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NASSAU HEALTH CARE CORPORATION

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BOARD OF DIRECTORS/EXECUTIVE COMMITTEE

MEETING

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Nassau University Medical
Center

2201 Hempstead Turnpike

East Meadow, New York

November 23, 2015

5:36 P.M.

REPORTED BY:
Stefanie Krut

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A P P E A R A N C E S :

BOARD OF DIRECTORS/EXECUTIVE COMMITTEE
MEMBERS PRESENT:

Michael Mirotzник, Esq. -
Chairman of the Board
Warren Zysman, LCSW - Board
Member
Steve Cohn, Esq. - Board Member
Michael M. DeLuca, MPA - Board
Member
Krishan Kumar, MD - Board Member
Linda Reed - Board Member
Russel Caprioli, DPM, FACFAS - Board
Member
John A. Venditto, MD - Board
Member
Asif M. Rehman,, MD - Board
Member
Craig V. Rizzo, Esq. -
EVP/Special Assistant to NHCC.
Victor F. Politi, MD - President
and CEO
Beatriz Fuschetto - Secretary to
the Board
Elizabeth Faughnan, Esq.
Harold McDonald - EVP/Chief
Administration Officer

1 11-23-15

2 MR. MIROTZNIK: Good evening,
3 ladies and gentlemen. Let's call to
4 order the Board meeting of November
5 23rd, 2015. Before we begin, thank you
6 all. Sorry, of course, we got started
7 a little late. Again, for some of you
8 who have not been here before -- raise
9 your hand if you haven't been here
10 before. Raise your hand if you haven't
11 been here when we have had a
12 stenographer present. Doctor, okay.

13 So this young young lady is our
14 stenographer this evening, so we would
15 ask that whomever speaks, we don't
16 speak over one another, and that you
17 just give your name for the record so
18 she can take it down, and just let's
19 try to do it in an orderly fashion so
20 that the minutes read exactly the way
21 things were said and responses were
22 given.

23 Is that fair to everybody? Good.
24 And if you have a problem, please let
25 us know, and we will slow it down.

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2 Fair?

3 Also, it gives me great pleasure
4 to introduce our new Secretary to the
5 Board, Beatriz Fuschetto. Please say
6 hello to everybody.

7 MS. FUSCHETTO: Hi.

8 MR. MIROTZNIK: Beatriz is happy
9 that she doesn't have to take those
10 copious notes that Joan had to take.
11 Welcome. Thank you.

12 With regard to the approval of
13 the minutes, there is a preamble I am
14 going to -- we are going to read a
15 preamble so the minutes are clear and
16 concise.

17 Ladies and gentlemen, the first
18 order of business is to approve the
19 minutes of our November 5th, 2015
20 regular meeting. I have a resolution
21 that reads: Whereas minutes were kept
22 at the regular meeting of the Board of
23 Directors, held on November 5th, 2015,
24 and whereas those minutes were reviewed
25 on or before this duly convened Board

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2 meeting of November 23rd, 2015, our
3 regular meeting of the Board of
4 Directors, now be it resolved at this
5 November 23rd, 2015 regular meeting of
6 the Board of Directors that the minutes
7 from the November 5th, 2015 meeting are
8 approved.

9 Do I have a motion? All in
10 favor? Unanimous. Thank you.

11 Whereas minutes were kept at the
12 regular meeting of the Board of
13 Directors held on November 5th, 2015
14 and unanimously approved on November
15 23rd, 2015. Thank you all.

16 I turn to myself. I have no
17 report of the Chair at this time.

18 Dr. Politi, any comments or
19 reports?

20 DR. POLITI: A lot of things
21 happening here at the hospital at the
22 end of the year, but I think we have
23 had a good year so far. We have made a
24 lot of improvements throughout the
25 year, a lot of construction projects, a

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2 lot of growth, expecting the opening of
3 our primary care center within the next
4 couple of months. We had a very
5 successful gala, which raised quite a
6 bit of money for the hospital and was
7 very, very well attended. And I thank
8 you all for being there. Other than
9 that, just progress, Mr. Chairman.

10 MR. MIROTZNIK: Okay. Mr.
11 Zysman, Contracts Committee please.

12 MR. ZYSMAN: So there's three
13 contracts that I ask to be put on. I
14 believe -- who is presenting the Abrams
15 Fensterman?

16 MR. CAMPANARO: I am.

17 MR. ZYSMAN: Anthony, can you
18 just state your name for the record,
19 and turn your microphone on?

20 MR. CAMPANARO: Okay. I am Tony
21 Campanaro, and I am the Director of
22 Finance at A. Holly Patterson.

23 MR. ZYSMAN: I understand that
24 this is an award for the -- this is not
25 a new contract?

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2 MR. CAMPANARO: No. Here's what
3 happened --

4 MR. ZYSMAN: Was there something
5 wrong with the language and the way it
6 was submitted by you previously?

7 MR. CAMPANARO: Yeah. It was
8 previously approved by the Board, but
9 apparently there was an error in the
10 minutes or in the resolution --

11 MR. ZYSMAN: Speak a little
12 louder.

13 MR. CAMPANARO: This was
14 previously approved by the Board.
15 Apparently there was an error in the
16 resolution that was typed and the wrong
17 year was stated. So this is basically
18 to correct the resolution which was
19 previously approved by the Board.

20 MR. ZYSMAN: Okay. So what do
21 you need us to correct?

22 MR. CAMPANARO: The year on the
23 resolution. The resolution --

24 MR. ZYSMAN: What year was it
25 and what year do you need it to be?

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2 MR. CAMPANARO: I need it to be
3 2015. The resolution said 2016.

4 MR. ZYSMAN: Can I get a motion
5 to amend the prior resolution for
6 Abrams Fensterman for a one-year
7 extension effective -- to read a
8 one-year extension effective 1-1 --

9 MR. CAMPANARO: 2015.

10 MR. ZYSMAN: The paperwork we
11 have here says '16. Is Beth here?

12 MR. CAMPANARO: The paperwork is
13 incorrect.

14 MR. ZYSMAN: Beth, can you help
15 us? I am going to make a motion.

16 MR. COHN: Steve Cohn. Just for
17 the record, I represent Abrams
18 Fensterman, so I am going to abstain
19 from any vote with regard to their
20 contract. Recuse. Recuse, I'm sorry.

21 MR. MIROTZNIK: I don't think
22 Mr. Cohn has to exit the room for this.
23 It's simply an amendment and his vote
24 is not going to be cast this evening,
25 so duly noted. Mr. Zysman.

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2 MR. ZYSMAN: I am asking for a
3 motion of the NHCC Board of Directors
4 to authorize the President to negotiate
5 and execute -- withdraw.

6 Upon motion made, duly seconded
7 and unanimously adopted, the Contracts
8 Committee recommends Board approval of
9 an amendment of the contract with
10 Abrams Fensterman for a one-year
11 extension effective 1-1-2015 in an
12 amount not to exceed \$125,000 for the
13 one-year term. Resolution number 197A
14 dash 2015.

15 MR. MIROTZNIK: Beth?

16 MS. FAUGHNAN: Motion.

17 DR. VENDITTO: Looking through
18 the minutes, the notes handed to us,
19 there is a note here 1-29-15, and on
20 it, it has the appropriate date that
21 this is a contract extension for the
22 year 2015. But it stipulates some of
23 the terms and it has a resolution
24 number 011 dash 2015. So are we
25 turning some of these other terms over

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2 because they are not included in this
3 paragraph here with the correct year
4 and date?

5 MR. CAMPANARO: I believe what
6 you might be looking at -- there's two
7 pieces to this. There's a medical
8 center piece and an A. Holly Patterson
9 piece. I don't have it in front of me,
10 but you may be looking at something
11 that contains the medical piece.

12 DR. VENDITTO: This resolution
13 from January was for the medical
14 center --

15 MR. CAMPANARO: I believe so.

16 MR. MIROTZNIK: And just for the
17 record, because we don't have nods or
18 shakes of the head, Beth, is that
19 clear.

20 MS. FAUGHNAN: The January
21 resolution was for legal services they
22 provided with respect to the medical
23 center, and the 197 resolution was with
24 legal services with respect to A. Holly
25 Patterson.

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2 MR. MIROTZNIK: Okay. Any
3 further comment on it.

4 MR. DELUCA: Off the record?

5 MR. MIROTZNIK: Sure.

6 (A discussion was held off the
7 record.)

8 MR. ZYSMAN: Number two,
9 Fletcher Thompson Architecture. Kevin
10 Mannle?

11 MR. MANNLE: This is a similar
12 situation. At the previous Board
13 meeting, we had approved a \$10,000
14 additional services to Fletcher
15 Thompson and added six months to the
16 contract, and there was some
17 conflicting language in the minutes.

18 So just to clear that up, the
19 resolution should read "to increase the
20 Fletcher Thompson contract for primary
21 care by \$10,000 and extend the term an
22 additional six months."

23 MR. ZYSMAN: So what is the
24 change you are looking for?

25 MR. MANNLE: It's really just

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2 correcting the minutes. There was an
3 error in the minutes that --

4 MR. ZYSMAN: What do the minutes
5 say and what should they say?

6 MR. MANNLE: The minutes said
7 there was an approval of \$10,000 and
8 there was an extension of the contract
9 for six months with no additional
10 charges, so you had a contradiction
11 there. It should state "to increase
12 the Fletcher Thompson contract for
13 primary care by \$10,000 and extend the
14 term an additional six months."

15 MR. MIROTZNIK: Let's make a
16 motion.

17 MR. COHN: I don't think that's
18 really accurately said. What you want
19 to do is you want to extend the
20 contract for six months and pay \$10,000
21 for the extension period?

22 MR. MANNLE: The \$10,000 would
23 be paid during the extension period,
24 yes, but --

25 MR. COHN: Well, is it for the

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2 extension period? Are we paying for
3 the extension period?

4 MR. MANNLE: The extension is
5 two things; it's to perform these
6 additional services, and it's to
7 continue the services they're already
8 providing.

9 MR. COHN: Right. But what are
10 we paying \$10,000 for?

11 MR. MANNLE: For design work on
12 an egress staircase in the basement of
13 the Dynamic Care building.

14 MR. COHN: So we're paying the
15 base amount for the six month extension
16 of whatever we are paying. Are we
17 paying for the six month extension?

18 MR. MANNLE: No, you are not.

19 MR. COHN: So the six month
20 extension itself is free.

21 MR. MANNLE: Correct. And
22 that's where we got confused in the
23 minutes last time.

24 MR. COHN: Right. It's \$10,000
25 and it's for the additional work.

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2 MR. MANNLE: For the additional
3 work, and it will be done in the six
4 months by which we extend the contract,
5 and we are not asking for money on
6 that, but it got -- you understand how
7 it got confused?

8 MR. COHN: No. I understand.
9 Yes. Okay.

10 MR. MIROTZNIK: On that vain, I
11 am going to have Mr. Cohn articulate
12 the motion to be voted on into the
13 record. Mr. Cohn, please, you have the
14 floor.

15 MR. COHN: Motion to extend the
16 Fletcher Thompson Architecture contract
17 for a period of six months at no cost
18 to the hospital and to pay \$10,000
19 during that period of time for
20 additional services which they will
21 render.

22 MR. MIROTZNIK: All in favor of
23 the motion? Unanimous. Thank you.

24 MR. MANNLE: Thank you very
25 much.

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2 MR. MIROTZNIK: Mr. Sullivan.

3 I'm sorry. Is that Mr. Sullivan?

4 Nassau County Article --

5 MS. REED: You skipped number
6 three.

7 MR. ZYSMAN: No, it's not on the
8 agenda, but it's on the contract list.
9 We could have Mr. Sullivan present.
10 It's okay.

11 MR. SULLIVAN: Good evening.
12 Nassau County receives -- Timothy
13 Sullivan, Director of Finance. Nassau
14 County receives, has received,
15 traditionally, \$5 million a year of
16 Article VI funding for preventive
17 health services. The contract expired
18 this past December.

19 This Board previously approved an
20 agreement with the County for 1.25
21 million, which was for the first three
22 months of 2015. This is for the
23 residual funding for this year for 3.75
24 million. And again, this is
25 passthrough money, New York State money

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2 that flows from the County to us. The
3 services are provided by the LFQHCs.

4 MR. COHN: How much are you
5 asking for?

6 MR. SULLIVAN: Not asking for
7 anything. This is a revenue contract.
8 It's money coming to us.

9 MR. COHN: Oh. But it says an
10 amount not to exceed 2 million -- oh,
11 this is different. I'm sorry.

12 MR. ZYSMAN: Three million.

13 MR. COHN: I'm sorry. I am back
14 at Dreamland. We are at Nassau County.
15 Okay.

16 MR. ZYSMAN: Do we get an
17 administrative fee for this? What
18 money does NHCC receive from this or is
19 it for the FQHC?

20 MR. SULLIVAN: It's mostly for
21 the FQHCs. Last year approximately \$1
22 million came to the hospital because
23 they did not provide \$5 million worth
24 of services identified at the last LI
25 FQHCs.

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2 MR. ZYSMAN: John, is this a
3 straight passthrough?

4 MR. MAHER: Yes.

5 MR. ZYSMAN: Is there any money
6 that NHCC gets out of this or are we
7 just the receiver of it?

8 MR. MAHER: We are receiver of
9 the grand and then the work is
10 typically performed by the -- I'm
11 sorry. John Maher, EVP/CFO. The
12 money -- the grant is received by the
13 hospital and the work is performed by
14 the LI FQHC.

15 MR. ZYSMAN: Why is the work not
16 provided by our outpatient clinics?

17 MR. MAHER: Because
18 traditionally this was always done at
19 the health centers when they were a
20 separate -- we don't have --

21 MR. ZYSMAN: Have they ever been
22 done at the outpatient clinics?

23 MR. MAHER: Not all the work,
24 no. It has to be done there because
25 that's where the patients are.

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2 MR. SULLIVAN: I believe it's
3 something, you know, we are exploring
4 for 2016, the possibility of perhaps
5 having some of these --

6 MR. ZYSMAN: You are looking for
7 us to approve receiving it.

8 MR. MAHER: That's correct.

9 MR. SULLIVAN: It's receiving --

10 MR. ZYSMAN: Can we ask that you
11 look into what can be provided here at
12 our outpatient clinics and what needs
13 to be -- and give us a plan proposal
14 for it, for --

15 MR. MAHER: Yes.

16 MR. ZYSMAN: Can we do that?

17 MR. MAHER: Yes, we can. This
18 is for work that's already been
19 performed.

20 MR. ZYSMAN: Okay. So who would
21 be the person to give us that plan?

22 MR. MAHER: The person who is in
23 charge of that program is Nanette
24 Eckert. It's mostly preventive
25 services, family planning.

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2 MR. ZYSMAN: So who is going to
3 work with her to give us the plan on
4 how some of these services can be
5 provided at our outpatient clinics, if
6 they can at all? Maybe we can't do it
7 for some reason.

8 MR. MAHER: It would be her as
9 well as some of the operational folks
10 down in the clinic that would have to
11 make that determination.

12 MR. ZYSMAN: Who in this room is
13 going to work with her on that?

14 MR. MCDONALD: I would. I will
15 work with Judy and I will also work
16 with David over at the LI FQHC.

17 MR. ZYSMAN: And when can we get
18 an update on what the --

19 MR. MCDONALD: We should be able
20 to do that at the next Board meeting.

21 MR. ZYSMAN: Can you update us
22 at the next Contracts meeting?

23 MR. MCDONALD: We can try to do
24 that. Okay.

25 MR. ZYSMAN: Can I get a motion

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2 to approve Nassau County, nine months,
3 effective 4-1-15 to receive \$3,750,000
4 for a nine month term with an update
5 from Harold McDonald, at the next
6 Contracts Committee meeting, on which
7 of these services could be provided at
8 the NHCC outpatient clinic and which
9 have to be provided at the FQHC, to
10 present a plan if it can be done at
11 all. Motion?

12 DR. VENDITTO: Just one thing.

13 MR. MIROTZNIK: Point of
14 clarification, Dr. Venditto?

15 DR. VENDITTO: If you read the
16 minutes back, the map isn't going to
17 work out. John said that this work has
18 already been done. We heard that we've
19 gotten money for the first three months
20 and then we're hearing nine months.
21 That's 12 months, but we couldn't have
22 done all the work yet because 12 months
23 isn't up.

24 MR. MAHER: We have done 11
25 months.

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2 DR. VENDITTO: So there's money
3 that's going to come for the month of
4 December, or -- is this work that's
5 been or work that's going to be done?

6 MR. MAHER: There is one month
7 left of December to do that work. This
8 is on a quarterly basis.

9 MR. ZYSMAN: His question is why
10 is this nine months?

11 DR. VENDITTO: So it's not for
12 work that's been done. It's just work
13 for the remainder of the year. It's
14 money to cover the rest of the year.

15 MR. MAHER: Correct.

16 DR. VENDITTO: So there is no
17 money to go back someplace else.

18 MR. ZYSMAN: All right. Motion?
19 Second? Favor? Unanimous. Dreamland
20 Security Services.

21 MR. FERRANDINO: Michael
22 Ferrandino, spelled
23 F-E-R-R-A-N-D-I-N-O.

24 MR. ZYSMAN: Michael, if you can
25 just give us the background on this.

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2 It's a sizeable contract. Just so that
3 everybody -- I don't know if everybody
4 was in the room when this was discussed
5 last time and I want everyone to be on
6 the same page.

7 MR. MIROTZNIK: Just so the
8 record is clear, the last time this
9 appeared, if my memory serves me right,
10 the last time this appeared in the
11 Contracts Committee or to the Board,
12 you were not here to present. Is that
13 correct?

14 MR. FERRANDINO: That's correct.

15 MR. MIROTZNIK: And somebody
16 else presented in your place?

17 MR. FERRANDINO: Yes. I believe
18 Mr. McDonald presented.

19 MR. MIROTZNIK: Okay. I just
20 want the record to be clear. Go ahead,
21 Mike.

22 MR. FERRANDINO: Just as an
23 overview, this is for a contract
24 security function at A. Holly Patterson
25 Extended Care Facility. We have -- in

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2 addition to our in-house security
3 personnel, we have a contracted vendor
4 that provides security guard services
5 to the facility.

6 What this is is a request for a
7 three-year contract for a vendor to
8 provide security guard services at A.
9 Holly Patterson.

10 MR. ZYSMAN: So we had asked for
11 a couple of things, both from you and
12 Harold, who was here. Do you have
13 those tonight?

14 MR. FERRANDINO: Yes, I do. We
15 have the -- I believe it was the legal
16 opinion concerning labor issues that
17 was in question. I have the written
18 opinion here, and I believe it has been
19 presented.

20 MR. ZYSMAN: Has legal reviewed
21 that opinion? Tom?

22 MR. ALFANO: Yes.

23 MS. FAUGHNAN: I believe the
24 resolution is in conformance with the
25 presentation Mr. Zuckerman made in

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2 Executive session prior --

3 MR. ZYSMAN: For everyone who
4 may not have been here, can you let us
5 know what that is?

6 MR. MIROTZNIK: We ask that,
7 Madam Reporter, if you mark that as
8 Hospital Board Exhibit-1, and we will
9 annex that Exhibit -- hold on.

10 MR. ALFANO: No. Off the
11 record.

12 (A recess was taken.)

13 MR. ZYSMAN: Dreamland?

14 MR. MIROTZNIK: Let me just fast
15 forward. Mr. Cohn, any comments with
16 Dreamland?

17 MR. COHN: Yes. I have some
18 difficulties based upon the letter that
19 I wrote, so what I am proposing is that
20 the legal counsel, Mr. Tepper, review
21 the contract for certain clauses that
22 we discussed and talk to our counsel
23 who gave us the opinion. So what I am
24 going to propose is an extension of
25 this contract, we will fund it through

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2 February 10th, so the Board has an
3 opportunity to address those concerns,
4 and we can give you enough time to pay
5 for the next two months after the end
6 of the contract on December 10th, and
7 it gives us enough time to review the
8 logistics that we have to review.
9 Okay?

10 MR. FERRANDINO: Okay. Okay.

11 MR. COHN: I don't know what it
12 is to fund for two months. Do you have
13 the number for two months?

14 MR. FERRANDINO: We had a two
15 month funding previously, which was
16 approximately \$115,000.

17 MR. COHN: All right. I don't
18 know if we can do a resolution to fund
19 two months at approximately 115,000.

20 MR. FERRANDINO: It was \$115,480
21 for two months. However, I don't know
22 if there are any other expend -- right.
23 I don't know if there are any other
24 expenses that would be incurred with
25 that, so if we can get it to \$125,000

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2 for that two month period, not to
3 exceed the \$125,000, just to cover any
4 unanticipated expenses?

5 MR. COHN: And if there are any
6 unanticipated expenses, you will
7 present them at the next meeting?

8 MR. FERRANDINO: Yes, I will.

9 MR. COHN: So I make a proposal
10 that we fund the contract for two
11 months until February 10th of 2016 at a
12 budget of not to exceed \$125,000.

13 MR. MIROTZNIK: All in favor?
14 Second? In favor? Unanimous.

15 Mr. Ferrandino, whoever you deal
16 with on this issue in legal, Mr.
17 Tepper, Mr. Alfano, I would like you to
18 make sure that the deck insurance
19 policy, D-E-C-K, the deck sheet is
20 appropriate with the appropriate
21 indemnifications and limits of
22 liability. And, Mr. Maher, I would
23 like you to take a look at that too.
24 And somebody, between all these
25 individuals, will have an answer at the

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2 next Board meeting.

3 MR. COHN: Yeah. And I would
4 like to know, Mr. Tepper, how much the
5 coverage would be and the
6 indemnification agreement. Thank you.

7 MR. DELUCA: Mr. Chairman, I just
8 have a quick question.

9 MR. MIROTZNIK: Please.

10 MR. DELUCA: Mr. Ferrandino, if
11 for some reason there is a lack of --
12 or if there is poor performance, are we
13 able to get out of this contract?

14 MR. FERRANDINO: There is a 30
15 day out clause.

16 MR. DELUCA: And do these people
17 in some way report to our own security
18 people or is there a separate
19 reporting?

20 MR. FERRANDINO: No. They
21 report to Mr. Bayer, who is here today,
22 who handles on-site security --

23 MR. DELUCA: I understand they
24 report to the director, but they don't
25 report to other people in security that

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2 have lesser rank?

3 MR. MIROTZNIK: Please identify
4 yourself, sir, and come on up.

5 MR. BAYER: I am sorry, I didn't
6 hear the whole question, sir.

7 MR. DELUCA: The question is
8 with Dreamland security people, do any
9 of them report to our security people
10 or do they report directly to you? Are
11 there any intermediaries that are NUMC
12 employees that they report to?

13 MR. BAYER: It would be our
14 public safety officers that we have
15 on-site.

16 MR. DELUCA: Let me rephrase my
17 question. The Dreamland Security
18 services, these officers -- is that
19 what they're called?

20 MR. BAYER: Yes, sir.

21 MR. DELUCA: Do they have
22 reporting responsibility to any NUMC
23 employees that report to you?

24 MR. BAYER: Like I said, if they
25 do report to somebody, it would be to

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2 our public safety staff that are there
3 who will then report it to me.

4 MR. DELUCA: Let me rephrase my
5 question --

6 MR. ZYSMAN: Mr. Bayer, what do
7 you do? What is your title here?

8 MR. BAYER: I am director of
9 security at Holly Patterson.

10 MR. ZYSMAN: So do they report
11 to you?

12 MR. BAYER: They report to me.
13 And if I'm not there, there is an
14 issue, it would be to the public safety
15 officers that are on shift that day.

16 MR. DELUCA: Are those public
17 safety officers, are those NUMC
18 employees?

19 MR. BAYER: Yes, sir.

20 MR. DELUCA: They are.

21 MR. BAYER: Yes.

22 MR. DELUCA: What I am trying to
23 establish is that -- my experience has
24 been when you bring in an outside
25 vendor, many times they feel they can

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2 circumvent all of our security officers
3 and just report directly to the head
4 person, which would be you, which I
5 don't think is a good practice.

6 MR. BAYER: They would report to
7 me. Are you --

8 MR. DELUCA: Let me ask you a
9 question. Am I really being like -- am
10 I asking an ambiguous question?

11 MR. BAYER: Well, you asked if
12 they report to somebody.

13 MS. REED: Mike, if I may, let
14 me try. Mr. Bayer, let me -- they're
15 talking --

16 MR. DELUCA: No. I know what to
17 say. I know what I want to say.
18 Listen to me. The employees, the
19 Dreamland people, those officers,
20 right, there is a reporting mechanism,
21 I mean; is that right?

22 MR. BAYER: Yes.

23 MR. DELUCA: Do you have
24 sergeants, do you have patrolmen?

25 MR. BAYER: No.

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2 MR. DELUCA: Are they ranked?

3 MR. BAYER: No.

4 MR. DELUCA: What are they?

5 MR. BAYER: They are just deemed
6 security officers.

7 MR. DELUCA: They're security
8 officers. Do they have a supervisor,
9 direct supervisor?

10 MR. BAYER: Their boss that
11 hires them.

12 MR. DELUCA: Their boss that
13 hires them. Is there a supervisor
14 on-site?

15 MR. BAYER: That would be either
16 myself or the public safety officer
17 that's there.

18 MR. DELUCA: You don't work for
19 Dreamland?

20 MR. BAYER: No. There is no --

21 MR. DELUCA: Dr. Politi, could
22 you qualify this for me?

23 DR. POLITI: Yes. We have a
24 security force of private security
25 officers that provide security at A.

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2 Holly Patterson. Bob is our employee.
3 He is the director of security there.
4 Although they work for this company and
5 report to their Dreamland supervisor,
6 while they're on staff or at our
7 location, they report to him.

8 MR. DELUCA: So they have dual
9 reporting?

10 DR. POLITI: Yes. We have no
11 sergeants there. We just have another
12 hospital -- a uniformed NUMC security
13 guard there. How often, Bob, is there
14 a uniformed -- should I ask Mike --

15 MR. BAYER: Every shift.

16 DR. POLITI: There is a
17 uniformed NUMC employee, security
18 officer guard from every shift?

19 MR. BAYER: Yes, sir.

20 DR. POLITI: And there will be a
21 uniformed NUMC security guard there
22 every shift.

23 MR. DELUCA: That's my question.
24 Do they report to that uniformed person
25 before they report to you?

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2 MR. BAYER: If I am there, they
3 will come to me.

4 MR. MIROTZNIK: Are there
5 written policies on this?

6 MR. BAYER: No, sir, not that
7 I'm aware of. I would have to check.

8 MR. MIROTZNIK: You are on the
9 hot seat, even though you are standing.
10 Mr. DeLuca didn't ask a difficult
11 question. I mean, he just wants to
12 know the process that's in place, if
13 any. It's okay to say there is no
14 process. Is there a process?

15 MR. BAYER: None that I know
16 that's written. If there is an issue,
17 it goes to the public safety officer
18 on-site.

19 MS. REED: Let me try to clarify
20 it. Okay? I am an officer from
21 Dreamland. I have a problem. You are
22 not there. It's on the, you know,
23 whatever shift. Okay? Me, as the
24 officer from Dreamland, who would I
25 report to on my shift? Because now I

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2 have a problem.

3 MR. BAYER: That would be the
4 public safety officer that's on shift
5 there at Holly Patterson.

6 MS. REED: And that's if you are
7 not there?

8 MR. BAYER: Yes.

9 MS. REED: If that officer is
10 busy and you are there, who would that
11 officer report to?

12 MR. BAYER: He can come to me.

13 MS. REED: Okay, thank you.

14 MR. BAYER: Or he can call his
15 boss, his employer.

16 MS. REED: Who will then do
17 what?

18 MR. BAYER: Contact me.

19 MS. REED: Okay, thank you.

20 MR. DELUCA: Let me just say
21 this to you. That to me -- I don't
22 know how my fellow Board members
23 feel -- that's unacceptable. That's
24 unacceptable to me, and I will tell you
25 why it's unacceptable. When you have

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2 an ambiguous reporting relationship,
3 things get swept under the rug and
4 people then decide who they're going to
5 go to on an important issue and they
6 are going to avoid certain people and
7 go to others. I think that there
8 should be a written policy with regard
9 to the reporting relationships as to
10 who, when he isn't there, when he is
11 there. I think that's very, very
12 important. And I think that we're
13 going to find out a lot more things so
14 we will be able to correct things that
15 will be recorded that aren't recorded
16 now.

17 DR. POLITI: Good point, Mike.
18 Mike, you work on that?

19 MR. FERRANDINO: I will take
20 care of that.

21 MR. MIROTZNIK: Dr. Rehman.

22 DR. REHMAN: Yeah, I just have a
23 question. Do we have a dual security
24 at Holly Patterson that we have with
25 our own plus Dreamland security?

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2 MR. MIROTZNIK: Mr. Ferrandino,
3 would you answer the Doctor's question.

4 MR. FERRANDINO: We have a
5 hybrid of security at A. Holly
6 Patterson. We have our own in-house
7 safety officers which are augmented by
8 contract security.

9 MR. MIROTZNIK: It's not the way
10 it's done here, right?

11 DR. REHMAN: Do we need dual
12 security at a nursing home where we are
13 paying two plus million dollars for? I
14 know it's going on for 20 years, but do
15 we -- how many incidents we have at
16 nursing home that we need dual
17 security?

18 MR. FERRANDINO: Well, with
19 regard to --

20 DR. REHMAN: Any events which we
21 can't handle or which was like
22 overwhelmed that we have two layers of
23 security at nursing home.

24 MR. FERRANDINO: It's not
25 necessarily two layers. It's one force

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2 augments our in-house force. We have
3 certain requirements, not just for
4 incidents that may happen, but just to
5 provide adequate security to the
6 facility and the staff so that we don't
7 have instances where a patient may
8 wander off or we have patients that may
9 end up hurting themselves.

10 We have requirements for
11 monitoring patients at different times
12 and different places, so it's not so
13 much necessarily for instances that may
14 happen, Doctor, but it's a preventive
15 measure to ensure the safety of the
16 facility.

17 MR. MIROTZNIK: Mr. Zysman.

18 MR. ZYSMAN: Yeah. This is
19 consistent with what we've asked for
20 with other contracts. When a
21 contract's going to come to us of any
22 size, specifically one of this size,
23 and there's these logistical factors,
24 which Mr. DeLuca has spoken to and and
25 numerous other Board members have

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2 spoken to, it just appears that we're
3 asking the questions for the first
4 time. And it's very important that
5 when you are representing a contract
6 like this -- I know Harold, you
7 prevented it last time, this isn't the
8 first time it's been on, Michael, you
9 are presenting it now tonight. And I
10 know that you guys have spent quite a
11 bit of time, but we've got to ask the
12 thoughtful questions so that when
13 you're asking us to vote and approve
14 something like this, that we can make
15 thoughtful decisions. We don't want to
16 be in a situation where we're asking
17 the questions being asked for the first
18 time. We want to be in a situation
19 when you're presenting, you're
20 informing us of all the things that we
21 need to know and you show that there is
22 a strong understanding.

23 So I really think that's why we
24 are spending so much time on this, and
25 I just ask, not just of you but others

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2 in the room who have contracts, that
3 when you come in that you come prepared
4 and you ask the thoughtful questions.
5 Maybe something has always been, as
6 Dr. Rehman said just before, maybe it's
7 always been for 20 years. There might
8 have been tough questions that should
9 have been asked 20 years that are maybe
10 first going to be asked today, but ask
11 it before it comes to us so that you
12 are informing us on this in a
13 thoughtful way so that we can make a
14 thoughtful decision.

15 DR. CAPRIOLI: I have a
16 question. Excuse me. Have the number
17 of people in the facility, has that
18 reduced -- has the number of security
19 agents or people representing security
20 adjusted to the number of patients in
21 the nursing home? Does that reduce in
22 the facility the same amount of
23 security?

24 MR. FERRANDINO: I can't
25 necessarily speak for the census. I

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2 don't have that available to me. But
3 the security functions that are there
4 we have gone over very carefully, and
5 we do have certain requirements.
6 Primarily it's to prevent patients from
7 being injured, wandering off, as well
8 as the security for the staff. So it's
9 not necessarily always dependent upon
10 the census but just the need to
11 maintain a presence, particularly in
12 certain strategic locations at the
13 facility.

14 MR. MIROTZNIK: Mike was
15 articulate, but Mr. Campanaro? Tony?

16 MR. CAMPANARO: Yeah.

17 MR. MIROTZNIK: Let's not beat
18 around the bush. How many beds were
19 occupied last week?

20 MR. CAMPANARO: About 491.
21 Around there.

22 MR. MIROTZNIK: And how many men
23 does Dreamland security send on a daily
24 basis, men and women, how many?

25 MR. FERRANDINO: I believe it's

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2 primarily men, and we are looking at --
3 is it three extra per shift?

4 MR. BAYER: Depending on the
5 shift, it can go anywhere from one to
6 four.

7 MR. ZYSMAN: But how many
8 shifts? Just tell us how many people a
9 day.

10 MR. CAMPANARO: Average --
11 earlier in the year, which is a month
12 or two off that I looked at this,
13 around 12.7 people.

14 MR. ZYSMAN: 12 people a day.

15 MR. CAMPANARO: Outside agency
16 Dreamland.

17 MR. MIROTZNIK: And how many
18 NUMC employees, security people are
19 there on those shifts as well? You
20 said 12.7 Dreamland --

21 MR. DELUCA: He said there's
22 only one.

23 MR. BAYER: One to two public
24 safety officers 4.

25 MR. CAMPANARO: Per shift.

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2 MR. DELUCA: Three shifts a day?

3 MR. CAMPANARO: Three shifts a
4 day.

5 MR. MIROTZNIK: So 14.7 bodies
6 per shift per day, correct?

7 MR. BAYER: Not per shift.

8 MR. COHN: How many Dreamland
9 employees per shift?

10 MR. MIROTZNIK: 12.7.

11 MR. CAMPANARO: Per day.

12 MR. MIROTZNIK: Per day.

13 MR. ZYSMAN: Tony, stand back
14 up. How many NUMC employees per day?

15 MR. CAMPANARO: I have to defer
16 to Bob on that.

17 MR. ZYSMAN: It's about 18 in
18 total?

19 MR. BAYER: No. Per day.

20 MR. CAMPANARO: I am going to
21 say you have seven employees.

22 MR. BAYER: I have seven total
23 public safety officers.

24 MR. ZYSMAN: Listen. When you
25 come to the Board and you're asking for

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2 a lot of money, you need to have
3 answers to the most basic question of
4 how many people are working today.
5 Okay? You've got to be prepared. And
6 if you're not prepared, say that you're
7 not prepared and you can go and do the
8 research. Okay? But next time you
9 come here, come prepared with the
10 answers of who's there. You know, you
11 are managing this every day. You
12 should know how many people are on your
13 schedule. You should know how many
14 people you expect to show up for work.

15 MR. BAYER: I could tell you,
16 but the number of public safety
17 officers varies per day per shift, as
18 well as the number of Dreamland
19 security officers that are there per
20 day per shift.

21 MR. COHN: Who determines how
22 many Dreamland officers are there every
23 day?

24 MR. BAYER: I would say I do,
25 based on the staffing patterns.

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2 MR. COHN: How do you do it?
3 When you say "I would say," how do you
4 do it? In other words, do you look at
5 the census, do you make a
6 determination --

7 MR. BAYER: I have --

8 MR. MIROTZNIK: One at a time
9 please.

10 MR. COHN: Tell me how you do
11 it. Your turn.

12 MR. BAYER: I will take the
13 shift, I will see how many public
14 safety officers are assigned for that
15 shift. Then, depending on the number
16 of posts that need to be covered, I
17 will supplement it with a Dreamland
18 security officer. I will do that for
19 the midnight shift, the 8:00 to 4:00
20 shift and the 12:00 to 8:00 -- 4:00 to
21 12:00 shift.

22 MR. COHN: So would I be correct
23 in saying the census is irrelevant to
24 the number of Dreamland security
25 officers you are going to call in?

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2 MR. BAYER: Yes.

3 MR. COHN: You are just looking
4 at a chair that's empty and you want to
5 fill that in?

6 MR. BAYER: Yes. I have a set
7 number of posts that need to be
8 covered, and depending on the number of
9 public safety officers that are there,
10 I will address the number of Dreamland
11 safety officer that --

12 MR. COHN: So this 2,040,000,
13 does that give us a limited number of
14 Dreamland officers throughout the year?
15 I mean, could we use as many as we want
16 or as few as we want and we always pay
17 the same?

18 MR. FERRANDINO: No. May I
19 answer that, Mr. Cohn? No. It's based
20 upon the number of shifts and hours
21 worked by the Dreamland employees.

22 MR. COHN: So that's a maximum.
23 So that maximum, not to exceed. So if
24 we use one a day, that number will drop
25 down dramatically.

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2 MR. FERRANDINO: Yes.

3 MR. COHN: And this 2,040,000 is
4 predicated on the maximum number of
5 people we would use?

6 MR. FERRANDINO: Yes.

7 MR. MIROTZNIK: Historically
8 where have we been? Do we save money?

9 MR. DELUCA: I have a question.
10 Where is the logbook kept for every
11 incident that each security officer is
12 called to? Where is that logbook?

13 MR. BAYER: The logbook is in
14 the public safety office.

15 MR. DELUCA: And who writes --
16 who enters those into the logbook?

17 MR. BAYER: That would be the
18 public safety officer or our
19 communications operator.

20 MR. DELUCA: So these people
21 from Dreamland, if there's any incident
22 that they're called for, they are
23 required to log that in so that we can
24 look back and see exactly what kind of
25 issues and problems arise? Is that

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2 correct or not correct?

3 MR. BAYER: That's correct, if
4 you look back in the logbook.

5 MR. DELUCA: Okay.

6 MR. COHN: And just one more
7 question. Our public safety officers,
8 are they aware of the fact -- well, let
9 me rephrase that. Can our public
10 safety officer direct these Dreamland
11 officers?

12 MR. BAYER: Yes.

13 MR. COHN: Do they know that?

14 MR. BAYER: Yes.

15 MR. COHN: So in the chain, it's
16 you, our public safety, the Dreamland
17 officers?

18 MR. BAYER: Correct.

19 MR. COHN: And our public safety
20 take responsibility to see to it that
21 Dreamland is doing its job?

22 MR. BAYER: Correct.

23 MR. COHN: And do they keep a
24 record of whether they're doing their
25 job, who is good, who is bad, who is

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2 indifferent?

3 MR. BAYER: If there is an
4 incident that involves someone, yeah,
5 they will either log it into the book
6 or notify me.

7 MR. COHN: So if I come to you
8 somehow and I say look, I don't think
9 that guy is doing his job over there,
10 you would be able to tell me what his
11 ratings have been, whether we call him
12 back, whether he does his job, if he's
13 good, if he's bad, if he is inadequate,
14 you have that information?

15 MR. DELUCA: Be careful, because
16 we might ask for it. No. I'm serious.

17 MR. BAYER: I understand. No,
18 it's not logged.

19 MR. COHN: So in other words, we
20 could have people coming back
21 repeatedly who are terrible at their
22 job.

23 MR. BAYER: That is a
24 possibility but an improbability.

25 MR. COHN: How is it improbable?

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2 Just out of curiosity.

3 MR. BAYER: Because I would know
4 who was here before, and if they show
5 back up on the schedule, I would see it
6 and I would have them taken off
7 schedule.

8 MR. COHN: So when I come to you
9 tomorrow or I have somebody from here
10 come to you tomorrow and ask how many
11 people you have now excluded from
12 coming to this hospital because they
13 are not good workers, you are going to
14 either tell me yes, I have excluded
15 these people, no, I haven't excluded
16 any, and you are going to tell me over
17 the years Dreamland has been here, they
18 never sent us a bad employee more than
19 once? So which would it be?

20 You don't have to answer that,
21 but I would really like to see a system
22 in place that takes into consideration
23 some responsibility for the type of
24 employees we get, because it sounds
25 like, and I think Mr. DeLuca made the

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2 point very well before, it sounds like
3 basically we're hiring people with
4 absolutely no supervision, no
5 responsibility, no oversight. And we
6 have a reputation at this hospital that
7 we are not really patient friendly
8 sometimes, and if nobody is looking
9 over their shoulders and nobody is
10 accountable and you are the person who
11 should be accountable and nobody is
12 doing that -- because if I call up your
13 public safety people and ask them if
14 they have any responsibility to see
15 that these people are doing their job
16 well, will they tell me that yes, you
17 have instructed them to make sure they
18 are doing their job well and keep
19 records of it? And you don't have to
20 answer that either. But I am saying
21 that tomorrow you will answer that.
22 Because that's not the way we want to
23 run this hospital anymore. If you are
24 going to be in charge of something, you
25 have to own something. You have to

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2 take responsibility for it because we
3 need a reputation that is better than
4 the one we have.

5 And I think that's what we are
6 trying to get to you. Just don't hire
7 people. They have to be doing their
8 job and doing it well. Because our
9 customers are our patients, and if
10 they're not treated well, why would
11 they come here.

12 MR. DELUCA: And if their
13 families don't see it. So if they feel
14 they are accountable to Dreamland and
15 you are like just oh, you are a dotted
16 line or maybe a large dotted line, it's
17 not going to be very good. You report
18 to Mr. Ferrandino, right? Is that
19 right?

20 MR. BAYER: Yes.

21 MR. DELUCA: I think, Mr.
22 Ferrandino, you should get involved in
23 this as well and come back and give
24 us -- show us what the protocol will be
25 please.

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2 MR. FERRANDINO: I will.

3 MR. DELUCA: Thank you.

4 MR. MIROTZNIK: Dr. Rehman.

5 DR. REHMAN: I think the
6 discussion was going on towards the
7 policy and procedure of you guys
8 talking, as they should be. I think my
9 suggestion and my question is a little
10 bit more -- I think I am one of the
11 most senior serving member of this
12 Board, and I have seen evolution --

13 MR. MIROTZNIK: Are you saying
14 you are older than Cohn?

15 DR. REHMAN: I am not older, but
16 I think we both came very close.

17 MR. COHN: You can say it. I
18 choose to have gray hair.

19 DR. REHMAN: I think I have seen
20 evolution in the nursing home, and the
21 beds used to be at 800 and 900 and
22 1,00, and now it's less than 500 and we
23 are still debating that the beds will
24 close now. I think this security
25 contract, which is going on for almost

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2 20 years, and I think we should also
3 see that there is a little bit change
4 in this contract and this policy also.
5 Do we need this security, that many
6 people with less number of the beds. I
7 think we need to revisit this. In
8 addition to having this policy --

9 MR. MIROTZNIK: And I think,
10 Doctor, that the Board, and I don't
11 speak for the entire Board, but I see
12 people shaking their heads around this
13 room. 100 percent.

14 DR. REHMAN: I think this has to
15 be revisited. Or if we can just have
16 our own security people and hire our
17 own people and they cover that
18 security, maybe we don't need outside
19 security. This is the thing which I
20 suggest.

21 MR. MIROTZNIK: One second,
22 Doctor. One second. You will be
23 recognized next. Mr. Ferrandino, you
24 have what I understand to be a stellar
25 curriculum vitae. You have been

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2 involved in all sorts of law
3 enforcement for many years, certainly
4 with the FBI. Is that correct?

5 MR. FERRANDINO: Correct.

6 MR. MIROTZNIK: Okay. This, I
7 don't think, is a heavy lift for you to
8 get to the bottom of this. You must go
9 there and walk through and figure out
10 what the security needs are. What
11 Dr. Rehman is saying, I think, is what
12 most of the Board is saying, and we
13 said this the last time it was
14 presented, it's got to be reevaluated.
15 A lot of the patients are not
16 ambulatory. Is that correct? Mr.
17 Campanaro? A lot of -- we have a lot
18 of patients that aren't ambulatory.
19 They are not causing trouble in the
20 hallways, correct?

21 MR. CAMPANARO: That's correct.
22 But you also have --

23 MR. MIROTZNIK: We have
24 ventilator patients.

25 MR. CAMPANARO: True. But you

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2 have to look --

3 MR. MIROTZNIK: You can stand
4 up.

5 MR. CAMPANARO: I am no expert,
6 but you have to look at it in the
7 context of the building that is
8 covered, okay, and that even if the
9 occupancy dips a little bit, you still
10 need those posts or those areas
11 covered. Okay? I am not a security
12 person, so I will defer to those that
13 are.

14 MR. MIROTZNIK: We certainly
15 have a security expert in the room.

16 MR. CAMPANARO: But I will say
17 this, it is much more costly to do this
18 internally. And I understand there's
19 other factors than just financial
20 factors, but I can tell you with 100
21 percent certainty that if we ever were
22 to draft this or bring this inside, it
23 would cost us much more money. A,
24 there is the baseline salaries. B,
25 there's fringe benefits. C, with the

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2 Dreamland contract, if the person
3 doesn't work, they don't get paid.
4 Okay? That time off factor is probably
5 in the neighborhood of 18 to 20
6 percent. So just by that, it's a
7 savings. Again, I understand --

8 MR. MIROTZNIK: I hate to cut
9 you off. Let me ask you this.
10 Historically, go back in the last five
11 years, have we exceeded the number
12 that's been requested of the Board or
13 have we saved money from what's been
14 requested on the contracts? You know
15 what I'm asking.

16 MR. CAMPANARO: Are we under
17 that --

18 MR. MIROTZNIK: Up to -- you are
19 asking for Dreamland not to exceed
20 2,040,480. I don't know where you came
21 up with that number from.

22 MR. CAMPANARO: How many years
23 is that, five?

24 MR. MIROTZNIK: Three years.

25 MR. CAMPANARO: We're well under

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2 it.

3 MR. MIROTZNIK: Now,
4 historically, five years ago?

5 MR. CAMPANARO: Under it.

6 MR. MIROTZNIK: Under it. Never
7 exceeded what was requested of the
8 Board?

9 MR. CAMPANARO: Well, I can't
10 say that because I don't know how
11 many -- who asked for what but --

12 MR. MIROTZNIK: Can you get that
13 information so the Board can --

14 MR. CAMPANARO: Well, I will not
15 know what was requested of the Board.
16 I can go historically and tell you what
17 it costs each and every year.

18 MR. MIROTZNIK: Can you do that
19 for the last 10 years, five years?

20 MS. REED: 10.

21 MR. CAMPANARO: 10 years? I can
22 get you 10. All I am saying is it's
23 not that useful in my opinion.

24 MR. MIROTZNIK: Well, I want Mr.
25 Ferrandino to make that determination

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2 and present an articulate presentation
3 to the Board regarding the security
4 needs of Holly Patterson.

5 MR. DELUCA: Just a comment.

6 MR. MIROTZNIK: No, no. After
7 you. Go ahead, Doctor.

8 DR. VENDITTO: All I wanted to
9 say was basically a recap of what you
10 said. When you have security issues,
11 and I am not a security expert, but I
12 think that when you present a proposal
13 for 2,040,00, whatever, a lot of money,
14 you want to present a business model,
15 essentially, and so you want to do a
16 cost analysis. I think intuitively
17 this is what all the questions have
18 been about, is this a good idea or not,
19 is it saving money, has it saved money
20 over the last several years, are we
21 meeting needs. So when you make a
22 proposal to the Board, to circumvent
23 the 21 questions that inevitably seem
24 to arise, present it initially -- give
25 a preemptive strike. Give us the

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2 information as a presentation, present
3 the business model, the rationale for a
4 hybrid coverage of your security needs
5 and show us historically how it's
6 worked and assume it's going to work
7 over the next three years to meet our
8 security needs. I think that's what we
9 are talking about.

10 I would like to see that. We
11 have a meeting tomorrow morning, and if
12 it's possible to etch out some numbers
13 and show us the cost analysis and the
14 financial rationale for this hybrid
15 approach to covering our security needs
16 at A. Holly Patterson, that would be
17 great.

18 MR. CAMPANARO: I am coming here
19 directly tomorrow morning. I don't
20 know if -- it's a hard thing to do.

21 DR. VENDITTO: All right. Maybe
22 not tomorrow morning.

23 MR. MIROTZNIK: Mike?

24 MR. DELUCA: Mr. Campanaro,
25 really, I agree with everything he said

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2 in terms of the economics, and that
3 reinforces my point. It's very
4 important that you have a very tight
5 reporting relationship, because when
6 people work for an outside firm, that's
7 who they feel their boss is. That's
8 where they feel their loyalty is. I
9 have experienced this many times in
10 business. So because of that, I think
11 that you people need to tighten this up
12 very, very much, because I don't see it
13 as a hybrid. I will bet right now that
14 you don't even have one NUMC employee
15 there right now. Am I right?

16 MR. BAYER: No.

17 MR. DELUCA: How many are there?

18 MR. BAYER: Two.

19 MR. DELUCA: There are two there
20 right now?

21 MR. BAYER: Yes, sir.

22 MR. DELUCA: Good. I'm glad to
23 hear that. So Mr. Ferrandino, you will
24 do what we asked?

25 MR. FERRANDINO: I will.

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2 MR. MIROTZNIK: Mr. Zysman.

3 MR. ZYSMAN: Are you familiar
4 with this contract?

5 MR. TEPPER: Not off the top of
6 my head.

7 MR. ZYSMAN: Our contracts, do
8 they have metrics for success?

9 MR. TEPPER: They're more
10 pronounced in a clinician's contract.
11 This is done through purchasing. It's
12 probably a straight hourly rate for
13 guards with a certain credential.

14 MR. ZYSMAN: Mr. DeLuca and
15 other members of this Board have asked
16 for, can that be articulated in a
17 contract?

18 MR. TEPPER: Sure. I will work
19 with purchasing and Mr. Ferrandino on
20 that.

21 MR. MIROTZNIK: Okay. The
22 approval stands. You know where we are
23 with Dreamland. We will revisit this
24 shortly.

25 Mr. Zysman, can you return to the

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2 resolution with regard to the Abrams
3 Fensterman and recite the proposed new
4 resolution?

5 MR. ZYSMAN: Upon a motion duly
6 seconded and unanimously adopted, the
7 Executive Committee of the Board of
8 Directors hereby approves an amendment
9 of the contract of Abrams Fensterman --

10 Upon a motion duly seconded and
11 unanimously adopted by the NUMC Board
12 of Directors hereby approve an
13 amendment of the contract with Abrams
14 Fensterman for a one-year extension
15 effective 1-1-2015 in an amount not to
16 exceed \$125,000 for a one-year term for
17 legal services provided with respect to
18 A. Holly Patterson Extended Care
19 Facility. Resolution number 197A,
20 hyphen, 2015. Can I get a motion?
21 Second? Favor? Unanimous.

22 MR. MIRITZNIK: Thank you.
23 Dr. Scarmato, you never thought we'd
24 get to you. You grew a beard since the
25 last time we saw you.

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2 MR. COHN: Just so the record is
3 clear, I recuse on the Abrams
4 Fensterman.

5 MR. MIRITZNIK: The record
6 stands. The recusal stands, and let
7 the record reflect Mr. Cohn did not
8 vote and he did remain in the room and
9 solely this was just an amendment to a
10 prior resolution.

11 Dr. Scarmato.

12 DR. SCARMATO: So here we are at
13 NMA again.

14 MR. MIRITZNIK: Please turn your
15 mic on.

16 DR. SCARMATO: Sorry. So I sent
17 you guys a Board packet on NMA. After
18 discussion with the executive staff, we
19 decided to make some changes with NMA
20 going forward. Currently the executive
21 staff is in negotiations with the FQHC
22 to take over some of the physicians.
23 Some. We are not sure how many yet.
24 They are still discussing it. And
25 assume those practices. So the plan

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2 right now is to scale down severely NMA
3 over the next few months.

4 So there will be cost involved in
5 scaling it down or to start to do so.
6 So it will either be transfer them to
7 the LI FQHCs or it will be ended.

8 MR. DELUCA: Question, Mr.
9 Chairman?

10 MR. MIRITZNIK: Yes.

11 MR. DELUCA: After all the
12 figures and all the numbers and all the
13 history that I have seen, why is it,
14 and I want it to be put on record, that
15 I think that we should be out of NMA
16 immediately. Unless it's irresponsible
17 to a patient, I think we should stop
18 wasting money. We haven't gained
19 anything substantially and I think we
20 should be out of it because we need to
21 be very careful about our expenditure.

22 DR. SCARMATO: That's the plan.

23 MR. DELUCA: Yeah, but you are
24 saying it's going to take months.

25 DR. SCARMATO: Well, there are

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2 contracts that you have with
3 physicians, we have leases on space
4 that will need to be negotiated and
5 paid off.

6 DR. VENDITTO: Can you detail
7 the contractual obligations that we
8 have with NMA right now?

9 DR. SCARMATO: So I believe
10 there are the two part-time
11 pediatricians have six month notice in
12 their contract. The podiatrist, I
13 believe, has three month's notice. I
14 am not -- and I could be wrong on this.
15 Actually, I don't -- I could actually
16 get you -- I have an analysis of it of
17 the physicians, what the length of
18 their notice is and whether we're
19 responsible for the tail on their
20 malpractice or not so --

21 DR. VENDITTO: It's important
22 because it's part of the --

23 DR. SCARMATO: Yeah. I can tell
24 you, I figured it out, it's about
25 \$300,000 in cost that will run with it.

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2 Even so, we could still use the -- we
3 would still use the physicians, we
4 would give them notice if they move to
5 the FQHCs before all that, then --
6 which I think we are likely to do with
7 the pediatric practice. The analysis,
8 I believe, with the wrap rate, they
9 have enough of a Medicaid thing that
10 they'll actually be able to turn money
11 with that. So -- and I believe that
12 those are the two physicians with the
13 longest notice on them.

14 DR. VENDITTO: To the attorneys
15 here on the Board, if NMA is bankrupt,
16 is it still obligated to these
17 contracts for six months?

18 MR. MIRITZNIK: Well, you are
19 using the term bankrupt. I don't think
20 they have ever filed for bankruptcy but
21 you are saying they have no --

22 DR. SCARMATO: It's a subsidiary
23 of this corporation. Can it file for
24 bankruptcy as a subsidiary, wholly
25 owned subsidiary of a public benefit

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2 corporation? I don't know.

3 DR. VENDITTO: That's what I'm
4 asking the attorneys. How can we get
5 out of this clean without him
6 ranging --

7 DR. SCARMATO: The question is
8 would you want that, the lawsuits and
9 the public notice that we just, you
10 know, didn't pay people and went out
11 on, you know, what's owed and all the
12 rest of that.

13 DR. VENDITTO: How would you
14 like the embarrassing financials that
15 this Board has sanctioned for the last
16 three years. How would you like that
17 to get out. This has got to stop and
18 we have to limit the loss as much as
19 possible.

20 DR. SCARMATO: Well, I agree.

21 MR. MIRITZNIK: Who have you
22 reviewed this with in legal?

23 DR. SCARMATO: Who have I
24 reviewed this with? What part of it?

25 MR. MIRITZNIK: You name it.

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2 Whatever. You come up with --

3 DR. VENDITTO: The strategy.

4 DR. SCARMATO: The strategy was
5 not discussed with legal, to my
6 knowledge, although --

7 MR. MIRITZNIK: So you said
8 bankruptcy and you said leases and
9 contracts. You're a physician.

10 DR. SCARMATO: I don't want to
11 talk about bankruptcy so --

12 DR. VENDITTO: What I'm asking
13 is what is the strategy, what is the
14 exit strategy?

15 DR. SCARMATO: The exit strategy
16 is to try to transfer as much or all of
17 the physicians and the practices to the
18 FQHC and let them assume the operations
19 and move from there.

20 DR. VENDITTO: Okay. So let's
21 say we do that. Do we still have to
22 then pay the pediatricians six month's
23 salary if they move to the FQHC?

24 DR. SCARMATO: No. They would
25 take a contract with the FQHC or if

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2 they are still on the roster, we'd
3 lease them to the FQHC until their six
4 months is up and then they would have
5 their contracts with the FQHC.

6 MS. REED: How quickly could we
7 do that?

8 DR. VENDITTO: We have to vet
9 this out legally.

10 MR. ZYSMAN: Who made the
11 decision to transfer these patients to
12 the FQHC rather than to our outpatient
13 clinics? We have learned in the
14 Finance Committee --

15 DR. SCARMATO: What do you mean
16 transfer them to the FQHC? We are not
17 going to transfer the patients. They
18 are going to assume the practice.
19 We're assuming if -- we are -- our
20 outpatient clinics, so you are having
21 the hospital buy it?

22 MR. ZYSMAN: Are they going to
23 take over the deficit of the practice
24 then, if they are assuming the
25 practice?

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2 DR. SCARMATO: I doubt it. They
3 are assuming the physicians, thought,
4 not the practice. I don't know if we
5 can sell the practice.

6 DR. VENDITTO: So here it is
7 again.

8 MR. ZYSMAN: So here's my
9 question. Who -- have we entered into
10 discussions with FQHC yet?

11 DR. SCARMATO: Executive staff
12 has.

13 MR. ZYSMAN: Who has?

14 DR. SCARMATO: I'm not sure. I
15 believe Dr. Politi and Mr. McDonald.

16 MR. ZYSMAN: Dr. Politi, can you
17 tell us what your discussions have been
18 with FQHC about this?

19 DR. POLITI: So we're concerned
20 about NMA. We want to dissolve NMA.
21 We're losing money and it's been an
22 albatross around our neck for the last
23 year and a half. So if we eliminated,
24 for example, the pediatric practice,
25 we'd owe them the severance pay, the

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2 nine months, all this other stuff. So
3 we asked the FQHC if they would be
4 interested in assuming the practice,
5 assuming the physicians. They're
6 upstairs on the second floor. FQHC is
7 on the first floor. It sort of seemed
8 like a fit. They don't want it. They
9 said it's a losing -- we are not going
10 to make money, why would we want this
11 practice.

12 So we did an analysis and we
13 looked at some of the Medicaid
14 patients, and if they looked at the
15 Medicaid patients, the Medicaid wrap or
16 and the Medicare wrap that they'll get,
17 it looked like they might break even.
18 So David Nemeroff is going back to his
19 Board to get their opinion as to
20 whether or not it would be feasible for
21 them to take over the pediatric
22 practice. I said while you're at it,
23 let's look at Dr. Nester, who is the
24 podiatrist, and Dr. Femarrari, who is
25 the internist. Now, the internist goes

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2 out to different places, like Central
3 Nassau Guidance, in his car and drives
4 at one or two medical assistants to
5 these places and examines these
6 patients in these facilities and draws
7 bloods, whatever they have to do, the
8 bloods and labs come back to this
9 hospital.

10 So they're also looking at taking
11 over those practices as well, or taking
12 over those physicians as well, and then
13 we won't have to pay out the severance
14 in that regard so --

15 DR. VENDITTO: If the doctors
16 from NMA are brought over to the FQHC,
17 are they going to be paid on an RVU
18 basis or are they salaried?

19 DR. POLITI: FQHC, I think
20 they're salaried.

21 DR. SCARMATO: They are salaried
22 and have an RVU bonus system, from my
23 understanding.

24 DR. VENDITTO: Our NMA docs are
25 not RVU'd at all. They're just pure

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2 salary.

3 DR. SCARMATO: Correct.

4 DR. VENDITTO: That's why we're
5 paying more than they collect.

6 DR. SCARMATO: We are probably
7 not paying them more than they collect,
8 but we're not paying them more than the
9 cost, the practice costs. I will put
10 it to you that way.

11 DR. POLITI: A lot of the
12 expense is back office, coding and
13 billing --

14 DR. SCARMATO: And had I known
15 -- look, the original plan when we
16 talked about this in March or in April
17 was expansion, moving here. I didn't
18 get rid of the back office for that
19 reason. If I had known, I would have
20 never taken on the back office. I
21 would have gone to an outside billing
22 company, you know, which would have
23 probably cut the cost even more. As of
24 now, we are losing about 55,000 a
25 month. That's what we're losing right

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2 now. If I got rid of the billing
3 company, I can probably get it down to
4 25,000. If I brought in an outside
5 billing company. I can do that, but if
6 we are not standing, we're moving down,
7 winding down, it makes no sense.

8 DR. VENDITTO: Well, I mean,
9 we're going to get the financials, but
10 I think what we should do is carve out
11 the clinical, send those docs to the
12 FQHC where they will be able to
13 probably cover their salaries. The
14 fixed costs at the FQHC are already
15 covered. The variable costs by
16 bringing three part-time docs into FQHC
17 are going to be minimal. And you cut
18 out what's really killing NMA is the
19 overhead and just let it go, let it
20 sink.

21 So take out the docs, send a
22 letter to the patients, change the
23 address. Bring them over on a salaried
24 RVU bonus type basis and they will
25 probably cover themselves at least

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2 because their overhead is going to be a
3 lot less and they're not going to be
4 that big a pain to the FQHC and then
5 just shut the lights at NMA.

6 DR. SCARMATO: I want to do it
7 as much as possible, but there are
8 still, you know, tails on insurance
9 coverage, there's --

10 DR. VENDITTO: The insurance
11 will continue.

12 DR. SCARMATO: It doesn't
13 matter. It's a different insurance.
14 Once they're on the FQHC's, they get
15 covered by the government. You still
16 have to have a tail on --

17 DR. VENDITTO: Is it occurrence
18 insurance?

19 DR. SCARMATO: No. It's --

20 MR. COHN: Claims made.

21 DR. REHMAN: What about those
22 leases? How long is the lease?

23 MR. ZYSMAN: Look, we are
24 getting into a lot of good points and I
25 am very supportive of what Dr. Venditto

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2 is saying. My concern is this: The
3 roll-out of it, okay, seems to make
4 perfectly -- our outpatient clinics, I
5 think, are down approximately 1,000
6 visits a month. That's been going on
7 for many months now, which we learned
8 at Finance, in the Finance Committee.
9 Why are we making the business decision
10 to transfer these docs and these
11 patients to FQHC when you are saying
12 that the only reason this is expensive
13 is the back office, when we have a back
14 office and we have space, a beautiful
15 new --

16 DR. SCARMATO: Because we can't
17 bill from here out in Freeport. That's
18 number one. And the patients aren't
19 going to come from Freeport to their
20 primary care visit to the hospital here
21 in East Meadow.

22 DR. VENDITTO: And these guys
23 need to be incentivized --

24 DR. SCARMATO: Well, that was my
25 whole plan, but I didn't want to redo a

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2 new contract with them and terminate
3 them. That's the reason I have been
4 holding off on all this stuff. I would
5 have done it six months ago, but we
6 never got a meeting.

7 MR. ZYSMAN: My understanding of
8 NMA, this is a private. You know,
9 fancy office.

10 DR. SCARMATO: It's not. It's
11 hospital owned. It's not private.

12 MR. ZYSMAN: Okay but --

13 DR. SCARMATO: It's run like a
14 private practice.

15 MR. ZYSMAN: It was meant to
16 attract private insurance patients,
17 correct? That's what you had said
18 previously to us.

19 DR. SCARMATO: Correct.

20 MR. ZYSMAN: So that population,
21 it seems like it's a good match for our
22 brand new primary care facility versus
23 an FQHC.

24 DR. SCARMATO: No, it's not.
25 No, it's not.

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2 MR. COHN: We are not in
3 Freeport.

4 DR. VENDITTO: If anything,
5 we're in -- I don't think that the
6 practice obviously at NMA has developed
7 any momentum of its own so --

8 DR. SCARMATO: Well, that's not
9 entirely true.

10 DR. VENDITTO: There are visits
11 here. It's not that. But to stand on
12 its -- you come into the clinics and
13 for them to work independently, these
14 are two part-time pediatricians that
15 are sharing coverage, right?

16 DR. SCARMATO: One of them is
17 very old. Look, the original --

18 DR. VENDITTO: It's not
19 practical.

20 DR. SCARMATO: -- plan was to
21 shift away from that, move to family
22 practice and develop more of a primary
23 care base moving it here, but it's
24 going to be too costly without putting
25 more money into it.

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2 MR. MIRITZNIK: Can I just say
3 something? We are micromanaging this
4 whole thing constantly. Okay? Who is
5 going to wind this thing down? Who is
6 the point person?

7 DR. SCARMATO: That would be me.

8 MR. MIRITZNIK: You are a
9 physician. You would rely on --

10 DR. SCARMATO: But I did it
11 anyway. I spent two hours a day doing
12 Quick Books on this company every day.

13 MR. MIRITZNIK: But it's not
14 successful, is it?

15 DR. SCARMATO: It's better than
16 it was. I have cut the losses in half.

17 MR. MIRITZNIK: But going
18 forward, you are not recommending that
19 we fund this project any --

20 MR. DELUCA: Would you put your
21 own money into it?

22 DR. SCARMATO: I would have put
23 my own money into it very differently.
24 I wouldn't have started with this.

25 MR. DELUCA: Thank you.

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2 MR. MIRITZNIK: So who are you
3 going to -- Mr. Tepper, who is going to
4 wind this thing down from a legal
5 standpoint with Dr. Scarmato?

6 MR. TEPPER: Well, if that's the
7 direction we are going, Tommy and I
8 will talk about it and then --

9 MR. MIRITZNIK: Well, let me
10 look around to the Board. Is that the
11 direction we are going -- can I have a
12 hand poll on that, looking to shut this
13 thing down? It's a unanimous hand
14 poll.

15 So we need someone from legal to
16 wind this down, the contractual issues,
17 whatever legal issues that are
18 entangling this thing, can we get it
19 done shortly?

20 MR. TEPPER: We can provide the
21 support needed.

22 MR. ALFANO: Yes.

23 MR. MIRITZNIK: What else do we
24 need to do tonight regarding NMA?

25 DR. SCARMATO: We need to make

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2 payroll and payments --

3 MR. MIRITZNIK: You want to make
4 a loan to the corporation?

5 DR. SCARMATO: Sure. Or a loan
6 from the corporation.

7 MR. MIRITZNIK: Do you recommend
8 that we fund this going forward to wind
9 it down?

10 MR. TEPPER: I'm not going to --
11 well, my shaking my head was simply
12 that I would advise against a personal
13 loan.

14 MR. MIRITZNIK: Well, that was
15 tongue in cheek, for the record. I
16 think everyone realized that.

17 DR. VENDITTO: What does this
18 transition period consist of and why
19 does it -- 30 days notice to patients
20 that the practice has changed its
21 address is what you are required to do
22 legally. 30 days later you shut down.

23 DR. SCARMATO: That's fine. I
24 can do that, but then there's nothing
25 in the FQHC we are going to take

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2 anything.

3 MR. ZYSMAN: Why aren't they
4 funding this then?

5 DR. SCARMATO: Because then you
6 have to sent notices to patients, they
7 are not coming back, there is no
8 practice for them to take.

9 DR. VENDITTO: No, no. You tell
10 them to change the address and now go
11 to the FQHC --

12 DR. SCARMATO: No, no, no. The
13 FQHC is going to take over the leases,
14 because they need the space over there.

15 DR. VENDITTO: They can't
16 physically move to the FQHC.

17 DR. SCARMATO: The FQHC is right
18 below it.

19 DR. VENDITTO: So we have to
20 have this redundant office space?

21 DR. SCARMATO: It's not
22 redundant. They need more space if --

23 DR. VENDITTO: So let me them
24 take over the lease.

25 MR. ZYSMAN: If FQHC wants this

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2 practice, let them wind it down,
3 whatever period it takes them to take
4 over this practice.

5 DR. SCARMATO: Well, we can do
6 that on the back end, but they're not
7 going to fund it upfront without having
8 a deal.

9 MR. ZYSMAN: So what would be so
10 bad if you gave them a notice of change
11 of address to our primary care here?

12 DR. SCARMATO: I will do
13 whatever I can do legally as far as
14 everything else. I need money to make
15 the January -- because if we are not
16 going to close it in 30 days, I need to
17 make rent next week.

18 MR. COHN: I would like to find
19 out what the corporation, what the
20 medical center's liability is to the
21 leases, etcetera. Do you know, Mr.
22 Tepper?

23 MR. TEPPER: I would have to
24 look at the paperwork, but it is a
25 separate PC. I'm not sure --

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2 MR. COHN: Right, it's a
3 separate PC. We don't know what our
4 liability would be, correct?

5 DR. CAPRIOLI: We don't know
6 what our liability is.

7 MR. COHN: I would like to find
8 out what our liability is. If we slam
9 the door tomorrow, and I am not
10 slamming the door tomorrow, but
11 assuming we slam the door tomorrow, do
12 we have any liability? I would like
13 that question answered.

14 And then if we don't have any
15 liability, then ethically what I would
16 like to know, if we have 30 days to
17 notify patients, I would like to know
18 the minimal amount of time that we have
19 to keep the doors open in order to
20 avoid any ethical difficulties with
21 abandoning patients. Okay? How long
22 would it take you guys to find that out
23 for us?

24 MR. TEPPER: Give us a couple of
25 days.

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2 MR. COHN: Okay. If you can.
3 And I think at that point we will be in
4 a better position to know what we have
5 to fund.

6 DR. VENDITTO: I would like to
7 know also what we're funding, though.
8 Can you tell me how many people are
9 currently employed and what their
10 positions are? I really appreciate the
11 financials, this was great, but I need
12 a little more detail in terms of --

13 DR. SCARMATO: I mean, I can
14 tell you. So beside the physicians,
15 there is, I believe, four people in the
16 back office, there is a billing
17 manager. I think two -- one of them is
18 part-time and one full-time as sort of
19 a clerical assistant, input some of the
20 billing data. There is a part-time
21 person who does credentialing and some
22 of the insurance stuff. And then I
23 think there are right now five MAs. We
24 just lost one because I think they're
25 all -- they've already heard the ink

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2 from the FQHC, so they are looking for
3 jobs.

4 DR. VENDITTO: Five full-time
5 medical assistants?

6 DR. SCARMATO: I believe maybe
7 we are down to four now because one
8 just left.

9 DR. VENDITTO: Okay.

10 DR. SCARMATO: They are medical
11 assistants, receptionists. They sort
12 of enter --

13 DR. VENDITTO: Patients are seen
14 every day?

15 DR. SCARMATO: Patients are seen
16 every day.

17 DR. VENDITTO: And the docs are
18 there, all of them, every day?

19 DR. SCARMATO: No.

20 DR. VENDITTO: So how many
21 patient visits on average a day?

22 DR. SCARMATO: I can figure
23 out -- we have about 6,000 patient
24 visits, 200 business days a year. So
25 30 a day.

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2 MR. MIRITZNIK: I have a motion.

3 MR. DELUCA: Please. Please.

4 MR. MIRITZNIK: I have a motion
5 to terminate NMA, to close it down, to
6 wind down the practice and to send out
7 30 day notices as of this Friday,
8 subject to any requirements that legal
9 deems necessary in order to comply with
10 any laws or statutes in order to wind
11 down the affairs of NMA. Hold on.

12 Madam Reporter, can you red that
13 back for the Board please?

14 (The requested portion was read.)

15 MR. MIRITZNIK: I would like to
16 amend my motion to strike the 30 day
17 notices and otherwise all terms and
18 conditions of the previously
19 articulated motion I would like to put
20 forward to this Board.

21 MR. COHN: Second.

22 MR. MIRITZNIK: Hold on. Any
23 comments?

24 DR. VENDITTO: I am not sure
25 what we are approving. I want to

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2 know -- we need to know a strategy for
3 winding down.

4 MR. MIRITZNIK: We are closing
5 it down.

6 DR. VENDITTO: To who and how
7 and how long will it take?

8 MR. MIRITZNIK: However legal is
9 going to -- it's not for this Board to
10 wind down this corporation. It's
11 for --

12 MS. REED: Hold on.

13 MR. MIRITZNIK: Hold on. I'm
14 sorry, Ms. Reed. It's for this legal
15 department and our numerous outside
16 attorneys to immediately get here
17 tomorrow morning and wind down this
18 practice. It's not for Mr. Zysman, Mr.
19 DeLuca or you, Dr. Venditto. You have
20 patients to treat tomorrow, correct?

21 DR. VENDITTO: Not anymore,
22 actually.

23 DR. SCARMATO: He has clinical
24 trials to run.

25 MR. MIRITZNIK: So we are not

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2 doing it. We are here to vote on
3 issues. We are not here to wind down
4 the practice.

5 MR. DELUCA: That's right.

6 MR. MIRITZNIK: Legal is going
7 to do it. If Mr. Tepper decides or Mr.
8 Alfano, in conjunction, they decide
9 that they are going to outsource this
10 to one of our healthcare attorneys to
11 oversee this winding down, so be it.
12 We are getting this over with and done.
13 Is that the -- is that the --

14 DR. SCARMATO: Can you please
15 approve some interim financing to get
16 this through?

17 MR. MIRITZNIK: Mr. Alfano?

18 MR. ALFANO: I think in light of
19 the circumstances there has to be a
20 reasonable amount of time for the
21 corporation to pay the bills that it's
22 obligated to pay.

23 MR. MIRITZNIK: I suggest a 30
24 day financing.

25 MR. COHN: I would like to know,

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2 you used the key word there that we are
3 obligated to pay. Are we obligated to
4 pay anything?

5 MR. ALFANO: I can't answer that
6 right now.

7 MR. COHN: So maybe we should
8 vote when you can answer it.

9 MR. ALFANO: Fine.

10 DR. SCARMATO: I would like to
11 say that NMA is the Board's creation.

12 MR. COHN: We're not blaming you
13 for this. Nobody is pointing a finger.

14 DR. SCARMATO: I know that but --

15 MR. MIRITZNIK: Give me
16 historical, NMA was approved by the
17 Board when?

18 DR. SCARMATO: I think it was
19 created in 2009, as early as then. In
20 fact, the first Board issuance of money
21 was, I think, up to four and a half
22 million for three years, 2009 to 2012.
23 We didn't use all of that, thank God,
24 but then there's been more Board
25 resolutions all through on the funding

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2 and acquisitions and everything that's
3 gone on with this has all been approved
4 through the Board.

5 MR. MIRITZNIK: And it certainly
6 has gone, they say, south in the last
7 year. Repeated Board meetings where
8 NMA has been discussed, it's been
9 tabled, but the general consensus from
10 you, Dr. Scarmato, was that NMA was not
11 doing what it was expected to be doing.
12 Is that correct?

13 DR. SCARMATO: Absolutely. It
14 was -- one of the first things when I
15 took over it, it was one of the first
16 things I said needed to be changed.

17 MR. MIRITZNIK: And when you
18 took this over, did you not come to --
19 I may not have been here. I don't
20 remember the timeframe. But did you
21 come to this Board and ask for a nine
22 month extension so that you could keep
23 the practice going and fund it?

24 DR. SCARMATO: Well, it needed
25 it. It needed the funding.

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2 MR. MIRITZNIK: So your answer
3 would be yes?

4 DR. SCARMATO: Well, the Board
5 wanted --

6 MR. MIRITZNIK: Just answer.

7 DR. SCARMATO: Yes.

8 MR. MIRITZNIK: I understand.
9 The minutes speak for themselves. But
10 you asked for additional time, correct?

11 DR. SCARMATO: Correct.

12 MR. MIRITZNIK: And did the
13 Board vote unanimously to approve that?

14 DR. SCARMATO: Yes. Correct.

15 MR. MIRITZNIK: Things have
16 changed since then?

17 DR. SCARMATO: Things have
18 gotten better since then, but not well
19 enough.

20 MR. MIRITZNIK: I think we will
21 cut our losses there. I think the vote
22 stands --

23 MR. ZYSMAN: Well, I wanted to
24 state for the record that at every
25 meeting, at least for the time I have

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2 been here, the Board has expressed to,
3 whether it was Dr. Scarmato or other
4 members of administration, when
5 presenting this contract, significant
6 concern because of what appeared to be
7 an entity that was not physically
8 viable, and it appears today that it
9 still is not physically viable. And I
10 think those have been the concerns that
11 this Board has expressed, both to
12 yourself and other members of
13 administration, ongoing throughout at
14 least the time I have been on this
15 Board.

16 MR. MIRITZNIK: Mr. Maher, is
17 that correct?

18 MR. MAHER: Yes, that is
19 correct.

20 MR. MIRITZNIK: I can't hear
21 you.

22 MR. MAHER: That is correct.

23 MR. MIRITZNIK: Okay. The
24 motion previously --

25 MR. ZYSMAN: Dr. Politi, is that

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2 your understanding, that the Board has
3 expressed concern to administration on
4 NMA ongoing?

5 DR. POLITI: The Board has been
6 more than patient allowing us to try
7 and get this back on its feet, but
8 apparently, I agree with the Board, at
9 this time it's not resuscitable.

10 MR. DELUCA: And this was not
11 created under your administration.

12 DR. POLITI: Not at all.

13 MR. MIRITZNIK: The motion that
14 was articulated moments ago, can I have
15 a hand vote? All in favor of this
16 motion? Unanimous. Thank you,
17 Dr. Scarmato.

18 DR. SCARMATO: Mr. Chairman, I
19 need some funding for the interim
20 period.

21 MR. MIRITZNIK: Mr. Alfano is
22 going to report back to this Board and
23 we are going to reconvene shortly to
24 determine what the financing --

25 DR. SCARMATO: Before the first

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2 of the year?

3 MR. MIRITZNIK: Oh, certainly.

4 DR. SCARMATO: I mean before the
5 first of next month?

6 MS. REED: That's next week.

7 MR. MIRITZNIK: If that's what
8 it takes, we'll get it done. Would it
9 be under \$50,000? Does anyone have any
10 idea?

11 MR. MAHER: How much are you
12 asking for?

13 DR. SCARMATO: A month is
14 \$55,000. That's the loss we are
15 running right now.

16 MR. DELUCA: Just give it to
17 him.

18 MR. MIRITZNIK: In addition to
19 the previously articulated motion, I
20 ask that there be a secondary motion to
21 fund up to \$55,000 during the
22 transitional period for the next 30
23 days to wind down the affairs and for
24 legal to report back as to the winding
25 down of NMA.

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2 DR. SCARMATO: And what I will
3 promise you is that at the next meeting
4 I will have a cost analysis of exactly
5 what we're responsible for, what we're
6 not responsible for, and what it will
7 cost.

8 MR. MIRITZNIK: Actually, I am
9 going to ask that legal present that.
10 You are going to work in conjunction
11 with them.

12 All in favor of that last motion,
13 please show a hand. Unanimous. Thank
14 you very much.

15 Any public comments? Any public
16 comments? No public comments.

17 At this time I would like to
18 adjourn the Board meeting and I would
19 like this Board to go into -- I am
20 going to go into executive session, and
21 I ask that everybody leave the room
22 except for the members of the Board and
23 Mr. Alfano.

24 And let me just see, before we go
25 off the record, Dr. Politi, there is a

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2 number of staff members here that I am
3 not sure are going to be necessary for
4 when I reopen the meeting, and I think
5 that maybe in fiscal conservativeness
6 we let everybody go home. So please --

7 MR. RIZZO: Make a motion.

8 MR. MIRITZNIK: Let me do that
9 before we go into executive session.
10 Make a motion to --

11 MR. TEPPER: You have to state
12 the purpose when you make that motion.

13 MR. MIRITZNIK: -- to go into
14 executive session?

15 MR. TEPPER: To discuss. Hold
16 one second.

17 MR. MIRITZNIK: I would like to
18 make a motion to go into executive
19 session pursuant to the Public
20 Officer's Law Section 105 to discuss
21 various employment issues regarding the
22 new health corporation. All in favor
23 of the motion? Unanimous.

24 In addition, before we ask
25 everybody to leave, everybody have a

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2 nice holiday, be safe, enjoy your
3 families and get home tonight
4 expeditiously. Thank you.

5 (An executive session was held.)

6 MR. MIROTZNIK: We are out of
7 executive session. Make a motion to go
8 into open Board meeting. All those
9 present, any other comments, concerns?

10 I call for an adjournment. Do I
11 have a second on an adjournment? All
12 in favor? Unanimous. Everybody, happy
13 and healthy holiday. Thank you,
14 members of the Board.

15 (TIME NOTED: 9:23 P.M.)

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CERTIFICATION

I, STEFANIE KRUT, a Notary
Public in and for the State of New
York, do hereby certify:

THAT the foregoing is a true and
accurate transcript of my stenographic
notes.

IN WITNESS WHEREOF, I have
hereunto set my hand this 10th
day of December 2015.

STEFANIE KRUT