MINUTES OF THE PUBLIC SESSION OF THE NUHEALTH BOARD OF DIRECTORS' MEETING HELD ON NOVEMBER 14, 2012

Directors Present
*Craig Vincent Rizzo, Esq., Chair
Stephen H. Ashinoff, OD
*Richard A. Bianculli
*Steven Cohn, Esq.
Vincent A. Gallo,MD
Jemma Marie-Hanson, RN
*Paul J. Leventhal, CPA
*John T. McCann, PhD
Asif M. Rehman, MD
David J. Sussman, MD
*John A. Venditto, MD

Not Present
Arthur A. Gianelli, President/CEO
Joseph Capobianco, Esq.
*Greg-Patric Martello, Esq.
George W. Miner, MD, MBA

*Executive Committee Members

Non-Voting Directors Present

Hospital Administration
John Ciotti, EVP General Counsel
John Maher, EVP CFO
Steven Walerstein, MD, EVP Medical Affairs
Larry I. Slatky, EVP Operations
Robert Heatley, EVP Ambulatory Care
Kathy Skarka, RN, SVP Patient Care Services
Maureen Roarty, SVP Human Resources
Richard Perrotti, SVP Finance
Joan A.Soffel, Assistant to the Board/CEO

1. Craig Vincent Rizzo, Chair, Board of Directors of the Nassau Health Care Corporation, noted that a quorum was present. The meeting was opened at 9:15 a.m.

2. **Adoption of Minutes**. Upon a motion made and duly seconded, the September 25, 2012 minutes of the Board of Directors meeting were unanimously approved.

3. **Report of the Chairman**. Mr. Rizzo was glad to see everyone and that they faired well after the hurricane. It has been a tough month with the different storms on Long Island. A press conference was held yesterday and the Corporation has done great things in taking care of displaced patients and housing for employees who were severely affected by the storm (approximately 40 resident apartments were available to house those employees during a difficult time). The census is moving back towards normal.

   Mr. Rizzo noted that Mr. Gianelli could not attend today due to a commitment with the National Association of Public Hospitals governance meeting in Washington, DC. Mr. Gianelli provided his report via email to the Board members (report included in these minutes). Various issues will be discussed in the Executive Session. Due to the storm last week, the November 8, 2012 meeting was postponed until today.

   Mr. Rizzo presented the following resolutions for full Board approval.

   a. Creation of the NHCC Board of Directors Contracts Committee. **Upon a motion made, duly seconded and unanimously approved, the Board of Directors ratified a resolution approved by the Executive Committee of the Board on August 22, 2012 to create a Standing Committee whose primary responsibility shall be procurement and contract matters. The Contracts Committee shall have all powers, authority and responsibilities as stated in the attached resolution. Resolution No.097– 2012.**

   b. Contract Committee Exhibits. **Upon a motion made, duly seconded and unanimously approved, the Board of Directors adopted the Resolution Approving Contract Committee Recommendations (except for TPA, Banking, NYSHIP and VHB**

contracts), dated September 18, 2012 as set forth in the attached with amendments. Master Resolutions M-135-2012.

Upon a motion made, duly seconded and unanimously approved, the Board of Directors adopted the Resolution Approving Contract Committee Recommendations dated August 22, 2012 (approved by the Executive Committee on August 22, 2012) as set forth in the attached. Master Resolutions M-137-2012.

c. Chair Department of Cardiology. **Upon a motion made, duly seconded and unanimously approved, the Board of Directors approved the Resolution Authorizing the Appointment of Chair of the Department of Cardiology (Dr. Amgad Makaryus) as set forth in the attached. Resolution No. 136-2012.**

d. Issuance of Revenue Anticipation Note 2013. **Upon a motion made, duly seconded and unanimously approved, the Board of Directors approved the 2013 Resolution Authorizing the Issuance of Revenue Anticipation Notes in an Amount not to Exceed $50,000,000 as set forth in the attached. Resolution No. 101– 2012**

4. **Report of the President/CEO**. E-mail sent to the Board members from Mr. Gianelli prior to the meeting:

Finance. As you may know, I will be unable to attend the rescheduled Board meeting this coming Wednesday. I am on the Executive Committee of the National Association of Public Hospitals (NAPH), and I chair NAPH's Strategic Planning Committee. Over the two day retreat this coming week (Wednesday and Thursday); I have to present the draft Strategic Plan to NAPH's research foundation (NPHHI) and to the Executive Committee. So I am committed on both days.

I have been keeping the Board appraised regarding our response to Hurricane Sandy. The crisis appears to be over, and as you could see from a previous email, federal officials who have been on site have expressed their view that our EOC (Emergency Operations Center) is the best run hospital EOC they've seen anywhere in the country.

In addition, I wanted to email you our analysis of where we expect to end the year financially. If you recall, after two essentially break-even years in 2009 and 2010 (the first time that ever happened), we experienced substantial losses (in excess of $40M) in 2011. These losses were due to reduced Medicaid reimbursement, increased pension contribution costs, and the delays in being paid appropriately for our commercially insured patients. We realized these losses while, at the same time, discharging the largest number of patients in the history of the hospital.

Management undertook a number of initiatives to close the gap. We reduced the workforce by approximately 350 FTEs. We aggressively renegotiated our supply chain contracts. We began implementing a series of fixes to our revenue cycle processes, including a structured effort to improve collections and enhance our documentation and coding. We obtained a series of state and federal grants to underwrite, in part, elements of our operations. We negotiated with the state an acceleration of the reconciliation of our Medicaid disproportionate share payments to match better the payments to the services that we delivered to our Medicaid and self-pay populations. We achieved stage 1 meaningful use for our HIT systems, drawing down federal subsidies to support the installation of this technology. We have renegotiated a number of our managed care contracts, and we are in the process of negotiating a settlement with a managed care company for payments owed to us for prior year services.

Unfortunately, NUMC experienced a significant decline in admitted volume (prior to Hurricane Sandy) through October of this year. This decline was felt by every hospital in Nassau County, and HANYS is undertaking an analysis to explain what is apparently not just a county, but also a state-wide trend that is likely related to the implementation of health reform and the increased use of high deductable health plans.

Nevertheless, it is the view of Management that, prior to factoring in the impact of Management, and despite the significant reduction in admitted volume, NuHealth should realize a slight surplus from operations on the strength of the successful execution of the initiatives itemized above.

This could, of course, change. The projected surplus is slim enough that we could still end in the red, though then only slightly. But my instinct is that this isn't likely for two reasons. First, our estimates, as noted above, do not reflect the increase in volume at the hospital and nursing home due to Hurricane Sandy. Second, I anticipate that we will be the recipients of additional HEAL 21 related grant support based upon our recently submitted applications for VAP (vital access provider) funding.

I have attached our year-end projections, pre-Sandy, for your review. I would have discussed this on Wednesday, but since I will not be able to make this meeting, I wanted to lay out my thinking about how our finances will play out for the rest of the year.
There are several other updates that I would have provided the Board. I will attempt to do so, in a series of emails, between now and Wednesday.

If you have any questions, please let me know.

Debt/Cash Flow Borrowing. As I indicated in an earlier email, I am unable to attend the rescheduled Board meeting this Wednesday due to a prior obligation regarding my leadership position with the National Association of Public Hospitals.

I have updated the Board, in advance of the meeting, on our year-end fiscal projections, pre-Sandy. I should note that one risk I did not discuss was the possibility of additional write downs of our accounts receivable balance. I hope this isn't the case, and I'm confident with John here this will not be a problem going forward. But it is a retrospective risk and the Board should be made aware of it.

I have also given numerous updates regarding our response to Hurricane Sandy. I will send one more out later today and, in all likelihood, tomorrow as well.

I wanted in this email to provide a basic update on our refunding strategy.

In October, Moody's Investor Service downgraded the County's credit by one notch. The County is now at a mid-A credit, but importantly, Moody's returned Nassau's outlook to stable. So, the downgrade suggests Management was correct in flagging its concerns to the Board regarding the market and County credit risk to which our bonds are subject, but the assignment of a stable outlook to the County's credit means that Moody's is not likely to reduce the County's credit rating any further for some time. This is important because we have breathing room to identify the best way to proceed. We wish to fix our bonds in the least expensive and most flexible way, and ideally, we wish to do so in a way which clears liability from our balance sheet (E&Y has given us guidance on how this can be accomplished) and, hopefully, locks in the mission payment into the future (since we will have trouble servicing our debt without this payment).

To this end, Management has met with the staff of the Ways and Means Committee of the New York State Assembly to discuss with them the legislation pending in Albany which, if

passed, would give the Nassau County Interim Finance Authority (NIFA) the ability, but not the obligation, to refund our bonds. We have also initiated discussions with the NIFA staff to see if we can determine, cooperatively and in advance, what if any refunding strategy they could support (since there is no point wasting everyone's time if they insist only on supporting a refunding that generates present value savings). Last, I have begun - on a very preliminary basis - discussions with the County regarding how to connect a fixed rate refunding (of whatever kind) to a deal to continue the mission payment - or its equivalent - for the life of the bonds.

The bottom line is that Management, consistent with the direction of the Board, is pursuing multiple strategies (plans A,B, and C), but with the decision by Moody's to assign to the County a stable outlook, and with the 3-year letters of credit in hand, we have time to pursue these strategies thoughtfully and deliberately.

Last, I should note that the 2013 revenue anticipation note is proceeding on a timetable that should have the transaction concluded before the pension payment must be made in February of 2013.

Hurricane Sandy. The census at NUMC, as of noon, was 490 patients; the census at the nursing home was 621 residents as of this morning.

We are transitioning away from our reliance on the DMAT team to supplement our staffing, since - with our approval, the DMAT team will demobilize on Wednesday. Residual psychiatry and social work staff from the National Public Health Service will continue to be housed here, but they will likely be deployed to different locations in the region. We are throwing our DMAT/NPHS friends a pizza party tomorrow at 1PM; if you have time to stop by, they deserve our heartfelt thanks.

We have worked out with the management of Long Beach Medical Center a deployment of staff to offset the loss of the DMAT/NPHS teams.

Finance remains on top of the expenses associated with the storm as well as ensuring that we are paid appropriately for the care we delivered in the aftermath of the hurricane.

Tomorrow at noon, we will be hosting a press conference to announce that we are providing transitional housing on our East Meadow campus for 38 of our employees (this number may grow). The press conference will also include Island Harvest (who will be supplying food) and the leadership of the CSEA (who have provided beds and linens). We have an opportunity to both do a good thing as well as get favorable press for doing more than pretty much any employer on LI in helping displaced staff. If you have the time it would be great for you to attend and show support.

Tomorrow at 9AM, representatives from the Army Corps of Engineers will be here to meet with us regarding the possibility of renovating some of the unused units at A. Holly Patterson to build back nursing home capacity lost to Hurricane Sandy. The impact of Sandy on nursing home capacity in the region turns upside down our negotiations with the State regarding downsizing A. Holly Patterson pursuant to the requirement of the Burger Commission. At this point, I'm inclined to take the position that the home needs to be increased, not decreased in size, and that we require external funding to make the requisite improvements to keep the facility, which is nearly 60 years old, running well. This requires a lot of work/discussion with the State, so we will be talking about this again.

I will continue updating you as circumstances change.

Quality. This is a brief update on our quality improvement efforts.

One of the areas on which we have been focusing is to move from improving our "process" performance to improving our care outcomes. As you know, we received a national award for our efforts to reduce and in some cases eliminate central line acquired blood stream infections. But I'm now also pleased to report that our AMI, heart failure, and pneumonia mortality rates are now (2008-2011) all at the US rate. In the period running from 2007-2010, our heart failure and pneumonia outcomes were worse than the national average. This is the first time since these data have been collected that NUMC is performing at the national average. Our goal, of course, is to exceed the national average, but given the point at which we started, this is a huge accomplishment.

Patient Satisfaction. This is an update on our patient satisfaction scores.

As you may recall, we received notice that the Nassau University Medical Center was designated by Press Ganey as one of just 18 hospitals - in the entire United States - to earn an award recognizing our considerable improvement in patient satisfaction in our Emergency Department.

This is a huge award for us, as our patient satisfaction data have historically been low and weighed down our value based purchasing scores. A delegation from NUMC will receive the award tomorrow at Press Ganey's national conference in Washington, DC, after which time we will be able to make this announcement public (it's been embargoed).

Congratulations are in order for the entire ED staff, but particularly for Tony Boutin, Grace Ting, Anne Heuser, and Nick Albanese, who together comprise the ED's leadership team. We should also recognize Annette Thomas for her leadership of our patient-centered care teams, which have begun to move the dial on a number of our patient satisfaction indicators.

A. Holly Patterson. This is an update on quality of care at the A. Holly Patterson extended care facility.

In October, the New York State Department of Health conducted its annual survey of A. Holly Patterson.

Once again, A. Holly Patterson received no deficiencies. This should translate, again, into a 5 out of 5 star rating for A. Holly Patterson from the Centers for Medicare and Medicaid Services for the 4th successive year. Such a rating has historically put A. Holly Patterson in the top 2 percent of all nursing homes in the State of New York. This is a long way from where we started 7 years ago, when the nursing home was under an order on consent with the US Department of Justice for severe quality deficiencies.

Special thanks, again, should go to Tony Restaino, Larry Slatky, and to the whole staff at the nursing home for their great work year in and year out.

Medicaid Risk Strategy. This is an update on our efforts to pursue, in concert with the North Shore - Long Island Jewish Health System, a strategy to assume risk on some or all of the Medicaid population in Nassau County.

As I have indicated at previous board meetings, given the decline in Medicaid reimbursement rates, increase in pension contribution rates, pressure on providers to reduce admissions, the expected future cuts in DSH payments, and the scheduled increase in our debt service payments, the strategy of securing enhanced commercial managed care payments, collaborating with NSLIJ, through a combination of clinical integration and state-action anti trust protection, is simply insufficient to sustain our system for very much longer. A risk strategy is the only strategy available which would permit us to reset the terms under

which we are compensated as well as align, once and for all, our financial and clinical incentives (which are misaligned under a fee-for-service payment paradigm). A risk strategy would also put us at the vanguard of providers in the Medicaid space in New York, and, by elevating the importance of our considerable outpatient services; such a strategy creates for us a value proposition in our relationship with the NSLIJ system.

In late October, representatives from NSLIJ (Howard Gold and Jeff Kraut) and I met with Jason Helgerson, the Director of the Medicaid program in New York, to discuss our thoughts for a comprehensive, joint risk strategy for the Medicaid population in Nassau County. Our proposal leveraged and expanded the Health Home, a vehicle created through the Affordable Care Act to manage complex Medicaid patients. NSLIJ and NuHealth jointly operate one of the two designated Health Homes in Nassau County.

Mr. Helgerson did not want to involve the State too deeply in selecting providers and plans for Nassau's Medicaid population. Instead, Mr. Helgerson suggested two things. First, he will consider issuing a request for expressions of interest to managed care organizations to induce them to enter into creative payment approaches with entities that have characteristics of integrated care delivery systems (how this term is defined is an open question). Second, he encouraged us jointly to consider applying to be an Accountable Care Organization under legislation passed last year. We have examined this legislation and this, much like the legislation creating Certificates of Public Advantage, requires the development of regulations.

This isn't what we wanted in total, but the discussion was a step in the right direction. We will follow up with him.

A couple of other points. First, I will be issuing an RFP for a consultant to assist us in the development of our risk strategy. And second, and somewhat related, in a separate meeting I had with Jim Introne (Deputy Secretary for Health) and Jason Helgerson, I persuaded both of them that in the case of NUMC, the Medicaid program cross subsidizes commercial managed care payors. Both Mr. Introne and Mr. Helgerson indicated to me their interest in introducing legislation that would put a floor under commercial managed care payments to ensure that they are not cross subsidized by the government. This would be an important development for us. Accordingly, I am drafting a follow up letter to Mr. Introne to keep this idea alive.

If you have any questions, please let me know.

CSEA/Contract Negotiations. This is an update on the status of the Collective Bargaining Agreement.

Negotiations at this point are cordial and focused really on just a couple of items. They have been interrupted for the last few weeks by a CSEA conference in Washington and the hurricane.

The basic terms remain unchanged:

A six year contract (1/1/10-12/31/15)
10 - 0 percent; 11 - 0 percent; 12 - 0 percent; 13 - $750 cash per member; 14 - $750 cash per member; 15 - 4 percent.

A no-layoff clause through the end of the contract with exceptions for reduced licensed bed capacity or programs.

A small cash bonus for the members if we run a surplus.

The creation of a small performance bonus pool.

The creation of a small pool of funds for our residents.

Agreement that we can self insure our employees for health care coverage.

The creation of a NuHealth plan which would provide employees who contribute towards their health care coverage the option of having these contributions waved in consideration for no cost care from a network of NuHealth physicians/facilities and, essentially, a high deductable plan for all other services.

Contribution rates for new hires of 22 percent from 0-5 years, 18 percent from 6-10 years, 12 percent from 11-15 years and 10 percent from 16 years on.

Vesting for new hires for health coverage after 20 years of employment with NuHealth (no prior service credit).

NIFA takeover language.

Based on our review of other collective bargaining agreements, we continue to believe this is a very good deal for NuHealth. An argument was made at the last Board meeting that a no-layoff clause made our contract an outlier, but our research demonstrates this is not the case, and our outside labor attorney concurs. In fact, I believe our outside attorney, if asked, will indicate that this is as strong an agreement as he's helped negotiate.

There are two issues, I think, that remain. First, CSEA wanted to see the actual self-funded plan design. This design now exists and our Human Resources department is working with CSEA's benefit consultant in Albany to secure their support (mainly, the plan has to mirror the NYSHIP plan). So I expect this concern to be favorably resolved. Second, Management sought to have the ability to phase in the self-funded plan in order to be conservative and to optimally manage cash flow. CSEA did not want to partition the membership. We actually worked out a strategy which would have permitted us to phase in the plan, but it would have involved CSEA publicly opposing our doing this. Though mainly for show, such opposition, I believe, would have done more harm than good, so I opted instead for to include language that would permit us to self fund all our employees at a time of our choosing. Until that happens, the current approach to health insurance contributions will stand (15 percent for the first five years of employment). This is acceptable as, I believe, CSEA's enthusiasm for the self funded plan, and the NuHealth option, has actually grown, so I want their support for our ultimate roll out.

We are scheduled to meet again on Monday. I am optimistic that we can conclude negotiations at that point. We'll see.

If you have any questions please let me know.

5. **Report of the Medical Professional Affairs Committee and Medical Director**. John McCann, PhD, Chair of the Committee reported that temporary privileges were provided for most of the storm staff. A meeting is scheduled for Monday, November 19, 2012 at 5:00 p.m.

6. **Report of the Finance Committee**. Mr. Leventhal reported that a Finance Committee meeting will be scheduled.

Mr. Maher reported that the loss year-to-date is $8.9 million. Some of this will be covered by federal and state dollars due for receipt in late November or early December—anticipate $7 million. The Corporation should be on target for break even. Mr. Maher is awaiting information from the State and Federal Government regarding reimbursement dollars for the storm. The reimbursement will come in two phases—how the infrastructure was impacted and the large number of admissions. The government is trying to work out the formula with immediate relief in Phase I and looking at the infrastructure of hospitals that were damaged in Phase II.

Dr. Sussman asked if administration was able to update our contracts with private carriers and the percentage of private carriers that have not been updated. Mr. Maher said United Health Care is the only remaining contract. Aetna is the only insurance carrier that was terminated because they refused to negotiate with NHCC. Those people become self-pay, we do not accept those insurances and their financial classification has to be changed to self-pay. It is not as clean as one might think. The government does not want to see hospitals that refused to negotiate with carriers and vice versa billing patients. Dr. Sussman said it falls on the insurance company not on the hospital. Mr. Maher said not always. For those patients who came through the ER the insurance companies have to pay a reasonable emergency rate. Dr. Rehman asked if most of these admissions were through the ER. Mr. Maher said the insurance companies will challenge whether or not the admission was necessary. Ms. Hanson asked how many patients came in through emergent care. Mr. Maher said he has information since October 28th and has been tracking every one of those admissions. There were admissions from Long Beach to the nursing home and hospital. There is a special team documenting the reasons why they were admitted. The CMS and State are working with hospitals for the best way to get paid. Patients may not have met certain criteria, but were frail and had to stay here for oxygen or medication. Ms. Hanson and Mr. Rizzo asked that the Board receive information regarding admissions.

7. **Report of the Ambulatory Care, Managed Care and Community Physician Committee**. Dr. Sussman, Chair of the committee, had no report at this time.

8. **Report of the Extended Care and Assisted Living Facility Committee**. Dr. Venditto, Chair of the committee, had no report at this time.

9. **Report of the Legal, Audit and Governance Committee**. Mr. Leventhal, Chair of the committee, had no report at this time.

10. **Report of the Facilities and Real Estate Development Committee**. Mr. Bianculli had no report at this time.

11. **Subsidiaries/Foundation Committee**. Mr. Bianculli, Chair of the committee, reported that the first meeting was held on October 3, 2012. The members had a preliminary discussion regarding the different entities within NHCC and requested further information so that the Board has a better understanding. Follow up meetings will be scheduled. Mr. Rizzo added that Board members are welcome to join this committee as well as others.

12. **Other Business**.

Dr. Walerstein reported that CMS provided a mortality three-year rule report (done on an annual basis) on AMI, pneumonia and heart failure. In 2010 NHCC was above average and it is a clear step in the right direction and shows the efforts of our quality team. Mr. Jason Helgerson, Director of Medicaid for NYS, visited the hospital prior to the hurricane. Mr. Gianelli has been working with him on a model for Medicaid in New York State and the shift from fee for service to patient outcome and value. Mr. Gianelli stressed how important NHCC is in the health care industry and on the Island. Mr. Helgerson met with some

patients and staff and came away impressed and with the knowledge and that we play a vital role in this community in times of crisis and emergencies and in taking a leadership role in providing care.

Preparation for Hurricane Sandy began before the storm hit on Sunday. There was communication with Long Beach Hospital on Friday and anticipated needs as was done during Hurricane Irene. Evacuation began on Sunday morning. Thirty patients were brought to A. Holly Patterson, fifty patients were transferred to acute care psychiatry and thirty-five elderly patients were transferred to the ICU and rehabilitation. When the storm hit, there was six hours of quiet and then the flood gates opened. Electricity was never lost and there was no need for generator power. Obviously communities were destroyed; patients had no access to pharmacies, medication and primary care physicians. It was very tenuous for staff as well who were dealing with loss of homes, electricity and family concerns. After the storm there was a marked increase in trauma regarding the clean up, dealing with fallen trees, carbon monoxide issues with home generators and heating issues. The baseline inpatient census is usually 385-390 and at times we are strained with 410-420—we had 560 patients. Mr. Rizzo asked where these patients were placed. Dr. Walerstein responded that closed psychiatric units were open, the 9th floor that was being refurbished was reactivated and rooms on the 8th floor that were used for resident sleeping quarters were reopened for patient use. Resident sleeping quarters were relocated in the basement. It was a stressful time for support staff as well pharmacy, housekeeping and food and nutrition. We received support from the Federal Government with a DMAT team (Disaster Management Assistance Team) with fifty health care professionals from Texas, Ohio and Kentucky (physicians, nursing, paramedics, x-ray technicians and pharmacy) all placed along side our staff. The usual model is DMAT in tents outside with ER triage. The integration was unbelievable and the feedback from our staff and the DMAT team was extraordinarily positive. Thirty-eight to forty of our own staff lost housing; others needed child care, food, and were dealing with their own realities of this storm—while caring for all of our patients. One individual from nursing staff walked from Freeport to East Meadow to assist patients. Last week we began stepping down to 450 patients. Ms. Skarka dealt with nurse staffing and Long Beach nurses (Long Beach hospital was closed) and the politics and financial issues that go along with that. Mr. Rizzo asked if there was any word on when Long Beach would reopen and Dr. Walerstein said they took a significant hit and it may take months and months to rebuild. Mr. Rizzo asked what happened to their patients. Dr. Walerstein said there are no patients at Long Beach and private practices were destroyed. There is a DMAT team in Long Beach. Discussions have been held with officials from the State and County and how we can offer our services as part of that solution. We may be able to identify doctors in that community and purchase space in the South Ocean Care and health centers. Our DMAT team left NHCC yesterday. The next step is what we do with these patients that cannot return home or to Long Beach. The Federal government is discussing a mobile hospital to serve as a nursing home. The Army Core of Engineers looked at old wards at A. Holly Patterson to see if they could rehabilitate them quickly. A. Holly Patterson was downsized by the Berger Commission and now it may be expanded.

Mr. Rizzo commended Dr. Walerstein and staff for doing a great job in helping everyone through their struggles and the Board appreciates what has been done.

13. **Other Business**. None.

14. **Public session**. Mr. Rizzo opened the meeting for public comment. There were no comments.

15. **Adjournment**

Upon a motion, duly made and unanimously approved, the meeting was adjourned at 9:45 a.m. to Executive Session to discuss governance, performance improvement, collective bargaining, personnel matters, contract negotiations or litigation.

16. **Report from Executive Session.** Upon return to Public Session, the Board reported that the following actions were taken:

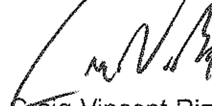
    Upon a motion made, duly seconded and unanimously approved, the Board of Directors adopted a renewal contract for Arthur A. Gianelli (as attached to these minutes). Resolution No. 138-2012.

    Upon a motion made, duly seconded and unanimously approved, the Board of Directors approved the amended Travel Policy as attached to these minutes. Resolution No. 139-2012.

17. **Close of Regular Meeting.** Craig Vincent Rizzo, Chair, closed the meeting at 11:14 a.m.

18. The next meeting will be announced.

Approved:



Craig Vincent Rizzo, Chair
Board of Directors