

**HHC ACO INC.  
MINUTES OF THE  
BOARD OF DIRECTORS MEETING  
May 23, 2023  
New York City**

**Conducted via WebEx**

**ATTENDEES**

**BOARD MEMBERS**

Andrea Cohen, Esq.  
Nicole Jordan-Martin  
Mitchell Katz, M.D.  
Jasmin Moshirpur, M.D.  
Daniel Napolitano, M.D.  
Hyacinth Peart  
Warren Seigel, M.D.  
Matthew Siegler

**NYC HEALTH + HOSPITALS STAFF**

Nancy Barnicle  
Monique Bean  
Jozef Dubroja  
Nicole Fleming  
David Guzman  
Donna Hua  
Shunsuke Ito  
David Leung  
Michael Levitin  
James Linhart  
Stanislav Seleznyov  
Leland Soiefer, M.D.  
David Stevens, M.D.  
Joanna Weiner, Esq.

**Other**

James Haller, Physician Affiliate Group of New York

**CALL TO ORDER**

The meeting of the Board of Directors of HHC ACO Inc. (the “Board”) (the “ACO”) was called to order by Dr. Mitchell Katz, Chairman of the Board of the ACO, at 3:32 PM.

## **OLD BUSINESS**

The Board unanimously voted to approve the minutes of the December 16, 2022 meeting without correction or modification.

## **NEW BUSINESS**

Dr. Katz turned the meeting over to Mr. Matthew Siegler, CEO of the ACO, who opened the meeting by presenting the following resolution to the Board:

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

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

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

Mr. Siegler gave an update on the PY 2021 distribution, stating that the ACO has completed the distribution of the shared savings, which was well received by our providers around the system, as well as presented the total amount distributed for the Care Team Fund and its typical uses such as team appreciation, wellness, and continuing education.

Mr. Siegler presented the updated ACO's Performance Year 2022 Shared Savings Forecast, which was based on CMS data from January – December 2022. Mr. Siegler explained that the ACO is projected to generate earned shared savings for the ACO in Performance Year 2022, and will not owe money to CMS. Mr. Siegler explained that both actual spending for ACO-attributed patients and expenditure benchmarks have increased throughout the year.

Mr. Siegler reported that the federal Public Health Emergency (PHE) has ended as of May 11<sup>th</sup>, 2023. During the PHE, no ACO owed money to CMS for losses. COVID-19 associated costs were excluded from ACO's expenditure and benchmark calculations during the PHE, and with the end of the PHE these COVID-19 associated costs will now be counted.

Mr. Siegler gave a recap on the ACO's reserve fund, and what its purposes are. The reserve fund was created in 2019 to hold a fraction of earned performance payment from each year, and to be available for use to repay New York City Health and Hospitals Corporation if the ACO is unable to pay for its operational cost in full, or if the ACO owes CMS for shared losses.

Mr. Siegler presented a proposal to invest cash available to the ACO in United States Treasury Bills. Reserved cash interest (interest on cash held in the ACO's reserve fund) will be allocated

to the reserve fund until it reaches \$5 million. Residual cash interest (interest on the cash held by the ACO from earned Performance Payment between the time CMS pays the ACO and the time ACO makes distribution to its Participants and Collaborators) will be allocated for shared savings distribution.

There was a discussion on optimizing interest revenue.

Upon hearing no further comments or questions, Mr. Siegler presented the following resolution:

**Authorizing HHC ACO Inc. (the “ACO”) to purchase United States Treasury Bills with funds held by the ACO and further authorizing the Chief Executive Officer of the ACO to execute and deliver any and all agreements, documents or instruments necessary in connection with such purchase.**

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

Dr. David Stevens, CMO of the ACO, presented on PY 2023 and Beyond Quality Measures. The quality measures have decreased to only six measures, which are in three categories: Chronic Disease Control, Patient Satisfaction, and Hospital Utilization. The ACO’s main focus moving forward is on Reducing Avoidable Admissions, which is one of the measures within the Hospital Utilization category. The top five groups to target within Reducing Avoidable Admissions are CHF, Frail Elderly, Historical High-Utilizer, Asthma, and ESRD.

Discussion ensued on readmission rates.

Mr. Siegler reminded the Board that its next meeting will be held in September 2023, to resolve and go over the PY 2022 Performance Payment Distribution Model.

## **ADJOURNMENT**

There being no further business, Matthew Siegler adjourned the meeting at approximately 4:08 PM.

Respectfully submitted,

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

Andrea Cohen, Esq.  
Secretary