



**RESOLUTION OF THE EXECUTIVE COMMITTEE
BOARD OF DIRECTORS**

WHEREAS, the Legal Commitment Authority adopted by the Board of Directors of University Hospital (“UH”) on July 1, 2013 requires that proposed purchases by UH in excess of \$1,000,000.00 resulting from the waiver of advertising pursuant to New Jersey law be recommended for approval by UH’s Board of Directors after approval by the Finance, Investment, Administration and Audit Committee (“FIAA”); and

WHEREAS, the FIAA Committee met on December 21, 2015 and reviewed and approved the following contract:

<u>Vendor</u>	<u>Services</u>	<u>Terms</u>
Ellucian (UH-W16-076)	Ellucian will provide University Hospital with the time and material services to administer the Banner Solution system that addresses its financial and human resource needs for a period of five years.	Five year Waiver Total not to exceed \$11,628,240.00

WHEREAS, the Bylaws of UH provide that, subject to the ratification of the Board of Directors of UH (the “Board”), when necessary and in the best interest of UH, the Governance, Ethics and Legal Committee (“GEL”) shall perform the duties of the Executive Committee; and

WHEREAS, Information Services and Technologies (“IS&T”) has requested a waiver of the bidding process for services and goods from Ellucian Company, LP for University Hospital’s Banner Solution in the amount of \$11,628,240.00; and

WHEREAS, Banner provides UH with administrative software that addresses financial and human resource requirements and this software is currently deployed throughout UH; and

WHEREAS, University Hospital currently contracts with Rutgers University for the use and support of the Banner system; and

WHEREAS, this waiver is justified because the Banner administrative software is necessary in order to assure standardization of equipment and interchangeability of parts in the public interest and is a sole source program; and

WHEREAS, UH's Legal Counsel has reviewed the contract, set forth above in this Resolution, for compliance with the New Jersey law governing the Waiver of Advertising and has found the contract to be in compliance therewith; now therefore,

BE IT RESOLVED, that this Board Resolution is a declaration of the official intent of the Board to authorize the Interim President and CEO, to execute an agreement with Ellucian Company LP, effective immediately, and that no further approvals by the Board are necessary to implement this Resolution.

Resolution Adopted by Executive Committee: Monday, December 21, 2015

Resolution Adopted by Board of Directors: Tuesday, January 26, 2016



RESOLUTION OF THE BOARD OF DIRECTORS

WHEREAS, the Legal Commitment Authority adopted by the Board of Directors of University Hospital (“UH”) on July 1, 2013 requires that proposed purchases by UH in excess of \$1,000,000.00 resulting from the waiver of advertising pursuant to New Jersey law be recommended for approval by UH’s Board of Directors after approval by the Finance, Investment, Administration and Audit Committee (“FIAA”); and

WHEREAS, the UH Board of Directors adopted a resolution (Attachment 3B) on January 28, 2014 acknowledging and approving UH’s participation in the New Jersey Educational Facilities Authority Higher Education Facilities Trust Fund grant award based upon the application filed by University of Medicine and Dentistry of New Jersey in 2013;

WHEREAS, UH has been awarded from the Higher Education Facilities Trust Fund (“HEFT”) funding for several capital projects as outlined in Attachment 3C; and

WHEREAS, UH’s Hospital Support Services seeks to procure an Emergency Power Supply System as outlined in the Request for Waiver of Public Bid (Attachment 3D) which includes a Memorandum of Justification, Executive Summary and Scope of Project; and

WHEREAS, the Finance, Investments, Administration and Audit (“FIAA”) Committee met on January 21, 2015 and reviewed and approved the following contract:

Vendor	Services	Terms
Rutgers, The State University (UH-W16-083)	Rutgers will provide capital planning and project management services and contract with approved vendor(s) to complete work for the upgrade for the emergency power system for UH.	Five year Waiver Total cost not to exceed \$24,000,000.00 which includes a contingency fee. This cost is funded through an award from the Higher Education Trust Fund (“HETF”) awarded in 2013.

WHEREAS, UH’s Legal Counsel has reviewed the information provided with this waiver, set forth above in this Resolution, for compliance with the New Jersey law governing the Waiver of Advertising and has found the contract to be in compliance therewith; now therefore,

BE IT RESOLVED, that this Board Resolution is a declaration of the official intent of the Board to authorize the Interim President and CEO, to issue a purchase order to Rutgers to allow for the RFP to be released. The cost of the procurement shall not exceed \$24,000,000.00 effective immediately, and that no further approvals by the Board are necessary to implement this capital project.

Resolution Adopted: January 26, 2016



RESOLUTION OF THE BOARD OF DIRECTORS

WHEREAS, the Legal Commitment Authority adopted by the Board of Directors of University Hospital (“UH”) on July 1, 2013 requires that proposed purchases by UH in excess of \$1,000,000.00 resulting from the waiver of advertising pursuant to New Jersey law be recommended for approval by UH’s Board of Directors after approval by the Finance, Investment, Administration and Audit Committee (“FIAA”); and

WHEREAS, the UH Department of Pharmacy requests additional funds to provide support services for the proposed use of contracted specialty pharmacies that will contract with UH for outpatient pharmaceutical purchases under the Federal 340B program;

WHEREAS, the outpatient pharmaceutical purchases under the 340B program require strict monitoring to ensure that UH is never in violation of the complex Federal rules and procedures to administer the program.

WHEREAS, Shields Pharmacy will help provide the necessary data for in-house and outside auditing along with direct support services to keep the outpatient pharmaceutical program functioning profitably for UH.

WHEREAS, the Finance, Investments, Administration and Audit (“FIAA”) Committee met on January 21, 2015 and reviewed and approved the following contract:

Vendor	Services	Terms
Shields Pharmacy Services	Shields Pharmacy will provide additional support services to monitor contracted specialty pharmacies fulfilling prescriptions for UH outpatient 340B clients.	One Year Waiver The total supplementary cost for this waiver shall not exceed \$200,000.00. The original annual spend was estimated to be \$900,000 and with this supplemental waiver the total annual cost shall not exceed \$1,100,000.

WHEREAS, UH’s Legal Counsel has reviewed the information provided with this waiver, set forth above in this Resolution, for compliance with the New Jersey law governing the Waiver of Advertising and has found the contract to be in compliance therewith; now therefore,

BE IT RESOLVED, that this Board Resolution is a declaration of the official intent of the Board to authorize the Department of Pharmacy to issue purchase orders to Shields Pharmacy Services, under the authority pf Waivers #UH-W16-047 and #UH-W16-047S, in an amount not to exceed \$1,100,000.

Resolution Adopted: Tuesday, January 26, 2016



UNIVERSITY HOSPITAL

Newark, New Jersey

RESOLUTION OF THE EXECUTIVE COMMITTEE BOARD OF DIRECTORS

WHEREAS, the New Jersey Medical and Health Sciences Education Restructuring Act (P.L. 2012 c. 45) (hereinafter, the "Act") provides that University Hospital ("UH") is a body corporate and politic and instrumentality of the State of New Jersey, effective July 1, 2013; and

WHEREAS, the Act provides that the management, supervision, and administration of UH is vested in a Board of Directors (hereinafter, the "Board") with the power and duty to exercise general oversight over the affairs of UH and ensure the fulfillment of its mission; and

WHEREAS, pursuant to the Bylaws of University Hospital in Newark, New Jersey (the "Bylaws"), the Board shall have and exercise all the powers, rights, and privileges that are incident to UH's status as a body corporate and politic and an instrumentality of the State of New Jersey and necessary for the proper governance, conduct, and management of UH, and the control of its properties and funds; and

WHEREAS, the Bylaws of UH provide that, subject to the ratification of the Board of Directors of UH (the "Board"), when necessary and in the best interest of UH, the Governance, Ethics and Legal Committee ("GEL") shall perform the duties of the Executive Committee; and

WHEREAS, UMDNJ had been responsible for operating Emergency Medical Services in the City of Camden since 1993, from its headquarters at 1000 Walnut Street in the City of Camden; and

WHEREAS, UMDNJ transferred the operations, real estate and equipment of EMS to University Hospital pursuant to PL 2012 c. 45 on July 1, 2013 effectuating a transfer of title by Deed of the 1000 Walnut Street, City of Camden property to University Hospital; and

WHEREAS, PL 2015 c. 70 was signed into law on July 6, 2015 authorizing among other items, that Cooper Medical Center be authorized to exercise an option to operate the EMS services in the City of Camden, and Cooper Medical Center having exercise said option; and

WHEREAS, the Board of Directors has determined that the sale of 1000 Walnut Street, in the City of Camden would be most advantageous for University Hospital and assist in the effectuation of the intent of PL. 2015 c. 70; and

BE IT RESOLVED, that this Corporation sell, for the amount of \$500,000.00 that certain real property and personal property/ equipment, located at 1000 Walnut Street, in the City of Camden, in the State of New Jersey, to Cooper Medical Center, said real estate and property/equipment described and scheduled in more particularity herein attached as Attachment "A" to this resolution; and it is

FURTHER RESOLVED, that the President and/or Chief Financial Officer and Secretary of this Corporation are hereby authorized and directed to act on behalf of the Corporation and its name to execute and deliver the Deed, and any and all other instruments and documents required in connection with the sale and to affix the corporate seal of this Corporation to such documents.

Attachment - Schedule A

Resolution Adopted By Executive Committee: Monday, December 21, 2015

Resolution Adopted By Board of Directors: Tuesday, January 26, 2016



UNIVERSITY HOSPITAL

Newark, New Jersey

RESOLUTION OF THE EXECUTIVE COMMITTEE

BOARD OF DIRECTORS

WHEREAS, the University Hospital (“UH”) Board of Directors in executive session on November 10, 2015, accepted and approved the recommendation of the Chief Executive Officer (“CEO”) search committee to engage John N. Kastanis, FACHE as President and CEO of UH; and

WHEREAS, the Bylaws of UH provide that, subject to the ratification of the Board of Directors of UH (the “Board”), when necessary and in the best interest of UH, the Governance, Ethics and Legal Committee (“GEL”) shall perform the duties of the Executive Committee; and

WHEREAS, New Jersey Medical and Health Sciences Education Restructuring Act, N.J.S.A. 18A:64M-1 et seq., of the Restructuring Act of 2013 provides that the management, supervision, and administration of UH is vested in the Board with the power and duty to exercise general oversight over the affairs of UH and ensure the fulfillment of its mission; and now therefore,

BE IT RESOLVED THAT, the GEL Committee, in a meeting on December 21, 2015 convened as the Executive Committee of the Board, voted to ratify and adopt the employment agreement executed by the Chairman of the Board of Directors and John N. Kastanis, FACHE to serve as President and CEO.

Resolution Adopted By Executive Committee: Monday, December 21, 2015

Resolution Adopted by Board of Directors: Tuesday, January 26, 2016