

## **RESOLUTION OF THE BOARD OF DIRECTORS**

**WHEREAS**, the Bylaws of University Hospital (“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 shall perform the traditional duties of an Executive Committee; and

**WHEREAS**, the Board, in an emergency meeting on April 29, 2015 accepted James Gonzalez’s resignation and voted that Mr. Gonzalez extend his tenure as President and Chief Executive Officer (“CEO”) to May 31, 2015; and

**WHEREAS**, the Governance, Ethics and Legal Committee, in a special meeting on May 28, 2015 convened as the Executive Committee and voted unanimously to appoint Nancy A. Hamstra to serve as interim President and CEO; and

**WHEREAS**, the Act 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

**WHEREAS**, the Board shall also hire, fire, and fix salaries for all employees of UH; and

**WHEREAS**, the Bylaws of UH provide that President and CEO of UH shall have the general powers and duties of supervision of the management of UH including responsibility for the following: information and support systems; recruitment and retention of staff; physical and financial assets; identifying and involving a nurse leader at the executive level who participates in decision making; and shall perform other duties as assigned by the Board: and

**WHEREAS**, the President shall execute bonds, mortgages, and other contracts on behalf of the Hospital, and shall cause the seal to be affixed to any instrument requiring it: and

**WHEREAS**, the Bylaws provide that the offices of the President and CEO may be filled by the same individual; and

**NOW, THEREFORE, BE IT RESOLVED THAT**, as of 12:01 A.M. on June 1, 2015, Nancy A. Hamstra is appointed as interim President and Chief Executive Officer of UH to serve at the pleasure of the Board.

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**WHEREAS**, the Bylaws of University Hospital (“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 shall perform the traditional duties of an Executive Committee; and

**WHEREAS**, UH currently maintains accounts (the “Accounts”) with Bank of America (“BOA”); and

**WHEREAS**, due to a change in officer positions, UH desires to remove James R. Gonzalez as the authorized signatory on the Accounts.

**NOW, THEREFORE, BE IT RESOLVED THAT**, the individuals set forth below are the authorized signatories (the “Signatories”) on the Accounts and that their actual signatures shall be set forth opposite their names:

<b>Name</b>	<b>Position</b>	<b>Signature</b>
Nancy Hamstra	Interim President and Chief Executive Officer	_____
Thomas M. Daly	Chief Financial Officer	_____

**AND BE IT FURTHER RESOLVED THAT**, the Signatories are authorized and directed to maintain the Accounts for UH with BOA, subject to the terms and conditions of the applicable Account agreement(s) as may be reasonably amended from time to time; and

**AND BE IT FURTHER RESOLVED THAT**, the Signatories are hereby authorized, at any time and from time to time, to execute, accept, and authorize any agreement requested, required, or deemed advisable by BOA in order to effectuate the maintenance of the Accounts; and

**AND BE IT FURTHER RESOLVED THAT**, UH agrees to be bound by the terms of the applicable Account agreement(s) as may be reasonably revised or amended from time to time; and



**AND BE IT FURTHER RESOLVED**, that the Signatories are authorized and empowered to execute such other agreements, including, but not limited to, special depository agreements and arrangements regarding the manner, conditions, or purposes for which funds, checks, or items of UH may be deposited, collected, or withdrawn, and to perform such other acts, as they deem reasonably necessary to carry out the provisions of these resolutions; and

**AND BE IT FURTHER RESOLVED THAT**, the authority hereby conferred upon the Signatories shall be, and remains, in full force and effect until written notice of the revocation thereof shall have been delivered to, and received by, BOA at the location where the Accounts are maintained and BOA shall have had a reasonable period of time to act upon such notice; and

**AND BE IT FURTHER RESOLVED THAT**, that the Signatories are each individually authorized and empowered to withdraw the funds of UH in amounts less than [One Hundred Thousand Dollars (\$100,000.00)] from the Accounts from time to time on checks, drafts, advices of debit, notes, or other orders for payments of monies (including electronic orders) bearing such individual's signature; and

**AND BE IT FURTHER RESOLVED THAT**, that the signatures of both Signatories will be required for the withdrawal of funds of UH in amounts of [One Hundred Thousand Dollars (\$100,000.00)] or more from any of the Accounts; and

**AND BE IT FURTHER RESOLVED THAT**, BOA may honor all such checks and other instruments for the payment or delivery of money or property when signed by the Signatories; and

**AND BE IT FURTHER RESOLVED THAT**, the authority hereby conferred upon the Signatories shall be, and remains, in full force and effect until written notice of the revocation thereof shall have been delivered to, and received by, BOA at the location where the Accounts are maintained and BOA shall have had a reasonable period of time to act upon such notice; and

**AND BE IT FURTHER RESOLVED THAT**, any actions taken in furtherance of the foregoing resolutions by the Signatories prior to the date hereof are confirmed and ratified in all respects.

Resolution Adopted by Executive Committee: May 28, 2015