

<p><u>CALL TO ORDER - 1:00 PM</u></p>	<p>Mr. Pagán</p>
<p>1. <u>Executive Session Facility Governing Body Report</u> Medical Staff Credentialing Initial Appointments, Reappointments and Changes of Privileges ➤ March 2026</p> <p>Facility Governing Body Report ➤ NYC Health + Hospitals Gouverneur Skilled Nursing Facility ➤ NYC Health + Hospitals Coler Nursing Facility</p> <p>Semi-Annual Governing Body Report (Written Submission Only) ➤ NYC Health + Hospitals Sea View Nursing and Rehabilitation Center</p>	<p>Mr. Pagán</p>
<p>2. <u>OPEN PUBLIC SESSION - 3:00 PM</u></p>	
<p>3. Adoption of the Board Meeting Minutes – February 26, 2026</p>	<p>Mr. Pagán</p>
<p>4. Chair’s Report</p>	<p>Mr. Pagán</p>
<p>5. President’s Report</p>	<p>Dr. Katz</p>
<p>6. Information Item: January 2027 Finance Plan</p>	<p>James Cassidy</p>
<p><u>ACTION ITEMS</u></p>	<p>Mr. Pagán</p>
<p>7. Authorizing the New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) to execute a contract with Richard Plumbing (the “Contractor”), to undertake a Fire Pump and Standpipe Replacement at NYC Health + Hospitals/Bellevue to replace aging infrastructure past its useful life, ensure compliance with NYC Building Code and National Fire Protection Association (NFPA) standards, and enhance facility safety, for a contract amount of \$10,829,338 with a 10% project contingency of \$1,082,933 to bring the total cost not to exceed \$11,912,271 for an anticipated duration of twelve months. (Presented Directly to the Board: 03/26/2026) Vendex: Pending / EEO: Pending</p>	
<p>8. Authorizing the Executive Director of MetroPlus Health Plan, Inc. (“MetroPlus or “the Plan”) to execute contracts with four (4) law firms to provide legal services on an as-needed basis for MetroPlus. The firms are Greenberg Traurig LLP, Hinman Straub P.C., Sher Tremonte LLP and Tarter Krinsky & Drogin LLP. The contracts shall be for a term of 3 years with two options to renew for a 1-year term each, solely exercisable by MetroPlus, for a cumulative amount not to exceed \$2,500,000 for a total 5-year contract period. (Presented to the MetroPlus Board: 03/26/2026) Vendex: All Pending / EEO: All Approved</p>	<p>Ms. Hernandez-Piñero</p>
<p>9. Authorizing New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) to acquire from Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (the “Maimonides Entities”) title to the parcels of real property together with their improvements listed in Schedule A, attached (the “Owned Properties”) pursuant to the affiliation and asset transfer agreement with the Maimonides Entities (the “ATA”) for such consideration specified in the ATA, with such acquisitions to be effective as of the closing of the ATA; and</p> <p>Authorizing NYC Health + Hospitals to accept assignments by the Maimonides Entities of the leases to the real properties listed in Schedule B, attached (the “Leased Properties”) and to assume from the Maimonides Entities the liabilities under such leases both pursuant to the ATA for such consideration specified in the ATA, such assignments and assumptions to be effective as of the closing of the ATA. (Presented Directly to the Board: 03/26/2026) Vendex: NA / EEO: NA</p>	<p>Deborah Morris/Jeremy Berman</p>

<p>10. New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) as the sole member of H+H Maimonides Midwood Corporation (“H+H Midwood”) adopts the bylaws attached as Exhibit A as the bylaws of H+H Midwood; and</p> <p>NYC Health + Hospitals as the sole member of H+H Midwood selects and nominates as the members of the Board Directors of H+H Midwood those individuals who currently serve as members of the NYC Health + Hospitals Board with each such individual to serve on the H+H Midwood Board in the same capacity and with the same board officer title as they serve on the NYC Health + Hospitals Board; and</p> <p>NYC Health + Hospitals as the sole member of H+H Midwood be deemed in the future to have selected and nominated as the members of the H+H Midwood Board such individuals who may from time to time be added to the NYC Health + Hospitals Board and simultaneously be deemed to have withdrawn from selection and appointment to the H+H Midwood Board such individuals who are no longer members of the NYC Health + Hospitals Board, which actions by NYC Health + Hospitals shall be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“Maimonides”). (Presented Directly to the Board: 03/26/2026) Vendex: NA / EEO: NA</p>	<p>Joanna Weiner/Jeremy Berman</p>
<p>11. New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) as the sole member of H+H Maimonides Corporation (“H+HMC”) adopts the bylaws attached as Exhibit A as the bylaws of H+HMC; and</p> <p>NYC Health + Hospitals as the sole member of H+HMC selects and nominates as the members of the Board Directors of H+HMC those individuals who currently serve as members of the NYC Health + Hospitals Board with each such individual to serve on the H+HMC Board in the same capacity and with the same board officer title as they serve on the NYC Health + Hospitals Board; and</p> <p>NYC Health + Hospitals as the sole member of H+HMC be deemed in the future to have selected and nominated as the members of the H+HMC Board such individuals who may from time to time be added to the NYC Health + Hospitals Board and simultaneously be deemed to have withdrawn from selection and appointment to the H+HMC Board such individuals who are no longer members of the NYC Health + Hospitals Board, which actions by NYC Health + Hospitals shall be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“Maimonides”). (Presented Directly to the Board: 03/26/2026) Vendex: NA / EEO: NA</p>	<p>Joanna Weiner/Jeremy Berman</p>
<p>12. New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) hereby accepts the role of sole member of Brooklyn Communities Collaborative, Inc., a New York not-for-profit corporation (“BCC”) in anticipation that BCC will adopt amended and restated Bylaws and which actions by NYC Health + Hospitals shall be effective only upon the closing of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“Maimonides”); and</p> <p>NYC Health + Hospitals in anticipation of BCC’s adoption of Amended and Restated Bylaws and only upon the closing of the ATA, NYC Health + Hospitals, as the sole member of BCC, hereby appoints as an additional member of the Board Directors of BCC Deborah Brown; and</p> <p>NYC Health + Hospitals in anticipation of BCC’s adoption of Amended and Restated Bylaws, and only upon the closing of the ATA, NYC Health + Hospitals, as the sole member of BCC, hereby appoints Shari Suchoff to the position of Executive Director of BCC; all such actions by NYC Health + Hospitals shall be effective only upon the closing of the ATA. (Presented Directly to the Board: 03/26/2026) Vendex: NA / EEO: NA</p>	<p>Deborah Brown</p>
<p>13. New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) accepts the role of sole member of Community Care of Brooklyn IPA, Inc., a New York not-for-profit corporation (“CCB IPA”) in anticipation that CCB IPA will adopt the amended and restated Certificate of Incorporation in the form attached as Exhibit A (the “COI”) and the amended and restated bylaws in the form attached as Exhibit B (the “Bylaws”), both of which actions by NYC Health + Hospitals shall be effective only upon the closure of the Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“Maimonides”); and</p>	<p>Theodore Long / Nichola David</p>

<p>NYC Health + Hospitals, in anticipation of CCB IPA's adoption of the COI and the Bylaws and only upon the closing of the ATA, as the sole member of CCB IPA, appoints Alessandra Calvo-Friedman, M.D. as the member of the Board Directors of CCB IPA; and</p> <p>NYC Health + Hospitals, in anticipation of CCB IPA's adoption of the COI and the Bylaws and only upon the closing of the ATA as the sole member of CCB IPA, recommends for the position of Chief Executive Officer of CCB IPA Nichola Davis, M.D.; all such actions by NYC Health + Hospitals shall be effective only upon the closure of the ATA. (Presented Directly to the Board: 03/26/2026) Vendex: NA / EEO: NA</p>	
<p>14. Authorizing the selection and appointment of Theodore Long, Hillary Jalon, Yvette Villanueva, and Linda DeHart to be members of the Board of Directors of MMC Affiliate Services, Inc. ("MMCAS") until the later of the date their terms of appointment shall have expired or until their successors shall have been elected, such action by New York City Health and Hospitals Corporation's ("NYC Health + Hospitals") board to be effective only upon the closure of the Asset Transfer Agreement dated December 18, 2025 (the "ATA") between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates ("Maimonides"). (Presented Directly to the Board: 03/26/2026) Vendex: NA / EEO: NA</p>	Jeremy Berman
<p>15. Authorizing New York City Health and Hospitals Corporation ("NYC Health + Hospitals") to execute a two year transitional services agreement (the "TSA") with MMC Affiliate Services Inc. ("MMCAS"), by which MMCAS will continue in effect contracts for goods and services necessary for the operation of NYC Health + Hospitals/Maimonides and NYC Health + Hospitals/Maimonides Midwood (the "Hospitals") that are impractical to immediately assign to NYC Health + Hospitals with the TSA to be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the "ATA") between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates ("Maimonides") which shall not require payments to MMCAS in excess of \$1,500,000,000, including a 10% contingency, over the term and such authorization shall not be effective until the closing of the ATA. (Presented Directly to the Board: 03/26/2026) Vendex: NA / EEO: NA</p>	John Ulberg
<p>16. Authorizing New York City Health and Hospitals Corporation ("NYC Health + Hospitals") to execute a ten year administrative services agreement (the "ASA") with MMC Affiliate Services Inc., a New York not-for-profit corporation ("MMCAS"), by which MMCAS will furnish NYC Health + Hospitals with the non-physician staff needed for the operation of the Maimonides healthcare system and will perform certain administrative tasks necessary in such system's operation to be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the "ATA") between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates ("Maimonides") and which shall not require payments to the MMCAS in excess of \$15,800,000,000, including a 10% contingency, over the term and such authorization shall not be effective until the closing of the ATA. (Presented Directly to the Board: 03/26/2026) Vendex: NA / EEO: NA</p>	John Ulberg
<p>17. Authorizing New York City Health and Hospitals Corporation ("NYC Health + Hospitals") to execute a five year medical professional services agreement (the "PSA") with NYC Physicians P.C., a New York professional services corporation (the "Affiliate"), by which the Affiliate will furnish general health care and behavioral health services for H+H/Maimonides Hospital and for H+H/Maimonides/Midwood Hospital (the two hospitals being together, the "Hospitals") to be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the "ATA") between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates ("Maimonides") which shall not require payments to the Affiliate in excess of \$2,600,000,000, including a 10% contingency, over the term and such authorization shall not be effective until the closing of the ATA. (Presented Directly to the Board: 03/26/2026) Vendex: NA / EEO: NA</p>	John Ulberg

<p>18. Approving the appointment of those practitioners identified on Schedule A attached hereto to Maimonides Medical Center’s medical staff which approval by NYC Health + Hospitals shall be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its affiliates and subsidiaries (“Maimonides”). (Presented Directly to the MetroPlus Board: 03/26/2026) Vendex: NA / EEO: NA</p>	Sewit Teckie
<p>19. Approving the appointment of those practitioners identified on Schedule A attached hereto to Maimonides Midwood Community Hospital’s medical staff which approval by NYC Health + Hospitals shall be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its affiliates and subsidiaries (“Maimonides”). (Presented Directly to the Board: 03/26/2026) Vendex: NA / EEO: NA</p>	Sewit Teckie
<p>20. Waiving certain conditions to closing of the transaction (the “Transaction”) that is the subject of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (the “Maimonides Entities”) which have not been fulfilled; provided that NYC Health + Hospitals continues to seek to close the Transaction contingent on the satisfaction of other conditions to closing set forth in the ATA. (Presented Directly to the Board: 03/26/2026) Vendex: NA / EEO: NA</p>	Andrea Cohen
<p>21. Authorizing New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) to accept assignment from Maimonides Health Resources, Inc. or one of its subsidiaries or affiliates (the “Maimonides Entities”) certain contracts for the provision of goods and services by third-party vendors that are necessary for the continued operation of the Maimonides Entities’ healthcare operations by NYC Health + Hospitals (the “Maimonides Contracts”) pursuant to the Affiliation and Asset Transfer Agreement dated December 18, 2025 between NYC Health + Hospitals and the Maimonides Entities (the “ATA”) such assignments to be effective no sooner than the closing of the ATA. (Presented Directly to the Board: 03/26/2026) Vendex: NA / EEO: NA</p>	Phillip Wadle / Lee Fiebert
<p>COMMITTEE AND SUBSIDIARY REPORTS</p>	
<ul style="list-style-type: none"> ➤ Governance Committee ➤ Community Relation Committee ➤ Finance Committee ➤ HHC Accountable Care Organization (Subsidiary) ➤ HHC Accountable Care Organization Board of Directors 	<p>Mr. Pagán Ms. Rowe Adams Ms. Wang Mr. Pagán Dr. Katz</p>
<p>>>Old Business<< >>New Business<< >>Adjournment<<</p>	Mr. Pagán

NEW YORK CITY HEALTH AND HOSPITALS CORPORATION

A meeting of the Board of Directors of New York City Health and Hospitals Corporation was held in room 1701 at 50 Water Street, New York, New York 10004 on the 26th day of February, 2026 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 Corporate Secretary. The following members of the Board of Directors participated in person:

Mr. José A. Pagán
Dr. Mitchell Katz
Dr. Helen Arteaga-Landaverde
Ms. Freda wang
Ms. Molly Wasow-Park - Left at 4:20 p.m.
Ms. Karen St. Hilaire - Joined at 4:20 p.m.
Dr. Vincent Calamia
Ms. Anita Kawatra
Dr. Patricia Marthone
Ms. Jackie Rowe-Adams - Joined at 2:26 p.m.
Dr. Michael Espiritu
Ms. Vanessa Rodriguez
Dr. H Jean Wright
Ms. Tricia Taitt

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.

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 relating to a particular patient, matters relating to proposed or actual litigation, and the medical, financial or credit history of a particular person or corporation.

OPEN SESSION

The Board reconvened in public session at 4:21 p.m.

Mr. Pagán noted for the record that Karen St. Hilaire is representing

Molly Wasow Park - in a voting capacity.

ACKNOWLEDGEMENTS

Mr. Pagán thanked Jackie Rowe-Adams and Vanessa Rodriguez for participating in the Carter legislative breakfast.

Mr. Pagán also thanked Ms. Rowe-Adams for attending the ribbon-cutting ceremony for the new Orthopedic and Podiatry Clinic at Harlem Hospital.

ACTION ITEM 3 - ADOPTION OF THE MINUTES

The minutes of the Board of Directors meeting held on January 29, 2026 were presented to the Board. Then, on motion duly made and seconded, the Board unanimously adopted the minutes.

RESOLVED, that the minutes of the Board of Directors Meeting held on January 29, 2026, copies of which have been presented to the Board be, and hereby are, adopted.

ITEM 4 - CHAIR'S REPORT

GOVERNING BODY

Mr. Pagán advised that during the Executive Session, the Board received and approved NYC Health + Hospitals Medical Staff Credentialing Initial Appointments, Reappointments, and Changes of Privileges for the month of February 2026.

The Board received and approved the governing body oral and written reports from NYC Health + Hospitals| Lincoln and NYC Health + Hospitals| Kings County.

The Board also received and approved the semi-annual written governing body report for NYC Health + Hospitals| Elmhurst.

Upcoming Meetings

UPCOMING FY 2026 ANNUAL PUBLIC MEETINGS

Mr. Pagán provided a reminder regarding the Board of Directors' Annual Public Meetings for Fiscal Year 2026. The meetings will commence at 6:00 PM on the following dates and at the respective locations:

- Manhattan: Tuesday, March 24, 2026 at Harlem Hospital
- The Bronx: Tuesday, April 21, 2026 at Lincoln
- Brooklyn: Tuesday, May 19, 2026 at Woodhull
- Staten Island: Tuesday, June 16, 2026 at Sea View

VENDEX APPROVALS

Mr. Pagán noted there were no items on the agenda requiring Vendex approval. However, there are 16 items from previous Board meetings pending Vendex approval.

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

ACTION ITEM 6:

Mr. Pagán read the resolution

Electing Juliana Ekong, 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 for a five-year term or until their successor has been duly elected and qualified, or as otherwise provided in the MetroPlus Bylaws.
(Presented Directly to the Board: 02/26/2026)

Steven Cushman, Chief Counsel for MetroPlus Health Plan, Inc. noted that Dr. Ekong is an appointee of the NYC Health + Hospitals' President. Mr. Cushman shared brief highlights about Dr. Ekong's professional background, education and experience.

There being no questions, upon motion duly made and seconded, the Board unanimously approved the resolution.

ITEM 5 - PRESIDENT'S REPORT

NYC HEALTH + HOSPITALS ALUMNA ALINA MORAN, MPA, FACHE, FAB, APPOINTED CHIEF EXECUTIVE OFFICER OF ELMHURST HOSPITAL

Alina Moran, MPA, FACHE, FAB has been appointed Chief Executive Officer of NYC Health + Hospitals| Elmhurst. For Ms. Moran, this appointment marks a homecoming to the NYC Health + Hospitals where she once served as NYC Health + Hospitals| Elmhurst where she was Chief Financial Officer and CEO at NYC Health + Hospitals| Metropolitan. Her career with NYC Health + Hospitals has spanned over two decades, including roles as Assistant Vice President for Managed Care and Chief Patient Growth Officer. Most recently, Ms. Moran worked in California as a strategist at Samaritan, a digital health service for people experiencing homelessness, and as CEO of Dignity Health - California Hospital Medical Center.

SVETLANA LIPYANSKAYA, MPA, FACHE TO BE APPOINTED CEO OF MAIMONIDES HEALTH, PENDING FINAL APPROVAL OF PARTNERSHIP; MANJINDER KAUR, DNP, RN, NEA-BC, FACHE WILL BECOME THE CEO OF NYC HEALTH + HOSPITALS/ SOUTH BROOKLYN HEALTH

Svetlana Lipyanskaya, MPA, FACHE will be appointed as Chief Executive Officer of Maimonides Health, pending the formal approval of the partnership of the two health care Systems. Ms. Lipyanskaya is currently the CEO of NYC Health + Hospitals| South Brooklyn Health, a position she has held since 2020, and she serves on the leadership team charged with bringing the two health care systems together. Moving forward, she will spend more time at Maimonides to best understand the needs of its patients, staff, and the community.

In addition, Manjinder Kaur, DNP, RN, NEA-BC, FACHE, would become CEO at NYC Health + Hospitals| South Brooklyn Health. Dr. Kaur currently serves as the hospital's Chief Operating Officer and was previously Chief Nursing Officer. She has been at NYC Health + Hospitals since 2006. In her new role, Dr. Kaur will be the first nurse CEO of an NYC Health + Hospitals facility in recent history.

ACKNOWLEDGEMENT

Dr. Katz thanked Molly Wasow Park on behalf of the Board, for her service as a member of the NYC Health + Hospitals Board of Directors and her collaborative partnership with the System.

COMMITTEE AND SUBSIDIARY REPORTS

Mr. Pagán noted that the Committee and subsidiary reports were included in the e-materials provided for review and are being submitted into the record. Mr. Pagán 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 + Hospitals Corporation Board of Directors, the meeting was adjourned at 4:28 p.m.



Colicia Hercules
Corporate Secretary

COMMITTEE REPORTS

**Medical and Professional Affairs / Information Technology Committee-
February 9th, 2026**

As Reported by Dr. Vincent Calamia

Committee Members Present- José Pagán, Dr. Mitchell Katz, Dr. Vincent Calamia, Dr. Patricia Marthone.

Dr. Vincent Calamia, Chair of the Committee, called the meeting to order at 9:07AM.

Adoption of the minutes of the November 3rd, 2025 Medical and Professional Affairs/Information Technology Committee. Upon motion made, was seconded and approved.

Enterprise Clinical Operations Report

Sewit Teckie, MD Systems Chief Clinical Service Operations, Albina Shkolnik, Senior Director, and Wendy Wilcox, Chief Women's Health Officer, presented to the committee:

GME Strategic Program Growth and Resident Cap Awards Impact:

In 2021 and 2023, Congress authorized new Medicare-funded Graduate Medical Education positions through the Consolidated Appropriations Act to address national physician workforce shortages, with a focus on Health Professional Shortage Area hospitals.

Many NYC Health + Hospitals facilities qualify as HPSAs, positioning the System to compete successfully for these awards.

Over a four-year period (2023-2026), as a System we have secured 75 new Medicare-funded GME slots across multiple facilities and high-need specialties.

These awards are particularly meaningful because they are permanent. They allow us to expand ACGME-accredited residency and fellowship programs and, importantly, to do so under NYC Health + Hospitals sponsorship, strengthening our long-term academic and workforce infrastructure.

NYC Health + Hospitals operates one of the largest public Graduate Medical Education enterprises in the country, spanning 11 hospitals across the System. We support more than 2,900 trainees, including over 1,200 H+H sponsored trainees.

Across the enterprise, we oversee 349 GME programs, including 60 programs directly sponsored by H+H. Over time, the number of H+H-sponsored programs has significantly increased, and we will continue to expand strategically. Our training infrastructure includes 16 sponsoring institutions and 7 medical school partners.

Collectively, our GME enterprise generated \$592 million in Medicaid and Medicare revenue in FY25. We host one of the largest public GME enterprises in the United States.

Medicare-funded "cap slots" support resident and fellow training:

Medicare supports training through two funding streams:

Direct Medical Education, which covers resident salaries and educational cost and indirect Medical Education, which supports the higher cost of care in teaching hospitals. When we use the term cap, we're referring to the maximum number of resident and fellow full-time equivalent positions at a hospital that are eligible for Medicare GME funding.

Importantly, there is not a limit on how many trainees a hospital may have, but rather a limit on how many positions Medicare will fund.

Our strategy is to maximize both DGME and IME cap slots, because increasing the cap permanently increases federal funding and supports sustainable program growth.

Another important feature of cap slot is their flexibility. Once awarded, they can be shared between NYC Health + Hospitals facilities, and approved partner institutions.

The Board raised a question; what is the difference between direct and indirect GME)? Albina responded; Direct supports training salaries and education expenses, indirect covers higher cost of care in teaching hospitals, but not educational expense.

GME Slot awarded summary:

From FY2023 through FY2026, we've been awarded more than 70 permanent Medicare-funded GME slots across primary care, surgery, and high-need medical and behavioral health specialties. Over this four-year period, our largest investments have been in psychiatry with 19 slots, internal medicine with 17, and general surgery with 11, followed by primary care with 7, and targeted growth in emergency medicine and OB-GYN. These federal awards helped establish brand new develop brand new residency and fellowship programs.

Impact of Medicare-Funded GME Expansion:

The strategic impact of these awards is significant.

They support sustainable, long-term growth of our training programs with associated Federal funding. The CMS Section 126 and 4122 awards are permanent, meaning they provide lasting support for our GME enterprise. The FTEs are flexible and phased in over time, allowing us to scale responsibly and align growth with operational readiness. The success depends on collaborative, long-term planning across clinical, academic, and financial teams.

Select programs will continue to transition to NYC Health + Hospitals sponsorship, deliberately expanding our sponsored GME portfolio in a way that aligns with workforce needs, accreditation standards, and system priorities.

The Board raised a question; do you expect the awards to end? Dr. Teckie responded; their one more round of CMS slots that can be applied for, which we are actively applying for, the deadline is March currently being applied for. There is none announced future funding from the Government as of now, this is the last chance for now.

Additional mentioning/question raised by the Board;

- 1. one of the goals is to obtain a family practice residency, the understanding is until you have the residency you can't apply for slots. For clarity, could Slots be borrowed from other departments? And once the*

family practice residency is created we can use some slots to pay for it. Dr. Teckie explained the process; there is a surplus of IME slots across the System and they are shared throughout the facilities and new programs. Slots are also received from some partner and slots are also given to other facilities for exchange. There is a market place within these slots that are consolidated the market place internally so that we can grow internally. This has helped us maintain maximum funding and it helps us maintain sustainability.

2. *If we get a family practice started are there slots associate with that or do we have to borrow from our already approved slots? Dr. Teckie responded; slots can be borrowed, there are no slots assigned to that program because it's not ACMG accredited, these require that the program already be accredited. For family medical programs we are modeling that we are borrowing IME slots from the surplus that we currently have. We do not have surplus direct GME slots that can be borrowed from.*
3. *There is family medical practice residency within our partner groups, have we utilized their program? Dr. Long responded; on the family medicine side we are working with others that have a lot of experience with setting up programs, and on a good path to have a family medical residency program. Once it gets accredited we will be able to use the slots. Board question; is there a site that is being thought of currently? A discussion for the future. In interim medical training program only 1 out of 5 people will go into primary care. Interim Primary Care medical training programs 1 out of 3 will go into Primary Care, still 2 third don't. In family medicine almost, everyone goes into Primary Care. This is a great way for us to recruit Primary Care doctors.*
4. *Do we have any problems with recruitment, are we filling the slots? Dr. Teckie responded; we have success with filling the slots, people want to train in New York, and our programs are good training grounds. Because we are open to foreign grads, that helps us recruit from a diverse group of people. There has been no conversation of having problem filling slots.*
5. *Do we need additional faculty or will we be able to rearrange the faculty that we have to accommodate the additional slots? Dr. Teckie responded; every program has it required ratio of faculty to residents, if we haven't meant that ratio with that current faculty, then we do need to grow. There are some programs where a program director will be hired a year in advance of that program starting. In other setting a person is already identified who can serve as the program director to assure the program is up and running.*

PeriGen Vigilance Enterprise Fetal Monitoring Project:

PeriGen Vigilance is a fetal monitoring program, that will help to improved and provide safer care to the moms and babies. There are hidden threats in patient safety, that vary from team dynamics such as; hesitation to escalate, business, missing ques, fatigue and burnouts. Being aware of changes in the mom and signs that can happen to the fetal heart rate tracing, which can lead to outcomes that can affect the babies.

PeriGen Vigilance is a maternal-fetal early warning software system that will interact both with our existing Phillips interspace fetal heart rate monitoring system, as well as our Epic EMR. It is tools that is design to give visual alerts to the team to make it easier to recognize when maternal vital signs and or the fetal monitoring tracing is worsening.

There is a board, called the hub board that the whole clinical team can see in different spaces in the labor and birthing units that will indicate worrisome vital signs and keep everyone on alert on situations that need to be addressed.

Board raised a question; *is there someone that also sits at a station and monitor the board? Dr. Wilcox responded; There is a monitoring system where a group of highly specialized certified nurses, who specialize in fetal heart rate monitoring watch over the entire system and are able to communicate with teams on the floor. We are in stage 2 and have been implemented at all of our sites, a walk through was done with the vigilance team to see where all the monitors should be placed, and we are actively pursuing stage 3.*

There is a single patient view that is helpful for our nurses, what does this does is when they are in the room with the patient they see from a dual stand monitor, where one monitor keeps the EMR where they can actively document and the other monitor can have this single patient view. On the top of this screen you can see the fetal heart rate pattern and, in the middle, you can decide how long of a view you want to look, so at sign out you may want the 12-hour view to let the next shift know what has been going on for the last 12 hours. If you were worried about any portion of the tracing you can take that time line and break in down into smaller hours and look at individual sections.

This project had an extensive clinical leadership evaluation. There were 4 leading vendor fetal monitoring systems. All facilities were represented by physicians and nurses. PeriGen Vigilance was selected as the vendor, the Golive pilot is being done at North Central Bronx Hospital, the schedule will be implemented at the other facilities. The schedule will include timed learning sessions for the nursing teams and super users, and an education session with the provider teams.

Questions raised by the Board; *can you share the timeline from triage to when they get a fetal monitor on? Dr. Wilcox responded; there is a delay between Phillip and Vigilance, the Vigilance is reding from Phillips, that is the tracing of records. Patients are put on monitors when they enter triage room and assessed by the nurse. A few minutes after, tracing is going then PeriGen Vigilance. This will be in all the triage rooms, labor and birthing rooms, in the ORs rooms and the postpartum suites.*

Additional question raised; *if a patient has to be housed in a different area of the hospital are you able to have this technology applied once they get there? Dr. Wilcox responded; yes, there are mobile carts available that can tie into the Central system. Because of the way this is being implemented because of a over lay of Phillips, it has to have an actual computer assigned to it. IT is involved to ensure that this happens, the mobile cart will not only need the fetal heart monitor but a computer t go along with it. Special attention has been paid to the ER and ICU.*

Question raised; mobile is used anywhere in the hospital? Dr. Wilcox responded; those department are most likely where patients would be, Dr. Wilcox understood the board members concerned, the mobile cart would have to be moved to another area, would it work. Dr. Wilcox explained, this was discussed and the most likely area a patient would need monitoring off of the labor and delivery suites would be the Emergency Department and the Intensive Care unit. In the antipartum patients in some places are on the labor and delivery unit, and some are on the post-partum unit. In the postpartum design with implementation with PeriGen, the antipartum beds have been included to feed into the central hub in labor and delivery. The board raises a question; how does this system feed into Epic? Dr. Wilcox responded, the system of record is going to remain in Phillips and teleispace and Epic, this pulls information from Epic and Phillips but does not live permanently into the record, the colors don't go into Epic it pulls information from Epic. When an exam happens that will be entered into the flow sheet, that will pull flow sheet and give a prediction on how someone labor curve is going. Dr. Bouton explained the process; Phillips is where the info is looked, Epic is feeding the data, flow sheet is an Epic field on when patient is progressing, this is a visualization on what is happening in real time.

METROPLUS HEALTH PLAN, INC.

Dr. Sanjiv Shah, Chief Medical Officer, MetroPlus Health System, provided the following highlights:

Project Edge:

Project Edge is our business-driven core processing system modernization program. A Core Processing System is the engine every healthcare insurer users to pay claims, manage the network, as well as member's eligibility and access to care.

MetroPlus Health decided to pursue a CPS Transformation. They operate an antiquated claims system dating back more than 30 years, they process close to 9M claims a year using a legacy system which has difficulty supporting complex NY State requirements.

There is a need of a system that is more automation and flexibility offered through a modern platform is more efficient and will improve experience for our stakeholders (by reducing manual processes, errors, and effort associated with issue remediation, and more real time information. This is what Project Edge will deliver for MertoPlus.

The first plan that will go live is the HIV-SNP, it is a Medicaid line of business. This was chosen because it is smaller number, less business, has all the attribute of Medicaid, and has utilization management, complex care and disease management for a population living with HIV. The scope took a lot of time spent to outlining all the requirements of Medicaid, creating all the test case to be executed, resolving defects, and creating a readiness for the employees. They all had to be trained on the new system, and on the policy and procedures.

The Wave 1 go-live was possible because of the investment and commitment from leaders and contributors across the organization and our partners. Over 200,000 hours of effort was invested implementing Wave 1.

Medicare Adherence:

Medical Management team initiated an updated process to conduct more member centric outreach to ensure members pick up refilled medications, make appointments with providers when necessary for refills, address barriers to adherence and address any other questions members may have related to their adherence medications. Calls are conducted by Pharmacy Technicians to members, providers and pharmacies. YOY Member outreach calls for CY-2025 increased by 1,050%; 2400 vs. 500 vs. 230-member calls made in 2025, 2024, 2023, respectively. The outreach resulted in improvement in adherence from 2024 to 2025

HARP Withhold Quality Improvement:

The State has a focus on the health and recovery plan and decides who are eligible base on measure of serious mental and substance abuse. MetroPlus has about 13000 members who the State designated that are eligible. The State withholds 2% of the premium and if you do well in quality outcome they will return the premium back to you. It's a withhold mechanism that translate about 10 million dollars of funds that are help behind. They focus on both quality of care, 80 % of the score, as well as satisfaction of the membership. Quality of care measures include, Primary Care, HIV, Mental Health, and Substance Abuse.

The plans have 2 ways to points of each measure. If plan meets prior year 50th percentile for the measure, or if plan closes the gap between their prior year performance and the prior year 50th percentile by 10%. These Quality performance in the Behavioral Health domain drives overall withhold performance, as most of the medical measures are Pay-For-Report. The Plan achieved 100% withhold returned in Measurement Year 2023 (results shared in August of 2025).

Impact of RHIO:

HIE (Health Information Exchange) is a system enabling electronic sharing of health data among providers, payers, and patients to improve care continuity. The Statewide Health Information Network for New York (SHIN-NY) consists of eight regional HIEs, known as Qualified Entities (QEs).

RHIOs supports Care Coordination by integrating data from hospitals, labs, and clinics, to enhance care coordination and reduce medical errors. They also provide aggregated data for public health initiatives and research to improve population health outcome. MetroPlus partners with Healthix and the Bronx RHIO to provide, Admission-Discharge Transfer (ADT) alerts, and Continuity of Care Documents (CCD) data.

MetroPlus has been working with Healthix since 2022. They connect over 9000 facilities serving over 20 million patients across New York City and Long Island. Leveraged by MetroPlus for non-H+H Hospital sites across NYC excluding sites located in the Bronx. Bronx RHIO connects nearly 250 healthcare organizations across 1,000+ locations for integrated patient records.

The partnership has been instrumental around these critical transitions. MetroPlus leverages ADT alerts to initiate telephonic bridge visits for members discharged from emergency settings with a behavioral health diagnosis. These standalone bridge visits qualify as follow-up events, ensuring compliance with the Follow-Up After ED Visit for SUD and MH HEDIS measures.

The Board raised a question; when you look at ADT data, how is it different what H+H Hospital sees? Dr. Shah responded; on an ED visit that information comes directly to MetroPlus feeds that have been established with H+H. H+H participates the Healthix and the Bronx RHIO. They don't rely on that inform because they have established those linkages long standing. Healthix and RHIO help us with non-H+H, the admissions that occur at Bronx care, or SUNY Downstate, or Maimonides, all those come in through Healthix or the Bronx RHIO. In real time they come across the system and determine the discharge that has occurred and use that to determine the outreach to see where the patient is going to follow up after the ED visit for both substance abuse and mental health. There is no difference for hat is received currently from H+H, it strengthens the mechanism through the RIHO for non-H+H sites.

Question raised by the Board; Do we have staff that can react right away? Dr. Shah responded; H+H reacts without the plan, they can act with social workers in the ER, there is an initiative now to strength that connection in the ED before the person leaves. If this didn't happen, MetroPlus could reach out to the individual in realist time as possible.

Question raised by the Board; does patient have to give permission? Dr. Shah responded; When the patient enrolls with the plan, they allow for the plan to react on their behalf, there extra sensitivity to substance abuse. Once staff is alerted a patient is in the ED communication is started to see how they can help the patient with after care back into the community.

CHIEF INFORMATION OFFICER REPORT

Dr. Kim Mendez, Senior Vice President and Corporate Chief Information Officer, provided the following highlights:

Dr Kim Mendez highlighted significant organizational transitions and technological advancements aimed at improving patient engagement and operational efficiency. A primary administrative update included the introduction of Ammu Menon as the interim Chief Data and AI Officer following the departure of Divya Pathak. Mendez also reported the success of the enterprise-wide "Unprint" initiative, which has successfully reduced overall volume of printing and costs by 16% across the system, with central office achieving a 30% decrease in CY 2025.

Dr. Michael Bouton then continued the presentation which focused on the substantial impact of the System's digital health expansion in 2025, particularly through the use of SMS communication. Dr. Bouton reported that approximately one million patients confirmed their visits via text, while 100,000 cancellations allowed the System to better optimize clinician schedules. Furthermore, the "Fast Pass" pathway utilized text messaging to fill 13,000 appointment slots from waitlists. These efforts have resulted in a 6% lower no-show rate among patients who opt into text communications. The organization now boasts a MyChart activation rate that is 2% higher than the national Epic average and 7% higher than other safety-net systems, marking a significant ascent from the bottom quartile of national performance. In addition to engagement metrics, Dr. Bouton emphasized the commitment to language access by adding Wolof, Urdu, and Albanian to the MyChart platform. This expansion solidifies the System's position as a national leader in providing multilingual digital health tools.

A discussion that included Dr. Mitchell Katz, Dr. Ted Long, Dr. Natalia Cineas regarding the limitations imposed by current regulatory and privacy frameworks

on clinicians expressed frustration that HIPAA concerns and "double authentication" requirements often act as a barrier to communication, particularly for younger patients who find logging into a portal cumbersome compared to direct texting.

There was a consensus that NYC Health + Hospitals, as the nation's largest public health system, should take a proactive role in regulatory advocacy. Leadership plans to collaborate with legal teams to explore informed consent models that might allow for more direct text-based clinical communication. There is also an intent to engage with CMS and legislative bodies to modernize policies, ensuring that the drive for patient privacy does not inadvertently hinder the delivery of timely and effective medical care.

SYSTEM CHIEF NURSE EXECUTIVE REPORT

Natalia Cineas, DNP, System Chief Nurse Executive, Office of Patient Center Care, provided the following highlights.

Care Delivery and Daily Management:

completed the training for Care Delivery & Daily Management (CD) at Kings² county Hospital, where over a thousand nurses and support staff were trained, on communication, escalation, and back to basic of nursing practice. Central Office has launched a Breast Cancer Team.

Care Experience/Nursing Excellence:

This year there were over 500 nominees for the nursing excellence award, where 35 nurses. The keynote address was made by Ena Williams, PhD, MBA, RN, CENP, FAAN, FADLN, Chief Nurse Executive at Yale New Haven Health, who delivered an inspirational keynote on the importance of nursing excellence. She was also presented the Josephine Bolus Nursing Champion Award, by Mr. Michael Bolus.

As the nursing excellence journey is continued, all of the sites were encouraged to apply for the Beacon Award for Excellence from the American Association of Critical-Care Nurses (AACN), which is a prestigious, three-year designation. December 2025 Beacon Award Recipients:

- NYC Health + Hospitals/Queens - Beacon Gold (Initial) - NICU
- NYC Health + Hospitals/Metropolitan - Beacon Gold (Re-Designation) - ICU 9B
- NYC Health + Hospitals/Elmhurst - Beacon Silver (Re-Designation) - CCU
- NYC Health + Hospitals/Elmhurst - Beacon Silver (Re-Designation) - MICU
- NYC Health + Hospitals/South Brooklyn Health - Beacon Silver (Re-Designation) - SICU & MICU T7E

The staff of 9B, Metropolitan Hospital's Adult ICU, celebrate their third consecutive Beacon Award. This sustained recognition also places Metropolitan Hospital among only 24 ICUs nationally to earn consecutive Gold-level awards in 2024 and 2025 and one of just four in New York State. The Association of periOperative Registered Nurses (AORN's) Enhanced Recovery After Surgery (ERAS), another department to be proud of.

On December 23rd, NYC Health + Hospitals/Queens announced its designation as a Center of Excellence in Surgical Safety: Enhanced Recovery After Surgery (ERAS) by the Association of perioperative Registered Nurses (AORN). This recognition

honors Queens Hospital's as the very first facility nationwide to receive this designation.

Professional development is being promoted for the nurses, they deployed Nurse Builders at no cost to our nurses, resulting in over 4000 active users, studying for certification across the System.

The Behavioral Health Nursing Career Ladder, has eight support staff enrolled in Associate in Nursing degree was launched at La Guardia and Queen Bourough Community College. This is a grant that was received from Sloan Summerfield Foundation and a second Cohort is enrolling. These nurses will ultimately work at NYC Health + hospitals. A med surge career ladder was just launched as well. Nurse Residency Program (NRP) celebrates a major milestone: the launch of the 50th cohort, with total enrollment in this specialized, advanced training program now reaching 2800+ nurses. This milestone was celebrated with staff from the Mayor's Office Talent and Workforce Development, and New York Alliance for Careers in Healthcare (NYACH) were in attendance.

The Board commended Dr. Cineas excellent work with the nurses, and bringing them back to the basic.

There being no further business, the meeting was adjourned 10:06AM.



*Mitchell H. Katz, MD
NYC HEALTH + HOSPITALS - PRESIDENT AND CHIEF EXECUTIVE OFFICER
REPORT TO THE BOARD OF DIRECTORS
February 26, 2026*

NYC HEALTH + HOSPITALS ALUMNA ALINA MORAN, MPA, FACHE, FAB, APPOINTED CHIEF EXECUTIVE OFFICER OF ELMHURST HOSPITAL

Alina Moran, MPA, FACHE, FAB has been appointed Chief Executive Officer of NYC Health + Hospitals/Elmhurst. For Moran, this appointment marks a homecoming, both to the hospital where she once served as Chief Financial Officer and to the city where her story began. The daughter of Puerto Rican parents, she was born at NYC Health + Hospitals/Metropolitan, the very hospital she would later lead as CEO. Her career with the health care system has spanned over two decades, including roles as Assistant Vice President for Managed Care and Chief Patient Growth Officer. Most recently, Moran worked in California as a strategist at Samaritan, a digital health service for people experiencing homelessness, and as CEO of Dignity Health - California Hospital Medical Center. She started at Elmhurst Hospital on Monday, February 16.

SVETLANA LIPYANSKAYA, MPA, FACHE TO BE APPOINTED CEO OF MAIMONIDES HEALTH, PENDING FINAL APPROVAL OF PARTNERSHIP; MANJINDER KAUR, DNP, RN, NEA-BC, FACHE WILL BECOME THE CEO OF NYC HEALTH + HOSPITALS/ SOUTH BROOKLYN HEALTH

Svetlana Lipyanskaya, MPA, FACHE will be appointed as Chief Executive Officer of Maimonides Health, pending the formal approval of the partnership of the two health care systems. Lipyanskaya is currently the CEO of NYC Health + Hospitals/South Brooklyn Health, a position she has held since 2020, and she serves on the leadership team charged with bringing the two health care systems together. Moving forward, she will spend more time at Maimonides to best understand the needs of patients, staff, and the community.

In addition, Manjinder Kaur, DNP, RN, NEA-BC, FACHE, would become CEO at South Brooklyn Health. Dr. Kaur currently serves as the hospital's Chief Operating Officer and was previously Chief Nursing Officer. She has been at NYC Health + Hospitals since 2006. In her new role, Dr. Kaur will be the first nurse CEO of an NYC Health + Hospitals facility in recent history.

NYC HEALTH + HOSPITALS NAMED ONE OF THE TOP PLACES TO WORK IN HEALTHCARE BY BECKER'S HEALTHCARE

Becker's Healthcare recognized NYC Health + Hospitals as one of the 2026 Top Places to Work in Healthcare, underscoring the health care system's commitment to fostering an inclusive workplace culture, investing in its

workforce, and delivering high-quality care to more than one million New Yorkers annually. The list features 165 health care organizations across the country with outstanding performance in employee engagement, professional development, workplace culture, and innovation in care delivery. The designation reflects NYC Health + Hospitals' ongoing efforts to foster a supportive environment in which clinicians, administrators, and frontline staff are empowered to thrive and grow.

In recent years, the health care system has expanded employee training programs, strengthened pipeline partnerships, and enhanced workplace supports to recruit and retain top talent across clinical and non-clinical roles. These efforts have been critical in addressing healthcare national workforce shortages while maintaining high standards of care. The system has made significant investments in career pathways, leadership development, competitive benefits, and initiatives to support employee wellness and advancement.

NYC HEALTH + HOSPITALS LEADERS FEATURED IN HIGH-PROFILE PUBLICATIONS

Over the past couple of months, NYC Health + Hospital physicians and leaders have been quoted in leading national publications, including the New York Times, USA Today, and CNN. This is part of an effort of the Communications and Marketing Department to get health care system experts in the national dialogue. Recently, nutritionists from NYC Health + Hospitals/Bellevue and Woodhull were quoted in separate stories in the New York Times in its Wellness section talking about the value of fiber and other various foods. Dr. Rosy Thachil from NYC Health + Hospitals/Woodhull was on WPIX speaking about heart health for American Health Month. And just before the Olympics started, a dietitian at NYC Health + Hospitals/South Brooklyn Health was quoted in a story about athlete diets and food preparation.

KEEPING PATIENTS WARM DURING THE BLIZZARD OF 2026

Over the course of this historic Code Blue weather emergency and the late February blizzard, NYC Health + Hospitals activated warming centers at its hospital facilities and several community health centers across the five boroughs to ensure patients have a warm place to stay and are not discharged into unsafe conditions. Warming centers – most of which have provided overnight services from 7 p.m. to 7 a.m. – are open to New Yorkers in need and offer heated space, food and water, overnight staffing, social work support, and proactive connections to our Safety Net Clinics and long-term placements at Department of Homeless Services.

Since late January through February, the public health care system's warming centers have provided New Yorkers over 4,000 overnight stays, ensuring our most vulnerable neighbors can stay out of the cold in a warm, safe haven.

At the end of January, in response to the prolonged life-threatening cold temperatures, NYC Health + Hospitals also launched the Winter Access Relief & Medical (WARM) mobile outreach initiative to meet New Yorkers in need

where they are with life-saving care. WARM teams deployed in the Bronx, Brooklyn, Manhattan, and Queens have gone out in the field overnight to engage those in need and provide clinical care, cold weather supplies, warming resources on our vehicles, and transport to warming centers, hospitals, and shelter intake centers. This is the city's first emergency outreach initiative in response to extreme cold weather. Since the initiative began, WARM teams have provided over 7,700 engagements to vulnerable New Yorkers, including over 4,800 clinical discussions, and distributed valuable supplies to nearly 90% of those engaged, including blankets, warm clothing, socks, warm meals, and water. Every night our teams have encountered individuals in urgent medical distress – including severe hypothermia, asthma, and conditions related to cold weather exposure – and provided immediate care, preventing medical emergencies and deaths from dangerous winter conditions.

NYC HEALTH + HOSPITALS EMPLOYEE AND FACILITY RECOGNITIONS

MITCHELL KATZ, MD NAMED A FIFTY OVER FIFTY ICON BY CITY & STATE AND AARP NEW YORK

NYC Health + Hospitals President and CEO Mitchell Katz, MD was named a [Fifty Over Fifty Icon](#) by City & State and AARP New York. The awards honor leaders who have broken barriers, set the stage for future generations, and serve as an inspiration to anyone who wants to make a difference in the state. In an [interview for City & State's magazine](#), Dr. Katz discussed why he entered health care administration and leading New York City's public health care system through the COVID19 crisis. City & State is a media organization dedicated to covering New York's local and state politics and policy, and AARP New York is a nonprofit, nonpartisan organization that empowers people to choose how they live as they age.

MODERN HEALTHCARE NAMES TWO NYC HEALTH + HOSPITALS LEADERS TO PRESTIGIOUS "40 UNDER 40" LIST

NYC Care Executive Director and Physician Dr. Jonathan Jiménez and NYC Health + Hospitals/Elmhurst Cardiac Intensive Care Unit Director Dr. Rosy Thachil have been named to Modern Healthcare's 2026 "40 Under 40" list. Dr. Jiménez was born at NYC Health + Hospitals/Elmhurst and has dedicated his career to dismantling the barriers to high-quality health care access that immigrant New Yorkers face. He is recognized for his measurable, equity-driven impact at NYC Health + Hospitals and across the public health landscape, helping to grow the NYC Care program to over 130,000 members and supporting over one million primary care visits, a transformative milestone that has strengthened access to primary and preventive care for undocumented and low-income New Yorkers. Dr. Thachil decided to pursue cardiology in part because of her family's experience with heart attacks. Serving as Director of the Cardiac Intensive Care Unit (CICU) at NYC Health + Hospitals/Elmhurst, Dr. Thachil leads a multidisciplinary team in providing life-saving care to the most critically ill cardiac patients. Dr. Thachil is recognized for her commitment to excellence in clinical care, advocacy for gender equity in medicine, and advancing health care delivery through innovation. Established in 1976, Modern Healthcare is a prominent

publication focused on health care business and policy news, research and information.

CHRISTOPHER WILSON, MSN, RN, CNML, CENP, NEA-BC, APPOINTED CHIEF NURSING OFFICER NYC HEALTH + HOSPITALS/BELLEVUE

On Tuesday, February 24, NYC Health + Hospitals/Bellevue appointed Christopher G. Wilson, MSN, RN, CNML, CENP, NEA-BC, FACHE as Chief Nursing Officer. In his new position, Wilson will be responsible for the strategic, operational, and professional oversight of nursing practice across the hospital, ensuring the delivery of safe, high-quality, and equitable patient care. He joins Bellevue Hospital after his distinguished service as Chief Nursing Officer at NYC Health + Hospitals/Metropolitan, where he led transformative improvements in nursing practice, patient outcomes, and hospital operations.

[NYC HEALTH + HOSPITALS/ELMHURST APPOINTS DEVON BENNETT AS CHIEF NURSING OFFICER](#)

NYC Health + Hospitals/Elmhurst announced the appointment of Devon A. Bennett, MSN, RN, CENP, LSSGB as Chief Nursing Officer. In his new position at Elmhurst Hospital, one of the city's largest public hospitals, Bennett will oversee a staff of over 1,800 people, including Registered Nurses, Licensed Practical Nurses, Nurse Practitioners, and ancillary staff. Bennett previously served as Associate Chief Nursing Officer at SUNY Downstate Medical Center. In this capacity, he optimized patient throughput and revitalized staff engagement through a culture of transparency and shared purpose. He introduced the "START with HEART" initiative, a signature program that significantly enhanced patient experience and strengthened team cohesion. Bennett also served as Vice President and Chief Nursing Officer at Adventist HealthCare White Oak Medical Center. During his tenure, he guided more than 750 nursing professionals through the complexities of the COVID-19 pandemic. His role at Elmhurst Hospital began on February 2.

[FOUR NYC HEALTH + HOSPITALS CEOS NAMED TO 2026 "BROOKLYN POWER 100" LIST](#)

NYC Health + Hospitals/McKinney CEO Daveth Forbes-Thomas, NYC Health + Hospitals/South Brooklyn Health CEO Svetlana Lipyanskaya, NYC Health + Hospitals/Kings County CEO Sheldon McLeod, and NYC Health + Hospitals/Woodhull CEO Sandra Sneed were recognized by City & State New York in their "[Brooklyn Power 100](#)" list for 2026. The annual recognition list highlights accomplished leaders across a range of industries with significant political influence who have shaped the lives of New Yorkers in Brooklyn and beyond. Forbes-Thomas, Sneed, Lipyanskaya, and McLeod are celebrated as trailblazers who led their respective facilities through multiple crises, all while continuing to deliver quality health care and acting as trusted messengers for their community members. City & State is the premier media organization dedicated to covering New York's local and state politics and policy.

CITY & STATE NEW YORK RECOGNIZES LEADERS FROM NYC HEALTH + HOSPITALS AND METROPLUSHEALTH ON ITS 2026 "TRAILBLAZERS" LISTS

NYC Health + Hospitals/Bellevue Chief of Orthopedics Dr. Toni M. McLaurin and MetroPlusHealth Chief Growth Officer Roger Milliner are recognized on the list of distinguished individuals who have been named to City & State New York's annual "[Black Trailblazers](#)" list for 2026. This honor celebrates outstanding contributions to healthcare business, real estate, labor, social services, and advocacy. City & State New York is a media organization dedicated to covering New York's local and state politics and policy through in-depth, non-partisan coverage.

Additionally, NYC Health + Hospitals/Elmhurst Director of Oral and Maxillofacial Surgery Dr. Maryam Akbari and MetroPlusHealth Chief Medical Officer Dr. Sanjiv S. Shah have been named to City & State New York's annual "[Trailblazers in Health Care](#)" list for 2026. City & State New York annual Trailblazers list puts a spotlight on key figures in New York, including high-ranking elected officials, high-powered health care executives and effective advocates. City & State New York is a media organization dedicated to covering New York's local and state politics and policy through in-depth, non-partisan coverage.

NYC HEALTH + HOSPITALS/JACOBI | NORTH CENTRAL BRONX APPOINTS GRACE HYUN, MD AS CHIEF OF UROLOGY AND NASSIR MANSOUR, MD AS CHIEF OF NEUROSURGERY

NYC Health + Hospitals/Jacobi | North Central Bronx announced the appointments of Grace Hyun, MD as Chief of Urology and Nassir Mansour, MD as Chief of Neurosurgery. Dr. Hyun succeeds Dr. Judy Siegel, and Dr. Mansour enters the role after Dr. Nrupen Baxi's service as Acting Director of Neurosurgery. Both appointments became effective on January 1.

Dr. Hyun joins Jacobi and North Central Bronx Hospitals from NYU Langone, where she served as the Director of Pediatric Urology and held the academic rank of Associate Professor. A graduate of Cornell University Medical College, Dr. Hyun completed her Urology residency at Columbia University, followed by a fellowship in Pediatric Urology at the Children's Hospital of Philadelphia. In addition to her publications in both pediatric and general urology, she is an acclaimed educator who has received multiple teaching awards. Dr. Hyun is nationally recognized as a leader in her field, serving on numerous regional and national committees, in addition to being named "Top Doctor" by Castle Connolly and "Best Doctor" by New York Magazine consistently for over a decade.

Dr. Mansour most recently served as Chief of Neurosurgery at Wyckoff Heights Medical Center and previously served as Director of Neurosurgery at Mount Carmel Healthcare in Columbus, Ohio. He earned his medical degree from Omdurman Islamic University in Sudan and completed a General Surgery residency at the Royal College of Surgeons in Ireland before his Neurological residency at the University of Chicago. He further specialized by completing a Skull Base Fellowship at Indiana University, and as a dedicated researcher, Dr. Mansour has published and presented extensive research studying gliomas. Dr. Mansour's philosophy is to "always put my

patients first and treat them the same way I want my family to be treated," bringing a patient-centered approach to the surgical team.

HEALTH CARE SYSTEM AND FACILITY ANNOUNCEMENTS

MAYOR MAMDANI JOINS NYC HEALTH + HOSPITALS TO PROMOTE FREE TAX PREPARATION SERVICES FOR NEW YORKERS

Mayor Mamdani joined the Department of Consumer and Worker Protection (DCWP), NYC Health + Hospitals, and MetroPlusHealth to kick off the 2026 tax season by announcing free, in-person and virtual tax preparation services for New Yorkers as part of DCWP's [NYC Free Tax Prep](#) initiative. Last year 110,000 returns were completed through NYC Free Tax Prep, saving New Yorkers an average of \$346 in tax preparation fees per return and approximately \$38.2 million citywide. This year, the administration is focused on pairing the free tax preparation program with compliance in the paid tax preparer industry to protect all New Yorkers from unfair fees, sketchy loan products, and other deceptive corporate activity. This will include a citywide sweep of paid tax preparer locations to ensure they are following the law, as well as compliance notices warning paid tax preparers of the City's ban on illegal overcharging and hidden fees.

NYC'S AWARD-WINNING NURSING HOMES FEATURED IN NEW EPISODE OF NYC HEALTH + HOSPITALS PODCAST THE REMEDY

NYC Health + Hospitals released a new episode of its podcast, The Remedy, featuring leaders and health care providers from the nation's largest municipal health care system. *Season 3 Episode 2: Inside NYC's Award-Winning Nursing Homes* covers the often-overlooked world of post-acute care. In this episode, host Dr. Michael Shen sits down with leaders Dr. Khoi Luong, Marian McNamara, and Marisol Arroyo to explore how dedicated nursing, quality improvements, and an unwavering commitment to personalized care transformed five facilities – NYC Health + Hospitals/Carter, Coler, Gouverneur, McKinney and Sea View. The five facilities all consistently earn four- and five-star ratings from the US Centers for Medicare & Medicaid Services (CMS) and have been ranked as New York's best nursing homes by *US News & World Report* and *Newsweek*. From advanced dementia programs and traumatic brain injury rehab to environmental sustainability and culturally diverse cuisine, this episode spotlights the people and programs behind New York's best nursing homes. *Season 3 Episode 2: Inside NYC's Award-Winning Nursing Homes* is available now on Apple Podcasts, Spotify, iHeartRadio and other podcast platforms

NYC HEALTH + HOSPITALS/HARLEM OPENS \$10 MILLION STATE-OF-THE-ART ORTHOPEDIC AND PODIATRY CLINIC

NYC Health + Hospitals/Harlem opened a new \$10 million Orthopedic and Podiatry Clinic, designed specifically to meet the complex needs of orthopedic and podiatry patients, expanding access to coordinated, high-quality musculoskeletal care in the Harlem community. Located at 506 Lenox Avenue, the redesigned space was thoughtfully built with patient mobility, safety, and comfort at the forefront. Features include 9 all-new exam rooms equipped with high-low exam tables, including bariatric exam tables,

ergonomic provider workstations within exam rooms, and a waiting area with higher-seated chairs to allow patients to sit and stand comfortably.

The clinic also includes a dedicated cast room, medication room, and a centralized triage area with outfitting space and stools to enhance patient flow and care coordination. A provider documentation center supports real-time clinical collaboration while maintaining focus on patient interaction. To enhance convenience and continuity of care, the new clinic offers co-located onsite radiology services, reducing the need for patients to travel for imaging. The clinic also partners with an onsite prosthetics and orthotics vendor, allowing patients to receive evaluation, fitting, and support in one location.

NYC HEALTH + HOSPITALS/JACOBI | NORTH CENTRAL BRONX UNVEILS \$2 MILLION UPGRADED MRI SUITE AT NORTH CENTRAL BRONX CAMPUS

NYC Health + Hospitals/Jacobi | North Central Bronx unveiled a new \$2 million MRI suite at the North Central Bronx campus with renovated rooms and upgraded MRI machines. The new [Canon Vantage Orian Encore](#) MRI machines offer faster scan times while delivering clearer, more distinct images, which will boost diagnostic functions and reduce wait time for patients. To improve the patient's comfort, the system uses a video projection to help relax patients with a calming, virtual experience as well as technology that reduces scanner noise to improve the patient experience. The upgrade is funded with support from Bronx Borough President Vanessa Gibson.

NYC HEALTH + HOSPITALS/BELLEVUE HOSTS JAPAN INSTITUTE FOR HEALTH SECURITY FOR GLOBAL SPECIAL PATHOGEN PREPAREDNESS TRAINING EXCHANGE

NYC Health + Hospitals/Bellevue welcomed three delegates from the Disease Control and Prevention Center (DCC), National Center for Global Health and Medicine (NCGM), part of the Japan Institute for Health Security (JIHS) for an immersive special pathogens training exchange. The visit builds on a Memorandum of Understanding and the shared commitment between the institutions to strengthen global readiness for high-consequence infectious disease (HCID) outbreaks through coordinated trainings, best practices, and global collaboration.

During the visit, the delegation participated in immersive training sessions and discussions with Bellevue's Special Pathogens Program team focused on special pathogen patient care, high-level isolation unit operations, and personal protective equipment protocols. The delegation also visited NYC Health + Hospitals/Lincoln to observe a training led by the NYC Health + Hospitals Systemwide Special Pathogen Program.

NYC HEALTH + HOSPITALS STUDY SHOWS ELECTRONIC MEDICAL RECORD-BASED TOOLS AND PROVIDER TRAINING EXPANDED ACCESS TO HIV PREVENTION MEDICATION

The health care system announced the results of a study conducted by its Population Health team that highlights how leveraging electronic medical record (EMR) tools, clinical decision supports, provider training, and patient education has helped expand the access to and use of pre-exposure prophylaxis (PrEP) medication for HIV prevention for patients across the

city's public health care system. The study demonstrates how the development and implementation of new EMR tools and provider training helped eliminate barriers to patient access and streamlined the identification, discussion, and prescription of PrEP. As a result, NYC Health + Hospitals observed a three-fold increase in patients' uptake of PrEP medication. This progress builds on the public health care system's proud legacy of leadership in HIV prevention, care, and treatment and efforts to address health inequities that have historically limited access to PrEP, including for populations most impacted by the HIV epidemic.

NYC HEALTH + HOSPITALS/CARTER OFFERS NEW TEST TO DIAGNOSE SWALLOWING DISORDER

NYC Health + Hospitals/Carter announced it will offer Flexible Endoscopic Evaluation of Swallowing (FEES) to diagnose dysphagia, a swallowing disorder affecting 1 in 25 adults in the United States, according to the [American Speech-Language-Hearing Association](#). In 2025, over 300 patients in Carter's Long-Term Acute Care Hospital and another 100 patients across the system's Post-Acute Care facilities had a dysphagia diagnosis. Dysphagia can be a symptom of several conditions, including amyotrophic lateral sclerosis (ALS), Parkinson's disease, stroke, head and neck cancer, traumatic brain injury, and respiratory failure. For patients who require a tracheostomy and a ventilator, safe initiation of an oral diet is not possible without a swallowing test given the high risk for silent aspiration, when food or drink enters the airway without triggering any symptoms such as a cough. Access to in-house FEES testing in the Skilled Nursing Facility and Long-Term Acute Care Hospital settings is important for resident and patient quality of life, safety, and improving clinical outcomes. Carter administers the test onsite at the patient's bedside which allows the assessment of swallowing without the use X-rays making it more convenient and efficient. The bedside evaluation also avoids unnecessary transport to the hospital and reduces the risk of infection.

NYC HEALTH + HOSPITALS/BELLEVUE AWARDED \$100,000 TO STRENGTHEN REGIONAL EMERGENCY PREPAREDNESS THROUGH VIRTUAL LEARNING NETWORKS

NYC Health + Hospitals/Bellevue announced it was awarded \$100,000 to support the development and implementation of an Extension for Community Healthcare Outcomes (ECHO) program for emergency preparedness. The funding is provided by the University of New Mexico, which received a grant from the Robert Wood Johnson Foundation to build regional, case-based virtual learning networks that strengthen infectious disease and all-hazards emergency preparedness and response across the region. The award for Bellevue Hospital will provide support for training across U.S. Department of Health and Human Services (HHS) Region 2, which includes New York, New Jersey, Puerto Rico, and the U.S. Virgin Islands.

NYC HEALTH + HOSPITALS/KINGS COUNTY OPENS NEW ADVOCACY, CARE, AND ENGAGEMENT (ACE) CENTER TO PROVIDE SPECIALIZED, TRAUMA-INFORMED CARE FOR CHILDREN AT RISK OF ABUSE AND NEGLECT

NYC Health + Hospitals/Kings County opened an Advocacy, Care, and Engagement (ACE) Center, a new clinical practice dedicated to the

evaluation, treatment, prevention, and education surrounding child abuse and neglect.

The ACE Center provides specialized, evidence-based medical evaluations and a coordinated systems response for children who are suspected victims of physical abuse, sexual abuse, or neglect. By integrating medical, behavioral health, and social services, the Center aims to identify child maltreatment early, diagnose it accurately, and deliver compassionate, trauma-informed care to children and families during highly stressful situations.

In addition to direct patient care, the ACE Center is committed to education and prevention. The team will work closely with families, medical providers, and community organizations to strengthen understanding of how to recognize, respond to, and prevent child abuse and neglect. This approach aligns with New York State's evolving culture around mandated reporting, including the New York State Office of Children and Family Services' updated guidance emphasizing that families can be supported without automatically resorting to reporting.

FROM SILENCE TO SUCCESS: BRONX FAMILIES OVERCOME BARRIERS WITH SUPPORT FROM COMMUNITY HEALTH WORKERS

Two Bronx families – one from Ecuador and one from Togo – found life-changing support for their young children with speech and developmental delays, thanks to the persistence of NYC Health + Hospitals/North Central Bronx Community Health Workers (CHWs).

Four-year-old Mateo arrived from Ecuador, unable to speak, relying only on gestures. The CHWs spent seven months navigating obstacles until he began receiving speech and occupational therapy twice a week. Today, Mateo is happy, verbal, and thriving in preschool. His mother showed appreciation.

Similarly, Koffi, a five-year-old boy from Togo, could not hold a spoon or pencil and struggled to speak after his family entered the shelter system. Over three years, the CHWs, escorted the family to appointments, and overcame missed evaluations and language barriers. A turning point happened when one of the CHWs who was fluent in French, began accompanying the family to visits that finally led to consistent speech therapy and special education support. The child now attends kindergarten and after-school programs while his family lives stably in the Bronx.

NYC HEALTH + HOSPITALS/JACOBI CELEBRATES 100TH CASE USING ION ROBOTIC-ASSISTED BRONCHOSCOPY

NYC Health + Hospitals/Jacobi announced its 100th case using Ion robotic-assisted bronchoscopy to identify early-stage lung cancer. This technology gives doctors faster, more precise results so a treatment plan can begin as soon as possible. A typical biopsy can take up to 4 months, while the Ion robotic system can diagnose in as little as one month. The minimally invasive procedure allows doctors to access small or hard-to-reach nodules in the lungs by navigating a natural airway with a flexible catheter. Jacobi Hospital is one of the few centers in the region using the Ion

robotic bronchoscopy platform for biopsies and diagnosis. Patients who receive a lung cancer diagnosis after their biopsy may undergo minimally invasive surgery using the Da Vinci robot to remove small nodules with minimal complications.

NYC HEALTH + HOSPITALS/KINGS COUNTY LAUNCHES KINGS CARES PROGRAM FOR SURVIVORS OF DOMESTIC AND GENDER-BASED VIOLENCE

NYC Health + Hospitals/Kings County launched the Kings CARES program for survivors of domestic and gender-based violence. Patients who arrive at the hospital with trauma from sexual assault and domestic violence are already treated by a dedicated team in the emergency department, called the Sexual Assault Response Team. For the first time, the Kings CARES practice will ensure all of their follow-up care is centralized in one place, overseen by a dedicated team who has received specialized training for serving this population through the hospital's Clinical Forensic Medicine Fellowship.

Follow-up care for survivors of domestic and gender-based violence can include obstetric and gynecologic care, behavioral health care, and neurologic care for patients who experienced traumatic brain injuries. In addition to clinical care, the Kings CARES team provides survivors with comprehensive forensic and social support, including injury documentation and direct connections to financial assistance, insurance, and housing resources, including the city's domestic violence shelters. Through partnerships with New York City's five District Attorney's offices and the NYC Family Justice Centers, survivors are seamlessly connected to free, confidential services for victims of domestic and gender-based violence.

NYC's Award-Winning Nursing Homes Featured in New Episode of NYC Health + Hospitals Podcast *The Remedy*

NYC Health + Hospitals released a new episode of its podcast, [The Remedy](#), featuring leaders and health care providers from the nation's largest municipal health care system. Season 3 Episode 2: Inside NYC's Award-Winning Nursing Homes covers the often-overlooked world of post-acute care. In this episode, host Dr. Michael Shen sits down with leaders Dr. Khoi Luong, Marian McNamara, and Marisol Arroyo to explore how dedicated nursing, quality improvements, and an unwavering commitment to personalized care transformed five facilities – NYC Health + Hospitals/Carter, Coler, Gouverneur, McKinney and Sea View.

SISTERS WELCOME BABIES HOURS APART AT NYC HEALTH + HOSPITALS/NORTH CENTRAL BRONX

In a remarkable coincidence, sisters Jenny Aguilar and Wendy Aguilar gave birth to healthy babies just hours apart at NYC Health + Hospitals/North Central Bronx. Wendy Aguilar, a barista, discovered her pregnancy just two days after her sister Jenny shared the news. The sisters supported each other throughout their pregnancies, frequently visiting each other's homes to talk and satisfy cravings together. Jenny was the first to arrive at the hospital for an induction, delivering her daughter, Leilani Celeste, at 1:41 a.m., weighing 8 pounds, 9 ounces, and measuring 20 inches. Just hours

later, at 8:38 a.m., Wendy welcomed her son Nicholas Valentine, weighing 12 pounds, 13.7 ounces, and measuring 18.5 inches. North Central Bronx Hospital accommodated the sisters by placing them in adjacent rooms, making it easier for family members to visit both new mothers. The Aguilar sisters' story reflects the hospital's multigenerational legacy of care.

ARTS IN MEDICINE UPDATE

CREATIVE ARTS THERAPY AT RIKERS ISLAND FEATURED IN NEW EPISODE OF NYC HEALTH + HOSPITALS PODCAST, THE REMEDY

NYC Health + Hospitals released a new episode of its podcast, *The Remedy*, featuring leaders and health care providers from the nation's largest municipal health care system. Season 3 Episode 1: Healing Through Art: Creative Therapies at Rikers Island covers NYC Health + Hospitals/Correctional Health Services' (CHS) Creative Arts Therapy program, the oldest and largest jail-based arts therapy program in the nation. In this episode of *The Remedy*, Dr. Michael Shen sits down with Dr. Barbara Bethea, the program's director, and music therapist Jeff Angell to explore how poetry, music, dance, and drama are providing individuals detained at Rikers with new language for hope, self-discovery, and healing. They discuss how arts interventions engage CHS' patients, recreate a music therapy session, and reflect on the program's impact, from the dayrooms at Rikers Island to the stage at Carnegie Hall.

VISUAL DIALOGUE: STORIES FROM PATIENTS, CAREGIVERS AND ARTMAKERS

A special gathering was held at the Laurie M. Tisch Illumination Fund, which celebrated and featured voices of hospital patients, healthcare staff, and administrators who have participated in The Creative Center's Hospital Artist-in-Residence Program.

ARTWORK INSTALLED AT NYC HEALTH + HOSPITALS/HARLEM ORTHOPEDICS

Five works have been installed at NYC Health + Hospitals/Harlem's new Orthopedic Center, intentionally selected with care to enhance the environment and welcome patients. The selections include works by several renowned artists including; Dody Müller, Rolf Rafflewski, and Buruch Himmelstein - all a part of the Arts in Medicine visual collection.

METROPLUSHEALTH UPDATE

INTEGRATED PARTNERSHIP ADVANCES BEHAVIORAL HEALTH ACCESS AND EQUITY

MetroPlusHealth's close integration with NYC Health + Hospitals and the NYC Mayor's office continues to drive meaningful improvements in behavioral health access for New Yorkers. Behavioral health remains a top priority for City leadership, NYC Health + Hospitals, and MetroPlusHealth alike. The shared commitment enables a unified public-sector strategy that expands access, strengthens continuity, and addresses entrenched inequities, particularly for vulnerable youth and young adults. This coordinated

approach directly aligns with the City's youth mental health agenda, including the administration's focus on improving behavioral health access during the transition to adulthood and addressing disparities highlighted in the City's *2024 State of Mental Health* report.

A powerful recent example of this integrated partnership is the launch of the *Elevate You* clinics at NYC Health + Hospitals/Woodhull and NYC Health + Hospitals/Queens. Designed collaboratively with NYC Health + Hospitals and supported through MetroPlusHealth investment, *Elevate You* represents a new model of care for adolescents and young adults transitioning from pediatric to adult behavioral health services—one of the system's most critical gaps. MetroPlusHealth data show that nearly 90% of youth disengage from their mental health care provider after age 21, often resulting in increased emergency department use, escalation of untreated conditions, and a breakdown in continuity of care. *Elevate You* directly tackles this gap by providing age-appropriate, coordinated, and integrated services within trusted NYC Health + Hospitals care environments.

Beyond behavioral health treatment, the clinics provide a Whole Health Support model that includes coordination of physical health services, reproductive care, and preventive health services. They also offer Life Skills and Goals programming, vocational and educational support designed to help youth pursue college, careers, and independence. To maintain sustained engagement, the model incorporates Smart Outreach Tools, such as communication platforms tailored to teen and young adult preferences, helping them stay connected to their care teams. This initiative clearly demonstrates how aligned priorities between the health plan, the delivery system, and City leadership can drive better outcomes. By embedding integrated behavioral health and primary care within NYC Health + Hospitals facilities, members experience more coordinated transitions, fewer handoffs, and more consistent engagement during a period of heightened vulnerability.

The Care Crunch Index shows that while many New Yorkers said that they understand how health insurance works, far fewer were confident about when they can change their coverage.

Open enrollment knowledge was lowest among younger, lower income and less educated New Yorkers.

EXTERNAL AFFAIRS UPDATE

City

On February 10, 2026 NYC Health + Hospitals was invited to participate in Q&A in the City Council Hearing "Protecting Lives in the Cold: Oversight of NYC's Code Blue Operations." Dr. Ted Long, SVP of Ambulatory Care and Population Health participated in Q&A.

The Mayor released the Preliminary Budget on February 17, 2026, totaling at \$127 billion. This includes opportunities to enhance our mobile units and embark on capital projects. NYC Health + Hospitals will be testifying in its Preliminary Budget Hearing on March 20, 2026.

State

The Albany budget season is in full swing. Last week, the Governor proposed 30-day amendments to her a \$260 billion all funds budget for State Fiscal Year (SFY) 2026-27, which begins April 1, 2026. Of note of the new funding added, the Governor announced an additional \$1.5 billion for NYC over the next two years to help address the City's deficit. Also, she added approximately \$1 billion for the healthcare stability fund (HSF) to reflect the recent federal announcement that the NYS managed care organization (MCO) tax collection would be extended until December 2026. This federal action provided an additional 3 quarters of collections to be deposited in the HSF. Further, the 30-day amendments provide additional funding for health centers, now totaling \$120 million in all funds. We appreciate these opportunities.

As the budget process proceeds, we will continue advocating for support of NYC Health + Hospitals and the patients and communities we serve. We are grateful our partners in the State legislature who understand the critical role our safety net system plays. We also appreciate our Community Advisory Boards for their support in these important efforts.

Federal

After extensive Federal advocacy, we were relieved to see the 2-year DSH cut elimination and telehealth expansion in the Fiscal Year 2026 spending package signed into law last month. Our top advocacy priority now remains delaying the harmful changes to the Essential Plan and Premium Tax Credit eligibility changes enacted as part of HR1. Looking forward, we are focused on Fiscal Year 2027 appropriations, including Community Project Funding/Congressionally Directed Spending funding.

Community Affairs

The Council of CABs met on February 3, 2026, and discussed the activation of warming centers at NYC Health + Hospitals facilities in response to extreme cold temperatures. CAB Chairs discussed strategies to raise community awareness of the centers and ensure access for individuals in need.

The CABs also received a New York State budget briefing via Webex from Michelle DiBacco outlining NYC Health + Hospitals advocacy priorities. The CABs are convening advocacy meetings and legislative forums to communicate these priorities from their communities' perspectives and engage elected officials.

The Community Affairs team continues to meet with both hospital staff and auxiliary boards to maintain compliance with NYC Health + Hospitals Operating Procedures and foster a positive relationship between facilities and auxiliaries. We've met with the board of Auxiliary to Bellevue and Children to Bellevue, and the leadership at NYC Health + Hospitals/Carter, NYC Health + Hospitals/Metropolitan, and NYC Health + Hospitals/Woodhull.

NEWS FROM AROUND THE SYSTEM

- [CNN](#): US Olympic Committee remains 'dialed in' to prevent spread of stomach illness at Winter Games

- [NY1](#): Vitamin D Deficiency in Winter
- [New York Times](#): Here's What a Warm Night Looks Like for Homeless New Yorkers
- [Modern Healthcare](#): Dr. Jonathan Jimenez and Dr. Rosy Thachil on 40 Under 40 2026 List
- [The Bronx Daily](#): Creative Arts Therapy At Rikers Island
- [City & State New York](#): The 2026 Brooklyn Power 100
- [City & State NY](#): Mamdani names Lisa Scott-McKenzie aging commissioner
- [News12 Bronx](#): NYC Health + Hospitals warming centers are up and running to help New Yorkers
- [Becker's Hospital Review](#): NYC Health + Hospitals/Elmhurst names CEO
- [City Limits](#): Opinion: Shifting from Punitive Discipline to Preventative Care in NYC Public Schools
- [City & State NY](#): Dr. Mitchell Katz on Fifty Over Fifty List
- [Healthbeat](#): NYC infectious disease experts prep for World Cup as 'huge global migration event' with 1.2M visitors
- [BK Reader](#): Kings County Hospital Opens Center to Treat Child Abuse And Trauma
- [Becker's Hospital Review](#): NYC Health + Hospitals/Elmhurst taps chief nurse
- [News12 Bronx](#): North Central Bronx Hospital
- [PIX11](#): American Heart Month: What women need to know
- [SiLive.com](#) : City opens warming centers on Staten Island as deadly cold continues
- [WNYC](#): Interview with Dr. Ted Long on Dangers of Cold Weather and City Response
- [Becker's](#): 50 ACOs to Know (NYC Health + Hospitals mentioned)
- [ABC 7](#): Mayor Mamdani joins DCWP and NYC Health + Hospitals to launch free tax prep services for New Yorkers
- [Norwood News](#): NCB Appoints Dr. Sheba Thomas as NCB's Deputy Chief Nursing Officer
- [Becker's Hospital Review](#): Andrew B. Wallach, Health + Hospitals/Bellevue discusses how health systems can better support and sustain the workforce.
- [World News](#): City & State New York Recognizes Two Leaders From NYC Health + Hospitals And MetroPlusHealth On 2026 "Trailblazers in Healthcare" List (New York City Health and Hospitals Corporation)
- [Brooklyn Daily Eagle](#): Bellevue leads in pathogen-response training in advance of World Cup
- [QNS](#): Three NYC Health + Hospitals locations awarded for outstanding care to patients with high-consequence infectious diseases
- [Becker's Hospital Review](#): Hospitals awarded new Medicare-funded residency slots: A breakdown
- [Fierce Healthcare](#): Akido Labs, partners launch AI-powered street medicine program in Bay Area
- [TIME](#) : Here's how compression socks actually work
- [Becker's Hospital Review](#): NYC Health + Hospitals expands physician training with 75 new residency positions

- [Becker's Hospital Review](#): NYC Health + Hospitals launches outbreak tracking map for clinicians
- [Bronx Times](#): NYC Health + Hospitals expands maternal care programs at Bronx campuses
- [Voz Hispana News](#): NYC Health + Hospitals Establishes Program to Expand Comprehensive and Collaborative Care for Women Suffering from Endometriosis and Chronic Pelvic Pain
- [Roosevelt Islander](#): Nataliya Yakoleva Appointed New Chief Executive Officer of NY Health + Hospitals Coler Rehab & Nursing Facility On Roosevelt Island
- [Becker's Hospital Review](#): 274 hospital and health system CNOs to know | 2025
- [Brooklyn Daily Eagle](#): Health + Hospitals/Kings County adopts new method of cancer-related lymphedema detection
- [Brooklyn Paper](#): 'Therapy for the Soul': Woodhull Medical Center unveils first-of-its-kind systemwide mural
- [Norwood News](#): NYC North Central Bronx & Jacobi Medical Center Welcome First Babies of the New Year
- [McKnight's Long Term Care](#): Yakovleva named CEO of one of nation's largest nursing homes

Informational Item: Overview of January 2027 Financial Plan

- James Cassidy, Assistant Vice President, Finance
- Clifford Chen, Director, Finance

January 2027 Financial Plan

	<u>FY26</u>	<u>FY27</u>	<u>FY28</u>	<u>FY29</u>	<u>FY30</u>
TOTAL REVENUES	13,258.8	12,923.4	12,915.1	12,967.5	13,068.7
TOTAL EXPENSES	12,918.1	12,758.8	13,114.0	13,300.3	13,526.2
INCOME/(LOSS)	340.6	164.6	(198.9)	(332.8)	(457.5)
<u>CLOSING CASH BALANCE</u>	<u>990.5</u>	<u>1,155.1</u>	<u>956.2</u>	<u>623.4</u>	<u>165.9</u>

- The City, in conjunction with H+H, released our FY27 January financial plan in March. The plan reflects baseline expense and revenue re-estimates, while also incorporating the Average Commercial Rate (ACR) State Directed Payment (SDP) and impacts of H.R. 1 (federal reconciliation bill).
- The system projects a positive operating income of \$341M in FY26, an improvement of \$364M from our most recently released cash plan. This performance is primarily due to the anticipated receipt of the ACR SDP, a more advantageous supplemental Medicaid revenue stream compared to our previously received UPL Conversion SDP.
 - H+H is receiving a substantial benefit from the ACR SDP, especially in the early years of the plan both due to retroactive cash timing and the generosity of the rate add-on. The plan replaces \$7.3B of UPL Conversion revenue with \$11.6B of ACR revenue.
- The system projects a positive operating income in FY27 before showing losses in the remaining out years. However, aggregate income/loss through FY29 versus the previous financial plan has improved by over \$500M thanks to our proactive efforts, including in the continued implementation of internal Strategic Initiatives.
- H.R. 1 has a significant negative impact on H+H's patient population and revenue. The ACR SDP benefit will shrink over time as H.R. 1 provisions gradually reduce rates towards Medicare reimbursement levels and cause patients to lose Medicaid coverage. As a result of coverage reductions, patient care losses are projected to ramp up through FY28 to over \$600M annually, prior to factoring in the partial offset of revenue from shifts to other payor and funding options.

NYC Health + Hospitals
FY 2027 January Financial Plan
 Cash Basis
 (in \$000,000s)

	Projected 2026	Projected 2027	Projected 2028	Projected 2029	Projected 2030
PERATING REVENUES					
<u>Third Party Revenue</u>					
Medicaid	2,840.8	2,723.0	2,685.7	2,701.1	2,716.7
Medicare	1,980.3	2,009.0	2,049.1	2,090.1	2,131.9
Other	1,235.8	1,040.2	939.3	956.5	974.1
Supplemental Medicaid	573.1	902.8	1,064.1	1,267.1	1,943.1
Disproportionate Share Hospital (DSH)	43.3	58.4	219.7	803.0	1,479.0
Other Supplemental Payments	529.8	844.4	844.4	464.0	464.0
Subtotal: Third Party Revenue	6,630.1	6,675.0	6,738.3	7,014.8	7,765.8
<u>Other Revenue</u>					
City Services	2,286.3	1,739.2	1,776.5	1,777.1	1,777.2
Grants and Other	1,433.7	1,262.9	1,278.4	1,294.2	1,310.2
Subtotal: Other Revenue	3,720.0	3,002.1	3,054.9	3,071.3	3,087.4
<u>Strategic Initiatives</u>					
Supplemental Medicaid Programs	2,466.7	2,791.0	2,653.1	2,398.4	1,718.1
Revenue Cycle and Managed Care	286.0	294.6	303.4	312.5	321.9
Service Line Improvements	44.0	45.3	46.7	48.1	49.5
Value-Based Payments	62.0	63.9	65.8	67.7	69.8
Growth	50.0	51.5	53.0	54.6	56.3
Subtotal: Strategic Initiatives	2,908.7	3,246.2	3,122.0	2,881.4	2,215.5
TOTAL REVENUES	13,258.8	12,923.4	12,915.1	12,967.5	13,068.7
EXPENSES					
Personal Services	4,721.0	4,828.9	4,919.1	4,966.2	5,014.3
Fringe Benefits	2,360.9	2,353.8	2,417.8	2,420.7	2,444.0
Affiliations	2,051.5	2,080.1	2,180.1	2,233.9	2,289.0
Other Than Personal Services	3,814.8	3,547.0	3,669.9	3,775.0	3,876.4
Subtotal: Expenses	12,948.1	12,809.8	13,186.9	13,395.8	13,623.7
<u>Strategic Initiatives</u>					
System Efficiencies	30.0	51.0	72.8	95.5	97.4
Subtotal: Strategic Initiatives	30.0	51.0	72.8	95.5	97.4
TOTAL EXPENSES	12,918.1	12,758.8	13,114.0	13,300.3	13,526.2
INCOME/(LOSS)	340.6	164.6	(198.9)	(332.8)	(457.5)
OPENING CASH BALANCE	649.9	990.5	1,155.1	956.2	623.4
CLOSING CASH BALANCE	990.5	1,155.1	956.2	623.4	165.9

RESOLUTION - 07

Authorizing the New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) to execute a contract with **Richard Plumbing (the “Contractor”)**, to undertake a **Fire Pump and Standpipe Replacement at NYC Health + Hospitals/Bellevue** to replace aging infrastructure past its useful life, ensure compliance with NYC Building Code and National Fire Protection Association (NFPA) standards, and enhance facility safety, for a contract amount of \$10,829,338 with a 10% project contingency of \$1,082,933 to bring the total cost not to exceed \$11,912,271 for an anticipated duration of twelve months.

WHEREAS, Bellevue Hospital’s current fire pump and standpipe system is original to the building, having been installed in 1970, and is now past its useful life; and

WHEREAS, the pump in its current state is unable to pass the annual flow test required by NYC Building Code and does not meet current NFPA standards; and

WHEREAS, it was determined that the facility requires the replacement of the existing fire pump and distribution piping, the relocation of the fire pump to a new dedicated room on the mezzanine level, and the replacement of the standpipe system including new fire hose valves and sprinkler floor control assemblies; and

WHEREAS, in accordance with Operating Procedure 100-5, a solicitation was issued via public bid on November 12, 2025, pursuant to which three bids were received on January 28, 2026, and NYC Health + Hospitals determined that the Contractor submitted the lowest responsive and responsible bid; and

WHEREAS, the Contractor has met all legal, business, and technical requirements and is qualified to perform the services as required in the contract documents; and

WHEREAS, the overall responsibility for the administration of the proposed contract shall be with the Vice President, Facilities Development.

NOW, THEREFORE, be it

RESOLVED, that the New York City Health and Hospitals Corporation be and hereby is authorized to execute a contract with Richard Plumbing in the amount of \$10,829,338 with a 10% project contingency of \$1,082,933 to bring the total cost not to exceed \$11,912,271 for an anticipated duration of twelve months to undertake a fire pump and standpipe replacement at NYC Health + Hospitals/Bellevue.

EXECUTIVE SUMMARY
BELLEVUE HOSPITAL CENTER'S FIRE
PUMP AND STANDPIPE REPLACEMENT
CONTRACT

CONTRACT SCOPE:	Mechanical Plumbing Work.
NEED:	The existing 1970 system is failing annual flow tests in its current state, posing a compliance and safety risk.
CONTRACT DURATION:	Twelve months; slated to commence Q3 2026 with anticipated completion in Q3 2027
PRIOR EXPERIENCE:	Previously a Plumbing JOCs contractor with an excellent rating for 1 project, and a DHS project in MOCS with a satisfactory rating.
CONTRACT AMOUNT:	\$10,829,338 with a 10% project contingency of \$1,082,933 to bring the total cost not to exceed \$11,912,271
PROCUREMENT:	A competitive public bid was posted to the City Record on November 12, 2025. Seventeen contractors attended site tours, and three bids were received by the January 28, 2026 due date. Richard Plumbing was the lowest responsive and responsible bidder.
PASSPORT APPROVAL:	Pending
EEO APPROVAL:	Pending
MWBE:	Richard Plumbing has committed to a 30% MWBE goal.



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

From: Franco Esposito 
Deputy General Counsel
Office of Legal Affairs

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

Vendor: Richards Plumbing and Heating Co., Inc.

Date: March 16, 2026

The below information indicates the vendor's status as to responsibility, EEO and MWBE as provided by the Office of Facilities Development and Supply Chain:

Vendor Responsibility

Pending

EEO

Pending

MWBE

30%

**Request to Award Contract to Richard Plumbing
for Fire Pump and Standpipe Replacement
at Bellevue Hospital**

**Board of Directors Meeting
March 26, 2026**

**Eric Wei, Chief Executive Officer, NYC H+H/Bellevue
Manuel Saez, PhD, Vice President, OFD
Menji Indar, Assistant Vice President, OFD**

- Authorizing the New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) to execute a contract with Richard Plumbing (the “Contractor”), to undertake a Fire Pump and Standpipe Replacement at NYC Health + Hospitals/Bellevue to replace aging infrastructure past its useful life, ensure compliance with NYC Building Code and National Fire Protection Association (NFPA) standards, and enhance facility safety, for a contract amount of \$10,829,338 with a 10% project contingency of \$1,082,933 to bring the total cost not to exceed \$11,912,271 for an anticipated duration of twelve months.

Background and Scope

- The Fire Pump and Standpipe system at NYC Health + Hospitals Bellevue is original to the building and was installed in 1970 and is past its useful life
- In it's current state, the system is unable to pass the annual flow test required by NYC Building Code and does not meet current National Fire Protection Association (NFPA) standards.

- Replacement and Relocation Scope of Work:
 - Replacement of existing fire pump and distribution piping due to age and damage occurred during lower level flooding incidents.
 - Relocation and elevation of new fire pump to a dedicated fire pump room constructed on the mezzanine level to prevent damage from future flooding
 - Connections to water services will be modified and new distribution piping will be installed for fire pump suction and cross connections to fire standpipe.
 - Standpipe will be replaced in kind due to age and provided with fire hose valve and sprinkler floor control assemblies at each floor as well as a roof manifold for fire pump testing purposes
 - Updated fire alarm monitoring devices in coordination with new standpipe system
 - Expected to begin Q3 2026 with completion expected by Q3 2027

Existing and New Fire Pump



Overview of Procurement

- 11/12/2025: Posted to City Record
- 11/12/2025 & 11/13/2025 : Site tour conducted, 17 contractors attended
- 1/28/2026 : Bid Due Date, with 3 bids received
- 2/18/2026 : Determination of low bid finalized, and Richard Plumbing was selected as the lowest responsive and responsible bidder.

Construction Contract

- Procurement is sourced via Public Bid
- Contract Amount is \$10,829,338
- Richard Plumbing is mechanical plumbing contractor that was previously a Plumbing JOCs contractor with an excellent rating for work completed, and a DHS project in MOCS with a satisfactory rating.
- Construction is expected to begin Q3 2026 with completion expected by Q3 2027 (12 months)
- Richard Plumbing. has committed to a 30% MWBE Goal:

Subcontractor	Certification Type	Supplies/Services	Utilization Plan
Marovato industries	MWBE	Pipe and Fitting Supplier	2%
Henry Quentzel Plumbing Supply	MWBE	Pipe and Fitting Supplier	7%
Shaw Supply	MWBE	Pipe and Fitting Supplier	7%
FCS Group	MWBE	Painter	4%
SOA Service Corporation	M&WBE	HVAC Work	1%
Mac Fhionnghaile & Sons	MWBE	Electrical Work	7%
ATCO Contracting	MWBE	Asbestos Work	1%
LB Consulting	MWBE	CPM Schedule	1%
Total			30%

Project Budget

Construction		\$10,829,338
Project Contingency (10%)		\$1,082,933
Total*		\$11,912,271

*CP Amendment pending OMB approval

- Authorizing the New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) to execute a contract with Richard Plumbing (the “Contractor”), to undertake a Fire Pump and Standpipe Replacement at NYC Health + Hospitals/Bellevue to replace aging infrastructure past its useful life, ensure compliance with NYC Building Code and National Fire Protection Association (NFPA) standards, and enhance facility safety, for a contract amount of \$10,829,338 with a 10% project contingency of \$1,082,933 to bring the total cost not to exceed \$11,912,271 for an anticipated duration of twelve months.

RESOLUTION - 08

Authorizing the Executive Director of **MetroPlus Health Plan, Inc.** (“**MetroPlus** or “**the Plan**”) to execute contracts with four (4) law firms to provide legal services on an as-needed basis for **MetroPlus**. The firms are **Greenberg Traurig LLP, Hinman Straub P.C., Sher Tremonte LLP and Tarter Krinsky & Drogin LLP**. The contracts shall be for a term of 3 years with two options to renew for a 1-year term each, solely exercisable by **MetroPlus**, for a cumulative amount not to exceed \$2,500,000 for a total 5-year contract period.

WHEREAS, **MetroPlus Health Plan, Inc.** (“**MetroPlus**” or the “**Plan**”), a subsidiary corporation of the New York City Health and Hospitals (“**NYC Health + Hospitals**”), seeks specialized legal counsel experienced in serving health plans to supplement the assistance provided by the **NYC Health + Hospitals Office of Legal Affairs**; and

WHEREAS, **MetroPlus** requires a broad spectrum of legal services to cover the various legal issues and needs that arise from its wide array of products and legal needs; and

WHEREAS, an RFP for legal services was issued on September 25, 2026 in compliance with **MetroPlus**’ procurement policies and procedures; and

WHEREAS, the Evaluation Committee selected the four highest rated proposers, *Greenberg Traurig LLP, Hinman Straub P.C., Sher Tremonte LLP and Tarter Krinsky & Drogin LLP*, to provide these services; and

WHEREAS, on March 26, 2026, the **MetroPlus Board of Directors** considered and approved the submission of the resolution to the Board of Directors of the **NYC Health + Hospitals**; and

WHEREAS, the certificate of incorporation of **MetroPlus Health** reserves to the **NYC Health + Hospitals Board of Directors** the power to approve selection of outside legal counsel for the **Plan**.

NOW THEREFORE, be it **RESOLVED**, that the Executive Director of **MetroPlus Health Plan, Inc.** (“**MetroPlus**” or “**the Plan**”) is hereby authorized to execute contracts with four (4) law firms to provide legal services on an as-needed basis for **MetroPlus**. The firms are **Greenberg Traurig LLP, Hinman Straub P.C., Sher Tremonte LLP and Tarter Krinsky & Drogin LLP**. The contracts shall be for a term of 3 years with two options to renew for a 1-year term each, solely exercisable by **MetroPlus**, for a cumulative amount not to exceed \$2,500,000 for a total 5-year contract period.

EXECUTIVE SUMMARY
LEGAL SERVICES

- 1** Greenberg Traurig LLP
- 2** Hinman Straub P.C.
- 3** Sher Tremonte LLP
- 4** Tarter Krinsky & Drogin LLP

OVERVIEW: MetroPlus seeks legal firms to provide outside counsel services for legal matters arising from regulatory and compliance oversight and implementation activities, agreements with providers and vendors, and disputes arising out of such agreements, including, but not limited to, the following:

- Counseling for managed care statutory and regulatory requirements; provider and vendor contracting, negotiations, and litigation; and design of new reimbursement and risk-sharing models.
- Advisory and litigation work related to the False Claims Act, Anti-Kickback, Stark Law and other state and federal fraud and abuse laws.
- Health information privacy and security, including HIPAA, TCPA and state law privacy and security rules, cyber security, and data use agreements.

MetroPlus will work with each firm according to their specific areas of specialization.

PROCUREMENT: MetroPlus issued an RFP for Legal services on September 25, 2025. 5 proposals were received, all 5 were deemed responsive and they were evaluated, and scored by an Evaluation Committee based on experience and managerial practices and cost and billing practices. The Evaluation Committee selected the 4 highest ranked vendors based on these criteria.

TERM: The term of the proposed contracts will be 3 years with 2 one-year options to renew.

MWBE: Due to the nature of the services, MWBE subcontracting was exempt for this procurement.



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

From: Steven Stein Cushman
Chief Counsel, Legal

DocuSigned by:
Steven Stein Cushman
73B666F913A04A0...

Re: Vendor responsibility, EEO and MWBE status or Board review of contract

Vendor: Greenberg Traurig LLP

Date: March 16, 2026

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

<u>Vendor Responsibility</u>	<u>EEO</u>	<u>MWBE</u>
Pending	Approved	N/A

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



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

From: Steven Stein Cushman
Chief Counsel, Legal

DocuSigned by:
Steven Stein Cushman
73B66F913A04A0...

Re: Vendor responsibility, EEO and MWBE status or Board review of contract

Vendor: Hinman Straub P.C.

Date: March 16, 2026

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

Vendor Responsibility
Pending

EEO
Approved

MWBE
N/A

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



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

From: Steven Stein Cushman
Chief Counsel, Legal

DocuSigned by:
Steven Stein Cushman
73B666F913A04A0...

Re: Vendor responsibility, EEO and MWBE status or Board review of contract

Vendor: Sher Tremonte LLP

Date: March 16, 2026

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

<u>Vendor Responsibility</u>	<u>EEO</u>	<u>MWBE</u>
Pending	Approved	N/A

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



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

From: Steven Stein Cushman
Chief Counsel, Legal

DocuSigned by:
Steven Stein Cushman
73B666F913A04A0...

Re: Vendor responsibility, EEO and MWBE status or Board review of contract

Vendor: Tarter Krinsky & Drogin LLP

Date: March 16, 2026

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

Vendor Responsibility
Pending

EEO
Approved

MWBE
N/A

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

MetroPlus Health - Legal Services

**Application to Enter into Contract with Greenberg Traurig LLP, Hinman Straub P.C.,
Sher Tremonte LLP and Tarter Krinsky & Drogin LLP**

**Presented by: Andrea Cohen, Health + Hospital General Counsel and Steven
Cushman, MetroPlus Health, Chief Counsel**

Board of Directors Meeting

March 26, 2026

For Board of Directors Consideration

- Authorizing the Executive Director of MetroPlus Health Plan, Inc. (“MetroPlus or “the Plan”) **to execute contracts with four (4) law firms to provide legal services on an as-needed basis for MetroPlus. The firms are Greenberg Traurig LLP, Hinman Straub P.C., Sher Tremonte LLP and Tarter Krinsky & Drogin LLP.** The contracts shall be for a term of 3 years with two options to renew for a 1-year term each, solely exercisable by MetroPlus, for a cumulative amount not to exceed \$2,500,000 for a total 5-year contract period.

Background

- MetroPlus is seeking legal firms to provide outside counsel services.
- MetroPlus requires new vendors because the current contracts expire on 3/31/2026.
- MetroPlus procured these new vendors through an RFP that was issued on September 25, 2026. Four law firms were selected:
 - Greenberg Traurig LLP (incumbent vendor)
 - Hinman Straub P.C.
 - Sher Tremonte LLP
 - Tarter, Krinsky & Drogin LLP
- MetroPlus is seeking authority in the amount not to exceed \$2,500,0000 for a total of 5 years across all four contracts. In 2021, the H+H Board authorization for the legal services contract was \$2 million and the total spend under those contract is approximately \$1.65 million. The increase in authorization and expected spend is due to increases in the hourly rates which reflect 2026 rates rather than 2021 rates.
- The MetroPlusHealth Board of Directors approved this resolution on March 26, 2026.

Scope of Services

The selected firms will provide specialized legal services for legal matters arising from regulatory and compliance oversight and implementation activities, agreements with providers and vendors and disputes arising out of such agreements, including, but not limited to, the following:

- Counseling for managed care statutory and regulatory requirements; provider and vendor contracting, negotiations, and litigation; and design of new reimbursement and risk-sharing models.
- Advisory and litigation work related to the False Claims Act, Anti-Kickback, Stark Law and other state and federal fraud and abuse laws.
- Health information privacy and security, including HIPAA, TCPA and state law privacy and security rules, cyber security, and data use agreements.

MetroPlus will work with each firm according to their specific areas of specialization. Greenberg Traurig will serve as primary; day-to-day counsel and the other firms will be utilized depending on the nature and/or complexity of the legal matter. We do not intend to engage each firm at the same volume or scope.

Request for Proposal Criteria

Minimum Criteria

- Legal firm must attest that any legal personnel assigned to perform work under the contract must be members in good standing with the New York State Bar, with the exception that lawyers with specialized expertise in relevant areas who are not members of the NYS Bar may perform work in those specialized areas with approval by MetroPlus.
- The firm must employ at least 25 attorneys.
- The firm must have at least 5 years' experience with a NY Managed Care Organization.

Evaluation Criteria

- Experience & Managerial Practices 65%
- Cost and Billing Practices 35%

Overview of Procurement

- 9/25/25 | Request for Proposal sent to 9 firms and advertised on City Record.
- 10/24/25 | Proposals due. 5 proposals received. 5 firms met the minimum qualifications to proceed.
- 1/9/26 -1/14/2026 | Interviews with legal firms conducted.
- 1/30/26 | Final scoring concluded. Four vendors were selected by the evaluation committee which consisted of both MetroPlus and NYC Health + Hospitals Legal Departments.

Vendor Diversity

- Due to the nature of the services, MWBE subcontracting was exempt for this procurement. MetroPlus is committed to building a supplier pool that reflects the diversity of the communities we serve and participation from certified MWBE vendors was still encouraged.

Board of Directors Approval Request

- Authorizing the Executive Director of MetroPlus Health Plan, Inc. (“MetroPlus” or “the Plan”) **is hereby authorized to execute contracts with four (4) law firms to provide legal services on an as-needed basis for MetroPlus. The firms are Greenberg Traurig LLP, Hinman Straub P.C., Sher Tremonte LLP and Tarter Krinsky & Drogin LLP.** The contracts shall be for a term of 3 years with two options to renew for a 1-year term each, solely exercisable by MetroPlus, for a cumulative amount not to exceed \$2,500,000 for a total 5-year contract period.

RESOLUTION – 09

Authorizing New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) to acquire from Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (the “Maimonides Entities”) title to the parcels of real property together with their improvements listed in Schedule A, attached (the “Owned Properties”) pursuant to the affiliation and asset transfer agreement with the Maimonides Entities (the “ATA”) for such consideration specified in the ATA, with such acquisitions to be effective as of the closing of the ATA; and

Authorizing NYC Health + Hospitals to accept assignments by the Maimonides Entities of the leases to the real properties listed in Schedule B, attached (the “Leased Properties”) and to assume from the Maimonides Entities the liabilities under such leases both pursuant to the ATA for such consideration specified in the ATA, such assignments and assumptions to be effective as of the closing of the ATA.

WHEREAS, in November 2025, NYC Health + Hospitals’ Board of Directors authorized the execution of the ATA which contemplates the transfer to NYC Health + Hospitals of substantially all of the assets of the Maimonides Entities and NYC Health + Hospitals assuming the operation of the Maimonides Entities’ healthcare system; and

WHEREAS, the Owned Properties and the Leased Properties are used by the Maimonides Entities in their healthcare operations; and

WHEREAS, for NYC Health + Hospitals to assume the healthcare operations of the Maimonides Entities, it is necessary to acquire ownership of most of the Owned Properties and to take over most of the leases to the Leased Properties; and

WHEREAS, since the execution of the ATA, NYC Health + Hospitals has studied the Maimonides Entities’ real estate portfolio and identified a small number of properties, both owned and leased, the acquisition of which are not necessary for the operation of the Maimonides Entities’ healthcare system and which would not align with NYC Health + Hospitals’ strategic direction and conversely confirmed that all the properties listed on Schedules A and B are necessary for such operation and that all do so align.

NOW THEREFORE, BE IT RESOLVED; that New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) be and hereby is authorized to acquire from Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (the “Maimonides Entities”) title to the parcels of real property together with their improvements listed in Schedule A, attached (the “Owned Properties”) pursuant to the affiliation and asset transfer agreement with the Maimonides Entities (the “ATA”), such acquisitions to be effective as of the closing of the ATA; and

BE IT FURTHER RESOLVED, that NYC Health + Hospitals be and it is hereby authorized to accept assignments by the Maimonides Entities of the leases to the real properties listed in Schedule B, attached (the “Leased Properties”) and to assume from the Maimonides Entities the liabilities under such leases both pursuant to the ATA, such assignments and assumptions to be effective as of the closing of the ATA.

**EXECUTIVE SUMMARY
REAL ESTATE ACQUISITIONS ASSOCIATED WITH
MAIMONIDES ASSET TRANSFER AGREEMENT**

<p>BACKGROUND:</p>	<p>Pursuant to the ATA, NYC Health + Hospitals will acquire the assets owned by the Maimonides Entities and used in connection with the operation of the Maimonides Health System. Among these assets are real properties owned by the Maimonides Entities and other properties leased by the Maimonides Entities from third-party owners. By the proposed resolution the Board of NYC Health + Hospitals authorizes such real estate transactions.</p>
<p>REAL ESTATE ASSETS</p>	<p>The Maimonides Entities own 44 real properties that will be deeded to NYC Health + Hospitals. These are mainly the properties on which the main hospital buildings are sited for the Borough Park and Midwood campuses. They also include the small residential properties around the Borough Park campus and a small office building near the Midwood campus.</p> <p>The Maimonides Entities are tenants on approximately 75 leases that correspond with 57 properties (there are floor-by-floor leases at some addresses) that will be assigned to NYC Health + Hospitals. The leases house core medical functions such as the Hospital Laboratory, the Breast Center and the Cancer Center, key support functions such as parking for ambulances, human resources offices and houses many small clinics and doctors' offices.</p>
<p>TERMS:</p>	<p>All transactions will occur only if and when the ATA closes and NYC Health + Hospitals will give such consideration specified in the ATA to the Maimonides Entities for these transactions.</p> <p>On every conveyance of property owned by the Maimonides Entities, NYC Health + Hospitals will obtain title insurance that will insure that clean title will be conveyed and it is the obligation of the Maimonides Entities to take any steps necessary to clear any title issues prior to closing.</p> <p>On each lease, NYC Health + Hospitals will accept the lease obligations assigned to the tenant under such leases. As part of the assignment and assumption process, every landlord on such leases will consent to the assignment, confirm the essential terms of the leases and agree to modifications to the terms of the leases to make them conform to the minimum requirements for NYC Health + Hospitals leases.</p>

Authorizing Actions Related to the Acquisition of Real Properties Associated with Maimonides Hospital

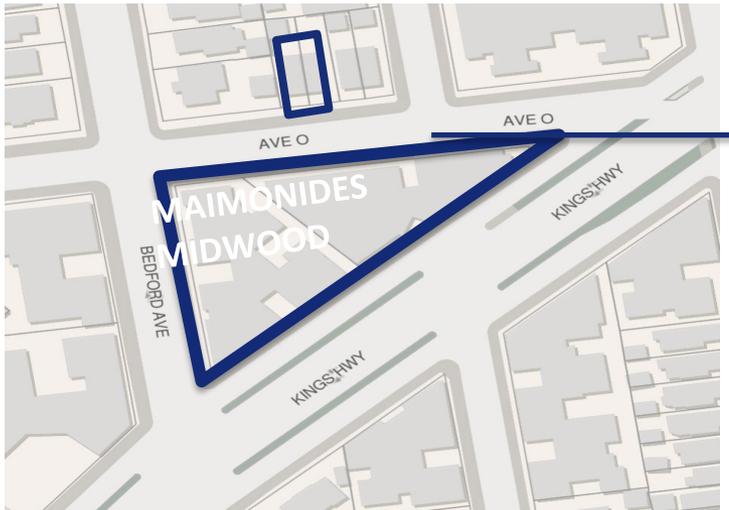
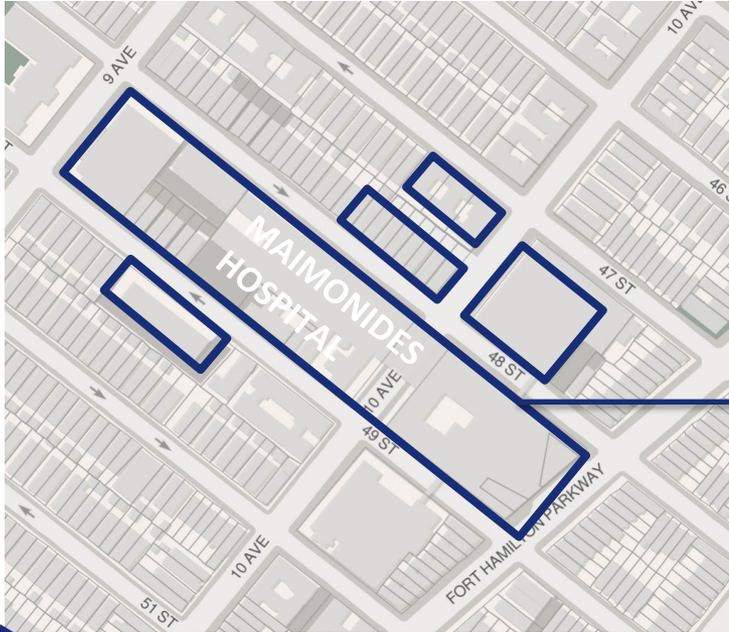
**Board of Directors
March 26, 2026**

**Leora Jontef, AVP, Real Estate & Housing
Deborah Morris, AICP, Senior Director, Real Estate & Housing
Jeremy Berman, Deputy General Counsel**

For Board of Directors Consideration

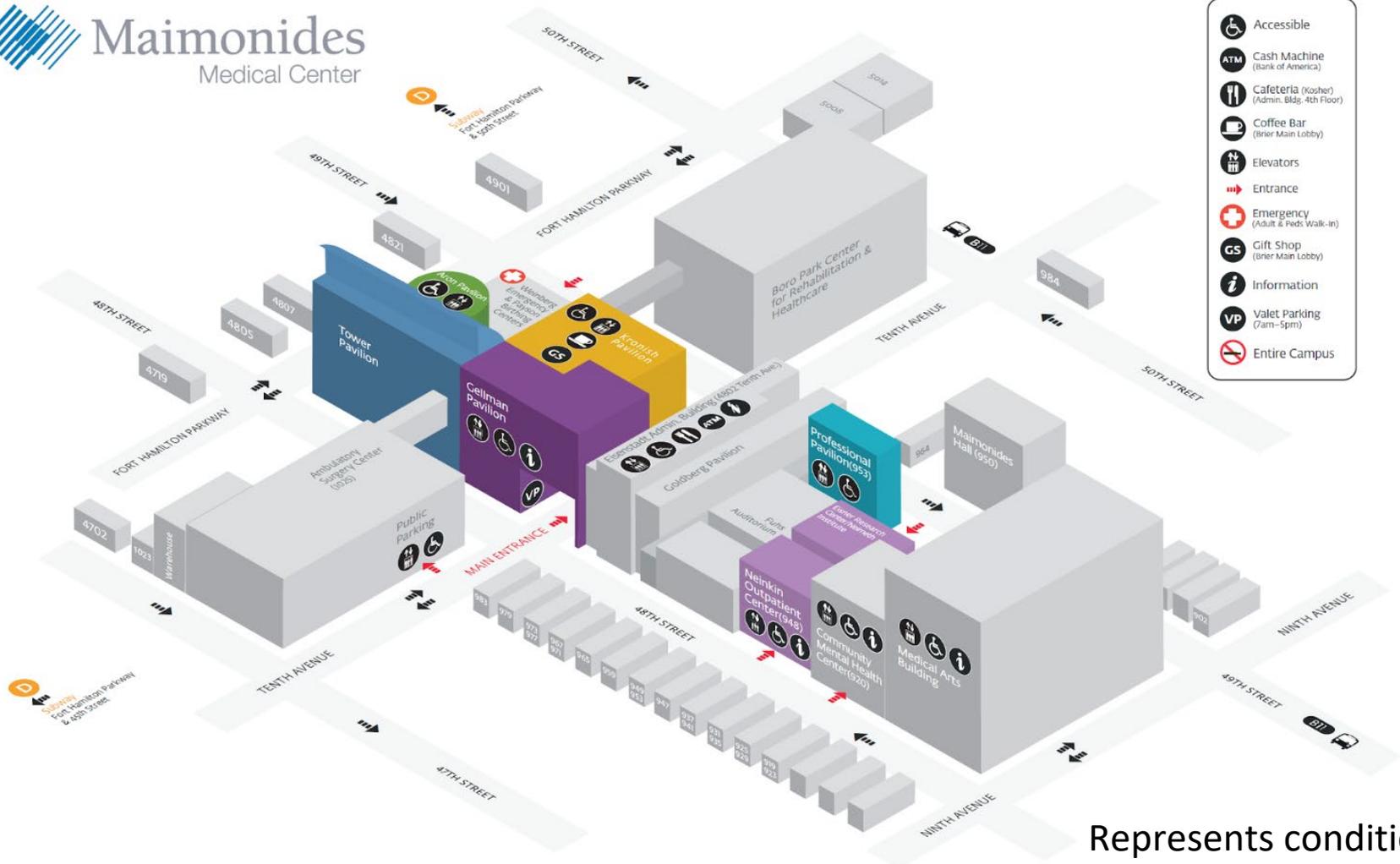
- Authorizing New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) to acquire from Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (the “Maimonides Entities”) title to the parcels of real property together with their improvements listed in Schedule A, attached (the “Owned Properties”) pursuant to the affiliation and asset transfer agreement with the Maimonides Entities (the “ATA”) for such consideration specified in the ATA, with such acquisitions to be effective as of the closing of the ATA; and
- Authorizing NYC Health + Hospitals to accept assignments by the Maimonides Entities of the leases to the real properties listed in Schedule B, attached (the “Leased Properties”) and to assume from the Maimonides Entities the liabilities under such leases both pursuant to the ATA for such consideration specified in the ATA, such assignments and assumptions to be effective as of the closing of the ATA.

Maimonides Hospital System Real Estate Overview



Map data ©2026 Google

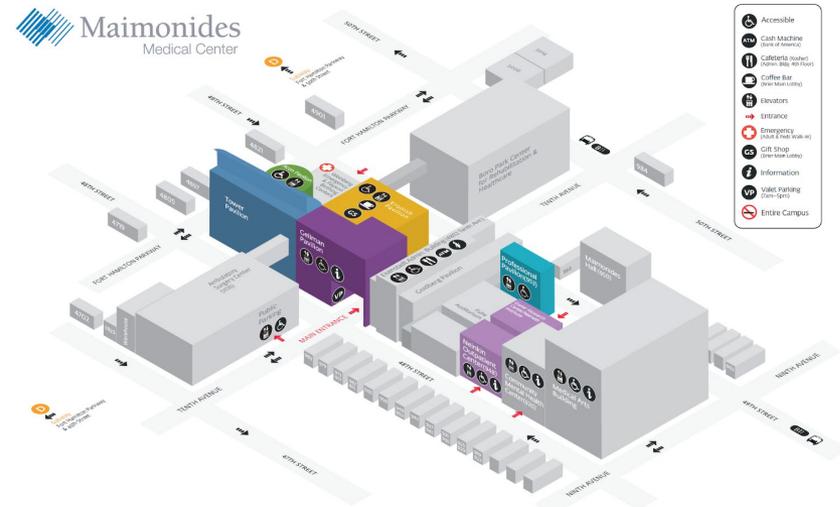
Maimonides Hospital System Main – Borough Park Campus



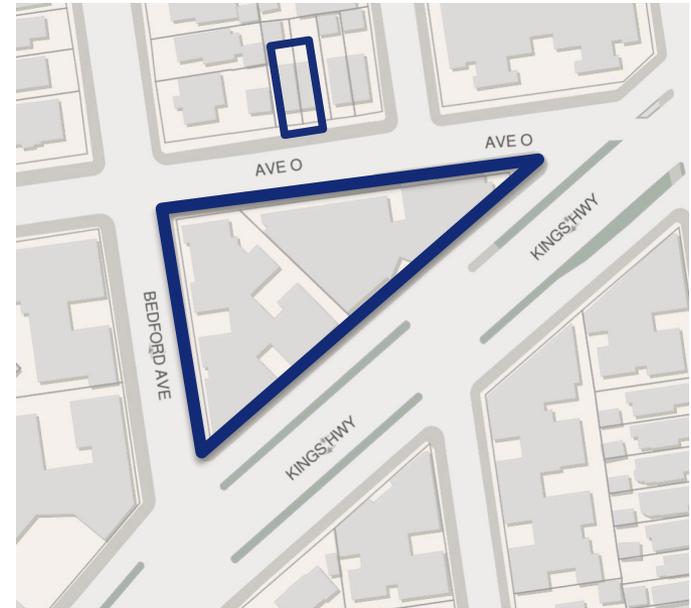
Represents conditions
as of 2019

Maimonides Hospital System Main – Borough Park Campus

- In the Maimonides Hospital Main Campus primary clinical and administrative functions are housed in 41 buildings owned by Maimonides.
- In addition, there are number of critical functions that are in spaces leased near the campus, including:
 - Laboratory
 - MIS/IT
 - Parking
 - Ambulance Layover
 - Warehousing and storage spaces.



- Much smaller than Borough Park Campus
- Two owned properties housing the principle hospital structures
- One leased property near the campus includes support, communications and storage space ancillary to operation of ambulance services.



Maimonides Hospital System Leased Portfolio

- Approximately 75 leased properties.
- Included within the 75, some properties have multiple leases, each for just a floor or room.
- Maimonides offers neighborhood-based clinical care in a variety of practice settings, in approximately 50 off-campus leased locations.
- The leases house core medical functions such as: the hospital laboratory, its Breast Center, Cancer Center, Bay Ridge Emergency Department, and key support functions such as parking for ambulances, human resources offices, administrative offices, and as well as many small clinics and doctors' offices.



Board of Directors Approval Request

- Authorizing New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) to acquire from Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (the “Maimonides Entities”) title to the parcels of real property together with their improvements listed in Schedule A, attached (the “Owned Properties”) pursuant to the affiliation and asset transfer agreement with the Maimonides Entities (the “ATA”) for such consideration specified in the ATA, with such acquisitions to be effective as of the closing of the ATA; and
- Authorizing NYC Health + Hospitals to accept assignments by the Maimonides Entities of the leases to the real properties listed in Schedule B, attached (the “Leased Properties”) and to assume from the Maimonides Entities the liabilities under such leases both pursuant to the ATA for such consideration specified in the ATA, such assignments and assumptions to be effective as of the closing of the ATA.

SCHEDULE A
REAL PROPERTIES OWNED BY MAIMONIDES
TO BE CONVEYED TO NYC HEALTH + HOSPITALS

Use	Address		
Clinical	1001-17 49th Street	Brooklyn	NY
Clinical	4801-23 10th Avenue	Brooklyn	NY
Clinical	1002-1018 10th Avenue	Brooklyn	NY
Clinical	4802 10th Avenue	Brooklyn	NY
Clinical	4802 10th Avenue	Brooklyn	NY
Clinical	4802 10th Avenue	Brooklyn	NY
Clinical	4802 10th Avenue	Brooklyn	NY
Administrative	4802 10th Avenue	Brooklyn	NY
Administrative	953 49th Street	Brooklyn	NY
Administrative	947 49th Street	Brooklyn	NY
Clinical	948 48th Street	Brooklyn	NY
Clinical	920-36 48th Street	Brooklyn	NY
Parking	4723 10th Avenue	Brooklyn	NY
Clinical	1025 48th Street	Brooklyn	NY
Parking	49th Street (between 9th and 10th Avenue)	Brooklyn	NY
Parking	10th Avenue (between 47th and 48th street)	Brooklyn	NY
Clinical	4813 Ninth Avenue	Brooklyn	NY
Vacant	4706 10th Ave	Brooklyn	NY
Administrative	919 48th Street	Brooklyn	NY
Administrative	923 48th Street	Brooklyn	NY
Clinical Administration	931 48th Street	Brooklyn	NY
Administrative	959 48th Street	Brooklyn	NY

Administrative	965 48th Street	Brooklyn	NY
Clinical Administration	967 48th Street	Brooklyn	NY
Clinical Administration	971 48th Street	Brooklyn	NY
Clinical Administration	973 48th Street	Brooklyn	NY
Clinical Administration	977 48th Street	Brooklyn	NY
Clinical Administration	979 48th Street	Brooklyn	NY
Administrative	983 48th Street	Brooklyn	NY
Vacant	919 48th Street	Brooklyn	NY
Clinical Administration	921 49th Street	Brooklyn	NY
Clinical Administration	925 49th Street	Brooklyn	NY
Clinical Administration	927 49th Street	Brooklyn	NY
Vacant	931 49th Street	Brooklyn	NY
Vacant	935 49th Street	Brooklyn	NY
Administrative	4702 Ft. Hamilton Pkwy	Brooklyn	NY
Administrative	4719 Ft. Hamilton Pkwy	Brooklyn	NY
Clinical Administration	4721 Ft. Hamilton Pkwy	Brooklyn	NY
Administrative	1032 47th Street	Brooklyn	NY
Administrative	4821 Ft. Hamilton Pkwy	Brooklyn	NY
Vacant Residential	964-968 47th Street	Brooklyn	NY
Vacant Residential	974 47th Street	Brooklyn	NY
Clinical	2525 Kings Highway	Brooklyn	NY
Administrative	2513 Avenue O	Brooklyn	NY

SCHEDULE B

**MAIMONIDES LEASES OF REAL PROPERTIES
TO BE ASSIGNED TO NYC HEALTH + HOSPITALS**

Address	City	State
1030-1036 38th Street	Brooklyn	NY
1250 57th Street	Brooklyn	NY
1660 East 14th Street (Suite 101, 201 and 201A)	Brooklyn	NY
1660 East 14th Street (S301, 4th and 5th Floors)	Brooklyn	NY
2155 Ocean Avenue	Brooklyn	NY
2316 Nostrand Avenue (a/k/a 2310 Nostrand Avenue)	Brooklyn	NY
2301 Kings Highway (Suite IG)	Brooklyn	NY
2812 Kings Highway	Brooklyn	NY
2812 Kings Highway (1st floor)	Brooklyn	NY
340 Court Street	Brooklyn	NY
4901 Fort Hamilton Parkway	Brooklyn	NY
809 Atlantic Avenue	Brooklyn	NY
421 Ocean Parkway (1st Floor)	Brooklyn	NY
421 Ocean Parkway (2nd Floor)	Brooklyn	NY
421 Ocean Parkway (2nd Floor - Sublease)	Brooklyn	NY
6405 7th Avenue	Brooklyn	NY
730 64th Street	Brooklyn	NY
745 64th Street (1st Floor - 5,500 sq ft; 2nd Floor - 12,000 sq ft)	Brooklyn	NY
745 64th Street (1st Floor - 5,000 sq ft) (and 6323 Seventh Ave)	Brooklyn	NY
745 64th Street (2nd floor - 5,500 sq ft)	Brooklyn	NY
745 64th Street (2nd Floor - 5,800 sq ft)	Brooklyn	NY
745 64th Street (2nd floor -11,750 sq ft)	Brooklyn	NY
745 64th Street (4th floor - 20,000 sq ft)	Brooklyn	NY
745 64th Street (1st floor and lower level - 27,729 sq ft)	Brooklyn	NY
848-850 49th Street	Brooklyn	NY
848-850 49th Street (Unit 6C)	Brooklyn	NY

9020-9024 5th Avenue	Brooklyn	NY
6208 4th Avenue	Brooklyn	NY
1041/1043 39th Street	Brooklyn	NY
1401 Newkirk Avenue	Brooklyn	NY
6010 Bay Parkway (1st floor)	Brooklyn	NY
4915 Tenth Avenue (4th Floor)	Brooklyn	NY
10033 Fourth Avenue	Brooklyn	NY
50 Oceana Drive West	Brooklyn	NY
4813 Ninth Avenue	Brooklyn	NY
6300 Eighth Avenue	Brooklyn	NY
2275 Coleman Street	Brooklyn	NY
925-929 48th Street	Brooklyn	NY
5402 Ft. Hamilton Parkway	Brooklyn	NY
949-953 48th Street	Brooklyn	NY
941 48th Street (1st and 2nd Floor)	Brooklyn	NY
1068 48th Street	Brooklyn	NY
5014 Fort Hamilton Parkway	Brooklyn	NY
4303-4305 13th Ave.	Brooklyn	NY
760 64th Street	Brooklyn	NY
4805 Fort Hamilton Parkway	Brooklyn	NY
5005 First Avenue	Brooklyn	NY
6323 7th Avenue (and 745 64th Street)	Brooklyn	NY
6323 7th Avenue (aka 701 64th Street)	Brooklyn	NY
6323 7th Avenue (aka 701 64th Street)	Brooklyn	NY
947 48th Street	Brooklyn	NY
699 92nd Street (aka 9036 7th Avenue)	Brooklyn	NY
1301 57th Street	Brooklyn	NY
1715 East 13th Street	Brooklyn	NY
1045 39th Street	Brooklyn	NY
883 65th Street	Brooklyn	NY
3619 Bedford Avenue	Brooklyn	NY
2044 Ocean Avenue (Suites A3W, A4, A5)	Brooklyn	NY
2753 Coney Island Ave, Suite 206	Brooklyn	NY
1266 51st Street	Brooklyn	NY
100 Ross Street	Brooklyn	NY
2 Park Place, Unit 21C	Stamford	CT
11 South Eutaw Street, Apt 1217	Baltimore	MD
763 56th Street	Brooklyn	NY
5303 Eighth Avenue	Brooklyn	NY
5423 7th Avenue	Brooklyn	NY
1648 E 14th Street, Suite 5	Brooklyn	NY
26 Court Street (1st floor and basement)	Brooklyn	NY

809 Atlantic Avenue	Brooklyn	NY
809 Atlantic Avenue	Brooklyn	NY
3619 Bedford Avenue (Unit 1N)	Brooklyn	NY
815 Atlantic Avenue	Brooklyn	NY
4422 9th Avenue	Brooklyn	NY

RESOLUTION - 10

New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) as the sole member of H+H Maimonides Midwood Corporation (“H+H Midwood”) adopts the bylaws attached as Exhibit A as the bylaws of H+H Midwood; and

NYC Health + Hospitals as the sole member of H+H Midwood selects and nominates as the members of the Board Directors of H+H Midwood those individuals who currently serve as members of the NYC Health + Hospitals Board with each such individual to serve on the H+H Midwood Board in the same capacity and with the same board officer title as they serve on the NYC Health + Hospitals Board; and

NYC Health + Hospitals as the sole member of H+H Midwood be deemed in the future to have selected and nominated as the members of the H+H Midwood Board such individuals who may from time to time be added to the NYC Health + Hospitals Board and simultaneously be deemed to have withdrawn from selection and appointment to the H+H Midwood Board such individuals who are no longer members of the NYC Health + Hospitals Board, which actions by NYC Health + Hospitals shall be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“Maimonides”).

WHEREAS, pursuant to the ATA and the authorization given by the NYC Health + Hospitals’ Board at its December, 2025 meeting, NYC Health + Hospitals formed H+H Midwood as a New York public benefit corporation; and

WHEREAS, H+H Midwood currently exists as a shell entity pending an organizational meeting during which NYC Health + Hospitals as the sole member of H+H Midwood can flesh out H+H Midwood with bylaws and the designation of an H+H Midwood Board; and

WHEREAS, the ATA and the NYC Health + Hospitals Board authorizing the formation of H+H Midwood both anticipate the H+H Midwood Board being the same as the NYC Health + Hospitals Board, i.e., a “mirror board.”

NOW THEREFORE, BE IT RESOLVED that NYC Health + Hospitals as the sole member of H+H Midwood hereby adopts the bylaws attached as Exhibit A as the bylaws of H+H Midwood; and

IT IS FURTHER RESOLVED that NYC Health + Hospitals as the sole member of H+H Midwood hereby selects and nominates as the members of the Board of H+H Midwood those individuals who currently serve as members of the NYC Health + Hospitals Board with each such individual to serve on the H+H Midwood Board in the same capacity and with the same board officer title as they serve on the NYC Health + Hospitals Board; and

IT IS FURTHER RESOLVED that NYC Health + Hospitals as the sole member of H+H Midwood shall be deemed in the future to have selected and nominated as the members of the H+H Midwood Board such individuals who may from time to time be added to the NYC Health + Hospitals Board and shall be deemed to simultaneously have withdrawn from selection and appointment to the H+H Midwood Board such individuals who are no longer members of the NYC Health + Hospitals Board, which actions by NYC Health + Hospitals shall be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“Maimonides”).

**EXECUTIVE SUMMARY
CORPORATE ORGANIZATION OF H+H MAIMONIDES CORPORATION**

BACKGROUND:	Pursuant to the ATA and the authorization given by the NYC Health + Hospitals’ Board at its December, 2025 meeting, NYC Health + Hospitals formed H+H Midwood as a New York public benefit corporation of which NYC Health + Hospitals is the sole member. The purpose of H+H Midwood is to operate the Midwood campus of the Maimonides Health System. H+H Midwood currently exists as only a shell entity pending its organization by its sole member. The proposed resolution acts to adopt bylaws and select and appoint members of the H+H Midwood Board of Directors.
ACTIONS TAKEN:	The actions taken by the proposed resolution adopt the bylaws attached as <u>Schedule A</u> , appoint all members of the NYC Health + Hospitals Board as members of the H+H Midwood Board, specifies that members of the NYC Health + Hospitals shall serve on the H+H Midwood Board in the same capacities as they serve on the NYC Health + Hospitals Board and provides that in the in the future the H+H Midwood Board shall reflect any changes in the NYC Health + Hospitals Board with the object of having the H+H Midwood Board mirror the NYC Health + Hospitals Board.

H+H Midwood Corporation

BY-LAWS

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ARTICLE I

PREAMBLE

H+H Midwood Corporation is a public benefit corporation (the “Corporation”) created pursuant to the New York City Health and Hospitals Corporation Act (L. 1969, C. 1016, eff. May 26, 1969) (the “**Act**”) as a subsidiary corporation to New York City Health and Hospitals Corporation, which is its sole member (the “**Member**”). The purposes of this Corporation shall be those set forth in its Certificate of Incorporation.

The Corporation shall operate, consistent with regulatory approvals, H+H Midwood (the “**Hospital**”)

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

ARTICLE II

OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located in the City of New York, State of New York.

Section 2. Other Offices. The Corporation may also have offices at such other places within and without the State of New York as the Board may, from time to time, determine or the business of the Corporation may require.

ARTICLE III

MEMBERSHIP

Section 1. Member. The sole Member of the Corporation shall be the New York City Health and Hospitals Corporation, which shall serve as the co-established operator of the Hospital. The Corporation shall be subject to the authority of the Member pursuant to the Act, the Certificate of Incorporation of the Corporation (as amended from time-to-time, the “COI”), these By-Laws, and other applicable law.

Section 2. Powers of the Member. The following actions are reserved to the Member and may not be taken by the Corporation or the Corporation’s Board of Directors (the “**Board**”) without the approval of the Member. The Member may initiate and take any of the following actions, even without the approval of the Board. The Member shall determine how to take each of the foregoing actions, including whether approval of the Member’s Board of Directors is required or whether the action may be performed by an authorized officer of the Member:

- (A) Approving the COI and by-laws of the Corporation and any amendments thereto;
- (B) Appointing and dismissing the Hospital’s Executive Director as well as management-level employees, and medical staff;
- (C) Engaging in collective bargaining or negotiating with any organization representing any of the Corporation’s employees, or to entering into collective bargaining agreements with any such organization;
- (D) Establishing personnel administration policies, practices, procedures and programs, and terms and conditions of employment of the Corporation, including those agreed to in collective bargaining and determined by the comptroller of the City of New York pursuant to section two hundred twenty of the labor law;
- (E) Adopting and enforcing the Corporation’s hospital policies and procedures;
- (F) Disposing of assets and incurring liabilities on behalf of the Corporation;
- (G) Approving certificate of need applications filed by or on behalf of the Corporation;
- (H) Adopting and approving the Corporation’s capital and operating budgets;
- (I) Approving contracts for management or for clinical services;
- (J) Approving settlements for lawsuits or administrative actions involving the Corporation;
- (K) Designating the officers, employees and agents of the Corporation who shall have the power to execute and deliver deeds, contracts, mortgages, debentures, checks, drafts, and other orders for the payment of money and other documents for and in the name of the Corporation and authorizing 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;
- (L) Designating the banks and trust companies into which the monies of the Corporation shall be deposited;

- (M) Selecting the auditor of or outside advisors to the Corporation; and
- (N) Maintaining and controlling the books and records of the Corporation.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. Subject to Article III, the property, business, and affairs of the Corporation shall be managed by the Board. In the management and control of the property, business, and affairs of the Corporation, the Board may exercise all of the powers of the Corporation except such as may be otherwise reserved by the law, including, without limitation, the Act, these By-Laws or the Corporation's Certificate of Incorporation. The Board shall fulfill its responsibilities in a manner consistent with relevant law and regulations, including the Conditions of Participation under the Medicare program, and shall serve as the Governing Body of the licensed facilities operated by the Corporation with the Member serving as the co-established operator.

Section 2. Number and Qualifications of Directors. Those persons who serve as directors of the Board of Directors for the Member shall serve as directors on the Board for the Corporation in the same board capacities as they serve on the Member's Board of Directors.

Section 3. Meetings.

(A) Annual Public Meeting. The Board 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 notice shall be given, not later than thirty (30) days before the meeting, in such manner as the Board may, by resolution, determine.

(B) Special Meetings. Special meetings of the Board shall be held whenever called by the Chair of the Board, the President, 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.

(C) Time and Place of Meeting. The Board 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 may, from time to time, by resolution determine or as shall be designated in the respective notices or waivers of notice thereof.

(D) Notice of Meetings. Notices of regular meetings of the Board or of any adjourned meeting need not be given. Notices of special meetings of the Board, or of any meeting of any committee of the Board, 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 them at their 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 any reasonable means of recorded electronic communications 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 such committee, however, if waived by the director in writing or by any reasonable means of recorded electronic 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.

(E) Quorum and Manner of Acting. A majority of the whole number of directors shall be present in person at any meeting of the Board in order to constitute a quorum for the transaction of business at 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, except as otherwise expressly required by these By-Laws. In the absence of a quorum for

any such meeting, a majority of the directors present thereat may adjourn such meeting, from time to time, until a quorum shall be present. Robert's Rules of Order shall prevail at all meetings of the Board except as otherwise herein provided.

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

1. Acceptance of the minutes of the last Regular meeting and all Special meetings;
2. Chair's Report;
3. President's Report;
4. Old and New Business;
5. Committee Reports;
6. Hospital Governing Body / Executive Session
7. 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.

(G) Organization. At each meeting of the Board, one of the following shall act as chair of the meeting and preside thereat, in the following order of precedence: (a) the Chair of the Board; (b) the Vice-Chair of the Board; (C) the President; (d) 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.

(H) Minutes of Meetings. Minutes of all meetings of the Board and its committees, including a record of attendance, shall be kept. Upon approval, such minutes shall be signed by the Secretary and permanently filed and maintained in the principal office of the Corporation and at each of the Corporation's facilities.

ARTICLE V

OFFICERS OF THE BOARD

Section 1. Titles. The officers of the Board shall be a Chair and a Vice-Chair. The Chair shall be the individual who serves as the Chair of the Board of the Member, and the Vice-Chair shall be the individual who serves as the Vice-Chair of the Board of the Member.

Section 2. Duties and Functions.

(A) Chair of the Board. The Chair of the Board shall preside, if present, at meetings of the Board; (2) be an *ex officio* member of all committees except the Audit Committee; (3) appoint committees with the approval of the Board; and (4) perform such duties as from time to time may be assigned by the Board.

(B) Vice-Chair of the Board. The Vice-Chair of the Board shall, if present and if the Chair of the Board is absent or unable to act, preside at all meetings of the Board. The Vice-Chair of the Board shall perform such duties as from time to time may be assigned by the Board.

(C) Other Presiding Officers. In the event that both the Chair and the Vice-Chair of the Board may be absent, or in any other way unable to serve, then the President shall serve as Presiding Officer.

ARTICLE VI

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 creating it.

(B) Composition. Each of the standing committees, except the Audit Committee, shall be composed of the Chair of the Board, the President, and at least three (3) Board members appointed in the manner hereinafter specified.

(C) Appointment. The Chair of the Board shall annually appoint, with the approval of a majority of the Board, Board directors to the standing committees.

(D) Committee Chair. The chair of each committee, both standing and special, shall be designated by a majority vote of the Board.

(E) Meetings. Each standing committee shall meet as deemed necessary.

(F) Quorum. A quorum, which shall be at least one-half of all of 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 directors in attendance at a committee meeting.

(H) Reports. Each committee shall report to the Board, at its regular meetings, on all business transacted by it since the last regular Board meeting.

(I) Special Committees. The Board may, by resolution passed by a majority of the whole number of directors, designate special committees, each committee to consist of three (3) or more directors, one of whom shall be the Chair of the Board, 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
Audit Committee
Quality Assurance/Performance Improvement Committee
Finance

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 President, and other members appointed by the Chair of the Board with the approval of the Board.

(B) Functions and Powers. The Executive Committee, subject to any limitations prescribed by the Board, shall possess and may exercise during the intervals between meetings of the Board, the powers of the Board in the management of the business and affairs of the Corporation. At each meeting of the Board the Executive Committee shall make a report of all action taken by it since its last report to the Board.

(C) Meetings and Quorum. The Executive Committee shall meet as often as may be deemed necessary and expedient at such times and places as shall be determined by the Executive Committee. Five (5) members of the Executive Committee shall constitute a quorum. The Chair of the Board shall preside at meetings of the Executive Committee and, in his or her absence, the President shall preside thereat. All members of the Board shall be duly notified prior to all Executive Committee meetings.

Section 4. Audit Committee. The Audit Committee of the Member shall serve as the Audit Committee of the Corporation.

Section 5. Quality Assurance/Performance Improvement Committee. The Quality Assurance/Performance Improvement Committee shall act on behalf of the Board for purposes of discharging the governing body's obligations in overseeing the quality assurance process for the Hospital. The Board shall, at least annually, assess the performance of the Quality Assurance/Performance Improvement Committee in fulfilling the governing body's quality assurance responsibilities. Any Board director may attend meetings of the Quality Assurance/Performance Improvement Committee and may refer any quality assurance issue for deliberation or for action by the Quality Assurance/Performance Improvement Committee or by the full Board. Board members may also discuss quality assurance/performance improvement issues or problems concerning the Hospital at any meeting of the Board.

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

(A) Assuring that the Hospital 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. With respect to quality assurance, this shall include oversight of and participation in such functions of the quality assurance/performance improvement committee of the facilities such as: reviewing services in order to improve the quality of medical and dental care of patients and to prevent medical and dental malpractice; overseeing and coordinating malpractice prevention programs; and insuring 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 Board directors in their role as members of the governing body, and the administration and medical staff of the Hospital. 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 at the Hospital towards meeting appropriate goals and objectives of the Member related to the Member's health care programs;

(D) Reviewing quality assurance activities of the Hospital on at least a quarterly basis;
and

(E) Overseeing performance improvement activities to foster sharing of system-wide and

Hospital-specific performance improvement priorities, identifying new areas of opportunity for performance improvement, and spreading performance improvement best practices.

Section 6. Finance Committee. The duties and responsibilities of the Finance Committee shall include the supervision of the preparation of and recommendation to the Board of the annual consolidated revenue and expense budget of the Corporation; receipt of reports of financial performance of the Corporation delivered by management, and monitoring performance of the Corporation against its budgets.

Section 7. 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.

ARTICLE VII

OFFICERS OF THE CORPORATION

Section 1. Titles. The officers of the Corporation shall be the President (and Chief Executive Officer), one or more Executive Vice Presidents, one or more Senior Vice Presidents, one or more Vice Presidents, a General Counsel, and a Secretary.

Section 2. Appointment. The individuals serving as the officers of the Corporation shall be the same individuals that serve as such officers of the Member.

Section 3. Duties and Functions.

(A) President. The President shall have general charge of the business and affairs of the Corporation and shall have the direction of all other officers, agents, and employees. They shall, if present and in the absence of the Chair of the Board and the Vice-Chair of the Board, preside at all meetings of the Board. The President may assign such duties to the other officers of the Corporation as they deem appropriate.

(B) Executive Vice President. At the request of the President or if the President shall be unable to act because of absence or disability, the Executive Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions placed on the President. This individual shall have such powers and duties as shall be prescribed by the President subject to approval by the Member.

(C) Senior Vice Presidents; Vice Presidents. Each Senior Vice President or Vice President shall have such powers and duties as shall be prescribed by the President. The senior officer designated to have charge and custody of and be responsible for all funds and securities of the Member shall have charge and custody of and be responsible for all funds and securities of the Corporation.

(D) General Counsel. The General Counsel shall be the principal legal officer for the Corporation. The General Counsel shall advise the Board, President, Vice Presidents of the Corporation, and the Executive Director of the Hospital on all legal matters affecting policy and operations, including contractual agreements, labor law, municipal and State law affecting capital and expense budget administration, personnel administration, medical and hospital law, Federal, State and City legislative matters, as well as perform such other duties as the Board may, from time to time, assign.

(E) Secretary. The Secretary shall keep the records of all meetings of the Board and the Executive Committee. The Secretary shall be the custodian of all contracts, deeds, documents, and all other indicia of title to properties owned by the Corporation and of its other Corporate records (except accounting records).

ARTICLE VIII

EXECUTIVE DIRECTOR

Section 1. Appointment and Term. There shall be an Executive Director of the Hospital, who shall be appointed by the Member and shall serve at the pleasure of the Member.

Section 2. Vacancies. Whenever there shall be a vacancy in the position of the Executive Director due to resignation, death, incapacity, termination, or any other reason, the President shall select an Acting Executive Director to perform the duties of the Executive Director until such time as a replacement shall be appointed by the President, acting on behalf of the Member. When neither an Executive Director nor an Acting Executive Director has been appointed, the Chief Operating Officer of the Hospital shall have such powers and responsibilities as held by the Executive Director until such time as the Executive Director appointment decision is made.

Section 3. Duties and Functions. The Executive Director shall:

(A) Be responsible at all times for directing, coordinating, and supervising the administration of the Hospital and for carrying out the policies of the Corporation and the Member, the Board and the President, and the by-laws, rules, and regulations of the Hospital's medical staff;

(B) Provide liaison between the Board, the medical staff of the Hospital, the departments of the Hospital, and the community;

(C) Organize the administrative functions of the Hospital, delegate duties, and establish formal means of accountability on the part of subordinates;

(D) Make or send reports to the Board, the President, and the medical staff on the overall activities of the appropriate facility, including medical care, the budget, and the plan for the achievement of specific objectives and the periodic review and evaluation of this plan; and

(E) Designate an individual to act for them in their absence.

ARTICLE IX

MEDICAL STAFF

Section 1. Medical Staff By-Laws. The medical staff at the Hospital shall develop by-laws, rules, and regulations which set forth its organization and governance. Proposed by-laws, rules, and regulations shall be recommended by the organized medical staff to the President. Such by-laws, rules, and regulations of the medical staff shall be approved by the President, on behalf of the Board. Such by-laws, rules, and regulations shall be concerned with but not limited to the following areas:

Appointments, reappointments, and other changes in staff status;

Granting of clinical privileges;

Disciplinary actions;

All matters relating to professional competency; and

Such specific matters as may be referred by the Board to the medical staff, or required by applicable Federal and State law.

Section 2. Method of Appointment. Appointments to the medical staff shall be made triennially - or as often as otherwise required by law or by the Joint Commission on Accreditation of Healthcare Organizations -- by the President, acting on behalf of the Member, upon recommendation by the appropriate committee of the organized medical staff.

Section 3. Medical Staff Evaluation. The medical staff shall conduct an on-going review and evaluation of the quality of professional care rendered in the Hospital and shall report such activities and their results to the Board.

ARTICLE X

COMMUNITY ADVISORY BOARD

The President shall establish a Community Advisory Board for the Hospital. The Community Advisory Board shall consider and advise the Corporation on matters concerning the development of any plans or programs of the Hospital or the Corporation. The members of Community Advisory Board shall be representatives of the community served by the Hospital. The Community Advisory Board shall develop by-laws, which shall become effective upon approval by the President.

ARTICLE XI

AUDITS

The Corporation shall have an annual audit of the Corporation performed by an independent certified or registered public accountant. The audit of the Corporation may be undertaken by, and consolidated with, that of the Member.

ARTICLE XII

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 corporate employees and directors. Chapter 68 embodies an extensive recitation of acts that constitute conflicts of interest and are thereby prohibited.

The Member has promulgated 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 members of the Corporation’s community advisory boards, and other personnel who are not covered by Chapter 68. Similar to Chapter 68, the Code of Ethics embodies an extensive recitation of acts that constitute conflicts of interest and are thereby prohibited.

The Board is committed to recognizing the Corporation’s responsibility to organizational ethics and expects, therefore, every employee and Board member to support and adhere to the principles and policies set forth in Chapter 68 and all members of the community advisory boards and auxiliaries, affiliate staff, and other personnel who are not covered by Chapter 68 to support and adhere to the principles and policies set forth in the Code of Ethics.

ARTICLE XIII

AMENDMENTS

These By-Laws and the COI may be altered or repealed only by the Member.

* * * * *

RESOLUTION – 11

New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) as the sole member of H+H Maimonides Corporation (“H+HMC”) adopts the bylaws attached as Exhibit A as the bylaws of H+HMC; and

NYC Health + Hospitals as the sole member of H+HMC selects and nominates as the members of the Board Directors of H+HMC those individuals who currently serve as members of the NYC Health + Hospitals Board with each such individual to serve on the H+HMC Board in the same capacity and with the same board officer title as they serve on the NYC Health + Hospitals Board; and

NYC Health + Hospitals as the sole member of H+HMC be deemed in the future to have selected and nominated as the members of the H+HMC Board such individuals who may from time to time be added to the NYC Health + Hospitals Board and simultaneously be deemed to have withdrawn from selection and appointment to the H+HMC Board such individuals who are no longer members of the NYC Health + Hospitals Board, which actions by NYC Health + Hospitals shall be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“Maimonides”).

WHEREAS, pursuant to the ATA and the authorization given by the NYC Health + Hospitals’ Board at its December, 2026 meeting, NYC Health + Hospitals formed H+HMC as a New York public benefit corporation; and

WHEREAS, H+HMC currently exists as a shell entity pending an organizational meeting during which NYC Health + Hospitals as the sole member of H+HMC can flesh out H+HMC with bylaws and the designation of an H+HMC Board; and

WHEREAS, the ATA and the NYC Health + Hospitals Board authorizing the formation of H+HMC both anticipate the H+HMC Board being the same as the NYC Health + Hospitals Board, i.e., a “mirror board.”

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CORPORATE ORGANIZATION OF H+H MAIMONIDES CORPORATION**

BACKGROUND:	Pursuant to the ATA and the authorization given by the NYC Health + Hospitals’ Board at its December, 2025 meeting, NYC Health + Hospitals formed H+HMC as a New York public benefit corporation of which NYC Health + Hospitals is the sole member. The purpose of H+HMC is to operate the main campus of the Maimonides Health System. H+HMC currently exists as only a shell entity pending its organization by its sole member. The proposed resolution acts to adopt bylaws and select and appoint members of the H+HMC Board of Directors.
ACTIONS TAKEN:	The actions taken by the proposed resolution adopt the bylaws attached as <u>Schedule A</u> , appoint all members of the NYC Health + Hospitals Board as members of the H+HMC Board, specifies that members of the NYC Health + Hospitals shall serve on the H+HMC Board in the same capacities as they serve on the NYC Health + Hospitals Board and provides that in the in the future the H+HMC Board shall reflect any changes in the NYC Health + Hospitals Board with the object of having the H+HMC Board mirror the NYC Health + Hospitals Board.

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IT IS FURTHER RESOLVED that NYC Health + Hospitals as the sole member of H+HMC shall be deemed in the future to have selected and nominated as the members of the H+HMC Board such individuals who may from time to time be added to the NYC Health + Hospitals Board and shall be deemed to simultaneously have withdrawn from selection and appointment to the H+HMC Board such individuals who are no longer members of the NYC Health + Hospitals Board, which actions by NYC Health + Hospitals shall be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“Maimonides”).

**EXECUTIVE SUMMARY
CORPORATE ORGANIZATION OF H+H MAIMONIDES CORPORATION**

BACKGROUND:	Pursuant to the ATA and the authorization given by the NYC Health + Hospitals’ Board at its December, 2025 meeting, NYC Health + Hospitals formed H+HMC as a New York public benefit corporation of which NYC Health + Hospitals is the sole member. The purpose of H+HMC is to operate the main campus of the Maimonides Health System. H+HMC currently exists as only a shell entity pending its organization by its sole member. The proposed resolution acts to adopt bylaws and select and appoint members of the H+HMC Board of Directors.
ACTIONS TAKEN:	The actions taken by the proposed resolution adopt the bylaws attached as <u>Schedule A</u> , appoint all members of the NYC Health + Hospitals Board as members of the H+HMC Board, specifies that members of the NYC Health + Hospitals shall serve on the H+HMC Board in the same capacities as they serve on the NYC Health + Hospitals Board and provides that in the in the future the H+HMC Board shall reflect any changes in the NYC Health + Hospitals Board with the object of having the H+HMC Board mirror the NYC Health + Hospitals Board.

H+H Maimonides Corporation

BY-LAWS

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ARTICLE I

PREAMBLE

H+H Maimonides Corporation is a public benefit corporation (the “Corporation”) created pursuant to the New York City Health and Hospitals Corporation Act (L. 1969, C. 1016, eff. May 26, 1969) (the “**Act**”) as a subsidiary corporation to New York City Health and Hospitals Corporation, which is its sole member (the “**Member**”). The purposes of this Corporation shall be those set forth in its Certificate of Incorporation.

The Corporation shall operate, consistent with regulatory approvals, H+H Maimonides (the “**Hospital**”)

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

ARTICLE II

OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located in the City of New York, State of New York.

Section 2. Other Offices. The Corporation may also have offices at such other places within and without the State of New York as the Board may, from time to time, determine or the business of the Corporation may require.

ARTICLE III

MEMBERSHIP

Section 1. Member. The sole Member of the Corporation shall be the New York City Health and Hospitals Corporation, which shall serve as the co-established operator of the Hospital. The Corporation shall be subject to the authority of the Member pursuant to the Act, the Certificate of Incorporation of the Corporation (as amended from time-to-time, the “COI”), these By-Laws, and other applicable law.

Section 2. Powers of the Member. The following actions are reserved to the Member and may not be taken by the Corporation or the Corporation’s Board of Directors (the “**Board**”) without the approval of the Member. The Member may initiate and take any of the following actions, even without the approval of the Board. The Member shall determine how to take each of the foregoing actions, including whether approval of the Member’s Board of Directors is required or whether the action may be performed by an authorized officer of the Member:

- (A) Approving the COI and by-laws of the Corporation and any amendments thereto;
- (B) Appointing and dismissing the Hospital’s Executive Director as well as management-level employees, and medical staff;
- (C) Engaging in collective bargaining or negotiating with any organization representing any of the Corporation’s employees, or to entering into collective bargaining agreements with any such organization;
- (D) Establishing personnel administration policies, practices, procedures and programs, and terms and conditions of employment of the Corporation, including those agreed to in collective bargaining and determined by the comptroller of the City of New York pursuant to section two hundred twenty of the labor law;
- (E) Adopting and enforcing the Corporation’s hospital policies and procedures;
- (F) Disposing of assets and incurring liabilities on behalf of the Corporation;
- (G) Approving certificate of need applications filed by or on behalf of the Corporation;
- (H) Adopting and approving the Corporation’s capital and operating budgets;
- (I) Approving contracts for management or for clinical services;
- (J) Approving settlements for lawsuits or administrative actions involving the Corporation;
- (K) Designating the officers, employees and agents of the Corporation who shall have the power to execute and deliver deeds, contracts, mortgages, debentures, checks, drafts, and other orders for the payment of money and other documents for and in the name of the Corporation and authorizing 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;
- (L) Designating the banks and trust companies into which the monies of the Corporation shall be deposited;

- (M) Selecting the auditor of or outside advisors to the Corporation; and
- (N) Maintaining and controlling the books and records of the Corporation.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. Subject to Article III, the property, business, and affairs of the Corporation shall be managed by the Board. In the management and control of the property, business, and affairs of the Corporation, the Board may exercise all of the powers of the Corporation except such as may be otherwise reserved by the law, including, without limitation, the Act, these By-Laws or the Corporation's Certificate of Incorporation. The Board shall fulfill its responsibilities in a manner consistent with relevant law and regulations, including the Conditions of Participation under the Medicare program, and shall serve as the Governing Body of the licensed facilities operated by the Corporation with the Member serving as the co-established operator.

Section 2. Number and Qualifications of Directors. Those persons who serve as directors of the Board of Directors for the Member shall serve as directors on the Board for the Corporation in the same board capacities as they serve on the Member's Board of Directors.

Section 3. Meetings.

(A) Annual Public Meeting. The Board 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 notice shall be given, not later than thirty (30) days before the meeting, in such manner as the Board may, by resolution, determine.

(B) Special Meetings. Special meetings of the Board shall be held whenever called by the Chair of the Board, the President, 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.

(C) Time and Place of Meeting. The Board 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 may, from time to time, by resolution determine or as shall be designated in the respective notices or waivers of notice thereof.

(D) Notice of Meetings. Notices of regular meetings of the Board or of any adjourned meeting need not be given. Notices of special meetings of the Board, or of any meeting of any committee of the Board, 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 them at their 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 any reasonable means of recorded electronic communications 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 such committee, however, if waived by the director in writing or by any reasonable means of recorded electronic 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.

(E) Quorum and Manner of Acting. A majority of the whole number of directors shall be present in person at any meeting of the Board in order to constitute a quorum for the transaction of business at 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, except as otherwise expressly required by these By-Laws. In the absence of a quorum for

any such meeting, a majority of the directors present thereat may adjourn such meeting, from time to time, until a quorum shall be present. Robert's Rules of Order shall prevail at all meetings of the Board except as otherwise herein provided.

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

1. Acceptance of the minutes of the last Regular meeting and all Special meetings;
2. Chair's Report;
3. President's Report;
4. Old and New Business;
5. Committee Reports;
6. Hospital Governing Body / Executive Session
7. 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.

(G) Organization. At each meeting of the Board, one of the following shall act as chair of the meeting and preside thereat, in the following order of precedence: (a) the Chair of the Board; (b) the Vice-Chair of the Board; (C) the President; (d) 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.

(H) Minutes of Meetings. Minutes of all meetings of the Board and its committees, including a record of attendance, shall be kept. Upon approval, such minutes shall be signed by the Secretary and permanently filed and maintained in the principal office of the Corporation and at each of the Corporation's facilities.

ARTICLE V

OFFICERS OF THE BOARD

Section 1. Titles. The officers of the Board shall be a Chair and a Vice-Chair. The Chair shall be the individual who serves as the Chair of the Board of the Member, and the Vice-Chair shall be the individual who serves as the Vice-Chair of the Board of the Member.

Section 2. Duties and Functions.

(A) Chair of the Board. The Chair of the Board shall preside, if present, at meetings of the Board; (2) be an *ex officio* member of all committees except the Audit Committee; (3) appoint committees with the approval of the Board; and (4) perform such duties as from time to time may be assigned by the Board.

(B) Vice-Chair of the Board. The Vice-Chair of the Board shall, if present and if the Chair of the Board is absent or unable to act, preside at all meetings of the Board. The Vice-Chair of the Board shall perform such duties as from time to time may be assigned by the Board.

(C) Other Presiding Officers. In the event that both the Chair and the Vice-Chair of the Board may be absent, or in any other way unable to serve, then the President shall serve as Presiding Officer.

ARTICLE VI

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 creating it.

(B) Composition. Each of the standing committees, except the Audit Committee, shall be composed of the Chair of the Board, the President, and at least three (3) Board members appointed in the manner hereinafter specified.

(C) Appointment. The Chair of the Board shall annually appoint, with the approval of a majority of the Board, Board directors to the standing committees.

(D) Committee Chair. The chair of each committee, both standing and special, shall be designated by a majority vote of the Board.

(E) Meetings. Each standing committee shall meet as deemed necessary.

(F) Quorum. A quorum, which shall be at least one-half of all of 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 directors in attendance at a committee meeting.

(H) Reports. Each committee shall report to the Board, at its regular meetings, on all business transacted by it since the last regular Board meeting.

(I) Special Committees. The Board may, by resolution passed by a majority of the whole number of directors, designate special committees, each committee to consist of three (3) or more directors, one of whom shall be the Chair of the Board, 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
Audit Committee
Quality Assurance/Performance Improvement Committee
Finance

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 President, and other members appointed by the Chair of the Board with the approval of the Board.

(B) Functions and Powers. The Executive Committee, subject to any limitations prescribed by the Board, shall possess and may exercise during the intervals between meetings of the Board, the powers of the Board in the management of the business and affairs of the Corporation. At each meeting of the Board the Executive Committee shall make a report of all action taken by it since its last report to the Board.

(C) Meetings and Quorum. The Executive Committee shall meet as often as may be deemed necessary and expedient at such times and places as shall be determined by the Executive Committee. Five (5) members of the Executive Committee shall constitute a quorum. The Chair of the Board shall preside at meetings of the Executive Committee and, in his or her absence, the President shall preside thereat. All members of the Board shall be duly notified prior to all Executive Committee meetings.

Section 4. Audit Committee. The Audit Committee of the Member shall serve as the Audit Committee of the Corporation.

Section 5. Quality Assurance/Performance Improvement Committee. The Quality Assurance/Performance Improvement Committee shall act on behalf of the Board for purposes of discharging the governing body's obligations in overseeing the quality assurance process for the Hospital. The Board shall, at least annually, assess the performance of the Quality Assurance/Performance Improvement Committee in fulfilling the governing body's quality assurance responsibilities. Any Board director may attend meetings of the Quality Assurance/Performance Improvement Committee and may refer any quality assurance issue for deliberation or for action by the Quality Assurance/Performance Improvement Committee or by the full Board. Board members may also discuss quality assurance/performance improvement issues or problems concerning the Hospital at any meeting of the Board.

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

(A) Assuring that the Hospital 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. With respect to quality assurance, this shall include oversight of and participation in such functions of the quality assurance/performance improvement committee of the facilities such as: reviewing services in order to improve the quality of medical and dental care of patients and to prevent medical and dental malpractice; overseeing and coordinating malpractice prevention programs; and insuring 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 Board directors in their role as members of the governing body, and the administration and medical staff of the Hospital. 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 at the Hospital towards meeting appropriate goals and objectives of the Member related to the Member's health care programs;

(D) Reviewing quality assurance activities of the Hospital on at least a quarterly basis;
and

(E) Overseeing performance improvement activities to foster sharing of system-wide and

Hospital-specific performance improvement priorities, identifying new areas of opportunity for performance improvement, and spreading performance improvement best practices.

Section 6. Finance Committee. The duties and responsibilities of the Finance Committee shall include the supervision of the preparation of and recommendation to the Board of the annual consolidated revenue and expense budget of the Corporation; receipt of reports of financial performance of the Corporation delivered by management, and monitoring performance of the Corporation against its budgets.

Section 7. 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.

ARTICLE VII

OFFICERS OF THE CORPORATION

Section 1. Titles. The officers of the Corporation shall be the President (and Chief Executive Officer), one or more Executive Vice Presidents, one or more Senior Vice Presidents, one or more Vice Presidents, a General Counsel, and a Secretary.

Section 2. Appointment. The individuals serving as the officers of the Corporation shall be the same individuals that serve as such officers of the Member.

Section 3. Duties and Functions.

(A) President. The President shall have general charge of the business and affairs of the Corporation and shall have the direction of all other officers, agents, and employees. They shall, if present and in the absence of the Chair of the Board and the Vice-Chair of the Board, preside at all meetings of the Board. The President may assign such duties to the other officers of the Corporation as they deem appropriate.

(B) Executive Vice President. At the request of the President or if the President shall be unable to act because of absence or disability, the Executive Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions placed on the President. This individual shall have such powers and duties as shall be prescribed by the President subject to approval by the Member.

(C) Senior Vice Presidents; Vice Presidents. Each Senior Vice President or Vice President shall have such powers and duties as shall be prescribed by the President. The senior officer designated to have charge and custody of and be responsible for all funds and securities of the Member shall have charge and custody of and be responsible for all funds and securities of the Corporation.

(D) General Counsel. The General Counsel shall be the principal legal officer for the Corporation. The General Counsel shall advise the Board, President, Vice Presidents of the Corporation, and the Executive Director of the Hospital on all legal matters affecting policy and operations, including contractual agreements, labor law, municipal and State law affecting capital and expense budget administration, personnel administration, medical and hospital law, Federal, State and City legislative matters, as well as perform such other duties as the Board may, from time to time, assign.

(E) Secretary. The Secretary shall keep the records of all meetings of the Board and the Executive Committee. The Secretary shall be the custodian of all contracts, deeds, documents, and all other indicia of title to properties owned by the Corporation and of its other Corporate records (except accounting records).

ARTICLE VIII

EXECUTIVE DIRECTOR

Section 1. Appointment and Term. There shall be an Executive Director of the Hospital, who shall be appointed by the Member and shall serve at the pleasure of the Member.

Section 2. Vacancies. Whenever there shall be a vacancy in the position of the Executive Director due to resignation, death, incapacity, termination, or any other reason, the President shall select an Acting Executive Director to perform the duties of the Executive Director until such time as a replacement shall be appointed by the President, acting on behalf of the Member. When neither an Executive Director nor an Acting Executive Director has been appointed, the Chief Operating Officer of the Hospital shall have such powers and responsibilities as held by the Executive Director until such time as the Executive Director appointment decision is made.

Section 3. Duties and Functions. The Executive Director shall:

(A) Be responsible at all times for directing, coordinating, and supervising the administration of the Hospital and for carrying out the policies of the Corporation and the Member, the Board and the President, and the by-laws, rules, and regulations of the Hospital's medical staff;

(B) Provide liaison between the Board, the medical staff of the Hospital, the departments of the Hospital, and the community;

(C) Organize the administrative functions of the Hospital, delegate duties, and establish formal means of accountability on the part of subordinates;

(D) Make or send reports to the Board, the President, and the medical staff on the overall activities of the appropriate facility, including medical care, the budget, and the plan for the achievement of specific objectives and the periodic review and evaluation of this plan; and

(E) Designate an individual to act for them in their absence.

ARTICLE IX

MEDICAL STAFF

Section 1. Medical Staff By-Laws. The medical staff at the Hospital shall develop by-laws, rules, and regulations which set forth its organization and governance. Proposed by-laws, rules, and regulations shall be recommended by the organized medical staff to the President. Such by-laws, rules, and regulations of the medical staff shall be approved by the President, on behalf of the Board. Such by-laws, rules, and regulations shall be concerned with but not limited to the following areas:

Appointments, reappointments, and other changes in staff status;

Granting of clinical privileges;

Disciplinary actions;

All matters relating to professional competency; and

Such specific matters as may be referred by the Board to the medical staff, or required by applicable Federal and State law.

Section 2. Method of Appointment. Appointments to the medical staff shall be made triennially - or as often as otherwise required by law or by the Joint Commission on Accreditation of Healthcare Organizations -- by the President, acting on behalf of the Member, upon recommendation by the appropriate committee of the organized medical staff.

Section 3. Medical Staff Evaluation. The medical staff shall conduct an on-going review and evaluation of the quality of professional care rendered in the Hospital and shall report such activities and their results to the Board.

ARTICLE X

COMMUNITY ADVISORY BOARD

The President shall establish a Community Advisory Board for the Hospital. The Community Advisory Board shall consider and advise the Corporation on matters concerning the development of any plans or programs of the Hospital or the Corporation. The members of Community Advisory Board shall be representatives of the community served by the Hospital. The Community Advisory Board shall develop by-laws, which shall become effective upon approval by the President.

ARTICLE XI

AUDITS

The Corporation shall have an annual audit of the Corporation performed by an independent certified or registered public accountant. The audit of the Corporation may be undertaken by, and consolidated with, that of the Member.

ARTICLE XII

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 corporate employees and directors. Chapter 68 embodies an extensive recitation of acts that constitute conflicts of interest and are thereby prohibited.

The Member has promulgated 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 members of the Corporation’s community advisory boards, and other personnel who are not covered by Chapter 68. Similar to Chapter 68, the Code of Ethics embodies an extensive recitation of acts that constitute conflicts of interest and are thereby prohibited.

The Board is committed to recognizing the Corporation’s responsibility to organizational ethics and expects, therefore, every employee and Board member to support and adhere to the principles and policies set forth in Chapter 68 and all members of the community advisory boards and auxiliaries, affiliate staff, and other personnel who are not covered by Chapter 68 to support and adhere to the principles and policies set forth in the Code of Ethics.

ARTICLE XIII

AMENDMENTS

These By-Laws and the COI may be altered or repealed only by the Member.

* * * * *

H+H/Maimonides Integration Planning

**Organizing Resolution for the H+H Maimonides and H+H
Maimonides Midwood Subsidiaries (Including Bylaws
Approval)**

**Board of Directors Meeting
March 26, 2026**

Jeremy Berman – Deputy Counsel

10 - Organizing Resolution For Board Consideration (H+H Maimonides Midwood)

- New York City Health and Hospitals Corporation (“**NYC Health + Hospitals**”) as the sole member of H+H Maimonides Midwood Corporation (“**H+H Midwood**”) adopts the bylaws attached as Exhibit A as the bylaws of H+H Midwood; and
- NYC Health + Hospitals as the sole member of H+H Midwood selects and nominates as the members of the Board Directors of H+H Midwood those individuals who currently serve as members of the NYC Health + Hospitals Board with each such individual to serve on the H+H Midwood Board in the same capacity and with the same board officer title as they serve on the NYC Health + Hospitals Board; and
- NYC Health + Hospitals as the sole member of H+H Midwood be deemed in the future to have selected and nominated as the members of the H+H Midwood Board such individuals who may from time to time be added to the NYC Health + Hospitals Board and simultaneously be deemed to have withdrawn from selection and appointment to the H+H Midwood Board such individuals who are no longer members of the NYC Health + Hospitals Board.

11 - Organizing Resolution For Board Consideration (H+H Maimonides)

- New York City Health and Hospitals Corporation (“**NYC Health + Hospitals**”) as the sole member of H+H Maimonides Corporation (“**H+HMC**”) adopts the bylaws attached as Exhibit A as the bylaws of H+HMC; and
- NYC Health + Hospitals as the sole member of H+HMC selects and nominates as the members of the Board Directors of H+HMC those individuals who currently serve as members of the NYC Health + Hospitals Board with each such individual to serve on the H+HMC Board in the same capacity and with the same board officer title as they serve on the NYC Health + Hospitals Board; and
- NYC Health + Hospitals as the sole member of H+HMC be deemed in the future to have selected and nominated as the members of the H+HMC Board such individuals who may from time to time be added to the NYC Health + Hospitals Board and simultaneously be deemed to have withdrawn from selection and appointment to the H+HMC Board such individuals who are no longer members of the NYC Health + Hospitals Board.

- Members of the NYC Health + Hospitals board will be the same and will serve in the same roles as they do on the NYC Health + Hospitals (member) board. They are selected and removed by being selected for or removed from the NYC Health + Hospitals board.
- Corporate officers of NYC Health + Hospitals will also be the corporate officers of the subsidiaries.

How do the Subsidiary Bylaws differ from the NYC Health + Hospitals Bylaws?

- Reserves powers to the member, *e.g.*, appointment of the hospital CEOs (called “Executive Directors”), the power to amend or repeal the bylaws, the power to approve budgets, and the power to dispose of assets.
- Excludes those powers that NYC Health + Hospitals subsidiaries cannot have, *e.g.*, the power to create subsidiaries, the power to engage in collective bargaining, or the power to issue bonds.
- Provides for only four board committees: Executive, Audit, Quality Assurance/Performance Improvement, and Finance. Other matters generally handled by committee will be handled by the committee of the member (*e.g.*, IT and strategic planning).

10 - Organizing Resolution For Board Approval Request (H+H Maimonides Midwood)

- New York City Health and Hospitals Corporation (“**NYC Health + Hospitals**”) as the sole member of H+H Maimonides Midwood Corporation (“**H+H Midwood**”) adopts the bylaws attached as Exhibit A as the bylaws of H+H Midwood; and
- NYC Health + Hospitals as the sole member of H+H Midwood selects and nominates as the members of the Board Directors of H+H Midwood those individuals who currently serve as members of the NYC Health + Hospitals Board with each such individual to serve on the H+H Midwood Board in the same capacity and with the same board officer title as they serve on the NYC Health + Hospitals Board; and
- NYC Health + Hospitals as the sole member of H+H Midwood be deemed in the future to have selected and nominated as the members of the H+H Midwood Board such individuals who may from time to time be added to the NYC Health + Hospitals Board and simultaneously be deemed to have withdrawn from selection and appointment to the H+H Midwood Board such individuals who are no longer members of the NYC Health + Hospitals Board.

11 - Organizing Resolution For Board Approval Request (H+H Maimonides)

- New York City Health and Hospitals Corporation (“**NYC Health + Hospitals**”) as the sole member of H+H Maimonides Corporation (“**H+HMC**”) adopts the bylaws attached as Exhibit A as the bylaws of H+HMC; and
- NYC Health + Hospitals as the sole member of H+HMC selects and nominates as the members of the Board Directors of H+HMC those individuals who currently serve as members of the NYC Health + Hospitals Board with each such individual to serve on the H+HMC Board in the same capacity and with the same board officer title as they serve on the NYC Health + Hospitals Board; and
- NYC Health + Hospitals as the sole member of H+HMC be deemed in the future to have selected and nominated as the members of the H+HMC Board such individuals who may from time to time be added to the NYC Health + Hospitals Board and simultaneously be deemed to have withdrawn from selection and appointment to the H+HMC Board such individuals who are no longer members of the NYC Health + Hospitals Board.

RESOLUTION - 12

New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) hereby accepts the role of sole member of Brooklyn Communities Collaborative, Inc., a New York not-for-profit corporation (“BCC”) in anticipation that BCC will adopt amended and restated Bylaws and which actions by NYC Health + Hospitals shall be effective only upon the closing of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“Maimonides”); and

NYC Health + Hospitals in anticipation of BCC’s adoption of Amended and Restated Bylaws and only upon the closing of the ATA, NYC Health + Hospitals, as the sole member of BCC, hereby appoints as an additional member of the Board Directors of BCC Deborah Brown; and

NYC Health + Hospitals in anticipation of BCC’s adoption of Amended and Restated Bylaws, and only upon the closing of the ATA, NYC Health + Hospitals, as the sole member of BCC, hereby appoints Shari Suchoff to the position of Executive Director of BCC; all such actions by NYC Health + Hospitals shall be effective only upon the closing of the ATA.

WHEREAS, pursuant to the ATA, prior to the ATA closing, Maimonides will cause BCC to amend its Bylaws to, among other things, substitute NYC Health + Hospitals for Maimonides as the sole member of BCC; and

WHEREAS, the Bylaws authorize NYC Health + Hospitals, as the sole member, to appoint the members of the board of BCC and to appoint the Executive Director of BCC.

NOW THEREFORE, BE IT RESOLVED that New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) hereby accepts the role of sole member of Brooklyn Communities Collaborative, Inc., a New York not-for-profit corporation (“BCC”) in anticipation that BCC will adopt amended and restated Bylaws and which actions by NYC Health + Hospitals shall be effective only upon the closing of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“Maimonides”); and

IT IS FURTHER RESOLVED that, in anticipation of BCC’s adoption of Amended and Restated Bylaws and only upon the closing of the ATA, NYC Health + Hospitals, as the sole member of BCC, hereby appoints as an additional member of the Board Directors of BCC Deborah Brown; and

IT IS FURTHER RESOLVED that, in anticipation of BCC’s adoption of Amended and Restated Bylaws, and only upon the closing of the ATA, NYC Health + Hospitals, as the sole member of BCC, hereby appoints Shari Suchoff to the position of Executive Director of BCC; all such actions by NYC Health + Hospitals shall be effective only upon the closing of the ATA.

**Brooklyn Communities Collaborative,
Inc., a New York not-for-profit
corporation (“BCC”) inc. a New York
not-for-profit corporation**

Board of Directors Meeting

March 26, 2026

Deborah Brown, JD, MSW

Chief External Affairs Officer, SVP

For Board of Directors Consideration

- **New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) hereby accepts the role of sole member of Brooklyn Communities Collaborative, Inc., a New York not-for-profit corporation (“BCC”) in anticipation that BCC will adopt amended and restated Bylaws and which actions by NYC Health + Hospitals shall be effective only upon the closing of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“Maimonides”); and**
- **IT IS FURTHER RESOLVED that, in anticipation of BCC’s adoption of Amended and Restated Bylaws and only upon the closing of the ATA, NYC Health + Hospitals, as the sole member of BCC, hereby appoints as an additional member of the Board Directors of BCC Deborah Brown; and**
- **IT IS FURTHER RESOLVED that, in anticipation of BCC’s adoption of Amended and Restated Bylaws, and only upon the closing of the ATA, NYC Health + Hospitals, as the sole member of BCC, hereby appoints Shari Suchoff to the position of Executive Director of BCC; all such actions by NYC Health + Hospitals shall be effective only upon the closing of the ATA.**

Brooklyn Communities Collaborative

- BCC is a nonprofit organization (501c3) promoting health equity in Brooklyn neighborhoods
- Working across silos, BCC empowers communities and engages partners to develop and implement innovative strategies that address complex systemic challenges.
- BCC is currently a subsidiary of Maimonides Medical Center with 9 Board members
- MMC is the sole corporate member
- Advances its mission through:
 - Research – participatory action research of community members
 - Convening – serves as intermediary to educate and mobilize network
 - Incubation – develops and advances cross-sector initiatives
- Involves a network of nearly 100 community-based organizations, led by significant anchor institutions

Benefits / Rationale

- BCC is an important network of community partners, promoting health equity, economic development, and civic engagement.
- Maintaining BCC will continue and enhance community relationships in the Maimonides area and beyond.

Board of Directors Approval Request

- **New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) hereby accepts the role of sole member of Brooklyn Communities Collaborative, Inc., a New York not-for-profit corporation (“BCC”) in anticipation that BCC will adopt amended and restated Bylaws and which actions by NYC Health + Hospitals shall be effective only upon the closing of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“Maimonides”); and**
- **IT IS FURTHER RESOLVED that, in anticipation of BCC’s adoption of Amended and Restated Bylaws and only upon the closing of the ATA, NYC Health + Hospitals, as the sole member of BCC, hereby appoints as an additional member of the Board Directors of BCC Deborah Brown; and**
- **IT IS FURTHER RESOLVED that, in anticipation of BCC’s adoption of Amended and Restated Bylaws, and only upon the closing of the ATA, NYC Health + Hospitals, as the sole member of BCC, hereby appoints Shari Suchoff to the position of Executive Director of BCC; all such actions by NYC Health + Hospitals shall be effective only upon the closing of the ATA.**

RESOLUTION - 13

New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) accepts the role of sole member of Community Care of Brooklyn IPA, Inc., a New York not-for-profit corporation (“CCB IPA”) in anticipation that CCB IPA will adopt the amended and restated Certificate of Incorporation in the form attached as Exhibit A (the “COI”) and the amended and restated bylaws in the form attached as Exhibit B (the “Bylaws”), both of which actions by NYC Health + Hospitals shall be effective only upon the closure of the Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“Maimonides**”); and**

NYC Health + Hospitals, in anticipation of CCB IPA’s adoption of the COI and the Bylaws and only upon the closing of the ATA, as the sole member of CCB IPA, appoints Alessandra Calvo-Friedman, M.D. as the member of the Board Directors of CCB IPA; and

NYC Health + Hospitals, in anticipation of CCB IPA’s adoption of the COI and the Bylaws and only upon the closing of the ATA as the sole member of CCB IPA, recommends for the position of Chief Executive Officer of CCB IPA Nichola Davis, M.D.; all such actions by NYC Health + Hospitals shall be effective only upon the closure of the ATA.

WHEREAS, pursuant to the ATA, prior to its closing Maimonides will cause CCB IPA to adopt the COI and Bylaws to, among other things, substitute NYC Health + Hospitals for Maimonides as the sole member of CCB IPA; and

WHEREAS, the COI and Bylaws authorize NYC Health + Hospitals, as the sole member, to appoint the members of the board of CCB IPA and to recommend a candidate for the position of Chief Executive Officer of CCB IPA.

NOW THEREFORE, BE IT RESOLVED that New York City Health and Hospitals Corporation (“**NYC Health + Hospitals**”) hereby accepts the role of sole member of Community Care of Brooklyn IPA, Inc., a New York not-for-profit corporation (“**CCB IPA**”) in anticipation that CCB IPA will adopt the amended Certificate of Incorporation in the form attached as Exhibit A (the “**COI**”) and the bylaws in the form attached as Exhibit B (the “**Bylaws**”), both of which shall be effective only upon the closure of the Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides ; and between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“**Maimonides**”); and

IT IS FURTHER RESOLVED that in anticipation of CCB IPA’s adoption of the COI and the Bylaws and only upon the closing of the ATA NYC Health + Hospitals, as the sole member of CCB IPA, hereby appoints Alessandra Calvo-Friedman, M.D. as the member of the Board Directors of CCB IPA; and

IT IS FURTHER RESOLVED that in anticipation of CCB IPA’s adoption of the COI and the Bylaws and only upon the closing of the ATA NYC Health + Hospitals, as the sole member of CCB IPA, recommends for the position of Chief Executive Officer of CCB IPA Nichola Davis, M.D.; all such actions by NYC Health + Hospitals shall be effective only upon the closure of the ATA.

Community Care of Brooklyn IPA (CCB IPA)

Board of Directors Meeting
March 26, 2026

Dr. Theodore Long, Senior Vice President, Ambulatory Care Operation
Dr. Nichola Davis, Vice President, Population Health

For Board of Directors Consideration

- New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) accepts the role of sole member of Community Care of Brooklyn IPA, Inc., a New York not-for-profit corporation (“CCB IPA”) in anticipation that CCB IPA will adopt the amended and restated Certificate of Incorporation in the form attached as Exhibit A (the “COI”) and the amended and restated bylaws in the form attached as Exhibit B (the “Bylaws”), both of which actions by NYC Health + Hospitals shall be effective only upon the closure of the Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. and its affiliates (“Maimonides”); and
- NYC Health + Hospitals, in anticipation of CCB IPA’s adoption of the COI and the Bylaws and only upon the closing of the ATA, as the sole member of CCB IPA, appoints Alessandra Calvo-Friedman, M.D. as the member of the Board Directors of CCB IPA; and
- NYC Health + Hospitals, in anticipation of CCB IPA’s adoption of the COI and the Bylaws and only upon the closing of the ATA as the sole member of CCB IPA, recommends for the position of Chief Executive Officer of CCB IPA Nichola Davis, M.D.; all such actions by NYC Health + Hospitals shall be effective only upon the closure of the ATA.

Community Care of Brooklyn IPA (CCB IPA)

- CCB IPA is an integrated network of health and social service partners that service Brooklyn communities
- The CCB includes an accountable care organization
- Currently a subsidiary of Maimonides Medical Center with an independent board of 8 members
- 78,865 total members across 6 hospitals, 4 FQHCs, 500+ PCPs, behavioral health providers, and 100+ participant organizations
- 6 value-based arrangements, which have generated nearly \$40M to date in shared savings for participants

Benefits / Rationale

- CCB IPA has generated significant shared savings and would be a complement to the H+H ACO, not a competitor

Board of Directors Approval Request

- New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) accepts the role of sole member of Community Care of Brooklyn IPA, Inc., a New York not-for-profit corporation (“CCB IPA”) in anticipation that CCB IPA will adopt the amended and restated Certificate of Incorporation in the form attached as Exhibit A (the “COI”) and the amended and restated bylaws in the form attached as Exhibit B (the “Bylaws”), both of which actions by NYC Health + Hospitals shall be effective only upon the closure of the Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. and its affiliates (“Maimonides”); and
- NYC Health + Hospitals, in anticipation of CCB IPA’s adoption of the COI and the Bylaws and only upon the closing of the ATA, as the sole member of CCB IPA, appoints Alessandra Calvo-Friedman, M.D. as the member of the Board Directors of CCB IPA; and
- NYC Health + Hospitals, in anticipation of CCB IPA’s adoption of the COI and the Bylaws and only upon the closing of the ATA as the sole member of CCB IPA, recommends for the position of Chief Executive Officer of CCB IPA Nichola Davis, M.D.; all such actions by NYC Health + Hospitals shall be effective only upon the closure of the ATA.

Exhibit A

DOCUMENT AND CERTIFICATE COVER SHEET

Contact Information

Name:

—

Mailing

Address:

—

Email

Address:

Phone

Number:

—

Request for Filing of Document

Exact Name of Entity: Community Care of Brooklyn IPA, Inc.

Document **Type:** **Certificate** **of** **Amendment**

—

(i.e., Certificate of Incorporation, Articles of Organization, Certificate of Amendment, etc.):

Request for Copies or Certificates of Status (Check the appropriate box)

Exact Name of Entity:

—

Certified Copies of all Documents on File (\$10 per document)

Plain Copies of all Documents on File (\$5 per document)

Certified Copy of

Plain Copy of

Certificate of Status - Long Form (\$25 per document)

Certificate of Status - Short Form (\$25 per document)

Method of Delivery of Filing Receipt or Other Document

All documents will be returned to the email address listed above with the exception of certified and uncertified copies filed before July 1990.

CERTIFICATE OF AMENDMENT OF
THE
CERTIFICATE OF INCORPORATION OF
Community Care of Brooklyn IPA, Inc.

(Name of Domestic Corporation)

Under Section 803 of the Not-for-Profit
Corporation Law

FIRST: The name of the corporation is:

Community Care of Brooklyn IPA, Inc.

If the name of the corporation has been changed, the name under which it was formed is:

SECOND: The certificate of incorporation was filed by the Department of State on:

January 30, 2018

THIRD: The corporation was formed under the following law: (Choose one)

Not-for-Profit Corporation Law

Specify other law: _____.

FOURTH: The corporation is a corporation as defined in subparagraph (5) of
paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

FIFTH: The certificate of incorporation is amended as follows:

Paragraph SIXTH _____ **of the Certificate of Incorporation is hereby: (check**
appropriate box)

added amended deleted

The subject matter of the amendment is: (Provide a brief description of the subject matter of this amendment e.g., the purposes of the corporation are being amended)

The sole corporate member of the corporation is being amended.

The full text of the amended or added paragraph is: (Provide the entire text of the paragraph added or amended, including the paragraph number)

SIXTH: The Corporation shall be a corporation with a member. The sole member of the Corporation shall be New York City Health and Hospitals Corporation. The rights, powers, duties, and obligations of the member shall be set forth in the By-laws of the Corporation.

FIFTH: The certificate of incorporation is amended as follows:

Paragraph SEVENTH of the Certificate of Incorporation is hereby: (check appropriate box)

added amended deleted

The subject matter of the amendment is: (Provide a brief description of the subject matter of this amendment e.g., the purposes of the corporation are being amended)

The location of the office of the corporation is being amended.

The full text of the amended or added paragraph is: (Provide the entire text of the paragraph added or amended, including the paragraph number)

SEVENTH: The office of the Corporation is to be located in the County of New York, State of New York.

FIFTH: The certificate of incorporation is amended as follows:

Paragraph ELEVENTH of the Certificate of Incorporation is hereby: (check appropriate box)

added amended deleted

The subject matter of the amendment is: (Provide a brief description of the subject matter of this amendment e.g., the purposes of the corporation are being amended)

The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is being amended.

The full text of the amended or added paragraph is: (Provide the entire text of the paragraph added or amended, including the paragraph number)

ELEVENTH: The Secretary of State of the State of New York is designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the Corporation is: 50 Water Street, 17th Floor, New York, NY 10004.

SIXTH: The Secretary of State is designated as agent of the corporation upon whom process against the corporation may be served.

The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon the Secretary of State by personal delivery is:

50 Water Street, 17th Floor, New York, NY 10004

(Optional) The email address to which the Secretary of State shall email a notice of the fact that process against the corporation has been served electronically upon the Secretary of State is:

—:

SEVENTH: The certificate of amendment was authorized by: (Check the appropriate box)

a vote of a majority of the members at a meeting.

the unanimous written consent of the members entitled to vote thereon.

a vote of a majority of the entire board of directors. The corporation has no members.

X

(Signature)

(Print or Type Signer's Name)

Capacity of Signer (Check appropriate box):

Officer Director

Authorized Person

**CERTIFICATE OF
AMENDMENT OF THE
CERTIFICATE OF
INCORPORATION OF**

Community Care of Brooklyn IPA, Inc.

(Name of Domestic Corporation)

**Under Section 803 of the Not-for-Profit
Corporation Law**

Filer's Name _____

Address

City, _____ State _____ and _____ Zip _____ Code _____

NOTES:

- 1. The name of the corporation and its date of incorporation provided on this certificate must exactly match the records of the Department of State. This information should be verified on the Department of State's website at <https://dos.ny.gov>.**
- 2. The certificate must be submitted with a \$30 filing fee.**
- 3. This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores.**
- 4. The Department of State recommends that all documents be prepared under the guidance of an attorney.**
- 5. Please be sure to review Section 804 and Section 404 of the Not-for-Profit Corporation Law to determine if any consents or approvals are required to be attached to this certificate of amendment.**

For Office Use Only

Exhibit B

AMENDED AND RESTATED BYLAWS
OF
COMMUNITY CARE OF BROOKLYN IPA, INC.
(a New York Public Benefit Corporation)

Adopted [April 1], 2026

ARTICLE I

MEMBERS

Section 1.1. Members. The sole member of Community Care of Brooklyn IPA, Inc. (the “Corporation”) shall be New York City Health and Hospitals Corporation (“H+H”), a public benefit corporation created pursuant to the New York City Health and Hospitals Corporation Act (L. 1969, C. 1016, eff. May 26, 1969) (the “Act”) (hereinafter in such capacity referred to as the “Member”). The President and Chief Executive Officer of the Member or his/her designee shall exercise the Member’s membership rights and obligations.

Section 1.2. Meetings of the Member. A meeting of the Member shall be held annually on such date and at such time and place as may be fixed by the Member’s Board, and adopted by the Member, for the purposes of electing Directors, receiving annual reports of the Corporation’s Board and officers, and for the transaction of such other business as may be brought before the meeting (the “Annual Meeting”).

Section 1.3. Powers and Rights. The Member shall have such powers and rights as are vested in it by law, the Certificate of Incorporation or these Bylaws. The consent of the Member shall be obtained regarding any of the following actions taken by the Board pursuant to Section 2.4 or Section 2.8:

- (a) the incurrence by the Corporation of any indebtedness in an amount in excess of \$100,000;
- (b) any amendment to the Certificate of Incorporation of the Corporation;
- (c) the sale, lease or other disposition of assets of the Corporation with a fair market value exceeding \$100,000;
- (d) any merger or consolidation of the Corporation with or into another entity, or the establishment of any other type of affiliation by the Corporation, including, without limitation, partnerships or joint ventures;
- (e) the liquidation, dissolution, or filing of a petition for bankruptcy of the Corporation;
- (f) any agreement by the Corporation with any care management vendor, data vendor, or any other administrative services vendor; provided that approval of the Member is not required for any agreement between the Corporation and the Member’s Central Services Organization;
- (g) the Corporation’s entry into any type of Value-Based Payment risk-sharing arrangement with CMS or a health plan other than a shared savings-only arrangement or other type of upside-only risk arrangement;

- (h) any change to the Bylaws of the Corporation, and
- (i) any other actions that require the Member's approval pursuant to applicable law.

ARTICLE II

DIRECTORS

Section 2.1. Number and Composition. Control over the property, affairs, activities, and concerns of the Corporation shall be vested in a Board of Directors, consisting of not less than 7 and not more than 18 Directors. When action of the entire Board of Directors is required by these Bylaws, the "entire Board of Directors" shall be the number of Directors that were elected as of the most recent elections. The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. The Board of Directors shall consist of the following:

- (a) One or more executives, physicians, or employees of the Member ("Member Directors");
- (b) One or more executives, physicians, or other practitioner employees of hospital entities which have signed participation agreements with the Corporation ("Hospital Directors");
- (c) One or more executives, physicians, or other practitioner employees of federally qualified health centers which have signed participation agreements with the Corporation ("FQHC Directors");
- (d) One or more executives, physicians or other practitioner employees of behavioral health providers which have signed participation agreements with the Corporation ("Behavioral Health Directors");
- (e) One or more physicians or physician practice administrators who are shareholders or employees of physician practices which have signed participation agreements with the Corporation ("Physician Directors");
- (f) One or more persons identified as patients or patient advocates ("Consumer Directors"); and
- (g) One or more executives who are employees or representatives of community-based organizations, social service organizations, or other types of organizations which have signed participation agreements with the Corporation ("Other Directors").

Section 2.2. Selection of Directors and Term. Directors shall be selected and appointed by the Member at the annual meeting of the Member. At the expiration of any term, any Director may be reelected. All Directors shall hold office for one year and until their successors shall have been elected and shall have assumed office, or until their earlier death, resignation, or removal.

Section 2.3. Meetings of Board. Regular meetings of the Board of Directors shall be held not less than four times per year. The Chairperson of the Board of Directors, or in his or her absence, the Vice-Chairperson, or if both are absent, any other Director chosen by the Board, shall preside at all meetings of the Board of Directors. Notice of the meeting, signed by the Secretary, shall be mailed, faxed or emailed to the last recorded address of each Director at least ten days before the date/time appointed for the meeting. The Chairperson of the Board of Directors may, when he or she deems necessary, or the Secretary shall, at the request in writing of two members of the Board, issue a call for a special meeting of the Board, and only five days' notice shall be required for such special meeting.

Section 2.4 Action of the Board. Subject to the provisions of Section 1.4, the action of seventy-five percent (75%) of the Directors present at any meeting of the Board at which a quorum is present shall be the act of the Board. Directors shall perform their Board responsibilities in person only, except for as provided in Section 2.5 below.

Section 2.5 Participation by Videoconferencing. Directors may participate in meetings by means of videoconference or similar equipment which allows all persons participating in the meeting to see and hear each other at the same time. Participation by such means must comply with the requirements of Article 7 of the New York State Public Officers Law and any policy adopted by the Board governing such participation. Such participation will constitute presence in person at such meeting. Section 2.6. Waiver. Notwithstanding the provisions of any of the foregoing Sections, a meeting of the Directors of the Corporation may be held at any time, and any action may be taken thereat, if notice is waived in writing by each Director having a right to vote at the meeting, which waiver may be submitted before or after the meeting, or if such Director attends the meeting without protesting before the adjournment of the meeting the lack of notice. Such waiver may be transmitted via paper, facsimile, or email.

Section 2.7. Quorum. Except as otherwise required by law, the Certificate of Incorporation or these Bylaws, the presence at any meeting of the Board of Directors of sixty percent (60%) of the entire Board of Directors shall constitute a quorum for the transaction of all business.

Section 2.8. Action Without a Meeting. Any action of the Board of Directors may be taken without a meeting upon written consent, which written consent must be unanimous, and may be communicated via paper, email or facsimile, by the Directors entitled to vote on the action.

Section 2.9. Resignation. Any Director may resign at any time by delivering written notice to the Corporation. The resignation shall take effect at the time specified in the notice; unless required by the terms of the notice, acceptance shall not be necessary to make the resignation effective.

Section 2.10. Removal of Directors. Any Director may be removed at any time, with or without cause, by the Member.

Section 2.11. Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay by the Member. The person so chosen shall hold office for the unexpired term of his or her predecessor.

ARTICLE III

COMMITTEES

Section 3.1. Committees of the Board. At its first meeting of every calendar year, the Board of Directors shall elect the following committees of the Board ("Board Committees"), of which the Chairperson, ex-officio, shall be a member in addition to the enumerated Directors. Members of a committee may be Directors of the Corporation's Board or Directors of the Member's Board. Members of the Board Committees shall serve at the pleasure of the Board, except those members of a Board Committee who are Directors of the Member's Board.

(a) A Finance and Contracting Committee consisting solely of Directors of the Corporation. The Finance and Contracting Committee shall address issues related to the finances of the Corporation and the Value-Based Payment contracts the Corporation proposes to enter into with government agencies or health plans.

(b) An Audit Committee which shall be the Member's Audit Committee. The Audit Committee shall annually retain or renew the retention of an independent auditor to conduct an audit of the Corporation, and shall establish the terms of the outside auditor's engagement. The Audit Committee shall be responsible for reviewing and commenting on the adequacy of the Corporation's financial disclosure and internal controls and receive and review the annual audit of the Corporation, including any related management letter, with the independent auditor. At such time as the Corporation had in the prior year or expects to have in the current year annual revenue over \$1 million, the Audit and Compliance Committee shall also (i) review with the independent auditor the scope and planning of the audit prior to the audit's commencement; (ii) upon completion of the audit, review and discuss with the independent auditor (a) any material risks and weaknesses in internal controls identified by the auditor; (b) any restrictions on the scope of the auditor's activities or access to requested information; (c) any significant disagreement

between the auditor and management; and (d) the adequacy of the Corporation's accounting and financial reporting processes; (iii) annually consider the performance of the independent auditor; and (iv) report to the Board.

(c) A Compliance Committee to consist solely of Directors of the Corporation. The Compliance Committee shall be responsible for reviewing and recommending approval of the Corporation's compliance plan and code of conduct; and ensuring the adequacy of systems developed to monitor the compliance status of network participants.

(d) A Credentialing and Network Development Committee to consist solely of Directors of the Corporation. The Credentialing and Network Development Committee shall address the recruitment of various participants, including the credentials and documentation which applicants must demonstrate in order for the Corporation to enter into a participation agreement with the Corporation.

Section 3.2. Additional Board Committees. The Board of Directors may create additional Board Committees by resolution of the Board of Directors, which shall serve at the pleasure of the Board and shall have only the powers delegated to them by the Board, in no event including the powers denied in Section 3.2 of these Bylaws. Members of such Board Committees shall be appointed by the Chairperson of the Board of Directors. All Board Committees shall consist of at least three Directors.

Section 3.3. Committees of the Corporation. The Board may, from time to time, appoint committees of the Corporation for any purpose and may delegate to each such committee such powers as the Board may deem appropriate and which are not inconsistent with New York law or the Act or bylaws. In appointing a committee, the Board shall specify the term of the committee's existence, and shall define the committee's powers and duties. Each committee shall consist of at least one Director and shall have the power to further delegate such powers if the Board so provides in appointing the committee. The Committees of the Corporation shall include the following:

(a) A Quality and Performance Improvement Committee to consist of Directors of the Corporation and certain other persons designated by the Board. The Quality and Performance Improvement Committee shall address issues related to the measurement of the quality of medical services received by the population served by the Corporation, initiatives to improve the quality of those services, and development of shared clinical protocols to support creation of an integrated delivery system.

(b) A Community Wellness and Development Committee to consist of Directors of the Corporation and certain other persons designated by the Board. The Community Wellness and Development Committee shall address the overall health status of the population served by the Corporation, as well as initiatives to improve the health and wellness of that population.

Section 3.5. Procedure of Committees. The Board of Directors, upon recommendation of the Chairperson of the Board, shall appoint one member of each Board Committee or committee of the Corporation as Chairperson. Unless otherwise provided by resolution of the Board of Directors, each committee shall adopt its own rules governing the time and place of holding and the method of calling its meetings and the conduct of its proceedings. In the absence of any resolution or rules, proceedings of committees shall be governed by these Bylaws to the extent practicable.

Section 3.6. Quorum of Committees; Required Vote. All action of committees shall be taken at meetings. Subject to the provisions of Article 2.5 hereof, a quorum at a committee meeting shall be sixty percent (60%) of the committee members. The affirmative vote of seventy-five percent (75%) of the committee members present at a meeting at the time of the vote, if a quorum is present at such time, shall be the act of the committee.

Section 3.7. Vacancies; Secretary; Minutes. Vacancies in the membership of a Board Committee and any committees of the Corporation shall be filled by action of the entire Board of Directors. At each meeting of a

committee, a secretary shall be appointed, but failure to appoint a secretary shall not affect the validity of any action taken. Each committee shall keep regular minutes of its proceedings and report them to the Board when required, but failure to keep minutes or to make reports shall not affect the validity of any action taken.

ARTICLE IV

OFFICERS

Section 4.1. Officers; Qualification. The officers of the Corporation shall be a Chair, a Vice Chair, a Treasurer, a Secretary, and a Chief Executive Officer. The Chair, the Vice Chair, the Treasurer and the Secretary shall be elected by the Board annually from among the voting Directors, subject to the nomination of the Member. The Member shall recommend to the Board a candidates to serve as the Chief Executive Officer, such officer to then be elected by the Board in accordance with 42 CFR § 425.108.

Section 4.2. Terms. All officers shall hold office for one year and until their successors shall have been elected and shall have assumed office, or until their death, resignation, or removal.

Section 4.3. Resignations. Any officer may resign at any time by delivering written notice to the Corporation. The resignation shall take effect at the time specified in the notice; unless required by the terms of the notice, acceptance shall not be necessary to make the resignation effective.

Section 4.4. Removals. Except for the Chief Executive Officer, any officer may be removed with or without cause at any time by the Member. The Chief Executive Officer may be removed by a vote of seventy-five percent (75%) of the Board of Directors.

Section 4.5. Vacancies. Any vacancy in any office, however arising, shall be filled by the Board of Directors for the unexpired term. A vacancy in the offices of Secretary or Treasurer may, subject to approval by the Board, be filled by the Chair for the unexpired term.

Section 4.6. Chair. The Chair shall preside at all meetings of the Board of Directors. He or she shall be, ex-officio, a member of all Committees of the Board and of all committees of the Corporation.

Section 4.7. Vice Chair. The Vice Chair shall perform such duties and exercise such powers as may be assigned to him or her from time to time by the Board of Directors or the Chair. In case of a vacancy in the office of Chair, or during his or her absence or inability to act, the powers and duties of the Chair shall be exercised by the Vice Chair, or in the case of the unavailability of the Vice Chair, by the senior Director in length of service present and able to act.

Section 4.8. Treasurer. The Treasurer shall be a Director who has strong financial expertise. The Treasurer shall oversee receipt and disbursement of all funds of the Corporation under the direction of the Board of Directors and shall cause the deposit of all funds in the name of the Corporation and all securities in such depository or depositories as the Board may from time to time designate or approve. The Treasurer shall maintain or oversee custody of and preserve all records and documents relating to the property of the Corporation and oversee the maintenance of proper books and accounts which shall be open at all times to inspection by the Board. The Treasurer shall render to the Board upon request a report of all the transactions of the Treasurer, and at least once a year he or she shall oversee submission to the Board of a statement of the financial condition of the Corporation certified by independent accountants, consisting of a balance sheet and related statements of income and expenses and of changes in all funds for the fiscal year then ended. The Board may require the Treasurer to obtain or oversee procurement of such insurance and in such amount as it shall determine.

Section 4.9. Secretary. The Secretary shall cause notices to be issued of all meetings of the Board of Directors and of all committees and a record to be made of the proceedings of the same. He or she shall attend to all official

correspondence, shall have custody of and preserve the Corporation seal and the archives, and shall affix the seal under the direction of the Chair or the Board. He or she shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned to him or her by the Board of Directors.

Section 4.10. Chief Executive Officer. The Chief Executive Officer shall have general supervision of the affairs of the Corporation and shall keep the Board fully informed about the activities of the Corporation. The Chief Executive Officer shall have the power to sign and execute in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional or different signature. The Chief Executive Officer shall perform all the duties usually incident to the office of the Chief Executive Officer and shall perform such other duties as from time to time may be assigned by the Board.

ARTICLE V

FINANCE

Section 5.1. Corporation Funds. The Corporation is not formed for pecuniary profit or for financial gain and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual. In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed to the Member, or in the event that the Member does not then qualify as a charitable, literary or educational organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to any one or more other organizations that so qualify. Any of such assets not so distributed shall be disposed of for such purposes as approved by a Justice of the Supreme Court of the State of New York or such other court having jurisdiction over the Corporation.

Section 5.2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the thirtieth day of the ensuing June.

Section 5.3. Checks, Notes, Etc. Subject to the approval of the Member, the Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks and releases.

Section 5.4. Disposition of all or Substantially all of its Assets. The Corporation shall not sell, lease, exchange or dispose of all or substantially all of its assets unless such disposition is in compliance with the Act.

ARTICLE VI

GENERAL PROVISIONS

Section 6.1. Seal. The seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal" and "New York." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 6.2. Compensation; Interested Directors and Officers. No Director of the Corporation shall receive compensation for his or her services in that capacity, other than reimbursement of actual and necessary expenses incurred in the performance of his or her duties. No officer or employee of the Corporation shall acquire any interest, direct or indirect, in any property then or thereafter included or planned to be included in a project, or retain any interest, direct or indirect, in any property acquired subject to his or her appointment or employment which is later included or planned to be included in the project. If any officer or employee of the Corporation owns or controls an interest, direct or indirect, in a project, which was acquired prior to his or her appointment or employment, he or she

shall disclose such interest and the date of acquisition thereof in writing to the Corporation and such disclosure shall be entered upon the minutes of the Corporation.

Section 6.3. Indemnification and Insurance. Except as otherwise directed by the Board of Directors, any Director or officer made a party to an action or proceeding, whether civil or criminal, by reason of the fact that he or she is or was a Director or officer of the Corporation may be indemnified by the Corporation to the extent permitted by law. Subject to the approval of the Member, the Corporation may obtain such insurance as the Board may from time to time determine to protect the Corporation against losses caused by the fraudulent or dishonest acts of any Director, officer, or employee, to reimburse the Corporation for any obligation incurred pursuant to the first sentence of this Section 6.3, and to indemnify Directors and officers under circumstances permitted by law. Notwithstanding the above, the indemnification offered by the Corporation shall be limited to and coextensive with the indemnification obligations of the City of New York (the “City”) to the Member as set forth in the Operating Agreement between the Member and the City.

ARTICLE VII

AMENDMENTS

Subject to Section 1.3, the Member may make, alter, amend and repeal the Bylaws of the Corporation

Adopted by the Board of Directors of the Community Care of Brooklyn IPA, Inc. on [April 1], 2026.

RESOLUTION - 14

Authorizing the selection and appointment of Theodore Long, Hillary Jalon, Yvette Villanueva, and Linda DeHart to be members of the Board of Directors of MMC Affiliate Services, Inc. (“MMCAS”) until the later of the date their terms of appointment shall have expired or until their successors shall have been elected, such action by New York City Health and Hospitals Corporation’s (“NYC Health + Hospitals”) board to be effective only upon the closure of the Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“Maimonides”).

WHEREAS, pursuant to the ATA Maimonides changed the name of its existing not-for-profit subsidiary from “Maimonides Medical Center” to “MMC Affiliate Services, Inc.”; and

WHEREAS, MMCAS is not a membership organization and therefore the entity is managed by a self-perpetuating board of directors which elects its directors subject to MMCAS’ certificate of incorporation and bylaws; and

WHEREAS, pursuant to the ATA, NYC Health + Hospitals is given the right to select and appoint four members of MMCAS’ new Board of Directors with Maimonides having the right to select and appoint the remaining five directors; and

WHEREAS, pursuant to the ATA, Maimonides adopted new MMCAS bylaws in which the directors NYC Health + Hospitals originally selects and appoints, and their successors, are given certain “reserved rights” that require the agreement of such NYC Health + Hospitals appointed directors before any major actions are taken by MMCAS as listed in the attached Schedule A; and

WHEREAS, the function of MMCAS will be to contract with NYC Health + Hospitals under a Transitional Services Agreement (the “TSA”) and an Administrative Services Agreement (the “ASA”) by which MMCAS will perform certain services in connection with the ongoing operation of the Maimonides health system; and

WHEREAS, NYC Health + Hospitals’ execution of the TSA and the ASA and the provisions of such agreements are the subject of other resolutions separately presented to the NYC Health + Hospitals Board of Directors; and

WHEREAS, Theodore Long, Hillary Jalon, Yvette Villanueva, and Linda DeHart are each officers of NYC Health + Hospitals and are well qualified to serve as directors of MMCAS.

NOW THEREFORE, BE IT RESOLVED that Theodore Long, Hillary Jalon, Yvette Villanueva, and Linda DeHart to be members of the Board of Directors of MMC Affiliate Services, Inc. (“MMCAS”) until the later of the date their terms of appointment shall have expired or until their successors shall have been elected, such action by New York City Health and Hospitals Corporation’s (“NYC Health + Hospitals”) board to be effective only upon the closure of the Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“Maimonides”).

SCHEDULE A

Reserved Powers

The following actions by MMCAS require the approval of the directors appointed by NYC Health + Hospitals.

- (a) Any future disposition of MMCAS, including any dissolution, liquidation, bankruptcy, or winding up;
- (b) Changes to the corporate governing documents of MMCAS;
- (c) Appointment or removal of any Officers and the Executive Director of MMCAS;
- (d) Formation of, or disposition of, any subsidiary or joint venture, and exercise of MMCAS as the member or holder of equity or voting rights of any subsidiary or joint venture;
- (e) Incurrence or guarantee of any debt by or on behalf of MMCAS;
- (f) Adoption, modification, and approval of such entities' compensation philosophy or plans, other than for employees covered by a collective bargaining agreement, including and the approval of the compensation to any senior executive or similar management role;
- (g) Purchase, sale, lease, mortgage of any real property;
- (h) Transfer of any funds from such entities in excess of \$100,000 to any third party other than in the ordinary course of business;
- (i) Entering into any contracts related to the management or administration of such entities, not including any collective bargaining agreements;
- (j) Approving settlement of litigation involving such entities in excess of \$50,000 other than for employees covered by a collective bargaining agreement;
- (k) Selection of any auditors or outside advisors of such entities; and
- (l) Changing the corporate form of such entities, or any other changes that affect the tax-exempt status.

Appointing Members of the Board of Directors of MMC Affiliate Services, Inc. (“MMCAS”)

Board of Directors Meeting
March 26, 2026

Jeremy Berman, Deputy General Counsel

For Board of Directors Consideration

- Authorizing the selection and appointment of Theodore Long, Hillary Jalon, Yvette Villanueva, and Linda DeHart to be members of the Board of Directors of MMC Affiliate Services, Inc. (“MMCAS”) until the later of the date their terms of appointment shall have expired or until their successors shall have been elected, such action by New York City Health and Hospitals Corporation’s (“NYC Health + Hospitals”) board to be effective only upon the closure of the transaction described in the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“Maimonides”).

Background on MMCAS

- After the transaction closes, Maimonides Medical Center will no longer operate a hospital. It will change its name to MMC Affiliate Services, Inc. (“MMCAS”), and its corporate purposes to an entity that employs personnel who provide services to NYC Health + Hospitals. This structure is designed to preserve, to the greatest extent possible, the union employment relationships that currently exist with Maimonides.
- To preserve these union relationships, MMCAS must remain a separate not-for-profit corporation (it cannot be a subsidiary controlled by NYC Health + Hospitals). NYC Health + Hospitals will retain minority representation on the MMCAS board and certain reserved powers as a means to ensure that the entity protects NYC Health + Hospitals’ interests.

The MMCAS bylaws will provide for 5 of the initial directors to be appointed by Maimonides (in advance of the Transaction) and 4 to be appointed by NYC Health + Hospitals through this resolution;

The NYC Health + Hospitals appointed directors' "reserved powers" include requiring their approval for major actions, such as dissolving MMCAS, or incurring debt.

Other MMCAS Functions

MMCAS' principal function will be as an employer of the staff who will serve the H+H Maimonides Hospitals (NYC Health + Hospitals/Maimonides and NYC Health + Hospitals/Maimonides Midwood) through an administrative services agreement (the "ASA").

During a transition period, MMCAS will also perform some business functions for these H+H Maimonides Hospitals as described in the Transition Services Agreement (the "TSA") that is being presented to the Board separately.

Sequencing

- The proposed resolution names NYC Health + Hospitals' 4 MMCAS directors.
- At or prior to the closing of the transaction, the name change to MMCAS will be completed and the new bylaws will have been drafted and approved by Maimonides and NYC Health + Hospitals.
- At or prior to the closing of the Transaction, the nine member MMCAS board will be appointed.
- Immediately following the closing, MMCAS will adopt the new bylaws, drafts of which will have been previously approved by NYC Health + Hospitals and Maimonides.
- At or immediately following the closing of the Transaction, MMCAS will sign the ASA and the TSA.

Board of Directors Approval Request

- Authorizing the selection and appointment of Theodore Long, Hillary Jalon, Yvette Villanueva, and Linda DeHart to be members of the Board of Directors of MMC Affiliate Services, Inc. (“MMCAS”) until the later of the date their terms of appointment shall have expired or until their successors shall have been elected, such action by New York City Health and Hospitals Corporation’s (“NYC Health + Hospitals”) board to be effective only upon the closure of the transaction described in the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“Maimonides”).

RESOLUTION – 15

Authorizing New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) to execute a one year transitional services agreement (the “TSA”) with MMCAS Affiliate Services Inc. (“MMCAS”), by which MMCAS will continue in effect contracts for goods and services necessary for the operation of NYC Health + Hospitals/Maimonides and NYC Health + Hospitals/Maimonides Midwood (the “Hospitals”) that are impractical to immediately assign to NYC Health + Hospitals with the TSA to be effective only upon the closure of the Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. and its affiliates (“Maimonides”) which shall not require payments to MMCAS in excess of \$1,100,000,000 over the term, includes a 10% contingency of \$110,000,000.

WHEREAS, pursuant to the ATA, NYC Health + Hospitals is to acquire the assets used in the operation of the Hospitals and to assume responsibility for their future operation and such assets include contracts with third-parties; and

WHEREAS, NYC Health + Hospitals wishes to ensure the uninterrupted provision of the goods and services being provided to the Hospitals under contracts with third-parties, such as maintenance services for its electronic medical record, building maintenance services, and other goods and services provided under contracts with third-parties, which are usual and customary for such facilities to require in the normal operations of its business (the “Contracts”), and

WHEREAS, it is impractical to assign the Contracts to NYC Health + Hospitals prior to the closing of the ATA; and

WHEREAS, at the closing of the ATA, MMCAS will be able to keep the Contracts in effect for the benefit of the Hospitals; and

WHEREAS, MMCAS is an entity reorganized, as authorized by other resolutions presented to the NYC Health + Hospitals Board, to give NYC Health + Hospitals representation on the MMCAS board and to accord to NYC Health + Hospitals certain reserved rights both of which ensure that MMCAS will operate in NYC Health + Hospitals’ interest as the new operator of the Hospitals; and

WHEREAS, the continuation of the Contracts is necessary for the continued uninterrupted operation of the Hospitals; and

WHEREAS, after the closing NYC Health + Hospitals will fund MMCAS for the ongoing costs of the Contracts; and

WHEREAS, after the closing of the ATA, NYC Health + Hospitals will gradually take assignment of those of the Contracts determined to be of continued benefit, will fold some of the Contracts into pre-existing NYC Health + Hospitals agreements with the same vendors that had been under contract with MMCAS, and will phase out those Contracts that do not align with the commercial standards and initiatives of NYC Health + Hospitals.

NOW THEREFORE, BE IT RESOLVED that New York City Health and Hospitals Corporation (“**NYC Health + Hospitals**”) be and hereby is authorized to execute a one year transitional services agreement (the “**TSA**”) with MMC Affiliate Services Inc. (“**MMCAS**”), by which MMCAS will continue in effect contracts for goods and services necessary for the operation of NYC Health + Hospitals/Maimonides and NYC Health + Hospitals/Maimonides Midwood (the “**Hospitals**”) that are impractical to immediately assign to NYC Health + Hospitals with the TSA to be effective only upon the closure of the Asset Transfer Agreement dated December 18, 2025 (the “**ATA**”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. and its affiliates (“**Maimonides**”) which shall not require payments to the Affiliate in excess of \$1,100,000,000 over the term, includes a 10% contingency of \$110,000,000.

RESOLUTION - 16

Authorizing New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) to execute a ten year administrative services agreement (the “ASA”) with MMC Affiliate Services Inc., a New York not-for-profit corporation (“MMCAS”), by which MMCAS will furnish NYC Health + Hospitals with the non-physician staff needed for the operation of the Maimonides healthcare system and will perform certain administrative tasks necessary in such system’s operation to be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“Maimonides”) and which shall not require payments to the MMCAS in excess of \$15,800,000,000, including a 10% contingency, over the term and such authorization shall not be effective until the closing of the ATA.

WHEREAS, pursuant to the ATA, NYC Health + Hospitals is to acquire the assets used in the operation of NYC Health + Hospitals/Maimonides Hospital, of NYC Health + Hospitals/Maimonides Midwood Hospital and their associated clinics (the two hospitals and their clinics being together, the “Hospitals”) and to assume responsibility for their future operation; and

WHEREAS, MMCAS was originally a corporation formed by Maimonides under the name, “Maimonides Medical Center” but, in anticipation of the closing of the ATA, it was reorganized to change its name to its current one and NYC Health + Hospitals was given certain representation on the MMCAS Board as well as certain reserved powers as authorized by separate resolution presented to the Board of NYC Health + Hospitals at the same meeting as this Resolution is being presented; and

WHEREAS, among the kinds of administrative services MMCAS will provide are the services of the non-physician staff needed for the operation of the Hospitals, such as billing services until Epic is implemented, human resources services for NYC Physicians P.C, which, pursuant to separate resolution will provide professional medical services to the Hospitals and other administrative services; and

WHEREAS, the staff MMCAS will provide to NYC Health + Hospitals will be the persons currently employed at the Hospitals who will continue to perform their previous functions thereby providing continuity of care and of operations; and

WHEREAS, by using the employee leasing approach described above existing collective bargaining agreements and other employment agreements will remain in place after the closing of the ATA thereby reducing disruption.

NOW THEREFORE, BE IT RESOLVED that New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) be and hereby is authorized to execute a ten year administrative services agreement (the “ASA”) with MMC Affiliate Services Inc., a New York not-for-profit corporation (“MMCAS”), by which MMCAS will furnish NYC Health + Hospitals with the non-physician staff needed for the operation of the Maimonides healthcare system and will perform certain administrative tasks necessary in such system’s operation to be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“Maimonides”) and which shall not require payments to the MMCAS in excess of \$15,800,000,000, including a 10% contingency, over the term and such authorization shall not be effective until the closing of the ATA.

RESOLUTION - 17

Authorizing New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) to execute a five year medical professional services agreement (the “PSA”) with NYC Physicians P.C., a New York professional services corporation (the “Affiliate”), by which the Affiliate will furnish general health care and behavioral health services for H+H/Maimonides Hospital and for H+H/Maimonides/Midwood Hospital (the two hospitals being together, the “Hospitals”) to be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“Maimonides**”) which shall not require payments to the Affiliate in excess of \$2,600,000,000, including a 10% contingency, over the term and such authorization shall not be effective until the closing of the ATA.**

WHEREAS, pursuant to the ATA, NYC Health + Hospitals is to acquire the assets used in the operation of the Hospitals and to assume responsibility for their future operation; and

WHEREAS, NYC Health + Hospitals wishes to obtain the professional medical services for the operation of the Hospitals through an affiliation agreement as it currently obtains such services for the hospitals it currently operates through affiliation agreements with NYU Grossman School of Medicine, Icahn School of Medicine at Mount Sinai and Physicians Associates Group of New York for the healthcare facilities NYC Health + Hospitals already operates; and

WHEREAS, the Affiliate has been formed for the purpose of providing the services of the current professional medical staffs of the Hospitals; and

WHEREAS, as with its use of affiliation agreements at its original healthcare facilities, the PSA anticipates that most physicians in senior management positions at the Hospitals will be direct employees of NYC Health + Hospitals and not employees of the Affiliate.

NOW THEREFORE, BE IT RESOLVED that New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) be and hereby is authorized to execute a five year medical professional services agreement (the “PSA”) with NYC Physicians P.C., a New York professional services corporation (the “Affiliate”), by which the Affiliate will furnish general health care and behavioral health services for H+H/Maimonides Hospital and for H+H/Maimonides/Midwood Hospital (the two hospitals being together, the “Hospitals”) to be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (“**Maimonides**”) which shall not require payments to the Affiliate in excess of \$2,600,000,000 over the term, including a 10% contingency, and such authorization shall not be effective until the closing of the ATA.

NYC Health + Hospitals and Maimonides Integration Planning

**Administrative Services Agreement/ Professional Services
Agreement/ Transitional Services Agreement Resolutions**

**Board of Directors Meeting
March 26, 2026**

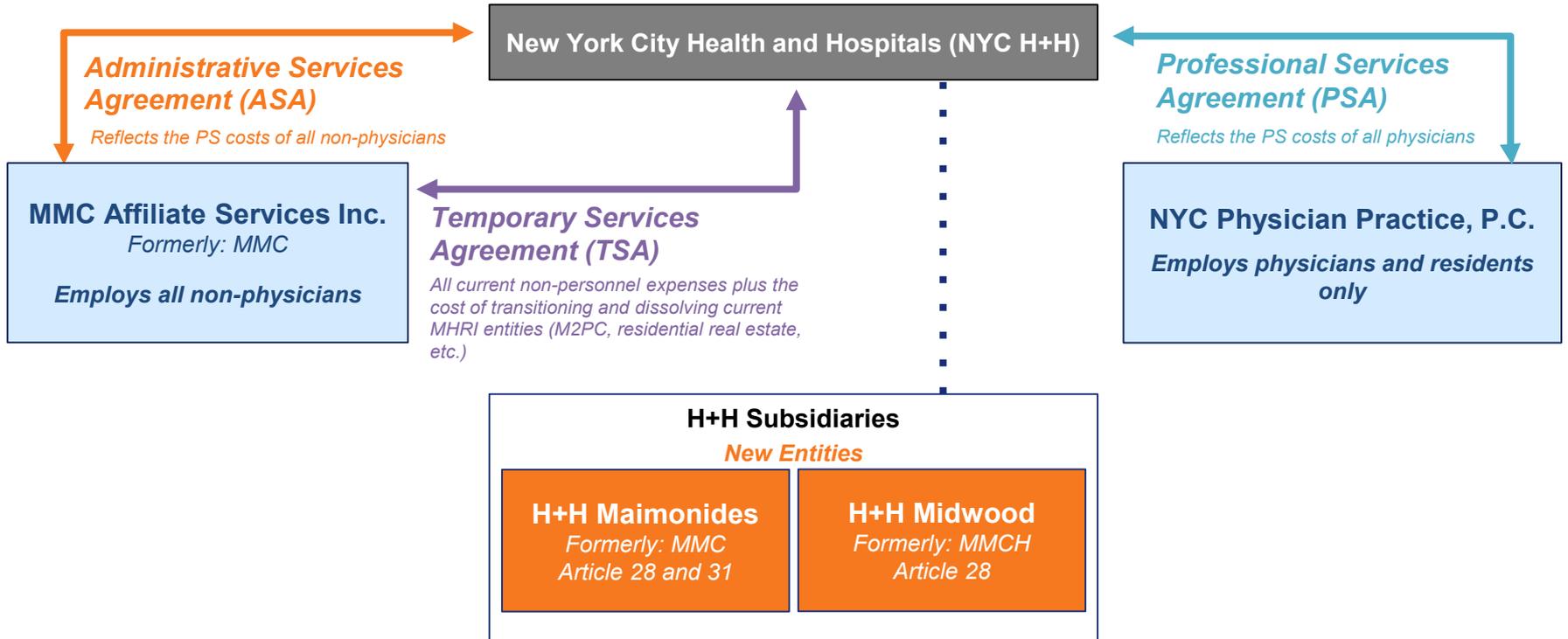
John Ulberg, Chief Financial Officer

Zhishen Yang, Chief Financial Officer Lincoln

- Authorizing New York City Health and Hospitals Corporation ("NYC Health + Hospitals") to execute a ten year **administrative services agreement (the "ASA") with MMC Affiliate Services Inc., a New York not-for-profit corporation ("MMCAS"), by which MMCAS will furnish NYC Health + Hospitals with the non-physician staff needed for the operation of the Maimonides healthcare system and will perform certain administrative tasks necessary in such system's operation** to be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the "**ATA**") between NYC Health + Hospitals and Maimonides Health Resources, Inc. together its affiliates and subsidiaries ("**Maimonides**") which shall not require payments to the MMCAS in excess of \$15,800,000,000, including a 10% contingency, over the term and such authorization shall not be effective until the closing of the ATA.
- Authorizing New York City Health and Hospitals Corporation ("NYC Health + Hospitals") to execute a five year medical **professional services agreement (the "PSA") with NYC Physicians P.C., a New York professional services corporation (the "Affiliate"), by which the Affiliate will furnish general health care and behavioral health services for H+H/Maimonides Hospital and for H+H/Maimonides/Midwood Hospital (the two hospitals being together, the "Hospitals")** to be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the "**ATA**") between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its affiliates and subsidiaries ("**Maimonides**") which shall not require payments to the Affiliate in excess of \$2,500,000,000, including a 10% contingency, over the term and such authorization shall not be effective until the closing of the ATA.
- Authorizing New York City Health and Hospitals Corporation ("NYC Health + Hospitals") to execute a two year transitional services agreement (the "TSA") with MMC Affiliate Services Inc. ("MMCAS"), by which MMCAS will continue in effect contracts for goods and services necessary for the operation of NYC Health + Hospitals/Maimonides and NYC Health + Hospitals/Maimonides Midwood (the "Hospitals") that are impractical to immediately assign to NYC Health + Hospitals with the TSA to be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the "ATA") between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its affiliates and subsidiaries ("Maimonides") which shall not require payments to MMCAS in excess of \$1,500,000,000, including a 10% contingency, over the term and such authorization shall not be effective until the closing of the ATA.



Structure and Funds Flow at Close



Definitions – ASA, PSA, TSA

- **What is the Administrative Services Agreement (ASA)?**
 - The ASA establishes the post-close arrangement under which **non-physician personnel** provide services to the H+H Maimonides hospitals and the P.C.
 - The costs include the salaries, wages, and benefits of the non-physician staff.

- **What is the Professional Services Agreement (PSA)?**
 - The PSA sets the post-close framework for the new **physician** practice (NYC Physician Practice P.C.) to provide clinical services to the H+H Maimonides hospitals.
 - The costs include the salaries, wages, and benefits of the physicians and residents.

- **What is the Transition Services Agreement (TSA)?**
 - The TSA is a **bridge agreement** under which legacy MMC and MMCH provides transitional support after close to maintain uninterrupted hospital operations while **contracted services, systems, and obligations** are migrated or wound down.
 - The costs include the **non-personnel expenses** associated with operating H+H Maimonides hospitals, as well as the costs associated with terminating contracts and dissolving legacy MHRI

ASA, PSA, & TSA NTE Summary

ASA NTE

Includes the salaries, wages and benefits of all non-physician staff supporting the H+H Maimonides hospitals and the P.C.

\$15.8B

*10-year Contract
(includes 10% contingency)*

PSA NTE

Includes the salaries, wages and benefits of all physicians and residents within NYC Physician Practice P.C.

\$2.5B

*5-year Contract
(includes 10% contingency)*

TSA NTE

Includes non-personnel costs associated with operating the hospitals and P.C. immediately post-close, as well as the costs associated with unwinding and migrating entities, contracts, and assets.

\$1.5B

*2-year Contract
(includes 10% contingency)*

These figures and growth rates are consistent with pro forma modeling provided during the November Board meeting.

- Authorizing New York City Health and Hospitals Corporation ("NYC Health + Hospitals") to execute a ten year **administrative services agreement (the "ASA") with MMC Affiliate Services Inc., a New York not-for-profit corporation ("MMCAS"), by which MMCAS will furnish NYC Health + Hospitals with the non-physician staff needed for the operation of the Maimonides healthcare system and will perform certain administrative tasks necessary in such system's operation** to be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the "**ATA**") between NYC Health + Hospitals and Maimonides Health Resources, Inc. together its affiliates and subsidiaries ("**Maimonides**") which shall not require payments to the MMCAS in excess of \$15,800,000,000, including a 10% contingency, over the term and such authorization shall not be effective until the closing of the ATA.
- Authorizing New York City Health and Hospitals Corporation ("NYC Health + Hospitals") to execute a five year medical **professional services agreement (the "PSA") with NYC Physicians P.C., a New York professional services corporation (the "Affiliate"), by which the Affiliate will furnish general health care and behavioral health services for H+H/Maimonides Hospital and for H+H/Maimonides/Midwood Hospital (the two hospitals being together, the "Hospitals")** to be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the "**ATA**") between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its affiliates and subsidiaries ("**Maimonides**") which shall not require payments to the Affiliate in excess of \$2,500,000,000, including a 10% contingency, over the term and such authorization shall not be effective until the closing of the ATA.
- Authorizing New York City Health and Hospitals Corporation ("NYC Health + Hospitals") to execute a two year transitional services agreement (the "TSA") with MMC Affiliate Services Inc. ("MMCAS"), by which MMCAS will continue in effect contracts for goods and services necessary for the operation of NYC Health + Hospitals/Maimonides and NYC Health + Hospitals/Maimonides Midwood (the "Hospitals") that are impractical to immediately assign to NYC Health + Hospitals with the TSA to be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the "ATA") between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its affiliates and subsidiaries ("Maimonides") which shall not require payments to MMCAS in excess of \$1,500,000,000, including a 10% contingency, over the term and such authorization shall not be effective until the closing of the ATA.

RESOLUTION - 18

Approving the appointment of those practitioners identified on Schedule A attached hereto to Maimonides Medical Center’s medical staff which approval by NYC Health + Hospitals shall be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its affiliates and subsidiaries (“Maimonides”).

WHEREAS, in November 2025, NYC Health + Hospitals’ Board of Directors (the “**Board**”) authorized the execution of the ATA setting forth the terms of a transaction (the “**Transaction**”) under which substantially all of the assets of Maimonides Health Resources, Inc. and its subsidiaries and affiliates would transfer to NYC Health + Hospitals, including the assets of Maimonides Medical Center (“**MMC**”); and

WHEREAS, to effectuate the transfer of MMC’s assets to NYC Health + Hospitals, the Board authorized, and the required approvals were obtained for, the creation of a new subsidiary public benefit corporation, H+H Maimonides Corporation (“**H+H Maimonides**”), to hold the assets and licenses of MMC with the individuals comprising the Board to serve as the board of H+H Maimonides; and

WHEREAS, upon closure of the Transaction, NYC Health + Hospitals and H+H Maimonides will be co-established operators of MMC, and, as the board of the co-established operator, the Board has ultimate responsibility for the quality of care provided at MMC, which includes granting medical staff membership and clinical privileges in accordance with MMC’s bylaws and applicable policies; and

WHEREAS, because the Transaction will result in a change of operator for MMC, in order to continue to provide patient care at MMC, all practitioners who are currently appointed to MMC’s medical staff must be reappointed to the medical staff when NYC Health + Hospitals and H+H Maimonides become MMC’s co-established operators; and

WHEREAS, since the execution of the ATA, NYC Health + Hospitals, with the assistance of its attorneys and consultants, has conducted a due diligence process to evaluate MMC’s current credentialing and privileging processes, with particular focus on patient safety, regulatory compliance, and governance integrity, and has found these processes to be compliant with state and federal standards as well as The Joint Commission’s accreditation standards; and

WHEREAS, as the result of this finding, NYC Health + Hospitals is recommending that the Board accept MMC’s process as sufficiently compliant to allow it to approve the appointment of all practitioners listed in Schedule A to the medical staff of MMC to be effective when NYC Health + Hospitals becomes MMC’s co-established operator.

NOW THEREFORE, BE IT RESOLVED; that New York City Health and Hospitals Corporation be and hereby is authorized to approve the appointment of those practitioners identified on Schedule A attached hereto to Maimonides Medical Center’s medical staff which approval by NYC Health + Hospitals shall be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its affiliates and subsidiaries (“**Maimonides**”).

**EXECUTIVE SUMMARY
APPOINTMENTS TO THE MEDICAL STAFF OF MAIMONIDES MEDICAL CENTER**

BACKGROUND:	Pursuant to the ATA, NYC Health + Hospitals has created a new subsidiary, H+H Maimonides, to hold the assets and operations of Maimonides Medical Center. The H+H Maimonides board of directors is a mirror board to the NYC Health + Hospitals board of directors, and, upon the close of the transaction, NYC Health + Hospitals and H+H Maimonides will become co-established operators of Maimonides Medical Center. A change in operator will require that all practitioners serving on Maimonides Medical Center’s medical staff must be reappointed to the medical staff in order to continue to provide patient care services at Maimonides Medical Center facilities. The board of the co-established operator, the NYC Health + Hospitals board has the authority to approve such reappointments.
COMPLIANCE DUE DILIGENCE ON MAIMONIDES’ CURRENT CREDENTIALING AND PRIVILEGING PROCESSES	NYC Health + Hospitals staff, with the assistance of their attorneys and consultants, have conducted due diligence on Maimonides’ current credentialing and privileging processes. Based on its finding that such processes are compliant with state and federal law and accreditation standards, NYC Health + Hospitals is recommending that the Board perform a one-time batch approval of the medical staff appointment of all practitioners listed on Schedule A hereto.
Effective Date:	This approval will only become effective upon close of the Transaction.

SCHEDULE A

List of staff (to be attached below)

RESOLUTION - 19

Approving the appointment of those practitioners identified on Schedule A attached hereto to Maimonides Midwood Community Hospital's medical staff, which approval shall be effective upon New York City Health and Hospitals Corporation ("NYC Health + Hospitals") becoming the co-established operator of Maimonides Medical Center.

WHEREAS, in November 2025, NYC Health + Hospitals' Board of Directors (the "**Board**") authorized the execution of an Affiliation and Asset Transfer Agreement (the "**ATA**") setting forth the terms of a transaction (the "**Transaction**") under which substantially all of the assets of Maimonides Health Resources, Inc. and its subsidiaries and affiliates would transfer to NYC Health + Hospitals, including the assets of Maimonides Midwood Community Hospital ("**MMCH**"); and

WHEREAS, to effectuate the transfer of MMCH's assets to NYC Health + Hospitals, the Board authorized, and the required approvals were obtained for, the creation of a new subsidiary public benefit corporation, H+H Maimonides Midwood Corporation ("**H+H Maimonides Midwood**"), to hold the assets and licenses of MMCH with the individuals comprising the NYC Health + Hospitals Board to serve as the board of H+ H Maimonides Midwood; and

WHEREAS, upon closure of the Transaction, NYC Health + Hospitals and H+H Maimonides Midwood will be co-established operators of MMCH, and, as the board of the co-established operator, the Board has ultimate responsibility for the quality of care provided at MMCH, which includes granting medical staff membership and clinical privileges in accordance with MMCH's bylaws and applicable policies; and

WHEREAS, because the Transaction will result in a change of operator for MMCH, in order to continue to provide patient care at MMCH, all practitioners who are currently appointed to MMCH's medical staff must be reappointed to the medical staff when NYC Health + Hospitals and H+H Maimonides Midwood become MMCH's co-established operators; and

WHEREAS, since the execution of the ATA, NYC Health + Hospitals, with the assistance of its attorneys and consultants, has conducted a due diligence process to evaluate MMCH's current credentialing and privileging processes, with particular focus on patient safety, regulatory compliance, and governance integrity, and has found these processes to be compliant with state and federal standards as well as The Joint Commission's accreditation standards; and

WHEREAS, as the result of this finding, NYC Health + Hospitals is recommending that the Board accept MMCH's process as sufficiently compliant to allow it to approve the appointment of all practitioners listed in Schedule A to the medical staff of MMCH to be effective when NYC Health + Hospitals becomes MMCH's co-established operator.

NOW THEREFORE, BE IT RESOLVED; that New York City Health and Hospitals Corporation be and hereby is authorized to approve the appointment of those practitioners identified on Schedule A attached hereto to Maimonides Midwood Community Hospital's medical staff, which approval shall be effective upon New York City Health and Hospitals Corporation becoming the co-established operator of Maimonides Midwood Community Hospital.

SCHEDULE A
EXECUTIVE SUMMARY
APPOINTMENTS TO THE MEDICAL STAFF OF MAIMONIDES MIDWOOD COMMUNITY MEDICAL CENTER

BACKGROUND:	Pursuant to the ATA, NYC Health + Hospitals has created a new subsidiary, H+H Maimonides Midwood, to hold the assets and operations of Maimonides Midwood Community Hospital. The H+H Maimonides Midwood board of directors is a mirror board to the NYC Health + Hospitals board of directors, and, upon the close of the transaction, NYC Health + Hospitals and H+H Maimonides Midwood will become co-established operators of Maimonides Midwood Community Hospital. A change in operator will require that all practitioners serving on Maimonides Midwood Community Hospital’s medical staff must be reappointed to the medical staff in order to continue to provide patient care services at Maimonides Midwood Community Hospital facilities. The board of the co-established operator, the NYC Health + Hospitals board has the authority to approve such reappointments.
COMPLIANCE DUE DILIGENCE ON MAIMONIDES’ CURRENT CREDENTIALING AND PRIVILEGING PROCESSES	NYC Health + Hospitals staff, with the assistance of their attorneys and consultants, have conducted due diligence on Maimonides Midwood Community Hospital’s current credentialing and privileging processes. Based on its finding that such processes are compliant with state and federal law and accreditation standards, NYC Health + Hospitals is recommending that the Board perform a one-time batch approval of the medical staff appointment of all practitioners listed on Schedule A hereto.
Effective Date:	This approval will only become effective upon close of the Transaction.

NYC Health + Hospitals & Maimonides Integration Key Updates:
Provider Credentialing and Privileging Status

Board of Directors Meeting
March 26, 2026

Sewit Teckie, MD, MBA
Chief Medical Officer, Clinical Affairs and Business Strategy

Maimonides Resolution / Midwood Resolution for Board of Directors Consideration

- 18 . Approving the appointment of those practitioners identified on Schedule A attached hereto to Maimonides Midwood Community Hospital’s medical staff which approval by NYC Health + Hospitals shall be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its affiliates and subsidiaries (“Maimonides”).

- 19. Approving the appointment of those practitioners identified on Schedule A attached hereto to Maimonides Medical Center’s medical staff which approval by NYC Health + Hospitals shall be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its affiliates and subsidiaries (“Maimonides”).

Introduction & Background

1. Upon close of the transaction, NYC H+H will be the co-established operator of H+H/Maimonides and H+H/Midwood. The NYC H+H board will be the board of H+H/Maimonides and H+H/Midwood and have all responsibilities it has for all other H+H hospitals, including the granting of medical staff membership and privileges,
2. Due to the transaction resulting in a change in operator and to maintain care continuity and ensure patient safety, all practitioners currently appointed by Maimonides (MMC) and Midwood (MMCH) need to be reappointed to the new facilities. The NYC H+H Board is being asked to batch approve the credentialing and privileges of the legacy entity practitioners (MMC and MMCH) employed by the new entities.
3. A credentialing due diligence was conducted, with the assistance of attorneys, consultants, and H+H's own internal experts, of the Maimonides and Midwood credentialing and privileging processes to verify critical compliance requirements and flag key considerations for the board.
4. Non-compliance related process improvement and/or integration items between entities will be conducted after transaction close (4/1)

Executive Summary & Recommendation

Key takeaways from data and process review:

- Core credentialing and privileging processes exist and are currently in compliance
- Identified 2,001 MMC practitioners and 169 MMC-H practitioners, all with valid licensure and credentials
- Process improvement and priorities for integration have been identified, and will be addressed post-close
- If practitioners are batch approved as new appointments, it allows for a 3-year timeline to integrate credentialing and privileging for new practitioners at time of reappointment

Risks identified through data and process review:

- No attestation currently required by department chairs or directors for focused professional practice evaluation (FPPE) or ongoing professional practice evaluation (OPPE)
- Maimonides employs several manual processes that are not considered leading practice (e.g., paper appointment / reappointment, manual red flag processes, etc.)
- Maimonides employs a provider privileging scope that is materially different than NYC H+H's, which will require privilege form synchronization post-close

Recommendation: NYC H+H Board to batch approve MMC and MMC-H existing practitioner credentials and privileges as “new appointments” through board resolution.

Risks and improvement opportunities have been identified, but they do not suggest Maimonides is out of compliance.

Maimonides Resolution / Midwood Resolution Board of Directors Approval Request

- 18 . Approving the appointment of those practitioners identified on Schedule A attached hereto to Maimonides Midwood Community Hospital’s medical staff which approval by NYC Health + Hospitals shall be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its affiliates and subsidiaries (“Maimonides”).
- 19. Approving the appointment of those practitioners identified on Schedule A attached hereto to Maimonides Medical Center’s medical staff which approval by NYC Health + Hospitals shall be effective only upon the closure of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its affiliates and subsidiaries (“Maimonides”).

RESOLUTION - 20

Waiving certain conditions to closing of the transaction (the “Transaction”) that is the subject of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (the “Maimonides Entities”) which have not been fulfilled; provided that NYC Health + Hospitals continues to seek to close the Transaction contingent on the satisfaction of other conditions to closing set forth in the ATA.

WHEREAS, the ATA establishes various obligations on the Maimonides Entities that are to be performed as a condition to NYC Health + Hospitals being required to perform its obligations under the ATA including the obligation to consummate the Transaction; and

WHEREAS, the Maimonides Entities and NYC Health + Hospitals have cooperated to complete and fulfill each condition to closing; and

WHEREAS, NYC Health + Hospitals has determined that certain conditions to closing are not capable of being fulfilled in the near term, and notwithstanding such non-fulfillment, NYC Health + Hospitals weighing equities and the short-term and long-term goals of the Transaction has determined that it is in the best interest of NYC Health + Hospitals to close the Transaction, and therefore seeks to waive certain conditions to close set forth in Schedule A; and

WHEREAS, it is not uncommon in acquisition transactions that some closing conditions established early in the transaction in the acquisition agreement are later waived once the parties have developed a fuller understanding of the circumstances of the transaction.

NOW THEREFORE, BE IT RESOLVED that NYC Health + Hospitals waives certain closing conditions established in the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (the “Maimonides Entities”) set forth in Schedule A, which NYC Health + Hospitals has determined not be capable of fulfillment in advance of closing.

SCHEDULE A
THE CLOSING CONDITIONS TO BE WAIVED
OF THE AFFILIATION AND ASSET TRANSFER AGREEMENT
BETWEEN NEW YORK CITY HEALTH AND HOSPITALS CORPORATION
AND MAIMONIDES HEALTH RESOURCES, INC., ET AL.

1. The parties have not executed the Safety Net Transformation Program grant agreements.
2. Certain matters disclosed during due diligence are pending, and not yet resolved.
3. Contractual relationships associated with M2 Medical Community Practice, P.C. are in the process of unwind, but unwind is not yet complete.
4. Parties are presently not contemplating assigning all contracts and leases at closing. Access to most contracts and leases expected through a Transition Services Agreement.

Waiver of Certain Closing Conditions of the Affiliation and Asset Transfer Agreement

**Board of Directors Meeting
March 26, 2026**

Andrea G. Cohen, General Counsel

- **Waiving certain conditions to closing of the transaction (the “Transaction”) that is the subject of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (the “Maimonides Entities”) which have not been fulfilled; provided that NYC Health + Hospitals continues to seek to close the Transaction contingent on the satisfaction of other conditions to closing set forth in the ATA.**

Closing Conditions

- The terms of the Affiliation and Asset Transfer Agreement (ATA) require that certain conditions and obligations be met or fulfilled before the close of the Transaction.
- NYC Health + Hospitals may refuse to close if such conditions are not fulfilled.
- Nonetheless, NYC Health + Hospitals desires to move forward with the closing of the Transaction notwithstanding that certain conditions are unlikely to be completed by closing.

Closing Conditions

- These conditions, while desirable, may not be so essential to the Transaction that they should hold up its close
- The Board may determine that is in the interest of NYC Health + Hospitals to waive those conditions
- Accordingly, the resolution for consideration would waive these contractual conditions
 1. Execution of Safety Net Transformation Program grant agreements
 2. Satisfactory resolution of certain matters disclosed during due diligence
 3. Unwind of M2 Medical Community Practice, PC
 4. Assignment of all contracts and leases

- **Waiving certain conditions to closing of the transaction (the “Transaction”) that is the subject of the Affiliation and Asset Transfer Agreement dated December 18, 2025 (the “ATA”) between NYC Health + Hospitals and Maimonides Health Resources, Inc. together with its subsidiaries and affiliates (the “Maimonides Entities”) which have not been fulfilled; provided that NYC Health + Hospitals continues to seek to close the Transaction contingent on the satisfaction of other conditions to closing set forth in the ATA.**

RESOLUTION - 21

Authorizing New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) to accept assignment from Maimonides Health Resources, Inc. or one of its subsidiaries or affiliates (the “Maimonides Entities”) certain contracts for the provision of goods and services by third-party vendors that are necessary for the continued operation of the Maimonides Entities’ healthcare operations by NYC Health + Hospitals (the “Maimonides Contracts”) pursuant to the Affiliation and Asset Transfer Agreement dated December 18, 2025 between NYC Health + Hospitals and the Maimonides Entities (the “ATA”) such assignments to be effective no sooner than the closing of the ATA.

WHEREAS, in November 2025, NYC Health + Hospitals’ Board of Directors authorized the execution of the ATA which contemplates the transfer to NYC Health + Hospitals of substantially all of the assets of the Maimonides Entities and NYC Health + Hospitals assuming the operation of the Maimonides Entities’ healthcare system; and

WHEREAS, the Maimonides Contracts are used by the Maimonides Entities in their healthcare operations; and

WHEREAS, for NYC Health + Hospitals to assume the healthcare operations of the Maimonides Entities, it is necessary to accept assignment of most of the Maimonides Contracts until such time as NYC Health + Hospitals can determine whether and which of the Maimonides Contracts may be legally terminated or otherwise disposed of.

NOW THEREFORE, BE IT RESOLVED; that New York City Health and Hospitals Corporation (“**NYC Health + Hospitals**”) be and hereby is authorized to accept assignment from Maimonides Health Resources, Inc. or one of its subsidiaries or affiliates (the “**Maimonides Entities**”) certain contracts for the provision of goods and services by third-party vendors that are necessary for the continued operation of the Maimonides Entities’ healthcare operations by NYC Health + Hospitals (the “**Maimonides Contracts**”) pursuant to the Affiliation and Asset Transfer Agreement dated December 18, 2025 between NYC Health + Hospitals and the Maimonides Entities (the “**ATA**”) such assignments to be effective no sooner than the closing of the ATA.

**EXECUTIVE SUMMARY
GOODS AND SERVICES CONTRACTS ASSIGNMENTS ASSOCIATED WITH
MAIMONIDES ASSET TRANSFER AGREEMENT**

BACKGROUND:	Pursuant to the ATA, NYC Health + Hospitals will acquire the assets owned by the Maimonides Entities and used in connection with the operation of the Maimonides Health System. Among these assets are contracts for goods and services that have been entered into by the Maimonides Entities with third-party vendors. By the proposed resolution the Board of NYC Health + Hospitals authorizes the acceptance of assignment of these contracts from the Maimonides Entities.
TERMS:	All assignments will occur only if and when the ATA closes. On every assignment of a Maimonides contract, NYC Health + Hospitals will accept the terms and conditions of that contract so existing at the time of such assignment.

NYC Health + Hospitals and Maimonides Third Party Goods and Services Contracts Assignment

**Board of Directors Meeting
March 26, 2026**

Phillip Wadle, Deputy Executive Director – South Brooklyn Health
Lee Fiebert, Deputy Chief Business Operation

- **Authorizing New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) to accept assignment from Maimonides Health Resources, Inc. or one of its subsidiaries or affiliates (the “Maimonides Entities”) certain contracts for the provision of goods and services by third-party vendors that are necessary for the continued operation of the Maimonides Entities’ healthcare operations by NYC Health + Hospitals (the “Maimonides Contracts”) pursuant to the Affiliation and Asset Transfer Agreement between NYC Health + Hospitals and the Maimonides Entities (the “ATA”) such assignments to be effective no sooner than the closing of the ATA.**

Contract Assignment

- Under the Asset Transfer Agreement, effective as of Closing, H+H will assume certain assets, liabilities, rights, and obligations of the Maimonides Entities [including Maimonides Medical Center (MMC) and Maimonides Midwood Community Hospital (MMCH)], including all rights and obligations under Maimonides Contracts (all contracts held by MMC and MMCH, other than those specifically excluded) held by the Maimonides Entities.
- Rather than assuming all rights and obligations in the Maimonides Contracts at Closing, H+H will, through the TSA, contract with MMCAS to maintain the goods and services currently provided by the Maimonides Entities through the Maimonides Contracts, and will, over the term of the TSA, accept assignment of the Maimonides Contracts or otherwise assume direct responsibility for the goods and services provided under these contracts.
- The acceptance of assignment of the Maimonides Contracts is not a procurement under 100-5 because H+H's agreement to accept assets and liabilities of the Maimonides Entities at Closing includes accepting the rights and obligations under the Maimonides Contracts, and these contracts are not separately procured by H+H. As agreements expire, any new contract would be through H+H and adhere to 100-5 for the procurement.

- **Authorizing New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) to accept assignment from Maimonides Health Resources, Inc. or one of its subsidiaries or affiliates (the “Maimonides Entities”) certain contracts for the provision of goods and services by third-party vendors that are necessary for the continued operation of the Maimonides Entities’ healthcare operations by NYC Health + Hospitals (the “Maimonides Contracts”) pursuant to the Affiliation and Asset Transfer Agreement between NYC Health + Hospitals and the Maimonides Entities (the “ATA”) such assignments to be effective no sooner than the closing of the ATA.**