

**WESTCHESTER COUNTY HEALTH CARE CORPORATION
COMBINED FINANCE AND AUDIT COMMITTEE MEETING**

April 6, 2022

5:00 P.M.

EXECUTIVE BOARD ROOM

FINANCE COMMITTEE MEMBERS PRESENT: Mr. Tulis
Mr. Hochberg
Mr. Shroff
Mr. McCoy
Mr. Quintero
Mr. Israel

AUDIT COMMITTEE MEMBERS PRESENT: Mr. McCoy
Mr. Hochberg
Mr. Tulis
Mr. Quintero
Mr. Shroff
Mr. Israel

BOARD MEMBERS PRESENT: Dr. Adamson
Mr. Geist
Ms. Gevertz
Mr. Wishnie
Dr. Frishman
Mr. Flannery
Ms. Mitchell
Mr. Heimerdinger
Mr. Rogowsky

STAFF PRESENT: Mr. Brudnicki
Ms. Switzer
Mr. Fersko
Ms. Campbell
Mr. Ingber
Mr. Morgan
Dr. Chasin
Mr. Ratner
Mr. Palovick
Ms. Fernandez

GRANT THORNTON: Michael Sorelle
Derrick McGrow
Stephen Dioguardi

The April 6, 2022 meeting of the Westchester County Health Care Corporation Combined Finance and Audit Committees was called to order at 5:00 p.m. by Mr. McCoy, Chair, Audit Committee. A quorum was present.

Grant Thornton

Michael Sorelle, the Engagement Partner from Grant Thornton, addressed the Committees and introduced his colleagues, Derrick McGrow, Partner and Steven Dioguardi, Audit Senior Manager. He presented the 2021 Westchester County Health Care Corporation's ("WCHCC") audit results. to the Committees, reviewing the respective responsibilities of Grant Thornton, WCHCC's management and those charged with governance. Mr. Sorelle outlined the scope of the 2021 audit as follows: issue an opinion as of, and for the year ended December 31, 2021 on the financial statements of WCHCC, in conformity with accounting principles generally accepted in the U.S.; and issue an opinion on WCHCC's Uniform Guidance Report; issue an opinion on the financial statements of the Westchester Medical Center Foundation; issue an opinion on the financial statements of HealthAlliance, Inc.; and issue an opinion on the financial statements of Bon Secours Charity Health System, Inc. He noted that the financial statements of WCHCC (Bermuda) Limited were audited by a correspondent firm. In addition, Grant Thornton will issue a letter on Internal Controls. Mr. Sorelle noted that no significant deficiencies or material weaknesses were identified during the audit.

Mr. Sorelle informed the Committees of Grant Thornton's areas of emphasis during the 2021 audit. He discussed the following: COVID-19 accounting considerations, impact of various federal relief programs including CARES Act Provider Relief Funds and other Federal Programs, Medicare Advance Repayments, and Deferred remittance of employer matching portion of FICA payroll tax; disclosure of risks and uncertainties; insurance recoveries; reserves for uncollectible accounts; contingent losses; asset impairment and going concern evaluations. Mr. Sorelle discussed the following significant risks and areas of focus: patient accounts receivable, net patient service revenue, related contractual allowances; capital assets, including construction in progress; long term debt, compliance with debt covenants and debt transactions; accrued liabilities, including self-insured reserves and contingencies and other liabilities; other postemployment benefit (OPEB) liabilities; net pension liability; grant revenue; accounting estimates; and financial statement disclosures.

Mr. Sorelle advised the Committee that there were no audit adjustments or disclosure adjustments to report.

A discussion ensued on GASB 87.

Mr. Sorelle advised the Committees that Grant Thornton is prepared to issue an unmodified opinion on WCHCC's financial statements. He advised the Committees that the audit report for WCHCC's Bermuda Captive has been issued. He stated that this was a very good audit and thanked management for their hard work and cooperation.

MR. MCCOY ASKED FOR A MOTION TO MOVE INTO EXECUTIVE SESSION WITHOUT MANAGEMENT. MR. SHROFF MOTIONED, SECONDED BY MR. QUINTERO. THE MOTION CARRIED UNANIMOUSLY.

MR. MCCOY MOTIONED TO MOVE OUT OF EXECUTIVES SESSION, SECONDED BY MR. HOCHBERG. THE MOTION CARRIED UNANIMOUSLY.

Mr. McCoy thanked Grant Thornton and excused them from the meeting.

MR. MCCOY ASKED FOR A MOTION FOR APPROVAL TO ISSUE THE 2021 AUDITED FINANCIAL STATEMENTS IN FINAL FORM. MR. SHROFF MOTIONED, SECONDED BY MR. TULIS. THE MOTION CARRIED UNANIMOUSLY.

FINANCE COMMITTEE

MR. TULIS ASKED FOR A MOTION TO APPROVE THE MARCH 2, 2022 WESTCHESTER COUNTY HEALTH CARE CORPORATION FINANCE COMMITTEE MEETING MINUTES. MR. QUINTERO MOTIONED, SECONDED BY MR. SHROFF. THE MOTION CARRIED UNANIMOUSLY.

Mr. Morgan presented a Declaration of Intent Resolution to the Committee. He stated that the Corporation intends to seek tax-exempt financing for the construction and equipping of a new hospital patient bed tower (the "Project"). Mr. Morgan advised that the Corporation intends that advances from its own funds to pay expenditures for the Project will be reimbursed with proceeds of tax-exempt indebtedness or taxable indebtedness to be issued for such Project. He stated that the expenditures intended to be reimbursed pursuant to this Declaration of Intent consist of capital expenditures for the Project and may include costs of issuing the indebtedness incurred for the Project.

A discussion ensued.

MR. TULIS ASKED FOR A MOTION TO RECOMMEND APPROVAL OF THE DECLARATION OF INTENT RESOLUTION TO THE BOARD. MR. HOCHBERG MOTIONED, SECONDED BY MR. MCCOY. THE MOTION CARRIED UNANIMOUSLY.

Executive Session

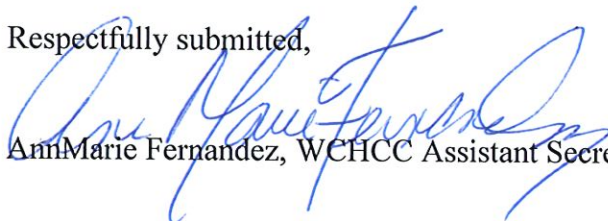
MR. TULIS ASKED FOR A MOTION TO MOVE INTO EXECUTIVE SESSION FOR THE PURPOSE OF DISCUSSING FINANCIAL STRATEGIC PLANNING, MR. QUINTERO MOTIONED, SECONDED BY MR. SHROFF. THE MOTION CARRIED UNANIMOUSLY.

A MOTION WAS MADE BY MR. TULIS, SECONDED BY MR. ISRAEL, TO MOVE OUT OF EXECUTIVE SESSION. THE MOTION CARRIED UNANIMOUSLY.

Adjournment

THE MEETING OF THE WESTCHESTER COUNTY HEALTH CARE CORPORATION COMBINED FINANCE AND AUDIT COMMITTEE ADJOURNED AT 5:51 P.M.

Respectfully submitted,


AnnMarie Fernandez, WCHCC Assistant Secretary