

ERIE COUNTY MEDICAL CENTER CORPORATION

MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS

TUESDAY, JULY 25, 2017

STAFF DINING ROOM

Voting Board Members Present:	Bishop Michael Badger Douglas H. Baker Ronald Bennett Ronald Chapin Jonathan Dandes Darby Fishkin	Kathleen Grimm, M.D. Sharon L. Hanson Michael Hoffert Kevin Hogan Anthony Iacono Michael A. Seaman
Voting Board Member Excused:	Thomas P. Malecki, CPA	Frank Mesiah
Non-Voting Board Representatives Present:	Thomas Quatroche Ph.D. James Lawicki	Kevin Prantikoff, M.D.
Also Present:	Donna Brown A.J. Colucci, III, Esq. Janique Curry Peter Cutler Andy Davis Leslie Feidt Stephen Gary	Susan Gonzalez Julia Jacobia Charlene Ludlow Brian Murray, M.D. Jim Turner Karen Ziemianski

I. CALL TO ORDER

Chair Sharon L. Hanson called the meeting to order at 4:30P.M.

II. APPROVAL OF MINUTES OF JUNE 27, 2017 REGULAR MEETING OF THE BOARD OF DIRECTORS.

Moved by Bishop Michael Badger and seconded by Douglas Baker.

Motion approved unanimously

III. BOARD PRESENTATION:

**TRAUMA CENTER & EMERGENCY DEPARTMENT PROJECT
ANDREW DAVIS, COO:**

Mr. Davis provided an overview of the construction plans and a rendering for the new Emergency Department and Trauma Center. Construction is expected to begin late fall 2017 and completion in November 2019.

**MAIN ENTRANCE/LOBBY EXPANSION:
ANDREW DAVIS, COO:**

Mr. Davis provided an overview of the architectural concepts behind a new lobby for the main hospital tower. Mr. Davis reminded the board that a very generous \$1.0 million pledge by Russell Salvatore will assist in paying for this new space. Construction is expected to begin spring 2018.

IV. ACTION ITEMS

A. Resolution Approving Hot Water Tanks Replacement

Moved by Anthony Iacono and seconded by Michael Seaman.

Motion approved unanimously

B. Approval of July 6, 2017 Medical/Dental Staff Appointments/Re-Appointments

Moved by Michael Seaman and seconded by Douglas Baker.

Motion approved unanimously

C. Resolution Authorizing Certain Matters Relating to Capital Borrowing

Moved by Bishop Michael Badger and seconded by Anthony Iacono.

Motion approved unanimously

V. BOARD COMMITTEE REPORTS

All reports except that of the Performance Improvement Committee are received and filed in the July 25, 2017 Board book.

VI. REPORTS OF CORPORATION'S MANAGEMENT

President & Chief Executive Officer: Thomas J. Quatroche, Ph.D.

Quality

- Terrace View NYSDOH survey: the survey has been completed and was very successful.
- Emergency Manager Certification achievement – Dan McCartan
- AABB Survey – Blood Bank accreditation

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- CARF three-year certification for Rehab

Patient Experience

- Donna Brown organized a collaborative patient experience team
- Medical residents are beginning a new academic year, starting with new patient experience expectations.

Culture

- Internal Outreach: Employee Picnic; TV Survey Celebration; Foundation Tent Sale; Subaru Chase.
- Community Outreach: Health Pavilion at Juneteenth African American Heritage Festival; Presented Stroke displays at Pratt Willert Community Center Health Fair; Advanced Trauma Care for Nurses (ATCN) appointed Linda Schwab, RN to the position of Region 2 Director; WNY Regional Meeting APNA Chapter promoting awareness of healthcare disparities in the Lesbian, Gay, Bi-sexual and Transgender population; Andrea Flanagan, RN as elected secretary for the AACN WNY-Chapter for 2017-2018. Kim Miller, RN, Mary Rhinehart, RN and Cheryl Nicosia, RN will serve as AACN WNY-Chapter Board Members for the next 2 years.

Operations

- New physician mode in MICU led by Buffalo Intensivists
- Summer surge efforts continue
 - Process improvement for observation patients
 - Process improvement for Medicine H and handoff communication
- Capital Campaign exceeds \$3M
- EMMC Grants Funding
 - \$2 million from NYSDOH Hospital Quality Pool for Managed Medicaid plans.
 - \$763,626 HRSA Clinician Educator Career Development Award for Department of Dentistry specifically focused on dental care for people with special needs and eliminating oral health disparities among the medically underserved special needs population in WNY
 - \$107,000 CMS bonus payment from CMS due to EMMC's quality services and keeping episodic spending below CMS target episode prices for five-year for Comprehensive Care for Joint Replacement (CJR) payment model
- For the month of May volumes continue to be strong; Emergency visits were flat.

Chief Financial Officer: Stephen Gary

A summary of the financial results through June 30, 2017 and a Quarterly Financial Statement and projected statement of Yearly Cash Flows are attached in the Board Book for review.

Chief Medical Officer: Brian Murray, MD

Dr. Murray provided a summary of the presentations at a recent Quality Improvement Committee meeting.

- Emergency Medicine – Dr. Manka provided a presentation regarding Sepsis. Early identification and treatment leads to improved outcomes. Challenges to improve adherence include low prevalence, challenging diagnosis, changing definitions/guidelines and documentation requirements. A continued surveillance on adherence to the Sepsis bundles will continue to be monitored as new initiatives are implemented to monitor improvements and achieve improved rates.
- Transplant Program – Phyllis Murawski, RN & Liise Kayler, MD provided an overview and update on the transplant programs. Current transplant volumes were presented from 2010-2017 showing a steady increase in volumes year to year.
- Pathology – Dr. Lucia Balos, MD provided a review of 2016 activity, including the addition of a Head & Neck pathology subspecialist. ECMC physical space was renovated. Histology technician staffing positions are full and implemented a dedicated AP courier at Kaleida Health for slide delivery.
- Care Management/Utilization Review - Becky Del Prince, RN presented on improvements within the department which included goals for 2017.
- Rapid Response/Code Committee – Mary Rinehart, RN presented data pertaining to the Rapid Response and Adult Medical Emergency responses at ECMC. Total number of Rapid Responses in 2015 was 398 and increased to 463 in 2016. 39% were transferred to a higher level of care. Overall response time for an average rapid response is less than 2 minutes

VII. RECESS TO EXECUTIVE SESSION – MATTERS MADE CONFIDENTIAL BY LAW

Moved by Douglas Baker and seconded by Bishop Michael Badger to enter into Executive Session at 5:05 P.M. to consider matters made confidential by law, including certain compliance-related matters, strategic investments, and business plans.

Motion approved unanimously

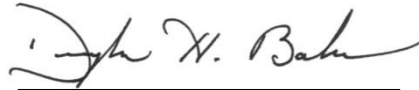
VIII. RECONVENE IN OPEN SESSION

Moved by Anthony Iacono and seconded by Michael Hoffert to reconvene in Open Session at 5:45 P.M. No action was taken by the Board in Executive Session.

Motion approved unanimously.

IX. ADJOURNMENT

Moved by Douglas Baker and seconded by Kathleen Grimm, MD to adjourn the Board of Directors meeting at 5:47 P.M.



Douglas H. Baker
Corporation Secretary

Resolution Approving Hot Water Tanks Replacement

Approved July 25, 2017

WHEREAS, New York State Finance Law and Erie County Medical Center Corporation (the "Corporation")'s Procurement Guidelines permit for emergency procurements to prevent or minimize serious disruption of Corporation services jeopardizing patient health, welfare or safety; and

WHEREAS, such emergency procurements are limited to those supplies, services, or construction items necessary to meet the immediate emergency and shall be made with such competition as is practicable under the circumstances; and

WHEREAS, the Corporation has recently learned the condition of certain hot water tanks on its premises are such that the quality of output is not as expected or anticipated and as a result need to be immediately replaced; and

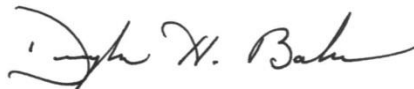
WHEREAS, in order to replace the tank system, the Corporation has determined a need to immediately procure and have installed six (6) hot water tanks, two (2) expansion tanks, and three (3) circulation pumps; and

WHEREAS, the Chief Executive Officer has approved this procurement as an emergency procurement necessary to meet the immediate needs of the Corporation; and

WHEREAS, the Board has reviewed the facts and circumstances and has determined that this emergency procurement is necessary to prevent or minimize serious disruption of Corporation services jeopardizing patient health, welfare or safety;

NOW, THEREFORE, the Board of Directors resolves as follows:

1. The Corporation is hereby authorized to purchase and have installed a new hot water tank system, consisting of six (6) hot water tanks, two (2) expansion tanks, and three (3) circulation pumps as an emergency procurement to prevent or minimize serious disruption of Corporation services jeopardizing patient health, welfare or safety.
2. The Corporation is authorized to take all steps necessary to effect this procurement in accordance with this resolution, New York State Finance Law, and the Corporation's Procurement Guidelines.
3. This resolution shall take effect immediately.



Douglas H. Baker
Corporation Secretary

Erie County Medical Center
CMO Conference Room

Thursday, July 6, 2017

CREDENTIALS COMMITTEE MEETING MINUTES

Committee Members Present:

Yogesh Bakhai, MD	Jonathan Marshall, DO
Robert Glover, Jr., MD	Brian Murray, MD, CMO (ex-officio)
Richard Hall, MD, DDS, PhD	Richard Skomra, CRNA
Mark LiVecchi, MD, DMD, MBA	Susan Ksiazek, RPh

Medical-Dental Staff Office and Administrative Members Present:

Cara Burton, Medical-Dental Staff Services Manager; Tara Boone, Medical-Dental Staff Services Coordinator; Judy Fenski, Credentialing Specialist; Kerry Lock, Credentialing Specialist

Guest:

Samuel Cloud, DO

Committee Members Excused:

Erik Jensen, MD
Mandip Panesar, MD

CALL TO ORDER

The meeting was called to order at 3:07 by Dr. Bakhai. The June Credential Committee minutes were reviewed and approved by the Board of Directors.

ADMINISTRATIVE

The Credentials Committee was made aware of recent resignations, application withdrawals, leave requests or conclusions and presents the following names to the Executive Committee for information.

- A. Deceased – none
- B. Applications Withdrawn – John Bodkin III, MD - Internal Medicine, Joel Noworyta, PA-C - Internal Medicine, and Adam Cole, MD - Radiology
- C. Application Processing Cessation – none
- D. Automatic Processing Conclusion – (inactive applications > 180 days from date of signature) – none
- E. Resignations*:

Paolini, Tara MD	Dermatology	06/30/2017
Lin, Howard MD	Emergency Medicine	06/30/2017
Ippolito, Calogero MD	Family Medicine	06/08/2017
Metzger, Edward ANP	Family Medicine	06/25/2017
Achakzai, Muhammad, MD	Internal Medicine	06/20/2017
Dhillon, Jaspreet MD	Internal Medicine	07/31/2017
Lahrs, Barbara FNP	Internal Medicine	06/24/2017
Ribbeck, Amanda MD	Internal Medicine	07/31/2017
Wronecki, Mark PA-C	Internal Medicine	07/02/2017
Smith, Kirsten WHNP	Obstetrics & Gynecology	06/30/2017
Paolini, Michael PA-C	Orthopaedic Surgery	06/22/2017
Krishnaswamy, Sudha MD	Psychiatry	09/30/2017

***Amendment from June 1 Credentials Committee Meeting:**

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Anthony DePlato, MD has decided withdraw his resignation that was to take effect on 8/21/2017. He will continue to be Active in the Department of Anesthesiology.

FOR

INFORMATION

CHANGE IN STAFF CATEGORY

Internal Medicine

Steinagle, Gordon DO

Change from CRF to Active

**FOR OVERALL
ACTION**

DEPARTMENT CHANGE or ADDITION

Internal Medicine

Anand, Dimple NP

Adding Family Medicine

Collaborating Physician: Dr. Ohira,

Urology

Marczak, Juliet ANP

Removing Plastic & Reconstructive Surgery

Collaborating Physician: Dr. Pranikoff

**FOR OVERALL
ACTION**

CHANGE OR ADDITION OF COLLABORATING/SUPERVISING ATTENDING

Internal Medicine

Fedkiw, Kimberly FNP

Collaborating Physician: Dr. Anillo

Lis, Tracy ANP

Collaborating Physician: Dr. Anillo

Okel, Hannah PA-C

Supervising Physician: Dr. Brockman

Pack, Aaron ACNP

Collaborating Physician: Dr. Brockman

Provenzo, Ashley FNP

Collaborating Physician: Dr. Tadakamalla

**FOR OVERALL
ACTION**

PRIVILEGE ADDITION/REVISION, recommended – comments as indicated

Dentistry

Fadi Ayoub, DDS

- Admitting privileges Ambulatory

Internal Medicine- Hospitalist

Provenzo, Ashley FNP

Allied Health

Professional

Collaborating: Dr. Tadakamalla

- NG tube insertion without guide wire

- Limited interpretation of EKG/Non ICU beds only

Neurology

Kandel, Amit MD

Active

- Lumbar Puncture

Oral & Maxillofacial Surgery

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Cronyn, Robert DDS Active

- Repair of nerve injury, without microscope/Child & Adult
- Neuroplasty and/or transposition cranial nerve decompression
- Transection (peripheral), avulsion
- Chemical destruction, trigeminal nerve for pain syndromes
- Excision neuroma cranial nerve (trigeminal)
- Rib Graft/Child & Adult
- Cartilage graft, auricular, nasal septum/Child & Adult
- Graft to facial bones, autogenous, allogeneic, alloplastic, xenograft
- Tibial plateau graft
- Repair residual alveolar cleft palate/Child & Adult
(with or w/out harvesting of donor graft)
- Tracheotomy (adult)
- Cricothyroidotomy/Child & Adult

Orthopaedic Surgery

Mutty, Christopher MD Active

- Vertebral process, vertebral body; one or more not requiring reduction.
- Clavicle, sternoclavicular, simple, no reduction. Closed reduction.
Simple or compound, open reduction

Radiology

Lannon, Gail PA-C Allied Health

Professional

Supervising physician: Dr. J. Marshall

- Moderate Sedation

**FOR OVERALL
ACTION**

PRIVILEGE WITHDRAWAL

None FOR
INFORMATION

APPOINTMENT APPLICATIONS, recommended– comments as indicated

INITIAL APPOINTMENTS

Initial Appointments (19)

Emergency Medicine

Bacher, Henry MD Active

Camposeo, Nicholas DO Active

Monaco, Brian MD Active

Reed-Schrader, Essie MD Active

Rivers, William MD Active

Verni, Christine NP Allied Health

Professional

Collaborating Physician: Dr. Hlubik

Family Medicine

Abdelsayed, Sarah MD Active

Internal Medicine

Cole, Casey NP Allied Health

Professional

Collaborating Physician: Dr. Anillo

Giesler, Daniel MD Active

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Karmo, Stephanie MD	Active
Lyke-Frazier, Candice NP	Allied Health
Professional <i>Collaborating Physician: Dr. Anillo</i>	
Rasnick, Joseph, NP	Allied Health
Professional <i>Collaborating Physician: Dr. Desai</i>	
Siebert, Marc NP	Allied Health
Professional <i>Collaborating Physician: Dr. Brockman</i>	
Stansberry, Andrew PA-C	Allied Health
Professional <i>Supervising Physician: Dr. Desai</i>	
Stohrer, Hans MD	Active
<u>Ophthalmology</u>	
Lillvis III, John MD	Active
<u>Orthopaedic Surgery</u>	
Fiore, Nora PA-C	Allied Health
Professional <i>Supervising Physician: Dr. Gurske-DePerio</i>	
<u>Radiology</u>	
Becker-Weidman, David MD	Active
Bevilacqua, Thomas MD	Active
Patel, Arpit MD	Active

Dual Appointments (0)

**FOR OVERALL
ACTION**

REAPPOINTMENT APPLICATIONS, recommended – comments as indicated

REAPPOINTMENT REVIEW (50)

<u>Anesthesiology</u>	
Klenk, Scott CRNA	Allied Health
Professional	
<u>Emergency Medicine</u>	
Manka, Michael MD	Active
McCaul, Jennifer PA-C	Allied Health
Professional <i>Supervising Physician: Dr. Cloud</i>	
McNamara, John DO	Active
O'Brien, Michael MD	Active
<u>Family Medicine</u>	
DeNardin, Ann MD, PhD	Active
Glasgow, Patrick, MD	Active
Skalyo, Cynthia ANP	Allied Health
Professional <i>Collaborating Physician: Dr. Evans</i>	
Verostko-Slajak, Sherry ANP	Allied Health
Professional <i>Collaborating Physician: Dr. Evans</i>	
<u>Internal Medicine</u>	

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Batra, Manav MD	Active
Bent-Shaw, Luis MD	Active
Conway-Habes, Erin MD	Active
Dauer, Patricia FNP	Allied Health
Professional	
<i>Collaborating Physician: Dr. Lawler</i>	
Gayles, Kenneth MD	Active
Kallash, Mahmoud MD	Active
Khan, Nasir MD	Active
Lawler, Nelda MD	Active
Leonard, Glenn MD	Courtesy, Refer &
Follow	
Rich, Ellen MD	Active
<u>Neurosurgery</u>	
Dimopoulos, Vassilios MD	Active
Levy, Elad MD	Active
<u>Obstetrics & Gynecology</u>	
Justicia-Linde, Faye MD	Active
<u>Ophthalmology</u>	
Patel, Sangita, MD, PhD	Active
<u>Oral & Maxillo-Facial Surgery</u>	
Cronyn, Robert DDS	Active
Goodloe, Samuel DDS, MD	Active
<u>Orthopaedic Surgery</u>	
Anders, Mark MD	Active
Burkhard, Gregory PA-C	Allied Health
Professional	
<i>Supervising Physician: Dr. Fineberg</i>	
Forestal, Lisa PA-C	Allied Health
Professional	
<i>Supervising Physician: Dr. Violante</i>	
Kuechle, Joseph MD	Active
Orlowski, Mark PA-C	Allied Health
Professional	
<i>Supervising Physician: Dr. Callahan</i>	
Paterson, Paul MD	Active
<u>Pathology</u>	
Balos, Lucia MD	Active
Gonzalez-Fernandez MD, PhD	Associate
Kandel-Amatya, Sirisa MD	Active
<u>Psychiatry & Behavioral Medicine</u>	
Antonius, Daniel PhD	Allied Health
Professional	
Bakhai, Yogesh MD	Active
Cervantes, Ana MD	Courtesy, Refer &
Follow	
Cui, Xingjia MD	Active
Gokhale, Vinayak MD	Active

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Perry, Char'lese DNP Professional <i>Collaborating Physician: Dr. Cummings</i>	Allied Health
Sengupta, Sourav MD <u>Radiology</u>	Active
Lannon, Gail PA-C Professional <i>Supervising Physician: Dr. Marshall</i>	Allied Health
<u>Radiology/Teleradiology</u>	
Dann, Phoebe MD	Active
Esmaili, Azebeh MD	Active
Paydar, Amir MD	Active
Welte, Frank MD	Active
<u>Rehabilitation Medicine</u>	
Cichocki, Jason DC Professional	Allied Health
<u>Surgery</u>	
Cooper, Clairice MD	Active
Flynn, William MD	Active
<u>Thoracic/Cardiovascular Surgery</u>	
Jajkowski, Mark MD	Active

Dual Appointments (0)

FOR OVERALL

ACTION

PROVISIONAL APPOINTMENT REVIEW, recommended

The following members of the Provisional Staff from the previous year period are presented for movement to the Permanent Staff on the date indicated.

July 2017 Provisional to Permanent Staff Ends		Provisional Period
Emergency Medicine		
Caldwell, Jennifer DO	Active	07/26/2017
Franzek, Elizabeth MD	Active	07/26/2017
Gibson-Chambers, Jennifer DO	Active	07/26/2017
Jones, Taylor PA-C <i>Supervising Physician: Dr. Manka</i>	Allied Health Professional	07/26/2017
Lin, Howard MD	Active	07/26/2017
Lynch, Derek PA-C <i>Supervising Physician: Dr. Manka</i>	Allied Health Professional	07/26/2017
O'Brien, Michael MD	Active	07/26/2017
Family Medicine		
Nowell, Colleen FNP <i>Collaborating Physician: Dr. S. Evans</i>	Allied Health Professional	07/26/2017
Internal Medicine		
Berchou, Kelly MD	Courtesy, Refer & Follow	07/26/2017
Internal Medicine – Hospitalist		
Anwar, Sara MD	Active	07/26/2017

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Ali, Mohamoud MD	Active	07/26/2017
Wilson Christian MD	Active	07/26/2017
Oral & Maxillofacial Surgery		
Cronyn, Robert DDS	Active	07/26/2017
Nagai, Michael MD	Active	07/26/2017
Orthopaedic Surgery		
DiPaola, Matthew MD	Active	07/26/2017
Rassman, Jeffrey PA-C	Allied Health Professional	07/26/2017
<i>Supervising Physician: Dr. Violante</i>		
Psychiatry		
Derhodge, Lauren DO	Active	07/26/2017
Hanrahan, Laura MD	Active	07/26/2017
Radiology		
Ziembiec, Asha MD	Active	07/26/2017
Radiology/Teleradiology		
Bardini, John MD	Active	07/26/2017
Goni, Michelle MD	Active	07/26/2017
Welte, Frank, MD	Active	07/26/2017
Surgery/Bariatric Surgery		
Wohaibi, Eyad MD	Active	07/26/2017

The future September 2017 Provisional to Permanent Staff list will be compiled for Chief of Service for review and endorsement.

FOR OVERALL

ACTION

AUTOMATIC CONCLUSION, Reappointment Expiration, FIRST NOTICE

Internal Medicine

Forte, Kenton MD
Katz, Leonard MD

Neurology

Sawyer, Robert MD

Radiology/Teleradiology

Khanna, Arati MD

AUTOMATIC CONCLUSION, Reappointment Expiration, SECOND NOTICE

None

AUTOMATIC CONCLUSION, Reappointment Expiration, FINAL NOTICE

Ophthalmology

Knapp, Russell MD

Surgery

Savo, Mark MD

FOR OVERALL

ACTION

OLD BUSINESS

Office Operations

Credentialing Software

The Medical-Dental Staff Office Credentialing Software has been reinstalled. The department processed 219 reappointments, 38 initial appointments and continued to track expirables to ensure no major issues during the

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computer downtime. The Medical-Dental Staff office was commended for their commitment to providing excellent service to their customers during this downtime.

Privilege Forms

Orthopaedic Surgery – Podiatry

PODIATRY LEVEL III PROCEDURAL PRIVILEGES <i>An additional competency based training program related to the privilege(s) requested must be completed and a copy of the certificate of satisfactory completion must be filed with the application for privileges. This course should include didactic and hands-on work.</i> Initial Request requires proof of training during Residency. If not available, the podiatrist needs to be proctored for their first 5 cases by an ECMC podiatrist with the privilege.	Podiatrist Request	Recommend		If Yes, indicate any requirements; If No, provide details. See p.7
		YES	NO	
Endoscopic Plantar Fasciotomy (patients > 17 yrs of age)				
Endoscopic Plantar Fasciotomy (patients > 17 yrs of age) with fluoroscopy (Fluoroscopic exposure only with the presence of a certified radiologic technician and specific activation by a podiatrist.)				
<i>An additional competency based training program related to the privilege(s) requested must be completed and a copy of the certificate of satisfactory completion must be filed with the application for privileges. This course should include didactic and hands-on work.</i> Initial Request requires proof of training during Residency. If not available, the podiatrist needs to be proctored for their first 5 cases by an ECMC podiatrist with the privilege.				
Decompression / neurolysis intermetatarsal nerve with or without endoscope (Fluoroscopy) Fluoroscopic exposure only with the presence of a certified radiologic technician and specific activation by a podiatrist.)				
Small Fragment Set/ AO-Osteosynthesis, forefoot				

TEMPORARY PRIVILEGES

All temporary privileges issued since the last meeting, with the justification of need for each, were reviewed for the committee. The quality control checks confirmed that all were executed in full compliance with policy.

FOR OVERALL ACTION

NEW BUSINESS

Roberts Rules of Order

The Committee reviewed the Roberts Rules of Order in regards to the presentation of the Consent Calendar.

FOR INFORMATION

OPEN ISSUES

Intra-Operative Monitoring

An amendment to a 2011 service agreement has been fully executed. The physician oversight requirements are providers who are Board Certified or Board Eligible Neurology Specialists or otherwise qualified physician with expertise in Neurophysiological monitoring. Close item.

Unaccredited Fellowship Programs

The Committee was updated on the progress made with this new unaccredited fellowship program.

NYS Dentistry Law

The Oral & Maxillo-Facial Surgery COS notified the Credentials Committee that the additional sedation certification requirements include 12 CME credits related to anesthesia (ACLS, BLS and ATLS excluded) before the provider's next renewal period. The Medical-Dental Staff office will not be responsible for tracking this item as it is a pre-requisite to obtaining their sedation certificate. Close Item

FOR INFORMATION

OTHER BUSINESS

FPPE-OPPE Report (included in the consent calendar of the Medical-Executive Committee)*

FPPE (Focused Professional Practice Evaluation) (0)

OPPE (Ongoing Professional Practice Evaluation) (0)

***Due to computer downtime (April thru June 2017) the MDSO had been unable to process FPPE.**

INFORMATION

FOR

ADJOURNMENT

With no other business, a motion to adjourn was received and carried at 4:12 PM.
Respectfully submitted,



Yogesh Bakhai, MD
Chairman, Credentials Committee

Att.

**Resolution Authorizing Certain Matters
Relating to Capital Borrowings**

Approved July 25, 2017

WHEREAS, the Corporation has executed and delivered a certain Master Trust Indenture dated as of August 1, 2004 (the “Master Indenture”) between the Corporation and HSBC Bank USA, National Association, as Master Trustee (the “Trustee”), in conjunction with the issuance of its Erie County-Guaranteed Senior Revenue Bonds, Series 2004 (the “Series 2004 Bonds”); and

WHEREAS, the Corporation and the County of Erie, New York (the “County”) entered into a certain Loan Agreement dated as of August 1, 2011 (the “2011 Loan Agreement”) and sold to the County a bond on parity with the Series 2004 Bonds (the “ECMCC 2011 Bond”) and simultaneously executed and delivered a certain Second Supplemental Indenture; and

WHEREAS, the Corporation has one of the busiest Emergency Medicine programs in the community and a current Emergency Department that was designed and built over forty years ago for an annual volume of patients that has been exceeded for many years and has other critical building infrastructure that is fully depreciated and in need of replacement;

WHEREAS, the Finance and Executive committees of the Corporation’s Board of Directors have determined that the construction of a new Emergency Department and related modernization projects (the “New Money Project”), as well as the refinancing of the ECMCC 2011 Bond (the “2011 Refinancing”, and collectively with the New Money Project, the “Project”) is in the best interests of the Corporation and the community; and

WHEREAS, the Corporation and the Finance Committee of the Board of Directors have determined that it is in the best interests of the Corporation to finance the New Money Project and undertake the 2011 Refinancing using tax-exempt bonds to be issued by the Erie County Fiscal Stability Authority (the “ECFSA”) with the County serving as the nominal obligor thereunder; and

WHEREAS, the ECFSA is authorized pursuant to New York Public Authorities Law Article 10-D, Title C (the “ECFSA Act”) to issue bonds on behalf of the County and has resolved to issue such bonds for the purposes of financing and/or reimbursing the costs of the New Money Project and facilitate the 2011 Refinancing (the “ECFSA 2017 Bonds”); and

WHEREAS, on March 23, 2017, by act of the Erie County Legislature, the County was authorized to loan the Corporation proceeds of ECFSA 2017 Bonds sufficient to finance and refinance the costs of the Project (the “2017 County Loan”); and

ERIE COUNTY MEDICAL CENTER CORPORATION

WHEREAS, the Corporation desires to accept the 2017 County Loan and (A) sell to the County bonds on parity with the Series 2004 Bonds in an amount equal to the 2017 County Loan and associated costs of issuance (the "ECMCC 2017 Bonds") and (B) enter into a new loan agreement with the County to repay the 2017 County Loan (the "2017 Loan Agreement"); and

WHEREAS, the annual debt service on the ECFSA 2017 Bonds will be paid from withholding of County sales tax revenues and the annual debt service on the ECMCC 2017 Bonds will be paid from ECMCC gross revenues on a parity basis with ECMCC's outstanding Series 2004 Bonds; and

WHEREAS, the Corporation desires to approve and authorize the execution of a Third Supplemental Indenture (for the New Money Project) and a Fourth Supplemental Indenture (for the 2011 Refinancing) to authorize and approve the execution of the 2017 Loan Agreement, to declare its intent and reasonable expectation to reimburse the use of available funds of the Corporation (the "Interim Funds") to pay all or a portion of the costs of the Project as set forth in the 2017 Loan Agreement (the "Expenditures") prior to the issuance of the ECFSA 2017 Bonds, and to authorize and direct its officers to undertake whatever actions are required in furtherance of the Project financing;

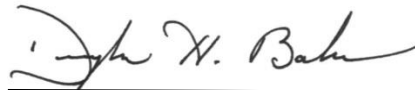
NOW, THEREFORE, the Board of Directors resolves as follows:

1. The Corporation authorizes the Chief Executive Officer, with assistance from the Corporation's General Counsel, to negotiate and finalize the terms of the Third Supplemental Indenture and the Fourth Supplemental Indenture. The Chief Executive Officer is authorized and directed to execute and deliver the Third Supplemental Indenture and the Fourth Supplemental Indenture and to issue and sell to the County the 2017 ECMCC Bonds pursuant thereto.
2. The Corporation authorizes the Chief Executive Officer, with assistance from the Corporation's General Counsel, to negotiate and finalize the terms of the 2017 Loan Agreement, to include the termination of the 2011 Loan Agreement. The Chief Executive Officer is authorized and directed to execute and deliver the 2017 Loan Agreement.
3. The Corporation authorizes the Chief Executive Officer to execute and deliver in the name, and on behalf, of the Corporation, all other documents required to be executed and delivered in connection with the issuance of the ECFSA 2017 Bonds, the refinancing of the ECFSA 2011 Bonds, the termination of the 2011 Loan Agreement, the defeasance and cancellation of the ECMCC 2011 Bond, the issuance and sale of the ECMCC 2017 Bonds, and the execution and delivery of the 2017 Loan Agreement with such provisions as the Chief Executive Officer shall deem advisable, after consultation with the Corporation's General Counsel. The Corporation also authorizes the Chief Executive Officer to take such other actions as may be necessary or desirable to effectuate the foregoing. The authority granted in this paragraph is limited to the extent that no provision of any document may be contrary to the terms of the Master Trust Indenture or Article 10-C, Title 6 of the New York Public Authorities Law.

ERIE COUNTY MEDICAL CENTER CORPORATION

Execution and delivery of said documents shall constitute conclusive evidence of the Corporation's due authorization and approval of said documents.

4. The Corporation hereby declares its intent and reasonable expectation to reimburse Interim Funds with proceeds from the ECFSA 2017 Bonds, which shall be paid to the Corporation as part of the 2017 County Loan. The foregoing declaration of official intent is made pursuant to, and intended to be in conformance with, Treasury Regulation §1.150-2 promulgated under the Internal Revenue Code of 1986, as amended (the "Code") in order to permit such reimbursement, when made, to be treated as an expenditure of proceeds of the ECFSA 2017 Bonds for arbitrage purposes under Section 148 of the Code. The Expenditures to be reimbursed pursuant to this resolution are capital in nature and have been incurred within sixty (60) days prior to the date of this resolution or will be incurred after the date of this resolution in connection with the New Money Project. The Corporation will make a reimbursement allocation, which is a written allocation that evidences the Corporation's use of proceeds of the ECFSA 2017 Bonds to reimburse an Expenditure, no later than 18 months after the later of the date on which the Expenditure is paid or the New Money Project is placed in service or abandoned, but in no event more than three (3) years after the date on which the Expenditure is paid.
5. The Chief Executive Officer and General Counsel are authorized and directed to take other necessary and incidental actions, and to render opinions that may be required, in order to effectuate the transactions noted in this resolution.
6. This resolution shall take effect immediately.



Douglas H. Baker
Corporation Secretary