

**HHC ACO INC.
MINUTES OF THE
BOARD OF DIRECTORS MEETING
December 04, 2025
New York City**

Conducted via WebEx

ATTENDEES

BOARD MEMBERS

Edward Chew, M.D.
Andrea Cohen, Esq.
Joan Curcio, M.D.
Nicole Jordan-Martin
Mitchell Katz, M.D.
Daniel Napolitano, M.D.
Hyacinth Peart
Warren Seigel, M.D.
Matthew Siegler
John Ulberg

NYC HEALTH + HOSPITALS STAFF

Max Colmers
Jozef Dubroja
Nicole Fleming
David Guzman
Michael Levitin
James Linhart
Ted Long, M.D.
Megan Meagher
Anthony Okolo
Catherine Patsos
Stanislav Seleznyov

Other

Steven Kucharczyk, KPMG
Ryan Santonacita, KPMG
Maria Tiso, KPMG

CALL TO ORDER

The meeting of the Board of Directors of HHC ACO Inc. (the "Board") (the "ACO") was called to order by Mr. Matthew Siegler, CEO of the ACO, at 11:31 AM.

OLD BUSINESS

The Board unanimously voted to approve the minutes of the April 07, 2025 meeting without correction or modification.

NEW BUSINESS

Mr. Siegler turned the meeting over to Mr. David Guzman, Corporate Comptroller of NYC Health + Hospitals, and to Ms. Maria Tiso, Mr. Ryan Santonacita, and Mr. Steven Kucharczyk, all from KPMG, the ACO's independent auditors, who presented the independent audit report to the Board. There were no significant findings.

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

Acceptance by the Board of Directors of the ACO of the report of KPMG LLP, the ACO's independent auditors, and the audited financial statements of the ACO for the fiscal year ended June 30, 2025.

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

Mr. Siegler introduced Dr. Ted Long, Senior Vice President for Ambulatory Care and Population Health at NYC Health + Hospitals, highlighting his leadership in launching and expanding the NYC Care program and his prior role as Senior Medical Officer at CMS. Following the departure of Nicole Jordan Martin from Health + Hospitals and the board, Mr. Siegler proposed Dr. Long as a candidate to fill the open board seat. Dr. Long expressed his appreciation for the ACO's work and noted he would be honored to serve on the board.

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

Recommending that the New York City Health and Hospitals Corporation (the "Member"), the ACO's Sole Member, elect Dr. Ted Long to serve as a Director of the ACO, until his resignation or removal in accordance with the By-Laws of HHC ACO Inc. (the "Bylaws").

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

Mr. Siegler presented the ACO's performance from PY 2024, its twelfth consecutive year generating shared savings. In PY 2024 the ACO achieved 78.06% for its quality performance and earned \$7,210,143 in Performance Payments.

Mr. Siegler presented the PY 2024 Distribution Breakdown. The ACO continues to earn interest on its reserves and cash on hand. He noted that operational costs have remained essentially flat over the past five years, allowing the organization to deliver strong results without increasing overhead. Mr. Siegler added that upcoming provider distributions will average more than \$16,000 per provider, which is expected to be well received across the system.

Upon hearing there were no further questions, Mr. Siegler presented the following resolution to the Board.

Authorizing the Chief Executive Officer of the ACO to negotiate and execute an amendment to the ACO Participation Agreements and Collaborator Agreements consistent with the distribution methodology set forth in the Proposed 2024 Performance Payment Allocation (Exhibit B).

Ms. Andrea Cohen, Senior Vice President of Legal Affairs and General Counsel at NYC Health + Hospitals, commended the ACO's strong performance and noted that the provider distributions may warrant future review of the methodology. Mr. Siegler acknowledged the point and noted that distribution approaches have been discussed previously with stakeholders, emphasizing the importance of aligning incentives with quality and efficiency of care.

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

Mr. Siegler presented the updated ACO's Performance Year 2025 Shared Savings Forecast, which was based on CMS data from January – September 2025. Mr. Siegler explained that the ACO is projected to generate earned shared savings for the ACO in Performance Year 2025 and will not owe money to CMS.

Mr. Siegler discussed plans to expand ACO membership by adding mission-aligned partners, noting that fee-for-service Medicare participation has declined as Medicare Advantage grows. He highlighted Urban Health Plan and Union Community Health Center as new partners starting in 2026, expected to help grow membership, share best practices, and strengthen the ACO's value-based care model.

Dr. Anthony Okolo, Medical Director of the ACO, presented the details of the ACO's quality performance from PY 2024, noting that CMS now requires electronic reporting rather than manual sampling. The ACO scored 78.06 under the manual method and 53.91 under the new electronic reporting method, which aggregates data across the full population. He highlighted strong performance in population health measures and identified readmissions and patient experience as key areas for improvement.

Dr. Okolo presented the Reducing Avoidable Admissions Driver Diagram, which consists of the following key populations; CHF, Frail Elderly, High-Utilizer, Post-Acute Care Coordination, and CKD.

Dr. Mitchell Katz, President of NYC Health + Hospitals, highlighted the challenges primary care providers face in helping patients obtain appropriate durable medical equipment (DME) after discharge, noting that the biggest barriers to safe care at home are often practical equipment needs rather than medical issues. He shared examples illustrating how complicated and confusing the DME ordering process can be for clinicians and patients. Dr. Okolo agreed that this is an important issue and discussed potential approaches such as post-discharge case conferencing and developing better guidance or resources for providers. Board members noted that improving access to appropriate equipment could help patients function safely at home and potentially reduce readmissions.

There was no further discussion.

Mr. Siegler reminded the Board that its next meeting will be held in March 2026. The appointment of Board Officers and an update on the PY 2024 performance payment distribution will be presented at the meeting.

ADJOURNMENT

There being no further business, Matthew Siegler adjourned the meeting at approximately 12:31 PM.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read 'ACohen', written in a cursive style.

Andrea Cohen, Esq.
Secretary