

## **EXHIBIT 1 DEFINITIONS**

1. **References.** Except where otherwise indicated, all references in this Exhibit to Sections or Attachments are to Sections of or Attachments to this Exhibit.
2. **Definitions.** The following capitalized terms have the following meanings:
  - 2.1 “Agreement” has the meaning set forth in the introduction to the Agreement.
  - 2.2 “Application” means the materials submitted by SBH to the State to request approval to participate in the DSRIP Program.
  - 2.3 “Arbitration Notice” has the meaning set forth in Section 8.2.1 of **Exhibit 2 (Legal Terms)**.
  - 2.4 “Bronx Partners for Healthy Communities PPS” means the PPS led by SBH.
  - 2.5 “CGP Fund Payments” has the meaning set forth in Section 6.2 of the Agreement.
  - 2.6 “Clinical Processes and Guidelines” means the care protocols and procedures established by the Executive Committee and the Sub-Committees for the Projects in accordance with Governance Process as such may be amended from time to time.
  - 2.7 “Community Good Pool Funds” means the pool of funds from which Participant will receive incentive payments as described in Section 6.2 of the Agreement.
  - 2.8 “Confidential Information” has the meaning set forth in Section 6.1 of **Exhibit 2 (Legal Terms)**.
  - 2.9 “Corrective Action Plan” means a corrective action plan for correcting Participant’s underperformance.
  - 2.10 “Disclosing Party” has the meaning set forth in Section 6.2 of **Exhibit 2 (Legal Terms)**.
  - 2.11 “DSRIP” has the meaning set forth in the introduction to the Agreement.
  - 2.12 “DSRIP Agreement” means the agreement entered into between SBH and the State pursuant to which SBH will lead a PPS, including but not limited to the DSRIP project plan award letter executed by HHC and the State and any subsequent agreements entered into by HHC and the State from time to time.
  - 2.13 “DSRIP Funds” means funds received by SBH from the State pursuant to the DSRIP Agreement in connection with the achievement by the Bronx Partners for Healthy Communities PPS of the process milestones and performance outcomes set forth in the DSRIP Agreement.
  - 2.14 “DSRIP Partner Payments” has the meaning set forth in Section 6.3 of the Agreement.

- 2.15 “DSRIP Program” means the Delivery System Reform Incentive Payment Program.
- 2.16 “Effective Date” means the later of April 1, 2015 or the date it is executed by both Parties.
- 2.17 “Executive Committee” means the Executive Committee described in the Governance Process.
- 2.18 “Finance and Sustainability Sub-Committee” means the Finance and Sustainability Sub-Committee described in the Governance Process.
- 2.19 “Force Majeure Event” has the meaning set forth in Section 12.8 of **Exhibit 2 (Legal Terms)**.
- 2.20 “Governance Process” means the governance process described in the charters of the BPHC committees, as well as any additional policies or procedures established by the Executive Committee that relate to the Executive Committee or any Sub-Committee.
- 2.21 “Information Technology Sub-Committee” means the Information Technology Sub-Committee described in the Governance Process.
- 2.22 “Legal Requirements” means any and all laws, rules, regulations, orders, ordinances, statutes, codes, executive orders and requirements of the United States of America, the State of New York, New York City, and any agency, department, commission, board, bureau, instrumentality of political subdivision of any of the foregoing, now existing or hereafter created, having jurisdiction over the delivery of healthcare services or the activities contemplated by DSRIP.
- 2.23 “Nominating Committee” means the Nominating Committee described in the Governance Process.
- 2.24 “Participant” has the meaning set forth in the introduction to the Agreement.
- 2.25 “Participant Service Obligation Funds” means the pool of funds from which Participant will be compensated for DSRIP-related Project costs as described in Section 6.1 of the Agreement.
- 2.26 “Partners” means any provider or organization that has entered into a Master Services Agreement with SBH to participate in the Bronx Partners for Healthy Communities PPS. For the avoidance of doubt, Participant is a Partner.
- 2.27 “Party” or “Parties” has the meaning set forth in the introduction to the Agreement.
- 2.28 “Performing Provider Systems” or “PPS” has the meaning set forth in the introduction to the Agreement.
- 2.29 “Policies and Procedures” means the processes, policies, and procedures related to the DSRIP Program as established through the Governance Process.

- 2.30 “Project Advisory Committee” means the Project Advisory Committee described in Section 3.2 of the Agreement.
- 2.31 “Projects” has the meaning set forth in Section 4.1 of the Agreement.
- 2.32 “PSO Fund Payments” has the meaning set forth in Section 6.1 of the Agreement.
- 2.33 “Quality and Care Innovation Sub-Committee” means the Quality and Care Innovation Sub-Committee described in the Governance Process.
- 2.34 “Receiving Party” has the meaning set forth in Section 6.2 of **Exhibit 2 (Legal Terms)**.
- 2.35 “Regulatory Audit” has the meaning set forth in Section 5.2 of **Exhibit 2 (Legal Terms)**.
- 2.36 “Retained Records” has the meaning set forth in Section 5.1 of **Exhibit 2 (Legal Terms)**.
- 2.37 “SBH” has the meaning set forth in the introduction to the Agreement.
- 2.38 “Special Terms and Conditions” has the meaning set forth in the introduction to the Agreement.
- 2.39 “State” has the meaning set forth in the introduction to the Agreement.
- 2.40 “Sub-Committee” means the Finance and Sustainability Sub-Committee, the Quality and Care Innovation Sub-Committee, the Information Technology Sub-Committee, the Workforce Sub-Committee, and such other sub-committees as may be established by the Executive Committee.
- 2.41 “Term” means the term of the Agreement.
- 2.42 “Workforce Sub-Committee” means the Workforce Sub-Committee described in the Governance Process.