update on the Salesforce Launch and Next Steps. Specifically discussing the status of the member and provider facing portals.

Ganesh Ramratan further discussed, the Business Process and Customer Service Impact, Customer Service Representative Home Screen Snapshot Overview and the Salesforce Roadmap.

Board Members asked questions regarding member and provider registration.

Ganesh Ramratan and Lila Benayoun, Chief Operations Officer, responded.

Sally Hernandez Piñero then asked Lauren Leverich, Chief Financial Officer, to provide the Finance Update.

Lauren Leverich presented the 2022 Q1 MMCOR P&L, Net Income by Lines of Business (LOB), Membership and Risk Surplus Update, Medicare Advantage Risk Adjustment for Payment Year 2022, Medicare Advantage Risk Adjustment for Payment Year 2023, and Medicare Advantage Risk for Medicare Payment Year 2023.

Board Members asked a question about Net Income by LOB; Lauren Leverich responded.

Sally Hernandez-Piñero requested to move onto Dr. Sanjiv Shah, Chief Medical Officer's presentation on Medicare Stars.

Dr. Shah provided a Medicare Stars Program Update for 2023 & Beyond, Medicare Stars Current Performance, The Road to 4 Stars - Confirmed and Expected Star Changes, CAHPS Survey and Takeaways.

Board Members asked a question regarding the new measures that will be added to the Star Ratings Program; Dr. Shah responded.

Sally Hernandez-Piñero requested to move onto Lila Benayoun, Chief Operating Officer's presentation on the Recertification Playbook.

Lila Benayoun discussed the updates learned from New York State Department of Health (NYSDOH), Challenges MetroPlusHealth will face, Focus Areas, Demographic Overview which included; the Member Attribution Breakdown for June through December 2023, Total Recertification by LOB, WellDual Members, Engaging Diverse Ethnic Groups, and Income Eligibility vs. LOB Transition.

Lila Benayoun went on to further discuss how MetroPlusHealth will be monitoring Recertification in Realtime, MetroPlusHealth's Collaboration

efforts with NYC's Health + Hospitals, Internal Stakeholder Engagement, Member Outreach, Provider Outreach and finally, Community Outreach.

Board Members commented on Lila Benayoun's presentation and provided a suggestion on how to incentivize recertification.

There being no further business, Sally Hernandez-Piñero adjourned the meeting at 12:07 P.M.

Mitchell H. Katz, MD
NYC HEALTH + HOSPITALS - PRESIDENT AND CHIEF EXECUTIVE OFFICER
REPORT TO THE BOARD OF DIRECTORS
April 27, 2023

COVID-19 UPDATE

Following updates by the Centers for Disease Control and Prevention (CDC) late last month, NYC Health + Hospitals began to offer the Pfizer-BioNTech bivalent vaccine as a single-dose booster to children 6 months to 4 years of age who completed their primary series of the Pfizer-BioNTech monovalent vaccine at least two months ago. Children in this age group were previously not eligible for a booster shot because the primary monovalent series still offered protection against the most serious outcomes from the newest variants.

The CDC also added COVID-19 vaccines to the child immunization schedule, which means parents will no longer have to make a separate vaccine appointment with their family's pediatrician. Beginning at 6 months, the Pfizer-BioNTech primary series with the bivalent vaccine as the third dose will be part of the immunization schedule, meaning it will be administered along with other vaccinations usually given at this age.

As the Covid-19 public health emergency enters its final weeks, our health System will continue to be a gateway for New Yorkers seeking COVID-19 testing, treatment, and vaccination, regardless of their insurance or immigration status.

PROTECTING ACCESS TO MEDICATION ABORTION

This past Friday night the United States Supreme Court allowed the abortion drug Mifepristone to remain on the market while an appeal of the Texas judge's ruling moves forward. We let our abortion care providers know that they may continue to prescribe mifepristone (including the generic) as they had been prior to any rulings. Our Abortion Care Task Force, led by Dr. Allen, Dr. Wilcox, and Dr. Marisa Nadas, with the guidance of our Office of Legal Affairs, has been monitoring the situation extremely closely. We will continue to offer the full scope of abortion options to our patients, including medication abortion using mifepristone, and will adapt our protocol as needed to comply with the law.

HELPING THOUSANDS OF PATIENTS KEEP MEDICAID COVERAGE

A federal requirement automatically keeping people on Medicaid during the COVID-19 pandemic, is now coming to an end. Our health System has a very assertive strategy to help patients avoid disruptions in coverage, providing peace of mind and uninterrupted access to health care services. More than 600,000 of the 1.1 million patients we serve annually have public health insurance coverage through Medicaid. Thousands more have health insurance coverage through an Essential Plan or Child Health Plus, which have similar recertification requirements. Our plan includes outreach by our financial counselors and other staff, as well as an education campaign. NYC Health + Hospitals is also working with our Managed Care Organization partners such as MetroPlusHealth and HealthFirst to engage with Medicaid recipients in their communities through town halls in our facilities and community based events.

EXPANDING HOUSING NAVIGATION SERVICES TO DOUBLE NUMBER OF UNHOUSED PATIENTS WHO GET HELP APPLYING FOR HOUSING

As part of our Housing for Health initiative, NYC Health + Hospitals will double the number of patients experiencing homelessness who receive one-to-one expert support to find and apply for housing. We are investing \$10m over the next 3 years to match approximately 600 patients a year with housing navigation experts from the nonprofit consortium, Coordinated Behavioral Care, to help patients find housing they qualify for, complete applications, accompany them to view apartments and help them settle into a new home with their rent paid by City and Federal rental subsidies Coordinated Behavioral Care and their partners were selected due to their long history offering housing and social services to people experiencing homelessness. Their housing consortium includes Catholic Charities, Services for the Underserved The Bridge and Welllife.

We know that patients experiencing homelessness are also more likely to experience poor health. Adults experiencing homelessness have three times more hospital and emergency department visits than the general population. In addition to improving our patients' health outcomes by finding them housing, our program also saves health care costs by reducing hospitalizations and emergency room visits. Our housing navigation team will employ a 'whatever it takes' approach to meet patients where they are and support them through the process of finding a stable, safe and affordable home.

BUILDING MORE AFFORDABLE AND SUPPORTIVE HOUSING ON HOSPITAL CAMPUS

In another project that is part of our Housing for Health initiative, today we broke ground on a new, \$41.5 million, 93-unit apartment building on the campus of NYC Health + Hospitals/Woodhull in Brooklyn. This project is a partnership with the NYC Department of Housing Preservation and Development (HPD) and Comunilife. Patients who are

experiencing homelessness will be selected for 56 units of supportive housing, and they will receive services from Comunilife and health care from Woodhull Hospital. The remaining apartments are for low-income New Yorkers. The building is expected to open in 2025 and is the second phase of affordable and supportive housing development on the hospital campus. The first phase, also financed by HPD, and developed by Comunilife, opened in 2019 and has 89 units of affordable and supportive housing. This project is one of several that will contribute to our commitment to create nearly 650 new affordable homes in the next five years.

NYC HEALTH + HOSPITALS RECEIVES HIGHEST RATING FOR MEETING FEDERAL HOSPITAL PRICE TRANSPARENCY REQUIREMENTS

In a new national study NYC Health + Hospitals earned the highest rating for sharing hospital pricing data and meeting federal requirements to help consumer understand the cost of health care. We received the highest score of 5 in an April 18 study by Turquoise Health, which analyzed pricing data posted online by more than 5,300 hospitals across the country. Our health System was among the top 1% of hospitals nationwide, and one of only three health care organizations in New York State to earn the top rating. Since 2021, federal law has required hospitals to publicly post information about their standard prices and negotiated discount rates for common health services to encourage consumers to compare prices and to promote competition. In addition to posting price data online, NYC Health + Hospitals has extensive financial counseling support services for patients to make health care affordable and accessible.

We are committed to providing patients with the best information possible so they can make informed decisions about their care. This includes sharing our hospital charges and providing an online tool to estimate out of pocket costs for the most common services we provide. But our commitment to help consumers understand the cost of health care services goes deeper than posting the required price information. Because of our long-standing mission to serve poor and uninsured New Yorkers, we have built a robust financial counseling support system to help patients understand costs, avoid debt, sign up for insurance coverage they may not know they qualify for, and most importantly, access the medical care they need regardless of ability to pay or insurance status.

RESPONDING TO THE HUMANITARIAN CRISIS

NYC Health + Hospitals has responded to the asylum seeker crisis, operating nine Humanitarian Emergency Response and Relief Centers (HERRCs) for nearly 14,500 asylum seekers since the crisis began. The family and adult humanitarian centers provide a one-stop concentration of services, including three fresh meals and healthy snacks, round-the-clock medical care, access to vaccinations, mental health support, language interpretation, school enrollment, insurance enrollment, and resettlement services. To date, HERRC staff have provided asylum

seekers more than 16,000 vaccinations—including about 10,000 vaccinations to children who are then eligible to enroll in New York City public schools—and enrolled over 10,000 people in health insurance. Since our humanitarian centers welcomed their first guests, nearly 5,000 asylum seekers have been reconnected with their families or reached their desired destination.

CELEBRATING OUR DIVERSE ROOTS ON IMMIGRANT HERITAGE WEEK

I was fascinated to learn from a recent survey of our staff that our essential workforce speaks 66 different languages. Yet regardless of where we all come from and what languages we speak, we are united by our shared mission to serve all New Yorkers. Everything about our varied ancestry and heritage supports the core values of NYC Health + Hospitals to provide equitable access to quality health care, with respect and compassion for the diverse communities we serve. After all, we are a country built by immigrants, a City built by immigrants and a health care System built by immigrants. We are a mirror reflection of our patients, which drives us all to take care of them as we would take care of our own families. In fact, over the years I have met so many NYC Health + Hospitals staff who told me stories about bringing their immigrant parents to our facilities, translating for them, and being so impressed by the quality of care they received that they made a commitment to come work for us; to give back what they got for their families. So, as we celebrate Immigrant Heritage Week, we also honor our roots and the diversity of backgrounds they represent-- because all those differences are exactly what make NYC Health + Hospitals whole in every way.

PROMOTING HEALTH CARE AND SOCIAL SERVICES AVAILABLE

TO IMMIGRANT COMMUNITIES ON STATEN ISLAND

NYC Health + Hospitals and our NYC Care team partnered with our health plan MetroPlusHealth to host a resource fair on April 21 to connect more Staten Islanders - particularly new immigrants in the borough -- to a wide range of health care and social services support. We worked with a number of Staten Island community partners and City agencies, including Project Hospitality/El Centro, NY Foundling, La Colmena, the Mayor's Office to End Domestic and Gender-Based Violence, the Mayor's Office of Immigrant Affairs, African Refuge, and the United Network for Early Childhood Education Provider Network. The partners provided a range of services for Staten Islanders, including connecting them to health care coverage, sharing information on how to access free immigration legal help, and providing services for expecting mothers.

KEEPING CHILDBIRTH SAFE FOR ALL

On April 10 we recognized national Black Maternal Mortality week. That such a week even exists is a sobering reminder that Black and Brown mothers are still dying during child birth at alarming rates across the country. I am proud that since 2018 our health System has been committed to the Maternal Mortality Reduction Project, a series of

initiatives designed to make childbirth a joyful and life affirming experience for our patients of all backgrounds and circumstances. One component of the project is regular, systemwide training of more than 2,000 Labor and Delivery nurses at all 11 facilities. Our skilled nursing team routinely practices delivering babies during special simulations of high-risk deliveries. Simulation Nurse Educators travel from facility to facility working with staff on our life-like high tech mannequins, teaching how to handle any situation that comes up. The most common scenarios they work through are cardiac arrest, hemorrhage, dangerously high blood pressure also known as pre-eclampsia, and shoulder dystocia, when the baby's shoulder gets lodged behind the mother's pubic bones. Our training is designed to get our nurses so familiar with these situations they know exactly what to do every time and do not waste a second getting mom the care she needs for a safe delivery and healthy baby.

INAUGURAL FACULTY DEVELOPMENT DAY

NYC Health + Hospitals hosted an Inaugural Faculty Development Day on April 18 with the Equity and Access Council of the Equity Diversity and Inclusion Committee of the Board of Directors to showcase academic advancement opportunities for our staff. Special speakers included Dr. José Pagán, Chairperson of our Board of Directors and Chairman of the NYU Department of Global Public Health, and Dr. Joan Reede, Harvard Medical School's first dean for diversity and community partnership. Dr. Reede is the first African American woman to hold a position of that rank at HMS and one of the few African American women to hold a deanship at a medical school in the United States. Other speakers included Dr. Kathie Ann Joseph, Professor of Surgery NYU Grossman School of Medicine; Dr. Fritz Francoise, Professor Department of Medicine at the NYU Grossman School of Medicine and Vice Dean and Chief of Hospital Operations at NYU Langone; and Alice Stafford, NYC Health + Hospitals Program Manager for Training and Development. The daylong conference had over 140 registrants.

NEWS AROUND THE HEALTH SYSTEM

- [In New Study, NYC Health + Hospitals Receives Highest Rating for Meeting Federal Hospital Price Transparency Requirements](#)
- [Immigrant Heritage Week Celebrated at NYC Health + Hospitals](#)
- [NYC Health + Hospitals/Metropolitan Opens Dedicated Pride Health Center for LGBTQ Patients](#)
- [Behavioral Health Staff Awarded Over \\$500K in Debt Relief in Exchange for Three-Year Commitment to the Health System](#)
- [To Boost Oral Health in its Youngest Patients, NYC Health + Hospitals Adds Dental Hygiene Services to Pediatric Practices](#)
- [NYC Health + Hospitals/Sea View Hosts Luncheon to Celebrate Its Newsweek Ranking as the #1 Nursing Home in New York State](#)
- [10 Artists Selected to Create Community Murals at NYC Health + Hospitals](#)

- [NYC Health + Hospitals/Woodhull Receives \\$2M in Funding from Congresswoman Nydia Velázquez](#)
- [As Part of National Social Work Month, 43 Social Workers Honored for Their Commitment to Their Patients](#)
- [Mayor's Public Engagement Unit, NYC Care, Bronxnet, and La Central YMCA Host Health Care Fair for Bronx Families](#)
- [As a Part of Housing for Health, NYC Health + Hospitals Will Offer Eligible Patients One-On-One Support To Apply For Housing](#)
- [NYC Health + Hospitals Now Offers the COVID-19 Bivalent Booster for Children as Young as 6 Months of Age](#)

RESOLUTION - 04

Authorizing New York City Health and Hospitals Corporation (the “System”) to extend its affiliation with **State University of New York Health Science Center at Brooklyn, a/k/a Downstate Health Sciences University (“DHSU”)** for services at NYC Health + Hospitals/Kings County and NYC Health + Hospitals/South Brooklyn Health through June 30, 2026 for a total not-to exceed \$62,164,598 which includes a 10% contingency.

WHEREAS, the System has entered into various agreements for certain medical schools, voluntary hospitals and professional corporations to provide clinical and behavioral health services at the System’s facilities including an agreement with DHSU for services at NYC Health + Hospitals/Kings and NYC Health + Hospitals/South Brooklyn Health, which has included an academic affiliation agreement to train medical students and medical residents (the “**Affiliation Agreement**”); and

WHEREAS, at its December 15, 2022 meeting the System’s Board of Directors authorized funding to extend the Affiliation Agreement through June 30, 2024; and

WHEREAS, the System determined that for ease of administration and clarification of the parties’ responsibilities, the academic and the clinical aspects of its affiliation with DHSU should be separated into two distinct agreements; and

WHEREAS, the System and DHSU have negotiated the terms of two agreements that will supersede the terms of the Affiliation Agreement: one agreement to address the terms of the clinical services arrangement for a term to run from July 1, 2023 through June 30, 2026 (the “**Clinical Affiliation Agreement**”), with a separate agreement to govern the terms of the parties’ academic affiliation for the same term (the “**Academic Affiliation Agreement**”); and

WHEREAS, the Academic Affiliation Agreement will be signed in accordance with the System’s procedures for such agreements; and

WHEREAS, because of the System’s rules requiring approval of its Board of Directors for certain clinical affiliation agreements, the System seeks authorization from its Board of Directors to execute the Clinical Affiliation Agreement for a total cost not-to-exceed \$62,164,598; and

WHEREAS, the overall responsibility for administering the Clinical Affiliation Agreement shall reside with the System’s Chief Medical Officer.

NOW, THEREFORE, BE IT

RESOLVED, that New York City Health and Hospitals Corporation (the “**System**”) be and is hereby authorized to extended its affiliation with the State University of New York/ Health Science Center at Brooklyn a/k/a Downstate Health Sciences University (“**DHSU**”) for the provision of clinical services at NYC Health + Hospitals/ Kings County and NYC Health + Hospitals/South Brooklyn Health for a term commencing on July 1, 2023 and terminating on June 30, 2026, for a total not-to exceed \$62,164,598, which includes a 10% contingency.

EXECUTIVE SUMMARY
Amending and Extending the Clinical Affiliation with
State University of New York/ Health Science Center at Brooklyn
a/k/a Downstate Health Sciences University (“DHSU”)

- BACKGROUND:** The Affiliation Agreement between the System and DHSU is scheduled to expire on June 30, 2024. The System and DHSU have negotiated an amended and extended affiliation agreement that will address clinical services only (the “**Clinical Affiliation Agreement**”), with the parties’ academic affiliation to be addressed in a separate agreement. The term of the **Clinical Affiliation Agreement** supersedes the terms of the current Affiliation Agreement and will run from July 1, 2023 through June 30, 2026.
- PROPOSAL:** The System seeks authority to negotiate and execute the terms of the Clinical Affiliation Agreement to cover the provision of services at NYC Health + Hospitals/ Kings County and NYC Health + Hospitals/ South Brooklyn Health for the term July 1, 2023 through June 3, 2026, for a total cost not-to exceed \$62,164,598, which includes a 10% contingency (which includes one year of approved costs for the period July 1, 2023 through December 31, 2023).
- PROCUREMENT:** The proposed Clinical Affiliation Agreement is being signed with SUNY as a negotiated acquisition in that SUNY is especially well positioned to continue the provision of the subject specialty services.

***Professional Services Agreement
for July 1, 2023 – June 30, 2026***

**Downstate Health Sciences University
(SUNY-DHSU)**

**NYC Health + Hospitals | Kings County
NYC Health + Hospitals | South Brooklyn Health**

Machelle Allen M.D., SVP and System Chief Medical Officer
Andrea G. Cohen, SVP and General Counsel
John Ulberg, SVP and Chief Financial Officer

Executive Committee Meeting
May 25, 2023

Authorizing New York City Health and Hospitals Corporation (the “System”) to extend its affiliation with State University of New York Health Science Center at Brooklyn, a/k/a Downstate Health Sciences University (“DHSU”) for services at NYC Health + Hospitals | Kings County and NYC Health + Hospitals | South Brooklyn Health through June 30, 2026 for a total not-to exceed \$62,164,598 which includes a 10% contingency.

Background and Current State

- The Affiliation Agreement between the System and Downstate Health Sciences University (DHSU) is scheduled to expire on June 30, 2024. The System and DHSU have negotiated the terms of a renewal affiliation agreement with a term beginning July 1, 2023 and ending June 30, 2026, (the “Renewal Agreement”), which will supersede the terms of the parties’ existing agreement.
- While prior affiliation agreements with SUNY DHSU combined the parties’ academic affiliation and their clinical affiliation, the Renewal Agreement will cover the provision of professional services only with the terms of the parties’ academic affiliation to be covered in a separate academic affiliation agreement that runs concurrently.
- The total cost of the Renewal Agreement (from July 1, 2023 through June 30, 2026), for a total cost not to exceed \$62,164,598 which includes a 10% contingency.
- The proposed Renewal Agreement is being entered with SUNY as a negotiated acquisition in that SUNY is especially well positioned to continue the provision of the subject specialty services.

- NYC Health + Hospitals/Kings - Emergency Medicine, Psychiatry, and Radiology
- NYC Health + Hospitals/South Brooklyn Health - Surgery

Current Physician Services - Kings

NYCH+H Kings County				
	SUNY	PAGNY	NYCH+H	TOTAL
Clinical Department	FTE's	FTE's	FTE's	FTE's
Administration	1.0	2.0	1.0	4.0
Ambulatory Care		11.0	3.0	14.0
Anesthesiology		23.1	9.1	32.2
Dentistry/Oral and Maxillofacial Surgery		0.6	1.0	1.6
Dermatology	0.3		2.6	2.9
Emergency	4.3	29.4	20.9	54.5
Innovation Reserve	-	-		-
Medicine	1.0	20.4	28.5	49.9
Neurology	1.0	8.0	4.3	13.4
Neurosurgery		4.0		4.0
Obstetrics/Gynecology		9.1	11.8	20.9
Ophthalmology	1.2	5.1	2.5	8.8
Orthopedics	2.0	8.9	3.9	14.7
Otolaryngology		0.7	1.2	1.9
Pathology		3.0	3.0	6.0
Pediatrics	0.9	12.1	12.5	25.5
Psychiatry	5.9	10.6	37.3	53.8
Radiation Oncology	1.0	1.0		2.0
Radiology	17.5	8.6		26.1
Rehabilitation Medicine		10.0	1.5	11.5
Research		3.0		3.0
Surgery		27.9	3.5	31.4
Grand Total	36.2	198.5	147.6	382.2

Data as of April 26, 2023

Physician Staffing Numbers Only

Current Physician Services - SBH

NYCH+H South Brooklyn Health				
	SUNY	PAGNY	NYCH+H	TOTAL
Clinical Department	FTE's	FTE's	FTE's	FTE's
Administration		5.3		5.3
Ambulatory Care		17.3		17.3
Anesthesiology		17.1		17.1
Dentistry/Oral and Maxillofacial Surgery		6.8		6.8
Emergency		29.1		29.1
Medicine		62.0		62.0
Obstetrics/Gynecology		16.3	1.0	17.3
Pathology		3.1		3.1
Pediatrics		17.5		17.5
Psychiatry		26.0		26.0
Radiology		13.7		13.7
Rehabilitation Medicine		3.2		3.2
Surgery	2.8	44.1		46.9
Grand Total	2.8	261.6	1.0	265.4

Data as of April 26, 2023

Physician Staffing Numbers Only

Projected Annual Affiliate Budget

NYC Health + Hospitals Affiliation Contract Budget Through June 30, 2026 for SUNY-DHSU	
Fiscal Year	Amount
FY 2022	\$21,782,491
FY 2023	\$22,000,315
FY 2024	\$18,283,759
FY 2025	\$18,832,272
FY 2026	\$19,397,240

- Amounts above do not include 10% contingency
- Decrease in budget amounts from FY23 to FY24 is attributable to:
 - An anticipated decrease in the number of SUNY-employed clinicians providing clinical care at Kings County; and
 - A reallocation of clinical services costs to fund GME administrative costs attributable to resident training at Kings County.

Projected Cost by Hospital

Facility	FY 2024 - 2026 Base	10% Contingency	Total NTE
NYC Health + Hospitals/Kings County	\$53,276,639	\$5,327,664	\$58,604,303
NYC Health + Hospitals/South Brooklyn Health	\$ 3,236,632	\$ 323,663	\$ 3,560,295
Total	\$56,513,271	\$5,651,327	\$62,164,598

- Proposed payment to the Affiliate is based on costs.
- The costs reported assume no material change in patient volume or services provided and no additional impact from managed care programs or other third-payer developments.

Executive Committee Approval Request

Authorizing New York City Health and Hospitals Corporation (the “System”) to extend its affiliation with State University of New York Health Science Center at Brooklyn, a/k/a Downstate Health Sciences University (“DHSU”) for services at NYC Health + Hospitals/Kings County and NYC Health + Hospitals/South Brooklyn Health through June 30, 2026 for a total not-to exceed \$62,164,598 which includes a 10% contingency.

RESOLUTION - 05

Amending the resolution adopted at the February 23, 2023 by the Board of Directors of the New York City Hospital Corporation regarding the authorization of a subsidiary public benefit corporation to be established to hold a license under Article 43 of the New York Insurance Law by approving the name of the **new subsidiary to be MetroPlus Health Trio, Inc. and substituting the name “MetroPlus Health Trio, Inc.”** for “MetroPlus Health Gold, Inc.” throughout such resolution.

WHEREAS, a resolution approved by the Board of Directors of the New York City Health and Hospitals Corporation on February 23, 2023 authorized the establishment of a wholly owned subsidiary of the New York City Health and Hospitals Corporation to hold a license under Article 43 of the New York Insurance Law (“Article 43 Corporation”) to be named MetroPlus Health Gold, Inc. subject to the approval of the New York State Department of Financial Services (“DFS”); and

WHEREAS, the DFS Superintendent is not approving names for new corporations to issue approved insurance plans with “gold” in the name of the corporation;

WHEREAS, the Article 43 Corporation will now be named MetroPlus Health Trio, Inc., subject to the approval of the DFS;

NOW, THEREFORE, be it

RESOLVED, that the resolution adopted at the February 23, 2023 by the Board of Directors of the New York City Hospital Corporation regarding the authorization of a subsidiary public benefit corporation to be established to hold a license under Article 43 of the New York Insurance Law shall be amended by approving the name of the new subsidiary to be MetroPlus Health Trio, Inc. and substituting the name “MetroPlus Health Trio, Inc.” for “MetroPlus Health Gold, Inc.” throughout such resolution.

EXECUTIVE SUMMARY

A resolution approved by the Board of Directors of the New York City Health and Hospitals Corporation on February 23, 2023 authorized the establishment of a wholly owned subsidiary of the New York City Health and Hospitals Corporation to hold a license under Article 43 of the New York Insurance Law (“Article 43 Corporation”) to be named MetroPlus Health Gold, Inc. subject to the approval of the New York State Department of Financial Services (“DFS”).

DFS, however, is not approving names for new corporations to issue approved insurance plans with “gold” in the name of the corporation, necessitating a new name to be chosen for the Article 43 Corporation. Consequently, a new name is needed and MetroPlus Health Trio, Inc. is proposed as the new name of the Article 43 Corporation and the February 23, 2023 resolution is revised to approve and substitute the new name of the Article 43 Corporation.

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.

AS APPROVED BY THE BOARD OF DIRECTORS ON FEBRUARY 23, 2023

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

As Approved by the Board of Directors on February 23, 2023

**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

As Approved by the Board of Directors on February 23, 2023



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.

As Approved by the Board of Directors on February 23, 2023

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.

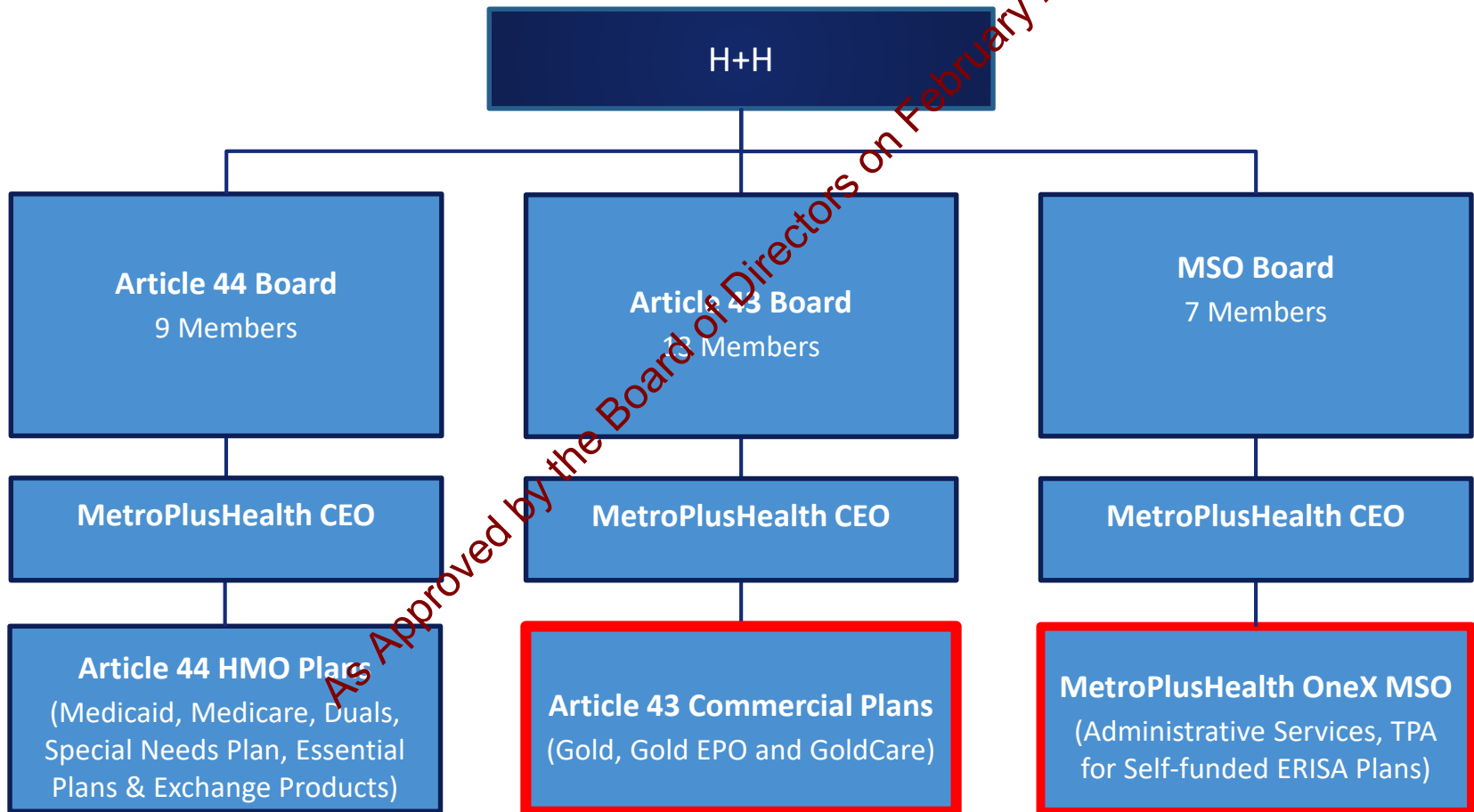
As Approved by the Board of Directors on February 23, 2023

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 MCO 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.

As Approved by the Board of Directors on February 23, 2023

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.

As Approved by the Board of Directors on February 23, 2023

MetroPlusHealth Capabilities

As Approved by the Board of Directors on February 23, 2023

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.

AS APPROVED BY THE BOARD OF DIRECTORS ON FEBRUARY 23, 2023



Proposed New Corporate Structure to Support Growth and Expansion

As Approved by the Board of Directors on February 23, 2023

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).

AS Approved by the Board of Directors on February 23, 2023

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.

As Approved by the Board of Directors on February 23, 2023

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.

As Approved by the Board of Directors on February 23, 2023

**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
As Approved by the Board of Directors on February 23, 2023

**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.

As Approved by the Board of Directors on February 23, 2023

DRAFT

BYLAWS

OF

METROPLUS HEALTH GOLD, INC.

DRAFT
As Approved by the Board of Directors on February 23, 2023

**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
As Approved by the Board of Directors on February 23, 2023

**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

As Approved by the Board of Directors on February 23, 2023

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

As Approved by the Board of Directors on February 23, 2023

DRAFT

TABLE OF CONTENTS

ARTICLE I	PREAMBLE	1
ARTICLE II	NAME AND PLACE OF BUSINESS	2
ARTICLE III	STATEMENT OF PURPOSES	3
ARTICLE IV	MEMBERSHIP	4
ARTICLE V	BOARD OF DIRECTORS	5
ARTICLE VI	OFFICERS OF THE BOARD OF DIRECTORS	11
ARTICLE VII	COMMITTEES	12
ARTICLE VIII	OFFICERS OF THE CORPORATION	16
ARTICLE IX	CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.	18
ARTICLE X	BOOKS AND RECORDS	19
ARTICLE XI	SEAL	20
ARTICLE XII	FISCAL YEAR	21
ARTICLE XIII	AUDIT	22
ARTICLE XIV	CONFLICTS OF INTEREST	23
ARTICLE XV	WAIVER OF NOTICE	24
ARTICLE XVI	AMENDMENTS	25

As Approved by the Board of Directors on February 23, 2023

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.

As Approved by the Board of Directors on February 23, 2023

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 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 event 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 or 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.

As Approved by the Board of Directors on February 23, 2023

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
As Approved by the Board of Directors on February 23, 2023

TABLE OF CONTENTS

ARTICLE I	PREAMBLE	1
ARTICLE II	NAME AND PLACE OF BUSINESS	2
ARTICLE III	STATEMENT OF PURPOSES	3
ARTICLE IV	MEMBERSHIP	4
ARTICLE V	BOARD OF DIRECTORS	5
ARTICLE VI	OFFICERS OF THE BOARD OF DIRECTORS	11
ARTICLE VII	COMMITTEES	12
ARTICLE VIII	OFFICERS OF THE CORPORATION	16
ARTICLE IX	CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.	18
ARTICLE X	BOOKS AND RECORDS	19
ARTICLE XI	SEAL	20
ARTICLE XII	FISCAL YEAR	21
ARTICLE XIII	AUDIT	22
ARTICLE XIV	CONFLICTS OF INTEREST	23
ARTICLE XV	WAIVER OF NOTICE	24
ARTICLE XVI	AMENDMENTS	25
ATTACHMENT A	INITIAL BOARD OF DIRECTORS AND INITIAL TERMS	

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

AS APPROVED BY THE BOARD OF DIRECTORS ON FEBRUARY 23, 2023

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 of 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.

As Approved by the Board of Directors on February 23, 2023

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.

As Approved by the Board of Directors on February 23, 2023

RESOLUTION - 06

Approving Frederick Covino to be a member of the Board of Directors of the subsidiary public benefit corporation to be established to hold a license under Article 43 of the New York Insurance Law (“Article 43 Corporation.”) as authorized by the Board of Directors of the New York City Health and Hospitals Corporation at its meeting of February 23, 2023, to serve in such capacity for a term through May 25, 2028.

WHEREAS, a resolution approved by the Board of Directors of the New York City Health and Hospitals Corporation on February 23, 2023 authorized the establishment of a wholly owned subsidiary of the New York City Health and Hospitals Corporation to hold a license under Article 43 of the New York Insurance Law; and

WHEREAS, the Board of Directors of the New York City Health and Hospitals Corporation at its February 23, 2023 Board meeting also approved the appointment of the initial three members of the Board of Directors of the Article 43 Corporation; and

WHEREAS, Frederick Covino is nominated to serve as a member of the Board of Directors of the Article 43 Corporation;

NOW, THEREFORE, be it

RESOLVED, that the New York City Health and Hospitals Corporation Board of Directors approves Frederick Covino to be a member of the Article 43 Corporation Board of Directors to serve in such capacity for a term through May 25, 2028.

EXECUTIVE SUMMARY

Pursuant to the Certificate of Incorporation of the Article 43 Corporation, New York City Health and Hospitals Corporation has the sole power with respect to electing members of the Board of Directors of the Article 43 Corporation. The Bylaws of the Article 43 Corporation authorize the Chairperson of New York City Health and Hospitals Corporation to appoint directors of the Article 43 Corporation Board with the approval of the Board of Directors of New York City Health and Hospitals Corporation.

Frederick Covino has significant financial experience developing, analyzing, implementing and monitoring financial plans, budgets, and initiatives, including twenty years of experience with the New York City Health and Hospitals Corporation culminating as its Vice President C.O. Finance. He has, for example, overseen a Systems transformation plan and played a leadership role in Superstorm Sandy disaster recovery efforts.

MetroPlus is very pleased that Frederick Covino has agreed to serve on the Board of the Article 43 Corporation and are particularly interested in the perspective that he will bring to that Board.

RESOLUTION - 07

Approving Kara Silverman, RN, CNM, MS to be a member of the Board of Directors of the subsidiary public benefit corporation to be established to hold a license under Article 43 of the New York Insurance Law (“Article 43 Corporation”) as authorized by the Board of Directors of the New York City Health and Hospitals Corporation at its meeting of February 23, 2023, to serve in such capacity for a term through May 25, 2028.

WHEREAS, a resolution approved by the Board of Directors of the New York City Health and Hospitals Corporation on February 23, 2023 authorized the establishment of a wholly owned subsidiary of the New York City Health and Hospitals Corporation to hold a license under Article 43 of the New York Insurance Law; and

WHEREAS, the Board of Directors of the New York City Health and Hospitals Corporation at its February 23, 2023 Board meeting also approved the appointment of the initial three members of the Board of Directors of the Article 43 Corporation; and

WHEREAS, Kara Silverman, RN, CNM, MS is nominated to serve as a member of the Board of Directors of the Article 43 Corporation;

NOW, THEREFORE, be it

RESOLVED, that the New York City Health and Hospitals Corporation Board of Directors approves Kara Silverman, RN, CNM, MS to be a member of the Article 43 Corporation Board of Directors to serve in such capacity for a term through May 25, 2028.

EXECUTIVE SUMMARY

Pursuant to the Certificate of Incorporation of the Article 43 Corporation, New York City Health and Hospitals Corporation has the sole power with respect to electing members of the Board of Directors of the Article 43 Corporation. The Bylaws of the Article 43 Corporation authorize the Chairperson of New York City Health and Hospitals Corporation to appoint directors of the Article 43 Corporation Board with the approval of the Board of Directors of New York City Health and Hospitals Corporation.

Ms. Silverman is a former Medicaid provider with deep policy, care transformation, consulting, and training experience. She has spent her career supporting and building the capacity of safety-net health systems to provide care that is equitable and reduces health inequities. Extensive experience working collaboratively with state Medicaid agencies, provider systems, payers, and community-based organizations.

MetroPlus is very pleased that Ms. Silverman has agreed to serve on the Board of the Article 43 Corporation and are particularly interested in the perspective that she will bring to that Board.

RESOLUTION - 08

Approving Salvatore Russo to be a member of the Board of Directors of the subsidiary public benefit corporation to be established to hold a license under Article 43 of the New York Insurance Law (“Article 43 Corporation”) as authorized by the Board of Directors of the New York City Health and Hospitals Corporation at its meeting of February 23, 2023, to serve in such capacity for a term through May 25, 2028.

WHEREAS, a resolution approved by the Board of Directors of the New York City Health and Hospitals Corporation on February 23, 2023 authorized the establishment of a wholly owned subsidiary of the New York City Health and Hospitals Corporation to hold a license under Article 43 of the New York Insurance Law; and

WHEREAS, the Board of Directors of the New York City Health and Hospitals Corporation at its February 23, 2023 Board meeting also approved the appointment of the initial three members of the Board of Directors of the Article 43 Corporation; and

WHEREAS, Salvatore Russo is nominated to serve as a member of the Board of Directors of the Article 43 Corporation;

NOW, THEREFORE, be it

RESOLVED, that the New York City Health and Hospitals Corporation Board of Directors approves Salvatore Russo to be a member of the Article 43 Corporation Board of Directors to serve in such capacity for a term through May 25, 2028.

EXECUTIVE SUMMARY

Pursuant to the Certificate of Incorporation of the Article 43 Corporation, New York City Health and Hospitals Corporation has the sole power with respect to electing members of the Board of Directors of the Article 43 Corporation. The Bylaws of the Article 43 Corporation authorize the Chairperson of New York City Health and Hospitals Corporation to appoint directors of the Article 43 Corporation Board of Directors with the approval of the Board of Directors of the New York City Health and Hospitals Corporation.

Mr. Russo has nearly four decades of experience working on issues related to medical staffing, patient care, regulatory compliance, corporate leadership, employment and workforce policy, including more than twenty years with the New York City Health and Hospitals Corporation culminating in the role of Senior Vice President and General Counsel. He also has significant experience overseeing major lawsuits and spearheading risk-management and corporate policy initiatives.

MetroPlus is very pleased that Mr. Russo has agreed to serve on the Board of the Article 43 Corporation and are particularly interested in the perspective that he will bring to that Board.

RESOLUTION - 09

Approving Vallencia M. Lloyd to be a member of the Board of Directors of the subsidiary public benefit corporation to be established to hold a license under Article 43 of the New York Insurance Law (“Article 43 Corporation”) as authorized by the Board of Directors of the New York City Health and Hospitals Corporation at its meeting of February 23, 2023, to serve in such capacity for a term through January 28, 2026.

WHEREAS, a resolution approved by the Board of Directors of the New York City Health and Hospitals Corporation on February 23, 2023 authorized the establishment of a wholly owned subsidiary of the New York City Health and Hospitals Corporation to hold a license under Article 43 of the New York Insurance Law; and

WHEREAS, the Board of Directors of the New York City Health and Hospitals Corporation at its February 23, 2023 Board meeting also approved the appointment of the initial three members of the Board of Directors of the Article 43 Corporation; and

WHEREAS, Vallencia M. Lloyd is nominated to serve as a member of the Board of Directors of the Article 43 Corporation;

NOW, THEREFORE, be it

RESOLVED, that the New York City Health and Hospitals Corporation Board of Directors approves Vallencia M. Lloyd to be a member of the Article 43 Corporation Board of Directors to serve in such capacity for a term through January 28, 2026.

EXECUTIVE SUMMARY

Pursuant to the Certificate of Incorporation of the Article 43 Corporation, New York City Health and Hospitals Corporation has the sole power with respect to electing members of the Board of Directors of the Article 43 Corporation. The Bylaws of the Article 43 Corporation authorize the Chairperson of the New York City Health and Hospitals Corporation to appoint directors of the Article 43 Corporation Board with the approval of the Board of Directors of the New York City Health and Hospitals Corporation.

Ms. Lloyd has extensive knowledge of New York State's health care delivery system and regulatory framework relating to the operation of managed care organizations, traditional indemnity insurance, and the operation of Medicaid managed care, Child Health Plus and Medicare programs. Ms. Lloyd has experience in managing the overall operation of a health insurance plan and the development and implementation of new products.

Ms. Lloyd has extensive managed care experience and MetroPlus is very pleased that she has agreed to serve on the Board of the Article 43 Corporation and are particularly interested in the perspective that she will bring to that Board.

MetroPlusHealth | Article 43 Name and Board Members

Executive Committee Meeting

Thursday, May 25th, 2023

Dr. Mitchell Katz, NYC H+H CEO

Dr. Talya Schwartz, MetroPlusHealth CEO

New Name | MetroPlusHealth Trio, Inc.

- On February 23, 2023, the Board of Directors of the New York City Health and Hospitals Corporation authorized the establishment of a wholly owned subsidiary of the New York City Health and Hospitals Corporation to hold a license under Article 43 of the New York Insurance Law (“Article 43 Corporation”) to be named MetroPlus Health Gold, Inc. subject to the approval of the New York State Department of Financial Services (“DFS”).
- DFS, however, is not approving names for new corporations to issue approved insurance plans with “gold” in the name of the corporation, necessitating a new name to be chosen for the Article 43 Corporation. Consequently, a new name is needed and MetroPlusHealth Trio, Inc. is proposed as the new name of the Article 43 Corporation.
- MetroPlusHealth Trio, Inc. symbolizes the synergy between patients, providers and plan.

BOARD MEMBERSHIP

- 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 a plan provided by the Article 43 Corporation.
- At the February 23rd, 2023, meeting of the H+H Board of Directors, the Board approved the initial three Board members for the Article 43 Corporation: Matthew Siegler (ex-officio for H+H President), Talya Schwartz (ex-officio as proposed CEO of the Article 43 Corporation), Sally Hernandez-Pinero.
- MetroPlusHealth is seeking the approval of four additional board members for the Article 43 Corporation, MetroPlusHealth Trio, Inc.: Vallencia Lloyd, Frederick Covino, Salvatore Russo, and Kara Silverman, RN, CNM, MS.
- The Directors who are members of a Plan will be designated at a later date when plans are offered, and members can be determined.

BOARD MEMBER | FREDERICK COVINO

- Frederick Covino has significant financial experience developing, analyzing, implementing and monitoring financial plans, budgets, and initiatives, including twenty years of experience with the New York City Health and Hospitals Corporation culminating as its Vice President C.O. Finance. He has, for example, overseen a Systems transformation plan and played a leadership role in Superstorm Sandy disaster recovery efforts.

BOARD MEMBER | KARA SILVERMAN, RN, CNM, MS

- Kara Silverman is a former Medicaid provider with deep policy, care transformation, consulting, and training experience. She has spent her career supporting and building the capacity of safety-net health systems to provide care that is equitable and reduces health inequities. Extensive experience working collaboratively with state Medicaid agencies, provider systems, payers, and community-based organizations.

BOARD MEMBER | SALVATORE RUSSO

- Salvatore Russo has nearly four decades of experience working on issues related to medical staffing, patient care, regulatory compliance, corporate leadership, employment and workforce policy, including more than twenty years with the New York City Health and Hospitals Corporation culminating in the role of Senior Vice President and General Counsel. He also has significant experience overseeing major lawsuits and spearheading risk-management and corporate policy initiatives.

BOARD MEMBER | VALLENCIA LLOYD

- Vallencia Lloyd has extensive knowledge of New York State's health care delivery system and regulatory framework relating to the operation of managed care organizations, traditional indemnity insurance, and the operation of Medicaid managed care, Child Health Plus and Medicare programs. Ms. Lloyd has experience in managing the overall operation of a health insurance plan and the development and implementation of new products.

RESOLUTION - 10

Authorizing the New York City Health and Hospitals Corporation (the “System”) to execute an agreement with **Crothall Facilities Management, Inc. (“Crothall”) for biomedical program management** for an initial term of eight years with two one-year options solely exercisable by the System in an amount not to exceed \$504,327,705 for the entire contract term.

WHEREAS, the System conducted a request for proposals solicitation to manage 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 in conformance with its procurement operating procedure and received and evaluated proposals from multiple vendors and evaluated such proposals among a diverse evaluation committee; and

WHEREAS, the evaluation committee recommended award be made to Crothall as having the proposal that best meets the interest of the System and such recommendation was approved by the System’s Contract Review Committee; and

WHEREAS, the Sr. Vice President of Business Operations will be responsible for the administration of the proposed amended agreement.

NOW THEREFORE, be it

RESOLVED, that the New York City Health and Hospitals Corporation (the “System”) be and hereby is authorized to execute an agreement with Crothall Facilities Management, Inc. (“**Crothall**”) for biomedical program management for an initial term of eight years with two one-year options solely exercisable by the System in an amount not to exceed \$504,327,705 for the entire contract term.

EXECUTIVE SUMMARY
CROTHALL FACILITIES MANAGEMENT, INC.
BIOMEDICAL PROGRAM MANAGEMENT

- OVERVIEW** The System has contracted for many years for management of its biomedical biomedical equipment including dialysis, lab equipment, chillers, stretchers, Correctional Health biomedical equipment, IT support, warehousing of equipment. Crothall has performed such services and after conducting an RFP the evaluation committee again selected Crothall.
- PROCUREMENT** The System undertook an RFP to procure biomedical program management services. Three vendors submitted proposals. After evaluation, Crothall was selected as the vendor that best met the needs of the System.
- NEED** The System does not have the internal expertise or staff to fully support the needs of a modern biomedical equipment program and so conducted an RFP to identify an appropriate vendor to perform the functions.
- TERM** The proposed term of the contract is for eight years with two one-year options solely exercisable by the System.
- COSTS** The total not-to-exceed cost for the entire term is \$504,327,705.
- MWBE** This contract has been exempted from the MWBE program as there are no scopes of work that are being subcontracted for the exclusive benefit of the System.

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 for Board review of contract

Vendor: Crothall Facilities Management, Inc.

Date: April 17, 2023

Digitally signed by
Keith Tallbe
Date: 2023.04.17
07:29:43 -04'00'

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

Vendor Responsibility

Approved

EEO

Approved

MWBE

Exempt

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.

Biomedical Managed Services

Application to Award Contract - Crothall Facilities Management, Inc.

**Executive Committee Meeting
May 25, 2023**

**Chris Roker - CEO, Lincoln Medical Center
Joe Wilson - Senior AVP, Supply Chain**

- Authorizing the New York City Health and Hospitals Corporation (the “System”) to execute an agreement with **Crothall Facilities Management, Inc. (“Crothall”)** for **biomedical program management** for an initial term of eight years with two one-year options solely exercisable by the System in an amount not to exceed \$504,327,705 for the entire contract term.

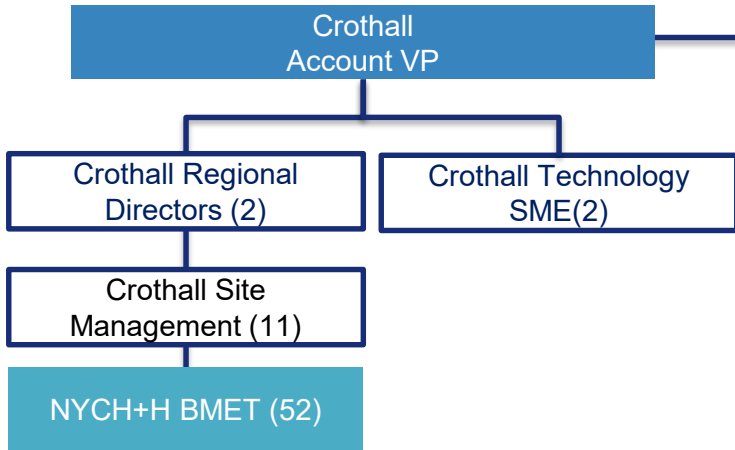
Background / Current State

- NYC Health + Hospitals contracted with Crothall Healthcare Services as a result of an RFP in 2014 to provide management of the biomedical equipment program.
- 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.
- The original scope of service was limited to repair and maintenance for 67,000 assets.
- Staffing and management were designed based upon the original scope which did not build in scalability.
- As service gaps arose, the agreement expanded to cover other services such as Dialysis, Lab equipment, Chillers, Stretchers, Correctional Health, IT support, Warehouse and Transportation.
- The Crothall Biomed agreement is board approved not to exceed \$262,214,605 for the term of the contract.
- Current agreement expires June 30, 2023.

Current State

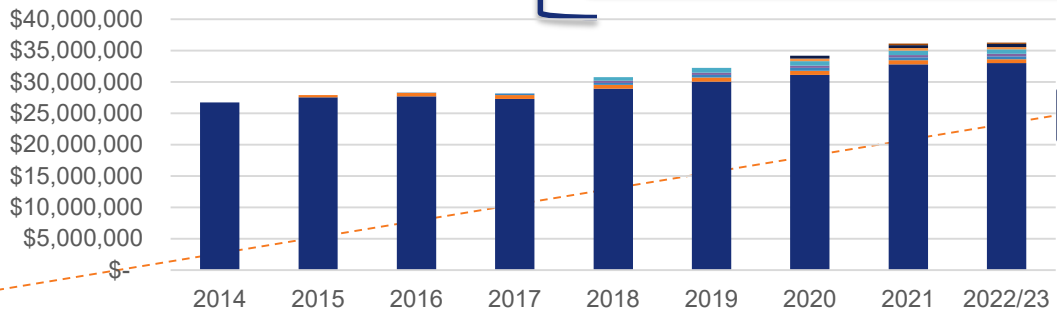
Crothall BioMed Management

Current Staffing Structure



Current Scope of Work

Original Agreement (2014)	Amendments (2016-2021)
Equipment Maintenance and Repair	<ol style="list-style-type: none"> 1. Dialysis 2. Lab Equipment (Ancillary) 3. Correctional Health 4. Integration Support 5. Device Security Support 6. Stretcher Maintenance 7. Risk Security Monitoring 8. Warehouse



2014 Assets: 67,000

2022 Assets : 126,000

- Biomed Services
- Dialysis
- Correctional health
- Device Integration
- Lab
- Warehouse
- Stretcher Maintenance
- Security Monitoring

Annual Spend

Market Overview

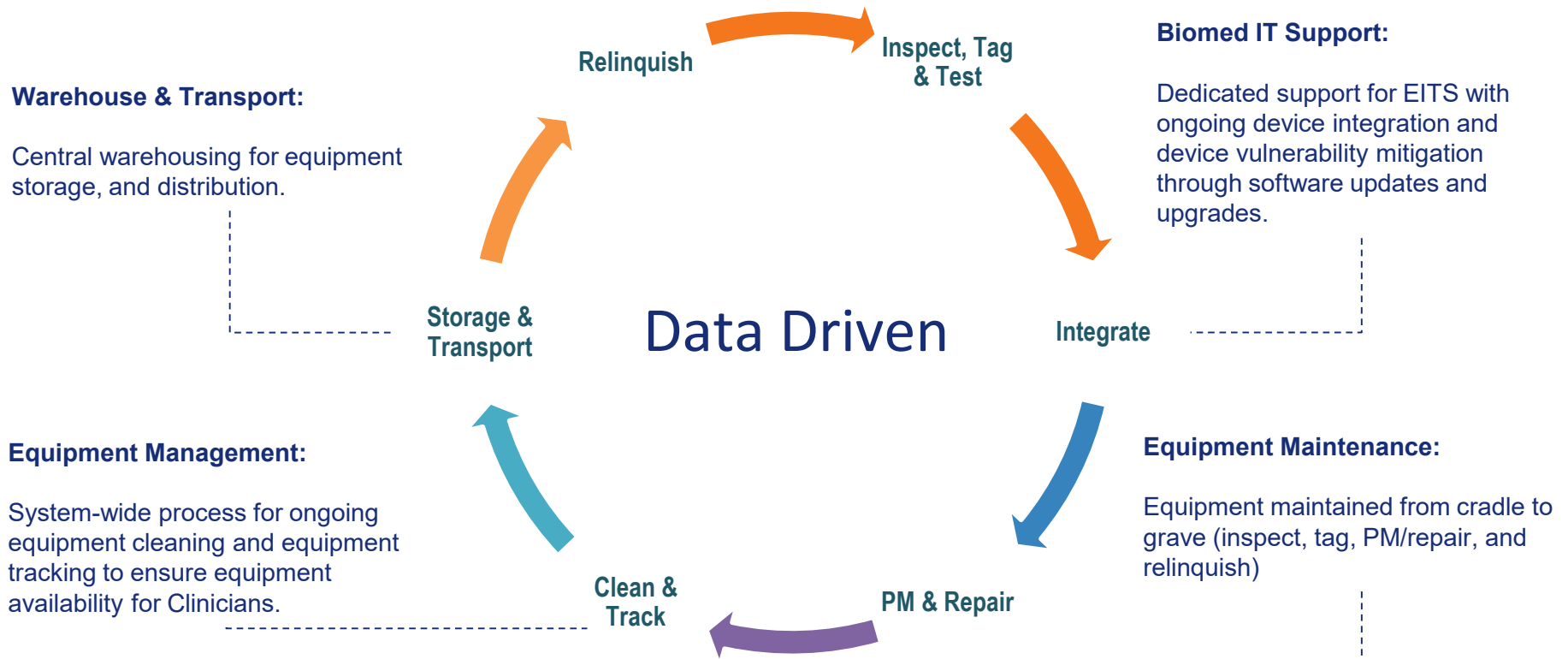
- In general, IDN's provide biomedical equipment management in several ways:
 - Alternative Equipment Maintenance (AEM) *Current model*
 - In-house personnel Biomedical Equipment Technicians (BMET)
 - Service contracts with Original Equipment Manufacturers (OEM) and Independent Service Organizations (ISO)
 - Risk Insurance coverage

- Various factors and risks were considered with In-house, OEM, and Risk insurance coverage services including financial impact.

- Clinical equipment maintenance and operations is regulated by TJC and other regulatory agencies.

Future State

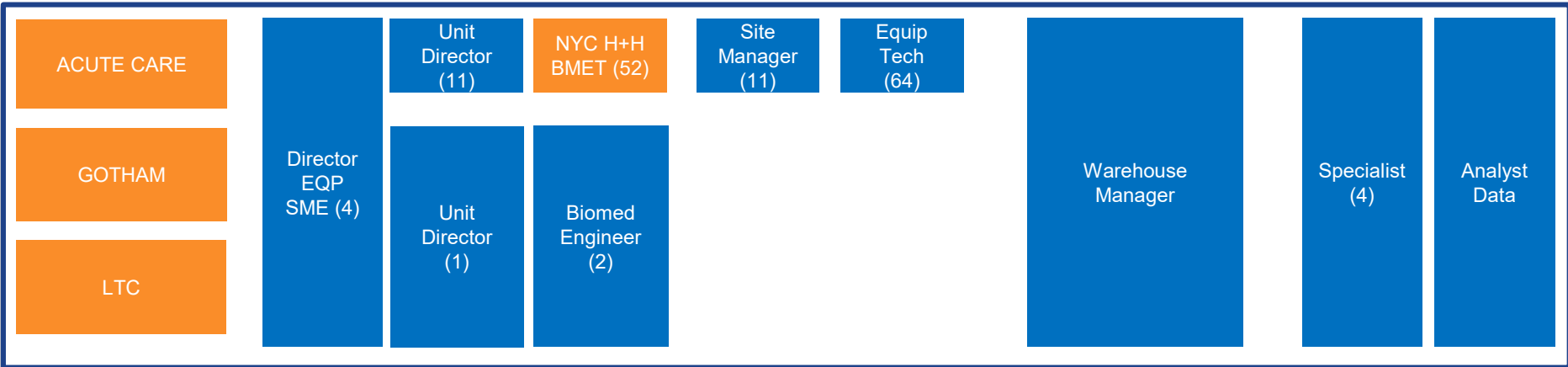
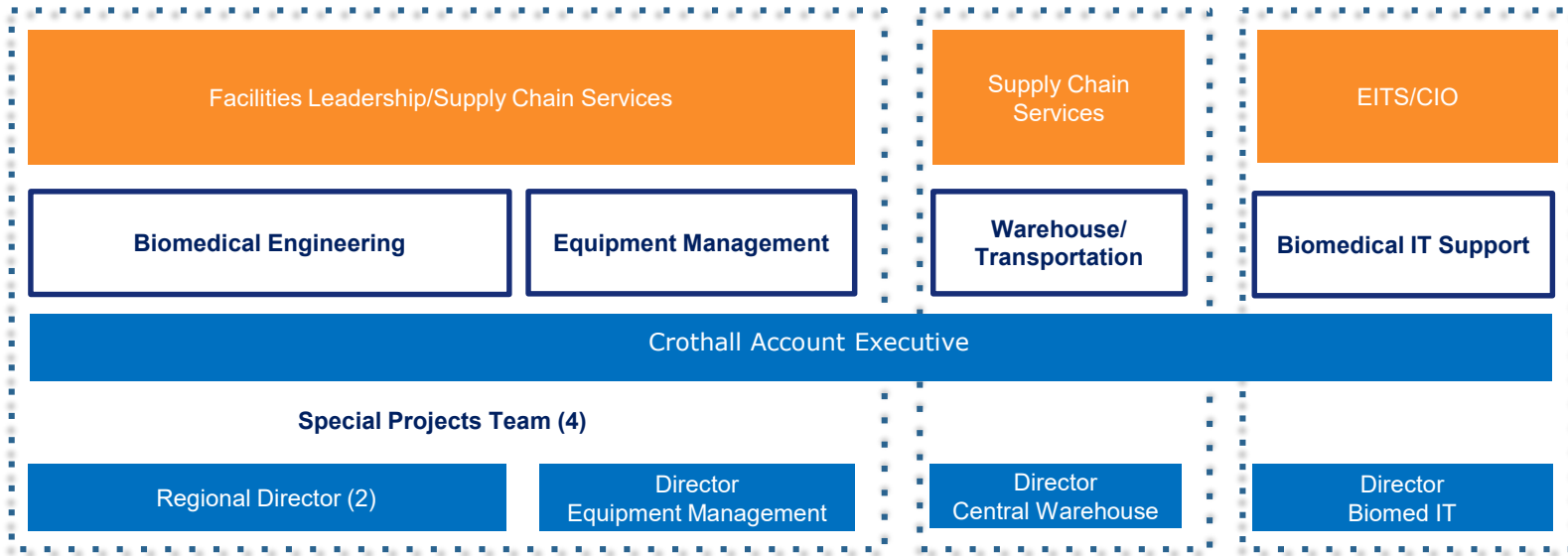
- NYC Health + Hospitals requires an outside service to manage the ever changing medical equipment technology, specific needs of IT security, connectivity to systems, equipment management on the floors, and biomedical warehousing services.
- Program to be driven by analytics and data for strategic decisions with PM planning, capital planning, and technology consideration.



Scope of Services

Service	EQUIPMENT MAINTENANCE	BIOMED EITS SUPPORT	STORAGE/ TRANSPORTATION	EQUIPMENT MANAGEMENT
Scope	<ul style="list-style-type: none"> • Incoming Inspection • PM/ Repair • Equipment Relinquishment • Removal of unusable equipment • FDA actions management • Reporting 	<ul style="list-style-type: none"> • Epic/PACS Interface • Medical Device coordination • IT Security Review • Reporting 	<ul style="list-style-type: none"> • Central Warehouse for: • Emergency equipment • Backup equipment • Transport to Facility • Reporting 	<ul style="list-style-type: none"> • Wipe Down • Deep Clean • Track and Locate • Support with large scale equipment Preventative maintenance • Reporting
KPI	<ul style="list-style-type: none"> • Equipment uptime • Service Response • Preventative Maintenance Fulfilled 	<ul style="list-style-type: none"> • Mutually agreed upon KPI 	<ul style="list-style-type: none"> • Timely Delivery 	<ul style="list-style-type: none"> • Compliance to Par Levels • Equipment Cleanliness • Nursing Satisfaction
Report	<ul style="list-style-type: none"> • Work Orders • Service History • EOS/EOL Notice • Recall Alerts 	<ul style="list-style-type: none"> • Device Interface • Risk Level 	<ul style="list-style-type: none"> • Inventory count in warehouse 	<ul style="list-style-type: none"> • RFID Tracking • Clean Equipment

New Biomed Table Of Organization



***Crothall Biomedical Engineering to support Correctional Health*

Current Spend vs. New Spend (Annualized)

<u>Scope</u>	<u>Current Spend</u>	<u>New Spend</u>
Clinical Engineering	\$ 36,184,375	\$ 34,503,970
Warehouse/Transportation	\$ 225,000	\$ 333,809
Avoidable Damage (NYCH+H operating cost)	\$ 1,000,000	\$ 1,000,000
Equipment Cleaning/Management (New)	-	\$ 10,293,825
Biomed IT Support (New)	-	\$ 1,891,582
Total	\$ 37,409,375	\$ 48,023,186

MWBE RFP Analysis

- Prior to release of the RFP, the Vendor Diversity team reviewed the program for scopes of work that might be subcontracted.
- Recruitment was identified as the only scope that would possibly be subcontracted. The estimated value of such work, however, was too small to set a Diversity Vendor Component Percentage, approximately 0.1% of the contract. (Accordingly, this solicitation was excluded from the MWBE program. The prior contract was also excluded from the MWBE program.)
- Nevertheless, the Vendor Diversity team asked vendors about their MWBE and ESG efforts.
- Foodbuy (affiliate company) assists Crothall in its MWBE efforts and is reported to do business with 450 MWBEs; have a Diverse Supplier Accelerator Program that educates, mentors, and develops 10 businesses annually, and has a utilization of 4 percent.
- Compass Group (parent company) is reported to be the first international company of its kind to announce a sweeping commitment to a 2050 net-zero emissions economy, a commitment to be carbon neutral in worldwide operations by 2030, as well as reduce single-use plastic.

RFP Criteria

➤ Minimum criteria:

- 10 years in business
- Provided similar programs for multi-location IDN's with assets of at least 100K
- Gross sales of \$75M annually
- Experience in management of represented labor

➤ Substantive Criteria:

- 35% Management Plan/Experience
- 25% Implementation/Transition Plan
- 25% Cost
- 15% References

➤ Evaluation Committee:

- CEO, Lincoln
- CEO, Harlem
- COO, Jacobi
- COO, Elmhurst
- COO, Bellevue
- System Chief of Critical Care
- System Chief of Peri-Operative
- Chief of Radiology, Harlem
- Infectious Disease, Bellevue
- AED, Kings County
- Nursing ED, Lincoln
- Assoc Director of Nursing, Lincoln
- Sr. AVP HR, Central Office
- Sr. AVP Enterprise Infrastructure, EITS
- AVP IT Security, EITS
- AVP, EITS
- System Director, Infection Prevention
- Sr. Assoc Director, Gotham
- Assoc Exec Director, Bellevue
- Sr. Director of Finance, Central Office
- Director, Kings County

Overview of Procurement

- 10/03/22: RFP Posted on City Record, sent directly to eight vendors
- 10/21/22: Pre-proposal conference held, eight vendors attended
- 12/08/22: Proposal deadline, three competitive proposals received
- 01/26/23: Evaluation Committee debriefed on vendor proposals
- 02/16/23: Evaluation Committee completed scoring sheets and submitted to Supply Chain for tabulation. Crothall Facilities Management, Inc. was the highest rated proposer

Vendor Performance

<p>NYC HEALTH+ HOSPITALS</p> <p>Department of Supply Chain Vendor Performance Evaluation Crothall Facilities Management, Inc.</p>	
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	Excellent

* Reference checks with Crothall successfully cleared

- Authorizing the New York City Health and Hospitals Corporation (the “System”) to execute an agreement with **Crothall Facilities Management, Inc. (“Crothall”)** for **biomedical program management** for an initial term of eight years with two one-year options solely exercisable by the System in an amount not to exceed \$504,327,705 for the entire contract term.

RESOLUTION - 11

Authorizing the New York City Health and Hospitals Corporation (the “System”) to execute an agreement with **Sodexo Inc. (“Sodexo”) for laundry processing and linen distribution services** for an initial term of five years with one one-year option solely exercisable by the System in an amount not to exceed \$145,548,888 for the entire contract term.

WHEREAS, the System conducted a request for proposals solicitation to select a vendor to provide laundry processing and linen distribution services in conformance with its procurement operating procedure and received and evaluated proposals from multiple vendors and evaluated such proposals among a diverse evaluation committee; and

WHEREAS, the evaluation committee recommended award be made to Sodexo as having the proposal that best meets the interest of the System and such recommendation was approved by the System’s Contract Review Committee; and

WHEREAS, the Vice President of Management Services will be responsible for the administration of the proposed amended agreement.

NOW THEREFORE, be it

RESOLVED, that the New York City Health and Hospitals Corporation (the “System”) be and hereby is authorized to execute an agreement with **Sodexo Inc. (“Sodexo”) for laundry processing and linen distribution services** for an initial term of five years with one one-year option solely exercisable by the System in an amount not to exceed \$145,548,888 for the entire contract term.

**EXECUTIVE SUMMARY
RESOLUTION TO AUTHORIZE CONTRACT
WITH SODEXO INC.**

OVERVIEW: The purpose of this agreement is to provide for laundry processing and linen distribution services, which cannot be performed efficiently by the System itself.

PROCUREMENT: The System undertook an RFP to procure the services. After evaluation, Sodexo was selected as the vendor that best met the needs of the System.

NEED: Most healthcare systems use vendors to provide laundry processing and linen distribution services as the scale of such services cannot efficiently or cost-effectively be performed by hospitals themselves.

TERM: An initial term of five years with one one-year option solely exercisable by the System

COSTS: The total not-to-exceed cost for the entire term is \$145,548,888.

MWBE: This RFP had a Vendor Diversity Component Percentage of 17% assigned and Sodexo has agreed to a utilization plan of 24%.

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 for Board review of contract

Vendor: Sodexo Inc.

Date: April 17, 2023

Digitally signed by Keith
Tallbe
Date: 2023.04.17
09:39:05 -0400'

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

Vendor Responsibility

Approved

EEO

Approved

MWBE

24% 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.

Application to Award Contract

Laundry & Linen Services - Sodexo Inc.

Executive Committee Meeting
May 25, 2023

Paul A. Albertson, Vice President
Mercedes Redwood, MS, RD, Asst. Vice President
Management Services



- Authorizing the New York City Health and Hospitals Corporation (the “System”) to execute an agreement with **Sodexo Inc.** (“**Sodexo**”) for **laundry processing and linen distribution services** for an initial term of five years with one one-year option solely exercisable by the System in an amount not to exceed \$145,548,888 for the entire contract term.

Background

- This is a request to enter into a contract for end-to-end Laundry and Linen services for NYC Health + Hospitals Acute Care and Post Acute Care facilities.
- Current Laundry/Linen services are provided through Sodexo, with partnerships with Unitex for laundry/linen, and Nexera for data management.
- Sodexo was selected as NYC Health + Hospitals' partner as an outcome of an RFP
 - Contract since July 1, 2011
 - Facilitated closure of Brooklyn Laundry plant/transition to union labor linen plant
 - 5 year contract with two 2-year extensions, through June 30, 2020
- Due to the COVID-19 pandemic, it became impossible to finalize the on-site operational assessment for vendor walkthroughs needed to conduct a solicitation in 2020.
- Sodexo developed a proposal to improve Linen/Laundry services with enhanced management and staffing, end-to-end process management, technology and savings.
- Accordingly, a two year agreement with a one year renewal option was approved in May 2020 as a Best Interest Renewal, which ends June 30, 2023.
- The NTE on the existing contract is \$50,438,922. The expected total contract spend is \$51,338,922 (additional linen/laundry related costs for increased volumes and processing). There is also additional related spend related to Covid of \$8,161,078 authorized by emergency deviation (for additional locations, increased infection prevention measures, and increased volumes).

Background/Current State

- During these past three years Sodexo has built on their existing strengths:
 - Strong Linen/Laundry Vendor with detailed contingency plans, provide end-to-end supply and management of all linen for patient care areas in all acute and post-acute facilities
 - Organized Linen Distribution Program
 - 98% Daily Linen Fill Rate
 - Enhanced Policies/Protocols

- Accomplished the following, as promised:
 - Added two Regional Directors
 - Upgraded site Supervisors to Managers
 - Added staff to manage soiled linen, for end-to-end linen ownership/management
 - Reduced ED linen utilization by 52%+ through implementation of aLex machines for linen management; annual savings of \$1M
 - Reduced utilization cost/pound from \$0.69 to \$0.67
 - Implemented Linen Committees at each site to establish standardized protocols
 - Implemented Linen Helper Software /mobile units for determining needed daily linen by unit

RFP Criteria


- Minimum Criteria:
 - 5 years experience managing linen/laundry in a multi-hospital setting
 - Maintains a local linen distribution plant within 200 miles of NYC
 - Annual revenue in excess of \$50,000,000
- Substantive Criteria:
 - Management Plan / Experience: 30%
 - Implementation / Technology: 25%
 - Cost: 25%
 - References: 10%
 - MWBE: 10%
- Evaluation Committee
 - 2 Facility Chief Operating Officers served as Co-Chairs
 - Facility Administrator
 - Corporate Director, Infection Prevention
 - Facility Nursing Representative
 - Facilities Management representative
 - Post-Acute Care representative
 - Management Services representative

Overview of Procurement

- 10/18/22: Application to solicit request for proposals approved by CRC
- 12/02/22: RFP Posted on City Record, sent directly to 6 vendors
- 12/13/22: First pre-proposal conference held, five vendors attended
- 12/14/22 - 12/15/22: Facility site walkthroughs held for vendors
- 12/19/22: Second pre-proposal conference held, four vendors attended
- 01/18/23: Proposal deadline, three proposals received
- 02/09/23: Firms conducted in-person presentations to the evaluation committee at Jacobi Medical Center
- 02/22/23 - 02/24/23: Firms were provided follow-up questions and further interviewed via Webex by the evaluation committee
- 04/05/23: Evaluation process completed, Sodexo was the selected vendor
- 04/11/23: Application to award contract approved by the Contract Review Committee

- Sodexo was selected by the Committee to continue to be the NYC Health + Hospitals partner for laundry and linen management
- Sodexo will provide a 'cap' on linen-loss expense; reduced loss from \$3M in FY20 to \$450K annually, despite year-over-year increase in patient days and emergency department (ED) utilization, which has increased linen use and laundry costs
- Sodexo will enhance on-site staffing at facilities for longer daily staff access and better linen management at several facilities due to increased utilization and opening of additional patient care units
- Sodexo will continue provision of Scrub sets/dispensing systems for all perioperative personnel and labor/delivery personnel; staff satisfier; quality of life and safety/infection prevention enhancement
- Sodexo will expand linen management system, (aLex machines), currently in all ED's, to the new South Brooklyn Health tower
- Sodexo will implement new linen/laundry software system for unit-specific automated tracking

Vendor Performance

 Department of Supply Chain Vendor Performance Evaluation Sodexo	
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	Satisfactory

MWBE Utilization Plan

Assigned Diverse Vendor Percentage Component: **17%**

Sodexo's Utilization Plan

Subcontractor	Scope of work	Certification Type	Total %
Infinitex LLC	Linen Supply	NYC	15%
Sigmatex, Inc	Linen Supply	NYC/NYS	3%
Magnus Textiles	Linen Supply	NYC	5%
Harquin Graphics, Inc	Graphics and PR services	NYC/NYS	1%
Total Diverse Vendor Percentage Component			24%

- Sodexo plans to utilize several MWBE linen providers to exceed the requested 17% goal
- Sodexo has achieved at least 24% in annual MWBE utilization since FY21

Executive Committee Request

- Management Services is seeking approval to award a contract to Sodexo to provide Laundry & Linen Services for the System at a not-to-exceed amount of:
\$145,548,888
 - Requested contract terms: Five years with one one-year renewal option at the discretion of NYC Health + Hospitals
 - Contract start date July 1, 2023

- KPIs displayed on following two slides

Executive Summary Linen Distribution

KPI – Quarterly FY 22

*Cost Per Pound

FY 22: **\$0.671**

FY 22	Actual	Baseline
CPP Q1	0.617	0.690
CPP Q2	0.708	0.690
CPP Q3	0.682	0.690
CPP Q4	0.680	0.690

Cost per lb: measured using total operating expense divided by total lbs of linen; Q2 higher cost/lb as winter months trend higher; in 12/21 new units opened due to Omicron

*Linen Daily Fill Rate

FY 22: **99%**

FY 22	Actual	Baseline
Q1	98%	98%
Q2	95%	98%
Q3	99%	98%
Q4	98%	98%

Linen Daily Fill Rate: measures the percentage of linen that was successfully delivered compared to hospital par levels; Q2 winter months have greater demand and new units opened for Omicron

Overtime Percentage

FY 22: **4.6%**

FY 22	Actual	Target
Q1	3.6%	5.0%
Q2	3.6%	5.0%
Q3	6.3%	5.0%
Q4	5.3%	5.0%

Overtime percentage: measures the % of overtime hours used; Q3 increase due to attrition and increased coverage for Jacobi and Bellevue, began leveling Q4

Executive Summary Linen Distribution

KPI – Quarterly FY 22

Linen Committees

FY 22: 100% Compliance

FY 22	Actual	Baseline
Q1	90.0%	N/A
Q2	95.0%	N/A
Q3	100.0%	N/A
Q4	100.0%	N/A

Soil Ratio

FY 22: 6.0%

FY 22	Actual	Industry Avg.
Q1	7.0%	6%
Q2	5.0%	6%
Q3	6.0%	6%
Q4	6.0%	6%

Pounds Per ED Visit

FY 22: 2.46 lbs.

FY 22	Actual	Baseline
Q1	2.51	4.41
Q2	2.53	4.41
Q3	2.39	4.41
Q4	2.39	4.41

Linen Committees: meet on quarterly basis at each facility to review all metrics –utilization, cost/lb, bed change policies, staff education; by Q3 all facilities were meeting quarterly

Soil Ratio: measures how much soiled linen is returned compared to the amount of clean linen delivered; the difference is calculated as the percentage of soiled linen

Lbs. per ED Visit: measures how many lbs. of linen are utilized per patient in the ED; the baseline is 2019; there has been an overall 52% reduction of lbs. of linen used in the ED

*Baseline Stats are from 2019 Year



RESOLUTION - 12

Authorizing the New York City Health and Hospitals Corporation (the “System”) to execute a five-year contract with **Health Resources Optimization, Inc. (“Health ROI”) for coding denials management services** for an amount not to exceed \$6,820,780

WHEREAS, the System receives an average of 420 cases of DRG denials with an estimated yearly loss of \$22,700,000 and DRGs are assigned to each inpatient encounter based on the principal reason for admission, conditions, and procedures performed during admission; and

WHEREAS, DRG downgrade denials are based on denial of one or more comorbid or chronic conditions that is influencing the severity of illness, increasing the level of reimbursement; and

WHEREAS, removing the reporting diagnosis results in the claim being paid at a lower rate; and the capture and reporting of these diagnoses may support services and resources rendered as well as justification of length of stay; and

WHEREAS, the previous contract with Accuity expired on June 30, 2022, and a new vendor, Cloudmed, has been providing these services on a month to month basis.

WHEREAS, the System conducted an RFP process under the supervision, and with the assistance, of Supply Chain and had six firms attend a pre-proposal conference of which four submitted proposals; and

WHEREAS, of the four proposals submitted and based on demonstrations of the functionalities of the programs proposed, Health ROI was given the highest ratings both for experience and qualifications, and cost; and

WHEREAS, the System’s Director of Fiscal Affairs will be responsible for the management of the 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 five-year contract with **Health Resources Optimization, Inc. (“Health ROI”) for DRG downgrade denials services** for an amount not to exceed \$6,820,780

EXECUTIVE SUMMARY
DRG DOWNGRADE DENIALS SERVICES CONTRACT
WITH HEALTH RESOURCES OPTIMIZATION, INC.

- OVERVIEW:** The System receives an average of 420 cases of DRG denials with an estimated yearly loss of \$22,700,000. DRGs are assigned to each inpatient encounter based on the principal reason for admission, conditions, and procedures performed during admission. Reimbursement for DRG denials is based on one comorbid or chronic condition that is influencing the severity of the illness, thus increasing the level of reimbursement. While these claims are paid, removing the reporting of the diagnosis results in the claim being paid at a lower rate. The capture and reporting of these diagnoses may support services and resources rendered as well as justification of length of stay. The System's facilities require assistance to appeal DRG denials in a timely fashion.
- PROCUREMENT:** The Request for Proposals for DRG Downgrade Denials Appeals was released to the public on October 6, 2022 through the System's Supply Chain Services Unit, under the supervision of the Contract Review Committee, leading to the selection of Health ROI to handle the System's DRG downgrade denials on an as-needed, contingency fee basis.
- COSTS:** Total not-to-exceed cost for the five-year contract will not exceed \$6,820,780
- MWBE:** Health ROI will subcontract to Betz-Mitchell Associates, an MWBE, a portion of its appeal follow-up and documentation work. The result will be a 30% MWBE subcontracting goal.

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

From: Tiffany Reid-Perez
Associate Counsel
Office of Legal Affairs 

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

Vendor: Health Resources Optimization, Inc.

Date: April 18, 2023

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

Vendor Responsibility

Pending

EEO

Approved

MWBE

30% 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
Diagnostic Related Group Downgrade
Denials Process – Health Resource
Optimization, Inc.**

**Executive Committee Meeting
May 25, 2023**

Lisa Perez – AVP - Revenue Cycle Services

- Authorizing the New York City Health and Hospitals Corporation (the “System”) to execute a five-year contract with Health Resources Optimization, Inc. (“Health ROI”) for coding denials management services for an amount not to exceed \$6,820,780

Background / Current State

- New York City Health and Hospitals Corporation receives an average of 420 cases of DRG denials with an estimated yearly loss of \$22.7 M
 - DRGs are assigned to each inpatient encounter. The assignment is based on the principal reason for and admission, comorbid and chronic conditions and procedures performed during that admission. There is a reimbursement associated with each DRG. DRG downgrade denials are based on 1 comorbid or chronic condition that is influencing the severity of illness increasing the level of reimbursement. Although, the claim is paid, by removing the reporting of the diagnosis (conditions) the claim is paid at lower rate.
 - The capture and reporting of these diagnoses may support services and resources rendered as well as justification of length of stay.
- The contract with Acuity expired on June 30, 2022. A new vendor (Cloudmed) is providing support services on a month to month basis.
- The facilities need assistance to appeal denials in a timely fashion.
- New York City Health + Hospitals is seeking a consulting firm or contractor that has extensive experience in successfully appealing DRG downgrade denials at acute care hospitals. The firm must have expertise in documentation, coding guidelines and reimbursement rules. The firm will work under the supervision of the NYC Health + Hospitals' Central Office of Revenue Cycle Services / Health Information Management.
- It is anticipated that the selected firm will be called upon to provide the eleven NYC Health + Hospitals acute care sites with assistance on appealing DRG downgrade denials and follow up. The selected firm is also expected to give feedback on trends in facilities and identify steps to take to reduce denials.

Budget Planning

- Average yearly potential loss due to DRG denials is \$22.7 Million.
- Estimating that the denial vendor is able to recover =>30% and is paid on a contingency basis with a 20% the estimated yearly budget would be \$1,364,156.

FY2024	\$	1,364,156
FY2025	\$	1,364,156
FY2026	\$	1,364,156
FY2027	\$	1,364,156
FY2028	\$	1,364,156
	\$	6,820,780

Budget Planning

- Net Revenue Impact per year = \$6.8M
- Net Cost of Contract per year = \$1.3M

Average monthly loss due to DRG denials	\$	1,894,661
Yearly loss	\$	22,735,932
Recovery of 30%	\$	6,820,780
Yearly Payment to vendor (20%)	\$	1,364,156
Recovery of 30% over 5 years	\$	34,103,898
Cost of 5 year contract	\$	6,820,780
Net Revenue	\$	27,283,118

RFP Criteria

➤ **Minimum criteria:**

- 5 years experience in appeal process
- Experience with clients of similar size
- MWBE Utilization Plan, Waiver, or Certification

➤ **Substantive Criteria**

- 45% Cost
- 45% Experience
- 10% MWBE

➤ **Evaluation Committee:**

- CO Director
- HIM Director, Woodhull
- Director EPIC H20
- Director in Revenue Integrity
- Director CDI/Coding Quality
- CFO of Jacobi Medical Center

Overview of Procurement

- 10/06/22: RFP posted on City Record, sent directly to 8 vendors
- 10/13/22: Pre-Proposal conference held, 6 vendors attended
- 11/10/22: Proposal deadline, four proposals received
- 12/06/22 – 12/12/22: All four vendors presented proposal solution to Evaluation Committee
- 12/13/22: Evaluation committee debriefed on vendor presentations
- 02/16/23: Vendors submitted best and final pricing
- 02/24/23: Evaluation Committee submitted final scoring. Health ROI was the highest rated proposer. Reference checks with new vendor successfully cleared

MWBE Analysis

MWBE Status	# Invited	# Responded	# Meeting Goal	# Requesting Waiver
MWBE	4	1	N/A	N/A
Non-MWBE	4	3	3	0

Assigned Diverse Vendor Component Percentage: **30%**

Health ROI's Utilization Plan

Subcontractor	Scope of work	Certification Type	Total %
Betz-Mitchell Associates	Appeal follow-up and documentation	NYC	30%
Total Diverse Vendor Component Percentage			30%

- Revenue Cycle Services is seeking approval to award a contract to Health ROI at a not-to-exceed amount of \$6,820,780 for DRG downgrade denials
- Three year contract with two one-year renewal options at the discretion of NYC Health + Hospitals

RESOLUTION - 13

Authorizing the New York City Health and Hospitals Corporation (the “System”) to sign a five-year license agreement with **Everytable, PBC (“Everytable”)** for its use and occupancy of 414 square feet at **NYC Health + Hospitals/Metropolitan (“Metropolitan”)** for a retail food operation at an initial rate of \$50/square foot or \$20,000 per year to increase by 2% per year for a total occupancy fee over the term of \$107,723.63 such agreement to be terminable by both parties on thirty days’ notice without cause.

WHEREAS, Metropolitan has had no food service vendor since the beginning of the Covid pandemic in Spring 2020 despite attempts to negotiate agreements with several potential vendors; and

WHEREAS, the System’s primary goal in establishing retail food service operations is to ensure affordable and healthy food for its staff and visitors and not to maximize the revenue; and

WHEREAS, Everytable offers inexpensive but healthy food using a retail food service model in which food is prepared remotely and delivered daily to its outlets thus requiring less space in which to operate thereby keeping its costs and prices low; and

WHEREAS, Metropolitan joined with two other System facilities in searching for food vendors, participated in taste tastings, entertained competing proposals and chose Everytable as offering the best food and best value; and

WHEREAS, responsibility for the operation of the proposed food service operation and administering the proposed agreement will be with the Metropolitan Executive Director.

NOW, THEREFORE, be it

RESOLVED, that the New York City Health and Hospitals Corporation (the “System”) be and hereby is authorized to sign a five-year license agreement with **Everytable, PBC (“Everytable”)** for its use and occupancy of 414 square feet at **NYC Health + Hospitals/Metropolitan (“Metropolitan”)** for a retail food operation at an initial rate of \$50/square foot or \$20,000 per year to increase by 2% per year for a total occupancy fee over the term of \$107,723.63 such agreement to be terminable by each party on thirty days’ notice without cause.

EXECUTIVE SUMMARY

EVERYTABLE PBC

LICENSE AGREEMENT FOR FOOD SERVICE OPERATIONS AT NYC HEALTH + HOSPITALS/METROPOLITAN

OVERVIEW: Metropolitan needs additional food services for staff and visitors. Metropolitan has been without any food services since the onset of Covid in March 2020. Metropolitan joined with two other facilities in performing informal searches for appropriate vendors over many months. The facilities received presentations and taste tastings, considered the very low prices of the Everytable menus and healthy quality of the food and each determined that Everytable was the best choice for their Facility.

VENDOR: Everytable is a Delaware Public Benefit Corporation with operations in
BACKGROUND: Los Angeles, California and New York City. The company grew out of a non-nonprofit organization focused on addressing food related health problems in South LA. Everytable's mission is to transform the food system to make fresh, nutritious food accessible to everyone, everywhere. The food is prepared in a central kitchen in Brooklyn from which there are daily delivery of fresh food.

TERMS: The proposed agreement will be for five years and will be terminable by each party without cause on thirty days' notice. The three agreements will have similar menus and the same restriction on increases in prices, except as necessary to keep up with increases in the CPI. Though the menus will be similar, there will be variations to account for local cultural difference and preferences.

Everytable will be licensed 414 square feet for its retail food operation at an initial rate of \$50/square foot or \$20,000 per year to increase by 2% per year for a total occupancy fee over the term of \$107,723.63414 square feet.

1 1758 First Ave

New York, NY 10128 - Yorkville Submarket



TENANT

Tenant Name:	[REDACTED]
Industry:	Retailer

LEASE

SF Leased:	500 SF
Sign Date:	Oct 2022
Space Use:	Retail
Lease Type:	Direct
Floor:	1st Floor

RENTS

Asking Rent:	\$156.00/MG
Starting Rent:	\$120.00/MG
Effective Rent:	\$120.00/MG

LEASE TERM

Start Date:	Nov 2022
Expiration Date:	Nov 2032
Lease Term:	10 Years

PROPERTY EXPENSES

Taxes:	\$9,352.06/Unit (2021)
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2 1281 Madison Ave

New York, NY 10128 - Upper East Side Submarket



LEASE

SF Leased:	715 SF
Sign Date:	Sep 2022
Space Use:	Retail
Lease Type:	Direct
Floor:	1st Floor

RENTS

Asking Rent:	\$180.00
Starting Rent:	\$117.48
Effective Rent:	\$112.31

LEASE TERM

Start Date:	Sep 2022
Expiration Date:	Sep 2024
Lease Term:	2 Years

PROPERTY EXPENSES

Taxes:	\$12.26/SF (2021)
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3

1594 Third Ave

New York, NY 10128 - Carnegie Hill Submarket

★★★★☆



LEASE	
SF Leased:	400 SF
Sign Date:	Jun 2022
Space Use:	Office/Retail
Lease Type:	Direct
Floor:	1st Floor

RENTS	
Asking Rent:	\$120.00
Starting Rent:	\$126.00
Effective Rent:	\$126.00

LEASE TERM	
Start Date:	Jul 2022
Expiration Date:	Jul 2027
Lease Term:	5 Years

PROPERTY EXPENSES	
Taxes:	\$7,289.85/Unit (2021)

4

1557 Lexington Ave

New York, NY 10029 - East Harlem Submarket

★★★★☆



LEASE	
SF Leased:	700 SF
Sign Date:	Sep 2021
Space Use:	Retail
Lease Type:	Direct
Floor:	1st Floor

RENTS	
Starting Rent:	\$90.00/MG
Effective Rent:	\$90.00/MG

LEASE TERM	
Start Date:	Oct 2021
Expiration Date:	Sep 2026
Lease Term:	5 Years

PROPERTY EXPENSES	
Taxes:	\$5,560.91/Unit (2021)

5 159 E 92nd St
New York, NY 10128 - [REDACTED]



TENANT

Tenant Name: [REDACTED]
Industry: Retailer

LEASE

SF Leased: 400 SF
Sign Date: Jul 2021
Space Use: Retail
Lease Type: Direct
Floor: 1st Floor
Suite: A

RENTS

Asking Rent: \$165.00/MG
Starting Rent: \$110.00/MG
Effective Rent: \$110.00/MG

LEASE TERM

Start Date: Aug 2021
Expiration Date: Aug 2031
Lease Term: 10 Years

PROPERTY EXPENSES

Taxes: \$10,525.16/Unit (2021)

RESOLUTION - 14

Authorizing the New York City Health and Hospitals Corporation (the “System”) to sign a five-year license agreement with **Everytable, PBC (“Everytable”)** for its use and occupancy of approximately 1,000 square feet at NYC Health + Hospitals/Jacobi (“Jacobi”) for retail food operations at an initial rate of \$25/square foot or \$25,000 per year to increase by 2% per year for a total occupancy fee over the term of \$130,101 with such agreement to be terminable by each party on thirty days without cause.

WHEREAS, Jacobi needs additional retail food services to meet the needs of staff and visitors because it currently has only one and that one may discontinue its operations in the near future; and

WHEREAS, the System’s primary goal in establishing retail food service operations is to ensure affordable and healthy food for its staff and visitors and not to maximize the revenue; and

WHEREAS, Everytable offers inexpensive but healthy food using a retail food service model in which food is prepared remotely and delivered daily to its outlets thus requiring less space in which to operate thereby keeping its costs and prices low; and

WHEREAS, Jacobi joined with three other System facilities in considering alternative food vendors, participated in taste tastings, entertained competing proposals and all chose Everytable as offering the best food and best value; and

WHEREAS, responsibility for the operation of each of the proposed food service operations and administering their agreements will be with the Executive Director of Jacobi.

NOW, THEREFORE, be it

RESOLVED, that the New York City Health and Hospitals Corporation (the “System”) be and hereby is authorized to sign a five-year license agreement to sign a five-year license agreement with **Everytable, PBC (“Everytable”)** for its use and occupancy of approximately 1,000 square feet at NYC Health + Hospitals/Jacobi (“Jacobi”) for retail food operations at an initial rate of \$25/square foot or \$25,000 per year to increase by 2% per year for a total occupancy fee over the term of \$130,101 with such agreement to be terminable by each party on thirty days without cause.

EXECUTIVE SUMMARY

EVERYTABLE PBC

LICENSE AGREEMENT FOR FOOD SERVICE OPERATIONS AT NYC HEALTH + HOSPITALS/JACOBI

OVERVIEW: Jacobi needs additional retail food services to meet the needs of staff and visitors because it currently has only one and that one may discontinue its operations in the near future. Jacobi joined with two other facilities in performing informal searches for appropriate vendors over many months. The facilities received presentations and taste tastings, considered the very low prices of the Everytable menus and healthy quality of the food and each determined that Everytable was the best choice for their Facility.

VENDOR: Everytable is a Delaware Public Benefit Corporation with operations in Los Angeles, California and New York City. The company grew out of a non-profit organization focused on addressing food related health problems in South LA. Everytable's mission is to transform the food system to make fresh, nutritious food accessible to everyone, everywhere. The food is prepared in a central kitchen in Brooklyn from which there are daily delivery of fresh food.

BACKGROUND:

TERMS: The proposed agreement will be for five years and will be terminable by each party without cause on thirty days' notice. The three agreements will have similar menus and the same restriction on increases in prices, except as necessary to keep up with increases in the CPI. Though the menus will be similar, there will be variations to account for local cultural difference and preferences.

Everytable will be licensed approximately 1,000 square feet at Jacobi at an initial rate of \$25/square foot or \$25,000 per year to increase by 2% per year for a total occupancy fee over the term of \$130,101.

Lease Comps Summary

Deals

NNN Asking Rent Per SF

NNN Starting Rent Per SF

Avg. Months On Market

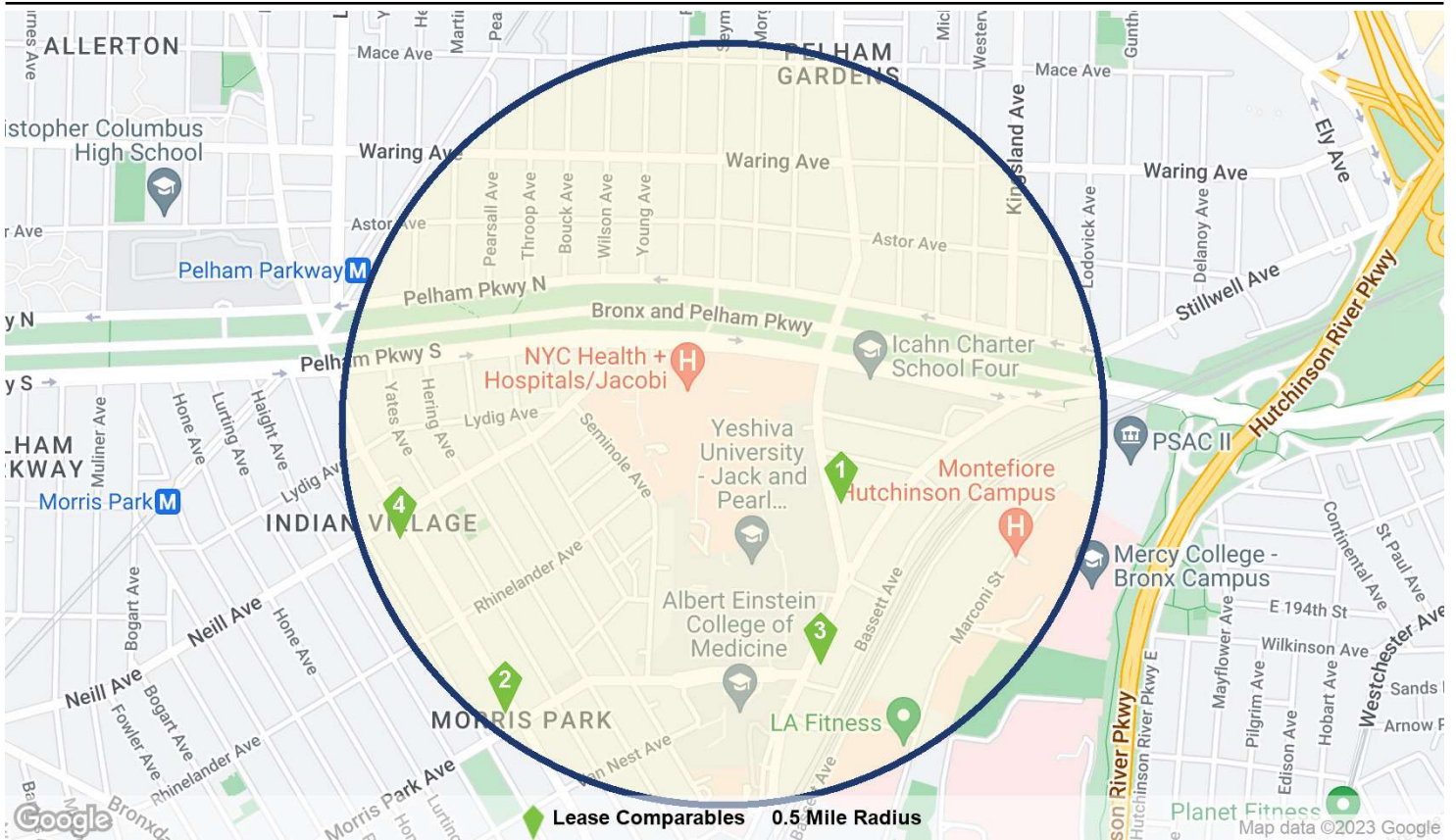
6

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11

LEASE COMPARABLES



SUMMARY STATISTICS

Rent	Deals	Low	Average	Median	High
NNN Asking Rent Per SF	-	-	-	-	-
NNN Starting Rent Per SF	-	-	-	-	-
NNN Effective Rent Per SF	-	-	-	-	-
Asking Rent Discount	-	-	-	-	-
TI Allowance	-	-	-	-	-
Months Free Rent	1	2	2	2	2

Lease Attributes	Deals	Low	Average	Median	High
Months on Market	5	5	11	8	22
Deal Size	6	520	795	850	1,000
Lease Deal in Months	6	60.0	64.0	60.0	84.0
Floor Number	6	1	1	1	2

Lease Comps Summary

Lease Comps Report

Property Name - Address	Rating	Lease				Rents	
		SF Leased	Floor	Sign Date	Type	Rent	Rent Type
1 2040-2046 Eastchester Rd	★★★★★	1,000	1st	7/23/2022	New	\$33.60/mg	Effective
2 1801-1807 Williamsbridg...	★★★★★	520	1st	3/21/2019	New	\$41.54/mg	Effective
2 1801-1807 Williamsbridg...	★★★★★	550	1st	8/2/2016	New	\$46.62/mg	Effective
3 1888-1892 Eastchester Rd	★★★★★	1,000	1st	6/1/2016	New	\$54.00/mg	Effective
3 1888-1892 Eastchester Rd	★★★★★	950	1st	2/1/2016	New	\$50.53/mg	Effective
4 1965 Williamsbridge Rd	★★★★★	750	2nd	10/1/2015	New	\$31.69/fs	Effective

RESOLUTION - 15

Authorizing the New York City Health and Hospitals Corporation (the “System”) to sign a five-year license agreement with **Everytable, PBC (“Everytable”)** for its use and occupancy of approximately 381 square feet at NYC Health + Hospitals/South Brooklyn Health (“South Brooklyn”) for a retail food operation at an initial rate of \$28/square foot or \$10,668 per year to increase by 2% per year for a total occupancy fee over the term of \$55,516.70 with such agreement to be terminable by each party on thirty days’ notice without cause.

WHEREAS, South Brooklyn Health needs additional retail food services to meet the needs of staff and visitors because it currently has only one food service vendor which is located in its original building and has none in its new Ruth Bader Ginsberg Hospital; and

WHEREAS, the System’s primary goal in establishing retail food service operations is to ensure affordable and healthy food for its staff and visitors and not to maximize the revenue; and

WHEREAS, Everytable offers inexpensive but healthy food using a retail food service model in which food is prepared remotely and delivered daily to its outlets thus requiring less space in which to operate thereby keeping its costs and prices low; and

WHEREAS, South Brooklyn Health joined with two other System facilities in searching for food vendors, participated in taste tastings, entertained competing proposals and chose Everytable as offering the best food and best value; and

WHEREAS, responsibility for the operation of the proposed food service operation and administering the proposed agreement will be with the Executive Director of South Brooklyn.

NOW, THEREFORE, be it

RESOLVED, that the New York City Health and Hospitals Corporation (the “System”) be and hereby is authorized to sign a five-year license agreement with Everytable, PBC (“Everytable”) approximately 381 square feet at NYC Health + Hospitals/South Brooklyn Health (“South Brooklyn”) for a retail food operation at an initial rate of \$28/square foot or \$10,668 per year to increase by 2% per year for a total occupancy fee over the term of \$55,516.70 with such agreement to be terminable by each party on thirty days’ notice without cause.

EXECUTIVE SUMMARY

EVERYTABLE PBC

LICENSE AGREEMENT FOR FOOD SERVICE OPERATIONS AT NYC HEALTH + HOSPITALS/SOUTH BROOKLYN HEALTH

OVERVIEW: South Brooklyn Health needs additional retail food services to meet the needs of staff and visitors because it currently has only one food service vendor (Andy's of Kings County approved in July 2022) which is located in its original building and has none in its new Ruth Bader Ginsberg Hospital. South Brooklyn Health joined with two other System facilities in performing informal searches for appropriate vendors over many months. They received presentations and taste testings, considered the very low prices of the Everytable menus and healthy quality of the food and all determined that Everytable was the best choice for their facility.

VENDOR BACKGROUND: Everytable is a Delaware Public Benefit Corporation with operations in Los Angeles, California and New York City. The company grew out of a non-nonprofit organization focused on addressing food related health problems in South LA. Everytable's mission is to transform the food system to make fresh, nutritious food accessible to everyone, everywhere. The food is prepared in a central kitchen in Brooklyn from which there are daily delivery of fresh food.

TERMS: The proposed agreement will be for five years and will be terminable by each party without cause on thirty days' notice. The three agreements will have similar menus and the same restriction on increases in prices, except as necessary to keep up with increases in the CPI. Though the menus will be similar, there will be variations to account for local cultural difference and preferences.

Everytable will be licensed approximately 381 square feet at South Brooklyn Health at an initial rate of \$28/square foot or \$10,668 per year to increase by 2% per year for a total occupancy fee over the term of \$55,516.70.

1 2950 Avenue X
Brooklyn, NY 11235 - South Brooklyn Submarket



LEASE	
SF Leased:	500 SF
Sign Date:	Aug 2021
Space Use:	Retail
Lease Type:	Direct
Floor:	1st Floor
Suite:	A

RENTS	
Asking Rent:	\$46.80/MG
Starting Rent:	\$48.00/MG
Effective Rent:	\$45.89/MG

LEASE TERM	
Start Date:	Oct 2021
Expiration Date:	Oct 2023
Lease Term:	5 Years

PROPERTY EXPENSES	
Taxes:	\$9.12/SF (2021)

2 2080 West St
Brooklyn, NY 11223 - Gravesend Submarket



TENANT	
Tenant Name:	Ross Convenient Store
Industry:	Accommodation and Food Services

LEASE	
SF Leased:	600 SF
Sign Date:	Aug 2021
Space Use:	Retail
Lease Type:	Direct
Floor:	1st Floor

RENTS	
Asking Rent:	\$42.00/MG
Starting Rent:	\$42.00/MG
Effective Rent:	\$42.00/MG

LEASE TERM	
Start Date:	Sep 2021
Expiration Date:	Aug 2026
Lease Term:	5 Years

PROPERTY EXPENSES	
Taxes:	\$3,801.35/Unit (2021)

**License Agreements with Everytable
for Food Services at
NYC Health + Hospitals/
Metropolitan Hospital
Jacobi Hospital
and South Brooklyn**

**Executive Committee Meeting
May 25, 2023**

**Leora Jontef, Assistant Vice President
Jeremy Berman, Deputy Counsel**

For Executive Committee Consideration

Authorizing the New York City Health and Hospitals Corporation (the “**System**”) to sign five-year license agreements with Everytable, PBC (“**Everytable**”) for its use and occupancy of space in each of three System facilities (the “**Facilities**”) for retail food operations with each agreement to be terminable by both parties on thirty days without cause as follows:

Approximately 414 square feet at NYC Health + Hospitals/Metropolitan (“**Metropolitan**”) at an initial rate of \$50/square foot or \$20,000 per year to increase by 2% per year for a total occupancy fee over the term of \$107,723.63;

Approximately 1,000 square feet at NYC Health + Hospitals/Jacobi (“**Jacobi**”) at an initial rate of \$25/square foot or \$25,000 per year to increase by 2% per year for a total occupancy fee over the term of \$130,101; and

Approximately 381 square feet at NYC Health + Hospitals/South Brooklyn (“**South Brooklyn**”) at an initial rate of \$28/square foot or \$10,668 year to increase by 2% per year for a total occupancy fee over the term of \$55,516.70.

- Convenient onsite food options is important to staff and patient satisfaction.
 - Many facilities are not near retail corridors
 - Work schedules require easy access to food 24/7
 - Healthy food options are core to H+H values
 - Cost conscious pricing allows access to all hospital visitors
- Covid caused several food service vendors to close within the system, leaving many hospitals without food services or with old operations in need of updating.
- Metropolitan, South Brooklyn, and Jacobi all are in untenable situations:
 - Jacobi is losing their current food service vendor this year
 - Metropolitan has no food service vendor
 - South Brooklyn needs a vendor for the new tower



Selection Process

- Each facility independently selects the vendors that suit their patient and staff needs taking into consideration:
 - evaluating menus for healthy options
 - ability to provide culturally sensitive foods, as well as ethnic and culturally appropriate food options to serve the specific community needs of each hospital
 - pricing and tastings
 - cultural sensitivities
 - 24/7 operations
- The three hospitals diligently searched for the best candidate to provide food services, including presentations and sampling food offerings
 - Metropolitan attempted to bring in two local companies but both failed to materialize.
 - Jacobi considered three other vendors
- After considering other vendors, three facilities chose Everytable due to their ability to have 24/7 operations and offer low prices
- Under the System's rules, real estate space license agreements, such as the proposed agreements, do not require an RFP



Food Vendor: Everytable

- Everytable, PBC is a Delaware Public Benefit Corporation with operations in Los Angeles and New York City.
 - Grew out of a non-nonprofit organization focused on addressing food related health problems in South LA.
 - Everytable's mission is to transform the food system to make fresh, nutritious food accessible to everyone, everywhere.
 - Currently has 8 stores in NYC
- Operates a central prep kitchen in Brooklyn with guaranteed daily delivery of fresh food
- Operations at facilities will be 24/7; 365 days
- Metropolitan, South Brooklyn and Jacobi will offer the same menu of fresh food
 - Hot breakfast and bakery items \$1.50-\$5.95
 - Fresh salads with homemade dressings \$6.95-\$8.45
 - Hot plates, sandwiches and wraps; Soups, stews, sides \$5.00 - \$8.95
 - Full complement of snacks, desserts, fountain drinks, bottles, cans, hot and iced coffee and tea. \$1.89 - \$3.75
 - Culturally sensitive foods, such as Kosher and Halal options, will be offered
- Price range is \$1.50 - \$8.45.



Jacobi

- Jacobi Hospital: 5,500 staff, patients and visitors daily
- Currently has only one food vendor – not enough for a big campus – and that vendor may discontinue operations in the near future

- Location: 1000 square feet on 1st Floor of Building 1
- Everytable will construct a new space and provide all equipment

- Rent: \$25/SF
 - Term: 5 years
 - Year 1 rent: \$25,000 with 2% escalation each year
 - Total rent over 5 years \$130,101

- Agreement may be terminated upon thirty days' notice
- All price increases above CPI increases must be approved by facility

Year	Amount
1	\$25,000
2	\$25,500
3	\$26,010
4	\$26,530
5	\$27,060
Total	\$130,101

Metropolitan

- Metropolitan Hospital: 3,000 staff, patients and visitors daily
- Has had no food vendor since 2020 despite several efforts to bring in a vendor
- Location: 414 square feet on 1st Floor of the Main Building in the old Gift Shop near 1st Ave Entrance
- Everytable will construct a new space and provide all equipment
- Rent: \$50/SF
 - Year 1 rent: \$20,700
 - Term: 5 years with 2% escalation each year
 - Total rent over 5 years \$107,723.63
- Agreement may be terminated upon thirty days notice
- All price increases other than those to keep pace with CPI increases must be approved by facility

Year	Amount
1	\$ 20,700
2	\$ 21,114
3	\$ 21,536
4	\$ 21,967
5	\$ 22,406
Total	\$107,723.63

South Brooklyn

- South Brooklyn: 4,000 staff, patients and visitors daily
- Has only a food vendor in original building and needs one in new RBG Hospital
- Location: 381 square feet space at the Tower Building Lobby (former Gift Shop)
- Everytable will construct a new space and provide all equipment
- Rent: \$28/SF
 - Term: 5 years
 - Year 1 rent: \$10,668 2% escalation
 - Total rent over 5 years \$55,516.70
- Agreement may be terminated on 30 days' notice
- All price increases, other than to keep up with CPI increases, must be approved by facility

Year	Amount
1	\$ 10,668
2	\$ 10,881
3	\$ 11,099
4	\$ 11,321
5	\$ 11,547
Total	\$55,516

Executive Committee Request

Authorizing the New York City Health and Hospitals Corporation (the “**System**”) to sign five-year license agreements with Everytable, PBC (“**Everytable**”) for its use and occupancy of space in each of three System facilities (the “**Facilities**”) for retail food operations with each agreement to be terminable by both parties on thirty days without cause as follows:

Approximately 414 square feet at NYC Health + Hospitals/Metropolitan (“**Metropolitan**”) at an initial rate of \$50/square foot or \$20,000 per year to increase by 2% per year for a total occupancy fee over the term of \$107,723.63;

Approximately 1,000 square feet at NYC Health + Hospitals/Jacobi (“**Jacobi**”) at an initial rate of \$25/square foot or \$25,000 per year to increase by 2% per year for a total occupancy fee over the term of \$130,101; and

Approximately 381 square feet at NYC Health + Hospitals/South Brooklyn (“**South Brooklyn**”) at an initial rate of \$28/square foot or \$10,668 year to increase by 2% per year for a total occupancy fee over the term of \$55,516.70.

RESOLUTION - 16

Authorizing New York City Health and Hospitals Corporation (the “System”) to enter into a contract with **Nalco Company, LLC (“Nalco”)** to provide **water management services and maintenance services of secondary disinfection systems across the System** over a term of three (3) years with the System holding two (2) one (1) year renewal options for a base contract amount of ten million three hundred and ninety-five thousand dollars (\$10,395,000) including a 20% contingency of two million seventy-nine thousand dollars (\$2,079,000) for a not to exceed amount of twelve million four hundred seventy four thousand dollars (\$12,474,000).

WHEREAS, following the 2015 Legionella outbreak, City and State regulations were issued regarding water management currently that require registering and documenting the maintenance of System’s water towers, and performing an environmental assessment for each Acute Care and Post-Post Acute Care facility that would encompass the preparation and implementation of an annual sampling and management plan for Legionella, inclusive of control measures in the event of a Legionella exceedance; the System is also required to maintain a secondary disinfection system; and

WHEREAS, the System is currently utilizing the services of Nalco through its Premier GPO contract to provide water management services, the funding authorization of which shall expire in June 2023; and

WHEREAS, to procure the professional services to comply with the aforementioned requirements, the System issued a Request for Proposals on January 17, 2023 by posting it on City Record and sending it directly to two (2) vendors, namely, Nalco and Barclay Water Management Inc., a pre-proposal conference was conducted on January 31, 2023 with five (5) companies in attendance, two (2) firms submitted proposals, the evaluation committee gave Nalco the highest rating and the Contract Review Committee endorsed the recommendation to award the contract to Nalco; and

WHEREAS, Nalco’s water management services for the System received evaluations of “Good” or better based on past work performed for the System; and

WHEREAS, the assigned MWBE subcontracting plan is five percent (5%); and

WHEREAS, Nalco has subcontracted the services of AMC Services, LLC, a firm seeking MWBE certification, to perform twenty five percent (25%) of the water management services contract value; and

WHEREAS, if AMC Services, LLC fails to attain MWBE certification within a year of the contract award, Nalco shall subcontract services to a certified MWBE to meet the assigned five percent (5%) goal; and

WHEREAS, the System’s Office of Facility Development 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 execute a contract with Nalco to provide water management services across the System over a term of five (5) years for a base contract amount of ten million three hundred and ninety-five thousand dollars (\$10,395,000) including a 20% contingency of two million seventy-nine thousand dollars (\$2,079,000) for a not to exceed amount of twelve million four hundred seventy four thousand dollars (\$12,474,000).

EXECUTIVE SUMMARY
SYSTEM-WIDE WATER QUALITY MANAGEMENT
CONTRACT WITH NALCO COMPANY LLC

- OVERVIEW:** The System requires the services of a professional services consultant to provide ongoing water quality assessment and management services in compliance with City and State regulations as relating to the prevention of the growth and spread of Legionnaires disease as well as to provide the maintenance of secondary disinfection systems.
- PROCUREMENT:** Although the System is currently using the services of Nalco by piggybacking off our Premier GPO contract, the funding authorization for such services is slated to expire in June, 2023. Furthermore, in lieu of leveraging the services of a third party through existing contracts such as Premier GPO, it was determined that more competitive proposals would yield in quality improvement as well as provide the System the opportunity to use our own terms and conditions. Accordingly, the System issued a Request for Proposals on January 17, 2023 directly to two (2) vendors, a pre-proposal conference was conducted on January 31, 2023 with five (5) companies in attendance, two (2) firms submitted proposals, the evaluation committee gave Nalco the highest rating and the Contract Review Committee endorsed the recommendation to award the contract to Nalco for an amount not to exceed ten million three hundred and ninety-five thousand dollars (\$10,395,000) including a 20% contingency of two million seventy-nine thousand dollars (\$2,079,000) for a total of twelve million four hundred seventy-four thousand dollars. (\$12,474,000).
- TERM:** Three (3) years with the System holding two (2) one (1) year renewal options.
- FINANCING:** The proposed work will be financed with expense funds.
- MWBE:** The vendor shall meet the assessed MWBE goal of five percent (5%), but aims to exceed it by subcontracting with AMC Services, LLC, for twenty five percent (25%) of the services. AMC Services, LLC is currently fast-tracking its application for MWBE certification though its imminent WBE certification in Connecticut.

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

From: Tiffany Reid-Perez
Associate Counsel
Office of Legal Affairs 

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

Vendor: Nalco Company LLC

Date: May 4, 2023

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

Vendor Responsibility

Approved

EEO

Approved

MWBE

25% 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.

Approval to Enter into Contract with NALCO for Water Management Services

**Executive Committee Meeting
May 25, 2023**

**Manuel Saez, PhD., Vice President, OFD
Mahendranath Indar, Assistant Vice President,
OFD**

- Authorizing New York City Health and Hospitals Corporation (the “System”) to enter into a contract with Nalco Company, LLC (“Nalco”) to provide water management services and maintenance services of secondary disinfection systems across the System over a term of three (3) years with the System holding two (2) one (1) year renewal options for a base contract amount of ten million three hundred and ninety-five thousand dollars (\$10,395,000) including a 20% contingency of two million seventy-nine thousand dollars (\$2,079,000) for a not to exceed amount of twelve million four hundred seventy four thousand dollars (\$12,474,000).

- Due to the 2015 Legionella outbreak, new city and state regulations were issued regarding water management. NYC Health + Hospitals obtained services of a water management consultant to register and document maintenance of NYC Health + Hospitals' water towers.
- State DOH requires all hospitals (Acute Care) and residential health care facilities (Post-Acute Care) in New York State to perform an Environmental Assessment. This includes preparing and implementing a sampling and management plan for potable water systems to test for *Legionella*. This also includes instituting control measures in the event of a *Legionella* exceedance.
- NYC Health + Hospitals currently has a water management contract with Nalco that has a three year term - it began in April of 2020 and expires in June of 2023. This contract is available through the Premier GPO and was transitioned from JCI in 2016 for which there was no MWBE spend goal
- The total spend over the last five years for water management services and maintenance of secondary disinfections systems is \$13,040,417
 - \$11,790,417 for water management services,
 - \$1,250,000 for maintenance of secondary disinfection systems

RFP Criteria

➤ Minimum criteria:

- Five years of experience in water treatment consulting in healthcare facilities
- MWBE utilization plan, waiver, or certificate
- Annual revenue of greater than \$2,000,000
- Local office and staff based in New York City

➤ Substantive Criteria

- 30% Cost
- 30% Methodology
- 25% Experience
- 15% MWBE

➤ Evaluation Committee:

- Assistant Director of Engineering, Elmhurst
- Assistant Director of Engineering, Central Office/Water Management
- Director of Engineering, Central Office/Life Safety
- Director of Engineering/Support Services, Woodhull
- Director of Engineering/Support Services, Harlem
- Director of Engineering/Support Services, Jacobi
- Director of Engineering/Support Services, Bellevue
- Senior Director of Facilities, OFD
- Assistant Vice President, OFD
- Director of Operations, OFD
- Director of Engineering/Support Services, Central Office

Overview of Procurement

- 01/17/23: RFP Posted on City Record, sent directly to 2 vendors
- 01/31/23: Pre-proposal conference held, five vendors attended
- 02/16/23: Proposal deadline, two proposals received
- 03/20/23: Vendors presented proposal solution to evaluation committee; Evaluation Committee debriefed on proposals
- 03/21/23: Scoring finalized; Due to the very close scoring of the two vendors, committee met and discussed the two vendor proposals, and Nalco was selected through a committee vote

Vendor Performance

<p>NYC HEALTH+ HOSPITALS</p> <p>Department of Supply Chain Vendor Performance Evaluation NALCO</p>	
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	Good

- Nalco has performed all services required to date with no issues
- Based on feedback from the facilities, NALCO is adding a second resource to help support this account

Contract Budget

Fiscal Year	Contract	Enrich Maintenance	Total	With 20% Contingency*
2024	\$ 1,875,000	\$ 204,000	\$ 2,079,000	\$ 2,494,800.0
2025	\$ 1,875,000	\$ 204,000	\$ 2,079,000	\$ 2,494,800.0
2026	\$ 1,875,000	\$ 204,000	\$ 2,079,000	\$ 2,494,800.0
2027	\$ 1,875,000	\$ 204,000	\$ 2,079,000	\$ 2,494,800.0
2028	\$ 1,875,000	\$ 204,000	\$ 2,079,000	\$ 2,494,800.0
Contract Value	\$ 9,375,000	\$ 1,020,000	\$ 10,395,000	\$ 12,474,000.0

*Contract contingency requested to cover new equipment and additional emergency cleanings when higher levels of Legionella detected.

Projected Savings

Services	Previous 5 Year Spend	Prospective 5 Year Spend	Total Savings (without contingency)
Water Management	\$11,790,417	\$9,375,000	\$2,415,417
Maintenance of Secondary Disinfection Systems	\$1,250,000	\$1,020,000	\$230,000
TOTAL SAVINGS	\$13,040,417.00	\$ 10,395,000.00	\$2,645,417*

*Projected savings does not include contract contingency since the previous agreements did not have contingency

MWBE Utilization Plan

Assigned Diverse Vendor Component Percentage: **5%**

Nalco's Utilization Plan

Subcontractor	Scope of work	Certification Type	Total %
AMC Services, LLC	Industrial Hygiene (Ice Machine)	<i>Pending</i>	25%
Total Diverse Vendor Component Percentage			25%

- Nalco has been working with AMC Services, LLC at NYC Health + Hospitals facilities to service ice machines, and anticipates 25% of overall contract value will go to this scope of work, exceeding the assigned 5%.
- AMC Services is not yet a certified WBE, however Nalco proactively asked AMC Services to begin the certification process with New York State.
- AMC Services expects to receive CT state WBE certification shortly, which will expedite the NYS process.
- Additionally, the vendor diversity team has facilitated a connection with NYC SBS to begin the MWBE application process there as well, with a request for expedited review.
- Should AMC Services not become certified within a year of the contract award, Nalco has agreed to subcontract services to a certified MWBE to at least meet the assigned 5% goal.



Executive Committee Request

- Authorizing New York City Health and Hospitals Corporation (the “System”) to enter into a contract with Nalco Company, LLC (“Nalco”) to provide water management services and maintenance services of secondary disinfection systems across the System over a term of three (3) years with the System holding two (2) one (1) year renewal options for a base contract amount of ten million three hundred and ninety-five thousand dollars (\$10,395,000) including a 20% contingency of two million seventy-nine thousand dollars (\$2,079,000) for a not to exceed amount of twelve million four hundred seventy four thousand dollars (\$12,474,000).

RESOLUTION - 17

Authorizing the New York City Health and Hospitals Corporation (the “System”) to execute a five-year renewal license agreement with **Williamsburg Housing Preservation L.P. (the “Licensor”)** for use and occupancy of approximately 1,742 rentable square feet of space located on the first floor at 333 Roebing Street, Brooklyn (the “Licensed Premises”), to operate a pediatric primary care and women’s health clinic (the “Clinic”) managed by NYC Health + Hospitals/Gotham Health at an annual occupancy fee of \$6,347 or \$3.64/rentable square feet, which will increase by 3% per year to reach \$4.10/rentable square foot over the term for a total occupancy fee over the five-year term of \$33,695 with each party having the right to terminate on thirty days’ notice without cause.

WHEREAS, the Licensed Premises is co-located at a housing project the (“**Project**”) owned and previously managed by the New York City Housing Authority (“**NYCHA**”); and

WHEREAS, Licensor is the long-term tenant of the Project under a lease with NYCHA; and

WHEREAS, in May 2020 the System entered into a three-year license agreement for the Licensed Premises pursuant to the authorization of the System’s Board of Directors given at its March 2020 meeting; and

WHEREAS, under the prior license agreement, the System initially paid \$5,808 annually that was annually escalated by 3% such that last year, the final year of the term, the System paid \$6,161.76 per year; and

WHEREAS, the System will pay its costs for electricity and water, in addition to the occupancy fee at approximately \$1.80/ft. and \$0.51/ft. for electricity and water, respectively; and

WHEREAS, responsibility for the operation of the Clinic will be with Gotham Health and the Senior Vice President for Ambulatory Care.

NOW, THEREFORE, be it

RESOLVED, that the New York City Health and Hospitals Corporation (the “System”) be and hereby is authorized to execute ”) to execute a five-year renewal license agreement with **Williamsburg Housing Preservation L.P. (the “Licensor”)** for use and occupancy of approximately 1,742 rentable square feet of space located on the first floor at 333 Roebing Street, Brooklyn (the “Licensed Premises”), to operate a family medicine clinic (the “Clinic”) managed by NYC Health + Hospitals/Gotham Health at an annual occupancy fee of \$6,347 or \$3.64/rentable square feet, which will increase by 3% per year to reach \$4.10/rentable square foot over the term for a total occupancy fee over the five-year term of \$33,695 with each party having the right to terminate on thirty days’ notice without cause.

EXECUTIVE SUMMARY

GOTHAM HEALTH FQHC

**LICENSE RENEWAL FOR FAMILY MEDICINE CLINIC
333 ROEBLING STREET, BROOKLYN**

OVERVIEW: The System seeks authorization from its Board of Directors to execute a five-year renewal license agreement with the Licensor for use and occupancy of approximately 1,742 rentable square feet of space located on the first floor at the Licensed Premises, to operate the Clinic under the NYC Health + Hospitals/Gotham Health structure. The clinic is co-located within a NYCHA development. The Clinic is within the NYCHA owned Jonathan Williams Houses Project. Until 2020, NYCHA both owned and operated the Project. NYCHA has leased the Project to the Licensor. For nearly 20 years the System has occupied the Licensed Premises without any written agreement but only on a month to month basis and has paid nothing to NYCHA for its occupancy. Three years ago, the System made a license agreement with the Licensor which is now up for renewal.

NEED/PROGRAM: The Clinic has been providing services to the Project and surrounding community since 1992. The program provides pediatric primary care and women’s health services. The Clinic had approximately 2313 patient visits in 2022

TERMS: The System will occupy approximately 1,742 rentable square feet of space. It will pay an initial occupancy fee of \$6,347 or \$3.64/rentable square feet plus about \$3,144 per year for electricity and \$900 per year for water for a total annual occupancy cost of \$10,391 to be escalated by 3% per year for a total occupancy cost of \$33,695 in license fees, \$15,678 for electricity and \$4,442.10 for water for a total cost over the five-year term of \$53,815.10. The proposed rates for the System’s occupancy at \$3.64/ft., \$1.80/ft. and \$0.51/ft. for occupancy, electricity and water, respectively are each well below market rates

The proposed license agreement is terminable by either party without cause on thirty days’ notice.

The current license terms as are indicated below. Water and electricity are estimated to grow at 3% per year

Year	Occupancy Fee	Electricity	Water	Total
1	\$6,346.56	\$3,144.00	\$900	\$9,490.56
2	\$6,537.00	\$3,238.32	\$927.00	\$9,775.32
3	\$6,733.08	\$3,335.47	\$954.81	\$10,068.55
4	\$6,935.04	\$3,435.53	\$983.45	\$10,370.57
5	\$7,143.12	\$3,538.60	\$1,013	\$10,681.72
				<u>\$50,386.72</u>

Lease Request with
WILLIAMSBURG HOUSING PRESERVATION L.P
for 1742 Square Feet at
333 Roebling Street
Brooklyn NY, 11211

Executive Committee Meeting
May 25, 2023

Theodore Long, MD, MHS
Senior Vice President
Ambulatory Care and Population Health
Executive Director, Test & Treat Corps



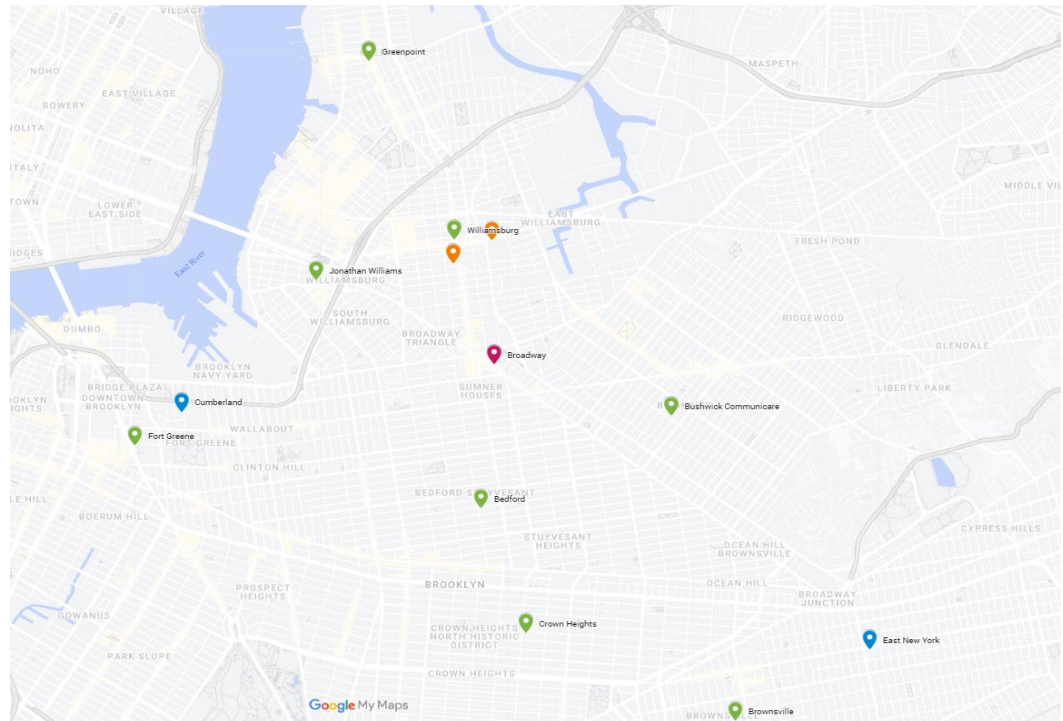
For Executive Committee Consideration

Authorizing the New York City Health and Hospitals Corporation (the “System”) to execute a five-year renewal license agreement with **Williamsburg Housing Preservation L.P. (the “Licensor”)** for use and occupancy of approximately 1,742 rentable square feet of space located on the first floor at 333 Roebling Street, Brooklyn (the “Licensed Premises”), to operate a pediatric primary care and women’s health clinic (the “Clinic”) managed by **NYC Health + Hospitals/Gotham Health** at an annual occupancy fee of \$6,347 or \$3.64/rentable square feet, which will increase by 3% per year to reach \$4.10/rentable square foot over the term for a total occupancy fee over the five-year term of \$33,695 with each party having the right to terminate on thirty days’ notice without cause.

Gotham Health operates 50 locations Citywide and 13 in Brooklyn

Gotham Health Community Practices

- Jonathan Williams (333 Roebling St.)
- Williamsburg (279 Graham Ave.)
- Greenpoint (875 Manhattan Ave)
- Bushwick (335 Central Ave)
- Bedford (485 Throop Ave)
- Ft. Greene (279 Flatbush Ave. Ext.)
- Brownsville (259 Bristol St.)
- Crown Heights (1218 Prospect Pl.)
- Broadway (815 Broadway)
- Cumberland (100 North Portland Avenue)
- East New York (2049 Pitkin Avenue)
- School Based Health- Grand Street (850 Grand Street)
- School Based Heath IS 49 (223 Graham Avenue)



Jonathan Williams - 333 Roebling Street

Clinic services include Pediatric Primary Care and Women's Health Services

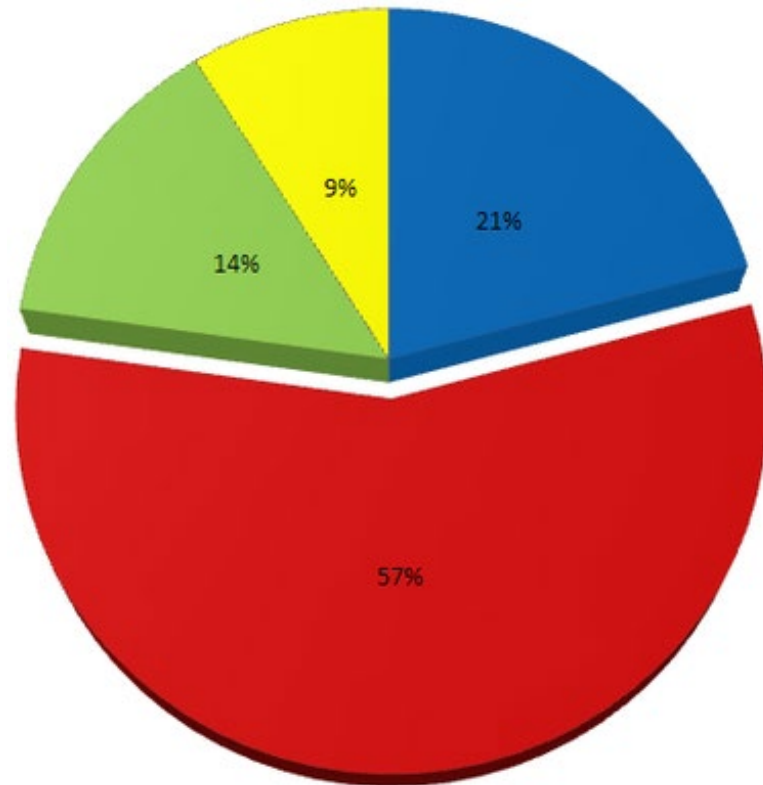
- Co-located within a major affordable housing campus off of the Williamsburg Bridge.
- Gotham Health Jonathan Williams Clinic has occupied the 1st floor of the NYCHA Williams Plaza housing campus for over 20 years.
- 2,313 Patient visits in 2022
- Occupying 1,742 Sq. Ft.



Background: Jonathan Williams

Provides services to a diverse grouping of ethnicities with the predominance being the Hasidic Jewish Community

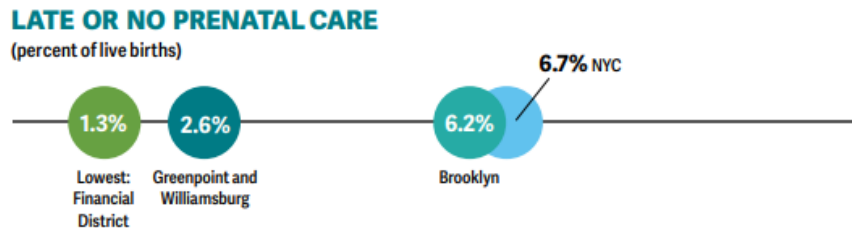
- Hasidic Jewish Community
- Hispanics / Latinos
- African American/Caribbean
- Asians / Other



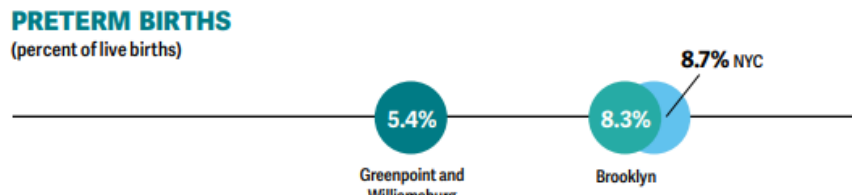
Community Health Profile

According to the DOHMH 2018 Community Health Profile of Greenpoint and Williamsburg Community District 1,

- Pregnancy Outcomes -- In Greenpoint and Williamsburg, the rate of expectant mothers receiving late or no prenatal care is lower than the citywide rate.
- One in 19 births to Greenpoint and Williamsburg residents is preterm (three or more weeks before the due date), lower than the citywide rate.



Source: NYC DOHMH, Bureau of Vital Statistics, 2015



Preterm birth is a key driver of infant death.

Children's Hospitalizations and Emergency Department Visits



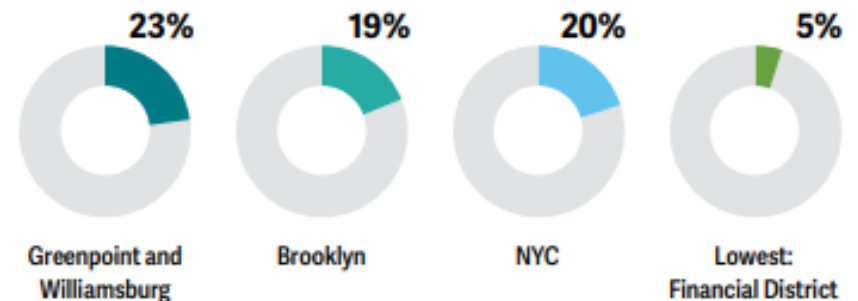
Maternal and Child Health

Childhood obesity

Twenty-three percent of **Greenpoint and Williamsburg** children in grades K through 8 have obesity. This is similar to the citywide rate of one in five.

CHILDHOOD OBESITY

(percent of public school children in grades K through 8)



Source: NYC Department of Education, 2016-2017

Lease Terms and Payments

This resolution requests authorization to enter into a 5 year license agreement for 1,742 square feet at 333 Roebling Street, Brooklyn

- Term: 5 years
- Base Rent: \$3.64 per square foot; 3% escalation each year.
- The rent is below market.
 - First year’s rent will be \$6,347 (\$529.88 per month)
 - Over 5 years, the base rent costs will be \$33,695.
- Tenant is responsible for their own operating expenses.
 - Water: \$900 per year (\$75 per month)
 - Electricity: \$3144 per year (\$262 per month)
 - Real Estate Tax: \$0

Year	Occupancy Fee	Electricity	Water	Total
1	\$6,346.56	\$3,144.00	\$900	\$10,390.56
2	\$6,537.00	\$3,238.32	\$927	\$10,702.32
3	\$6,733.08	\$3,335.47	\$954.81	\$11,023.36
4	\$6,935.04	\$3,435.53	\$983.45	\$11,354.03
5	\$7,143.12	\$3,538.60	\$1,013	\$11,694.68
				\$55,164.95

Executive Committee Request

Authorizing the New York City Health and Hospitals Corporation (the “System”) to execute a five-year renewal license agreement with **Williamsburg Housing Preservation L.P. (the “Licensor”)** for use and occupancy of approximately 1,742 rentable square feet of space located on the first floor at 333 Roebling Street, Brooklyn (the “Licensed Premises”), to operate a pediatric primary care and women’s health clinic (the “Clinic”) managed by NYC Health + Hospitals/Gotham Health at an annual occupancy fee of \$6,347 or \$3.64/rentable square feet, which will increase by 3% per year to reach \$4.10/rentable square foot over the term for a total occupancy fee over the five-year term of \$33,695 with each party having the right to terminate on thirty days’ notice without cause.

RESOLUTION - 18

Authorizing New York City Health and Hospitals Corporation (the “System”) to further increase the funding by \$1,960,238 for its previously executed agreement with **Array Architects, Inc. (“Array”) for architectural/engineering services for the renovation of space at NYC Health + Hospitals/Bellevue Hospital (“Bellevue”) and NYC Health + Hospitals/Woodhull Hospital (“Woodhull”)** in connection with the System’s Correctional Health Services (“CHS”) initiative to treat its patients who require higher levels of care in its Outposted Therapeutic Housing Units (“OTxHU”), which follows previous funding increases of \$1,814,880 authorized in November 2021 and \$6,409,289 in November 2022, **such that the current funding increase from \$16,887,169 to \$18,847,407 is to cover design costs at Bellevue only.**

WHEREAS, in June 2020 the System’s Board of Directors authorized a five-year agreement with Array to provide architectural/engineering services for the renovation of space at Bellevue and Woodhull to serve as sites for the OTxHU initiative; and

WHEREAS, since the approval of the subject agreement, the scope and cost of the OTxHU initiative has increased to meet security operations, programmatic, and regulatory requirements, the requirement that the progress of the program be substantially accelerated, and inclusion of contingencies, at Bellevue and Woodhull; and

WHEREAS, since the last increase in the budget, further security operations, programmatic, and regulatory changes to the OTxHU initiative have been identified which has resulted in conceptual design revisions; and

WHEREAS, the conceptual design revisions require an increased level of effort on the part of Array; and

WHEREAS, the increased level of effort requires an increase in Array’s budget for the project by \$1,960,238.

NOW THEREFORE BE IT:

RESOLVED, the New York City Health and Hospitals Corporation be and hereby is authorized to increase the funding by \$1,960,238 for its previously executed agreement with **Array Architects, Inc. (“Array”) for architectural/engineering services for the renovation of space at NYC Health + Hospitals/Bellevue Hospital (“Bellevue”) and NYC Health + Hospitals/Woodhull Hospital (“Woodhull”)** over a five year term in connection with the System’s Correctional Health Services (“CHS”) initiative to treat its patients who require higher levels of care in its Outposted Therapeutic Housing Units (“OTxHU”) which follows previous funding increases totaling \$8,224,169 such that the funding is increased from \$16,887,169 to \$18,847,407 is to cover design costs at Bellevue only.

**EXECUTIVE SUMMARY
ARCHITECTURAL AND ENGINEERING SERVICES
FOR THE OTxHU PROGRAM
ARRAY ARCHITECTS, INC.**

- OVERVIEW:** The System's CHS OTxHU initiative is to treat more clinically complex patients within secured units located at Bellevue and Woodhull hospitals. Considerable work will have to be done to complete these spaces. The System executed a contract with Array to design the OTxHU spaces and assist with the procurement of construction contractors and with construction administration. The contract with Array was approved by the Board of Directors in June 2020 with an NTE of \$8,663,000. In November 2021 the System returned to the Board of Directors to request \$1,814,880 in increased funding bringing the contract NTE to \$10,477,880. This request was triggered by the need to accelerate the project and to respond to requested design changes at Bellevue. In November 2022, the System returned to the Board of Directors to request \$6,409,289 in increased funding bringing the contract NTE to \$16,887,169. This request was triggered by required design changes at Bellevue.
- NEED:** Modifications to the OTxHU initiative have been identified which have resulted in conceptual design revisions which need to be incorporated into the design at Bellevue.
- PROPOSAL:** The design changes at Bellevue will cost an additional \$1,960,238. When that amount is added to the prior NTE of \$16,887,169, the new requested NTE becomes \$18,847,407.
- FUNDING:** The proposed contract will be financed with City Capital Funds.
- TERM:** The term of the agreement remains unchanged at three years with two one-year options to renew solely exercisable by the System.
- MWBE:** Array previously submitted a plan for 32% MWBE utilization. 50.64% of Array's invoices to date are to MWBEs. Array has provided a 31% utilization plan for the increased funding. Array's effective MWBE % with new contract value is 32%.

RESOLUTION - 19

Authorizing New York City Health and Hospitals Corporation (the “System”) to increase the funding for its agreement with **AECOM USA, Inc. (“AECOM”) to provide program management services at NYC Health + Hospitals/Bellevue Hospital (“Bellevue”) and NYC Health + Hospitals/ Woodhull Hospital (“Woodhull”)** in connection with the System’s Correctional Health Services (“CHS”) initiative to treat its patients who require higher levels of care in its Outposted Therapeutic Housing Units (“OTxHU”) in Bellevue and Woodhull such that the funding is increased from \$15,136,567 to \$16,635,305 to cover program management costs at Bellevue only.

WHEREAS, in June 2020 the System’s Board of Directors authorized a five-year agreement with AECOM to provide program management services at Bellevue and Woodhull to serve as sites for the OTxHU initiative with funding of \$9,039,198 authorized; and

WHEREAS, in November 2020 the Board authorized an increase in the contract amount by \$6,097,369 to a new projected total of \$15,136,567 to meet programmatic and regulatory requirements and to facilitate the acceleration of the Bellevue site; and

WHEREAS, since the last increase in budget, further security operations, programmatic, and regulatory changes to the OTxHU project have been identified which has resulted in conceptual design revisions to the 2nd floor recreation area, visitation areas, staff support and administrative areas, patient spaces and field conditions; and

WHEREAS, the conceptual design revisions require an increased level of effort on the part of AECOM; and

WHEREAS, the increased level of effort requires an increase in AECOM’s budget for the project by \$1,498,738.

NOW THEREFORE BE IT:

RESOLVED, the New York City Health and Hospitals Corporation (the “System”) be and hereby is authorized to increase the funding for its agreement with **AECOM USA, Inc. (“AECOM”) to provide program management services at NYC Health + Hospitals/Bellevue Hospital (“Bellevue”) and NYC Health + Hospitals/ Woodhull Hospital (“Woodhull”)** in connection with the System’s Correctional Health Services (“CHS”) initiative to treat its patients who require higher levels of care in its Outposted Therapeutic Housing Units (“OTxHU”) in Bellevue and Woodhull such that the funding is increased from \$15,136,567 to \$16,635,305.

**EXECUTIVE SUMMARY
PROGRAM MANAGEMENT
FOR THE OTxHU PROGRAM
AECOM USA, INC.**

OVERVIEW: In June 2020 the System’s Board of Directors authorized a five-year agreement with AECOM to provide program management services at Bellevue and Woodhull to serve as sites for the OTxHU initiative with funding of \$9,039,198 authorized. Following the approval of the AECOM contract in June 2020, the scope revisions for the OTxHU program at Bellevue resulted in an additional need for AECOM’s services. Accordingly, in November 2020 the Board authorized an increase in the contract amount by \$6,097,369 to a new projected total of \$15,136,567 with the increase being all focused on the Bellevue part of the project.

The current request is being triggered as a result of design changes to the 2nd floor recreation area, visitation areas, staff support and administrative areas, patient spaces field conditions.

NEED: Modifications to the OTxHU initiative have been identified which have resulted in conceptual design revisions which need to be incorporated into the design at Bellevue.

PROPOSAL: The changes at Bellevue will cost an additional \$1,498,738 for Program Management services. When that amount is added to the prior NTE of \$15,136,567, the new requested NTE becomes \$16,635,305.

FUNDING: The proposed contract will be financed with City Capital Funds.

TERM: The term of the agreement remains unchanged at three years with two one-year options to renew solely exercisable by the System.

MWBE: AECOM original MWBE utilization plan was 30%. 36% of AECOM’s invoices to date are to MWBEs. AECOM has provided a 31% utilization plan for the increased funding. AECOM’s effective MWBE % with new contract value is 34%.

RESOLUTION - 20

Authorizing New York City Health and Hospitals Corporation (the “System”) to increase the funding of its contract with **Consigli Construction Co., Inc. (the “CM”) to serve as construction manager/builder under a guaranteed maximum price (“GMP”) structure for the construction and construction management of the System’s Correctional Health Services (“CHS”) Outposted Therapeutic Housing Unit (“OTxHU”) initiative at NYC Health + Hospitals/Bellevue (“Bellevue”)** from the \$140,339,695 inclusive of 10% contingency approved by the Board in May, 2022 to \$159,969,414 by adding \$19,629,719 for additional construction and construction management services resulting from design changes.

WHEREAS, in November, 2021, the System’s Board of Directors approved a contract with the CM as a GMP, which is an industry standard contracting/procurement approach by which a construction manager commits to a price and divides with the owner any amount by which the final cost is less than the contract price thereby incentivizing the construction manager to control costs and find economies; and

WHEREAS, the design of the OTxHU is subject to state regulatory review and approval; and

WHEREAS, in January, 2022, design and construction modifications for the Bellevue OTxHU recreation area were needed, for patient and staff flow, and for the program floorplan; and

WHEREAS, in collaboration with Array and AECOM, the plans for the project were revised to meet regulatory requirements; and

WHEREAS, on March 29, 2022 regulatory approval for the project was received, which integrated the required changes; and

WHEREAS, after factoring in these changes, the System and the CM arrived at a new Guaranteed Maximum Price of \$140,339,695 with an extended Substantial Completion date of March 31, 2023 -- four months later than initially planned; and

WHEREAS, additional design changes to the 2nd floor recreation area, visitation areas, staff and support administrative areas, patient spaces and field conditions require that the project budget be increased by \$19,629,719 and extend the contract completion date to December 31, 2023.

NOW THEREFOR IT IS RESOLVED that New York City Health and Hospitals Corporation (the “System”) is authorized to increase the funding of its contract with **Consigli Construction Co., Inc. (the “CM”) to serve as construction manager/builder under a guaranteed maximum price (“GMP”) structure for the construction and construction management of the System’s Correctional Health Services (“CHS”) Outposted Therapeutic Housing Unit (“OTxHU”) initiative at NYC Health + Hospitals/Bellevue (“Bellevue”)** from the \$140,339,695 approved by the Board in May, 2022 to \$159,969,414 and to extend the contract completion date to December 31, 2023.

EXECUTIVE SUMMARY
CONSTRUCTION MANAGEMENT AGREEMENT WITH
CONSIGLI CONSTRUCTION CO., INC.
OTxHU AT BELLEVUE HOSPITAL

BACKGROUND: In November, 2021, the System’s Board of Directors approved a contract with the CM as a GMP, which is an industry standard contracting/procurement approach by which a construction manager commits to a price and divides with the owner any amount by which the final cost is less than the contract price thereby incentivizing the construction manager to control costs and find economies. The not-to-exceed price approved by the Board was \$120,918,083 (based on a contract price of \$109,925,530 and a 10% project contingency).

In May, 2022, the CM’s contract was increased to \$140,339,695 as a result of required changes. Subsequent to this increase, additional design changes to the 2nd floor recreation area, visitation areas, staff and support administrative areas, patient spaces and field conditions have been made to the project which necessitate an additional increase in the CM’s budget of \$19,629,719, which would bring the total contract value to \$159,969,414 and which extend the date of completion of the project to December 31, 2023.

FUNDING: The proposed contract will be financed with City Capital Funds.

TERMS: The amended contract cost approved by the Board in May, 2022 was \$140,339,695. The new design changes result in a cost increase to \$159,969,414 and extend the date of completion to December 31, 2023.

MWBE: Consigli originally committed to a 31% M/WBE Utilization Plan. 37% of Consigli’s invoices to date are to M/WBEs. Consigli has provided a 33% utilization plan for the increased funding. Consigli’s effective M/WBE % with new contract value is 31%.

Request for Contract Amendments at Bellevue Outposted Therapeutic Housing Unit (OTxHU)

**Architectural/Engineering services – Array Architects
Inc.**

Program Management Services - AECOM USA, Inc
**Construction Manager/Builder - Consigli Construction
Co., Inc**

**Executive Committee Meeting
May 25, 2023**

Manny Saez, PhD., Vice President of Facilities Development
Oscar Gonzalez, CCM, Senior Assistant Vice President, Facilities Development
Cary Cheung, Senior Assistant Vice President, Correctional Health Services
Luis Mendes, Senior Director, Facilities Development

- Authorizing New York City Health and Hospitals Corporation (the “System”) to further increase the funding by \$1,960,238 for its previously executed agreement with **Array Architects, Inc. (“Array”)** for **architectural/engineering services for the renovation of space at NYC Health + Hospitals/Bellevue Hospital (“Bellevue”)** and NYC Health + Hospitals/Woodhull Hospital (“Woodhull”) in connection with the System’s Correctional Health Services (“CHS”) initiative to treat its patients who require higher levels of care in its Outposted Therapeutic Housing Units (“OTxHU”), which follows previous funding increases of \$1,814,880 authorized in November 2021 and \$6,409,289 in November 2022, such that the current funding increase from \$16,887,169 to \$18,847,407 is to cover design costs at Bellevue only.

- Authorizing New York City Health and Hospitals Corporation (the “System”) to increase the funding for its agreement with **AECOM USA, Inc. (“AECOM”)** to **provide program management services at NYC Health + Hospitals/Bellevue Hospital (“Bellevue”)** and NYC Health + Hospitals/ Woodhull Hospital (“Woodhull”) in connection with the System’s Correctional Health Services (“CHS”) initiative to treat its patients who require higher levels of care in its Outposted Therapeutic Housing Units (“OTxHU”) in Bellevue and Woodhull such that the funding is increased from \$15,136,567 to \$16,635,305 to cover program management costs at Bellevue only.

- Authorizing New York City Health and Hospitals Corporation (the “System”) to increase the funding of its contract with **Consigli Construction Co., Inc. (the “CM”)** to serve as construction manager/builder under a guaranteed maximum price (“GMP”) structure for the construction and construction management of the System’s Correctional Health Services (“CHS”) Outposted Therapeutic Housing Unit (“OTxHU”) initiative at NYC Health + Hospitals/Bellevue (“Bellevue”) from the \$140,339,695 inclusive of 10% contingency approved by the Board in May, 2022 to \$159,969,414 by adding \$19,629,719 for additional construction and construction management services resulting from design changes.

Justification:

- New requirements for security operations resulted in a pause in work and the need to modify existing design and construction scope for:
 - 2nd floor recreation area
 - Visitation areas
 - Staff Support and Administrative areas
 - Patient spaces and Field conditions
- Increase funding allocation to keep administrative and support staff for modification to existing scope
- Increases in allocation are still within the total project budget allocated by OMB.

Potential Amendments for Further Board Approval:

- Due to regulatory agency requirements, there is a potential for further Board approvals

Proposal:

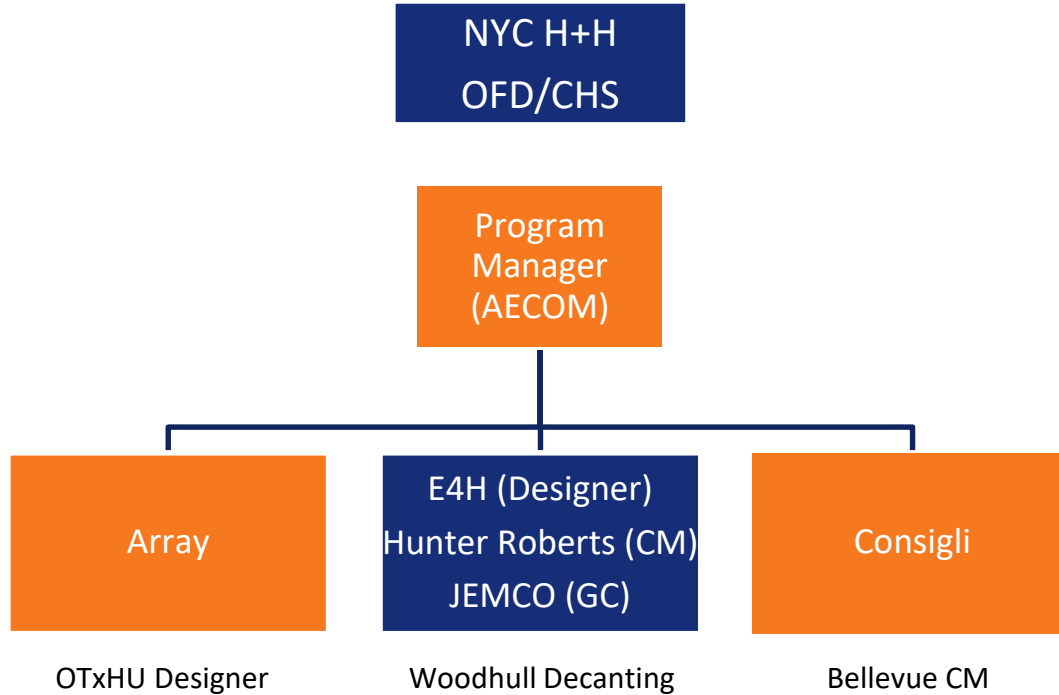
- **Array** - Increase funding allocation by **\$1,960,238**
 - \$188,938 is OMB approved contingency.
 - Certificate to Proceed (CP) for \$1,771,300 is pending OMB approval.

- **AECOM** - Increase funding allocation for **\$1,498,738**
 - Certificate to Proceed (CP) for \$1,498,738 is OMB approved.

- **Consigli** - Increase funding allocation by **\$19,629,719** and extend **contract expiration from March 2023 to December 31, 2023**
 - \$5,579,423 is approved OMB contingency
 - Certificate to Proceed (CP) for \$1,466,124 is pending OMB approval
 - Certificate to Proceed (CP) for \$12,584,172 is pending OMB approval

Proceeding with this work is contingent on full CP approval from OMB

OTxHU Team



Background

- The Outposted Therapeutic Housing Units (OTxHU) project was publicly announced on November 26, 2019

- The Board approved a contract for **Array** to provide Design services at Bellevue and Woodhull on;
 - June 2020 for a NTE of \$8,663,000
 - November 2021 an increased NTE to \$10,477,880
 - November 2022 an increased NTE to \$16,887,169
 - Contract term is for 5 years starting on December 1, 2020 and ending on November 31, 2025

- The Board approved a contract for **AECOM** for Program Management services at Bellevue and Woodhull on;
 - June 2020 for a NTE of \$9,039,198
 - November 2021 an increased NTE \$15,136,567
 - Contract term is for 5 years starting November 12, 2020 and ending on November 11, 2025

- The Board approved CM Build/GMP contract for **Consigli** at Bellevue on;
 - November 2021 a NTE of \$120,918,083
 - May 2022 an increased NTE to \$140,339,695
 - Contract term started on December 3, 2021 and ended on March 21, 2023

MWBE Utilization Plan

Array's Utilization Plan Subcontracted Scopes of Work	Utilization Plan %
MEP, Structural, Hazmat, Cost estimating	32%

- Array has achieved 50.64% to date
- Vendor performance is good to date

AECOM Utilization Plan Subcontracted Scopes of Work	Utilization Plan %
Construction management, program controls, project administration services	34%

- AECOM has achieved 36% to date
- Vendor performance is satisfactory to date

Consigli's Utilization Plan Subcontracted Scopes of Work	Utilization Plan %
Resinous Flooring, Masonry, Plumbing, Door Frames & Hardware, HVAC, Drywall & Ceilings, Electric & Lighting, Painting, Plumbing	31%

- Consigli has achieved 37% to date
- Vendor performance is excellent to date



The Office of Facilities Development and Correctional Health Services is seeking approval for the following contract amendments at Bellevue OTxHU:

- **Array** - Increase NTE by **\$1,960,238** increasing the total contract NTE from \$16,887,169 to \$18,847,407
- **AECOM** - Increase NTE by **\$1,498,738** increasing the total contract NTE from \$15,136,567 to \$16,635,305
- **Consigli** - Increase NTE by **\$19,629,719** increasing the total contract NTE from \$140,339,695 to \$159,969,414 and approve contract expiration change from March 31, 2023 to **December 31, 2023**

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

From: Tiffany Reid-Perez
Associate Counsel
Office of Legal Affairs



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

Solicitation: Contract Amendments for Bellevue OtxHU

Date: May 4, 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, Inc.	Approved	Approved	30%
AECOM USA, Inc.	Approved	Approved	30%
Consigli Construction Co., Inc	Approved	Approved	30%

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.