

**RESOLUTION OF THE BOARD OF DIRECTORS  
UNIVERSITY HOSPITAL**

**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**, in order to ensure that the day-to-day business of UH is carried out in a timely and efficient manner, the Board is charged with, among other things, reviewing and approving whether to support clinical and educational programs that will benefit patients and the mission of UH; and

**WHEREAS**, The Stroke Center at University Hospital's Neurological Institute of New Jersey ("NINJ") in Newark, New Jersey, licensed as a Comprehensive Stroke Center by the New Jersey Department of Health ("NJDOH"), is one of New Jersey's outstanding academically-based comprehensive stroke programs, is a leader in New Jersey and in the New York metropolitan area in all phases of acute stroke treatment and prevention, is fully integrated with the New Jersey Medical School, where all of the Center's physicians teach and conduct research, and operates as a university-level "Center of Excellence" bringing together topflight clinicians and basic science researchers from a variety of subspecialties; and

**WHEREAS**, UH, a New Jersey Level I Trauma Center incorporating the NorthSTAR helicopter emergency and critical care transport system, is a high volume stroke center, treating close to 1,000 patients annually presenting with all forms of acute stroke, about 20 per cent of which involve hemorrhagic stroke, which is well above the average 15 percent seen at other New Jersey hospitals, and UH has thereby assumed a leadership role in the acute stroke treatment and stroke prevention and early intervention services for Northern New Jersey residents; and

**WHEREAS**, the Board of UH, recognizing that The Stroke Center at University Hospital is a premier referral destination for the acute stroke treatment, prevention and education services to the Northern New Jersey community and wishing to support and promote the Center's mission, purpose and goals by supporting The Stroke Center's comprehensive stroke treatment and education programs, the physicians of The Stroke Center, and the multidisciplinary team of stroke specialists, all in the name of providing the community and patients with experienced and expert acute stroke care, hereby agrees and is proud to provide financial support of the physicians at The Stroke Center who participate in UH-sponsored Quality Assurance and other treatment and education-based programs, including, but not limited to, the expansion of the clinical and academic programs at The Stroke Center, as and when they may be approved by UH in the future, as recommended by TJC; now

**BE IT RESOLVED**, that this Board Resolution is a declaration of the official intent of the Board accepting and adopting the above-stated Recitals and the Board approves and authorizes the undertaking and implementation of financial support for physician participation and the expansion of programs as recognized by UH, effective immediately, and that no further approvals by the Board are necessary to implement this Resolution.

Resolution Adopted: March 17, 2015

Resolution Amended: May 19, 2015

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**WHEREAS**, Camden EMS is a “division” of University Hospital; and

**WHEREAS**, the operations of Camden EMS are conducted under a federal taxpayer identification number that is distinct from the federal taxpayer identification number used by University Hospital; and

**WHEREAS**, University Hospital has been advised by CMS that CMS will only deposit payments for the account of Camden EMS into a bank account bearing the federal taxpayer identification number assigned to Camden EMS; and

**WHEREAS**, University Hospital has inquired and determined that Bank of America Merrill Lynch has agreed to and will provide appropriate banking services to Camden EMS, as follows:

1. A bank account in the name of “University Hospital – Camden EMS Division,” bearing the federal taxpayer identification number of Camden EMS, shall be opened after the receipt of appropriate Board approval;
2. The “Banking Resolution and Certificate of Incumbency” to open said bank account at Bank of America Merrill Lynch, in the form attached hereto, is hereby adopted and approved;
3. The following officers of University Hospital are and shall be hereby authorized to take such actions as he or she shall deem necessary and/or advisable with respect to the Camden EMS bank account at Bank of America Merrill Lynch to carry out the intent and accomplish the purposes of Camden EMS and/or University Hospital:
  - a. Thomas Daly, Vice President and Chief Financial Officer
  - b. Nancy Hamstra, Vice President and Chief Operations Officer; and
4. All actions taken by the aforementioned University Hospital officers, or other University Hospital officers, prior to the date of adoption and approval by the Board of the within Resolution, in furtherance hereof, are confirmed and ratified in all respects; now therefore,

**BE IT RESOLVED**, that this Board Resolution is a declaration of the official intent of UH’s Board of Directors in accepting and adopting the above-stated Recitals, and the Board of Directors



accepts and approves the foregoing actions related to the establishment of a bank account by Camden EMS at Bank of America Merrill Lynch, effective immediately, and that no further approvals by the Board are necessary to implement this Resolution.

Resolution Adopted: May 19, 2015



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**WHEREAS**, the Legal Commitment Authority (the “Policy”) 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 (hereinafter, the “FIAA Committee”); and

**WHEREAS**, the FIAA Committee met on April 23, 2015 and reviewed and approved on that date a set of five (5) contracts for the purchase of goods and services by UH pursuant to the Waiver of Advertising under New Jersey law for Fiscal Year (“FY”) 2016, as follows:

<u>Vendor</u>	<u>Services</u>	<u>Terms</u>
1. Various (UH-W16B-001 Sole Source)	Grant awards to UH are contingent upon UH contracting with vendors identified and approved in the grants award, and these identified vendors are the sole sources to supply the goods and/or services under the grant awards.	Based on proposals: FY 2016 Total not to exceed \$500,000
2. Various (UH-W16B-002 Favorable Terms)	Purchase of equipment, supplies and services through various established group purchasing organizations, of which UH is a member.	Based on proposals: FY 2016 Total not to exceed \$80,000,000
3. Various (UH-W16B-003 Perishable Goods)	Purchase of blood and blood products for UH.	Based on proposals: FY 2016 Total not to exceed \$5,000,000
4. Various (UH-W16B-004 Sole Source)	Purchase of various organs for transplant.	Based on proposals: FY 2016 Total not to exceed \$2,000,000



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5. Various (UH-W16B-005)	Purchase of the services of vendors who render legal, technical and professional services to UH, supplementing those provided by the Office of General Counsel.	Based on proposals: FY 2016 Total not to exceed \$500,000
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**WHEREAS**, in accordance with the Policy, the FIAA Committee submits and recommends Contract 1. Various (UH-W16B-001 Sole Source) for FY 2016 to the UH Board of Directors for the Board's approval under the Waiver of Advertising under New Jersey law; and

**WHEREAS**, in accordance with the Policy, the FIAA Committee submits and recommends Contract 2. Various (UH-W16B-002 Favorable Terms) for FY 2016 to the UH Board of Directors for the Board's approval under the Waiver of Advertising under New Jersey law; and

**WHEREAS**, in accordance with the Policy, the FIAA Committee submits and recommends Contract 3. Various (UH-W16B-003 Perishable Goods) for FY 2016 to the UH Board of Directors for the Board's approval under the Waiver of Advertising under New Jersey law; and

**WHEREAS**, in accordance with the Policy, the FIAA Committee submits and recommends Contract 4. Various (UH-W16B-004 Sole Source) for FY 2016 to the UH Board of Directors for the Board's approval under the Waiver of Advertising under New Jersey law; and

**WHEREAS**, in accordance with the Policy, the FIAA Committee submits and recommends Contract 5. Various (UH-W16B-005) for FY 2016 to the UH Board of Directors for the Board's approval under the Waiver of Advertising under New Jersey law; and

**WHEREAS**, UH's General Counsel has reviewed the set of five (5) contracts, set forth above in this Resolution, for compliance with New Jersey law governing the Waiver of Advertising and has found the five (5) contracts, respectively, to be in compliance therewith; and

**WHEREAS**, UH's General Counsel has approved the set of five (5) contracts, respectively, as to form and legality and, on that basis, concurs with the recommendation of the FIAA Committee to recommend each of them to UH's Board of Directors, now therefore,

**BE IT RESOLVED**, that this Board Resolution is a declaration of the official intent of UH's Board of Directors in accepting and adopting the above-stated Recitals and, upon recommendation of



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the FIAA Committee, the Board of Directors accepts and approves the aforementioned set of five (5) contracts, and each of them, pursuant to the Waiver of Advertising under New Jersey, effective immediately, and that no further approvals by the Board are necessary to implement this Resolution.

Resolution Adopted: May 19, 2015