



RESOLUTION OF THE BOARD OF DIRECTORS

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 May 21, 2015 and reviewed and approved on that date a contract, requested by the Department of IST/Enterprise Clinical IT Solutions, for annual software maintenance in the amount of “not to exceed” \$1,958,968.00 from the Department’s operating budget (hereinafter, the “Contract”), for the term of July 1, 2015 to June 30, 2016, based on New Jersey law,

N.J.S.A. 52:34-10 (Sole Source), 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. Epic System Corp. (UH-W16-019 Sole Source)	The continuation by the vendor to provide maintenance and support services for the EPIC software system, which EPIC software is an integral part of UH’s electronic medical record that is used to provide and track in-patient care at UH and out-patient care at some of UH’s out-patient clinics.	Based on proposals: FY 2016 Total not to exceed \$1,958,968.00

WHEREAS, in accordance with the Policy, the FIAA Committee submits and recommends the Contract (UH-W16-019 Sole Source) for FY 2016, and the vendor, Epic System Corp., for the aforementioned “Services” 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 Contract, set forth above in this Resolution, for compliance with New Jersey law governing the Waiver of Advertising and has found the Contract to be in compliance therewith; and

WHEREAS, UH's General Counsel has approved the Contract as to form and legality and, on that basis, concurs with the recommendation of the FIAA Committee to recommend the Contract and the vendor 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 the FIAA Committee, the Board of Directors accepts and approves the aforementioned Contract and vendor, 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.

Adopted: June 29, 2015

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 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 Hamstra is appointed as interim President and Chief Executive Officer of UH to serve at the pleasure of the Board.

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, 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:

Name	Position	Signature
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

Resolution Adopted by Board of Directors: June 29, 2015



UNIVERSITY HOSPITAL
Newark, New Jersey

RESOLUTION OF THE BOARD OF DIRECTORS

WHEREAS, in accordance with the Bylaws of University Hospital (“UH”) in Article V Officers of the Hospital, Section 1 Qualifications and Appointments, the offices of President and Chief Executive Officer (“CEO”) and Secretary must be held by separate people; and

WHEREAS, Nancy Hamstra was appointed by the Board on July 1, 2013 to serve as Secretary to the Board; 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 Hamstra to serve as interim President and CEO effective June 1, 2015 thereby disqualifying her to serve in the office of Secretary to the Board; and

WHEREAS, the Board acted to remove Nancy Hamstra as Secretary to the Board; and

WHEREAS, the Board acted to appoint Jill Cooperman as Secretary to the Board; and

NOW, THEREFORE, BE IT RESOLVED THAT, as of June 1, 2015, Jill Cooperman is appointed Secretary to serve at the pleasure of the Board.

Resolution Adopted: June 29, 2015



RESOLUTION OF THE BOARD OF DIRECTORS

WHEREAS, the Legal Commitment Authority Policy (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 June 29, 2015 and reviewed and approved on that date the following contract:

Vendor

The Stone Center
(UH-W16-018)

Services

Provision of lithotripsy services
for UH.

Terms

Based on: FMV Analysis
Total not to exceed
\$1,450,000

WHEREAS, the Director of Legal Management has reviewed and approved this action as to form and legality; and

BE IT RESOLVED, that the University Hospital Board of Directors, upon recommendation of the FIAA Committee, accepts and approves the aforementioned waiver, effective immediately, and that no further approvals by the Board are necessary to implement this Resolution.

Resolution Adopted: June 29, 2015



RESOLUTION OF THE BOARD OF DIRECTORS

WHEREAS, University Hospital (“UH”) is the sole member of The Foundation for University Hospital, a New Jersey nonprofit corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Foundation”); and

WHEREAS, it is in the best interests of UH that the Board of Trustees of the Foundation be expanded to bring in additional individuals interested in, and committed to, the welfare of UH; and

WHEREAS, **Mr. William Sumas** is interested in, and committed to the welfare of UH and is willing to serve on the Board of Trustees of the Foundation to advance the welfare of UH;

NOW THEREFORE BE IT RESOLVED, that pursuant to Section 4 of Article III of the Bylaws of the Foundation, **William Sumas** is hereby appointed as a Trustee of the Foundation.

Resolution Adopted: June 29, 2015



UNIVERSITY HOSPITAL
Newark, New Jersey

RESOLUTION OF THE BOARD OF DIRECTORS

WHEREAS, University Hospital management has submitted to the Board of Directors an Operating Budget for Fiscal Year (“FY”) 2016, affixed hereto as an Attachment; and

WHEREAS, said FY 2016 Operating Budget consists of projected revenues from Hospital services; State appropriations and subsidies; projected operating expenses; and

WHEREAS, State appropriations and subsidies include reimbursement for some employee fringe benefit expenses; Charity Care; Graduate Medical Education; and the Delivery System Reform Incentive Payment (“DSRIP”); and

WHEREAS, the FY 2016 budget has been reviewed and approved by the Finance, Investment, Administration and Audit (“FIAA”) Committee and has been referred to the Board of Directors for approval and adoption; now therefore,

BE IT RESOLVED, that the University Hospital Board of Directors approves and adopts the FY 2016 Operating Budget provided that any subsequent amendments to the budget be reviewed and approved by the FIAA Committee and recommended to the Board for approval and adoption in the future.

Resolution Adopted: June 29, 2015



UNIVERSITY HOSPITAL
Newark, New Jersey

RESOLUTION OF THE BOARD OF DIRECTORS

WHEREAS, the Board of Directors (the “Board”) of University Hospital (the “Hospital”) is being asked to approve the selection of an investment banking firm to refinance the New Jersey Health Care Facilities Financing Authority (“NJHCFFA”) \$150,000,000 Revenue Bond Anticipation Notes, University Hospital Issue, Series 2013 (the “Series 2013 Notes”), consisting of its \$147,510,000 Revenue Bond Anticipation Notes, University Hospital Issue, Series 2013A (the “Series 2013A Notes”) and its \$2,490,000 Revenue Bond Anticipation Notes, University Hospital Issue, Series 2013B (Federally Taxable) (the “Series 2013B Notes”); and

WHEREAS, on March 25, 2015 the State Treasurer, on behalf of UH, issued a request for proposals (“RFP”) for investment banking services to refund the BANs and a public bond offering is now feasible and advantageous; and

WHEREAS, based upon the above, and consistent with the recommendation of the Treasurer’s Office to secure long term financing, the Board of Directors has been requested to approve the selection of Morgan Stanley as the senior managing underwriters for the bond issue; now therefore

BE IT RESOLVED, that the Board of Directors approves the selection of Morgan Stanley as the senior managing underwriter for the bond issue.

Resolution Adopted: June 29, 2015