

Minutes of the NuHealth Board of Directors Executive Committee Meeting held on August 12, 2015

Directors Present

Michael B. Mirotznik, Esq, Chair
Steve Cohn, Esq.
Michael DeLuca, MPA
Victor A. Gallo, MD
Linda Reed
John Venditto, MD
Warren D. Zysman, LCSW

Guests

Karen McGlynn
Ann Marie Studdert
Doug Bruce
Shelley Lotenberg

Non-Voting Directors Present

Victor Politi, MD, FACP, FACEP

Hospital Administration

John Ciotti, EVP General Counsel
Harold E. McDonald, SVP Chief Administrative Officer
Craig Rizzo, Esq, EVP Special Assistant
Andrea Rivera, Executive Assistant to the President/CEO
John Maher, EVP CFO
Victor Scarmato, MD
Robert Tepper, Esq., Legal Affairs
Elizabeth A. Faughnan, Esq., Legal Affairs
Michael J. Gatto, VP, Care Transitions
Robert Heatley, EVP Ambulatory
Maureen Roarty, EVP Human Resources
Vincent DiSanti, SVP
Thomas Alfano, Esq., Legal Affairs

1. Michael B. Mirotznik, Esq., Chair, Board of Directors of the Nassau Health Care Corporation, noted that a quorum of the Executive Committee of the Board of Directors was present. The meeting opened at 8:04a.m.

2. Adoption of Minutes. Mr. Mirotznik reported that the minutes of the June 30, 2015 and July 23, 2015 Executive Committee meetings would be Tabled. Mr. DeLuca commented that whomever is taking the minutes should just stop the Committee members when he/she did not get something. Mr. Mirotznik asked everyone to remember that the minutes were being taken in long hand. Mr. Ciotti stated that he is working on getting a stenographer, but he's hit a few roadblocks. Mr. Zysman stated that he has big concerns regarding minutes from committee meetings that have been provided over the past few weeks. There have been questions as to who is taking the minutes and at times, the person taking the minutes does not know who is talking. He added that there should be one person taking the minutes at all meetings so that it is clear who is taking the minutes. Mr. Zysman reiterated Mr. DeLuca's comment that the person taking the minutes should just stop the Committee members when he/she did not get something. Mr. Zysman then suggested that Ms. Faughnan take the minutes. Mr. Ciotti stated that he was opposed to the request as Ms. Faughnan is an attorney and is taking the minutes today as a courtesy. He added that he is currently working on getting a professional stenographer to take the minutes; but it is tough as they are far and few. Mr. Ciotti noted that court reporters are more easily available than stenographers. Mr. Mirotznik will take under advisement the need to have someone permanent to take the minutes.

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Mr. Mirotznik then turned the Committee's attention to the minutes of the June 30, 2015 Executive Committee meeting minutes. Upon a motion, duly made and seconded and unanimously adopted, the Executive Committee approved the minutes of the June 30, 2015 Executive Committee meeting. **Resolution No. 177 -2015.**

Mr. Mirotznik then tabled the minutes of the July 23, 2015 Executive Committee meeting so that corrections could be made. The minutes will be voted on at the next Board meeting.

3. Report of the Chair. Mr. Mirotznik thanked all for attending the meeting. In the interest of saving time, he had no report.

4. Report of the President/Chief Executive Officer. Dr. Politi reported on the recent visit by The Joint Commission ("TJC"). He informed the Committee that NHCC received scores of 98% and 93%. TJC reported thirteen (13) incidents with seven (7) direct deficiencies which NHCC challenged; through negotiations, those were reduced to six (6) indirect deficiencies. Plans of Corrections were being put together to resolve those deficiencies. Dr. Politi then discussed CPEP, and thanked and commended Mr. Zysman and Ms. Reed for their involvement. Both Mr. Zysman and Ms. Reed have dedicated lots of their time to the project. Ms. Reed then thanked Mr. Rizzo for his help and continued involvement on an almost 24/7 basis. Mr. Zysman then added his thanks and stated that Mr. Rizzo really kept the ball moving. Dr. Politi stated that CPEP will increase psychiatric admissions and our reimbursement, just from this one project.

Dr. Politi then updated the Committee with respect to DSRIP, which was moving forward. He informed the Committee that Mr. Nemiroff and his team had put together an implementation plan which was submitted to the State last Friday, August 7, 2015. The comprehensive implementation plan contains 11 projects comprising the DSRIP program. The consultant Health Policy Matters assisted in putting the implementation plan together; it was submitted and the State returned it to NHCC in June as there were areas that were incomplete. Both Mr. Nemiroff and Health Policy Matters worked together in making the corrections and it was resubmitted on August 7, 2015 on time. Dr. Politi informed the Committee that the first deliverable is due in October and by the first week of January we should receive the remainder of the DSRIP Year One distribution.

Ms. Reed asked if we had received the funds for Capital Improvements. Dr. Politi stated that we have been told to expect the funds in October. She then asked if the funds could be used toward CPEP. Dr. Politi commented that it was an excellent question. We have requested funding to build a new Pediatrics unit. The money requested for Capital repairs identified specific areas of the hospital; CPEP is one of those areas. He added that Kevin Mannle, VP for Facilities, had a plan for the Capital funding; for instance, an additional \$4Million to \$7Million was requested to rehabilitate J Building because the project will be co-located in J Building. Mr. Mannle had previously provided Dr. Politi with a list of specific Capital projects that need to be done. Dr. Venditto then asked if this information is all in the implementation plan, to which Dr. Politi said yes.

Dr. Politi then commented how amazing it is that three (3) hospital systems (NHCC, CHS and NSLIJ) can agree on competitive topics, which was due to the leaders of DSRIP – Mr. Ginsberg, Mr. Hirsh and Mr. Nemiroff. He then added that from an operations stand point, things were running well. Dr. Venditto then asked him to confirm that the three (3) Hubs will implement the eleven projects and all must succeed; he further asked what would happen if one did not succeed. Dr. Politi stated that the Hubs will work together; for example, with respect to Interventions to Reduce Acute Care Transfers (“Interact”), St. John’s Episcopal Hospital in Far Rockaway will take the lead. NHCC is responsible for the co-location of primary care and Emergency Medicine. Dr. Politi then asked Mr. Gatto to identify the goal for 2015, which Mr. Gatto stated was 15,000 visits. Dr. Politi stated that NHCC should be able to meet this metric on its own. Dr. Politi informed the committee that Care Transitions was involved in Project #11 to find uninsured in the community, and that this is something NHCC has been doing for years; in fact it seemed as if the New York State Department of Health had specifically designed the project for NHCC. He then added that the NYS Dept. of Health had asked Mr. Gatto to be the state-wide consultant on Project #11 (Patient Activation.)

Mr. Zysman pointed out that a DSRIP meeting was scheduled for the following week, or the week after that, and that the PMO (Project Management Office) was planning to hire a consultant. Mr. Zysman stated that he, and perhaps other Board members, would like to meet with the consultants prior to one being hired. Dr. Politi stated that five (5) companies were being considered, and all are substantial companies; the next step is to sit down and decide which company to choose. Mr. Zysman stated that he wanted the opportunity to meet the top finalists before a vote is cast. Dr. Politi stated that Ms. Mehta in DSRIP could set up dates to meet with the contenders. Dr. Politi knew that Mr. Nemiroff had been sending information to the Committee members including Power Point presentations and invites to the meetings. Mr. Zysman commented that he did not need to meet all five (5) contenders; if there were two (2) finalists, then Mr. Zysman would like to meet the two to hear what each would bring to the table. Dr. Politi then stated that he believed Mr. Nemiroff would be resigning from DSRIP on behalf of NHCC as of September 30, 2015, but that because deliverables are due in October, the Board might want to discuss this more thoroughly.

5. Report of the Medical and Professional Affairs Committee. Ms. Reed stated that there was no report.

6. Report of the Finance Committee and Chief Financial Officer. Mr. Maher stated that the May 2015 Financial Statements had been issued. The Finance Committee has not met since their July 28, 2015 meeting, but at their next meeting they should be able to review Statements for May, June and July. Mr. Mirotznik asked Mr. Maher if the Committee members would have those Statements prior to Labor Day. Mr. Maher confirmed that the Statements would be available prior to Labor Day. Mr. Zysman asked when the Financials are due for the prior month. Mr. Maher replied that they are due on the last Tuesday of the following month. Dr. Venditto pointed out that he did not have the minutes for the July 28th Finance meeting, but that several important issues had been discussed at the meeting. For Example, issues were discussed that also affect the Ambulatory Care Committee, but it is apparent that the Committee had not

met for some period of time and there were important issues to discuss. Dr. Venditto continued that the Committee did not have all of the data the Committee needed and that the Committee could not properly monitor because it's not known if NUMC had lost patients, if ambulatory had lost patients, etc. Dr. Venditto stated that the Committee felt that there should be an official process/procedure that one Board committee could request information from another Board committee. Mr. Mirotznik recognized Dr. Venditto's comment as an important issue. Mr. Mirotznik stated that he had been aware of this concern for only a short period of time and that he hoped Dr. Sussman was well; he had not seen Dr. Sussman in months and months. Mr. Mirotznik then added that he would re-assess the Board committees after Labor Day. Dr. Venditto then repeated his comment that there should be a formal method in which one Board committee could refer an issue to another Board committee. Mr. Mirotznik then asked Mr. Maher if he had anything additional to add. Mr. Zysman asked Mr. Maher when the June financials would be available. Mr. Maher replied that the financials would be available on Friday, August 14th, and that going forward, he would have financials for the Finance Committee meetings. Dr. Venditto reminded Mr. Maher that the next Finance Committee meeting was scheduled for August 25th.

7. Report of the Contracts Committee. Mr. Zysman commented that the packet sent to the Board members contained numerous tabs, but that there were no documents or information in many of these tabs. Mr. Zysman also noted that he had just received the July 23, 2015 Contracts Committee minutes. He asked that it be put on the record Mr. DeLuca was outside the room, recused himself and did not participate in the Contract Committee vote with respect to the Park Strategies LLC amendment. It was pointed out that Mr. DeLuca is not on the Contracts Committee, and therefore he would not have participated in any Contracts Committee vote, but it was duly noted that Mr. DeLuca was outside the room, recused himself and did not participate in the Contract Committee vote with respect to the Park Strategies LLC amendment.

M*Modal. Mr. Zysman then recognized Mr. Maher regarding his request with respect to the M*Modal contract for voice dictation software for the Department of Radiology and other departments which was approved by the Executive Committee at its meeting on June 30, 2015 for a five year contract in an amount not to exceed \$247,509 per year for a term of five years with an anticipated start date of 7/10/2015 under Board Resolution number 154-2015. Mr. Maher noted that the M*Modal contract was approved in an annual amount, when it was requested as a total amount not to exceed \$1,237,545 for the five (5) years. He added that because the initial costs are higher in the first year, the approval needs to be a total amount over the five year term; the requested \$1,237,545 is simply five times the annual amount approved; it is not an increase over the amount already approved by the Board. Mr. Mirotznik asked Mr. Ciotti if this would be considered an amendment to the prior Board approval. Mr. Ciotti replied yes, that it would be considered an amendment to the prior Board approval and require an amended Board approval because the Board had approved a yearly amount over the five year term. Mr. Cohn then asked if the parties were locked into the term. Mr. Zysman then stated that he needed some clarity because the Contract minutes regarding the original resolution noted that Dr. Scarmato had stated that this software would result in \$70M in revenue to the Corporation. Mr. Zysman then asked Dr. Scarmato to clarify his statement. Dr. Scarmato explained that the contract was for voice dictation software for Radiology which was necessary because NHCC did

not have enough coders and ICD-10 conversion is due October 1st; if Radiology did not have this software, they would not be able to fully comply with ICD-10. Mr. Ciotti asked Dr. Scarmato if something was not being done. Dr. Scarmato replied that the current system was okay, but that it could not do ICD-10; if Radiology did not have this system, it would not be able to code ICD-10. Dr. Venditto asked if the Corporation is moving toward having one billing system and why we are continuing to use patchwork. Dr. Scarmato explained that this software is specialized in radiology because it goes into the workflow of physicians; other doctors use MedAptus. Mr. Zysman stated, that to Dr. Venditto's point, there should be a macro plan. Mr. Mirotznik asked Dr. Scarmato what the repercussions would be if the Committee did not vote on this amended approval. Dr. Scarmato replied that that if the Corporation did not have this software, it would not save \$1.2M over several years. Mr. Tepper then reminded everyone that the Board had already approved the overall expenditure; the larger purpose was approved, the only question for the Committee was how it was expended, i.e., over what period of time. Mr. Zysman stated that Dr. Venditto's point was whether we would have an overall billing system; not patchwork; Dr. Venditto was talking more about a broad plan; he was not in opposition to this request. Dr. Venditto stated that one of the biggest impediments is that everything is a crazy patchwork - every month this issue comes up- this system can't meld into that system. Dr. Scarmato noted out that this contract is not for a billing system, it is for coding. Dr. Venditto responded that if you can't code, you can't bill, and repeated his statement that NHCC does not have one unified billing and coding system. Mr. Maher reminded everyone that this amendment is for a dictation system for the Radiology Department; and stated that we will be phasing out systems, eventually MDEverywhere, Eagle, Siemens/Cerner. He added that the Corporation should take one or two systems out at a time, but that this is not the right time to eliminate a system with the conversion to ICD-10. Mr. Zysman suggested that Mr. Maher present the plan at the next Finance meeting. Mr. Zysman then asked for a motion to approve the revised resolution for a contract with M*Modal in an amount not to exceed \$1,237,545 for a term of 5 years with an anticipated start date of 7/10/2015. **Upon a motion made, duly seconded and unanimously approved, the Executive Committee of the Board of Directors approved a contract with M*Modal to provide cloud based speech, workflow and analytics technologies. M*Modal has Radiology and Front-End physician dictation solutions. M*Modal will provide Radiology voice dictation system that is compatible with ICD-10 coding. NHCC currently utilizes an older version of Nuance software which is not ICD-10 compatible. We are also requesting that M*Modal be used for front-end dictation when we deploy physician documentation. Using the voice dictation technology documentation can be significantly improved. This request is for a contract with M*Modal in an amount not to exceed \$1,237,545 for a term of 5 years with an anticipated start date of 7/10/2015. Resolution No. 154A-2015.**

Mr. Zysman then directed the Committee's attention to the document entitled "July 23, 2015 Contracts Exhibit For Consideration August 12, 2015." (copy attached) Mr. Mirotznik asked that the record reflect that Mr. Zysman recused himself, did not participate in the vote and stepped out of the Board Room; that Mr. DeLuca recused himself, did not participate in the vote and stepped out of the Board Room; and that Mr. Ciotti stepped out of the Board Room. The Executive Committee did not lose its quorum upon the departure of Mr. Zysman and Mr. DeLuca; Mr. Mirotznik, Mr. Cohn, Dr. Gallo, Ms. Reed and Dr. Venditto remained to participate in the vote.

Park Strategies. With respect to the amendment of the contract with Park Strategies, Mr. Zysman recused himself, did not participate in the vote and stepped out of the Board Room; Mr. DeLuca recused himself, did not participate in the vote and stepped out of the Board Room; and Mr. Ciotti stepped out of the Board Room. Mr. Mirotznik then requested a motion to approve the Contract extension with Park Strategies. **Upon a motion made, duly seconded and adopted (W. Zysman and M. DeLuca recused; Mr. Mirotznik, Mr. Cohn, Dr. Gallo, Ms. Reed and Dr. Venditto voting in favor), the Executive Committee approved an extension of the contract with Park Strategies for an additional 1 year term in an amount not to exceed \$20,000 per month. Resolution No. 168 -2015. (Tabled by the Executive Committee on July 23, 2015 for lack of a quorum. Approved by the Executive Committee on August 12, 2015.)**

At 8:46 a.m., Mr. Mirotznik directed that the record reflect that Mr. Ciotti and Mr. DeLuca had returned to the room and made their presence known.

Jzanus Consulting. With respect to the amendment of the contract with Park Strategies, Mr. Zysman recused himself, did not participate in the vote and remained out of the Board Room. Mr. Mirotznik then requested a motion to approve the Contract extension with Jzanus Consulting. **Upon a motion made, duly seconded and adopted (W. Zysman recused; Mr. Mirotznik, Mr. Cohn, Mr. DeLuca, Dr. Gallo, Ms. Reed and Dr. Venditto voting in favor), the Executive Committee approved an extension of a contract with Jzanus Consulting for 8 months with an anticipated start date of 7/1/2015 in an amount not to exceed \$137,000. Resolution No. 169 - 2015. (Tabled by the Executive Committee on July 23, 2015 for lack of a quorum. Approved by the Executive Committee on August 12, 2015.)**

Greenstone Consulting LLC With respect to the amendment of the contract with Greenstone Consulting LLC, Mr. Zysman recused himself, did not participate in the vote and remained out of the Board Room. Mr. Mirotznik then requested a motion to approve the Contract extension with Greenstone Consulting LLC. **Upon a motion made, duly seconded and adopted (W. Zysman recused; Mr. Mirotznik, Mr. Cohn, Mr. DeLuca, Dr. Gallo, Ms. Reed and Dr. Venditto voting in favor), the Executive Committee approved an extension of the contract with Greenstone Consulting for a 9 month term with an anticipated effective date of 4/15/2015 in an amount not to exceed \$48,150. Resolution No. 170 -2015. (Tabled by the Executive Committee on July 23, 2015 for lack of a quorum. Approved by the Executive Committee on August 12, 2015.)**

At 8:47 a.m., Mr. Mirotznik directed that the record reflect that Mr. Zysman had returned to the room and made his presence known. Mr. Mirotznik then asked Mr. Zysman if he had anything additional to report. Mr. Zysman replied that there was supposed to be a monthly report regarding Nassau Medical Associates (NMA); Mr. Zysman believed that the funding for NMA would be exhausted by the end of August. Dr. Scarmato then stated that he was not told to prepare anything for the Board meeting. Dr. Venditto then commented that there was supposed to be an accounting to the Board. Mr. Zysman said that the minutes stated that the Board should have gotten monthly reports; that the Board had not received monthly reports and that the Board had no idea what was going on. He added that it was an unfortunate that the reports had not been provided and noted the Contracts Committee had not received the reports. Dr. Scarmato stated

that NMA was traditionally reported at the Ambulatory Care Committee meetings, but that the Committee had not held any meetings. Mr. Zysman commented that he was concerned about the situation. Dr. Scarmato stated that NMA had run more efficiently than originally budgeted and that the entity should be able to function beyond August 31st. Dr. Scarmato informed the Board that Triboro Management is no longer serving as the MSO (Medical Services Organization) and that NMA was running its own back office. Dr. Scarmato added that NMA had increased patient volume, so revenue had increased all because they have changed hours and scheduling. Dr. Scarmato informed the Board that Dr. Raifman was no longer the Medical Director. Mr. Zysman asked if NMA was self-supporting. Dr. Scarmato replied that NMA was not yet self-supporting. Dr. Venditto stated that the NMA funding would end at the end of August. Dr. Scarmato replied that he was aware that funding would cease at the end of August but that NMA had money in the bank. Mr. Mirotznik asked Dr. Scarmato to prepare something for Mr. Zysman and stated that the Board was accepting Dr. Scarmato's representation that there would be no emergency request for funding prior to September 1st. He then suggested that the Committee move on to the next topic.

Press Ganey. Mr. Zysman then asked Mr. McDonald if he had anything to present to the Committee with respect to Press Ganey. Mr. McDonald stated that he was not aware that Press Ganey was on the agenda. Mr. Zysman asked Mr. McDonald to reflect on the minutes; if there are action items, they should be addressed. He added that Press Ganey had been addressed at five or six meetings, whether it was presented by Mr. McDonald or by Ms. Eisele-LaPlante. Mr. McDonald replied that he would have had a presentation if he had realized that Press Ganey was on the agenda. Mr. Mirotznik then stated that everyone with pending contracts should be more pro-active. Mr. Zysman then stated that if the Board assigns an action item it is up to the contract presenter to follow-up on the action item. Mr. McDonald stated that his presentation was completed and ready and could be sent to the Committee members that afternoon. Mr. Zysman stated that Press Ganey was not new business, it was old business. Mr. McDonald then requested a one (1) month extension of the contract with Press Ganey. Mr. McDonald stated that a six (6) month contract extension had been approved previously, but that an additional month's extension was needed in order for the transition from mail surveys to telephone surveys because CMS (the Centers for Medicare & Medicaid Services) will only allow such a change to be done at the beginning of a calendar quarter. In addition, he requested an increase in the total amount of the extension from Seventy-Five (\$75,000.00) Thousand to Eighty-Seven Thousand Five Hundred (\$87,500.00). Mr. DeLuca asked if the phone calls would be made in several languages; Mr. McDonald replied that calls would be made in English, Spanish and Creole. **Upon a motion made, duly seconded and unanimously adopted, the Executive Committee approved an extension of the contract with Press Ganey for an additional month to allow for the conversion to telephone surveys for a total term of seven (7) months with an anticipated effective date of 9/1/2015 in an amount not to exceed Eighty-Seven Thousand Five Hundred (\$87,500.00) Dollars. Resolution No. 178 -2015.**

Mr. Zysman then reminded Mr. McDonald that he was supposed to have scheduled a meeting with Dr. Mustacchia and Mr. Zysman regarding Press Ganey; to date, the meeting had not been scheduled.

8. Reports of the :

- a) Ambulatory Care, Managed Care, and Community Physician Committee – No report.
- b) Behavioral Health Committee – Mr. Zysman reported that NUMC has received conditional approval of CPEP (Comprehensive Psychiatric Emergency Programs) and has met the conditions that the Department of Health had asked for. Mr. Rizzo, Mr. Mannle & Ms. Shannon had spent significant time and done a lot of work to get to this point.
- c) Compensation Committee – Ms. Reed stated that there was no report.
- d) Search Committee – Mr. Zysman stated that the Committee was in the process of scheduling meetings/interviews.
- e) Extended Care and Assisted Living Facility Committee – Dr. Venditto stated that he was sorry he had not yet scheduled a meeting; he would contact Ms. Rivera to schedule a meeting.
- f) Facilities and Real Estate Development Committee - Ms. Reed stated that there was no report.
- g) Legal, Audit and Governance Committee – Mr. Cohn stated that there was no report.
- h) DSRIP/PPS Committee – Mr. Zysman stated that the Committee was waiting to interview possible consultants and needed to schedule dates/times within the next two weeks.
- i) Subsidiaries/Foundations Committee - Ms. Reed stated that there was no report.

9. Other Business: Mr. Mirotznik asked the members of the Board who were present to send Ms. Rivera dates when each would be out of town. He would be working with Ms. Rivera to schedule six or seven meetings in the next several months, and hoped this would prevent having issues with obtaining a quorum.

Mr. Mirotznik then asked Mr. DeLuca to inform the Board members of something he had been working on. Mr. DeLuca stated that the New York State Police Benevolent Association (NYSPBA) had a number of police surgeons throughout the State. The hub hospital in Manhattan is Mount Sinai; Mr. DeLuca and Mr. Cohn had asked that NUMC become the hub hospital in Nassau and Suffolk, which would be very prestigious. The NYSPBA had agreed to tour NUMC to determine whether to make it the hub hospital for Nassau and Suffolk. This would be prestigious for NUMC and NUMC could gain a lot of patients.

Education, Inc. - Ms. Markowitz then addressed the Committee regarding the requirement for educational services in the Behavioral Health Department. Mr. Zysman stated that he was not aware of any issue. Ms. Markowitz replied that this was not a new issue and that the LD200 had just been approved for the provision of child and adolescent educational services at no cost to NUMC. Mr. Mirotznik confirmed that today's request concerned the continuity of education and asked if everything was in place for the start of school year. Ms. Markowitz stated that she was reporting on the completion of a Request for Proposals ("RFP") for these educational services at no cost to NUMC. Mr. Zysman asked Ms. Markowitz if she had a plan if the Board had not met in August prior to the beginning of the school year. Ms. Markowitz replied that she would have reached out to the Board. Dr. Politi asked Ms. Markowitz to outline her request. Mr. Zysman

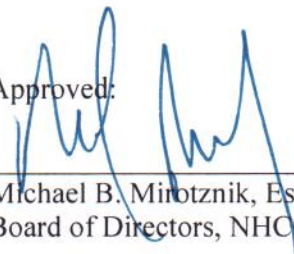
stated that Ms. Markowitz was inaccurate when she stated that the contract was at no cost; she should have characterized it as a license to a Vendor who would receive many thousands of dollars. Ms. Reed asked if the agreement would cost NUMC anything. Mr. Maher stated that Ms. Markowitz was requesting a concession or license. Mr. Mirotznik asked if the Board had to consider the agreement at the meeting so that NUMC had educational services in September. Ms. Markowitz replied yes. She added that a Committee had created three or four metrics and created a dashboard with academic strengths and weaknesses of each student. Ms. Markowitz added that the RFP had been issued; Questions and Answers were posted on the NHCC website on May 29th and proposals were due on June 11th. A committee was set up to review the three (3) proposals received and on July 13th the committee voted to recommend Education, Inc. for a three year agreement. Ms. Markowitz added that with a score of 85 versus scores of 75 and 50, Education, Inc. was the unanimous choice of the Committee. Mr. Zysman asked Ms. Markowitz how the committee determined which potential vendor was the most responsible; she replied that the committee created a dashboard. Mr. Zysman then asked if Education, Inc. was a vendor at NUMC. Ms. Markowitz replied that for history and experience, the prior vendor Creative Tutoring scored higher, but that Education, Inc. scored higher overall. Mr. Zysman asked how Education, Inc. was chosen one year ago (for the 2014-2015 school year); Ms. Markowitz replied that Education, Inc. had contacted NUMC with a better approach to services. Mr. Mirotznik asked what would happen at the beginning of the school year if the Executive Committee did not vote at the meeting. He then asked whether Ms. Markowitz was requesting an extension of the current agreement or whether she was seeking approval for a new agreement. Ms. Markowitz answered that she was requesting a new agreement for a three year term. Mr. Maher commented that the agreement had no fiscal impact on NUMC. Ms. Reed stated that she would like some clarification as to how the RFP was issued. Mr. Mirotznik discussed the wording of a possible resolution. The Committee then discussed an extension of the existing agreement until December 31, 2015, so that there would not be a lapse in educational services. It was then pointed out that December 31 would be the middle of the school year. Mr. Mirotznik then asked Ms. Markowitz how long an extension she needed; did she need an extension through the 2015-2016 school year. Mr. Ciotti asked if Education, Inc. was the current vendor; Ms. Markowitz replied yes. Mr. Mirotznik then asked Ms. Markowitz if she and the Department were satisfied with their educational services to the Department and to the children. Ms. Markowitz answered that they were very happy with the services. Mr. Mirotznik then asked Mr. Maher if he had any concerns if the Committee were to approve a three year agreement. Mr. Maher replied that he did not have any concerns. Mr. Mirotznik then made a motion to approve a three year agreement with Education, Inc. for educational services for children and adolescents at NUMC. Dr. Gallo then asked why not approve a one year term. Mr. Ciotti pointed out that as a matter of practicality, if the Committee approved a one year term, the Behavioral Health Department would have to issue a new RFP in the next several months. He added that practically speaking, one year would not be a reasonable term. Mr. Mirotznik then asked Mr. Ciotti to confirm that the agreement would contain an 'out' clause to allow NHCC to terminate the agreement. Mr. Ciotti confirmed that the agreement (if approved) would contain an 'out' clause. Mr. Mirotznik then renewed his motion to approve a three year agreement with Education, Inc. for educational services for children and adolescents at NUMC. Ms. Reed had a question prior to the vote; she asked Ms. Markowitz to confirm that this agreement would be awarded as a result of an RFP, and asked the number of responses received. Ms. Markowitz confirmed that it was the result of an RFP and informed her that three (3) responses had been received. Ms. Reed asked if the RFP

review committee had met with the three companies that had responded to the RFP; Ms. Markowitz answered that they had met with all three. Ms. Reed asked Ms. Markowitz if she was satisfied that Education, Inc. was the best company to provide educational services for the children and adolescents. Ms. Markowitz confirmed that she and the review committee were satisfied that Education, Inc. is the best choice to provide educational services for children and adolescents at NUMC. **Upon a motion made, duly seconded and adopted (W. Zysman abstained), the Executive Committee approved a license agreement with Education, Inc. for the provision of educational services to the child and adolescent psychiatric patients at NUMC for a three year term at no cost to NHCC with an anticipated start date of 8/31/2015. Resolution No. 179 -2015.**

10. Close of the Regular Meeting. Mr. Mirotznik adjourned the meeting at 9:19 p.m.

11. The next meeting will be announced.

Approved:



Michael B. Mirotznik, Esq., Chair
Board of Directors, NHCC

**NuHealth
Contracts Committee**

**July 23, 2015
Contracts Exhibit**

For Consideration August 12, 2015

Resolutions requiring action by the Board of Directors

Warren Zysman said that he would recuse himself from Contract numbers 1 Jzanus Consulting Inc., 2 Greenstone Consulting LLC, and 9 Park Strategies LLC. Michael DeLuca stated that he would also recuse himself from Contract #9 Park Strategies LLC. Mr. Mirotznic noted that the record should reflect that Mr. DeLuca is not on the Contracts Committee, but that he had stepped out of the room. And that Mr. Zysman had recused himself and exited the room. The Contract Committee did not lose its quorum upon the departure of Mr. Zysman. Mr. Ciotti then stated that he was recusing himself and stepping out of the room for a different reason with respect to #9 Park Strategies Mr. Ciotti then exited the Board Room. Mr. Zysman and Mr. DeLuca recused themselves, did not participate in the vote and stepped out of the Board Room.

Park Strategies LLC (LD200 # 2524; #9 on Spreadsheet) Craig Rizzo spoke on behalf of Park Strategies which provides NHCC with strategic advice, consulting and business development services; and local state and federal government relations and lobbying services. This request is to extend the contract for 1 year, on the same terms; \$20,000 per month for \$240,000 yearly plus \$20,000 for expenses. Park Strategies has been intimately involved in the DSRIP program and helped get IAAF funding. **Upon a motion made, duly seconded and adopted (W. Zysman recused), the Contracts Committee recommends Board approval of an extension of the contract with Park Strategies for an additional 1 year term in an amount not to exceed \$20,000 per month. Resolution No. 168 -2015. Tabled by the Executive Committee on July 23, 2015 for lack of a quorum.**

Jzanus Consulting (LD200 #2472; #1 on Spreadsheet) **Upon a motion made, duly seconded and adopted (W. Zysman recused), the the Contracts Committee recommends Board approval to extend contract for Jzanus Consulting for 8 months with an anticipated start date of 7/1/2015 in an amount not to exceed \$137,000. Resolution No. 169 - 2015. Tabled by the Executive Committee on July 23, 2015 for lack of a quorum.**

Greenstone Consulting LLC (LD200 # 2436; #2 on Spreadsheet) **Upon motion made, duly seconded and adopted(W. Zysman recused), the Contracts Committee recommends Board approval to extend Greenstone Consulting for a 9 month term with an anticipated effective date of 4/15/2015 in an amount not to exceed \$48,150. Resolution No. 170 -2015. Tabled by the Executive Committee on July 23, 2015 for lack of a quorum.**

Mr. Zysman, Mr. DeLuca and Mr. Ciotti returned to the Board Room.