

"Newco" Board Meeting Minutes
November 7, 2007

Present: Kevin Cichocki, D.C., David Dunn, M.D., Evan Evans, M.D. (via teleconference), James Evans, M.D., Robert Gioia, Mary Gresham, Sharon L. Hanson, James Kaskie, Jody Lomeo, Brenda McDuffie, Judge James McLeod, Irene Snow, M.D., Edward Walsh, Jr., Robert Zak, David Zebro, Michael Young, Robert Wild (via teleconference), Betsy Baumler.

Absent: John Simpson, Sundra Ryce

The meeting was called to order at 7:35 AM by the Chair, Robert Gioia.

Minutes

The minutes of the October 31, 2007 Board of Directors' meeting were presented for approval. Mr. Zak suggested a change in the wording on Page 1 under Committees and Page 3 under Communication Strategy. Upon motion duly made and seconded, the minutes of the October 31, 2007 Board of Directors' meeting were unanimously approved with noted changes.

Committee Reports

Governance: Mr. Walsh indicated his first meeting has been scheduled for next Monday, November 12, 2007 at 8:00 a.m.

Due Diligence: Mr. Kaskie highlighted recent due diligence meetings between Kaleida Health's and ECMCC's finance and legal departments. He indicated Mr. Zebro had attended the meetings as well.

Mr. Gioia requested that the committee meeting schedules be distributed to all Board members once they are confirmed and indicated every Board member is welcome at all committee meetings.

HEAL New York

Mr. Gioia highlighted the HEAL New York summaries distributed with the Board package as requested and indicated if anyone would like additional information, please contact Betsy Baumler.

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Educational

ECMC

Mr. Young outlined the structure of the public benefit corporation, ECMCC's Board structure and terms, and labor issues facing ECMCC. He noted the largest obstacle was the dissolution of the public benefit corporation, addressing the costs associated with union practices and outlined the steps needed with the local and state legislatures.

Kaleida Health

Mr. Kaskie highlighted the complexity of the Kaleida Health organization including the

Policy Discussion

Mr. Gioia outlined the three-page memo from Mr. Kaskie distributed with the Board package which framed the significant issues and challenges facing Newco. He noted that management will be preparing a series of discussion papers that will frame key issues.

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Mr. Kaskie discussed the first challenge outlined was understanding and addressing labor. Mr. Kaskie further addressed the background of the labor situation, the labor strategy to be developed and proposed next steps.

Calendar Issues

Mr. Gioia suggested we cancel the Board of Directors' meeting scheduled for Wednesday, November 14th due to the meeting with the Department of Health in Albany.

Mr. Gioia also informed the Board the full day Board Retreat has been confirmed for Wednesday, December 5th. More details will follow.

The meeting was adjourned at 9:35 AM.

Respectfully submitted,

Betsy A. Baumler

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