CALL TO ORDER

- ADOPTION OF MINUTES September 8, 2016
- VICE PRESIDENT’S REPORT

ACTION ITEMS

- Resolution
  Authorizing the President of the NYC Health + Hospitals (the “Health care system”) to execute a revocable five year license agreement with New York University School of Medicine (the “Licensee” or “NYUSoM”) for its continued use and occupancy of 9,500 square feet of space at NYC Health + Hospitals/Bellevue (the “Facility”) for the NYU-HHC Clinical Translational Science Institute (“CTSI”) with the occupancy fee waived.

  Vendex: Pending.

- Resolution
  Authorizing the President of NYC Health + Hospitals to approve a Capital Project for an amount not-to-exceed $9,237,739 for the planning, pre-construction, design, construction, procurement, construction management and project management services necessary for the Installation of a 1.6 megawatt (MW) Micro-turbine Cogeneration (CHP) System (the “Project”) at NYC Health + Hospitals / Kings County (the “Facility”).

- Resolution
  Authorizing the New York City Health and Hospitals Corporation (“NYC Health + Hospitals” or the “System”) to execute an agreement with Manatt Health, a division of Manatt, Phelps & Phillips LLP (“Manatt”) to: build upon and modify the preparation of legislative initiatives for a Medicaid waiver and an adjustment of DSH cuts in anticipation of a change of administration in Washington; build on prior planning to create safety net ACOs with the goal of obtaining firm agreements from the voluntary hospitals to participate and to request funding from governmental sources; advance data analysis previously initiated to prepare recommendations for ambulatory, post-acute and acute care service delivery structural adjustments reflecting a shift from acute to post-acute and ambulatory care with greater integration among these service lines; and to provide further and more robust support to the Commission and the System’s Office of Transformation at cost not to exceed $3,100,000 for work performed and to be performed during the period July 1, 2016 through January 31, 2017.

  Vendex: Pending

OLD BUSINESS

NEW BUSINESS

ADJOURNMENT
MINUTES

Capital Committee

Meeting Date: September 8, 2016
Time: 12:00 P.M.
Location: Board Room

Board of Directors:
Members of the Capital Committee
Lilliam Barrios-Paoli, PhD, Chairman of the Board
Josephine Bolus, RN, NP, BC
Mark Page
Ramanathan Raju, MD, President

HHC Staff:
Nathalie Abejero – Assistant Director, Corporate Planning
Jawwad Ahmad – Director, Office of Facilities Development
Paul Albertson – Vice President, Supply Chain
Jeremy Berman – Deputy General Counsel, Office of Legal Affairs
Colicia Hercules – Chief of Staff, Office of the Chairman
Louis Iglhaut – Assistant Vice President, Office of Facilities Development
Mahendranath Indar – Senior Director, Office of Facilities Development
John Jurenko – Senior Assistant Vice President, Intergovernmental Relations
Patricia Lockhart – Secretary to the Corporation, Office of the Chairman
Denise Lyman – Director, Office of Facilities Development
Ana Marengo – Senior Vice President, Communications and Marketing
Randall Mark – Chief of Staff, Office of the President
Antonio Martin – Executive Vice President,
Salvatore Russo – General Counsel, Legal Affairs
Cyril Toussaint – Director, Office of Facilities Development
Roslyn Weinstein – Vice President, President’s Office
Dion Wilson – Director of Real Estate, Office of Legal Affairs
Elizabeth Youngbar – Assistant Director, Office of Facilities Development
Michael Zaaccagnino – Chief Administrative Officer, Office of the President
Frank Zanghi – Manager, Internal Audits

Other Attendees:
Justine DeGeorge – Office of the State Comptroller
Seth Diamond – Chief Operating Officer, MetroPlus Health Plan, Inc.
Martin Dunn – President, Dunn Development Corporation
Arnold Saperstein – President, MetroPlus Health Plan, Inc.
Gail Smith – MetroPlus Health Plan, Inc.
Shaylee Wheeler – NYC Office of Management and Budget
Jonathan Weiner – NYC Department of Investigation, NYC H +H Office of the Inspector General
Andrew Weiss – NYC Department of Investigation, NYC H +H Office of the Inspector General
Christine Yoon – Project Manager, Dunn Development Corporation
CALL TO ORDER

The meeting was called to order by Lilliam Barrios-Paoli, PhD, Chairman, Board of Directors, at 12:22 P.M.

On motion, the Committee voted to adopt the minutes of the July 7, 2016, Capital Committee meeting.

ACTION ITEMS

- Authorizing the New York City Health and Hospitals Corporation (the “NYC Health + Hospitals”) to execute a sub-sublease with Emblem Health for a term of approximately seven years and six months for approximately 37,459 square feet of space on the 9th floor at 1 Metrotech Center, Borough of Brooklyn, to house MetroPlus’ call center and associated functions at an initial rent of $26 per square foot, or $568,128 for the first year of the term after factoring five months of free rent, and with the rent escalating for the balance of the term at a rate of 2.5% per year for a total base rent for the lease term of approximately $7,620,309 plus a total of $710,164 for electricity over the term for a total cost of $8,330,473.

Arnold Saperstein, MD, President, MetroPlus Health Plan, Inc., read the resolution into the record. Mr. Saperstein was joined by Seth Diamond, Chief Operating Officer, MetroPlus Health Plan, Inc.

Mr. Saperstein noted that MetroPlus had exceeded their space capacity over the past year. The organization had since begun occupying offices and cubicles with multiple individuals, and had turned conference space into office space in an effort to accommodate staff. He explained that newly developed programs required additional staff, but at present there was nowhere to house them and so hiring was being delayed until office space was identified. There were over 100 vacancies, including call center staff, for which an appropriate work location was needed. Space identified at MetroTech would accommodate the entire call center staff, who were currently operating in separate areas within 160 Water Street.

Mr. Saperstein explained that the sublease at MetroTech, for space leased by JP Morgan Chase to Emblem Health, would be for a seven and one half year term, including five free months of rent, at a reasonable rate negotiated by Legal Affairs.

Dr. Barrios-Paoli asked how many staff would be moving. Mr. Saperstein said they were hoping to relocate up to 274 people to MetroTech.

Dr. Barrios-Paoli asked how much work would need to be completed for the space to be functional. Mr. Saperstein said, virtually none. The space previously housed a call center and so wiring was complete and furniture was in place. It was fully outfitted for their needs.

Dr. Barrios-Paoli asked what would happen at the end of the term and whether there would be an option to extend. Mr. Saperstein said that the lease termination would align with leases at 33 Maiden Lane and 160 Water Street, so it was possible that a lot of relocating would be happening within the organization. Dr. Barrios-Paoli recommended groups start thinking about that sooner rather than later. Mr. Saperstein agreed.
Mr. Saperstein noted that this lease would be brought before the MetroPlus Board of Directors in the coming week, prior to the NYC Health + Hospitals full Board of Directors meeting.

There being no questions or comments, the Committee Chair offered the matter for a Committee vote.

On motion by the Chair, the Committee approved the resolution for the full Board’s consideration.

- **Authorizing the New York City Health and Hospitals Corporation (the “NYC Health + Hospitals”) to execute a sub-sublease with the New York State Shipping Association, Inc. – International Long Shoremen’s Association Pension Trust Fund for a term of approximately four years and eight months for approximately 16,899 square feet of space on the 16th floor at 77 Water Street, Borough of Manhattan, to house the Office of the Inspector General (“H+HOIG”) at an initial rent of $45 per square foot, or $570,342 for the first year of the term after factoring three months of free rent, and with the rent escalating for the balance of the term at a rate of 2% per year for a total base rent for the lease term of approximately $3,492,944 plus a total of $216,869 for electricity over the term for a total cost of $3,709,813.**

Jonathan Weiner, Office of the Inspector General, read the resolution into the record. Mr. Weiner was joined by Andrew Weiss, Office of the Inspector General.

Mr. Weiner explained that the Office of the Inspector General was operating with approximately 25 staff but at full capacity, as they expanded, were anticipating operating with 75. Their limited office space was preventing them from filling of vacancies. He noted that although the new space would not add significant square footage, the layout would allow for much better use of space.

Dr. Barrios-Paoli asked if the space was near their current location. Mr. Weiner said yes. He explained that the entire workforce would move, vacating their existing office space. Ramanathan Raju, MD, President, New York City Health + Hospitals, noted that he was aware that the workforce would be expanding in numbers and so it was expected and reasonable that they would require space to accommodate them, and he supported it.

There being no further questions or comments, the Committee Chair offered the matter for a Committee vote.

On motion by the Chair, the Committee approved the resolution for the full Board’s consideration.

- **Authorizing the New York City Health and Hospitals Corporation (the “NYC Health + Hospitals”) to increase the aggregate not-to-exceed threshold established for the Construction Management services contract pool, including the following firms: Gilbane Building Company; HAKS; Hunter Roberts Construction Group; Jacobs Engineering; LiRo Program and Construction Management; and, TDX Construction Corporation (the “CMs”), by $6.5 million, from $8.5 million to $15 million, to provide professional construction management services on an as-needed basis at various facilities throughout the system.**
Louis Iglhaut, Assistant Vice President, Office of Facilities Development, read the resolution into the record.

Mr. Iglhaut advised that the spending cap for the Construction Management pool of contracts had been reached, and although the procurement process for new contracts was underway, they would not be in place until the end of the year. In the meantime, there was ongoing work being performed under the existing contracts, and that work should not be stopped. Work related to the Mayor’s Primary Care initiative, infrastructure work supporting the EPIC rollout, and construction at 155 Vanderbilt Avenue were all in need of continued services under the existing contracts.

Ms. Weinstein noted that the Request for Proposals, for the new contracts, had been delayed as the organization finalized the Project Labor Agreement (PLA), which was now in place. That meant that the not-to-exceed cap had been extended passed its anticipated term of three years. She explained that the new pool of contracts would be operating under the terms of the new PLA and therefore work begun under the current contracts would need to continue.

Josephine Bolus, RN, asked how long the term of the initial contracts was. Mr. Iglhaut said the initial term is typically three years but these contracts had been extended passed that term while awaiting execution of the PLA.

Mrs. Bolus asked if there were firms that had not been paid while they awaited this increase in contract funds. Ms. Weinstein said no, everyone has been paid. Jeremy Berman, Deputy Counsel, Legal Affairs, added that we had not yet exceeded the threshold, but were close and that was why the increase was necessary.

There being no further questions or comments, the Committee Chair offered the matter for a Committee vote.

On motion by the Chair, the Committee approved the resolution for the full Board’s consideration.

- **Authorizing the New York City Health and Hospitals Corporation (the “NYC Health + Hospitals”) to increase the aggregate not-to-exceed threshold established for the Life Safety services contract pool, including the following firms: Code Consultants Professional Engineers; Hughes Associate Fire & Safety Engineers of New York, PC; Safety Management Services; and TSIG Consulting, Inc., (the “Consultant Pool”), by $3.5 million, from $1 million to $4.5 million, to provide professional Life Safety services on an as-needed basis at various facilities throughout the system.**

Louis Iglhaut, Assistant Vice President, Office of Facilities Development, read the resolution into the record.

Mr. Iglhaut explained that Life Safety consultants assisted in preparation for Joint Commission surveys, regulatory inspections, and responses to regulatory inspections, and monitoring of the physical environment of the hospitals. He noted that the contracts were originally approved by the Contract Review Committee (CRC) in May 2015 with a $1 million not-to-exceed threshold. That threshold was below the $3 million requirement to present to the Capital Committee, and so they had not been before the Committee
before. He added that it was known at the time of approval that an increase would likely be needed, however that dollar amount could not be accurately estimated until the first year of contract activity could be monitored.

Mr. Iglhaut advised that services previously contracted by individual facilities were now being managed through these central office contracts, and so those previously spent dollars had also been factored in to reach the new aggregate total.

Dr. Barrios-Paoli asked what types of services were provided. Mr. Iglhaut said that life safety features were most commonly associated with the infrastructure of the hospitals; fire alarms, dampers, doors, egress corridors, fire pumps, and documentation of these items, which was mandatory for regulatory and compliance surveys.

Mrs. Bolus said she would appreciate if these types of items were approved by the Finance Department. Mr. Iglhaut said that a budget authorization form had been signed-off by Finance.

Ms. Weinstein added that the Gotham/Primary Care sites were now monitored under these contracts as well, and that increased scope had also contributed for the increased not-to-exceed threshold. Mr. Berman noted that these were now centralized contracts.

There being no further questions or comments, the Committee Chair offered the matter for a Committee vote.

On motion by the Chair, the Committee approved the resolution for the full Board’s consideration.

- Authorizing the New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) to execute a 99 year sublease (including tenant renewal options) with T Building Housing Development Fund Company, Inc. a to-be-formed single purpose as entity of which NYC Partnership Housing Development Fund Company, Inc. is the sole member as nominee for T Building LLC, a to-be-formed single purpose limited liability company, the managing member of which will be T Building Managers LLC a to be formed single purpose entity of which Dunn Development Corp. will be the sole member (“Tenant”), to rent a parcel of approximately 167,000 square feet including the existing 10 story “T Building” of approximately 238,000 gross square feet on the campus of Queens Hospital Center Jamaica, Queens, New York (the “Facility”) together approximately 129,000 square feet of surrounding land to be used for approximately 103 parking spaces for the building along with other uses. The building is to be renovated to create approximately 206 residential units including approximately 75 supportive housing units for single adults who are appropriate for independent living in the community and whose income is less than 60% of the Area Median Income (“AMI”); approximately 79 affordable units for households earning less than 60% of AMI; and approximately 51 moderate/middle income housing units for households earning less than 100% of AMI with 8,000 square feet to be provided for a community facility use; provided that, in lieu of rent to NYC Health + Hospitals, approximately 12,000 gross square feet will be retained by NYC Health + Hospitals at no charge other than for utilities and maintenance for the Facility’s non-direct medical care uses.

John Jurenko, Senior Assistant Vice President, Intergovernmental Relations, read the resolution into the record.
Mr. Jureko shared a presentation outlining the project. He noted that the Public Hearing, held the previous evening, had concluded with general consensus in support of the project.

Dr. Barrios-Paoli said she heard the Public Hearing was quite contentious. Dr. Raju thanked Mr. Jurenko for his work on the project, to date. He said that some community members had concerns, which they were able to address at the Public Hearing, with regards to the project. He noted that it was respectful and orderly and his Senior Staff, including Antonio Martin and Salvatore Russo were greatly appreciated.

Mrs. Bolus said that one concern from the neighborhood was that the site would be home to a large homeless population and would bring down property values. She said, that was a risk one takes when purchasing property, and it was also a misconception that the majority population at the site would be homeless. She said she wanted the community to be happy but there was a clear need for the type of development being proposed and it was the right thing to do.

Dr. Raju said the organization needed to be a positive member of the community. He had heard complaints about the effect the facility had on the community with regards to garbage and parking issues. Those were valid concerns and needed to be monitored and addressed.

Dr. Barrios-Paoli said she felt it was important that throughout the project there was continued outreach to the community. Mr. Jurenko explained that for the past two years there had been an open door policy with regards to the project and the community was welcome to voice their concerns. He explained that as the project had developed, there had been varying iterations of what the final scope and services would be, which contributed to misinformation out there. He said that communication helped clarify concerns related to those misconceptions and he was in favor of keeping communication flowing.

Mr. Jurenko noted that CAMBA would be providing services at the site, and there would be 12,000 square feet of space for Queens Hospitals Center administrative functions, as well as an 8,000 square-foot community space available to Health + Hospitals.

Mr. Jurenko showed renderings of the exterior of the building and outlined the Area Median Income (AMI) Breakdown. He noted that the community had requested that ranges be established on the median income of the area, and not a lower range.

Mrs. Bolus noted that data was from the 2012 census and asked if there was more current information. Mr. Jurenko said he did not have that information.

Mrs. Bolus asked if the units would be filled by lottery. Mr. Jurenko said yes, and there would be a portion of units set aside for preferences. Mr. Berman noted that litigation regarding preferences would not necessarily undermine preferences allowed prior to any ruling.

Dr. Raju again thanked Mr. Jurenko, Mr. Russo, Mr. Berman and Mr. Martin for their work.

There being no further questions or comments, the Committee Chair offered the matter for a Committee vote.

On motion by the Chair, the Committee approved the resolution for the full Board’s consideration.
There being no further business, the meeting was adjourned at 1:01 P.M.
LICENSE AGREEMENT

NEW YORK UNIVERSITY SCHOOL OF MEDICINE

NYU-HHC CLINICAL TRANSLATIONAL SCIENCE INSTITUTE (CTSI)

BELLEVUE HOSPITAL CENTER
RESOLUTION

Authorizing the President of the NYC Health + Hospitals (the “Health care system”) to execute a revocable five year license agreement with New York University School of Medicine (the “Licensee” or “NYUSoM”) for its continued use and occupancy of 9,500 square feet of space at NYC Health + Hospitals/Bellevue (the “Facility”) for the NYU-HHC Clinical Translational Science Institute (“CTSI”) with the occupancy fee waived.

WHEREAS, in June 2011 the Board of Directors of the Corporation authorized the President to enter into a license agreement with the Licensee, and the Facility desires to allow the Licensee continued use and occupancy of space in the C&D Building; and

WHEREAS, the Licensee, a not-for-profit medical school, in its role as Bellevue’s academic affiliate, provides health care services that include diagnosis and patient treatment, student education, post-graduate training with other health care professionals, and medically related research; and

WHEREAS, NYUSoM, is a recognized a leader in education and research in medicine, dentistry, nursing, applied mathematics and social work, seeks to continue its partnership with the Corporation through the NYU-HHC CTSI; and

WHEREAS, the grant-funded NYU-HHC CTSI has fostered enhanced collaboration of research and clinical teams with a mutual goal of bringing the findings of medical research directly to bear on the quality and delivery of patient care.

NOW, THEREFORE, be it

RESOLVED, that the President of NYC Health + Hospitals (the “Corporation”) be and hereby is authorized to execute a five year revocable license agreement with New York University School of Medicine, (the “Licensee” or “NYUSoM”) for its continued use and occupancy of 9,500 square feet of space at NYC Health + Hospitals/Bellevue (the “Facility”) to house the NYU-HHC Clinical Translational Science Institute (“CTSI”) with the occupancy fee waived.
EXECUTIVE SUMMARY

LICENSE AGREEMENT
NEW YORK UNIVERSITY SCHOOL OF MEDICINE

The President of NYC Health + Hospitals seeks authorization of the Board of Directors of the Corporation to execute a revocable license agreement with New York University School of Medicine ("NYUSoM") for its continued use and occupancy of space at NYC Health + Hospitals/Bellevue ("Bellevue") to house the NYU-HHC Clinical Translational Science Institute ("CTSI").

NYUSoM, a not-for-profit medical school, in its role as Bellevue’s academic affiliate, provides health care services including: the diagnosis and treatment of patients; education to students and postgraduate trainees and other health care professionals; and medically related research. The Health Care System and NYUSoM, a leader in education and research in medicine, dentistry, nursing, applied mathematics and social work, will continue their partnership through the NYU-HHC CTSI. The grant-funded NYU-HHC CTSI has fostered enhanced collaboration of research and clinical teams with the mutual goal of bringing the findings of medical research directly to bear on the quality and delivery of patient care.

The NYU-HHC Clinical and Translational Science Institute has the following specific aims:

- Increase collaboration among clinical, translational and basic scientists across the NYUSoM and HHC organizations to better determine the relevance and applicability of scientific advances to clinical problems;

- Provide leadership and resources to support innovative science and the rapid and safe application of scientific discoveries to the community;

- Establish an administrative structure to facilitate the participation of HHC in medical research projects undertaken by, or in partnership with, NYUSoM;

- Support the education, training and development of researchers needed to bring scientific advances to the public; and

- Strengthen the ties between researchers and the community to allow more rapid identification of health problems and the application of evidence-based medicine to reduce healthcare outcome disparities.

The CTSI program hours of operation are 8:00 a.m. to 8:00 p.m., Monday through Friday. The program provides patients with access to cutting-edge studies and interventions, with protocols ranging in scope from simple blood draw, to surveys and 12-hour Pharmacokinetics (PK, the study of how drugs interact) studies. The program accommodates Adult and Pediatric Studies, and conducts research in AIDS/HIV, Pulmonary Disease, Cardiology, Endocrinology, Obesity, Hypertension and Mental Health.

NYUSoM will have the continued use and occupancy of a total of approximately 9,500 square feet of space located on the 4th floor of the C&D Building (the “Licensed Space”). In consideration of the benefits to the Health Care System of the CTSI program, the occupancy fee will be waived. In 2013, NYUSoM renovated the space to accommodate patient exam rooms, infusion suites, a satellite pharmacy and administrative offices. The Facility shall provide utilities, garbage collection, building security, structural and non-structural repairs and maintenance to the Licensed Space.
NYUSoM will indemnify and hold harmless the Corporation and the City of New York from any and all claims arising out of the use of the Licensed Space and will also provide appropriate insurance naming the Corporation and the City of New York as additional insured parties.

The license agreement shall not exceed five (5) years without further authorization from the Board of Directors of the Corporation and shall be revocable by either party upon sixty (60) days notice.

Since 2011, the NYU-H+H Clinical Translational Science Institute (CTSI) has occupied approximately 9,500 square feet on the 4th Floor of Bellevue’s C&D Building, which is used for the Clinical Research Center. Before taking up occupancy, NYU performed a $7 million dollar renovation on the space. The purpose of the CTSI is to support multidisciplinary, team-based research that transforms health care and improves community health through new diagnostic techniques, new therapies, advances in clinical practice and new community-based interventions or population health initiatives.

NYU also provides funding to support staff, as well as supplies and facilities costs through an annual SubAward Agreement with Health + Hospitals. Between 2009 and 2015, NYU provided a total of $1,689,535 through the annual Subaward Agreements for staffing, supplies, and facilities and administrative costs. In addition to the annual Subaward Agreements, NYU also pays approximately $1.1 million dollars annually to staff the CTSI. This funding supports 9.2 FTEs. Moving forward, NYU has committed to continuing to award Health + Hospitals with $400,000 annually through Subaward Agreements. The FY 16 budget includes $266,112 in funding for 3 positions, as well as $14,747 for pilots and $119,141 for facilities and administration costs.

<table>
<thead>
<tr>
<th></th>
<th>Year 1</th>
<th>Year 2</th>
<th>Year 3</th>
<th>Year 4</th>
<th>Year 5</th>
<th>TOTAL</th>
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<td>$ 23,750.00</td>
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<td><strong>$ 360,786.11</strong></td>
<td><strong>$ 367,681.52</strong></td>
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<td><strong>NYU SubAward Grants</strong></td>
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<td><strong>$ 400,000.00</strong></td>
<td><strong>$ 400,000.00</strong></td>
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<td><strong>$ 400,000.00</strong></td>
<td><strong>$ 2,000,000.00</strong></td>
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Dollars not received by Bellevue

Dollars provided to Bellevue through NYU grant
NYU-HHC Clinical Translational Science Institute (CTSI)

**Patient Benefits:**

The presence of the Clinical Research Center in Bellevue provides Health + Hospitals patients with access to cutting-edge studies and interventions. 1025 Bellevue patients were seen in the CTSI between January 1, 2015 and June 30, 2016, averaging 57 patients per month. The following chart reflects the number of visits that Bellevue patients had in the CTSI since 2012.

<table>
<thead>
<tr>
<th>Year</th>
<th>Total # CRC Visits (BHC, Tisch and others)</th>
<th># Visits Bellevue Patients</th>
<th>% of visits Bellevue patients</th>
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<tr>
<td>2012</td>
<td>2391</td>
<td>1217</td>
<td>51%</td>
</tr>
<tr>
<td>2013</td>
<td>1438</td>
<td>828</td>
<td>58%</td>
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<tr>
<td>2014</td>
<td>1987</td>
<td>1359</td>
<td>68%</td>
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<tr>
<td>2015*</td>
<td>2280</td>
<td>1099</td>
<td>48%</td>
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<tr>
<td>2016 (Jan-Aug)*</td>
<td>2112</td>
<td>953</td>
<td>45%</td>
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* Between January 1, 2015 and June 30, 2016, 1025 Bellevue patients were seen in the CTSI

**Research and Staff Funding:**

On a practical level, the CTSI provides funding and research opportunities for Health + Hospital providers. Since 2011, NYU and Health + Hospitals have collaborated on nearly 120 research studies through the CTSI. NYU has awarded 14 pilot grants to Health + Hospitals providers (7 Bellevue providers, 3 Lincoln providers, 3 King’s County providers, and 1 at HHC Central), amounting to over one million dollars.
CAPITAL PROJECT APPROVAL

MICRO-TURBINE COGENERATION PLANT SYSTEM

NYC HEALTH + HOSPITALS / KINGS COUNTY
RESOLUTION

Authorizing the President of NYC Health + Hospitals to approve a Capital Project for an amount not-to-exceed $9,237,739 for the planning, pre-construction, design, construction, procurement, construction management and project management services necessary for the Installation of a 1.6 megawatt (MW) Micro-turbine Cogeneration (CHP) System (the “Project”) at NYC Health + Hospitals / Kings County (the “Facility”).

WHEREAS, in December 2014, the New York State Public Service Commission (PSC) issued an order approving Consolidated Edison Company of New York Inc.’s (Con Edison) Brooklyn-Queens Demand Management (BQDM) Program to address overload of the Brownsville substation throughout the peak load season from June through September; and

WHEREAS, the Facility is located in Crown Heights neighborhood identified by the Con Edison and one of the three neighborhoods within BQDM zone that has an increase growth for power needs; and

WHEREAS, the New York State Public Service Commission (PSC) designated the New York State Energy Research and Development Authority (NYSERDA) as the administrator of funding for energy efficiency and load management programs; and

WHEREAS, a partnership between Con Edison and NYSERDA aims to reduce electric demand in parts of Brooklyn and Queens by encouraging the development of Combined Heat and Power projects within the BQDM zone; and

WHEREAS, RSP Systems was selected from NYSERDA’s list of pre-qualified vendors to undertake this project at the Facility; and

WHEREAS, NYSERDA and Con Edison have awarded $1,500,000 each, as a financial incentive for the installation of the grid-connected CHP system; and

WHEREAS, Department of Citywide Administrative Services (“DCAS”) has deemed this project eligible for funding under the New York City Clean Energy Program and has allocated $5,737,739 in the PlaNYC capital budget; and

WHEREAS, this project will produce annually over 12.8 million kilowatt hours (kwh) of electricity and provide more than 500,000 therms of usable waste heat to the Facility; and

WHEREAS, the project will derive total annual cost savings to the Facility estimated at $900,000; and

WHEREAS, the Operating and Maintenance (O&M) cost associated with this CHP system is fixed at $345,270 annually for nine years; and

WHEREAS, the revision of Operating Procedure 100-5 requires that construction projects with budgets of $3 million or more shall receive approval of the Board of Directors through Capital Committee; and
WHEREAS, the proposed total project budget, inclusive of all contingencies, is estimated to be $9,237,739; and

WHEREAS, the overall management of the construction contract will be under the direction of the Facility's Executive Director and Assistant Vice President - Facilities Development.

NOW THEREFORE, be it

RESOLVED, the President of NYC Health + Hospitals to approve a Capital Project for an amount not-to-exceed $9,237,739 for the planning, pre-construction, design, construction, procurement, construction management and project management services necessary for the Installation of a 1.6 megawatt (MW) Micro-turbine Cogeneration System (the "Project") at NYC Health + Hospitals / Kings County (the "Facility").
EXECUTIVE SUMMARY

INSTALLATION OF 1.6 MEGAWATT (MW) COGENERATION (CHP) SYSTEM AT
NYC HEALTH + HOSPITALS/KINGS COUNTY

OVERVIEW: NYC Health + Hospitals is seeking to install a 1.6 MW micro-turbine CHP system at NYC Health + Hospitals/Kings County.

NEED: To meet the growing demand of power needs in the Richmond Hill, Ridgewood and Crown Heights neighborhoods (Brooklyn-Queens neighborhood), Consolidated Edison Company of New York Inc. (Con Edison) would have to invest approximately $1 billion in a new substation. Instead, Con Edison is planning to invest $200 million in “customer side” and “utility side load management programs in order to shed 52 MW of electric load from specific areas by 2018. Con Edison’s consumer side load program includes investments in both thermal and battery storage, demand response, solar photovoltaic, fuel cell, cogeneration and energy efficiency projects. The facility is located in the Crown Heights neighborhood. The facility’s peak load in the summer months reaches the level of 8.3 MW.

The proposed system to be installed is a micro-turbine CHP, with a total capacity of 1.6 MW and ability to expand to 2.0 MW in a future project. The system will supply heat to four (4) separate heat loads near the main plant:

- The 5,000 gallon condensate tank which receives condensate from throughout the campus and supplies it to the heating system;
- The domestic hot water system for Buildings “D”;
- The two hot water reheat coil heat exchangers will also serve two independent locations in Building “D”; and
- Reheat loops for Buildings “D” and “S”.

Electricity will be provided to two (2) of several Con Edison services at the facility via a new disconnect on the distribution panel for each service.

SCOPE: The scope of work to install 1.6 MW CHP system includes:

- Electrical and mechanical piping trench work across the parking lot.
- Micro-turbines CHP installation and fencing of site to ensure units are secured.
- Installation of mechanical and electrical connections.
- Start up and commissioning activities.

CONSTRUCTION: RSP Systems was selected from NYSERDA’s list of pre-qualified vendors to undertake this project at the Facility. New York Power Authority (NYPA) will manage the construction/installation of this project.

COSTS: $9,237,739
SAVINGS: Greenhouse Gas (GHG) Emission Reductions: 3,259 metric tons

Total Annual Estimated Savings: $900,000

FINANCING: NYSERDA Grant - $1,500,000 (no cost); Con Edison Grant - $1,500,000 (no cost); PlaNYC Capital - $5,737,739 (no cost); and H+H Debt Financing - $500,000.

SCHEDULE: This project is scheduled for completion by May 2017.
Capital Committee
Installation of 1.6 Megawatt (MW) Cogeneration System
at
NYC Health + Hospitals/Kings County

Date: October 13, 2016
Time: 11:00 a.m.
Location: 125 Worth Street, 5th Floor Board Room
New York, NY 10013
Brooklyn-Queens Demand Management (BQDM) Program

BQDM Program:

- Increasing demand for electrical power in three networks in Brooklyn-Queens would require $1 billion in capital upgrades by Con Edison.

- Instead, Con Edison is planning to apply $200 million towards incentive programs to defer capital upgrades:

- NYC Health + Hospitals/Kings County has been identified as one of the largest electrical consumers in the BQDM neighborhoods.

- NYC Health + Hospitals successfully applied for grant funding to install a cogeneration system/plant at Kings County to alleviate electrical demand in the BQDM neighborhoods.
What is Cogeneration?

- Cogeneration, also known as Combined Heat and Power (CHP), is the simultaneous production of electricity and heat from a single fuel source – such as Natural Gas.

- A CHP System/Plant:
  - Generates electricity on site;
  - Captures the waste heat; and
  - Converts the waste heat into usable energy, thus enhancing the existing boilers and chillers for heating and cooling, domestic hot water, steam or sterilization.
Advantages to Hospitals using a Combined Heat and Power (CHP) System

- CHP Systems enable Hospitals to:
  - Reduce energy cost;
  - Improve environmental performance and
  - Increase energy reliability.
Image of 1.0 MW Micro-Turbine Cogeneration System
### 1.6 MW CHP System: - Kings County
#### Project Economics

<table>
<thead>
<tr>
<th>CHP Project Economics</th>
<th>Units</th>
<th>Value</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>CHP Technology Type</strong></td>
<td></td>
<td>Micro-Turbine</td>
</tr>
<tr>
<td><strong>CHP System Size</strong></td>
<td>Megawatt (MW)</td>
<td>1.6</td>
</tr>
<tr>
<td><strong>CHP Electric Capacity</strong></td>
<td>Kilowatt (KW)</td>
<td>1,600.0</td>
</tr>
<tr>
<td><strong>CHP Annual Hours of Operations</strong></td>
<td>Hours</td>
<td>8,585.0</td>
</tr>
<tr>
<td><strong>CHP Economic Life</strong></td>
<td>Years</td>
<td>30.0</td>
</tr>
<tr>
<td><strong>Project Construction Period</strong></td>
<td>Months</td>
<td>7.0</td>
</tr>
<tr>
<td><strong>CHP Annual Electric Output</strong></td>
<td>Kilowatt- Hours/Year (Kwh/yr)</td>
<td>12,824,845.0</td>
</tr>
<tr>
<td><strong>CHP Annual Natural Gas Consumption</strong></td>
<td>Therms</td>
<td>1,440,090.0</td>
</tr>
<tr>
<td><strong>CHP Useable Waste Heat</strong></td>
<td>Therms</td>
<td>513,380.0</td>
</tr>
<tr>
<td><strong>CHP Capital Cost</strong></td>
<td>$</td>
<td>9,237,739.0</td>
</tr>
<tr>
<td><strong>CHP Grant Funds</strong></td>
<td>$</td>
<td>8,737,739.0</td>
</tr>
<tr>
<td><strong>CHP Annual O&amp;M Costs(^1)</strong></td>
<td>$</td>
<td>345,270.0</td>
</tr>
<tr>
<td><strong>Project Savings Over 10 Years</strong></td>
<td>$</td>
<td>10,094,458.0</td>
</tr>
<tr>
<td><strong>Annual Greenhouse Gas (GHG) Emission Reductions</strong></td>
<td>Metric Tons</td>
<td>3,259.0</td>
</tr>
</tbody>
</table>

1: O&M Cost is fixed at $345,270 Per Year for Nine (9) Years
Major Benefits for Having Combined Heat and Power (CHP) System at NYC Health + Hospitals / Kings County

- Reduce Operating Expenses
- Predictable Annual Costs
- Energy Reliability
- Mitigate Electric Capacity Issues
- Extend Lifespan of Boilers
- Improve Environmental Performance
# 1.6 MW CHP System: Cash Flow Analysis

<table>
<thead>
<tr>
<th>YEAR</th>
<th>0</th>
<th>1</th>
<th>2</th>
<th>3</th>
<th>4</th>
<th>5</th>
<th>6</th>
<th>7</th>
<th>8</th>
<th>9</th>
<th>10</th>
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</thead>
<tbody>
<tr>
<td>A Total Electricity Generated (KWh)</td>
<td>12,824,845</td>
<td>12,824,845</td>
<td>12,824,845</td>
<td>12,824,845</td>
<td>12,824,845</td>
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<td>12,824,845</td>
<td>12,824,845</td>
<td>12,824,845</td>
</tr>
<tr>
<td>B Electricity Rate ($/KWh)</td>
<td>$0.120</td>
<td>$0.132</td>
<td>$0.138</td>
<td>$0.144</td>
<td>$0.150</td>
<td>$0.156</td>
<td>$0.156</td>
<td>$0.156</td>
<td>$0.156</td>
<td>$0.156</td>
<td>$0.156</td>
</tr>
<tr>
<td>C Total Value of KWh Produced (A*B)</td>
<td>$1,538,981</td>
<td>$1,692,880</td>
<td>$1,769,829</td>
<td>$1,846,778</td>
<td>$1,923,727</td>
<td>$2,000,676</td>
<td>$2,000,676</td>
<td>$2,000,676</td>
<td>$2,000,676</td>
<td>$2,000,676</td>
<td>$2,000,676</td>
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<tr>
<td>D Avoided Demand (KW) Charges Earned</td>
<td>$134,842</td>
<td>$134,842</td>
<td>$134,842</td>
<td>$134,842</td>
<td>$134,842</td>
<td>$134,842</td>
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<td>$134,842</td>
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<tr>
<td>Total Value of Electricity Produced (C+D)</td>
<td>$1,673,823</td>
<td>$1,827,722</td>
<td>$1,904,671</td>
<td>$1,981,620</td>
<td>$2,058,569</td>
<td>$2,135,518</td>
<td>$2,135,518</td>
<td>$2,135,518</td>
<td>$2,135,518</td>
<td>$2,135,518</td>
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<tr>
<td>F Annual Gas Consumption (Therms)</td>
<td>1,440,090</td>
<td>1,440,090</td>
<td>1,440,090</td>
<td>1,440,090</td>
<td>1,440,090</td>
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<td>1,440,090</td>
<td>1,440,090</td>
<td>1,440,090</td>
</tr>
<tr>
<td>G Natural Gas Rate ($/Therm)</td>
<td>$0.55</td>
<td>$0.61</td>
<td>$0.66</td>
<td>$0.69</td>
<td>$0.72</td>
<td>$0.74</td>
<td>$0.74</td>
<td>$0.74</td>
<td>$0.74</td>
<td>$0.74</td>
<td>$0.74</td>
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<tr>
<td>H Total Cost of Natural Gas Used (F*G)</td>
<td>-$792,050</td>
<td>-$871,254</td>
<td>-$950,459</td>
<td>-$990,062</td>
<td>-$1,029,664</td>
<td>-$1,069,267</td>
<td>-$1,069,267</td>
<td>-$1,069,267</td>
<td>-$1,069,267</td>
<td>-$1,069,267</td>
<td>-$1,069,267</td>
</tr>
<tr>
<td>I Subtotal: Positive Cash Flow Excluding Value of Heat Recovered (E+H)</td>
<td>$881,774</td>
<td>$956,467</td>
<td>$954,211</td>
<td>$991,558</td>
<td>$1,028,904</td>
<td>$1,066,251</td>
<td>$1,066,251</td>
<td>$1,066,251</td>
<td>$1,066,251</td>
<td>$1,066,251</td>
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<tr>
<td>K Natural Gas Rate ($/Therm)</td>
<td>$0.55</td>
<td>$0.61</td>
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<td>$0.72</td>
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</tr>
<tr>
<td>L Annual Value of Byproduct Heat Recovered and Used (I*J)</td>
<td>$282,359</td>
<td>$310,595</td>
<td>$338,831</td>
<td>$352,949</td>
<td>$367,067</td>
<td>$381,185</td>
<td>$381,185</td>
<td>$381,185</td>
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<tr>
<td>M Heat Recovered (I+L)</td>
<td>$1,164,133</td>
<td>$1,267,062</td>
<td>$1,293,042</td>
<td>$1,344,507</td>
<td>$1,395,971</td>
<td>$1,447,436</td>
<td>$1,447,436</td>
<td>$1,447,436</td>
<td>$1,447,436</td>
<td>$1,447,436</td>
<td>$1,447,436</td>
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<tr>
<td>Annual Operating &amp; Maintenance Cost N ($0.027/KWh)</td>
<td>$0</td>
<td>-$345,270</td>
<td>-$345,270</td>
<td>-$345,270</td>
<td>-$345,270</td>
<td>-$345,270</td>
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<tr>
<td>O Total Annual Cash Flow From Operations of CHP System (M+N)</td>
<td>$1,164,133</td>
<td>$821,792</td>
<td>$947,772</td>
<td>$999,236</td>
<td>$1,050,701</td>
<td>$1,102,165</td>
<td>$1,102,165</td>
<td>$1,102,165</td>
<td>$1,102,165</td>
<td>$1,102,165</td>
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<tr>
<td>P NYSERDA Grant</td>
<td>$1,500,000</td>
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<td>Q Con Edison Grant</td>
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<tr>
<td>R DCAS - Grant</td>
<td>$5,737,739</td>
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<tr>
<td>S Debt Financing</td>
<td>$500,000</td>
<td>-$50,000</td>
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<td>-$50,000</td>
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<tr>
<td>T Total Project Cost</td>
<td>$9,237,739</td>
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<tr>
<td>U Net Annual Cash Flow From Operations of CHP System (O+S)</td>
<td>$1,114,133</td>
<td>$781,792</td>
<td>$897,772</td>
<td>$949,236</td>
<td>$1,000,701</td>
<td>$1,052,165</td>
<td>$1,052,165</td>
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<td>$1,052,165</td>
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<tr>
<td>Cumulative Positive Cash Flow</td>
<td>$1,114,133</td>
<td>$1,895,924</td>
<td>$2,883,696</td>
<td>$3,832,932</td>
<td>$4,833,633</td>
<td>$5,885,798</td>
<td>$6,937,963</td>
<td>$7,990,128</td>
<td>$9,042,293</td>
<td>$10,094,458</td>
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</tr>
</tbody>
</table>
CONTRACT APPROVAL

MANATT HEALTH
MANATT, PHELPS & PHILLIPS, LLP

NYC HEALTH + HOSPITALS
RESOLUTION

Authorizing the New York City Health and Hospitals Corporation (“NYC Health + Hospitals” or the “System”) to execute an agreement with Manatt Health, a division of Manatt, Phelps & Phillips LLP (“Manatt”) to: build upon and modify the preparation of legislative initiatives for a Medicaid waiver and an adjustment of DSH cuts in anticipation of a change of administration in Washington; build on prior planning to create safety net ACOs with the goal of obtaining firm agreements from the voluntary hospitals to participate and to request funding from governmental sources; advance data analysis previously initiated to prepare recommendations for ambulatory, post-acute and acute care service delivery structural adjustments reflecting a shift from acute to post-acute and ambulatory care with greater integration among these service lines; and to provide further and more robust support to the Commission and the System’s Office of Transformation at cost not to exceed $3,100,000 for work performed and to be performed during the period July 1, 2016 through January 31, 2017.

WHEREAS, the Mayor of the City of New York issued a report in April 2016 titled, “One New York: Health Care for our Neighborhoods; Transforming Health + Hospitals” (the “Report”); and

WHEREAS, the Mayor assembled a Blue Ribbon Commission to recommend actions NYC Health + Hospitals should take to carry forward the goals of the Report; and

WHEREAS, Manatt has unique knowledge of the System due to its extensive work to assist in the preparation of the NYC Health + Hospital’s DSRIP application and its work to assist in the preparation of the Report such any other consultant brought on to do further work to implement the Report would require substantial time to learn the System at additional cost to pay for such study; and

WHEREAS, NYC Health + Hospitals had obtained the approval of its Contract Review Committee to issue a sole source contract to Manatt to provide consulting services commencing June 2016 and expiring September 30, 2016 for the benefit of the Commission and NYC Health + Hospitals with regard to: (i) securing a Medicaid waiver permitting funding of health care services to undocumented immigrants; (ii) obtaining an adjustment of the allocation of cuts to the Medicaid Supplement for Disproportionate Share Hospitals (“DSH”) program; (iii) planning for the establishment of Safety Net Accountable Care Organizations (“ACOs”) with the private hospital organizations in the City; and (iv) performing preliminary analysis to support later planning for a reorganized acute care delivery structure at a cost of $2,895,000; and

WHEREAS, in accordance with its June 2016 contract, Manatt has (i) developed a plan and model for the Medicaid waiver; (ii) formulated a system for redistributing the DSH cuts to reduce their impact on the System; (iii) structured an anti-trust law compliant way to discuss the Safety Net ACO plan and has stimulated substantial interest among the voluntary hospitals in participating in such a project; and (iv) produced an analysis supported by a database it developed to indicate where cost saving efficiencies might be found in the acute care delivery structure; and

WHEREAS, as the System’s transformation efforts have progressed, it quickly became clear that more services would be needed from Manatt that just those in the June contract to: (a) continue preparation of the two legislative initiatives for a Medicaid waiver and an adjustment of DSH cuts in anticipation of a change of administration in Washington; (b) build on the planning for safety net ACOs to obtain firm agreements from the voluntary hospitals to participate and to request funding from governmental sources; (c) continue data analysis initiated under the June contract to prepare recommendations for service delivery structural adjustments not just regarding acute care as in the June contract but also regarding ambulatory and post-acute care so as to reflect a shift from acute to post-acute and ambulatory care with greater integration among these service lines; and (d) provide further and more robust support to the Commission and the System’s Office of Transformation at an additional cost of $3,100,000; and
WHEREAS, the consent of the NYC Health + Hospitals’ Contract Review Committee was obtained enter into the new Manatt agreement as a sole source award; and

WHEREAS, the Senior Vice President leading the NYC Health + Hospitals’ Office of Transformation will be responsible for managing the Manatt contract as it is proposed to be amended.

NOW THEREFORE, be it

RESOLVED, that the New York City Health and Hospitals Corporation is authorized to execute an agreement with Manatt Health, a division of Manatt, Phelps & Phillips LLP (“Manatt”) to: build upon and modify the preparation of legislative initiatives for a Medicaid waiver and an adjustment of DSH cuts in anticipation of a change of administration in Washington; build on prior planning to create safety net ACOs with the goal of obtaining firm agreements from the voluntary hospitals to participate and to request funding from governmental sources; advance data analysis previously initiated to prepare recommendations for ambulatory, post-acute and acute care service delivery structural adjustments reflecting a shift from acute to post-acute and ambulatory care with greater integration among these service lines; and to provide further and more robust support to the Commission and the System’s Office of Transformation at cost not to exceed $3,100,000 for work performed and to be performed during the period July 1, 2016 through January 31, 2017.
EXECUTIVE SUMMARY

PROPOSED AMENDMENT TO MANATT HEALTH CONTRACT
TO EXTEND TERM AND ADD FEES

Overview: NYC Health + Hospitals seeks approval for an agreement with Manatt Health, a division of Manatt, Phelps & Phillips LLP ("Manatt"). The agreement will cover the period July 1, 2016 through January 31, 2017 at a cost not to exceed $3.1M. The proposed contract parallels and follows a prior agreement with Manatt that had a term of four months from June through September 2016 and a cost of $2.895 Million. The proposed new contract will cover work not covered in the prior agreement (analysis of ambulatory and post-acute service lines, and strategic advice and support for the Office of Transformation) and will allow work to continue to build on work produced in the June agreement.

Term: Six months through January 2017.

Need/Program: The scope of the Manatt contract that started this past June, 2016 included the following: (i) securing a Medicaid waiver permitting funding of health care services to undocumented immigrants; (ii) obtaining an adjustment of the allocation of cuts to the Medicaid Supplement for Disproportionate Share Hospitals ("DSH") program; (iii) planning for the establishment of Safety Net Accountable Care Organizations ("ACOs") with the private hospital organizations in the City; and (iv) performing preliminary analysis to support later planning for a reorganized health care delivery structure.

As the System’s transformation efforts have ramped up, staff has been hired and additional consultants brought on board it was quickly determined that more work would be required of Manatt. Accordingly, the proposed contract includes the following elements: (i) continue preparation of the two legislative initiatives for a Medicaid waiver and an adjustment of DSH cuts in anticipation of a change of administration in Washington; (ii) build on the planning for safety net ACOs to obtain firm agreements from the voluntary hospitals to participate and to request funding from governmental sources; (iii) expand data analysis initiated under the June contract to include ambulatory and post-acute care to prepare recommendations for service delivery structural adjustments reflecting a shift from acute to post-acute and ambulatory care with greater integration among these service lines; and (iv) provide further and more robust support to the Commission and the System’s Office of Transformation.

Cost: $3.1M.

Procurement: Both the June contract and the proposed new contract were procured on a sole source basis. In both instances, the proposed procurement was presented to the Contract Review Committee and was approved under the CRC rules. The rationale presented was as follows: During its DSRIP work for NYC Health + Hospitals from September 2014 through 2015 Manatt worked intensively with Dr. Christina Jenkins and her team to assemble the NYC Health + Hospitals DSRIP and in the development of its DSRIP strategy and structure. Because the goal of DSRIP is the fundamental reform of the New York State healthcare delivery system from one that is hospital focused to one that is focused on ambulatory care and from one where individual providers or health systems operate in isolation from, and in competition with, each other to one that promotes collaboration, Manatt’s work involved the core strategic issues that NYC Health + Hospitals’ fiscal crisis presents. Thereafter, Manatt conducted a vigorous, thorough and intensive review of the operations of NYC Health + Hospitals involving thousands of hours of work both by Manatt staff and by employees of...
NYC Health + Hospitals who set their regular work aside to gather information for Manatt, respond to Manatt's inquiries and participate in discussions of operational and strategic matters. That further work led to the preparation of the report issued by the Mayor, "One New York: Health Care for our Neighborhoods; Transforming Health + Hospitals." Now that the System must act on the strategies proposed in the Report, it would be an unconscionable waste of the substantial investment that NYC Health + Hospitals has made in building Manatt's knowledge of NYC Health + Hospitals. Thus, there was no other consultant that could do the planning work that Manatt was tasked to perform under the timeframe of the contract awarded for June, 2016 or the work that is to be done under the proposed amendment to that contract.

Vendex: Pending
EEO: Pending
Capital Committee: Sole Source Procurement of Manatt

Dr. Ross Wilson
Senior Vice President and Chief Transformation Officer
October 13, 2016
## Contracts Summary

<table>
<thead>
<tr>
<th>Contract 1</th>
<th>Contract 2</th>
<th>Contract 3 (proposed)</th>
</tr>
</thead>
<tbody>
<tr>
<td>$2.7M</td>
<td>$2.895M</td>
<td>$3.1M</td>
</tr>
</tbody>
</table>

### Contract 1
- One NY Report

### Contract 2
- 1) IP Clin. Services Restructuring
- 2) Safety Net ACO (2 partners)
- 3) State and Federal Policy (Waiver for Uninsured & DSH re-allocation of cuts)

### Contract 3 (proposed)
- 1) Office of Transformation and Blue Ribbon Commission Support
- 2) Safety Net ACO (2-3 additional partners and implementation plans)
- 3) Ambulatory Care and Long-Term Care Clinical Services Restructuring
- 4) State and Federal Policy (Implementation and ongoing strategic advisory)
## Contracts Summary – Detail

### Contract 1
- Development of vision and decision framework
- Comprehensive NYC market assessment
- Federal and state policy assessment
- H+H operational assets and capabilities assessment
- Detailed financial model
- OneNYC Final Public Report

### Contract 2
- Medicaid Waiver for Uninsured care program concept and vision
- DSH options analyses
- Safety-net ACO concept, vision, and 2 partner engagement
- Safety-net ACO planning process (first 2 partners)
- High-level vision for H+H clinical services restructuring
- Inpatient assessment, options, and vision
- Commission content support
- Financial impact modeling

### Contract 3 (Proposed)
- Ambulatory care assessment, options, and vision
- Long-term care assessment, options and vision
- Commission logistics support

### Completed
- Medicaid Waiver strategy
- DSH concept and strategy
- Safety-net ACO planning (next 2-3 partners)
- Support for Commission & Office of Transformation
- Re clinical services reform set implementation milestones and perform financial & FTE modeling
- Academic Affiliation Analysis
<table>
<thead>
<tr>
<th>Manatt</th>
<th>BCG</th>
<th>COPE</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Inpatient, Ambulatory Care and Long-Term Care Clinical Services Restructuring</td>
<td>• Develop overall PMO structure and tools</td>
<td>• Care management + population health</td>
</tr>
<tr>
<td>• Safety Net ACO (partners and implementation plans)</td>
<td>• Partner with PMO working teams to support setup, charters and milestone definition</td>
<td>• Integrated delivery system design</td>
</tr>
<tr>
<td>• State and Federal Policy (Waiver for Uninsured &amp; DSH re-allocation of cuts; Implementation and ongoing strategic advisory)</td>
<td>• Pressure test, ensure quality/consistency on PMO work streams</td>
<td>• Financial sustainability under global capitation</td>
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<tr>
<td>• Office of Transformation and Blue Ribbon Commission Support</td>
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<td>• Roadmap to align services</td>
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<td>• Value/outcomes-based payment models</td>
</tr>
</tbody>
</table>

Pre-decisional
## Review of Manatt contracts

<table>
<thead>
<tr>
<th>Program</th>
<th>Rating</th>
<th>Contract + extension dates</th>
<th>Rating date</th>
<th>Contract Manager</th>
</tr>
</thead>
<tbody>
<tr>
<td>Work on <em>One New York: Health Care for our Neighborhoods</em> report ($2.7 million)</td>
<td>A</td>
<td>February to April 2016</td>
<td>October 2016</td>
<td>Anthony Martin</td>
</tr>
<tr>
<td>Implementation of <em>One NY</em> report recommendations ($2.895 million)</td>
<td>A</td>
<td>June to September 2016</td>
<td>October 2016</td>
<td>Dr. Ross Wilson</td>
</tr>
<tr>
<td>Implementation of <em>One NY</em> report recommendations ($3.1 million)</td>
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</tbody>
</table>
Proposed Resolution

Authorizing the New York City Health and Hospitals Corporation ("NYC Health + Hospitals" or the "System") to execute an agreement with Manatt Health, a division of Manatt, Phelps & Phillips LLP ("Manatt") to: build upon and modify the preparation of legislative initiatives for a Medicaid waiver and an adjustment of DSH cuts in anticipation of a change of administration in Washington; build on prior planning to create safety net ACOs with the goal of obtaining firm agreements from the voluntary hospitals to participate and to request funding from governmental sources; advance data analysis previously initiated to prepare recommendations for ambulatory, post-acute and acute care service delivery structural adjustments reflecting a shift from acute to post-acute and ambulatory care with greater integration among these service lines; and to provide further and more robust support to the Commission and the System’s Office of Transformation at cost not to exceed $3,100,000 for work performed and to be performed during the period July 1, 2016 through January 31, 2017.