

MINUTES OF THE PUBLIC SESSION OF THE NUHEALTH BOARD OF DIRECTORS' MEETING
HELD ON SEPTEMBER 24, 2013

Directors Present

*Craig Vincent Rizzo, Esq., Chair
Joseph Capobianco, Esq.
*Steven Cohn, Esq.
Vincent A. Gallo, MD
*Paul J. Leventhal, CPA
Jemma Marie-Hanson, RN
*John T. McCann, PhD
*Greg-Patric Martello, Esq.
*Linda Reed
Asif M. Rehman, MD
*John A. Venditto, MD
Andrew Zucaro

Non-Voting Directors Present

Arthur A. Gianelli, President/CEO
Krishan Kumar, MD

Hospital Administration

John Ciotti, EVP General Counsel
John Maher, EVP CFO
Steven Walerstein, MD, EVP Medical Affairs
Kathy Skarka, RN, SVP Patient Care Services
Maureen Roarty, SVP Human Resources
Joan A. Soffel, Assistant to the Board/CEO

Not Present

George W. Miner, MD, MBA
David J. Sussman, MD
Frank J. Saracino, EdD

*Executive Committee Members

1. Craig Vincent Rizzo, Chair, Board of Directors of the Nassau Health Care Corporation, noted that a quorum was present. The meeting was opened at 8:05 a.m.
2. **Adoption of Minutes.** The minutes of June 25, 2013 were approved.
3. **Report of the Chairman.** Mr. Rizzo introduced Andrew Zucaro, a new member of the Board. Mr. Zucaro is very familiar with Nassau and Suffolk counties and has been in the construction and real estate business for over thirty years. With all of the construction and development occurring on campus, Mr. Rizzo looks forward to working with Mr. Zucaro and welcomed him to the Board.

Mr. Rizzo noted that there are still a few issues with the Collaboration Bill; it is still in the Assembly. The Board will also be asked to approve a development agreement with Health Care Reit.

4. **Report of the President/CEO.** Mr. Gianelli reported that Mr. Maher would give a more thorough review of finances. In general, throughout the year there have been challenges with volumes at the hospital (and throughout Long Island and the County). Admissions have dropped significantly (an average of 20% on Long Island). Mr. Rizzo asked the reason for the reduced volumes. Mr. Gianelli said there are a combination of reasons including: penalties now being levied upon hospitals for one-day admissions, significant audits by the Federal Government for recaptured funds from hospitals for stays that could have been ambulatory, nursing homes being incentivized to keep residents in the home as opposed to sending them to the hospital, managed care companies moving patients into ambulatory space and admitting only when absolutely necessary, health plans significantly thinking differently and patients deciding whether or not to go to the emergency room, challenges with the economy and requirements to reduce the size of inpatient service while providing high quality care. We are negotiating with managed care companies for contracts, there are one-time infusions of revenue and changes have been in revenue cycles that we have been

able to identify and act upon. These initiatives will be reflected in the financial statements by the end of the year.

Mr. Gianelli reported that there has been progress made with LEAN. The Board had approved upfront costs for consulting and the support we need to undertake a robust process of improvement strategies and identify opportunities that we are beginning to take advantage of. For example, we had an experiment on the 9th floor to improve discharge summaries and reduce the amount of stay. That will be expanded to the rest of the hospital. We expect to improve cash position by \$5 million through that effort and the efforts of the finance department. A Rapid Improvement Event was initiated last week in the Emergency Department. It was the first time we conducted an exit interview with our patients leaving the ER and used that as a vehicle to encourage people to sign up for the health insurance exchange. October 1st will start an open enrollment period for the health insurance exchange that will run through March. It is an opportunity for us to be able to identify and insure individuals who were previously uninsured or could not afford insurance. We are working with HealthFirst to role out a campaign with certified application specialists on campus and at the health centers.

The Collaboration Bill would permit us to collaborate with any number of health care entities on purchasing, contracting and information sharing. The Bill is currently in the Assembly awaiting transmission to the Governor's Office for signature. All relevant parties are behind us except the Attorney General's Office and we have been discussing their concerns. Michael Dowling, President/CEO of North Shore Health Systems weighed in strongly and favorable for us. If the Governor signs the Bill, it would significantly change our fundamental relationship with North Shore for purchasing and contracting. We have had a number of meetings with North Shore/LIJ relative to their managed care strategy; it is very complicated and is a dramatic transition from fee-for-service to risk-service. North Shore/LIJ has a clinical integration IPA that is the hub for all of their managed care products that they are rolling out and we will be in the network benefiting from that enrollment in their insurance products and rates. Our physicians may also benefit from that IPA. We submitted our application to the Centers for Medicare/Medicaid for an integration grant (January 2014) for the creation of our own IPA for the population we serve linking our doctors with the community physicians. If we get the CMI grant we could reach into Suffolk County. New York State is struggling with negotiations with CMM relative to the waiver. The State is seeking \$10 billion over five years to fund health systems transformation in New York State. The funds come through the delivery system reform incentive program from the Federal Government.

We continue to negotiate on the residential housing. Those units require a considerable amount of work because there has been no investment in over 40 years. We are struggling with three areas: housing development, parking solutions and being reimburse proportionately by the developer for housing.

5. **Report of the CFO.** None
6. **Report of the Medical Director.** None
7. **Report of the Medical Professional Affairs Committee and Medical Director.** John McCann, PhD, Chair of the Committee reported that the committee met on September 16, 2013 and there were no issues to report.

2012-2013 NuHealth Performance Improvement and Patient Safety Plan Annual Evaluations and 2013-2014 NUMC Performance Improvement and Patient Safety Plan. Ms. Shannon noted that a hard-copy and disc was previously delivered to each Board member for review. The Annual Evaluation and strategic initiatives for the upcoming year must be formally

adopted by the Board. There are three goals: development of IT data infrastructure, implementation of LEAN throughout the hospital and implementation of Triple A. Ms. Hanson asked if there were challenges in implementing the IT data infrastructure. Ms. Shannon said the struggle was how to accurately and reliably receive data. She has worked with Mr. Maher and IT in getting reports more quickly and to look at that data with practitioners so that they can see the affect on a timely basis. **Upon a motion made, duly seconded and unanimously approved, the Board of Directors adopted the 2012-2013 Performance Improvement and Patient Safety Plan Annual Evaluations and the 2013-2014 NUMC Performance Improvement and Patient Safety Plan. Resolution No. 186-2013**

8. **Report of the Finance Committee.** Paul Leventhal, Chair of the Committee reported that the committee met on August 13, 2013. There were no votes. Mr. Maher presented a report on the corporate finances. Mr. Leventhal noted that there is a resolution for approval regarding the authorization of a loan from JP Morgan Chase Bank in an amount not to exceed \$40,000,000.00. **Upon a motion made, duly seconded and unanimously approved, the Board of Directors adopted the Resolution Authorizing a Loan from JP Morgan Chase Bank, NA in an Amount not Exceeding \$40,000,000, as attached to these minutes. Resolution No. 187-2013.**
9. **Report of the Contract Committee.** Mr. Rizzo reported that the Contracts Committee met on August 15 and August 20, 2013 and recommended approval of various contracts with certain abstentions and recusals. The Committee also recommended approval of the Health Care Reit Development Agreement for the medical building and various projects on the East Meadow campus. The Board packet included the development agreement and changes that were requested by the Contract Committee.

Upon a motion made, duly seconded and unanimously approved, the Board of Directors adopted the Resolution Approving Contract Committee Recommendations, dated August 15, 2013 as set forth in the attached. Master Resolutions M-188-2013.

Upon a motion made, duly seconded and unanimously approved, the Board of Directors adopted the Resolution Approving Contract Committee Recommendations, dated August 20, 2013 as set forth in the attached. Master Resolutions M-189-2013.

Ms. Tabai requested approval of adjustment of funds for two projects.

Roland's Electric. This project is to upgrade electrical services in the basement of the DCB to provide appropriate space for the Medical Records department who will be moving into this space to vacate the first floor so that the Primary Care project (HEAL 21 funded) can be built. The HEAL 21 grant includes funding for both relocation and swing space as well as building of the new Primary Care space. Timing for completion of the move of Medical Records directly impacts the ability to complete the Primary Care project by next summer. If the preparation for Medical Records does not start in October, we will not be able to complete Primary Care in a timely schedule. Ms. Tabai noted that there was a preliminary estimate for the project and as they move through the project and have a more complete design they may need to readjust the funding to other areas that may be less or more. Mr. Ciotti said this is an \$18 million project and obviously the budgets will need to be readjusted or moved, but no additional funds are being requested. Mr. Gianelli said the funds are from a 2012 application for funding to include construction of a 25,000 square foot primary care space and the relocation of administrative offices to the 19th floor. Mr. Rizzo noted that the contract is for three months and asked if that would need to be extended. Ms. Tabai said it is just for this portion of the work. Mr. Rizzo asked if this is a one shot change and Ms. Tabai said yes. Mr. Leventhal said it would have been easier if the materials would have been sent to the Board prior to being handed out the morning of the meeting. The materials

could have been emailed in advance of this meeting. Mr. Rizzo asked if there was any reason why that could not have been done instead of handing the Board the information the morning of the meeting. Ms. Tabai said it was a preliminary estimate and as they moved forward there needed to be funding adjustment. She will try to inform the Board in the future. Mr. Rizzo said that Ms. Tabai must have known about this a few days ago, it could have been emailed to the Board. Ms. Tabai agreed. Mr. Ciotti said the overall purpose is to shift dollars within the \$18 million and in the future there will be other changes, some areas may increase and other decrease in cost as the project moves forward. Mr. Rizzo said if you find out that there needs to be a change and the Board needs to vote on that, then there should be prior notification. Mr. Gianelli agreed. **Upon a motion made, duly seconded and unanimously approved, the Board of Directors approved a contract with Roland's Electric to upgrade electrical services in the basement of the DCB to provide appropriate space for the Medical Records Department who will be moving into this space to vacate the first floor for the new Primary Care space. It is presented as an information item as this renovation is included as part of the Relocation project to make room for Primary Care. It is funded through the HEAL 21 grant. The contract is for a term of three months with an anticipated start date of 09/01/13 for an additional \$198,100 for a total of \$217,910 for the project. Resolution No. 190-2013.**

Jobco, Inc. Ms. Tabai reported that this project is to extend the lobby on the first floor of the DCB to create a new waiting room and gift shop area which will be adjacent to the new bank and pharmacy. This project was originally presented as an information item in August but is now presented as an item for approval based on the change in the cost of the work. The increase in cost is based on a request to add additional space for the gift shop space. This project is closely coordinated with the work being done by Bethpage Credit Union and Walgreen's Pharmacy and we need to proceed with the construction to keep the schedule consistent with theirs. **Upon a motion made, duly seconded and unanimously approved, the Board of Directors approved a contract with Jobco, Inc. for construction in the Main Lobby improvement project that is included in the 2013 Capital Plan presented to the Board in December 2012. Jobco will provide general contractor services for the creation of new waiting room space that is an extension of the current main lobby on the 1st floor of the DCB for an additional \$318,000 for a total of \$349,800 for the project with a term of three months with an anticipated start date of 10/01/13. Resolution No. 191- 2013.**

10. Report of the Ambulatory Care, Managed Care and Community Physician Committee. None.
11. Report of the Extended Care and Assisted Living Facility Committee. None.
12. Report of the Legal, Audit and Governance Committee. None.
13. Report of the Facilities and Real Estate Development Committee. Ms. Reed reported that the Committee met on August 15 and August 20, 2013. The Committee discussed the development agreement with Health Care Reit and the various real estate projects on the East Meadow campus. The development agreement allows construction of the medical specialty building (located on the corner of Hempstead Turnpike and Carmen Avenue), a nursing school, simulation center, imaging center, ambulatory surgery, physician office space and parking solutions for short term while construction is happening and a permanent parking solution. The construction for parking will be included in the agreement with Health Care Reit.
14. Subsidiaries/Foundation Committee. None.

15. **Other Business.** Mr. Gianelli noted that there is significant construction work at the hospital and the next time the Board meets it will be on the 19th floor with renovated administrative offices and conference rooms. By the end of summer 2014 you will see a brand new ER and primary care area. You will also see the Bethpage Federal Credit Union with a small branch office located in the building and Walgreens Pharmacy for our patients. In 2014 we will start renovation of the auditorium funded by the American University of the Caribbean (AUC) for a simulation center for physicians, residents, nurses and students teaching the latest techniques in medicine. In the Fall the Library will be completed (funded by the AUC). The SICU renovations that were delayed for a number of reasons are completed. Mr. Gianelli thanked former Board member, Dr. Ashinoff, who made renovation of the ICUs a priority. Mr. Rizzo also credited Dr. Ashinoff for his input and dedication to this project.

Ms. Hanson questioned the upcoming flu season and what the hospital is doing in preparation of the DOH requirements. Dr. Walerstein said in preparation for the upcoming flu season, all health care workers who are in contact with patients are required to either get a flu vaccination or wear a mask in patient care areas. There will be a very aggressive vaccination campaign. Dr. Walerstein has also discussed this with the CSEA who are aware and thoroughly supportive of the initiative. Once the flu season is officially declared by the Commission of Health (DOH) in Albany, the program will begin. Employees who have been vaccinated will be required to attach a sticker to their badges, an educational program will be rolled out, and if an employee on a floor has not been vaccinated they will be encouraged to receive the vaccination or be required to wear a mask.

16. **Public session.** Mr. Rizzo opened the meeting for public comment. There were no comments.
17. **Adjournment**
- Upon a motion, duly made and unanimously approved, the meeting was adjourned at 8:45 a.m.
18. **Report from Executive Committee.** The Executive Committee was not convened.
19. **Close of Regular Meeting.** Craig Vincent Rizzo, Chair, closed the meeting at 8:45 a.m.
20. The next meeting will be announced.

Approved:


Craig Vincent Rizzo, Chair
Board of Directors

RESOLUTION OF THE BOARD OF DIRECTORS

NASSAU HEALTH CARE CORPORATION

September 27, 2013

Resolution No. 187 -2013

RESOLUTION AUTHORIZING A LOAN FROM JPMORGAN CHASE BANK, N.A. IN AN AMOUNT NOT EXCEEDING \$40,000,000.

WHEREAS, in order to assist in funding the local share of the intergovernmental transfer program ("IGT") payment, the Chief Executive officer believes it is in the Corporation's best interests to enter into a loan with JPMorgan Chase Bank, N.A.; NOW, THEREFORE,


Be It Resolved by the Board of Directors of the Corporation as follows:

Section 1. The Board of Directors hereby approves and accepts the recommendation of the Chief Executive Officer and authorizes the Corporation to execute documents necessary to obtain a loan from JPMorgan Chase Bank, N.A. to assist with processing of the local share of the IGT payment to the State of New York in an amount not exceeding \$40,000,000. Such loan may be secured by the return of the local share of the IGT payment from the State of New York.

Section 2. The President and Chief Executive Officer and Chief Financial Officer of the Corporation (each an "Authorized Officer") are hereby authorized to execute such documents related to such loan, and take any and all actions necessary to implement this resolution.

Section 3. This resolution shall take effect immediately,

APPROVED


Chairman of Board of Directors

NASSAU HEALTH CARE CORPORATION
BOARD OF DIRECTORS

RESOLUTION APPROVING CONTRACTS COMMITTEE RECOMMENDATIONS

Resolution No. M-188-2013

September 24, 2013

WHEREAS, by Resolution (No. 023-2007) of the Board of Directors of the Nassau Health Care Corporation, the Board of Directors delegated to its Contracts Committee the responsibility for, among other things, overseeing and making recommendations to the Board regarding the Corporation's procurement and contracting policies; and

WHEREAS, there is attached to this Resolution a schedule dated August 15, 2013 (the "Schedule") of resolutions regarding transactions and/or procurement and contracting policies, which require action by the Board and which the Committee has reviewed, discussed and recommends be adopted;

NOW, THEREFORE,

BE IT RESOLVED, that the Board of Directors of the Nassau Health Care Corporation hereby approves and adopts the resolutions recommended by its Contracts Committee as set forth in the attached Schedule, with the following exceptions: Venable LLP (Resolution No. 184-2013), and Venable LLP (Resolution 163-2013) approved with recusals by Craig Rizzo.

NUHEALTH
CONTRACT COMMITTEE
August 15, 2013
CONTRACTS EXHIBIT

Motions and Resolutions Requiring Action by the Board of Directors

Contracts.

***Venable LLP.** [Multi-year contract]. **Upon a motion made, duly seconded and approved with one recusal (Craig Rizzo) the Contracts Committee recommends Board approval of an amendment to a contract with Venable LLP to provide legal services related to labor and employment matters. This is a request for an amendment to the contract for additional funds of \$50,000. The term is not changed and continues through 12/31/13. Total contract will be \$100,000 for a term of 01/01/13-12/31/13. Resolution No. 163– 2013.**

***Hudson River Healthcare.** [Multi-year contract, amount exceeds \$250,000]. **Upon a motion made, duly seconded and approved the Contracts Committee recommends Board approval of an extension of a contract with Hudson River Healthcare to provide LIFQHC administrative and financial services including but not limited to implementation, training and maintenance of eClinical Works, Open Dental and Tigerview, billing, accounting, practice management and Federal and State reporting in an amount not to exceed \$2,000,000 total (\$100,000/year) for an anticipated start date of 08/01/13 for a term of two years. Resolution No. 164– 2013.**

***Guardian Consulting.** [Multi-year contract]. **Upon a motion made, duly seconded and approved the Contracts Committee recommends Board approval of an amendment to a contract with Guardian Consulting. In accordance with Department of Health regulations, Guardian Consulting Services will perform all required Drug Regimen Reviews, nursing unit inspections, medication administration audits, controlled substance destruction, review of emergency box meds and procedures, inservice education and medication pass observation. In addition, they will attend and chair the Pharmacy Committee meetings as well as act as liaison with DOH during any on-site inspections and/or surveys in an amount not to exceed an additional \$10,000 to existing contract (new total will be \$208,000) for two years (the remainder of a three-year term) with a start date of 04/01/12. Resolution No. 165– 2013.**

***Simpler North American, LP.** [Multi-year contract, amount exceeds \$250,000]. **Upon a motion made, duly seconded and approved the Contracts Committee recommends Board approval of an amendment to a contract with Simpler North American, LP the current consultant for the LEAN program. This amendment to the existing contract will provide additional support and guidance to the Core Team during the**

engagement to ensure that the LEAN Transformation provides the anticipated break through results desired by the leadership team. This additional service is to establish a LEAN belt certification system throughout the organization for an additional amount not to exceed \$335,000 (\$1.5 million approved by the Board in November for the base agreement) for a six month term for engagement, but no time extension on term of base contract. Resolution No. 166-2013.

***Public Financial Management (PFM). [Multi-year contract]. Upon a motion made, duly seconded and approved the Contracts Committee recommends Board approval of a contract with Public Financial Management (PFM) to provide, when required, bond and note transactions, new money issues, refunding and notes (RANs) SWAP advisory, structuring and competitive and negotiated bids, and termination; advisory and reporting fees, valuation reporting and GASB 53 reporting (\$8,500.00 per annum) advice and consulting (\$56,500 per annum) for a total of \$65,000 per annum for a term of three years with an anticipated start date of 08/01/13 in an amount for a three-year term not to exceed \$195,000 total. Resolution No. 167-2013.**

***Mark A. Raifman. [Multi-year contract, amount exceeds \$250,000]. Upon a motion made, duly seconded and approved the Contracts Committee recommends Board approval of a contract with Mark A. Raifman. The physician consultant confers with various NHCC departments on strategic outpatient growth and development opportunities to the benefit of NHCC. He will also assist the NHCC business development on new business proposals and will act as liaison and oversee each aspect of the development of community physician recruitment and involvement with Nassau University Medical Center in an amount not to exceed \$16,667.13 per month (\$1,166,706.10 in total) for a term of 70 months with an anticipated start date of 08/01/13. Resolution No. 168-2013.**

***Peninsula Counseling Center (PCC). [Multi-year contract, expense reduction or revenue based contract]. Upon a motion made, duly seconded and approved the Contracts Committee recommends Board approval of an amendment to a contract with Peninsula Counseling Center to expand their existing program on-site at the Roosevelt Health Center. They are looking to add 484 sq. ft. to their existing rental space at \$30.00 sq. ft. for an additional annual rental of \$14,520 for a term of one year in an amount of \$14,520 with an anticipated start date of 07/01/13. Resolution No. 169-2013.**

***Long Island FQHC. [Multi-year contract, expense reduction or revenue based contract]. Upon a motion made, duly seconded and approved the Contracts Committee recommends Board approval of a contract with Long Island FQHC for the lease between Nassau Health Care Corporation and Long Island FQHC, Inc. for the Roosevelt Health Center. The lease was appraised at \$14.65 a square foot for the entire building of 25,404 square feet. The annual rent will be approximately \$372,169 for a term of ten years (for a total of approximately \$3,721,690) with an anticipated start date of 01/01/13. Resolution No. 170-2013.**

*MModal. [Multi-year contract]. Upon a motion made, duly seconded and approved the Contracts Committee recommends Board approval of an extension/amendment of a contract with MModal for one year while processing a bid for transcription. This contract expired on 5/31/13. Tracking on this contract was lost due to this name change, and this was not discovered until later and they are no longer under contract with GNYHA in an amount not to exceed \$150,000 for a term of one year with an anticipated start date of 06/01/13. Resolution No. 171-2013.

*Telehealth. [Multi-year contract]. Upon a motion made, duly seconded and approved the Contracts Committee recommends Board approval of an extension of a contract with Telehealth to repair and maintain services to all the 32 TV's and connecting flex arms at the AHP dialysis unit. LD 20 #1658 had been previously approved but vendor had raised rates in the meantime from 75.06/month to \$190.86/month for a term of two years and nine months in an amount not to exceed \$6,298.36 (for term) with an anticipated start date of 08/31/13. Resolution No. 172-2013.

*Physiological Assessment Services. [Multi-year contract]. Upon a motion made, duly seconded and approved the Contracts Committee recommends Board approval of an amendment to a contract with Physiological Assessment Services for intraoperative monitoring to assist in the protection of neurological structures during surgery, that place patients at risk for neurological sequelae for an additional amount of \$50,000 (for a new total of \$125,000) with no change in term. Resolution No. 173-2013.

*Healthix, Inc. [Multi-year contract]. Upon a motion made, duly seconded and approved the Contracts Committee recommends Board approval of an amendment of a contract with Healthix Inc. NuHealth wishes to receive the Healthix Clinical Event Notification (CEN) Service in order to be informed of hospital visits and discharges of NuHealth patients to non NuHealth entities. NuHealth is particularly interested in receiving notifications for their patients who have a diagnosis of COPD, Acute MI, CHF or Pneumonia. NuHealth wishes to notify NuHealth providers so these clinicians can provide critical information to the re-admission hospital, and perform analytics in an amount of \$25,000 (total value of contract \$233,440) for a term of three years with an anticipated start date of 01/01/13. Resolution No. 174-2013.

*Park Strategies, LLC. [Multi-year contract, amount exceeds \$250,000]. Upon a motion made, duly seconded and approved the Contracts Committee recommends Board approval of an extension/amendment to a contract with Park Strategies, LLC to provide strategic advice, consulting and business development services, and local, state and federal government relations/lobbying services in an amount not to exceed \$280,000 for the term of two years with an anticipated start date of 08/15/13. Resolution No. 175-2013.

***Nassau County Civil Service Commission. [Multi-year contract]. Upon a motion made, duly seconded and approved the Contracts Committee recommends Board approval of an extension to a contract with Nassau County Civil Service Commission. The personnel specialist will be functioning in the joint capacity of processing position classification requests and updating position classifications to meet current needs in health care. This person will work as liaison between the Nassau County Civil Service Commission and the NHCC Human Resources Department in an amount not to exceed \$140,000 for a term of two years (\$70,000 per year) with an anticipated start date of 05/01/13. Resolution No. 176-2013.**

***American College of Surgeons. [Multi-year contract]. Upon a motion made, duly seconded and approved the Contracts Committee recommends Board approval of an extension to a contract with American College of Surgeons to provide tools, reports, analysis and support to collect and implement quality improvement initiatives. Joining NSQIP will meet the January 2014 CMS Rule requiring participation in a systematic clinical database, registry for general surgery in an amount not to exceed \$27,000 for a term of one year with an anticipated start date of 09/01/13. Resolution No. 177-2013.**

***CaptureRx. [Multi-year contract, amount exceeds \$250,000, revenue generating]. Upon a motion made, duly seconded and approved the Contracts Committee recommends Board approval of a contract with CaptureRX to provide turn-key development and management of a 340B Drug Discount Program for eligible covered entities such as FQAHC and DSH hospitals. CaptureRX will process real time pharmacy claims collection, compliance and business edits, virtual inventory, automated replenishment and fund settlements for all prescriptions not processed via the contract Walgreens Pharmacies in an amount of \$2-5 million in revenue over the term of this contract with a term of three years with an anticipated start date of 08/01/13. Resolution No. 178-2013.**

***Cipherhealth. [Multi-year contract]. Upon a motion made, duly seconded and approved the Contracts Committee recommends Board approval of a contract with Cipherhealth for post discharge bi-directional calling and data reporting program. This service will connect our hospital and care transition team as the front line with our patients post discharge to insure that they are following their plans of care. This includes understanding, securing and managing their medications, attending their post discharge appointment(s), and understanding red flag symptoms. This will help avoid 30 day readmissions and help our patients achieve better health in an amount not to exceed \$150,000 for a term of two years with an anticipated start date of 09/01/13. Resolution No. 179-2013.**

***KPMG. [Multi-year contract, amount exceeds \$250,000]. Upon a motion made, duly seconded and approved the Contracts Committee recommends Board approval of a contract with KPMG to assess our coding and training our coders in ICD-10 coding. October 2014 will be implementation of ICD-10 which will be needed for**

reimbursement in an amount not to exceed \$368,850 for the engagement for an anticipated start date of 09/01/13-12/31/14. Resolution No. 180- 2013.

***PCG Health. [Multi-year contract, amount exceeds \$250,000]. Upon a motion made, duly seconded and approved the Contracts Committee recommends Board approval a contract with PCG Health to provide multi-step process to include: Medical Coding ICD-9 material development database development assessment of current billing system regulation guidelines for all departments reviewed. Policy/Procedure manual maintenance assistance physician documentation ICD-9 material development ICD-10 physician documentation ICD-10 documentation monitoring impact assessment performance monitoring (retraining needs) reporting QA physician support staffing level is for 30 physicians in an amount not to exceed \$250,000 for the contract term of three years with an anticipated start date of 09/01/13. Resolution No. 181-2013.**

***Precision Health. [Multi-year contract]. Upon a motion made, duly seconded and approved the Contracts Committee recommends Board approval of a renewal of a contract with Precision Health to provide portable cardiological and sonogram services for residents of AHP in accordance with physician orders on a 24/7 basis in an amount not to exceed \$4,800 per year (totaling \$24,000) for a term of five years with an anticipated start date of 09/01/13. Resolution No. 182-2013.**

***Medfax Portable Diagnostic. [Multi-year contract]. Upon a motion made, duly seconded and approved the Contracts Committee recommends Board approval of an extension to a contract with Medfax Portable Diagnostic to provide portable x-ray services for residents of AHP in accordance with physician orders on a 24/7 basis in an amount of \$4,800 per year (totaling \$24,000) for a term of five years with an anticipated start date of 09/01/13. Resolution No. 183-2013.**

***Venable LLP. [Multi-year contract]. Upon a motion made, duly seconded and approved with one recusal (Craig Rizzo) the Contracts Committee recommends Board approval of an amendment to a contract with Venable LLP for legal services related to labor and employment law. This is a request for additional monies in the amount of \$75,000 for legal fees for a term of one year with an anticipated start date 01/01/13. Resolution No. 184-2013.**

Information Only.

Plural Soft. Plural Soft turned out to be the lowest bidder and they were chosen. An IT service that allows end users to perform analytics on our clinical HER, Claims and demographic data. These analytics need to identify gaps in care and support care coordination. In the outpatient setting, this software should support Patient Centered Medical Home point of care requirements and reporting. In the ED and inpatient setting, the analytics software should identify patients at high risk for readmission and other quality metrics in an amount not to exceed \$3,000,000 (VAP grant) for the term of three years with an anticipated start date of 11/01/13.

Newpoint Health Care Advisors. Newpoint Health Care Advisors to assist NuHealth in developing a financial plan and providing the actuarial review required for NuHealth to complete the application for the round two of the CMS Health Care Innovation Awards in an amount not to exceed \$50,000 for a term of one year with an anticipated start date of 08/05/13.

JobCo Inc. This is presented as an information item for construction for the Main Lobby improvement project that is included in the 2013 Capital Plan presented to the Board in December 2012. JobCo will provide general contractor services for the creation of new waiting room space that is an extension of the current Main Lobby on the 1st floor of the DCB in an amount not to exceed \$349,800 for the project for a term of six months with an anticipated start date of 08/15/13.

*Requires approval of the Board of Directors

**Standardization requires 3/5 (9 votes in favor) approval of Board of Directors.

NASSAU HEALTH CARE CORPORATION
BOARD OF DIRECTORS

RESOLUTION APPROVING CONTRACTS COMMITTEE RECOMMENDATIONS

Resolution No. M-189-2013

September 24, 2013

WHEREAS, by Resolution (No. 023-2007) of the Board of Directors of the Nassau Health Care Corporation, the Board of Directors delegated to its Contracts Committee the responsibility for, among other things, overseeing and making recommendations to the Board regarding the Corporation's procurement and contracting policies; and

WHEREAS, there is attached to this Resolution a schedule dated August 20, 2013 (the "Schedule") of resolutions regarding transactions and/or procurement and contracting policies, which require action by the Board and which the Committee has reviewed, discussed and recommends be adopted;

NOW, THEREFORE,

BE IT RESOLVED, that the Board of Directors of the Nassau Health Care Corporation hereby approves and adopts the resolutions recommended by its Contracts Committee as set forth in the attached Schedule, with no exceptions.
